



AGENDA

Austin Peay State University

317 College Street

Clarksville, TN 37040

September 20, 2019

9:00 am

Call to Order

Roll Call/Declaration of Quorum

Adoption of Agenda

Approval of Minutes

Special Presentation by Steven Gentile, Chief Fiscal Policy Officer, Tennessee Higher Education Commission

Campus Spotlight

Election of Officers

Committee Appointments by Board Chair

Action Items

- A. Academic Policies and Programs/Student Life Committee Report and Recommendations
  - i. Adoption of Minutes
- B. Audit Committee Report and Recommendations
  - i. Adoption of Minutes
- C. Business and Finance Committee Report and Recommendations
  - i. Adoption of Minutes
  - ii. Consideration of Campus Property Acquisitions
- D. Executive Committee Report and Recommendations

- i. Adoption of Minutes
- ii. Consideration of Amendment to Bylaws
- iii. Consideration of the Revised Presidential Base Compensation, Performance Evaluation, and Incentive Plan for Fiscal Year 2019-2020

E. Other Business

- i. Naming Requests for Coach George Fisher Conference Room, Lisa Dahin Ross Classroom, and Downey Baseball Operations Center and Clubhouse & Downey-Moore Creative Department Suite
- ii. Consideration of Student Affairs Committee Charter and Revised Academic Affairs Committee Charter
- iii. Consideration of Board Meeting Calendar for 2020

Information Items

- A. Student Affairs Division Overview
- B. Discussion from THEC's Innovative Governance Convening
- C. President's Report
- D. President's Interim Items
  - i. Review of Contracts and Agreements
  - ii. Review of State Building Commission Actions

Adjourn



June Board Meeting		
6.7.2019	9:00am	317 College Street Clarksville, TN 37040
Meeting Type	Board Meeting	
Note taker	Joanne Shepard	
Attendees	Mr. Billy Atkins	Yes
	Ms. Katherine Cannata	Yes
	Mr. Larry Carroll	No
	Mr. Don Jenkins	Yes
	Dr. Gary Luck	No
	Dr. Valencia May	Yes
	Ms. Stacy McAllister-Brooks	Yes
	Brig. Gen. Robin Mealer	Yes
	Mr. Mike O'Malley	No
	Dr. Nell Rayburn	No
	Dr. Alisa White, President	Yes
	Ms. Dannelle Whiteside, Vice President for Legal Affairs and Secretary to the Board	Yes
Trustee Cannata called the meeting to order. Ms. Dannelle Whiteside, Secretary to the Board called the roll. There was a quorum.		
Adoption of Agenda		
Discussion		
Trustee Cannata informed the Board that some items for consideration are on a consent agenda. She asked if there were any items on it that the Trustees would like extracted. There were none.		
Conclusions		
Trustee Cannata moved for the adoption of the agenda, including the items on the consent agenda. The motion was seconded by Trustee Jenkins. A voice vote was taken and was passed unanimously with 5 trustees voting yes.		
Approval of Minutes		
Discussion		
Trustee Cannata asked if there were any corrections or additions to the March 15, 2019 Board meeting minutes. There were none.		
Conclusions		

Trustee Atkins made a motion to approve the minutes for the March 15 meeting. Trustee May seconded the motion. A voice vote was taken and was passed unanimously with 5 trustees voting yes.

### Campus Spotlight

#### Discussion

Trustee Cannata asked President White to introduce the guest speakers. President White introduced the guests present from Project 20/10, a joint partnership between Montgomery County Juvenile Court and APSU to provide mentorship to adjudicated youth.

Dr. Jeffrey Thompson, Assistant Professor in the APSU Department of Social Work, explained the vision of the Project 20/10 program. The five areas of focus include: foundation and training; 2:1 dynamic of mentors to students; on-campus engagement; ongoing accountability; and a mobile troubleshooting unit. He stated that the program gave the APSU students an opportunity to practice social work in a real-world setting.

Ms. Jacklyn Lyons, a non-traditional social work student, discussed her excitement of being a mentor in the Project 20/10 program and how rewarding it has been in her life.

Mr. Amir McCain, current student in the program, discussed his background and how much he appreciated his mentors, the friendships created and guidance for his life.

Trustee Cannata asked Mr. McCain to discuss the activities in the program he thought were most important. He explained that he had learned about college life and had frequently visited campus. He could see it was possible for him to pursue a college degree. Trustee Atkins asked what his friends thought about his involvement in the program. Mr. McCain stated that his friends criticized him for his change in attitude and vision. He spoke highly of the program and encouraged his friends to turn their lives in a different direction. Trustee May asked how long Mr. McCain had been in the program, in which he replied since February 11, 2019. Trustee McAllister-Brooks asked if he felt the program prepared him for the college experience. He stated that the mentors discussed the challenges and stresses involved. He thanked everyone for the opportunity to be a part of this wonderful program.

Judge Ken Goble explained his vision for the Project 20/10 and stated Mr. Ed Moss developed the working pieces of the program to help these students have a better future. He discussed the juvenile experience and the importance of the mentoring aspect. The program is expanding to include the APSU Department of Psychological Science and Counseling in the fall.

President White thanked all the individuals for being at the meeting and for their hard work and dedication to helping our students and these juveniles and for making this program a success.

After a small break, Trustee Cannata welcomed Student Trustee Stacy McAllister-Brooks to the Board. Trustee McAllister-Brooks thanked the Board for the opportunity.	
Conclusions	
<b>Academic Policies and Programs/Student Life Committee Report</b>	
Discussion	
<p>Trustee Jenkins reported on the actions of the academic policies and programs/student life committee at the June 6 meeting. The following action items were reviewed and approved by the committee and were approved by the full board on the consent agenda: the termination of the Bachelor of Science in English and Bachelor of Arts in Psychological Science degrees.</p> <p>The following action items were reviewed and approved by the committee: the names of the faculty members eligible for tenure; tenure upon appointment of Dr. Nancy KingSanders, Executive Director for the Center of Teaching and Learning, retroactive to April 1, 2019; denial of the petition for the right to appeal promotion decision by Dr. Robert Halliman; change in elevation of the existing Media Communication Technology concentration with the BS/BA Communications Arts into a separate major of BA/BS Communication Media; and changes in the Student Conduct and Disciplinary Sanctions Rule.</p>	
Conclusions	
<p>Trustee Jenkins moved that the Board approve the minutes for the June 6 meeting. Trustee Atkins seconded the motion. A voice vote was taken and was passed unanimously with 5 trustees voting yes.</p> <p>Trustee Jenkins made a motion to approve the names of the faculty members eligible for tenure as listed in the board materials. Trustee May seconded the motion. A voice vote was taken and was passed unanimously with 5 trustees voting yes.</p> <p>Trustee Jenkins made a motion that the Board approve tenure upon appointment for Dr. Nancy KingSanders. A voice vote was taken and was passed unanimously with 5 trustees voting yes.</p> <p>Trustee Jenkins made a motion to elevate the existing Media Technology Concentration within the BA/BS Communication Arts into a separate major of BA/BS Communication Media as written. A voice vote was taken and was passed unanimously with 5 trustees voting yes.</p> <p>Trustee Jenkins made a motion to approve the Student Conduct and Disciplinary Sanctions Rule as written. A roll call vote was taken and was passed unanimously with 5 trustees voting yes.</p>	
<b>Audit Committee Report</b>	
Discussion	

Trustee Cannata reported on the actions at the audit committee at the June 6 meeting. The committee listened to presentations on the following informational items: an overview of Internal Audit's Fraud Awareness Program and Investigation Process, Internal Audit Reports issued between February 19, 2019 and May 10, 2019 with a list of outstanding audit recommendations and the Internal Audit's Spring 2019 Client Satisfaction Survey Results.

Conclusions	
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Trustee Cannata moved that the Board approve the minutes for the June 6 meeting. Trustee Mealer seconded the motion. A voice vote was taken and was passed unanimously with 5 trustees voting yes.

### **Business and Finance Committee Report**

Discussion	
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Trustee Atkins reported on the actions of the business and finance committee at the June 6 meeting. The action items the committee reviewed and approved are as follows: tuition increase for the 2019-2020 academic year; estimated budget for the 2018-2019 fiscal year and the proposed budget for the 2019-2020 fiscal year; the capital outlay and maintenance requests for 2020-2021 fiscal year; APSU's participation in the Clarksville multipurpose event center; revisions to the Policy 1:021 Fees, Charges, Refund and Fee Adjustments; Use of University Property Rule; Classifying Students In-State and Out-of-State Rule; and Rule 0240-05-01 Traffic and Parking Regulations. The committee also reviewed the university's organizational chart for 2019-2020.

Conclusions	
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Trustee Atkins moved that the Board approve the minutes for the June 6 meeting. Trustee Jenkins seconded the motion. A voice vote was taken and was passed unanimously with 5 trustees voting yes.

Trustee Atkins moved that the Board approve the proposed tuition increase for the 2019-2020 academic year. A roll call vote was taken and was passed unanimously with 5 trustees voting yes.

Trustee Atkins moved that the Board approve the estimated budget for the 2018-2019 fiscal year and the proposed budget for the 2019-2020 fiscal year. A roll call vote was taken and was passed unanimously with 5 trustees voting yes.

Trustee Atkins moved that the Board approve the proposed capital outlay and maintenance requests for the 2020-2021 fiscal year. A roll call vote was taken and was passed unanimously with 5 trustees voting yes.

Trustee Atkins moved that the Board approve APSU's participation in the Clarksville multipurpose event center. A roll call vote was taken and was passed unanimously with 5 trustees voting yes.

Trustee Atkins moved that the Board approve the proposed revisions to the Policy 1:021 Fees, Charges, Refund and Fee Adjustments. A roll call vote was taken and was passed unanimously with 5 trustees voting yes.

Trustee Atkins moved that the Board approve the proposed Use of University Property Rule. A roll call vote was taken and passed unanimously with 5 trustees voting yes.

Trustee Atkins moved that the Board approve the proposed Classifying Students In-State and Out-of-State Rule. A roll call vote was taken and was passed unanimously with 5 trustees voting yes.

Trustee Atkins moved that the Board approve the proposed Rule 0240-05-01 Traffic and Parking Regulations. A roll call vote was taken and was passed unanimously with 5 trustees voting yes.

### **Executive Committee**

#### **Discussion**

Trustee Cannata reported on the actions of the executive committee at the June 6 meeting. The action items reviewed and approved are as follows: Presidential Performance Evaluation and President's incentive payment for fiscal year 2018-2019; revised Presidential Base Compensation, Performance Evaluation and Incentive Plan and President's base pay compensation for fiscal year 2019-2020; and Policy 1:010 Appeals and Appearances Before the Board.

#### **Conclusions**

Trustee Cannata moved that the Board approve the minutes of the June 6 meeting. Trustee Atkins seconded the motion. A voice vote was taken and passed unanimously with 5 trustees voting yes.

Trustee Cannata moved that the Board approve the summative results of the President's Performance Evaluation and the Incentive Payment for the President for fiscal year 2018-2019. A voice vote was taken and was passed unanimously with 5 trustees voting yes.

Trustee Cannata moved that the Board approve the revised Presidential Base Compensation, Performance Evaluation and Incentive Plan and the President's base compensation amount for fiscal year 2019-2020. A voice vote was taken and was passed unanimously with 5 trustees voting yes.

Trustee Atkins reported that he spoke with President White's direct reports, Governor Bill Lee, THEC Executive Director Mike Krause, and the city and county mayors who all had positive comments about President White and her performance.

### **APSU Award Recipients**

#### **Discussion**

Trustee Cannata recognized Lt. General (Ret) Ron Bailey, Vice President for External Affairs, who provided information on the proposed 2019 APSU award recipients. The award recipients for this year are: APSU Philanthropist of the Year – Ms. Wilma Newton; Gobs Who Lead Through Military Service Award—Mr. Jack Turner; and Gobs Who Lead Through Service—Mr. Ben Kimbrough, Sr.

#### **Conclusions**

Trustee Atkins moved that the Board approve the proposed award recipients. Trustee Jenkins seconded the motion. A voice vote was taken and was passed unanimously with 5 trustees voting yes.

### **Committee Appointments**

Trustee Cannata stated at the September board meeting, new board members may be appointed by Governor Bill Lee. Election of officers and committee appointments will be made at that time.

### **Legislative Update**

#### **Discussion**

Trustee Cannata recognized Ms. Carol Clark, Assistant Vice President for Community and Government Relations, who provided an update on five new laws relevant to APSU. They include:

- Public Chapter 294, which extends the APSU Board of Trustees to June 20, 2021 and creates a new sunset provision for that date;
- Public Chapter 402 extends a 25% discount to every child under the age of 24 whose parent died while employed as a full-time certified teacher or technology coordinator in a Tennessee public school system;
- Public Chapter 507 authorizes online sports betting;
- Public Chapter 455 requires APSU to develop and implement a suicide prevention plan; and
- Public Chapter 266 requires APSU to designate a staff member to serve as a homeless-student liaison to assist this population who are enrolled at APSU and develop a plan to provide these student access to housing during and between academic terms.

Trustee McAllister-Brooks asked about the anonymity of homeless students. President White stated that this concern will be addressed for these students. Trustee Cannata thanked Ms. Clark for her report.

### **President's Report and Report on Interim Items**

#### **Discussion**

Trustee Cannata recognized President White to give her report to the Board. Dr. White introduced the newly appointed deans, Dr. Tucker Brown, Dean of the College of Behavioral and Health Sciences and Professor Barry Jones, Dean of the College of Arts and Letters.

President White spoke of the many academic programs at Austin Peay that have experiential components and how our faculty and students are making a positive difference in the lives of others in our community.

The College of STEM hosts several annual events to include: the Governors School of Computational Physics, science outreach days and the STEM Expo working with the Clarksville Montgomery County School System (CMCSS). Also, the College is working with Clarksville Parks and Recreation to host STEM events at all Movies in the Park this summer.



The Volunteer Income Tax Assistance Program has been hosted on campus and 46 business students have assisted community members in preparing their tax returns.

The School of Nursing received a grant, which allowed an APSU nurse practitioner to provide primary care for approximately 250 diabetes patients. Our senior nursing students conduct patient calls and diabetes education classes to motivate the patients to adhere to the plan of care.

The Eriksson College of Education and Burt Elementary School have a dynamic partnership. APSU faculty members support teachers and students academically by assisting in the STEM lab, preparing for state assessments, offering behavioral support, and supporting literacy efforts. Education students have tutored students in reading and math and donated more than 80 pairs of shoes to students during the holidays. This spring, CMCSS and APSU launched the Early Learning Teacher Residence program, which will provide 20 recent high school graduates and 20 CMCSS teacher's aides with an accelerated, free path to become full-time school system teachers in just three years.

The Center for Excellence for the Creative Arts (CECA) has Arts Experiences Grants that make the arts accessible to all K-12 CMCSS students, while supporting local and regional arts organizations. The Community School for the Arts offers classes in visual arts, music, dance, and theatre to the community. Dr. White introduced Dr. Janice Crews, Director of CECA to the Board.

APSU has many grant programs that support the community and students, such as the Educational Opportunities Center, the Tri-County Upward Bound Program, the Veterans Upward Bound Program and the Tennessee Small Business Development Center.

Dr. White stated that these are just a few highlights of what APSU departments are doing to assist the community. Students who participate in these learning activities are preparing themselves for the workforce, learning about our community, and learning first-hand the value of serving others.

#### Conclusions

Dr. White stated there were interim items provided to the Board including: a report on the contracts and agreements and State Building Commission actions since the last Board meeting. She stated Ms. LaNeeca Williams will begin July 1 as the new Chief Diversity Officer and Title IX Coordinator. Dr. White thanked the Board for her continued employment.

Trustee Atkins commented on the organizational chart and thanked the members of the team for taking on additional roles and duties.

#### Adjournment

#### Discussion

Trustee Cannata reminded the Board of the Trustee Training scheduled for August 15-16 in Memphis and the next regularly scheduled meeting on September 19 and 20, 2019. She moved that the meeting be adjourned. Trustee Jenkins seconded the motion. A voice vote was taken and was passed unanimously with 5 trustees voting yes. The meeting adjourned at 10:34am.



**Date:** September 20, 2019

**Subject:** Consideration of Campus Property Acquisitions

**Action Recommended:** Approval by Roll Call Vote

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**Background Information:**

The Business and Finance Committee is responsible for recommending the approval of the lease, purchase, and disposal of real estate totaling more than \$500,000 to the full Board of Trustees. APSU acquires property that is within close proximity of campus and that is a part of the Campus Master Plan.

**Proposed Implementation Date:** Fall 2019

**Item Details:**

APSU is seeking Board approval in acquiring property that is in close proximity of campus and that can be used to expand the campus foot print. The requested property acquisitions include:

- 211 College Street
- 303 College Street
- 309 North 2<sup>nd</sup> Street
- 313 North 2<sup>nd</sup> Street
- 319 North 2<sup>nd</sup> Street



## Bylaws

### Board of Trustees of Austin Peay State University

Amended May 19, 2017

#### Article I. Governance

The Board of Trustees is vested by the laws of the State of Tennessee with control of the governance and management of Austin Peay State University, subject to certain powers and duties maintained by the Tennessee Higher Education Commission.

#### Article II. Purpose of Bylaws

The Board adopts these Bylaws in order to establish rules for the organization and conduct of its business, as required by Tennessee Code Annotated § 49-8-201. The Bylaws are intended to establish its governance structure and to define the duties, authority limits and operating procedures for the Board and its Trustees. As the University's governing authority, the Board's Bylaws and Policies shall take precedence over any other administrative policies, guidelines, and procedures of the University. Although the Board is empowered to govern and set policy for the University, the Board's focus is one of oversight and direction. The Board entrusts responsibility for the execution of Board policy and the administration of the University to the President and responsibility for the conduct of teaching and research to the University faculty through the President.

#### Article III. Board of Trustees

##### Section 1. Powers and Duties

The Board has been conferred by the laws of the State of Tennessee with the necessary powers and duty to accomplish the following:

- A. Determine the mission of the University and ensure that the mission is kept current and aligned with the goals of Tennessee's master plan for public higher education;
- B. Select and employ the chief executive officer of the University and to confirm the appointment of administrative personnel, teachers, and other employees of the

- University and their salaries and terms of office;
- C. Prescribe curricula and requirements for diplomas and degrees in cooperation with other state university boards in the interest of maintaining alignment across state higher education;
  - D. Approve the operating budgets and set the fiscal policies for the University and its programs;
  - E. Establish policies and regulations regarding the campus life of the University, including, but not limited to, the conduct of students, student housing, parking, and safety;
  - F. Grant tenure to eligible members of the faculty upon the recommendation of the President;
  - G. Assume general responsibility for the operation of the University, delegating to the President such powers and duties as are necessary and appropriate for the efficient administration of the University and its programs;
  - H. Receive donations of money, securities, and property from any source on behalf of the University, which gifts shall be used in accordance with the conditions set by the donor;
  - I. Purchase land subject to the terms and conditions of state regulations, condemn land, erect buildings, and equip buildings for the University subject to the requirements of the State Building Commission and the terms and conditions of legislative appropriations;
  - J. Provide insight and guidance to the University's strategic direction and charge the President with leading the strategic planning process;
  - K. Ensure the University's fiscal integrity; oversee the University's financial resources and other assets; review and approve annual University budgets; and preserve and protect the University's assets for posterity;
  - L. Ensure and protect, within the context of faculty shared governance, the educational quality of the University and its academic programs; and preserve and protect the University's autonomy, academic freedom, and the public purposes of higher education;
  - M. Refrain from directing the day-to-day management and administration of the University, which is the responsibility of the President of the University; and from directing or interfering with any employee, officer, or agent under the direct or indirect supervision of the President;
  - N. Act as a body with no individual member speaking for the Board unless specifically authorized to do so by the Board; and
  - O. Exercise such other powers, not otherwise prescribed by law, that are necessary to carry out its statutory duties.

## **Section 2. Delegation**

The Board may delegate and provide for the further delegation of any and all powers and duties, subject to limitations expressly set forth in law.

### **Section 3. Communications**

The Board's authority is vested in the Board collectively and not in any individual member. Individual members do not speak on behalf of the Board or APSU unless authorized to do so by the Board or the Board Chair. The Chair is delegated authority to speak on behalf of the Board, unless otherwise determined by the Board.

### **Section 4. Membership**

The Board shall consist of ten (10) members, nine (9) of which shall be voting members and one (1) member shall be a nonvoting student member. Six (6) voting members shall be residents of Tennessee. Eight (8) Board members shall be appointed by the Governor, three (3) of whom shall be graduates of the University. One (1) voting Board member shall be a faculty member of the University selected in a manner determined by the Faculty Senate. The nonvoting student member shall be appointed by the Board.

### **Section 5. Expectations of Individual Board Members**

- A. Board members have a fiduciary obligation to the University, and must at all times act in accordance with the fiduciary duties of due care, loyalty, and good faith.
- B. Board members are expected to vote and speak according to their individual convictions, but be willing to support the majority decision of the Board and to work with fellow Board members in a spirit of cooperation.
- C. Board members are expected to review agendas and supporting materials prior to Board and committee meetings.
- D. Board members are expected to attend and actively participate in Board meetings and to serve on Board committees.
- E. Board members should be informed about the University's mission, policies, and programs.
- F. Board members should be free of any contractual, employment, or personal or familial financial interest in APSU, except as provided for by law.
- G. Board members should be free from undue influence from political, religious, or other external bodies and should protect APSU from such influence.
- H. Board members are expected to represent the interests of the entire university rather than any single constituent part.

### **Section 6. Terms**

- A. The initial terms of Board members appointed by the Governor shall be three (3), four (4), and six (6) years. Three (3) members shall serve a (3) three-year term; three (3) members shall serve a four-year term; and two (2) members shall serve a six-year term. As the terms of the initial Board members expire, successor Board members shall be appointed for six-year terms.

- B. The faculty Board member shall serve a term of two (2) years.
- C. The nonvoting student Board member shall serve a term of one (1) year.

### **Section 7. Reappointment**

Board members appointed by the Governor shall be eligible to serve for two (2) consecutive terms. A member who serves two (2) consecutive terms on the Board may be reappointed after at least four (4) years have elapsed since the member's last date of service.

### **Section 8. Resignation**

Any Board member may resign at any time by submitting written notice to the Board Chair or Secretary. Such resignation shall take effect at the time specified therein or within 30 days of the date of receipt.

### **Section 9. Removal**

- A. Conflict of Interest. It is unlawful for any Board member to be financially interested in any contract or transaction affecting the interests of the University, or to procure, or be a party in any way to procuring, the appointment of any relative to any position of financial trust or profit connected with the University. A Board member engaging in such conduct shall be subject to removal by the Governor or by the Board as provided for under its Code of Ethics.
- B. Code of Ethics. A Board member may be removed for a material violation of the Board's Code of Ethics by a two-thirds (2/3) vote of the Board membership. No vote may be taken to remove a Board member unless the accused Board member has been afforded a contested case hearing in accordance with the Uniform Administrative Procedures Act, Title 4, Chapter 5, and a finding has been made that the member violated the Board's Code of Ethics.

### **Section 10. Vacancies**

Board vacancies occurring by death, resignation, or removal of a Board member shall be filled for the remainder of the term. A Board member whose term has expired shall continue to serve until a successor is appointed.

When a vacancy is created in the membership of the Board, the Board Secretary shall notify the Governor in the case of a vacancy among the members appointed by the Governor; the Faculty Senate in the case of a Faculty member vacancy; or the Board Chair in the case of a student representative vacancy.

## **Section 11. Compensation: Reimbursement of Travel Expenses**

Board members receive no compensation for their services, but are entitled to reimbursement for travel expenses incurred in the performance of their official duties, in accordance with the comprehensive travel regulations promulgated by the Department of Finance and Administration and approved by the Attorney General and Reporter.

## **Article IV. Board Meetings**

### **Section 1. Tennessee Open Meetings Act**

A "Public Meeting" of the Board is the convening of the members of the Board for a purpose for which a quorum is required in order to make a decision or to deliberate toward a decision on any matter. All Public Meetings of the Board shall be conducted in compliance with the Tennessee Open Meetings Act, T.C.A. § 8-44-101, *et seq.* Meetings of the Board shall be open to the public, except as authorized by a statutory or judicially recognized exception to the Act. A Public Meeting does not include any on-site inspection of any project or program or the convening of Trustees for any purpose for which a quorum is not required.

### **Section 2. Quorum**

Except as provided for in these Bylaws, or where the Board authorizes a committee to act, a quorum of the Board is required to make a decision or to deliberate toward a decision on any matter. Five (5) voting members of the Board shall constitute a quorum for the transaction of business.

### **Section 3. Regular Meetings**

The Board shall have four (4) regular meetings each year, according to a schedule established yearly by resolution of the Board. At such meetings, any business related to the authority of the Board may be discussed and transacted.

Meetings of the Board shall be made available for viewing by the public over the internet by streaming video accessible from the University's web site. Archived videos of the Board meetings shall also be available to the public through the University's web site.

### **Section 4. Special Meetings**

Special meetings may be held at the written request of the Board Chair, the President or any number greater than three (3) voting Board members. The Board Chair or Secretary shall send

notice of special meetings to each member of the Board, by regular mail, electronic mail, or other reasonable means, along with a statement of purpose of the meeting. Business transacted at all special meetings shall be confined to the business stated in notice.

## **Section 5. Notice**

- A. Public Notice. Notice to the public of all regular public meetings shall be given in a manner reasonably calculated to give interested persons actual notice of the time and place of the meeting and the principal subjects anticipated to be considered at the meeting. Notice of special meetings of the Board shall be given to the news media and to the general public at least twenty-four (24) hours prior to the hour of the meeting. Notice of emergency meetings of the Board shall be such as is appropriate under the circumstances.
- B. Notice to Board Members. The Secretary shall provide Board members at least five (5) days written notice of a regular meeting of the Board. Notice of special and emergency meetings of the Board must be given to each Board member at least twenty-four (24) hours prior to the hour of the meeting.

## **Section 6. Remote Participation**

The Board may permit any or all members to participate in a meeting by electronic or other means of communication by which all members participating may simultaneously hear each other or otherwise communicate with each other during the meeting. Participation in such a meeting by a Board member constitutes such Board member's presence in person at the meeting. All such meetings must comply with the requirements of the Tennessee Open Meetings Act, T.C.A. § 8-44-101, et seq.

## **Section 7. Manner of Acting**

- A. Except as otherwise provided in these Bylaws or by law, a majority of votes of those voting members present at any meeting at which a quorum is achieved shall constitute an action of the Board. Voting by proxy is not permitted.
- B. All votes of the Board shall be by public vote as defined by T.C.A. § 8-44-104(b), public ballot, or public roll call. No secret votes, secret ballots, or secret roll call are allowed.
- C. A roll call vote shall be required on all motions providing for any revision of the Bylaws, the adoption of a new Bylaw or the repeal of an existing Bylaw. On any other motion, a roll call vote shall be taken if required by law or deemed desirable in the judgment of the Chair. A Board member present may request a roll call vote before the announcement of a vote otherwise taken. If any member participates in the meeting electronically, a roll call vote shall be taken for each item.
- D. Agenda.



1. An agenda for every meeting of the Board shall be prepared by the Secretary in consultation with the Chair and the President. The agenda shall list each matter to be considered at the meeting. When feasible, a copy of the agenda and copies of all reports and other material to be presented shall accompany the notice of the meeting, but when not feasible, a copy shall be provided to the Board members before the meeting date.
2. Consent Agenda
  - i. The Chair, in consultation with the President or committee chair, as appropriate, may designate items to be presented to the Board on a consent calendar.
  - ii. Any item unanimously approved by a committee may be designated by the Chair for unanimous consent at the full Board meeting.
  - iii. Such items shall be separately identified on the Board agenda as a consent agenda and shall be voted on by a single motion.
  - iv. In consultation with the Chair and the President, any member may request to remove an item from the consent agenda by notifying the Secretary prior to the meeting. The request must be approved by a majority of those voting members present and voting.
3. Matters not appearing on the agenda of a stated meeting may be considered only upon an affirmative vote of a majority of those voting members present and voting.

## **Article V. Board Officers**

### **Section 1. Officers of the Board**

The officers of the Board are a Chair and a Vice Chair. The Board may establish additional officers of the Board as it deems necessary. All officers of the Board must be voting Board members and serve at the pleasure of the Board. Officers have such powers and duties as set out in these Bylaws, and as may be prescribed by the Board or by law. Officers of the Board are not employees of the University by virtue of these Bylaws and are not, as such, agents of the University or authorized to bind the University.

### **Section 2. Chair**

The Chair shall preside at all Board meetings, have the right to vote on all questions, and otherwise serve as a spokesperson for the Board. The Board chair shall serve as an ex-officio voting member of all standing committees.

### **Section 3. Vice Chair**

In the absence of the Chair, the Vice Chair shall perform the duties of the Chair, including duties that may be assigned by the Board or Chair from time to time.

### **Section 4. Election and Terms**

The Chair and Vice Chair shall be elected by the Board. Each Board officer shall hold office for two (2) years, or until a successor has been duly appointed and qualified or until the officer's death, resignation, or removal. The Chair and Vice Chair may serve a maximum of two full consecutive terms.

### **Section 5. Resignation of Officers**

Any Board officer may resign at any time by submitting written notice to the Board Chair or secretary. Such resignation shall be in effect at the time specified in the notice or within 30 days of the date of its receipt.

### **Section 6. Removal of Officers**

Any Board officer may be removed from office by a two-thirds majority vote of the voting Board members at a meeting of the Board called expressly for that purpose.

### **Section 7. Vacancies**

Board officer vacancies may be filled through a special election at any meeting of the Board.

## **Article VI. University Officers**

### **Section 1. Officers.**

The officers of the University shall be the President and Secretary. The President may appoint such other officers and assistant officers as may be necessary or convenient to conduct its business. The officers shall have such powers and duties as set out in these Bylaws, and as may be prescribed by the Board and/or by law.

### **Section 2. President of the University.**

The President is the chief executive officer of the University and is responsible for the administration and management of the University and its affairs and such other duties as assigned by the Board. The President serves at the direction and pleasure of the Board, which determines the President's compensation and terms of employment, and conducts an annual review of the President's performance. The President shall, from time to time, report to the Board all matters within the President's knowledge affecting the University that should be brought to the attention of the Board. The President may be removed from office only by a two-thirds majority of voting members then in office, provided that notice is sent to all Board

members in accordance with Article IV of these Bylaws.

### **Section 3. Secretary.**

The Secretary is appointed by the President. The Secretary serves as a liaison between the Board and the University administration and is responsible for supporting the Board and its committees, including the giving of required notices of meetings of the Board; preparation and distribution of agendas and minutes of meetings of the Board; keeping records of all official Board communication, including but not limited to Board meeting minutes and official and/or legal organizational documents, such as bylaws and resolutions. The Secretary shall perform such other duties as assigned by the Board.

## **Article IX. Board Committees**

Subject to the requirements of applicable law, the Board may appoint such committees as it considers appropriate or necessary from time to time and shall define the duties of such committees, committee quorum requirements, and the reporting requirements of such committees and its members. Any committee of the Board and the members of any such committee serve at the pleasure of the Board.

Each committee shall have at least three (3) voting members and a chair who shall serve a two-year term. The Board Chair shall serve as an ex officio member of all committees. Members of the committees and committee chairs shall be appointed by the Board Chair.

All committees shall meet at least quarterly during each calendar year, and may meet more frequently as deemed necessary. Meetings may be called by the Board Chair, the President of the University or the committee chair. All meetings of committees shall be open to the public except as authorized by a statutorily or judicially recognized exception to the Tennessee Open Meetings Act, T.C.A. §8-44-101, et. seq. Notice requirements shall be the same as for all regular meetings of the Board of Trustees.

A majority of the voting members of each committee shall constitute a quorum for the transaction of business. In the absence of a quorum, those attending may adjourn the meeting until a quorum is present.

Minutes shall be made of all committee meetings and provided to the Board Chair, the President of the University and the Secretary to the Board. The minutes shall be maintained as the official record of such meetings.

## **Article X. Conflicts of Interest**

It is unlawful for any Board member to be financially interested in any contract or transaction affecting the interests of the University, or to procure, or be a party in any way to procuring, the appointment of any relative to any position of financial trust or profit connected with the University. A Board member engaging in such conduct shall be subject to removal by the Governor or the Board as provided for in Article III of these Bylaws. Board members must comply with the restrictions contained in state law, these Bylaws, and the Board's Code of Ethics

and its Conflict of Interest policy.

Board members shall disclose to the Board any actual, apparent, or possible conflict of interest at the earliest practical time. A Board member who has made such a disclosure shall abstain from voting on such matters. Subject to the Conflict of Interest Policy, the Board member may be invited by the Board to participate in the discussion. The Board meeting minutes shall reflect that a disclosure was made and note the Board member's abstention from voting. A Board member who is recused may be counted for purposes of determining the presence of a quorum at the meeting, but shall not be counted for the purpose of determining the presence of a quorum at the meeting but shall not be counted for purposes of determining the presence of a quorum for the requisite action.

#### **Article XI. Severability**

Any determination that any provision of these Bylaws is for any reason inapplicable, invalid, illegal or otherwise ineffective shall not affect or invalidate any other provision of these Bylaws.



**Date:** September 20, 2019

**Subject:** Review of Amendment to the Bylaws

**Action Recommended:** Adoption by Roll Call Vote

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**Background Information:**

Public Chapter 869 (2016), also known as the Focus on College and University Success (FOCUS) Act, established that the management and governance of Austin Peay State University be vested in the University's Board of Trustees. The authority, purpose, duties, and responsibilities of the Board and Trustees are delineated in TCA § 49-8-101. The Board adopted bylaws and rules for the organization and conduct of its business at its March 30, 2017 meeting.

The Office of Legal Affairs recommends amending the bylaws to make Board chairs two-year appointments.

**Proposed Implementation Date:** September 20, 2019

**Item Details:** See attachment.



**Austin Peay State University**

**Presidential Base Compensation, Performance Evaluation and Incentive Plan  
Effective for the Fiscal Year 2019-20 Performance Period**

## **Presidential Base Compensation, Performance Evaluation and Incentive Plan**

### **I. Objectives of the Plan**

- A. The objectives of the Presidential Base Compensation, Performance Evaluation and Incentive Plan is to:
  - 1. Motivate and reward achievement of performance goals aligned with the *APSU 2015 – 2025 Leading through Excellence Strategic Plan*; and
  - 2. Enhance the University's ability to attract and retain an outstanding chief executive officer by providing competitive compensation.

### **II. Base Compensation Plan**

- A. Performance Period
  - 1. The base compensation performance period shall be a one-year period from July 1 to June 30.
- B. Purpose
  - 1. It is the goal of the Austin Peay State University Board of Trustees to attract and retain an outstanding chief executive officer by providing competitive base compensation.
- C. Methodology
  - 1. The President shall receive a salary adjustment each year that funds are available to provide salary increases to faculty and staff. The purpose of the salary adjustment is to keep the President's salary within the peer median as funds are available. Peer institutions are identified as Tennessee State University, East Tennessee State University, Tennessee Technological University, Middle Tennessee State University, the University of Memphis, the University of Tennessee at Martin, and the University of Tennessee at Chattanooga.

### **III. Performance Evaluation and Incentive Plan**

- A. Performance and Incentive Period
  - 1. The incentive period shall be a one-year period from July 1 to June 30.
- B. Eligibility
  - 1. To be eligible for payment of the incentive amount, the President must be in active status on the day the incentive payment is approved by the Board of Trustees.

2. If the President's employment with the University terminates, either voluntarily or involuntarily, prior to the end of the incentive period, he/she will not receive any portion of the incentive amount except as follows:
  - a. If the President voluntarily terminates employment for medical reasons duly documented by a medical provider, the President will receive a pro rata portion of the incentive amount if the Executive Committee of the Board of Trustees determines that the performance of the President, with respect to the strategic performance goals, was more than satisfactory during the completed portion of the incentive period.
  - b. If the termination of employment is by reason of death of the President, a pro rata portion of the incentive amount will be paid to the executor or administrator of his/her estate if the Executive Committee determines that the performance of the President, with respect to the strategic performance goals, was more than satisfactory during the completed portion of the incentive period.
  - c. The pro rata portion to be paid will be calculated on a monthly basis.
  - d. To the extent possible, the pro rata portion will be paid to the employee or administrator of the estate within thirty (30) days of receipt of satisfactory documentation and availability of data upon which to calculate the incentive payment.
3. The incentive payment is a one-time payment and is not added to the employee's base salary.

C. Methodology for Calculating the Incentive Payment

1. The performance incentive amount for the President will be based on six (6) criteria. Each criteria is weighted with the total points equaling one hundred (100). The six (6) criteria to be met for the performance incentive plan are detailed in Appendix A and are listed below:
  - a. Enrollment 15 points
  - b. Graduation Rate 15 points
  - c. Fundraising 15 points
  - d. Program Development 15 points
  - e. Athletics 15 points
  - f. Board of Trustees Discretion 25 points
    - i. Leadership
    - ii. Culture of Excellence through Positive Relationships
    - iii. Employee Retention

D. Maximum Incentive Payment



1. Based on the President's performance each year, the President shall be considered for a lump-sum incentive payment of up to ten percent (10%) of the President's base salary as of July 1 of the incentive period.

IV. Amendment, Suspension, and Termination of the Plan

- A. The Board of Trustees reserves the right to amend, suspend, or terminate the Plan at any time.

V. General Provisions

- A. Neither the Plan nor any payment under the Plan shall be construed to confer any right to continued employment with Austin Peay State University. The President serves at the pleasure of the Board of Trustees, subject to the terms of any existing written contract of employment between the parties.
- B. Neither the Plan nor any payment under the Plan shall be construed to create a trust or to create in any security interest, in his/her personal representative or beneficiary, or other interests in any assets of Austin Peay State University.
- C. All payments under the Plan are subject to all reporting, deductions, and withholdings required by applicable law or University policy, as amended, enacted, or adopted from time to time, including but not limited to deduction for debts owed to the University.
- D. To the extent any part of the Plan fails to comply with applicable state or federal law or regulation, that part of the Plan shall not be effective.
- E. The Plan will be reviewed by the Executive Committee every year. Proposed revisions will be brought before the full Board for consideration.

## Appendix A:

### APSU's Presidential Performance Evaluation

Enrollment	15 points
Graduation Rate	15 points
Fundraising	15 points
Program Development	15 points
Athletics	15 points
Board of Trustees Discretion <ul style="list-style-type: none"><li>• Leadership</li><li>• Culture of Excellence through Positive Relationships</li><li>• Employee Retention</li></ul>	25 points

Enrollment: Enrollment includes activities that increase undergraduate and graduate full-time or part-time enrollment in the areas of traditional freshmen, dual-enrollment students, international students, online students, transfer students, military-related students, high performing students, and non-traditional students.

- Enrollment will be measured by a percentage for the following year fall enrollment with a goal of a 4 percent increase in headcount enrollment and has a proportionate increase in net tuition revenue in order to meet APSU's Strategic Plan for enrollment growth.
- If the President grows headcount enrollment by at least 4 percent and has a proportionate increase in net tuition revenue, then he/she will be eligible to receive the full 15 points for the evaluation. If the President grows headcount enrollment by less than 4 percent headcount enrollment (7.5 points) and has a proportionate increase in net tuition revenue (7.5 points), then he/she will be eligible to receive a pro rata portion of the 15 points for the evaluation.

Graduation Rate: Graduation rate is measured every six years by the Tennessee Higher Education Commission. Graduation rate is defined as those students who are first-time, full-time freshmen who enrolled in summer of 2012 and returned that fall, or enrolled in fall 2012 and graduated by spring or summer of 2018.

- Graduation rate will be measured by a percentage of growth with an increase of 2 percent in order to meet APSU's Strategic Plan.
- If the President increases the graduation rate by at least 2 percent, he/she will be eligible for the full 15 points for the evaluation. If the President increases the graduation rate by less than 2 percent, then he/she will be eligible to receive a pro rata portion of the 15 points for the evaluation.

Fundraising: Fundraising is defined as all cash donations and contributions made annually to the University and Foundation by non-governmental agencies and organizations.

- a. Fundraising will be measured by a 5 percent increase in the average dollars raised, based on a three year average. This is in line with the University's Strategic Plan.
- b. If the President increases annual dollars raised by 5 percent, then he/she will be eligible to receive the full 15 points for the evaluation. If the President has an increase in annual dollars that is less than 5 percent, then he/she will be eligible to receive a pro-rata portion of the 15 points for the evaluation.

Program Development: Program development is defined as the faculty development of new academic majors, concentrations and certificates, in alignment with the University mission and THEC master plan and their subsequent approval by the appropriate entities.

- a. Program development will be measured by the President establishing new majors at the undergraduate and graduate level, new concentrations in existing undergraduate and graduate programs, and new undergraduate and graduate certificates.
- b. If the President is proactive in establishing new majors, concentrations, and undergraduate and graduate certificates, then he/she will be eligible to receive the full 15 points for the evaluation.

Athletics: Athletics is based on maintaining a successful Division I Athletics program, which includes conference championships and high academic progress rate (APR).

- a. Athletics will be measured by at least one conference championship annually and maintaining an Athletics program that meets an APR of .970 for the previous year.
- b. If the University wins at least one conference championship annually and maintains an Athletic program that meets an APR of .970 for the previous year , then the President will be eligible to receive the full 15 points for the evaluation. If the University does not win at least one conference championship annually but maintains an Athletic program that meets an APR of .970 for the previous year , then the President will be eligible to receive half (7.5 points) of the 15 points for the evaluation.

Board of Trustees Discretion: Board of Trustees discretion is based on leadership; creating a culture of excellence by maintaining positive relationships with the Board of Trustees, the community, and the state and local government; and employee retention.

- a. Board of Trustees discretion for leadership and culture of excellence will be measured by key stakeholder evaluations of the President that include evaluations conducted with his/her direct reports, members of the Board of Trustees, other community officials or as directed by the Chair of the Board of Trustees.

- b. Board of Trustees discretion for employee retention has three parts. The first part will be compensation of faculty and staff and will be measured by achieving an increase in the total salaries at a percentage equal to or higher than the Higher Education Price Index (HEPI). The second part of employee retention is turnover rate. The third part of employee retention is diversity among employees.
- c. If the President receives at least a satisfactory evaluation in the Board of Trustees discretion criteria, then he/she will be eligible to receive the full 25 points for the evaluation. If the President receives less than a satisfactory evaluation, then he/she will be eligible to receive a pro rata portion of the 25 points for the evaluation.

Scoring of the Evaluation:

All points from the evaluation will be totaled. The points totaling a certain amount will receive a certain incentive percentage, which is based on a percentage of the President's base salary,

- a. Less than 75 points                      = 0% incentive
- b. 76 points to 84 points                      = 4% incentive
- c. 85 points to 94 points                      = 6% incentive
- d. 95 point to 100 points                      = 10% incentive

At the conclusion of the evaluation, a recommendation of the incentive amount and new base salary will be made by the Executive Committee to the full Board of Trustees. The Board of Trustees will approve the incentive amount and the President's new base salary.



**Austin Peay State University**

**Presidential Base Compensation, Performance Evaluation, and Incentive Plan**  
**Effective for the Fiscal Year 2019-20 Performance Period**

## **Presidential Base Compensation, Performance Evaluation, and Incentive Plan**

### **I. Objectives of the Plan**

- A. The objectives of the Presidential Base Compensation, Performance Evaluation and Incentive Plan is to:
1. Motivate and reward achievement of performance goals aligned with the APSU 2015 – 2025 *Leading through Excellence Strategic Plan*; and
  2. Enhance the University's ability to attract and retain an outstanding chief executive officer by providing competitive compensation.

### **II. ~~Background Information for~~ Base Compensation Plan**

#### **A. Performance Period**

- ~~H.1.~~ The base compensation performance period shall be a one-year period from July 1 to June 30.

#### **B. Purpose**

1. It is the goal of the Austin Peay State University Board of Trustees to attract and retain an outstanding chief executive officer by providing competitive base compensation.

#### **C. Methodology**

1. The President shall receive a salary adjustment each year that funds are available to provide salary increases to faculty and staff. The purpose of the salary adjustment is to keep the President's salary within the peer median as funds are available. Peer institutions are identified as Tennessee State University, East Tennessee State University, Tennessee Technological University, Middle Tennessee State University, the University of Memphis, the University of Tennessee at Martin, and the University of Tennessee at Chattanooga.

~~A. An evaluation of the President's current salary has revealed that her compensation is significantly lower compared to other Presidents of peer institutions, identified as Tennessee State University, East Tennessee State University, Tennessee Technological University, Middle Tennessee State University, the University of Memphis, the University of Tennessee at Martin, and the University of Tennessee at Chattanooga.~~

~~An analysis of current benchmark peer presidential salaries reveals that the median salary of APSU's President is significantly lower. It is the intent of the Board of Trustees to raise the President's salary to the peer median within a reasonable period of time.~~

~~B. \_\_\_\_\_~~

### **III. ~~Methodology for~~ Base Compensation**

~~A. The President will receive a salary adjustment each year that funds are available to provide salary increases to faculty and staff. The first component is to provide the same performance adjustment percentage to the base salary that is provided to faculty and staff. Performance adjustments are described in the APSU Compensation Plan. The second component is to provide a market gap adjustment to bring the President's salary to the market median within a reasonable period of time as funds are available. Market gap is defined as the difference between the peer market median and current salary.~~

#### IV-III. Performance Evaluation and Incentive Plan-Period

##### A. Performance and Incentive Period

~~A.1. The incentive period shall be a one-year period from July 1 to June 30. The Chair of the Board of Trustees may extend or shorten the incentive period.~~

##### V-B. Eligibility

~~A.1.~~ To be eligible for payment of the incentive amount, the President must be in active status on the day the incentive payment is approved by the Board of Trustees.

~~B.2.~~ If the President's employment with the University terminates, either voluntarily or involuntarily, prior to the end of the incentive period, he/she will not receive any portion of the incentive amount except as follows:

~~1.a.~~ If the President voluntarily terminates employment for medical reasons duly documented by a medical provider, the President will receive a pro-rata portion of the incentive amount if the Executive Committee of the Board of Trustees determines that the performance of the President, with respect to the strategic performance goals, was more than satisfactory during the completed portion of the incentive period.

~~2.b.~~ If the termination of employment is by reason of death of the President, a pro rata portion of the incentive amount will be paid to the executor or administrator of his/her estate if the Executive Committee determines that the performance of the President, with respect to the strategic performance goals, was more than satisfactory during the completed portion of the incentive period.

~~3.c.~~ The pro rata portion to be paid will be calculated on a monthly basis.

~~4.d.~~ To the extent possible, the pro rata portion will be paid to the employee or administrator of the estate within thirty (30) days of

receipt of satisfactory documentation and availability of data upon which to calculate the incentive payment.

~~C.3.~~ The incentive payment is a one-time payment, and is not added to the employee's base salary.

~~VI.C.~~ Methodology for Calculating the Incentive Payment

~~A.1.~~ The performance incentive amount for the President will be based on six (6) criteria. Each criteria is weighted with the total points equaling one hundred (100). The six (6) criteria to be met for the performance incentive plan are detailed in Appendix A and are listed below:

<del>1.a.</del> Enrollment	15 points
<del>2.b.</del> Graduation Rate	15 points
<del>3.c.</del> Fundraising	15 points
<del>4.d.</del> Program Development	15 points
<del>5.e.</del> Athletics	15 points
<del>6.f.</del> Board of Trustees Discretion	25 points
<del>a.i.</del> Leadership	
<del>b.ii.</del> Culture of Excellence through Positive Relationships	
<del>e.iii.</del> Employee Retention	

~~VII.D.~~ Maximum Incentive Payment

~~A.1.~~ Based on the President's performance each year, the President shall be considered for a lump-sum incentive payment of up to ten percent (10%) of the President's base salary as of July 1 of the incentive period.

~~VIII.IV.~~ Amendment, Suspension, and Termination of the Plan

A. The Board of Trustees reserves the right to amend, suspend, or terminate the Plan at any time.

~~IX.V.~~ General Provisions

- A. Neither the Plan nor any payment under the Plan shall be construed to confer any right to continued employment with Austin Peay State University. The President serves at the pleasure of the Board of Trustees, subject to the terms of any existing written contract of employment between the parties.
- B. Neither the Plan nor any payment under the Plan shall be construed to create a trust or to create in any security interest, in his/her personal representative or beneficiary, or other interests in any assets of Austin Peay State University.



- C. All payments under the Plan are subject to all reporting, deductions, and withholdings required by applicable law or University policy, as amended, enacted, or adopted from time to time, including but not limited to deduction for debts owed to the University.
- D. To the extent any part of the Plan fails to comply with applicable state or federal law or regulation, that part of the Plan shall not be effective.
- E. The Plan will be reviewed by the Executive Committee every year. Proposed revisions will be brought before the full Board for consideration.

## Appendix A:

### APSU's Presidential Performance Evaluation

Enrollment	15 points
Graduation Rate	15 points
Fundraising	15 points
Program Development	15 points
Athletics	15 points
Board of Trustees Discretion <ul style="list-style-type: none"><li>• Leadership</li><li>• Culture of Excellence through Positive Relationships</li><li>• Employee Retention</li></ul>	25 points

Enrollment: Enrollment includes activities that increase undergraduate and graduate full-time or part-time enrollment in the areas of traditional freshmen, dual-enrollment students, international students, online students, transfer students, military-related students, high performing students, and non-traditional students.

- Enrollment will be measured by a percentage for the following year fall enrollment with a goal of a 4 percent increase in headcount enrollment and has a proportionate increase in net tuition revenue in order to meet APSU's Strategic Plan for enrollment growth.
- If the President grows headcount enrollment by at least 4 percent and has a proportionate increase in net tuition revenue, then he/she will be eligible to receive the full 15 points for the evaluation. If the President grows headcount enrollment by less than 4 percent headcount enrollment (7.5 points) and has a proportionate increase in net tuition revenue (7.5 points), then he/she will be eligible to receive a pro rata portion of the 15 points for the evaluation.

Graduation Rate: Graduation rate is measured every six years by the Tennessee Higher Education Commission. Graduation rate is defined as those students who are first-time, full-time freshmen who enrolled in summer of 2012 and returned that fall, or enrolled in fall 2012 and graduated by spring or summer of 2018.

- Graduation rate will be measured by a percentage of growth with an increase of 2 percent in order to meet APSU's Strategic Plan.
- If the President increases the graduation rate by at least 2 percent, he/she will be eligible for the full 15 points for the evaluation. If the President increases the graduation rate by less than 2 percent, then he/she will be eligible to receive a pro rata portion of the 15 points for the evaluation.

Fundraising: Fundraising is defined as all cash donations and contributions made annually to the University and Foundation by non-governmental agencies and organizations.

- a. Fundraising will be measured by a 5 percent increase in the average dollars raised, based on a three year average. This is in line with the University's Strategic Plan.
- b. If the President increases annual dollars raised by 5 percent, then he/she will be eligible to receive the full 15 points for the evaluation. If the President has an increase in annual dollars that is less than 5 percent, then he/she will be eligible to receive a pro-rata portion of the 15 points for the evaluation.

Program Development: Program development is defined as the faculty development of new academic majors, concentrations and certificates, ~~which require more than 24 credit hours~~, in alignment with the University mission and THEC master plan and their subsequent approval by the appropriate entities.

- a. Program development will be measured by the President establishing new majors at the undergraduate and graduate level ~~for undergraduate and graduate programs~~, new concentrations in existing ~~for~~ undergraduate and graduate programs, and new undergraduate and graduate certificates ~~that exceed 24 credit hours in length~~.
- b. If the President is proactive in establishing new majors, concentrations, and undergraduate and graduate certificates ~~that exceed 24 credit hours in length~~, then he/she will be eligible to receive the full 15 points for the evaluation.

Athletics: Athletics is based on maintaining a successful Division I Athletics program, which includes conference championships and high academic progress rate (APR).

- a. Athletics will be measured by at least one conference championship annually and maintaining an Athletics program that meets ~~the~~ an APR of .970 for the previous year as required by the NCAA.
- b. If the University wins at least one conference championship annually and maintains an Athletic program that meets ~~the~~ an APR of .970 for the previous year as required by the NCAA, then the President will be eligible to receive the full 15 points for the evaluation. If the University does not win at least one conference championship annually but maintains an Athletic program that meets ~~the~~ an APR of .970 for the previous year as required by the NCAA, then the President will be eligible to receive half (7.5 points) of the 15 points for the evaluation.

Board of Trustees Discretion: Board of Trustees discretion is based on leadership; creating a culture of excellence by maintaining positive relationships with the Board of Trustees, the community, and the state and local government; and employee retention.

- a. Board of Trustees discretion for leadership and culture of excellence will be measured by key stakeholder evaluations of the President that include evaluations conducted with his/her direct reports, members of the Board of Trustees, other community officials or as directed by the Chair of the Board of Trustees.
- b. Board of Trustees discretion for employee retention has three parts. The first part will be compensation of faculty and staff and will be measured by achieving an increase in the total salaries at a percentage equal to or higher than the Higher Education Price Index (HEPI). The second part of employee retention is turnover rate. The third part of employee retention is diversity among employees.
- c. If the President receives at least a satisfactory evaluation in the Board of Trustees discretion criteria, then he/she will be eligible to receive the full 25 points for the evaluation. If the President receives less than a satisfactory evaluation, then he/she will be eligible to receive a pro rata portion of the 25 points for the evaluation.

Scoring of the Evaluation:

All points from the evaluation will be totaled. The points totaling a certain amount will receive a certain incentive percentage, which is based on a percentage of the President's base salary,

- |                           |                 |
|---------------------------|-----------------|
| a. Less than 75 points    | = 0% incentive  |
| b. 76 points to 84 points | = 4% incentive  |
| c. 85 points to 94 points | = 6% incentive  |
| d. 95 point to 100 points | = 10% incentive |

At the conclusion of the evaluation, a recommendation of the incentive amount and new base salary will be made by the Executive Committee to the full Board of Trustees. The Board of Trustees will approve the incentive amount and the President's new base salary.



**Date:** September 20, 2019

**Subject:** Consideration of the Revised Presidential Base Compensation, Performance Evaluation, and Incentive Plan for Fiscal Year 2019-2020

**Action Recommended:** Approval by Voice Vote

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**Background Information:**

A Presidential Base Compensation, Performance Evaluation, and Incentive Plan was developed last fiscal year. The plan aligns with the University's strategic plan. The revised plan will be used to set the base compensation for the President, evaluate the President, and set an incentive amount for fiscal year 2019 – 2020.

**Proposed Implementation Date:** Fiscal Year 2019 – 2020

**Item Details:**

See the attached revised plan.



**Date:** September 20, 2019

**Subject:** Naming request for the Coach George Fisher Conference Room

**Action Recommended:** Approval by Voice Vote

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**Background Information:**

The Austin Peay State University Board of Trustees are requested to approve the naming of the Coach George Fisher Conference Room located on the Austin Peay State University Clarksville campus in Fortera Stadium located on Drane Street in Clarksville, TN.

**Proposed Implementation Date:** Immediately

**Item Details:**

Red Roberts (Class of 1971) and Stephanie Roberts (Class of 1970) donated a transformative gift (cash pledged gift - pledged June 8, 2017). The cash gift will be used towards the football stadium improvement fund to continue to enhance Fortera Stadium.

The Coach George Fisher Conference Room will provide the football coaching staff an area where they will be able to meet as a group and discuss strategy, recruiting, and everything else needed to be a successful football program. This can also be used as an area to watch film and teach the student-athletes, which will be a coaching and recruiting tool.

The recommendation to name the Coach George Fisher Conference Room was made by a campus committee appointed in compliance with APSU Policy 7:009 Naming Rooms and Areas and Building Plaques.



**Date:** September 20, 2019

**Subject:** Naming request for the Lisa Dahin Ross Classroom

**Action Recommended:** Approval by Voice Vote

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**Background Information:**

The Austin Peay State University Board of Trustees are requested to approve the naming of the Lisa Dahin Ross Classroom located on the Austin Peay State University Clarksville campus in the McCord Building in Clarksville, TN.

**Proposed Implementation Date:** Immediately

**Item Details:**

Ann Ross created the Lisa Dahin Ross Fund of Excellence in memory of her daughter. The gift meets the requirements to name a classroom sized space on the APSU campus. The cash gift will be used towards the establishment of Lisa Dahin Ross Fund of Excellence, which is an unrestricted endowment, administered by the APSU School of Nursing Director, to benefit students and faculty in the School of Nursing.

The recommendation to name the Lisa Dahin Ross Classroom was made by a campus committee appointed in compliance with APSU Policy 7:009 Naming Rooms and Areas and Building Plaques.



**Date:** September 20, 2019

**Subject:** Naming request for the Downey Baseball Operations Center and Clubhouse & Downey-Moore Creative Department Suite

**Action Recommended:** Approval by Voice Vote

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**Background Information:**

The Austin Peay State University Board of Trustees are requested to approve the naming of the Downey Baseball Operations Center and Clubhouse located on Drane Street in Clarksville, TN and the Downey-Moore Creative Department Suite located on the Austin Peay State University Clarksville campus in the athletics department at 320 Drane Street, Clarksville, TN.

**Proposed Implementation Date:** Immediately

**Item Details:**

Doug Downey (Class of 1979) and Linda Downey donated transformative gifts (cash gifts and pledges), which meet the requirements to name a classroom sized space (\$50,000). They also meet the 25% threshold needed in order to name a building location on the APSU campus (over \$800,000), which will be the baseball operations building. The cash gift and a pledged gift will be used to construct the new operations facility for the baseball team, while another cash gift will be used to purchase new creative media equipment and start an endowment to then help support the Downey-Moore creative department in perpetuity.

The Downey Baseball Operations Center and Clubhouse will be used to give our baseball program a much better facility to help both on and off the field with locker rooms, a meeting room, team space, and more. This is also used as a very strong recruiting tool for the program.

The Downey-Moore Creative Department Suite will provide the creative department staff with better equipment to capture more quality media from all of our athletics teams.

The recommendation to name the Downey-Moore Creative Department Suite and the Downey Family Baseball Facility was made by a campus committee appointed in compliance with APSU Policy 7:009 Naming Rooms and Areas and Building Plaques.





**Date:** September 20, 2019

**Subject:** Consideration of Student Affairs Committee Charter and Revised Academic Affairs Committee Charter

**Action Recommended:** Approval by Voice Vote

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**Background Information:**

In order to conduct the business of the Board of Trustees in an effective and efficient manner, and in accordance with the bylaws, the Board will establish committees as it considers appropriate or necessary and will define the duties of such committees.

**Proposed Implementation Date:** September 20, 2019

**Item Details:**

The President is proposing to separate the Academic Policies and Programs/Student Life Committee into two committees- the Academic Affairs Committee and the Student Affairs Committee. This necessitates the revision to the Academic Policies and Programs/Student Life Committee Charter and the adoption of the Student Affairs Committee Charter.

## Academic ~~Policies and Programs/Student Life~~Affairs Committee Charter

### Purpose

The Academic ~~Policies and Programs/Student Life~~Affairs Committee oversees the academic programs of the University ~~and issues relating to student affairs~~. Specifically, the committee facilitates the Board of Trustee's commitment to the University's vision of creating a collaborative, integrative learning community, instilling in students habits of critical inquiry as they gain knowledge, skills, and values for life and work in a global society. The committee, in collaboration with academic leaders, strives to advance the mission of the University as a comprehensive university committed to raising the educational attainment of the citizenry. The committee also oversees matters related to student success including services and resources to increase recruitment, retention, completion rates and satisfaction.

### Authority and Responsibilities

The committee serves to:

1. Ensure, protect and advance the educational quality of the University and its academic programs;
2. Monitor progress towards the University's academic performance measures;
3. Advise the Board regarding major changes to the academic programs of the University, such as the creation, merger or closure of degree programs, schools or colleges within the University;
4. Establish policies and procedures related to faculty appointment, and tenure; and
5. ~~Establish policies, programs, and procedures affecting students and campus life, including but not limited to student conduct, student housing, campus environment, and student engagement that seek to enhance the educational experiences for all students.~~

### Composition

In addition to the Trustee members as appointed by the Board Chair, the Provost ~~and the Vice President for Student Affairs~~ shall serve as ex-officio members of the committee.



**Austin Peay State University**  
**Contracts total value over \$50,000 Approved from May 1, 2019 through September 1, 2019**

<u>Contractor</u>	<u>Description of Contract</u>	<u>Department</u>	<u>Yearly Amount</u>	<u>Start Date</u>	<u>End Date</u>	<u>Competitive</u>
Hughes Construction	APSU Baseball Facility Improvements - SBC 373/003-10-2018	University Design and Construction	\$1,098,000.00	8/12/2019	180 from notice to proceed	Yes
Lyle Cook Martin Architects	Military Family Resource Center Renovation - SBC 373/003-02-2019	University Design and Construction	\$72,552.00	7/16/2019	180 from notice to proceed	Yes
TeamWorks	Software Apps for Teams (Calendar, Messaging, File Sharing, Travel	Athletics	\$45,799.77 <sup>1</sup>	7/1/2019	6/30/2024	No
T2 Systems	License Plate Recognition Software	Public Safety	\$77,855.25 <sup>2</sup>	9/15/2019	9/14/2021	Yes
American Chemical Society	Library Databases	Felix G. Woodward Library	\$48,630.00 <sup>3</sup>	1/1/2020	12/31/2022	No
EBSCO	Library Databases	Felix G. Woodward Library	\$129,967.00	7/1/2019	6/30/2024	No
National Research Center for College & University Admissior	My College Options Program & Talent Identification Program	Admissions	\$28,500.00	7/1/2019	6/30/2024	No
Thomson Reuters - West	Library Database for Westlaw ProCampus Research	Felix G. Woodward Library	\$15,000.00	7/1/2019	6/30/2024	No
Blackbaud	Raiser's Edge Software to maintain donor database	Advancement	\$38,400.00	7/1/2019	6/30/2020	No
Pheasants Forever Inc. dba Quail Forever	Coordinator for Interior Plateau Ecoregion to assist APSU Professor Estes as part of the Southeastern Grasslands Initiative Project	Center of Excellence for Field Biology (SGI)	\$33,300.00 <sup>4</sup>	7/17/2019	10/31/2023	No
iModules Software Inc.	Constituent Engagement Management Software	Advancement	\$29,735.00	7/1/2019	6/30/2022	No
Pride Concrete, LLC	Hayes House Envelope Repairs - SBC 373/003-06-2018	University Design and Construction	\$120,562.00	6/4/2019	130 days from notice to proceed	Yes
Mississippi State University	Mississippi Entomological Museum project TVA-EPRI Pollinator Project through the Southeastern Grasslands Initiative Project	Center of Excellence for Field Biology (SGI)	\$37,640.00	6/13/2019	12/20/2021	No
Layer 3 Communications, LLC	APSU Housing Wireless Upgrade	Office of Information Technology	\$440,414.44	5/3/2019	5/2/2020	Yes
Clarksville Montgomery County Regional Airport Authority	Lease of hanger located at 200 Outlaw Field Road, Clarksville, TN	APSU at Fort Campbell Aviation Science	\$19,680.00	2/21/2019	2/20/2024	Yes
North Carolina Central University	Football Game Agreement for August 31, 2019	Athletics	\$90,000.00	8/31/2019	8/31/2019	No

<sup>1</sup> 2nd year \$47,854.69, 3rd year \$49,649.24, 4th year \$51,511.09 and 5th year \$53,442.76. Total contract for 5 years \$248,257.55.

<sup>2</sup> 2nd year \$7,380.00 and 3rd year \$7,477.13. Total contract value for 3 years = \$92,712.38

<sup>3</sup> 2nd year \$ 49,661.00 and 3rd year \$50,715.00. Total contract value for 3 years = \$149,006.00

<sup>4</sup> 2nd through 4th Year \$33,300.00 with final payment of \$16,800.00. Total contract value for 5 years \$150,000.00.



**Date:** September 20, 2019

**Subject:** Review of Contracts and Agreements

**Action Recommended:** Information Only

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**Background Information:**

The following constitutes a record of business transacted at the University since the previous meeting of the Board of Trustees under the authority of the Board Policy 1:024 (*Board of Trustees Delegation of Authority*), which grants the President authority to act for the Board regarding all matters concerning contracts and agreements between the University and an outside entity.

**Item Details:** See attached.



**Date:** September 20, 2019

**Subject:** Review of State Building Commission Actions

**Action Recommended:** Information Only

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**Background Information:**

The following constitutes a record of business transacted between the University and the State Building Commission since the previous meeting of the Board of Trustees under the authority of the Board Policy 1:024 Board of Trustees Delegation of Authority.

**Item Details:** See attached.



**Austin Peay State University**  
**Summary of State Building Commissions Actions**  
**May 1, 2019 through September 1, 2019**

<u>Date</u>	<u>SBC/Transaction Number</u>	<u>Project</u>	<u>Value</u>	<u>SBC Action</u>
May 9, 2019	373/003-02-2019	Military Family Resource Center – Renovation	\$1,000,000.00	Approval of a project and proceeding with the process to select a designer
June 13, 2019	373/003-03-2019	Hayes House Renovations	\$2,000,000.00	Renovation of Hayes House including, interior and exterior restoration, mechanical, electrical and plumbing updates, site improvements and related work.
July 11, 2019	373/003-04-2019	Fire Alarm Upgrade	\$920,000.00	Approval of a project and proceeding with the process to select a designer
July 11, 2019	373/003-05-2019	Campus Boilers	\$1,219,000.00	Approval of a project and proceeding with the process to select a designer
August 8, 2019	373/003-12-2019	Dunn Center Arena Lighting	\$56,565.91	Approval of the change order

**Summary of Executive Sub-Committee Actions**

June 24, 2019	373/003-02-2019	Military Family Resource Center – Renovation	\$1,000,000.00	Designer Selection approved for Lyle Cook Martin
June 24, 2019	373/003-03-2019	Hayes House Renovations	\$2,000,000.00	Designer Selection approved for HFR Design
July 22, 2019	373/003-04-2019	Fire Alarm Upgrade	\$920,000.00	Designer Selection approved for Genesis Engineering
July 22, 2019	373/003-05-2019	Campus Boilers	\$1,219,000.00	Designer Selection approved for HNA Engineering