



Executive Committee

March 7, 2024

8:00 a.m.

Roaden University Center, Room 282

AGENDA

- I. Call to Order and Roll Call
- II. Approval of Minutes
November 30, 2023
- III. Introduction of new Board of Trustee
- IV. Announcement of Academic & Student Affairs Committee Membership
- V. President's Performance Review for Year-End June 30, 2024
 - A. Appointment of Executive Committee Representative
 - B. Schedule for Completion of Performance Review Process
 - C. Approval of Questionnaire for Board's Assessment of President
 - D. Approval of Questionnaire for Cabinet's Assessment of President
- VI. Other Business
- VII. Adjournment



EXECUTIVE COMMITTEE
November 30, 2023
Roaden University Center, Room 282
MINUTES

Meeting streamed live via link found on this web page:
<https://www.tntech.edu/board/board-and-board-committee-meetings.php>

AGENDA ITEM I – CALL TO ORDER

The Tennessee Tech University Board of Trustees Executive Committee met on Thursday, November 30, 2023, in Roaden University Center, Room 282. Chair Trudy Harper called the meeting to order at 8:07 a.m.

Chair Harper asked Mr. Lee Wray, Secretary, to call the roll. The following members were present:

- Fred Lowery
- Rhedona Rose
- Trudy Harper

Other board members also in attendance were Addison Dorris, Tom Jones, Jeannette Luna, Thomas Lynn, Johnny Stites, and Barry Wilmore. A quorum was physically present. Tennessee Tech faculty, staff and members of the public were also in attendance.

AGENDA ITEM II – APPROVAL OF MINUTES

Chair Harper asked for approval of the minutes of the September 28, 2023, Executive Committee meeting. Chair Harper asked if there were questions or comments regarding the minutes. There being none, Mr. Lowery moved to recommend approval of the September 28, 2023, Executive Committee minutes. Ms. Rose seconded the motion. Chair Harper called for a voice vote. The motion carried unanimously.

AGENDA ITEM III – DISCUSSION OF BOARD SELF-EVALUATION

Chair Harper stated that the next order of business was the presentation for the results of the Board's self-evaluation. The Board was recently provided a survey asking questions regarding the Board's effectiveness and role of the Board. Most Trustees participated and responded to the questions. She stated the Board was required to conduct the self-evaluation as part of the SACSCOC evaluation and it was also good business to periodically review how we are doing.

Chair Harper stated that she compiled the comments offered and reflected on the ones that she thought the Board could do something about. A couple comments were made regarding Board training. One Trustee stated that s/he would like to hear brief, concise reminders on specific topics of governance. Chair Harper stated that she asked Secretary Wray to research this possibility and, specifically, to learn if the Association of Governing Boards has video modules available on governance. If video modules are not available, Secretary Wray agreed to provide brief, concise reminders about governance at each meeting. If possible to do the training outside of meetings, better use of Trustees' time would be made.

Chair Harper stated there were several comments about increasing Trustees' interaction with students and faculty. One of the comments was the Board should have more opportunities to interact with students, perhaps on visits to campus. This was done a couple years ago when Trustees toured a residence hall. Additional opportunities could be identified during Board social events held the evening before Board meetings. Trustees also joined students for lunch in the cafeteria on the day of a Board meeting a couple years ago. Lunch or dinner in the cafeteria again would be another option for Trustees to interact with students.

Chair Harper stated that she had not yet spoken directly with the Provost about the next comment but received feedback that the Provost was good with the suggestion made by a Trustee. Chair Harper stated that she would like the Provost to consider inviting each dean so that Trustees could hear from the actual faculty, deans, chairs, and other appropriate employee groups. Chair Harper told Ms. Rose that beginning with the next Board meeting, during the Academic and Student Affairs Committee meeting, she would like to incorporate an agenda item for this suggestion. She stated that a template would be provided to create consistency across presentations from deans. She stated that deans could tell Trustees about their approach to evaluating effectiveness, what they are seeing, and what the outcomes are with students, faculty and alums.

Chair Harper stated that the Provost will continue to provide her report. Deans' reports will be in addition to the Provost's report and will be a deeper dive into each college.

Chair Harper stated that the last slide she had was about other possible issues to be addressed. One was regarding recruitment and retention of faculty and staff. She stated that she would like to get past the Mercer salary study before doing a deeper dive on employee recruitment and retention, but she does think that would be a valuable topic. For example, where are recruitment challenges, understanding reasons for turnover, etc.

Chair Harper stated that she spoke to Dr. Stinson about the second bullet on the slide: long-term financial planning. A Trustee commented that the Board should be giving thought to five- and ten-year scenarios and Chair Harper stated she believed that was a great role for the Board. She stated that if the Board was going to be strategic about financial planning five and ten years out and with enrollment reaching 15,000 students, the Board needs to know what that means in terms of where money will be spent to provide housing, roads, parking and classrooms for the increased student numbers. She also stated that she felt additional help may be needed for this type of planning.

Chair Harper stated that another Board survey would be completed no later than three years from this year.

AGENDA ITEM IV – ADJOURNMENT

There being no further business, the Executive Committee adjourned at 8:20 a.m.

Approved,

Lee Wray, Secretary



Agenda Item Summary

Date: March 7, 2024

Agenda Item: Introduction of New Board of Trustee

Review

Action

No action required

PRESENTER(S): Chair Harper

PURPOSE & KEY POINTS: Introduction of newly Governor appointed Trustee Camron Rudd. Trustee Rudd is a graduate of Tennessee Tech with a B.S. in Mechanical Engineering and a B.A. in German. Rudd is the Chief Operating Officer for Hörmann and resides in Cookeville, Tennessee with his wife Miranda, and they have two teenage children.



Agenda Item Summary

Date: March 7, 2024

Agenda Item: Announcement of Academic & Student Affairs Committee Membership

Review

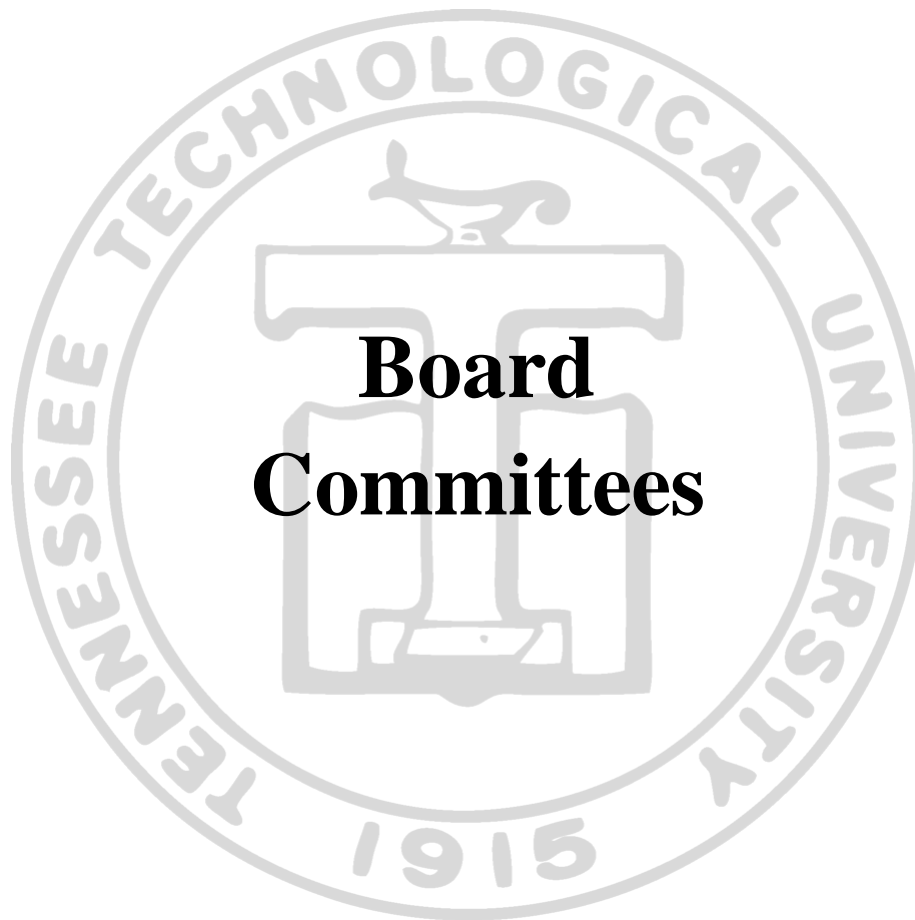
Action

No action required

PRESENTER(S): Chair Harper

PURPOSE & KEY POINTS: Pursuant to TTU Policy 005 (Board Committees), Section III.B.3, the Chair may appoint the members of the Academic & Student Affairs Committee.

Tennessee Technological University
Policy No. 005



Board
Committees

Effective Date: March 23, 2017

Policy No: 005

Policy Name: Board Committees

Revised: June 15, 2017; August 17, 2017; September 18, 2018

I. Purpose

This policy establishes the committees of the Tennessee Tech Board and describes their structure and responsibilities.

II. Review

This policy will be reviewed every four years or whenever circumstances require review, whichever is earlier, by the Board or a committee designated by the Chair. In the case of the latter, recommendations for revision will be presented to the Board at a regular or special meeting.

III. Committees

A. Standing committees

1. The standing committees of the Board shall be
 - a. Academic/Student Affairs/Research/Advancement/Athletics
 - b. Audit/Compliance/Finance/Compensation/Facilities
 - c. Executive
2. The authority of the standing committees shall be subject to action by the entire Board, except as otherwise provided by law. The committees' actions must be authorized and approved by the Board before becoming effective unless the Board delegates to the committee the authority to act on its own behalf.

B. Structure of the committees

1. Each standing committee shall have at least three voting members who shall each serve a two-year term and may be reappointed to consecutive terms.
2. Each standing committee shall have a chair who shall serve a two-year term and may be reappointed to consecutive terms.
3. The Board Chair shall appoint members and chairs of the standing committees, unless otherwise excepted by this policy.

4. The Board Chair shall serve as an ex officio member of all standing committees, entitled to vote.
5. Each committee shall have a Tennessee Tech administrator to assist with its work.

C. Special committees

The Board Chair or Vice Chair may appoint special committees for specific assignments. Membership may be as determined appropriate. The chair of a special committee shall be designated by the Board Chair at the time the special committee is appointed. Matters assigned to a special committee shall be subject to action and approval by a designated standing committee or the Board before becoming effective.

IV. Matters Related to Committee Meetings

A. The Executive Committee shall meet as often as necessary to carry out its responsibilities. All other standing committees shall meet at the call of the Board Chair or committee chair.

B. Meetings may be called by the Board Chair, the President, or the committee chair.

C. Notice of meeting and agenda

1. When feasible, committee members shall receive at least five days' notice of meetings to include the purpose of the meeting. The notice may be delivered by any reasonable means.
2. When feasible, a copy of the agenda and related materials shall accompany notice of the meeting.
3. Matters not appearing on the agenda of a standing or special committee meeting may be considered only upon an affirmative vote of the entire committee.
4. Standing committee chairs may designate items to be included on a consent agenda for the committee; provided that the following items may not be placed on a committee consent agenda:
 - a. Amendment of the bylaws;
 - b. The annual operating budget, including student tuition and fee proposals for which Board approval is required;
 - c. Funding requests for capital outlay and capital maintenance projects;

- d. Revenue or institutionally funded capital projects; and
 - e. Any other item on which a roll call vote will be required in the full Board meeting.
- D.** A majority of the voting members of each standing or special committee shall constitute a quorum for the transaction of business. In the absence of a quorum, those attending may adjourn the meeting until a quorum is present.
- E.** Minutes shall be made of all standing and special committee meetings and provided to the Board Chair, the President, and the Secretary to the Board. The minutes shall be maintained as the official record of such meetings.
- F.** All meetings of standing and special committees shall be open to the public except as authorized by a statutorily or judicially recognized exception to the Tennessee Open Meetings Act, T.C.A. § 8-44-101 et seq.

V. Committee Duties

A. Academic/Student Affairs/Enrollment Management and Career Placement/Research/Advancement/Athletics Committee (“Academic & Student Affairs Committee”)

The committee shall oversee the quality of academic programs and services and student life consistent with Tennessee Tech’s mission. The committee shall make recommendations to the Board relating to:

1. Approval of proposals for new academic programs and the significant revision of existing programs;
2. Ensuring and protecting, within the context of faculty-shared governance, Tennessee Tech’s educational quality and its academic programs;
3. Approval of admission, progression, retention, and graduation standards;
4. Institutional accreditations, program accreditations, and program reviews;
5. Promoting the welfare of students attending Tennessee Tech, including matters related to enrollment management and career placement;
6. Review and approve policies related to academic and student affairs consistent with TTU Board Policy 003 (Board Delegation of Authority);
7. Oversight of programs seeking to extend Tennessee Tech’s scientific, technological, commercialization, and educational expertise to communities,

counties, agencies, and organizations in the state, nationally, and globally;

8. Review the operation of the Tennessee Tech's intercollegiate athletics programs and assist the Board in carrying out its responsibility of those programs;
9. Exercise oversight of Tennessee Tech programs related to private gifts, alumni support, public relations, and communications and marketing;
10. Review and approval of policies related to research, advancement, and athletics matters consistent with TTU Board Policy 003 (Board Delegation of Authority); and
11. Other areas as directed by the Board.

B. Audit/Compliance/Finance/Compensation/Facilities Committee (“Audit & Business Committee”)

1. The Committee and its chair shall be nominated and approved by the Board.
2. The committee shall have the authority to direct Tennessee Tech's management to initiate and address specific audit and compliance issues within the mandate of the committee. It may conduct, authorize, or facilitate any audit or investigation appropriate to fulfill its oversight responsibilities.
3. The committee shall adopt and maintain a charter consistent with state law and any Tennessee Comptroller of the Treasury's requirements. The committee shall submit the charter and any subsequent revisions to the Board for approval.
4. The committee is responsible for and shall make recommendations to the Board related to:
 - a. Audit engagements with the Tennessee Comptroller's Office including the integrity of financial statements and compliance with legal and regulatory requirements;
 - b. Audit engagements with external auditors;
 - c. Internal audit activities;
 - d. Internal audit administration;
 - e. Internal controls and compliance with laws, regulations, and other requirements;

- f. Risk and control assessments;
- g. Fraud, waste, and abuse prevention, detection, and reporting;
- h. Review and approval of policies related to audit and compliance matters, consistent with TTU Board Policy 003 (Board Delegation of Authority);
- i. Monitoring Tennessee Tech's financial performance and reporting to the Board;
- j. Reviewing and recommending annual and long-range operating, capital, and maintenance budgets;
- k. Reviewing and recommending rates for student tuition and fees;
- l. Overseeing financial reporting and related disclosures;
- m. Recommending adoption or modification of capital improvement plans and the facilities master plan, advocating for new structures, and rehabilitating or removing older structures;
- n. Recommending appropriate action with regard to the acquisition and disposition of real property;
- o. Acting on matters related to personnel, including faculty and staff compensation and tenure;
- p. Reviewing or acting on matters related to information technology planning and strategy, including significant technology investments;
- q. Reviewing and approving policies related to finance, compensation and facilities, consistent with TTU Board Policy 003 (Board Delegation of Authority);
- r. Reviewing and approving policies related to audit and compliance matters, consistent with TTU Board Policy 003 (Board Delegation of Authority); and
- s. Other areas as directed by the Board.

C. Executive Committee

1. The Executive Committee shall be composed of the Chair and Vice Chair of the Board, and one at-large voting member elected by the Board. The Chair of the Board shall be the chair of this committee.

2. The Executive Committee may act for the Board between regular Board meetings on urgent matters except the following, which shall be reserved to the Board:
 - a. Presidential selection and termination;
 - b. Amendments to the Board bylaws;
 - c. Sale or disposition of real estate;
 - d. Tenure decisions;
 - e. Maintenance fees, tuition, and other student fees;
 - f. Capital budget request prepared for submission to the Tennessee Higher Education Commission for consideration for inclusion in the Governor's budget proposal;
 - g. Adoption of the annual budget; and
 - a. Conferral of degrees.
3. The Executive Committee shall ensure the integrity of the Board and is responsible for:
 - a. Establishing and maintaining standards of Board conduct by monitoring compliance with TTU Policy 001 (Board Code of Ethics and Conduct and Conflict of Interest);
 - b. Approval of the creation and removal of executive positions reporting directly to Tennessee Tech's president and appointments to all positions reporting directly to the president;
 - c. Approval of matters presented to the Executive Committee by Tennessee Tech's president, consistent with the limitations on the powers of the Executive Committee described in Section V.C.2 of this policy;
 - d. Making recommendations or taking action, as allowed, relating to the selection, retention, evaluation, termination, compensation, benefits, and performance management of Tennessee Tech's president.
 - e. Assessing the performance and effectiveness of the Board and Board members, including initiating board self-evaluations on a regular basis;

- f. Ensuring an effective orientation and ongoing professional development for Board members;
 - g. Periodically reviewing and ensuring compliance with the Board bylaws and other Board policies, recommending amendments when appropriate;
 - h. Reviewing the committee structure of the Board for continued effectiveness;
 - i. Overseeing the work of the other standing committees; and
 - j. Other areas as directed by the Board.
4. The Executive Committee shall report all of its actions to the full Board at the next regular meeting.

VI. Interpretation

The Board Chair or his/her designee has the final authority to interpret the terms of this policy.

VII. Citation of Authority for Policy

T.C.A. § 49-8-201(f)(8)(B)

Approved by:

Board of Trustees:

March 23, 2017

Revised by Board of Trustees:

June 15, 2017; August 17, 2017, September 18, 2018



Procedures for President's Performance Reviews and Comprehensive Reviews

I. Purposes

- A.** The purposes of the annual performance review are:
 - 1. To assist the Board in determining whether the President's performance is effective;
 - 2. To enable the President to enhance his or her performance and leadership;
 - 3. To promote good communications and strong working relationships between the President, the Board, and Tennessee Tech constituencies;
 - 4. To enable the President and the Tennessee Tech Board of Trustees ("Board") to set mutually agreeable goals; and
 - 5. To inform Board decisions on compensation and other terms of employment for the President.
- B.** The purpose of the process is to provide the Board with a full opportunity to provide input to the President's evaluation while according the President the same level of confidentiality enjoyed by all other Tennessee Tech employees.

II. Responsibility

- A.** Pursuant to TTU Policy 002 (Selection, Evaluation, and Retention of the President), the Board is responsible for assessing the President's performance.
- B.** Pursuant to TTU Policy 005 (Board Committees), the Board has delegated to the Executive Committee the responsibility for organizing and conducting an annual performance review of the President.

III. Process for the President's Annual Performance Review

- A.** The President shall prepare a written self-assessment statement in a format and according to a timetable mutually agreed upon by the President and the Executive Committee. The statement shall include the following:
 - 1. Progress toward meeting goals and expectations previously agreed upon¹ by the President and the Board,
 - 2. Assessment of Tennessee Tech's strategic directions pertaining to its mission and vision statements,

¹ This requirement is not applicable to the President's evaluation in fiscal year 2018 or in the first year of any subsequent President's tenure. In those cases, the President shall identify reasonable goals in writing and submit them to the Executive Committee and Board for approval.

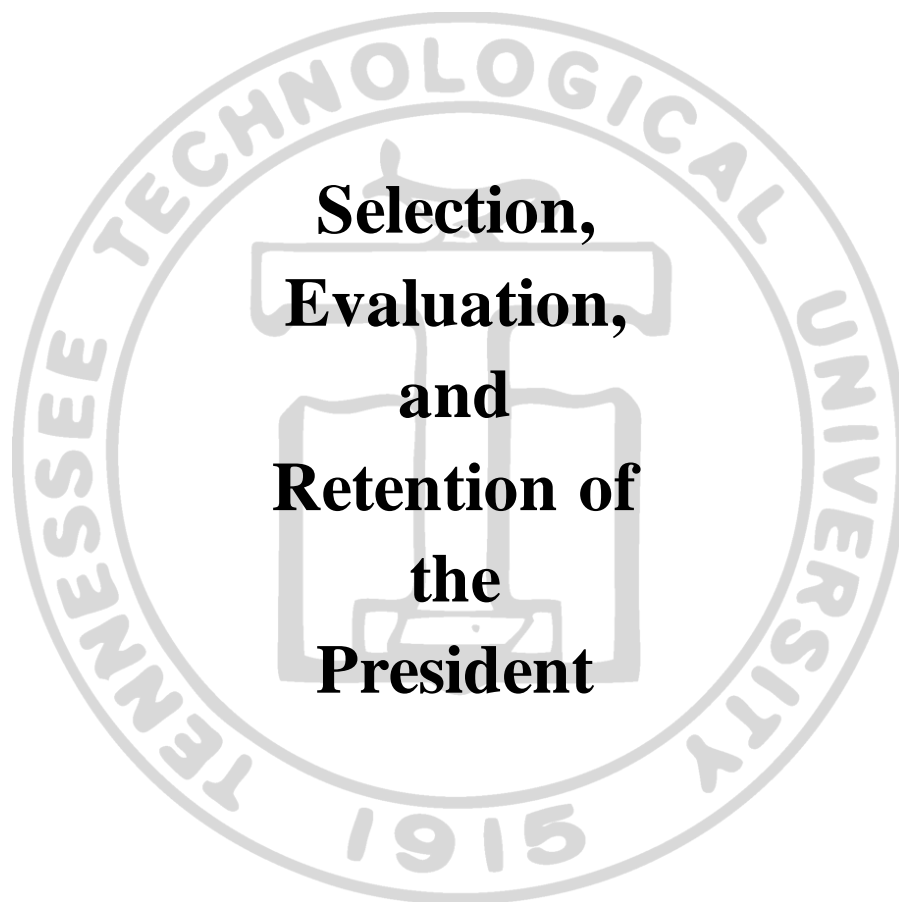
3. Assessment of the overall academic quality of Tennessee Tech, including its achievements and accomplishments,
 4. Assessment of Tennessee Tech's financial status,
 5. Identification of significant institutional challenges faced over the prior year, and a prospective statement of challenges and opportunities facing Tennessee Tech in the upcoming year, and
 6. Goals proposed by the President for the coming year.
- B. After receipt of the President's confidential self-assessment statement, the Executive Committee will confidentially share the President's self-assessment with the Board and solicit confidential written feedback from the Board members on the President's statement.
 - C. The Executive Committee will also review the confidential faculty evaluations of the President submitted pursuant to TTU Policy 209 (Faculty Evaluation of University Administrators) and may, in its sole discretion or at the request of the Board, solicit additional confidential feedback from faculty, administrators, or staff as needed.
 - D. The Chair of the Board or a member of the Executive Committee designated by the Chair (either of whom hereinafter referred to as "the Executive Committee Representative") will summarize the written comments from faculty evaluations, the board, and others received and share the summary with the Executive Committee for its review.
 - E. Based on the summary of the materials received, the Executive Committee Representative will meet with the President concerning the President's self-assessment statement, feedback received, and the President's goals and expectations for the coming year.
 - F. Based on the President's self-assessment statement, feedback received, and the meeting with the President, the Executive Committee Representative will prepare a confidential draft written assessment of the President's performance, and share this assessment with the President and the Board, who may offer confidential written comments concerning this assessment. The Executive Committee Representative will incorporate these comments as appropriate.
 - G. The Executive Committee Representative will provide a copy of the final confidential written assessment to the Board and the President.
 - H. The Executive Committee may, in its sole discretion, vary the requirements of the annual performance review process.

IV. Periodic Comprehensive Review

- A. 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.
- B. If such a comprehensive review is to be performed, the Executive Committee may choose to engage the assistance of one or more external advisors.

Approved by the Board on August 17, 2017.

**Tennessee Technological University
Policy No. 002**



Effective Date: March 23, 2017

Policy No.: 002

Policy Name: Selection, Evaluation, and Retention of the President

I. Purpose

The purpose of this policy is to set the general parameters for the Board's selection, evaluation, and retention of the President, including interim appointments.

II. Review

The Board will review this policy every four years or whenever circumstances require review, whichever is earlier.

III. Policy

A. Method of Selecting a President

1. The Board shall choose a selection process it deems appropriate in the circumstances. Any such selection process should reflect the Board's commitment to consultation with the campus and community and to the principles of diversity.
 2. Prior to beginning a search for candidates for the office, the Board shall establish the qualification criteria for the position and announce the process it will follow for selecting a president.
- B.** The Board may, to the extent allowed by law, set the terms and conditions of the president's appointment in any manner it deems appropriate, including but not limited to compensation and conditions related to retention and removal from office.
- C.** The Board shall evaluate the president's job performance on an annual basis, following procedures approved by the Board.
- D.** In the case of a vacancy in the office of the president, the Board delegates to the chair the authority to appoint an interim president. The chair shall consult with the vice chair and executive director of the Tennessee Higher Education Commission prior to making an interim appointment.

IV. Interpretation

The Board chair or his/her designee has the final authority to interpret the terms of this policy.

V. Citation of Authority for Policy

T.C.A. § 49-8-203(a)(1)(A)

Approved by:

Board of Trustees: March 23, 2017

Revised by Board of Trustees: August 17, 2017



Agenda Item Summary

Date: March 7, 2024

Agenda Item: President’s Performance Review for Year-End June 30, 2024

Appointment of Executive Committee Representative

Review

Action

No action required

PRESENTER(S): Chair Harper

PURPOSE & KEY POINTS: The Executive Committee is responsible for organizing and conducting an annual performance review of the President. The Chair appoints the Executive Committee Representative who will conduct the review.



Agenda Item Summary

Date: March 7, 2024

Agenda Item: President’s Performance Review for Year-End June 30, 2024

Schedule for Completion of Performance Review Process

Review

Action

No action required

PRESENTER(S): Chair Harper

PURPOSE & KEY POINTS: The Executive Committee is responsible for organizing and conducting an annual performance review of the President. The Executive Committee approves a schedule for completion of the process.



Agenda Item Summary

Date: March 7, 2024

Agenda Item: President’s Performance Review for Year-End June 30, 2024
Board & Cabinet Assessment Questionnaires

Review

Action

No action required

PRESENTER(S): Chair Harper

PURPOSE & KEY POINTS: The Executive Committee is responsible for organizing and conducting an annual performance review of the President. The Executive Committee approves the Board & Cabinet Assessment Questionnaires.