

EAST TENNESSEE STATE UNIVERSITY
BOARD OF TRUSTEES
EXECUTIVE COMMITTEE
AUGUST 2017 SPECIAL CALLED MEETING

4:00-5:00pm EDT
Tuesday
August 1, 2017

President's Conference Room
Burgin Dossett Hall
1276 Gilbreath Drive
Johnson City, TN

AGENDA

- I. Call to Order
- II. Roll Call
- III. [Approval of the Executive Committee Minutes of May 25, 2017](#) [action item] (5 minutes)
- IV. Report from the President [information item] (15 minutes)
- V. [Review Termination Appeal from Former Faculty Member](#) [action item] (30 minutes)
- VI. Other Business
- VII. Adjournment

EAST TENNESSEE STATE UNIVERSITY
BOARD OF TRUSTEES

ACTION ITEM

DATE: August 1, 2017

ITEM: Approval of the Minutes of May 25, 2017

COMMITTEE: Executive Committee

RECOMMENDATION: Approval

PRESENTED BY: David Linville, Secretary

The minutes of the Executive Committee meeting of May 25, 2017 are included in the meeting materials.

MOTION: I move that the Board of Trustees adopt the resolution, approving the minutes as outlined in the meeting materials.

RESOLVED: The reading of the minutes of the May 25, 2017 meeting of the Executive Committee is omitted, and the minutes are approved as presented in the meeting materials, provided that the Secretary is authorized to make any necessary edits to correct spelling errors, grammatical errors, format errors, or other technical errors subsequently identified.

EAST TENNESSEE STATE UNIVERSITY
BOARD OF TRUSTEES
EXECUTIVE COMMITTEE

MINUTES

May 25, 2017
Johnson City, Tennessee

The Executive Committee of the East Tennessee State University Board of Trustees held its first meeting at 2 p.m. on Thursday, May 24, 2017, in the President's Conference Room in Burgin E. Dossett Hall on ETSU's main campus in Johnson City, Tennessee.

I. Call to Order

Scott Niswonger, chair of the Board of Trustees, called the meeting to order.

II. Roll Call

Secretary Dr. David Linville informed Chair Niswonger that he did not detect a physical quorum present; however, a quorum did exist by the inclusion of those members participating by electronic means. In accordance with Tennessee Code § 8-44-108 section (b) (2), Secretary Linville offered up to the committee the following circumstances that necessitated the reason for holding the meeting:

- It is necessary for the Executive Committee of the Board to meet in order to review the agenda for the June 9 Board of Trustees meeting.
- The prompt necessity of this committee's meeting did not provide adequate time for this committee's membership to make necessary arrangements to be physically present for a quorum.
- For these reasons, Secretary Linville contended that participation by a quorum of the committee members by electronic or other means of communication is necessary.

Secretary Linville asked Chair Niswonger that a motion be made and a roll call vote be taken for a determination on the necessity of holding this meeting. An affirmative vote, he explained, signifies that a necessity does exist for this meeting to proceed, while a dissenting vote signifies that a necessity does not exist for the meeting to proceed.

Trustee David Golden made the motion that a necessity did exist for the meeting to proceed. It was seconded by Trustee Dr. Linda Latimer and received unanimous approval.

Trustees in attendance were:

Scott Niswonger, chair (via telephone)

David Golden (via telephone)
Dr. Linda Latimer (via telephone)

In attendance physically were President Brian Noland and Secretary David Linville. Guests in attendance included Dr. Mike Hoff; Nathan Morabito of WJHL-TV; and Jennifer Hill of University Relations (taking minutes).

III. Dr. Brian Noland Leads Discussion

President Noland referred members to the proposed agenda provided electronically to members in advance and noted that it was his hope that this meeting would establish the protocol of a regular meeting between the Executive Committee and himself prior to each quarterly Board of Trustees meeting. Such meetings will provide an opportunity for conversations regarding emerging issues and for the Executive Committee to review and authorize the proposed quarterly meeting agenda, allowing Dr. Noland to direct staff to finalize preparations for the quarterly meetings.

President Noland explained that the agenda structure would include the Consent Agenda, reports from the Finance and Administration Committee and Academic and Student Affairs Committee, and other items, and proceeded to go over these agenda items with the Executive Committee.

A. Consent Agenda

1. Policies from the Finance and Administration Committee – President Noland noted that these policies will have been reviewed and approved at the committee level.
2. Audit Committee Charter – President Noland Noted that this charter was adopted by members of the Audit Committee.
3. Office of Internal Audit Charter – President Noland Noted that this charter, likewise, was adopted by members of the Audit Committee.
4. Policies from the Audit Committee – President Noland noted that the Board would be approving the actions of the Audit Committee.
5. Minutes of April 24, 2017, Academic and Student Affairs Committee
6. Minutes of April 28, 2017, and May 26, 2017, Finance and Administration Committee
7. President Emeritus Contract – President Noland the Board is required by code to review and approve this contract in order for the emeritus status previously afforded to Dr. Paul E. Stanton, Jr., by the Tennessee Board of Regents to continue.

Chair Niswonger indicated concurrence with these items as presented.

B. Report from the Finance and Administration Committee

President Noland reported that this Committee previously met April 28, 2017, and is scheduled to meet on May 26, 2017, and again on the day of the quarterly meeting of the Board, June 9, 2017.

1. Rule on Residency and Classification – President Noland noted that this will clarify and formalize the policy on residency to state that an individual must reside and work in the state of Tennessee for one year to be classified as in-state; he said that previously, this was a “rule of thumb” followed by the university.
2. Pilot Proposal for the Department of Social Work – President Noland said this would allow Social Work students physically taking courses at sites in Abingdon, Virginia, and Asheville, North Carolina, to pay in-state tuition.
3. Pilot Proposal for the Department of Educational Leadership and Policy Analysis – President Noland said this pertains to a partnership the University is building with the regional Community College Association.
4. Approval of Tuition and Fees 2017-18 – President Noland said this is currently working its way through committee.
5. Approval of the University Budget 2017-18 -- President Noland said this is currently working its way through committee.

President Noland stated that he did not anticipate any other major items moving through the Finance and Administration Committee that would be presented to the Board on June 9.

Chair Niswonger indicated concurrence with these items as presented, and asked if committee members had anything to add at that point. There being none, President Noland continued.

C. Report from the Academic and Student Affairs Committee

President Noland stated that this committee is likewise continuing with its meetings and will meet in person prior to the full Board meeting on June 9. The two items to be discussed are:

1. Promotion and Tenure of Faculty Members
2. Periodic Notification of Academic Actions

President Noland noted that Promotion and Tenure of Faculty Members will be a standing item on the Board’s agenda each June, and that Periodic Notification of Academic Action will be a regular standing item on Board agendas. He turned to Secretary Linville for further explanation.

Secretary Linville asked Committee members to recall that during the called Board meeting on May 8, 2017, Trustee Latimer, Chair of the Academic and Student Affairs Committee, indicated that certain actions will regularly be presented by the University’s Office of Academic Affairs that do not require Board approval, but of which the Board will be notified. Some of these actions involve required regular reporting to the Tennessee Higher

Education (THEC). Secretary Linville stated that it was thought that the best way to provide such information to the Board, rather than sending frequent emails to Board members, would be to include it as an informational item on the agenda to ensure that Board members have the information and that it is recorded in the minutes. Secretary Linville asked for Committee members' thoughts or actions.

Trustee Latimer asked for confirmation that ETSU is on the THEC calendar to report this information three times each year, and Secretary Linville confirmed that was correct. Trustee Golden stated that a good idea would be to include the information in the Board mailings and put it on the agenda in case of questions. Secretary Linville indicated concurrence with this.

D. Further Agenda Items

President Noland indicated that rather than moving through a committee process, the following items would work through the full Board structure:

1. Memorandum of Understanding with Mountain States Health Alliance (MSHA) – President Noland said this memorandum outlines the clinical, educational and research relationships between the University and MSHA; this memorandum is concurrently being taken before the MSHA Board for approval.

President Noland noted that while this memorandum is separate from the ongoing talks regarding the proposed merger between MSHA and Wellmont, he has learned in conversations with Board members that there is interest in affirming the Board's support for the merger. He said this agenda item could provide an opportunity for the Board to discuss not only the currently existing relationship between ETSU and MSHA, but what could be if the merger continues to move forward.

Chair Niswonger stated that this was a good idea, and Trustee Latimer expressed agreement. President Noland asked if Chair Niswonger would like for the University to take the liberty of drafting a letter of support to be sent to him for review, so that it could be available for the Board's signature the day of the meeting. Chair Niswonger stated that he would, and President Noland stated that he would direct staff to proceed accordingly.

2. Presentation on Open Meetings and Open Records Laws by University Counsel – President Noland noted that this item is in response to questions from Board members following the inaugural meeting of the Board on March 24, 2017, and the initial presentation on the topic by THEC. It will be modeled after a presentation given to the University of Memphis Board of Trustees.
3. Strategic Plan Implementation: Presentation on Student Recruiting – President Noland noted that this informational item would be presented by Associate Vice Provost Brian Henley, head of Undergraduate Admissions. It will be an overview of activities the Undergraduate Admissions Staff has been engaged in during the 2016-17 academic year to build the 2017-18 entering freshman class, for which the goal is 2,100 students. President Noland indicated this report will not get into enrollment projections, but this

overview of the University's enrollment profile and playbook will be the first action item pertaining to implementation of the Strategic Plan, with other action items to be presented in subsequent sessions. Chair Niswonger stated that he believed the Board members would be very interested in that.

4. President's Report – This last item would consist of a review of the 2017 Tennessee Legislative Session and an update on various capital projects in the works at the University.

President Noland indicated that is all that is currently on the agenda for June 9, but he would be open to any thoughts, changes and additions proposed by the Executive Committee.

Chair Niswonger asked if Committee members had anything to add.

Trustee Golden asked President Noland if guidance is being given to presenters regarding time allotted for their presentations, and President Noland stated that it was. Trustee Golden suggested that the time allocations be indicated on the agenda so Board members would have a good sense of the use of time and be able to make sure items toward the end of the agenda do not get short-changed in favor of items early in the agenda. President Noland stated that this will be done, and staff will prepare accordingly, and will make sure to afford ample time for conversation and dialogue among Board members. Secretary Linville added that the Board committee chairs will be asked to provide introductions to their agenda items, and staff will be available to provide more information, if needed.

President Noland said he anticipates that significant time will be spent in conversation surrounding tuition and fees and the 2017-18 budget, but that the bulk of the agenda items should move at a measured pace.

Trustee Golden said that actions considered in committee have had good discussion and review prior to full Board members. President Noland cited tuition and fees as an example, pointing out that the Finance and Administration Committee will have discussed this at three prior meetings, and that the June 9 Board meeting will be the fourth opportunity for those members to digest the information, while the June 9 meeting will be the first time other Board members see the proposal. Trustee Golden stated that would be a good way to frame it on the day of the Board meeting so that Board members get just the information that is needed; he said that if the full board extensively revisits what the committees have done, that fails to take advantage of the efficiencies of committee work.

Trustee Golden added that under Robert's Rules of Order, a committee recommendation can be taken to a vote without a second. Secretary Linville stated that is correct, but that the Board does not technically follow Robert's Rules to the letter but is allowed in its bylaws to adopt its own parliamentary procedure. Secretary Linville said it was his understanding that if something is unanimously agreed to, the Board's bylaws allow it to go directly on the Consent Agenda.

President Noland said he would direct Secretary Linville to work with staff to finalize preparation of the Board material and provide these materials to the Board no later than June

1, 2017. Going forward, the goal is to have materials to Board members 14 days in advance of quarterly meetings. Chair Niswonger indicated this would be sufficient time.

IV. Further Discussion

A. Capital Projects

President Noland updated the Executive Committee on capital projects he plans to discuss at the full Board meeting:

1. The new football stadium remains on schedule despite recent heavy rainfall.
2. Design work is beginning on the forthcoming D.P. Culp University Center renovation.
3. The renovation project at Building 60 on the James H. Quillen Veterans Affairs Medical Center campus is on time and under budget.
4. The Performing Arts Center was recently approved by the State Building Commission and preparations are being made for groundbreaking in August or September 2017.
5. President Noland stated he wanted to make sure the Executive Committee is comfortable with his ideas regarding the Millennium Center before speaking at length to the full Board about it on June 9. He said that with Board support, there is a need to begin conversations with the city of Johnson City regarding short-term and long-term plans for space use at the Millennium Center once ETSU assumes management of the property. A short-term need this space could fill would be to temporarily house staff who will be displaced by the coming Culp Center renovation, and a long-term use, particularly for the first floor, might be to house the College of Business and Technology. He stated that if the Executive Committee is comfortable with this, he will bring it before the Board on June 9 to request authorization for staff to begin due diligence on this process. All three members of the Executive Committee indicated support, and President Noland indicated he would proceed. He said updates will be brought to the Board in coming months as conversations with the city move forward.

B. Personnel Matters

President Noland informed the Committee that there has been an ongoing review by the ETSU Division of Internal Audit related to a personnel matter in the Department of Intercollegiate Athletics. He anticipates this will come before the Audit Committee at its next meeting on June 9, and it will be up to the Board to approve the audit. Committee members indicated concurrence with this.

President Noland also informed the committee that he has made his determination with respect to the tenure status of a faculty member at the institution, and that per policy, this faculty member has the ability to appeal that decision to the Board. To date, the University has yet to receive notification of appeal, but in the event it does occur, the

appeal process will be governed by the policy that was previously approved by the Board. Chair Niswonger indicated concurrence with this.

In response to questions he has received from Board members regarding the status of plans pertaining to the executive positions of Chief Financial Officer and Chief Operating Officer, which are currently held on an interim basis by Dr. B.J. King and Jeremy Ross, respectively, President Noland said he would like to continue to evaluate these positions over the summer and come to the Board with his final recommendations at the September meeting. He stated that he is very pleased with the work that Dr. King and Mr. Ross are doing. Chair Niswonger indicated concurrence with this.

Chair Niswonger, on behalf of the Executive Committee, requested that Dr. Linville begin to put together for that same meeting materials pertaining to evaluation of President Noland, including President Noland's self-evaluation and the campus evaluation. He also requested that Secretary Linville look at Chief Executive Officer compensation at peer institutions, particularly at the five other Tennessee state universities now under their own boards of governance. Secretary Linville stated he would proceed and would also work to provide guidance on what the Board should consider not just in terms of presidential compensation, but also in evaluation of the president both annually and in a more in-depth manner every four years. Trustee Latimer said that was a great suggestion, and Trustee Golden added that information on other terms in the contract beyond compensation would be helpful to affirm. President Noland said that he would provide Secretary Linville a copy of his materials on file from when he directly reported to the Chancellor of the TBR.

C. Board Retreat

President Noland said that a couple of dates in September 2017 are being considered for a possible Board Retreat, in which Chair Niswonger and other Executive Committee members have expressed interest. He said the University is also looking at the possibility of work sessions for Board members. Such work sessions would be led by staff and focus on thematic areas, such as enrollment, recruitment and retention or an overview of the Quillen College of Medicine and Medical Education Assistance Corporation operations. He said colleagues at other institutions have standing retreats, which are more informal opportunities to talk about trusteeship and learn more about the operations of the institution; these sessions sometimes feature outside speakers and national experts. Executive Committee members concurred with this idea, and President Noland said he would prepare a proposed calendar with the Board at the June 9 meeting.

D. SACSCOC Substantive Change

President Noland stated that he wished to share good news and convey appreciation to Chair Niswonger and members of the Executive Committee for the time they invested leading up to the University's campus visit by the Substantive Change Committee of the Southern Association of Colleges and Schools Committee on Colleges (SACSCOC),

which was held May 15-17, 2017. ETSU was the first of the six Tennessee institutions undergoing the substantive change process, and President Noland reported that the meeting went very well. He said the Committee left with a positive report, with no findings or recommendations. He added that this report is pending approval by the SACS Board, which will occur in December 2017. Chair Niswonger congratulated the ETSU team on this successful visit.

Chair Niswonger asked if Committee members had anything additional for the meeting. There being none, he entertained a motion for adjournment, which was made by Trustee Golden and seconded by Trustee Latimer. The motion to adjourn was unanimously approved.

The meeting was adjourned at 2:36 p.m.

EAST TENNESSEE STATE UNIVERSITY
BOARD OF TRUSTEES

ACTION ITEM

DATE: August 1, 2017

ITEM: Review Termination Appeal from Former Faculty Member

COMMITTEE: Executive Committee

PRESENTED BY: David Linville, Secretary

Dr. David Champouillon, a tenured faculty member who was terminated by the university on May 19, 2017, has petitioned the Board of Trustees, appealing the decision made by the university.

A packet of information was mailed directly to members of the Executive Committee which included the following documents:

- University Tenure Policy
- Appeals to the Board Policy
- A letter from Dr. Champouillon's attorney requesting the appeal
- A response to this appeal request from the University Counsel
- A response from Dr. Champouillon after receiving University Counsel's response

The Appeals to the Board Policy outlines the following provisions that govern the review by the Committee of an appeal under this policy:

1. A decision may be remanded for further consideration upon a finding that it was not made in accordance with applicable state or federal law or ETSU procedures; provided, however, that the decision should not be remanded if the procedural error was not material to the decision and therefore constituted harmless error;
2. A decision may be modified or reversed only upon a finding that the decision constituted an abuse of discretion or was made in violation of applicable state or federal law or ETSU policies; provided, however, that the decision should not be modified or reversed if the violation of policy was not material to the decision and therefore constituted harmless error;
3. A decision should be affirmed in the absence of a finding of abuse of discretion or material violation of applicable state or federal law or ETSU policies or procedures.

4. Notwithstanding any provision herein to the contrary, any decision may be remanded by the Board for a resolution of the matter which is mutually acceptable to the parties or which is, in the best judgment of the Board, a fair and equitable resolution.

If the petition to appeal is granted, the Committee shall hear the appeal at a subsequent regularly scheduled meeting of the Committee and may request the person appealing to appear and present arguments on his or her behalf.

The Committee shall recommend action to the Board. The decision of the Board shall be final and binding for all purposes.