

**MIDDLE TENNESSEE STATE UNIVERSITY
BOARD OF TRUSTEES**

**EXECUTIVE AND GOVERNANCE COMMITTEE
MINUTES**

The Executive and Governance Committee met on Tuesday, March 17, 2020, by way of electronic teleconference.

Call to Order and Opening Remarks

Committee Chair Steve Smith welcomed those participating and called the meeting to order at 11:25 a.m.

Roll Call and Statement of Necessity

Chairman Smith asked Board Secretary Heidi Zimmerman to call the roll. Ms. Zimmerman stated that because members of the Committee were participating in the meeting electronically, in accordance with Tennessee Code Annotated Section 8-44-108(c)(3), there were two questions that needed to be answered by the Committee members for the record. First, could the trustee clearly hear others participating on the call in order to participate in the meeting. Second, were other individuals present in the room; if so, they would need to be identified.

The following Committee members were in attendance by way of teleconference: Pete DeLay, Darrell Freeman and Steve Smith. Each indicated he was able to clearly hear all others on the call. Chairman Smith and Trustee DeLay indicated they were in the same room and that Trustees Baker and Boyd were also in the room with them. Trustee Freeman indicated that there was no one else present in the room at his location.

Also present on the conference call were Trustees J.B. Baker, Tom Boyd, Joey Jacobs, Mary Martin, Pam Wright and Samantha Eisenberg. President Sidney A. McPhee; Alan Thomas, Vice President for Business and Finance; Mark Byrnes, University Provost; Joe Bales, Vice President for University Advancement; Andrew Oppmann, Vice President for Marketing and Communications; Bruce Petryshak, Vice President for Information Technology and Chief

Information Officer; Deb Sells, Vice President for Student Affairs and Vice Provost for Enrollment and Academic Success; Brenda Burkhart, Chief Audit Executive; Heidi Zimmerman, University Counsel and Board Secretary; and, Kim Edgar, Assistant to the President and Chief of Staff were also on the call.

Ms. Zimmerman stated that a quorum was not physically present, but that one would exist with inclusion of the Committee members participating electronically. In accordance with T.C.A. § 8-44-108(b)(2), in order to proceed without a physical quorum, the Committee was required to make a determination that necessity for the meeting existed. Ms. Zimmerman provided the following circumstances for the Committee's consideration to establish the necessity for holding the meeting:

1. The agenda included matters the Committee must consider and vote on in order to make recommendations to the Board of Trustees. These recommendations included matters regarding the institutional mission and mission profile; the President's evaluation and compensation; and, an additional Board of Trustees policy.
2. The Board of Trustees will meet on Tuesday, March 31.
3. It was necessary for the Committee to meet in order to consider these matters prior to the Board's next meeting.
4. Due to concerns related to exposure to the coronavirus, it was determined that the Committee meeting should be held electronically and, thus, there was not a physical quorum without electronic participation of Committee members.

Chairman Smith requested a motion and second be made concerning the necessity for the meeting. Trustee Freeman made the motion, which was seconded by Trustee DeLay. A roll call vote was taken. The vote was three (3) Ayes and zero (0) Nays; the motion establishing necessity for the meeting carried.

Approval of Minutes

The first agenda item was approval of the minutes of the September 18, 2019, meeting of the Executive and Governance Committee. A motion was made by Trustee DeLay and seconded by Trustee Freeman, to approve the minutes. A roll call vote was taken and the motion to approve the minutes of the September 18, 2019 meeting of the Executive and Governance Committee passed unanimously.

Institutional Mission/Mission Profile

Dr. Mary Hoffschwelle made the presentation concerning the annual review of the institutional mission statement and mission profile. On February 21, 2020, the University Planning Committee reviewed the mission statement and mission profile. It recommended revisions to the vision statement based on comments made previously by one of the trustees asking that the statement be more visionary or future-looking. It recommended revisions to the mission profile with the major revision being the addition of the term “cross-disciplinary” to recognize the increasing number of academic programs that reach across departments and colleges. The document, with the recommended revisions, was then reviewed and approved by the President. Pursuant to T.C.A. § 49-8-101(d) the mission statement and profile must be submitted to THEC for review and approval.

A motion was made by Trustee DeLay, seconded by Trustee Freeman, to approve the institutional mission statement and mission profile. A roll call vote was taken and the motion was unanimously approved.

President’s Evaluation and Compensation

Ms. Zimmerman stated for the record that Dr. McPhee and Kimberly Edgar left the room during this agenda item.

Chairman Smith stated that one of his responsibilities as chair is to work with the President on his self-evaluation and compensation. Chairman Smith sent copies of the self-evaluation to each Board member. Chairman Smith stated that the institution has had a good year and cited the Princeton Review, athletic graduation success, and enrollment and graduation. He

stated that the CEO has performed well. Chairman Smith recommended and made a motion that Dr. McPhee's compensation be increased the same as the faculty. Trustee DeLay seconded that motion.

Ms. Zimmerman restated the motion as clarified by Chairman Smith, that the increase in salary was to be in the same amount as the across-the-board increase given in July 1, 2019, and that this increase was to be applied retroactively to July 1, 2019. Committee members confirmed the wording of the motion.

A roll call vote was taken and unanimously approved.

Chairman Smith asked that next year, the President should make a list of goals and standards he expects to achieve.

Board of Trustees Policy – Trustee Emeritus

A new Board of Trustees policy was presented for review and comment. Ms. Zimmerman summarized the policy. The Trustee Emeritus policy provides for an honorary status for Board trustees who have provided the University with outstanding service and commitment. The policy specifies requirements and criteria, along with the process of nomination for this status.

Chairman Smith asked the policy be revised in Section 4.1 to delete "Six (6) or more years of service" and replace with "A full term as appointed by the Governor...". Trustee DeLay added, "...as appointed by the Governor and approved by the Legislature...". Chairman Smith called the question. Trustee Freeman made the motion, seconded by Trustee Delay to approve the policy with the stated revision. A roll call vote taken and the vote was three Ayes.

The meeting adjourned at 11:43 a.m.

Respectfully submitted,

Executive and Governance Committee