

**TENNESSEE STATE UNIVERSITY
BOARD OF TRUSTEES
REGULAR MEETING**

9:00 a.m. CT
Friday, March 14, 2025

Tennessee State University
Main Campus – The Barn
Agricultural Building
3500 John A. Merritt Blvd.
Nashville, TN 37209

AGENDA

- | | | |
|------|--|---------------------------------------|
| I. | Call to Order | Trustee Dakasha Winton
Board Chair |
| II. | Roll Call/Declaration of a Quorum | Trustee Dakasha Winton
Board Chair |
| III. | Welcome and Introductions | Trustee Dakasha Winton
Board Chair |
| IV. | Adoption of Agenda | Trustee Dakasha Winton
Board Chair |
| V. | Approval of Consent Agenda Items | Trustee Dakasha Winton
Board Chair |
| | A. Approval of November 22, 2024, Board Meeting Minutes | |
| | B. Approval of December 13, 2024, Board Meeting Minutes | |
| | C. Approval of January 31, 2025, Board Meeting Minutes | |
| | D. Approval of November 21, 2024, Audit Committee Meeting Minutes | |
| | E. Approval of November 21, 2024, Finance Committee Meeting Minutes | |
| | F. Approval of November 22, 2024, Student and Academic Affairs Committee Meeting Minutes | |
| | G. Approval of November 21, 2024, Ad Hoc Presidential Search Committee Meeting | |

Minutes

H. Approval of November 22, 2024,
Governance and Governmental Affairs
Committee Meeting Minutes

VI. Action Items

A. Audit Committee Report and
Recommendations

Trustee Dimeta Smith Knight
Committee Chair

B. Finance Committee Report and
Recommendations

Trustee Charles Traugher
Committee Chair

C. Student and Academic Affairs Committee
Report and Recommendations

Trustee Jeffery Norfleet
Committee Chair

1. Approval of Artificial Intelligence Policy
(Action)

D. Presidential Search Committee Report

Trustee Dakasha Winton
Board Chair

E. Governance and Governmental Affairs
Committee Report

Trustee Terica Smith
Committee Chair

VII. Report on Information Technology

Sterlin Sanders
Interim Chief Information Officer

VIII. President's Report

Dwayne Tucker
Interim President

IX. Board Chair's Report

Trustee Dakasha Winton
Board Chair

X. Adjournment

Trustee Dakasha Winton
Board Chair

TENNESSEE STATE UNIVERSITY
BOARD OF TRUSTEES

ACTION ITEM

DATE: March 14, 2025

ITEM: Approval of March 14, 2025, Meeting Consent Agenda

RECOMMENDED ACTION: Approval

PRESENTED BY: Dakasha Winton, Board Chair

The document reflecting the March 14, 2025, Meeting Consent Agenda is included in the Board materials. The consent agenda items are as follows:

1. November 22, 2024, Board Meeting Minutes
2. December 13, 2024, Board Meeting Minutes
3. January 31, 2025, Board Meeting Minutes
4. November 21, 2024, Audit Committee Meeting Minutes
5. November 21, 2024, Finance Committee Meeting Minutes
6. November 22, 2024, Student and Academic Affairs Committee Meeting Minutes
7. November 21, 2024, Ad Hoc Presidential Search Committee Meeting Minutes
8. November 22, 2024, Governance and Governmental Affairs Committee Meeting Minutes

MOTION: To approve the March 14, Meeting Consent Agenda, as contained in the Board materials for the Board's March 14, 2025 meeting.

**Meeting of the Tennessee State University
Board of Trustees
Regular Meeting
November 22, 2024
Tennessee State University – the Barn**

MINUTES

Board Members Present: Trustees Trevia Chatman, Jeffery Norfleet, Marquita Qualls, Terica Smith, Dimeta Smith Knight, Charles Traughber, Dwayne Tucker, Dakasha Winton, Artenzia Young-Seigler, Tyler Vazquez

University Staff Present: Interim President Ronald Johnson; Dr. Robbie Melton, Acting Interim Provost & Vice President for Academic Affairs; Attorney Laurence Pendleton, General Counsel & Board Secretary; Daaryl Burnette, Interim VP of Finance and Budget; Dr. Quincy Quick, Assoc. Vice President of Research & Sponsored Programs; Dr. Arlene Nicholas-Phillips, Liaison to the Board

I. Call to Order

Chair Winton called the meeting to order at 12:47 p.m.

II. Roll Call

Board Secretary Laurence Pendleton conducted the roll call. The following committee members were present: Trustees Trevia Chatman, Jeffery Norfleet, Marquita Qualls, Terica Smith, Dimeta Smith Knight, Charles Traughber, Dwayne Tucker, Dakasha Winton, Artenzia Young-Seigler, Tyler Vazquez. A quorum was present.

III. Approval of Agenda

Chair Winton moved to approve the agenda with one addition to add a discussion following the day's Audit meeting. Trustee Smith moved to approve the agenda with the additional item. Trustee Norfleet seconded the motion. The motion passed by voice vote.

IV. Approval of Board Meeting Minutes

The minutes from the below meetings of the Board and its Committees were approved as submitted, with Trustee Winton making the motion and Trustee Young-Seigler seconding the motion. The motion passed with a voice vote.

November 22, 2024, Board Meeting Minutes

December 13, 2024, Board Meeting Minutes

January 31, 2025, Board Meeting Minutes

November 21, 2024, Audit Committee Meeting Minutes

November 21, 2024, Finance Committee Meeting Minutes

November 22, 2024, Student and Academic Affairs Committee Meeting Minutes
November 21, 2024, Ad Hoc Presidential Search Committee Meeting Minutes
November 22, 2024, Governance and Governmental Affairs Committee Meeting Minutes

V. Chair's Introduction and Remarks

Chair Winton thanked those who were present for the meeting. She expressed her gratitude for her fellow trustees and their partnership. Chair Winton outlined their expectations for the remainder of 2024 and progress in 2025. She said they are working to ensure excellence and accountability. The State Building Commission raised concerns stemming from several audits, issues related to enrollment, layoffs and consulting contracts. Chair Winton said that all facilities must be evaluated before any action can be taken by this Board. To date, she believes that the Board and State leaders have not received enough information to make the informed and critical decisions needed going into 2025. She has requested a comprehensive memorandum from Interim President Johnson by Friday, December 26, 2024, addressed to the Board of Trustees and State Building Commission summarizing the accomplishments under the 100 Day Action Plan and provide data-backed recommendations regarding enrollment and programming adjustments. Any potential adjustments to academic programming are taken seriously by the Board and they will determine whether, and if any, financial exigency is the appropriate course of action. She further stated that by Monday, November 25, 2024, she would like for the President's team to compile and submit all documents, payments, and deliverables related to the immediate past president's work since June 30, 2024. This Board has not approved any agreements with the immediate past president.

Chair Winton indicated that we must operate with transparency. She is confident that progress has been made and will continue to be made.

Chair Winton congratulated the December 2024 graduates and said that these are the type of people employers should consider for their teams due to their resilience. They have thrived.

VI. President's Remarks

Interim President Johnson next shared a video message that he prepared in which he discussed his Trajectory Change Initiative. The TCI included financial actions and an enrollment and student success plan. He stated that TSU and the State of Tennessee need each other. He noted the great people at TSU.

VII. Committee Reports

Chair Winton introduced the next agenda item, which was committee reports.

A. Ad Hoc Presidential Search Committee

Trustee Qualls reported that the Ad Hoc Presidential Search Committee met to receive a report on one item, an update on the Presidential Search Process. They had a discussion regarding the timeline, process and a brief statement of qualifications. No further action was taken.

B. Finance Committee Report

Trustee Tucker reported that the Finance Committee met over two days to receive updates and reports on the budget shortfall, the financial action plan, enrollment, and institutional development fundraising. The committee decided to roll the FY25 Revised Budget item to the full Board meeting.

C. Audit Committee Report

Trustee Smith Knight reported that the Audit Committee met to discuss two items and to enter into Executive Session to discuss matters deemed confidential by state law. The Committee discussed internal and external audits and outstanding audit issues and corrective measures implemented by the institution.

D. Governance and Governmental Affairs Committee Report

Trustee Smith presented the Governance and Governmental Affairs Committee Report. She stated that the committee met this morning and received a report from Ms. Leah Dupree Love from the Ingram Group regarding legislative matters affecting TSU.

E. Student and Academic Affairs Report

Trustee Norfleet reported that the Student and Academic Affairs met to consider and vote on one agenda item and to receive reports on four other agenda items. The committee voted to recommend to the full Board the approval of a new TSU Policy Governing Institutional Accreditation. In addition, the committee received a SACSCOC accreditation update and reports on Retention and Student Affairs report. The committee discussed low-performing academic programs and charged the University administration with taking a deeper dive into that to determine its niche for higher education.

VIII. Action Items

A. FY 25 TSU Revised Budget

The Finance Committee voted to recommend to the full Board the approval of the Fiscal Year 2025 TSU Revised Budget as contained in the November 22, 2024, Board materials. Dr. Young-Seigler moved to approve the Fiscal Year 2025 TSU Revised Budget, and the motion was seconded by Trustee Traughber. Trustees Winton, Norfleet, Qualls, Smith, Traughber, and Tucker voted in favor of the motion, and Trustee Smith Knight and Chatman voted against it. The motion passed.

B. TSU Policy Governing Institutional Accreditation

Trustee Norfleet, on behalf of the Student and Academic Affairs Committee, moved to approve the TSU Policy Governing Institutional Accreditation, as contained in the Board materials for the November 22, 2024, Board meeting. Trustee Tucker seconded the motion. The motion passed by unanimous voice vote.

C. Action Following from Audit Meeting Discussion

Chair Winton made a motion to recommend to Interim President Johnson to take action to terminate the contract with former president Glover and strongly recommended to Interim President Johnson to take action to terminate the relationship with General Counsel Pendleton. They expect this review to be completed by the end of day on Monday, November 22 [sic], 2024. Trustee Chatman seconded the motion. The motion passed by voice vote.

IX. Adjournment

Trustee Tucker moved to adjourn, with the motion seconded by Trustee Young-Seigler. The motion carried by roll call vote. The meeting was adjourned at 1:17 p.m.

**Tennessee State University Board of Trustees
Special Called Meeting
December 13, 2024
Tennessee State University – Electronic (via Zoom)**

MINUTES

Board Members Present: Trustees Trevia Chatman, Terica Smith, Dakasha Winton, Dwayne Tucker, Dr. Artenzia Young-Seigler, Jeffery Norfleet, Marquita Qualls, Dimeta Smith Knight, Charles Traugher

University Staff Present: Ginette Garza Brown, Interim General Counsel and Board Secretary

I. Call to Order

Chair Winton called the meeting to order at 8:00 a.m.

II. Roll Call/Declaration of a Quorum

Chair Winton made certain findings on the record regarding the necessity for conducting the meeting electronically without a physical quorum present due to travel schedules of the Board members, importance of the matters to be discussed, and the need to take action on these matters in an expeditious fashion. She noted there was important action to be conducted by the Board, including nominating and appointing a TSU Interim President and delegating authority to the Board Chair to execute agreements governing the appointment and employment of the Interim President. Participation without the physical presence of a quorum by the Board was necessary to address these important items. Trustee Smith moved find that participation by a quorum of the Board members by electronic means of communication is necessary, and Trustee Qualls seconded the motion. The motion carried by roll call vote, with Trustees Chatman, Smith Knight, Norfleet, Qualls, Smith, Traugher, Tucker, Winton, and Young-Seigler voting in favor of it.

Chair Winton instructed the trustees to state if they could not hear or speak to the other trustees and to identify any individuals who were present in the location from which the Trustees were participating. No trustee identified an inability to hear or speak or persons present from their location.

III. Discussion of Administration and Leadership Plan

Chair Winton stated that the Board has over 100 years of experience with the University. The Board is committed to transparency and accountability. When the Board selected an Interim President, they made it clear that there were four key priorities: student financial aid; improving morale among students, faculty, and staff; and resolving audits issues that have impacted the University for years; and ensuring the financial stability of the University. After doing a national search, the Board selected a person that they believed would help guide the University. It became increasingly clear that what was outlined did not align with the administrative leadership and was not a good fit for TSU.

Chair Winton met with Interim President Dr. Johnson on Tuesday to discuss his performance for the last six months, in an effort to not make a public spectacle. During the meeting she requested to come to an amicable resolution and that the details of the conversation remain confidential. Neither of the requests were honored. Chair Winton received Dr. Johnson's resignation letter. The Board is prohibited from convening outside of a public meeting. The Board also wanted to wait for the announcement of his departure until after graduation and the students were not in the classroom. Chair Winton asked whether any trustee wanted to discuss the issue at hand.

Trustee Traugher thanked Dr. Johnson for his service; however, he wanted to address Dr. Johnson's letter to faculty and students. Chair Traugher addressed Dr. Johnson's resignation letter and comments he has made to the TSU community that he believes caused unnecessary chaos. Chair Traugher said that Dr. Johnson signed a contract with past president Dr. Glover naming her as an advisor to the President without the Board's knowledge. Last month, he arguably misled the State Building Commission about his involvement with Dr. Glover's continuing employment arrangement with TSU. There has been a consistent lack of clear financial information provided by Dr. Johnson's administration after being repeatedly asked for this information by the Board. Before speaking with the Board about the potential for financial exigency, Dr. Johnson discussed the matter with State leaders, despite the Board being unaware of his discussions with State leaders. Chair Traugher took issue with ways that Dr. Johnson spoke about TSU students and personnel and the institution.

Chair Winton asked whether there were any statements about the leadership plan.

Trustee Tucker submitted his resignation from the Finance Committee and the Board of Trustees. Chair Winston moved to accept Chair Tucker's resignation, and Chair Chatman seconded the motion. Secretary Brown called the roll. Trustees Chatman, Smith Knight, Norfleet, Qualls, Smith, Traugher, Winton, and Young-Seigler voted in favor of the motion. The motion passed.

IV. Nomination and Appointment of TSU Interim President

Chair Winton next recommended former Trustee Dwayne Tucker for the role of Interim President. Dwayne Tucker has held various leadership roles marked by significant accomplishments. Dwayne has remained steadfast in his commitment to TSU and its mission. Chair Winton nominated Dwayne Tucker as Interim President for the next six months. Trustee Chatman stated that she is in support of Dwayne Tucker's nomination. She noted his accomplishments and commitment to the University.

Trustee Smith made a motion to appoint Dwayne Tucker to serve as Interim President of TSU. The motion was seconded by Trustee Young-Seigler. Secretary Brown called the roll. Trustees Chatman, Smith Knight, Norfleet, Qualls, Smith, Traugher, Winton, and Young-Seigler voted in favor of the motion. The motion was approved.

Chair Winton asked Interim President Tucker whether he wanted to make any comments.

Interim President Tucker thanked the Board of Trustees for their confidence in him and accepted the position. He discussed the work he will begin connecting with stakeholders. He said that a challenge is that the University is divided. He said that misinformation is causing anguish among

stakeholders. He wants to meet with stakeholders to ensure that everyone understands the business of TSU. President wants to focus on moving the University forward in 2025.

Trustee Young-Seigler stated that on behalf of the faculty, staff, and students that they are pleased to have someone come in knowing the challenges of TSU. Trustee Young-Seigler also encourage the new Interim President to take into account the challenges that are ahead. She commended the Provost for “hanging in” with all the transitions and her commitment.

Trustee Vazquez stated that he is excited to work with the Interim President and how it will boost student morale and community engagement. Trustee Vazquez hopes that student engagement is pushed as much as possible.

V. Approval of Board Delegation of Authority to Board Chair to Execute Agreements Governing the Appointment and Employment of the Interim President

Chair Winton discussed necessary agreements to employ Mr. Tucker as Interim President. She said that Mr. Tucker has graciously agreed to take this role for no salary because of his belief in the University and level of commitment. Chair Chatman made a motion to approve the delegate authority to the Board Chair to execute agreements governing the appointment and employment of President Tucker to serve as Interim President. The motion was seconded by Trustee Smith. Secretary Brown called the roll on the motion. Trustees Chaman, Smith-Knight, Norfleet, Qualls, Smith, Traugher, Winton, and Young-Seigler all voted in favor of the motion. The motion was approved.

VI. Adjournment

Trustee Chatman moved to adjourn the meeting, which was seconded by Trustee Norfleet. Secretary Brown called the roll. Trustees Chatman, Smith-Knight, Qualls, Norfleet, Smith, Young-Seigler, Traugher, Winton voted in favor, and the motion passed. The meeting adjourned.

**Meeting of the Tennessee State University Board of Trustees
Special Called Meeting
January 31, 2025
Tennessee State University – Farrell Westbrook Complex (“The Barn”)**

MINUTES

Board Members Present: Trustees Trevia Chatman, Jeffery Norfleet, Marquita Qualls, Terica Smith, Dimeta Smith Knight (remote), Charles Traugher (Vice Chair), Dakasha Winton (Chair), Artenzia Young-Seigler, and Tyler Vazquez

University Staff Present: Interim President Dwayne Tucker, Ginette Garza Brown, Interim General Counsel and Board Secretary; Dr. Robbie Melton, Interim Vice President for Academic Affairs and Provost; Sterlin Sanders, Chief Information Officer; Jim Grady, A&M Consultant; Renee Forbes-Williams

Guests Present: Victoria Harpool and Russell VanZomeran of the Tennessee Higher Education Commission, Deanna McCormick of McCormick Financial Consulting, SGA President Chrishonda O’Quinn and SGA Vice President Anyah Sanders

I. CALL TO ORDER

Chair Winton called the meeting to order at 12:05 p.m. on Friday, January 31, 2025.

Chair Winton made certain findings on the record regarding the necessity for conducting the meeting electronically without a physical quorum present due to travel schedules of the Board members, importance of the matters to be discussed, and the need to take action on these matters in an expeditious fashion. She noted the need to receive information regarding higher education entities and the declaration of financial exigency, and to evaluate the Board’s quarterly meeting calendar. Participation without the physical presence of a quorum by the Board would be necessary to address these important items. Trustee Chatman moved for the Board to find participation by a quorum of the Board members by electronic means of communication necessary and Trustee Young-Seigler seconded the motion. The motion carried by roll call vote, with Trustees Chatman, Norfleet, Qualls, Smith, Traugher, Winton, and Young-Seigler voting in favor of it.

II. ROLL CALL/DECLARATION OF A QUORUM

Chair Winton proceeded with the roll call. She instructed the Trustees to state if they could not hear or speak to the other Trustees when their name was called for roll and to identify any individuals who were present in the location from which the Trustees were participating.

No Trustees indicated that they could not hear or speak to the other Trustees or identified others present in their participation location.

III. APPROVAL OF AGENDA

Trustee Norfleet moved to approve the meeting agenda. Trustee Young-Seigler seconded the motion. The motion carried by roll call vote, with Trustees Chatman, Norfleet, Qualls, Smith, Traugher, Winton, and Young-Seigler voting in favor of it.

IV. CHAIR'S INTRODUCTION/REMARKS

Chair Winton thanked those in attendance. Chair Winton sent condolences after the passing of a member of the TSU family.

Chair Winton next discussed the purpose of the meeting, which was to share information and explore opportunities and solutions to ensure the stability of TSU. Chair Winton explained that the meeting was to gather information, and not to take Board action, regarding financial exigency.

Chair Winton asked President Tucker to share some remarks. President Tucker said that the University is off to a very good start of the year in terms of spring enrollment. The University is over budget in that regard. The University is resetting some of its processes, such as the Financial Aid department. He's excited about the things happening at TSU and thanked the Board for its support.

Trustee Qualls made a point of order, requesting that the discussion about the Board calendar (Item V) be moved to the end of the meeting, after the discussion on financial exigency (Item VI). A roll call vote was taken, with Trustees Chatman, Norfleet, Qualls, Smith, Traugher, Winton, and Young-Seigler voting in favor of it.

V. TRAINING ON FINANCIAL EXIGENCY

Trustee Smith introduced the day's guest speaker, Deanna McCormick with McCormick Financial Consulting.

Ms. McCormick gave a Financial Exigency Workshop. She presented information on financial exigency, including what it is, understanding expectations of the American Association of University Professors (AAUP) when declaring financial exigency, and shared governance considerations throughout the financial exigency process. She provided several case studies of institutions and their approaches and strategies to addressing financial exigency. She also discussed potential consequences for not making the decision to declare financial exigency. Ms. McCormick provided several resources for stakeholders to further explore the topic.

During and after the presentation, the Board had a discussion with Ms. McCormick and had the opportunity to ask questions about financial exigency.

VI. DISCUSSION REGARDING REVISED TSU BOARD OF TRUSTEES 2025 CALENDAR YEAR MEETING SCHEDULE

The Board next discussed the TSU Board of Trustees calendar year meeting schedules. Trustee Chatman suggested moving committee meetings away from the regular Board meetings so that

trustees can go deeper in content with University administration and have additional time to have discussions in advance of the Board meetings.

Trustee Traugher asked Secretary Brown for clarification on the any requirements as they pertain to Board and committee meetings, including what notice would be needed. Secretary Brown indicated that the regular Board meeting and committee meetings could be done at different times and that five days' notice was required for committee meetings.

Further discussion took place. President Tucker indicated his support of separating the Board and committee meetings. He discussed the need to schedule committee meetings with consideration for management needs and not overburdening University resources.

Trustee Chatman asked to identify the Board meetings dates and then let committee chairs work with the President and Board Secretary to set committee meetings.

Trustee Chatman moved for the full Board meetings to continue as scheduled on June 13, September 19, and November 21, 2025, and for the committee chairs to come back to the President with a schedule for committee meetings. The motion was seconded by Trustee Young-Seigler. Trustees Chatman, Norfleet, Qualls, Smith, Traugher, Winton, Young-Seigler, and Smith Knight voted in favor of the motion.

VII. Board Chair's ADJOURNMENT

Chair Winton acknowledged members of the Tennessee Higher Education Commission who came to the meeting and for their support of the University.

Chair Young-Seigler moved to adjourn the meeting and Trustee Chatman seconded it. Trustee Chatman, Norfleet, Qualls, Smith, Traugher, Winton, Young-Seigler, and Smith Knight voted in favor of the motion. The meeting was adjourned at 2:08 p.m.

Meeting of the Tennessee State University Board of Trustees
Audit Committee
November 22, 2024
Tennessee State University – The Farrell Westbrook Complex (“The Barn”)

MINUTES

Committee Members Present: Dimeta Smith Knight (Committee Chair), Marquita Qualls, and Charles Traugher. Other Board members present: Trevia Chatman, Jeffery Norfleet, Artenzia Young-Seigler, Terica Smith, Dwayne Tucker, Dakasha Winton, and Tyler Vazquez

University Staff Present: Interim President Ronald Johnson; Laurence Pendleton, General Counsel and Board Secretary; Daaryl Burnette, Interim Vice President of Business and Finance; Renée Forbes-Williams, Director of Internal Audit

I. CALL TO ORDER

Committee Chair Smith Knight called the meeting to order at 10:03 a.m.

II. REPORT ON INTERNAL AND EXTERNAL AUDITS

Trustee Smith Knight next asked President Johnson and Director of Internal Audit Renée Forbes-Williams to provide a report on Internal and External Audits. Dr. Forbes discussed the Correct Action Plan, due 30 days after completion of a report is issued, and a Report of Action, due 6 months after a report is issued. Dr. Forbes directed trustees to p. 166-198 of the Board materials. She spoke about the Report of Action and items that have been corrected or partially corrected. Dr. Forbes noted corrected actions, including the hiring of a new bursar with over 25 years of experience that has returned to the University.

She next reviewed the FY22 audit, covering July 1, 2021-June 30, 2022, which was not released until March 2024, so the information was about two years old. She discussed a Memorandum of Understanding that is in place with the Tennessee Board of Regents to assist with the Office of Business and Finance. She stated that for Finding 2, it has been corrected internally for FY24, but it is an expected repeat finding for FY23. Dr. Forbes-Williams continued to review other findings with the committee.

Trustee Tucker asked whether it is typical to have audits running so far behind. Dr. Forbes-Williams said that part of the problem is the lag in terms of auditors receiving requested information. Dr. Burnette said that the institution is going to rely on the expertise of TBR and Alvarez and Marsal to help work on audit issues. He explained some processes need to be updated. He said the AVP of Risk Management is now overseeing responses to auditors. He said that they are working to put the right people in the right positions. He also said that TSU is working with other LGIs to bring its own staff members up to speed.

Trustee Smith Knight asked about basic controls and processes. Dr. Burnette said that people are working on a day-to-day basis and that there are not current policies and standard operating

procedures. That is why there are repeat findings. He said that he and President Johnson just started three months ago. It is going to take time to determine where the problems are and to come up with a strategy for addressing them. He said it takes time to build a team. Now it's up to them to get the people developed so that they continue their job duties moving forward.

Trustee Smith Knight asked for an organizational chart of Accounting and the Finance Department.

Trustee Young-Seigler asked whether there is adequate staff in the auditing department. Dr. Forbes-Williams said there is not.

Trustee Qualls asked about proper training for staff. Dr. Burnette said that due to cash constraints, bringing in an outside consultant is difficult. There is training provided through Ellucian. He has not yet determined what training is needed. Dr. Burnette said that they are now analyzing needs and available resources. Further discussion took place regarding training. Trustee Traugher asked about compliance and said he wanted to hear about compliance regarding processes and procedures.

The TSAC audit will not be completed until it completes its work in TSU's Financial Aid Department before it gets back to the audit. Funds will be delayed until this audit is complete.

Dr. Forbes-Williams next discussed the Conflict-of-Interest audit. This information is found on p. 197 and summarized on p. 198 of the Board materials. There was an increase of nearly 20% over last year, which was achieved in 12 days as compared to 120-day collection period last year.

III. REVIEW OF OUTSTANDING AUDIT ISSUES

Dr. Forbes-Williams next reviewed the Review of Outstanding Audit Issues on p. 201 of the Board materials. She said that audits scheduled to start in Fall 2024 or being moved back some, including to Spring 2025.

The Status Report on the Annual Audit Plan on p. 203 was next reviewed by Dr. Forbes-Williams.

Trustee Smith Knight asked who is responsible and what actions are being taken by grants management. Dr. Forbes-Williams said this was something found by her predecessor. Trustee Smith Knight asked whether Dr. Forbes-Williams was going to be able to complete the audits within budget and on time. Dr. Forbes-Williams said no and that she would need at least 3 experienced personnel.

Trustee Smith Knight asked President Johnson about "mission critical" positions in Internal Audit. He said that they do not know what the need is in Internal Audit. He noted the need for sufficient staff who are qualified and that this was something they would look into going into the next year. Trustee Smith Knight would like to know what work force and systems are needed and about the need to properly support this area. President Johnson said that their immediate efforts have been focused on front-facing departments, like Financial Aid and the Bursar's Office.

Trustee Chatman asking about an audit in 2025. Dr. Forbes-Williams said there may be an audit released in January related to the FY23 Financial and Compliance and the FY24 Single Audit.

Dr. Forbes-Williams said that the External Review is behind, and they need more staff to complete this. Dr. Forbes-Williams said that she tried to obtain external staff but could not move forward with the consultant because of a conflict-of-interest.

Trustee Smith Knight explained to the committee that Dr. Forbes-Williams is responsible for managing the response for the audit but is not responsible for managing the issues. Trustee Vazquez asked about work study time audits.

IV. EXECUTIVE SESSION

Trustee Winton moved for the Audit Committee to go into Executive Session to discuss items deemed confidential under State law. Trustee Traugher seconded the motion, which carried unanimously by voice vote. The committee then transitioned into the Executive Session.

V. ADJOURNMENT

Trustee Qualls moved to adjourn the meeting, and the motion was seconded by Trustee Traugher. The motion carried by voice vote. The meeting was adjourned at 12:58 p.m.

TENNESSEE STATE UNIVERSITY
BOARD OF TRUSTEES

ACTION ITEM

DATE: March 12, 2025

ITEM: Approval of November 21 and 22, 2024, Finance
Committee Meeting Minutes

RECOMMENDED ACTION: Approval

PRESENTED BY: Charles Traughber, Committee Chair

Background Information

Trustee Traughber will present the November 21 and 22, 2024, meeting minutes for the Committee's approval.

Committee Action

The Committee Chair will call for a motion recommending approval of the minutes.

MOTION: I move to approve the November 21 and 22, 2024, Finance Committee Meeting Minutes, as contained in the Board materials.

**Tennessee State University Board of Trustees
Finance Committee Meeting
November 21, 2024
Tennessee State University – The Barn Agricultural Building**

MINUTES

Committee Members Present: Trustees Dwayne Tucker, Jeffery Norfleet, and Charles Traugher. Other Board members present: Trevia Chatman, Artenzia Young-Seigler, Terica Smith, Marquita Qualls, Dakasha Winton, and Tyler Vazquez

University Staff Present: Interim President Ronald Johnson; Laurence Pendleton, General Counsel and Board Secretary; Daaryl Burnette, Interim Vice President of Business and Finance; Renée Forbes-Williams, Director of Internal Audit

I. Call to Order

Trustee Dwayne Tucker, Committee Chair, called the meeting to order at 1:16 p.m.

II. Roll Call/Declaration of a Quorum

Board Secretary and General Counsel Laurence Pendleton called roll. Trustees Tucker, Norfleet and Traugher were present, and a quorum was announced.

III. Financing the Budget Shortfall

Trustee Tucker said that they would work with administration to make sure that deliverables and timeliness for the deliverable are set out.

Trustee Tucker asked Jim Grady of Alvarez & Marsal to present information on this agenda item, Financing the Budget Shortfall.

Jim Grady presented the FY25 Cashflows Actions taken to date. He presented an update on the liquidity situation. He talked about the need to take care of employees. He discussed the timeline of cash flows. The projected cash balance was short, so TSU began talking to the State about the need for liquidity in August. He explained that the University gets a monthly allocation of about \$5.6 million this fiscal year. The State allowed TSU to bring its May and June allocations forward to cover the August shortfall. This helped to decrease the shortfall. Mr. Grady walked the Board through additional processes to show how the University tried to bring liquidity into the University. AARAP dollars for a capital project were re-purposed with help from the State to go toward operating funds to get the University through November 2024. The current forecast shows under a \$16 million deficit. The projected deficit for the year is about \$46 million.

Mr. Grady went through projected FY 25 Surplus/Deficit before Targeted Initiatives (expenses and revenues).

Trustee Tucker asked Mr. Grady to provide some up-to-date timing in terms of whether the targeted initiatives have been completed. Mr. Grady and the committee discussed these items. Trustee Tucker asked when A&M's consultation with TSU would end. It was set to end on December 1, 2024, and he is in discussions with the administration to stay on as a consultant. The AARP funding was re-purposed from the Agriculture Department building. The \$32 million of funds for the Ag building was coming from the State's prior \$250 million allocation of funds to TSU.

IV. Report on Financial Action Plan

Trustee Tucker asked Dr. Daarel Burnette to present the report on the Financial Action Plan. Dr. Burnette explained that he took on the role of Vice President for Business and Finance after seeing problems in this area.

Dr. Burnette explained the cancellation of duplicate contracts and that a \$5.4 million invoice could be taken off the table for this year with an amendment to the contract with Aramark. A discussion took place regarding the Aramark contract and how an extension contract would aid with the invoices for this year and allow the University to continue the relationship and providing Chick-fil-A, for example.

Trustee Young-Seigler asked about the SACM funds. Dr. Burnette explained the relationship with SACM. He described his trip to Washington D.C. with Interim President Johnson. He said that the relationship had been mended. He said they went through the process of putting \$7 million on one invoice.

Trustee Smith Knight asked about travel expenses. She would like to make sure that we are estimating these expenses.

Interim President Johnson discussed the Closing the Gap fundraiser. It was launched during homecoming. The effort raised \$200,000. There is about \$3 million in the Foundation that they would like to receive as part of this. Interim President Ronald Johnson explained the process of receiving funds from the Foundation. The Foundation Board will be meeting on December 6, 2024, to discuss the continuing fundraising effort. He said that this is a continuing engagement that they will be engaged in. Trustee Chatman would like to have a conversation about what the fundraising goal is going to be. President Johnson said there would be another presentation about fundraising and activating alums.

Further discussion took place regarding SACM. President Johnson said that we do not know when the funds are coming but expect the funds are coming.

The committee and Dr. Burnette had additional conversation regarding fundraising efforts and how some funds will go toward student debt reduction. Some funds would go toward institutional scholarships.

Trustee Young-Seigler asked what surplus number we are working toward. Dr. Burnette said that when you get into summer, enrollment numbers are lower. We have not worked on a plan yet. The appropriation received yesterday will help the institution get to the end of the academic year.

A discussion took place regarding reserves and the need to have 90-days of cash in reserves. Dr. Burnette said that we need to build reserves to get through the summer cycle.

Trustee Qualls asked about operating expense reductions. Dr. Burnette discussed savings efforts, including cancelled contracts and reduced expenses.

Dr. Burnette presented the Trajectory Change Initiative presentation. He explained short-term revenue and expense considerations. He noted actions the University should take.

A discussion took place regarding IDC funds and how the University realizes IDC funds.

Dr. Burnette mentioned the SIG contract information.

The committee asked about financial statements. Dr. Burnette said that they have year-end financial statements that have been provided, which included cash flow, balance sheet and income statement. This is the information for FY24. TBR and auditors are reviewing those financial reports, and they are done as far as the institution is concerns. However, staff is addressing any audit issues or findings coming out of their review. President Johnson added that they will have a regularized process by the time they get to December and January.

Trustee Tucker said that the trustees are frustrated by the lack of financials. Trustee Tucker suggested that he and the Audit Committee Chair get together with the administration to discuss what they'd like to see done and to get on the same page about financials and reporting. He explained that it is frustrating to have to make decisions when they don't feel comfortable about the financials and the data.

Trustee Smith asked about a job posting for the Financial Aid Director position and when that would be done. A discussion took place regarding Financial Aid, the timeline of work being done, and THEC's support of TSU's Financial Aid department. Dr. Burnette explained that THEC helped us to re-write a dated job description for the Financial Aid Director position and posting the position.

V. Report on Enrollment

Dr. Bridgett Golman Interim Vice President of Student Affairs next presented the Enrollment Report for Fall 2014 – 2024. Dr. Golman discussed fall enrollment. Total undergraduate enrollment was 5057 and graduate number was 1,253, for a total of 6,310. Dr. Golman shared historical enrollment over the prior 10 years and 20 years.

Dr. Golman presented information about the conversion rate from applicants to enrolled first-time freshman.

Dr. Golman next explained her Spring 2025 enrollment and student success strategy framework. She said that a task force was implemented and efforts put into place. For the Spring 2025, her projections. Her conservative projection is 4,390 total enrollment, her likely projection is 4,875 and the optimistic projection is 5,285. She shared data by grade level for projected enrollment. We have 3,110 students registered right now. Chair Winton asked about the plan to reach out to students and when Dr. Golman would have insight into why students did not enroll. Dr. Golman said the number one reason is financial. This requires students to resolve account issues. A discussion took place regarding types of holds on student accounts.

Trustee Chatman asked about the anticipated Spring 2025 graduation class size. There are about 493 for the December graduation, Dr. Golman stated. She said she can look at seniors that are graduation-ready and could provide that information.

Dr. Golman talked about challenges with student accounts and University access to federal accounts.

Trustee Smith asked about student engagement plans. Dr. Golman discussed efforts made during the fall semester, including an administrative working committee and efforts to correspond with students.

A discussion took place regarding in-state vs. out-of-state student enrollment.

VI. FY 25 TSU Revised Budget

For the next item, Bradley White reviewed the FY 25 Revised Budget. Mr. White said that the TSU Budget is based on FTE (not headcount) 5,639 for the fall semester. Mr. presented the Summary of Current Unrestricted Funds Expenditures and Transfers Revised Budget FY2024-2025. Mr. White explained the line items of the proposed revised budget for FY24-25. The original budget grossly underestimated scholarships by \$14 million. He reviewed expenditures by category. He then reviewed auxiliary services. He explained that auxiliary services should cover themselves, but it does not in this budget. Debt service - \$5 million - puts us in the hole for housing. He next reviewed an analysis of changes in retirement of indebtedness.

He also reviewed athletic revenues. He believes the number is lower because he thinks the original number was erroneous. A discussion took place regarding coaching and support staff salaries.

Mr. White explained the data underlying certain line items in the budget. He also discussed changes in their budgeting process.

Trustee Traugher asked about JLL expenses. Mr. Will Radford discussed historical services performed by JLL.

Mr. White said this budget has been sent to TBR, and it has to be approved by TBR. He discussed the process with TBR.

Mr. White said that he can provide additional information to the Board, including actual figures.

VII. Institutional Development Report

Next, Dr. LoLita Toney Assistant Vice President, Institutional Advancement, presented an Institutional Development Report. She reported that giving is below this time last year. Expected donations by end of this week will put her team at about \$175 in addition to what is listed. Dr. LoLita Toney spoke about the alumni engagement happening on campus. Alumni giving has gone up.

\$194,404 was raised at homecoming and then \$76,000 was raised with a sponsorship at the Howard game.

The FY25 goal is \$10 million. They have a \$5.8 million Close the Gap goal. She discussed \$3 million of Foundation funding that can go toward that effort.

There is a \$500k Giving Tuesday goal for fundraising. Other funding goals were mentioned in addition to this.

Further discussion took place regarding fundraising and forecasting fundraising goals. A conversation took place around whether or not \$10 million is enough of a goal. Ms. Toney suggested that additional support is needed in her department, such as posting an Annual Fund Director position.

Further discussion took place regarding Giving Tuesday, including the goal and messaging.

Trustee Tucker asked about individual trustee support. Mr. Toney said that she can talk to trustees individually about ways that they can support the University.

Trustee Qualls asked about collaboration with the alumni association.

Trustee Tucker said that an update on additional budget information would be slated for the next morning at the November 22, 2024, meeting.

VIII. Adjournment

Trustee Traughber moved to suspend the meeting and continue it to the next day, November 22, 2024. Trustee Norfleet seconded the meeting. The motion passed by voice vote.

**Tennessee State University Board of Trustees
Finance Committee Meeting (continued)
November 22, 2024
Tennessee State University – The Barn Agricultural Building**

MINUTES

Committee Members Present: Trustees Dwayne Tucker, Jeffery Norfleet, and Charles Traughber. Other Board members present: Trevia Chatman, Artenzia Young-Seigler, Terica Smith, Marquita Qualls, and Dakasha Winton

University Staff Present: Interim President Ronald Johnson; Laurence Pendleton, General Counsel and Board Secretary; Daaryl Burnette, Interim Vice President of Business and Finance; Renée Forbes-Williams, Director of Internal Audit

I. Call to Order

Trustee Dwayne Tucker, Committee Chair, called the meeting to order at 8:49 a.m.

II. Roll Call/Declaration of a Quorum

Board Secretary and General Counsel Laurence Pendleton called roll. Trustees Tucker, Norfleet and Traughber were present and a quorum was announced.

III. Additional Reporting

Dr. Burnette was called upon to report additional information. Dr. Burnette said that \$8 million was outstanding number of invoices. The staff runs an aging report every day and provides a report. They are working with A&M to discuss which invoices get paid. This information would be provided to Trustee Qualls.

Dr. Burnette shared the SIG contract and what services they were going to perform. Chair Winton asked for clarification whether SIG was on-board yet or not. Dr. Burnette provided Trustee Smith Knight with a financial report. He offered to sit down with her and the administrative team to answer her questions.

Next, Bradley White next reviewed TSU Summary of Unrestricted Current Funds Available. He reviewed percent change from actual and from July. He reviewed the Actual FY23-24, July FY24-25 , and October FY 24-25 budgets.

Trustee Traughber talked about Actual FY24 numbers and how there is a balance of \$30 million but that's because it is not consolidated, showing the agricultural funds with the university budget. Mr. White explained that they did not know how big the deficit was until he and Valerie Greenwood with the TBR went through the funds. Trustee Traughber clarified that in past years, the financials submitted to the TBR would have shown the consolidated amount, which would essentially hide the deficit that was truly there for the university.

Trustee Traughber and Mr. White discussed what should be included in this October budget does not reflect that \$32 million that the State allowed. Mr. White said this would be included in the Estimated Budget in the spring. Mr. White said that some of the Close the Gap initiatives would be included.

Trustee Traughber asked about the budgets that are passed. Mr. White said there are four budgets. In the spring, they work on the Estimated Budget for FY 24-25. At the same time, they are working Proposed Budget for FY25-26. The Estimated cycle and Proposed cycle take place at the same time. In May there is an Estimated budget, if it is approved in June, they come back in October and do a Revised Budget. TBR and the Board must approve all budgets. Once the budget is approved, they will update budgets in Banner. Departments will continue to submit requisitions. Some funds were taken away, for example, travel budgets were cut. Cuts will be reflected in department budgets once they upload the file.

Trustee Tucker discussed getting the forecast earlier. The committee and Mr. White further discussed items from the budgets submitted.

Dean Reddy, Dean of the College of Agriculture, was asked to speak about fund balances. Dean Reddy said that there are challenges to recruitment and spending funds. He said this is a complicated process and his desire to have internal processes at the department level to speed up spending. He said we are the leading 1890 research program and extension program in the country. We have been multiplying this by bringing in external dollars. Dean Reddy went on to discuss growth of TSU's Ag Department.

The committee and Mr. White discussed questions that TBR asked during the budget approval process. Mr. White stated that there were no material questions.

Trustee Smith Knight asked about the approval process. Mr. White said that the Budget Office puts the budget together, it is reviewed by the Vice President, and then by the President. Dr. Burnette said that they met with the Budget Office and TBR and did a deep dive into the budget much like the Board is doing.

Trustee Tucker made a motion for the Finance Committee to recommend to the full Board the approval of the FY 2025 Revised Budget. Trustee Norfleet seconded the motion. The motion passed by roll call vote. Trustees Norfleet and Traughber voted in favor of the motion.

A discussion took place regarding the contracting process.

Chair Winton stated that she would like to receive more information on Title III funds.

Trustee Qualls said she would like to see a dashboard for action items for the administration and Board.

IV. Adjournment

Trustee Traugher moved to adjourn the meeting. Trustee Norfleet seconded the meeting. The motion passed by voice vote.

**Tennessee State University Board of Trustees
Student and Academic Affairs Committee Meeting
November 21, 2024
Tennessee State University – The Barn Agricultural Building**

MINUTES

Committee Members Present: Trustees Jeffery Norfleet (Committee Chair), Terica Smith, Artenzia Young-Seigler, and Tyler Vazquez (Student Trustee)

Other Board Members Present: Trustees Trevia Chatman, Marquita Qualls, Charles Traugher, Dwayne Tucker, and Dakasha Winton (Board Chair)

I. CALL TO ORDER

Trustee Norfleet called the meeting to order at 3:45 p.m. (CT) on November 21, 2024.

II. ROLL CALL/DECLARATION OF A QUORUM

Trustee Norfleet proceeded with the roll call vote. Board Secretary Pendleton called the roll at the Committee Chair's request. Trustees Norfleet, Smith, Young-Seigler, and Vazquez were present. Secretary Pendleton announced the presence of a quorum.

III. APPROVAL OF TSU POLICY GOVERNING INSTITUTIONAL ACCREDITATION

Trustee Norfleet announced the next agenda item as an approval of TSU policy governing institutional accreditation. Trustee Norfleet asked Dr. Robbie Melton, TSU's Interim Vice President for Academic Affairs and Provost, to provide pertinent information related to this agenda item. Dr. Melton asked for Dr. Charlise Anderson and Board Secretary Laurence Pendleton to provide information on the accreditation policy.

Secretary Pendleton discussed this policy, which is driven by recently enacted state law and codifies what the law requires of the University. He stated that the purpose is to have Boards identify their accrediting agencies, as well as to provide policies and resources for choosing a different accrediting agency, if desired.

Secretary Pendleton stated that this policy identifies SACSCOC as the current accrediting body. He also stated that SACSCOC is the accrediting body for most institutions in the south.

Trustee Norfleet asked if there was a motion to recommend full Board approval. Trustee Smith moved to recommend to the full Board the approval of TSU policy governing institutional accreditation. Trustee Young-Seigler seconded the motion, and the motion carried unanimously by voice vote.

IV. REPORT ON SACSCOC AND OTHER ACCREDITATION MATTERS

Trustee Norfleet asked Dr. Anderson to present the next item on the agenda, the report on SACSCOC.

Dr. Anderson, who serves as the Institutional Accreditation Liaison, stated that the University's fifth-year interim report, which is inclusive of the QEP impact report, is due to SACSCOC in March 2026. She stated that TSU is currently on-track with the established timeline.

Dr. Anderson stated that the Steering Committee, which meets monthly, is currently working on the second draft of the report, based on feedback from our consultant, Silver & Associates. She stated that the final draft of the report is expected by December of 2025.

Trustee Norfleet asked Dr. Anderson to explain the QEP impact report. Dr. Anderson stated that the purpose of the report is to enhance and develop a holistic and integrative advising model for student success, which in turn is expected to help with retention.

Trustee Winton asked if the final draft comes to the Board. Dr. Anderson replied that the committee can provide a final draft or a copy of each draft, based on the Board's directive.

V. RETENTION AND ACADEMIC PROGRESS UPDATE

Trustee Norfleet announced the next agenda item as an update on retention and academic progress. Dr. Melton gave an update regarding the retention progression. A retention plan was included in the Board materials.

Dr. Melton stated that a survey was recently conducted of all first-time freshmen with less than 15 credit hours. She stated that 301 students were identified. Dr. Melton also discussed implementation of Extreme Winter and Extreme Spring one (1) week online courses to help get students back on track to achieve all credit hours.

Dr. Melton stated that we are going into a 2+2 advisement model. In this new model, students will stay with the same advisor until their junior year, which is in alignment with other institutions. Dr. Melton discussed a plan to work with colleges and departments to make sure that every freshman has a touchpoint with their majors. She also discussed implementing Student Success Specialists. These specialists will provide all-in-one support in coaching, advising, and mentoring to make sure that students are successful. Dr. Melton stated that there is a current plan to reach out to students over winter break to raise retention.

Trustee Qualls asked about cross-functional training. Dr. Melton said that this is the first tier, and that specific colleges and departments will be addressed in later tiers.

Trustee Norfleet asked about two (2) specific programs. Dr. Melton stated that the PhD in Public Health will kick off in Fall 2025 and the Masters of Science in College of Business will kick off in Spring 2025. She said that there should already be a market need for these new programs.

Dr. Melton presented information on low-producing programs, one of which is a new program. Discussion took place on programs with periods of inactivity, as well as terminated vs. inactive programs. Dr. Anderson spoke on the processes and requirements for both SACSCOC and THEC. Secretary Pendelton said that in order to terminate an academic program, it must come to the Board.

Dr. Melton said that she will have a full retention and academic process update by March of 2025, and will be working on a draft retention plan. Trustee Winton requested a decision tree so that the Board can have more information.

Trustee Smith asked about what is inactive right now. Dr. Melton stated that they found 293 students in good standing. She discussed reaching out to these students and talking to them about a plan to finish their degrees this spring. Dr. Melton emphasized that part of the retention plan is finding these students. She also stated that we have over 33 online programs, and that we have to go global. She stated that this is one of our goals for 2025.

VI. ACADEMIC AFFAIRS REPORT

Dr. Melton discussed the next agenda item, the Academic Affairs Report. Dr. Melton thanked everyone for promoting TSU. She said that the more we market TSU, the more people will want to come to our university. Dr. Melton said that we have \$55,485,000 in grant awards, with over 100 awards.

Trustee Norfleet discussed two (2) current Letters of Notification with THEC. He suggested that we remove these. Dr. Anderson confirmed that, following conversations with THEC, they have been put on hold, rather than retracted. Secretary Pendelton said that he will need to follow up with THEC regarding whether these need to be retracted.

VII. STUDENT AFFAIRS REPORT

Trustee Norfleet called up Dr. Bridgett Golman to present the next agenda item, the Student Affairs Report. Dr. Golman reviewed the different divisions of Student Affairs, which all offer programming. She discussed the importance of being intentional about programming, which should be done in accordance with the holistic S.T.U.D.E.N.T. development model. She discussed gaps in certain areas of programming and how working with intention can improve these areas.

Dr. Golman next discussed enrollment services. She stated that the University is prioritizing the mental and physical health of students. She discussed the initiative of TimelyCare, an app which provides 24/7 access to students for help with both mental and physical health concerns. She also discussed implementation of the Tiger Support Center for student support across numerous areas.

Dr. Golman opened the floor for discussion. Trustee Young-Siegler asked if there are fees for students to use the TimelyCare app. Dr. Golman said there are not. Further discussion took place on the general population of students and services offered through the Office of Student Life.

Trustees Winton and Smith asked about enrollment and recruitment plans. Dr. Golman stated that a recruitment plan is in progress. Further discussion took place regarding recruitment of students and enhancing the lives of current students.

Trustee Smith asked about the current Friday model. Dr. Golman deferred to Dr. Melton, who spoke about the current plan for classes to return on Fridays. Further discussion took place on expanding programming in certain areas, including the Men's and Women's Initiatives.

VIII. ADJOURNMENT

Trustee Norfleet asked for a motion to adjourn the meeting. Trustee Smith moved to adjourn the meeting, and the motion was seconded by Trustee Young-Seigler. A voice vote was taken, and the motion carried. The meeting was adjourned at 6:17 p.m (CT).

**Tennessee State University Board of Trustees
Ad Hoc Presidential Search Committee Meeting
November 21, 2024
Tennessee State University – The Barn Agricultural Building**

MINUTES

Committee Members Present: Trustees Marquita Qualls (Committee Chair), Terica Smith, and Dakasha Winton

I. CALL TO ORDER

Trustee Qualls called the meeting to order at 1:00 p.m. (CT) on November 21, 2024.

II. ROLL CALL/DECLARATION OF A QUORUM

Trustee Qualls proceeded with the roll call vote. Board Secretary Pendleton called the roll at the Committee Chair's request. Trustees Qualls, Smith, and Winton were present. Secretary Pendleton announced the presence of a quorum.

III. UPDATE ON PRESIDENTIAL SEARCH

Trustee Qualls presented an update on the presidential search. She stated that, in accordance with Tennessee law and prior to initiating a presidential search, the Board must hold a public meeting to establish the search process, a statement of qualifications for the position, and a timeline. This is the purpose of today's Committee meeting.

Trustee Qualls stated that the University is continuing to use Academic Search as its presidential search partner. She stated all candidate applications will be handled by Academic Search, and identified the three (3) consultants who will help the University throughout the search process.

Trustee Qualls presented the University's statement of qualifications, which are subject to change. The new president will have: 1) extensive experience and a record of success leading large, complex organizations undergoing significant change; 2) demonstrated experience with successful fiscal and financial management, and inspire confidence in all stakeholders that the University's future is secure; 3) the ability to work with and influence external stakeholders to build mutually beneficial partnerships and strengthen the University's brand; and 4) the ability to build high performing teams to strengthen the University's operations and focus on student success.

Trustee Qualls next discussed the Presidential Search Committee. Academic Search has recommended a nine (9) member TSU Search Committee to include: three (3) TSU Board members, one (1) Foundation Board member, one (1) academic dean, one (1) faculty member, one (1) staff member, one (1) student, and one (1) external representative.

Trustee Qualls next discussed the proposed timeline, which is subject to change. Before the end of

December 2024, there will be an organizational meeting of the nine (9) Committee members. Between November 2025 and January 2025, Academic Search will meet with constituent groups for listening sessions. By the end of January 2025, the draft profile provided by Academic Search will be finalized, and the Search Committee will finalize and begin circulating the ad announcing the search. The search is to officially launch in February 2025. The deadline for full consideration of applications has not yet been decided. In April 2025, Committee members will submit their top 10 candidates of interest. By the end of April 2025, Academic Search and the Committee will meet to select semi-finalists, conduct semi-finalist interviews, and select finalists for campus visits. The announcement of appointment of the new president has not yet been decided. The new president will assume office by July 1, 2025.

Trustee Qualls opened the floor up for discussion. A discussion took place.

Trustee Qualls discussed forming a working group for updates on presidential housing, including refreshing, remodeling, and allowances.

IV. ADJOURNMENT

Trustee Qualls asked if there was any additional business. There was none. Trustee Qualls moved to adjourn the meeting, and the motion was seconded by Trustee Smith. The meeting was adjourned at 1:16 p.m. (CT).

**Tennessee State University Board of Trustees
Government and Governmental Affairs Committee Meeting
November 22, 2024
Tennessee State University – Hankal Hall**

MINUTES

Committee Members Present: Trustees Trevia Chatman, Dakasha Winton, and Terica Smith (Committee Chair)

University Staff Present: Interim President Ronald Johnson, Laurence Pendleton, General Counsel and Board Secretary; Dr. Robbie Melton, Interim Vice President for Academic Affairs and Provost; Daarel Burnette, Senior Advisor and Interim Executive Vice President; Dr. Arlene Nicholas-Phillips, Liaison to the Board of Trustees; Sterlin Sanders, Interim Chief Information Officer; Ginette Garza Brown, Sr. Associate General Counsel

I. CALL TO ORDER

Trustee Smith called the meeting to order at 8:35 a.m. (CT) on November 22, 2024.

II. ROLL CALL/DECLARATION OF A QUORUM

Trustee Smith proceeded with the roll call vote. Board Secretary Pendleton called the roll at the Committee Chair's request. Trustees Smith, Chatman and Winton were present. Secretary Pendleton announced the presence of a quorum.

III. LEGISLATIVE UPDATE

Trustee Smith welcomed Leah Love from the Ingram Group, who led an informational discussion on legislative matters.

Ms. Love discussed what to expect for the upcoming legislative session. She also discussed upcoming Board confirmations and the process.

Ms. Love further discussed State legislation and budget which could impact the University, as well as the importance of building and strengthening relationships.

Ms. Love stated that the legislative session starts on January 14, 2025. She stated that TSU will likely be called to do its budget presentation in early February 2025. The Ingram Group will be working with TSU to prepare for the presentation, which will be based on the Governor's budget presentation.

Ms. Love informed the Board that she will be providing weekly updates, which will include important information and legislative matters that could affect the University.

Ms. Love ended her discussion by stating that she works as a liaison between the Government, the Board, and the President. She encouraged Board members and University staff to reach out to her and use the Ingram Group to help do what is best for the University.

IV. ADJOURNMENT

Trustee Smith asked if there was any additional business. There was none. Trustee Smith moved to adjourn the meeting, and the motion was seconded. Trustees Chatman, Winton, and Smith voted in favor of the motion, and the motion carried. The meeting was adjourned at 8:47 a.m. (CT).

TENNESSEE STATE UNIVERSITY
BOARD OF TRUSTEES

ACTION ITEM

DATE: March 14, 2025

ITEM: Approval of Board Meeting Agenda: Policy for Artificial Intelligence (AI)

RECOMMENDED ACTION: Approval

PRESENTED BY: Trustee Jeffery Northfleet, Committee Board Chair-Academic Affairs
Ginette Brown, General Counsel
Robbie K. Melton, Provost

Background Information

Public Chapter 550, effective March 11, 2024, requires the adoption of an Artificial Intelligence Policy. The law specifically requires each local governing board of trustees of a state university to adopt a policy regarding the use of artificial intelligence by students, teachers, and staff for instructional and assignment purposes.

The policy must be implemented no later than July 1, 2025; the Uniform Administrative Procedures Act does not apply to a policy adopted under the new law. The policy must be published on institution's website.

The board must submit the policy to chair of the Education Committee of the Senate and chair of the Education Administration Committee in the House of Representatives no later than July 1, 2025. If a board fails to adopt and submit its policy, the governing board must appear before the Joint Government Operations Committee by no later than 60 days after July 1, 2025.

TSU's proposed "Considerations and Guidance for Use of Generative Artificial Intelligence Tools" policy is enclosed for consideration by the committee for a recommendation of approval to the full Board of Trustees.

Committee Action

The Committee Chair will call for a motion recommending to the full Board the adoption of the AI policy.

MOTION: I move to recommend to the full Board the approval of the AI policy, as contained in the Board materials for the March 14, 2025, meeting.



Considerations and Guidance for Use of Generative Artificial Intelligence Tools

Policy No. 1.09

Effective Date: Immediately Upon Board Approval

Purpose

This policy provides guidelines for the responsible use of Artificial Intelligence (AI) tools at Tennessee State University (TSU). It ensures compliance with information security, data privacy, and regulatory requirements while promoting the ethical and effective use of AI technologies.

I. Scope

This policy applies to all TSU faculty, staff, students, employees, contractors, and affiliates who use AI tools for university-related activities.

II. General Guidelines

Tennessee State University (TSU) supports the responsible utilization of Artificial Intelligence following the accompanying guidelines.

All employees are required to consider information security, data privacy, and regulatory and policy compliance when selecting or purchasing software that incorporates AI.

Entering any data into an AI tool makes that data accessible within the tool and its operational environment. Therefore, an IT risk assessment review must be conducted before inputting any TSU data into a generative AI tool, regardless of whether it is publicly available or not, to ensure compliance with all relevant data privacy and security policies and guidelines.

Publicly accessible AI tools present increased privacy risks, particularly when entering sensitive campus data. This includes protected health information (PHI), personally identifiable information (PII), or other legally protected personal information such as that covered by the Family Educational Rights and Privacy Act (FERPA), as well as any

proprietary information. Unless campus IT has confirmed that the AI tool is Health Insurance Portability and Accountability Act (HIPAA) compliant and supports PHI input, protected data containing PHI should not be entered into an AI tool or other software. Furthermore, non-public or proprietary data should not be input into an open-source AI tool without prior approval from campus IT.

III. Administrative Use

Staff utilizing AI tools for institutional operations, such as drafting communications or generating reports, are required to verify the accuracy of the content produced. AI-generated content may contain inaccuracies, fabricated information referred to as "hallucinations," or copyrighted material.

AI technology must not be employed as a substitute for human decision-making in critical areas such as admissions, hiring, or disciplinary actions.

Compliance with copyright laws must be ensured when using AI-generated materials.

IV. Academic Use

Instructors at Tennessee State University (TSU) hold the primary responsibility for integrating AI technologies into their courses, where applicable. They are encouraged to exercise discretion in determining how AI tools may be used to enhance teaching, learning, and assessment. Instructors should consider the appropriateness of AI applications for their specific discipline, course objectives, and student needs. Where an instructor has not given explicit permission to students to use AI in a given course, or where permission is not included in the course syllabus, the use of AI is strictly prohibited.

All academic courses that incorporate AI tools must clearly outline their use in the course syllabus. Instructors are required to:

- Specify the types of AI tools that will be utilized.
- Detail the intended educational outcomes associated with AI use.
- Explain how AI will be integrated into assignments, projects, or assessments.
- Provide guidelines for ethical use and academic integrity concerning AI-generated content.

AI tools may only be utilized for educational purposes that support the learning objectives of the course. Acceptable uses include:

- Enhancing student engagement through interactive learning experiences.
- Providing personalized feedback and support to students.
- Assisting in research and data analysis relevant to course content.
- Facilitating collaborative projects that foster critical thinking and problem-solving skills.

AI tools may be used for within the legal specifications of the United States doctrine of the Fair Use Law. However, TSU executive leadership and Information Technology department holds the right to prohibit the use of any AI tool that violates any policy or regulation of the university.

Any misuse or improper use of AI by a student will be regarded as a violation of the University Code of Student Conduct and will be treated as academic misconduct. V.

V. Educational Support

TSU, through the Office of Academic Affairs, will provide:

- AI literacy training for students and faculty
- Guidelines for appropriate AI use
- Resources for proper attribution
- Academic integrity workshops

VI. Data Security and Privacy

Users must follow policies and relevant laws related to data privacy and security when using AI tools. It is recommended that users avoid entering sensitive or confidential information into AI systems unless the platform meets institutional security standards and has a campus agreement with the vendor.

Sharing personally identifiable information (PII), including FERPA, HIPAA, or confidential data, with any AI platforms that have not been approved by campus IT is prohibited.

VII. Compliance & Enforcement

Violations of this policy may result in disciplinary action, including loss of access to university IT resources, and up to and including termination of employment.

VIII. Investment in the Research of Innovation, Applied Use, and Workforce Preparedness

TSU will invest in research initiatives and partnerships to promote the development and innovation of appropriate utilization of AI to improve and enhance teaching, learning, and workforce preparedness. TSU will support the continuation of the 'AI for ALL' Research Center for Applied AI as a national research center for the exploration and evaluation of AI Tools and Professional Development /Training for AI to all stakeholders.

Offices of Academic Affairs, Students Affairs, Faculty and Staff Senates, and Office of Technology Services will regularly review the impact of AI utilization and tools and provide updated guidance as technology evolves.

Approved:

Date:



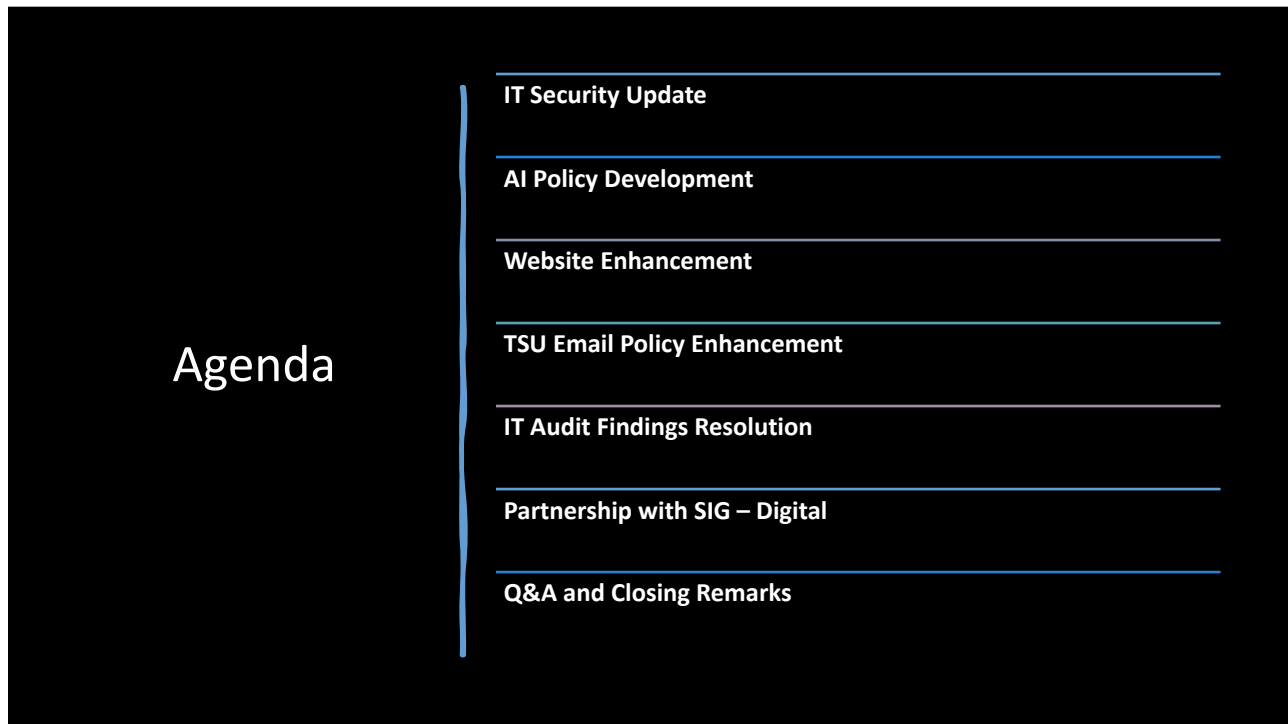
**Information
Technology
Update**

March 2025



**TENNESSEE
STATE UNIVERSITY**

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Agenda

- IT Security Update
- AI Policy Development
- Website Enhancement
- TSU Email Policy Enhancement
- IT Audit Findings Resolution
- Partnership with SIG – Digital
- Q&A and Closing Remarks

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2024 INFORMATION SECURITY ACHIEVEMENTS

- Strengthened cybersecurity posture with 24/7 threat detection and response through Sophos and Varonis Data.
- Achieved full compliance with the Gramm-Leach-Bliley Act (GLBA) following a successful audit by the TN Division of State Audit.
- Proactively mitigated vulnerabilities and risks through continuous monitoring, penetration testing, and strategic risk assessments.
- Strengthened cybersecurity awareness through targeted training programs for new hires and high-risk users.
- Enhanced organizational resilience with monthly phishing simulations and automated threat response measures.
- Proactively assessed and mitigated security risks through annual penetration testing and comprehensive risk assessments.
- Successfully completed the Nationwide Cybersecurity Review (NCSR) to benchmark security maturity.
- Improved incident preparedness by conducting a tabletop exercise and refining the Cyber Incident Response Plan.

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Information Technology at TSU

- AI Policy:**
Finalizing an AI governance framework in collaboration with university stakeholders to ensure responsible and strategic use of AI.
- Website Enhancement & Compliance:**
Redesigning the website to improve user experience and security by separating public-facing and internal content.
Comprehensive website audit to ensure compliance with all governmental regulations.
- TSU Email Policy:**
Strengthening cybersecurity by implementing email segmentation to better protect communications for alumni and retirees.
- Partnership with SIG:**
Engaging with SIG Consulting to drive digital transformation initiatives that enhance efficiency and modernize business operations.
- IT Audit Findings:**
Successfully addressed and resolved all FY23 & FY24 State Audit findings, reinforcing compliance and operational integrity.

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Questions &
Answers



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