










September 2024 Board Meeting

| | |
|------------------|--|
| Schedule | Wednesday, September 4, 2024 11:00 AM — 12:00 PM CDT |
| Venue | Maxine A. Smith University Center - Bluff Room 304 |
| Organizer | Colton Cockrum |

Agenda

| | |
|---|----|
| 1. Call to Order and Opening Remarks Presented by Cato Johnson | 1 |
| 2. Roll Call and Declaration of Quorum Presented by Colton Cockrum | 2 |
| 3. Approval of Board Meeting Minutes from June 5, 2024 For Approval - Presented by Cato Johnson | 3 |
|  June 5, 2024 Meeting Minutes.docx | 4 |
| 4. President's Update Presented by Bill Hardgrave | 11 |
| 5. Research Presentation | 12 |
| 6. Reports and Recommendations from Academic and Student Affairs Committee Presented by Jeffrey Marchetta | 13 |
| 7. Reports and Recommendations from the Athletics Committee Presented by David North | 14 |
| 8. Reports and Recommendations from the Advancement Committee Presented by Robert Carter | 15 |

| | |
|--|----|
| 9. Reports and Recommendations from the Finance & Audit Committee | 16 |
| Presented by David McKinney | |
|  Agenda Item - Chief Internal Auditor.docx | 17 |
|  Agenda Item - Finalization of President's Review - Compensation.docx | 18 |
| <hr/> | |
| 10. Revision of Board of Trustees Bylaws | 19 |
| For Approval - Presented by Cato Johnson | |
|  Agenda Item Template - Revision of Bylaws.docx | 20 |
|  Bylaws DRAFT.docx | 21 |
|  Bylaws FINAL.docx | 28 |
| <hr/> | |
| 11. President's Review & Evaluation Policy Revision | 35 |
| For Approval - Presented by Cato Johnson | |
|  Agenda Item Template - Presidential Review & Evaluation Policy.docx | 36 |
|  Presidential Review and Evaluation Policy Draft.docx | 37 |
|  Presidential Review and Evaluation Policy Final.docx | 39 |
| <hr/> | |
| 12. Additional Business | 41 |
| Presented by Cato Johnson | |
| <hr/> | |
| 13. Adjournment | 42 |
| Presented by Cato Johnson | |
| <hr/> | |

1. Call to Order and Opening Remarks

Presented by Cato Johnson

2. Roll Call and Declaration of Quorum

Presented by Colton Cockrum

3. Approval of Board Meeting Minutes from June 5, 2024

For Approval

Presented by Cato Johnson

**The University of Memphis
Board of Trustees
Full Board Minutes
June 5, 2024**

Agenda Item 1: Call to Order and Opening Remarks

Chairman Johnson called the meeting to order.

Agenda Item 2: Roll Call and Declaration of Quorum/Meeting of Necessity

Chairman Johnson recognized Board Secretary, Colton Cockrum to call the roll.

Secretary Cockrum called the roll. The following trustees were in attendance:

Chairman Johnson

Trustee McKinney

Trustee Edwards

Trustee Carter

Trustee Marchetta

Trustee Springfield

Trustee Roberts (Trustee Roberts joined via Zoom. She stated that she was alone and could hear)

Secretary Cockrum announced the presence of a quorum.

Agenda Item 3: Approval of March 13, 2024, Meeting Minutes

Chairman Johnson called for a motion to approve the meeting minutes for the March 13, 2024, meeting. The motion was made by Trustee Springfield and properly seconded. A roll call vote was taken by Secretary Cockrum, and the meeting minutes were approved.

Agenda Item 4: President's Update

Chairman Johnson recognized President Hardgrave to give the President's update. President Hardgrave recognized Dr. Victoria Harpool the THEC Senior Director of Policy Effectiveness and thanked her for her work at the state level and for her work with the University of Memphis. President Hardgrave explained that a year prior he was tasked with filling administrative positions as they aligned with the Ascend Strategic Plan. He explained how over the past year he has filled the positions of Provost, COO/CFO, SVP Marketing & Communications, SVP Advancement, CIO, VP Enrollment, and VP of Enrollment. President Hardgrave explained the intentionality of the search process for each of these positions and the high quality of the new hires. President Hardgrave then highlighted the broad perspectives and unique and specific backgrounds that make them great fits for the institution. He then welcomed Michele Ehrhart who joined on April 1st, as the SVP of Marketing and Communication. He also

welcomed Dr. Tara Jones who joined on Monday as the SVP of Advancement. She comes to the institution from Auburn University. President Hardgrave mentioned that there were a few more positions to hire including the athletic director position and the chief audit executive position. President Hardgrave thanked the outgoing chief audit executive, Vicki Deaton. He also mentioned that they will be looking for a new leader of the Lambuth campus, with Dr. Niles Reddick having recently retired.

President Hardgrave introduced Dr. Jacque Bradford, the founding director of the Doctor of Physical Therapy Program.

Agenda Item 5: Presentation by Dr. Jacque Bradford, Doctor of Physical Therapy Program

Dr. Bradford, the founding Director of the Doctor of Physical Therapy program, provided an update on the progress of the establishment of a Doctor of Physical Therapy program that would be housed on the University of Memphis Lambuth campus.

President Hardgrave concluded his report.

Agenda Item 6: Reports and Recommendations of the Academic and Student Affairs Committee

Chairman Johnson recognized Trustee Marchetta to give a report of the Academic and Student Affairs Committee.

Trustee Marchetta provided an update on the Tenure Upon Appointment Agenda item. He explained that during the committee meeting, Dr. David Russomanno presented on those faculty who will receive tenure upon appointment to the university. Six faculty are being recommended for tenure upon appointment, including the new deans for the College of Education and College of Communication and Fine Arts.

Trustee Marchetta stated that he Academic and Student Affairs Committee recommends a motion for approval for tenure upon appointment for Dr. Angelia Sanders, Dr. Debra Lynn Kelly, Dr. Maryam Karimi, Dr. Michael T Miller, Dr. Rouzbeh Nazari, and Dr. Debra Burns. The motion was made by Trustee Carter and properly seconded. A roll call vote was taken by Secretary Cockrum and the motion was approved unanimously.

Trustee Marchetta then provided an update on tenure and promotion. 24 faculty members are being recommended for tenure and promotion. He then called for a motion, the Academic and Student Affairs Committee recommends that the Board approve and grant tenure and promotion to the faculty members recommended by the provost in the department, school or college of the University indicated in the meeting materials. Trustee Springfield made the motion and it was properly seconded. Secretary Cockrum called a roll call vote and the motion carried.

Trustee Marchetta then provided an update on the promotion of faculty. Faculty promotion serves as recognition of excellence. Faculty who serve in tenured, clinical,

research, teaching, and practice tracks are eligible to apply for promotion after five years in rank (or upon approved timeline adjustments). This year 43 faculty were promoted. No action was required on this agenda item.

Trustee then moved to the next agenda item. He explained that pursuant to Tennessee Code Annotated, higher education institutions in the State must file, through their governing board, a notice of intent to initiate course offerings in locations out-of-state. The Air Venture Flight Center in Olive Branch, MS provides our students with another location to pursue flight training. Trustee Marchetta stated that the Academic and Student Affairs Committee recommends a motion for approval of an intent to initiate an out-of-state instructional site at Air Venture Flight Center in Olive Branch, MS. Trustee Marchetta called for a motion and a second. The motion was made by Trustee Marchetta and properly seconded. Secretary Cockrum called a roll call vote and the motion carried.

The last agenda item was related to revisions to the Board of Trustees Policy on Tenure and Academic Freedom. Trustee Marchetta explained the rationale behind the policy revisions and made remarks about the approval process that occurred on the faculty and administration sides. Trustee Marchetta stated that The Academic and Student Affairs Committee recommends a motion for the Board to approve revisions to the Board Policy on Tenure and Academic Freedom, as outlined in the meeting materials, to align with the updates to the 2024-25 Faculty Handbook. Trustee Marchetta called for a motion and it was properly seconded. Secretary Cockrum called a roll call vote and the motion carried.

Trustee Marchetta concluded his report.

Agenda Item 7: Reports and Recommendations of the Governmental Affairs & Public Policy Committee

Chairman Johnson recognized Trustee Edwards to give a report of the Governmental Affairs & Public Policy Committee.

Trustee Edwards explained that Allie Jones provided an update on key legislative issues that had occurred at the state level over the past year, specifically the creation of the Innovative School District. Trustee Edwards Rep Mark White and Senate Brent Taylor for their work with the Innovative School District legislation. Trustee Edwards provided updates that were given by Sally Parish, the Associate Vice President of Educational Initiatives which addressed University Schools transition to being an Innovative School District, revisions to the Governmental Affairs & Public Policy charter, the creation of an Innovative School District policy, and ultimately the approval of Dr. Parish as the Director of Schools.

Trustee Edwards then called for a motion that the Governmental Affairs & Public Policy Committee recommends a motion for approval for the launch of the Innovative School

District at the University of Memphis. The motion was made by Trustee McKinney and properly seconded. Secretary Cockrum called a roll call vote and the motion carried.

Trustee Edwards then called for a motion that the Governmental Affairs & Public Policy Committee recommends a motion for approval for the Governmental Affairs & Public Policy Committee Charter revisions, as noted in the meeting materials. The motion was made by Chairman Johnson and properly seconded. Secretary Cockrum called a roll call vote and the motion carried.

Trustee Edwards moved on to the next agenda item, which was the creation of an Innovative School District Policy. Trustee Edwards called for a motion that the Governmental Affairs and Public Policy Committee recommends a motion for approval for the Innovative School District Policy. The motion was made by Trustee Edwards and properly seconded. Secretary Cockrum called a roll call vote and the motion carried.

Lastly, Trustee Edwards stated that the Governmental Affairs & Public Policy Committee recommends a motion to approve Dr. Sally Parish as the inaugural Director of Schools for the Innovative School District. Trustee Edwards made the motion and it was properly seconded. Secretary Cockrum called a roll call vote and the motion carried.

Trustee Edwards concluded his report on the work of the committee.

Agenda Item 8: Reports and Recommendations of the Finance and Audit Committee

Chairman Johnson recognized Trustee McKinney. Trustee McKinney echoed the comments that President Hardgrave had made earlier about Chief Audit Executive Vicki Deaton and thanked her for her work. Trustee McKinney then explained that Chief Audit Executive Vicki Deaton had provided reports and updates on the summary of audit reports issued, summary of internal audit investigations, information on the annual review and approval of the internal audit charter, the plan for quality assurance review external validation, and a review and approval of the FY2024 Audit Plan.

Chairman McKinney then called for a motion for approval of the internal audit and consulting charter. The motion was made and properly seconded. Secretary Cockrum called a roll call vote and the motion carried.

Trustee McKinney then called for motion for approval for the proposed FY2025 Internal Audit Plan. The motion was made and properly seconded. Secretary Cockrum called a roll call vote and the motion carried.

Trustee McKinney then provided updates that were given by COO/CFO Rene Bustamante. That report included the FY2025 budget update, the FY25 tuition and fees recommendation, the discontinuation of the Guaranteed Tuition Program, and the Park Avenue campus student housing project.

Trustee McKinney then called for a motion that the Finance & Audit Committee recommends a motion for approval of the FY2023-24 Estimated Budget and the FY2024-25 Proposed Budget and assumptions as presented in the meeting materials. The motion was made and properly seconded. Secretary Cockrum then called for a roll call vote and the motion carried.

The next item that the committee voted on was related to the FY2025 tuition and fees recommendation. Trustee McKinney stated that, the Finance and Audit Committee recommends a motion for approval for the FY25 proposed tuition and mandatory fee increases as presented in the meeting materials. The motion was made and properly seconded. Secretary Cockrum called a roll call vote and the motion carried.

Trustee McKinney then moved on to the next agenda item, the discontinuation of the Guarantee Tuition Program. Trustee McKinney stated that, the Finance and Audit Committee recommends a motion for approval for the discontinuation of the Guaranteed Tuition Program, effective Fall 2025. The motion was made and properly seconded. Secretary Cockrum called a roll call vote and the motion carried.

Trustee McKinney stated that a vote would need to be taken regarding the Chairman's review and evaluation of the President. Trustee McKinney provided a motion that the Finance & Audit Committee recommends a motion to approve the Chairman's review and evaluation of the President. The motion was made and properly seconded. Secretary Cockrum called a roll call vote and the motion carried.

Secretary Cockrum then reminded Trustee McKinney that a motion needed to be called on the Park Avenue campus student housing project that was voted on at committee. Trustee McKinney agreed and stated that the Finance & Audit Committee recommends a motion for approval of the P3 Housing project as detailed in the meeting materials. The motion was made and properly seconded. Secretary Cockrum called a roll call vote and the motion carried.

Trustee McKinney concluded his report.

Agenda Item 9: New Business

Chairman Johnson then addressed the items related to new business. Three policies revisions were taken up by the board during this time, which included the Code of Ethics, Professional Development, and the Self-Assessment policies.

Chairman Johnson then made a motion that the Board of Trustees requests a motion to approve the revisions to the Code of Ethics Policy. The motion was made and properly seconded. Secretary Cockrum called a roll call vote and the motion carried.

Chairman Johnson then stated that the Board of Trustees requests a motion to approve the revisions to the Professional Development Policy. The motion was made and properly seconded. Secretary Cockrum called a roll call vote and the motion carried.

Chairman Johnson then called for a motion that the Board of Trustees approve the revisions to the Self-Assessment Policy. The motion was made and seconded. Secretary Cockrum called a roll call vote and the motion carried.

Chairman Johnson then recognized President Hardgrave to present two items. President Hardgrave recognized the previous student trustee, Marissa Clark, who was unable to attend the meeting due to participating in an internship. President Hardgrave presented a plaque that she would be given when she returns from the internship. President Hardgrave then described the process by which the institution chooses a new student trustee. Seth Khokhar was chosen as the student trustee by this selection process. President Hardgrave read aloud Seth's bio, including all of his leadership involvement.

Upon the President's recommendation, Trustee Springfield made the motion to approve the appointment of Seth Khokhar as student trustee, effective immediately through May 31, 2025. The motion was made and properly seconded. Secretary Cockrum called a roll call vote and the motion carried.

President Hardgrave then moved on to the agenda item of the naming of the new STEM building on campus. President Hardgrave explained the purpose of this building and its alignment with the strategic plan. He stated that on September 4th, 2024, the institution will cut the ribbon on the new 65,000 sq ft STEM education focused building. He requested that the Board approve the naming of this facility to the Edwards Research and Innovation Center (ERIC). President Hardgrave outlined many of the ways that the Edwards family has contributed to this building and the institution. President Hardgrave thanked Trustee Edwards.

Chairman Johnson made comments about Trustee Edwards and that there was no better way to honor Trustee Edwards.

Trustee Edwards then provided comments about the institution and its research mission and how this building can play a role in that mission.

Chairman Johnson called for a motion to approve the naming of the STEM research and classroom building to be named the Edwards Research and Innovation Center. The motion was made by Trustee McKinney and properly seconded. Secretary Cockrum called a role call vote. All trustees voted for this motion, except for Trustee Edwards who abstained from voting. The motion carried.

President Hardgrave then presented Trustee Edwards with a framed picture of the Edwards Research and Innovation Center

Agenda Item 10: Additional Business

Agenda Item 11: Adjournment

Chairman Johnson asked for a motion and second to adjourn the meeting. A motion and second was made and the meeting was adjourned.

4. President's Update

Presented by Bill Hardgrave

5. Research Presentation

6. Reports and Recommendations from Academic and Student Affairs Committee

Presented by Jeffrey Marchetta

7. Reports and Recommendations from the Athletics Committee

Presented by David North

8. Reports and Recommendations from the Advancement Committee

Presented by Robert Carter

9. Reports and Recommendations from the Finance & Audit Committee

Presented by David McKinney

The University of Memphis Board of Trustees

Recommendation

For Approval

Date: September 4, 2024

Committee: Finance & Audit Committee

Presentation: Approval of Chief Internal Auditor

Presented by: David McKinney

Background: The University of Memphis Board of Trustees bylaws states that “the Board of Trustees shall appoint the Chief Internal Auditor for the University, in compliance with these bylaws, who shall perform the duties required by the Higher Education Accountability Act of 2004, § 49-14-101 et seq. and who shall serve at the pleasure of the Board. The Chief Internal Auditor shall report directly to the Board’s Audit Committee and shall have direct and unrestricted access to the Chair of the Audit Committee and other Audit Committee members.”

The Finance and Audit Committee recommends a motion for the approval of Angela Ross as the new Chief Internal Auditor.

The University of Memphis Board of Trustees

Recommendation

For Approval

Date: September 4, 2024

Committee: Finance & Audit Committee

Presentation: Finalization of President's Review - Compensation

Presented by: David McKinney

Background: The Board of Trustees is responsible for the supervision of the President and pursuant to the Presidential Review and Evaluation (PRE) policy, the President is to be evaluated on an annual basis for an evaluative period of June through July. As part of the evaluative process, the "Finance and Audit Committee shall . . . take appropriate action on any recommendations regarding compensation or other terms of employment. The Committee's action will then be submitted to the full Board of Trustees for approval or modification."

The Finance and Audit Committee requests a motion to provide President Hardgrave with the amount of \$100,000 in the form of deferred compensation, based on the successful review and evaluation of his job performance.

10. Revision of Board of Trustees Bylaws

For Approval

Presented by Cato Johnson

The University of Memphis Board of Trustees

For Approval

Date: Sept 4, 2024

Committee: Full Board Meeting

Presentation: Revision of BOT Bylaws

Presented by: Cato Johnson

Background: The Board of Trustees bylaws, Article 1 – Section V.f, contains a reference to the prior Audit Committee. All references to “Audit Committee” will be changed to “Finance and Audit Committee.”

**THE UNIVERSITY OF MEMPHIS
BYLAWS**

ARTICLE I – ORGANIZATION

- I. Authority
 - a. The University of Memphis (“University”) is a public university established by the laws of the State of Tennessee. The University is governed by its local governing Board of Trustees (“Board”) as established by T.C.A. § 49-8-101.
 - b. The Board of Trustees of the University is vested with the power and authority to govern the University and to exercise all powers and authority as set forth in T.C.A. § 49-8-101 et seq. and the laws of the State of Tennessee.
- II. Responsibility of Board
 - a. The Board shall be responsible for the management and governance of the University, as allowed by and subject to limitations imposed by applicable federal and state law and certain powers and duties maintained by the Tennessee Higher Education Commission.
- III. Membership
 - a. The membership of the Board shall consist of ten (10) members of which nine (9) members shall be voting members and one (1) member shall be a nonvoting member.
 - b. Of the nine (9) voting members, at least six (6) members shall be residents of the state of Tennessee.
 - c. Eight (8) of the voting Board members will be appointed by the Governor of the State of Tennessee with at least three (3) being alumni of the University.
 - d. A University faculty member shall serve as one (1) voting Board member to be selected by the University Faculty Senate.
 - e. The nonvoting member shall be a student representative to be appointed by the Board. The initial terms of the members appointed by the Governor to the Board shall be three (3), four (4), and six (6) years. Three (3) members shall serve a three-year term; three (3) members shall serve a four-year term; and two (2) members shall serve a six-year term. As the initial terms of the initial board members expire, successors shall be appointed for six-year terms. The University faculty member to be appointed by the Faculty Senate shall serve a two (2) year term and the nonvoting student member shall serve a one (1) year term.
 - f. Whenever any vacancy shall occur in the membership of the Board of Trustees among those appointed by the Governor, it shall be the duty of the Secretary of the Board to inform the Governor of the existence of such vacancy, and the Governor shall appoint a person to fill the unexpired term. Whenever any vacancy occurs among those elected by the Board or the Faculty Senate, it shall be the duty of the Secretary of the Board to inform the respective party of the vacancy, and the Board or Faculty Senate shall elect a person to fill the unexpired term.
 - g. Any person who has served two full terms in succession as a member of the Board shall, for a period of four (4) years, be ineligible for election or appointment to the Board.
 - h. No member of the General Assembly or officer or employee of the State of Tennessee or any member of a governing body for an institution of higher education shall be eligible for election or appointment as a trustee. Other than the faculty member to be appointed by the University Faculty Senate, no employee of any public institution of higher education shall be eligible for election or appointment as a trustee.

- i. A Board member may be removed for a material violation of the Board’s Code of Ethics by a two-thirds (2/3) vote of the Board membership.
- IV. Officers of the Board:
 - a. Chair and Vice Chair: The officers of the Board of Trustees shall be a Chair and a Vice Chair to perform such duties as may, from time to time, be prescribed by the Board and by these bylaws. The Chair and Vice-Chair shall be elected by a vote of a majority of the voting members of the Board membership and shall serve a two (2) year term until successors are elected or a vacancy occurs. In the event of a vacancy before expiration of the term, a successor shall be elected to fill the unexpired term at the next meeting of the Board following creation of the vacancy.
- V. Officers of the University
 - a. Officers of the University: The officers of the University designated to support Board activities are the President, Provost, Vice President of Business and Finance, a Secretary, a Chief Internal Auditor and such other officers and assistant officers as the Board determines may be necessary or convenient to conduct its business or which the President appoints or selects by delegation of authority by the Board. The officers shall have such powers and duties as set out in these Bylaws, and as may be prescribed by the Board and/or by law.
 - b. President of the University: The President is the executive and governing officer of the University and is appointed by and serves at the pleasure of the Board. Subject to the direction and control of the Board, the President shall supervise, direct and control the affairs of the University. The President shall, from time to time, report to the Board all matters within the President's knowledge affecting the University that should be brought to the attention of the Board.
 - c. Provost of the University: The Provost is the chief academic officer of the University and is appointed by the President, subject to Board approval, and serves at the pleasure of the President. The Provost shall be the second ranking officer of the University and, in the absence or incapacity of the President, shall assume the duties and responsibilities of that office.
 - d. Vice President of Business and Finance: The Vice President of Business and Finance shall be the Chief Financial Officer and treasurer of the University. The Vice President of Business and Finance shall be appointed by the President, subject to Board approval, and shall report directly to the President. The Vice President of Business and Finance shall be responsible for the operating and capital budgets, accounting and auditing, insurance and risk management, and such other financial responsibilities as required by the bylaws.
 - e. Secretary: The Secretary of the Board shall be appointed by the President of the University, subject to Board approval. The Secretary serves as a liaison between the Board and the University administration and is responsible for supporting the Board and its committees, including the giving of required notices of meetings of the Board, preparing the agenda for Board meetings, and the preparation of minutes of meetings of the Board. The Secretary shall perform such other duties as assigned by the Board.
 - f. Chief Internal Auditor: The Board of Trustees shall appoint the Chief Internal Auditor for the University, in compliance with these bylaws, who shall perform the duties required by the Higher Education Accountability Act of 2004, T.C.A. § 49-14-101 et seq. and who shall serve at the pleasure of the Board. The Chief Internal Auditor shall report directly to the Board’s Finance and Audit Committee and shall have direct and unrestricted

access to the Chair of the Finance and Audit Committee and other Finance and Audit Committee members.

ARTICLE II – POWERS AND DUTIES

- I. The Board has the power to:
 - a. Select and employ the chief executive officers of the University and to confirm the appointment of administrative personnel, teachers, and other employees of the University and to fix their salaries and terms of office;
 - b. Assume general responsibility for the operation of the University, delegating to the President such powers and duties as are necessary and appropriate for the efficient administration of the University and its programs;
 - c. Prescribe curricula and requirements for diplomas and degrees in the interest of maintaining alignment across state higher education to promote student success, postsecondary completion, and advancement of a master plan of the Tennessee Higher Education Commission;
 - d. Establish reasonable and appropriate rules and regulations defining residency of students for the purpose of determining whether out-of-state tuition shall be charged a student enrolling at the University;
 - e. Establish policies and regulations regarding the campus life of the University, including, but not limited to, the conduct of students, student housing, parking, and safety;
 - f. Grant tenure and promotion to eligible members of the faculty upon the positive recommendation of the President;
 - g. Approve the operating budgets and set the fiscal policies for the schools and programs under its control;
 - h. Receive donations of money, securities, and property from any source on behalf of the University, which gifts shall be used in accordance with the conditions set by the donor;
 - i. With prior approval of the state school bond authority, borrow money for the purpose of erecting buildings, purchasing real estate, or cooperating with agencies of the United States, and to issue evidences of indebtedness therefor which shall be exempt from taxation but which shall not constitute indebtedness of the State of Tennessee;
 - j. Purchase land subject to the terms and conditions of state regulations, to condemn land, to erect buildings, and to equip them for the University subject to the requirements of the state building commission and to the terms and conditions of legislative appropriations. The Board shall be vested with title to property so purchased or acquired;
 - k. Manage and initiate capital and real estate transactions provided that such transactions are within the scope of a master plan approved the Tennessee Higher Education Commission;
 - l. Perform and exercise all other powers, not otherwise prescribed by law, necessary to promote the sound development of the University within the parameters of state law.
- II. In exercising its powers, the Board's governance duties include:
 - a. Determining the mission of the University and ensuring that the mission is kept current and aligned with the goals and mission of public higher education in Tennessee;
 - b. Ensuring the University remains in compliance with state transfer and articulation provisions;
 - c. Providing insight and guidance to the University's strategic direction and charging the President with leading the strategic planning process;

- d. Ensuring the University’s fiscal integrity; overseeing the University’s financial resources and other assets; reviewing and approving annual University budgets; and preserving and protecting the University’s assets for posterity;
 - e. Ensuring and protecting, within the context of faculty shared governance, the educational quality of the University and its academic programs; and preserving and protecting the University’s autonomy, academic freedom, and the public purposes of higher education;
 - f. Engaging regularly, in concert with senior administration, with the University’s major constituencies;
 - g. Refraining from directing or interfering with any employee, officer, or agent under the direct or indirect supervision of the President of the University; and
 - h. Always acting as a body with no individual member speaking for the Board unless specifically authorized to do so by the Board.
- III. Delegation
- a. The Board may delegate and provide for the further delegation of any and all powers and duties to the President or appropriate committees, subject to limitations expressly set forth in law.

ARTICLE III – MEETINGS

- I. Regular Meetings
- a. The Board shall meet at least four times a year at such times as specified by the Chair, and on such additional dates and at such times as specified by the Chair or a majority of the Trustees then in office. The Board may adjourn any regular meeting to any date that it may set for adjournment.
- II. Special and Emergency Meetings
- a. Subject to the notice requirement contained in these bylaws, special and emergency meetings of the Board may be called at any time by the Chair, a majority of the members of the Board, or by the President of the University.
 - b. The call for every special or emergency meeting shall state the business to be considered and the business transacted shall be confined to the objects stated in the call. The Board may adjourn any special meeting to any date that it may set for adjournment.
- III. Place of Meetings
- a. All regular public meetings, special public meetings and committee meetings are to be held at a location owned or controlled by the University, or at the nearest practical location. Emergency meetings necessitating immediate action may be held at other locations or through electronic means.
- IV. Notices
- a. Regular Meetings: At least five (5) days’ written notice of the stated meetings of the Board shall be sent by the Secretary to all Trustees. The written notice may be delivered by regular mail, electronic mail, or facsimile transmission and shall be posted for public notice.
 - b. Special and Emergency Meetings: Special and emergency meetings of the Board may be called on less than five (5) days’ notice and, if urgent, by telephone, facsimile transmission, or electronic mail to each Board member, who must be advised of the purpose(s) of the meeting.

- c. Public Notice: Notice of all regular and special public meetings and committee meetings shall be given in a manner reasonably calculated to give interested persons actual notice of the time and place of the meeting and principal subjects anticipated to be considered at the meeting. Notice of an emergency public meeting shall be such as is appropriate to the circumstance(s).
- V. Attendance by Electronic Means
 - a. Trustees may conduct, participate and vote in any meeting, board or committee, through the use of a conference telephone or similar electronic communications equipment that permits all persons participating in the meeting to simultaneously communicate with each other during the meeting. Such participation in the meeting shall constitute presence in person at the meeting.
- VI. Quorum
 - a. The Board must have a quorum to conduct business. A quorum for the conduct of business by the Board of Trustees shall consist of five (5) voting members currently in office.
 - b. The action of a majority of the voting members of the Board present at any at any regular or special meeting of the Board shall be the action of the Board, except as may be otherwise provided by these Bylaws.
- VII. Agenda
 - a. An agenda for every regular meeting of the Board shall be prepared by the Chair and President, with the assistance of the Secretary. The agenda shall list in outline form each matter to be considered at the meeting. When feasible, a copy of the agenda and copies of all reports and other material to be presented shall accompany the notice of the meeting, but when not feasible, a copy shall be provided to the Trustees before the meeting date.
 - b. Matters not appearing on the agenda of a stated meeting may be considered only upon an affirmative vote which shall represent a majority of the entire Board.
- VIII. Conduct of Business
 - a. General parliamentary rules shall be observed in conducting the business of the Board of Trustees except as they may be modified by rules and regulations adopted by the Board.
 - b. The Chair shall preside when present at meetings of the Board. In the Chair's absence, the Vice-Chair shall preside at meetings of the Board and otherwise perform the duties of the Chair.
 - c. All members of the Board of Trustees may vote on all matters coming before the Board for consideration but no member may vote by proxy or mail.
 - d. A record vote of the Board of Trustees shall be required on all motions providing for any revision of the bylaws, the adoption of a new bylaw or the repeal of an existing bylaw. On any other motion, a record vote shall be taken if required by law or if a Board member present demands a record vote before the announcement of a vote otherwise taken.
- IX. Public Access
 - a. Meetings of the Board and its committees, as appropriate, shall be open to the public except as authorized by a statutory or judicially recognized exception to the Tennessee Open Meetings Act.
 - b. Meetings of the Board shall be made available for viewing by the public over the Internet by streaming video accessible from the University's web site. Archived videos of

the board meetings shall also be available to the public through the University's web site.

ARTICLE IV – COMMITTEES

- I. Standing and Ad Hoc Committees
 - a. The Board shall establish by Board policy such standing and ad hoc committees as it deems appropriate to discharge its responsibilities. As required by state law, at least one standing committee shall have the functions of the audit committee.
 - b. The Executive Committee shall appoint the members of each standing committee. The chairs and vice-chairs of each standing committee shall be selected by the Executive Committee. Each standing committee shall develop a committee charter detailing the committee's purpose and primary responsibilities, which shall be subject to the approval of the Board.
 - c. Standing committees may be authorized to act on behalf of the Board and shall be governed by any applicable provisions of these bylaws or Board policy. However, unless specifically delegated or as otherwise provided in these bylaws, authority to act on all matters is reserved to the Board and the duty of each committee shall be to consider and to make recommendations to the Board upon matters referred to it.
 - d. Ad-hoc committees shall be appointed by the Board Chair upon authority of the Board with such powers, duties, and period of service as the Board Chair may determine, provided that no ad-hoc committee shall be created to act upon any matter under the purview of a standing committee. The Chairs of any ad-hoc committees shall be appointed by the Board Chair and shall perform their duties in consultation with the University President. The duty of any ad hoc committee is to consider and to make recommendations to the Board upon matters referred to it.
- II. Meetings of Committees
 - a. All standing committees shall meet as defined by Board policy and as reasonably necessary to carry out their responsibilities. Ad hoc committees shall meet as necessary.

ARTICLE V – BYLAWS

- I. These bylaws shall be effective upon adoption and shall supersede all bylaws previously adopted by the Board.
- II. Amendment of Bylaws: These bylaws may be changed by amendment, by adoption of a new bylaw or by repeal of an existing bylaw at any regular meeting of the Board of Trustees, or at a special meeting called for that purpose. For purposes of Article V, a quorum shall constitute seven (7) voting members of the Board and a majority vote of record shall be required for action to be effective. A copy of the amendment or new bylaw to be offered or notation of the bylaw to be repealed shall be furnished to each Board member in writing at least ten (10) days in advance of the meeting.

ARTICLE VI – INDEMNIFICATION

- I. For purposes of civil liability for actions and omissions taken as Trustees of the Board, each Trustee is a state employee pursuant to T.C.A. Section 8-42-101(3)(B). Notwithstanding the foregoing, the Board may procure and maintain, in amounts consistent with prevailing

standards, directors' and officers' insurance coverage and general liability insurance against liabilities and damages arising from the actions or omissions of the Board. Should the Board procure such insurance, the Board shall have the University and the State of Tennessee named as additional insureds on any policy.

Approved by Board of Trustees: March 17, 2017
Revised by Board of Trustees: December 12, 2023

**THE UNIVERSITY OF MEMPHIS
BYLAWS**

ARTICLE I – ORGANIZATION

- I. Authority
 - a. The University of Memphis (“University”) is a public university established by the laws of the State of Tennessee. The University is governed by its local governing Board of Trustees (“Board”) as established by T.C.A. § 49-8-101.
 - b. The Board of Trustees of the University is vested with the power and authority to govern the University and to exercise all powers and authority as set forth in T.C.A. § 49-8-101 et seq. and the laws of the State of Tennessee.
- II. Responsibility of Board
 - a. The Board shall be responsible for the management and governance of the University, as allowed by and subject to limitations imposed by applicable federal and state law and certain powers and duties maintained by the Tennessee Higher Education Commission.
- III. Membership
 - a. The membership of the Board shall consist of ten (10) members of which nine (9) members shall be voting members and one (1) member shall be a nonvoting member.
 - b. Of the nine (9) voting members, at least six (6) members shall be residents of the state of Tennessee.
 - c. Eight (8) of the voting Board members will be appointed by the Governor of the State of Tennessee with at least three (3) being alumni of the University.
 - d. A University faculty member shall serve as one (1) voting Board member to be selected by the University Faculty Senate.
 - e. The nonvoting member shall be a student representative to be appointed by the Board. The initial terms of the members appointed by the Governor to the Board shall be three (3), four (4), and six (6) years. Three (3) members shall serve a three-year term; three (3) members shall serve a four-year term; and two (2) members shall serve a six-year term. As the initial terms of the initial board members expire, successors shall be appointed for six-year terms. The University faculty member to be appointed by the Faculty Senate shall serve a two (2) year term and the nonvoting student member shall serve a one (1) year term.
 - f. Whenever any vacancy shall occur in the membership of the Board of Trustees among those appointed by the Governor, it shall be the duty of the Secretary of the Board to inform the Governor of the existence of such vacancy, and the Governor shall appoint a person to fill the unexpired term. Whenever any vacancy occurs among those elected by the Board or the Faculty Senate, it shall be the duty of the Secretary of the Board to inform the respective party of the vacancy, and the Board or Faculty Senate shall elect a person to fill the unexpired term.
 - g. Any person who has served two full terms in succession as a member of the Board shall, for a period of four (4) years, be ineligible for election or appointment to the Board.
 - h. No member of the General Assembly or officer or employee of the State of Tennessee or any member of a governing body for an institution of higher education shall be eligible for election or appointment as a trustee. Other than the faculty member to be appointed by the University Faculty Senate, no employee of any public institution of higher education shall be eligible for election or appointment as a trustee.

- i. A Board member may be removed for a material violation of the Board’s Code of Ethics by a two-thirds (2/3) vote of the Board membership.
- IV. Officers of the Board:
 - a. Chair and Vice Chair: The officers of the Board of Trustees shall be a Chair and a Vice Chair to perform such duties as may, from time to time, be prescribed by the Board and by these bylaws. The Chair and Vice-Chair shall be elected by a vote of a majority of the voting members of the Board membership and shall serve a two (2) year term until successors are elected or a vacancy occurs. In the event of a vacancy before expiration of the term, a successor shall be elected to fill the unexpired term at the next meeting of the Board following creation of the vacancy.
- V. Officers of the University
 - a. Officers of the University: The officers of the University designated to support Board activities are the President, Provost, Vice President of Business and Finance, a Secretary, a Chief Internal Auditor and such other officers and assistant officers as the Board determines may be necessary or convenient to conduct its business or which the President appoints or selects by delegation of authority by the Board. The officers shall have such powers and duties as set out in these Bylaws, and as may be prescribed by the Board and/or by law.
 - b. President of the University: The President is the executive and governing officer of the University and is appointed by and serves at the pleasure of the Board. Subject to the direction and control of the Board, the President shall supervise, direct and control the affairs of the University. The President shall, from time to time, report to the Board all matters within the President's knowledge affecting the University that should be brought to the attention of the Board.
 - c. Provost of the University: The Provost is the chief academic officer of the University and is appointed by the President, subject to Board approval, and serves at the pleasure of the President. The Provost shall be the second ranking officer of the University and, in the absence or incapacity of the President, shall assume the duties and responsibilities of that office.
 - d. Vice President of Business and Finance: The Vice President of Business and Finance shall be the Chief Financial Officer and treasurer of the University. The Vice President of Business and Finance shall be appointed by the President, subject to Board approval, and shall report directly to the President. The Vice President of Business and Finance shall be responsible for the operating and capital budgets, accounting and auditing, insurance and risk management, and such other financial responsibilities as required by the bylaws.
 - e. Secretary: The Secretary of the Board shall be appointed by the President of the University, subject to Board approval. The Secretary serves as a liaison between the Board and the University administration and is responsible for supporting the Board and its committees, including the giving of required notices of meetings of the Board, preparing the agenda for Board meetings, and the preparation of minutes of meetings of the Board. The Secretary shall perform such other duties as assigned by the Board.
 - f. Chief Internal Auditor: The Board of Trustees shall appoint the Chief Internal Auditor for the University, in compliance with these bylaws, who shall perform the duties required by the Higher Education Accountability Act of 2004, T.C.A. § 49-14-101 et seq. and who shall serve at the pleasure of the Board. The Chief Internal Auditor shall report directly to the Board’s Audit Committee and shall have direct and unrestricted access to the Chair of the Audit Committee and other Audit Committee members.

ARTICLE II – POWERS AND DUTIES

- I. The Board has the power to:
 - a. Select and employ the chief executive officers of the University and to confirm the appointment of administrative personnel, teachers, and other employees of the University and to fix their salaries and terms of office;
 - b. Assume general responsibility for the operation of the University, delegating to the President such powers and duties as are necessary and appropriate for the efficient administration of the University and its programs;
 - c. Prescribe curricula and requirements for diplomas and degrees in the interest of maintaining alignment across state higher education to promote student success, postsecondary completion, and advancement of a master plan of the Tennessee Higher Education Commission;
 - d. Establish reasonable and appropriate rules and regulations defining residency of students for the purpose of determining whether out-of-state tuition shall be charged a student enrolling at the University;
 - e. Establish policies and regulations regarding the campus life of the University, including, but not limited to, the conduct of students, student housing, parking, and safety;
 - f. Grant tenure and promotion to eligible members of the faculty upon the positive recommendation of the President;
 - g. Approve the operating budgets and set the fiscal policies for the schools and programs under its control;
 - h. Receive donations of money, securities, and property from any source on behalf of the University, which gifts shall be used in accordance with the conditions set by the donor;
 - i. With prior approval of the state school bond authority, borrow money for the purpose of erecting buildings, purchasing real estate, or cooperating with agencies of the United States, and to issue evidences of indebtedness therefor which shall be exempt from taxation but which shall not constitute indebtedness of the State of Tennessee;
 - j. Purchase land subject to the terms and conditions of state regulations, to condemn land, to erect buildings, and to equip them for the University subject to the requirements of the state building commission and to the terms and conditions of legislative appropriations. The Board shall be vested with title to property so purchased or acquired;
 - k. Manage and initiate capital and real estate transactions provided that such transactions are within the scope of a master plan approved the Tennessee Higher Education Commission;
 - l. Perform and exercise all other powers, not otherwise prescribed by law, necessary to promote the sound development of the University within the parameters of state law.
- II. In exercising its powers, the Board's governance duties include:
 - a. Determining the mission of the University and ensuring that the mission is kept current and aligned with the goals and mission of public higher education in Tennessee;
 - b. Ensuring the University remains in compliance with state transfer and articulation provisions;
 - c. Providing insight and guidance to the University's strategic direction and charging the President with leading the strategic planning process;

- d. Ensuring the University’s fiscal integrity; overseeing the University’s financial resources and other assets; reviewing and approving annual University budgets; and preserving and protecting the University’s assets for posterity;
 - e. Ensuring and protecting, within the context of faculty shared governance, the educational quality of the University and its academic programs; and preserving and protecting the University’s autonomy, academic freedom, and the public purposes of higher education;
 - f. Engaging regularly, in concert with senior administration, with the University’s major constituencies;
 - g. Refraining from directing or interfering with any employee, officer, or agent under the direct or indirect supervision of the President of the University; and
 - h. Always acting as a body with no individual member speaking for the Board unless specifically authorized to do so by the Board.
- III. Delegation
- a. The Board may delegate and provide for the further delegation of any and all powers and duties to the President or appropriate committees, subject to limitations expressly set forth in law.

ARTICLE III – MEETINGS

- I. Regular Meetings
- a. The Board shall meet at least four times a year at such times as specified by the Chair, and on such additional dates and at such times as specified by the Chair or a majority of the Trustees then in office. The Board may adjourn any regular meeting to any date that it may set for adjournment.
- II. Special and Emergency Meetings
- a. Subject to the notice requirement contained in these bylaws, special and emergency meetings of the Board may be called at any time by the Chair, a majority of the members of the Board, or by the President of the University.
 - b. The call for every special or emergency meeting shall state the business to be considered and the business transacted shall be confined to the objects stated in the call. The Board may adjourn any special meeting to any date that it may set for adjournment.
- III. Place of Meetings
- a. All regular public meetings, special public meetings and committee meetings are to be held at a location owned or controlled by the University, or at the nearest practical location. Emergency meetings necessitating immediate action may be held at other locations or through electronic means.
- IV. Notices
- a. Regular Meetings: At least five (5) days’ written notice of the stated meetings of the Board shall be sent by the Secretary to all Trustees. The written notice may be delivered by regular mail, electronic mail, or facsimile transmission and shall be posted for public notice.
 - b. Special and Emergency Meetings: Special and emergency meetings of the Board may be called on less than five (5) days’ notice and, if urgent, by telephone, facsimile transmission, or electronic mail to each Board member, who must be advised of the purpose(s) of the meeting.

- c. Public Notice: Notice of all regular and special public meetings and committee meetings shall be given in a manner reasonably calculated to give interested persons actual notice of the time and place of the meeting and principal subjects anticipated to be considered at the meeting. Notice of an emergency public meeting shall be such as is appropriate to the circumstance(s).
- V. Attendance by Electronic Means
 - a. Trustees may conduct, participate and vote in any meeting, board or committee, through the use of a conference telephone or similar electronic communications equipment that permits all persons participating in the meeting to simultaneously communicate with each other during the meeting. Such participation in the meeting shall constitute presence in person at the meeting.
- VI. Quorum
 - a. The Board must have a quorum to conduct business. A quorum for the conduct of business by the Board of Trustees shall consist of five (5) voting members currently in office.
 - b. The action of a majority of the voting members of the Board present at any at any regular or special meeting of the Board shall be the action of the Board, except as may be otherwise provided by these Bylaws.
- VII. Agenda
 - a. An agenda for every regular meeting of the Board shall be prepared by the Chair and President, with the assistance of the Secretary. The agenda shall list in outline form each matter to be considered at the meeting. When feasible, a copy of the agenda and copies of all reports and other material to be presented shall accompany the notice of the meeting, but when not feasible, a copy shall be provided to the Trustees before the meeting date.
 - b. Matters not appearing on the agenda of a stated meeting may be considered only upon an affirmative vote which shall represent a majority of the entire Board.
- VIII. Conduct of Business
 - a. General parliamentary rules shall be observed in conducting the business of the Board of Trustees except as they may be modified by rules and regulations adopted by the Board.
 - b. The Chair shall preside when present at meetings of the Board. In the Chair's absence, the Vice-Chair shall preside at meetings of the Board and otherwise perform the duties of the Chair.
 - c. All members of the Board of Trustees may vote on all matters coming before the Board for consideration but no member may vote by proxy or mail.
 - d. A record vote of the Board of Trustees shall be required on all motions providing for any revision of the bylaws, the adoption of a new bylaw or the repeal of an existing bylaw. On any other motion, a record vote shall be taken if required by law or if a Board member present demands a record vote before the announcement of a vote otherwise taken.
- IX. Public Access
 - a. Meetings of the Board and its committees, as appropriate, shall be open to the public except as authorized by a statutory or judicially recognized exception to the Tennessee Open Meetings Act.
 - b. Meetings of the Board shall be made available for viewing by the public over the Internet by streaming video accessible from the University's web site. Archived videos of

the board meetings shall also be available to the public through the University's web site.

ARTICLE IV – COMMITTEES

- I. Standing and Ad Hoc Committees
 - a. The Board shall establish by Board policy such standing and ad hoc committees as it deems appropriate to discharge its responsibilities. As required by state law, at least one standing committee shall have the functions of the audit committee.
 - b. The Executive Committee shall appoint the members of each standing committee. The chairs and vice-chairs of each standing committee shall be selected by the Executive Committee. Each standing committee shall develop a committee charter detailing the committee's purpose and primary responsibilities, which shall be subject to the approval of the Board.
 - c. Standing committees may be authorized to act on behalf of the Board and shall be governed by any applicable provisions of these bylaws or Board policy. However, unless specifically delegated or as otherwise provided in these bylaws, authority to act on all matters is reserved to the Board and the duty of each committee shall be to consider and to make recommendations to the Board upon matters referred to it.
 - d. Ad-hoc committees shall be appointed by the Board Chair upon authority of the Board with such powers, duties, and period of service as the Board Chair may determine, provided that no ad-hoc committee shall be created to act upon any matter under the purview of a standing committee. The Chairs of any ad-hoc committees shall be appointed by the Board Chair and shall perform their duties in consultation with the University President. The duty of any ad hoc committee is to consider and to make recommendations to the Board upon matters referred to it.
- II. Meetings of Committees
 - a. All standing committees shall meet as defined by Board policy and as reasonably necessary to carry out their responsibilities. Ad hoc committees shall meet as necessary.

ARTICLE V – BYLAWS

- I. These bylaws shall be effective upon adoption and shall supersede all bylaws previously adopted by the Board.
- II. Amendment of Bylaws: These bylaws may be changed by amendment, by adoption of a new bylaw or by repeal of an existing bylaw at any regular meeting of the Board of Trustees, or at a special meeting called for that purpose. For purposes of Article V, a quorum shall constitute seven (7) voting members of the Board and a majority vote of record shall be required for action to be effective. A copy of the amendment or new bylaw to be offered or notation of the bylaw to be repealed shall be furnished to each Board member in writing at least ten (10) days in advance of the meeting.

ARTICLE VI – INDEMNIFICATION

- I. For purposes of civil liability for actions and omissions taken as Trustees of the Board, each Trustee is a state employee pursuant to T.C.A. Section 8-42-101(3)(B). Notwithstanding the foregoing, the Board may procure and maintain, in amounts consistent with prevailing

standards, directors' and officers' insurance coverage and general liability insurance against liabilities and damages arising from the actions or omissions of the Board. Should the Board procure such insurance, the Board shall have the University and the State of Tennessee named as additional insureds on any policy.

Approved by Board of Trustees: March 17, 2017
Revised by Board of Trustees: December 12, 2023

11. President's Review & Evaluation

Policy Revision

For Approval

Presented by Cato Johnson

The University of Memphis Board of Trustees

For Approval

Date: Sept 4, 2024

Committee: Full Board Meeting

Presentation: Presidential Review & Evaluation Policy

Presented by: Cato Johnson

Background: The proposed edits to the Presidential Review & Evaluation Policy reflects changes to a.) the committee that approves or modifies the Chairs assessment (the prior committee was Governance & Finance, which is no longer an active committee), and b.) the timeline of the evaluation period.



Presidential Review and Evaluation (PRE)

The purpose of the Presidential Review and Evaluation (PRE) is to provide the President with regular support and feedback on performance by identifying areas of strength and opportunities for further professional development. The PRE serves to increase communication between the Board and the President and to clarify the Board's expectations of the President. The PRE also provides the Board an opportunity for reflection on the health of the institution and the leadership demonstrated by the President. Additionally, a formal PRE meets the criteria set forth for SACSCOC compliance as well as the Board's responsibility for the selection and evaluation of the President, as set forth in the University of Memphis' Board of Trustees' Bylaws, and ensures the public that he/she is meeting accountability expectations.

Annual Evaluation

The Board of Trustees will evaluate the University President on an annual basis. The evaluation period will be April through March and the results will be presented during the June Board meeting.

By May 1st of each year, the President shall provide the Board Chair with a written self-assessment of his or her performance that shall include the following:

1. Progress on meeting established goals based on the University's Strategic Plan with accompanying data and metrics.
2. Assessment of the overall academic quality of the University, including institutional achievements and accomplishments.
3. Assessment of the financial status of the University.
4. Identification of significant institutional challenges faced over the course of the review year that affected progress toward goals and the President's assessment of continuing or future challenges facing the University.
5. Goals proposed by the President for the following year.

The President and the Board Chair or designee will meet to discuss the President's self-assessment, goals for the following evaluation year, along with any other information determined by the Board Chair.

At his/her discretion, the Board Chair or designee may interview the senior administrative staff regarding the President's performance, as well as any faculty, staff, student or alumni leaders. All Board of Trustees members will complete a confidential online evaluation on the President. The aggregate results of the evaluation will be shared with the Board Chair, to be used to provide a recommendation on the overall performance of the President, as well as any compensation adjustments and/or other necessary terms of employment to the Finance & Audit Committee.

The Finance & Audit Committee shall approve or modify the Chair's assessment of the President's performance, the President's proposed goals for the next evaluation cycle, and take appropriate action on any recommendations regarding compensation or other terms of employment. The Committee's action will then be submitted to the full Board of Trustees for approval or modification.

The President shall be present at the meeting of the Finance & Audit Committee and the full Board to answer questions about his/her performance and the goals presented.



Presidential Review and Evaluation (PRE)

The purpose of the Presidential Review and Evaluation (PRE) is to provide the President with regular support and feedback on performance by identifying areas of strength and opportunities for further professional development. The PRE serves to increase communication between the Board and the President and to clarify the Board's expectations of the President. The PRE also provides the Board an opportunity for reflection on the health of the institution and the leadership demonstrated by the President. Additionally, a formal PRE meets the criteria set forth for SACSCOC compliance as well as the Board's responsibility for the selection and evaluation of the President, as set forth in the University of Memphis' Board of Trustees' Bylaws, and ensures the public that he/she is meeting accountability expectations.

Annual Evaluation

The Board of Trustees will evaluate the University President on an annual basis. The evaluation period will be April through March and the results will be presented during the June Board meeting.

By May 1st of each year, the President shall provide the Board Chair with a written self-assessment of his or her performance that shall include the following:

1. Progress on meeting established goals based on the University's Strategic Plan with accompanying data and metrics.
2. Assessment of the overall academic quality of the University, including institutional achievements and accomplishments.
3. Assessment of the financial status of the University.
4. Identification of significant institutional challenges faced over the course of the review year that affected progress toward goals and the President's assessment of continuing or future challenges facing the University.
5. Goals proposed by the President for the following year.

The President and the Board Chair or designee will meet to discuss the President's self-assessment, goals for the following evaluation year, along with any other information determined by the Board Chair.

At his/her discretion, the Board Chair or designee may interview the senior administrative staff regarding the President's performance, as well as any faculty, staff, student or alumni leaders. All Board of Trustees members will complete a confidential online evaluation on the President. The aggregate results of the evaluation will be shared with the Board Chair, to be used to provide a recommendation on the overall performance of the President, as well as any compensation adjustments and/or other necessary terms of employment to the Finance & Audit Committee.

The Finance & Audit Committee shall approve or modify the Chair's assessment of the President's performance, the President's proposed goals for the next evaluation cycle, and take appropriate action on any recommendations regarding compensation or other terms of employment. The Committee's action will then be submitted to the full Board of Trustees for approval or modification.

The President shall be present at the meeting of the Finance & Audit Committee and the full Board to answer questions about his/her performance and the goals presented.

12. Additional Business

Presented by Cato Johnson

13. Adjournment

Presented by Cato Johnson