

September 2020 Board of Trustees Meeting

Schedule	Wednesday, September 2, 2020 9:00 AM — 11:00 AM CDT
Venue	Zoom Video Conference
Organizer	Sparkle Burns

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1. Call to Order and Opening Remarks

Presented by David North

2. Roll Call and Declaration of Quorum

Presented by David North and Melanie Murry

3. Approval of Meetings Minutes for June 3, 2020

For Approval

Presented by David North

THE UNIVERSITY OF MEMPHIS

BOARD OF TRUSTEES

MINUTES OF THE FULL BOARD MEETING

June 3, 2020

Memphis, TN

The Board of Trustees of the University of Memphis met at 9 a.m. CST, on Wednesday, June 3, 2020 virtually using the video conferencing system Blue Jeans.

I. CALL TO ORDER

Chairman North called the meeting to order.

Chairman North thanked the Board of Trustees, faculty and staff, and community for joining. Chairman North referenced that these are trying times for everyone throughout the country with the pandemic and social injustice affecting everyone. Chairman North stated that it is important that everyone examine their role with all the events taking place and extended his appreciation to the faculty and staff of the University on the actions that have been taken.

II. ROLL CALL AND DECLARATION OF QUORUM

Melanie Murry, University Counsel and Board Secretary, called the roll and confirmed the following board members were present. Being that the Board of Trustees meeting was held electronically each Trustee had to verify that they could hear clearly and if others were present with them. All Trustees presented affirmed they could hear and had no one present. The following Trustees attended:

Trustee Edwards
Trustee Agnew
Trustee Graf
Trustee Johnson
Trustee Kemme
Trustee North
Trustee Roberts
Trustee Springfield

Secretary Murry announced the presence of a quorum.

III. APPROVAL OF MINUTES – March 4, 2020

Chairman North called for a motion to approve the March 4, 2020 minutes. The motion was made by Trustee Graf and properly seconded. Chairman North called for discussion and none was provided. A roll call vote was taken, and the motion was unanimously approved.

IV. APPOINTMENT OF STUDENT TRUSTEE

Chairman North recognized Dr. Rudd. Dr. Rudd gave his appreciation to the outgoing Student Trustee Noah Agnew. Dr. Rudd nominated Danielle Fong as the new Student Trustee. Dr. Rudd provided an overview of her education and referenced her experience which was provided in the meeting materials. Chairman North nominated Danielle Fong as the new Student Trustee to the Board, which was properly seconded. Chairman North called for discussion and none was provided. A roll call vote was taken, and the motion was unanimously approved.

Trustee Danielle Fong made remarks regarding her appreciation to work as the new student Trustee.

V. PRESIDENT'S UPDATE

Chairman North recognized Dr. Rudd. Dr. Rudd discussed the effects the University faced during the transition to online learning. All the student support services including health services and advising services are now being held virtually. Dr. Rudd expressed his appreciation to those that helped during this transition and explained that the spring student performance improved this year despite the circumstances.

Dr. Rudd provided an overview of the current financial affairs. He stated that the fiscal year budget was ending, and the University did not have to have any reductions in support of the budget. He gave a summary of the University's efforts with the CARES ACT funding and that Chief Financial Officer Raajkumar Kurapati and his team were able to distribute between \$7 to 8 million dollars to students in financial support. The new state budget is waiting to be approved at the end of June and there is expected to be a decrease of 12% in state support the University receives. Dr. Rudd explained that this only refers to the state allocation of the University's budget. Dr. Rudd further explained that the budget presented later will not be accurate and the budget information will have to be represented to the Board once the University is able to present the budget that reflects that state budget.

Dr. Rudd explained that the University is continuing the construction projects on campus. He also shared that student enrollment for Summer 2020 has increased. Dr. Rudd explained that there were a variety of incentives that contributed to the increase of the student enrollment. The university has over 2,500 students registered for New Student Orientation and this is 13% above last year's New Student Orientation numbers. Dr. Rudd expressed appreciation to those staff for developing the virtual New Student Orientation. The University has taken the steps to keep the tuition and fees low for the next upcoming year and has made progress and is continuing to make progress to reaching R1 status.

Dr. Rudd completed his presentation and welcomed Trustees to ask any questions. The Trustees did not have any questions, but several made comments. Trustee Graf referenced the good financial status of the University and thanked Dr. Rudd for his leadership. Trustee Edwards commented on enrollment trends and how far ahead the University is over other institutions in Tennessee as it relates to online offerings. The other Trustees also expressed their appreciation for Dr. Rudd's leadership along with that of the President's Council.

VI. TENURE AND PROMOTION RECOMMENDATION LIST

Chairman North recognized Dr. Tom Nenon. Dr. Nenon presented the tenure and promotion recommendation list. The list recommended five faculty members for tenure, 17 for promotion, and 20 for tenure and promotion to the rank of Associate Professor. Chairman North called for a motion. The motion was made by Trustee Kemme and properly seconded. Chairman North called for discussion and none was provided. A roll call vote was taken, and the motion was unanimously approved.

VII. TENURE UPON APPOINTMENT

Chairman North recognized Dr. Tom Nenon. Dr. Nenon presented the tenure upon appointment for Dr. James Vardaman. The faculty and the dean of the Fogelman College of Business and Economics have selected Dr. Vardaman to be the Holder of the Free Enterprise Chair of Excellence in Management. The candidate's specialty is small business and family own businesses. Chairman North called for a motion. The motion was made by Trustee Kemme and properly seconded. Chairman North called for discussion and none was provided. A roll call vote was taken, and the motion was unanimously approved.

VIII. REQUEST FOR ACADEMIC PROGRAM

Chairman North recognized Dr. Tom Nenon. Dr. Nenon presented the new program for the Master of Nonprofit Management. The new program developed from a conversation between Dr. Rudd and the head of ASLAC St. Jude Children's Research Hospital. Dr. Nenon explained that the program will increase the workforce qualifications for those working in philanthropy and non-profit. The new program will also utilize faculty and courses already offered at the University. Chairman North called for a motion. The motion was made by Trustee Edwards and properly seconded. Chairman North called for discussion. Trustee Edwards and Trustee Kemme provided comments regarding the new program. A roll call vote was taken, and the motion was unanimously approved.

IX. CAPITAL BUDGET REQUESTS FOR FISCAL YEAR 2022

Chairman North recognized Chief University Planning Officer, Tony Poteet. Mr. Poteet discussed the projects that the University is conducting and that the information being presented is what the University is asking the state for in appropriations for facilities for both new renovations and maintenance on campus. Capital Outlay, capital maintenance, and disclosures are the three categories that the request covers. There are four projects in the current state budget. In the capital outlay and capital maintenance categories, the renovations and maintenance that will take place are the construction of the STEM Research and Classroom building, renovating Mitchell and Clement Halls to be replaced with academic classrooms, maintenance on building interiors in multiple buildings, building

envelope repairs, HVAC controls replacements, HVAC repairs and replacements, and other additional repairs in other buildings on the main University campus and the Lambuth campus. The total renovation cost is \$31.5 million. The University will not get that far in the renovation process; however, THEC asked that the University submit a plan for projects for 3 to 5 years. There are no new disclosures currently. Chairman North called for a motion. The motion was made by Trustee Graf and properly seconded. Chairman North asked for any comments or discussion and none was provided. A roll call vote was taken, and the motion was unanimously approved.

X. FINAL OPERATION BUDGET FOR FISCAL YEAR 2020 AND PROPOSED OPERATING BUDGET FOR FISCAL YEAR 2021

Chairman North recognized Executive Vice President and Chief Financial Officer, Raajkumar Kurapati. Mr. Kurapati presented the final operating budget for fiscal year 2021 and the proposed operating budget for fiscal year 2021. Ms. Kurapati also explained that the University received additional instructions from the State of Tennessee to plan for contraction in the State's support. The state has provided a 12% target and the University is working to address and present plans by June 30th. The final numbers are unknown currently until the legislators pass the state budget. The proposed budget for fiscal year 2021 was developed in accordance with the State appropriations that were originally recommended. The budget will be adjusted due to the circumstances. Included in the appropriations was no tuition increase, flat rate enrollment, and 1.5% salary pool; however, the salary pool will not be implemented.

Trustee Kemme asked whether the 12% target was fixed and to explain the process and his concerns about cutting the budget. Mr. Kurapati explained that the estimated number of 12% is the worst-case scenario provided by THEC and others, and they are expecting the University to have a plan to cut at 12%. Trustee Kemme further questioned whether the cut was independent of the University's own revenue generated from tuition, fees and enrollment as well as if the outlook on these items were positive for the fall. Dr. Rudd clarified that the 12% is only specific to the state allocations and that he hoped that they would be positive but cautioned that because of the modified nature of the University's return to campus, particularly based on housing, the University will not have auxiliary revenue. Chairman North asked Mr. Kurapati to summarize the remainder of his presentation. Chairman North called for a motion. The motion was made by Trustee Graf and properly seconded. Chairman North asked if there were any other questions for Mr. Kurapati and no questions were asked. A roll call vote was taken, and the motion was unanimously approved.

XI. HOUSING DEVELOPMENT ON DELOACH STREET

Chairman North referred the Board of Trustees to the meeting materials provided. Chairman North amended the motion, regarding the housing development on Deloach Street, presented in the meeting materials to consider the impact on the current residents

and the local community to be included in the recommended motion. Chairman North called for a motion. The motion was made by Trustee Kemme and was properly seconded.

Chairman North recognized Mr. Kurapati to comment. Mr. Kurapati referred to the Board of Trustees prior approval and explained this presentation is for approval of the next phase. The project will add 130 beds to housing which will bring more revenue. Trustee Edwards commented that the expansion north of campus is a positive transaction for everyone and will provide quality housing for the students. Chairman North called for discussion and none was provided. A roll call vote was taken, and the motion was unanimously approved.

XII. INTERNAL AUDIT CHARTER

Chairman North referred to the Internal Audit Charter presentation. No action was required for the agenda item. Chairman North referred the Internal Audit Charter to Audit Committee Chair, Trustee Springfield. Chairman North asked if Trustee Springfield had any observations. Trustee Springfield mentioned the discussion with Ms. Deaton regarding how Internal Audit may need to change its processes relative to the current environment.

XIII. FISCAL YEAR 2021 AUDIT PLAN

Chairman North recognized Chief Audit Executive, Vicki Deaton. Ms. Deaton presented the fiscal year 2021 audit plan. Ms. Deaton provided some background information on the fiscal year 2021 audit plan. Ms. Deaton explained that the audit universe is broken into three categories and other entities outside of Internal Audit come to the University and conduct investigations. Ms. Deaton further explained that in the last five years the University has had a project in all but one of the 28 entities. Internal Audit's plan for the upcoming fiscal year is to be flexible and try to complete the projects to the best of their ability under the circumstances. Chairman North called for a motion. The motion was made by Trustee Johnson and properly seconded. Chairman North called for discussion or questions and none was provided. A roll call vote was taken, and the motion was unanimously approved.

XIV. SUMMARY OF AUDIT REPORTS ISSUED

Chairman North referenced the agenda item. Item not presented.

XV. GRIEVANCE ACTIVITY REPORT

Chairman North referenced the agenda item. Item not presented.

XVI. FEASIBILITY STUDY

Chairman North referenced the agenda item. Item not presented.

XVII. NEW TITLE IX REGULATION OVERVIEW

Chairman North recognized Director of Institutional Equity and Chief Compliance Officer, Tiffany Cox to give background information about the new Title IX Regulations. Ms. Cox explained that the new finalized Title IX regulations were received two weeks ago from the Department of Education Office for Civil Rights. She clarified that the new regulations will require the University to make changes to the Title IX policy and process. The new regulations will also require changes to the student disciplinary process and potentially the employee disciplinary processes as well as many other changes.

XVIII. UPDATE OF THE INFORMATION SECURITY PROGRAM

Chairman North asked that Chief Information Officer, Robert Jackson present the update on the security program at the next Board meeting.

XIX. ADDITIONAL BUSINESS

No additional business.

XX. ADJOURNMENT

Chairman North adjourned the meeting.

4. President's Update

Presentation

Presented by M. David Rudd

5. Eradicating Systemic Racism and Promoting Social Justice Initiative

Presentation

Presented by Karen Weddle-West

6. Report and Recommendations of the Academic Research and Student Success Committee

For Approval

Presented by David Kemme

The University of Memphis Board of Trustees

Recommendation

Presentation

Date: August 27, 2020

Committee: Academic, Research, and Student Success

Presentation: Approval of Tenure upon Appointment

Presented by: Dr. Thomas Nenon, Executive Vice President for Academic Affairs and Provost

Background:

Dr. Papadopoulos is the incoming Sparks Family Chair of Excellence in Global Research Leadership in the Department of Computer Science. He has an exceptional record in teaching and mentoring students, publications, research funding, and service. He has been a tenured full professor at Colorado State University since 2014 and served as a program officer for the Department of Homeland Security (DHS) Science and Technology Directorate (S&T) from 2018 to 2020. He has been prolific with grants, receiving more than 32 contracts and Grants totaling over \$26M. Moreover, he has published 14 journal papers and 64 conference papers in high impact venues, receiving a total of 7616 citations. He has fulfilled the current tenure-track probationary period performance requirements in teaching, research, and service at the University of Memphis.

Committee Recommendation:

The Academic, Research, & Student Success Committee recommends approval of tenure upon appointment for Dr. Papadopoulos.

The University of Memphis Board of Trustees

Recommendation

Approval

Date: August 27, 2020

Committee: Academic Research and Student Success

Presentation: Student Code of Conduct, Title IX Rule

Presented by: Justin Lawhead, Dean of Students and Chief Safety Officer

Background:

Per the Uniform Administrative Procedures Act, policies involving the discipline of students must be approved by the Tennessee state legislature through the rulemaking process. The new federal Title IX regulations, with an effective date of August 14, require that institutions of higher education have in place policies to comply with the federal regulations. Because the Title IX regulations contain provisions related to the discipline of students, it is necessary that student specific provisions of the University's Title IX policy be approved by the state legislature. Therefore, an emergency rule is being implemented to comply with state law.

Recommendation:

The Academic, Research and Student Success Committee recommends approval of the Student Code of Conduct, Title IX Rule as reflected in the meeting materials.

7. Report and Recommendations of the Audit Committee

Report

Presented by Susan Springfield

8. Report and Recommendations of the Governance and Finance Committee

For Approval

Presented by David North

The University of Memphis Board of Trustees

Recommendation

Presentation

Date: August 25, 2020

Committee: Governance and Finance

Presentation: Comprehensive Campaign

Presented by: Joanna Curtis, Chief Advancement Officer

Background:

The University's last comprehensive fundraising campaign, *Empowering the Dream*, concluded in June 2013. The campaign goal was \$250M, which the University surpassed with more than \$256M raised. In 2018, the Advancement Office started planning the next major campaign. A campaign feasibility study conducted by Bentz Whaley Flessner, a leading fundraising consulting firm, during the 2019-20 fiscal year concluded that the University should proceed with a blended campaign for academics, research, and athletics with a \$600M working goal.

Committee Recommendation:

The Governance and Finance Committee recommends the approval of the planning and leadership phase of a comprehensive fundraising campaign for academics, research, and athletics.

The University of Memphis Board of Trustees

Recommendation

For Approval

Date: August 25, 2020

Committee: Governance and Finance Committee

Recommendation: New Board Policy – Reorganization and Reduction in Force

Presented by: Raaj Kurapati, EVP/Chief Financial Officer

Background:

As authorized by T.C.A. § 49-7-134 the Board of Trustees governs reductions in force that could result in employee layoffs or terminations at the University of Memphis. This Reorganization and Reduction in Force Policy establishes and details a consistent and equitable method of notifying and separating staff employees whose positions are eliminated or whose working hours are reduced due to budget reductions, reorganizations and/or institutional realignments

Committee Recommendation:

The Governance and Finance Committee recommends approval of this new Board policy, Reorganization and Reduction in Force.

9. Additional Business

Presented by David North

10. Adjournment

Presented by David North