



**Executive Committee**  
**September 29, 2020**  
**Roaden University Center, Room 282**  
**8:30 A.M.**

This meeting will be conducted permitting Trustees' participation by electronic or other means of communication. If, due to the COVID-19 pandemic, an in-person meeting is not advisable, the meeting will be conducted via electronic means only and will be streamed live via link found on the Board of Trustees' web page at <https://www.tntech.edu/board/>. Please check <https://www.tntech.edu/board/> for updates.

**AGENDA**

- I. Call to Order and Roll Call
- II. Approval of Minutes
- III. Approval of Temporary Part-time Continuation of Employment of University Counsel
- IV. Status of President's Evaluation
- V. Consideration of Need for Comprehensive Review
- VI. Board Self-Evaluation, Questionnaire, and Schedule
- VII. Other Business
- VIII. Adjournment



## **Executive Committee Meeting**

**April 21, 2020**

**Meeting via teleconference and streamed live on the Board's website**

### **MINUTES**

#### **AGENDA ITEM 1 – CALL TO ORDER AND ROLL CALL**

The Tennessee Tech Board of Trustees Executive Committee met on April 21, 2020, via teleconference. Chair Harper called the meeting to order at 10:00 a.m.

Chair Harper asked Kae Carpenter, Secretary, to call the roll. The following members participated by teleconference:

- Tom Jones
- Teresa Vanhooser
- Trudy Harper

Other Board members, Mason Hilliard, Sally Pardue, Purna Saggurti, and Barry Wilmore also participated by teleconference.

The meeting audio was streamed live on the Board's website.

#### **AGENDA ITEM 2 – Determination of Necessity**

Chair Harper stated the following facts and circumstances necessitated a meeting by electronic means because a physical quorum was not present:

1. Pursuant to TTU Policy 005, the Executive Committee was required to approve any appointments to positions reporting to the President.

2. The President requested the appointment of Dr. Jennifer Taylor to the position of Vice President for Research.<sup>1</sup>
3. The Executive Committee needed to meet via teleconference in recognition of the need to limit personal contact during the COVID-19 pandemic and in keeping with Executive Order 23 related to the pandemic.
4. These facts and circumstances necessitated a meeting without a quorum physically present.

Tom Jones moved that the necessity existed to hold the Executive Committee meeting via teleconference without a quorum physically present. Teresa Vanhooser seconded the motion. With an opportunity for further discussion and there being none, Ms. Carpenter called a roll call vote. The motion carried unanimously.

### **AGENDA ITEM 3—APPROVAL OF MINUTES**

Mr. Jones moved to approve the March 12, 2020, meeting minutes. Ms. Vanhooser seconded the motion. With an opportunity for further discussion and there being none, Ms. Carpenter called a roll call vote. The motion carried unanimously.

### **AGENDA ITEM 4—APPROVAL OF APPOINTMENT OF VICE PRESIDENT FOR RESEARCH**

Chair Harper stated that the President requested the Executive Committee approve the appointment of Dr. Jennifer Taylor to the position of Vice President for Research.

Mr. Jones asked President Oldham to describe the process used to select Dr. Taylor for this position.

President Oldham stated this was a rigorous, national search of a large pool of candidates. He stated Provost Bruce chaired the search committee, which was comprised of faculty and staff from across the campus. He stated the search was conducted over a significant period of time and brought several candidates on campus to interview, and input was collected from the campus community about each candidate. He stated that he believed Tennessee Tech was selecting the best candidate from the pool of applicants.

Mr. Jones moved to approve the President's request to appoint Dr. Jennifer Taylor to the position of Vice President for Research. Ms. Vanhooser seconded the motion.

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<sup>1</sup> Meeting materials incorrectly indicated that Dr. Taylor was appointed to the position of "Vice President for Research and Economic Development." The proper title for the position is "Vice President for Research," and the minutes reflect the proper title.

With an opportunity for further discussion and there being none, Ms. Carpenter called a roll call vote. The motion carried unanimously.

Dr. Taylor stated that she wanted to thank the Tennessee Tech faculty and staff and she was looking forward to joining the community as quickly as possible.

#### **AGENDA ITEM 5—APPROVAL OF TTU POLICY 008 (PROFESSIONAL DEVELOPMENT)**

Ms. Carpenter stated that TTU Policy 008 (Professional Development) captured the Board's current professional development practices. She stated that the policy also included a requirement that the President develop an orientation for new members of the Board.

Mr. Jones moved to approve TTU Policy 008 (Professional Development) as presented and place it on the Board's agenda. Ms. Vanhooser seconded the motion. With an opportunity for further discussion and there being none, Ms. Carpenter called a roll call vote. The motion carried unanimously.

#### **AGENDA ITEM 6—APPROVAL OF TTU POLICY 135 (LEGISLATIVE PROPOSALS)**

President Oldham stated that TTU Policy 135 (Legislative Proposals) restated the statutory requirements related to legislative proposals that might have a fiscal impact on higher education institutions, and that the statutory requirement required that all such proposals be submitted with the knowledge of the President, who would then advance legislative proposals through established channels to the general assembly through the Tennessee Higher Education Commission. He stated that fiscally-related proposals were being channeled through appropriate mechanisms.

Mr. Jones moved to approve TTU Policy 135 (Legislative Proposals) as presented and place it on the Board's agenda. Ms. Vanhooser seconded the motion. With an opportunity for further discussion and there being none, Ms. Carpenter called a roll call vote. The motion carried unanimously.

#### **AGENDA ITEM 7—PRESIDENT'S REPORT**

President Oldham stated that the Board delegated to him as President the power to act in an emergency and required him to promptly report to the Board the reason for taking any such actions. He stated that his current report was to fulfill that obligation and provide that information regarding Tennessee Tech's response to the COVID-19 pandemic.

President Oldham stated that he wanted to thank the faculty, staff, and students for the way they responded during this time. He stated that Tennessee Tech was currently registering for summer and fall semesters. He stated summer enrollment was on track with last year's numbers, and fall enrollment was slightly behind, but more students were being added. He stated that the first summer term would use online instruction and all online fees for undergraduate courses were waived to aid in removing financial barriers that might hinder students from progressing. He stated that it had not been decided whether the second summer term would be online or not.

President Oldham stated that Governor Lee announced the State of Tennessee could begin reopening business over the next few weeks, and Tennessee Tech would be considering opening parts of campus, as well, in a safe manner.

President Oldham stated that a number of faculty, staff, and students helped provide roughly 2,000 face shields for the state and local first responders and medical professionals in Putnam County.

President Oldham stated the campus was operating with about 10 percent of faculty and staff on campus. He stated there were a few dozen students still staying on campus in the residence halls and had food services and other necessities on campus. He stated that Tennessee Tech was processing housing and meal plan refunds for displaced students.

President Oldham stated that commencement had not been cancelled, only postponed. He stated there would be some commencement event possibly later in the summer. He stated a virtual event was being planned for May 9, 2020.

President Oldham stated all summer camps had been postponed, cancelled, or moved online.

President Oldham stated Tennessee Tech was recruiting students through calls and emails and providing virtual tours.

President Oldham stated Tennessee Tech would receive \$8,700,000 from the CARES Act, half of which would be distributed to students who had been directly impacted by the COVID-19 pandemic. He stated Tennessee Tech was researching how best to allocate that money and hoped to have that finalized soon. He stated the other half of the funds would be available to Tennessee Tech to provide financial support for the changes necessary in operational environments during the pandemic.

President Oldham stated that Governor Lee announced the "Stay at Home" executive order would expire on April 30, 2020. He stated Tennessee Tech would begin the process of

returning to a state of normalcy. He stated safety precautions would be fully implemented before Tennessee Tech would open for full activity. He stated that he hoped by August or September, 2020, students could return to campus in large numbers.

Mr. Saggurti asked President Oldham to share the safety guidelines Tennessee Tech would follow and if Tennessee Tech would need to create its own policies or if state-wide policies regarding opening universities would be in place.

President Oldham stated no specific guidelines for universities were available from the Centers for Disease Control and Prevention and there was no uniform guidance from the state. He stated Tennessee Tech was using the best information that could be gathered as guidance.

Dr. Pardue asked if there was a tentative timeline for sharing with the student body regarding how the \$8,700,000 would be allocated.

President Oldham stated Tennessee Tech was awaiting more clarification from the federal government on its expectations on how the CARES Act funds could be allocated before Tennessee Tech communicated a tentative timeline.

#### **AGENDA ITEM 8—ADJOURNMENT**

With there being no other business, Chair Harper adjourned the meeting at 10:48 a.m.

Approved,

\_\_\_\_\_  
Board Secretary

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**VIA EMAIL DELIVERY ONLY TO Tre.Hargett@tn.gov**

April 21, 2020

The Honorable Tre Hargett  
Tennessee Secretary of State  
State Capitol  
Nashville, TN 37243-1102

Dear Secretary Hargett:

Pursuant to Tennessee Code Annotated Section 8-44-108(b)(3), the Executive Committee of the Tennessee Tech Board of Trustees is filing its determination that with respect to its meeting on April 21, 2020, at 10:00 a.m., a necessity existed to allow Executive Committee members to participate by electronic means because a physical quorum was not present.

In accordance with Tennessee Code Annotated Section 8-44-108(b)(2), the Executive Committee based its determination that a necessity existed on the following facts and circumstances:

1. Pursuant to TTU Policy 005, the Executive Committee is required to approve any appointments to positions reporting to the President.
2. The President requested the appointment of Dr. Jennifer Taylor to the position of Vice President for Research and Economic Development.
3. The Executive Committee needed to meet via teleconference in recognition of the need to limit personal contact during the Covid-19 pandemic and in keeping with Executive Order 23 related to the pandemic.
4. These facts and circumstances necessitated a meeting without a quorum physically present.

The Executive Committee approved the finding of necessity by a 3-0 roll call vote.

As required by Tennessee Code Annotated Section 8-44-108(b)(2), these bases will be included in the minutes of the meeting.

If you have questions or concerns, please feel free to contact me at 931-372-3269.

Sincerely yours,

A handwritten signature in cursive script that reads 'Kae Carpenter'.

Kae Carpenter  
Board Secretary



## Agenda Item Summary

**Date:** September 29, 2020

**Agenda Item:** Approval of Temporary Part-time Continuation of Employment of University Counsel

Review

Action

No action required

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**PRESENTER:** President Oldham

**PURPOSE & KEY POINTS:** The President is requesting the Executive Committee to approve the temporary part-time continuation of employment for Kae Carpenter as University Counsel until a full-time general counsel is hired and an overlap period is no longer required.



## Office of the President

TENNESSEE TECH

### MEMORANDUM

**To:** Executive Committee – Board of Trustees  
**From:** Dr. Philip Oldham, President   
**Date:** September 9, 2020  
**Subject:** Appointment of a Direct Presidential Report

Upon the retirement on June 30, 2020 of Kae Carpenter as University Counsel for Tennessee Tech, a national search began immediately for the next General Counsel. The national search resulted in several qualified candidates with top candidates identified and a hire is imminent.

Effective July 1, 2020, I am recommending that the Executive Committee approve the temporary, part-time continuation of employment for Kae Carpenter as University Counsel until a full-time general counsel is hired and an overlap period is no longer required. This will allow for consistency and continuity on legal matters.



## Agenda Item Summary

**Date:** September 29, 2020

**Agenda Item:** President's Performance Review for FY20

Review

Action

No action required

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**PRESENTER(S):** Chair Harper

**PURPOSE & KEY POINTS:**

The Executive Committee is responsible for organizing and conducting an annual performance review of the President. Vice-chair Vanhooser will report on the status of the President's performance review.

2020 SCHEDULE FOR PRESIDENT'S EVALUATION

PLEASE NOTE THAT ALL DOCUMENTS RELATED TO EVALUATIONS ARE CONFIDENTIAL PURSUANT TO TENNESSEE CODE ANNOTATED SECTION 10-7-504(a)(26)

- June 23                      Quarterly Board meeting
- June 25                      The President's confidential self-assessment is due to the Executive Committee ("EC"). The President's Office will provide faculty evaluations to the EC.
- June 25                      The EC sends the President's confidential self-assessment to Board members and requests their confidential assessments of the President via an assessment survey. The EC also sends an assessment survey to Cabinet members.
- July 10                        Board and Cabinet members' confidential assessments of the President are due to the EC.
- By July 31                    The Executive Committee Representative ("ECR") completes a confidential summary of the assessments and confidentially shares the summary with the EC.
- By August 14                The ECR meets with the President to discuss the combined assessments.
- By August 28                The ECR drafts a confidential evaluation based on the combined assessments and meeting with the President and sends the confidential draft evaluation to the President and the Board.
- By September 11           Board members may provide additional confidential written comments, which the ECR may incorporate into the final confidential written evaluation.
- By September 25           The ECR gives the final confidential written evaluation to the President and the Board.
- September 29              Quarterly Board meeting



## Agenda Item Summary

**Date:** September 29, 2020

**Agenda Item:** Consideration of Need for a Comprehensive Review of the President

Review

Action

No action required

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**PRESENTER(S):** Chair Harper

**PURPOSE & KEY POINTS:**

The “Procedures for President’s Performance Reviews and Comprehensive Reviews” requires the following: “Two years after the first annual assessment of the President is conducted, the Executive Committee should consider whether or not to perform a comprehensive review of the President’s performance in a subsequent year.”

### **Periodic Comprehensive Review**

**(Excerpted from "Procedures for President's Performance Reviews and Comprehensive Reviews")**

**5.1**

1. Two years after the first annual assessment of the President is conducted, the Executive Committee should consider whether or not to perform a comprehensive review of the President's performance in a subsequent year.
2. If such a comprehensive review is to be performed, the Executive Committee may choose to engage the assistance of one or more external advisors.



## Agenda Item Summary

**Date:** September 29, 2020

**Agenda Item:** Board Self-Evaluation

Review

Action

No action required

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**PRESENTER:** Chair Harper

**PURPOSE & KEY POINTS:** Tennessee Tech’s accreditation body, SACSCOC, requires Tennessee Tech to have a board that “regularly evaluates its responsibilities and expectations.” SACSCOC Principle 4.2.g. As evidence of that requirement, SACSCOC recommends a board self-evaluation.

Because the Executive Committee is responsible for assessing the performance and effectiveness of the Board, the Executive Committee should initiate a board self-evaluation process.

Board Self-Evaluation 2019-2020

DRAFT

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6.1

As part of its obligation to assess the performance and effectiveness of the Board, the Executive Committee is soliciting written feedback from the Board members on the Board's operations and processes.

All responses will be submitted anonymously and are a very important step in ensuring the Board is operating as meaningfully as possible. The Executive Committee thanks you in advance for providing this feedback.

Board Self-Evaluation 2019-2020

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Q: 1

The board understands its responsibilities, including its fiduciary responsibilities.

Not able to assess   Strongly disagree   Disagree   Agree   Strongly Agree

          

Comments *(optional)*

Q: 2

The Board understands its ethical duties, including conflict of interest issues.

Not able to assess   Strongly disagree   Disagree   Agree   Strongly Agree

          

*Required \**

Comments *(optional)*

Q: 3

The Board receives sufficient training and information related to its responsibilities, including its fiduciary and ethical duties.

Not able to assess   Strongly disagree   Disagree   Agree   Strongly Agree

          

*Required \**

Comments *(optional)*

Q: 4

The Board's structure aids the Board in completing its work in a timely and efficient manner.

Not able to assess   Strongly disagree   Disagree   Agree   Strongly Agree

          

*Required \**

Comments *(optional)*

Q: 5

The materials in the committee and board books are relevant to the the agenda and are helpful.

6.1

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Not able to assess   Strongly disagree   Disagree   Agree   Strongly Agree  
           

Required \*

Comments (optional)

**Q: 6**

The Board ensures the regular review of Tennessee Tech's mission statement and strategic plan.

Not able to assess   Strongly disagree   Disagree   Agree   Strongly Agree  
           

Required \*

Comments (optional)

**Q: 7**

The Board keeps itself informed of Tennessee Tech's performance against predetermined plans and goals.

Not able to assess   Strongly disagree   Disagree   Agree   Strongly Agree  
           

Required \*

Comments (optional)

**Q: 8**

The roles and responsibilities of the Board are clearly defined and separate from those of Tennessee Tech's employees.

Not able to assess   Strongly disagree   Disagree   Agree   Strongly Agree  
           

Required \*

Comments (optional)

**Q: 9**

The Board's role in setting Tennessee Tech's policies is appropriate.

Not able to assess   Strongly disagree   Disagree   Agree   Strongly Agree  
           

6.1

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Required \*

Comments (optional)

6.1

Q: 10

The Board delegates to the President authority to lead Tennessee Tech's employees and to carry out its mission.

- Not able to assess   Strongly disagree   Disagree   Agree   Strongly Agree
- 

Required \*

Comments (optional)

Q: 11

The Board's method for evaluating the President's performance is satisfactory.

- Not able to assess   Strongly disagree   Disagree   Agree   Strongly Agree
- 

Required \*

Comments (optional)

Q: 12

The Board fully discusses Tennessee Tech's annual budget and understands it prior to approving it.

- Not able to assess   Strongly disagree   Disagree   Agree   Strongly Agree
- 

Required \*

Comments (optional)

Q: 13

The Board regularly reviews Tennessee Tech's fiscal health and takes any necessary actions.

- Not able to assess   Strongly disagree   Disagree   Agree   Strongly Agree
- 

Required \*

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Comments *(optional)*

Q: 14

The Board provides visionary leadership for Tennessee Tech.

Not able to assess   Strongly disagree   Disagree   Agree   Strongly Agree

          

Required \*

Comments *(optional)*

Q: 15

Board members demonstrate integrity.

Not able to assess   Strongly disagree   Disagree   Agree   Strongly Agree

          

Required \*

Comments *(optional)*

Q: 16

The Board is an effective decision-making body.

Not able to assess   Strongly disagree   Disagree   Agree   Strongly Agree

          

Required \*

Comments *(optional)*

Q: 17

Is the Board devoting its attention to Tennessee Tech's major issues?

Required \*

Q: 18

Are there major issues to which the Board should devote more time?

6.1

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*Required \**

Q: 19

What advice would you offer to the Board to sustain or improve its relationship with the Tennessee Tech community?

*Required \**

Q: 20

What other information would you like to share regarding the Board's performance?

*Required \**

6.1

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## SUBMISSION PAGE

**Thank you for your participation in this questionnaire!**

Select the submit option to mark your responses as final and complete your participation in this questionnaire. If you would like to review or change any of your responses, use the previous button to access prior pages.

6.1