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University of Tennessee Board of Trustees Exhibit Records, 2003 January 16, Exhibits 1 - 3

University of Tennessee

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Vice President, General Counsel, and Secretary of the University

719 Andy Holt Tower Knoxville, TN 37996-0170 Telephone: (865) 974-3245 Facsimile: (865) 974-3074

M E M O R A N D U M Via Facsimile Transmission

TO: Members of the Board of Trustees

FROM: Catherine S. Mizell [M

Vice President, General Counsel, and Secretary

DATE: January 15, 2003

SUBJECT: Supporting Materials for January 16 Special Meeting

With this memorandum I am forwarding supporting materials for the special meeting scheduled for 4:30 CST on January 16 at the Marriott at Vanderbilt in Nashville.

If weather conditions on Thursday make it impossible for you to attend the meeting, please call Jane Pullum at (865) 974-2830. Jane will relay the message to me in Nashville so I can determine whether we have a quorum for the meeting. (Linda will be with me at the Marriott in Nashville, so please do not call for her.)

I look forward to seeing you tomorrow.

CSM:11

Enclosures

c: President's Staff (w/enc)



Vice President, General Counsel, and Secretary of the University

719 Andy Holt Tower Knoxville, TN 37996-0170 Telephone: (865) 974-3245

Facsimile: (865) 974-3074

MEMORANDUM

Via Facsimile Transmission

TO:

Members of the Board of Trustees

FROM:

Catherine S. Mizell

Vice President, General Counsel and Secretary

DATE:

January 13, 2003

SUBJECT:

Special Meeting of the Board of Trustees

4:30 p.m. CST, Thursday, January 16, 2003 Crescent Room, Marriott at Vanderbilt, Nashville

Upon call of the Vice Chairman, a special meeting of the Board of Trustees will be held at 4:30 p.m. CST, Thursday, January 16, 2003, in the Crescent Room, Marriott at Vanderbilt, Nashville.

The purpose of the meeting is to act on the President's recommendation for the election of the Executive Vice President and to receive a report on the UT 2010 Scorecard. An agenda follows. Supporting materials will be transmitted prior to the meeting.

CSM/II

Attachment

c: Members of the President's Staff (w/att)

Question Roll Call

		A.M.	resent P.M.	A.M.	bsent P.M.	Λva	Nay	Not Voting
	Governor Sundquist	A.IVI.	1.1V1.	A.IVI.	1.101.	Aye	Ivay	Voting
•	Commissioner Taylor							
	Commissioner Rose							
	Dr. Shumaker		./					
ζ ,	Dr. Rhoda							
4	Mrs. Amonette							
	Mrs. Castleman		/					
	Mr. Clippard							
	Mr. Ennis					_		<u> </u>
	Dr. Hak		./					
	Mr. Haslam					_		
	Mr. Hickman		./					
-	Dr. Hurd							
	Mr. Jackson							
-	Mr. Johnson							
	Mrs. Loughry							
	Mr. McWhorter			_				
	Mr. Pontius		1/					
1	Mr. Stansberry							
×	Mr. Stokely							
	Dr. Tate							
	Mr. Thornton		V				==	
	Mrs. Williams							_
†	Mr. Wolford							

ORDER OF BUSINESS SPECIAL MEETING OF THE BOARD OF TRUSTEES THE UNIVERSITY OF TENNESSEE

4:30 p.m. CST Thursday, January 16, 2003 Crescent Room Marriott at Vanderbilt

- A. Roll Call
- B. Election of the Executive Vice President
- C. President's Report on the UT 2010 Scorecard
- D. Resolution Honoring Professor Robert H. Kirk Upon Retirement
- E. Other Business
- F. Adjournment

Question Determination of Meurity

X

		esent	Absent				Not
Governor Sundavist	A.M.	P.M.	A.M.	P.M.	Aye	Nay	Voting
Governor Sundquist							
Commissioner Taylor							
Commissioner Rose					/		
Dr. Shumaker							
Dr. Rhoda							
Mrs. Amonette							
Mrs. Castleman							
Mr. Clippard						-	
Mr. Ennis				_			
Dr. Hak							
Mr. Haslam							
Mr. Hickman							
Dr. Hurd						-	
Mr. Jackson							
Mr. Johnson							
Mrs. Loughry							
Mr. McWhorter					~		
Mr. Pontius							
Mr. Stansberry						_	
Mr. Stokely							_
Dr. Tate							
Mr. Thornton							
Mrs. Williams							
Mr. Wolford						•	

Question Electron of Executive Vice President

	Pr	esent	Absent				Not	
	A.M.	P.M.	A.M.	P.M.	Aye	Nay	Voting	
Governor Sundquist								
Commissioner Taylor								
Commissioner Rose					/			
Dr. Shumaker								
Dr. Rhoda								
Mrs. Amonette					~			
Mrs. Castleman				_	~			
Mr. Clippard								
Mr. Ennis							· -	
Dr. Hak						-		
Mr. Haslam								
Mr. Hickman								
Dr. Hurd					V			
Mr. Jackson					V			
Mr. Johnson					V			
Mrs. Loughry					V			
Mr. McWhorter							_	
Mr. Pontius		-						
Mr. Stansberry		_			-			
Mr. Stokely								
Dr. Tate								
Mr. Thornton								
Mrs. Williams								
Mr. Wolford							-	
		_	_		-			

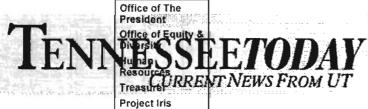
Question Perolution - Professor Kish

	Pr	Present Absent				Not	
	A.M.	P.M.	A.M.	P.M	Aye	Nay	Voting
Governor Sundquist							
Commissioner Taylor							-
Commissioner Rose							-
Dr. Shumaker		_			V		
Dr. Rhoda							
Mrs. Amonette							
Mrs. Castleman				_			
Mr. Clippard						_	
Mr. Ennis		_					
Dr. Hak							
Mr. Haslam							
Mr. Hickman							
Dr. Hurd				_		·	
Mr. Jackson							
Mr. Johnson				-			
Mrs. Loughry							
Mr. McWhorter							
Mr. Pontius		-		-			
Mr. Stansberry							
Mr. Stokely				<u> </u>			
Dr. Tate					1		
Mr. Thornton		-					
Mrs. Williams							
Mr. Wolford						_	
<u> </u>	+					.	



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Good Morning

FOR IMMEDIATE USE

February 7,

January 13, 2003

2003 Updated Daily

UT Trustees to Meet in Nashville

held at 4:30 p.m. CST Thursday, Jan. 16, at the Marriott at Vanderbilt i Nashville. The purpose of the meeting is to act on the president's recommendation for the election of the executive vice president and to

A called meeting of the Board of Trustees of the University of Tennesse

the UT 2010 Scorecard.

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THE UNIVERSITY OF TENNESSEE

Vice President, General Counsel, and Secretary of the University 719 Andy Holt Tower

Knoxville, TN 37996-0170 Telephone: (865) 974-3245 Facsimile: (865) 974-3074

January 17, 2003

The Honorable Riley Darnell Secretary of State 312 Eighth Avenue North 6th Floor, William R. Snodgrass Tower Nashville, Tennessee 37243

Dear Mr. Secretary:

In accordance with Tenn. Code Ann. § 8-44-108, I enclose for filing a Determination of Necessity made by The University of Tennessee Board of Trustees for a meeting held on January 16, 2003 by electronic communication without a quorum present at the location of the meeting.

Thank you for your assistance in this matter.

Sincerely,

Catherine S. Mizell

Vice President, General Counsel and Secretary

Enclosure

DETERMINATION OF NECESSITY FOR A MEETING BY TELECONFERENCE

THE UNIVERSITY OF TENNESSEE BOARD OF TRUSTEES

The University of Tennessee Board of Trustees hereby determines that the following facts and circumstances make it necessary for the Board to conduct a meeting on January 16, 2003 by teleconference without a quorum physically present:

- 1. The Board was scheduled to meet at 4:30 CST today in Nashville to act on the President's recommendation for election of the Executive Vice President.
- 2. Due to severe weather conditions, a quorum of Trustees could not be present at the scheduled meeting site in Nashville.
- 3. The Board of Trustees is not scheduled to meet again until March 6, 2003.
- 4. The Executive Vice President's appointment is to be effective as of today.

The Board further determines that each member of the Board participating by telephone will be able to simultaneously hear and speak to all other members of the Board; that each member participating by telephone will identify the persons present at the location from which the member is participating; that all members will be provided, before the meeting, with any documents to be discussed at the meeting; and that all votes taken during the meeting shall be by roll call vote.

THE UNIVERSITY OF TENNESSEE



MEMORANDUM

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

TO:

Members of the Board of Trustees

FROM:

John W. Shumake

DATE:

January 15, 2003

SUBJECT:

Election of Executive Vice President of the University

In September 2002, the University began its search to fill the Executive Vice President position, which has been vacant since June 2001. I asked Sylvia Davis, Vice President for Budget and Finance, to chair a search advisory committee to assist in identifying potential candidates for this important position.

The University placed advertisements in the Chronicle for Higher Education and Black Issues in Higher Education and consulted with other individuals and organizations to attract qualified candidates, nationally. As a result of these efforts, 36 individuals applied for this position. The search advisory committee reviewed all applicants and recommended to me two candidates for interviews. The candidates invited to interview were Steven D. Leonard, Special Assistant to the Governor and Deputy Commissioner for Policy – Department of Finance and Administration, State of Tennessee, and Ray Newman, Executive Vice President, New Millennium Group LLC.

After careful consideration, I recommend the election of Steven D. Leonard as Executive Vice President, effective January 16, 2003, with an annual base salary of \$225,000 and up to a 25% bonus based upon performance goals. He will receive other benefits consistent with his position as Executive Vice President and an Officer of the University.

I am attaching a copy of Steve's resume for your review. He has worked in both corporate and governmental organizations. He possesses excellent administrative, planning, and communication skills, and has effectively worked in large organizations with demonstrated success in the implementation of complex initiatives. Steve shares our vision of the University's future and has the experience and knowledge that will help us reach our goals. He will serve as the chief operating officer of The University of Tennessee, giving special attention to strategic planning, information technology, the Oak Ridge national Laboratory, and to eliminating bureaucracy and streamlining administrative procedures.

The Board of Trustees will meet on January 16 to act on this recommendation. The meeting will be held at 4:30 p.m. (CST) at the Marriott at Vanderbilt, in Nashville, Tennessee.

Attachment

Dr. John W. Shumaker President The University of Tennessee 800 Andy Holt Tower Knoxville, TN 37996

Dear Dr. Shumaker:

I understand that you are seeking candidates for the Executive Vice President and Chief Operating Officer of the University. Given the importance of the role and the broad responsibilities for the University that position has a great interest for me.

Along with this letter you will find my resume which lists my executive, administrative and managerial background. You will note experience and success with responsibilities for large operating organizations, in-depth financial and reporting duties and recent technology management background as well as current state government knowledge.

You will also note completion of the MBA degree, military service in the U.S. Army as a Vietnam veteran and substantial community service. I can also provide references at your request.

Thank you very much for reviewing my credentials and any consideration for this very important assignment.

Sincerely,

Steven D. Leonard

STEVEN D. LEONARD

98 Hidden Way Court Hendersonville, Tennessee 37075 Residence: (615) 264-2987 Office: (615) 253-5146

E-mail: stevenleonard@yahoo.com

CAREER SUMMARY

Over twenty-five years in positions of progressive responsibility involving both the public and private sectors with a range of experience from entrepreneurial to multi-national operations are marked by exceptional corporate leadership skills and strengths in operations, sales and marketing, technology, and strategic planning. This experience is the necessary foundation for success at the senior level of an organization.

PROFESSIONAL **EXPERIENCE**

2000

STATE OF TENNESSEE; Nashville, Tennessee

to Present

Special Assistant to the Governor and

Deputy Commissioner for Policy, Department of Finance and Administration

Overall management of the Departments of Children's Services and Human Services with senior policy assignment for TennCare, MHMR and Veteran Homes. The position also includes special project management in the areas of education, tax reform, finance policy development, budget review, and key executive searches.

- · Completed in-depth operational reviews and led the reorganization and streamlining of Children's Services and Human Services departments, including detailed budget analysis of the combined annual \$2 billion spending
- · Reviewed expense and capital budgets of the 12 largest state departments in 2000, identifying \$50 million in savings and improvement suggestions to departments
- Reviewed expense and capital budgets of 20 largest agencies and commissioners in 2001 as part of the requirement to reduce expenses by \$100 million
- Coordinated design and content for the first-ever Taxpayer's Budget, enhancing understanding of absolute spending levels and identification of spending at the local level for all services
- Successfully guided implementation of a plan to assume monitoring and control of 2,400 childcare providers in Memphis with a one-day conversion of multiple facilities
- Directed the recruitment and hiring of the state's first professional CIO in 2002
- Developed a methodology to successfully recruit and select the President of the University of Tennessee
- · Assisted the Department of Education and the Staff Coordinator in creating the Governor's Reading Initiative of 2001

CAPSTAN, INC.; San Francisco, California

Chairman, President, and CEO (Co-Founder)

Total P&L responsibility for the formation, capitalization, growth and strategic management of this internet-native, international supply chain management software company.

- Created and presented a business plan that was successful in securing initial investors
- · Designed a proprietary interactive web-site tool, TradeMap, which allowed customers to complete a free analysis of their supply chain, and demonstrated the potential savings which could be generated with Capstan
- Obtained the first customer installation commitments from Nike, V-tech and Espirit within the first year
- · Utilized offshore programming resources in the Philippines for low-cost development work, allowing programming dollars to stretch by an additional 40%
- · Obtained partnering agreements from two established industry participants, adding significant credibility for the company
- Led the merger of the company with Qiva, Inc. in April, 2001

1998

to 2000 STEVEN D. LEONARD Page 2

1996 to 1998

CIRCLE INTERNATIONAL, INC.; San Francisco, California

President and COO

Overall management direction of this \$850 million logistics service business with 2,300 employees in 250 sites globally with specific leadership responsibility for reorganization, growth financing, real property deleveraging and redirection of the company.

- Initiated and oversaw completion of four M&A transactions
- Rebranded the company into a single entity under the Circle International name
- · Achieved record revenues during six consecutive quarters
- · Restructured facility debt, negotiated credit, created capital investment fund for growth
- Designed and implemented a very successful sponsorship for the 1996 Olympic Summer Games in Atlanta with a worldwide customer event tie-in
- Hired the first professional sales executive to lead global revenue development across all product lines and locations
- Positioned the company for eventual merger with EGL, Inc. and participated in initial discussions which led to the completed acquisition

1995 to

1996

AMERICA WEST AIRLINES, INC. Tempe, Arizona

Corporate Vice President - Sales and Services

Held responsibility for revenue generation and service improvement initiatives for all lines of revenue for this \$1.2 billion operation.

- Reassigned field and staff sales based on revenue potential resulting in immediate improvement in productivity and revenue generation on unused capacity
- Participated in the analysis of market expansion and ultimately oversaw the entry into six new markets, negotiated property financing and leasehold arrangements
- Developed a marketing partnership with British Airways, significantly expanding the highyield international traffic base
- Centralized the company call center operations into two new high tech facilities, improving productivity and customer service
- · Implemented the company website and the first online electronic ticketing service

1976

to 1995

AMR CORPORATION/AMERICAN AIRLINES, INC.; Fort Worth, Texas

Vice President – Sales and Marketing (Fort Worth, Texas) (1991 to 1995) Total worldwide responsibility as Chief Marketing Officer for planning, systems, telemarketing; marketing and sales.

- Vigorously grew cargo revenues from \$260 million in 1991 to \$709 million in 1994
- Combined global sales organizations, reducing commodity specialization and increasing product representation in high revenue and high yield segments
- Created marketing alliances with five major wholesale logistics providers to fully utilize specific available capacity by day/week/month improving revenue generation
- Deployed customer relationship management software with notebook PC's for the worldwide sales organization, creating accountability for each sales person
- Developed and managed a worldwide customer loyalty and revenue generation incentive promotional tie-in with FIFA World Cup 1994

Managing Director, Chief of Operations – Europe (London, England) (1989 to 1991) Complete operating responsibility for American Airlines in Europe.

- Implemented corporate growth plan that quadrupled operations; negotiated funding for leaseholds in 8 countries.
- Created a process of continuous quality improvement across all European cities
- Directed 200 operations for USDOD during Desert Storm resulting in being awarded the highest citation
- Established an external leadership role, representing the company to governmental, industry and vendor groups throughout Europe
- Initiated European management development program to build bench strength for future supervisory and general management talent

AMR CORPORATION/AMERICAN AIRLINES, INC., continued:

AVP – Human Resources, Leadership Development (Forth Worth, Texas) (1988 to 1989) Was responsible for the implementation of the core HR Strategy for supporting corporate growth.

AVP and General Manager (Nashville, Tennessee)

(1985 to 1988)

Selected to lead the design, development and subsequent management of the company's first Greenfield site hub operation; completed a \$100 million bond financing to fund the facility.

EARLIER **POSITIONS**

Director Airport Operations, Los Angeles, CA	(1984 to 1985)
General Manager, Reno, NV	(1983 to 1984)
Manager Passenger Service, DFW Airport, TX	(1980 to 1983)
Manager Management Development, Learning Center, Ft. Worth, TX	(1979 to 1980)
Administrator, Management Assessment, Learning Center, Ft. Worth, TX	(1977 to 1979)
Passenger and Cargo Sales Executive, Hartford, CT	(1976 to 1977)

MILITARY

U.S. ARMY, SP4 Judge Advocate General's Corps, Vietnam Tour of Duty, Awarded Army Commendation Metal, Vietnam Campaign Medal and Vietnam Service Medal

EDUCATION

University of Dallas, Texas

Master of Business Administration, 1983

University of Tennessee: Knoxville, Tennessee

· Bachelor of Science, Business Administration, 1976

Wharton and Columbia

Continuing Executive Education, 1989 - 1994

- PROFESSIONAL Council of Logistics Management
- ASSOCIATIONS & · National Industrial Transportation Technology League

- APPOINTMENTS American Marketing Association
 - · Member Advisory Council, Coldfusion Sports, Inc., San Francisco, California
 - · Member Advisory Council, Provinance, Inc., San Francisco, California
 - · Chairman of the Board, reVantage, Inc., Lexington, Kentucky
 - · Past Chairman, Capstan, Inc., San Francisco, California
 - · Past Member, Board of Directors, Audit Committee Chair, Total Distribution Inc., London, Ontario, Canada

CIVIC

LEADERSHIP

- Certified NYSF Youth Sports Coach for Softball, Baseball and Football
- · United Way Coordinator, Dallas, Texas and Nashville, Tennessee
- · American Cancer Society Golf Tournament Founder, Old Hickory, Tennessee
- · March of Dimes Walk Leader, Nashville, Tennessee
- · Past Member Kiwanis Club, Reno, Nevada
- Past Member Downtown Rotary, Nashville, Tennessee
- · Advisory Board, Volunteer State Community College, Gallatin, Tennessee

RECOGNITION

- Presenter Salomon, Smith-Barney, DBAlex.Brown and Stringfellow Annual Conferences
- · Keynote Speaker, American Society of Travel Agents Annual Convention
- · National Conference Speaker, Air Transport Association
- International Air Transport Association Technology Conference Delegate and Panelist

REFERENCES

Available upon request

ADOPTED BY THE BOARD OF TRUSTEES OF THE UNIVERSITY OF TENNESSEE

WHEREAS, Dr. Robert H. Kirk was one of the first three African-American faculty members at the University of Tennessee; and

WHEREAS, in 1968 Dr. Kirk was the first African-American to achieve three distinctions, becoming a full professor, earning tenure, and being named an academic department head; and

WHEREAS, he has been a nationally recognized authority in his field, authoring numerous books, reports, and articles in professional journals; and

WHEREAS, his involvement in the Knoxville community has been both far reaching and exemplary, including service as chairman and member of the Knoxville Utilities Board, chairman of the Big Five Tennessee Valley Authority Coalition, and board member of Covenant Health and the Great Smoky Mountain Boy Scout Council; and

WHEREAS, Dr. Kirk also is a member of the national board of directors of the American Automobile Association and sits on the AAA finance and budget committee; and

WHEREAS, his notable service at the University of Tennessee was celebrated by his election to the UT African-American Hall of Fame; and

WHEREAS, he holds the undergraduate degree from Fisk University, the master's and doctorate from Indiana University, and did post graduate work at Michigan State University and Stanford University Graduate School of Business; and

WHEREAS, he and his wife, Arvella, are the parents of two adult children, Derek and Tracy;

NOW THEREFORE BE IT RESOLVED that the University of Tennessee Board of Trustees, meeting January 16, 2003, in Nashville, congratulates Dr. Kirk on an outstanding career of service to the university, to his academic discipline, and to his community and wishes him a healthy and happy retirement.

R. Cloyton Mc Bostu.
Vice Chairman

ATTEST:____