
























December 2023 Board Meeting

Schedule	Tuesday, December 12, 2023 10:30 AM — 11:30 AM CST
Venue	Maxine A. Smith University Center - Bluff Room (304)
Organizer	Colton Cockrum

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Presented by Doug Edwards

1. Call to Order and Opening Remarks

Presented by Doug Edwards

2. Roll Call and Declaration of Quorum

Presented by Melanie Murry

3. Approval of Meeting Minutes from September 6, 2023

For Approval

Presented by Doug Edwards

**THE UNIVERSITY OF MEMPHIS
BOARD OF TRUSTEES
FULL BOARD MINUTES
SEPTEMBER 6, 2023**

I. CALL TO ORDER AND OPENING REMARKS

Chairman Edwards welcomed everyone to the Board of Trustees meetings. Chairman Edwards introduced Student Trustee, Marissa Clark and the University's new Provost, David Russomanno and mentioned this was his first meeting. Chairman Edwards also introduced Interim Chief Financial Officer, Greg DuBois.

II. ROLL CALL AND DECLARATION OF QUORUM

Chairman Edwards recognized Board Secretary, Melanie Murry to call the roll.

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

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

Trustee Johnson

Trustee Clark

Trustee McKinney

Trustee North

Chairman Edwards

Trustee Marchetta

Trustee Springfield

Secretary Murry announced the presence of a quorum.

III. APPROVAL OF MEETING MINUTES FOR MARCH 20, 2023, AND JUNE 14, 2023

Chairman Edwards called for a motion to approve the meeting minutes for the Special Called meeting from March 20, 2023. The motion was made by Trustee Johnson and properly seconded. Chairman Edwards asked was there any discussion. Secretary Murry recommended the Special Call meeting minutes and the June 14, 2023 meeting minutes be approved together. Chairman Edwards agreed that both minutes could be approved together. Chairman Edwards called for a motion to approve the meeting minutes for June 14, 2023. The motion was made by Trustee Johnson and properly seconded. A roll call vote was taken and unanimously approved.

IV. PRESIDENT'S UPDATE

Chairman Edwards recognized President, Dr. Bill Hardgrave. Before beginning his update Dr. Hardgrave discussed that the Fall semester was his favorite time of the year because

students are returning to campus. Dr. Hardgrave made remarks about the importance of student engagement and the record attendance at the football game that Saturday.

Dr. Hardgrave began his update and informed the Board the first day of classes was last week and the preliminary report showed a total enrollment headcount of 22,110. Dr. Hardgrave stated the 22,110 number is in comparison to the KPI target of 22,250 so the University is close to its target for enrollment. Dr. Hardgrave stated undergraduate enrollment increased slightly and graduate enrollment decreased slightly.

Dr. Hardgrave discussed the \$86 million in funded research and stated it was a 75% improvement from the previous year. Dr. Hardgrave informed the Board that the target number through the KPIs was \$57 million, and faculty generated \$86 million, and that number exceeded the target KPI. Dr. Hardgrave revisited Dr. Dhaliwal's research report and reiterated that the research expenditures were slightly shy of \$100 million which is a fantastic mark to reach. Dr. Hardgrave mentioned the goal for next year is to get 100 new awards and reach \$100 million in expenditures. Dr. Hardgrave publicly commended Dr. Dhaliwal, his staff, and all the faculty for their efforts in research and keeping the R1 momentum going.

Dr. Hardgrave informed the Board that at the close of the legislative session in May the University received \$5.4 million from the state and Governor's office for safety and security. Dr. Hardgrave stated how the funding has been used so far which includes fencing around the exterior parking lots, gated entry and exits, more lighting, cameras, more police cars, software, a new communications system for emergencies, and fencing on South Campus. Dr. Hardgrave also discussed the additional security measures that will be completed on South Campus which will include more fencing and security at the entrances and exits. Dr. Hardgrave stated this is the first phase and the University will continue to evaluate ways to improve safety on campus. Finally, Dr. Hardgrave mentioned that in the special legislative session there was money allocated for safety and security measures for higher education institutions in the State of Tennessee and the University is looking into how it can get access to those funds.

Dr. Hardgrave concluded his report.

Chairman Edwards made remarks regarding the strategic plan and research. Chairman Edwards also expressed his appreciation to Dr. Dhaliwal.

V. REPORTS AND RECOMMENDATIONS OF THE ACADEMIC, RESEARCH AND STUDENT SUCCESS COMMITTEE

Chairman Edwards recognized Trustee Marchetta to give an update on what occurred in the Academic, Research and Student Success Committee.

- Trustee Marchetta reported that the committee passed a motion to approve the revisions to the Board of Trustees policy on tenure and promotion.
- Trustee Marchetta informed the Board that Executive Vice President for Research Innovation, Dr. Jasbir Dhaliwal provided a presentation on the achievements in the research enterprise.

Trustee Marchetta made the motion that the Board approve the updated revisions to the Board of Trustees policy on tenure and promotion. The motion was properly seconded. Chairman Edwards asked was a vote needed and Secretary Murry answered by saying “yes.” A roll call vote was taken and unanimously approved.

VI. REPORTS AND RECOMMENDATIONS OF THE GOVERNANCE AND FINANCE COMMITTEE

Chairman Edwards gave the report of the Governance and Finance Committee.

- Chairman Edwards informed the Board that Assistant Vice President of Financial Accounting and Controller, George Ninan gave a report on the financial condition of the University. Chairman Edwards made remarks and stated that the University is in good shape and that reserves have grown over the last five years which puts the University in a good position presently compared to five years ago.
- Chairman Edwards informed the Board there was a discussion on the Board Self-Assessment. Chairman Edwards stated the completion of the assessment is required according to the Bylaws. The results of that self-assessment indicates that most trustees believe they are fulfilling their responsibilities and are transparent but there is always room for improvement, and the Board will continue to work toward improvement.
- Chairman Edwards mentioned that in the last Board meeting discussion of the President’s compensation was put on hold until this meeting. Chairman Edwards stated no decision would be made regarding the President’s performance bonus until a compensation study was completed. Chairman Edwards stated at the June Board meeting the Board requested a compensation study. Chairman Edward informed the Board the results have been provided. The committee recommended that Dr. Hardgrave be provided a contribution to his deferred compensation that would put him in the 75th percentile of those presidents from comparable institutions.
- Chairman Edwards discussed the changes to the committee structures. Chairman Edwards stated that two additional committees would be added, an Advancement committee and an Athletics committee. Chairman Edwards also stated the Governmental Affairs committee title would be changed to Governmental Affairs and Public Policy. Chairman Edwards stated no action would be taken on the committee structures until December Board meeting.

Secretary Murry informed Chairman Edwards that a vote was needed for the deferred compensation.

Chairman Edwards called for a motion to approve the recommendation. The motion was made by Trustee Springfield and properly seconded. Secretary Murry asked that the trustees specify the reasoning for the motion. Chairman Edwards stated the Board of Trustees recommends a contribution of \$100,000 to President Hardgrave's deferred compensation plans in recognition of the job he did this past year. Chairman Edwards stated this is the President's performance bonus. Chairman Edwards called for the motion again. The motion was made by Trustee Springfield and properly seconded. A roll call vote was taken and unanimously approved.

VII. REPORTS AND RECOMMENDATIONS OF THE AUDIT COMMITTEE

Chairman Edwards called on Trustee McKinney to provide the report of the Audit Committee.

Trustee McKinney informed the Board that Chief Audit Executive, Vicki, Deaton provided a report. Trustee McKinney informed the Board that the annual review of the internal audit charter was conducted, and the committee voted unanimously to approve that charter and no changes were recommended. Trustee McKinney called for a motion to approve the annual review of the committee charter. The motion as made by Trustee Johnson and properly seconded. A roll call vote was taken and unanimously approved.

Trustee McKinney concluded his report.

VIII. ADDITIONAL BUSINESS

No additional business.

IX. ADJOURNMENT

Chairman Edwards informed the Board the next meeting is scheduled for December 12th and will occur in Memphis. Chairman Edwards adjourned the meeting.

4. President's Update

Presented by Bill Hardgrave

5. BRAIN Center

Presentation

The University of Memphis Board of Trustees

For Presentation

Date: December 12, 2023

Presentation: Hurt2Healing™

Presented by: Eraina Schauss, PhD, LPC-MHSP, ACS
Director, BRAIN Center at the University of Memphis

Background:

Developed by Dr. Eraina Schauss, Founding Director of the BRAIN Center at the University of Memphis, Hurt2Healing™ is the nation's first hospital and evidence-based pediatric integrated trauma mental health counseling program, establishing a new standard of mental healthcare in hospitals. The model was developed as a workforce training model, successfully implemented and now sustainable at LeBonheur Children's Hospital. Since the program's inception in February 2021, the program has provided over 4,000 mental health assessments and counseling sessions to over 3,000 trauma patients and their caregivers and trained a workforce of 40 graduate student clinicians from the University of Memphis capable of meeting the ever-growing mental healthcare needs of pediatric patients and their caregivers in the Memphis-metro region.

Hurt2Healing™

Committee Name: Full Board Meeting

Presenter's Name: Eraina Schauss, PhD, LPC-MHSP, ACS

Presenter's Title: Director, BRAIN Center University of
Memphis

Date: December 12, 2023

Meeting Location: UC Bluff Room



**Board of
Trustees**

DECEMBER 2023

Have you ever had a medical emergency?

What were your mental health needs at the time?



Now imagine being a 6-year-old child in a similar situation...

The Problem

- 2021 US Surgeon General Declares Youth Mental Health Crisis.
- Pediatric trauma negatively impacts long-term functioning and leads to an increase in overall mental health distress.
- A 2022 study, the BRAIN Center team found roughly **65%** of pediatric trauma patients met the criteria for **Acute Stress Disorder**.
- Despite the benefits, most hospitals in the US ***do not*** provide integrated mental healthcare along with the provision of treatment for physical illness



New program helps kids with trauma of COVID-19, violence

By David Matzra, Special to the Daily
Memphian

Updated: December 28, 2020 9:18 AM CT | Published: December
28, 2020 9:18 AM CT



December 2023 Board Meeting



- Pediatric trauma patients experience:
 - Emotional dysregulation
 - Report increased drug and alcohol use
 - Lower national test scores
 - Decreased school attendance and poor performance
 - Lower physical activity
 - Suffer from a plethora of long-standing mental health disorders such as:
 - Depression
 - Anxiety,
 - ASD/PTSD symptoms such as: hyperarousal, disturbed mood and cognition, intrusive thoughts, avoidance and often resort to aggression, oppositional and violent behavior.

The Solution: Hurt2Healing™ Program

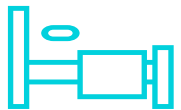


- BRAIN Center developed the nations' first hospital-based, evidence-based integrative mental health program for pediatric trauma patients and caregivers
 - Empowering patients and caregivers with evidence-based mental health interventions to cope and recover from a traumatic injury
- Ongoing evidence-based and trauma-informed interventions provided **at bedside immediately following traumatic injury.**
 - Focused on reducing physiological arousal levels, maladaptive behaviors, and stress while recovering
- **Pioneered a new hospital standard of mental healthcare.**
- Workforce development program providing clinicians training in evidence-based practice in an integrative hospital setting
- Worked with UM Technology Transfer Office in the Trademark and Copyright process.



Who We Serve

BRAIN Center Memphis partners with hospitals and healthcare centers to better equip, train and serve pediatric trauma patients and their caregivers. We facilitate partnerships and create infrastructure for internship training programs in integrative mental healthcare.



**Patients &
Caregivers**



**Universities &
Students**



**Hospitals &
Healthcare
Institutions**



Benefits to Patients

- Provide mental health assessment and intervention at a critical time post-traumatic injury when mental health symptoms are likely to arise.
- Reduced impulsivity, aggression and reduction in trauma related symptoms such as hypervigilance.
- Improved coping skills and awareness of mental health distress.
- Improved emotion regulation.
- Increased openness to receiving mental health services.
- Reduced Substance use
 - By increasing self-control and self-regulation, kids are less likely to engage in risky behavior
- Increased Academic outcomes.
- Decreases in physiological arousal levels.



Benefits to Hospitals



- Creates a new hospital-wide standard of mental healthcare in the provision of integrated mental healthcare.
- Training & tools to treat trauma & acute stress disorder at the time of trauma.
- Neuroscience & evidence-based treatment interventions for patients served.
- Self-sustaining model through reimbursement for mental health services provided.

Benefits to Academic Institutions

- Training a workforce in integrated pediatric mental health
 - Addressing ever growing mental health needs in hospital setting
- Equipping students with training opportunities in evidence-based treatment options
- Provide employment opportunities for university students post-education
- Provide pediatric trauma certification via the Hurt2Healing™ Program



BRAIN Center Student Experiences



BRAIN Center Memphis Research



2021, conducted largest study of pediatric trauma patients (617) found 65% of patients met the criteria for Acute Stress Disorder the pre-diagnosis for PTSD (Schauss, et al. 2021) highlighting need for integrated mental health services in pediatric hospitals.



BRAIN Center research study of 200 pediatric gun violence victims found roughly 75% of victims were a result of intentional community violence. Pediatric gun violence victims rose 30% during the pandemic (Schauss, et al. 2023).



Second study of pediatric gun violence victims found being older and having a higher ACE score predicted higher risk of being a victim of pediatric gun violence (Zettler, Schauss, et al, 2023).

BRAIN Center Research & Achievements



In 2021, in response to the pediatric mental health crisis, Hurt2Healing™ was developed as the nation's first integrated mental health program for pediatric trauma patients.



Conducted an evaluation of patients and caregivers experience with Hurt2Healing. 97% of patients thought it was helpful to have access to mental health counseling services while at the hospital. (Schauss, et, al., 2022)



93% of caregivers found it helpful to have access to mental health services for their child during the hospital stay. 86% felt they were better able to cope with their child's injury after receiving mental health services. (Schauss, et, al., 2022).

Hurt2Healing™ Program Success



3000+
Patients & Families Seen



\$2.4m+
Extramural
Funding Awarded



4000+
Counseling Sessions



40+
Practitioners Trained

All TN Children's Hospitals Commit to H2H in 2024



DIVISION OF PEDIATRIC SURGERY

James W. "Trey" Eubanks, II, MD
Professor
Chief, Division of Pediatric Surgery
Surgeon in Chief, Le Bonheur

Alexander Fells, MD
Associate Professor
Program Director, Surgery
Program Director, Pediatric Surgical Critical Care
Director, Center for Health Equity

Tim Jacobowitz, MS, MA, MS
Associate Professor
Associate Program Director, Pediatric Surgery
Surgical Director, ECMO and CPB
Pediatric Surgical Director, Fetal Center

Rachel Landolt, MD
Assistant Professor

Ying Weatherall, MD
Assistant Professor
Program Director, Pediatric Surgery
Surgical Director, Healthy Lifestyle Clinic
Director, Burn Care Unit

Regan F. Williams, MD, MS
Associate Professor
Director, Trauma Services
Associate Program Director, Surgery

Nikki Freeman, MSN, FNP-C

Lea Herring, MSN, FNP-C

James Hubbsan, III, MSN, APRN, CPNP-AC

Clark Goodhue, DNP, CPNP-AC

Elizabeth "Beth" Patis, DNP, FNP-AC/PC

Director of Advanced Practice Nursing

Megan Rutledge, BSN, CPNP-AC

April 11th, 2023

Re: Support Letter to Partner with The BRAIN Center Memphis

I am pleased to offer this letter of intent to partner with The BRAIN Center Memphis to implement the Hurt2Healing program™ at Le Bonheur Children's hospital. We strongly support this program and its focus on providing integrated mental health services to our pediatric patients and their families at the bedside to mitigate the negative impacts of trauma. We anticipate providing services to roughly 2000 patients annually through the Hurt2Healing™ program.

As an organization whose mission is to provide comprehensive, innovative healthcare services, we know that the BRAIN Center's work in establishing a new standard of care in pediatric trauma & integrated behavioral health is imperative to this mission. We admire their innovative program and look forward to integrating it into our hospital to greatly benefit our patients and families.

As the Trauma Medical Director at Le Bonheur Children's hospital, I acknowledge the specific roles and responsibilities fulfilled by us in this partnership and adhere to the standards put forward to ensure that this program is implemented with the care and cooperation needed. We are grateful for the opportunity to bring a new standard of care to our hospital system and look forward to working with the BRAIN Center team to implement this program seamlessly.

Sincerely,

Regan Williams, MD
Associate Professor of Surgery, Department of Surgery, UTHSC
Trauma Medical Director, Le Bonheur Children's Hospital

UT Le Bonheur Pediatric Specialists

425 N. Dunlap Street, 2nd Floor • Memphis, TN 38105 • Office: 901-287-6031 • Fax: 901-287-4434



April 12, 2023

Re: Support Letter to Partner with The BRAIN Center Memphis

I am pleased to offer this letter of intent to partner with The BRAIN Center Memphis to implement the Hurt-2-Healing program™ at East Tennessee Children's Hospital. We strongly support this program and its focus on providing integrated mental health services to our pediatric patients and their families at the bedside to mitigate the negative impacts of trauma. We anticipate providing services to roughly 550 patients annually through the Hurt2Healing™ program.

As an organization whose mission is to provide comprehensive, innovative healthcare services, we know that the BRAIN Center's work in establishing a new standard of care in pediatric trauma & integrated behavioral health is imperative to this mission. We admire their innovative program and look forward to integrating it into our hospital to greatly benefit our patients and families.

As the Director of Pediatric Surgery and on behalf of our Trauma Medical Director, Dr. Eric Jensen at East Tennessee Children's Hospital, I acknowledge the specific roles and responsibilities fulfilled by us in this partnership and adhere to the standards put forward to ensure that this program is implemented with the care and cooperation needed. We are grateful for the opportunity to bring a new standard of care to our hospital system and look forward to working with the BRAIN Center team to implement this program seamlessly.

Sincerely,

W. Glaze Vaughan, MD, FACS, FAAP
Director - Pediatric Surgery
East Tennessee Children's Hospital
2100 Clinch Avenue, Suite 510
Knoxville, TN 37916
www.vgvaughan@etch.com
(865) 546-2131

2018 Clinch Avenue
Knoxville, TN 37916
www.etch.com
p. 865.541.8000



Children's at Erlanger
910 Blackford Street
Chattanooga, TN 37403

4/11/2023

Re: Support Letter to Partner with The BRAIN Center Memphis

I am pleased to offer this letter of intent to partner with The BRAIN Center Memphis to implement the Hurt2Healing program™ at Children's Hospital at Erlanger. We strongly support this program and its focus on providing integrated mental health services to our pediatric patients and their families at the bedside to mitigate the negative impacts of trauma. We anticipate providing services to roughly 800 patients annually through the Hurt2Healing™ program.

As an organization whose mission is to provide comprehensive, innovative healthcare services, we know that the BRAIN Center's work in establishing a new standard of care in pediatric trauma & integrated behavioral health is imperative to this mission. We admire their innovative program and look forward to integrating it into our hospital to greatly benefit our patients and families.

As the Trauma Medical Director at Children's at Erlanger Health System, I acknowledge the specific roles and responsibilities fulfilled by us in this partnership and adhere to the standards put forward to ensure that this program is implemented with the care and cooperation needed. We are grateful for the opportunity to bring a new standard of care to our hospital system and look forward to working with the BRAIN Center team to implement this program seamlessly.

Sincerely,

Dave S. Bhattacharya MD

COLLEGE OF MEDICINE

Department of Surgery
979 East Third Street
Suite 8401
Chattanooga, Tennessee 37403
Tel: (423) 778-7950
Fax: (423) 778-7950

VANDERBILT UNIVERSITY MEDICAL CENTER

April 11, 2023

Re: Support Letter to Partner with The BRAIN Center Memphis

I am pleased to offer this letter of intent to partner with The BRAIN Center Memphis to implement the Hurt-2-Healing program™ at Monroe Carell Jr. Children's Hospital at Vanderbilt University Medical Center. We strongly support this program and its focus on providing integrated mental health services to our pediatric patients and their families at the bedside to mitigate the negative impacts of trauma. We anticipate providing services to roughly 2,487 patients annually through the Hurt2Healing™ program.

As an organization whose mission is to provide comprehensive, innovative healthcare services, we know that the BRAIN Center's work in establishing a new standard of care in pediatric trauma & integrated behavioral health is imperative to this mission. We admire their innovative program and look forward to integrating it into our hospital to greatly benefit our patients and families.

As the Trauma Medical Director at Monroe Carell Jr. Children's Hospital at Vanderbilt University Medical Center, I acknowledge the specific roles and responsibilities fulfilled by us in this partnership and adhere to the standards put forward to ensure that this program is implemented with the care and cooperation needed. We are grateful for the opportunity to bring a new standard of care to our hospital system and look forward to working with the BRAIN Center team to implement this program seamlessly.

Yours truly,

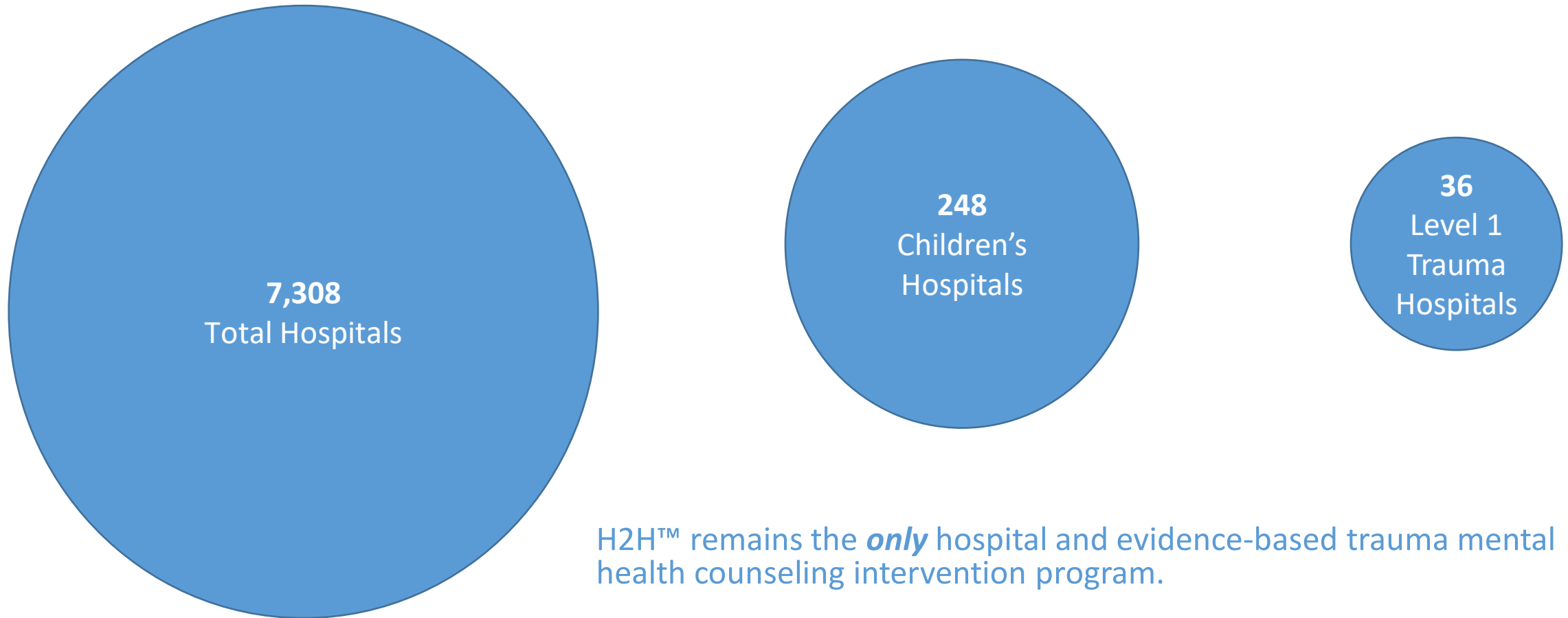
Harold "Bo" N. Lovvorn, III, MD, FACS, FAAP
E-mail: harold.lovvorn@vumc.org
Mobile: 615-714-8112



Monroe Carell Jr. Children's Hospital at Vanderbilt
Pediatric Surgery
2200 Children's Way | Suite 7100 | Nashville, TN 37232
tel 615.936.1000 | fax 615.936.1046
ChildrensHospital@vanderbilt.org



The US Market







Dr. Eraina Schauss
eschauss@memphis.edu

Questions?

Contact Information



braincentermemphis.org



BRAIN Center Memphis



BRAIN Center Memphis



BRAIN Center Memphis

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

Presented by Jeffrey Marchetta

The University of Memphis Board of Trustees

For Approval

Date: December 12, 2023

Committee: Academic, Research and Student Success Committee

Presentation: Tenure Upon Appointment: Dr. Ilias Kavouras, School of Public Health

Presented by: Dr. David Russomanno, Executive Vice President for Academic Affairs and Provost

Background:

Dr. Kavouras is the incoming Assistant Dean, Academic Affairs in the School of Public Health. He is currently a tenured Professor and Department Chair of Department of Environmental, Occupational and Geospatial Health Sciences, City University of New York where he has been a faculty member since 2018. Prior to that, he was a tenured Associate Professor with the Department of Environmental Health Sciences, University of Alabama at Birmingham. He also holds faculty affiliation with the Environmental Sciences Initiative, Advanced Science Research Center, City University of New York and an adjunct appointment with the Department of Environmental Health Sciences, University of Alabama at Birmingham.

He has co-authored more than 95 peer-review publications in reputable scientific journals and obtained funding from federal, state, and international agencies. His scholarly and professional record is indicative of his capacity to build and maintain long-lasting partnerships. Additionally, he has worked collaboratively to support students, develop evidence based robust and high-quality preceptorships and improve the experiential learning experiences. The credentials of Dr. Kavouras have been reviewed at the school level and he has been unanimously recommended to be awarded tenure upon appointment as professor.

Recommendation:

The Academic, Research, & Student Success Committee recommends approval of tenure upon appointment as professor in School of Public Health for Dr. Kavouras.

The University of Memphis Board of Trustees

For Approval

- Date:** December 12, 2023
- Committee:** Academic, Research and Student Success Committee
- Presentation:** Tenure Upon Appointment: Dr. Vadim Levin, Director of the Center for Research and Information (CERI)
- Presented by:** Dr. David Russomanno, Executive Vice President for Academic Affairs and Provost

Background:

Dr. Vadim Levin is coming to the University of Memphis from Rutgers University, where he currently serves as a tenured professor of earth and planetary sciences. He is a nationally recognized scholar with over 80 peer-reviewed publications in respected journals. He has co-designed and maintains open-source software for seismological data analysis and has operated portable arrays of seismographs in the Appalachians and the Apennines, Kamchatka and Tibet, Quebec and Costa Rica. He has an impressive commitment to open-access observational seismic data, having helped design the Advanced National Seismic System and the Earthscope project. He has earned over \$1.7 million dollars in external funding as either sole investigator or as part of a multi-investigator team. The credentials of Dr. Levin have been reviewed at the departmental and college level and he has been unanimously recommended to be awarded tenure upon appointment as professor.

Recommendation:

The Academic, Research, & Student Success Committee recommends approval of tenure for Dr. Levin upon his appointment as professor and Director of the Center for Earthquake Research and Information (CERI).

7. Reports and Recommendations of the Governance and Finance Committee

Presented by Doug Edwards

The University of Memphis Board of Trustees

Recommendation

For Approval

Date: December 12, 2023

Committee: Governance and Finance Committee

Recommendation: Approval of FY2024 Revised Budget

Presented by: Greg DuBois, Interim Chief Financial Officer

Background:

The University of Memphis revises the Proposed (Initial) Budget each fall to update revenue and expenditure projections. The FY2024 Revised Budget takes into consideration fall enrollment changes, tuition increases, the effect of any prior year's activities carried forward into the current year, and adjustments in state appropriations occurring since the FY2024 Proposed Budget was prepared and approved in June 2023.

The FY2024 Educational and General (E&G), Auxiliary Enterprises and Restricted revised budgets are within available resources. The Revised Budget complies with all applicable policies and guidelines.

Committee Recommendation:

The Governance and Finance Committee recommends approval of the FY2024 Revised Budget.

The University of Memphis Board of Trustees

Recommendation

For Approval

Date: December 12, 2023

Committee: Governance and Finance Committee

Recommendation: Proposed Housing Rate Increase

Presented by: Greg DuBois, Interim Chief Financial Officer; Melinda Carlson, AVP Auxiliary Services

Background:

The University annually reviews the financial health of its various operating auxiliaries which provide critical student services. After careful review of the Housing Auxiliary's annual operating revenues and expenses, the University Interim Chief Financial Officer has determined that the housing system is not generating sufficient operating margin to support the ongoing maintenance needs of its residence halls and provide for a long-term renewal and replacement fund of at least 2-3% of the current building replacement values (\$270 million) which is an industry best practice.

Management is seeking to improve the financial health of the housing auxiliary over the course of the next five years and position it such that the housing system is generating sufficient operating margins to maintain its residence halls in a manner that supports the success of our students and provide for an appropriately funded long-term renewal and replacement fund.

Committee Recommendation:

The Governance and Finance Committee recommends approval of a 3.5% housing rate increase annually through FY2028.

8. Reports and Recommendations of the Audit Committee

Presented by Carol Roberts

9. Amendment to Board Bylaws

For Approval

Presented by Doug Edwards

The University of Memphis Board of Trustees

Recommendation

For Approval

Date: December 12, 2023

Recommendation: Amendment to Board Bylaws

Presented by: Chairman Doug Edwards

Background:

The Board of Trustees Bylaws has a section that describes the composition of standing and ad hoc committees (see Article IV – Committees). In particular, Article IV explains how the members of each standing committee are selected and how the chairs and vice-chairs are selected. To align the Board Bylaws with the revised Policy on Committees, an amendment will need to be made in section b. of Article IV to reflect that the Executive Committee shall appoint the members of each standing committee and will appoint the chairs and vice-chairs of each committee.

Recommendation:

The Board of Trustees approves an amendment to the Board Bylaws to reflect that the membership of each standing committee and the chairs and vice-chairs of the committee will be appointed by the Executive Committee so outlined in section b. of Article IV, as contained in the meeting materials.

**THE UNIVERSITY OF MEMPHIS
BYLAWS**

ARTICLE I – ORGANIZATION

- I. Authority
 - a. The University of Memphis (“University”) is a public university established by the laws of the State of Tennessee. The University is governed by its local governing Board of Trustees (“Board”) as established by T.C.A. § 49-8-101.
 - b. The Board of Trustees of the University is vested with the power and authority to govern the University and to exercise all powers and authority as set forth in T.C.A. § 49-8-101 et seq. and the laws of the State of Tennessee.
- II. Responsibility of Board
 - a. The Board shall be responsible for the management and governance of the University, as allowed by and subject to limitations imposed by applicable federal and state law and certain powers and duties maintained by the Tennessee Higher Education Commission.
- III. Membership
 - a. The membership of the Board shall consist of ten (10) members of which nine (9) members shall be voting members and one (1) member shall be a nonvoting member.
 - b. Of the nine (9) voting members, at least six (6) members shall be residents of the state of Tennessee.
 - c. Eight (8) of the voting Board members will be appointed by the Governor of the State of Tennessee with at least three (3) being alumni of the University.
 - d. A University faculty member shall serve as one (1) voting Board member to be selected by the University Faculty Senate.
 - e. The nonvoting member shall be a student representative to be appointed by the Board. The initial terms of the members appointed by the Governor to the Board shall be three (3), four (4), and six (6) years. Three (3) members shall serve a three-year term; three (3) members shall serve a four-year term; and two (2) members shall serve a six-year term. As the initial terms of the initial board members expire, successors shall be appointed for six-year terms. The University faculty member to be appointed by the Faculty Senate shall serve a two (2) year term and the nonvoting student member shall serve a one (1) year term.
 - f. Whenever any vacancy shall occur in the membership of the Board of Trustees among those appointed by the Governor, it shall be the duty of the Secretary of the Board to inform the Governor of the existence of such vacancy, and the Governor shall appoint a person to fill the unexpired term. Whenever any vacancy occurs among those elected by the Board or the Faculty Senate, it shall be the duty of the Secretary of the Board to inform the respective party of the vacancy, and the Board or Faculty Senate shall elect a person to fill the unexpired term.
 - g. Any person who has served two full terms in succession as a member of the Board shall, for a period of four (4) years, be ineligible for election or appointment to the Board.
 - h. No member of the General Assembly or officer or employee of the State of Tennessee or any member of a governing body for an institution of higher education shall be eligible for election or appointment as a trustee. Other than the faculty member to be appointed by the University Faculty Senate, no employee of any public institution of higher education shall be eligible for election or appointment as a trustee.

- i. A Board member may be removed for a material violation of the Board’s Code of Ethics by a two-thirds (2/3) vote of the Board membership.
- IV. Officers of the Board:
- a. Chair and Vice Chair: The officers of the Board of Trustees shall be a Chair and a Vice Chair to perform such duties as may, from time to time, be prescribed by the Board and by these bylaws. 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. In the event of a vacancy before expiration of the term, a successor shall be elected to fill the unexpired term at the next meeting of the Board following creation of the vacancy.
- V. Officers of the University
- a. Officers of the University: The officers of the University designated to support Board activities are the President, Provost, Vice President of Business and Finance, a Secretary, a Chief Internal Auditor and such other officers and assistant officers as the Board determines may be necessary or convenient to conduct its business or which the President appoints or selects by delegation of authority by the Board. The officers shall have such powers and duties as set out in these Bylaws, and as may be prescribed by the Board and/or by law.
 - b. President of the University: The President is the executive and governing officer of the University and is appointed by and serves at the pleasure of the Board. Subject to the direction and control of the Board, the President shall supervise, direct and control the affairs of the University. The President shall, from time to time, report to the Board all matters within the President's knowledge affecting the University that should be brought to the attention of the Board.
 - c. Provost of the University: 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. The Provost shall be the second ranking officer of the University and, in the absence or incapacity of the President, shall assume the duties and responsibilities of that office.
 - d. Vice President of Business and Finance: The Vice President of Business and Finance shall be the Chief Financial Officer and treasurer of the University. The Vice President of Business and Finance shall be appointed by the President, subject to Board approval, and shall report directly to the President. The Vice President of Business and Finance shall be responsible for the operating and capital budgets, accounting and auditing, insurance and risk management, and such other financial responsibilities as required by the bylaws.
 - e. Secretary: The Secretary of the Board shall be appointed by the President of the University, subject to Board approval. The Secretary serves as a liaison between the Board and the University administration and is responsible for supporting the Board and its committees, including the giving of required notices of meetings of the Board, preparing the agenda for Board meetings, and the preparation of minutes of meetings of the Board. The Secretary shall perform such other duties as assigned by the Board.
 - f. Chief Internal Auditor: The Board of Trustees shall appoint the Chief Internal Auditor for the University, in compliance with these bylaws, who shall perform the duties required by the Higher Education Accountability Act of 2004, T.C.A. § 49-14-101 et seq. and who shall serve at the pleasure of the Board. 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.

ARTICLE II – POWERS AND DUTIES

- I. The Board has the power to:
 - a. Select and employ the chief executive officers of the University and to confirm the appointment of administrative personnel, teachers, and other employees of the University and to fix their salaries and terms of office;
 - b. Assume general responsibility for the operation of the University, delegating to the President such powers and duties as are necessary and appropriate for the efficient administration of the University and its programs;
 - c. 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;
 - d. Establish reasonable and appropriate rules and regulations defining residency of students for the purpose of determining whether out-of-state tuition shall be charged a student enrolling at the University;
 - e. Establish policies and regulations regarding the campus life of the University, including, but not limited to, the conduct of students, student housing, parking, and safety;
 - f. Grant tenure and promotion to eligible members of the faculty upon the positive recommendation of the President;
 - g. Approve the operating budgets and set the fiscal policies for the schools and programs under its control;
 - h. Receive donations of money, securities, and property from any source on behalf of the University, which gifts shall be used in accordance with the conditions set by the donor;
 - i. With prior approval of the state school bond authority, borrow money for the purpose of erecting buildings, purchasing real estate, or cooperating with agencies of the United States, and to issue evidences of indebtedness therefor which shall be exempt from taxation but which shall not constitute indebtedness of the State of Tennessee;
 - j. Purchase land subject to the terms and conditions of state regulations, to condemn land, to erect buildings, and to equip them for the University subject to the requirements of the state building commission and to the terms and conditions of legislative appropriations. The Board shall be vested with title to property so purchased or acquired;
 - k. Manage and initiate capital and real estate transactions provided that such transactions are within the scope of a master plan approved the Tennessee Higher Education Commission;
 - l. Perform and exercise all other powers, not otherwise prescribed by law, necessary to promote the sound development of the University within the parameters of state law.
- II. In exercising its powers, the Board's governance duties include:
 - a. Determining the mission of the University and ensuring that the mission is kept current and aligned with the goals and mission of public higher education in Tennessee;
 - b. Ensuring the University remains in compliance with state transfer and articulation provisions;
 - c. Providing insight and guidance to the University's strategic direction and charging the President with leading the strategic planning process;

- d. Ensuring the University’s fiscal integrity; overseeing the University’s financial resources and other assets; reviewing and approving annual University budgets; and preserving and protecting the University’s assets for posterity;
 - e. Ensuring and protecting, within the context of faculty shared governance, the educational quality of the University and its academic programs; and preserving and protecting the University’s autonomy, academic freedom, and the public purposes of higher education;
 - f. Engaging regularly, in concert with senior administration, with the University’s major constituencies;
 - g. Refraining from directing or interfering with any employee, officer, or agent under the direct or indirect supervision of the President of the University; and
 - h. Always acting as a body with no individual member speaking for the Board unless specifically authorized to do so by the Board.
- III. Delegation
- a. The Board may delegate and provide for the further delegation of any and all powers and duties to the President or appropriate committees, subject to limitations expressly set forth in law.

ARTICLE III – MEETINGS

- I. Regular Meetings
- a. The Board shall meet at least four times a year at such times as specified by the Chair, and on such additional dates and at such times as specified by the Chair or a majority of the Trustees then in office. The Board may adjourn any regular meeting to any date that it may set for adjournment.
- II. Special and Emergency Meetings
- a. 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.
 - b. The call for every special or emergency meeting shall state the business to be considered and the business transacted shall be confined to the objects stated in the call. The Board may adjourn any special meeting to any date that it may set for adjournment.
- III. Place of Meetings
- a. All regular public meetings, special public meetings and committee meetings are to be held at a location owned or controlled by the University, or at the nearest practical location. Emergency meetings necessitating immediate action may be held at other locations or through electronic means.
- IV. Notices
- a. Regular Meetings: At least five (5) days’ written notice of the stated meetings of the Board shall be sent by the Secretary to all Trustees. The written notice may be delivered by regular mail, electronic mail, or facsimile transmission and shall be posted for public notice.
 - b. Special and Emergency Meetings: Special and emergency meetings of the Board may be called on less than five (5) days’ notice and, if urgent, by telephone, facsimile transmission, or electronic mail to each Board member, who must be advised of the purpose(s) of the meeting.

- c. Public Notice: Notice of all regular and special public meetings and committee meetings shall be given in a manner reasonably calculated to give interested persons actual notice of the time and place of the meeting and principal subjects anticipated to be considered at the meeting. Notice of an emergency public meeting shall be such as is appropriate to the circumstance(s).
- V. Attendance by Electronic Means
 - a. Trustees may conduct, participate and vote in any meeting, board or committee, through the use of a conference telephone or similar electronic communications equipment that permits all persons participating in the meeting to simultaneously communicate with each other during the meeting. Such participation in the meeting shall constitute presence in person at the meeting.
- VI. Quorum
 - a. The Board must have a quorum to conduct business. A quorum for the conduct of business by the Board of Trustees shall consist of five (5) voting members currently in office.
 - b. The action of a majority of the voting members of the Board present at any at any regular or special meeting of the Board shall be the action of the Board, except as may be otherwise provided by these Bylaws.
- VII. Agenda
 - a. An agenda for every regular meeting of the Board shall be prepared by the Chair and President, with the assistance of the Secretary. The agenda shall list in outline form each matter to be considered at the meeting. When feasible, a copy of the agenda and copies of all reports and other material to be presented shall accompany the notice of the meeting, but when not feasible, a copy shall be provided to the Trustees before the meeting date.
 - b. Matters not appearing on the agenda of a stated meeting may be considered only upon an affirmative vote which shall represent a majority of the entire Board.
- VIII. Conduct of Business
 - a. General parliamentary rules shall be observed in conducting the business of the Board of Trustees except as they may be modified by rules and regulations adopted by the Board.
 - b. The Chair shall preside when present at meetings of the Board. In the Chair's absence, the Vice-Chair shall preside at meetings of the Board and otherwise perform the duties of the Chair.
 - c. All members of the Board of Trustees may vote on all matters coming before the Board for consideration but no member may vote by proxy or mail.
 - d. A record vote of the Board of Trustees shall be required on all motions providing for any revision of the bylaws, the adoption of a new bylaw or the repeal of an existing bylaw. On any other motion, a record vote shall be taken if required by law or if a Board member present demands a record vote before the announcement of a vote otherwise taken.
- IX. Public Access
 - a. Meetings of the Board and its committees, as appropriate, shall be open to the public except as authorized by a statutory or judicially recognized exception to the Tennessee Open Meetings Act.
 - b. Meetings of the Board shall be made available for viewing by the public over the Internet by streaming video accessible from the University's web site. Archived videos of

the board meetings shall also be available to the public through the University's web site.

ARTICLE IV – COMMITTEES

- I. Standing and Ad Hoc Committees
 - a. The Board shall establish by Board policy such standing and ad hoc committees as it deems appropriate to discharge its responsibilities. As required by state law, at least one standing committee shall have the functions of the audit committee.
 - b. The Executive Committee shall appoint the members of each standing committee. The chairs and vice-chairs of each standing committee shall be selected by the Executive Committee. 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.
 - c. Standing committees may be authorized to act on behalf of the Board and shall be governed by any applicable provisions of these bylaws or Board policy. However, unless specifically delegated or as otherwise provided in these bylaws, authority to act on all matters is reserved to the Board and the duty of each committee shall be to consider and to make recommendations to the Board upon matters referred to it.
 - d. Ad-hoc committees shall be appointed by the Board Chair upon authority of the Board with such powers, duties, and period of service as the Board Chair may determine, provided that no ad-hoc committee shall be created to act upon any matter under the purview of a standing committee. The Chairs of any ad-hoc committees shall be appointed by the Board Chair and shall perform their duties in consultation with the University President. The duty of any ad hoc committee is to consider and to make recommendations to the Board upon matters referred to it.
- II. Meetings of Committees
 - a. All standing committees shall meet as defined by Board policy and as reasonably necessary to carry out their responsibilities. Ad hoc committees shall meet as necessary.

ARTICLE V – BYLAWS

- I. These bylaws shall be effective upon adoption and shall supersede all bylaws previously adopted by the Board.
- II. Amendment of Bylaws: These bylaws may be changed by amendment, by adoption of a new bylaw or by repeal of an existing bylaw at any regular meeting of the Board of Trustees, or at a special meeting called for that purpose. For purposes of Article V, a quorum shall constitute seven (7) voting members of the Board and a majority vote of record shall be required for action to be effective. A copy of the amendment or new bylaw to be offered or notation of the bylaw to be repealed shall be furnished to each Board member in writing at least ten (10) days in advance of the meeting.

ARTICLE VI – INDEMNIFICATION

- I. For purposes of civil liability for actions and omissions taken as Trustees of the Board, each Trustee is a state employee pursuant to T.C.A. Section 8-42-101(3)(B). Notwithstanding the foregoing, the Board may procure and maintain, in amounts consistent with prevailing

standards, directors' and officers' insurance coverage and general liability insurance against liabilities and damages arising from the actions or omissions of the Board. Should the Board procure such insurance, the Board shall have the University and the State of Tennessee named as additional insureds on any policy.

Approved by Board of Trustees: March 17, 2017

10. Approval of Board Committees Policy

For Approval

Presented by Doug Edwards

The University of Memphis Board of Trustees

Recommendation

For Approval

Date: December 12, 2023

Recommendation: Approval of Board Committees Policy

Presented by: Chairman Doug Edwards

Background:

The Board Committees Policy was last revised in 2017. The proposed new policy on board committees reflects revisions to committee membership (section II), meetings (section III), and reporting (section V) and aligns with the proposed amendment to the Board of Trustees Bylaws.

Recommendation:

The Board of Trustees recommends for approval the revised Board Committees Policy as contained in the meeting materials.

University of Memphis Board of Trustees - Board Committees

The University of Memphis Board of Trustees is responsible for the governance and strategic direction of the University. As provided in the Board Bylaws, the Board may establish standing and ad-hoc committees as it deems appropriate and necessary to fulfill these responsibilities. This Board policy establishes the committees of the Board, defining their membership and duties.

I. Establishment of Committees

The Board may establish standing committees. Each standing committee shall develop, and periodically review, a committee charter detailing the committee's purpose, primary responsibilities and composition, which shall be subject to the approval of the Board. In the event of a conflict between any charter and the Bylaws, the Bylaws shall control.

As authorized by the Board of Trustees' Bylaws, the Board may establish ad-hoc committees from time to time, as it deems necessary.

II. Committee Membership

- a. Each standing committee membership shall be appointed by the Executive Committee. The Trustees shall be the only voting members of the committee with the other non-voting members to be established by the committee charter.
- b. Committee Chairs shall be appointed by the Executive Committee.
- c. Members of ad-hoc committees shall be appointed by the Board Chair upon authority of the Board.
- d. Members of committees shall hold office for two years or until the appointment of their successors. Trustees may be reappointed to the same committee.
- e. Any vacancies on the standing committees shall be filled by appointment of the Board Chair.

III. Meetings

- a. All standing committees shall meet as necessary for the conduct of business or as otherwise designated in the committee charter.
- b. Ad hoc committees shall meet as necessary.
- c. Committee meetings may be called by the Chair of the Board, the President, or the committee chair.
- d. The Chair of the Board of Trustees, the President of the University, and the Secretary of the Board of Trustees shall be entitled to attend the meetings of each committee and to participate in all discussions of such committee; provided, however, unless named as members of a specific committee, those officers shall not have voting rights nor shall their attendance at a meeting count toward the presence of a quorum.
- e. When feasible, all committee members shall receive at least five (5) days written notice of the meeting, including the purpose of the meeting. The written notice may be delivered by regular mail, electronic mail, or facsimile transmission. If written notice is not feasible, by reason of urgency or other exigent circumstances, notice may be given by telephone.

- f. When feasible, a copy of the agenda and related materials shall accompany notice of the meeting.
- g. Matters not appearing on the agenda of a standing or ad-hoc committee meeting may be considered at the discretion of the committee chair.
- h. At the discretion of the committee chairs, committees may meet jointly. However, only the voting members of the particular committee responsible for the discussed action shall vote on an agenda item requiring action by that committee.

IV. Quorum

A majority of the Trustee members of a committee shall be a quorum for the transaction of business. A member shall be deemed present at a meeting of the committee if that member participates in the meeting through the use of a conference telephone or similar electronic communications equipment that permits all persons participating in the meeting to simultaneously communicate with each other. The attendance of non-voting committee members and invited persons who are not committee members at a committee meeting shall not count toward the presence of a quorum. In the absence of a quorum, those attending may adjourn the meeting until a quorum is present.

V. Reporting

Each committee established by the Board shall report its activities, and its findings and recommendations, to the Board of Trustees, the Board Chair, and the President of the University as appropriate and as dictated by the Board. Copies of the minutes of each meeting shall be filed with the Secretary of the Board.

VI. Administrative Support

The appropriate University division head will serve as a liaison to the committee having responsibilities specific to the division. Each committee will be provided staff support by a member of the administration.

VII. Public Access

Meetings of the committees, as appropriate, shall be noticed and open to the public except as authorized by a statutory or judicially recognized exception to the Tennessee Open Meetings Act.

Effective Date/Revisions: December 12, 2023

11. New Committee Structure and Committee Charters

For Approval

Presented by Doug Edwards

The University of Memphis Board of Trustees

For Approval

Date: December 12, 2023

Recommendation: Approval of Executive Committee Charter

Presented by: Chairman Doug Edwards

Background:

The Executive Committee shall have and exercise all powers of the board in the intervals between board meetings except where limited by law or by the Board of Trustees bylaws. The Executive Committee is made up of three members of the Board of Trustees including the Board Chair and the two previous Board chairs. Provisions are made in the case that either of the two prior Board chairs have rolled off of the Board. The Executive Committee has authority and responsibilities so outlined in the charter and shall meet only as necessary to carry out its duties.

Recommendation:

The Board of Trustees approves the Executive Committee charter as contained in the meeting materials.

Executive Committee

Purpose

Subject to limitations prescribed by law or in the Bylaws, the Executive Committee (“EC”) shall have and exercise all powers of the board in the intervals between board meetings except:

- Granting of honorary degrees
- Election or removal of the president
- Removal of board members
- Amendment, alteration, or repeal of the bylaws

The Executive Committee may also provide for the execution of orders and resolutions not otherwise specifically committed or provided for but, except in emergencies, will generally refer all matters to the entire board for subsequent action.

Authority and Responsibilities

The Executive Committee has the authority and the responsibility to:

- As needed, act on behalf of the board between board meetings;
- Address special issues and emergency situations;
- Handle significant matters dictated by the calendar or events that cannot wait for a board meeting;
- Assign committee chairs and vice-chairs to the standing committees;
- Appoint committee members to the standing committees;
- Oversee the Board self-evaluation process;
- Oversee presidential personnel matters, including annual evaluations;
- Exercise all powers and authority of the full Board on an as needed basis between regular Board meetings for time-sensitive matters, subject to limitations imposed by the Board;
- Periodically review the Bylaws and recommend needed amendments.

Membership

The Executive Committee shall consist of the current Board of Trustees Chair and the two previous Board chairs. If any of the previous chairs have since rolled off the Board and are no longer members, then the membership of the committee shall be selected by the Trustees.

Meetings

The Executive Committee shall meet only as necessary to carry out its duties. Meetings of the Executive Committee may be called by the chair, president, or any member of the committee.

Two members of the committee shall constitute a quorum for the transaction of business.

Members of the Executive Committee may participate in meetings by teleconference or similar

medium that allows for two-way communication. Notice of the time and place of all meetings of the Executive Committee shall be given in the same manner as the board meetings.

The minutes of the Executive Committee meetings shall be sent to all board members and shall serve as written reports of its acts and transactions.

DRAFT

The University of Memphis Board of Trustees

For Approval

Date: December 12, 2023

Recommendation: Approval of Finance and Audit Committee Charter

Presented by: Chairman Doug Edwards

Background:

The proposed Finance and Audit Committee charter reflects its purpose, authority and responsibilities, how it is educated, and its membership.

Recommendation:

The Board of Trustees approves the Finance and Audit Committee charter as contained in the meeting materials.

Finance and Audit Committee Charter

Purpose

The Finance and Audit Committee (“FAC” or “Committee”) is responsible for assuring that the University of Memphis’ (University) organizational culture, capabilities, systems and processes are appropriate to protect the financial health and the reputation of the University. The FAC also provides oversight for the University’s finance, business, administration, and facilities activities. The FAC advises the Board on the state of the University’s financial operations, budget, student fees, personnel policies, and facilities. The Committee serves to ensure the University operates within available resources, and in compliance with applicable federal and state laws and University policies in a manner supportive of the University’s strategic plan. In addition, the FAC will review the financial reporting processes, the system of internal controls, the audit activities (external and internal), management’s risk assessment, and the University’s process for monitoring and ensuring compliance with laws and regulations. The FAC will regularly update the full Board of Trustees (Board) about FAC activities and key issues presided over by the Committee.

Authority and Responsibilities

Finance

- Review University’s annual operating and capital budgets;
- Approve Student Tuition and fee rates;
- Review fiscal procedures and rules for maintaining bank accounts, draw vouchers and checks for expenditures through disbursing officers;
- Oversee Debt issuances;
- Approve Facilities Master Plan.
- Manage the leasing, purchasing and disposal of real estate;
- Respond to personnel policy matters requiring Board approval.

Financial Reporting

- Review audited financial statements with state auditors and determine whether the statements are complete and consistent with the information known to committee members.
- Review with the University’s general counsel any legal matters that could have a significant impact on the University’s financial statements.
- Review with management and state auditors any significant accounting and reporting issues, including recent professional and regulatory pronouncements, and understand their impact on the University’s financial statements.

External Audit

- Meet, as needed, with external auditors to discuss any matters that the FAC or auditors deem appropriate.
- Ensure that any findings and recommendations made by the external auditors are received, discussed, and acted upon in an appropriate and timely manner.
- Review the results of the external auditors' examinations and any other matters related to the conduct of the audits, and report to the Board the auditors' findings and recommendations.

Internal Audit

- Review and approve the annual audit plan for the University, including management's request for unplanned audits.
- Review the result of the year's work with the Chief Audit Executive and receive and review any other work prepared by the Chief Audit Executive for the University.
- Receive and review reports, the results of internal audits performed, and any other work prepared by Internal Audit.
- Ensure that the University has the appropriate structure, staffing and capability to carry out its internal audit responsibilities.
- Ensure that the internal audit department has direct and unrestricted access to the chair and other committee members.
- Appoint, replace, or dismiss the Chief Audit Executive.
- Review, approve, and update the Internal Audit charter annually or more frequent if necessary.

Internal Controls, Risk, and Compliance

- Ensure that a system is in place, and being followed, to review and maintain compliance with the University's internal control structure.
- Ensure that a process exists for assessing, reporting, and investigating illegal, fraudulent, wasteful, or improper activity at the University, including a confidential reporting mechanism.
- Determine whether internal control recommendations made by internal and external auditors have been implemented by management.
- Review University policies and procedures regarding employee conduct to ensure that it:
 - is easy to access,
 - is widely communicated,
 - is easy to understand and implement,
 - includes a confidential mechanism for reporting code violations,
 - is enforced, and
 - includes conflict of interest policy and guidelines.
- Review the University's conflict of interest policy to ensure that the guidelines are comprehensive, that the term "conflict of interest" is clearly defined, and that it contains procedures for adequate resolution and documentation of potential conflicts.

- Review the University’s process for monitoring compliance with laws and regulations.
- Review the University’s risk assessment plan.
- Regularly obtain updates from management, General Counsel, and Internal Audit regarding significant changes in legal and compliance issues.
- Review and assess the adequacy of the FAC’s charter annually, requesting Board approval for proposed changes.

Membership

A minimum of four trustees will serve on the FAC. The chair of the committee will be appointed by the Executive Committee. The chair of the committee may select one certified public accountant or other qualified citizen who is not a member of the Board to serve on the FAC. The external member must have extensive accounting, auditing, or financial management expertise, and may not serve as the chair. The term of appointment is three years and reappointment is allowed. The chair serves a two-year term and is eligible for reappointment, but may not serve more than two consecutive two-year terms as chair. All members of the FAC shall be generally knowledgeable of financial management and auditing matters. At all times, the FAC shall have at least one member with extensive accounting, financial, or management expertise.

The President and the Chief Financial Officer (or the President’s designee for this position) shall be ex officio, non-voting members of the committee.

Each member of the FAC shall be free from relationships that would give the appearance of a conflict or that would interfere with his or her exercise of independent judgment.

Education

The University’s senior management and internal audit department are responsible for providing the FAC with educational resources related to accounting principles, internal controls, applicable policies, and other information that may be requested by the FAC to maintain appropriate financial and compliance literacy.

Meetings

The FAC shall meet quarterly, in conjunction with regular meetings of the Board, or at any other time upon the call of the FAC chair. The FAC will invite members of management, business and finance, auditors, or others to attend and provide pertinent information. Meeting agendas will be provided to members in advance along with proper briefing materials. Minutes will be prepared. The FAC shall also meet at the request of the Comptroller of the Treasury.

A majority of the members of the FAC shall constitute a quorum for the transaction of business.

The University of Memphis Board of Trustees

For Approval

Date: December 12, 2023

Recommendation: Approval of Academic and Student Affairs Committee Charter

Presented by: Chairman Doug Edwards

Background:

The proposed Academic and Student Affairs Committee charter reflects its purpose, authority and responsibilities, membership, and meeting details.

Recommendation:

The Board of Trustees approves the Academic and Student Affairs Committee charter as reflected in the meeting materials.

Academic and Student Affairs Committee Charter

Purpose

The Academic and Student Affairs Committee (“ASA”) oversees the academic enterprise of the university and issues relating to student affairs and success. The committee, in collaboration with academic and student affairs leaders, strives to advance the mission of the university as a comprehensive, internationally recognized, urban public research university preparing students for success in a diverse, innovative, global environment. The committee also oversees matters related to student success including services and resources to increase recruitment, retention, persistence, completion rates and satisfaction.

Authority and Responsibilities

The committee serves to:

1. Ensure, protect, and advance the educational quality of the University and its academic programs;
2. Monitor progress towards the University’s academic performance measures;
3. Advise the Board regarding major changes to the academic programs of the University, such as the creation, merger or closure of degree programs, schools or colleges within the University.
4. Establish policies and procedures related to faculty appointment, tenure and promotion;
5. Establish policies, programs, and procedures affecting students and campus life, including but not limited to student conduct, student housing, campus environment, and student engagement that seek to enhance the educational experiences for all students;
6. Review recommendations for institutional allocations of funding for research support and development;
7. Suggest recommendations on policies and procedures intended to enhance the development of UM research activities and resources, and to support the competitiveness of the research program relative to peer institutions;
8. Approve proposals for new research centers, other new research programs or significant modifications to existing research programs;
9. Receive regular updates on student engagement efforts;
10. Monitor progress on institutional efforts to recruit, retain, and graduate students.

Membership

A minimum of four trustees will serve on the Academic and Student Affairs committee. The chair of the committee will be appointed by the Executive Committee. The Provost, Vice President of Research, and the Vice President of Student Affairs will serve as ex officio members of the committee.

MeetingsThe ASA shall meet quarterly, in conjunction with regular meetings of the Board, or at any other time upon the call of the ASA chair. A majority of the members of the ASA shall constitute a quorum for the transaction of business.

DRAFT

The University of Memphis Board of Trustees

For Approval

Date: December 12, 2023

Recommendation: Approval of Athletics Committee Charter

Presented by: Chairman Doug Edwards

Background:

The proposed Athletics Committee charter reflects its purpose, authority and responsibilities, membership, and meeting details.

Recommendation:

The Board of Trustees approves the Athletics Committee charter as contained in the meeting materials.

Athletics Committee

Purpose

The Athletics Committee shall oversee various aspects of the athletic programs. It may recommend policies for the operation of the intercollegiate athletics program; monitor the program for compliance with University policies, NCAA Constitution and Bylaws, and conference constitution and bylaws, and assist the President and Athletics Director on any aspect of the intercollegiate athletics program for which advice or assistance is requested.

Authority and Responsibilities

- The Athletics Committee oversees the University's athletic program and represents the Board of Trustees in carrying out its fiduciary responsibility with respect to athletics. The Committee participates in developing strategic and facilities plans in collaboration with the Athletics Department and consistent with operating budget and development program parameters. Recommend the type of athletic, academic, compliance, and other reports that the full Board should need to be updated on the health of the athletics program.
- Ensure compliance with University, NCAA, and conference policies and bylaws.
- Receive updates on student-athlete academic progress (including NCAA APR rates).
- Recommends policies concerning the university athletic program as well as those of the conference.
- Shall be provided status updates on athletic accomplishments of the intercollegiate athletics programs.
- Provide insight and feedback on conference affiliation, conference revenue, and conference media deals.
- Ensure athletic facilities provide the athletic programs a competitive advantage.
- Recommend to the Athletic Director benchmarks/standards to measure success of the athletics programs.
- Determine adequacy of the university's compliance functions.

Membership

A minimum of four trustees will serve on the Athletics Committee. The chair of the committee will be appointed by the Executive Committee. The athletic director will serve as an ex officio member of the committee.

Meetings

The Athletics Committee shall meet twice a year or at any other time upon the call of the Athletic committee chair. A majority of the members of the Athletics committee shall constitute a quorum for the transaction of business.

The University of Memphis Board of Trustees

For Approval

Date: December 12, 2023

Recommendation: Approval of Governmental Affairs and Public Policy Committee Charter

Presented by: Chairman Doug Edwards

Background:

The proposed Governmental Affairs and Public Policy Committee charter reflects its purpose, authority and responsibilities, membership, and meeting details.

Recommendation:

The Board of Trustees approves the Governmental Affairs and Public Policy Committee charter as contained in the meeting materials.

Governmental Affairs & Public Policy

Purpose

The Governmental Affairs and Public Policy Committee shall be responsible for reviewing and remaining informed of public and educational policy that impact the University. The committee shall be kept abreast of local, state and federal issues that may affect the University.

Authority and Responsibilities

- Be provided updates on state/federal education policy and initiatives.
- Receive legislative updates that may impact the institution.
- Be informed of the status of state appropriations and its impact on the institution.
- Build positive relationships between state, local, and federal governmental entities.
- Identify local, state, and federal activities that may affect the University.
- Review and recommend policies relating to local, state, and federal legislation.

Membership

A minimum of four trustees will serve on the Governmental Affairs and Public Policy committee. The chair of the committee will be appointed by the Executive Committee. The chief government affairs officer will serve as an ex officio member of the committee.

Meetings

The Governmental Affairs and Public Policy committee shall meet twice a year or at any other time upon the call of the committee chair. A majority of the members of the Governmental Affairs and Public Policy committee shall constitute a quorum for the transaction of business.

The University of Memphis Board of Trustees

For Approval

Date: December 12, 2023

Recommendation: Approval of Advancement Committee Charter

Presented by: Chairman Doug Edwards

Background:

The proposed Advancement Committee charter reflects its purpose, authority and responsibilities, membership, and meeting details.

Recommendation:

The Board of Trustees approves the Advancement Committee charter as contained in the meeting materials.

Advancement Committee

Purpose

The Advancement committee oversees the fundraising, alumni involvement, and fiscal progress of the institution's advancement efforts. The committee ensures that the institution's advancement efforts are prudently managed.

Authority and Responsibilities

- Align institutional and community resources to best advance the institution's fundraising efforts.
- Develop and recommend policies for achieving financial support required to achieve the educational and fiscal goals of the institution.
- Develop and recommend policies and plans for meeting the needs of alumni for involvement and communication with the institution for the purpose of promoting alumni support.
- Advise on annual and capital fundraising goals and recommend them to the full Board when appropriate.
- Ensure alignment between advancement goals, resources, and efforts with the institution's strategic plan.
- Review and recommend naming opportunities for college facilities.
- Formulate and approve policies related to gifts.
- Receive regular updates on the institution's advancement efforts.
- Be provided updates regarding foundation accounts and activities.

Membership

A minimum of four trustees will serve on the Advancement committee. The chair of the committee will be appointed by the Executive Committee. The chief advancement officer will serve as an ex officio member of the committee.

Meetings

The Advancement committee shall meet twice a year or at any other time upon the call of the committee chair. A majority of the members of the Advancement committee shall constitute a quorum for the transaction of business.

12. Board Secretary Appointment

For Approval

Presented by Doug Edwards

The University of Memphis Board of Trustees

Recommendation

For Approval

Date: December 12, 2023

Recommendation: Approval of Board Secretary

Presented by: Chairman Doug Edwards

Background:

According to the Board of Trustees Bylaws (Article I, Section V, e), the Secretary of the Board shall be appointed by the President of the University, subject to Board approval. The Secretary serves as a liaison between the Board and the University administration and is responsible for supporting the Board and its committees, including the giving of required notices of meetings of the Board, preparing the agenda for Board meetings, and the preparation of minutes of meetings of the Board. The Secretary shall perform such other duties as assigned by the Board.

President Hardgrave appoints Dr. Colton Cockrum as Board Secretary effective January 1, 2024. Dr. Cockrum has been employed at the University of Memphis for over 18 years and has held a variety of roles. His current role is Assistant Vice Provost of Institutional Effectiveness, Accreditation, and Academic Assessment.

Recommendation:

The Board of Trustees approves the appointment of Dr. Colton Cockrum as Board Secretary.

13. Additional Business

Presented by Doug Edwards

14. Adjournment

Presented by Doug Edwards