

**THE UNIVERSITY OF TENNESSEE AT CHATTANOOGA
ADVISORY BOARD MEETING
INAUGURAL MEETING**

**12:00 p.m. ET
Monday
January 7, 2019**

**Tennessee Room – University Center
615 McCallie Avenue
Chattanooga, Tennessee**

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I. CALL TO ORDER AND ROLL CALL

Dr. Steven Angle, UTC Chancellor, called the meeting to order. The following Board members were present:

Muecke Barker (appointed by Governor)
Fred Decosimo (appointed by Governor)
Serina Desai (appointed by Governor)
Carole Hoffman (appointed by Governor)
Scott LeRoy (appointed by Governor)
Gretchen Potts (UTC faculty member)
JuJuan Lewis (UTC student member)

A quorum was present. Governor Bill Haslam and UT System President Randy Boyd were unable to attend the meeting. In their absence, Chancellor Angle called the meeting to order and presided over the meeting until the Board selected a chair.

Others in attendance included: Terry Denniston, UTC Chief of Staff; Dr. Richard Brown, UTC Executive Vice Chancellor of Finance and Administration; Dr. Yancy Freeman, UTC Vice Chancellor of Enrollment Management, Student Success and Student Affairs; Mark Wharton, UTC Vice Chancellor and Director of Athletics; Dr. Joanne Romagni, UTC Vice Chancellor for Research and Dean of the Graduate School; Dr. Bryan Rowland, UTC Vice Chancellor for Development and Alumni Affairs; Dr. Tonja Johnson, UT System Executive Vice President and Chief Operating Officer; and Yousef Hamadeh, University Assistant General Counsel.

II. OPENING REMARKS

A. Welcome and Introduction by Chancellor

Chancellor Angle welcomed the new Board members and asked each member to introduce themselves. After introductions were made, Chancellor Angle thanked the Board members for agreeing to serve, noting they receive no compensation but are doing it for their love of higher education, the community, the students, and the university. He also noted that four of the five Governor-appointed members are UTC alumni.

B. Message from Governor Haslam

Dr. Angle shared that Governor Haslam was not able to attend the meeting but sent a video message to the Board members. Governor Haslam's video message was played for the Board. The video message can be found [here](#).

C. Remarks by Dr. Johnson on Behalf of President Boyd

Chancellor Angle shared that UT President Boyd was unable to attend the meeting but that Dr. Tonja Johnson, UT System Executive Vice President and Chief Operating Officer, attended

on his behalf. Chancellor Angle recognized Dr. Johnson to make remarks on behalf of President Boyd.

Dr. Johnson stated that, prior to taking office, President Boyd traveled across the State to listen and learn from many stakeholders both inside and outside of the University of Tennessee to identify ways to build on the momentum established under former President DiPietro's leadership. From those discussions, President Boyd outlined six primary priorities that he wants to focus on during his tenure as President. Dr. Johnson provided an overview of each of those six strategic priorities.

President Boyd's first priority is on UT leadership succession planning and recruitment. President Boyd plans to launch a national search for a new chancellor for the University of Tennessee at Knoxville next week. UT-Martin Chancellor Keith Carver will serve as the chair of the search. Once the UTK Chancellor search is complete, President Boyd will launch a search for the next UT System President, which he anticipates to occur in 2020. Programs and initiatives related to succession planning and leadership development will be a focus across the ranks in the UT System, with more details to follow in the weeks ahead.

President Boyd's second priority is to increase UT's development of talent as an economic engine for the State. The UT System produced more than 11,800 graduates in 2018. President Boyd will focus on strategies to improve graduation rates, the recruitment of students in and out of state, and grow online education programs. President Boyd is currently working with the chancellors and System Vice President for Academic Affairs to identify opportunities to develop programs and initiatives that will lead to improvements in these areas. In addition, Dr. Johnson stated that President Boyd recognizes that producing outstanding students comes alongside efforts to recruit, develop, and retain top quality faculty and staff as well, so those efforts will be on the forefront as the University moves forward.

President Boyd's third strategic priority is enhancing the UT's relationship with Oak Ridge National Lab (ORNL). The long-term relationship between UT and ORNL, along with the geographic proximity of the two institutions and UT's co-management of the lab, make the partnership unique and provide an opportunity that allows for the development of these two very distinctive programs. President Boyd plans to explore opportunities for all UT campuses and institutes to expand their engagement with ORNL and explore ways to implement a system-wide strategy in this area. Last month the UT Health Science Center and ORNL held a brainstorming session to look at future partnership opportunities, and more such conversations will take place in the future and UTC will be a part of those conversations.

President Boyd's fourth strategic priority is to advance the engagement between the UT campuses/institutes and the communities they serve across the State. Dr. Johnson noted that engaging directly in our communities is a primary mission of UT, and UTC is a shining example of what the President hopes to see in the way of advancing engagement across the UT System campuses and institutes. The President will work to bring greater visibility to UT's ongoing programs in all 95 counties and explore opportunities for more engagement across the UT System, with the UT System actually coordinating many of the activities to help maximize the benefit of UT's efforts across the state. One example of system-wide

engagement that is a current priority for the President is organizing a state-wide summit with participation from across the UT System to explore ways to address the State's opioid epidemic. An initial meeting to discuss the crisis and a path forward will be held on January 24, and a comprehensive regional summit is in development for the month of April.

President Boyd's fifth strategic priority is strengthening and clarifying the relationship between UT System administration and its campuses and institutes to create a culture that collaborates and effectively coordinates activities together, leverages partnerships and builds bold new strategies to move UT forward. In an effort to clarify the various roles and responsibilities between the campuses and institutes and the UT System administration, the President has announced the creation of a task force on university administrative effectiveness. The task force will be co-chaired by UT System Chief Financial Officer David Miller and UTC Executive Vice Chancellor Dr. Richard Brown.

President Boyd's sixth strategic priority is building the University of Tennessee brand. President Boyd has launched some of UT's first efforts in this regard by initiating opportunities for greater transparency and demonstrating enhanced accountability across the UT System. Last month, President Boyd announced the Transparent UT Initiative, which is geared toward providing greater increase and ease in access to information for UT's faculty, staff, students, and the community, and as part of this, the UT System has launched a transparency website at www.tennessee.edu/transparency. Dr. Johnson encouraged the Board members who are interested in looking at various bits of information about how the UT System operates and how it functions to visit the website. She added that the website provides a good sense of what the numbers look like and some of the things that the Board members might have questions about as they begin to approach their new role on the Board. There is also a transparency advisory committee, and that group will start meeting on January 30. It will include individuals from across the UT System.

Dr. Johnson's parting comment to the Board on behalf of President Boyd was to reiterate the belief that there is great value in the comprehensive UT System and that his administration will be working to find more opportunities to collaborate for the benefit of all UT students, alumni, personnel, the State, and the communities that UT serves. Dr. Johnson also wished everyone all the best on behalf of President Boyd and from those who are there to serve the needs of the campus.

III. REVIEW OF UT FOCUS ACT LEGISLATION

Chancellor Angle reviewed the UT FOCUS Act ("Act") with the Board members. Copies of the Act's sections were included in binders provided to the Board members. Chancellor Angle noted that the Act created advisory boards for each UT campus and governs how the advisory board members are appointed. He noted that, per the Act, the Governor appointed five members to the Board (Muecke Barker, Fred Decosimo, Serina Desai, Carole Hoffman, and Scott LeRoy) and that those five appointments will be presented to the Tennessee General Assembly for confirmation sometime before the end of the upcoming legislative session. Chancellor Angle commented that

he felt the consultation that went on with incoming Governor Bill Lee leads him to believe that the appointments will be confirmed.

Chancellor Angle noted that the Act provides that the other two members of Board shall be a UTC faculty member and UTC student member. The UTC Faculty Senate appointed Dr. Gretchen Potts to serve as the faculty Board member. Chancellor commented that Dr. Potts is the immediate past president of the Faculty Senate and is a proven leader on UTC's campus who has been involved in shared governance and thus has valuable experience and knowledge that will benefit the Board.

Chancellor Angle provided an overview of other parts of the Act applicable to the Board, including the Board's meeting requirements and the application of the Open Meetings Act and Public Records Act to the Board. Copies of the Open Meetings Act and Public Records Act were included in the binders provided to the Board members.

IV. REVIEW OF THE BOARD'S ROLES AND RESPONSIBILITIES

Chancellor Angle next provided an overview of the roles and responsibilities of the Board as set forth in the Act. The Board's roles and responsibilities include the following:

- submit to the UT Board of Trustees, in accordance with the process that the UT Board of Trustees will develop, a recommendation regarding UTC's operating budget, including tuition and fees as it relates to UTC;
- submit to the UT Board of Trustees, in accordance with the process that the UT Board of Trustees will develop, a recommendation regarding UTC's strategic plan;
- advise the Chancellor on policies, procedures, academic programs, and other matters related to UTC, as may be requested by the Chancellor from time to time;
- under the leadership of the Chancellor, seek to promote the overall advancement of UTC and the UT System;
- advise the UT Board of Trustees and President on matters related to UTC, as may be requested from time to time; and
- comply with the Tennessee Open Meeting Act

Chancellor Angle called for any questions or comments the Board may have regarding the Board's responsibilities. Hearing none, Chancellor Angle moved onto the next item of business.

V. APPROVAL OF BYLAWS TO BE SUBMITTED TO UT BOARD OF TRUSTEES

Chancellor Angle presented to the Board for consideration a proposed set of bylaws. A copy was provided to the Board members in advance of the meeting. Chancellor Angle explained that the proposed bylaws were developed by the UT System, UT Office of the General Counsel, and Secretary for the UT Board of Trustees. Each UT campus advisory board was presented with nearly identical proposed bylaws that vary only with respect to a few campus-specific provisions (e.g., Hamilton County is identified as the location of meetings for the UTC Advisory Board). Chancellor Angle provided an overview of the various sections of the proposed bylaws. Chancellor Angle then explained that the Board must adopt a set of bylaws by a 2/3 roll-call vote of the total membership of the Board, and that, after the Board adopts a set of bylaws, the bylaws

will be submitted to the UT Board of Trustees for final approval at the next UT Board of Trustees meeting. After providing an overview of the sections of the proposed bylaws, Chancellor Angle called for any questions or comments.

Dr. Potts posed two questions: (i) whether the requirement under the bylaws that the Board meet in Hamilton County would prevent the Board from meeting with other UT campus advisory boards at a location outside of Hamilton County; and (ii) whether the requirement of a physical quorum of four (4) members was required by law and if the requirement did not allow for a quorum to be met by four (4) members participating remotely. Dr. Potts and Chancellor Angle both commented that it would be beneficial for the Board members to be able to meet with other UT campus advisory boards to share knowledge and practices and strengthen the relationships between the various UT campuses. Dr. Potts' questions were referred to Yousef Hamadeh, Assistant General Counsel, for clarification. Mr. Hamadeh confirmed that he would review the questions raised and provide a response to the Board. Chancellor Angle noted that the Board could adopt the proposed bylaws presented, and if changes to the location and quorum requirements were allowed, the Board could amend the bylaws in the future.

Chancellor Angle asked if any of the Board members had any other questions or concerns. Fred Decosimo asked how Board meetings could be made open to the public for those not able to physically attend. Dr. Potts stated that the Board meetings could be streamed live and that a link to the live stream could be posted on the internet. Dr. Potts commented that UTC Faculty Senate meetings and UT Board of Trustees meetings are made available to the public in a similar manner.

No other comments or questions were raised regarding the proposed bylaws. Chancellor Angle asked if there was a motion to approve the bylaws as presented.

Muecke Barker moved to approve the bylaws as presented. Scott LeRoy seconded the motion. No further discussion was had. A roll-call vote on the motion was taken, and the motion carried by a unanimous vote. A copy of the approved bylaws is included in **Appendix A** to these minutes. The approved bylaws will be submitted to the UT Board of Trustees for final approval at the next UT Board of Trustees meeting on March 1, 2019.

VI. ELECTION OF BOARD CHAIR

Chancellor Angle next asked the Board for any nominations for Chair of the Board. Judge Barker nominated Fred Decosimo for the position. No other nominations for Chair were made. Judge Barker moved for the election of Mr. Decosimo as Chair. Mr. LeRoy seconded the motion. No further discussion was had. A voice vote on the motion was taken, and the motion carried by a unanimous vote. Mr. Decosimo's term as Chair begins on January 7, 2019 and will end on June 30, 2020. Upon Mr. Decosimo's election as Chair, Mr. Decosimo assumed responsibility for presiding over the meeting.

VII. ELECTION OF BOARD SECRETARY

Chair Decosimo recognized Chancellor Angle and asked for his recommendation for Secretary for the Board. Chancellor Angle commented that the Secretary will help coordinate activities of the Board, support the Chair and other Board members, gather and organize the documents that

will need to be submitted to the President and the UT Board of Trustees, and maintain the records pertaining to the business of the Board. Chancellor Angle nominated Terry Denniston, UTC Chief of Staff, for the position. A motion was made by a member for the election of Ms. Denniston as Secretary. Another member seconded the motion. No further discussion was had. A voice vote on the motion was taken, and the motion carried by a unanimous vote. Ms. Denniston shall serve as Secretary at the pleasure of the Board and without a definite term.

VIII. SELECTION OF STUDENT MEMBER TO THE BOARD

Chair Decosimo recognized Chancellor Angle and asked him for his recommendation for the appointment of the initial student member to the Board. Chancellor Angle commented that, given that the initial appointment is for six months, it seemed appropriate to nominate the current President of the UTC Student Government Association (SGA), Mr. JuJuan Lewis. Chancellor Angle stated that Mr. Lewis has done a great job as SGA President, knows the issues on campus, and would be a very strong member of the Board. Chancellor Angle noted that, if selected, Mr. Lewis's term on the Board would run from January 7 to June 30, 2019, and that the next student member will be selected pursuant the selection process adopted by the Board and would begin his or her one-year term on July 1, 2019.

Chancellor Angle recommended the appointment of Mr. Lewis as the initial student member of the Board and a motion was made on his recommendation. Dr. Potts seconded the motion. No further discussion was had. A voice vote on the motion was taken, and the motion carried by a unanimous vote. Mr. Lewis's term as the initial student member of the Board will begin on January 7, 2019 and end on June 30, 2019.

IX. ADOPTION OF STUDENT MEMBER SELECTION PROCESS

Chair Decosimo recognized Chancellor Angle and asked him to present to the Board for consideration two proposals for the student member selection process. Copies of the two proposals were provided to the Board members in advance of the meeting.

Chancellor Angle provided an overview of both proposals. The first proposal was developed by the SGA ("Proposal 1"). Under Proposal 1, the SGA would hear presentations from candidates, and then decide on one candidate to present to the Board for approval. Under the second proposal ("Proposal 2"), the SGA would hear presentations from candidates and screen candidates in the same manner as under Proposal 1. However, instead of one candidate, the SGA would present several qualified candidates to the Board for consideration.

Chancellor Angle noted that the UT FOCUS Act requires that the new student member be appointed by April 15, so the process for selecting a new student member would need to begin soon. Ms. Hoffman asked for clarification regarding how candidates would be screened under the two proposed processes and whether the Board members would be able to interview any of the candidates. Chancellor Angle responded that the Board members would be able to review written materials regarding the candidates and that interviews could be arranged if the Board wanted to interview the candidates. Mr. Lewis proposed a modified process under which Board members would be able to attend the SGA meeting to observe the candidates' presentations in order to evaluate the candidates. The other Board members expressed their agreement with Mr.

Lewis's suggestion. Further discussion was had among the Board members regarding the merits of the Proposal 1 and Proposal 2 and other potential modifications to the two proposals. The Board members collectively decided that the best option was to adopt Proposal 2 with the modification that at least three (3) Board members be required to attend the SGA meeting at which the candidates present.

Dr. Potts moved for the adoption of Proposal 2 with the modification that at least three (3) Board members including the student Board member will attend the SGA meeting at which candidates present. The motion was seconded by Mr. LeRoy. No further discussion was had. A roll-call vote on the motion was taken, and the motion carried by a unanimous vote. A copy of the student member selection process adopted by the Board is included in **Appendix B** to these minutes.

At the conclusion of the vote on the student member selection process, Dr. Potts left the meeting.

X. DISCUSSION OF FUTURE MEETING DATES

Chair Decosimo recognized Chancellor Angle and asked him to present to the Board members proposed dates for the next Board meeting. Chancellor Angle discussed the desire to schedule a meeting to discuss a tuition proposal that UTC would like to present at the UT Board of Trustees meeting on March 1. January 30 was proposed, and all Board members confirmed their availability on that date. Chancellor Angle commented that the other 2019 meeting dates should be scheduled on dates sufficiently in advance of the other 2019 UT Board of Trustees meetings so that the Board would be able to provide its recommendations on matters that will be presented to the UT Board of Trustees. Suggested dates were discussed among the Board members, but no definitive dates were decided upon.

At the conclusion of the Board's discussion of future meeting dates, Ms. Hoffman moved for the next board meeting to be scheduled for January 30, 2019. Mr. LeRoy seconded the motion. No further discussion was had. A voice vote on the motion was taken, and the motion carried by a unanimous vote.

XI. PRESENTATIONS ON UTC STRATEGIC PLAN AND STUDENT PROFILE

A. UTC Strategic Plan

Chair Decosimo recognized Chancellor Angle to provide a slide presentation regarding the UTC strategic plan. As part of his presentation, Chancellor Angle noted that the current strategic plan covers the time period from 2015 to 2020, and that one of the responsibilities of the Board is to assist with developing a new strategic plan for UTC. Chancellor Angle provided a detailed summary of the development of the current strategic plan, the stakeholders consulted, and the methodology employed in defining the main goals under the plan. The final result was a strategic plan with four primary goals: (1) to transform lives through meaningful learning experiences; (2) to inspire, nurture and empower scholarship, creativity, discovery, innovation and entrepreneurial initiatives; (3) to ensure stewardship of resources through strategic alignment and investments; and (4) to embrace diversity and inclusion as a path to excellence and societal change. Chancellor Angle discussed the metrics

that UTC developed to assess its progress on achieving its goals under the plan and that UTC has issued annual updates since 2016 that measure UTC's progress in each area. He noted that the strategic plan and the annual progress reports are posted on UTC's website.

Chancellor Angle stated that UTC is in the process of conducting a search for a new Provost and Vice Chancellor for Academic Affairs, and that once that position is filled in July 2019, UTC would be ready to begin developing an updated strategic plan. Chancellor Angle anticipates that an updated strategic plan would probably be completed by the Spring of 2020, and that the Board would be involved in developing the plan. Chancellor Angle provided an overview of how UTC's academic units are organized under the Provost, including a description of the colleges at UTC and identification of the deans heading them.

Chancellor Angle then provided an overview of following academic priorities that have been identified over the last couple of years and that should factor into UTC's updated strategic plan:

- Continued development of computational science modeling and urban dynamics initiatives and programs. Chancellor Angle described UTC's involvement with the Smart City Initiative and efforts to leverage the availability of gig internet speed provided by EPB to develop and expand partnerships through the new Center in Urban Dynamics, the SimCenter, the College of Computational Science and Engineering, and other mathematics and sciences programs.
- Enhancement of entrepreneurship programs and opportunities in business and public health fields through the Center for Entrepreneurship in the UTC Rollins College of Business.
- Continued development of UTC's teacher education program. Chancellor Angle stated that the goal is to make UTC's program one of the best teacher education programs in the region, if not the country. Chancellor Angle discussed UTC's close partnership with Hamilton County schools and ongoing efforts to develop a teacher mentoring program to support Hamilton County teachers.
- Continued development of UTC's "Bridges Beyond the Classroom" initiative, which encompasses UTC's efforts toward its strategic goal of creating and developing hands-on learning experiences outside of the classroom for every student (e.g., internships, research opportunities). Chancellor Angle referenced Mr. Lewis's service as SGA president as an example of the type of experience that can define a student's college career and open up opportunities. He also noted the 60-80 UTC students who have internships with Unum as an example of the type of relationship UTC is working to forge with local businesses and entities that will create opportunities for its students.
- Enhancement of UTC's health and wellness academic programs and the adoption of an interdisciplinary approach with other academic disciplines and programs with health-related areas. As examples of UTC's efforts, Chancellor Angle noted that UTC: started a

Masters in Social Work program two years ago which is just now getting full accreditation; began developing a Masters of Public Health program in the fall of 2018; and is in the process of obtaining accreditation for its Physician's Assistant program, which will round out its existing medical programs in the School of Nursing. Chancellor Angle also noted that UTC is working closely with the UT Health Science Center (UTHSC) to build a new facility that will house UTC's health-related programs with UTHSC's programs, which will enhance integrated health care education and collaboration between UTC and UTHSC.

A copy of Chancellor Angle's presentation of UTC's strategic plan and its strategic priorities for its academic programs can be found [here](#).

Chancellor Angle called for any question or comments from the Board. Ms. Hoffman asked for clarification on how the UT campuses coordinate their strategic plans. Chancellor Angle explained that the University of Tennessee has a system-wide strategic plan that UTC took into account when developing its strategic plan to ensure that it was consistent with the system plan. He noted that UTC's plan differs from other UT campuses based on the different types of programs each campus offers, and that UTC is more similar to UT-Martin than UT-Knoxville in terms of the types of programs UTC offers and the corresponding metrics of success that apply. Chancellor Angle further explained that chancellors of all of the UT campuses and institutes meet and coordinate with each other and the UT System administration to discuss system-wide strategy and how each campus fits in the system-wide strategic plan. Hearing no further questions, Chair Decosimo thanked Chancellor Angle and moved onto the next item of business.

B. UTC Student Profile

Chair Decosimo recognized Dr. Yancy Freeman, UTC Vice Chancellor for Enrollment Management, Student Success and Student Affairs, to provide a presentation to the Board on UTC's student profile. Dr. Freeman gave a slide presentation, which provided an overview of where UTC students come from and who they are, and UTC's recruiting and student development efforts. As part of the key notes from his presentation, Dr. Freeman noted that UTC has a total of 11,638 undergraduate and graduate students and that freshmen student enrollment increased by 6% in 2018 with marked improvement in the academic credentials of incoming students. UTC's 6-year graduation rate has also increased by 11%, with improvements in both the 4-year and 6-year graduation rates. Dr. Freeman discussed UTC's efforts that have improved the retention and graduation rates of students, as well as post-graduation opportunities for students. Dr. Freeman explained that, overall, UTC is experiencing positive trends in almost all areas of recruitment, enrollment, retention, and graduation. A copy of Dr. Freeman's presentation can be found [here](#). Dr. Freeman called for any questions or comments from the Board. Hearing none, Chair Decosimo thanked Dr. Freeman for his presentation and moved onto the next item of business.

XII. OTHER BUSINESS

Chair Decosimo recognized Chancellor Angle to discuss any additional items of business. Chancellor Angle briefly discussed the conflicts of interest disclosures that must be submitted by each Board member. Chancellor Angle explained that the bylaws identify the different areas of possible conflicts of interest for Board members and that each member must submit a Disclosure of Financial Interest Form within thirty (30) days of the meeting. Chancellor Angle noted that the forms were included in the binder provided to the Board members. He stated that he will review the completed forms with University legal counsel and will work to resolve any potential conflicts of interest that may be disclosed.

Chancellor Angle further commented that, at the next Board meeting, he anticipates that the primary item on the agenda will be the review of UTC's proposed tuition plan that it anticipates presenting to the UT Board of Trustees.

No other items of business were identified for discussion.

XIII. CLOSING REMARKS

Chair Decosimo thanked each of the Board members for agreeing to serve. Chancellor Angle requested that the Board members take the binders and materials provided to them and encouraged them to ask any questions they may have about the materials or UTC in general. Ms. Hoffman commented that the UTC website has helpful information for any Board member seeking additional information.

XIV. ADJOURNMENT

Chair Decosimo moved to adjourn the meeting. Mr. Leroy seconded the motion. The motion carried by unanimous vote. The meeting was adjourned.

BYLAWS
OF
THE UNIVERSITY OF TENNESSEE AT CHATTANOOGA
ADVISORY BOARD

Article I
Name and Purpose

Section 1.1 This advisory board has been established pursuant to Tennessee Code Annotated §§ 49-9-501 through -503 and shall be known as The University of Tennessee at Chattanooga Advisory Board, hereinafter referred to in these Bylaws as “Advisory Board.”

Section 1.2 The purpose of the Advisory Board shall be to carry out the responsibilities outlined in Section 2.1 of these Bylaws.

Article II
Responsibilities

Section 2.1 Pursuant to Tennessee Code Annotated § 49-9-503(a), the Advisory Board shall have the following responsibilities:

- (a) Submit a recommendation regarding the proposed operating budget, including tuition and fees, for the campus in accordance with the process established by the University of Tennessee (“University”) Board of Trustees (“Board of Trustees”) pursuant to Tennessee Code Annotated § 49-9-209(d)(1)(N);
- (b) Submit a recommendation regarding the strategic plan for the campus in accordance with the process established by the Board of Trustees pursuant to Tennessee Code Annotated § 49-9-209(d)(1)(O);
- (c) Advise the Chancellor regarding operations and budget, campus master plan, campus life, academic programs, policies, and other matters related to the campus and as may be requested by the Chancellor from time;
- (d) Under the leadership of the Chancellor, seek to promote the overall advancement of the campus and The University of Tennessee System;
- (e) Advise the Board of Trustees or the President on matters related to the campus or the system as may be requested by the President or the Board of Trustees from time to time; and

- (f) Comply with the Tennessee Open Meetings Act, Tennessee Code Annotated § 8-44-101 *et seq.* except as authorized by a statutory or judicially recognized exception to the Tennessee Open Meetings Act.

Section 2.2 As provided by Tennessee Code Annotated § 49-9-503(b), the responsibilities of, and any actions taken by, the Advisory Board shall not conflict with or inhibit the authority of the Board of Trustees.

Section 2.3 Each member shall conduct any efforts on behalf of the Advisory Board within the scope of the responsibilities provided in Section 2.1 of these Bylaws and in compliance with applicable University policies.

Article III Membership

Section 3.1 Membership on the Advisory Board is governed by the provisions of Tennessee Code Annotated § 49-9-501. The following sections represent a summary of some of the key statutory provisions.

Section 3.2 Number of Members and Appointing Authority. Pursuant to Tennessee Code Annotated §§ 49-9-501, the Advisory Board shall consist of five (5) members appointed by the Governor, one (1) faculty member appointed by the campus Faculty Senate, and one (1) student appointed by the Advisory Board. The Chancellor shall ensure that each new member receives a copy of these Bylaws and is notified of the expectations and responsibilities of membership.

Section 3.3 Term of Members Appointed by the Governor. The terms of the initial members appointed by the Governor shall be two (2), three (3), and four (4) years, as designated by the Governor, beginning on the date of appointment and ending on June 30 of the last year of the designated term. For all subsequent appointments by the Governor, the term shall be four (4) years from July 1 through June 30. All members appointed by the Governor must be confirmed by joint resolution of both houses of the Tennessee General Assembly; provided that if the General Assembly is not in session when an appointment is made, the members shall serve for the appointed term unless the appointment is not confirmed within ninety (90) calendar days after the General Assembly next convenes in regular session. Members may not serve more than two (2) consecutive terms but may be reappointed after four (4) years have elapsed since the last date of service on the Advisory Board.

Section 3.4 Term of the Faculty Member. The term of the initial faculty member shall begin on the date of the initial meeting of the Advisory Board and end on June 30 of the next year. For all subsequent faculty member appointments, the term shall be two (2) years beginning July 1 and ending June 30.

Section 3.5 Term of the Student Member. The term of the initial student member shall begin on the date of appointment by the Advisory Board and end on June 30 of the same year. For all subsequent student member appointments, the term shall be one (1) year beginning July 1 and ending June 30.

Article IV Conflict of Interests

Section 4.1 General Conflict of Interests. Members shall not use the authority, title, prestige, or other attribute of the office to acquire benefit or gain for themselves or for any relative. Nor shall members use the authority, title, prestige, or other attribute of the office to obtain favored consideration or treatment of any person, including but not limited to efforts to influence administrative decisions with respect to an individual's admission, employment, discipline, or similar matters. Members shall not knowingly accept any gift, favor, or gratuity from any person or entity that could reasonably be expected to affect the member's independence of judgment in performing official duties; however, this shall not be construed to prohibit acceptance of benefits from the University provided to all members by virtue of the office or provided in connection with donations to the University.

Section 4.2 Financial Conflict of Interests. It shall be the duty of each member of the Advisory Board to avoid any financial conflict of interests as defined in this Section 4.2. Tuition and fee payments, scholarships and other financial aid awards, and donations do not constitute a financial conflict of interests. Salary, a stipend, and other compensation for services paid by the University to the faculty member and student member of the Advisory Board do not constitute a financial conflict of interests.

Section 4.2(a) Direct Interest. A financial conflict of interests exists when a member has a direct interest in a contract with the University. "Direct interest" means a contract with the member personally or with any business in which the member is the sole proprietor, a partner, or the person having the controlling interest. The interests of a member's spouse and children shall be treated as the member's interest for the purpose of determining whether the member has a direct interest. "Controlling interest" means the individual with the ownership or control of the largest number of outstanding shares owned by any single individual or corporation.

Section 4.2(b) Indirect Interest. A financial conflict of interests also exists when a member has an indirect interest in a contract with the University unless the member has disclosed his or her interest in accordance with Section 4.2(c). "Indirect interest" means a contract in which the member has an interest that is not a "direct interest" as defined in Section 4.2(a). The interests of a member's spouse and children shall be

treated as the member's interest for the purpose of determining whether the member has an indirect interest.

Section 4.2(c) Attempt to Influence a University Contract. A member shall not attempt to influence any person who is involved in making or administering a contract with the University if the member would derive a direct benefit from the contract. Nor shall a member solicit or receive any gift, reward, or promise of reward in exchange for recommending, influencing, or attempting to influence the award of a contract by the University.

Section 4.2(d) Disclosure of Financial Interests. Initial members of the Advisory Board shall file a disclosure of financial interests with the Chancellor within thirty (30) calendar days after the called initial meeting of the Advisory Board. Thereafter, new members of the Advisory Board shall file the disclosure with the Chancellor within thirty (30) calendar days of appointment. After filing the disclosure, a member who becomes aware of a financial interest that may constitute a conflict of interest as defined in this Section 4.2 shall provide written notice to the Chancellor within seven (7) calendar days.

Section 4.2(e) Addressing Financial Conflicts of Interest. The Chancellor shall review all disclosures of financial interests filed by members with the Chair of the Advisory Board. It shall be the responsibility of the Chancellor to take necessary or appropriate steps to address any potential or actual financial conflict of interests of any member.

Article V Officers

Section 5.1 Chair. The presiding officer of the Advisory Board shall be the Chair, who shall be elected by the Advisory Board. The term of the initial Chair shall begin on the date of election and end on June 30 of the following year. Thereafter, the term of the Chair shall begin on July 1 and end on June 30 of the second succeeding year. The Chair may not be elected to more than three (3) consecutive terms except upon the affirmative roll-call vote of a majority of the total membership. The Chair shall preside at all meetings of the Advisory Board; shall be responsible, in consultation with the Chancellor, for coordinating the work of the Advisory Board; and shall be the spokesperson for the Advisory Board. If the Chair knows in advance that he or she will not be able to attend a meeting, the Chair shall appoint a Chair *pro tem* to preside over the meeting. In the unexpected absence of the Chair, the Chancellor shall preside over the meeting until the Advisory Board acts to appoint a Chair *pro tem*.

Section 5.2 Secretary. On the recommendation of the Chancellor, the Advisory Board shall elect a member of the campus administrative staff to serve as Secretary. The Secretary shall serve at the pleasure of the Advisory Board and without a definite term. The Secretary shall assist the Chair and the Chancellor in preparing the agenda and materials for Advisory Board meetings; prepare and maintain minutes of Advisory Board meetings; maintain a current set of the Bylaws and a record of all Bylaw amendments; and

maintain all records pertaining to the business of the Advisory Board, except as may be otherwise provided by policies of the Board of Trustees or the University.

Article VI Operating Budget

Section 6.1 Financial support for the work of the Advisory Board shall be provided exclusively from the campus operating budget through established budgetary procedures. The Advisory Board's receipts and expenses shall be budgeted and accounted for in separate accounts. The accounts shall be specifically identifiable in the detail of the operating budget.

Article VII Meetings

Section 7.1 Regular Meetings. In accordance with Tennessee Code Annotated § 49-5-502(a), the Advisory Board shall hold at least three (3) regular meetings each year on a day or days determined by the Advisory Board from year to year.

Section 7.2 Special Meetings. Special meetings of the Advisory Board may be called by the Chair or the Chancellor when deemed necessary.

Section 7.3 Location of Meetings. Regular and special meetings of the Advisory Board may be held at any location in Hamilton County, Tennessee.

Section 7.4 Notice of Meetings. Notice of meetings may be delivered to members by postal mail, courier, electronic mail, or facsimile transmission. As required by Tennessee Code Annotated § 8-44-103(a) and (b), adequate public notice shall be given of all regular and special meetings.

Section 7.5 Meetings Open to the Public. In compliance with Tennessee Code Annotated § 49-9-503(a)(6), meetings of the Advisory Board shall be open to the public except as authorized by a statutory or judicially recognized exception to the Tennessee Open Meetings Act.

Section 7.6 Agenda. An agenda for every meeting of the Advisory Board shall be prepared by the Chancellor in consultation with the Chair and with the assistance of the Secretary. The agenda shall list in outline form each item to be considered at the meeting. When feasible, a copy of the agenda shall accompany the notice of the meeting, but when not feasible, a copy shall be provided to the members

before the meeting date. Items not appearing on the agenda of a regular meeting may be considered only upon an affirmative roll-call vote of a majority of the total voting membership of the Board. Items not stated in the call of a special meeting may not be considered at the meeting.

Section 7.7 Manner of Voting. In accordance with the Tennessee Open Meetings Act, all votes by the Advisory Board shall be by public voice vote, public ballot, or public roll-call vote, and proxy votes are not allowed. A public roll-call vote shall be required on the following: (1) all motions related to adoption, amendment, repeal, or suspension of these Bylaws in whole or in part; and (2) on any other motion if a voting Board member present at the meeting requests a roll-call vote before a vote is taken or demands a roll-call vote before the Chair announces the result of a vote.

Section 7.8 Participation in Meetings by Electronic or Telephonic Means. The Chair, after consultation with the Chancellor, may allow members to participate in a meeting by any means of electronic or telephonic communication, subject to the following requirements of the Tennessee Open Meetings Act:

- (1) A quorum of four (4) members must be physically present at the location specified in the public notice as the location of the meeting.
- (2) The meeting must be audible to the public at the location specified in the public notice of the meeting.
- (3) All members must be able to hear and speak to each other during the meeting.
- (4) Any member participating by telephonic or electronic means must identify the persons present at the location from which the member is participating.
- (5) Before the meeting, any member who will not be physically present at the meeting location specified in the public notice shall be provided with documents to be discussed at the meeting with substantially the same content as the documents presented at the meeting.
- (6) All votes shall be taken by roll call.

Article VIII Quorum

Section 8.1 Four (4) members shall constitute a quorum empowered to transact any business of the Advisory Board.

Section 8.2 The action of a majority of the quorum of members present at any meeting shall be the action of the Advisory Board, except as otherwise provided in these Bylaws.

Article IX

Committees

Section 9.1 The Chair is authorized to appoint such committees and committee chairs as the Chair may deem necessary from time to time.

Article X Rules of Procedure

Section 10.1 Questions of procedure and organization not specifically addressed in these Bylaws shall be governed by rules contained in the most current edition of *Robert's Rules of Order Newly Revised* to the extent applicable and consistent with these Bylaws and any special rules of order, standing rules, or policies adopted by the Advisory Board.

Article XI Adoption, Amendment, and Repeal of Bylaws

Section 11.1 These Bylaws shall be adopted by an affirmative two-thirds (2/3) roll-call vote of the total membership of the Advisory Board and shall be provisionally effective until subsequent review and approval by the Board of Trustees.

Section 10.2 The Advisory Board may change these Bylaws by amendment, by adoption of one or more new Bylaws, or by repeal of one or more existing Bylaws at any regular or special meeting by an affirmative two-thirds (2/3) roll-call vote of the total membership of the Advisory Board; provided that a copy of the amendments or new Bylaws to be offered or notation of the Bylaws to be repealed shall be furnished to each member in writing at least seven (7) days in advance of the meeting; and provided further that any change to the Bylaws shall not be effective until approved by the Board of Trustees.

Appendix B

**The University of Tennessee at Chattanooga
UTC Advisory Board
Student Selection Process Approved by the UTC Advisory Board on
January 7, 2019**

Tennessee Code Annotated Section 49-9-50 (d)

T. C. A. § 49-9-501

§ 49-9-501. Advisory boards for University of Tennessee institutions

Effective: April 6, 2018

(d) One (1) member must be a student at the respective University of Tennessee institution selected and appointed in a manner determined by the respective advisory board as soon as practicable for the initial appointment and, for all subsequent appointments, no later than April 15 of each year. Each student member must be enrolled full-time at the respective University of Tennessee institution throughout the term of appointment; provided, that this requirement does not require enrollment during any summer semester.

(3) Each student member selected in accordance with subsection (d) shall serve a term of one (1) year, beginning July 1 and ending the following June 30.

The UTC process:

- The application process shall begin the first day of classes in the spring semester.
 - For this initial year this process will begin as soon as the advisory board adopts the selection proposal. In all subsequent years, the process will begin the first day of classes in the spring semester.
- Applications shall be opened and made available to all enrolled, full-time students. The application consists of a resume and a letter stating why the student is interested in the student trustee position.
- The opening of the application shall be accompanied by notification to all students via university e-mail from the Dean of Students. Faculty and staff shall be encouraged to nominate students.
- The period for which applications will be accepted shall be three (3) weeks and will be submitted to the Dean of Students office working in conjunction with the Chancellor's office.
- The Chancellor and the Student Government Association (SGA) advisors shall perform a preliminary screening of the applicants.
 - Candidates shall have completed a total of 30-semester hours with a cumulative 2.75 grade point average at the end of the semester of such appointment.

**The University of Tennessee at Chattanooga
UTC Advisory Board
Student Selection Process
(Continued)**

- Applicants meeting the aforementioned requirements shall be invited and presented to the SGA and shall be recognized in a punctuated and individual manner to defend their candidacy for a maximum of three (3) minutes, which precedes a period of questioning from voting members of the SGA.
- At least three members of the UTC Advisory Board will attend the meeting of the SGA to hear the candidates defend their candidacy.
- The SGA will put forth to the Chancellor and SGA advisors those candidates it feels are acceptable or unacceptable (without ranking). This information will be provided to the Chancellor on all the candidates.
- The Chancellor will provide this information to the members of the UTC Advisory Board, who will make the final selection.