Meeting of the Tennessee State University Board of Trustees
Governance and Governmental Affairs Committee Meeting
September 10, 2026
Tennessee State University

MINUTES

Committee Members Present: Trustees Terica Smith, Trevia Chatman (virtual), and Jeffery Norfleet. Other Board members present: Trustees Marquita Qualls, Charles Traughber, Leticia Towns, Venkataswarup Tiriveedhi, Olivia Blauser

University Staff Present: President Dwayne Tucker; Ginette Brown, Interim General Counsel and Board Secretary; April Robinson, Chief Finance Officer; Sterlin Sanders, Interim Chief Information Officer; Eric Stokes, Vice President of Enrollment Management; Erik Schmeller, Interim Provost and Vice President of Academic Affairs; Will Radford, Assistant Vice President for Campus Planning, Design, and Construction; Jerod Holloway, Internal Audit

I. CALL TO ORDER

Committee Chair Smith called the meeting to order at 9:12 a.m.

II. ROLL CALL

Committee Chair Smith requested that Secretary Brown conduct the roll call. The following Committee members were present: Trustees Terica Smith, Trevia Chatman, and Jeffery Norfleet. Trustee Chatman participated virtually, and Secretary Brown verified that she was alone and able to speak freely. Following the roll call, Secretary Brown confirmed that a quorum was present.

III. ADOPTION OF AGENDA

Trustee Norfleet moved to adopt the agenda as presented. The motion was seconded by Trustee Chatman. A roll call vote was taken, with all present Committee members voting in favor of the motion. The motion passed unanimously.

IV. APPROVAL OF COMMITTEE MINUTES

Trustee Norfleet moved to recommend that the full Board approve the May 14, June 9, and June 30, 2026 Governance and Governmental Affairs Committee meeting minutes. The motion was seconded by Trustee Chatman. Trustee Traughber requested that Secretary Brown revise the minutes to more fully reflect governance questions and unresolved matters raised during the meetings. However, no motion was made regarding Trustee Traughber's request. A roll call vote was subsequently taken on the original motion, with all present Committee members voting in favor. Accordingly, the minutes were approved as presented, and the motion passed unanimously.

V. POLICY MODERNIZATION UPDATE

Committee Chair Smith introduced the agenda item concerning the University's policy modernization initiative and invited Secretary Brown to present an update on policy revisions, implementation procedures, and related governance matters.

Secretary Brown noted that Leah Louallen, Strategic Advisor to the President, was unable to attend but had provided a written update included in the meeting materials. Secretary Brown then presented the project update, reporting significant progress in modernizing Business and Finance and Human Resources policies. The review identified 27 Business and Finance policies and 29 Human Resources policies requiring updates. Some revisions were ministerial, including replacing outdated Tennessee Board of Regents references, updating department names and contact information, removing duplicative provisions, and distinguishing policies from procedures. Other policies required substantive review and revision.

Secretary Brown reported that the Finance Committee would consider substantive revisions to the Payment of Student Fees and Enrollment Policy and the Collection of Accounts Receivable Policy later that day. A conflict-of-interest policy was also being developed in coordination with Weaver and Tidwell LLP, the University's internal audit provider, and was expected to return to the Committee at a future meeting. Reviews of Facilities and Academic Affairs policies were expected to be completed by December and presented to the Committee in February. Secretary Brown recognized Cynthia Howell, Assistant Vice President for Risk and Financial Compliance, for her leadership in the policy modernization effort and emphasized that policies would be reviewed and updated regularly going forward.

Trustee Norfleet asked whether Student Affairs and student conduct policies were included in the review. Secretary Brown confirmed that they were, noting that the Student Code of Conduct also required updating. She added that information concerning the tenure policy would be discussed during the Student and Academic Affairs Committee meeting.

Trustee Qualls asked how the University determines which policies require Board approval and which may be approved administratively. Secretary Brown explained that approval authority is governed by the Board bylaws, Board Policy No. 2, and the University's policy governing policy development and approval. Department-level policies generally receive administrative approval unless the Board has reserved authority over the subject.

Trustee Qualls also asked how trustees and faculty are notified when new policies are implemented. Secretary Brown explained that the University is responsible for communicating applicable policies to employees and that PolicyTech would serve as a centralized, searchable repository, supporting notifications and reminders. Policies affecting specific units would be distributed to those units, and departments would be responsible for providing relevant training. She acknowledged that policy dissemination had not been systematic because relatively few policies had recently been revised. The modernization initiative is intended to establish a more consistent process, including incorporating applicable policies into new-employee onboarding and departmental training.

Trustee Traughber requested clarification regarding the presentation's designation of certain policies as "completed." Dr. Howell explained that a completed policy had been reviewed by the

responsible manager or vice president, checked for current Tennessee statutory references and an accurate policy history, and was ready for entry into PolicyTech and distribution to the appropriate departments. She added that the University planned to centralize policy training through a committee convened by the President. University-wide policies, including procurement policies, would be placed on a master training calendar, and supervisors would notify affected employees and coordinate required training. The process would also include employee attestations confirming that applicable employees had received training and reviewed the relevant policies.

Trustee Traughber asked about delays in completing the Human Resources and Business and Finance policies. Dr. Howell explained that three Human Resources policies concerning affirmative action, the University's affirmative-action statement, and religion required additional review in light of recent State legislation involving affirmative action and diversity, equity, and inclusion. These policies required consultation with the Office of General Counsel and other appropriate personnel. In Business and Finance, the Controller had recommended developing an additional purchase-order closeout policy, and work remained on grants management and cash management policies.

Trustee Traughber asked whether a dashboard was available for trustees to track policy titles, owners, risk ratings, review schedules, and completion status. Secretary Brown stated that no consolidated Board-level dashboard was currently available, although individual policies identify their owners and expected review schedules. She agreed to consult with Information Technology and the policy team regarding the development of a useful reporting tool. Dr. Howell noted that PolicyTech includes reporting capabilities and can generate advance alerts. Trustee Traughber suggested providing reports quarterly or every other month. Committee Chair Smith agreed that the Committee should receive an update on PolicyTech's reporting capabilities so that it could establish an appropriate reporting schedule.

Trustee Traughber also asked how standing committee chairs would be involved in policy development and how policies would be brought before the appropriate committees. Secretary Brown explained that each committee's administrative liaison should communicate with the committee chair regarding policies under development, policies ready for consideration, and matters the committee should anticipate. Policies requiring Board approval would be presented to the committee with jurisdiction, allowing trustees to deliberate and provide feedback before the policies advance to the full Board.

Trustee Towns asked whether future reports could distinguish Board policies from the University or administrative policies. She emphasized that the distinction was important to maintaining appropriate boundaries between governance and management and ensuring that policies requiring Board approval receive priority. Dr. Howell agreed to explore including this designation in the proposed dashboard or reporting tool.

Trustee Towns also asked whether the University's policy governing policy development specifies how committee jurisdiction is determined when Board approval is required. Secretary Brown explained that the policy primarily governs the administrative process and identifies when Board approval is necessary, but does not designate the specific standing committee. Committee jurisdiction is determined by reference to the Board bylaws. She noted that although the bylaws

clearly assign many policy areas, some subjects may be open to interpretation or appropriately involve more than one committee. Secretary Brown offered to help facilitate those determinations.

Trustee Qualls requested that the prior meeting minutes identify her by name rather than referring to her only as a trustee. She also asked when the Board self-assessment and other evaluations required for bylaw and accreditation compliance would take place. Trustee Towns stated that she intended to ask the Governance and Governmental Affairs Committee to develop processes for the Board self-assessment, Board education, annual education required by the Tennessee Higher Education Commission, and the presidential evaluation. She identified these as pressing matters that would be included in her report to the full Board.

Trustee Traughber asked why the Board bylaws were not included on the September agenda, given earlier discussions indicating that they would be considered that month. Trustee Towns explained that the previous process had invited trustee comments through a portal, but the effort had stalled and substantive revisions had not begun. She stated that the Committee needed a formal charge to initiate the work and establish an appropriate process.

Trustee Traughber further asked whether the respective responsibilities of the Governance and Governmental Affairs Committee and the Executive Committee would be clarified and why the Executive Committee had not met recently. Trustee Towns attributed the lack of meetings since July to scheduling and anticipated that the Executive Committee would meet before the next regular Board meeting, with an established agenda and action items.

Trustee Towns stated that some overlap between the two committees could be beneficial given the volume of governance work facing the Board. Responsibilities could be allocated between the Executive Committee and the Governance and Governmental Affairs Committee while the Board reviewed its structure. She noted that the bylaws and numerous Board policies were outdated and that the modernization process would help reduce duplication and better align committee responsibilities.

Trustee Traughber requested clearer written guidance regarding nonpublic informational meetings, executive sessions, Board deliberations, and compliance with the Tennessee Open Meetings Act. He identified outstanding questions concerning when trustees may receive information privately, when public discussion is required, whether all trustees should be invited, and what records or summaries should be provided to trustees who cannot attend.

Secretary Brown explained that trustees may receive information in a nonpublic setting when they do not deliberate, discuss matters toward a decision, or take action. She emphasized that each gathering must be evaluated based on its purpose and the activities that occur and that the Tennessee Open Meetings Act establishes the applicable requirements.

Committee Chair Smith explained that the April 30 gathering was intended to obtain information from University representatives in preparation for a future committee agenda, including an update on potential strategic-planning consulting work. She stated that the participants did not establish an agenda, deliberate, or take action.

Trustee Traughber clarified that he was not alleging improper intent but was using the meeting as an example to emphasize the need for consistent guidance for all informational sessions. He requested uniform practices for invitations, access to materials or summaries for absent trustees, and expectations for the full Board. Trustee Towns acknowledged the concern and stated that the point was well taken.

Trustee Qualls requested clarification regarding the authority delegated to the Board Chair, standing committee chairs, and the President. She asked whether the President's delegated authority was broad or limited and suggested that the matter could be addressed through Board training.

Committee Chair Smith stated that the Committee had completed its posted agenda and needed to remain on schedule. Trustee Qualls then asked when trustees who are not members of a particular committee could provide questions or input. Committee Chair Smith responded that they could do so during the full Board meeting. Secretary Brown also offered to meet with Trustee Qualls to discuss the bylaws and delegated-authority questions.

Trustee Chatman reminded the Committee that all Board members had previously been invited to review the bylaws and propose revisions. She encouraged trustees to continue identifying issues so that the Board could develop stronger bylaws through a collaborative process.

Trustee Traughber stated that he had not received clarification regarding how bylaw comments should be submitted, whether comments would be visible to all trustees, and whether an interactive review process could raise concerns under the Tennessee Open Meetings Act. He emphasized the need for a consistent process before trustees began exchanging proposed revisions.

Trustee Towns recalled previously suggesting that trustees who were concerned about deliberation through email or the portal submit their comments directly to Secretary Brown. Trustee Traughber asked how comments from all nine trustees would be compiled, incorporated, and presented for public discussion. Trustee Towns acknowledged that the earlier process remained incomplete and explained that these unresolved procedural questions were the reason the bylaws had not been placed on the current agenda. She stated that a final process had not yet been established and that an update was expected at the next Committee meeting.

VI. ADJOURNMENT

Trustee Norfleet moved to adjourn the meeting, and Trustee Chatman seconded the motion. Secretary Brown called the roll call vote, and the motion carried unanimously. The meeting was adjourned.

COMMITTEE FOLLOW-UP ITEMS:

- **Policy Modernization Dashboard and Reporting –** Trustees requested a reporting tool to track policy titles, responsible owners, risk ratings, review schedules, completion status, and distinguish Board policies from University and administrative policies. *Assigned to: Leah Louallen and Dr. Cynthia Howell*