

**THE UNIVERSITY OF TENNESSEE AT MARTIN
ADVISORY BOARD**

Special Meeting

12:30 pm (CDT)
Friday, April 5, 2019

Boling University Center, Room 229
UT Martin Campus

AGENDA

- I. Call to Order and Roll Call
- II. Opening Remarks
- III. Approval of Amendment to Advisory Board Bylaws..... Tab 1
- IV. Approval of Modification to Student Member Appointment Process Tab 2
- V. Appointment of Student Member of the Advisory Board for 2019-20 Tab 3
- VI. Revised Schedule for Regular Meetings of the Advisory Board, 2019 and 2020 . Tab 4
- VII. Closing Remarks
- VIII. Adjournment

**Because this is a special meeting, no business other than agenda items III., IV., V., and VI. can be considered by the Advisory Board*

**THE UNIVERSITY OF TENNESSEE AT MARTIN
ADVISORY BOARD**

ACTION ITEM

DATE: April 5, 2019

ITEM: **Approval of Amendment to Advisory Board Bylaws**

RECOMMENDATION: Approval

Five amendments to clarify the Bylaws adopted at the initial meeting of the Advisory Board on January 9, 2019, are proposed. The proposed amendments are fully consistent with the UT Focus on College and University Success (FOCUS) Act.

An amendment to Section 3.2 is proposed to clarify that the Advisory Board determines the process for appointment of the student member, and therefore appointment by the Advisory Board itself is not required. The proposed amendment is underlined below:

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

An amendment to Section 4.2(c) is proposed to clarify that the section is not intended to constrain the faculty member from fulfilling the faculty member's role related to externally-funded research grants and contracts. The proposed amendment is underlined below:

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

constraining the faculty member of the Advisory Board, as part of their normal duties, from pursuing externally-funded contracts or grants for the University which may potentially benefit the faculty member directly or indirectly.

An amendment to Section 7.4 is proposed to clarify and ensure adequate notice of meetings consistent with Article XI Section 11.2. The proposed amendment is underlined below:

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

An amendment to Section 7.6 is proposed to clarify and ensure the Advisory Board adequate time to consider materials. The proposed amendment is underlined below:

Section 7.6 Agenda. An agenda for every meeting of the Advisory Board shall be prepared by the Chancellor in consultation with the Chair and with the assistance of the Secretary. The agenda, with any proposed resolutions or reports, shall be made available to the Advisory Board and made publicly available at least seven days in advance of the meeting, and shall list in outline form each item to be considered at the meeting. When feasible, a copy of the agenda shall accompany the notice of the meeting, but when not feasible, a copy shall be provided to the members before the meeting date. Items not appearing on the agenda of a regular meeting may be considered only upon an affirmative roll-call vote of a majority of the total voting membership of the Board. Items not stated in the call of a special meeting may not be considered at the meeting.

A further amendment of the Bylaws adopted on January 9, 2019, is proposed by the addition of a new Section 7.9 to enhance transparency and ensure a publicly-available archive of activities and discussions is maintained. The proposed amendment is underlined below:

Section 7.9 Minutes. Minutes, including any resolutions or reports from meetings of the Advisory Board and committees that report to the Advisory Board, shall be made accessible through the Advisory Board website.

A complete copy of the Bylaws, with this amendment, is included in the materials for the records of the members.

Motion: I move adoption of the amendments to Section 3.2, Section 4.2(c), Section 7.4, and Section 7.6 and adoption of new Section 7.9 of the UT Martin Advisory Board Bylaws as presented in the meeting materials.

**BYLAWS
OF
THE UNIVERSITY OF TENNESSEE AT MARTIN
ADVISORY BOARD**

**Adopted January 9, 2019
Amended April 5, 2019**

**Article I
Name and Purpose**

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

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

**Article II
Responsibilities**

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

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

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

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

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

Article III Membership

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

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

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

Section 3.4 Term of the Faculty Member. The term of the initial faculty member shall begin on the date of the initial meeting of the Advisory Board and end on June 30 of the next year. For all subsequent faculty member

appointments, the term shall be two (2) years beginning July 1 and ending June 30.

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

Article IV Conflict of Interests

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

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

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

Section 4.2(b) Indirect Interest. A financial conflict of interests also exists when a member has an indirect interest in a contract with the University unless

the member has disclosed his or her interest in accordance with Section 4.2(c). "Indirect interest" means a contract in which the member has an interest that is not a "direct interest" as defined in Section 4.2(a). The interests of a member's spouse and dependent children or stepchildren shall be treated as the member's interest for the purpose of determining whether the member has an indirect interest.

Section 4.2(c) Attempt to Influence a University Contract. A member shall not attempt to influence any person who is involved in making or administering a contract with the University if the member would derive a direct benefit from the contract. Nor shall a member solicit or receive any gift, reward, or promise of reward in exchange for recommending, influencing, or attempting to influence the award of a contract by the University. This section shall not be construed as constraining the faculty member of the Advisory Board, as part of their normal duties, from pursuing externally-funded contracts or grants for the University which may potentially benefit the faculty member directly or indirectly.

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

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

Article V Officers

Section 5.1 Chair. The presiding officer of the Advisory Board shall be the Chair, who shall be elected by the Advisory Board. The term of the initial Chair shall begin on the date of election and end on June 30 of the following year. Thereafter, the term of the Chair shall begin on July 1 and end on June 30 of the second succeeding year. The Chair may not be elected to more than three (3) consecutive terms except upon the affirmative roll-call vote of a majority of the total membership. The Chair shall preside at all meetings of the Advisory Board; shall be responsible, in consultation with the Chancellor, for

coordinating the work of the Advisory Board; and shall be the spokesperson for the Advisory Board. If the Chair knows in advance that he or she will not be able to attend a meeting, the Chair shall appoint a Chair *pro tem* to preside over the meeting. In the unexpected absence of the Chair, the Chancellor shall preside over the meeting until the Advisory Board acts to appoint a Chair *pro tem*.

Section 5.2 Secretary. On the recommendation of the Chancellor, the Advisory Board shall elect a member of the campus administrative staff to serve as Secretary. The Secretary shall serve at the pleasure of the Advisory Board and without a definite term. The Secretary shall assist the Chair and the Chancellor in preparing the agenda and materials for Advisory Board meetings; prepare and maintain minutes of Advisory Board meetings; maintain a current set of the Bylaws and a record of all Bylaw amendments; and maintain all records pertaining to the business of the Advisory Board, except as may be otherwise provided by policies of the Board of Trustees or the University.

Article VI Operating Budget

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

Article VII Meetings

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

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

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

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

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

Section 7.6 Agenda. An agenda for every meeting of the Advisory Board shall be prepared by the Chancellor in consultation with the Chair and with the assistance of the Secretary. The agenda, with any proposed resolutions or reports, and shall be made available to the Advisory Board and made publicly available at least seven days in advance of the meeting, and shall list in outline form each item to be considered at the meeting. When feasible, a copy of the agenda shall accompany the notice of the meeting, but when not feasible, a copy shall be provided to the members before the meeting date. Items not appearing on the agenda of a regular meeting may be considered only upon an affirmative roll-call vote of a majority of the total voting membership of the Board. Items not stated in the call of a special meeting may not be considered at the meeting.

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

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

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

documents to be discussed at the meeting with substantially the same content as the documents presented at the meeting.

(6) All votes shall be taken by roll call.

Section 7.9 Minutes. Minutes, including any resolutions or reports from meetings of the Advisory Board and committees that report to the Advisory Board, shall be made accessible through the Advisory Board website.

Article VIII Quorum

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

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

Article IX Committees

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

Article X Rules of Procedure

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

Article XI Adoption, Amendment, and Repeal of Bylaws

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

Section 11.2 The Advisory Board may change these Bylaws by amendment, by adoption of one or more new Bylaws, or by repeal of one or more existing

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

Adopted: 01.09.19; Amended 04.05.19

**THE UNIVERSITY OF TENNESSEE AT MARTIN
ADVISORY BOARD**

ACTION ITEM

DATE: April 5, 2019

ITEM: **Approval of Modification to Student Member Appointment Process**

RECOMMENDATION: Approval

A modification to the student member appointment process approved by the Advisory Board at its initial meeting on January 9, 2019 is proposed. The proposed modification delegates to the Chancellor authority to make the appointment after completion of a process corresponding to the current UT Martin Student Government election process. The proposed modification will mitigate time constraints presented by the UT FOCUS Act requirement that the appointment be made by April 15 of each year. If the student member is unwilling to serve or becomes ineligible to serve during the one-year term, the Chancellor shall have authority to appoint a qualified student member to complete the unexpired term. The proposed modification is consistent with the proposed Bylaw amendment clarifying that the student appointment is made in a manner determined by the Advisory Board.

Motion: I move approval of the process for appointment of the student member of the UT Martin Advisory Board as presented in the meeting materials.

The University of Tennessee at Martin Advisory Board Student Representative

Selection Process:

Students seeking the representative position will follow the Student Government Election process and complete the required election forms and the pledge form included in this document. The SGA Election Rules Packet, which includes all campaign rules and forms, can be found on the SGA website (www.utm.edu/election).

Candidates must meet the qualifications as spelled out on page two of this document. Qualified candidates will be placed on the SGA General Election Ballot. Qualified candidates will campaign for the position, the same as a candidate would campaign for any other elected SGA position.

The top three vote recipients in the election will be submitted to the Chancellor's Office for final selection.

Interested in The Position:

If you are interested in seeking this position, you need to complete the following tasks:

- (1) Review the qualifications on page two of this document.
- (2) Review the SGA Elections Packet that can found on the SGA Website.
 - a. Be sure to complete all election forms and be familiar with all the election's rules.
- (3) Submit all your election documents, including the pledge form on page three of this document, to the SGA Elections Commissioner by Friday, March 15th, 2019.
- (4) Be prepared to discuss why you are the best candidate at the open forum and election debates. The dates and locations of each are listed in the elections packet.

**THE UNIVERSITY OF TENNESSEE AT MARTIN ADVISORY BOARD
STUDENT REPRESENTATIVE QUALIFICATIONS**

Article 1:

All nominees for The University of Tennessee Advisory Board Student Representative position must be enrolled full-time at The University of Tennessee at Martin and in good academic and disciplinary standing at the time of the election, of appointment, and during the term of office.

Note: Good academic standing for the Student Representative position is classified as having a 2.75 cumulative grade point average at time of nomination and should maintain a 2.75 cumulative grade point average during the tenure of the position.

Article 2:

Nominees must be willing and able to serve as The University of Tennessee Advisory Board Student Representative for one full year (July 1 through June 30). The Student Representative shall attend all Advisory Board Meetings, SGA Senate meetings and SGA Legislative Council meetings.

Article 3:

Nominees must complete the pledge form stating that they have read The University of Tennessee Advisory Board Bylaws in detail, and will pledge to fulfill all duties and requirements of the position if elected. A copy of the Bylaws will be made available in the SGA office and is available online at <http://www.utm.edu/advisoryboard/>.

Article 4:

Nominees must complete the Elections Rules Compliance Form stating that they will comply with all rules and requirements set forth by the Elections Commissioner and the SGA Constitution.

Article 5:

To qualify for candidacy, nominees need 50 signatures on an Elections Petition Form.

Article 6:

Nominees must comply with rules of Campaign Finance and complete the proper Campaign Finance Forms. These forms must be turned in to the Elections Commissioner by the date election packets are due.

Article 7:

Nominees are allowed to run for any SGA position and the Student Representative position, excluding executive council positions.

Article 8:

The top three vote recipients for The University of Tennessee at Martin Advisory Board Student Representative position in the general election will be submitted to the Chancellor's Office for final selection.

The University of Tennessee at Martin Advisory Board
Student Representative Nominee Pledge Form

As a student seeking the Student Representative position on The University of Tennessee at Martin Advisory Board, my signature below affirms that:

- 1) I am a full-time student enrolled in The University of Tennessee at Martin and will remain so through May 31, 2020.
- 2) I have a 2.75 cumulative GPA or higher and will maintain a 2.75 GPA or higher through May 31, 2020.
- 3) I am in “good-standing” with the University in all respects (includes, but is not limited to, financial, disciplinary, etc.) and will remain in such standing through May 31, 2020.
- 4) I have read and fully understand the By-Laws of The University of Tennessee at Martin Advisory Board and pledge to fulfill all duties and requirements of the position through June 30, 2020, if selected.

Understanding, agreeing and committing to these conditions, I present myself for consideration.

Printed Name

Signature

Date

**THE UNIVERSITY OF TENNESSEE AT MARTIN
ADVISORY BOARD**

ACTION ITEM

DATE: April 5, 2019

ITEM: **Appointment of the Student Member of the Advisory Board
for 2019-2020**

RECOMMENDATION: Approval

Earlier in this meeting, the Advisory Board will consider an amendment to the Bylaws adopted on January 9, 2019, and a modification to the student member appointment process approved on January 9, 2019. If those items are approved by the Advisory Board, there will be no need for the Advisory Board to act on appointment of the student member for 2019-2020, because the Chancellor will be authorized to make the appointment. This item is on the agenda as a placeholder in the event the Bylaw amendment and the modification to the student member appointment process are not approved. In that event, the Chancellor will be prepared to recommend a student for appointment by the Advisory Board for a term beginning July 1, 2019 and ending June 30, 2020.

**THE UNIVERSITY OF TENNESSEE AT MARTIN
ADVISORY BOARD**

ACTION ITEM

DATE: April 5, 2019

ITEM: **Revised Schedule for Regular Meetings of the Advisory Board,
2019 and 2020**

RECOMMENDATION: Approval

The attached proposed calendar reschedules the April 26, 2019 regular meeting to April 24, 2019.

Motion: I move approval of the revised schedule for regular meetings of the UT Martin Advisory Board in 2019 and 2020.

**THE UNIVERSITY OF TENNESSEE AT MARTIN
ADVISORY BOARD**

Revised - Future Meeting Dates for Regular Meetings of the Board

April 22-26, 2019 (<i>Wednesday, April 24, 2019</i>)	Annual (Summer) Meeting
September 16-20, 2019 (<i>Friday, September 20, 2019</i>)	Fall Meeting
January 6-10, 2020 (<i>Friday, January 10, 2020</i>)	Winter Meeting
May 4-8, 2020 (<i>Friday, May 8, 2020</i>)	Annual (Summer) Meeting
September 14-18, 2020 (<i>Friday, September 18, 2020</i>)	Fall Meeting