

BOARD OF TRUSTEES

MINUTES OF INAUGURAL BOARD MEETING

March 17, 2017

Memphis, Tennessee

The Inaugural Meeting of The University of Memphis Board of Trustees was held at 2:30 p.m. CST, on Friday, March 17, 2017, on the campus of the University of Memphis in Memphis, Tennessee.

**I. CALL TO ORDER/ROLL CALL/DECLARATION OF QUORUM**

President M. David Rudd called the meeting to order, welcomed the attendees and recognized Governor Bill Haslam. Governor Haslam noted the importance of this first meeting of the Board, thanked the new Board members for their service and commitment, and encouraged everyone to continue thinking of ways to move the University forward while working collaboratively with the other member institutions of the State university system.

University Counsel Melanie Murry called the roll. The following members were present and provided a brief introduction: G. Douglas Edwards, Alan B. Graf, Jr., Cato Johnson, R. Brad Martin, David A. North, Carol L. Roberts, Susan L. Springfield and Katharine Traylor Schaffzin. Jared Moses, President of The University of Memphis Student Government Association, was in attendance for the unselected student trustee position.

A quorum was present. Trustee Marvin Ellison was unable to attend the meeting. Members of the administrative staff and media representatives were present. The meeting was also webcast for the convenience of the University community, the general public and the media.

**II. ELECTION OF CHAIR**

President Rudd opened the floor for nominations for Board Chair. Trustee Doug Edwards nominated and moved that Alan Graf be elected as Board Chair. His motion was properly seconded. There being no other nominees or discussion, a roll call vote was taken and Trustee Graf was duly elected by a unanimous vote.

President Rudd congratulated Trustee Graf on his election and turned control of the meeting over to Chair Graf. Chair Graf acknowledged the confidence placed in him to lead the Board and thanked the Board for their trust.

**III. ADOPTION OF BYLAWS**

It was moved by Trustee Johnson and properly seconded that the Board review and approve the bylaws as drafted and presented in the meeting materials by reviewing and voting on each article separately. A roll call vote was taken and the motion was passed unanimously.

### **Article I – Organization**

Trustee Schaffzin moved as follows:

Article I, Section IV(a), second sentence, be revised to state: “The Chair and Vice-Chair shall be elected by a vote of a majority of the voting members of the Board membership and shall serve a two (2) year term until successors are elected or a vacancy occurs.”

Article I, Section V(c), first sentence, be revised to state: “The Provost is the chief academic officer of the University and is appointed by the President, subject to Board approval, and serves at the pleasure of the President.”

Article I, Section V(f), last sentence, be revised to state: “The Chief Internal Auditor shall report directly to the Board’s Audit Committee and shall have direct and unrestricted access to the Chair of the Audit Committee and other Audit Committee members.”

The motion was properly seconded. A roll call vote was taken and the motion was passed unanimously.

### **Article II – Powers and Duties**

Trustee Schaffzin moved as follows:

Article II, Section I(c) be revised to state: “Prescribe curricula and requirements for diplomas and degrees in the interest of maintaining alignment across state higher education to promote student success, postsecondary completion, and advancement of a master plan of the Tennessee Higher Education Commission;”

Article II, Section I(f) be revised to state: “Grant tenure and promotion to eligible members of the faculty upon the positive recommendation of the President;”

The motion was properly seconded. Question from Trustee Martin regarding number of promotions the Board would be required to approve. President Rudd and Provost Karen Weddle-West discussed the average number of promotions to be approved each year as well as the process. A roll call vote was taken and the motion was passed unanimously.

### **Article III – Meetings**

Trustee Schaffzin moved as follows:

Article III, Section II(a) be revised to state: “Subject to the notice requirement contained in these bylaws, special and emergency meetings of the Board may be called at any time by the Chair, a majority of the members of the Board, or by the President of the University.”

The motion was properly seconded. A roll call vote was taken and the motion was passed unanimously.

**Article IV – Committees**

Trustee Schaffzin moved as follows:

Article IV, Section I(b), be revised to state: “The Board Chair shall appoint the members of each standing committee. The chairs and vice-chairs of each standing committee shall be selected from among the members of the Board appointed to each standing committee by a vote of the majority of the members of the Board present. Each standing committee shall develop a committee charter detailing the committee’s purpose and primary responsibilities, which shall be subject to the approval of the Board.”

The motion was properly seconded. A roll call vote was taken and the motion was passed unanimously.

**Article V – Bylaws**

Trustee Edwards moved to accept the bylaws as drafted and presented in the meeting materials. The motion was properly seconded. A roll call vote was taken and the motion was passed unanimously.

**Article VI – Indemnification**

Trustee Johnson moved to accept the bylaws as drafted and presented in the meeting materials. The motion was properly seconded. A roll call vote was taken and the motion was passed unanimously.

**IV. ELECTION OF VICE CHAIR AND SELECTION OF ACTING BOARD SECRETARY**

Chair Graf opened the floor for nominations for Vice Chair. Trustee North nominated and moved that Trustee Brad Martin be elected to the role of Vice Chair. The motion was properly seconded. There being no other nominees or discussion, a roll call vote was taken and the motion was passed unanimously.

Trustee Johnson moved that University Counsel Melanie Murry serve as Acting Board Secretary until such time as the Board determines its permanent selection. The motion was properly seconded. There being no other nominees or discussion, a roll call vote was taken and the motion was passed unanimously.

**V. SELECTION OF ELECTED MEMBER OF EXECUTIVE COMMITTEE**

Chair Graf moved that Trustee Cato Johnson serve as the third member of the executive committee. The motion was properly seconded. There being no other nominees or discussion, a roll call vote was taken and the motion was passed unanimously.

**VI. STUDENT TRUSTEE SELECTION PROCESS**

President Rudd recommended that the Board accept the process as recommended by the Student Government Association. SGA President Jared Moses explained the process recommended by the SGA for selection of the Student Trustee.

Trustee Springfield moved that the Board approve President Rudd’s recommendation allowing the Student Government Association to develop and implement a process for selection of the

Student Trustee. The motion was properly seconded. A roll call vote was taken and the motion was passed unanimously.

## **VII. ADOPTION OF BOARD POLICIES**

Chair Graf recognized University Counsel Melanie Murry to discuss the Conflicts of Interest policy and Board Committees policy.

### **Conflicts of Interest policy**

After discussion by Counsel Murry, Trustee Roberts moved that the Board adopt the Conflicts of Interest policy as included in the meeting materials. The motion was properly seconded. A roll call vote was taken and the motion was passed unanimously.

### **Board Policy on Committees**

After discussion by Counsel Murry, Trustee Schaffzin made suggested changes regarding subsection II(a) committee composition, revision of subsection II(c) to comply with the bylaws changes, and subsection II(d) to include provisions regarding appointment of committee chair and vice chair.

After clarification of Trustee Schaffzin's suggested changes and discussion involving Trustees Edwards, Martin and Johnson regarding committee membership and term limits, Trustee Schaffzin moved that the policy on Board Committees be adopted with the following revisions:

Section II(a) to read: "Each standing committee shall be appointed by the Board Chair and Vice Chair. The Trustees shall be the only voting members of the committee with the other non-voting members to be established by the committee charter."

Sections II(b) and II(c) deleted in their entirety.

The motion was properly seconded. A roll call vote was taken and the motion was passed unanimously.

## **VIII. ADOPTION OF COMMITTEES AND CHARTERS**

Chair Graf recognized President Rudd to discuss the recommended committees. President Rudd recommended three initial standing committees: Academic, Research and Student Success; Governance and Finance; and Audit committee.

Trustee Johnson moved that the Board establish an Academic, Research and Student Success committee and accept the proposed charter. The motion was properly seconded. A roll call vote was taken and the motion was passed unanimously.

Trustee Springfield moved that the Board establish a Governance and Finance committee and accept the proposed charter. The motion was properly seconded. A roll call vote was taken and the motion was passed unanimously.

Trustee Johnson moved that the Board establish an Audit committee and accept the proposed charter. The motion was properly seconded. A roll call vote was taken and the motion was passed unanimously.

**IX. TENURE AND PROMOTION RECOMMENDATIONS**

Chair Graf recognized Provost Karen Weddle-West to discuss tenure and promotion recommendations. Provost Weddle-West discussed the tenure and promotion process and the factors used in the evaluative process. Provost Weddle-West recommended Dr. Kantaylieni Hill-Clarke, Dean of the College of Education and Holder of the Louise and Robert McRae Jr. Professorship in School-Based Clinical Practice, Dr. Anne Hogan, Dean of the College of Communication and Fine Arts, and a slate of thirty-seven (37) faculty members in specified departments, schools or colleges for tenure.

Trustee Roberts moved that Dr. Kantaylieni Hill-Clarke and Dr. Anne Hogan be approved for and granted tenure. The motion was properly seconded. A roll call vote was taken and the motion was passed unanimously.

Trustee Schaffzin moved that the slate of candidates with the exception of Professor Daniel Schaffzin be approved with Professor Daniel Schaffzin to be approved separately. The motion was properly seconded. A roll call vote was taken and the motion was passed unanimously.

Trustee Schaffzin explained that she would be abstaining from the vote on Professor Daniel Schaffzin who is her husband. Trustee Johnson moved to approve the tenure and promotion recommendation for Professor Daniel Schaffzin. The motion was properly seconded. A roll call vote was taken and the motion was passed with seven (7) ayes and one (1) abstention.

**X. APPROVAL OF DNP AND PhD in NURSING**

Chair Graf recognized Provost Weddle-West to discuss the Doctor of Nurse Practice (DNP) and the Ph.D in Nursing. Provost Weddle-West discussed both the DNP and PhD in Nursing programs and the University's ability to meet the needs of the healthcare industry.

Trustee Johnson moved that the board approve the DNP and PhD in Nursing proposals. The motion was properly seconded. Trustees Edwards and Johnson both applauded the Provost and the University for its commitment to nursing and the healthcare industry. A roll call vote was taken and the motion was passed unanimously.

**XI. FINANCING FOR FOOTBALL PRACTICE FACILITY**

Chair Graf recognized President Rudd to discuss financing for a football practice facility. President Rudd recommended that he be allowed to sign a letter of intent and explore alternative financing options for the construction of an indoor football practice facility.

Trustee Johnson moved to approve President Rudd's recommendation as made and detailed in the meeting materials. The motion was properly seconded. A roll call vote was taken and the motion was passed unanimously.

**XII. DELEGATION OF AUTHORITY TO THE PRESIDENT**

Chair Graf recognized Counsel Murry to discuss an Interim Delegation of Authority to President. Counsel Murry discussed the allowance by law of a delegation of authority to the President. The President discussed that the delegation is an ongoing process and that he will keep a log of issues to bring to the Board. Counsel Murry recommended an interim delegation to the

President until the Board details a permanent delegation via the Governance committee, that the President remain in contact with the Board Chair as appropriate regarding any decisions made as part of the delegation, and that an interim report of actions taken be provided to the Board.

Trustee Springfield moved that the Board adopt the resolution providing for a delegation of authority to the President as detailed in the meeting materials. The motion was properly seconded. A roll call vote was taken and the motion was passed unanimously.

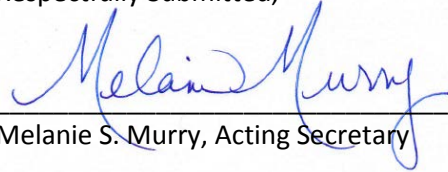
**XIII. OTHER BUSINESS**

There was no further business to come before the Board.

**XIV. ADJOURNMENT**

The meeting was adjourned at 3:34 pm.

Respectfully Submitted,



Melanie S. Murry, Acting Secretary