

Sunset Public Hearing Questions for  
**Local Governing Boards of Trustees of the Board of Regents State Universities**  
**(Tennessee State University Board of Trustees)**  
Created by 49-8-101 and 49-8-201, *Tennessee Code Annotated*  
(Sunset termination June 2019)

**1. Provide a brief introduction to the board, including information about its purpose, statutory duties, and staff.**

The Tennessee State University Board of Trustees (the “Board”) was created in 2016, as part of the Focus on College and University Success (FOCUS) Act. The FOCUS Act reorganized the Tennessee Board of Regents by transferring governance of the six TBR universities, including Tennessee State University, from the TBR to a local governing board of trustees.

The Tennessee State University Board of Trustees serves as the local governing board of trustees for Tennessee State University. The Board is comprised of a total of ten Trustees - eight Trustees appointed by the Governor; one Faculty Trustee elected by the University’s Faculty Senate; and one Student Trustee appointed by the Board.

The Board’s purpose and statutory duties are reflected in the FOCUS Act, the Board’s bylaws, and other applicable Board policies. Under the FOCUS Act, TSU “shall be operated and maintained . . . under the management and governance of” the Board. The FOCUS Act also sets forth the Board’s statutory powers and duties, including, but not limited to, the power and duty to select and employ a chief executive officer, prescribe curricula and requirements for diplomas and degrees, and approve operating budgets.

Under the FOCUS Act, the Board is also charged with the power and duty to “assume general responsibility for the operation of” TSU, delegating to the President “such powers and duties as are necessary and appropriate for the efficient administration of the institution and its programs.”

The Board’s bylaws and policies reiterate and specify the Board’s powers and responsibilities, including the power to determine the mission of the university, establish policies governing the academic affairs of the University, and grant tenure and promotion. The Board bylaws also charge the Board with the responsibility to provide insight and guidance on the institution’s strategic direction and ensure the University’s fiscal integrity.

The TSU Board staff is comprised of the following individuals: Dr. Glenda Glover, President; Mr. Laurence Pendleton, General Counsel and Secretary to the Board; and Ms. Arlene Nicholas-Phillips, Board Liaison.

**2. Provide a list of board members and indicate how membership complies with Section 49-8-201, Tennessee Code Annotated.**

Governor's Appointees (voting members):

Dr. Deborah A. Cole\*x  
Mr. Stephen Corbeil\*  
Mr. William Freeman\*  
Dr. Richard Lewis\* x  
Ms. Pamela Martin\*  
Mr. Obie McKenzie x  
Dr. Edith Peterson Mitchell x  
Dr. Joseph W. Walker, III.\*

Faculty Trustee (voting member):

Dr. Ali Sekmen\*

Student Trustee (non-voting member):

Braxton Simpson

\*Tennessee Residents (seven Board members).  
x Tennessee State University alums (four Board members).

The Board's membership complies with T.C.A., section 49-8-201 (f), as the Board is comprised of ten members, including nine voting members, at least six Tennessee resident voting members, and at least three voting members who are TSU alums.

**3. Are there any vacancies on the board and, if so, what is being done to fill those vacancies?**

No.

**4. Per Section 49-8-201, Tennessee Code Annotated, the state university boards shall meet quarterly. How many times did the board meet during the last two fiscal years? How many members were present at each meeting? Please note any meetings where the board did not have a quorum.**

Governor Bill Haslam called the first meeting of the TSU Board of Trustees to order on April 13, 2017 (eight voting members, nine total members present). The Board met again on June 15, 2017 (all voting and total members present).

In fiscal year 2017-2018, the Board met four times: August 15, 2017 (eight voting members, nine total members present), November 16, 2017 (eight voting members, nine total members present), March 15, 2018 (seven voting members, eight total members present), and June 21, 2018 (seven voting members, eight total members present).

During the current fiscal year (2018-2019), the Board met on September 20, 2018 (eight voting members, nine total members present), and on November 15, 2018 (eight voting and total members present). The Board is scheduled to meet on February 21, 2019, and June 13, 2019 in the current fiscal year. A quorum was present at each of the Board's previous meetings.

- 5. In accordance with Section 49-8-201, Tennessee Code Annotated, trustees shall be reimbursed all necessary travel expenses they may incur through service to the board. How much was reimbursed during the last two fiscal years?**

FY17 = \$0

FY18 = \$1,820.90

- 6. What were the board's revenues and expenditures for the last two fiscal years?**

TSU Board of Trustees Revenue and Expenditures			
	FY17	FY18	Total
Revenue	-	-	-
Travel Reimbursements	-	1,820.90	1,820.90
Other Travel	484.65	341.33	825.98
Operating Expenses	25,806.71	31,490.19	57,296.90
Total	26,291.36	33,652.42	59,943.78

- 7. Has the board promulgated rules? If rules have been promulgated, please cite the reference.**

At the Board's inaugural meeting on April 13, 2017, the Board adopted its bylaws and policies governing its organization and conduct of its business.

The Board initially adopted the following policies:

Board Policy 001 - Code of Ethics and Conduct/Conflicts of Interest;

Board Policy 002 - Committees of the Board; and

Board Policy 003 - Delegation of Authority to the President.

Subsequent to the adoption of the aforementioned bylaws and policies, the Board adopted three other policies:

Board Policy 004 - Selection, Evaluation, and Retention of the President;  
Board Policy 005 - Board Self-Assessment and Trustee Orientation; and  
Board Policy 006- Board Consideration of Increases in Tuition and Mandatory Fees.

Pursuant to the FOCUS Act, the Tennessee Board of Regents' policies and guidelines as of July 1, 2016, are deemed to be the policies and guidelines of the Board and TSU until rescinded or revised.

The Board has not promulgated any rules at this point. The institution is currently undergoing a review of its current rules and anticipates the Board will promulgate rules, including rules governing the student code of conduct and parking, at one of its upcoming meetings.

**8. How does the board comply with Sunshine law requirements (Section 8-44-101 et seq., *Tennessee Code Annotated*) for public notice of meetings, prompt and full recording of minutes, and public access to minutes? What procedures does the board have for informing the public of its meetings and making its minutes available to the public?**

The Board website contains specific information on public notice of Board meetings and board minutes. The Board provides public notice of its meetings by posting notice to the Board website in the Notice and News section/link and the Meetings section/link on the Board website.

Pursuant to the Board's bylaws, public notice is given in a manner reasonably calculated to give interested persons actual notice of the time and place of the meeting. Notice of special meetings is given to the public at least forty-eight (48) hours prior to the hour of the meeting. The Board's meetings are open to the public and livestreamed to the public via a link accessible to the public on the Board website.

Pursuant to the Board's bylaws, the Board Secretary takes the minutes of each meeting and presents the minutes to the Board for approval. Following the Board's approval of the minutes of a meeting, the minutes are posted to the Board website, which is accessible to the public.

**9. What policies does the board have in place to address potential conflicts of interest by board members, staff and employees?**

Board Policy 001 (Board Code of Ethics and Conduct/Conflicts of Interest) addresses potential conflicts of interest by board members. TSU/TBR Policy 1:02:03:10 governs potential conflicts of interest involving staff and employees.

**10. What were the major accomplishments of the board during the last two fiscal years?**

During the last two fiscal years, the Board achieved major accomplishments in many areas including the development and organization of the Board, the affirmation of the Board's governance structure for accreditation purposes, the establishment of a formal relationship with the TSU President, the Board's conducting of its business, and the Board's engagement with the public.

Prior to its first meeting, the Board engaged in comprehensive Board orientation activities to help familiarize the Board with the institution's operations and mission and underscore the roles and expectations of Trustees. The Board successfully developed its operational structure by adopting bylaws and policies governing its operation, appointing its officers, establishing committees and committee officers, and approving Board staff and the Director of Internal Audit.

In addition, TSU's national accrediting body (the Commission on Colleges of the Southern Association of Colleges and Schools - SACSCOC) affirmed that the Board's governance structure met SACSCOC accreditation standards for governing boards. SACSCOC made this determination after engaging in a thorough review of the Board's governing structure, including conducting a two day campus site visit to review the Board's committee structure and policies, and meeting in person with some of the Trustees, students, faculty members and other members of the campus community.

The Board also successfully carried out its governance responsibilities by formalizing its relationship with the TSU President. The Board established procedures governing the President's annual performance review, executed an employment contract with the President, setting forth the terms and conditions of the President's appointment as President, and administered and completed the President's performance review.

Furthermore, the Board has been successful and intentional in conducting the Board's business and carrying out its charge. The Board reviewed and approved various institutional policies, institutional budgets, and the setting of tuition and fees. The Board also authorized TSU's severance from the TBR on the procurement and capital management functions, approved new, impactful academic programs, including offsite academic programs, and offered key guidance and direction on the institution's enrollment, student recruitment, retention, and marketing plan.

Finally, the Board has taken seriously its status as a public body. In addition to the livestreaming of its meetings, the Board has engaged the public by responding to comments, inquiries, and grievances from citizens and TSU alums.

**11. Explain how the role of the board has differed from the role of the University President?**

The Board's role has differed from the role of the University President through the Board's focus on its role as the governance body for the institution and its delegation of authority to the President to carry out the daily and regular operational matters at the institution. The Board takes seriously and has been resolute in carrying out its governance responsibilities, including approving institutional budgets, setting tuition and mandatory fees, approving academic programs, and granting tenure and promotions to faculty.

The Board has delegated to the President the responsibility for the daily operation of the institution, including making personnel decisions, executing operational transactions, and reviewing and approving matters subject to Board approval. The Board developed a Delegation of Authority (Policy 003) to the President to clarify the roles of the Board and the authority and responsibilities of the President.

The Board continues to reserve for itself specific powers and duties, including, but not limited to, approving institutional budgets, tuition and fees, and the purchase and sale of real property.

**12. What is the structure and function of the board (i.e. officers, committees, etc.)?**

The Board is structured by having a board chair and vice chair, four standing committees, and four committee chairs and vice chairs. The Board committees conduct a comprehensive review and engage in robust discussions regarding Board developed institutional report and action items. The Board committees report out and recommend approval or other action on matters to the full Board. Information follows regarding Board officers, committee membership and officers, and Board committee charges.

Board Chair – Dr. Joseph W. Walker, III  
Board Vice Chair – Dr. Deborah A. Cole

Executive Committee:

Dr. Joseph W. Walker, III (Chair)  
Dr. Deborah A. Cole (Vice Chair)  
Ms. Pamela Martin

Audit Committee:

Dr. Deborah A. Cole (Chair)  
Mr. Obie McKenzie (Vice Chair)  
Dr. Edith Peterson Mitchell

Finance & Budget Committee:

Mr. Stephen Corbeil (Chair)  
Dr. Richard Lewis (Vice Chair)  
Mr. Bill Freeman

Academic Affairs & Student Affairs Committees:

Ms. Pam Martin (Chair)  
Dr. Richard Lewis (Vice Chair)  
Dr. Ali Sekmen  
Ms. Braxton Simpson

The Executive Committee's charge includes establishing and maintaining standards of board conduct, administering the President's annual performance review, ensuring ongoing professional development, and ensuring compliance with Board bylaws.

The Audit Committee's responsibilities include reviewing internal audit reports, engaging external auditors, overseeing the Internal Audit Director, monitoring the university's financial performance, and reviewing matters involving fraud, waste and abuse.

The Finance and Budget Committee is charged with reviewing and recommending for approval financial policies, student tuition and fees, capital improvement plans, and institutional budgets, and assisting the Board in assuring that the institution operates in a sound financial manner.

The Academic Affairs and Student Affairs Committee assists the Board in its oversight of teaching, research, and service missions, as well as student life enhancement, by reviewing and recommending for approval new academic programs, modifications to existing academic programs, overseeing and reviewing academic policies, and overseeing the institution's engagement with accrediting bodies.

**13. Briefly describe how the board ensures the university is in compliance with the bond program agreement between the Tennessee State School Bond Authority and the Tennessee Board of Regents.**

Currently, the Board ensures compliance with the bond program agreement through the Tennessee Board of Regents as the institution is still under the TBR's jurisdiction on capital projects. When the institution severs from the TBR, the Board will ensure compliance by mandating that the institution comply with the conditions for severance, including any conditions related to compliance with the bond program agreement and other agreements, and by ensuring compliance with the agreement through the Board approval process governing capital projects.

**14. What is the board’s role in approving the university budget?**

In accordance with the Board’s Delegation of Authority to the President Policy and the FOCUS Act, the Board must approve the University’s budget. After the President develops, reviews and approves the University’s budget for presentation to the Board, the President and Vice President for Business and Finance present the budget to the Board through the Board’s Finance and Budget Committee for review and approval.

As part of the President’s presentation of the budget to the Finance and Budget Committee, members of the Committee, as well as the other Board members, have the opportunity to review the budget information with the administration, ask questions, and make recommendations. When the Finance and Budget Committee approves an institutional budget, the Committee Chair presents the budget to the full Board for its consideration and approval.

**15. What steps does the board take to monitor the financial stability of the university?**

The Board monitors the financial stability of the University through its committee structure. Pursuant to the Board’s Committees of the Board Policy (Policy 002), the Board created a Finance and Budget Committee and an Audit Committee, both of which serve a role in monitoring the financial stability of the institution.

The Finance and Budget Committee is charged with ensuring the integrity of the University’s financial operations, including monitoring the University’s financial performance and reporting the same to the Board, reviewing and recommending student tuition rates and fees, and reviewing policies related to finance.

The Board’s Audit Committee is also charged with monitoring the University’s financial performance and ensuring compliance with applicable financial policies through its review of audit activities related to the University’s financial operations, and the review of policies pertaining to financial matters.

Both committees receive information from the administration on various financial matters, ask questions, and request follow up information, if needed, and both committees report their activities to the full Board. The Executive Committee also may examine and monitor financial stability issues through its oversight role related to the other Board committees.

**16. What is the board’s involvement in setting tuition and fees? How does the board balance the needs of the university against sensitivity for what students are required to pay?**

The Board is integrally involved in the tuition and fees setting process. Pursuant to the Board’s Bylaws and Delegation of Authority to the President policy, the Board must approve the setting of tuition and mandatory fees.

Prior to the Board's approval of the setting of tuition and fees, the University presents the Board's Finance and Budget Committee with comprehensive information on the proposed tuition and fees. The Finance and Budget Committee asks detailed questions related to the fees, including the basis for the proposed tuition and fees setting, the impact on students, and how the institution's tuition and fees compare to other LGIs and comparable institutions.

Following approval or other action by the Finance and Budget Committee, the setting of tuition and fees is reported out to the full Board for action. The Board is also charged with approving institutional policies governing instate residency status for tuition purposes.

**17. How does the board monitor academic programs offered by the university? How does the board address low-producing academic programs?**

The Board monitors the academic programs offered by the University through its committee structure. Pursuant to the Board's Committees of the Board Policy (Policy 002), the Board created an Academic Affairs and Student Affairs Committee, which was formed to assist the Board in its oversight of the academic affairs at the institution. Pursuant to Policy 002, the Academic Affairs and Student Affairs Committee is charged with reviewing academic programs at the institution, including reviewing and recommending to the Board major changes to the institution's academic programs.

At the Academic Affairs and Student Affairs Committee meetings, the President and Vice President for Academic Affairs present reports on and make recommendations regarding academic programs, including low producing academic programs. The Academic Affairs and Student Affairs Committee members, as well as other Board members, ask questions and request follow up information, if needed.

The Academic Affairs and Student Affairs Committee has the authority to make recommendations to discontinue low producing programs and has acted on such a recommendation. The Academic Affairs and Student Affairs Committee reports its activities to the full Board. The Executive Committee also may examine and monitor academic programs through its oversight role related to the other Board committees.

**18. Explain the board's role in the university's internal audit function. What is the board's involvement in both internal and external audit reports, including corrective action plans?**

The Board's role in the University's internal audit function is primarily carried out through the Board's Audit Committee. Pursuant to the Board's Committees of the Board Policy and State law, the Board established an Audit Committee. Upon establishment, the Audit Committee created an Audit Committee Charter to set

forth its role and responsibilities, in conjunction with the Board's bylaws and Committees of the Board Policy.

The Audit Committee is charged with assisting the Board in its oversight, compliance, and audit functions and requirements. The Audit Committee meets at least quarterly with the Internal Audit Director to remain up-to-date on activities in the Internal Audit department.

In addition, the Audit Committee reviews, provides input on, and ask questions about both internal and external audit reports, including corrective action plans. The Audit Committee also monitors the implementation and progress on recommendations sets forth in internal audit reports and external audit reports and requests and conducts follow up on said reports. The Audit Committee reports out its activities to the Board, and following approval by the Committee, recommends approval of action items to the full Board.

**19. Under the FOCUS Act, there were three areas where universities could request, through THEC, severance from the Tennessee Board of Regents at specific dates in the future: capital project management services, procurements and contracts, and data systems. Has the board requested severance in these three areas and if so, what were the dates and the current status?**

The Board has requested severance from the Tennessee Board of Regents (TBR) in two of the three FOCUS Act severance areas: procurement and capital project management services. At its November 16, 2017, meeting, the Board authorized the institution to request severance from the TBR in the procurement/contracts area, effective July 1, 2018. The Tennessee Higher Education Commission (THEC) approved TSU's severance in procurement function on May 17, 2018.

At the Board's November 15, 2018, meeting, the Board approved authorization for the University to proceed to sever from the TBR in the capital project management services area. The University is currently undergoing the severance process with THEC, with a targeted severance date of July 1, 2019.

The Board has not requested severance in the data systems area, as THEC has not yet established a process for severing in this area.

**20. Describe any items related to the board that require legislative attention and your proposed legislative changes.**

The Board understands that there have been legislative changes in the last two legislative sessions to ensure the Board and the other LGI boards are afforded the same opportunities, participation in state higher education matters, and rights as afforded to the Tennessee Board of Regents and the Board of Trustees for the University of Tennessee. The Board looks forward to continuing to work with the

institution to ensure the enactment of any additional and appropriate legislative modifications in this area.

In addition, the Board urges the legislature to give greater attention to increased funding for deferred maintenance for higher education facilities, especially TSU's facilities, as TSU has some of the oldest higher education facilities that are in need of repair or replacement. Furthermore, considering TSU's unique history, the institution is not in the same position as other higher education facilities to privately fund maintenance issues involving its facilities.

TSU also seeks legislative attention to and support for providing funds to further enhance campus safety. TSU has made progress on enhancing safety on its campus, but additional funds are needed to ensure full support of its safety plan.

**21. Should the board be continued? To what extent and in what ways would the absence of the board endanger the public health, safety or welfare of Tennessee citizens?**

Yes, the Board should be continued because commencing with the Board's first meeting, it has significantly contributed to TSU's positive development and advancing TSU's mission. Furthermore, the Board has acted and will continue to act in furtherance of the purpose of the FOCUS Act.

The Act empowered the Board, as a locally governed board, to focus and provide guidance on TSU's mission and ensure its success through oversight and guidance on the institution's operational, educational, financial, and community outreach areas. The Board is achieving its purpose.

Furthermore, as the only public institution in Tennessee with a designation as a historically black university (HBCU), and one of two land grant institutions, TSU serves a critically important role and purpose in educating tomorrow's leaders throughout the state and nationally, including many students from underrepresented and underserved groups and communities in the state. The Board's absence would endanger the public health, safety and welfare of Tennessee citizens by removing important and focused oversight and governance from an institution that serves key Tennessee citizens, including students, parents, alums, and community partners.