



10-25-2002

University of Tennessee Board of Trustees Exhibit Records, 2002 October 25, Exhibits 1 - 2

University of Tennessee

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EXECUTIVE COMMITTEE

AGENDA

11:00 a.m.
Friday, October 25, 2002

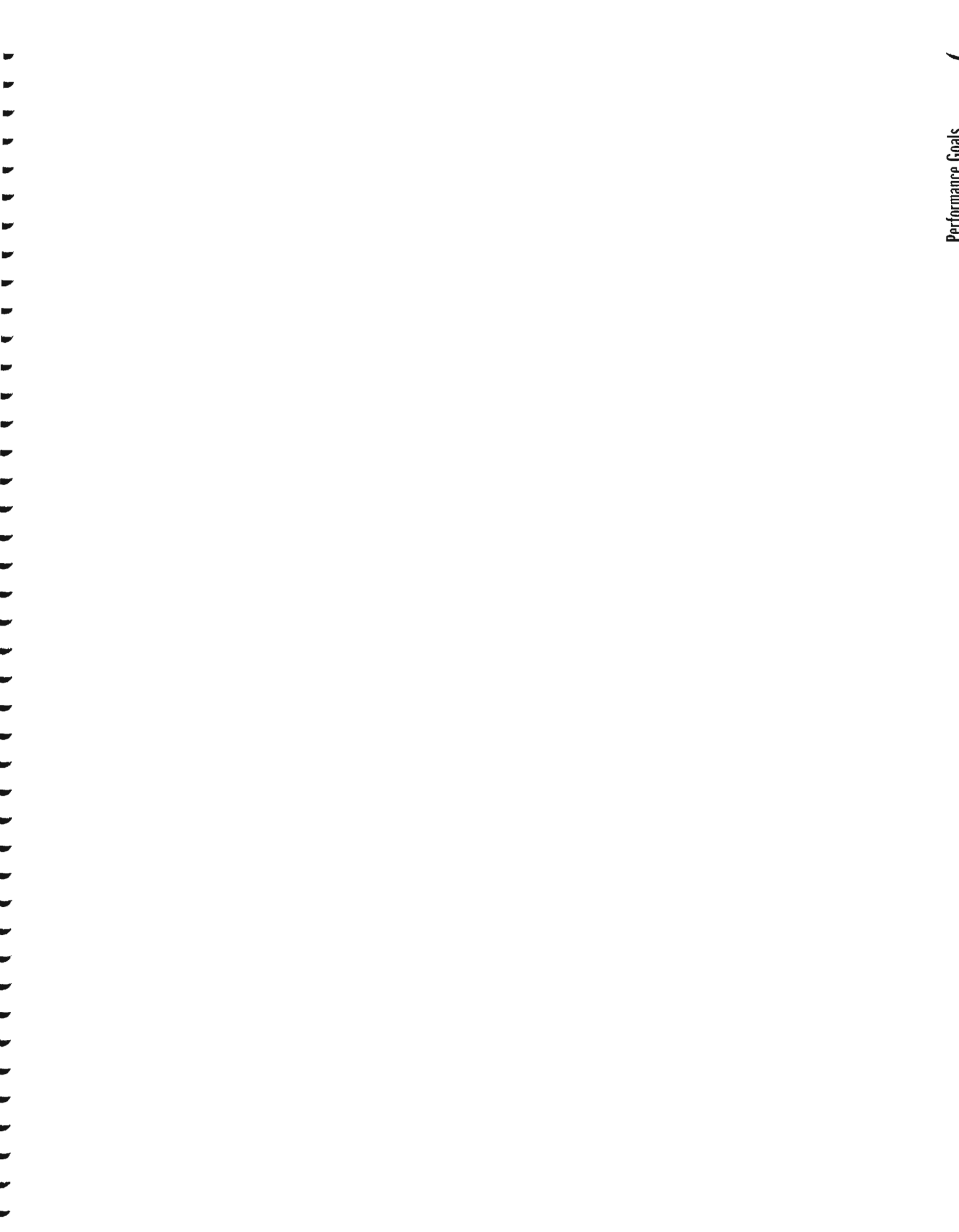
Executive Dining Room
University Center
Knoxville, Tennessee

ACTION ITEMS

1. President's Performance Goals
2. Amendments to University Bylaws **Tab 4**
3. UT-Sino/United States High School
4. Other Business

UR 2010

**The Vision for The University of Tennessee:
A Preeminent, International Research Institution Serving the People
of Tennessee**



Performance Goals

**President John W. Shumaker
The University of Tennessee System
October, 2002**

Performance Goals

President John W. Shumaker
The University of Tennessee System
October, 2002

I. DEFINE OUR VISION FOR THE UNIVERSITY OF TENNESSEE.

- A. Define an inspiring and empowering long-term vision for The University of Tennessee and The University of Tennessee system.
- B. Link the vision, programs, and resources of The University of Tennessee system directly to the issues and priorities critical to the economic, social, and cultural success of the state of Tennessee.
- C. Create specific measures of quality and institutional effectiveness, which measure success in translating that vision into reality for The University of Tennessee system.
- D. Develop a comprehensive integrated marketing plan to communicate the vision to local, state, and national audiences.
- E. Be an active, visible, and effective advocate for The University of Tennessee system and its people.

Performance Goals

President John W. Shumaker
The University of Tennessee System
October, 2002

II. STRENGTHEN THE UNIVERSITY'S COMMITMENT TO EQUITY AND DIVERSITY THROUGH ALL OF THE PERFORMANCE GOALS.

- A. Create a long-term vision for diversity throughout The University of Tennessee system.
- B. Foster compliance with both the letter and spirit of the Geier Consent Decree.
- C. Include compliance with the Geier Consent Decree in performance evaluations of Chancellors/Vice Presidents of the campuses and institutes.
- D. Develop measures of the university's continual on-going progress toward equity and diversity.

III. IN LIGHT OF OUR VISION, EXAMINE AND MODIFY THE ACADEMIC/ADMINISTRATIVE STRUCTURE OF THE UNIVERSITY OF TENNESSEE.

- A. Examine the effectiveness and efficiency of the administrative structure in light of the vision and national best practices.
- B. Earn approval from the Southern Association of Colleges and Schools on substantive changes to the administrative structure that supports the vision.
- C. Develop a comprehensive strategic planning initiative, which will guide and define an action agenda for implementing the vision by 2010.

Performance Goals

President John W. Shumaker
The University of Tennessee System
October, 2002

IV. INCLUDE FACULTY, STAFF, STUDENTS, ALUMNI, FRIENDS, AND SUPPORTERS IN THE PROCESS OF CLARIFYING AND MODIFYING THE STRUCTURE.

- A. Make The University of Tennessee and campuses more student-centered.
- B. Develop a schedule and agenda for regular meetings with statewide faculty, staff, and students.
- C. Consult regularly with alumni and other supporters about issues and opportunities facing The University of Tennessee system.

Performance Goals

President John W. Shumaker
The University of Tennessee System
October, 2002

V. INCREASE THE RESEARCH PRODUCTIVITY AND ENTREPRENEURIAL PROFILE OF THE UNIVERSITY OF TENNESSEE SYSTEM.

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|---|
| A. Establish benchmarks and timelines for annual growth in research dollars. |
| B. Establish The University of Tennessee Research Foundation, and use it to strengthen the university's national research competitiveness and effectiveness in technology transfer. |
| C. Take specific steps to make the university's administrative systems more supportive of research and more responsive to researchers. |
| D. Strengthen the relationship between the university and UT Battelle to enhance research initiatives at Oak Ridge National Laboratory. |
| E. Establish a mechanism for aggressive research transfer and development of business start-ups across the state. |
| F. Provide effective leadership for the UT Memphis biotechnology initiatives. |
| G. Develop The University of Tennessee Computer Simulation Institute at UT Chattanooga. |
| H. Capitalize on UTSI's unique strengths and its geographic location, and reposition it for success in the new economy. |

Performance Goals

President John W. Shumaker
The University of Tennessee System
October, 2002

VI. ESTABLISH CLEAR MEASURES FOR ACCOUNTABILITY AND INSTITUTIONAL EFFECTIVENESS.

- A. Develop measures of quality and institutional effectiveness into a scorecard for The University of Tennessee system.
- B. Review and improve processes and criteria for the evaluation of the President, Chancellors, and senior management.
- C. Conduct an external review of staff compensation policies, and develop a plan to bring staff salaries into parity with local markets.
- D. Develop and improve long-term measurements of student satisfaction, and use the results to improve programs and services for all students.
- E. Develop and improve long term measurements of faculty and staff satisfaction, and use the results to improve the quality of campus life for students, faculty, and staff.
- F. Develop a system Office of Planning and Institutional Research to support this activity.

Performance Goals

President John W. Shumaker
The University of Tennessee System
October, 2002

VII. ESTABLISH BENCHMARKS FOR PRIVATE FUNDRAISING INITIATIVES AT THE UNIVERSITY OF TENNESSEE.

- A. Establish clear benchmarks and timelines for annual growth in endowment dollars and annual giving.
- B. Establish benchmarks and timelines for annual growth in the number of donors in the annual-giving campaign.
- C. Complete feasibility study for the university's next capital campaign, and launch the campaign no later than September 1, 2003.

VIII. STRENGTHEN THE ROLE OF THE UNIVERSITY OF TENNESSEE BOARD OF TRUSTEES.

- A. Build good relations between the Board and constituency groups throughout The University of Tennessee.
- B. Work with the Association of Governing Boards and other national organizations to conduct ongoing board orientation/evaluation workshops.
- C. Develop a process for periodic self-evaluation by the Board of Trustees.

Performance Goals

President John W. Shumaker
The University of Tennessee System
October, 2002

IX. BUILD EFFECTIVE RELATIONS WITH UNIVERSITY FACULTY, STAFF, STUDENTS, ALUMNI, AND OTHER SUPPORTERS.

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| A. Communicate regularly with the university community through broadcast emails, open forums and small group meetings. |
| B. Bring The University of Tennessee message to the Presidential Advisory Council on a routine basis to discuss policy, issues and activities. |
| C. Bring The University of Tennessee message to Student Government Presidents, Faculty Senate Presidents and Staff Representatives on a routine basis. |
| D. Bring The University of Tennessee message to alumni leaders and chapters throughout the country. |
| E. Promote a sense of collaboration and teamwork among the President, Chancellors, and key executive staff. |

Performance Goals
President John W. Shumaker
The University of Tennessee System
October, 2002

X. FOSTER EFFECTIVE RELATIONS BETWEEN STATE AND FEDERAL POLICYMAKERS AND THE UNIVERSITY OF TENNESSEE.

- A. Establish a stronger University of Tennessee presence in Nashville.
- B. Establish a stronger University of Tennessee presence in Washington.
- C. Build good relations with legislators, the Speaker of the House, the Lt. Governor, the constitutional officers and the Governor's office.
- D. Work effectively with the Tennessee Higher Education Commission to refine and implement plan of action agenda.
- E. Establish a spirit of partnership and collaboration between The University of Tennessee and other colleges and universities in Tennessee.
- F. Serve as an effective statewide advocate for education at all levels in Tennessee.

Performance Goals
President John W. Shumaker
The University of Tennessee System
October, 2002

XI. DEVELOP SPECIFIC INITIATIVES THAT ENHANCE THE STATEWIDE MISSION OF THE UNIVERSITY OF TENNESSEE.

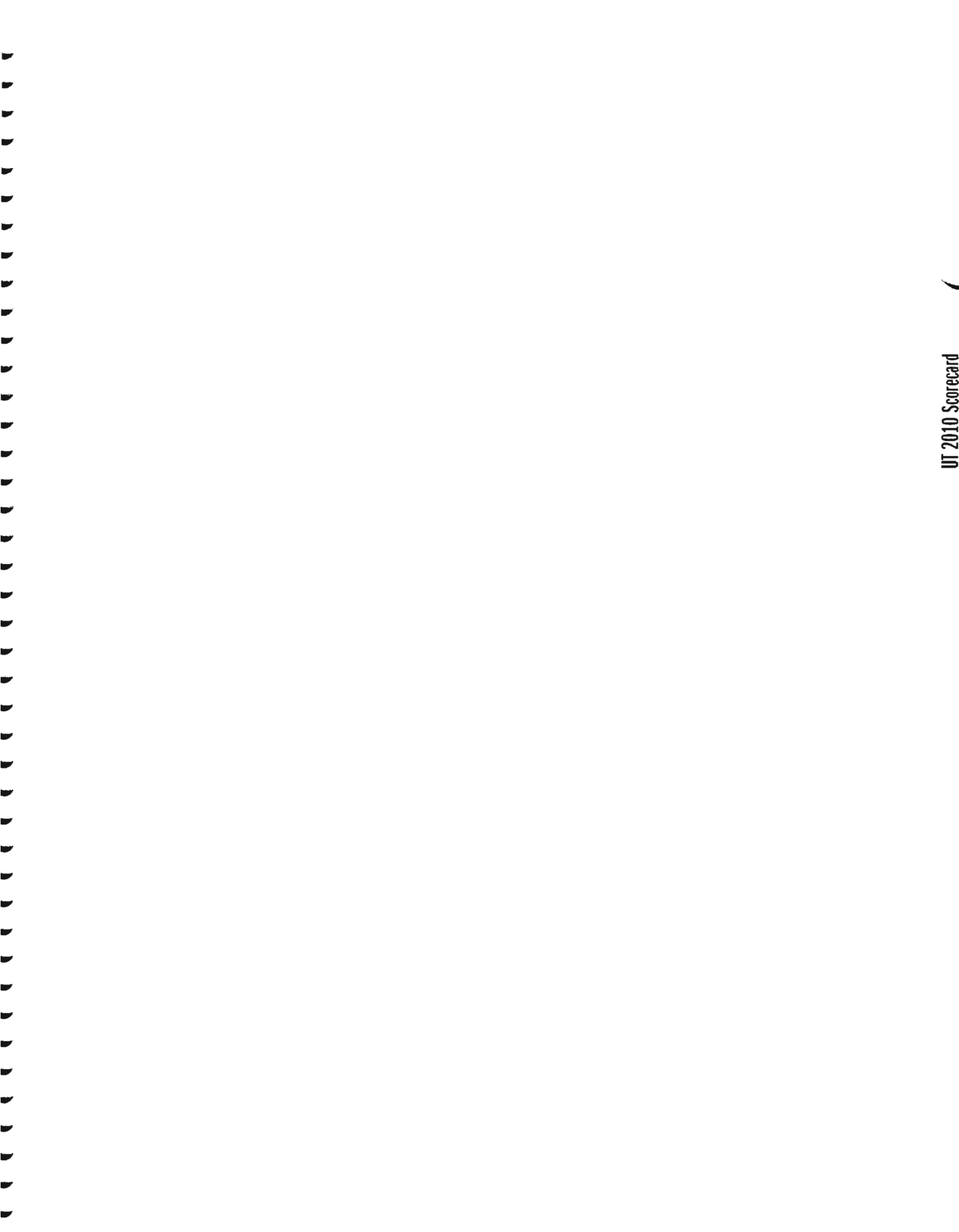
- A. Develop a plan of action for The University of Tennessee Space Institute by spring 2003.
- B. Consider reconstituting the chancellor's position at Knoxville, and implement the change by June 1, 2003 if desirable.
- C. Advance biotechnology initiatives in Memphis.
- D. Advance economic development synergies in Chattanooga.
- E. Develop clear and credible standards of public accountability for institutional quality and effectiveness in preparation for the reaffirmation visit by the Southern Association of Colleges and Schools.
- F. Work with staff representatives to organize a single advisory body that represents university staff.
- G. Develop a strategic plan for internationalizing the programs and students at The University of Tennessee.
- H. Enhance the impact that the university's agricultural and public service programs have on economic vitality and quality of life for Tennesseans.
- I. Promote statewide leadership development, building upon UT Martin's highly successful WestStar Program.
- J. Foster collaborations with P-16

Performance Goals

President John W. Shumaker
The University of Tennessee System
October, 2002

XII. DEVELOP A COMMUNICATIONS AND INTEGRATED MARKETING PLAN FOR THE UNIVERSITY OF TENNESSEE.

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| A. Enhance communications with The University of Tennessee Board of Trustees. |
| B. Enhance communications with students, faculty, and staff across the system and with the public. |
| C. Improve morale on the campuses through higher visibility, more effective communications, and responsiveness to campus needs. |
| D. Increase the visibility of the President on all University of Tennessee campuses. |
| E. Develop productive partnerships with all Tennessee educational institutions. |
| F. Develop a communications strategic plan for improving the quality and reputation of The University of Tennessee. |



UT Scorecard

The University of Tennessee's Strategic Agenda for 2010

(Knoxville, Space Institute, Institute of Agriculture, Institute for Public Service, & Health Science Center)

UT 2010		2001 Base	'02	'03	'04	'05	'06	'07	'08	'09	2010 Goals
Our Students											
1	National Merit and Achievement Scholars	34									
2	Average ACT Scores for All Entering Freshmen	24.0									
3	Doctorates Awarded in Education, Juridical Sciences, Public Health, and Philosophy	296									
4	Year-to-Year Freshmen Retention Rates	75.4%									
5	Six-Year Graduation Rates	55.2%									
6	Six-Year Graduation Rates For Student Athletes	59.2%									
7	Number of Transfer Students	1244									
8	Number of International Students	1229									
9	Number of UT Students Studying Abroad	325									
10	Number of Rhodes Scholars, Truman Scholars, and Fulbright Fellowships	5									
11	African-American Undergraduate and Graduate/Professional Enrollment	6.5%									
12	Other Minority Undergraduate and Graduate/Professional Enrollment	6.3%									
13	Private and Institutional Student Scholarships	\$17,362,935									
14	Student Satisfaction Index	2.97									
15	Student Success Rates on National Licensing/Board Exams										
	Engineering	87.9%									
	Law	89.7%									
	Dentistry	100.0%									
	Pharmacy	99.0%									
	Nursing	93.8%									
	Medicine	95.0%									
	Veterinary Medicine	96.0%									
Our Faculty and Staff											
16	Faculty Awards in the Arts, Humanities, Science, Engineering, and Health Sciences	7									
17	Nationally Recognized Academic Programs	8									
18	Number of Endowed Chairs and Professorships (\$500,000 and above)	76									
19	Named Professorship and Award Recipients	146									
20	Postdoctoral Appointees in Science, Engineering, and Health	193									
21	African American Faculty	3.3%									
22	Other Minority Faculty	15.0%									
23	African American Staff	15.5%									
24	Other Minority Staff	6.2%									
25	Salary Deficiency - Faculty	(\$22,970,578)									
26	Salary Deficiency - Staff	TBD									

UT Scorecard

The University of Tennessee's Strategic Agenda for 2010

(Knoxville, Space Institute, Institute of Agriculture, Institute for Public Service, & Health Science Center)

UT 2010	2001 Base	'02	'03	'04	'05	'06	'07	'08	'09	2010 Goals
Our Research										
27	Total Grant and Contract Awards	\$182,532,959								
28	Total Research Expenditures	\$177,269,178								
29	Federal Research Expenditures	\$78,909,446								
30	Licenses Based on UT Research	12								
31	Science and Engineering Research Expenditures	\$160,291,000								
32	U.S. Patents Based on UT Research	21								
33	Royalties and Associated Income	\$2,133,943								
34	Direct Federal Appropriations	\$11,571,000								
Our Service to Tennessee										
35	Business Start-ups Based upon UT Research	1								
36	Businesses Incubated	0								
37	Impact of Institute of Public Service - Manufacturing	\$281,139,596								
38	Impact of Institute of Public Service - Government	\$61,408,733								
39	Impact of Institute of Agriculture Initiatives	TBD								
Our Private Support										
40	Number of Donors	46,546								
41	Percentage of Alumni Giving	17.40%								
42	Average Gift	\$537								
43	Total Private Gifts	\$83,519,546								
44	Total Endowment Assets	\$415,386,086								
45	Annual Capital Additions to Endowments	\$20,844,896								
Our Strategic Quality Goals										
46	School of Public Health									
47	Federally Designated Research Centers									
48	National Institutes of Health (NI)-Designated Cancer Center									
49	Number of International Joint Ventures	0								
50	Tennessee Quality Award									
51	Malcolm Baldrige Quality Award									

UT Scorecard Data Sources

(Knoxville, Space Institute, Institute of Agriculture, Institute for Public Service, & Health Science Center)

UT 2010		Data Source
Our Students		
1	National Merit and Achievement Scholars	UTK Financial Aid Office & National Merit Corporation Annual Report
2	Average ACT Scores for All Entering Freshmen	Office of Institutional Research and Assessment
3	Doctorates Awarded in Education, Juridical Sciences, Public Health, and Philosophy	Federal IPEDS report - Completions Segment
4	Year-to-Year Freshmen Retention Rates	Office of Institutional Research and Assessment
5	Six-Year Graduation Rates	Office of Institutional Research and Assessment
6	Six-Year Graduation Rates For Student Athletes	Office of Institutional Research and Assessment
7	Number of Transfer Students	Office of VP for Budget and Finance; 14th day - Fall Enrollment File
8	Number of International Students	Office of VP for Budget and Finance; 14th day - Fall Enrollment File
9	Number of UT Students Studying Abroad	Monica Christen; Interim Assistant Director for Programs Abroad
10	Number of Rhodes Scholars, Truman Scholars, and Fulbright Fellowships	Elizabeth Gregor, Programs Abroad Coordinator, Center for International Education
11	African-American Undergraduate and Graduate/Professional Enrollment	Office of VP for Budget and Finance; 14th day - Fall Enrollment File
12	Other Minority Undergraduate and Graduate/Professional Enrollment	Office of VP for Budget and Finance; 14th day - Fall Enrollment File
13	Private and Institutional Student Scholarships	UTK and HSC Financial Aid Offices
14	Student Satisfaction Index	Office of Institutional Research and Assessment; National Survey of Student Engagement
15	Student Success Rates on National Licensing/Board Exams	
	Engineering	Dean's Office - College of Engineering
	Law	THEC Performance Funding Report
	Dentistry	Dean's Office - College of Dentistry
	Pharmacy	Dean's Office - College of Pharmacy
	Nursing	Dean's Office - College of Nursing
	Medicine	Dean's Office - College of Medicine
	Veterinary Medicine	Dean's Office - College of Veterinary Medicine
Our Faculty and Staff		
16	Faculty Awards in the Arts, Humanities, Science, Engineering, and Health Sciences	Lombardi; Study: compile by <i>The Center</i> at the University of Florida
17	Nationally Recognized Academic Programs	Office of Institutional Research and Assessment & HSC Chancellor's Office
18	Number of Endowed Chairs and Professorships (\$500,000 and above)	Treasurer's Office; Finance Office; Development Office
19	Named Professorship and Award Recipients	Treasurer's Office; Finance Office; Development Office
20	Postdoctoral Appointees in Science, Engineering, and Health	National Science Foundation and National Institutes of Health Survey of Graduate Students and Postdoctorates in Science and Engineering
21	African American Faculty	Federal IPEDS report - Employees Segment
22	Other Minority Faculty	Federal IPEDS report - Employees Segment
23	African American Staff	Federal IPEDS report - Employees Segment
24	Other Minority Staff	Federal IPEDS report - Employees Segment
25	Salary Deficiency - Faculty	Office of VP for Budget and Finance
26	Salary Deficiency - Staff	TBD

UT Scorecard Data Sources

(Knoxville, Space Institute, Institute of Agriculture, Institute for Public Service, & Health Science Center)

UT 2010		Data Source
Our Research		
27	Total Grant and Contract Awards	William Dockery (Coordinator - Research Information Services); COEUS system extract
28	Total Research Expenditures	Gail White (Manager); Treasurer's Office
29	Federal Research Expenditures	Gail White (Manager); Treasurer's Office
30	Licenses Based on UT Research	UT Research Corporation; John Hopkins
31	Science and Engineering Research Expenditures	National Science Foundation Annual Science and Engineering Survey
32	U.S. Patents Based on UT Research	UT Research Corporation; John Hopkins
33	Royalties and Associated Income	UT Research Corporation; John Hopkins
34	Direct Federal Appropriations	Buddy Mitchell (Federal Relations)
Our Service to Tennessee		
35	Business Start-ups Based upon UT Research	UT Research Corporation; John Hopkins
36	Businesses Incubated	UT Research Corporation; John Hopkins
37	Impact of Institute of Public Service - Manufacturing	Institute for Public Service (Mary Taylor)
38	Impact of Institute of Public Service - Government	Institute for Public Service (Mary Taylor)
39	Impact of Institute of Agriculture Initiatives	TBD
Our Private Support		
40	Number of Donors	Advancement Services; Carla McMillan
41	Percentage of Alumni Giving	Advancement Services; Carla McMillan
42	Average Gift	Advancement Services; Carla McMillan
43	Total Private Gifts	Advancement Services; Carla McMillan
44	Total Endowment Assets	Federal IPEDS report - Financial Segment
45	Annual Capital Additions to Endowments	Butch Peccolo; Treasurer
Our Strategic Quality Goals		
46	School of Public Health	
47	Federally Designated Research Centers	
48	National Institutes of Health NCI-Designated Cancer Center	
49	Number of International Joint Ventures	
50	Tennessee Quality Award	
51	Malcolm Baldrige Quality Award	

**BOARD OF TRUSTEES
THE UNIVERSITY OF TENNESSEE**

ACTION ITEM

DATE: October 25, 2002

COMMITTEE: Executive Committee

CAMPUS/INSTITUTE: All

ITEM: **Amendments to University Bylaws**

RECOMMENDATION: Approval

STAFF MEMBER: Catherine Mizell

SUMMARY: The amendments accomplish the following:

- (1) reduce the number of required meetings of the Board from four to three by eliminating the Spring Meeting;
- (2) add flexibility for when and where meetings will be held;
- (3) change the title of the chief operating officer for the Knoxville campus from "Vice President and Provost" to "Chancellor;" and
- (4) eliminate the office of Chancellor of The University of Tennessee New College.

AMENDMENTS TO UNIVERSITY BYLAWS

Proposed for Adoption by the Board of Trustees
October 25, 2002

1. **AMEND Article II, Section 1, by deleting the following language:**

The Board of Trustees shall hold four (4) stated meetings annually: the Annual Meeting to be held in June; the Fall Meeting; the Winter Meeting; and the Spring Meeting. Meetings shall be held in Knoxville or such other place as the Board shall determine.

and substituting the following language:

The Board of Trustees shall hold three (3) stated meetings annually, one of which shall be the Annual Meeting. Meetings may be held at any location in Tennessee where the University conducts business.

2. **AMEND Article IV, Section 1, by deleting the title "Vice President and Provost" and substituting instead "Chancellor of The University of Tennessee at Knoxville."**

AND FURTHER AMEND Article IV, Section 1, by deleting the title "Chancellor of The University of Tennessee New College."

3. **Amend Article IV, Section 2(b), by deleting the words "and Vice President and Provost" from the heading.**

The Bylaws are attached with proposed amendments
shown on pages 3, 8, and 9.

BYLAWS OF THE UNIVERSITY OF TENNESSEE

With Amendments
Proposed for Adoption at the October 25, 2002, Meeting of the Board of Trustees

ARTICLE I

SECTION 1. The Board of Trustees, which is the governing body of The University of Tennessee, shall have full and complete control over its organization and administration, also over its constituent parts and its financial affairs. All Trustees, both ex officio and appointed, (except the Executive Director of the Tennessee Higher Education Commission, who is a non-voting member), shall have a vote on matters coming before the Board, or before any committee thereof of which they are members.

SECTION 2. The Board shall:

(a) Establish policies controlling the scope of the educational opportunities to be offered by the University and also policies determining its operation in general; however, the planning and development of curricula shall be the function of the faculties;

(b) Have full authority to determine and to control the activities and policies of all organizations and activities that bear, or that may be carried under, the name of the University;

(c) Not undertake to direct matters of administration or of executive action except through the President;

(d) Control the election and removal of the University Officers named in Article IV, Section 1, of these Bylaws and the fixing of their compensation. The Board shall elect and fix the compensation of the President and the other University Officers at the annual meeting except when a vacancy occurs at another time. All elections shall be for one year unless otherwise specified. At the annual meeting the Board shall also approve the compensation of the faculty and of all other employees the Board may deem necessary for the proper operation and management of the University.

(e) Approve the University's proposed annual operating and capital outlay budgets and appropriation requests prior to their submission to other state agencies or officials. After the General Assembly has enacted annual appropriations for the University, the Board shall adopt final operating and capital outlay budgets for the next fiscal year;

(f) Grant tenure to eligible members of the faculty upon the positive recommendation of the President; and

(g) Prescribe admission, progression, and retention requirements for the University and particular programs of instruction.

SECTION 3. Each Trustee, so far as time will permit, shall keep informed as to the work of the University and its several campuses, colleges, schools, departments and activities, both educational and business.

SECTION 4. The officers of the Board shall be a Chairman and a Vice Chairman.

(a) The Chairman and Vice Chairman shall be members of the Board and shall be elected by the Board at the annual meeting to serve for two years, beginning July 1 of the year elected. 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. The Vice Chairman shall not be eligible to succeed himself after serving a two-year term except upon the affirmative three-fourth (3/4) vote of the entire Board.

(b) The Chairman shall preside when present at meetings of the Board and shall be the spokesman for the Board. The Chairman shall perform such other duties as may, from time to time, be prescribed by the Board and by these bylaws.

(c) In the absence of the Chairman, the Vice Chairman shall preside at meetings of the Board and otherwise perform the duties of the Chairman.

(d) In the absence of the Chairman and the Vice Chairman, the chairman of the Executive Committee shall preside at meetings of the Board; in the absence of all three, the senior member of the Board shall preside.

SECTION 5. The Secretary of the University shall perform the following duties related to the business of the Board:

(a) Assist the President and the Vice Chairman in preparing an agenda for each meeting of the Board and of the Executive Committee, in accordance with the provisions of Article II, Section 7.

(b) Record all calls for meetings of the Board and of the Executive Committee, and notify all Trustees of all meetings of the Board and of the Executive Committee in accordance with the provisions of Article II, Sections 5 and 6.

(c) Attend all meetings of the Board and of the Executive Committee, take and preserve in a proper minute book the minutes of those meetings, and send a copy of the minutes to all Trustees.

(d) Notify the members of all special committees created by the Board of their appointment.

(e) Maintain a current set of the Bylaws of the University and a record of all Bylaw amendments.

(f) Maintain a record of the dates of Trustee appointments and the dates of the expiration of their terms of office.

(g) Maintain a copy of any written report made by the committees of the Board.

(h) Maintain all records pertaining to the business of the Board, except as otherwise provided.

(i) Assist the President in seeing that all orders and resolutions of the Board and of the Executive Committee are made effective.

(j) Perform such other duties as may be directed by the Board, the Chairman, the Vice Chairman, the Executive Committee, or the President; and assist the Board, its officers, and committees in discharging their duties.

With approval of the President, the Secretary may appoint one or more assistant secretaries to assist in performing the duties of the office. In the absence of the Secretary and an assistant secretary from any meeting of the Board or of the Executive Committee, the Board or the Executive Committee may appoint a secretary *pro tempore*, who shall be charged with the duty of taking the minutes of the meeting and sending a copy to all Trustees.

ARTICLE II

~~SECTION 1. The Board of Trustees shall hold four (4) stated meetings annually¹: the Annual Meeting to be held in June; the Fall Meeting; the Winter Meeting; and the Spring Meeting. Meetings shall be held in Knoxville or such other place as the Board shall determine.~~

SECTION 1. The Board of Trustees shall hold three (3) stated meetings annually, one of which shall be the Annual Meeting. Meetings may be held at any location in Tennessee where the University conducts business.

SECTION 2. Special meetings of the Board as may be necessary may be called (a) by its Chairman, (b) by its Vice Chairman, (c) by the President of the University, or (d) by the Secretary upon the written request of three (3) or more of its members. The call for every special meeting shall state the business to be considered.

SECTION 3. The Board may adjourn any stated or special meeting to any date that it may set for such adjournment.² Any stated or special meeting of the Board, if a quorum be not present, may be adjourned by the members attending from time to time until a quorum shall be present.

SECTION 4. Seven (7) members of the Board shall constitute a quorum.³

SECTION 5. At least five (5) days' written notice of the stated meetings of the Board shall be sent by the Secretary to all Trustees.⁴

SECTION 6. Special 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 or purposes of the meeting.

SECTION 7. An agenda for every meeting of the Board of Trustees shall be prepared by the Vice Chairman and the 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 shall

¹Tenn. Code Ann. § 49-9-205(a).

²Tenn. Code Ann. § 49-9-205(a).

³Tenn. Code Ann. § 49-9-205(b).

⁴Tenn. Code Ann. § 49-9-205(a).

accompany the notice of the meeting, but when not feasible, a copy shall be provided to the Trustees before the meeting date. Matters not appearing on the agenda of a stated meeting, or stated in the call for a special meeting, may be considered only upon an affirmative vote which shall represent a majority of the entire Board.

SECTION 8. Employees and students of the University desiring to appear at any Board meeting to present in person any matter shall make written application to the Secretary, setting out the matter to be presented, at least thirty (30) days before the date set for the meeting; otherwise, a request to appear before the Board will not be granted except upon favorable majority vote of the Trustees present at the meeting.

SECTION 9. All meetings of the Board shall be open to the public except those which fall outside the provisions of the Tennessee Open Meetings Act, Tennessee Code Annotated, title 8, chapter 44, or within a judicially recognized exception to the Act.

ARTICLE III

SECTION 1. (a) The standing committees⁵ of the Board of Trustees shall be the following:

- Executive Committee
- Academic Programs and Planning Committee
- Finance and Administration Committee
- The University of Tennessee at Chattanooga Liaison Committee
- The University of Tennessee at Martin Liaison Committee

(b) The Executive, Academic Programs and Planning, and Finance and Administration Committees shall be composed of members of the Board of Trustees appointed by the Board upon the recommendation of the Vice Chairman, with the advice and consent of the Executive Committee. The size and composition of these committees is described more specifically in subsequent sections outlining the jurisdiction of each committee. Appointments shall be made at the annual meeting, and each member shall serve a two-year term. The chairman of each committee shall be designated by the Board for a two-year term upon the recommendation of the Vice Chairman, with the advice and consent of the Executive Committee. Preference of Trustees, seniority on the Board, and seniority on committees will be considered in committee and chairmanship appointments. No Trustee shall serve more than two consecutive two-year terms as chairman of a committee. If a vacancy occurs on these committees prior to expiration of the two-year term, the Board may appoint a Trustee to fill the remainder of the term upon the recommendation of the Vice Chairman, with the advice and consent of the Executive Committee.

(c) The Liaison Committees for The University of Tennessee at Chattanooga and The University of Tennessee at Martin shall be composed of the following members:

(i) The University of Tennessee at Chattanooga Liaison Committee:

- Trustee appointed from the Third Congressional District
- Trustee appointed from Hamilton County
- Vice Chairman of the Board

⁵Tenn. Code Ann. § 49-9-206(b).

President of the University
Chancellor of The University of Tennessee at Chattanooga
Faculty representative
Student representative
Three residents of the Chattanooga area

(ii) The University of Tennessee at Martin Liaison Committee

Trustee appointed from the Eighth Congressional District
Trustee appointed from Weakley County
Vice Chairman of the Board
President of the University
Chancellor of The University of Tennessee at Martin
Faculty representative
Student representative
Three residents of the Martin area

The area Trustee members of the liaison committees shall serve for the duration of their Trustee terms. The faculty, student, and area resident members shall be appointed for one- or two-year terms by the Board upon the recommendation of the Vice Chairman, with the advice and consent of the Executive Committee. Appointments shall be made at the annual meeting. If a vacancy occurs in the faculty, student, or area resident membership, the Board may appoint another member for the remainder of the term upon the recommendation of the Vice Chairman, with the advice and consent of the Executive Committee.

The chairman of each liaison committee shall be a Trustee member designated by the Board for a two-year term upon the recommendation of the Vice Chairman, with the advice and consent of the Executive Committee. A Trustee may serve no more than two consecutive two-year terms as chairman of a liaison committee.

SECTION 2. (a) The Executive Committee shall be composed of at least five members and shall include the Vice Chairman of the Board and the President of the University.

(b) The Executive Committee shall act for the Board between its meetings and shall have full power to transact all business of the Board specifically committed to it and any other necessary business in harmony with the general policy of the Board made and determined at stated or special meetings.⁶ It shall have power to approve the condemnation or purchase by the University of properties at all locations which in its judgment shall be advantageous for the University to acquire and at such prices and on such terms as it may consider satisfactory. The officers of the University, after such approval, shall consummate each such acquisition by doing the necessary acts and executing the necessary papers. The Executive Committee shall also have power to approve conveyance of the University's interest in real property by sales in fee, easements, or rights-of way.

(c) This committee shall meet on the call of the President, its Chairman, or the Vice Chairman of the Board at such time and place as shall be designated in the call.

(d) Four (4) members of this committee shall constitute a quorum,⁷ but a less number

⁶Tenn. Code Ann. § 49-9-206(a)(1).

⁷Tenn. Code Ann. § 49-9-206(a)(2).

attending may adjourn the meeting until a quorum shall be present.

(e) An agenda prepared pursuant to Article II, Section 7, shall accompany the notice of every meeting of the Executive Committee when feasible, but when not feasible, the notice shall state the purpose or purposes for which the meeting is called. Matters not set forth on the agenda or in the notice shall be considered only on affirmative vote which shall represent a majority of the entire committee.

(f) If by reason of urgency notice of this committee cannot be given in accordance with Article I, Section 5, notice may be given by the Secretary by telephone, facsimile transmission, or electronic mail to the committee members, who must be advised of the purpose or purposes of the meeting.

SECTION 3. (a) The Finance and Administration Committee shall be composed of the following members:

Vice Chairman of the Board
President of the University
Nine appointed Trustees

(b) The Finance and Administration Committee shall formulate policies and recommend their adoption by the Board of Trustees or the Executive Committee in all matters relating to finance, business, and administration, including the investment of University funds.

(i) This committee shall approve and recommend to the Board the University's proposed annual operating and capital outlay budgets and requests for operating and capital outlay appropriations prior to their submission to other state agencies and officials. After the General Assembly has enacted annual appropriations for the University, this Committee shall approve and recommend to the Board the final operating and capital outlay budgets for the next fiscal year.

(ii) This committee shall approve and recommend tuition and fee rates for adoption by the Board or the Executive Committee.

(iii) This committee shall serve as the University's compensation committee. It shall recommend to the Board or the Executive Committee the compensation for the President and other senior administrative officers of the University named in Article IV, Section 1, each year after their initial appointment.

(iv) This committee shall approve and recommend to the Board or the Executive Committee the construction of specific buildings and other capital improvements, and the naming of buildings.

(v) This committee shall approve and recommend to the Board or the Executive Committee the facilities master plan for each campus.

(vi) This committee shall approve and recommend to the Board or to the Executive Committee the acquisition of any interest in real property, including acquisition by gift or devise if the acquisition obligates the University or the State of Tennessee to expend state funds for capital improvements or continuing operating expenditures.

(vii) This committee shall approve and recommend to the Board or to the Executive

Committee conveyance of the University's interest in real property by sale in fee, easement or right-of-way; provided, however, that in the case of an interest acquired by gift or devise, the President, upon recommendation of the appropriate vice president, shall have authority to approve the sale at or above the appraised value. All sales of real property acquired by gift or devise shall be reported annually to the Finance Committee, which in turn shall report the sales in its annual report to the Board of Trustees.

(viii) All matters involving ordinary repairs, changes, adjustments and improvements for the purpose of putting and keeping in good condition the buildings, grounds and equipment of the University, wherever located, for their efficient use are committed to the President of the University.

(ix) This committee shall approve and recommend to the Board or the Executive Committee policies and proposals concerning faculty and staff benefits, employee rights and responsibilities, and any other personnel policy matter requiring Board approval.

(x) This committee shall approve and recommend to the Board or the Executive Committee University rules promulgated under the Tennessee Uniform Administrative Procedures Act, including rules governing student rights and responsibilities.

SECTION 4. (a) The Academic Programs and Planning Committee shall be composed of the following members:

Vice Chairman of the Board
President of the University
Commissioner of Agriculture
Commissioner of Education
Nine appointed Trustees
Executive Director of the Tennessee Higher Education Commission

(b) The Academic Programs and Planning Committee shall approve and recommend to the Board or the Executive Committee the following:

- (i) the mission statement for each campus and institute of the University;
- (ii) strategic and long-range academic plans;
- (iii) proposals concerning the development of new academic programs and the revision of existing programs relating to instruction, research, and service;
- (iv) establishment of new academic organizations, such as major campuses, colleges, and institutes;
- (v) admission, progression, and retention standards;
- (vi) the University's policy on Academic Freedom, Responsibility, and Tenure, campus implementing procedures, and any other faculty personnel policy requiring Board approval;
- (vii) policies and proposals concerning information technology.

SECTION 5. The University of Tennessee at Chattanooga Liaison Committee shall approve and

recommend to the Board, the Executive Committee, or other appropriate committee of the Board policies and proposals implementing the mission of The University of Tennessee at Chattanooga and any other matter specifically committed to it by the Board.

SECTION 6. The University of Tennessee at Martin Liaison Committee shall approve and recommend to the Board, the Executive Committee, or other appropriate committee of the Board, policies and proposals implementing the mission of The University of Tennessee at Martin and any other matter specifically committed to it by the Board.

SECTION 7. In addition to the standing committees, the Chairman or Vice Chairman, when presiding at any meeting of the Board, may appoint special committees for specific assignments. The chairman of any special committee shall be designated at the time of appointment.

SECTION 8. The Board shall establish the Advancement and Outreach Council and the Faculty and Student Council as described below. The Councils shall provide a forum for highlighting specific programs, activities, and interests. Councils may make recommendations to a standing committee of the Board concerning matters requiring Board approval.

(a) The Advancement and Outreach Council shall focus on the following matters: development, alumni relations, University relations, governmental relations, agricultural extension and other agricultural service programs, Institute for Public Service programs, and continuing education programs. The Council shall be composed of the following members:

- Vice Chairman of the Board
- President of the University
- Commissioner of Agriculture
- Appointed Trustees
- Administrative staff representatives
- One faculty representative
- One student representative

(b) The Faculty and Student Council shall focus on the following matters: faculty and student programs and activities; and faculty and student life concerns. The Council shall be composed of the following members:

- Vice Chairman of the Board
- President of the University
- Appointed Trustees
- Administrative staff representatives
- One faculty representative from each campus
- One student representative from each campus

(c) Members of these councils shall be appointed by the Board upon the recommendation of the Vice Chairman, with the advice and consent of the Executive Committee. Appointments shall be made at the annual meeting, and each member shall serve a two-year term, except that student members may serve for a one- or two-year term. The chairman of each council shall be designated by the Board for a two-year term upon the recommendation of the Vice Chairman, with the advice and consent of the Executive Committee. Preference of Trustees, seniority on the Board, and seniority on committees will be considered in council and chairmanship appointments. No Trustee shall serve more than two consecutive two-year terms as chairman of a council. If a vacancy occurs on these councils prior to expiration of the two-year term, the Board may appoint

a Trustee to fill the remainder of the term upon the recommendation of the Vice Chairman, with the advice and consent of the Executive Committee.

SECTION 9. (a) A meeting of any committee or council may be called by the Chairman of the Board, the Vice Chairman, the President, or by the committee or council chairman, and shall be called by the Secretary upon the written request of two members of the committee or council.

(b) Unless otherwise provided, a majority of the members of each standing or special committee or council shall constitute a quorum.

(c) All meetings of all committees and councils authorized to make decisions for or recommendations to the Board shall be open to the public except those which fall outside the provisions of the Tennessee Open Meetings Act, Tennessee Code Annotated, title 8, chapter 44, or within a judicially recognized exception to the Act.

SECTION 10. Intercollegiate athletics, like all other programs offered by the University, are subject to the governance of the Board of Trustees. The Board of Trustees has established an Athletics Board for each campus of the University which offers intercollegiate athletics programs. These Boards shall serve in an advisory capacity with respect to intercollegiate athletics. Members of the Board of Trustees shall be appointed to the Athletics Boards in the same manner as Trustees are appointed to standing committees. Trustee members of the Athletics Boards, together with the University administration, shall maintain a liaison between the University's intercollegiate athletics programs and the Board of Trustees. Any change in the structure or function of the Athletics Boards shall be subject to the approval of the Board of Trustees.

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 Knoxville**
- 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 the 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 or assigned 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 or assigned 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 or assigned 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 be the 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 or assigned 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 or assigned 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 or assigned 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 or assigned 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.

ARTICLE V

SECTION 1. 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.

SECTION 2. In the interest of clearness, to prevent misapprehension and to secure accuracy of record, each important motion or resolution (except informal or) parliamentary motions) shall be presented in writing by the offerer at the time the motion is made, or the offerer may be granted the privilege of reducing such motion to writing and of presenting it to the Secretary before adjournment of the meeting.

SECTION 3. 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.

SECTION 4. If at anytime the President of the University or any person or persons connected with the University having the power to make appointment to, or a contract of employment for, a position of trust or profit connected with the University, contemplates the appointment to, or the employment for, such position of a relative of a Trustee, such intention shall be reported to the Board, or to the Executive Committee, stating the position to be filled or contract to be made, the name of the person to be appointed or employed, the person's relationship to the member or members of the Board and the qualifications of such person for the duties to be performed; and also whether or not the related member of the Board has been a party to an effort to procure such appointment or employment.⁸

⁸Tenn. Code Ann. § 49-9-207.

SECTION 5. At all meetings of the Board of Trustees, the order of business shall be prescribed by the President after consultation with the Vice Chairman.

SECTION 6. The policy of the Board of Trustees governing the granting of honorary degrees authorizes the granting of such degrees in cases the Board finds to be exceptionally meritorious. The Board shall exercise its authority in this regard with exceeding care.

SECTION 7. Any employee or student of the University who feels that he or she may have a grievance against the University shall have the right of appeal through the appropriate Chancellor or Vice President to the President of the University.

SECTION 8. A motion to reconsider must be made at the same meeting by a member who voted with the prevailing side; it may be seconded by any member.

ARTICLE VI

SECTION 1. These bylaws shall be effective upon adoption⁹ and shall supercede all bylaws previously adopted by the Board.

SECTION 2. 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, by a majority vote of record of the entire membership of the Board as constituted by law at the time, provided that a copy of the amendment or new bylaw to be offered or notation of the bylaw to be repealed shall be furnished each Board member in writing at least five (5) days in advance of the meeting.

⁹The bylaws in the present form were adopted by the Board of Trustees on October 20, 2000.