



Board of Trustees Meeting

August 17, 2017

Bell Hall, Room 260

MINUTES

AGENDA ITEM I—CALL TO ORDER

The Tennessee Tech Board of Trustees met in regular session on August 17, 2017, in Bell Hall, Room 260. Chair Tom Jones called the meeting to order at 1:33 p.m.

Chair Jones stated that there would be a thirty-minute reception after the Board meeting for attendees to meet with Board members, followed by an informational meeting for the Board members regarding the upcoming SACSCOC review.

Chair Jones asked Kae Carpenter, Secretary, to call the roll. The following members were present:

- Dr. Barbara Fleming
- Dr. Melissa Geist
- Mr. Millard Oakley
- Mr. Nick Russell
- Mr. Purna Saggurti participated by phone and confirmed that he could simultaneously hear and speak to the Board members, that he was the only person present in the location from which he was calling, and that he received the Board materials in advance of the meeting.
- Mr. Johnny Stites
- Ms. Teresa Vanhooser
- Capt. Barry Wilmore
- Mr. Tom Jones

Ms. Trudy Harper was not present

Tennessee Tech faculty, staff, and members of the public were also in attendance.

AGENDA ITEM II— APPROVAL OF MINUTES

Mr. Oakley moved to recommend approval of the minutes. Mr. Stites seconded the motion.

At the request of the Chair, Ms. Carpenter took a roll call vote. The motion carried unanimously.

AGENDA ITEM III—PRESIDENT'S REPORT

President Oldham asked Dr. Leslie Crickenberger to explain Tennessee Tech's salary increases and how the dollars were distributed.

Dr. Crickenberger's presentation included the following information:

- History of TTU Non-Faculty Performance Evaluation Process—included executive employees (Vice Presidents, Deans, and Associate Vice Presidents), administrative, clerical, and support.
- Non-Faculty 2013 Performance Evaluations—44 percent were scored with an A+, 88 percent were scored with an A- or better.
- Current TTU Non-Faculty Performance Evaluation Process—Tennessee Tech created a committee in 2015, which developed a better evaluation system. The revised evaluation included the following:
 - Change of Non-Faculty Performance Evaluation Culture—Goal 1: Establish a set of core competencies relevant to all positions at TTU.
 - Change of Non-Faculty Performance Evaluation Culture—Goal 2: Ensure evaluation scores tie directly back to actual job responsibilities and rate the employee on those responsibilities.
 - Change of Non-Faculty Performance Evaluation Culture—Goal 3: Establish a consistent and reliable rating scale across all positions. The new evaluation ranking system is a four point scale.
 - Change of Non-Faculty Performance Evaluation Culture—Goal 4: Ensure flexibility for future merit increases tied to performance and innovation.
- Non-Faculty 2016 Performance Evaluations—in the first year of conducting the new evaluation system, 41 percent had a 3.5 score or better, 13 percent of those were a perfect score, 79 percent of scores met or exceeded expectations.
- Non-Faculty 2017 Performance Evaluations—for the current year Tennessee Tech continued to improve on the evaluation process: 33 percent had a 3.5 score or better, seven percent of those were a perfect score.
- Non-Faculty Performance Evaluations Overview—Tennessee Tech continues to progress toward a standard Bell curve.
- How Evaluations Tie to Merit (Non-Faculty)—Tennessee Tech used the evaluation scores to tie back directly to merit. The supervisor establishes merit rankings for his/her employees.

Once the supervisor reviewed and assigned dollar amounts for each employee, the information was sent to Human Resources for review and approval.

- FY17-18 Raise Components (Non-Faculty)—1 percent cost-of-living adjustment for all budgeted employees hired prior to January 1, 2017, 2 percent merit pool for all budgeted employees hired prior to January 1, 2017, not including those that were on a performance improvement plan within the fiscal year. A small equity study within Tennessee Tech's non-faculty was conducted that included non-exempt and exempt staff positions.
- How Evaluations Tie to Merit (Non-Faculty)—as an example, the Vice President or the Associate Vice President was given a merit spreadsheet. The yellow column titled Amount of Increase is the column the supervisor could manipulate for the merit increase.
- Raise Distribution (Non-Faculty)—for the current year, the non-faculty spread for merit increases was from 0 percent to 7.53 percent. If cost of living was included, it was 1 percent to 8.53 percent.

Chair Jones asked how many employees who received merit increases were faculty and non-faculty. Dr. Crickenberger answered that out of 1200 employees, approximately 300 were faculty and the remainder were non-faculty.

Dr. Geist asked how many employees who received merit increases were exempt and non-exempt. Dr. Crickenberger answered 305 non-exempt employees, 342 administrative exempt employees, and 34 executive exempt employees.

Dr. Geist asked if the raise distribution could be broken down between the executive employees to staff employees. Dr. Crickenberger answered that the lowest raise for the executive group was 1 percent, the average was 3.1 percent, and the highest raise was 4.1 percent. She stated that for the administrative group 1 percent was the lowest raise, 3 percent was average, and 8.5 percent was the highest. She stated that for the non-exempt group the lowest was 1 percent, 3 percent was the average; and 5.4 percent was the highest.

After answering these questions, Dr. Crickenberger continued her presentation, which included the following information:

- Faculty Compensation Plan—Handled by Academic Affairs, not Human Resources, but the two departments worked closely together. The faculty compensation plan included a market equity component and a small merit component based on the previous five annual evaluations.
- Faculty Evaluation Process—included all tenured and non-tenured employees that were evaluated by their department chairperson and dean. Prior to the evaluation, faculty were required to file a faculty annual report, which documented their activities and efforts.
- Example of an annual faculty evaluation.
- Faculty 2013 Performance Evaluations—based on a 5 point rating scale, 86 percent of faculty scored a high or outstanding.
- Faculty 2017 Performance Evaluations—faculty were shifting towards a more normalized Bell curve with 77 percent of faculty scoring high or outstanding.
- FY17-18 Faculty Raise Components—1 percent cost-of-living adjustment for all budgeted faculty, and a 2 percent market equity component. The market equity component included

bringing all faculty up to the 80th percentile for their national CUPA data based on their discipline and rank. Additional equity was applied to that benchmark based on a formula that moved faculty towards their target salary, adjusting the equity based on what the faculty received on their evaluation.

Mr. Stites asked what part of the faculty raise components was associated with merit. Dr. Mark Stephens, Interim Provost for Academic Affairs, explained that the model that Academic Affairs used does not separate the market equity and merit components specifically. He stated that the merit component is based on the evaluation scores within the faculty's department and the target salary was adjusted either up or down.

Mr. Stites stated that 1 percent was given to faculty as a matter of course and another 2 percent, which he did not understand, was given because other individuals in other universities make more than that particular faculty. Mr. Stites stated that an even smaller percentage was based on merit and from what he understood, that was not the Board's instruction per the last meeting.

Chair Jones stated that the Board approved 1 percent across the board and the additional 2 percent was based on merit. Chair Jones referred the Board to the minutes from the previous meeting.

Dr. Stephens stated that merit was factored into all aspects of the faculty evaluations, including the target initiated from CUPA.

Dr. Crickenberger concluded her presentation with the following information:

- FY17-18 Faculty Raises—A spread for faculty salary increases based on performance was between 1 percent to 15.2 percent (excluding merit bonus), which included faculty promotions.
- FY17-18 Merit Bonus—Tennessee Tech applied an additional one-time merit bonus based on the faculty's current year evaluation: 47 percent of faculty received the merit bonus, which ranged from \$526-\$2,402.

Dr. Geist asked if the permanent merit pool and the 3 percent raise pool were separate.

Dr. Crickenberger answered that Tennessee Tech had a permanent merit pool that was separate from the 3 percent raise pool.

President Oldham stated that Tennessee Tech was making significant progress in correlating performance with pay distributions for faculty and staff.

President Oldham stated that the faculty compensation model was developed at Tennessee Tech roughly 30 years ago, with significant faculty input. He stated that the model continued to receive a significant amount of faculty support. President Oldham stated that some of the institutional history around the development of the formula has been lost. He stated that because the formula was initially designed to raise the floor for faculty to a level of national competitiveness in terms of salaries, merit was not emphasized at the time, although there was a merit component in the formula.

President Oldham stated that he met with the Faculty Compensation Committee earlier that week and discussed some of the issues with the current faculty compensation model. He stated that he would be working closely to continue to refine the model as Tennessee Tech moved forward.

Mr. Stites questioned whether the administration had properly followed the Board's direction on salary increases.

Chair Jones stated that the motion was to approve the 2016-2017 compensation proposal presented and recommended by the Audit and Business Committee, which included all the points that were presented by Dr. Crickenberger.

Dr. Stinson stated that the proposal submitted to the Board through the Audit and Business Committee included the 1 percent across-the-board increase, and 2 percent merit pool for the non-faculty, and the 2 percent to be applied to the faculty's compensation model, which included the merit component.

Dr. Geist stated that the comparison between national salaries was not just based on universities; salaries are also based on the industry. Dr. Geist stated that Tennessee Tech's salary increases were not gaining any ground compared to inflation and the consumer price index.

Mr. Stites stated that if Tennessee Tech continued to pay employees for not performing or not accomplishing the strategic goals of Tennessee Tech, then it was placing an anchor on Tennessee Tech. He stated that staff, faculty, administration, or any employee's performance should determine how much pay s/he receives going forward.

Mr. Stites again stated that the raises were not applied as directed by the Board. He stated that it was important that the will of the Board be honored.

Chair Jones stated that he was pleased that the Board did not agree on a flat raise of 3 percent. He stated that the Audit and Business Committee placed a merit aspect into the raises, and was trying to bring all employees to the CUPA standard. He stated that his goal was to have better paid employees across the board. He stated that he wanted a merit aspect to the raises, and he believed that was covered and the Board's direction was honored.

Mr. Oakley stated that the Board should not make judgements on whether employees gets raises or not; that should be up to Tennessee Tech's administration.

AGENDA ITEM IV—REVISION TO BYLAW 1.5

Chair Jones stated that at the last Executive Committee meeting there was some concern about the power of the Chair of the Board. He stated that after reviewing the bylaws, he was recommending a revision to Bylaw 1.5.

Chair Jones proposed adding a section that required the Chair to temporarily relinquish control of a meeting if there was motion to remove the Chair.

Capt. Wilmore moved to approve the revisions to Bylaw 1.5. Mr. Oakley seconded the motion.

Chair Jones stated that it would still require two-thirds of the Board's votes to remove the Chair.

At the request of the Chair, Ms. Carpenter took a roll call vote. The motion carried unanimously.

AGENDA ITEM V.A—EXECUTIVE COMMITTEE REPORT AND RECOMMENDATIONS—REGULAR AGENDA—REVISION TO POLICY 002 (SELECTION, EVALUATION, AND RETENTION OF THE PRESIDENT)

Chair Jones presented an overview of the revision to Policy 002. He stated that the revision appointed the Executive Committee to conduct the presidential evaluation.

Mr. Stites moved to approve the revision to Policy 002. Ms. Vanhooser seconded the motion.

At the request of the Chair, Ms. Carpenter took a roll call vote. The motion carried unanimously.

AGENDA ITEM V.B –EXECUTIVE COMMITTEE REPORT AND RECOMMENDATIONS—REGULAR AGENDA—REVISION TO POLICY 005 RELATED TO AUDIT COMMITTEE, EVALUATION OF PRESIDENT, MATTERS THAT COME BEFORE THE EXECUTIVE COMMITTEE AND ITS REPORTING REQUIREMENT

Chair Jones stated that there were several proposed changes to Policy 005.

Chair Jones stated that the first change was a revision, as mandated by the state audit guidelines, to require the Board to nominate members of the Audit Committee and Chair.

Chair Jones stated that the second change was a revision to allow delegation of authority to the Executive Committee to perform the President's evaluation.

Chair Jones stated that the third change was a provision that delegated authority to the Executive Committee to approve matters brought to it by the President, provided those matters were not reserved to the full Board. He stated that the provision was for any matter that the President thought would need the Executive Committee's approval.

Chair Jones stated that the fourth change was a provision to require the Executive Committee to report its actions to the Board at the next regular Board meeting.

Mr. Oakley moved to approve the revisions to Policy 005 related to the Audit Committee, evaluation of the President, matters that come before the Executive Committee, and the Executive Committee reporting requirements. Ms. Vanhooser seconded the motion.

Dr. Geist asked if the Executive Committee could inform the Board at the time the Executive Committee acted on behalf of the Board and when would it be necessary for the Executive Committee to act without the full Board.

Chair Jones stated that the Board needed to trust the Executive Committee not to act on matters that needed full Board approval. He stated that the Executive Committee meetings were always open to the public.

At the request of the Chair, Ms. Carpenter took a roll call vote. The motion carried unanimously.

AGENDA ITEM V.C—EXECUTIVE COMMITTEE REPORT AND RECOMMENDATIONS—REGULAR AGENDA—REVISION TO POLICY 005 RELATED TO APPROVAL OF POSITIONS AND APPOINTMENTS REPORTING DIRECTLY TO THE PRESIDENT

Chair Jones summarized the proposed revision to Policy 005 related to approval of positions and appointments reporting directly to the President. He stated that any time the President wanted to make a hire or a direct appointment where there would normally be a selection process, the President could present it to the Executive Committee for approval. He stated that part of the reason was the expediency, timeliness, and efficiency of trying to fill needed positions.

President Oldham stated that under the TBR system, the Chancellor had the authority from the TBR Board to make interim decisions. He stated that previously if there was an appointment needed for a direct report to the President, the President would seek approval from the Chancellor to move in an expedited fashion.

President Oldham stated the proposed revision satisfied the need for an expedited process. He stated that Board meetings generally occur quarterly and it would be difficult for individuals eligible for the positions to wait for the next Board meeting. He stated that exposing applicants in a full Board meeting would discourage people from applying for positions.

Mr. Stites moved to accept the revision to Policy 005 related to approval of positions and appointments reporting directly to the President. Mr. Oakley seconded the motion.

Ms. Vanhooser stated that from a budget perspective, the creation of new positions was a broader concern than just filling a position. She stated that the creation of new positions could affect the Audit and Business Committee. She stated that she does not believe the whole Board should be involved in filling existing positions, but the full Board needed to be involved in creating new positions.

Chair Jones asked if Ms. Vanhooser recommended amending the motion to state that the creation of new positions required full Board approval and the Executive Committee would approve appointments and hires.

Ms. Vanhooser agreed with the recommended amendment.

Dr. Geist stated that she agreed with the amendment. She stated that the Board was referring to a very small group of direct reports to the President.

Chair Jones stated that if the President made an organizational change, it would require the full Board approval, but once a person was chosen for a position, the Executive Committee had the authority to approve it.

Mr. Saggurti stated that once the Board approved a position, the Board was giving the Executive Committee the authority to approve the candidate so Tennessee Tech would not lose the opportunity to ensure the right candidate.

Mr. Oakley stated that he was opposed to the Board choosing employees. He stated that the Board should not be in the position of hiring and firing the individuals who work at Tennessee Tech. He stated that management should make those decisions.

Chair Jones stated that he did not want to be responsible for the hiring of individuals. He stated that it was prudent that the President has the Executive Committee or the Chair as a second opinion on a possible hire, but it was not to recommend another candidate.

Mr. Oakley stated the President had a system of checks and balances. He stated that he did not believe the Board should have authority to upset that.

Dr. Geist stated that because only eight executive positions were affected, she did not understand why the Board could not convene when the time came to appoint someone to one of those positions.

President Oldham stated that the typical route for an open position would be through an open search selection process. He stated that rarely, but occasionally, there were reasons to do an expedited hire. He stated there needed to be a mechanism to handle the expedited hires accordingly. He agreed that if a significant reorganization to the administration structure were to occur, the Board would need to know about it first. He stated that it was very difficult to convene the Board on short notice.

At the request of the Chair, Shandy Husmann of Huron Consulting Group explained that it was common that the delegation of authority be to the Executive Committee for approval of presidential hires for expediency and privacy of the process.

Mr. Oakley stated that an applicant would not want to go in front of a Board in a hiring process.

Dr. Geist stated the exposure would happen to the potential hire because of the public Executive Committee meeting.

Capt. Wilmore asked if, currently, appointments needed Board approval for an executive hire and if this motion delegated that authority to the Executive Committee. Chair Jones stated he was correct.

Ms. Carpenter stated that, as she understood it, the motion was to amend policies to require Board approval of the creation and removal of the executive positions reporting directly to the President and to require the Executive Committee to approve cabinet level appointments to positions reporting directly to the President.

Mr. Oakley asked for an explanation of the motion. Chair Jones answered if Tennessee Tech was reorganizing or creating a new position, it would require full Board approval, but not necessarily the individuals that were hired. He stated that when a hiring decision was made, the Executive Committee would have the authority to approve the appointment.

Chair Jones asked Mr. Stites if he accepted and approved Ms. Vanhooser's amendment to the motion.

Mr. Stites indicated his agreement.

Ms. Vanhooser stated that the Executive Committee would have the authority to hire the specific individual or approve appointments that the President made. She stated that the only thing that changed from the first motion was that any reorganization or creation of executive positions would require full Board approval.

Mr. Stites stated that the change in the motion would mean the President would have to wait until the next Board meeting if the President considered filling a position that did not exist.

Mr. Saggurti stated that he was supportive of the motion because it gives the Board flexibility and capability to move quickly if needed. He stated that there were three members of the Board on the Executive Committee and if the Board cannot trust those three members, those individuals should not be serving in those roles.

Ms. Vanhooser stated that she withdrew her amendment to the motion. She stated that she understood the President needed the flexibility to create a position to hire a high-ranking candidate. She stated that she anticipated the President would bring to the Board any major events.

Chair Jones stated that the Board needed to trust the Executive Committee. He stated the Executive Committee had the power to bring to the full Board any items it felt should require full Board approval.

Chair Jones stated if the Board did not trust the Executive Committee, the Chair, or the President, the Board had the power to remove them.

Mr. Stites moved to approve the revision to Policy 005 to include the delegation of authority to the Executive Committee to approve the creation, appointments, and removal of executive and cabinet level positions that report to the president. Mr. Oakley seconded the motion.

At the request of the Chair, Ms. Carpenter took a roll call vote. The motion carried 7-1, with Dr. Geist casting the “nay” vote.

AGENDA ITEM V.D—EXECUTIVE COMMITTEE REPORT AND RECOMMENDATIONS—REGULAR AGENDA—BOARD PROCEDURES FOR PRESIDENT’S PERFORMANCE REVIEW AND COMPREHENSIVE REVIEWS

Chair Jones stated that after the last Board meeting he spoke with AGB (Association of Governing Boards) and asked Ms. Harper to work with AGB to develop an evaluation process. He stated that Ms. Harper did a great job developing a comprehensive process.

Chair Jones stated that the comprehensive evaluation process provided confidentiality for the president and his review and it provided input from the full Board and faculty.

Chair Jones gave a brief overview of the comprehensive evaluation process as follows:

1. The Board and the President agree on goals. Chair Jones stated the Board does not have the President’s goals for this year. He stated that step would be part of the evaluation for the coming year.
2. The President submits a self-assessment to the Executive Committee.
3. The Executive Committee sends the assessment to Board members and solicits comments from Board.
4. Executive Committee reviews confidential faculty evaluations of the President and other comments, if applicable.
5. An Executive Committee representative would summarize comments from faculty evaluations, the Board, and others and share the summary with the Executive Committee.
6. The Executive Committee representative meets with the President to review the material. Chair Jones stated that if he were the representative for the Executive Committee, he would not meet with the President alone. He stated that at least two individuals would meet with the President.
7. The Executive Committee representative provides written summary of the meeting to the President and Board.
8. President or Board can append comments to the written summary.
9. Final copy of assessment with comments will be provided to the President and Board.

Chair Jones stated that the evaluation process provided confidentiality in the personal review and allowed flexibility and input from the faculty and Board. He stated the comprehensive evaluation is a starting point; if needed, the Board can revise the procedures next year.

Mr. Oakley asked if faculty could provide input anonymously. Chair Jones stated that was an option.

Dr. Geist asked if there should be a mechanism to share the President's self-assessment with the Tennessee Tech community.

Mr. Saggurti stated that one of the Board's responsibilities was to keep an eye on the key criteria. He stated that there was a faculty representative on the Board and there was faculty input in the evaluation process. He stated it would be unfair for the Board to post the President's self-assessment for the Tennessee Tech community; the evaluation process was supposed to be a confidential process.

Mr. Saggurti asked Chair Jones if AGB referenced "inside" Board members and "outside" Board members. He stated that typically in corporations when there were inside Board members on the evaluation, they would not be part of the review process.

Chair Jones answered that the full Board would see the President's self-assessment and a summary of all faculty evaluations.

Mr. Oakley moved to defer the Board procedures for the President's performance review and comprehensive reviews to the next Board meeting.

Chair Jones stated that there was a time constraint due to the SACSCOC accreditation review.

Mr. Oakley withdrew his motion.

Chair Jones asked President Oldham if there was faculty input under TBR's evaluation process. President Oldham stated that in previous years there was an administrative evaluation that was an anonymous process, where the results from the faculty input were tabulated and available to the Chancellor.

Mr. Stites moved to approve the Board procedures for the President's performance review and comprehensive review. Capt. Wilmore seconded the motion.

At the request of the Chair, Ms. Carpenter took a roll call vote. The motion carried 7-1, with Mr. Oakley casting the "nay" vote.

AGENDA ITEM V.E—EXECUTIVE COMMITTEE REPORT AND RECOMMENDATIONS—REGULAR AGENDA—DEVELOPMENT OF A CONTRACT FOR THE PRESIDENT

Chair Jones stated that Ms. Harper and he spoke with AGB on whether Tennessee Tech should develop a contract for the President. He stated he was not a fan of employment contracts, but felt a contract was necessary in academia and for a university president.

Chair Jones stated that the Executive Committee would not present a contract that was specifically about goals, objectives, and strategic plans. He stated that the most important part of a contract was an exit strategy. He stated that the Executive Committee wanted to provide stability for Tennessee Tech and the President.

Chair Jones stated that the Executive Committee was asking the Board to charge the Executive Committee with the development of a Presidential contract, which the Board would review at a later date.

Mr. Oakley moved to approve the development of a contract for the President. Dr. Fleming seconded the motion.

Capt. Wilmore asked if the President had an existing contract.

Chair Jones answered that the President did not have an existing contract. He stated that 85 percent of university presidents have contracts.

At the request of the Chair, Ms. Carpenter took a roll call vote. The motion carried unanimously.

AGENDA ITEM VI—PRESIDENT'S GOALS AND EXPECTATIONS

Chair Jones stated that the Executive Committee requested the President bring his goals and expectations to the Committee for review. He stated that the Executive Committee reviewed those but took no action on them. He stated that the Executive Committee asked the President to edit and rearrange his goals and then provide them to the Board for approval.

Chair Jones stated that the point of the President's goals was to have a picture of the main priorities that Tennessee Tech needed to concentrate on.

President Oldham gave an overview of the goals presented. He stated that the goals were ambitious and could be reviewed and revised if necessary. He stated that an advantage of formalizing a set of goals was so the direct reports to the President would fully understand what Tennessee Tech's priorities were for the year.

Mr. Stites stated that any goal that was not measurable was a wish. He asked President Oldham if he intended to use metrics for most of his goals.

President Oldham answered that he was beginning to work on specific actions and measurable outcomes attached to each goal that could be tracked.

Mr. Stites stated that it would be important to the Board and to the President that there be objective results.

Chair Jones stated when President Oldham worked through the strategic process, he would be able to prioritize his goals. He stated that when the President's evaluation was performed next year, the expectation was there would be objective results attached to the President's goals.

Dr. Geist suggested that the President could present his goals and their outcomes to the campus community.

Chair Jones stated that it should be a dynamic process and the President should be able to come back to the Board if he needed to reevaluate or change a goal or goals.

Mr. Saggurti stated that items such as student enrollment, endowment, and diversity on campus are not one-year goals. He suggested placing a future date on some of the goals so the Board can review those as a team and work with the President to help him achieve those goals.

Mr. Saggurti also suggested adding a goal specific to the student body, such as the safety of the student body.

President Oldham stated he agreed with Mr. Saggurti. He stated that there would be specific tactical action items related to strategy, innovation, and differentiation that will be fleshed out. He stated that he left the goals open and he hoped the Board would be comfortable with that.

Mr. Saggurti stated that the Board needed to make sure the students, community welfare, and the right kind of diversity be part of Tennessee Tech's goals.

Dr. Fleming moved to accept the President's goals and expectation as presented. Capt. Wilmore seconded the motion.

Mr. Stites stated that as President Oldham developed the strategic plan, it would be helpful to prioritize the goals.

At the request of the Chair, Ms. Carpenter took a roll call vote. The motion carried unanimously.

AGENDA ITEM VII—BOARD APPOINTMENT OF AUDIT COMMITTEE AND ITS CHAIR

Chair Jones stated that state audit required the Board to nominate members of the Audit Committee and its Chair.

Mr. Stites nominated Millard Oakley, Purna Saggurti, and Teresa Vanhooser to serve on the Audit and Business Committee and Ms. Vanhooser to serve as the Chair of the Audit and Business Committee. Dr. Fleming seconded the nominations.

At the request of the Chair, Ms. Carpenter took a roll call vote. The members of the committee and chair were elected unanimously.

AGENDA ITEM VIII.A.1—AUDIT & BUSINESS COMMITTEE REPORT AND RECOMMENDATIONS—ITEMS REVIEWED—2016-2017 INTERNAL AUDIT ANNUAL REPORT OF ACTIVITY

Ms. Vanhooser stated the Audit and Business Committee reviewed the 2016-2017 Internal Audit annual report of activity and no further Board action was required.

AGENDA ITEM VIII.A.2—AUDIT & BUSINESS COMMITTEE REPORT AND RECOMMENDATIONS—ITEMS REVIEWED—2017-2018 INTERNAL AUDIT PLAN

Ms. Vanhooser stated the Audit and Business Committee reviewed and approved the July 2017-December 2018 Internal Audit plan and no further Board action was required.

AGENDA ITEM VIII.B.1—AUDIT & BUSINESS COMMITTEE REPORT AND RECOMMENDATIONS—NON-ACTION TIMES—NOTICE OF RESPONSIBILITIES FOR PREVENTING, DETECTING, AND REPORTING FRAUD, WASTE, OR ABUSE

Deanna Metts, Internal Audit Director, stated that the Audit Committee Charter outlined that the Audit Committee was responsible for regularly restating the Board's, management's, staff's, students', and citizens' responsibilities related to fraud, waste, and abuse.

Chair Jones stated that all Board members had a copy of the notice of responsibilities for preventing, detecting, and reporting fraud, waste, or abuse.

AGENDA ITEM VIII.C.1—AUDIT & BUSINESS COMMITTEE REPORT AND RECOMMENDATIONS—CONSENT AGENDA—AUDIT COMMITTEE CHARTER

Ms. Vanhooser moved to approve all items on the Audit and Business Committee's consent agenda including the Audit Committee Charter, Foundation Agreement, and Finance and Planning Policy 521 (Deposit and Investments of Funds) as presented. Dr. Fleming seconded the motion.

At the request of the Chair, Ms. Carpenter took a roll call vote. The motion carried unanimously.

AGENDA ITEM VIII.D.1—AUDIT AND BUSINESS COMMITTEE REPORT AND RECOMMENDATIONS—REGULAR AGENDA—APPROVAL OF CAPITAL OUTLAY/APPROPRIATIONS REQUEST

Ms. Vanhooser moved to approve Tennessee Tech's 2018-2019 capital outlay projects, capital maintenance request, and disclosed projects as presented. Mr. Stites seconded the motion.

Dr. Geist stated that disclosed projects were under consideration and not approved for actual work to begin.

At the request of the Chair, Ms. Carpenter took a roll call vote. The motion carried unanimously.

AGENDA ITEM VIII.D.2—AUDIT AND BUSINESS COMMITTEE REPORT AND RECOMMENDATIONS—REGULAR AGENDA—REORGANIZATION RECOMMENDATIONS

Ms. Vanhooser moved to approve the reorganization changes, effective immediately, as presented. Dr. Fleming seconded the motion.

Mr. Stites asked if the changes to the Enrollment Management position title should be included in the motion.

Ms. Carpenter stated that she understood that the Enrollment Management position title change was included in the recommendation of the Audit and Business Committee.

At the request of the Chair, Ms. Carpenter took a roll call vote. The motion carried 7-1 with Dr. Geist casting the "Nay" vote.

AGENDA ITEM IX.A—ACADEMIC & STUDENT AFFAIRS COMMITTEE REPORT AND RECOMMENDATIONS—REGULAR AGENDA—ACADEMIC AFFAIRS POLICY 217 (STUDENT ACADEMIC MISCONDUCT)

Dr. Fleming stated that Policy 217 was revised to maintain academic integrity but gave the students more time to respond to an academic misconduct charge.

Dr. Fleming moved to recommend the revision to Policy 217 as presented by the Academic and Student Affairs Committee. Dr. Geist seconded the motion.

Capt. Wilmore stated that many different circumstances could pertain to a student's misconduct. He asked if Policy 217 considered those cases.

Dr. Stephens stated that matters that were serious in nature would go to the Academic Misconduct Committee. He stated the Academic Misconduct Committee had options besides expulsion and the options were described in Policy 217.

Chair Jones asked Mr. Russell if he was satisfied with Policy 217. Mr. Russell stated he was satisfied.

At the request of the Chair, Ms. Carpenter took a roll call vote. The motion carried unanimously.

AGENDA ITEM IX.B—ACADEMIC & STUDENT AFFAIRS COMMITTEE REPORT AND RECOMMENDATIONS—REGULAR AGENDA—STRATEGIC PLAN FOR DIGITAL AND DISTANCE EDUCATION

Dr. Fleming stated the committee heard an excellent presentation on distance learning and online education. She stated that the Academic and Student Affairs Committee had strongly endorsed distance learning and online education because it was part of Tennessee Tech's goals and strategic plan.

AGENDA ITEM IX.C—ACADEMIC & STUDENT AFFAIRS COMMITTEE REPORT AND RECOMMENDATIONS—REGULAR AGENDA—RECOGNITION PROGRAMS

Dr. Fleming stated that there was concern that Tennessee Tech was not providing appropriate incentives to faculty. She stated that President Oldham would be reviewing Tennessee Tech's current awards, rewards, and recognition to determine if they could be improved.

AGENDA ITEM X—SACSCOC ON-SITE VISIT

Agenda item 10 was deferred to an informational meeting with Board members following the Board meeting and reception.

AGENDA ITEM XI—OTHER BUSINESS

Chair Jones stated that after the meeting adjourned a 30-minute reception would be held, followed by a SACSCOC on-site presentation for the Board members.

AGENDA ITEM XII—ADJOURNMENT

There being no further business, the meeting adjourned at 3:24 p.m.

Approved,



Kae Carpenter, Secretary

**Roll call corrected to reflect that Trustee Nick Russell was present at the meeting.*