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8-23-2000

### University of Tennessee Board of Trustees Exhibit Records, 2000 August 23, Exhibit 1

University of Tennessee

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Office of the General Counsel and Secretary

719 Andy Holt Tower Knoxville 37996-0170 Telephone 865/974-3245 FAX 865/974-3074

TO: Members of the Executive Committee, Board of Trustees

Mr. James A. Haslam, II, Chairman

Mrs. Johnnie Amonette Mr. Charles Coffey Dr. J. Wade Gilley Mr. Jerry Jackson

Mr. R. Clayton McWhorter Mr. William B. Sansom Mrs. Susan R. Williams

FROM:

Catherine S. Mizell W

DATE:

August 16, 2000

SUBJECT:

Conference Call Meeting of the Executive Committee

Board of Trustees

1:30 p.m. EDT, Wednesday, August 23, 2000 Room 831, Andy Holt Tower, Knoxville

Upon call of the Chairman the Executive Committee of the Board of Trustees will meet by conference call at 1:30 p.m. EDT, Wednesday, August 23, 2000. The call will originate from the President's Office, 831 Andy Holt Tower.

The primary purpose of the meeting is to approve proposed bylaw revisions concerning the officers of the University. A memorandum from the President presenting the proposed revisions is enclosed.

CSM:11

Enclosures

cc: Other members of the Board of Trustees (w/enclosures)

Members of the President's Staff (w/enclosures)

Catherine Mizell Jecretary Sugust 23, 2000

## ROLL CALL THE UNIVERSITY OF TENNESSEE EXECUTIVE COMMITTEE BOARD OF TRUSTEES

|               | Present |      | Absent      |      |     |          | Not    |
|---------------|---------|------|-------------|------|-----|----------|--------|
| Mr. Haslam    | A.M.    | P.M. | <u>A.M.</u> | P.M. | Aye | Nay      | Voting |
|               |         |      |             |      |     | <u> </u> |        |
| Mrs. Amonette |         |      |             |      |     |          |        |
| Mr. Coffey    |         |      |             |      |     |          |        |
| Dr. Gilley    |         | /    |             |      | _   |          |        |
| Mr. Jackson   |         |      |             |      |     |          |        |
| Mr. McWhorter |         | /    |             |      |     |          |        |
| Mrs. Williams |         | /    |             |      |     | -        |        |
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# ORDER OF BUSINESS EXECUTIVE COMMITTEE MEETING BOARD OF TRUSTEES THE UNIVERSITY OF TENNESSEE

1:30 p.m. EDT Wednesday, August 23, 2000 President's Office 831 Andy Holt Tower

- A. Roll call.
- B. Proposed bylaw revisions.
- C. Other business.



Office of the President 800 Andy Holt Tower Knoxville 37996-0180 Telephone (865) 974-2241 FAX (865) 974-3753

#### MEMORANDUM

TO:

Members of the Executive Committee

FROM:

J. Wade Gilley

DATE:

August 16, 2000

SUBJECT:

Revision of Bylaws to Reflect Restructuring and Streamlining

At the meeting of the Executive Committee on Wednesday, August 23, I will present for approval the enclosed revision of Article IV of the Bylaws of the University concerning the officers of the University. The revisions reflect restructuring and streamlining initiatives approved by the Board in February, as well as changes in the areas of public and governmental relations and statewide continuing education announced in my recent memorandum to the Board.

Many of the revisions are simply editorial, but I am enclosing a copy of the current version of Article IV so you can review the changes in detail if you wish. The key revisions are summarized below:

Section 1:

Names the officers of the University with appropriate titles after restructuring and streamlining. (The named officers are elected by the Board of Trustees, upon the recommendation of the President. The election process is described in Section 2, which has been revised only editorially.)

Changes the office of Vice President for Public Service, Continuing Education, and University Relations to the Chancellor of The University of Tennessee New College, retaining the statewide continuing education function.

Section 4:

Authorizes the President to appoint staff vice presidents in various functional areas. Staff vice presidents may be responsible directly to the President or to another University Officer.

■ Institutes: Agriculture, Public Service, Space

RECOMMENDED ACTION: That the Executive Committee, acting on behalf of the Board of Trustees, approve the proposed revision of Article IV of the Bylaws of The University of Tennessee.

#### Enclosures

c: Other Members of the Board of Trustees (w/enc)
Members of the President's Staff (w/enc)

#### CURRENT BYLAWS

#### Article IV

SECTION 1. THE SENIOR ADMINISTRATIVE OFFICERS of the University of Tennessee shall be the President, the Vice Presidents, the General Counsel, the Secretary, the Treasurer and Chancellors of the campuses. They shall perform the duties herein specified. The Board shall have authority, from time to time, to create and fill additional offices and to abolish at its pleasure any office so created. These senior administrative officers shall be elected by the Board as follows:

a. THE PRESIDENT. In the event of a vacancy, or notice of an impending vacancy, in the office of the President, the Chairman, or in the Chairman's absence the Vice Chairman, shall recommend to the Board the appointment of a search committee composed of appointed members of the Board of Trustees. The search committee shall take appropriate action to prepare and submit for consideration of the Board a panel of nominees for the position of President. The number of nominees shall be determined by the Board upon the recommendation of the search committee.

In carrying out its duties, the search committee may appoint an advisory committee composed of University faculty, staff, and students, as well as alumni and other representatives of the University's external constituencies, to assist and advise during the search process. The search committee may adopt such rules and procedure as it deems necessary in performing its duties and shall comply with applicable affirmative action and desegregation requirements.

When there shall be a vacancy in the office of the President or in the event of the disability of the President, the Executive Committee of the Board, within its discretion, may designate a Vice President to assume the duties of the President at the pleasure of the Board until the election of a new President. Election of a new President may take place at any stated or special meeting of the Board after completion of the search process described in this section.

b. THE VICE PRESIDENTS, THE GENERAL COUNSEL, THE SECRETARY AND THE TREASURER. The Vice Presidents, the General Counsel, the Secretary and the Treasurer are elected by the Board of Trustees upon the recommendation of the President. A vacancy in one of these offices may be filled by election at any stated or special meeting of the Board. All such officials shall be directly responsible to the President and shall, in addition to the duties herein specified, perform such duties as may be delegated to them from time to time by the President and the Board of Trustees.

In the event of a vacancy, or notice of an impending vacancy, in any one of the offices herein specified, the President shall identify and recommend to the Board a candidate for the vacant position. The President may appoint an advisory committee composed of faculty, staff, students, alumni, and representatives of the external constituencies of the particular unit in which the vacancy exists to assist in identifying and screening candidates; provided, however, that for the Vice President for Agriculture, the Vice President for Public Service and University Relations and the Vice President for the Space Institute, the President shall appoint such an advisory committee. Members of the Board of Trustees may also be appointed by the President to serve on any advisory committee so appointed. Appointment of an advisory committee shall not diminish the President's ultimate authority and responsibility for recommending candidates to the Board of Trustees. In identifying and screening candidates, the President and any advisory committee appointed by the President shall comply with applicable affirmative action and desegregation requirements.

c. THE CHANCELLORS. The Chancellors are elected by the Board of Trustees upon the recommendation of the President. A vacancy in the Office of the Chancellor may be filled by election at any stated or special meeting of the Board. Chancellors shall be directly responsible to the President and shall, in addition to the duties herein specified, perform such duties as may be delegated to them from time to time by the President and by the Board of Trustees.

In the event of a vacancy, or notice of an impending vacancy, in the office of the Chancellor of any campus, the President shall appoint an advisory committee composed of faculty, staff, students, alumni, and representatives of the external constituencies of the particular campus where the vacancy exists to assist in identifying and screening candidates for the position. Members of the Board of Trustees may also be appointed by the President to serve on the advisory committee. Appointment of an advisory committee shall not diminish the President's ultimate authority and responsibility for recommending a candidate to the Board of Trustees. In identifying and screening candidates, the President and the advisory committee shall comply with applicable affirmative action and desegregation requirements.

#### SECTION 2.

- a. THE PRESIDENT shall be the chief executive officer of The University of Tennessee. The President shall exercise complete executive authority over the institutions comprising The University of Tennessee, subject to the direction and control of the Board of Trustees.
- b. The President shall be the primary spokesman for The University of Tennessee to the alumni of the institution, the news media, the educational world, and the general public. The President shall initiate and administer University policies, speak for the University as its official head, and coordinate all activities of each campus of the institution directly or through designated representatives. As chief executive, the President shall be responsible for the presentation of all University policies and recommendations to the General Assembly, the Governor, the Board of Trustees, state budget officials, the Tennessee Higher Education Commission, and the federal government.
- c. The President shall formulate the educational and administrative policies of The University of Tennessee and shall perform all duties prescribed by the Board of Trustees. The President shall be responsible to the Board of Trustees for the prompt and effective execution of all laws relating to the University and of all resolutions, policies, rules, and regulations adopted by the Board of Trustees and by the Executive Committee.
- d. The President shall be responsible to the Board of Trustees for the preparation of the budget of The University of Tennessee and its presentation to the Tennessee Higher Education Commission, the Governor and the Department of Finance and Administration, and the General Assembly.
- e. The President shall be the leader and coordinator of all institutions of The University of Tennessee and shall promote the general welfare and development of the University in its several parts and as a whole. The President shall have the authority to decide all questions of jurisdiction not otherwise defined among the several institutions, facilities, and officers. The faculties, staffs, or students or any member thereof have the right of appeal from the Chancellor or appropriate Vice President to the President. The channel for official communications between the President and the several institutions in all matters shall be through the Chancellors or the appropriate Vice President.
- f. The President shall assume ultimate control over all budgets of the University and shall approve major budgetary revisions.

- g. The President shall establish an administrative organization to execute policies of The University of Tennessee. The President shall insure that the University and its component institutions are properly staffed to discharge their responsibilities. The President shall also establish and maintain adequate lines of communications.
- h. In the execution of the President's duties and responsibilities, the President may delegate to subordinate officers portions of those duties, but this action shall not reduce the President's responsibility. The President shall be a member ex officio of all standing and other committees of the Board.
- i. In addition to the foregoing powers and duties, the President shall be charged with these specific powers and duties:
  - 1. The President shall make an annual report reflecting the activities of the university for the preceding year, which shall be submitted, if possible, to the Board of Trustees for its approval, otherwise to the Executive Committee for approval, and after being approved, a copy shall be transmitted to the Governor and a copy to each house of the General Assembly. This report shall include an audited statement of all receipts and disbursements.8
  - 2. The President shall have authority to execute all bonds, mortgages, deeds, leases, and other contracts, under the Seal of the University, except where required by law to be otherwise signed and executed and except where the execution thereof shall be delegated specifically by the Board of Trustees or by the Executive Committee to some other officer of the University.
  - 3. The President shall cause to be prepared annually with the assistance of the Vice Presidents, Chancellors, deans and other officers the University's operating budget for the next fiscal year. The budget shall list the faculty of the various colleges and the employees of the various divisions and departments of the University with the compensation to be paid each. The President shall approve the budget and shall submit it to the Finance Committee in ample time for its consideration and approval before transmittal to the Board.
  - 4. The President shall be responsible that the academic policies and procedures, including admission to the University, promotions and graduation, shall be enforced and adequate records of these procedures shall be maintained; recommend to the Board for the award of degrees or certificates those whom the faculties have found qualified; and sign all diplomas and certificates granted by the University, unless the facsimile signature of the President is placed thereon with the President's permission.
  - 5. The President shall review proposed faculty promotions in rank.
  - 6. The President shall review with the Chancellors the proposed appointment and compensation of Provosts, Vice Chancellors, Deans, and Department Heads.
  - 7. The President shall perform such other duties as may be delegated to that office by the Board of Trustees, or by any standing or special committee of the Board, including the securing of such reports and statements on the activities of the University as may be requested.

#### SECTION 3.

a. THE EXECUTIVE VICE PRESIDENT shall carry out special assignments throughout the University on behalf of the President and shall function as chief operating officer of the University on behalf of the

President with the several Chancellors and Vice Presidents. The Executive Vice President shall promote understanding, communications, and cooperation among the several units of the University. The Executive Vice President shall serve a staff function to the Office of the President and shall not have a line relationship with the Chancellors and Vice Presidents. In the absence or unavailability of the President, the Executive Vice President shall assume the duties of the President, unless otherwise directed by the President.

The Executive Vice President shall represent the University with various governmental and private agencies and organizations as directed by the President. The Executive Vice President shall also coordinate student affairs issues and intercollegiate athletics issues with University-wide implications.

The Executive Vice President shall create and maintain a sound program of governmental relations at the local, state, and federal levels.

The Executive Vice President shall be responsible for the provision of campus planning and architectural services to all campuses and institutes, development and supervision of capital construction and capital maintenance programs, and real property acquisition and disposal.

- b. THE VICE PRESIDENT FOR DEVELOPMENT shall be responsible for the establishment and administration of development programs for the entire University. The Vice President shall be primarily responsible University-wide for the raising of funds from alumni, other private individuals, corporations, foundations, and all other sources; management of alumni affairs for the total University; and establishment and maintenance of productive relationships with the private corporate and business community. These functions will be coordinated by a central staff and through cooperative relationships with functional personnel on each campus. The Vice President and University-wide development staff members shall provide initiative, coordination, and service for campus staff members who are responsible to the Chancellors of the campuses and Vice Presidents of the institutes.
- c. THE SENIOR VICE PRESIDENT shall provide leadership and assistance in the determination of strategic directions for the University, its campuses and institutes in cooperation with Chancellors, Vice Presidents, and members of their faculties and staffs. The Senior Vice President shall provide direction and assistance in assessing performance in achieving goals and objectives.

In further execution of these duties, the Senior Vice President shall review on behalf of the President proposals for new programs, recommend to the President University-wide policies governing academic and research programs, and provide liaison for the University with various external organizations as directed by the President and in cooperation with the Executive Vice President. Together with the Executive Vice President, the Senior Vice President shall ensure that resource allocations respond to top priorities established in campus, institute and University goals and objectives. The Senior Vice President will provide staff assistance to the Academic Committee of the Board of Trustees. The Senior Vice President shall also carry out other duties that may be assigned to that office by the President.

d. THE VICE PRESIDENT FOR ASSESSMENT shall work with the Senior Vice President, Chancellors, Vice Presidents and their faculties and staff to determine strategic directions for the University, its campuses and institutes. The Vice President shall provide leadership, coordination and assistance to the campuses and institutes in assessing performance in achieving goals and objectives.

In further pursuit of these responsibilities, the Vice President for Assessment shall foster and contribute to research on the effectiveness of assessment programs and encourage appropriate program improvements

in response to assessment findings. The Vice President shall assist the Senior Vice President in coordinating University responses to both the accreditation criteria of the Southern Association of Colleges and Schools and the Performance Funding Standards of the Tennessee Higher Education Commission. The Vice President shall provide liaison for the University with appropriate public and private agencies and organizations. The Vice President shall also carry out other duties as may be assigned to that office by the President or Senior Vice President.

e. THE VICE PRESIDENT FOR BUSINESS AND FINANCE shall be responsible for the development and coordination of University-wide policies and operations concerning budgeting, accounting, auditing, data processing service, purchasing, non-academic personnel administration, plant operation and maintenance, and the treasury function. The Vice President shall prepare, in cooperation with the Chancellors and Vice Presidents, appropriations requests for submission to the President, the Board of Trustees, the Higher Education Commission, the Department of Finance and Administration, and the General Assembly.

The Vice President for Business and Finance shall be responsible for the operation of a non-academic personnel office which will implement policy for the University. The Vice President shall operate the University transportation services, graphic arts service, and flight operations which will serve the entire University. The Treasurer shall be responsible to the Vice President for Business and Finance and will perform accounting, auditing, and disbursing for the University and certain specific services for the Knoxville campus. The Vice President shall be responsible for the attainment of reasonable standards of plant operation and maintenance on all campuses.

The Vice President shall perform these duties through certain staff members who are responsible to the Vice President through functional relationships with the Chancellors and Vice Presidents and their personnel in business and finance.

f. THE VICE PRESIDENT FOR AGRICULTURE shall be responsible for the administration of the Institute of Agriculture which is composed of the College of Agriculture, the College of Veterinary Medicine, the Agricultural Experiment Station, and the Agricultural Extension Service. The Vice President shall have joint responsibilities with the Chancellor of the Martin campus for the administration of the agriculture programs at Martin. The Vice President shall perform a coordinative service in cooperation with the Chancellors, vice chancellors, deans, directors, or heads of each division or department on each campus, in the performance of their respective functional and fiscal responsibilities and duties in support of agricultural programs, personnel, services, and facilities.

The Vice President for Agriculture shall review with the President the proposed appointment and compensation of deans and other principal academic and administrative staff at the Institute of Agriculture.

g THE VICE PRESIDENT FOR PUBLIC SERVICE AND CONTINUING EDUCATION shall be responsible for the stimulation, development, and coordination of University-wide policies and operations which provide non-agricultural technical services to all levels of government, to business and industry, and to individuals when demanded by the discipline. The Vice President shall be responsible for the operation of all University-wide public service organizations in the Institute for Public Service, and shall work with the Chancellors to help stimulate and develop the public service role of each campus and its faculty and students. In coordination with the Vice Presidents, Chancellors, and other appropriate administrators and faculty in the various campuses, the Vice President shall be responsible for the operation of all continuing education programs both on-campus and off-campus. The Vice President shall develop and recommend to the President the policies and programs required for effective offering of educational opportunities,

including attainment of college-level degrees, to qualified students of all ages and walks of life who pursue knowledge outside the traditional on-campus setting.

- h. THE VICE PRESIDENT FOR HEALTH AFFAIRS shall be responsible, University-wide, for the coordination of education, training, research, and service in the health fields. These coordinative functions shall be executed through communications with appropriate Vice Presidents and with the Chancellor on each campus. The Vice President shall advise and consult with the President on matters pertaining to health education, research, and service throughout the University. The Vice President shall provide staff assistance to the Health Affairs Committee of the Board of Trustees.
- i. THE VICE PRESIDENT FOR THE SPACE INSTITUTE shall be fully responsible for the administration and management of The University of Tennessee Space Institute subject to the general supervision of the President and coordinative relationships with the Chancellors and other Vice Presidents. The Vice President shall direct instructional, research, service, student, finance and business, and development programs at the Space Institute within general policies established by the President and Board of Trustees. Appropriate functional relationships will be maintained between the Vice President for the Space Institute, the Chancellor of The University of Tennessee, Knoxville, and appropriate Vice Presidents.

The Vice President for the Space Institute shall review with the President the proposed appointment and compensation of deans and other principal academic and administration staff at the Space Institute. The Vice President shall recommend major policy and operational changes in the areas of academic affairs, student affairs, business and finance, and development to the President for review and consideration prior to enactment.

- a. (h) THE VICE PRESIDENT FOR HEALTH AFFAIRS shall be responsible, University-wide, for the coordination of education, training, research, and service in the health fields. These coordinative functions shall be executed through communications with appropriate Vice Presidents and with the Chancellor on each campus. The Vice President shall advise and consult with the President on matters pertaining to health education, research, and service throughout the University. The Vice President shall provide staff assistance to the Health Affairs Committee of the Board of Trustees.
- b. (i) THE VICE PRESIDENT FOR THE SPACE INSTITUTE shall be fully responsible for the administration and management of The University of Tennessee Space Institute subject to the general supervision of the President and coordinative relationships with the Chancellors and other Vice Presidents. The Vice President shall direct instructional, research, service, student, finance and business, and development programs at the Space Institute within general policies established by the President and Board of Trustees. Appropriate functional relationships will be maintained between the Vice President for the Space Institute, the Chancellor of The University of Tennessee, Knoxville, and appropriate Vice Presidents.

The Vice President for the Space Institute shall review with the President the proposed appointment and compensation of deans and other principal academic and administration staff at the Space Institute. The Vice President shall recommend major policy and operational changes in the areas of academic affairs, student affairs, business and finance, and development to the President for review and consideration prior to enactment.

SECTION 4. THE GENERAL COUNSEL shall serve as, and perform the duties of, legal advisor for the Board of Trustees and the University of Tennessee. The General Counsel shall be responsible for all legal matters of The University of Tennessee. The General Counsel shall represent the University in all legal actions except that, with the approval of the President or Vice President for Business and Finance, the

General Counsel may employ outside counsel to represent the University in legal actions or otherwise assist in the performance of the General Counsel's duties. The General Counsel may be elected Secretary if the Board shall so order.

The General Counsel shall review and approve all contracts and other instruments of legal obligation prior to execution except as otherwise provided in this section. The General Counsel may prescribe an approved form for certain contracts and other instruments of legal obligation which shall not require further legal or fiscal review before execution unless amendment of the approved form is proposed. In addition, with the concurrence of the President or the Vice President for Business and Finance, the General Counsel may prescribe certain types of contracts which shall not require legal or fiscal review before execution.

#### SECTION 5. THE SECRETARY shall perform the following duties:

- 1. Secure an opinion as to the legality and compliance with fiscal policies of all contracts and other instruments of legal obligation to be executed on behalf of the University except those prescribed by the General Counsel as provided in Article IV, Section 4.
- 2. Attest all instruments of legal obligation requiring the Seal of the University and affix thereto the Seal, of which the Secretary shall the be custodian.
- 3. Countersign all diplomas and certificates granted by the University, unless the facsimile signature of the Secretary is placed thereon with the Secretary's permission.
- 4. Keep a special record of all donations to the University, showing the donor's name and the amount, purpose and date of each donation.
- 5. And all other duties that may be assigned to the Secretary by the President or by the Board of Trustees or by the Executive Committee. The Board may combine the offices of General Counsel and Secretary.

**SECTION 6. THE TREASURER** shall act under the direction of the Vice President for Business and Finance, to whom the Treasurer shall be immediately responsible. The Treasurer shall receive and shall have custody of all monies which shall come to the University for the purposes of the University and shall be responsible for the proper handling of such funds in accordance with applicable state statutes and with the policies fixed by the Board of Trustees and by the Executive Committee. The Treasurer shall give bond in an amount designated by the Board of Trustees, the premium on which shall be paid by the University. The Treasurer shall perform the following duties:

- 1. Deposit all moneys and funds belonging to the University, or over which the Treasurer has control, in such accounts and depositories and upon such conditions and regulations as shall be prescribed by state law, the Board of Trustees or the Executive Committee.
- 2. Disburse the funds of the University as authorized by the Board of Trustees on checks or warrants drawn on any of the depositories of the University, to be signed and countersigned as directed by the Board, and carefully preserve as vouchers all warrants and checks after payment.
- 3. Maintain adequate record of receipts and disbursements and such other accounting records as may be authorized by the Board of Trustees, and present to the President for transmission to the Board at its annual meeting a statement of all receipts and disbursements for the preceding fiscal year and of the current financial condition of the University. Also, present to the Board of Trustees, the Executive

Committee, the Finance Committee, the President or the Budget Officer whenever requested, such statements relative to the finances of the University as any of them may request, and to whom the records in the Treasurer's office shall be open to inspection.

4. Under the general supervision of the Vice President for Business and Finance, the Treasurer will be responsible for accounting, disbursing, and reporting for the University. In addition, the occupant of this position will perform certain service functions, collections of revenues, administration of student loans, and detailed accounting for the Knoxville campus.

SECTION 7. THE CHANCELLORS, who are elected for and assigned jurisdiction over a campus, shall be the chief executive officers of the campuses and shall be fully responsible for campus administration and management subject to the general supervision of the President and coordinative relationships with the Vice Presidents. The Chancellors shall direct instructional, research, service, student, development, finance and business, and athletics programs on the campus within general policies established by the President and the Board of Trustees. Appropriate functional relationships will be maintained between the Chancellors and the Vice Presidents.

The Chancellors shall review with the President the proposed appointment and compensation of provosts, vice chancellors, deans, and department heads. The Chancellors shall recommend major policy and operational changes in the areas of academic affairs, student affairs, business and finance, and development to the President for review and consideration prior to enactment.

SECTION 8. ALL EMPLOYEES whose duties require them to receive moneys, or who receive donations or bequests made to the University, shall pay it promptly to the Treasurer with a statement of the amount paid, the date of the payment and the purpose for which paid; except in those cases where money belonging to the University and its accounting to the Treasurer by the collecting agency has been provided for otherwise by the Finance Committee with the approval of the President.

**SECTION 9. ALL EMPLOYEES** of the University, however designated, shall be responsible to the President, directly or through their next superior officer, for the efficient operation of the organizational unit or functions for which they are responsible.

**SECTION 10. IN ADDITION TO THE PRESIDENT**, any Vice President shall have the power and authority to sign documents, instruments, contracts, bonds, notes, or other papers in connection with the operation of the business of the University; and, in addition to the Secretary, any assistant secretary shall have the power and authority to attest and place the University's Seal on all said documents, instruments, contracts, bonds, notes, or other papers.

Subject to fiscal policies and procedures issued from time to time by the President or the Vice President for Business and Finance, University administrative personnel on each campus, such as purchasing agents and business managers, shall have the power and authority to sign and issue purchase orders and conduct ordinary business affairs on behalf of the University. In addition, the President and Vice President for Business and Finance may delegate to campus administrative personnel the authority to sign certain other instruments which do not warrant prior legal and fiscal review. Except in the case of purchase orders and other instruments executed by campus personnel under the delegation authorized by this section, all contracts, bonds, mortgages, notes, deeds, leases and other instruments of legal obligation shall be executed by the President or a Vice President after the Secretary has obtained any necessary legal and fiscal review. A copy of every instrument of legal obligation executed on behalf of the University, except purchase orders, shall be filed in the official files of the University in the Office of the Treasurer.

#### SECTION 11.

- a. THE BOARD OF TRUSTEES is vitally interested in the welfare, safety, and conduct of the students at all campuses and facilities of The University of Tennessee and is dedicated to the maintenance of an environment which preserves conditions conducive to the normal education processes and to the welfare and safety of students and others. To implement these concepts, the Board of Trustees vests in the President and the respective Chancellors the authority to prescribe and enforce policies, rules and regulations concerning rights, responsibilities, conduct and discipline of students at the various campuses and facilities of the University. The President and the Chancellors are authorized to take any lawful action necessary to assure the protection of life and property at the several campuses and facilities.
- b. Each Chancellor may appoint an administrative council or other similar body and delegate to it certain functions, including approval and control of student organizations, adoption of rules of conduct and discipline of students, and the conduct of disciplinary proceedings involving misconduct or delinquencies of students attending the colleges and schools under its jurisdiction. However, each Chancellor shall retain ultimate control and authority and shall be responsible to the President and the Board of Trustees for all final actions and decisions in these areas.

#### Article IV

**SECTION 1. OFFICERS OF THE UNIVERSITY.** The officers of The University of Tennessee shall be the following:

President

**Executive Vice President** 

Vice President for Agriculture

Vice President for Development and Alumni Affairs

Vice President, General Counsel and Secretary

Vice President for Health Affairs

Vice President and Provost

Vice President for Research and Information Technology

Vice President and Treasurer

Chancellor of The University of Tennessee at Chattanooga

Chancellor of The University of Tennessee at Martin

Chancellor of The University of Tennessee New College

The Board shall have authority, from time to time, to create and fill additional University Officers and to abolish at its pleasure any office so created.

**SECTION 2. ELECTION OF UNIVERSITY OFFICERS.** The University Officers shall be elected annually by the Board at the annual meeting and shall serve at the pleasure of the Board, subject to the terms of any written employment contract. A vacancy in one of the offices may be filled by election at any stated or special meeting of the Board after compliance with the following procedures:

(a) Election of the President. In the event of a vacancy, or notice of an impending vacancy, in the office of the President, the Chairman, or in the Chairman's absence the Vice Chairman, shall recommend to the Board the appointment of a search committee composed of appointed members of the Board of Trustees. The search committee shall take appropriate action to prepare and submit for consideration of the Board a panel of nominees for the position of President. The number of nominees shall be determined by the Board upon the recommendation of the search committee.

In carrying out its duties, the search committee may appoint an advisory committee composed of University faculty, staff, and students, as well as alumni and other representatives of the University's external constituencies, to assist and advise during the search process. The search committee may adopt such rules and procedure as it deems necessary in performing its duties and shall comply with all applicable legal requirements.

- (b) Election of the Chancellors, Vice President for Agriculture, Vice President for Health Affairs, and Vice President and Provost. These University Officers shall be elected by the Board upon the recommendation of the President. In the event of a vacancy, or notice of an impending vacancy in one of these offices, the President shall appoint an advisory committee composed of faculty, staff, students, alumni, and representatives of the external constituencies of the particular unit where the vacancy exists to assist in identifying and screening candidates for the position. Members of the Board of Trustees may also be appointed by the President to serve on the advisory committee. Appointment of an advisory committee shall not diminish the President's ultimate authority and responsibility for recommending a candidate to the Board of Trustees. In identifying and screening candidates, the President and the advisory committee shall comply with all applicable legal requirements.
- (c) Election of the Executive Vice President and Other University Officers. The Executive Vice President and all other University Officers not named in items (a) and (b) above shall be elected by the Board upon the recommendation of the President. In the event of a vacancy, or notice of an impending vacancy in one of these offices, the President shall identify and recommend to the Board a candidate for the vacant position. The President may appoint an advisory committee to assist in identifying and screening candidates. Members of the Board of Trustees may serve on any advisory committee so appointed. Appointment of an advisory committee shall not diminish the President's ultimate authority and responsibility for recommending candidates to the Board of Trustees. In identifying and screening candidates, the President and any advisory committee appointed by the President shall comply with all applicable legal requirements.

#### SECTION 3. DUTIES OF UNIVERSITY OFFICERS.

- (a) Duties of the President. The President shall be the chief executive officer of The University of Tennessee and shall exercise complete executive authority over the institutions comprising The University of Tennessee system, subject to the direction and control of the Board of Trustees. As chief executive, the President shall be responsible for the presentation of all University policies and recommendations to the Board, the Governor, the General Assembly, and other governmental offices. In the execution of the President's duties and responsibilities, the President may delegate to subordinate officers portions of those duties, but this action shall not reduce the President's responsibility. The President shall perform such specific duties as from time to time may be prescribed by the Board, or by any standing or special committee of the Board, including the securing of such reports and statements on the activities of the University as may be requested.
- (b) Duties of the Executive Vice President. The Executive Vice President shall be the chief operating officer of The University of Tennessee. In the absence or unavailability of the President, the Executive Vice President shall assume the duties of the President, unless otherwise directed by the President. The Executive Vice President shall be directly responsible to the President and shall perform such specific duties as from time to time may be prescribed by the President, the Board, or by any standing or special committee of the Board.

- (c) Duties of the Chancellors, Vice President for Agriculture, and Vice President for Health Affairs. These officers shall be the chief operating officers of their respective units and shall be fully responsible for administration and management of the unit, subject to the general supervision of the President. These officers shall be directly responsible to the President and shall perform such specific duties as from time to time may be prescribed by the President, the Board, or by any standing or special committee of the Board.
- (d) Duties of the Secretary. The Vice President and General Counsel shall serve as Secretary of the corporate legal entity known as The University of Tennessee. In addition to the Board-related duties prescribed in Articles I and II, the duties of the Secretary shall include the following and similar duties related to the legal and corporate status of the University:
- (1) Attest all instruments of legal obligation requiring the Seal of the University and affix thereto the Seal, of which the Secretary shall the be custodian.
- (2) Countersign, by facsimile signature, all diplomas and certificates granted by the University.

The Secretary shall also perform such specific duties as may be prescribed from time to time by the President, the Board, or any standing or special committee of the Board.

- (e) Duties of the Vice President and Treasurer. The Vice President and Treasurer shall act under the direction of and shall be immediately responsible to the Executive Vice President. The Vice President and Treasurer shall receive and shall have custody of all monies which shall come to the University for the purposes of the University and shall be responsible for the proper handling of such funds in accordance with applicable state statutes and with the policies fixed by the Board of Trustees and by the Executive Committee. The Vice President and Treasurer shall give bond in an amount designated by the Board of Trustees, the premium on which shall be paid by the University. The Vice President and Treasurer shall perform the following duties:
- (1) Deposit all moneys and funds belonging to the University, or over which the Vice President and Treasurer has control, in such accounts and depositories and upon such conditions and regulations as shall be prescribed by state law, the Board of Trustees or the Executive Committee.
- (2) Disburse the funds of the University as authorized by the Board of Trustees on checks or warrants drawn on any of the depositories of the University, to be signed and countersigned as directed by the Board, and carefully preserve as vouchers all warrants and checks after payment.
- (3) Maintain an adequate record of receipts and disbursements and such other accounting records as may be authorized by the Board of Trustees, and present to the President for transmission to the Board at its annual meeting a statement of all

receipts and disbursements for the preceding fiscal year and of the current financial condition of the University. Also, present to the Board of Trustees, the Executive Committee, the Finance Committee, the President or the Budget Officer whenever requested, such statements relative to the finances of the University as any of them may request, and to whom the records in the office of the Vice President and Treasurer shall be open to inspection.

- (4) Under the general supervision of the Executive Vice President, the Vice President and Treasurer will be responsible for accounting, disbursing, and reporting for the University.
- (5) Perform such other specific duties as from time to time may be prescribed by the President, Executive Vice President, the Board, or by any standing or special committee of the Board.
- (f) Duties of Other University Officers. The other University Officers shall be directly responsible to the President, shall assist the President in the active management of the University, and shall perform such specific duties as from time to time may be prescribed by the President, the Board, or by any standing or special committee of the Board.

**SECTION 4. STAFF VICE PRESIDENTS.** The President of the University is authorized to appoint staff vice presidents in the areas of budget and finance, campus operations, chief of staff operations, diversity and equity, public and governmental relations, and such other areas as the President deems necessary for the efficient administration of the University. Staff vice presidents shall be directly responsible to the President or another University Officer and shall perform such specific duties as from time to time may be prescribed by the President or other University Officer.

**SECTION 5. EXECUTION OF LEGAL INSTRUMENTS.** Subject to compliance with any applicable policies concerning legal and fiscal review, the President and other University Officers named in Section 1 of this Article IV shall have the power and authority to sign documents, instruments, contracts, bonds, notes, or other papers in connection with the operation of the business of the University; and, in addition to the Secretary, any assistant secretary shall have the power and authority to attest and place the University's Seal on all said documents, instruments, contracts, bonds, notes, or other papers.

Subject to fiscal policies and procedures issued from time to time, administrative personnel on each campus, such as purchasing agents and business managers, shall have the power and authority to sign and issue purchase orders and conduct ordinary business affairs on behalf of the University. In addition, University fiscal policies and procedures issued from time to time may delegate to campus administrative personnel the authority to sign certain other instruments that do not warrant prior legal and fiscal review. Except in the case of purchase orders and other instruments executed by campus personnel under the delegation authorized by this section, all contracts, bonds, mortgages, notes, deeds, leases and other instruments of legal obligation shall be executed by the President or another University Officer after any required legal and fiscal review. A copy of every

instrument of legal obligation executed on behalf of the University, except purchase orders, shall be filed in the official files of the University in the Office of the Vice President and Treasurer.

**SECTION 6.** ALL EMPLOYEES RESPONSIBLE TO PRESIDENT. All employees of the University, however designated, shall be responsible to the President, directly or through their next superior officer, for the efficient operation of the organizational unit or functions for which they are responsible.

**SECTION 7. RECEIPT OF MONEY BY EMPLOYEES.** All employees whose duties require them to receive money, or who receive donations or bequests made to the University, shall pay it promptly to the Vice President and Treasurer with a statement of the amount paid, the date of the payment and the purpose for which paid; except in those cases where money belonging to the University and its accounting to the Vice President and Treasurer by the collecting agency has been provided for otherwise by the Finance Committee with the approval of the President.

**SECTION 8. STUDENT WELFARE.** The Board of Trustees is vitally interested in the welfare, safety, and conduct of the students at all campuses and facilities of The University of Tennessee and is dedicated to the maintenance of an environment which preserves conditions conducive to the normal education processes and to the welfare and safety of students and others. To implement these concepts, the Board of Trustees vests in the President and the respective Chancellors and Vice Presidents the authority to prescribe and enforce policies, rules and regulations concerning rights, responsibilities, conduct and discipline of students at the various campuses and facilities of the University. The President, Chancellors, and Vice Presidents are authorized to take any lawful action necessary to assure the protection of life and property at the several campuses and facilities.

Each Chancellor and Vice President may appoint an administrative council or other similar body and delegate to it certain functions, including approval and control of student organizations, adoption of rules of conduct and discipline of students, and the conduct of disciplinary proceedings involving misconduct or delinquencies of students attending the colleges and schools under its jurisdiction. However, each Chancellor and Vice President shall retain ultimate control and authority and shall be responsible to the President and the Board of Trustees for all final actions and decisions in these areas.