

**Meeting of the Tennessee State University Board of Trustees  
May 15, 2024 (Virtual Meeting via Zoom)  
Tennessee State University – Hankal Hall**

**MINUTES**

**Board Members Present:** Trustees Dakasha Winton (Chair), Kevin Williams, Marquita Qualls, Dwayne Tucker, Artenzia Young-Seigler, Jeffery Norfleet, Terica Smith, Charles Traughber, Trevia Chatman

**University Staff Present:** President Glenda Glover; Laurence Pendleton, General Counsel and Board Secretary; and Douglas Allen, Vice President of Business and Finance were present, along with several other University staff

**I. CALL TO ORDER**

Chair Winton called the meeting to order at 6:33 (Eastern)/5:33 p.m. (Central) on May 15, 2024.

She noted that there are two action items and two discussion items on the agenda for the meeting, with the first item being a finding of facts for the record regarding electronic participation of the Board. First, however, Chair Winton made a finding of fact for the record with respect to the last Board of Trustees meeting that took place on Friday, April 26, 2024. During that meeting, Chair Winton noted, she participated electronically via telephone. She asked for the record to reflect that during that meeting, she could clearly hear those participating on the call, and there were no individuals who were present in the location from which she was participating in the meeting.

Next, she made certain findings on the record regarding the necessity for conducting the day's meeting by electronic participation without a physical quorum present. The Chair stated that the Board was scheduled to take up important matters, which required timely action by the Board, including, but not limited to, a discussion about the processes to establish the 2024-2025 annual budget and Master Plan, the approval of a modification of Board Policy No. 002 – Committees of the Board of Trustees of Tennessee State University, a Board Chair report on the Setting of Board Committees and Committee Assignments, and to receive an update on TSU's Presidential Search process.

Chair Winton moved that the Board find that participation by a quorum of the Board members by electronic means of communication is necessary. The motion was seconded by Trustee Young-Seigler. A roll call vote was taken by Secretary Pendleton, and Trustees Chatman, Norfleet, Qualls, Smith, Traughber, Tucker, Winton, and Young-Seigler each voted in favor of the motion. The motion carried. Trustee Williams later joined the meeting.

**II. WELCOME AND INTRODUCTIONS**

The Board Chair welcomed the attendees prior to roll call.

**III. ROLL CALL/DECLARATION OF A QUORUM**

Chair Winton asked the committee members to state if any of the committee members could not hear or speak with each other. She further asked the committee members to indicate if someone was present with them from the location in which they were calling. No committee members indicated there was anyone present.

Board Secretary Pendleton called the roll at the Chair's request. The following Trustees were present during roll call: Trustees Chatman, Norfleet, Qualls, Smith, Traugher, Tucker, Winton, Young-Seigler, and Williams. Board Secretary Pendleton announced the presence of a quorum. Trustee Williams was also noted as present on the virtual meeting.

#### **IV. DISCUSSION OF BUDGET AND MASTER PLAN PROCESSES**

Chair Winton introduced the next agenda item, a discussion of the University budget. She asked VP Doug Allen, the University's Chief Financial Officer, to present information on this agenda item.

VP Allen presented information regarding the budget process over the course of a fiscal year. The budget office is finalizing the FY 24-25 operating budget. THEC provided additional information related to tuition and fee caps. Estimated and proposed budgets will be presented at the next Finance Committee meeting on May 29, 2024, and the proposed FY 25 budget will be presented at the next full Board of Trustees meeting.

Chair Winton noted that the THEC meeting is scheduled for the next day, May 16, 2024.

VP Allen offered information on the budgeting process throughout the fiscal year. During Fiscal Quarter 1 (July, August, and September), budgets for the new fiscal year will be posted on the Budget Office website. This is a process mandated by the State. Budget documents are submitted to THEC. Divisions make requests to the Budget Office in August.

VP Allen further reviewed Fiscal Quarter 2 (October, November, and December) processes. There are two budgets – an estimated budget and a proposed budget that is submitted by the President to TBR and the TSU Board of Trustees for approval at the quarterly Board meeting. In November, revised schedules are submitted to THEC. In December, the University receives approval of a revised budget from TBR after the December Board meeting. Documents for proposed changes to mandatory and non-mandatory fees are sent to departments.

During Fiscal Quarter 3 (January, February, and March), the work includes the posting of revised budgets online and work on fee change recommendations. In February, they begin work on “pre-budget” processes that must be done prior to actual budget work. For the FY 25-26 budget, they will submit a fee increase for incidental and non-mandatory fees, to be approved during the March Board meeting.

During Fiscal Quarter 4 (April, May, and June), the work includes detailed work on completing the Estimated and Proposed Budgets in April and submitting proposed budgets to TBR and the Board for approval. In June, approval of the Proposed Budget is received from TBR and the Board

of Trustees after their respective board meetings and any required changes are submitted to the Bursar to update fee sheets. The Bursar's Office posts approved fee changes to its website.

Chair Winton asked if there were any questions regarding the process. A discussion took place regarding the budget process and documents and information that the Board would like to see and be advised about during the process.

Trustee Traugher asked about budget policies and where they can be found. VP Allen stated these can be found online, and they are TBR policies. President Glover said that the policies can be sent to the Board.

A discussion took place regarding the FOCUS Act and the adoption of TBR policies. Trustee Chatman asked VP Allen to send his presentation to the Board.

VP Allen further explained that the process that TSU uses is the same as that which is used by other LGIs.

Trustee Chatman asked to see a comparison of historical budgets. Chair Winton added that they would like to know about the types of budget items that might change in a year that the Board should be aware of in reviewing the Estimated and Proposed Budgets.

Trustee Tucker asked whether financial information is provided in advance of meetings. Secretary Pendleton said that materials are presented in advance of meetings for the Board's review. This is also done before committee meetings.

Trustee Chatman asked for a narrative in addition to numbers being presented. VP Allen said he does provide this, as well.

VP Allen next provided a timeline for the Master Plan. VP Allen explained that TBR contracted with Woolpert Engineering to execute a Master Plan Update and Facility Conditions Assessments ("FCA") Survey for TSU, which was executed in March 2023. VP Allen explained that the Master Plan Update is made up of two components: (1) the FCA, which documents a building's condition and the remaining life of its components, as well as information on the building's Deferred Maintenance; and (2) the Master Plan Update "Update" ("MPU") which documents any current or planned changes to physical structures and grounds on all TSU campuses, as well as reflects changes to the strategic and mission goals/needs of the University.

FCAs were set to be completed by June 4, 2023, and the MPU was set to be completed on or before January 31, 2024. VP Allen explained challenges and delays in meeting those deadlines; however, the MPU is now ready for presentation to the Board.

The TSU MPU document is an update to the 2016 Master Plan. The plan was amended to include the \$250 million allocation of funding by the State, as required.

A Master Plan Update is provided to the Board each quarter. VP Allen explained that the FCAs are a valuable planning tool for the University.

Trustee Qualls asked whether the University can use the \$250 million State allocation before the Master Plan is completed. A discussion took place regarding the use of the \$250 million allocation from the State. VP Allen said that we have only been able to use about \$350,000 to help compile the Master Plan. The funds are earmarked and held in trust by the State. There is a process the University must go through to seek approval to use the funds. The funds were allocated in FY 2022. President Glover explained that as the process went along, TSU was required to complete the Master Plan to be able to use the funds. The funds are also restricted in how the funds can be used. Additional information was provided regarding difficulties and roadblocks for TSU to be able to use the funds, as well as TSU's proposed path forward.

VP Allen stated that Woolpert has provided the completed Master Plan document. Trustee Qualls asked whether there are any changes to the priorities identified for the \$250 million. VP Allen said there are some changes, and Will Radford would speak to those details.

VP Allen discussed some of the renovations that have been done. President Glover explained that other sources of funding are used, when available, for renovations.

A discussion took place regarding the timing for approving the Master Plan and the process for meeting the THEC August meeting and SBC approval timeframes. VP Allen stated that if the MPU is not approved by the Board in June, then, because of THEC and SBC timeframes, the process would be delayed by 3-4 months. Dr. Glover stated that she would be glad to have further conversations regarding this and TSU's strategies. Trustee Tucker asked about the possibility of requesting a special meeting to consider TSU's MPU. Trustee Traughber asked about whether the MPU could be approved at a later Board special meeting in June or July, and further discussion took place about the Board's timeframe for considering the MPU.

## **V. ACTION ITEM**

### **A. MODIFICATION OF BOARD POLICY NO. 002 – COMMITTEES OF THE BOARD OF TRUSTEES OF TENNESSEE STATE UNIVERSITY**

Chair Winton introduced the next agenda item, which was a modification of Board Policy No. 002 – Committees of the Board of Trustees of Tennessee State University to extend existing authority to add special ad hoc committees, rename existing committees, and add new committees.

Chair Winton stated her intent to create an ad hoc committee for the Presidential Search, add a Governance and Government Affairs Committee which would be a new standing committee, and to rename the Academic Affairs and Students Affairs Committee to Student and Academic Affairs Committee.

Chair Winton renewed her request for a motion to modify Board Policy No. 02 – Committees of the Board of Trustees of Tennessee State University. Trustee Chatman made the motion, which was seconded by Trustee Tucker.

Chair Winton asked whether there was any further discussion. Trustee Traughber inquired about

amending the Board Bylaw Section 6.1 so that it is consistent with the modification of Board Policy No. 002. There was discussion regarding this. Trustee Traughber stated his preference to make any other applicable modifications to effectuate the modification.

The question was called on a motion to modify the Board Policy No. 002, as contained in the Board Materials for the May 15, 2024, Board meeting, with the additional language “Notwithstanding any other provision, including the Bylaws,” to appear at the beginning of the proposed language. Trustee Williams made the motion, and Trustee Norfleet seconded it. A roll call vote was taken, and Trustees Chatman, Norfleet, Qualls, Smith, Traughber, Tucker, Williams, Winton, and Young-Seigler voted in favor of it. The motion was approved, as modified per Trustee Traughber’s comment.

## **VI. BOARD CHAIR REPORT ON SETTING OF BOARD COMMITTEES AND COMMITTEE ASSIGNMENTS**

Chair Winton reported on the next agenda item, which was the setting of Board committees and committee members. Chair Winton reported the following committees and committee assignments:

- Finance Committee – Trustees Tucker (Committee Chair), Norfleet, Traughber
- Audit Committee – Trustees Williams (Committee Chair), Qualls, Traughber
- Governance and Governmental Affairs Committee – Trustees Smith (Committee Chair), Chatman and Winton
- Student and Academic Affairs Committee – Trustees Norfleet (Committee Chair), Smith, Young-Seigler
- Ad Hoc Committee for Presidential Search – Trustees Quall (Committee Chair), Smith, Winton

Additional members of the Executive Committee, other than the Chair and Vice Chair of the Board, will be voted upon in the Board’s June meeting.

There was no further discussion on this item.

## **VII. PRESIDENTIAL SEARCH UPDATE**

Chair Winton provided a summary on the Presidential Search update. She reported that the University previously entered into an agreement with a search firm. The University established a search committee and determined that there would be three candidates in March 2024. This was completed in March 2024. During the same period, a new Board of Trustees was seated. She noted that the search firm contract was still in place; however, the search has been paused since the appointment of the new Board, and no additional actions or outreach has taken place.

Chair Winton charged the Ad Hoc Presidential Search Committee to recommend next steps to the full Board during its meeting on the morning of June 7, 2024. Trustee Young-Seigler said that she

thinks it is very important to get faculty input on the search. Chair Winton said this is one of the things the ad hoc committee will consider in developing the terms and conditions of the search.

## **VIII. ADJOURNMENT**

Trustee Williams moved to adjourn, with the motion seconded by Trustee Qualls. A roll call vote was taken, with Trustees Chatman, Norfleet, Qualls, Smith, Traughber, Tucker, Williams, Winton, and Young-Seigler voting in favor of the motion. The motion carried by roll call vote. The meeting was adjourned at 7:03 p.m. (Central).