

**MIDDLE TENNESSEE STATE UNIVERSITY
BOARD OF TRUSTEES**

**EXECUTIVE AND GOVERNANCE COMMITTEE
MINUTES**

The Executive and Governance Committee met on Tuesday, May 25, 2021.

Call to Order and Opening Remarks

Committee Chair Steve Smith welcomed those participating and called the meeting to order at 12:20 p.m.

Roll Call

Chairman Smith asked Acting Board Secretary Jeff Farrar to call the roll.

The following Committee members were in attendance: Pete DeLay, Darrell Freeman, and Steve Smith.

Also present were Trustees J.B. Baker, Tom Boyd, Joey Jacobs, Mary Martin, Pam Wright and Delanie McDonald. 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; Jeff Farrar, Associate University Counsel and Acting Board Secretary; and, Kim Edgar, Assistant to the President and Chief of Staff were also present.

Approval of Minutes

The first agenda item was approval of the minutes of the March 16, 2021, meeting of the Executive and Governance Committee. A motion to approve the minutes was made by Trustee Freeman and seconded by Trustee DeLay. A voice vote was taken and the motion to approve the minutes of the March 16, 2021 meeting of the Executive and Governance Committee passed unanimously.

President's Evaluation -- Information

Chairman Smith reported that he just completed the President's annual evaluation in accordance with Board rules. He sent a copy of the President's Self Evaluation Assessment to each Board member via U.S. mail. He met with Dr. McPhee and discussed his self-evaluation along with the Board comments and suggestions. Chairman Smith reported that institution has had a successful year, particularly with the challenges posed by the COVID-19 pandemic. Chairman Smith highlighted some of the accomplishments over the past year, including ranking by the Princeton Review, increased enrollment, and successful reopening during the COVID-19 pandemic. Chairman Smith stated that he had provided Dr. McPhee with a written assessment of his completed performance review.

Parliamentary Procedures Review -- Information

Acting Board Secretary Jeff Farrar provided a brief review of parliamentary rules and procedures as a refresher for the Trustees. This review included discussion of appropriate parliamentary procedures and requirements of the Board Bylaws and Open Meetings Act as they relate to agendas, motions, voting, debate, meeting minutes, timing of meeting notices/agendas, and other topics.

Proposed Board Policy Revision: Board Committees -- Action

Dr. Mary Hoffschwelle made the presentation concerning a proposed policy revision to the Board Committees policy. The Southern Association of Colleges and Schools Commission on Colleges requires that a governing board "defines and regularly evaluates its responsibilities and expectations" (Standard 4.2.g. Board Self-Evaluation). The University's compliance certification report for reaffirmation of accreditation must explain how the MTSU Board of Trustees meets the requirement, supported by evidence such as Board policies and procedures, minutes of meetings, schedules for self-evaluation, and reports on findings from those evaluations. The proposed change to the Board Committees policy will specify the Executive and Governance Committee's responsibility for a regular schedule of Board self-evaluation and use of evaluation results for improvement.

A motion was made by Trustee Freeman, seconded by Trustee DeLay, to approve the proposed Board policy revision to Board Committees. A voice vote was taken and the motion was unanimously approved.

Proposed New Board Policy: Requests to Address Board of Trustees -- Action

Jeff Farrar, Acting Board Secretary, made the presentation concerning a proposed new Board policy, Requests to Address Board of Trustees. Board Bylaws Section 8.d.4. permits anyone wishing to address the Board to submit a written request to do so at least seven (7) days prior to the scheduled Board meeting. At the April 6, 2021 Board of Trustees meeting, several Trustees expressed that the Board needed procedures for considering and fulfilling such requests. Proposed Board Policy, Requests to Address Board of Trustees, sets forth procedures for such requests including a procedure for making such requests; a listing of permissible subjects; time allocation for speakers; and other matters.

A motion was made by Trustee Freeman to approve the proposed new Board policy Requests to Address Board of Trustees as drafted with the revision to Sentence 1 of Section 3 to delete the words “of concern to the Board” and replace that with “germane to the responsibility of the Board.” The motion was seconded by Trustee DeLay. A voice vote was taken and the motion was unanimously approved.

The meeting adjourned at 1:17 p.m.

Respectfully submitted,

Executive and Governance Committee