



9-10-2009

## University of Tennessee Board of Trustees Exhibit Records, 2009 September 10, Exhibits 1 - 8

University of Tennessee

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**Mizell, Catherine S**

*Lisa - for  
committee meeting  
files*

**From:** UT System Office of Communications  
**Sent:** Thursday, September 03, 2009 4:46 PM  
**Subject:** UT Executive and Compensation Committee and Trusteeship Committee to Meet Sept. 10 in Nashville

University of Tennessee System  
Office of Communications  
(865-974-1114)

FOR IMMEDIATE USE  
September 3, 2009

UT Executive and Compensation Committee and Trusteeship Committee to Meet Sept. 10 in Nashville

KNOXVILLE -- The University of Tennessee Board of Trustees Executive and Compensation Committee and Trusteeship Committee will meet Sept. 10 in Nashville.

The Executive and Compensation Committee meeting will begin at 12 p.m. CDT in the offices of Bradley Arant Boult Cummings, 1600 Division St., Suite 700.

Agenda items include:

- President's report, including follow up from the recent board workshop
- Update from ad hoc committees
- Planning for fall meeting of the board
- Approval of post-chancellor appointment for Hershel P. Wall
- Approval of arrangement for retiree Sylvia Davis to perform part-time services as special assistant to the executive vice president
- Grant of tenure to four UT Knoxville faculty under expedited procedures
- Approval of proposed amendment to University Health Care System charter

The Trusteeship Committee meeting will follow at 1:45 p.m. CDT in the same location.

Agenda items include:

- Bylaw amendments concerning titles of certain elected University officers and a Health Affairs Advisory Board
- Amendment of the Code of Ethics for Appointed Trustees
- Follow-up from last meeting
- Board involvement in accreditation

- Association of Governing Boards of Universities and Colleges statement on responsibility for institutional governance

For more information about the board, visit <http://bot.tennessee.edu/>.

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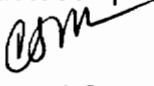
Elizabeth Davis, (865) 974-5179, [elizabeth.davis@tennessee.edu](mailto:elizabeth.davis@tennessee.edu)

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MEMORANDUM

TO: Members of the Trusteeship Committee

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

DATE: September 4, 2009

SUBJECT: Meeting of the Trusteeship Committee on September 10, 2009

Upon call of the Chair, the Trusteeship Committee will meet at 1:45 p.m. CDT on Thursday, September 10, 2009, in the offices of Bradley Arant Boult Cummings, 1600 Division Street, Suite 700, Nashville, Tennessee.

The agenda and materials for the meeting are attached. Copies will also be available at the meeting.

Please let me know if you have questions or need assistance.

Attachments

c: Other Members of the Board of Trustees



BOARD OF TRUSTEES  
THE UNIVERSITY OF TENNESSEE

TRUSTEESHIP COMMITTEE

1:45 pm CDT  
Thursday  
September 10, 2009

Bradley, Arant, Boult, Cummings  
1600 Division Street, Suite 700  
Nashville, Tennessee

AGENDA

- I. Call to Order
- II. Roll Call
- III. Minutes of Last Meeting (*behind agenda*)
- IV. Opening Remarks of the Committee Chair
  - A. Inviting AGB to Host a Forum at the Baker Center for Public Policy
  - B. Public Policy Initiative by Ingram Center for Public Trusteeship and Governance
- V. Bylaw Amendments--Action
  - A. Titles of Certain Elected University Officers .....Tab 1
  - B. Health Affairs Advisory Board.....Tab 2
- VI. Amendment of the Code of Ethics for Appointed Trustees--Action .....Tab 3
- VII. Setting Next Committee Meeting.....Tab 4
- VIII. Follow-up from Last Meeting
  - A. "The Gremlins of Governance," July/August *Trusteeship*
  - B. 2010 AGB National Conference on Trusteeship
  - C. Online Board Tools
  - D. Fourth Board Meeting in 2010
- IX. Board Involvement in Accreditation (Joint Advisory Statement from AGB-CHEA)
- X. AGB Statement on Responsibility for Institutional Governance
- XI. Other Business
- XII. Adjournment

**DRAFT**  
MINUTES OF THE TRUSTEESHIP COMMITTEE  
BOARD OF TRUSTEES  
THE UNIVERSITY OF TENNESSEE

May 14, 2009  
Nashville, Tennessee

The Trusteeship Committee of the Board of Trustees of The University of Tennessee met at 12:00 p.m., CDT, on Thursday, May 14, 2009, in the offices of Bradley Arant Boult Cummings, Suite 700, 1600 Division Street, Nashville, Tennessee.

**I. CALL TO ORDER**

Mrs. Andrea J. Loughry, Chair, called the meeting to order.

**II. ROLL CALL**

Ms. Catherine Mizell, Secretary, called the roll, and the following members were present:

Anne Holt Blackburn  
William Y. Carroll  
Andrea J. Loughry  
James L. Murphy, III  
Jan F. Simek

The Secretary announced the presence of a quorum.

**III. APPROVAL OF MINUTES OF PRIOR MEETING**

Chair Loughry called for corrections or additions to the minutes from the October 23, 2008 joint meeting of the Executive and Compensation Committee and the Trusteeship Committee. There being no corrections or additions, Mr. Carroll moved approval the minutes, and Mr. Murphy seconded. The motion carried unanimously.

**IV. OPENING REMARKS OF THE COMMITTEE CHAIR**

Chair Loughry stated that over the last couple of weeks she has experienced some of the highlights of being a UT Trustee. She discussed her attendance at the recent graduation ceremonies across the state, the installation ceremony of Dr. Jimmy Cheek as Chancellor of UTK, and the inspiring acceptance speech by Dr. Dolly Parton for her honorary degree from UTK. She stated that she wanted to continue to encourage the Trustees to participate in the graduation ceremonies as well as the student shadowing opportunities on each of the campuses this fall. She noted that they provide opportunities to enhance the Trustees' professional development, an important charge for this Committee. In

that regard, Chair Loughry called on Mr. Murphy to discuss his attendance at the AGB annual trusteeship conference.

**V. VICE CHAIR'S EXECUTIVE SUMMARY OF AGB NATIONAL CONFERENCE ON TRUSTEESHIP**

Mr. Murphy stated that he attended the recent AGB National Conference on Trusteeship in San Diego. He discussed Henry Nemick's roundtable presentations on the use of incentive compensation in a development office. He stated that Mr. Nemick's sessions were well attended and attendees were very interested in the extensive working details presented. Attendees were very complimentary of the fact that not only does the plan provide compensation incentive, but it also focuses on a very detailed work plan for all of the staff and provides a mechanism to really evaluate where employees are in their work plan. He passed on highlights from the presentations including comments Mr. Nemick made regarding changes to the way his staff works due to the specific goals of the plan. Mr. Murphy discussed potentially spreading the detailed work plan utilized as part of the Development Office incentive compensation plan to other departments in the University, without the incentive compensation component.

He discussed highlights of Dr. Richard Chait's opening session presentation about strategic thinking for Trustees. Dr. Chait's presentation discussed potential hindrances to effective governance and the concept of strategic thinking where the trustees collectively articulate a few feasible and comprehensive big ideas to the President to give him or her clear guidance on important issues instead of leaving it to the administration to intuit them from Board meetings. He discussed a presentation by the Assistant Director of the FBI, which noted the importance of knowing your local FBI office, resources they can provide for security, risk assessment, etc. He noted there was a presentation regarding presidential searches, which highlighted compensation (discussed trends, importance of written contract), but was also frustrating because it assumed the institution could hold confidential meetings, which may be impractical or illegal for some institutions.

Chair Loughry stated that a DVD of the conference is provided to the attendees. She noted that as the Committee talks more about making interactive information available to the Trustees, that information may be a good addition. She noted that she requested a hard copy of the materials for the strategic thinking discussions and she would like to share the information with the other Trustees.

Chair Loughry stated that she appreciated Mr. Murphy taking the time and spending his personal resources to attend the conference and report back to the Trustees.

**VI. PROPOSED BYLAW AMENDMENT CONCERNING FREQUENCY OF BOARD MEETINGS**

Chair Loughry stated that this Board has had numerous discussions over the past several years regarding frequency of meetings to handle the volume of business as



this has become a more engaged Board. She reported that the Trustees have tried various approaches to the meeting schedule to try and solve the complaint that there is just not enough time during committee and Board meetings. She stated that she would like the Committee to look at other alternatives for freeing up more time during meetings for our decision making roles. She referred to the data in the meeting materials regarding meeting frequency for peers (Exhibit 1). She proposed looking at increasing the number of meetings.

Mr. Murphy stated that there really is not a question of whether to meet more frequently; rather, the question is how do we do it in a manner that is most cost effective. An additional regular meeting of the Board will raise costs, not just for the Board budget, but also the costs for all the staff that come to the meetings from the system administration and each campus. Mr. Murphy stated that, at the same time, the Trustees recognize the necessity to meet more often to spend more time on substance. The Committee discussed off-cycle committee meetings in lieu of assembling the full Board and thus allowing for two full days of meetings when the full Board is convened. Mr. Murphy stated that the negative to that approach is that it will be increasingly more difficult for Trustees who are non-committee members to attend every committee meeting. Ms. Mizell stated that the biggest cost saving would be limited staff travel to the off-cycle committee meetings.

Dr. Simek discussed holding a Board meeting independent of the committee meetings, such as a workshop where general principals are considered. He also asked the Committee to consider holding simultaneous committee meetings when the full Board is convened. Mr. Murphy stated that this Board has operated so that each Trustee can attend each committee meeting, and the question becomes whether that is a necessity. He noted that off-cycle committee meetings have started in a limited way with the Audit Committee, Trusteeship Committee and special committees. In response to the Committee's discussion to hold a fourth regular meeting, Ms. Mizell stated that earlier in this decade, prior to the Board culture changing, the Board added a fourth meeting, but after a couple of cycles, it was discontinued as being necessary. The Committee discussed the two-day meeting structure and whether adding a fourth similar style meeting would allow any more time at the meetings. Mr. Carroll stated that he agreed with Dr. Simek's suggestion to hold a fourth meeting that would be a workshop to consider larger issues. Mr. Murphy stated that staff attendance could also be limited to only those who are necessary for the specific workshop topics to keep costs down.

Chair Loughry asked what the costs were for the recently held EEF Committee meeting that allowed for video conference participation from each campus. Ms. Mizell responded that there was no cost for the video conferencing, and the simultaneous webcasting cost approximately \$100. Chair Loughry asked that the administration explore the use of video conferencing to potentially enhance the ease of the meetings and control the costs. Mr. Murphy discussed potential Sunshine Law issues with holding video conference committee meetings, noting there must be a quorum present in a single location.

Ms. Blackburn stated that attending all committee meetings, even when she is not a member of the committee, helps her to understand better the issues voted on at the Board meeting. Mr. Murphy further noted that part of that stems from the fact that there is not time for in-depth discussion of ongoing topics with new Trustees and this proposed once-a-year workshop could provide this opportunity. Dr. Simek suggested holding a fourth meeting in public, as a workshop, in public, for discussion of such fundamental aspects of the University as how we encourage non-traditional, underrepresented students to attend the University, what kind of programs we have, what we do when they attend, what we do to make them successful. He noted that, in the end, one of the benefits maybe interaction with a wider public.

Mr. Murphy stated that the issue before the Committee today is to decide whether or not to make a recommendation to allow the Board the flexibility to add a fourth meeting without having to call a special meeting. The bylaw change proposed will not mandate a fourth meeting. At the Board meeting in June when the schedule for the regular meetings is voted on, the Board would determine whether to hold three or four meetings for the year. Ms. Blackburn expressed concern that a workshop or retreat may be viewed as unnecessary by the public because votes are not taken. The Committee stated that costs would be controlled and the site of the meeting would be reasonable. Ms. Mizell commented that there are many informational items in committee meetings that could be transferred to the fourth meeting to make more time at the regular meetings. Chair Loughry discussed potentially rotating the campus showcase and holding it once a year to allow more time for discussion of action items at the Board meetings. Mr. Murphy suggested that the campuses prepare an online presentation that the Trustees could view, not necessarily during the meeting. Ms. Mizell noted that there has been criticism when the Board meets outside Knoxville and does not have time to see the campus or interact with staff or students.

Mr. Murphy moved recommendation of the proposed bylaw amendment as presented at this meeting to allow the Board to schedule more than three stated (regular) meetings each year. Ms. Blackburn seconded the motion, and it carried unanimously.

## **VII. REVIEW OF QUALIFICATIONS AND CORE COMPETENCIES FOR TRUSTEES**

Chair Loughry stated that in the summer of 2003, Governor Phil Bredesen appointed the Governance Task Force to review and recommend changes to the Board's governance processes. One of the recommendations of the Task Force was that a set of qualifications and core competencies for membership on the Board of Trustees be developed and transmitted to the Governor each year. Chair Loughry asked Ms. Mizell to discuss the Review of Qualifications and Core Competencies for Trustees for the Committee members to understand its background (Exhibit 2). Ms. Mizell stated that a Statement of Qualifications and

Core Competencies was adopted by the Board of Trustees in March 2005. It was subsequently modified to incorporate a Bylaw change concerning requirements for membership on the Audit Committee. She stated that each year, she sends a copy of the Statement of Qualifications and Core Competencies to the Governor for his consideration in making appointments to the Board along with a letter discussing the open positions, the statutory requirements for those positions, and a spreadsheet showing how the statutory requirements are met by the current members. She noted that there are three positions open this year--the non-voting faculty member, the non-voting student member, and Mr. Murphy's position. Mr. Murphy is eligible for re-appointment. She noted that there are no six-year terms expiring in 2010.

Ms. Blackburn stated that she appreciated this informational report. Chair Loughry asked Ms. Mizell to update this Committee on the time frame for the Board's self-assessment. Ms. Mizell stated that the self assessment is conducted not less often than every three years, and the next assessment would be in 2010. Chair Loughry stated that this time around, following what has become the national norm in human resources, she proposed an opportunity for the President and some senior staff to critique the Board.

## **VIII. DISCUSSION OF ONLINE BOARD TOOLS**

Ms. Mizell discussed her goals in moving toward an electronic Board book with the ultimate goal of the Board meeting materials being paperless, with some sort of electronic format in front of each Trustee. She stated that an initial question is whether the Board ready to move in that direction. She reported that for my own purposes, the ease of building the Board book electronically is reason alone to go paperless. The advantage to the Board is providing the materials at the earliest possible time. She noted that other benefits would include savings from printing and mailing the notebooks. Mr. Murphy asked what the cost per meeting was for printing and mailing. Ms. Mizell responded that she would estimate at least \$2500.00, not including labor. Another goal would be to use the online system to schedule meetings. Presently, setting meetings is a very time consuming process. Finally, the online system would be a "one-stop-shop" for the Trustees to go for all needed information, including archived information. Ms. Mizell stated that the timeline would be approximately one year from the start of the process to the point where notebooks would no longer be printed.

The Committee discussed the convenience of having everything available online and the feasibility of transitioning the Board to electronic materials. The Chair noted that the Board is now completely accessible by email. Mr. Murphy discussed the reliability of being able to connect wirelessly to review the materials before and during the meetings. He stated that an alternative may be to mail a drive or cd with the materials. The Committee also discussed whether it would be necessary to make laptop computers available for viewing materials during the meeting.

Ms. Mizell discussed the software needed for this project. She discussed a recent AGB webinar comparing different products and stated that ultimately the

administration would be making a decision between developing something on our own or purchasing a board portal program already in the market (Exhibit 3). The current Trustee website has come a long way and already has a great deal of information available--minutes, charters, bylaws, a selection of policies, archived webcasts, etc. The Chair stated that the additional materials, including the President's memos, have been an excellent resource. Mr. Dye noted that there is more that can be done to the site to make it more user friendly. He stated that his staff is holding off on more updates until the Board makes a determination about paperless notebooks and the administration decides on a format. Ms. Mizell noted that for the past three years she has been emailing materials to Trustees electronically to try to get materials to Trustees as quickly as possible prior to each meeting. She noted that she can also supply each Trustee with an entire scanned notebook approximately two weeks prior to each meeting. Mr. Dye noted that the scanned notebook is also supplied to the media. Mr. Murphy asked whether the next step would be to simply not send the printed notebook. Ms. Mizell stated that she would like to move forward and build the book electronically rather than print and scan the book. Mr. Dye added that the end result would be more user friendly and interactive than a scanned book. Ms. Mizell presented a demo site from the University of Rochester, which worked with Microsoft to develop a Board portal for their board. Microsoft released the intellectual property on this, the template itself, for free. Anyone can use it to build their own version. Ms. Mizell stated that there is a way to take that template and build our portal that would allow us to build the book electronically, which should result in a significant reduction of staff time required to build the book.

Ms. Mizell explained that the Microsoft template sits on top of Sharepoint, a repository of documents that allows you to work collaboratively. The University has just begun to use Sharepoint. She stated that it would take approximately a year to build the portal and have it running using the Microsoft template and Sharepoint.

Ms. Blackburn asked what a realistic timeline would be. Ms. Mizell stated that it depends on whether the University builds a portal or buys one. If purchased, the goal would be to have the portal completely operational by June of next year. Ms. Blackburn asked whether there would be any sensitivity concerns with using an outside product. Ms. Mizell stated that one of the real advantage of an externally hosted portal is the security provided. Ms. Mizell stated that the real difference between the two options is the upfront costs. She noted that substantial University IT resources would have to be expended to build a product similar to an externally hosted product. Ms. Mizell demonstrated the externally hosted board portal used by the University of Debuque. Ms. Mizell stated that the University's IT staff could eventually produce a similar kind of product, but not anytime soon. The product being used by Debuque has user-based pricing, and 50 users would cost approximately \$16,870 annually for four meetings. There is also an additional one time training fee. She noted that the product comes with continual training and 24/7 support. Dr. Simek asked how press requests would be handled. Ms. Mizell stated that it may be possible to purchase a guest license. She and Mr. Dye commented that the price is extremely reasonable compared with the cost in resources for UT to

build something comparable and then to support it for the long term. The Chair stated that she would have concerns about taking our IT resources away from some critical projects such as Banner implementation. Dr. Simek stated that it may be that we do a phased project utilizing an external product for the time being and then perhaps creating our own product down the road. Mr. Murphy stated that the more we can go toward electronic the better for efficiency and cost in the long term and also the environment. The Chair stated that this has the potential to save resources and costs and certainly something she wants to move toward. She thanked Ms. Mizell for her report and the research she has done.

**IX. OTHER BUSINESS**

The Chair asked if there was any other business to come before the Committee. There was none.

**X. ADJOURNMENT**

There being no further business to come before the Committee, the meeting was adjourned.

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Catherine S. Mizell  
Vice President, General Counsel and Secretary

BOARD OF TRUSTEES  
THE UNIVERSITY OF TENNESSEE

ACTION ITEM

DATE: September 10, 2009

COMMITTEE: Trusteeship

ITEM: **Bylaw Amendment Concerning Titles of Certain Elected University Officers**

RECOMMENDATION: Approval

PRESENTED BY: Jan F. Simek, Interim President

The proposed Bylaw amendment (attached) is necessary to bring the titles of certain elected University officers into conformance with the system administration reorganization approved by the Board on June 17, 2009. Upon approval by the Trusteeship Committee, the amendment will be presented to the full Board for approval at the Fall Meeting on October 9, 2009.

**BYLAW AMENDMENT CONCERNING  
TITLES OF CERTAIN ELECTED UNIVERSITY OFFICERS**

Under Article IV of the current Bylaws, the elected officers of The University of Tennessee have the following titles:

President

**Executive Vice President**

Senior Vice President and Chief Financial Officer

Vice President for Agriculture

Vice President for Development and Alumni Affairs

**Vice President, General Counsel and Secretary**

**Vice President for Research and Economic Development**

**Vice President and Treasurer**

Chancellor of The University of Tennessee at Chattanooga

**Chancellor of The University of Tennessee Health Science Center and Vice**

**President for Health Affairs**

Chancellor of The University of Tennessee at Knoxville

Chancellor of The University of Tennessee at Martin

**Proposed Amendments**

AMEND Article IV of the Bylaws to delete the title "Executive Vice President" wherever it appears and substitute the title "Executive Vice President and Vice President for Research and Economic Development;" and

FURTHER AMEND Article IV of the Bylaws to delete the title "Vice President for Research and Economic Development" wherever it appears; and

FURTHER AMEND Article IV of the Bylaws to delete the title "Vice President, General Counsel and Secretary" wherever it appears and substitute the title "General Counsel and Secretary;" and

FURTHER AMEND Article IV of the Bylaws to delete the title "Vice President and Treasurer" wherever it appears and substitute the title "Treasurer and Chief Investment Officer;" and

FURTHER AMEND Article IV of the Bylaws to delete the title "Chancellor of The University of Tennessee Health Science Center and Vice President for Health Affairs" wherever it appears and substitute the title "Chancellor of The University of Tennessee Health Science Center."

BOARD OF TRUSTEES  
THE UNIVERSITY OF TENNESSEE

ACTION ITEM

DATE: September 10, 2009

COMMITTEE: Trusteeship

ITEM: **Bylaw Amendment Concerning a Health Affairs  
Advisory Board**

RECOMMENDATION: Approval

PRESENTED BY: James L. Murphy, III, Vice Chair of the Board

In keeping with a recommendation of the ECG Management Consultants' Final Report of its assessment of the UT Medical Group, and in keeping with the endorsement of the Executive and Compensation Committee and the Audit Committee of the Board, the proposed Bylaw amendment (attached) directs the Vice Chair of the Board to appoint a Health Affairs Advisory Board to serve in an advisory capacity to the President and the UTHSC Chancellor in the oversight and management of UTHSC, including its relationship with the UT Medical Group and other affiliated entities.

Upon approval by the Trusteeship Committee, the amendment will be presented to the full Board for approval at the Fall Meeting on October 9, 2009.



## BYLAW AMENDMENT CONCERNING A HEALTH AFFAIRS ADVISORY BOARD

### **Proposed New Section 13 of Article IV**

Section 13. (a) In consultation with the President and the Chancellor of the Health Science Center, the Vice Chair of the Board shall appoint a Health Affairs Advisory Board to advise the President and the Chancellor in the oversight and management of the statewide Health Science Center, including oversight of its relationship with The University of Tennessee Medical Group (UTMG) and other affiliated entities.

(b) The membership of the Health Affairs Advisory Board shall include at least one Trustee from Memphis, Knoxville, and Chattanooga where the three primary campuses of the Health Science Center are located, but Trustees shall not constitute a majority of the Board membership. Membership shall also include representatives of the Health Science Center administration and the University system administration, who shall serve *ex officio*; Health Science Center faculty and students; and community representatives.

(c) The term of appointment for a Trustee member of the Health Affairs Advisory Board shall continue as long as the Trustee is serving on the Board of Trustees. The term of appointment of an *ex officio* member shall continue as long as the member is in office. The term of appointment for all other members shall be two years from the date of appointment, and members shall be eligible for reappointment for successive terms.

(d) The Chancellor of the Health Science Center, with the concurrence of the President, shall name the Chair of the Health Affairs Advisory Board from among the *ex officio* members.

(e) The Health Affairs Advisory Board shall meet at the call of its Chair, the President, or the Chancellor of the Health Science Center. The Board shall meet at least two times each year.

(f) The President shall periodically report on the activities of the Health Affairs Advisory Board to the Board of Trustees.

BOARD OF TRUSTEES  
THE UNIVERSITY OF TENNESSEE

ACTION ITEM

DATE: September 10, 2009

COMMITTEE: Trusteeship

ITEM: **Amendment of the Code of Ethics for Appointed Trustees**

RECOMMENDATION: Approval

PRESENTED BY: Catherine S. Mizell, Secretary

A recent question from a Trustee has pointed out the need to provide greater clarity in the Code of Ethics for Appointed Trustees concerning letters of recommendations for relatives seeking employment with the University. The proposed amendment of the Code of Ethics makes it clear that letters of recommendation and other actions in aid of a relative seeking employment with the University are prohibited under Article II, Section 2, of the Code even though routine letters of recommendation for non-relatives seeking employment with the University are allowed under Article II, Section 3.

The proposed amendments appear on page 2 of the attached copy of the Code. Upon approval by the Trusteeship Committee, the amendment will be presented to the full Board for approval at the Fall Meeting on October 9, 2009.

# **PROPOSED AMENDMENT**

## **THE UNIVERSITY OF TENNESSEE BOARD OF TRUSTEES**

### **CODE OF ETHICS FOR APPOINTED TRUSTEES**

Adopted by the Board of Trustees December 12, 2003

#### **ARTICLE I GOVERNANCE RESPONSIBILITIES**

Section 1. Public Trust. The General Assembly of the State of Tennessee constituted the Board of Trustees as a corporate entity responsible for the governance of The University of Tennessee. Trustees hold a position of public trust and are expected to carry out their governance responsibilities in an honest, ethical, and diligent manner.

Section 2. Welfare of the Entire University. Trustees bring diverse backgrounds and expertise valuable to the governance of a comprehensive, statewide university system. In carrying out their duties, however, Trustees must keep the welfare of the entire University paramount over any parochial interest.

Section 3. Duty of Care. Trustees must discharge their duties, including duties as a member of a committee, in good faith, with the care an ordinarily prudent person in a like position would exercise under similar circumstances, and in a manner the Trustee reasonably believes to be in the best interest of the University.

Section 4. Time Commitment. In undertaking the duties of the position, a Trustee shall make the commitment of time necessary to carry out the Trustee's governance responsibilities. Failure of a Trustee to attend three regular meetings in succession of the Board or of a committee on which the Trustee serves shall be cause for the Board to consider the Trustee's removal.

Section 5. Due Diligence. Trustees shall undertake with due diligence a critical analysis of the risks and benefits of any matter coming before the Board for action. Trustees shall promote a culture of constructive debate about major initiatives and transactions and shall require management to provide information necessary to carry out the Trustees' duty of care to act in the best interest of the University.

Section 6. Legal Authority. Except as otherwise provided by law or bylaw, Trustees shall have no legal authority to act outside of Board meetings. Trustees shall avoid acting as a spokesperson for the entire Board unless specifically authorized to do so.

## ARTICLE II CONFLICT OF INTEREST

Section 1. Conflict of Interest Policy. Trustees shall abide by the Conflict of Interest Policy for Trustees, as amended from time to time. Upon appointment and annually thereafter, Trustees shall file a financial disclosure form as required by the Conflict of Interest Policy for Trustees. The Audit Committee of the Board shall monitor compliance with the Conflict of Interest Policy for Trustees.

Section 2. Personal Benefit or Gain. Trustees shall not use the authority, title, prestige, or other attribute of the office for personal benefit or gain for themselves or for any relative. Trustees are specifically prohibited by law from procuring, or being a party in any way to procuring, the appointment of a relative to a position of trust or profit connected with the University (Tennessee Code Annotated section 49-9-207). In keeping with this statutory prohibition, Trustees may not write a letter of recommendation or take any other action in aid of a relative's effort to obtain employment with the University.

Section 3. Favored Treatment. Trustees shall not use the authority, title, prestige, or other attribute of the office to obtain consideration, treatment, or favor for any person beyond that which is generally available. This section applies, but is not limited to, efforts to influence administrative decisions with respect to an individual's admission, employment, discipline, and similar matters. However, except as expressly prohibited by Article II, Section 2, concerning a relative's effort to obtain employment with the University, this section does not prohibit routine letters of recommendation or requests for information about the status of an individual's admission, employment, discipline, and similar matters.

Section 4. Gifts, Favors, and Gratuities. (1) Trustees shall not knowingly accept any gift, favor, or gratuity from any person or entity under contract with the University or seeking a contract with the University.

(2) Trustees shall not knowingly accept any gift, favor, or gratuity from any person or entity, including another Trustee, that might affect or have the appearance of affecting a Trustee's judgment in the impartial performance of the duties of the office. However, this subsection shall not be construed to apply to a Trustee's incidental benefit from another Trustee's gift of money, property, or services to the University or to any benefit commonly available to Trustees by virtue of the office. Nor shall this subsection be construed to

prohibit acceptance of benefits from the University in connection with donations to the University.

### ARTICLE III COMPLIANCE

Section 1. Reporting of Violations. Anyone who believes that he or she has information indicating that an appointed Trustee has violated the Code of Ethics shall make a written disclosure of the facts and circumstances to the Chair of the Board Process and Governance Committee. If the alleged violation involves the Chair or any member of the Board Process and Governance Committee, the disclosure shall be made to the Vice Chair of the Board. The Chair of the Board Process and Governance Committee shall refer alleged violations of the Conflict of Interest Policy for Trustees to the Audit Committee unless the allegation is against a member of the Audit Committee.

Section 2. Review of Allegations. The chair of the appropriate committee (or the Vice Chair of the Board) shall review the alleged violation with the Vice President and General Counsel to determine whether removal proceedings should be initiated against the Trustee for a material violation of the Code of Ethics.

Section 3. Hearing. An appointed Trustee accused of a material violation of the Code of Ethics shall be afforded a due process contested case hearing in accordance with the Tennessee Uniform Administrative Procedures Act, Tennessee Code Annotated, Title 4, Chapter 5.

Section 4. Removal. If a contested case hearing results in a finding that an appointed Trustee materially violated the Code of Ethics, the Board may remove the Trustee from the Board by a two-thirds vote of the Board. Upon removal, the position shall be considered vacant, and the vacancy shall be filled as provided by law.

Section 5. Certification. Upon appointment and annually thereafter, Trustees shall be provided with the Code of Ethics and shall certify in writing that they have read the Code of Ethics and will comply with its provisions.

BOARD OF TRUSTEES  
THE UNIVERSITY OF TENNESSEE

ACTION ITEM

DATE: September 10, 2009  
COMMITTEE: Trusteeship  
ITEM: **Setting Next Committee Meeting**  
RECOMMENDATION: Approval  
PRESENTED BY: Catherine S. Mizell, Secretary

In accordance with the Bylaws, the Trusteeship Committee must hold a third meeting before the end of the calendar year. Please be prepared to report your availability on the following proposed dates:

Thurs, Nov 12, Nashville (before or after SBC meeting at 11:00)

Thurs, Nov 19, Nashville (afternoon following THEC meeting)

Sat, Nov 21, Knoxville (three hours or so before kick-off)

Thurs, Dec 10, Nashville (before SBC meeting at 11:00)

Thurs, Dec 17, Nashville (afternoon)

**Mizell, Catherine S**

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*Lisa - for  
committee meeting  
files*

**From:** UT System Office of Communications  
**Sent:** Thursday, September 03, 2009 4:46 PM  
**Subject:** UT Executive and Compensation Committee and Trusteeship Committee to Meet Sept. 10 in Nashville

University of Tennessee System  
Office of Communications  
(865-974-1114)

FOR IMMEDIATE USE  
September 3, 2009

UT Executive and Compensation Committee and Trusteeship Committee to Meet Sept. 10 in Nashville

KNOXVILLE -- The University of Tennessee Board of Trustees Executive and Compensation Committee and Trusteeship Committee will meet Sept. 10 in Nashville.

The Executive and Compensation Committee meeting will begin at 12 p.m. CDT in the offices of Bradley Arant Boult Cummings, 1600 Division St., Suite 700.

Agenda items include:

- President's report, including follow up from the recent board workshop
- Update from ad hoc committees
- Planning for fall meeting of the board
- Approval of post-chancellor appointment for Hershel P. Wall
- Approval of arrangement for retiree Sylvia Davis to perform part-time services as special assistant to the executive vice president
- Grant of tenure to four UT Knoxville faculty under expedited procedures
- Approval of proposed amendment to University Health Care System charter

The Trusteeship Committee meeting will follow at 1:45 p.m. CDT in the same location.

Agenda items include:

- Bylaw amendments concerning titles of certain elected University officers and a Health Affairs Advisory Board
- Amendment of the Code of Ethics for Appointed Trustees
- Follow-up from last meeting
- Board involvement in accreditation

- Association of Governing Boards of Universities and Colleges statement on responsibility for institutional governance

For more information about the board, visit <http://bot.tennessee.edu/>.

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MEMORANDUM

TO: Members of the Executive and Compensation Committee

FROM: Catherine S. Mizell   
General Counsel and Secretary

DATE: September 3, 2009

SUBJECT: Meeting of the Executive and Compensation Committee on September 10, 2009

Upon call of the Chair, and as previously scheduled, the Executive and Compensation Committee will meet at 12:00 p.m. CDT on Thursday, September 10, 2009, in the offices of Bradley Arant Boult Cummings, 1600 Division Street, Suite 700, Nashville, Tennessee.

The agenda and materials for the meeting are attached. Copies will also be available at the meeting.

Please let me know if you have questions or need assistance.

Attachments

c: Other Members of the Board of Trustees  
Members of the President's Staff



THE UNIVERSITY OF TENNESSEE  
BOARD OF TRUSTEES

EXECUTIVE AND COMPENSATION COMMITTEE

12:00 p.m. CDT  
Thursday  
September 10, 2009

Bradley Arant Boult Cummings  
1600 Division Street, Suite 700  
Nashville, Tennessee

AGENDA

- I. Call to Order
- II. Roll Call
- III. Approval of Minutes of Last Meeting (*behind agenda*)
- IV. President's Report
  - A. Follow-up on Recent Board Workshop ..... Tab 1
  - B. Other Matters
- V. Update from Ad Hoc Committees
- VI. Planning for Fall Meeting of the Board ..... Tab 2
- VII. Setting 2010 Committee Meeting Dates--Action ..... Tab 3
- VIII. Approval of Post-Chancellor Appointment for Hershel P. Wall--Action ..... Tab 4
- IX. Approval of Arrangement for Retiree Sylvia S. Davis to Perform Part-Time Services as Special Assistant to the Executive Vice President--Action..... Tab 5
- X. Grant of Tenure to Four UT Knoxville Faculty Under Expedited Procedures--Action..... Tab 6
- XI. Approval of Proposed Amendment to University Health System Charter--Action ... Tab 7
- XII. Other Business
- XIII. Adjournment

# DRAFT

## MINUTES OF THE EXECUTIVE AND COMPENSATION COMMITTEE OF THE BOARD OF TRUSTEES OF THE UNIVERSITY OF TENNESSEE

May 5, 2009  
Nashville, Tennessee

A meeting of the Executive and Compensation Committee of the Board of Trustees of The University of Tennessee was held at 12:00 P.M. CDT, Tuesday, May 5, 2009 at the offices of Bradley Arant Boult Cummings, 1600 Division Street, Suite 700, Nashville, Tennessee.

### I. CALL TO ORDER

James L. Murphy, Chair, called the meeting to order.

### II. ROLL CALL

Catherine Mizell, Secretary, called the roll, and the following members of the Executive and Compensation Committee were present:

George E. Cates  
Spruell Driver, Jr.  
James E. Hall  
Andrea J. Loughry  
James L. Murphy, III  
Jan F. Simek  
Don C. Stansberry, Jr.  
Robert S. Talbott

The Secretary announced that a quorum was present. Trustees George Cates, Monice Hagler, Doug Horne, Karl Schledwitz and Charles Wharton, and members of the administrative staff were also present.

### III. APPROVAL OF MINUTES OF LAST MEETING

The Chair called for any corrections or additions to the minutes of the January 14, 2009 meeting of the Executive and Compensation Committee. Mr. Driver asked for a correction to page 4 to clarify his request for the administration to provide data regarding proposed tuition increases and to page 7 to clarify his question regarding Mr. Horne's suggestion concerning the Knoxville campus men's and women's athletic departments. Mr. Talbott moved approval of the minutes as amended by Mr. Driver. Mrs. Loughry seconded the motion and the motion carried unanimously.

### IV. PRESIDENT'S REPORT

Chair Murphy called on Acting President Jan Simek. Dr. Simek began his report by discussing the federal stimulus funds channeled through the state for

education. He stated that there are also substantial amounts of federal stimulus funds that are managed by various federal agencies allocated by a competitive process. He stated that the University is deeply engaged in efforts to obtain additional funds through the competitive process. He reported that Dr. Millhorn chairs the executive steering committee that coordinates both system and campus applications for those grants. He briefly discussed four statewide initiatives the University is undertaking for federal grant money: a \$200 million broadband connectivity initiative, biomass crops for chemical processing and other purposes, energy and energy conservation initiatives, and a University wide initiative in math and science teacher preparation. Dr. Yegidis stated that the math and science teacher preparation initiative would be a comprehensive initiative which will include partners from the Tennessee Board of Regents system.

Dr. Simek discussed the issue of higher education governance for the State of Tennessee based on discussions in the legislature. He stated that the University has organized a working group between UT and the TBR schools that brings together the provosts and some system administrators of the University and TBR to talk about the needs of the state and how we collectively can best address those needs. He commented that he is troubled that these conversations are occurring at a time of great economic stress that could potentially lead to quick resolutions with inadvertent outcomes. He stated that the administration and Board need to carefully study best practices and also review what has not worked for other states. The Chair stated that at this time there is not a concrete proposal under consideration by the legislature. He noted that the Board and administration share many of the same goals with legislative leadership, focusing on graduation rates, the missions of the campuses, examining duplications of services, etc. Mr. Talbott stated that while there is an interim President, the Board should carefully examine the University system and the way it ought to be structured.

Dr. Simek updated the Committee on articulation agreements with TBR. He noted that agreements should be in place by the fall allowing students to move throughout the University and TBR systems. The Chair asked whether UT uses a common application for prospective students. Dr. Yegidis stated that there is a common application for the UT undergraduate campuses. The Chair asked that the administration look into possible application form uniformity with colleges and universities nationwide if there is a standard application being utilized by many schools. Mr. Stansberry recalled a program that featured a website used in some high schools that assisted students with college applications. The Chair stated that the administration should look into utilizing a type of universal application form that could make the application process easier for prospective students. Ms. Loughry asked if prospective students who have applied to UTK and have denied admission are being directed to another UT campus, if

appropriate. Dr. High confirmed that process is in place. Dr. Yegidis suggested on a related note that the University could do more dual admissions, where a student may apply to UTK and Pellissippi State and the admissions letter may let the applicant know that although admission to UTK is not currently available, admission would be granted after satisfactory completion of a two-year degree at Pellissippi State. The Chair stated that the administration should look into ways of expanding that program as much as possible.

Dr. Simek updated the Committee on fall freshman enrollment. He stated that there were good numbers to report from all of the campuses. The quality of the students continues to increase on each campus. He reported the average ACT score and high school GPA for each campus. He discussed the increase in retention rates at UTC with the use of the Freshman Academic Success Tracking program (FAST). He reported that the mid-year retention rate at UTC (fall to spring) was 90.84% up from a five year average of 84%.

Dr. Simek next discussed academic program review process. He referred to a document listing proposed program consolidations and terminations by campus, UT Academic Program Review Recommendations (Exhibit 1). He stated that the recommendations are dramatically reduced from those presented at the February Board meeting and reflect the hard work of the campuses. He noted that there were originally 20 program eliminations proposed for UTHSC, but the proposals led to discussions among the faculty and administrators that resulted in finding better and different ways to fund and sustain those programs. Many of those programs are now partially or even mostly funded from outside sources. He stated that virtually all of the proposed eliminations for UTHSC were taken off the table. He stated that the staff at UTHSC deserves a great deal of credit for their hard work. He discussed the remaining proposed consolidations and termination for UTHSC for consideration at the upcoming June Board meeting. Dr. Scheid noted that the proposed merger of the Department of OB/GYN does not involve the clinicians, and would most likely occur in conjunction with the anticipated retirement of a current professor.

At the Knoxville campus, Dr. Simek stated that the MS in Safety Education initially proposed for elimination will be merged into the Masters in Public Health. He stated that the termination of MS in Urban Planning would have occurred under normal review, as its enrollment has long been declining. He reported that there is only one faculty member in that program. The termination of Dance Education is a concentration, not a major, and no faculty are impacted. Dr. Simek asked Chancellor Cheek to discuss the MS of Social Work. Chancellor Cheek stated that he heard the Board's concern's loud and clear regarding the proposed closure of the Memphis location of the MS of Social Work when it was discussed at the February Academic Affairs and Student Success Committee meeting. He reported that further investigation revealed that one of the reasons

for closure of the Memphis location is that the University of Memphis is planning on developing a program. Dr. Cheek and Dr. Martin spoke with University of Memphis administration and discussed their desire to move forward with a MS in Social Work. He noted that 50% of the students at UTK's Memphis location come from Memphis. He stated that UTK will admit the next class and continue the program through 2011. University of Memphis plans to have their program running by 2011. He noted that one thing that was not clear at the last meeting is that UTK does offer the MS of Social Work throughout the state via distance education. He stated that UTK created a task force to review this proposal working together with faculty from the University of Memphis and UTK. The task force's first report proposes to develop a single site primarily face to face Social Work program at Memphis, the first class would be fall 2011. He reported that the proposal will go to the provost at the University of Memphis for approval next week. Dr. Simek stated that the University will do all it can to assist the University of Memphis to put the program into place. Ms. Hagler commended the Chancellor for his review of the proposal presented to the Board in February and the solution presented today, which responded to the concerns of the students and the community. Mr. Cates also noted that this type of cooperation and effort is just what is needed right now, and what needs to continue, to find a way to do something better and less expensively for the state.

Dr. Simek next discussed UT Martin proposed consolidations. He noted that UTM's approach is to consolidate programs to provide efficient administrative units and degree programs that encompass areas of study that in the past might have put out a few graduates. Combining those majors into single units gives them the opportunity to have multi disciplinary focuses and more efficient administrative units.

Mr. Wharton asked about program reviews for UTC, UTSI and the Institute of Agriculture. Dr. Yegidis responded that the Institute of Agriculture is not terminating any programs and will be marketing some programs more aggressively. UTC is also not proposing any consolidations or mergers for the upcoming June Board meeting. UTSI programs fall under the UTK. Dr. DiPietro discussed the closure of a 4-H center in West Tennessee and some consolidation of research and education centers to streamline and cut costs that are not captured on the list because they are not academic programs. The Chair stated that he would anticipate that the UTC process and UTK process already in place will be generating terminations and consolidations on a going forward basis as they evaluate programs. Mr. Wharton requested a copy of the report the University received from THEC and the University's response. Mr. Driver asked whether UTC was a step behind or in the same place in the process as UTK and UT Martin in evaluating and vetting programs. Dr. Simek stated that the difference is that UTC actually had to develop a process. They have implemented the Knoxville review process and they are in the process of

developing their own. Mr. Wharton asked if Dr. Simek was satisfied that all University areas are making satisfactory progress with program reviews. Dr. Yegidis responded that UTC is a step behind because they have had to institute a new framework. She noted that they had identified a number of consolidations of low producing programs early on, but they decided they needed further study once the process is in place. Mr. Wharton stated that the point of his question was that the University cannot afford to procrastinate. He added that he had understood that there was a program in place at every campus that reviewed programs every year. Dr. Yegidis stated that their process was a different kind of process mandated every five to seven years that did not focus on certain other variables such as productivity, cost, etc. that are encompassed in the new framework. Dr. Simek stated that the UTC framework would be in place by June.

Dr. Simek discussed setting a potential starting timeframe for the Presidential Search. The Committee talked about other discussions that need to occur first so that the expectations and job description of the President are very clear prior to initiating the search. Mr. Wharton, Mr. Schledwitz and Mr. Talbott noted that given Dr. Simek's two year commitment, the Board and administration need to begin these discussions irrespective of what may occur in the legislature with respect to governance.

Dr. Simek reported that the consultants have submitted their final report on UTMG. The report includes a thorough analysis of UTMG and makes 31 recommendations. The report will be discussed at the Audit Committee on Thursday. Dr. Simek stated that his goal as interim President will be to develop an effective and appropriate way to implement those recommendations. In response to one of the recommendations, the Chair discussed the creation of a health affairs advisory board. He stated that the structure would include Trustees, staff, administration and community members who would provide advice to the Chancellor. Ms. Hagler stated that she understood the recommendation to be a committee of the Board and noted that there is already a committee that includes staff and other community members. The Chair stated that a Board committee requires a bylaw change recommended by the Trusteeship Committee. He added that the Board does not typically have committees that are that specialized and focused on one campus or one college. He added that a focused committee may potentially contribute to micromanagement of the campus. Mr. Cates stated that while there are health care programs on other campuses, the dollars flow through UTMG, and there was a gap that this recommendation addresses.

Mr. Wharton asked for an update on the UTHSC Chancellor search. Dr. Simek stated that since coming on as acting President he has been working hard to get a full understanding of UTHSC issues and complexities and will initiate a search soon.



**V. REPORT OF COMMITTEE ON EFFECTIVENESS AND EFFICIENCY FOR THE FUTURE**

The Chair called on Trustee Doug Horne, Chair of the Committee on Effectiveness and Efficiency for the Future. Mr. Horne began by commending Dr. Simek on the hard work he has already been doing on system overhead. Mr. Horne reported that the Committee continues to receive feedback through its website, and preparations are underway by Dr. Rogers and his staff for the next meeting of the committee, June 1 in Knoxville. He stated that the committee has not met in sometime to allow the acting President to have time to get organized.

**VI. REPORT OF THE FOUNDATIONS STUDY COMMITTEE**

The Chair called on Trustee Charles Wharton, Chair of the Foundations Study Committee. Mr. Wharton reported that he and Mr. Nemcik continue to meet with various constituents and will meet shortly with state senators and UTSI staff. He stated that to the extent that there is pushback, it's been pushback that has not come directly back to him, but there has been some concern about how to handle alumni affairs. He noted that Alumni Affairs being coupled with Development at UT is a somewhat unique arrangement, and there are no plans to change that arrangement. Mr. Wharton stated that they continue to move forward as quickly as possible because it is the right way to go, it makes sense, and it is imperative for the University to have a reliable source of funding, year after year. The Chair stated that the committee is on the right track in terms of getting all the various constituencies to be supportive.

**VII. PLANNING FOR ANNUAL MEETING OF THE BOARD**

The Chair stated that the Committee received the proposed schedule in the meeting materials (Exhibit 2). He asked if there were any comments or suggestions. Mr. Cates asked if the Board could receive a report on peer ratings on an annual basis. Dr. Yegidis agreed to do so in the AASS Committee. The Chair stated there should be notes on the strengths and weaknesses of the ratings and it makes sense to present it at the Annual Meeting. Mr. Cates requested a process to begin to plan and prioritize for a return of capital funding should the economy turn quickly. The Chair agreed and suggested that the Board also identify priorities that can be discussed with Dr. Simek and the Chancellors. Ms. Loughry discussed the March 30<sup>th</sup> memo from Dr. Simek which presented a variety of websites for the budget work of the campuses. She noted that the UTK site requires a login. Dr. Simek stated that the administration is working on a single user friendly site.

**VIII. RECOMMENDATION OF 2010 REGULAR BOARD MEETING DATES**

The Chair referred the Committee to the proposed regular meeting dates for 2010 (Exhibit 3). The consensus of the committee was that the proposed dates were acceptable.

Mr. Talbott moved approval of the meeting dates for 2010. Mr. Cates seconded, and the motion carried unanimously.

## **IX. OTHER BUSINESS**

The Chair called for any other business to come before the Committee. Mr. Talbott asked if there are things that can be done in the interim to move along discussions of University leadership. Dr. Simek stated that it was his intent to present the first stage of the System reorganization to the Board meeting. Dr. Simek further stated that regardless of what happens at a state-wide level it would be important for the Board and administration to have a discussion ourselves where we think this ought to go. Mr. Horne stated his agreement. Mr. Schledwitz suggested that the Board discuss the option of making a recommendation to the Governor rather than waiting. The Chair commented that it may not be in the best interest to drive forward a proposal that could take on a life of its own that the Governor is then not interested in driving. The Chair proposed that he would contact the Governor and ask when in the process he would want the Board's input. Ms. Loughry stated that within the Committee on Effectiveness and Efficiency, particularly emphasizing the "effectiveness" part of it, there is a structure already underway to emphasize those functions the University does really well. The Chair stated that on the matter of cost, the Committee already positions us to focus on cost control regardless of what level of funding we receive.

## **X. ADJOURNMENT**

The Chair asked Mr. Schledwitz to pass on the Committee's appreciation to his mother for providing a delicious cake for the meeting. There being no further business to come before the Executive and Compensation Committee, the meeting was adjourned.

Respectfully submitted,

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Catherine S. Mizell  
Vice President, General Counsel and  
Secretary

The University of Tennessee  
 Board of Trustees Workshop  
 August 25, 2009  
 Fall Creek Falls State Park

MEETING NOTES

Recommendations from Campus Leadership and Trustees

Prior to the workshop, Campus Chancellors and their staff were invited to provide feedback on the relationship between their campus and the system administration and to make recommendations for improving effectiveness and efficiency. Trustees were provided a synthesis of the feedback reports.

At the workshop, Trustees were asked to submit issues to be discussed throughout the day. These submissions plus the list of issues/recommendations from the campuses have been combined and Figure 1 (below) includes the issues brought forth by campuses and trustees, responses (if appropriate) and follow-up actions.

**Figure 1**  
**Workshop Issues/Recommendations and Responses**

<b>Issue/Recommendation</b>	<b>Response</b>	<b>Follow-up Action</b>
1. Trustees need a sense of knowing what the system administration structure includes and how it was developed.	President provided Trustees with historical perspective and information on UT system functions and responsibilities.	
2. System/campus roles should be clarified and delineated.	Consensus.	President will work with UT system and campus staff to clarify system roles and report back to BOT.
3. Campuses should be given the autonomy to make day-to-day decisions	Consensus.	President will work with UT system staff to clearly define which functions are system and which are campus and convey to all.
4. System should recognize distinctiveness of all UT campuses.	Consensus.	
5. Who sets the Strategic Plan?	Trustees should set the overarching plan (the Big Picture) through discussion and consultation with President and campus Chancellors. The plan should be simple, measurable and structured so that all campuses can recognize their distinctness.	President will establish mechanisms for the strategic planning to include Trustees and Chancellors. The UT system office of Academic Affairs will have primary responsibility for coordination.

6. Trustees concerned about UT's leadership role relative to higher education issues facing Tennessee.	Consensus that UT should provide leadership in this area.	
7. Campuses need better timelines and, when possible, more lead time to comply with system budget information requests.	Consensus.	President will work with UT system staff to develop a procedure that provides campuses with adequate lead time related to budget requests.
8. Campus Chancellors/leadership need more opportunity to meet with legislators.	Consensus. UT system is responsible for developing UT's message and ensuring campuses do not deviate from the message. System government relations staff has responsibility to coordinate all content. Campuses work within the government relations plan.	Already underway and it will continue. Next step is to meet with Chancellors to determine needs and priorities.
9. The process for approval and execution of capital projects is cumbersome. Campuses have responsibility for payment of projects but do not have sufficient input into decisions or authority to oversee construction.	System office should oversee the approval process through the BOT, THEC and the state. Campuses should have more authority regarding the construction phase. Communication between system and campuses should improve. Campuses may designate project managers to oversee projects but will have to provide campus resources to fund this activity.	President will work with UT system staff to determine how communication needs to improve and to determine which functions could/should transfer to campuses, as appropriate. President will direct system staff to research models used by other systems (e.g., University of Georgia).
10. There are not adequate mechanisms for Chancellors to have input into the capital projects priority setting and overall budget priorities.	Consensus.	President will establish mechanism (budget hearings) to review overall budget priorities and capital project priorities.
11. Campus leadership needs to be apprised of progress /decisions regarding capital projects.	Consensus.	President will work with system staff to develop more regular communication mechanisms.
12. Purchasing procedures are antiquated, slow and cumbersome. Campuses	Consensus. When possible, local vendors should be included in purchasing decisions.	President will work with UT system staff to transfer appropriate purchasing

should have responsibility for purchasing operations.		operations to the campuses. System will maintain purchasing policies, in compliance with state regulations.
13. System should promote collaboration among campus staff in areas including Student Affairs, Institutional Research, Purchasing and possibly others to discuss best practices and to identify opportunities for collaboration to increase effectiveness and efficiency.	Consensus. It was suggested the System could institute "competitions" among the campuses to develop and share best practices and innovative ideas.	System staff will facilitate meetings or videoconferences with campus staff to foster collaboration and problem solving.
14. It is very difficult to access consistent, accurate and comparable data.	Consensus. Data Warehouse project should be put on a fast track.	President will charge OIT with expedited development of a Data Warehouse.
15. UT does not have a succession plan or sufficient leadership development plans to groom academic and non-academic personnel for increasing responsibilities and leadership positions.	Consensus. On campus resources could provide training. IPS conducts leadership training for government officials, and their services should be explored. Additionally, individuals could be selected on a more formal basis to participate in Fellows programs or other nationally recognized leadership development programs.	President will direct system level Human Resources and Academic Affairs and IPS staff to explore and begin development of leadership development programs and continue implementation of succession planning into the university culture.
16. The UT system should be located at a site other than on a UT campus.	Consensus. Moving to Nashville would be cost-prohibitive but alternate sites should be explored.	President committed to moving the system administration off campus and will charge staff to explore other suitable locations .
17. Change title of President.	Consensus. System head should have a title that provides clarity and does not add to the confusion between UT and the UT System.	Trustees will take under advisement.
18. Determine reporting structure for UT Athletics.	Consensus.	Task Force established to study and make recommendations. President will keep BOT apprised.
19. UT needs to nurture	Consensus.	UTF planning and development

development efforts.		will continue.
20. Head of Institute of Agriculture should have same status as campus chancellors and title should be chancellor.	Consensus.	President will pursue.
21. UT system administration should continue to downsize wherever possible to maximize cost savings while maintaining effectiveness. Too many direct reports to the president.	Consensus.	Effectiveness and efficiency efforts are continuing. President will conduct thorough analysis of system functions to identify and eliminate duplication. As appropriate, system functions could be transferred to campuses. Simek will continue to pursue ways to limit direct reports and streamline the system administration.
22. UT needs to develop a clear vision for the job responsibilities for the next president. System structure should remain constant and not subject to change with change in leadership.	Consensus.	System Administrative structure will be studied and, if necessary, brought back to the BOT for approval.

President Simek identified essential functions that were appropriate and necessary for the UT System to perform. The group, after review of the key functions, agreed on the following:

1. Government Relations
2. Academic Oversight (Development of System Goals related to State needs)
3. Development Foundation
4. System-wide Alumni Association
5. State-wide Initiatives (ORNL, Energy)
6. Financial Oversight (Budgeting, Auditing)
7. Capital Projects (Prioritizing/Approvals)
8. Communications—Internal and External (shared responsibility with campuses)
9. Interface with TBR and THEC
10. Human Resources—Oversight and Policy Development (shared responsibility with campuses)
11. Legal Services
12. IT Oversight (data warehouse)
13. Setting Strategic Goals

Areas currently being studied to determine appropriate structure include:

1. Equity and Diversity
2. Institute for Public Service
3. UT Athletics

More study needs to be conducted in the following areas:

1. UT Research Foundation

While requirements/qualifications for the next president were not specified, there was general consensus that Trustees have a clearer vision for the responsibilities of UT president that will prove beneficial when the search is undertaken.



September 9, 2009

## Guest editorial: We must organize for efficiency

By Jan Simek

### Other Views

Today's question about the University of Tennessee system structure addresses two issues.

First, I believe, as does our Board of Trustees, that we should study our structure; but second, restructuring is not about "less emphasis" on or diminishing our Knoxville campus or any other.

It's important to note what the UT system is: a central governing body for a statewide group of campuses and institutes. It was created in 1968 to better facilitate what we deliver: quality education, high-level research and a quality of life that enriches all citizens. The UT system's job is to facilitate that delivery without getting in the way and without duplicating efforts. We're looking at how we should be best organized to do that.

It's also important to note that despite our economic and other challenges, the statewide University of Tennessee is the best it's ever been. We have the best students and best faculty we've ever had, and we are doing things at a level we've never been able to before.

### Each campus has specific role

The system's structure is about the whole and how we deliver high-quality, nationally competitive education.

We must do this to compete economically and culturally with neighbor states and beyond — and with their upper-echelon, public higher education institutions. That's our responsibility as Tennessee's land-grant, flagship research institution. That's the real economic driver that produces jobs and better quality of life. Our consideration is how to get there better and faster in difficult economic times.

The Knoxville campus is clearly central to what we do. It is the largest, most comprehensive and research-focused campus within the UT system. Along with Knoxville, each of our other campuses — the UT Health Science Center in Memphis; a metropolitan institution in Chattanooga; a small, nurturing undergraduate institution in Martin; and the Space Institute in Tullahoma — have specific roles in our mission. That's also true for our Institute of Agriculture and UT Extension with its presence in all 95 counties; and our Institute for Public Service. Further, we have critical and unique assets like a partnership with Oak Ridge National Laboratory.

These campuses and institutes, and especially our core academic mission — focused on the highest quality of education we can provide — are what set us apart. Maximizing their effectiveness requires a system strong enough to drive the opportunities, yet flexible enough to allow appropriate autonomy of the parts.

Is this discussion economically driven? At least in part. In these times, we have to organize toward maximum efficiency, and a big part of that is identifying redundant activities. Then the question is about the most effective positioning: Where is the location of a function best placed?



We need to clarify relationships between the UT system and our campuses. One suggestion is to move the system offices off the Knoxville campus. We likely will do that. There is significant advantage to being close to our main campus, but we don't have to be physically on it because we don't run it.

We're up against great institutions: Michigan, Wisconsin, Texas, North Carolina and Georgia, for example. Tell me about states with job growth and economic strength, and I'll tell you about their great, flagship public higher education systems. They don't come cheap, but they yield huge dividends for generations. Tennessee must have one, and that's what the University of Tennessee is.

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BOARD OF TRUSTEES  
THE UNIVERSITY OF TENNESSEE

EXHIBIT 3  
Executive and Compensation  
Committee  
September 10, 2009

DISCUSSION ITEM

DATE: September 10, 2009  
COMMITTEE: Executive and Compensation  
ITEM: Planning for Fall Meeting of the Board  
PRESENTED BY: Catherine S. Mizell, Secretary

A tentative schedule for the 2009 Fall Meeting and tentative agenda for four standing committees are attached for the Committee's review.

# DRAFT

## FALL MEETING OF THE BOARD OF TRUSTEES

October 8-9, 2009  
Knoxville, Tennessee

### **Thursday, October 8**

- 9:00 a.m. Orientation for New Non-Voting Faculty and Student Trustees
- 11:00 a.m. Advancement and Public Affairs
- 12:30 p.m. Lunch
- 1:15 p.m. Academic Affairs and Student Success
- 3:30 p.m. Research and Economic Development
- 6:15 p.m. Big Orange Tailgate Reception and Dinner Honoring Emeriti Trustees  
*(Trustees, Emeriti Trustees, and Invited Guests only)*

### **Friday, October 9**

- 7:45 a.m. Breakfast
- 8:15 a.m. Finance and Administration
- 10:30 a.m. Emeriti Trustee Session
- 12:15 p.m. Board of Trustees Luncheon
- 1:15 p.m. Annual Board Photograph
- 1:30 p.m. Full Board Meeting (including UT Knoxville Showcase)

**DRAFT**  
BOARD OF TRUSTEES  
THE UNIVERSITY OF TENNESSEE

ADVANCEMENT AND PUBLIC AFFAIRS COMMITTEE

11:00 a.m. EDT  
Thursday  
October 8, 2009

Room [TBD]  
University Center  
Knoxville, Tennessee

AGENDA

- I. Call to Order
- II. Roll Call
- III. Welcome and Opening Remarks by Committee Chair
- IV. Approval of Minutes of Last Meeting (*behind agenda*)
- V. Update on Federal, State, and Media Relations—Information (*behind agenda*)
- VI. Annual Report to the General Assembly—Consent ..... Tab
- VII. Report by Chair of the Development Council
- VIII. Report by President of the UT Alumni Association
- IX. Naming of the Civil, Environmental, and Industrial Engineering Building  
at UT Knoxville—Consent..... Tab
- X. Campaign Update—Information ..... Tab
- XI. Other Business
- XII. Adjournment

**DRAFT**  
BOARD OF TRUSTEES  
THE UNIVERSITY OF TENNESSEE

ACADEMIC AFFAIRS AND STUDENT SUCCESS COMMITTEE

1:15 p.m. EDT  
Thursday  
October 8, 2009

Room [TBD]  
University Center  
Knoxville, Tennessee

AGENDA

- I. Call to Order
- II. Roll Call
- III. Welcome and Opening Remarks by Committee Chair
- IV. Approval of Minutes of Last Meeting (*behind agenda*)
- V. Presentation by Dr. Cynthia Peterson, Professor and Head of Biochemistry and Cellular and Molecular Biology
- VI. Fall Enrollment Reports—Information..... Tab
- VII. Rankings Report—Information ..... Tab
- VIII. Campus and System Scorecards—Information..... Tab
- IX. Report on Distance Learning Programs—Information ..... Tab
- X. Equity and Diversity Report--Information ..... Tab
- XI. Revision of UTC Graduate Admission Requirements—Consent..... Tab
- XII. Closure of Memphis Location of UT Knoxville M.S.W. Program—Consent..... Tab
- XIII. Other Business
- XIV. Adjournment

**DRAFT**  
BOARD OF TRUSTEES  
THE UNIVERSITY OF TENNESSEE

RESEARCH, OUTREACH, AND ECONOMIC DEVELOPMENT COMMITTEE

3:30 a.m. EDT  
Thursday  
October 8, 2009

Room [TBD]  
University Center  
Knoxville, Tennessee

AGENDA

- I. Call to Order
- II. Roll Call
- III. Approval of the Minutes of the Last Meeting (*behind agenda*)
- IV. Research Summary
- V. University of Tennessee Research Foundation
  - A. Introduction of New President
  - B. Financials
- VI. Biofuels Initiative Progress Report
- VII. Cherokee Farm Campus Update
- VIII. Information Technology Update
- IX. Governor's Chair Program
- X. ORNL Update
- XI. Other Business
- XII. Adjournment

# DRAFT

## BOARD OF TRUSTEES THE UNIVERSITY OF TENNESSEE

### FINANCE AND ADMINISTRATION COMMITTEE

8:15 a.m. EDT  
Friday  
October 9, 2009

Hollingsworth Auditorium  
Agriculture Campus  
Knoxville, Tennessee

#### AGENDA

- I. Call to Order
- II. Roll Call
- III. Approval of Minutes of Last Meeting (*behind agenda*)
- IV. Treasurer's Report on Endowment Investment Performance—Information
- V. Treasurer's Financial Report—Information
- VI. Revision of Board of Trustees Statement on Travel—Consent..... Tab
- VII. Annual Flight Operations Report—Consent..... Tab
- VIII. FY 2009-10 Budget Update—Information
- IX. FY 2010-11 Operating Budget Appropriations Request—Consent..... Tab
- X. FY 2010-11 Capital Outlay and Capital Maintenance Plans—Consent ..... Tab
- XI. FY 2010-11 Revenue/Institutionally Funded Projects—Consent ..... Tab
- XII. Amendment of Lease and Transfer Agreement  
with University Health System, Inc. [*tentative*]..... Tab
- XIII. Real Property Transactions—Consent ..... Tab
  - A. Cherokee Farm – Design Guidelines
  - B. Sale of 940 Cherokee Boulevard, Knoxville
  - C. UTK – KUB Easement
  - D. UTIA – Columbia Water and Power System Easement
  - E. UTIA – Sale and Acquisition of Gift Property
- XIV. Other Business
- XV. Adjournment

BOARD OF TRUSTEES  
THE UNIVERSITY OF TENNESSEE

EXHIBIT 4  
Executive and Compensation  
Committee  
September 10, 2009

ACTION ITEM

DATE: September 10, 2009

COMMITTEE: Executive and Compensation

ITEM: **Setting Executive and Compensation Committee Meeting Dates for 2010**

RECOMMENDATION: Approval

PRESENTED BY: Catherine S. Mizell, Secretary

The following dates are approximately five or six weeks before the regular Board meeting dates in 2010. Please be prepared to report your availability during the committee meeting on September 10. Holidays and dates on which Dr. Simek has a conflict have been excluded.

<u>PROPOSED DATE</u>	<u>ALTERNATE DATES</u>
Wed, Jan 20	Jan 21 or 22
Thurs, May 13	May 11, 12, or 14
Fri, Sept 10	Sept 9, 14, or 15



BOARD OF TRUSTEES  
THE UNIVERSITY OF TENNESSEE

ACTION ITEM

DATE: September 10, 2009

COMMITTEE: Executive and Compensation

CAMPUS/UNIT: UTHSC

ITEM: **Post-Chancellor Appointment for Hershel P. Wall**

RECOMMENDATION: Approval

PRESENTED BY: Jan F. Simek, Interim President

Last week, plans were announced for Dr. Hershel P. (Pat) Wall to step down as Chancellor and for a new search for a permanent chancellor to begin immediately. The University is very grateful to Dr. Wall for his exemplary service to the University, and especially the Health Science Center, for more than 52 years. His willingness to take on the weighty responsibilities of Chancellor when the previous search was suspended in January 2008 exemplifies his deep commitment to the institution. The intention at that time was to resume the search within a year, and while that process has been delayed, Dr. Wall has patiently and faithfully continued to serve. He will now return to his beloved role as a faculty member with added responsibilities in fundraising, capital development and alumni relations.

Under Article IV, Section 5, of the Bylaws, when a chancellor, vice president or equivalent member of the President's senior staff leaves office, the title, compensation, and other terms and conditions of any further employment by the University is subject to the prior approval of the Board or the Executive and Compensation Committee, upon the recommendation of the President. Dr. Simek requests the Committee's approval of Dr. Wall's post-Chancellor appointment as outlined in the attached appointment letter.



THE UNIVERSITY of TENNESSEE

KNOXVILLE • CHATTANOOGA • MARTIN • MEMPHIS • TULLAHOMA

OFFICE OF THE PRESIDENT

August 24, 2009

Hershel P. Wall, M.D.  
UTHSC  
62 South Dunlap, Suite 219  
Memphis, TN 38163

Dear Pat,

I believe we had a very good meeting last week, and I am writing to reaffirm what we discussed.

First, let me say again how much I value your service as Chancellor of UTHSC and, even more important, your extraordinary commitment to The University of Tennessee. As Chancellor, you brought the needs of the Health Science Center to the attention of the administration, the trustees, the donors and members of the Tennessee General Assembly. Further, your tireless efforts to raise private funds, in particular for the Dentistry Building, have put the Health Science Center on a strong foundation from which we can build.

As we discussed, it is now appropriate to continue the transition of the leadership of the Health Science Center, and I am confident this will be accomplished with all the dignity and grace with which you served as Chancellor. I have asked Vice President Hank Dye to coordinate with the communications staff at UTHSC to announce on or around September 1, 2009, your decision to change roles.

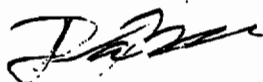
Beginning October 1, 2009 through September 30, 2011 your title will be Special Assistant to the President. Your role will involve support of Alumni Affairs and Development, and your responsibilities will include fundraising, capital development and alumni relations. While you will have direct reporting to me as Interim President, you will work very closely with the Interim Chancellor at UTHSC to ensure coordination and effectiveness.

In accordance with Article IV, Section 5 of the UT Board of Trustees Bylaws, your new appointment is subject to approval by the Board of Trustees Executive and Compensation Committee. At the September 10, 2009, meeting of the Committee, I will propose that in your new position, you will retain your current monthly salary of \$24,784.31 for a period of two years (September 30, 2011). Your base monthly salary will be \$21,096.41. In addition, I am proposing you receive a monthly supplement, in the amount of \$3,687.90, commensurate with your new responsibilities. Effective October 1, 2011, your monthly salary will be \$21,096.41.

Letter to Pat Wall  
August 24, 2009  
Page Two

Pat, you have served the University of Tennessee ably and graciously for many, many years, and I am extremely grateful. I fully expect that you will continue to provide important—and very necessary—service for years to come. If you are in agreement with the conditions of this letter, please sign and return the original of this letter to me.

Sincerely,



Jan F. Simek  
Interim President

I agree to the terms and conditions of this letter of appointment.

\_\_\_\_\_  
Hershel P. Wall, M.D.

\_\_\_\_\_  
Date

Cc: Catherine Mizell  
Hank Dye

BOARD OF TRUSTEES  
THE UNIVERSITY OF TENNESSEE

ACTION ITEM

DATE: September 10, 2009

COMMITTEE: Executive and Compensation

CAMPUS/UNIT: UT System

ITEM: **Arrangement for Retiree Sylvia S. Davis to Perform Part-Time Services as Special Assistant to the Executive Vice President**

RECOMMENDATION: Approval

PRESENTED BY: Jan F. Simek, Interim President

Sylvia S. Davis retired earlier this year from the position of Vice President for Strategic Planning and Operations, and that position was eliminated as part of efforts to streamline the system administration. Ms. Davis is now a full-time employee of UT-Battelle, LLC.

The University desires to secure the services of Ms. Davis on a part-time basis as Special Assistant to the Executive Vice President with duties relating to partnerships and initiatives, especially as they relate to Oak Ridge National Laboratory (e.g., Joint Institutes) and regional initiatives (e.g., Innovation Valley, Cherokee Farm). Ms. Davis will devote 40% of her time to these duties with the University.

The University will reimburse UT-Battelle for 40% of Ms. Davis' salary and benefits. This arrangement will continue through July 19, 2010. The total estimated cost to the University will be \$81,188.00.

Under Article IV, Section 5, of the Bylaws, when a chancellor, vice president or equivalent member of the President's senior staff leaves office, the title, compensation, and other terms and conditions of any further employment by the University is subject to the prior approval of the Board or the Executive and Compensation Committee, upon the recommendation of the President. Although the arrangement for Ms. Davis' services will be under a loaned personnel agreement with her current employer, UT-Battelle, approval of the Committee is requested to ensure compliance with both the spirit and letter of the Bylaw requirement. In addition, since Ms. Davis' former vice president position is one that was eliminated as part of the streamlining effort, the Committee should be aware that part of the compensation previously paid directly to Ms. Davis will now be paid to UT-Battelle for this part-time arrangement.

BOARD OF TRUSTEE:  
THE UNIVERSITY OF TENN

EXHIBIT 7  
Executive and Compensation  
Committee  
September 10, 2009

ACTION ITEM

DATE: September 10, 2009

COMMITTEE: Executive and Compensation

CAMPUS/UNIT: UT Knoxville

ITEM: **Grant of Tenure to Four UT Knoxville Faculty under Expedited Procedures**

RECOMMENDATION: Approval

PRESENTED BY: Jan F. Simek, Interim President

The Board Policy on Academic Freedom, Responsibility, and Tenure provides for expedited consideration and grant of tenure in exceptional circumstances, such as when an individual with outstanding credentials is recruited from another institution where he or she holds tenure. The policy calls for completion of all the steps in the normal review process—review by tenured professors in the base department followed by formal recommendations by the department head, dean, chief academic officer, Chancellor, and President—but allows those steps to be accomplished on an accelerated schedule. When those steps have been completed, the policy allows for the President's recommendation to be acted on by the Executive and Compensation Committee rather than the full Board.

Chancellor Jimmy Cheek has recommended to Interim President Simek that four members of the UT Knoxville faculty be granted tenure by the Committee under the expedited procedures (see attached memorandum):

Yilu Liu, Electrical Engineering and Computer Science

Scott Wall, Architecture and Design

Fei Wang, Electrical Engineering and Computer Science

Thomas Zawodzinski, Chemical and Biomolecular Engineering

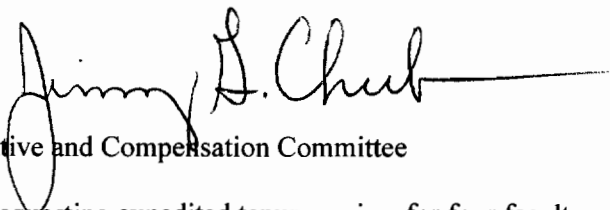
All the steps in the normal review process have been completed for each faculty member, and each has received unanimous support at each level of review. Dr. Simek fully concurs in the Chancellor's recommendation and requests that the Committee approve the granting of tenure to these outstanding faculty members.

August 13, 2009

TO: Jan Simek, Acting President

FROM: Jimmy G. Cheek, Chancellor

RE: Tenure Review for the Executive and Compensation Committee



The University of Tennessee at Knoxville is requesting expedited tenure review for four faculty members according to Appendix D of the University Of Tennessee Board Of Trustees Policies on Academic Freedom, Responsibility, and Tenure. Dr. Yilu Liu, Professor and UT-ORNL Governor's Chair, Department of Electrical Engineering and Computer Science, Dr. Fei "Fred" Wang, Professor, Department of Electrical Engineering and Computer Science, Professor Scott Wall, Director of the School of Architecture, and Dr. Thomas Zawodzinski, Professor and UT-ORNL Governor's Chair, Department of Chemical and Biomedical Engineering. All are senior, experienced, and respected leaders.

**Dr. Yilu Liu** was recruited from Virginia Tech, where she already had a well-established and distinguished career. She was on the Dean's list for top teachers in the College of Engineering for 12 years, introduced five courses, and became the leader of the power program. She has graduated more than 20 Ph.D. students and 26 MS students. She is currently advising 16 Ph.D. students, many of whom will transfer to UT. Dr. Liu has an exceptionally strong research record with 54 journal papers, 100 conference publications, and 6 textbook chapters, along with 5 patents for her power system frequency measuring system. She has had more than \$4M in research funding on her own and \$5.5M jointly including the prestigious NSF Presidential Faculty Fellow award. The faculty in the Department of Electrical Engineering and Computer Science voted 21-0-0 for tenure. Dr. Liu is an excellent choice for the Governor's Chair position in Power and Energy Systems.

**Professor Scott Wall** is the newly appointed Director of the School of Architecture in the College of Architecture and Design. This appointment is crucial to the college's progress. He is well-known both nationally and internationally in architectural academe. He is an award winning international teacher and served for several years as an elected board member of the Association of Collegiate Schools of Architecture. He has participated and placed in international design competitions, established a well-respected full-semester academic program in Finland, and a major, multi-country exhibition of Finnish architecture. In its second year, the exhibition he initiated and curated is still traveling to national and cultural capitals and resulted in a seminal conference of world class academics and practitioners at the Finnish Embassy in Washington, D.C. He previously held the rank of tenured Associate Professor for nine years at Tulane University. His extensive record of administration, teaching, and service, certainly qualify him for the position of director. The faculty in the School of Architecture voted 13-0-0 for tenure.

Simek, Jan  
August 13, 2009  
Page 2

**Dr. Fei “Fred” Wang** was recruited from Virginia Tech where he was Technical Director of the Center for Power Electronics Systems. Prior to that he had a long and distinguished career with GE Research where his last position was Program Manager at their New York headquarters assigned to establishing a global GE Electrical Systems and Technologies Program in Shanghai, China. He joined the Virginia Tech faculty in 2001 and has since graduated 7 Ph.D. students, 6 MS students, and hosted 6 visiting scholars. He is currently advising 1 post-doc, 8 Ph.D. students, and 1 MS student. He teaches senior level capstone and graduate power electronics and power systems courses. Dr. Wang has a strong record of scholarship with 25 journal papers, and 1 textbook chapter along with 5 patents stemming from his work in power electronics. He has 130 conference publications with the majority in the last 8 years. He has had nearly \$12M in research funding on his own and \$6M as lead PI. The faculty in the Department of Electrical Engineering and Computer Science voted 20-0-0 for tenure. Dr. Wang is an excellent choice for the Condra Chair position in Power Electronics.

**Dr. Thomas Zawodzinski** was recruited from Case Western University where he was the F. Alex Nason Professor of Engineering, Ohio Eminent Scholar for Fuel Cells, and Director of the Case Advanced Power Institute. He led the highly successful multi-university ARO-funded MURI on “Integrated Computational and Experimental Studies of Fuel Cell Electrocatalysis” including researchers from Case Western, MIT, University of Virginia, University of Illinois, Rice and Northeastern, with unprecedented extension based on high team performance. In 2002, he led the successful effort to build the Wright Fuel Cell Group, a \$20M capital grant establishing a university-industry consortium in Ohio. He is the PI on 3 current grants, one of which totals \$7.4M. Dr. Zawodzinski is the author or co-author of 101 refereed publications, 4 of which are among the top 25 most cited research papers in the PEM fuel cell area and the 3<sup>rd</sup> most cited paper in the history of the *Journal of the Electrochemical Society*. His book *Introduction to Fuel Cells* will soon be published by Cambridge University Press. He has a reputation of superior classroom performance and enthusiasm for teaching. The faculty in the Department of Chemical and Biomedical Engineering voted 10-0-0 for tenure. Dr. Zawodzinski is an excellent choice for the Governor’s Chair position in Energy Storage.

Each individual was selected for his/her respective position after a rigorous national search. In each case, however, the search process and subsequent negotiations with the candidates of choice did not conclude in time to present them to the Board of Trustees at its June meeting. Therefore, I request their review at the next meeting of the Executive and Compensation committee of the University Of Tennessee Board Of Trustees. Please do not hesitate to contact me if you have any questions.

cc: Susan Martin  
Bonnie Yegidis

BOARD OF TRUSTEES  
THE UNIVERSITY OF TENNE

EXHIBIT 8  
Executive and Compensation  
Committee  
September 10, 2009

ACTION ITEM

DATE: September 10, 2009

COMMITTEE: Executive and Compensation

ITEM: **Proposed Amendment to University Health System, Inc. Charter**

RECOMMENDATION: Approval

PRESENTED BY: Jan F. Simek, Interim President

University Health System, Inc., (UHS) is the 501(c)(3) non-profit corporation created in 1998 to manage and operate The University of Tennessee Medical Center in Knoxville. The UHS Charter, approved by the University's Board of Trustees in 1999 and amended in 2007 with the approval of the Board of Trustees, provides for the following UT members on the 15-member Board of Directors of UHS:

1. The President of The University of Tennessee, or such President's designee.
2. The Chancellor of The University of Tennessee, Memphis, or such Chancellor's designee.
3. The Vice President for Business and Finance of The University of Tennessee.
4. Three (3) directors appointed by the President of The University of Tennessee and approved by the Board of Trustees of The University of Tennessee who have experience in business, health care management, legal or financial affairs, or other qualifications deemed important by the board of Trustees. [These three directors are currently James A. Haslam, II, Joseph E. Johnson, and Joseph DiPietro.]

At the request of Dr. Simek, the UHS Board of Directors for has approved an amendment to the UHS Charter deleting the "The Vice President for Business and Finance of The University of Tennessee" as a UT member and substituting "The Chancellor of the University of Tennessee, Knoxville, or such other member of the President's Staff of The University of Tennessee as may be designated by the President of The University of Tennessee."

This Charter amendment is subject to approval by the Board of Trustees. Dr. Simek requests that the Committee approve the Charter amendment for recommendation to the full Board of Trustees at its next meeting on October 9, 2009. Dr. Simek's letter requesting the amendment, and the Charter amendment, are attached.



THE UNIVERSITY of TENNESSEE  
KNOXVILLE, CHATTANOOGA, MARTIN, TULLAHOMA, MEMPHIS

OFFICE OF THE PRESIDENT

July 13, 2009

Mr. Joseph R. Landsman  
Chief Executive Officer  
University Health System, Inc.  
1520 Cherokee Trail, Suite 200  
Knoxville, Tennessee 37919

Re: Replacement of Sylvia Davis – Board of University Health System, Inc. (UHS)

Dear Mr. Landsman:

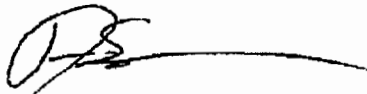
This will confirm our recent conversation regarding the appointment of a replacement for the position previously held by Sylvia Davis, Vice President for Strategic Planning and Operations. As you know, Sylvia held this position as an appointment of the University of Tennessee under Article 9(A)(3) of the UHS Charter.

As you and I have discussed, the University of Tennessee proposes the interim appointment of Dr. Jimmy Cheek, Chancellor of the University of Tennessee, Knoxville, to this position. While we understand that the UHS Charter currently indicates that this position will be held by the University's Vice President for Business and Finance, we believe that, as the University continues in its administrative reorganization processes, Dr. Cheek is the appropriate appointee to represent the interests of the University of Tennessee in this position.

I would also appreciate it if UHS would consider an amendment to its Charter reflecting the Board representation as the University of Tennessee, Knoxville Chancellor and allowing the President of the University of Tennessee to make an alternate appointment for this position. Such language would provide a more appropriate structure that supports collaboration between the Medical Center and the University of Tennessee.

Thank you for working with us regarding this appointment.

Sincerely,



Jan F. Simek  
Interim President  
The University of Tennessee

## **Proposed Amendment to the Charter of University Health System, Inc.**

**The Proposed Amendment to the Charter of University Health System, Inc. would amend Article 9, Section A, Paragraph 3 of the Charter by replacing the current language in its entirety as follows.**

### **Current Language**

Article 9, Section A, UT Board Members

3. The Vice President for Business and Finance of The University of Tennessee. The initial Board member for this position shall be Emerson H. Fly, the Vice President for Business and Finance of The University of Tennessee.

### **Proposed Language**

Article 9, Section A, UT Board Members

3. The Chancellor of the University of Tennessee, Knoxville, or such other member of the President's Staff of The University of Tennessee as may be designated by the President of The University of Tennessee.