

TENNESSEE STATE UNIVERSITY  
BOARD OF TRUSTEES

ACTION ITEM

DATE: June 9, 2026

ITEM: Board Bylaws and Policies Revisions

RECOMMENDED ACTION: Approval

PRESENTED BY: Trustee Terica Smith, Governance and Governmental Affairs  
Committee Chair

**Background Information**

Under the FOCUS Act, codified at Tennessee Code Annotated § 49-8-101 et seq., the Tennessee State University Board of Trustees is established as the governing body of the University and granted authority to govern the institution, which includes adopting bylaws and policies. Proposed revisions to the Board of Trustees Bylaws and Board policies are presented for the Committee’s review and consideration as part of the Board’s continuing governance review and institutional effectiveness efforts. The revisions are intended to clarify governance processes, improve consistency among governing documents, update provisions to reflect current Board composition and operational practices, and ensure alignment with applicable laws, regulations, and Board responsibilities.

The proposed revisions were developed following administrative and legal review and include technical, procedural, and substantive revisions as outlined in the accompanying redline documents and summaries.

The Governance and Governmental Affairs Committee is asked to review the proposed revisions and discuss the impact of the revisions on Board governance, committee operations, institutional administration, and compliance considerations.

**Committee Action**

The Governance and Governmental Affairs Committee will seek to recommend approval of the proposed revisions to the Tennessee State University Board of Trustees Bylaws and Board policies and further recommend that the full Board of Trustees adopt the revisions as presented.

**MOTION: “I move that the Governance and Governmental Affairs Committee recommend to the Tennessee State University Board of Trustees approval and adoption of the proposed revisions to the Board Bylaws and Board policies, as presented in the committee meeting materials.”**

# **BYLAWS OF THE BOARD OF TRUSTEES TENNESSEE STATE UNIVERSITY**

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*Adopted \_\_\_\_\_, 2026 | Supersedes Bylaws adopted April 13, 2017 and revised June 13, 2019 and September 14, 2023*

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## **PREAMBLE**

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Tennessee State University was founded in 1912 with a singular conviction: that every student, regardless of background or circumstance, deserves access to an excellent education and the opportunity it creates. More than a century later, that conviction remains the foundation of everything this University does.

TSU is a public Historically Black College and University — an institution of national distinction that has shaped the lives of generations of students, enriched the Nashville community, strengthened the Tennessee workforce, and contributed to the progress of this state and this nation. Its graduates lead in every field. Its research advances knowledge. Its campus is a place where students discover who they are and what they can become.

The Board of Trustees exists to serve that mission. Not to manage it. Not to constrain it. To serve it — by ensuring that TSU has the leadership, resources, governance, and institutional integrity it needs to fulfill its promise to every student who walks through its doors.

This Board is committed to a genuine partnership with the State of Tennessee — its Governor, its General Assembly, and the agencies and commissions that share responsibility for the health of public higher education in this state. TSU's success is Tennessee's success. The University's ability to serve its students, grow its research enterprise, and contribute to the state's economic and civic life depends on a relationship with state government that is grounded in trust, transparency, and shared purpose. This Board welcomes that accountability and embraces it.

Central to that partnership is the Board's obligation to serve as responsible stewards of the public investment in this University. Tennessee's taxpayers fund TSU's operations, its facilities, and the scholarships that make a TSU education accessible to students who might otherwise go without. This Board takes that trust seriously. It is committed to financial transparency, sound fiscal management, and ensuring that every dollar entrusted to this institution is used in direct service of its students and its mission.

These Bylaws set the standards by which this Board governs. They reflect a commitment to transparency, accountability, and sound stewardship of the public trust. They distribute authority deliberately, to ensure that no single voice dominates and that every decision reflects the collective judgment of the full Board. They are written to last — because TSU's mission to its students lasts, and the governance structures that support that mission must be equal to it.

Every provision of these Bylaws shall be interpreted in light of that mission. Where ambiguity exists, the interpretation that best serves TSU's students, advances its educational purpose, and honors its obligation to the people of Tennessee shall govern.

# ARTICLE I

## THE BOARD OF TRUSTEES

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### 1.1 Establishment and Authority

Tennessee State University (the "University" or "TSU") is a public university established by the laws of the State of Tennessee. The University is governed by a Board of Trustees (the "Board"), pursuant to the Focus on Colleges and University Success (FOCUS) Act, T.C.A. § 49-8-101, and as further governed by T.C.A. § 49-8-201, including amendments enacted pursuant to SB 933 (2025). The Board is vested by law with the power and authority to govern the University and to exercise all powers and authority of the University. No individual trustee, officer, or committee of the Board possesses independent governing authority except as expressly provided in these Bylaws or by Board resolution.

### 1.2 Governing Philosophy

The Board governs as a body. Its authority is collective, its deliberations are transparent, and its decisions are made in the interest of the entire University community. Individual trustees are bound by duty to the institution, not to the appointing authority, political affiliation, or external constituency that may have led to their appointment. Trustees appointed through any process serve TSU upon taking office.

### 1.3 Board Composition

Pursuant to T.C.A. § 49-8-201(f), as amended by SB 933 (2025), the Board consists of twelve (12) members: eleven (11) voting members and one (1) non-voting student member. The composition is as follows:

Appointing Authority	Seats	Initial Term	Subsequent Terms	Voting Status
Governor of Tennessee	6	Staggered: 3 members at 3 yrs; 3 members at 4 yrs; 2 members at 6 yrs (transition)	6-year terms	Voting
Speaker of the Senate	2	6 years (rolling succession as gubernatorial terms expire)	6-year terms	Voting
Speaker of the House of Representatives	2	6 years (rolling succession as gubernatorial terms expire)	6-year terms	Voting
Faculty Senate	1	2 years	2-year terms	Voting
President of the University	1	1 year	1-year terms	Non-Voting
<b>TOTAL</b>	<b>12</b>			<b>11 Voting / 1 Non-Voting</b>

At least eight (8) of the eleven (11) voting members shall be residents of the State of Tennessee or nonresidents who have significantly contributed their time and support to ensure the success and continued growth of the University or the local community it serves. Alumni requirements applicable to gubernatorial appointees are as set forth in T.C.A. § 49-8-201(f).

#### **1.4 Speaker Appointments – Rolling Succession**

Pursuant to SB 933 (2025), the Speaker of the Senate and the Speaker of the House of Representatives each hold authority to appoint two (2) voting members to the Board. These seats are phased in as follows:

**(a) Immediate Appointment:** One (1) seat for each Speaker activated upon the effective date of SB 933. The Speaker of the Senate and the Speaker of the House of Representatives each made one immediate appointment pursuant to this authority.

**(b) Rolling Succession:** One (1) additional seat for each Speaker is filled as the successor to an expiring gubernatorial appointment. Specifically, the Speaker of the Senate fills the seat of the first gubernatorial voting member whose term expires on or after the effective date of SB 933, and the Speaker of the House fills the seat of the second such expiring gubernatorial term.

**(c) Transition:** During the transition period, the Board may temporarily exceed twelve (12) members as existing gubernatorial terms run to their natural expiration. The composition target of twelve (12) members reflects the fully implemented framework under SB 933.

#### **1.5 Terms of Office**

**(a) Gubernatorial Appointees – Initial Staggered Terms:** The initial terms of members appointed by the Governor are staggered as follows: three (3) members serve three-year terms; three (3) members serve four-year terms; and two (2) members serve six-year terms. This staggering ensures continuity of Board membership and institutional knowledge.

**(b) Speaker Appointees – Initial Terms:** The initial terms of the first members appointed by the Speaker of the Senate and the Speaker of the House of Representatives are six (6) years from the date of appointment.

**(c) Subsequent Terms:** All subsequent appointments — by the Governor, the Speaker of the Senate, or the Speaker of the House of Representatives — shall be for six-year terms.

**(d) Faculty Trustee:** The Faculty Trustee, selected by the Faculty Senate, shall serve a two-year term.

**(e) Student Trustee:** The non-voting Student Trustee shall serve a one-year term.

**(f) Holdover:** If a vacancy occurs by reason of expiration of a term, the departing member shall serve until a successor is appointed and qualified.

#### **1.6 Term Limits**

All members appointed by the Governor, the Speaker of the Senate, or the Speaker of the House of Representatives are eligible to serve for two (2) consecutive six-year terms. A member who has served two (2) consecutive terms is ineligible for reappointment for a period of four (4) years following the last date of service on the Board. Service in a partial term to fill a vacancy does not count toward this limit.

## **1.7 Eligibility Restrictions**

The following individuals are prohibited from serving as a voting member of the Board: employees of any public institution of higher education (except faculty members elected to the Board); elected or appointed public officials; state employees; members of a governing body of any other Tennessee institution of higher education; or members of the Board of Directors of the Tennessee State University Foundation, Inc.

## **1.8 Student Trustee Selection**

The non-voting Student Trustee shall be selected by the President of the University through a structured application and interview process designed to identify qualified student representatives committed to TSU's mission. The process shall proceed as follows:

(a) **Application:** The President shall establish and publicize an annual application process open to enrolled TSU students in good academic and disciplinary standing. Application materials shall include, at minimum, a written statement of interest, academic records, and references.

(b) **Initial Review and Interviews:** Applications shall be reviewed and interviewed by a selection committee convened by the President, consisting of representatives from Student Affairs, the Office of General Counsel, and such other University faculty and staff as the President determines appropriate. The committee shall evaluate candidates on academic standing, leadership experience, communication skills, and demonstrated commitment to TSU's student community.

(c) **Presidential Interview and Selection:** The selection committee shall advance the top three (3) candidates to the President for a final interview. The President shall select the Student Trustee from among the three finalists and shall notify the Board Chair and the full Board of the selection prior to the student's first Board meeting.

(d) **Term and Eligibility:** The Student Trustee shall serve a one-year term. A student may serve no more than two (2) consecutive one-year terms. The Student Trustee must remain enrolled and in good standing throughout the term of service.

(e) **Non-Voting Status:** The Student Trustee is a non-voting member of the Board. The Student Trustee shall receive all notices and materials provided to voting members, may participate in all open deliberations, and shall serve as a voice for the student body in Board discussions. The Student Trustee shall not be counted for purposes of quorum.

## **1.9 Vacancies**

Whenever a vacancy occurs among gubernatorial appointees, the Secretary shall notify the Governor, who shall appoint a successor for the remainder of the unexpired term. Whenever a vacancy occurs among Speaker appointees, the Secretary shall notify the appropriate Speaker, who shall appoint a successor for the remainder of the unexpired term. Whenever a vacancy occurs among those appointed by the Faculty Senate, the Faculty Senate shall appoint a successor. Student Trustee vacancies shall be filled by the President in accordance with Section 1.8 for the remainder of the term.

## **1.10 Attendance**

Pursuant to T.C.A. § 49-8-201, as amended, the failure of a member to attend more than fifty percent (50%) of the regular Board meetings in a calendar year shall constitute cause for the member's removal and shall authorize the Board to call upon the respective appointing authority to appoint a successor. This requirement does not apply to the non-voting Student Trustee or

Faculty Trustee. The Secretary shall maintain an accurate attendance record for each Board member and shall report attendance data to the full Board annually.

### **1.11 Removal**

A Board member may be removed for a material violation of the Board's Code of Ethics and Conflicts of Interest Policy by a two-thirds (2/3) vote of the full voting membership of the Board after the member has been afforded written notice and an opportunity to respond. Removal for attendance failure shall be governed by Section 1.10 and applicable law. Nothing in this section limits the authority of the Governor or either Speaker to remove their respective appointees pursuant to applicable law.

## **ARTICLE II POWERS, RESPONSIBILITIES, AND DUTIES OF THE BOARD**

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### **2.1 General Powers**

The Board governs the University by exercising all powers, responsibilities, and duties expressly conferred upon the Board by law. Among those powers, the Board has authority to:

- Select, employ, annually evaluate, and, when necessary, remove the President of the University;
- Confirm the appointment of administrative personnel, faculty, and other employees of the University, their salaries, and terms of office, as reported to the Board by the President pursuant to Section 4.2(c);
- Approve curricula, academic programs, and requirements for diplomas and degrees;
- Review and approve the operating budget and set fiscal policies;
- Set tuition rates and mandatory fees within statutory parameters;
- Establish policies governing campus life, student conduct, housing, parking, and safety;
- Grant tenure and promotion to eligible faculty upon the positive recommendation of the President;
- Define residency requirements within statutory parameters;
- Receive donations of money, securities, and property;
- Purchase and convey real property subject to applicable state regulations;
- Name or rename University buildings, grounds, and other physical features;
- Delegate to the President such powers and duties as are necessary for the efficient administration of the University, subject to limitations expressly set forth in law or these Bylaws; and
- Exercise any other power granted by statute or necessary to promote the sound governance of the University.

### **2.2 Responsibilities of the Board**

The Board is responsible for:

- Determining and periodically reviewing the mission of the University to ensure alignment with the goals of public higher education in Tennessee and TSU's unique identity as an HBCU;
- Ensuring the University's fiscal integrity and protecting its assets for posterity;
- Ensuring the educational quality of the University's academic programs and preserving academic freedom and institutional autonomy;
- Engaging regularly with the University's major constituencies — students, faculty, staff, and alumni;
- Adopting and maintaining governance policies that reflect the highest standards of public trust; and
- Ensuring the currency of Board governance policies and practices, and periodically assessing the performance of the Board, its committees, and its members.

### **2.3 Duties of Individual Trustees**

Each Board member is bound to:

- Act in the best interest of Tennessee State University as a whole, not in the interest of any appointing authority, external constituency, or individual constituent group;
- Be free from undue influence from political, religious, or other external bodies and protect the University from such influence;
- Disclose actual or potential conflicts of interest and recuse from related deliberations and votes;
- Direct matters of administration or executive action through the President, not directly to University employees or officers;
- Refrain from speaking on behalf of the Board or the University unless expressly authorized by the Board or the Board Chair;
- Participate in all Board meetings and events, absent good cause, and meet the attendance threshold established by Section 1.10; and
- Conduct all Board business with transparency, in compliance with applicable open meetings and public records laws.

## **ARTICLE III OFFICERS OF THE BOARD**

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### **3.1 Officers**

The officers of the Board shall be a Chair and a Vice Chair. Officers shall be elected from among the voting membership of the Board by a majority of the full voting membership.

### **3.2 Terms and Elections**

Each officer shall serve a two (2) year term commencing July 1 and expiring June 30 of the second year following election, until a successor is elected or a vacancy occurs. This commencement date aligns officer transitions with the University's fiscal year, ensuring that budget adoption and other fiscal-year obligations are completed under the outgoing officers' stewardship before the transition occurs. Officer elections shall take place at the regular Board meeting immediately

preceding July 1. Officers may serve consecutive terms. An officer whose term expires shall serve until a successor is duly elected. To be eligible for election as an officer, a member must have attended at least one (1) regular Board meeting prior to the election. This requirement ensures that no member may be elevated to Board leadership before having participated in the Board's governance as a voting member.

### **3.3 Prohibition on Dual Roles**

No Board member who serves as an officer of the Board may simultaneously serve as the chair of any standing or special committee of the Board. This prohibition prevents the concentration of institutional power in a single trustee and ensures independent committee oversight. It applies regardless of the identity of the officer or the committee involved.

### **3.4 Responsibilities of the Chair**

The Board Chair shall:

- Preside at all meetings of the Board and have the right to vote on all questions;
- Serve as the primary spokesperson for the Board on matters voted on and approved by the Board;
- Act on behalf of the Board to acknowledge or affirm the Board's governance authority and responsibilities relating to compliance with federal and state law, accreditation standards, and governmental commitments;
- Serve as an ex officio voting member of all standing committees of the Board;
- Appoint all members and chairs of standing and special committees, subject to ratification by a majority of the full voting membership at the next regular Board meeting. Committee chairs shall not be officers of the Board;
- Prepare or direct preparation of the agenda for each Board meeting, in consultation with the President and the Secretary; and
- Perform such other duties as may be prescribed by the Board or by law.

### **3.5 Responsibilities of the Vice Chair**

The Vice Chair shall perform such duties as may be prescribed by the Board. In the absence or incapacity of the Chair, the Vice Chair shall perform the duties of the Chair for that meeting or matter only. The Vice Chair does not assume the Chair's permanent authority absent a formal vacancy and election. In the absence of both the Chair and Vice Chair, the Board may by majority vote of those present temporarily designate a presiding member for that meeting only.

### **3.6 Removal of Officers**

An officer may be removed from office at any time by a two-thirds (2/3) vote of the full voting membership of the Board. If a motion to remove the Chair is duly made and seconded, the Chair shall immediately transfer control of the meeting to the Vice Chair for the duration of the discussion and vote on that motion. If the Vice Chair is absent, the Board shall designate a presiding member by majority vote of those present. If the motion to remove is unsuccessful, the Chair shall resume presiding.

### **3.7 Vacancies in Officer Positions**

If a vacancy occurs in an officer position due to death, resignation, removal, or loss of Board membership, the Board shall elect a successor at the next regular or special meeting for the remainder of the unexpired term.

## **ARTICLE IV OFFICERS OF THE UNIVERSITY**

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### **4.1 University Officers Supporting Board Activities**

The officers of the University designated to support Board activities are the President, the Secretary of the Board, the Chief Audit Executive, and such other officers as the Board or the President may determine are necessary. These officers shall have such powers and duties as set forth in applicable law, these Bylaws, and as the Board or the President prescribes.

### **4.2 President**

The President is the chief executive and governing officer of the University, appointed by and serving at the pleasure of the Board.

**(a) Authority.** The President shall have authority and responsibility to supervise, direct, and manage the affairs and operations of the University, subject to the powers retained by the Board and any powers specifically delegated by the Board to other University officers. The President may delegate authority to University staff as deemed appropriate.

**(b) Liaison.** The President shall serve as the official liaison between the University community and the Board. The President shall have direct access to the Board and shall attend all Board and committee meetings except as otherwise directed by the Board Chair.

**(c) Personnel Actions.** The President is authorized, consistent with applicable law and Board policies, to appoint, determine compensation and duties of, promote, demote, suspend, or terminate other officers and employees of the University. The President shall report all such actions to the Board annually for confirmation at a regularly scheduled meeting.

**(d) Reporting.** The President shall report to the Board all significant matters within the President's knowledge affecting the University, including any matter that should reasonably be brought to the Board's attention in fulfillment of its governance responsibilities.

**(e) Evaluation.** The Board shall conduct a formal annual performance evaluation of the President in accordance with Board Policy No. 004 and procedures established by the Governance and Personnel Committee.

### **4.3 Secretary of the Board**

The Secretary of the Board shall be appointed by the President, subject to Board ratification. The Secretary shall be responsible for: providing required notices of Board meetings; preparing agendas in consultation with the Chair and the President; taking and maintaining minutes of all Board and committee meetings; serving as custodian of the official records of the Board; maintaining accurate Board attendance records; advising on the University's governing documents; and performing such other duties as assigned by the Chair or the Board.

### **4.4 Chief Audit Executive**

The Chief Audit Executive ("CAE") shall be appointed by the President upon the recommendation of the Audit Committee, subject to Board approval. When a vacancy occurs in the CAE position, the Chair of the Audit Committee shall lead the candidate identification process, may convene an advisory search committee, and shall recommend a candidate to the Audit Committee. If the Audit Committee concurs, it shall recommend the candidate to the full Board for approval.

**(a) Reporting Structure.** The CAE reports administratively to the President and functionally to the Board through the Audit Committee. The CAE shall have direct and unrestricted access to the Chair of the Audit Committee at all times.

**(b) Independence.** The CAE may be removed only for cause, by a two-thirds (2/3) vote of the full voting membership of the Board — currently eight (8) of eleven (11) voting members. No administrative action by the President or University leadership may circumvent this provision. This supermajority requirement is consistent with Section 7.2 and ensures that no coordinated faction may remove the CAE without genuine Board consensus.

**(c) Annual Report.** The CAE shall present a comprehensive report on the internal audit function to the Board through the Audit Committee at a stated meeting each year, including the annual audit plan, audits completed and in progress, follow-up reviews, and audits scheduled but not completed.

**(d) Scope.** The internal audit function exists to provide independent, objective assurance to the Board regarding the University's governance, risk management, and internal controls. The CAE reports audit findings through the Audit Committee — not through administration. The internal audit function's scope expressly includes the University's financial transactions with, and obligations arising from, affiliated entities and foundations — including compliance with any memoranda of understanding governing those relationships — to the extent necessary to fulfill the Board's fiduciary oversight of University assets. This provision confers no authority over the internal governance or operations of any affiliated entity.

**(e) Compensation.** The initial and subsequent compensation of the CAE shall be reviewed and approved by the Audit Committee before taking effect. The President may not unilaterally adjust CAE compensation without prior Audit Committee approval. This provision protects the CAE's functional independence by ensuring that compensation decisions rest with the Board's oversight body, not with the officer whose activities the CAE audits.

## **ARTICLE V COMMITTEES OF THE BOARD**

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### **5.1 Authority to Establish Committees**

Subject to statutory requirements, the Board may establish such standing and special committees as it deems appropriate. All committees are advisory to the full Board — no committee may take final action on behalf of the Board unless expressly authorized by these Bylaws, Board policy, or a specific Board resolution.

### **5.2 Committee Appointments**

The Board Chair shall appoint all members and chairs of standing and special committees, subject to ratification by a majority of the full voting membership at the next regular Board meeting. No officer of the Board may simultaneously serve as the chair of any committee. The Board Chair serves as an ex officio voting member of all standing committees.

### **5.3 Standing Committees**

The Board shall maintain the following standing committees at minimum:

- **Audit Committee:** Responsible for oversight of the University's financial reporting, internal controls, external audit relationship, and internal audit function. Shall consist entirely of non-University-employee trustees. The CAE reports functionally to this Committee. Shall have a written charter approved by the full Board.
- **Finance and Administration Committee:** Responsible for reviewing and recommending the operating budget, fiscal policies, capital expenditures, and significant financial transactions for full Board action. All Finance Committee actions are recommendatory — final authority on budget, fees, and capital expenditures rests with the full Board.
- **Academic Affairs Committee:** Responsible for oversight of academic programs, curriculum, faculty matters, and the University's educational quality and accreditation status.
- **Governance and Personnel Committee:** Responsible for Board governance practices, trustee orientation and continuing education, Board self-assessment, policy modernization oversight, attendance tracking, and senior personnel matters including the presidential performance evaluation process.

#### 5.4 Quorum and Voting in Committees

A majority of the voting members of a committee shall constitute a quorum. Committee action requires a majority of the quorum present. No committee action shall be presented to the full Board as a recommendation without a quorum present at the committee meeting at which the vote was taken.

#### 5.5 Committee Reports

Each committee shall report its recommendations and significant findings to the full Board at each regular Board meeting. Committee reports are advisory. The full Board retains final authority on all matters within the Board's reserved powers.

#### 5.6 Executive Committee

(a) **Establishment.** The Board shall maintain an Executive Committee. The Executive Committee shall consist of the Board Chair, who shall serve as its chair, the Vice Chair, and one (1) at-large member appointed by the Chair. The Board Chair serves as an ex officio voting member pursuant to Section 5.2.

(b) **Chair's Discretion to Convene.** The Board Chair may convene the Executive Committee at any time, for any matter the Chair determines requires action between regular Board meetings. No petition, threshold number of members, or predicate condition is required before the Chair may call the Executive Committee into session. The Chair retains full discretion to bring any matter directly to the full Board at a regular or special meeting rather than to the Executive Committee, regardless of whether the Executive Committee could have acted on it.

(c) **Authority.** Between regular meetings of the Board, the Executive Committee may act for the full Board on matters requiring action before the next regular meeting when the Chair determines that convening a special meeting of the full Board is not practicable. Actions taken by the Executive Committee shall be reported to the full Board at the next regular meeting and, where appropriate, submitted for ratification. Executive Committee actions are subject to the same open meetings requirements as full Board meetings.

(d) **Full Board Primacy.** Nothing in this section limits the authority of the full Board to act on any matter at any regular or special meeting. The Executive Committee is a tool of governance efficiency, not a required procedural step. The Chair's decision to bring a matter of urgency

directly to the full Board rather than to the Executive Committee is expressly within the Chair's authority and shall not be the basis for any challenge to the validity of Board action.

(e) Excluded Matters. The Executive Committee may not take action on any matter requiring a supermajority vote under Article VII. Those matters are reserved to the full Board regardless of urgency or circumstance.

## **ARTICLE VI MEETINGS OF THE BOARD**

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### **6.1 Open Meetings**

All Board meetings for which a quorum is required to make a decision or deliberate toward a decision are open to the public, except as authorized by a statutory or judicially recognized exception to the Tennessee Open Meetings Act, T.C.A. § 8-44-101, et seq. Meetings shall be available for public viewing by livestream from the University's website. Archived recordings shall be made available within a reasonable period following each meeting.

### **6.2 Regular Meetings**

The Board shall meet at least four (4) times each fiscal year on dates and at times specified by the Chair. The Chair may call additional meetings as needed or upon written request of a majority of the voting members.

### **6.3 Special Meetings**

The Chair, Vice Chair, or President may call a special meeting at any time by submitting written notice to the Secretary. A special meeting may also be called upon the written request of any three (3) or more voting Board members submitted to the Secretary. The call for every special meeting shall state the business to be considered; business transacted shall be limited to matters stated in the call.

### **6.4 Notice**

(a) Regular Meetings: At least five (5) days' written notice shall be provided to all Board members by the Secretary. Notice may be provided by any reasonable means.

(b) Special Meetings: At least forty-eight (48) hours' notice shall be provided to the public and to Board members. In genuine emergency circumstances, notice may be shortened to the extent permitted by the Tennessee Open Meetings Act.

### **6.5 Quorum**

A quorum shall consist of a majority of the voting Board members. The non-voting Student Trustee does not count toward quorum. No Board business may be transacted without a quorum. If a quorum is not present, attending members may adjourn to a future date.

### **6.6 Agendas**

The Secretary shall prepare an agenda for every meeting in consultation with the Chair and the President. The agenda shall list each matter to be considered and shall be posted publicly at least forty-eight (48) hours prior to the meeting. Matters not appearing on the agenda may be considered only upon an affirmative vote of a majority of those present and voting.

## **6.7 Consent Agenda**

The Chair, in consultation with the President and the Secretary, may designate routine and non-controversial items for a consent agenda. Any item unanimously approved by a committee may be placed on the consent agenda by the Chair. Any member may request removal of an item from the consent agenda by written notice to the Secretary prior to the meeting; the request requires approval of a majority of those present and voting. The Chair may remove any item at any time.

## **6.8 Conduct of Business**

All votes shall be by public vote, public ballot, or public roll call as defined by T.C.A. § 8-44-104(b). No secret votes, secret ballots, or proxy votes are permitted. The Board may permit telephonic or electronic participation, provided the meeting is audible to the public at the noticed location and all participants can hear and be heard. Parliamentary procedure is governed by Section 6.11.

## **6.9 Requests to Address the Board**

Anyone wishing to address the Board must submit a written request to the Secretary at least five (5) days prior to the scheduled meeting, including the requestor's name, contact information, and subject matter limited to items germane to the agenda. The Chair shall review requests and either place the item on the agenda or notify the requestor in writing of the basis for declining. Scheduled speakers must be physically present and may not send substitutes.

## **6.10 Minutes**

The Secretary shall take minutes at each meeting of the Board and its committees. Approved minutes constitute the official record. Minutes need not be verbatim but shall provide adequate basis upon which implementing actions may be taken or permanent policies may be extracted.

## **6.11 Parliamentary Authority**

The rules contained in the most current edition of Robert's Rules of Order Newly Revised shall govern meetings of the Board and its committees to the extent applicable and not inconsistent with these Bylaws, applicable law, or any special rules of order adopted by the Board.

# **ARTICLE VII SUPERMAJORITY REQUIREMENTS**

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## **7.1 Purpose**

The Board consists of eleven (11) voting members. A simple majority of a quorum could allow as few as four (4) trustees to take consequential action on behalf of the institution. To protect against governance capture and ensure that major institutional decisions reflect genuine Board consensus, the following supermajority requirements apply. All supermajority thresholds are calculated against the full voting membership of the Board, not merely against the quorum present.

## **7.2 Actions Requiring a Supermajority**

The following actions require the affirmative vote of two-thirds (2/3) of the full voting membership of the Board (currently eight (8) of eleven (11) voting members):

- Adoption, amendment, or repeal of these Bylaws;

- Adoption, amendment, or repeal of any Board-level policy;
- Approval of the annual operating budget;
- Approval of any increase in tuition or mandatory fees;
- Approval of any capital expenditure exceeding a threshold established by Board resolution;
- Appointment or removal of the President;
- Removal of a Board member for ethics violations or attendance failures;
- Removal of a Board officer;
- Removal of the Chief Audit Executive;
- Authorization of any transaction between the University and any entity in which a trustee has a disclosed financial interest; and
- Any action to suspend, waive, or override a provision of these Bylaws.

### **7.3 Rationale**

These supermajority requirements protect against governance capture by a coordinated faction, ensure major institutional decisions reflect the Board’s authentic collective mandate, and provide the President and University leadership with the assurance that significant directives carry genuine Board support. As the Board’s composition evolves under SB 933 to include appointments from multiple authorities, the supermajority threshold ensures no single appointing authority’s bloc can unilaterally direct the institution.

## **ARTICLE VIII ETHICS, CONFLICTS OF INTEREST, AND INSTITUTIONAL INDEPENDENCE**

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### **8.1 Code of Ethics**

The Board shall adopt and maintain a Code of Ethics and Conflicts of Interest Policy applicable to all trustees and officers. Each trustee and officer shall review and acknowledge the Code annually in writing. The Code shall be a public document.

### **8.2 Conflicts of Interest**

Each trustee shall promptly disclose to the Secretary any actual or potential conflict of interest. A trustee with a disclosed conflict shall recuse from deliberations and shall not vote on the matter. Recusal shall be noted in the minutes.

### **8.3 Institutional Independence**

The Board and each of its members shall actively protect the University from undue external influence — whether political, religious, commercial, or otherwise. Trustees appointed through a political process serve the institution upon appointment; they do not represent the interests of their appointing authority in Board deliberations. No trustee shall use Board service as a vehicle to advance external interests at the expense of the University.

### **8.4 Intra-Board Conduct**

Trustees shall engage with one another and with University leadership with honesty, respect, and institutional purpose. The use of Board positions, committee roles, or governance processes to

harass, intimidate, retaliate against, or undermine the President, other trustees, or University employees is inconsistent with the duties of trusteeship and may constitute a material ethics violation subject to Section 1.11.

## **ARTICLE IX TRUSTEE ORIENTATION AND BOARD SELF-ASSESSMENT**

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### **9.1 Orientation**

Each newly appointed trustee shall complete a structured orientation program before or promptly following their first Board meeting, coordinated by the Secretary in consultation with the Governance and Personnel Committee. Orientation shall include, at minimum: an overview of the University's mission, strategic plan, and financial condition; a review of these Bylaws and Board policies; the Code of Ethics and Conflicts of Interest Policy; TSU's accreditation status and obligations; and the respective roles of the Board, the Chair, the President, and University administration.

Consistent with T.C.A. § 49-8-201(f)(9), as amended by SB 933, all members appointed by the Governor, the Speaker of the Senate, and the Speaker of the House of Representatives shall attend orientation seminars coordinated and administered by the Tennessee Higher Education Commission.

### **9.2 Continuing Education**

The Board shall engage in continuing governance education on a regular basis, including training on the legal duties of public university trustees, best practices in higher education governance, and matters specific to TSU's governance context. The Governance and Personnel Committee shall identify and coordinate continuing education opportunities.

### **9.3 Board Self-Assessment**

The Board shall conduct a formal self-assessment of its performance, governance practices, and effectiveness no less than once every two (2) years, coordinated by the Governance and Personnel Committee. Results shall be discussed at a regular Board meeting and used to inform governance improvements.

## **ARTICLE X ADOPTION AND AMENDMENT**

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### **10.1 Adoption**

These Bylaws shall be effective upon adoption by two-thirds (2/3) vote of the full voting membership of the Board at a regular or special meeting called for that purpose.

### **10.2 Amendment**

These Bylaws may be amended at any regular or special meeting by a two-thirds (2/3) vote of the full voting membership, provided that a copy of the proposed amendment is furnished to each

Board member in writing at least ten (10) days in advance of the meeting. Any Board member may propose an amendment by submitting a written request to the Secretary; the Board will vote at the next regular or special meeting.

### **10.3 Suspension**

Any provision of these Bylaws may be temporarily suspended for a specific matter by a two-thirds (2/3) vote of the full voting membership, provided the suspension is stated on the agenda and the need explained in the meeting record.

### **10.4 Survivability**

Any determination that a provision of these Bylaws is inapplicable, invalid, or otherwise ineffective shall not affect or invalidate any other provision.

### **10.5 Governing Law and Currency**

These Bylaws shall be interpreted consistent with applicable Tennessee law, including the FOCUS Act (T.C.A. § 49-8-101 et seq.), T.C.A. § 49-8-201 (as amended), and the Tennessee Open Meetings Act (T.C.A. § 8-44-101 et seq.). In the event of conflict between these Bylaws and applicable law, the law shall control. The Board shall review these Bylaws no less than every three (3) years to ensure continued alignment with applicable law and current governance best practices.

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## **DOCUMENT HISTORY**

Adopted by the Board of Trustees: April 13, 2017

Revised by the Board of Trustees: June 13, 2019

Revised by the Board of Trustees: September 14, 2023

*Amended and Restated by the Board of Trustees: \_\_\_\_\_, 2026*

*DRAFT — For Discussion Purposes Only*

## Tennessee State University Board of Trustees

### Policy No. 001: Board Code of Ethics and Conduct/Conflicts of Interest Policy

REDLINE — Tracked Changes Against Approved Version (September 24, 2020)

Legend: Underlined blue = new text | ~~Red strikethrough = deleted text~~

#### I. Purpose

This policy of the Tennessee State University Board of Trustees ("Board") sets the minimum standards for ensuring that Board members conduct themselves with a high degree of professionalism and in a manner that will not violate the public trust.

#### II. Definitions

A. **Conflict of Interest.** A conflict of interest exists when a Board member's personal interests, whether financial or otherwise, actually or potentially diverge from the Board member's professional obligations to, and the best interests of, Tennessee State University.

B. For the purposes of this policy, a conflict of interest with a vendor or contractor also creates a conflict of interest with a related sub-vendor or sub-contractor.

C. Foundation Board Disqualification. Service as a member of the Board of Directors of the Tennessee State University Foundation, Inc. constitutes a per se disqualification from service as a voting member of the Board of Trustees, as provided in the Board's Bylaws, Article I, Section 1.7. This disqualification is not a disclosable conflict subject to recusal — it is an eligibility bar.

#### III. Code of Ethics and Standards of Conduct

##### A. Actions

Each Board member shall avoid any action, whether or not specifically prohibited by statute, regulation, or this policy, that might result in or create the appearance of:

- a. The Board member's use of his/her position for personal gain;
- b. Impeding Board efficiency or economy;
- c. Losing independence or impartiality;
- d. Making a Board decision outside of official channels;
- e. Failing to satisfactorily perform the responsibilities of the Board as defined in the Board's bylaws; and
- f. Adversely affecting the confidence of the public in the integrity of the Board.

##### B. Use of Information

No Board member shall:

- g. Directly or indirectly use, disclose, or allow the use of information that was obtained through or in connection with the Board's business and that has not been made available to the general public for the purpose of furthering the personal profit of any person, including the Board member; or
- h. Engage in a financial transaction as a result of, or primarily relying upon, information obtained through service as a Board member.

##### C. Use of Government Property

No Board member shall make use of Tennessee State University's facilities, equipment, personnel, or supplies for private use or gain, except to the extent that such use is incidental, de minimis, or is lawfully available to the general public.

#### **D. Interaction and Communication with Tennessee State University Employees**

- i. Except for the purpose of inquiry or information, a Board member shall not give direction to or interfere with any employee, officer, or agent under the direct or indirect supervision of the President.
- j. If a member of the public, or a University employee, student, or contractor, brings a University related matter to the attention of a Board member, and the Board member believes the matter warrants inquiry or follow up, the Board member shall communicate with the Board Chair regarding the matter, and the Board Chair shall communicate with the President on the matter. Board members shall not communicate directly with a University employee on such matters.

#### **E. Gifts**

1. No Board member shall solicit or accept, directly or indirectly, on behalf of himself/herself or any member of the Board member's household, any gift, including but not limited to any gratuity, service, favor, food, entertainment, lodging, transportation, loan, loan guarantee or any other thing of monetary value, from any person or entity that: (i) has, or is seeking to obtain, contractual or other business or financial relations with Tennessee State University; or (ii) has interests that may be substantially affected by the performance or nonperformance of the Board member's official duties.
2. The prohibition on accepting gifts does not apply in the following circumstances:
  - k. A gift given by Board member's immediate family, or by an individual, if the gift is given for a non-business purpose and is motivated by a close personal relationship and not by the Board member's position;
  - l. Information materials in the form of books, articles, periodicals, other written materials, audiotapes, videotapes, or other forms of communication;
  - m. Sample merchandise, promotional items, and appreciation tokens, if they are routinely given to customers, suppliers or potential customers or suppliers in the ordinary course of business;
  - n. Unsolicited tokens or awards of appreciation, honorary degrees, or bona fide awards in recognition of public service in the form of a plaque, trophy, desk item, wall memento, and similar items; provided that any such item shall not be in a form which can be readily converted to cash;
  - o. Food, refreshments, foodstuffs, entertainment, or beverages provided as part of a meal or other event, if the value of such items does not exceed ~~fifty dollars (\$50.00)~~ one hundred dollars (\$100.00) per occasion;
  - p. Food, refreshments, meals, foodstuffs, entertainment, beverages or interstate travel expenses that are provided in connection with an event where the Board member is a speaker or part of a panel discussion at a scheduled meeting of an established or recognized membership organization with regular meetings;
  - q. Loans from an established financial institution made in the ordinary course of business on usual and customary terms, so long as there are no guarantees or collateral provided by any Board members; and
  - r. There may be circumstances where refusal or reimbursement of a gift, such as a lunch or dinner, may be awkward and contrary to the larger interest of Tennessee State University. In such circumstances, the Board member is to use his/her best judgement and disclose the gift, including

a description, estimated value, the person or entity providing the gift, and any explanation necessary within fourteen (14) days, to the Board Chair.

#### IV. Unlawful Conflicts of Interest

##### A. Conflicts of Interest Prohibition

1. It is unlawful for any Board member:
  - s. To be financially interested in any contract or transaction affecting the interests of Tennessee State University, or
  - t. To procure, or to be a party in any way to procuring, the appointment of any relative to any position of financial trust or profit connected with Tennessee State University.
2. A member who violates the provisions stated in Section IV.A shall be subject to removal by the Governor or by the Board.

##### V. Acknowledgment and Disclosures

1. Each Board member shall submit a Board disclosure form within thirty (30) days following the first seating of the Board, and annually thereafter to the ~~General Counsel~~Secretary of the Board, with a copy to the Chair of the Governance and Government Affairs Committee and the Chair of the Audit Committee, by no later than the Board's summer meeting date, except that the Board Chair may grant an extension to the submission date, as deemed warranted.
2. Any time a Board member believes a conflict of interest or ethical violation may exist with any Board member(s), including himself/herself, the Board member shall immediately submit a written disclosure of the facts and circumstances surrounding the situation to the Chair with a copy to ~~University Counsel~~the Secretary of the Board, the Chair of the Governance and Government Affairs Committee, and the Chair of the Audit Committee.
3. The Board or a duly appointed committee shall evaluate the disclosure and determine what, if any, action is necessary. Under no circumstance shall a member who is involved in a potential or alleged violation of this policy vote on the disposition of such matter.
4. When a Board member is in doubt as to the proper interpretation of this policy or whether a disclosure is required, the Board member is expected to seek the advice of the Chair or his/her designee, or ~~the University Counsel~~the Secretary of the Board.

##### VI. Penalty for Material Violations of this Policy

1. By a two-thirds (2/3) vote of its ~~membership~~full voting membership, the Board may remove any member of the Board for a material violation of this policy.
2. A Board vote to remove one of its members shall only be taken:
  - ~~a. After the accused member has been afforded a due process contested case hearing in accordance with the Uniform Administrative Procedures Act, Tennessee Code Annotated Title 4, Chapter 5; and~~  
a. After the accused member has been provided written notice of the alleged violation specifying the factual basis for the allegation and an opportunity to respond in writing within twenty-one (21) days of the notice; and
  - b. A finding has been made that the member violated this policy.

##### VII. Interpretation

~~The Board Chair has the final authority to interpret the terms of this policy.~~ Questions regarding the interpretation of this policy shall be directed to the Secretary of the Board, who shall consult with the



## Tennessee State University Board of Trustees

### Policy No. 002: Committees of the Board of Trustees

Revised \_\_\_\_\_, 2026 | Supersedes Policy No. 002 adopted April 13, 2017 and revised May 15, 2024

**DRAFT — For Board Review**

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#### I. Purpose

As provided in the Board's Bylaws, the Board of Trustees (the "Board") of Tennessee State University (the "University" or "TSU") may establish such standing and special committees as it deems appropriate. This Policy establishes the Board's standing committee structure, defines each committee's composition and charge, and governs the appointment, operation, and authority of all standing and special committees. The governance documents of the Board shall be interpreted in the following order of precedence: (1) Board Bylaws; (2) Board Policies; (3) Committee Charters; and (4) Board Procedures.

#### II. General Committee Provisions

##### A. Authority and Limitations

All committees are advisory to the full Board. No committee may take final action on behalf of the Board unless expressly authorized by the Board's Bylaws, this Policy, or a specific Board resolution. Committee recommendations are presented to the full Board, which retains final authority on all matters within the Board's reserved powers.

##### B. Appointments

The Board Chair shall appoint all members and chairs of standing and special committees, subject to ratification by a majority of the full voting membership at the next regular Board meeting. No officer of the Board may simultaneously serve as the chair of any standing committee, except that the Board Chair shall serve as chair of the Executive Committee. The Board Chair serves as an ex officio voting member of all standing committees.

##### C. Terms

Standing committee members serve two (2) year terms. Committee chairs serve one (1) year terms and may be reappointed. Appointments take effect upon Board ratification and run concurrently with the Board's fiscal year unless otherwise specified. A committee member whose term expires shall serve until a successor is appointed.

##### D. Minimum Composition

Each standing committee shall have at least three (3) voting members. The Board Chair's service as ex officio member satisfies this minimum only if a quorum cannot otherwise be achieved. Each committee shall have a Chair and a Vice Chair.

##### E. President's Attendance

The President of the University shall attend all standing committee meetings except as otherwise directed by the Board Chair. The President is not a voting member of any committee. The Secretary to the Board shall serve as a non-voting resource to all committees. The President and Secretary shall not attend any portion of a committee meeting from which they are excluded by the Committee Chair for purposes of confidential deliberation, provided such exclusion is consistent with applicable law.

## **F. Quorum and Voting**

A majority of the voting members of a committee shall constitute a quorum. Committee action requires a majority vote of those present and voting when a quorum exists. No committee recommendation shall be presented to the full Board without a quorum present at the meeting at which the vote was taken.

## **G. Notice and Agenda**

The Board Chair, in consultation with the President and the Secretary to the Board, shall develop and approve the agenda for each Board meeting. Committee members shall receive at least five (5) days written notice of meetings, including the purpose of the meeting and agenda where feasible. Notice may be provided by any reasonable means. Matters not on the agenda may be considered only upon majority vote of committee members present.

## **H. Minutes**

Minutes shall be taken at all committee meetings and maintained as official records. Approved minutes shall be provided to the Board Chair, the President, the Secretary to the Board, and all Board members, except where a Board-approved committee charter provides for alternative distribution in order to preserve independence or confidentiality.

## **I. Open Meetings**

All committee meetings are open to the public except as authorized by a statutory or judicially recognized exception to the Tennessee Open Meetings Act, T.C.A. § 8-44-101, et seq.

## **J. Committee Reports**

Each standing committee shall report its recommendations and significant findings to the full Board at each regular Board meeting. Committee reports are advisory. The full Board retains final authority on all matters within its reserved powers.

## **K. Special and Ad Hoc Committees**

The Board Chair may create special or ad hoc committees by notifying the Board of the committee's purpose, composition, and charge. Special committee chairs and members are appointed by the Board Chair and serve at the Board Chair's discretion. Special committees dissolve upon completion of their charge or by Board resolution.

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## **III. Standing Committees**

The Board shall maintain the following standing committees:

### **A. Executive Committee**

#### **1. Composition**

The Executive Committee shall consist of the Board Chair, who shall serve as its chair, the Vice Chair, and one (1) at-large member appointed by the Chair. The Board Chair serves as an ex officio voting member pursuant to Section II.B.

#### **2. Purpose and Scope**

The Executive Committee serves exclusively as a between-meeting emergency action mechanism. It exists to enable the Board to act on time-sensitive matters that require Board-level authority before the

next regular meeting and for which convening a special meeting of the full Board is not practicable. The Executive Committee is not a standing governance body and does not exercise supervisory authority over other committees, Board operations, or University administration in any ongoing capacity.

### **3. Authority**

Between regular meetings of the Board, the Executive Committee may act for the full Board on matters requiring action before the next regular meeting when the Board Chair determines that convening a special meeting is not practicable. The Board Chair retains full discretion to bring any urgent matter directly to the full Board at a special meeting rather than to the Executive Committee. The Chair's decision to bypass the Executive Committee is expressly within the Chair's authority and shall not be the basis for any challenge to the validity of Board action.

### **4. Excluded Matters**

The Executive Committee may not take action on matters requiring a supermajority vote under the Board's Bylaws, Article VII — currently: (a) adoption, amendment, or repeal of the Bylaws; (b) removal of a Board member for ethics violations or attendance failures; and (c) removal of a Board officer. Those matters are reserved to the full Board regardless of urgency.

### **5. Reporting and Ratification**

All actions taken by the Executive Committee shall be reported to the full Board at the next regular meeting. The full Board may ratify, modify, or reverse any Executive Committee action. Executive Committee actions are subject to the same open meetings requirements as full Board meetings.

### **6. Staff Support**

The Secretary to the Board shall provide staff support to the Executive Committee.

## **B. Audit Committee**

### **1. Composition and Independence**

The Audit Committee shall consist of at least three (3) voting members, all of whom shall be non-University-employee trustees. The chair of the Audit Committee shall have accounting and financial management expertise. Other members shall be generally knowledgeable in financial, management, and auditing matters. Members of the Audit Committee shall be free of any interests, in fact or in appearance, that conflict with their duties as members of the Audit Committee. The Board Chair serves as an ex officio voting member.

### **2. Purpose**

The Audit Committee assists the Board in its oversight of the University's financial reporting, internal controls, external audit relationship, internal audit function, risk management, and compliance with legal and regulatory requirements.

### **3. Charge**

The Audit Committee is responsible for:

- Overseeing audit engagements with the Tennessee Comptroller's Office, including the integrity of financial statements and compliance with legal and regulatory requirements;
- Overseeing audit engagements with external auditors;
- Overseeing internal audit activities, the annual audit plan, and significant audit results;
- Overseeing the Chief Audit Executive (CAE) — including leading the search and recommending the CAE appointment to the full Board, reviewing and approving CAE compensation before it takes effect, and recommending CAE removal only for cause to the full Board;

- Ensuring the CAE has adequate resources, staff, and budget to perform the internal audit function independently and effectively;
- Ensuring the internal audit function's scope includes the University's financial transactions with, and obligations arising from, affiliated entities and foundations — including compliance with any memoranda of understanding governing those relationships;
- Overseeing internal controls, risk assessments, and compliance with applicable laws and regulations;
- Ensuring effective fraud, waste, and abuse prevention, detection, and reporting processes;
- Establishing and maintaining procedures for the receipt, retention, and treatment of complaints about accounting, internal controls, or auditing matters, including anonymous submissions;
- Reviewing the University's conflict of interest policy and code of conduct to ensure comprehensiveness, accessibility, and enforcement; and
- Receiving the CAE's annual comprehensive report on the internal audit function, including the audit plan, completed audits, follow-up reviews, and audits scheduled but not completed, and presenting that report to the full Board.

#### **4. Charter**

The Audit Committee shall maintain a written charter approved by the full Board. The charter shall govern the detailed responsibilities and procedures of the Audit Committee. In the event of conflict between this Policy and the Audit Committee Charter, the Charter shall control.

#### **5. Staff Support**

The Chief Audit Executive shall provide staff support to the Audit Committee.

### **C. Finance Committee**

#### **1. Composition**

The Finance Committee shall consist of at least three (3) voting members appointed by the Board Chair. The Board Chair serves as an ex officio voting member.

#### **2. Purpose**

The Finance Committee assists the Board in its oversight of the University's financial integrity, long-term fiscal health, resource allocation, capital planning, facilities, and institutional advancement.

#### **3. Charge**

The Finance Committee is responsible for reviewing and recommending to the full Board:

- The annual operating budget, including review of budget assumptions, revenue projections, and expenditure priorities before Board adoption;
- Tuition rates and mandatory fees, including analysis against THEC guidance, peer institutions, and the factors set forth in Policy No. 006;
- Fiscal policies, investment policies, and banking and depository arrangements;
- Capital improvement plans, facilities master plan, maintenance budgets, and long-range capital planning;
- Significant financial transactions, including real property acquisition and disposition, issuance of debt, and contracts exceeding thresholds established by Board resolution;
- Personnel compensation matters consistent with the Board's Delegation of Authority policy;

- Programs related to institutional advancement, private gifts, alumni support, and the University's relationship with the TSU Foundation as the University's primary fundraising support entity; and
- Other matters referred by the Board or the Board Chair.

#### **4. Limitations**

All Finance Committee actions are recommendatory. Final authority on the operating budget, tuition and fees, and capital expenditures rests with the full Board.

#### **5. Staff Support**

The Chief Financial Officer and such other staff as the President designates shall provide support to the Finance Committee.

### **D. Student and Academic Affairs Committee**

#### **1. Composition**

The Student and Academic Affairs Committee shall consist of at least three (3) voting members appointed by the Board Chair. The Board Chair serves as an ex officio voting member.

#### **2. Purpose**

The Student and Academic Affairs Committee assists the Board in its oversight of the University's teaching, research, and public service missions, student life and success, and the University's accreditation standing.

#### **3. Charge**

The Student and Academic Affairs Committee is responsible for:

- Reviewing and recommending proposals for new academic programs and the significant revision or elimination of existing programs;
- Assisting the Board in ensuring and protecting the University's educational quality, academic freedom, and program accreditation standing;
- Overseeing admission, progression, retention, and graduation standards;
- Monitoring progress toward the University's achievement compact and other academic and student success performance measures;
- Overseeing the University's engagement with SACSCOC and other accrediting bodies;
- Overseeing University policies governing research, outreach, extension, and commercialization of intellectual property;
- Overseeing student life, student conduct policies, and programs promoting student welfare and success;
- Overseeing institutional advancement policies and the University's relationship with the TSU Foundation with respect to academic and programmatic priorities; and
- Other matters referred by the Board or the Board Chair.

#### **4. Staff Support**

The Vice Presidents for Academic Affairs, Research, and Student Affairs shall provide support to the Academic Affairs Committee.

## **E. Governance and Government Affairs Committee**

### **1. Composition**

The Governance and Government Affairs Committee shall consist of at least three (3) voting members appointed by the Board Chair. No officer of the Board may serve as chair of the Governance and Government Affairs Committee. The Board Chair serves as an ex officio voting member.

### **2. Purpose**

The Governance and Government Affairs Committee is responsible for oversight of Board governance practices, trustee development, policy alignment, and governmental affairs relevant to the Board's responsibilities. The Committee's role is advisory and process-oriented. The Committee shall not exercise decision-making authority over matters reserved to the full Board, including governance policy adoption and presidential evaluation outcomes.

### **3. Charge**

The Governance and Government Affairs Committee is responsible for:

- Overseeing Board governance practices and recommending governance improvements to the full Board;
- Coordinating new trustee orientation in accordance with Policy No. 005 and applicable law, including the mandatory THEC orientation requirement for all gubernatorial and Speaker appointees under T.C.A. § 49-8-201.
- Identifying and coordinating ongoing continuing education opportunities for all Board members, including training on legal duties, best practices in higher education governance, and TSU-specific governance context;
- Coordinating the Board's formal self-assessment no less than every two (2) years pursuant to Policy No. 005, recommending the assessment instrument and process, and presenting results to the full Board;
- Overseeing policy modernization — monitoring whether Board policies remain current, identifying policies requiring revision, and recommending an update schedule to the full Board;
- Coordinating the President's annual performance evaluation process pursuant to Policy No. 004 and the Board Executive Committee Procedures Governing the President's Annual Performance Review, as revised;
- Coordinating the annual goal-setting process with the President at the start of each evaluation year, presenting Board-approved goals to the full Board for adoption;
- Coordinating the Board self-assessment, the Governance and Government Affairs Committee shall: (1) present results to the full Board; (2) identify improvement areas; (3) recommend an action plan with measurable objectives.
- Monitors legislative, regulatory and policy developments affecting the University and ensures the Board is informed of matters with potential institutional impact.
- Other matters of Board governance and senior personnel referred by the Board or the Board Chair.

#### **4. Relationship to Presidential Evaluation**

The Governance and Government Affairs Committee's role in the presidential evaluation is organizational and process-based. The Committee coordinates the evaluation process, administers the structured feedback instrument to all voting members, meets with the President on behalf of the Board, and prepares the written assessment. The full Board retains authority over the presidential evaluation's outcome as it relates to compensation and continued employment.

#### **5. Staff Support**

The Secretary to the Board shall provide primary staff support to the Governance and Government Affairs Committee.

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#### **IV. Citation of Authority for Policy**

T.C.A. § 49-8-201(f)(8)(B); T.C.A. § 4-35-102; Board Bylaws, Article V.

#### **V. Document History**

Adopted by the Board of Trustees: April 13, 2017

Revised by the Board of Trustees: May 15, 2024

Revised and Restated by the Board of Trustees: \_\_\_\_\_, 2026

## Tennessee State University Board of Trustees

### Policy No. 003: Delegation of Authority to the President

Revised \_\_\_\_\_, 2026 | Supersedes Policy No. 003 adopted April 13, 2017 and revised June 18, 2020

#### **DRAFT — For Board Review**

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## I. Purpose

Tennessee Code Annotated § 49-8-203 outlines the powers and duties of the Board of Trustees of Tennessee State University. As provided in the Focus on Colleges and University Success (FOCUS) Act and stated in the Board's Bylaws, the Board may delegate to the President such powers and duties as are necessary and appropriate for the efficient administration of the University and its programs. This Policy sets forth the Board's express retained authority, establishes the parameters for the President's authority in the operation of the University, and identifies specific limitations on that authority.

## II. Board's Retained Authority

### A. General

The Board retains approval authority for any actions or responsibilities that specifically require Board action by law, these Bylaws, or Board resolution. Delegation of administrative authority to the President does not divest the Board of its oversight responsibilities or its authority to review and act on any matter affecting the University.

### B. Specifically Reserved Board Powers

The following actions require Board approval and may not be exercised by the President unilaterally:

1. Approval of any matter that specifically requires Board action pursuant to applicable law, regulations, or governmental directives;
2. Approval of the annual operating budget;
3. Approval of tuition rates and mandatory fees;
4. Purchase, sale, exchange, or receipt as gift of real property, except as provided in Section III.C below;
5. All personnel matters directly involving the President;
6. Appointment and removal of the Chief Audit Executive, subject to the process established in the Board's Bylaws and the Audit Committee Charter;
7. Designation of a name for University buildings or facilities;
8. Adoption, amendment, or repeal of Board-level policies; and
9. Adoption, amendment, or repeal of the Board's Bylaws.

## III. Delegation of Authority to the President

### A. General Administrative Authority

The Board delegates to the President authority to carry out the day-to-day operations, management, and control of the University, including all actions incidental thereto, subject to the limitations expressly set forth in this Policy, the Board's Bylaws, and applicable law.

## **B. Personnel Authority**

Subject to the limitations in Section III.D (CAE Carve-Out) and Section II.B.5 (presidential personnel matters), the President is authorized to:

- Appoint, determine compensation and duties of, promote, demote, suspend, or terminate officers and employees of the University, consistent with applicable law and Board policies;
- Establish compensation structures and salary schedules within Board-approved budget parameters; and
- Enter into employment agreements and contracts on behalf of the University within delegated authority.

The President shall report all personnel actions to the Board annually for confirmation at a regularly scheduled meeting, as required by the Board's Bylaws, Section 4.2(c).

## **C. Contractual and Real Property Authority**

The President is authorized to execute contracts and obligations on behalf of the University, including real property transactions, subject to the following thresholds:

- Contracts and expenditures up to the threshold established by Board resolution may be executed by the President without prior Board approval. The President shall report all such actions to the Board at the next regular meeting;
- Contracts and expenditures exceeding the Board-established threshold require prior Finance Committee review and full Board approval; and
- Real property transactions valued at or below a threshold established by Board resolution may be executed by the President following Finance Committee review. Real property transactions exceeding that threshold require full Board approval per Section II.B.4.

The Board shall establish and periodically review these thresholds by resolution. Until a threshold resolution is adopted, all contracts and expenditures not covered by existing Board-approved budget line items require Board approval.

## **D. Chief Audit Executive — Express Carve-Out**

The President's general personnel and compensation authority under Section III.B expressly does not extend to the Chief Audit Executive (CAE). The following matters relating to the CAE are governed exclusively by the Board's Bylaws, Section 4.4, and the Audit Committee Charter:

- CAE appointment: The Audit Committee chair leads the search; the Audit Committee recommends; the full Board approves. The President does not have unilateral appointment authority over the CAE;
- CAE compensation: Initial and subsequent CAE compensation is reviewed and approved by the Audit Committee before taking effect. The President may not unilaterally adjust CAE compensation without prior Audit Committee approval; and
- CAE removal: The CAE may be removed only for cause, upon the Audit Committee's recommendation and approval by a majority of the full voting membership of the Board. No administrative action by the President or University leadership may circumvent this provision.

This carve-out protects the functional independence of the internal audit function and ensures that the officer responsible for auditing University operations is not subject to retaliation or unilateral administrative action by those whose activities are subject to audit.

## **E. Academic and Policy Authority**

The President is authorized to establish and approve institutional policies and procedures for the educational programs and operations of the University, except that the Board reserves exclusive authority to approve the following policies:

- Policies that directly involve the Board, including the Code of Ethics and Conflicts of Interest Policy and Committees Policy;
- Policies related to student fees, refunds, or deferred payment plans;
- Policies related to capital projects;
- Policies related to banking, depository, or investment contracts;
- Policies related to academic freedom, faculty roles and responsibilities, faculty dismissal, faculty appointments, and faculty tenure and promotion;
- Policies related to notification requirements for academic actions, new academic programs, modification of existing programs, or new academic units or off-campus instructional sites;
- Policies related to admission requirements, residency requirements, degree requirements, academic retention standards, grading and examination, and confidentiality of student records;
- Policies related to student academic misconduct and disciplinary action; and
- Policies related to distance education and online degree programs and requirements.

## **F. Honorary Degrees**

The President is authorized to approve the granting of honorary degrees, subject to reporting to the Board at the next regular meeting.

## **G. SACSCOC Accreditation Compliance**

The President is authorized to approve institutional policies required to ensure compliance with SACSCOC accreditation standards where failure to act promptly would place the University's accreditation status at risk. With respect to any policy approved by the President under this provision that falls within a Board-reserved policy category:

- The President shall notify the Board Chair and the Chair of the Governance and Personnel Committee within five (5) business days of approving any such policy;
- The President shall present the policy to the full Board for ratification at the next regular meeting; and
- The Governance and Personnel Committee shall review the policy for long-term consistency with the Board's governance framework and may recommend amendments following ratification.

This provision does not authorize the President to permanently establish any policy in a Board-reserved category without eventual Board ratification. The emergency accreditation authority is a bridge, not a bypass.

## **H. Reporting Obligations**

The President shall report to the Board all significant matters within the President's knowledge affecting the University. Specific required reports include:

- Annual personnel action confirmation report, presented at a regular meeting each fiscal year;
- Quarterly financial performance report to the Finance Committee, with summary to the full Board;

- Immediate notification to the Board Chair of any matter involving potential accreditation risk, significant litigation, regulatory investigation, or other matter that should reasonably be brought to the Board's attention before the next scheduled meeting; and
- Any other reports as required by the Board's Bylaws, Board policies, or Board resolution.

#### **IV. Interpretation**

Questions regarding the scope or application of this Policy shall be directed to the Secretary of the Board, who shall consult with the Board Chair and University Counsel. In cases of conflict between this Policy and the Board's Bylaws, the Bylaws shall control.

#### **V. Citation of Authority for Policy**

T.C.A. § 49-8-201(f)(8)(B); T.C.A. § 49-8-203(a)(1)(E); Board Bylaws, Article II and Article IV.

#### **VI. Document History**

Adopted by the Board of Trustees: April 13, 2017

Revised by the Board of Trustees: June 18, 2020

Revised and Restated by the Board of Trustees: \_\_\_\_\_, 2026

## Tennessee State University Board of Trustees

### Policy No. 004: Selection, Evaluation, and Retention of the President

Revised \_\_\_\_\_, 2026 | Supersedes Policy No. 004 adopted August 17, 2017

**DRAFT — For Board Review**

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#### I. Purpose

The purpose of this Policy is to establish the Board's standards and processes for selecting, evaluating, and retaining the President of Tennessee State University. The President is the Board's most consequential hire. This Policy ensures that the selection process is rigorous and mission-driven, the evaluation process is substantive and fair, and the Board's decisions regarding the President's continued employment reflect genuine Board consensus and institutional purpose.

#### II. Policy Review

The Board shall review this Policy every two (2) years, or whenever circumstances require earlier review. Review shall be coordinated by the Governance and Government Affairs Committee.

#### III. Selection of the President

##### A. Board Authority

The Board holds exclusive authority to appoint the President of the University. Appointment requires approval by a majority of the full voting membership of the Board.

##### B. Search Process

When a presidential vacancy occurs or is anticipated, the Board shall initiate a search process according to the following standards:

1. The Board shall choose a search process it deems appropriate to the circumstances. Any such process should reflect the Board's commitment to consultation with the campus and community and to the principles of equity and diversity.
2. Before initiating a search, the Board shall establish and publicly announce the qualification criteria for the position and the process it will follow for selecting a President. Qualification criteria shall be developed by the Governance and Government Affairs Committee or a special committee appointed by the Chair and approved by the full Board.
3. The Governance and Government Affairs Committee or special appointed committee shall oversee the search process, with such assistance from search professionals, faculty, staff, student, alumni, and community representatives as the Committee determines appropriate.
4. The Governance and Government Affairs Committee or a special appointed committee shall present finalist candidate(s) to the full Board. The full Board shall interview and select the President.

##### C. Vacancy and Interim Appointment

In the event of a vacancy in the presidency — whether by resignation, removal, death, or incapacity — the Board shall appoint an interim President to serve until a permanent President is selected. The following process governs interim appointments:

5. The Board Chair shall, upon learning of or anticipating a presidential vacancy, convene the Governance and Government Affairs Committee or appoint a special committee to develop a recommendation for an interim President.
6. The Governance and Government Affairs Committee or special appointed committee shall consult with the Executive Director of the Tennessee Higher Education Commission and with appropriate University and community stakeholders, and shall recommend an interim President to the full Board.
7. The full Board shall appoint the interim President by a majority vote of the full voting membership. An interim President appointment shall not require a national search but shall be subject to the same Board vote threshold as a permanent appointment.
8. An interim President serves at the pleasure of the Board for a period not to exceed eighteen (18) months, unless extended by Board resolution. An interim President may be a candidate for the permanent position.

## **IV. Evaluation of the President**

### **A. Annual Evaluation — Board Responsibility**

The Board shall evaluate the President's job performance on an annual basis. Presidential evaluation is a core Board governance responsibility, not a delegable administrative function.

### **B. Governance and Government Affairs Committee Role**

The Governance and Government Affairs Committee is responsible for organizing and conducting the annual performance review of the President in accordance with the Board's procedures document: *Procedures Governing the President's Annual Performance Review*. The Governance and Government Affairs Committee coordinates the process; the full Board provides input and owns the outcome.

### **C. Annual Goal-Setting**

The annual evaluation is grounded in goals established at the beginning of each evaluation year. No later than September 30 of each fiscal year, the Governance and Government Affairs Committee shall initiate a goal-setting process with the President. Board-approved annual goals constitute the performance baseline for that year's evaluation.

### **D. Evaluation Criteria**

Presidential performance shall be evaluated against Board-approved annual goals and the following standing criteria:

- Academic quality and student success — outcomes in enrollment, retention, graduation, accreditation, and program excellence;
- Financial stewardship — budget management, audit compliance, and long-term fiscal health;
- Fundraising and institutional advancement — donor development, Foundation relationship, and endowment growth;
- Government and community relations — relationship with state government, THEC, accreditors, the Nashville community, and TSU's national HBCU network;
- Board relations — quality of information provided to the Board, responsiveness to Board direction, and support for Board governance;
- Institutional leadership — faculty, staff, and student morale and campus environment; and
- Strategic plan execution — progress on the University's current strategic plan milestones.

## **E. Evaluation Process**

The evaluation process is governed in detail by the *Procedures Governing the President's Annual Performance Review*. In summary, the process includes:

9. A confidential written self-assessment by the President against the Board-approved annual goals and standing criteria;
10. Structured, confidential feedback from all voting Board members using an instrument developed by the Governance and Government Affairs Committee;
11. Optional confidential feedback from faculty, staff, administrators, or others at the Governance and Government Affairs Committee's discretion or by Board request;
12. A meeting between the President and the Governance and Government Affairs Committee representative to discuss the self-assessment, feedback, and goals for the coming year;
13. A confidential draft written assessment prepared by the Governance and Government Affairs Committee representative, shared with the President and the Board for comment; and
14. A final confidential written assessment provided to the Board and the President.

## **F. Five-Year Comprehensive Review**

In addition to the annual evaluation, the President shall be subject to a comprehensive performance review every five (5) years. The five-year review is incorporated into the annual evaluation cycle with such schedule adjustments as are necessary. The Governance and Government Affairs Committee shall organize the comprehensive review, which shall include broad stakeholder input from administration, faculty, staff, students, alumni, and community, and may include one or more outside independent consultants selected by the Governance and Government Affairs Committee, subject to Finance Committee review for material consulting expenditures.

## **G. Confidentiality and Public Records**

Presidential evaluation deliberations are conducted in executive session consistent with applicable exceptions to the Tennessee Open Meetings Act. The confidentiality of the deliberative process does not override applicable Tennessee public records law with respect to outcomes. Any evaluation outcome that results in a change to the President's compensation, the issuance of a formal performance improvement plan, or a decision regarding continued employment shall be handled in accordance with applicable public records law. The Secretary of the Board shall advise the Governance and Government Affairs Committee on applicable disclosure requirements.

## **V. Retention and Compensation**

### **A. Terms and Conditions**

The Board may, to the extent allowed by law, set the terms and conditions of the President's appointment in any manner it deems appropriate, including compensation, incentive arrangements, and conditions related to retention and removal from office. The Finance Committee shall review and recommend presidential compensation to the full Board.

### **B. Removal**

The Board may remove the President at any time by a majority vote of the full voting membership of the Board. The Board shall afford the President reasonable notice and an opportunity to address the Board before a removal vote, except where exigent circumstances require immediate action. Nothing in this Policy limits the Board's authority to remove the President.

## **VI. Interpretation**

Questions regarding this Policy shall be directed to the Secretary of the Board, who shall consult with the Board Chair, the Chair of the Governance and Government Affairs Committee, and University Counsel. The Board retains ultimate interpretive authority over this Policy.

## **VII. Citation of Authority for Policy**

T.C.A. § 49-8-203(a)(1)(A); Board Bylaws, Article IV, Section 4.2.

## **VIII. Document History**

Approved by Board of Trustees: August 17, 2017

Revised and Restated by Board of Trustees: \_\_\_\_\_, 2026

# Tennessee State University Board of Trustees

## Policy No. 005: Board Self-Assessment and Trustee Orientation

REDLINE — Tracked Changes Against Adopted Version (September 20, 2018)

Legend: Underlined blue = new text | ~~Red strikethrough = deleted text~~

### I. Board Self-Assessment

#### A. Purpose

Tennessee State University's accrediting body, the Southern Association of Colleges and Schools Commission on Colleges ("SACSCOC"), requires that TSU's governing board conduct regular self-assessments to evaluate board effectiveness. This section of the policy establishes the mechanism by which the Board shall conduct a self-assessment of its performance as a governing body.

#### B. Timing of Self-Assessment

Commencing in fiscal year 20~~26~~<sup>19</sup>-20~~27~~<sup>27</sup>, the Board of Trustees shall conduct a self-assessment to evaluate its performance, responsibilities and expectations. Following the initial Board self-assessment, the Board shall conduct a self-assessment on a regular basis, which shall mean no longer than ~~every three years~~every two (2) years in frequency, and may also conduct a self-assessment at the request of the Board Chair or a majority of the Board.

#### C. Self-Assessment Process

1. The ~~Executive Committee~~Governance and Government Affairs Committee of the Board shall be responsible for reviewing potential self-evaluation instruments and recommending the instruments, procedures, and timelines for conducting the self-assessment.
2. The Board ~~shall review and approve~~will have the opportunity to review and approve the ~~Executive Committee's~~Governance and Government Affairs Committee's recommendations for conducting the self-assessment.
3. The ~~Board Chair~~Governance and Government Affairs Committee shall be responsible for receiving the information developed in connection with the self-assessment and ~~sharing~~presenting the results with the Board at a regular Board meeting.

### II. Board Trustee Orientation

#### A. Purpose

The purpose of this section of the policy is to set forth the Board's orientation program, with the primary goal of providing sufficient information to new Trustees to enable them to carry out their fiduciary duties in an effective manner.

#### B. New Trustee Orientation Program

4. All new Trustees shall participate in an orientation session ~~within sixty days prior to or following their first meeting as a new Board member~~before or promptly following their first Board meeting, and no later than thirty (30) days after their first meeting.
5. The ~~Board Chair shall designate a Trustee~~Secretary of the Board, in consultation with the Governance and Government Affairs Committee, shall coordinate ~~shall designate a Trustee or staff member to participate in a scheduled orientation session~~he orientation program and

~~designate appropriate participants. The President and the Board Secretary shall also participate in the orientation session, and the President may designate other University personnel to participate in the orientation session.~~

- ~~1.—The Governance and Government Affairs Committee shall oversee the orientation framework to ensure alignment with Board governance practices and statutory requirements. The orientation staff shall conduct, and the Trustee shall participate in, the orientation session in person, or via a video or an audio orientation session.~~
- ~~2.—The orientation session shall include, but is not limited to, the distribution of materials summarizing the institution's history, mission, operations, student body makeup, strategic priorities, organizational chart, leadership team members, and the laws and policies that govern a Trustee's governing, fiduciary and ethical duties. The orientation session may also include the dissemination of other pertinent information to assist the new Trustee in carrying out the responsibilities as a Trustee.~~

### C. Orientation Sessions for Existing Board Trustees

~~3.6. Mandatory THEC Orientation (Statutory Requirement).~~ Current members of the Board of Trustees ~~are expected to attend Tennessee Higher Education Commission sponsored orientation/educational sessions~~ appointed by the Governor, the Speaker of the Senate, or the Speaker of the House of Representatives are required, pursuant to T.C.A. § 49-8-201(f)(9), to attend orientation seminars coordinated and administered by the Tennessee Higher Education Commission (THEC). This requirement applies to all such members and is not optional.

~~4.7.~~ The Board Chair may also schedule an orientation or educational session for Trustees to attend.

~~5.8. Continuing Education.~~ The Governance and Government Affairs Committee shall identify and coordinate continuing education opportunities for all Board members on an ongoing basis, including training on the legal duties of public university trustees, best practices in higher education governance, and matters specific to TSU's governance context. Continuing education opportunities shall be presented to the full Board at least once per fiscal year.

### Citation of Authority for Policy

SACSCOC, Principles of Accreditation, Section 4.2(g); T.C.A. § 49-8-201(f)(9), as amended by SB 933 (2025)

### Document History

Adopted by the Board of Trustees: September 20, 2018

Revised by the Board of Trustees: \_\_\_\_\_, 2026

## Tennessee State University Board of Trustees

### Policy No. 006: Board Consideration of Increases in Tuition and Mandatory Fees

REDLINE — Tracked Changes Against Approved Version (November 15, 2018)

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**Legend:** Underlined blue = new text | ~~Red strikethrough = deleted text~~

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#### I. Purpose

The purpose of this policy is to comply with Tennessee's Tuition Transparency and Accountability Act ("Act") by: (1) implementing a notice period prior to the Board's scheduled consideration of proposed tuition and mandatory fee increases; (2) developing factors to be considered in the development of recommendations to increase tuition and mandatory fees; and (3) authorizing the issuance of required reports and other actions.

#### II. Notice Prior to Board Meeting to Adopt Increases in Tuition and Mandatory Fees

##### A. Notice Period

- (1) At least fifteen (15) days prior to holding a Board meeting to adopt an increase in tuition and mandatory fees, the Board shall give public notice of the proposed tuition and mandatory fee increase as an action item on the board's meeting agenda.
- (2) At least fifteen (15) days prior to holding a Board meeting to adopt an increase in tuition and mandatory fees, the Board shall also give public notice of the proposed increase in tuition and mandatory fees by displaying the following information, at a minimum, on the Board website:
  - (a) An explanation for the proposed tuition and mandatory fee increase;
  - (b) A statement specifying the purposes for which revenue derived from the tuition and mandatory fee increase will be used; and
  - (c) A description of the efforts to mitigate the effect of the tuition and mandatory fee increase on students.
- (3) The Board Chair shall coordinate with the President and other Board staff to effectuate the notice requirements.
- (4) Tennessee State University shall post on its website a summary of the recommendations contained in section II.A(2) of the policy.

##### B. Comment Period

- (1) TSU shall create, on the Board website, a mechanism by which individuals can submit comments on the tuition and mandatory fee increases.
- (2) Individuals shall be permitted to provide comments during the fifteen-day period through a comment section contained on the Board website.

#### III. Factors to be Considered When Developing Recommendations for Increases in Tuition and Mandatory Fees

##### A. Factors to be Considered

- (1) The following factors shall be considered when developing recommendations to increase tuition and mandatory fees:

- a. Level of State support;
- b. Total cost of attendance, which includes cost of tuition, mandatory fees, room and board, books and other applicable educational expenses;
- c. Efforts to mitigate the financial effect on students;
- d. THEC mandatory tuition and fee ranges;
- e. Inflationary cost;
- f. Tuition and fee levels at peer institutions;
- g. Tuition and fee levels at competing institutions;
- h. Student demand; and
- i. Other factors pertinent to the cost of the University's operations and programs of study.

#### B. Finance Committee Review

(1) All proposals to increase tuition or mandatory fees shall be reviewed and recommended by the Finance Committee before being placed on the full Board agenda for action. The Finance Committee shall evaluate proposals against the factors set forth in Section III.A and shall report its recommendation — including any dissenting views — to the full Board prior to the vote.

#### **IV. Board Authorization regarding Reports and Other Requirements under the Act**

##### **A. Board Authorization regarding Reports Required under the Act**

(1) The Board authorizes the Tennessee State University President to develop and provide to legally designated authorities any reports required to be submitted under the Act.

(2) The TSU President shall report to the Board pertinent information involving any report submitted under this policy at the next regularly scheduled Board meeting following submission of any such report.

##### **B. Board Authorization regarding Other Actions Required by the Act**

(1) The TSU President shall be authorized to take ~~any other actions required under the Act, including providing~~ the following actions required under T.C.A. § 49-7-1601 et seq., including: (a) providing predictive cost estimates to applicants for admission to undergraduate degree programs; and (b) such other specific actions as may be expressly required by the Act and reported to the Board at the next regular meeting.

#### **V. Citation of Authority for Policy**

T.C.A. § 49-7-1601 et seq.

#### **Document History**

Approved by Board of Trustees: November 15, 2018

Revised by Board of Trustees: \_\_\_\_\_, 2026

# Tennessee State University Board of Trustees

## Executive Committee Procedures Governing the President's Annual Performance Review

REDLINE — Tracked Changes Against Adopted Version (March 15, 2018)

Prepared in connection with Draft 2 Bylaws, May 2026

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**Legend:** Underlined blue = new text | ~~Red strikethrough = deleted text~~

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### I. Purposes

#### A. General Purpose

The procedures and process described herein are implemented to establish the method by which the Board shall evaluate the President's performance on an annual basis. The procedures/process set forth below allow the Board the opportunity to provide input into the President's annual evaluation while affording the President the same level of confidentiality enjoyed by all other Tennessee State University employees.

#### B. Specific Purposes

The specific purposes of the annual performance review are:

1. To enable the President and the Tennessee State University Board of Trustees ("Board") to set mutually agreeable goals in connection with the President's performance of her/his responsibilities/duties,
2. To assess the President's progress and achievement on the established goals,
3. To assist the Board in determining whether the President's performance is effective,
4. To enable the President to enhance his or her performance and leadership,
5. To promote good communications and strong working relationships between the President, the Board, and Tennessee State University constituencies, and
6. To assist the Board with decisions on compensation and other terms of employment for the President.

### II. Responsibility

A. Pursuant to TSU Policy 004 (Selection, Evaluation, and Retention of the President), the Board is responsible for assessing the President's annual performance.

B. Pursuant to TSU Policy 004, the Board has delegated to the ~~Executive Committee~~ Governance and Government Affairs Committee the responsibility for organizing and conducting an annual performance review of the President. The full Board retains authority over evaluation outcomes.

#### II-A. Annual Goal-Setting Process

A. At the beginning of each evaluation year, no later than September 30, the Governance and Government Affairs Committee shall initiate a goal-setting process with the President. The goal-setting process shall occur separately from and prior to the annual performance evaluation.

B. The President shall submit proposed goals for the coming year in writing to the Governance and Government Affairs Committee. Goals shall be specific, measurable, and tied to the University's current strategic plan and Board priorities.

C. The Governance and Government Affairs Committee shall review the proposed goals, may request modification, and shall present the agreed goals to the full Board for approval at the next regular Board meeting. Board-approved goals constitute the performance expectations against which the President will be evaluated.

D. Goals shall address at minimum: (1) academic quality and student success outcomes; (2) financial performance and stewardship; (3) fundraising and donor development; (4) government and community relations; and (5) strategic plan milestones.

### **III. Process for the President's Annual Performance Review**

#### **A. Self-Assessment**

The President shall prepare a confidential written self-assessment statement in a format ~~and according to a timetable mutually agreed upon by the President and the Executive Committee~~ determined by the Governance and Government Affairs Committee, with input from the President, and according to a timetable established by the Governance and Government Affairs Committee. The confidential statement shall include the following:

7. Progress toward meeting goals and expectations ~~previously agreed upon~~ established and approved by the Board by the President and the Board;
8. Assessment of Tennessee State University's strategic directions pertaining to its mission and vision statements;
9. Assessment of contributions to the overall academic quality of Tennessee State University, including its achievements and accomplishments;
10. Assessment of Tennessee State University's financial status;
11. Identification of significant institutional challenges faced over the prior year, and a prospective statement of challenges and opportunities facing Tennessee State University in the upcoming year; and
12. Goals proposed by the President for the coming year.

#### **B. Board Feedback**

After receipt of the President's confidential self-assessment statement, the ~~Executive Committee~~ Governance and Government Affairs Committee will confidentially share the President's self-assessment with the Board and solicit confidential feedback from the Board members on the President's statement using a structured feedback instrument developed by the Governance and Government Affairs Committee. The feedback instrument shall include specific performance criteria aligned with the Board-approved goals established under Section II-A.

#### **C. External Feedback**

The ~~Executive Committee~~ Governance and Government Affairs Committee, in its ~~sole discretion or at discretion or at~~ the request of the Board, may solicit confidential feedback from faculty, administrators, or staff, as needed.

#### **D. Summary of Feedback**

The Chair of the Board or a member of the ~~Executive Committee~~ Governance and Government Affairs Committee designated by the ~~Chair~~ Chair of the Governance and Government Affairs Committee (either of whom hereinafter referred to as "the ~~Executive Committee~~ Governance and Government Affairs Committee Representative") will summarize the comments from the Board and others invited by the ~~Executive Committee~~ Governance and Government Affairs Committee to provide feedback, and share

the summary with the ~~Executive Committee~~Governance and Government Affairs Committee for its review.

#### **E. Meeting with President**

Based on the summary of the materials received, the ~~Executive Committee~~Governance and Government Affairs Committee Representative will meet with the President concerning the President's self-assessment statement, feedback received, and the President's goals and expectations for the coming year.

#### **F. Draft Written Assessment**

Based on the President's self-assessment statement, feedback received, and the meeting with the President, the ~~Executive Committee~~Governance and Government Affairs Committee Representative will prepare a confidential draft written assessment of the President's performance, and share this assessment with the President and the Board, who may offer confidential written comments concerning this assessment. The ~~Executive Committee~~Governance and Government Affairs Committee Representative will incorporate these comments as appropriate.

#### **G. Final Assessment**

The ~~Executive Committee~~Governance and Government Affairs Committee Representative will provide a copy of the final confidential written assessment to the Board and the President.

#### **H. Variation of Requirements**

~~The Executive Committee, in its sole discretion, may vary the requirements of the annual performance review process.~~ The Governance and Government Affairs Committee may recommend modifications to the annual performance review process for approval by the full Board. Material modifications shall be presented to the Board at a regular meeting prior to taking effect.

#### **I. Public Records and Compensation Outcomes**

Notwithstanding the confidentiality provisions of these procedures, any evaluation outcome that results in a change to the President's compensation, the issuance of a formal performance improvement plan, or a decision regarding the President's continued employment shall be handled in accordance with applicable Tennessee public records law. The Secretary of the Board shall advise the Governance and Government Affairs Committee on applicable disclosure requirements before any such outcome is finalized.

### **IV. Periodic Comprehensive Review of the President's Performance**

#### **A. Five-Year Comprehensive Review**

The President shall also be subject to a comprehensive performance review every five years.

#### **B. Integration with Annual Review**

When a comprehensive review is performed, it is to be incorporated into the annual review process, with such adjustments to the schedule as may be necessary.

#### **C. Outside Consultants**

At the discretion of the ~~Executive Committee~~Governance and Government Affairs Committee, subject to Finance Committee review for any material consulting expenditure, or by request of the Board, the comprehensive review may be performed with the assistance of one or more outside, independent consultants to be chosen by the ~~Executive Committee~~Governance and Government Affairs Committee.

#### **D. Process Details**

The specific details for a comprehensive review will be determined by the ~~Executive~~ Committee Governance and Government Affairs Committee in consultation with the consultant, if one is utilized, and the President.

### **E. Stakeholder Input**

The comprehensive review shall include input from the University administration, faculty, staff, and students, and may include input from others, including alumni leadership and community members.

### **Document History**

Adopted: March 15, 2018

Revised: \_\_\_\_\_, 2026

# Tennessee State University

## Audit Committee Charter

REDLINE — Tracked Changes Against Adopted Version (2024)

Prepared in connection with Draft 2 Bylaws, May 2026

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**Legend:** Underlined blue = new text | ~~Red strikethrough = deleted text~~

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### Purpose

Pursuant to T.C.A. 4-35-103, the Tennessee State University Board of Trustees Audit Committee, a standing committee of the Tennessee State University Board of Trustees (Board), must establish an Audit Charter addressing the Audit Committee's purpose, powers, duties, and mission, as part of its role in assisting the Board in exercising oversight of the University's financial and accounting practices, internal controls, risk assessments and standards of conduct.

### Mission

The Audit Committee will provide oversight of the following areas:

- I. Audit engagements with the Tennessee Comptroller's Office, including the integrity of financial statements and compliance with legal and regulatory requirements,
- J. Audit engagements with external auditors,
- K. Internal Audit activities,
- L. Internal Audit administration,
- M. Internal controls and compliance with laws, regulations, and other requirements,
- N. Risk and control assessments,
- O. Fraud, waste, and abuse prevention, detection, and reporting,
- P. University financial transactions with, and obligations arising from, affiliated entities and foundations, including compliance with any memoranda of understanding governing those relationships, and
- Q. ~~P.~~ Other areas as directed by the Board.

### Authority

The Audit Committee has the authority to facilitate audits or investigations into any matter within its scope of responsibility, including financial transactions with and obligations arising from affiliated entities and foundations. The Committee is authorized to:

- D. Seek any information it requires from employees or external parties. Employees are directed to cooperate with the Committee's requests.
- E. Meet with Board and institutional officials, external and internal auditors, legal counsel, or others as necessary.
- F. Oversee the University's internal audit function.
- G. Review and examine the University's financial transactions with affiliated entities and foundations, including review of memoranda of understanding, asset transfer provisions, and compliance with any agreements governing those relationships, to the extent necessary to fulfill the Board's fiduciary

oversight of University assets. This authority confers no governance authority over the internal operations of any affiliated entity.

## **Responsibilities**

The Audit Committee has responsibilities for the following:

### **H. Tennessee Comptroller's Office Audits (State Auditors)**

1. Understand the scope and approach used by the State Auditors in conducting their examinations.
2. Review results of the Comptroller's examinations of financial statements and any other matters related to the conduct of the audits.
3. Review with management and legal counsel any legal matters (including pending litigation) that may have a material impact on the financial statements, and any material reports or inquiries from regulatory or governmental agencies.
4. Ensure that the Comptroller is notified of any indications of fraud in the manner prescribed by the Comptroller.
5. Resolve any differences between management and the Comptroller's auditors regarding financial reporting.
6. Meet, as needed, with the Comptroller's auditors to discuss any matters that the Audit Committee or State Auditors deem appropriate.

### **I. External Audits**

7. Understand the scope and approach used by the Tennessee Comptroller auditors in conducting their examinations.
8. Review results of the Tennessee Comptroller auditors' examinations and any other matters related to the conduct of the external audits.
9. Meet, as needed, with the Tennessee Comptroller auditors to discuss any matters that the Audit Committee or external auditors deem appropriate.

### **J. Internal Audit Activities**

10. Ensure that the ~~Director of Internal Audit~~ Chief Audit Executive (CAE) reports directly to the Audit Committee and has direct access to the chair of the Audit Committee, and that the ~~Director of Internal Audit~~ CAE reports administratively to the President.
11. Review and approve the internal audit charter for the University's Internal Audit department.
12. Review and approve the annual audit plans for the University's internal audit function, including management's request for unplanned audits.
13. Receive and review significant results of internal audits performed.
14. Work with University management and the internal audit function to assist with the resolution of cooperation issues and to ensure the implementation of audit recommendations.
15. Review the results of the year's work with the ~~Director of Internal Audit~~ CAE.
16. Ensure the University's internal audit function maintains a quality assurance and improvement program, including internal procedures and assessments and a periodic external quality assessment of conformance with the Institute of Internal Auditors' *International Standards for the Professional Practice of Internal Auditing*.
17. Receive the CAE's annual comprehensive report on the internal audit function at a stated Board meeting each year, including the annual audit plan, audits completed and in progress, follow-up reviews, and audits scheduled but not completed, and present a summary of that report to the full Board.

## **K. Internal Audit Administration**

18. Review the ~~Director of Internal Audit's~~CAE's administrative reporting relationship to the President to ensure that independence is fostered.
19. Ensure that the internal audit function has adequate resources in terms of staff and budget to effectively perform its responsibilities.
20. ~~Review and approve the appointment and compensation of the Director of Internal Audit.~~ Lead the search for and recommend the appointment of the CAE to the full Board for approval, consistent with Bylaws §4.4. Review and approve CAE compensation before it takes effect. The President may not unilaterally adjust CAE compensation without prior Audit Committee approval.
21. ~~Recommend to the Board the dismissal of the Director of Internal Audit only for cause.~~ Recommend to the full Board the removal of the CAE, which may only occur for cause and upon approval by a majority of the full voting membership of the Board. No administrative action by the President or University leadership may substitute for this Board vote.
22. Review and approve the compensation and termination of campus internal auditors.
23. Ensure the President has administrative authority for approval of the ~~Director of Internal Audit's~~CAE's time, travel, and other expenses of the Office of Internal Audit.
24. Authorize the President to initiate an annual performance evaluation of the ~~Director of Internal Audit~~CAE, in coordination with the Chair of the Audit Committee, and pursuant to a process determined by the Audit Committee or Chair of the Audit Committee.

## **L. Risk, Internal Control and Compliance**

25. Consider the effectiveness of the internal control system and compliance with laws and regulations, including computerized information system controls and security.
26. Develop a process for, as well as review and evaluate, risk assessments performed by institutional management and the Board.
27. Inform the Comptroller of the Treasury of the results of risk assessments and controls completed by University management.

## **M. Fraud**

28. Ensure that the Board and the University have effective processes in place to prevent, detect, and report fraud, waste, abuse, and illegal activity, and to communicate to employees their responsibilities in this regard.
29. Facilitate audit and investigative matters, including advising auditors and investigators of any pertinent information received by the Audit Committee.
30. Immediately inform the Comptroller of the Treasury's Office when fraud is detected.

## **N. Other**

31. Review and assess the adequacy of the Audit Committee's charter every ~~four years~~two (2) years or as needed, whichever is earlier, requesting Board approval for any proposed changes.
32. Ensure there are procedures for the receipt, retention, and treatment of complaints about accounting, internal controls, or auditing matters.
33. Review the University's code of conduct and/or policies regarding employee conduct to ensure that they are easy to access, are widely distributed, are easy to understand and implement, include a confidential mechanism for reporting code violations, are enforced, and include a conflict-of-interest policy.

34. Review the University's conflict of interest policy to ensure that the term 'conflict of interest' is clearly defined, the policy is comprehensive, annual signoff is required, and potential conflicts are adequately resolved and documented.

## Independence

The members of the Audit Committee shall be free of any interests, in fact or in appearance, that are in conflict with their duties as members of the Audit Committee. All Audit Committee members shall be non-University-employee trustees, consistent with the Board's Bylaws, Article V, Section 5.3.

## Membership

I. Tennessee Code Annotated, Section 49-8-101, establishes the Tennessee State University Board of Trustees. From its membership, pursuant to T.C.A. 4-35-102, the Board shall create an Audit Committee.

J. The Audit Committee shall be comprised of at least three voting members, all of whom shall be non-University-employee trustees.

K. The Board Chair shall appoint members and the chair of the Audit Committee, subject to ratification by a majority of the full voting membership of the Board at the next regular meeting, consistent with Board Bylaws, Article V, Section 5.2.

L. Audit Committee members shall serve a two (2) year term.

M. The Chair of the Audit Committee shall serve a one (1) year term and may be reappointed annually.

N. The Board Chair shall serve as an ex officio voting member of the Audit Committee.

O. The Audit Committee shall include at least one member, the chair of the committee, who shall have accounting and financial management expertise.

P. The other members of the Audit Committee shall be generally knowledgeable in financial, management, and auditing matters.

## Meetings

F. The Audit Committee shall meet as often as is necessary to carry out its responsibilities, but shall meet no less than twice each calendar year, and may meet more frequently as deemed necessary. Meetings may be requested by the Board Chair, chair of the Audit Committee, or the Comptroller of the Treasury.

G. The Audit Committee may invite Board management, auditors, or others to attend and provide relevant information.

H. Minutes shall be made of all meetings of the Audit Committee and provided to the Board Chair, ~~the President of the University, and~~ the Secretary to the Board, and all voting Board members. The minutes shall be maintained as the official record of such meetings.

I. A majority of the voting members of the committee shall constitute a quorum for the transaction of business.

J. All meetings of the Audit Committee shall adhere to the Open Meetings Act, Tennessee Code Annotated Title 8, Chapter 44, except that pursuant to TCA Section 4-35-108(b), the Audit Committee may hold confidential, nonpublic executive sessions for the sole purpose of discussing the following:

5. Items deemed not subject to public inspection under Tennessee Code Annotated, Sections 10-7-503 and 10-7-504, and all other matters designated as confidential or privileged under state or federal law,

6. Litigation,

7. Audits or investigations, and

8. Matters involving information under Tennessee Code Annotated, Section 4-35-107(a), where the informant has requested anonymity.

### **Application**

B. The terms of this Audit Committee Charter shall control to the extent the Charter conflicts with the Board's Committees Policy or any other applicable Board policy. In the event of conflict between this Charter and the Board's Bylaws, the Bylaws shall control.

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### **Document History**

Adopted by the Board of Trustees: 2024

Revised by the Board of Trustees: \_\_\_\_\_, 2026