



6-20-2006

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BOARD OF TRUSTEES
THE UNIVERSITY OF TENNESSEE

EXECUTIVE AND COMPENSATION COMMITTEE

11:00 a.m. EDT
Tuesday
June 20, 2006

Room 113
Plant Biotech Building
Knoxville, Tennessee

AGENDA

- I. Call to Order
- II. Roll Call
- III. Approval of Minutes of Last Meeting (*behind agenda*)
- IV. Approval of Vice Chair's Annual Performance Review of the President and Recommended Goals for 2006-07 Tab 4
- V. Approval of Extension of President's Employment Agreement..... Tab 5
- VI. Election and Compensation of University Officers..... Tab 6
- VII. Approval of Strategic Plan and Scorecard..... Tab 7
- VIII. Approval of Department of Energy Security Resolution—**Consent Item** Tab 8
- IX. Setting Regular Meeting Dates in 2007—**Consent Item**..... Tab 9
- X. Other Business
- XI. Adjournment

June 20, 2006

ROLL CALL
THE UNIVERSITY OF TENNESSEE
BOARD OF TRUSTEES
EXECUTIVE AND COMPENSATION COMMITTEE


Question _____

	Present	Absent	Aye	Nay	Not Voting
Dr. Petersen	✓				
Mr. Hickman		✓			
Ms. Loughry	✓				
Mr. Murphy	✓				
Mr. Stansberry	✓				
Mr. Stokely	✓				
Mr. Thornton	✓				
Ms. Williams	✓				



MEMORANDUM

TO: Members of the Board of Trustees

FROM: Don C. Stansberry, Jr. 
Vice Chair

DATE: June 20, 2006

SUBJECT: Annual Performance Review of President John D. Petersen

In accordance with the Board's Policy on President Performance Reviews, I have conducted a review of President Petersen's performance from July 1, 2005 to the present. This memorandum includes a description of the review process and my evaluation of Dr. Petersen's performance.

I. The Review Process

Earlier this year, Dr. Petersen and I agreed on a format and timetable for his submission of a written self-evaluation of his performance. Dr. Petersen submitted a self-evaluation dated April 28, 2006, a copy of which is attached to this memorandum.

I shared Dr. Petersen's self-evaluation with 19 members of the senior administrative staff and met individually with them to hear their views of his performance. I also sought the views of University student, staff, faculty, and alumni leadership. And finally, I asked the Chief Financial Officer to review and report on the status of accounts under the control of the President.

Dr. Petersen and I met on June 16 to discuss his performance and to agree on goals for next year.

II. Evaluation of President Petersen's Performance

The consensus of the senior administrative staff of the University is that Dr. Petersen's self-evaluation accurately and fairly assesses his performance since July 1, 2005. I fully concur with this assessment.

The senior administrators clearly view Dr. Petersen in a positive light and believe he is making substantial progress toward restoring the confidence of the University's constituencies and securing the support needed to move forward with the University's mission. Their descriptive comments about Dr. Petersen's leadership include the following:

- Easy to work with
- Accessible
- Good communicator
- Calming influence
- Intelligent, quick study
- Dedicated
- Good listener, can-do attitude
- Wise counselor, good manager
- Integrity
- Effective fundraiser

Concerns expressed by the senior staff all relate in one way or another to the extensive demands on Dr. Petersen's time:

- Works too hard
- Can be distracted from the task at hand by other demands
- Time required for Athletics

Substantial progress has been made in defining the respective roles of the system and the campuses. However, the issues have not been fully resolved, especially for the Knoxville campus.

Constituency groups generally give Dr. Petersen high marks for his performance over the past year. Common themes include appreciation for his efforts to improve funding for higher education and his openness to all groups. Concerns include: low pay of staff; the merit-based salary plan for faculty; need for a system-wide faculty council for interaction with the President; and the need to continue diversity efforts.

Concerning diversity, the record shows that the University as a whole has continued the positive trend in enrollment and employment of African-Americans

during the past year. In addition, Dr. Petersen has demonstrated his commitment to diversity by ensuring that the Strategic Plan being developed under his leadership includes the important element of access by underrepresented groups.

With respect to fiscal responsibility, I asked the Chief Financial Officer, Dr. Gary W. Rogers, to advise me of the status of the various accounts under the President's control. Dr. Rogers' report, a copy of which is attached, reveals that all accounts are currently within budget and expected to remain within budget at the end of the fiscal year on June 30.

In summary, I find that Dr. Petersen's self-evaluation is accurate and that his overall performance for the past year is deserving of very high marks. I recommend that his employment agreement be extended for an additional two-year term.

III. Goals for 2006-07

Dr. Petersen and I recommend the following goals for the coming year:

Goals for the President

1. Continue to make private giving a priority for the development of University programs
2. New funding from the State of Tennessee
3. Implementation of the Strategic Plan

Goals for the University

1. Development of a reward system for employees
2. Development of a system-wide strategic capital outlay plan
3. Transformational proposal for increasing the four-year degree recipients in Tennessee
4. Continued progress on 2005-06 goals not yet accomplished



EXHIBIT 2
Executive and Compensation
Committee
June 20, 2006

THE UNIVERSITY of TENNESSEE

Office of the Chief Financial Officer

709 Andy Holt Tower
Knoxville, TN 37996-0174
Phone: 865.974.1763
Fax: 865.974.1324

June 15, 2006

Mr. Don C. Stansberry, Jr.
Vice-Chairman
The University of Tennessee
Board of Trustees
P.O. Box 500
Huntsville, TN 37756

Dear Vice-Chairman Stansberry:

As a part of the supporting work for your review of President Petersen, accounts under the President's control have been reviewed; those accounts include:

- President's Office Budget—including personnel and operating funds
- Special Events—operating funds
- Miscellaneous Institutional Expense—operating funds
- President's Discretionary Fund
- Entertainment
- President's Residence—including capital projects and operating funds

All of these accounts have been handled in accordance with fiscal policy and operated within budget year-to-date; additionally, the accounts are projected to be within budget at the close of the year, June 30, 2006.

Please advise if you need anything further.

Sincerely,

Handwritten signature of Gary W. Rogers in cursive.

Gary W. Rogers, CPA, PhD.
Chief Financial Officer

GWR:tlc

c: C. Mizell
J. Petersen

DRAFT

AMENDMENT NO. 1
to the
EMPLOYMENT AGREEMENT
BETWEEN
THE UNIVERSITY OF TENNESSEE AND DR. JOHN D. PETERSEN

This is Amendment No. 1 to the Employment Agreement between THE UNIVERSITY OF TENNESSEE ("University") and DR. JOHN D. PETERSEN ("Dr. Petersen"), which Agreement was approved by the Executive and Compensation Committee, by delegation from the Board of Trustees, on May 24, 2004.

WITNESSETH:

In consideration of the mutual promises contained in this Amendment, the parties agree as follows:

1. Article V of the Agreement concerning Dr. Petersen's base salary as President is amended by deleting the language of Paragraph A in its entirety and substituting the following:

A. Dr. Petersen's annual salary as President shall be \$399,228.00 (the "base salary"), payable in twelve monthly installments of \$33,269.00 and subject to all required withholding and payroll taxes.

2. Article XIV of the Agreement concerning the term of the Agreement is amended by deleting the first sentence of Paragraph A and substituting the following:

A. The term of this Agreement shall be from July 1, 2006 through June 30, 2008, unless sooner terminated as provided hereinafter.

DRAFT

3. Except as revised by this Amendment No. 1, the Agreement approved by the Executive and Compensation Committee on May 24, 2004 remains in full force and effect.

IN WITNESS WHEREOF, the parties have executed this Amendment No. 1 on the dates shown below.

THE UNIVERSITY OF TENNESSEE

JOHN D. PETERSEN

Don C. Stansberry, Jr.
Vice Chair of the Board of Trustees

John D. Petersen
President

Date

Date

Self Evaluation
John D. Petersen, President
University of Tennessee
April 28, 2006

RETROSPECTIVE

1. Progress toward 2005-2006 Goals approved by Board of Trustees

Accomplishments for the past year have progressed close to the outline goals that were stated for the current year. In some instances, progress has been slower than anticipated, but in other instances, much faster.

Five Primary Goals for the President

1. *Complete the search process for the management team*

The search process for the management team was completed in this past year. We have amassed the best leadership team I have ever worked with in higher education. This is an enormously talented team that works very well together and pushes and supports each other in attaining excellence.

Dr. David Millhorn joined as Vice President for Research. David came from the University of Cincinnati where he directed the state-wide genomics institute. He was identified in the search process by ORNL and was welcomed by both the ORNL and UT. Since his arrival, he has worked with ORNL to better the process for selecting Governor's Chairs (our first should be hired in this fiscal year), improved the process in our research foundation enterprises both in Knoxville and Memphis, and has improved our competitiveness for major funding from government agencies and companies.

Mr. Henry Nemcik joined as Vice President for Development. Henry came from Texas A&M University where he was instrumental in completing their \$1.4M capital campaign. Henry has restructured much of what we do in alumni and development and organized a structure of volunteers and employees to lead to a successful "Campaign for Excellence" for the University of Tennessee. We have been soliciting money rather than just cultivating donors and the outcome has been phenomenal.

Dr. Gary Rogers joined as Chief Financial Officer. Gary came from the University of West Virginia and has held positions in higher education and corporate America. He brings a broad expertise to the team and has been very effective in Nashville with the cabinet and the legislature.

Dr. Joseph DiPietro joined as Vice President for Agriculture. Joe came from the University of Florida where he was Dean of the College of Veterinary Medicine. He is a well-known leader in the veterinary medicine field and was supported by the agricultural community throughout his interviews in Tennessee.

The individuals above joined Jack Britt, Executive Vice President; Roger Brown, Chancellor of UTC; Bill Owen, Chancellor of UTHSC and Vice President for Health Affairs; Loren Crabtree, Chancellor of UT Knoxville; Nick Dunagan, Chancellor of UT Martin; Sylvia Davis, Vice President for Administration and Finance; Hank Dye, Vice President for Public and Government Relations; Bob Levy, Vice President for Academic Affairs; Catherine Mizell, Vice President, General Counsel and Secretary; Mark Paganelli, Executive Director of Audit and Consulting Services; Butch Peccolo, Vice President and Treasurer; Theotis Robinson, Vice President for Equity and Diversity; Lofton Stuart, Executive Assistant to the President; and Jack Williams, Senior Advisor to the President for Philanthropy.

2. *Solidify a strategic budgeting process for all budget centers at UT*

Internally, we have continued to improve our budget process. Each enterprise participates in budget hearings throughout the spring. The process involves taking the unit's strategic plan and comparing it to the six areas that were identified as critical to the UT System (i.e., Student Access, Student Success, Research, Economic Development, Outreach, and Globalization). It is expected that each unit will internally reallocate their resources around the goals that pertain to their strategic plan. Other strategic needs are placed in priority order and matched against available resources and potential revenue increases through raising tuition and fees. Recommendation of tuition increases to the Board of Trustees will depend on the quality of the plan and the balance between quality and affordability.

In addition, the presentation format of the budget to the Board of Trustees has been modified to make the budget more transparent. Athletics budget presentations have been added as a yearly presentation of the Board and the first such presentation had excellent feedback.

3. *Build a strong relationship with our major funding sources (Governor/Legislature)*

We have still not been able to generate additional dollars to our base budget. The Governor, with the help of UTHSC personnel, continues to attempt to control the costs of TennCare. The Governor has also recommended funding for special initiatives. We were allocated \$20M from the Federal Government to build a Joint Institute for Advanced Materials Building on the Knoxville campus. The Governor has asked for an additional \$10M for the building and has indicated that \$10-15M in funding for equipment in that building was a strong possibility as the building approaches completion. The second phase of our initiatives to hire top-flight faculty for our UT-ORNL partnership was enhanced by an additional budget recommendation of \$4M into base by the Governor.

The Governor has recommended that \$1M be committed for UT to carry out a feasibility study on placing a science and mathematics high school at UTSI in Tullahoma.

These are significant benefits to our program and our hope is that next year will be more fruitful for base support as well.

We have spent the last year giving presentations to different groups around the state comparing our budgets to those of our peers. The groups included legislators, community leaders, trustees, donors, alumni, and members of the University leadership from that region. Most everyone in the audience understood the financial needs that UT has in order to be more competitive with our peers in the future.

4. *Complete work on the "Scorecard" and set appropriate benchmarks.*

The strategic planning session that the management team participated in last fall set the framework for the "Scorecard". Expanding on the six strategic areas of the UT System mentioned above, the metrics reported in Attachment 1 reflect the collective contributions of the management team. The "Scorecard" will be brought forward to the Board of Trustees and metrics on each topic will be mutually agreed upon in order to assess the productivity of the President.

5. *Look for a sustained source of funding for capital projects*

This is an area in which limited success has been realized. The concept has been planted with many of the state agencies, but no identifiable source of funding has been embraced by state government. There is a possibility that additional money may be allocated to capital projects as we move closer to the close of the legislative session.

Five Primary Goals for the University of Tennessee

1. *Development of strategic academic plans for all campuses and institutes.*

Each campus and institute has been charged with generating a strategic plan for their operations within the context of the six general areas identified by the strategic planning process; and to connect this plan to the reallocation of current resources and the request for new resources. This process is currently being used by the management team in order to develop the budget recommendations for each major operational unit in the system.

2. *Develop strong evaluation and reward structures throughout the organization that encourage quality performance.*

We will once again ask the State of Tennessee to legislate that all mandatory raises be made as merit with the plan and the discretion of the unit being for faculty, non-exempt staff and administrators. Last year, the merit delineation was only for faculty. In addition, we are testing our first program of group incentive pay in the area of the Vice President for Development. If this program is successful, we will broaden the program to other areas of the University of Tennessee System.

3. *Oversee reworking of Case Statements for the Major Gifts Campaign.*

Campaign case statements are being developed for all campuses and institutes. These statements are linked to the strategic plan and provide the framework for the campaign goals. Each operation negotiates a campaign goal which is signed off by the chancellor/vice president, Vice President Nemcik and me. Part of the annual evaluation

of the leadership team going forward will be the achievement of the benchmarks for the capital campaign.

4. *Establish strong, proactive and consistent communications programs both internally and externally.*

Vice President Dye has led a group to develop a comprehensive communication plan for the UT System. This group has been a model for how to develop campus autonomy in the framework of a system branding and message. Our most complicated geographic area has been Knoxville, since the Knoxville News-Sentinel is the primary newspaper for UTK, UTK Athletics, Institute of Agriculture, Institute for Public Service, and UT System. We have produced twice as many press releases this year with much better coordination. In addition, we have softened potentially controversial topics by building a strong, proactive and open communication policy with the media. All of the state-wide operations have been coordinating with VP Dye. UTHSC just completed a search a their top public relations person and VP Dye was involved in the successful search process.

5. *Examining and readjusting the overall University of Tennessee administrative structure to be consistent with our goals and strategies.*

The recent filling of the VP for Agriculture position has completed the hiring of the senior administrative team. The separation of the Executive Vice President and Chief Financial Officer positions has given us additional flexibility in our financial and operational areas. We are currently looking at readjusting areas of responsibility under the CFO so that we eliminate redundancy and staff the operational areas we need to implement the strategic plan from a system perspective. In addition, we will look to balance other portfolios within the system administration such as the potential linkage of University Extension (Institute of Agriculture) and the Institute for Public Service (VP Government Affairs and Public Relations).

2. Other achievements that have occurred during 2005-06

The 2005-06 year has produced many highlights that continue to raise the level of success and the level of expectations for the University of Tennessee. On the external dollars side, we had record levels of grant and contract funding (\$285M) that are necessary to drive the research enterprise. This year saw increase at both UTHSC and UTK. The latter had been flat in terms of research dollars over the past few years, so this return to a growth posture was a very positive sign.

The 2005 calendar year also proved to be a leading year for private giving. I was at UT for the last six months of the 2004 year. In that year, we raised ~\$80M from individuals, corporations and companies. The 2005 year brought in \$157M, an all-time high. This number puts us on track for a seven-year, \$1B capital campaign and it does not include the Haslam gift. The 2006 year looks even better and I would project that we will exceed the 2005 numbers. Much of this sharp gain can be attributed to the organizational skills and drive of VP Nemicik.

Our first Governor's Chair has been filled. We have received a signed commitment from Dr. Jeremy Smith, Professor (C4 Level) of Biology and Physics at the University of Heidelberg. Dr. Smith's research interests overlap three of the four joint institutes with ORNL. He is truly a potential superstar. The hiring of Dr. Smith should tremendously improve of chances of hiring other gifted scientists and engineers. Our process has been improved and Dr. Millhorn and Dr. Jim Roberto, Deputy Director at ORNL, have taken responsibility for coordinating the searches to get the maximum overlap between the Governor's Chairs and our four research areas.

Ward Plummer, Department of Physics and Joint Institute of Advanced Materials faculty member, was appointed to the National Academy of Sciences. This is a tremendous signal to the outside scientific world that UT can develop internally the success needed for a faculty member to achieve this goal.

State-wide, we are supplying expertise in many technical areas to the State of Tennessee. In addition to IPS and UTIA, health science expertise has been supplied to the Governor and legislature from Chancellor Owen and his faculty to help with TennCare. We have committed to use our expertise, especially as a land-grant system, to help our elected leaders in anyway we can.

3. Outline disappointments, frustrations or problems

Our major limiting factor for success will be base funding from the State of Tennessee for sustaining our programs. I believe that our strategic initiatives will be funded through external grants and/or donations and some internal reallocations. An indirect deterrent to our success will be the numbers of college-educated citizens in the State of Tennessee. Our growth in our significant technical areas is going to require companies to start or to relocate near our research. Without an educated work force, it will be difficult to sustain our growth and continue to recruit entrepreneurial faculty to UT.

My other frustration is that I don't spend as much time as I would like with our programs outside of Knoxville. As we continue to raise Chancellor Crabtree's profile in the Knoxville community, I should have more opportunity to support the state-wide enterprise.

4. Relationship with Board, faculty, staff, students, alumni, legislators and community leaders

I believe that my relationship with every one of the groups is strong. I believe I have been honest, open and engaging with every group. I think I communicate the University's position in a consistent and clear manner, which is appreciated by everyone even those who don't support my position. I think I could improve this relationship with each group as follows:

Board Members- I should be more informative and error on the side of supplying too much information, rather than too little.

Faculty- Enhance opportunities for dialog with the faculty to clarity of goals in this relationship is achieved.

Staff- Continue to send a strong message that the staff is the backbone of the University and that this organization will continue to improve processes and accountability to make sure that the workplace environment is appropriate and supporting.

Students- This is a group in which I have limited contact. They are impacted more by faculty, department heads, deans, provosts and chancellors than they are by me. I will continue to be supportive, visible in a positive way, and an advocate for our students.

Alumni- I have spend much of my time with alumni. I believe they need to know that we are good stewards of their degrees and that we will continue to make our university the best that we can. Most of my time with alumni in the first two years has been in the State of Tennessee. As we move forward in our capital campaign, I hope to engage a broader group of UT graduates.

Legislators- This group is the largest financial supporters of UT. I spend at least one day a week in Nashville during the legislative session. We have hired a full-time person, Anthony Haynes, in Nashville in order to serve this constituency more completely. I intend to continue to be more proactive in partnering with the legislature, rather than in conflict with them. I also hope that our team can continue to communicate our goals, needs and pursuit for excellence at every opportunity.

Community Leaders- I have not spent as much time with leaders outside of Knoxville as I would have liked to do. As we move into year three, my connection across the State has to go beyond just our operational sites and campuses, but include community leaders and their constituents as well.

5. Aspect of my presidency that is important for the Board to understand

The dynamics in higher education are no different than those in business. You can never maintain the status quo. You either move forward or backwards. How do you combine the history and tradition of an established and revered University with the needs to move that University to a better position in the national and international agenda? Our admissions is one example of this dilemma. We continue to recruit more qualified students to our campuses as the quality of our programs continues to improve. Yet, we receive criticism for not accepting students who would have been accepted in the not-to-distant past. We push to reward and retain our highest-quality faculty members, while good faculty members believe we don't appreciate their contribution. Running a complex organization is extraordinarily complicated. It requires global decisions that are viewed by individuals. Communication helps enormously, but there will still be some dissatisfaction from people in our organization who do their job well, just not as excellently as others. My commitment to the Board has been, and will be, that we will weigh every decision in terms of its consequence on our entire organization, but try not to lose sight that the organization is made up of individuals.

PROSPECTIVE

1. University's Principal challenges and opportunities

Much of the issues that are challenges for us were outlined in section 3 above in the Retrospective section. Funding to support the base programs of the University, quality and quantity of excellent students to attend our campuses, our ability to attract the best faculty, administrators and staff to make sure we can achieve our goals, and the our continued need to

have an engaged Board, a focused and supportive Governor, an effective and visionary legislature and a proud and dedicated alumni. Many of these challenges are in our control, but some are not. We need to communicate well, plan effectively, and implement strategically. This is always a challenge but I think that this challenge is one in which we can succeed.

I cannot overstate the significance of our partnership with Oak Ridge National Laboratory and Battelle Memorial Institute. This is truly one of the most significant opportunities in higher education in the world. It does not define everything we do as an institution, but it does set the bar. Expectation of excellence is the best characteristic we can give to our programs. It sets a standard of achievement for all of us in the organization. In the past two years, I have sensed an enthusiasm within UT that states we can do whatever we set our mind to do. Whether it is a \$30M Advanced Materials building, a broadening of our health science programs to be truly statewide, or our ability to partner with education institution, other states, other nations and business or public entity, we will continue to build beyond our boundaries and not be isolated from the success that comes from cooperating for the greater success of UT.

2. Primary Goals for the President for 2006-2007

1. Continue to make private giving a priority for the development of our programs.

We cannot rely on the State of Tennessee to fund the programs we need to bring sustained excellence to UT. Our opportunity for excellence will be directly linked to the support we can generate. A \$1B capital campaign over 7 years requires \$143M per year on average. Our largest year was 2005 with \$157M. We need to continue to make fundraising a major priority. My goal is to exceed last year's total in 2006.

2. Funding from the State of Tennessee

Our budget from the State has been relatively flat in the two years I have been at UT. Yet, we have been able to secure extra one-time and permanent funding from the Governor and the Legislature through transformational proposals. This will continue. We will be developing an extensive plan to work statewide to increase the number of graduates who attain a four-year college degree. We will ask the Board of Regents institutions to partner with us. Our goal will be to generate the workforce necessary to sustain current businesses and recruit new businesses into Tennessee. We will also present a plan to develop the Cherokee Farms as an economic development zone with academic research, health and business components working together. These are major initiatives that will have great potential for success to the state.

3. Implementation of our strategic plan

This past year the management team developed strategic goals for the UT System. These goals have been shared with the appropriate Board committee and discussed with the Board of Trustees at length. In 2006-07, we will implement these goals in all

of our units. An implementation retreat will be held late summer or early fall to establish the timeline. While some goals have been implemented during this year, the large issues such as IT, common support functions and services, and the reward structures for implementing strategic goals will be developed and included in each unit's operations.

3. Primary Goals for the University for 2006-07

1. Development of a reward system for employees

This year, the Development Office will be implementing a pilot incentive compensation program. The plan has objective measures for success. They include endowment growth, campaign contributions, growth in planned gifts and development of leading edge initiatives. The group's accomplishments are tied to the individual's academic performance review. If successful, the model will be expanded to other groups within the university.

2. Development of a System-wide Strategic Capital Outlay Plan

The initial strategic planning exercise dealt with organization and operations. With the priorities in place, matching our facilities need to our programmatic needs is the next major operational item we need to prioritize. Long-term planning is needed if we are going to be good stewards of capital dollars for our buildings. A bigger issue this year is that the effects of Katrina and large building programs in China and India have raised the price of construction substantially. Initially, three year plans will be reassessed and link to programmatic needs. In addition, a longer-term projects list will be developed in conjunction with enrollment management planning as well as strategic planning. Going forward, these project priorities will be reevaluated yearly at the budget hearing.

3. Transformational proposal for increasing the four-year degree recipients in Tennessee.

The University has been charged by Governor Bredesen to be a major driver of economic development. In order for high technology companies to flourish in Tennessee, an educated work force is needed. Only 21% of the adults in Tennessee have four-year degrees. The national average is 25% and Tennessee ranks 46th in the nation. We propose to engage the Board of Regents and develop a comprehensive plan to take stop-outs in Tennessee and complete their undergraduate education through a distributed form of education using campuses, extension sites, IPS facilities and other facilities as necessary. There is a substantial amount of planning that needs to go into this proposal. It is likely that this may be a multi-year effort.

4. Other Thoughts

There are goals from 2005-06 that have not been completed and will be a part of the actions taken in 2007. In the long term, we will continue to migrate the historic culture of UT, keeping the history and traditions, more in alignment of institutions

such as University of California, University of Michigan, University of North Carolina and other top public universities in the US. We have a window of opportunity afforded by the management of ORNL that positions gives us the opportunity to grow with respect to our sister institutions. It will take a great management team, strategic planning and operations, an outstanding and supporting Board of Trustees, excellent relationships in the state, and keeping focused on excellence in everything we do.

I am extremely pleased to have the opportunity to work with all of the constituencies that support the University of Tennessee and look forward to the opportunities we have in the future.

BOARD OF TRUSTEES
THE UNIVERSITY OF TENNESSEE

ACTION ITEM

DATE: June 20, 2006

COMMITTEE: Executive and Compensation

ITEM: **Election and Compensation of University Officers**

RECOMMENDATION: Approval

PRESENTED BY: Don C. Stansberry, Jr., Vice Chair of the Board
John D. Petersen, President

SUMMARY

Article IV of the Bylaws provides that the elected officers of the University are the President, the Chancellors, and certain Vice Presidents. The Bylaws provide that these officers shall be elected by the Board initially and are subject to reelection annually by the Board. The Bylaws also provide that the Executive and Compensation Committee shall review and recommend to the Board the compensation of the elected officers at the time of their initial election and annually thereafter. The individuals currently holding an elected office are:

John D. Petersen, President
Jack H. Britt, Executive Vice President
Roger G. Brown, Chancellor of UT Chattanooga
Loren W. Crabtree, Chancellor of UT Knoxville
Joseph DiPietro, Vice President for Agriculture
David N. Dunagan, Chancellor of UT Martin
David Millhorn, Vice President for Research
Catherine S. Mizell, Vice President, General Counsel and Secretary
Henry Nemcik, Vice President for Development and Alumni Affairs
William F. Owen, Jr., Chancellor of UTHSC and Vice President for Health Affairs
Charles M. Peccolo, Jr., Vice President and Treasurer
Gary Rogers, Chief Financial Officer

The President's recommendation concerning the compensation of the Chancellors, Vice Presidents, and Chief Financial Officer will be presented prior to or at the Executive and Compensation Committee meeting.¹

See the following page for recommended action concerning election and compensation of University Officers.

¹ Any recommendation of the Vice Chair for a change in the President's compensation will be addressed by the separate agenda item concerning the President's employment agreement.

RECOMMENDED ACTION:

1. That the following University Officers be elected with the titles designated in the Bylaws as they currently exist or as subsequently amended:

John D. Petersen, President
Jack H. Britt, Executive Vice President
Roger G. Brown, Chancellor of UT Chattanooga
Loren W. Crabtree, Chancellor of UT Knoxville
Joseph DiPietro, Vice President for Agriculture
David N. Dunagan, Chancellor of UT Martin
David E. Millhorn, Vice President for Research
Catherine S. Mizell, Vice President, General Counsel and Secretary
Henry Nemcik, Vice President for Development and Alumni Affairs
William F. Owen, Jr., Chancellor of UTHSC & Vice President for Health Affairs
Charles M. Peccolo, Jr., Vice President and Treasurer
Gary Rogers, Chief Financial Officer

2. That the re-election of the above-named University Officers be subject to the following condition:

In accordance with the Bylaws, all University Officers serve at the pleasure of the Board, without tenure in their administrative positions, and without a definite term of appointment, unless otherwise provided in a written employment contract approved by the Board.

3. That the President's recommendation concerning the compensation of the Chancellors, Vice Presidents, and Chief Financial Officer be approved, subject to the following condition:

The approved compensation for University Officers is for service in their administrative positions; if any University Officer also holds a tenured faculty appointment and leaves his/her University Officer position but continues in the faculty appointment, his/her initial compensation as a full-time faculty member shall not exceed the average compensation for full-time professors in the department in which he/she holds a faculty appointment.

RESOLUTION
OF
THE UNIVERSITY OF TENNESSEE
BOARD OF TRUSTEES
June 21, 2006

Election and Compensation of University Officers

WHEREAS, the Bylaws designate officers of the University and provide for their election by the Board upon the recommendation of the President; and

WHEREAS, the Bylaws further provide that these officers serve at the pleasure of the Board and are subject to reelection annually; and

WHEREAS, the Bylaws provide that the Board shall set the compensation of these officers annually, upon the recommendation of the Executive and Compensation Committee;

NOW THEREFORE BE IT RESOLVED that:

1. The following University Officers are reelected with the titles designated in the Bylaws as they currently exist or as subsequently amended:

John D. Petersen, President
Jack H. Britt, Executive Vice President
Roger G. Brown, Chancellor of UT Chattanooga
Loren W. Crabtree, Chancellor of UT Knoxville
Joseph DiPietro, Vice President for Agriculture
David N. Dunagan, Chancellor of UT Martin
David E. Millhorn, Vice President for Research
Catherine S. Mizell, Vice President, General Counsel and Secretary
Henry Nemcik, Vice President for Development and Alumni Affairs
William F. Owen, Jr., Chancellor of UTHSC & Vice President for Health Affairs
Charles M. Peccolo, Jr., Vice President and Treasurer
Gary Rogers, Chief Financial Officer

2. The reelection of the above-named University Officers is subject to the following condition:

In accordance with the Bylaws, all University Officers serve at the pleasure of the Board, without tenure in their administrative positions, and without a definite term of appointment, unless otherwise provided in a written employment contract approved by the Board.

3. The President's recommendation concerning the compensation of the Chancellors, Vice Presidents, and Chief Financial Officer is approved, subject to the following condition:

The approved compensation for University Officers is for service in their administrative positions; if any University Officer also holds a tenured faculty appointment and leaves his/her University Officer position but continues in the faculty appointment, his/her initial compensation as a full-time faculty member shall not exceed the average compensation for full-time professors in the department in which he/she holds a faculty appointment.

The University of Tennessee
 Elected Officers of the University
 Compensation - July 1, 2006

		Proposed July 1, 2006	Current	Housing	Expense Allowance
Britt, Jack	Executive Vice President	236,385	231,750	-	7,000
Brown, Roger	Chancellor, UT Chattanooga	212,160	208,000	House	7,000
Crabtree, Loren	Chancellor, UT Knoxville	281,351	275,834	12,000	10,000
Dunagan, Nick	Chancellor, UT Martin	185,042	181,414	-	5,000
DiPietro, Joseph	VP for Agriculture	255,000	250,000	-	5,000
Millhorn, David	VP for Research	280,504	275,004	-	7,000
Mizell, Catherine	VP, General Counsel & Secretary	153,354	150,348	-	5,000
Nemcik, Henry	VP for Development & Alumni Affairs	239,700	235,000	-	5,000
Owen, Bill	Chancellor, UT Health Science Center	393,975	386,250	House	10,000
Peccolo, Butch	VP and Treasurer	166,009	162,754	-	5,000
Rogers, Gary	Chief Financial Officer	234,600	230,000	-	5,000

Proposed salaries reflect only the 2% across-the-board increase for staff mandated by the Legislature. No other increase in salaries or allowances is proposed.

BOARD OF TRUSTEES
THE UNIVERSITY OF TENNESSEE

ACTION ITEM

DATE: June 20, 2006

COMMITTEE: Executive and Compensation

ITEM: **Strategic Plan and Scorecard**

RECOMMENDATION: Approval

PRESENTED BY: John D. Petersen, President
Jack H. Britt, Executive Vice President

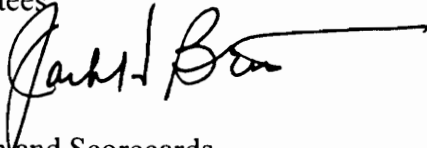
SUMMARY

Please see the attached memorandum Executive Vice President Jack Britt, with the draft plan and scorecard. These are the same materials Trustees received by electronic transmission.



MEMORANDUM

TO: University of Tennessee Board of Trustees

FROM: Jack H Britt, Executive Vice President 

RE: Final Version of DRAFT Strategic Plan and Scorecards

DATE: May 25, 2006

The final DRAFT of the Strategic Plan for the University of Tennessee System is enclosed for your review prior to the June meeting of the Board. This DRAFT plan focuses on three mission areas, each with two subheadings, and the goals and benchmarks for each of these areas. In addition, the plan includes an organizational area along with associated goals and benchmarks.

The Presidential staff has worked diligently to identify the most meaningful benchmarks for assessing progress toward our goals. For most of these, we have existing methods for capturing the data; however, for some we are still refining methods. We expect to begin populating the scorecards with data after the end of the 2006 fiscal year and 2006 fiscal year will become our base year.

This is a system-wide plan and each campus or institute will utilize benchmarks from their own plans to assess their progress and contributions toward the system-wide plan. Differences in missions and roles of the campuses and institutes mean that contributions of individual units will vary among the primary mission areas.

In addition to this the material included with this memo, we are developing examples of draft pieces that can be used to disseminate information about the plan to employees, students, constituents and others. We will share some of these with you at the Board meeting.

Thank you for feedback that you provide following the last Board meeting. It has been beneficial to our team.

Enclosure

A Spirit . A Vision . A Plan

Defining the Strategic Role and Mission of The University of Tennessee

The University of Tennessee serves the people of Tennessee and beyond through access to and success in undergraduate, graduate and professional education, pursuit of research and scholarly achievement and its associated economic development and educational outreach and preparedness for the global marketplace.

This plan describes benchmarks and goals for these mission-oriented priorities as well as goals for how The University of Tennessee System will acquire and use its administrative, fiscal, physical and communication resources to fulfill its mission.



**Adopted by The University of Tennessee Board of Trustees
June 21, 2006**

Student Access and Success

Tennessee and the nation need more college-educated citizens to provide the workforce for the 21st century. Tennessee lags behind the nation in percentage of adults with college degrees because of lower numbers pursuing college education and lower rates of graduation among those who enter college. Each campus of the University must improve the breadth and depth of its applicant pool by working more effectively with Tennessee's P-12 educational system and must offer attractive options to students to provide the broadest possible access to applicants from Tennessee and beyond. Each campus must increase the number of students pursuing college degrees and enhance graduation rates through improving services and interventions and curricular and co-curricular environments.

Student Access

Benchmarks

- *Enrollment at UT campuses*
- *Enrollment of underrepresented groups*
- *Scholarship support per entering student*

Goals

1. *Expand dual enrollment credit offerings.*
2. *Improve articulation within UT System and within Tennessee.*
3. *Improve accessibility to UT's programs through on-line courses.*
4. *Develop more collaboration with P-16.*

Student Success

Benchmarks

- *Graduation rate*
- *Graduation rate for underrepresented groups*
- *Percentage graduated in STEM majors*

Goals

1. *Establish an enrollment management program to increase retention and graduation and address critical needs of the state.*
2. *Increase flexibility in course scheduling and pricing to meet needs of students.*
3. *Reform curriculum to enhance learning and retention.*
4. *Emphasize and reward outstanding teaching and learning.*
5. *Use student success centers to enhance retention and graduation rates.*
6. *Expand library/learning resources availability through a system-wide consortium.*

Research and Economic Development

Research and scholarly activity are products of inquiry and creativity and should be an expectation for all of the University's full-time faculty members. To enhance regional and national competitiveness, faculty members are expected to compete successfully for external research funding. As a public Land-Grant university, The University of Tennessee must be a driver for economic development in Tennessee. Products of research and scholarly activity should result in resources for economic development in Tennessee and beyond.

Research

Benchmarks

- *Annual research expenditures*
- *Recruitment of highly qualified faculty(including Governor's Chairs) and graduate students*
- *Research prizes and members of national academies*

Goals

1. *Provide optimal environment for faculty members to achieve high levels of scholarship and be recognized for its contributions.*
2. *Develop research capabilities that will promote and support regional and national partnerships leading to large program grants and contracts*
3. *Provide competitive stipends and learning opportunities for graduate students and post-doctoral fellows*
4. *Provide leadership in state, regional and national initiatives*

Economic Development

Benchmarks

- *Intellectual property disclosures*
- *Patents issued*
- *Economic impact of technology transfer – the added value of technology to the user or adopter*

Goals

1. *Coordinate system wide economic development priorities.*
2. *Develop improved partnerships with regional economic development service providers.*

Outreach and Globalization

Our Land-Grant mission provides an expectation that the University will address societal, economic and environmental issues that affect the lives and well-being of citizens of Tennessee and beyond. Engagement of the University with the state's citizens, communities, counties, and regions occurs through a variety of outreach programs and is an expectation for each academic unit of the University. In the 21st century, it is also essential for our students and citizens to understand how our economy and quality of life are influenced by the global economy and marketplace.

Outreach

Benchmarks

- *Patients or clients served through our units*
- *Percentage of faculty engaged in externally funded outreach projects*
- *Annual expenditures for outreach*

Goals

1. *Increase awareness of outreach activities among all elected officials.*
2. *Increase impact from outreach activities to \$1B annually.*
3. *Emphasize and reward outstanding outreach activities.*

Globalization

Benchmarks

- *Percentage of students with UT-sponsored international study experience*
- *Number of active, formal international collaboration agreements*
- *Percentage of faculty engaged in a sponsored international project*

Goals

1. *Develop system-wide priorities for globalization activities.*
2. *Expand international staff/faculty/student exchange programs.*
3. *Demonstrate the benefits of globalization activities to key stakeholders.*

**Enabling our Mission
through Effective and Efficient use of
Administrative, Fiscal, Physical and Communication Resources**

The University must be effective in acquiring resources and use those resources efficiently to accomplish its mission. The University's most important resource is its employees and through an empowered organization, these employees have an opportunity to excel in their various roles. The University's administrators must ensure that its units have the needed fiscal and physical resources to accomplish their specific missions and the needs and accomplishments of its units and programs must be communicated effectively and consistently within the University and to the public.

Benchmarks

- *Faculty salaries relative to peers*
- *Diversity of faculty and staff*
- *Percentage of budget expended for administration relative to peers*
- *Capital campaign dollars raised*
- *Staff salaries relative to market*
- *Employee surveys*
- *Number of featured articles about our strategic emphasis areas in leading print media*

Goals for An Empowered Organization

- **Organizational Structure and Functions**
 1. *Clearly define administrative functions for system and campuses/institutes.*
 2. *Implement system-wide awards and recognition program.*
- **Information Technology**
 1. *Implement single student information system software for UT campuses and institutes*
 2. *Adopt system-wide standards and systems for IT operations.*
 3. *Implement statewide optical network to connect higher education campuses and institutes.*
- **Personnel Development**
 1. *Increase faculty and staff total compensation to improve recruitment and retention of quality employees*
 2. *Improve diversity among UT's faculty and staff.*
 3. *Support continuous employee development programs to enhance skills and knowledge.*
 4. *Incorporate succession planning in personnel development programs.*

Goals for Maximizing Resources

- **External Resources**
 1. *Raise \$1 billion for the University in a major capital campaign.*
 2. *Increase percentage of THEC recommendation actually funded for UT units.*
 3. *Increase UT's share of State grants and contracts.*
- **Internal Resources**
 1. *Implement an integrated, comprehensive resource planning strategy that includes fiscal, physical and human resources.*
 2. *Consolidate appropriations to fewer entities to maximize flexibility of use of available state resources.*

Goals for Communicating Effectively

- 1. Create a clear and compelling message brand identity for UT.***
- 2. Enhance general awareness of UT.***
- 3. Ensure that employees are informed advocates for UT.***
- 4. Build stronger state legislative support for UT.***
- 5. Build support for UT funding opportunities at federal level.***

A Spirit . A Vision . A Plan

	2006	2007	2008	2009	2010	2011	2012	2013	2014	2015
<u>Student Access and Success</u>										
Access										
Enrollment at UT campuses										
Enrollment of underrepresented groups										
Scholarship support per entering student (\$)										
Success										
Graduation rate (%)										
Graduation rate for underrepresented groups (%)										
Graduated in STEM majors (%)										
<u>Research and Economic Development</u>										
Research										
Annual research expenditures (\$)										
Number of Governor's Chairs										
Number of national academy members										
Economic Development										
Number of intellectual property disclosures										
Number of patents issued										
Estimated economic impact of technology transfer (\$)										
<u>Outreach and Globalization</u>										
Outreach										
Patients or clients served through our units										
Faculty engaged in externally funded outreach projects (%)										
Annual expenditures for outreach (\$)										
Globalization										
Students with UT-sponsored international study experience (%)										
Number of active, formal international collaboration agreements										
Faculty engaged in a sponsored international project (%)										
<u>Organization, Resources and Communication</u>										
Capital campaign dollars raised (\$)										
Faculty salaries relative to peers (%)										
Staff salaries relative to market (%)										
Employee satisfaction survey (% rated satisfied or above)										
Faculty and staff from underrepresented groups (%)										
Number of featured articles about our strategic emphasis areas										
Employee communication survey (%ile ranking for knowledge level)										

BOARD OF TRUSTE
THE UNIVERSITY OF TENNESSEE

ACTION ITEM

DATE: June 20, 2006

COMMITTEE: Executive and Compensation

CAMPUS/INSTITUTE: The University of Tennessee

ITEM: **Resolution Appointing a Managerial Group for U.S. Government Contracts**

RECOMMENDATION: Approval

PRESENTED BY: Catherine S. Mizell, Vice President, General Counsel and Secretary

SUMMARY

The Department of Energy requires the Board to appoint a Managerial Group and delegate to that group responsibility for negotiation, execution, and administration of U.S. Government contracts. Only members of the Managerial Group will receive security clearance and have access to classified information.

The Board initially appointed a Managerial Group by resolution adopted on December 11, 2001. A new resolution is required to reflect changes in personnel. The resolution is attached.

RESOLUTION OF THE BOARD OF TRUSTEES
APPOINTING THE MANAGERIAL GROUP FOR CONTRACTS BETWEEN
THE UNIVERSITY OF TENNESSEE AND THE UNITED STATES GOVERNMENT
PURSUANT TO
THE NATIONAL INDUSTRIAL SECURITY PROGRAM OPERATING MANUAL

Adopted by the Board of Trustees on June 21, 2006

BE IT RESOLVED BY THE BOARD OF TRUSTEES OF THE UNIVERSITY OF TENNESSEE THAT:

1. Those persons occupying the following positions at The University of Tennessee shall be known as the Managerial Group, having the authority and responsibility for the negotiation, execution, and administration of U.S. Government contracts as described in the National Industrial Security Program Operating Manual:

President and Chief Executive Officer
Executive Vice President
Chief Financial Officer
Chancellor, Knoxville Campus
Vice Chancellor for Research, Knoxville
Director of Grants and Contracts and Facility Security Officer
Vice President and General Counsel
Vice President and Treasurer
Vice President for Administration and Finance
Associate Vice President for The University of Tennessee Space Institute

2. The Chief Executive and the members of the Managerial Group are clear, or will be processed for clearance, to the level of The University of Tennessee's facility clearance. If uncleared, pending issuance of the requested access authorization, such individual shall be excluded from all access and shall not participate in any decision or other matter pertaining to the protection of classified information and/or special nuclear material.
3. The above-named Managerial Group is hereby delegated all of the Board's duties and responsibilities pertaining to the protection of classified information and/or special nuclear material released to The University of Tennessee.
4. In the future, when any individual is appointed to the Managerial Group as an additional member or replacement member, such individual shall immediately be processed for an access authorization at the same level as The University of Tennessee's facility clearance. Pending issuance of this requested access authorization, such individual shall be excluded from all access and shall not participate in any decision or other matter pertaining to the protection of classified information and/or special nuclear material.
5. The following named officers and members of the Board of Trustees of The University of Tennessee shall not require, shall not have, and can be effectively excluded from access to all classified information and/or special nuclear material released to The University of Tennessee and do not occupy positions that would

enable them to affect adversely the policies or practices of The University of Tennessee's performance of classified contracts for the U.S. Government:

Officers

<u>Name</u>	<u>Title</u>
Roger G. Brown	Chancellor, The University of Tennessee at Chattanooga
Joseph DiPietro	Vice President for Agriculture
David N. Dunagan	Chancellor, The University of Tennessee at Martin
David E. Millhorn	Vice President for Research
Henry Nemcik	Vice President for Development and Alumni Affairs
William F. Owen, Jr.	Chancellor, The University of Tennessee Health Science Center, and Vice President for Health Affairs

Members of the Board of Trustees

<u>Name</u>	<u>Title</u>
Philip N. Bredesen	Governor and Chair of the Board
Richard G. Rhoda	Executive Director, Tennessee Higher Education Commission
Lana C. Seivers	Commissioner of Education
Ken Givens	Commissioner of Agriculture
Johnnie D. Amonette	Trustee
William Y. Carroll	Trustee
Barbara C. Castleman	Trustee
Spruell Driver, Jr.	Trustee
J. Steven Ennis	Trustee
James A. Haslam II	Trustee
Waymon L. Hickman	Trustee
Rhynette N. Hurd	Trustee
Jerry L. Jackson	Trustee
Andrea J. Loughry	Trustee
James L. Murphy III	Trustee
Lawrence Pfeffer	Trustee
Karl A. Schledwitz	Trustee
Don C. Stansberry, Jr.	Trustee
William B. Stokely III	Trustee
Joseph Sturdivant	Trustee
John C. Thornton	Trustee
Susan Williams	Trustee
James L. Wolford	Trustee
Nonvoting Faculty Member	Trustee
Nonvoting Student Member	Trustee

RESOLUTION OF THE BOARD OF TRUSTEES
APPOINTING THE MANAGERIAL GROUP FOR CONTRACTS BETWEEN
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