

## 2.2

### Governing Board

The institution has a governing board of at least five members that is the legal body with specific authority over the institution. The board is an active policy-making body for the institution and is ultimately responsible for ensuring that the financial resources of the institution are adequate to provide a sound educational program. The board is not controlled by a minority of board members or by organizations or interests separate from it. Both the presiding officer of the board and a majority of other voting members of the board are free of any contractual, employment, or personal or familial financial interest in the institution.

A military institution authorized and operated by the federal government to award degrees has a public board on which both the presiding officer and a majority of the other members are neither civilian employees of the military nor active/retired military. The board has broad and significant influence upon the institution's programs and operations, plays an active role in policy-making, and ensures that the financial resources of the institution are used to provide a sound educational program. The board is not controlled by a minority of board members or by organizations or interests separate from the board except as specified by the authorizing legislation. Both the presiding officer of the board and a majority of other voting board members are free of any contractual, employment, or personal or familial financial interest in the institution.

### Judgment

Compliance    Partial Compliance    Non-Compliance    Not Applicable

### Narrative

As authorized by enabling legislation in Tennessee Code Annotated (T.C.A.) § 49-8-201 [1], 49-8-202 [2], and 49-8-203 [3], Tennessee Technological University (TTU) is governed by the Tennessee Board of Regents (TBR) [4]. The Board consists of 18 members including four ex officio members: the governor, the commissioner of Higher Education, the commissioner of Agriculture, and the executive director of the Tennessee Higher Education Commission [5]. Twelve public members are appointed by the governor for six-year terms, subject to confirmation by the Senate, with one each from the state's nine congressional districts and three grand divisions. The immediate past commissioner of Education is also a Board member, appointed for a term of 12 years. One member of the Board is a student in a TBR institution, and one member is a faculty member from a TBR institution; each is appointed for a one-year term. These Board members do not receive compensation. The Board meets for regularly scheduled meetings four times each year, and the chairman may call additional meetings if necessary. The standing committees, as well as ad hoc committees, typically meet prior to each Board meeting.

### Board Operations

The operations of the TBR "reflect decentralized decision-making and operations. Standardized policies are established to ensure institutional accountability while maintaining campus prerogatives." The Board deliberates policies and other significant decisions primarily through a strong committee structure. All members, as well as faculty and student representatives, serve on the primary committees, which include the following: Academic Policies and Programs; Finance and Business Operations; Personnel; Student Life; Tennessee Technology Centers; Compensation; and Business, Community, and Public Affairs. Ad hoc committees are established on a case-by-case basis to address additional concerns.

### Board Responsibilities and Institutional Control

According to TBR policy, the Board is responsible for the operation of the State university and community college system of Tennessee as provided by the laws of the State of Tennessee, and is responsible for the government, management, and control of the system [6]. The TBR Bylaws clearly establish the TBR as an active policy-making body for the institution with authority to establish, modify and approve institutional policy [7]. The TBR also has authority for ensuring that the financial resources of the institution are adequate to support all institutional operations, including the educational program.

TBR policy provides regulations and restrictions to protect against conflict of interest in keeping with Tennessee State law. Selection processes and terms of Board members as well as duties of the Board are delineated in Board policy.

By Tennessee law, the Board is empowered to do the following:

- Employ the chancellor, define his or her duties, and within budgetary limitations, fix his or her compensation
- Select and employ presidents of the institutions and set their salaries and terms of office
- Confirm or establish policies and procedures for the appointment of administrative personnel, faculty, and other employees of each institution and fix their salaries and terms of office
- Confer tenure and approve promotions in rank of system faculty
- Prescribe curricula and requirements for diplomas and degrees
- Approve the operating and capital budgets of each institution and otherwise set policies for their fiscal affairs
- Establish policies and regulations regarding the campus life of the institutions
- Assume general responsibility for the operations of the institutions while delegating specifically to the presidents such powers and duties as are necessary and appropriate for the efficient administration of their respective institutions and programs

For example, TBR exercised its policy-making authority when it created new Policy 4:01:05:70 Emergency Management Planning [8]. This action is documented in the minutes of the TBR meeting of December 11, 2014 [9].

Further, the Board's ability to approve operating and capital budgets of each institution and otherwise set policies for their fiscal affairs is illustrated on Page 5 of the June 20, 2014 minutes of the TBR Regular Session Meeting [10]. The minutes document the Board's approval of tuition and maintenance fees and its approval of the funding for operations for the 2014 – 2015 Fiscal Year. The March 27, 2015, minutes of the Quarterly Board meeting, Pages 3-4 report on the March 10, 2015, Special Called meeting of the Finance and Business Operations Committee. These minutes show the Committee's approval of mandatory and incidental fee requests and approval of exceptions to the mandatory dual enrollment maintenance fee [11]. In addition, the Board agenda for June 20, 2014, New Business Item VII.A. includes the approval of the report of the Finance and Business Operations Committee recommending approval of tuition and maintenance fees and the approval of funding for operations for the 2014-2015 year [12]. The June 20, 2014, minutes of the Board record the approval of this action [10].

### **No Inappropriate Influence or Conflicts of Interest**

The TBR protects itself from minority control and special interests through a number of institutional safeguards. The selection by the governor and confirmation by the Senate ensure numerous decision makers have a say in the composition of the Board. Board members, as required by the bylaws, represent geographically distinct districts of Tennessee. Board voting requires majority rule. TBR Policy 1:02:03:10 [13] requires that no Board member may have a contractual or financial interest in any TBR institution. Conflict of Interest is covered with the new TBR members during orientation [14]. Annually, TBR Board members are required to complete disclosure forms that are kept with the TBR General Counsel. TBR sends a memo to its members to request submission of an updated conflict of interest form [15]. As evidence of this process, attached are completed forms signed by the TBR members [16]. Information on contractual, employment, or personal or familial financial interests on the Board members is found in Table 2.2 - Governing Board Information [17].

## Conclusion

The membership, authority, and responsibility of the TBR are authorized by enabling legislation in T.C.A § 49-8-201 through 49-8-203. Conflict of interest is prohibited by TBR Policy 1:02:03:10. Therefore, TTU is in compliance with Core Requirement 2.2.

## Sources

-  [01] Tennessee Code Annotated 49\_8\_201
-  [02] Tennessee Code Annotated 49\_8\_202
-  [03] Tennessee Code Annotated 49\_8\_203
-  [04] TBR Web Page
-  [05] TBR Board Meeting Minutes
-  [06] TBR\_Bylaws
-  [07] Purpose of the Board
-  [08] Policy 4\_01\_05\_70
-  [09] Dec 11\_2014 Meeting Minutes
-  [10] June 20, 2014\_ Board Minutes\_Page 5
-  [11] March 27 2015 Quarterly Board Meeting Materials
-  [12] June 20\_2014\_Quarterly Board Meeting Agenda\_Page 3
-  [13] TBR Conflict of Interest Policy
-  [14] 2014 New Member Orientation Conflict of Interest Slides
-  [15] Memo to Board Members
-  [16] All Board Member Forms
-  [17] Governing Board