





# September 2023 Board of Trustees Meeting

<b>Schedule</b>	Wednesday, September 6, 2023 11:00 AM — 11:30 AM CDT
<b>Venue</b>	Maxine A. Smith University Center - Bluff Room (304)
<b>Organizer</b>	Sparkle Burns

## Agenda

---

1. Call to Order and Opening Remarks Presented by Doug Edwards	1
2. Roll Call and Declaration of Quorum Presented by Doug Edwards	2
3. Approval of Special Call Meeting Minutes for March 20, 2023 and Meeting Minutes for June 14, 2023 For Approval - Presented by Doug Edwards	3
 March 20 2023 Board of Trustees Special Called Minutes - Final.docx	4
 June 2023 Full Board Minutes - Final.docx	6
4. President's Update Presentation - Presented by Bill Hardgrave	12
5. Reports and Recommendations of the Academic, Research and Student Success Committee	13
 Agenda Item -Revisions Board of Trustees Policy on Tenure and Academic Freedom.docx	14
6. Reports and Recommendations of the Governance and Finance Committee Presented by Doug Edwards	15
7. Reports and Recommendations of the Audit Committee Presented by David McKinney	16
 1 Agenda Item - Review & Approval of Internal Audit Charter.docx	17

---

<b>8. Additional Business</b>	18
Presented by Doug Edwards	

---

<b>9. Adjournment</b>	19
Presented by Doug Edwards	

---

# 1. Call to Order and Opening Remarks

Presented by Doug Edwards



## 2. Roll Call and Declaration of Quorum

Presented by Doug Edwards



**3. Approval of Special Call Meeting  
Minutes for March 20, 2023 and Meeting  
Minutes for June 14, 2023**

For Approval

Presented by Doug Edwards

**The University of Memphis  
Board of Trustees  
Special Called Meeting Minutes  
March 20, 2023**

**I. CALL TO ORDER AND OPENING REMARKS**

Chairman Edwards called the meeting to order and gave opening remarks.

**II. ROLL CALL/DECLARATION OF QUORUM/MEETING FOR NECESSITY**

Chairman Edwards recognized Secretary Murry. Secretary Murry called the roll and asked the trustees to verify if they were alone and could hear her. All the trustees verified they were alone and could hear her. The following trustees were in attendance:

Trustee Roberts  
Trustee Johnson  
Trustee Kemme  
Trustee McKinney  
Chairman Edwards  
Trustee Ellison  
Trustee Springfield

Secretary Murry informed Chairman Edwards because the trustees were not physically present a motion and vote was needed to conduct a meeting for necessity. Secretary Murry informed the Board that the meeting for necessity was to approve the selection of the provost. The motion was made by Trustee Johnson and properly seconded. Chairman Edwards asked was there any discussion. None was provided. A roll call vote was taken and unanimously approved.

**III. APPOINTMENT OF PROVOST**

Chairman Edwards recognized University President, Dr. Bill Hardgrave.

Dr. Hardgrave informed the Board a nationwide search was conducted to select the new provost for the University. The chair of the committee was Dean Richard Bloomer and Parker Executive Search assisted. Dr. Hardgrave gave the Board an overview of the selected candidate, Dr. David Russomanno.



Dr. Hardgrave recommended Dr. Russomanno be approved for tenure upon hire and selected as the Executive Vice President for Academic Affairs and Provost effective July 1, 2023.

Chairman Edward called for the motion. The motion was made by Trustee Springfield and properly seconded. Chairman Edwards asked was there any discussion. None was provided. Chairman Edwards offered remarks and stated this was an excellent choice especially due to the direction the University is going with its Strategic Plan and due to the importance of Engineering in society today.

A roll call vote was taken and unanimously approved.

#### **IV. ADDITIONAL BUSINESS**

No additional business.

#### **V. ADJOURNMENT**

Before adjourning the meeting Trustee Kemme asked Dr. Hardgrave when the announcement of the new provost would be made. Dr. Hardgrave informed the Board the public announcement would be distributed at 4:30 p.m. that day.

Chairman Edwards asked was there any other discussion. None was provided. Chairman Edwards adjourned the meeting.

**The University of Memphis  
Board of Trustees  
Full Board Minutes  
June 14, 2023**

**I. CALL TO ORDER AND OPENING REMARKS**

Chairman Edwards recognized President Emeritus, Dr. Shirley C. Raines, and her husband Bob Kennedy. Chairman Edwards also recognized Barbara Prescott from Tennessee Higher Education Commission (THEC) and former Board of Trustee members, Alan Graf and Brad Martin.

**II. ROLL CALL AND DECLARATION OF QUORUM**

Chairman Edwards recognized Board Secretary, Melanie Murry.

Secretary Murry called the roll. The following trustees were in attendance:

Secretary Murry instructed the trustees participating electronically to verify they were present, alone and could hear her.

Trustee Roberts (verified she was present, alone, and could hear her.)

Trustee Johnson

Trustee McKinney

Trustee North

Chairman Edwards

Trustee Ellison (verified he was present, alone, and could hear her.)

Trustee Carter

Trustee Springfield

Secretary Murry announced the presence of a quorum.

Chairman Edwards introduced new trustee, Robert Carter and faculty trustee, Jeffrey Marchetta.

**III. APPROVAL OF MEETING MINUTES FOR MARCH 1, 2023 AND SPECIAL CALL MEETING MINUTES FOR MARCH 20, 2023**

Chairman Edwards called for a motion to approve the meeting minutes for March 1, 2023. The motion was made by Trustee Johnson and properly seconded. Chairman Edwards asked was there any discussion, none was provided. A roll call vote was taken. The following trustees voted to approve:

Trustee Roberts

Trustee Johnson

Trustee McKinney  
Trustee North  
Chairman Edwards  
Trustee Marchetta  
Trustee Ellison  
Trustee Springfield

Trustee Carter recused himself from the vote.

The motion was unanimously approved.

#### **IV. GOVERNOR AND SENATE PROCLAMATIONS**

Chairman Edwards read the proclamations Governor Bill Lee and the Tennessee Legislature created for former trustees Alan Graf and R. Brad Martin. The proclamations declared June 14, 2023 Alan B. Graf, Jr., and R. Brad Martin Day.

Former Trustees Alan Graf and R. Brad Martin gave remarks.

#### **V. APPOINTMENT OF STUDENT TRUSTEE**

Chairman Edwards called for a motion to approve the appointment of the Student Trustee, Marissa Clark. The motion was made by Trustee Johnson and properly seconded. Chairman Edwards asked was there any discussion, none was provided. A roll call vote was taken. The following Trustees voted to approve:

Trustee Roberts  
Trustee Johnson  
Trustee McKinney  
Trustee North  
Chairman Edwards  
Trustee Marchetta  
Trustee Ellison  
Trustee Carter  
Trustee Springfield

The motion was unanimously approved.

#### **VI. PRESIDENT'S UPDATE**

Chairman Edwards recognized President, Dr. Bill Hardgrave. Dr. Hardgrave stated the University is excited to have new Provost, David Russomanno start July 1<sup>st</sup>. Dr. Hardgrave also stated the new business dean will start August 1<sup>st</sup>. Dr. Hardgrave informed the Board that at each Board meeting he will present an update about the Strategic Plan. Dr. Hardgrave provided the Board an update on what has been completed since the Strategic Plan was launched in March. Dr. Hardgrave informed the Board, as it relates to Goal 1 of the Strategic Plan, that the University is launching a pilot project with Southwest Tennessee Community College and explained the details of the

project. Dr. Hardgrave also discussed the Life Program which is a program the University started with FedEx.

Dr. Hardgrave stated safety and security is the University's highest priority. Dr. Hardgrave reiterated that the University received \$5 million from the State for safety and security and the University will be adding additional millions to that amount. Dr. Hardgrave informed the Board where the funds for safety and security will be used. Dr. Hardgrave stated [memphis.edu/safety](http://memphis.edu/safety) will contain updates about the safety and security measures the University is implementing.

Dr. Hardgrave concluded his presentation.

## **VII. REPORTS AND RECOMMENDATIONS OF THE ACADEMIC, RESEARCH AND STUDENT SUCCESS COMMITTEE**

Chairman Edwards recognized Trustee North.

- Trustee North informed that Board that Trustee Marchetta presented the following:
  - Promotion of Faculty
  - Tenure and Promotion of Faculty
  - Tenure Upon Appointment – Dr. Soumitra Bhuyan
  - Tenure Upon Appointment – Dr. Bobby Garrett

Trustee North made one motion to approve all the presentations and recommendations made during the committee meeting. Secretary Murry asked Trustee North to state the names of the items recommended for approval which were the two tenures upon appointment and the tenure and promotions as reflected in the meeting materials for the record.

The motion was properly seconded. A roll call vote was taken. The following trustees voted to approve:

Trustee Roberts  
Trustee Johnson  
Trustee McKinney  
Trustee North  
Trustee Edwards  
Trustee Marchetta  
Trustee Ellison  
Trustee Carter  
Trustee Springfield

The motion was unanimously approved.

Trustee North informed the Board that another item was presented during the committee meeting but yielded to Chairman Edwards to present.

## **VIII. HOUSE OF REPRESENTATIVES PROCLAMATION**

Chairman Edwards provided an overview of the agenda item that recommended Centennial Place be renamed Shirley C. Raines Centennial Place. Chairman Edwards informed the Board that the Academic, Research and Student Success Committee unanimously recommended the renaming.

Chairman Edwards made remarks and read the House of Representatives Proclamation.

Dr. Shirley C. Raines gave remarks.

Chairman Edwards gave remarks.

#### **IX. REPORTS AND RECOMMENDATIONS OF THE AUDIT COMMITTEE**

Chairman Edwards recognized Trustee McKinney.

- Trustee McKinney informed the Board that Senior Internal Auditor, Emily Bridges presented the following:
  - Summary of Audit Reports Issued
  - Summary of Internal Audit Investigations Completed
  - FY2024 Audit Plan for approval
  - Annual Report of Grievance Activities – Support Staff Only
  
- Trustee McKinney informed the Board that Chief Information Officer, Dr. Robert Jackson presented the Information Security Program Update.

Trustee McKinney called for a motion to approve the FY24 Audit Plan. The motion was made by Trustee Johnson and properly seconded. Trustee McKinney asked was there any discussion, none was provided. A roll call vote was taken. The motion was properly seconded. A roll call vote was taken. The following trustees voted to approve:

Trustee Roberts  
Trustee Johnson  
Trustee McKinney  
Trustee North  
Chairman Edwards  
Trustee Marchetta  
Trustee Ellison  
Trustee Carter  
Trustee Springfield

The motion was unanimously approved.

#### **X. REPORTS AND RECOMMENDATIONS OF THE GOVERNANCE AND FINANCE COMMITTEE**

Chairman Edwards informed the Board that Chief Financial Officer and Chief Operating Officer, Raaj Kurapati presented the following:

- The FY2023-24 Proposed Budget for approval, a recap of the FY2022-23 Estimated Budget, and a report on the FY24 Compensation Strategy
- A Tuition Increase. The Committee recommended a 2.86% tuition increase for Fall 2023.

Chairman Edwards made remarks about the tuition increase, the University needing to increase enrollment, and the University being affordable.

Chairman Edwards called for a motion to approve the following:

- The FY23-24 Budget and the FY24 Compensation Strategy
- The Tuition Recommendation

The motion was made by Trustee Johnson, however Secretary Murry asked Chairman Edwards if she could make a friendly amendment to the motion and asked that the motions made by Trustee North be included. Chairman Edwards recognized Trustee North to present his recommendations.

Trustee North recommended the following:

- Creating two (2) awards to recognize former and future Faculty and Student Trustees. Trustee North gave an overview of the awards.
  - The Alan Graf Service Award would recognize Faculty Trustees
  - The R. Brad Martin Service Award would recognize Student Trustees

Chairman Edwards called for a motion to approve the following:

- The budget
- The tuition recommendation
- The creation of the Alan Graf Service Award to recognize Faculty Trustees and the creation of the R. Brad Martin Service Award to recognize Student Trustees

The motion was made by Trustee Johnson and properly seconded. Chairman Edwards asked was there any discussion, none was provided. A roll call vote was taken. A roll call vote was taken. The following trustees voted to approve:

Trustee Roberts  
 Trustee Johnson  
 Trustee McKinney  
 Trustee North  
 Chairman Edwards  
 Trustee Ellison  
 Trustee Carter  
 Trustee Springfield

Trustee Marchetta recused himself from the vote.

The motion was unanimously approved.

**XI. ADDITIONAL BUSINESS**

No additional business

**XII. ADJOURNMENT**

Chairman Edwards adjourned the meeting and announced the next Board of Trustees meeting is September 6<sup>th</sup>.





## 4. President's Update

Presentation

Presented by Bill Hardgrave



## 5. Reports and Recommendations of the Academic, Research and Student Success Committee

# The University of Memphis Board of Trustees

Recommendation

For Approval

**Date:** September 6, 2023

**Committee:** Academic, Research and Student Success Committee

**Presentation:** Revision to Board Policy on Tenure and Academic Freedom

**Presented by:** Dr. Jeff Marchetta, Professor, Faculty Trustee  
Dr. David Russomanno, Executive Vice President for Academic Affairs and Provost

## **Background:**

A major revision to the Faculty Handbook was approved and adopted for 2022-2023. As the procedures in the Handbook were operationalized during the 2022-2023 academic year, it became apparent that additional minor revisions were needed to help clarify some procedures, correct inconsistencies with dates and timelines, and to properly cite SACSCOC accreditation. In the 2023-24 Faculty Handbook, Section 4.4 was updated to include the new Special Faculty Titles of Endowed Chair and Eminent Scholar. In Section 4.9.3A, revisions to Tenure Upon Appointment added procedures for expedited tenure review for outstanding distinguished faculty members, deans, and provosts who are recommended by the president to be granted tenure upon appointment.

## **Recommendation:**

The Academic, Research, and Student Success Committee recommends that the Board approve revisions to the Board Policy on Tenure and Academic Freedom, as outlined in the meeting materials, to align with the updates to the 2023-24 Faculty Handbook.

## 6. Reports and Recommendations of the Governance and Finance Committee

Presented by Doug Edwards



## 7. Reports and Recommendations of the Audit Committee

Presented by David McKinney

# The University of Memphis Board of Trustees

## Report For Approval

**Date:** September 6, 2023  
**Committee:** Audit Committee  
**Report Title:** Review and Approval of Office of Internal Audit and Consulting Charter  
**Presented by:** Vicki D. Deaton, Chief Audit Executive

### Background:

The purpose, authority, and responsibility of the internal audit activity must be formally defined in an internal audit charter, consistent with The Institute of Internal Auditor's (IIA) *International Standards for the Professional Practice of Internal Auditing (Standards)*, Definition of Internal Auditing, Core Principles for the Practice of Internal Audit (Core Principles), and the Code of Ethics. The internal audit charter establishes the internal audit activity's position within the organization, including the nature of the chief audit executive's functional reporting relationship with the board; authorizes access to records, personnel, and physical properties relevant to the performance of engagements; and defines the scope of internal audit activities.

According to the University of Memphis Audit Committee Charter, the Audit Committee must "review, approve, and update the Internal Audit charter annually or more frequent if necessary." The University of Memphis Office of Internal Audit and Consulting Charter was last reviewed and approved at the June 1, 2022 Board of Trustees meeting. At that meeting, several revisions proposed in response to the Quality Self-Assessment Review's observations for improvement were reviewed and approved.

To comply with requirements of State of Tennessee statutes and the University of Memphis Audit Committee Charter, the attached University of Memphis Office of Internal Audit and Consulting Charter is presented to the Audit Committee. There are no proposed changes recommended from the Office of Internal Audit and Consulting this year.



## 8. Additional Business

Presented by Doug Edwards



## 9. Adjournment

Presented by Doug Edwards