



Executive Committee
December 1, 2020
Roaden University Center, Room 282
8:00 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. Discussion of Board Self-Evaluation
- IV. Other Business
- V. Adjournment



Executive Committee Meeting

October 20, 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 October 20, 2020, via teleconference. Chair Harper called the meeting to order at 1:36 p.m.

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

- Tom Jones
- Teresa Vanhooser
- Trudy Harper participated in person

Other Board members, Thomas Lynn and Johnny Stites, also participated in person and Board members, Daniel Hines, Sally Pardue, Rhedona Rose, and Barry Wilmore, participated by teleconference.

Participating Trustees confirmed that they could simultaneously hear and speak to the Board members, that they were the only person present in the location from which they were calling – with the exception of Tom Jones who was calling from a lobby but wearing headphones so that he could not be heard by others around him - and that they received the Board materials in advance of the meeting.

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

AGENDA ITEM 2—DETERMINATION OF NECESSITY

Chair Harper stated that pursuant to Tennessee Code Annotated Section § 8-44-108(b)(3), “[i]f a physical quorum is not present at the location of a meeting of a governing body, then in order for a quorum of members to participate by electronic or other means of communication, the governing body must make a determination that a necessity exists.”

The following facts and circumstances necessitated a meeting by electronic means because a physical quorum was not present:

1. The Board was required to consider the important and time-sensitive matter of appointing a new General Counsel.
2. The Board needed to meet via teleconference in recognition of the need to act on this important matter, in recognition of the need to limit personal contact during the COVID-19 pandemic and in keeping with Executive Order 63 related to the pandemic.
3. 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, Mr. Wray called a roll call vote. The motion carried unanimously.

AGENDA ITEM 3—APPROVAL OF MINUTES

Ms. Vanhooser moved to approve the September 29, 2020, meeting minutes. Mr. Jones seconded the motion. With an opportunity for further discussion and there being none, Mr. Wray called a roll call vote. The motion carried unanimously.

AGENDA ITEM 4—APPROVAL OF APPOINTMENT OF GENERAL COUNSEL

Chair Harper stated that the President requested the Executive Committee approve the appointment of Mr. Troy Perdue to the position of General Counsel.

President Oldham stated that it was his honor to make this recommendation to the Executive Committee for Mr. Perdue to join Tennessee Tech as General Counsel. He stated that this appointment was following the retirement of Kae Carpenter who served as both General Counsel and Board Secretary. In the transition, the decision was made to shift the Board Secretary duties to Mr. Lee Wray who will continue as Board Secretary. Mr. Perdue will be joining as General Counsel but will also serve the Board of Trustees as General Legal Counsel. Mr. Perdue has twenty years of experience as an attorney, with half of that in private practice but, most notably, the past ten years of his experience have been in higher education law, mostly in the state of Tennessee. He has extensive experience in higher education in Tennessee which will make him valuable to Tennessee Tech and the Board.

Mr. Perdue stated that he is excited about the opportunity to serve Tennessee Tech as General Counsel.

President Oldham confirmed that Mr. Perdue would be participating in Board meetings and available to advise the Board as needs arose.

Mr. Jones moved to approve the President’s request to appoint Mr. Troy Perdue to the position of General Counsel. Ms. Vanhooser seconded the motion.

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

Mr. Perdue thanked everyone for their consideration and their welcome.

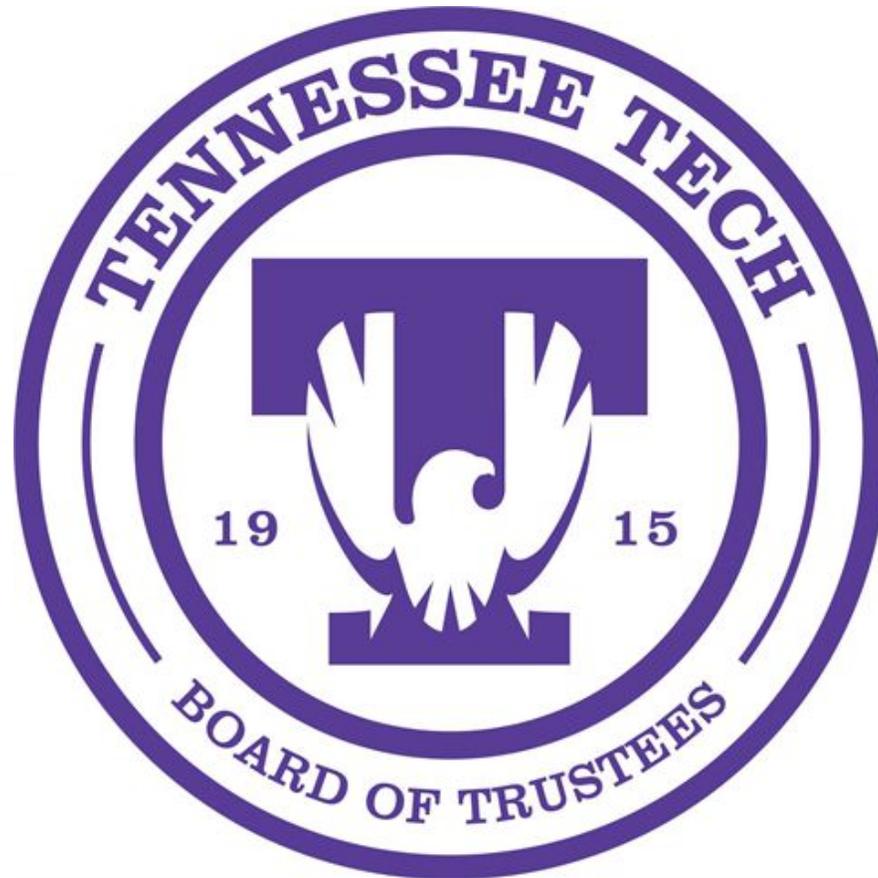
AGENDA ITEM 8—ADJOURNMENT

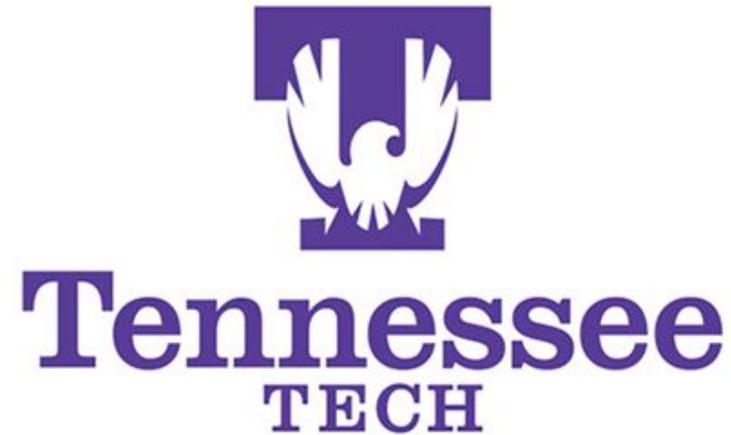
With there being no other business, Chair Harper adjourned the meeting at 1:49 p.m.

Approved,

Board Secretary

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Major Take-Aways from the TTU Board Self-Evaluation Fall 2020



Our Board has matured and we should now be ready to provide more visionary (long-term) leadership.

- The President strongly agrees with this message.
- Board Secretary Wray will survey the Boards of the other LGI's and other peer institutions to determine how they achieve this.
- The President and the Chair believe that a workshop or a retreat-style meeting may be most appropriate for this.



We should consider “best practices” of the other LGI’s and other peer institutions with longer histories, especially with respect to committee structures.

- Board Secretary Wray has already started a review of this topic with the other LGI’s, and he will expand his review to include peer institutions.



The Board wants to have a clearer understanding of specific goals and plans for the University, and we want to see how we are measuring up against those goals.

- Board Secretary Wray has already started a review of this topic with the other LGI's, and he will expand his review to include peer institutions.
- The President and each of his major units should consider and report to the Board on “**how success is measured**” in each of their respective areas (e.g., metrics, goals).
- The President should then be prepared to report to the Board on the measurement of success of each of the University's major units at least annually (and more often for the major units of Finance and Academics).



The Board would like to hear brief but frequent reminders about the role of the Board, with a focus on governance vs. management.

- Board Secretary Wray will prepare this, and we will plan to add this to one or more Board meetings each year.



The schedule for TTU Board meetings has historically been set without specific regard to the campus calendar and/or the state budget calendar. Information shared with the Board might be more timely and relevant if the calendar for Board meetings were adjusted somewhat.

- Board Secretary Wray is working with Dr. Stinson and others to consider adjustments to the schedule for TTU Board meetings.



