

**MINUTES  
OF THE  
MIDDLE TENNESSEE STATE UNIVERISTY  
BOARD OF TRUSTEES  
APRIL 10, 2017**

**Call to Order**

President Sidney A. McPhee called to order the inaugural meeting of the Middle Tennessee State University Board of Trustees on Monday, April 10, 2017, at 2:30 p.m. (CDT). Dr. McPhee welcomed the trustees and all attendees to the meeting and introduced Governor Bill Haslam. Dr. McPhee highlighted Gov. Haslam's leadership concerning higher education, referencing the Focus on College and University Success (FOCUS) Act, and the Drive to 55, and the Tennessee Promise and Tennessee Reconnect programs. Gov. Haslam provided remarks beginning with the background for the FOCUS Act with its focus on post-secondary education in order for the State to compete for jobs in the future. The determination was made to reconfigure the Tennessee Board of Regents higher education structure so that all institutions could concentrate on efforts to realize student success. He noted that from this point forward, MTSU will have a Board of Trustees with a singular focus on MTSU. He noted the quality and commitment of each trustee and thanked them for their agreement to serve. He reminded them that while their focus is MTSU, they are part of a bigger network of higher education in Tennessee.

Dr. McPhee asked each trustee to introduce himself/herself and share some remarks. He recognized several elected and appointed officials, members of the President's Cabinet and members of the Faculty Senate who were in attendance.

**Roll Call**

Dr. McPhee then requested Heidi Zimmerman, University Legal Counsel, to call the roll. Present were: W. Andrew "Andy" Adams, J.B. Baker, Pete DeLay, Darrell Freeman, Sr., Joey

Jacobs, Christine Karbowski, Stephen Smith, Pamela Wright and Tony Johnston. All trustees were present and a quorum was declared.

#### Adoption of Board Bylaws

The first order of business concerned adoption of the Board of Trustees Bylaws. Dr. McPhee remarked that with approval of the Bylaws, the University would become subject to a Board of Trustees as provided in the FOCUS Act. Trustee Smith made a Motion that the Bylaws be adopted. Trustee Karbowski seconded the Motion. After calling for discussion but hearing none, Dr. McPhee instructed that a roll call vote be taken. All nine (9) trustees voted in favor of adoption and the Middle Tennessee State University Board of Trustees Bylaws were officially adopted.

#### Election of Officers

Article 5 of the newly-adopted Bylaws provides for officers of the Board to be elected to serve two (2)-year terms. Trustee Freeman nominated Trustee Smith for the position of Chair of the Board. No additional nominations were made and Trustee Smith accepted the nomination. By unanimous voice vote, the Motion to elect Trustee Smith as Chair of the Board carried. Dr. McPhee passed the gavel to Chairman Smith and turned the meeting over to him. Chairman Smith expressed his gratitude for this honor and to Gov. Haslam for his vision with the FOCUS Act, without which an independent board would not exist. Chairman Smith acknowledged the moral and financial responsibility that comes with serving on the Board.

Chairman Smith called for nominations for the position of Vice Chair. Trustee Wright nominated Trustee Freeman for the position of Vice Chair. No additional nominations were made. By unanimous voice vote, the Motion to elect Trustee Freeman as Vice Chairman of the Board carried.

### Appointment of Student Trustee

The next agenda item concerned appointment of the student trustee to serve a one (1)-year term. Dr. McPhee explained the selection process and recommended Mrs. Lindsey Weaver for this position. Vice Chair Freeman made a Motion to nominate Mrs. Lindsey Weaver as student trustee; Trustee Wright seconded the Motion. Mrs. Weaver was selected by unanimous voice vote. Mrs. Weaver thanked Dr. McPhee for nominating her and the Board for selecting her to serve as the first student trustee member.

### Affirmation of the President

Affirmation of the President was the next order of business. Chairman Smith summarized Dr. McPhee's accomplishments at MTSU to date, as well as, his prior higher education experience. Vice Chairman Freeman moved to affirm Dr. McPhee in this position; Trustee DeLay seconded the Motion. The Motion carried by unanimous voice vote.

### Affirmation of the Board Secretary

Ms. Heidi Zimmerman was recommended by Dr. McPhee for affirmation for the position of Secretary to the Board. Dr. McPhee explained the role of the position and Ms. Zimmerman's qualifications. Vice Chair Freeman made the Motion to approve Ms. Zimmerman, seconded by Trustee Wright. The Motion carried by unanimous voice vote.

### Approval of Board Policies

The Board next considered several proposed Board policies:

- Code of Ethics
- Reservation and Delegation of Authority
- Channel of Authority and Communications
- Board Committees
- Audit and Compliance Committee Charter

Trustee Baker moved for their adoption; Trustee DeLay seconded the Motion. Trustee Wright moved to amend the Motion to revise the Board Committees policy; specifically, Section 14, Number 7, to delete the words, "Developing a system and defining," and to start the point with

“Metrics to measure efficiency of each academic department.” Trustee Wright explained that the revision is intended in order to have a very clear understanding about the difference between governance and management. As written, she was concerned it could be interpreted that the Board or the committee has the responsibility to develop the system when it is the committee’s responsibility to oversee, analyze and approve the system. Trustee Karbowski seconded the Motion to amend. Discussion followed. Chairman Smith called for a vote on the amendment; the amendment carried. Chairman Smith called for a Motion to approve the policies, as amended. Vice Chair Freeman moved for approval, seconded by Trustee Baker. The Motion, as amended, carried by unanimous voice vote.

#### Appointment of Committee Chairs and Committee Members

Chairman Smith moved to the next item, appointment of trustees to Board committees. The Board Bylaws provide that the Board Chair has the discretion to make these appointments and to designate the committee chairs. Chairman Smith indicated that he wished to confirm that trustees accepted their appointments to committees, and that he reserved discretion to add non-voting, non-trustee members to committees. The following trustees were appointed to the Academic Affairs, Student Life and Athletics Committee: Pam Wright, Chair, Pete DeLay, Tony Johnston and Lindsey Weaver. The following trustees were appointed to the Finance and Personnel Committee: Joey Jacobs, Chair, J.B. Baker and Darrell Freeman. These trustees were appointed to the Audit and Compliance Committee: Chris Karbowski, Chair, Andy Adams and Tony Johnston. The Executive and Governance Committee is composed of the Board Chair, Board Vice Chair, and the Audit and Compliance Committee Chair.

#### Affirmation of Institutional Internal Auditor

At Chairman Smith’s request, Dr. McPhee provided the basis for the recommendation to affirm Ms. Brenda Burkhart as Director of Audit and Consulting Services to fulfill the statutory requirement that each university board have an audit committee that employs a person qualified by training and experience to serve as an internal auditor. Vice Chairman Freeman

moved to accept the recommendation to affirm Ms. Burkhart as the University Internal Auditor. Trustee Wright seconded the Motion. The Motion carried unanimously.

#### General Confirmation Authority for Accreditation and Federal/State Commitments

The Board next considered the General Confirmation Authority for Accreditation and Federal/State Commitments. Ms. Zimmerman provided an explanation of the necessity for the Board to reaffirm the University's ongoing responsibilities under its Program Participation Agreement (PPA) with the U.S. Department of Education due to the change in governance. Vice Chairman Freeman moved to acknowledge the University's responsibilities under the PPA; Trustee Jacobs seconded the Motion. The Motion carried unanimously.

#### President's Report

Chairman Smith called on Dr. McPhee to give his President's Report. Dr. McPhee updated the Board on several recent activities. The first concerned the recently completed renovations to the 1967 Davis Science and the 1932 Wiser-Patton buildings, including the new Strobel Lobby connecting the two buildings. Including the new Science Building that opened two years ago, there is now a total of over 400,000 square feet of state-of-the-art science facilities, with an investment of over \$170,000,000. Dr. McPhee indicated that the Middle Tennessee Boulevard widening and upgrade project began in February 2016 and is scheduled to be completed in the Fall of 2018. The third item concerned the Division of State Audit annual financial and compliance audit of MTSU. Dr. McPhee stated that the audit report for fiscal year 2015-2016 contained no findings. Finally, Dr. McPhee provided information regarding the process of the renaming of Forrest Hall. The Tennessee Board of Regents approved the proposal to rename this building as the Army ROTC Building at its quarterly meeting on June 24, 2016. The next step, as required by state statute, will be an Initial Hearing before the Tennessee Historical Commission (THC) which is scheduled for June 16, 2017, and a Final Hearing by the THC to take place at its October 2017 meeting.

As part of his report, Dr. McPhee asked three of his executives to provide overviews of their operations and responsibilities at the University. Mark Byrnes, Interim University Provost, Deb Sells, Vice President for Student Affairs and Vice Provost for Enrollment and Academic Services and Alan Thomas, Vice President for Business and Finance, spoke about the Division of Academic Affairs, the Division of Student Affairs and Enrollment Services, and the Division of Business and Finance, respectively.

Dates for Future Meetings

The final item on the agenda was setting dates for upcoming Board meetings. Proposed dates for meetings of the Board were provided: Monday, June 5, 2017; Tuesday, September 12, 2017; Tuesday, December 5, 2017; and, Tuesday, March 27, 2018. Additional suggested dates for committee meetings or informational sessions were included in the materials. Trustee Baker made the Motion to approve the dates; Trustee DeLay seconded the Motion; the Motion carried.

Dr. McPhee made concluding remarks, thanking all those responsible for working hard to make the inaugural meeting run smoothly. Chairman Smith then asked retired Lieutenant General Keith Huber to close the meeting by leading the Pledge of Allegiance.

Adjournment of the Meeting

No further business was brought before the Board and the meeting adjourned at 4:26 p.m. CDT.

Respectfully submitted,

  
Heidi M. Zimmerman, Board Secretary

  
Dr. Sidney A. McPhee, President

  
Stephen Smith, Chair