



Inaugural Board Meeting		
3.30.2017	1:37 pm	416 College Street, Clarksville, TN 37044
Meeting Type	Inaugural Board Meeting	
Note taker	Dannelle Whiteside and Penny Howard	
Attendees	Mr. Billy Atkins	Yes
	Ms. Katherine Cannata	Yes
	Mr. Larry Carroll	Yes
	Mr. Don Jenkins	Yes
	Gen. Gary Luck	Yes
	Dr. Valencia May	Yes
	Brig. Gen. Robin Mealer	Yes
	Mr. Mike O'Malley	Yes
	Dr. Nell Rayburn	Yes
	Crystal Wallenius	Yes
<p>The meeting was called to order by President Alisa White, upon the authority granted to her by Governor Haslam, who welcomed those in attendance and remarked on how historic this day was. She also recognized Governor Bill Haslam, Speaker Pro Tem Curtis Johnson, Representative Joe Pitts, Representative Jay Reedy and Senator Mark Green. Additionally, President White recognized Mike Krause, executive director of THEC and Carol Cartwright with the Association for Governing boards for their work in training our new board members.</p> <p>Governor Haslam provided remarks related to the unique opportunities that Austin Peay has related to the FOCUS Act and his belief that APSU is poised to continue its success under the new governance structure. Gov. Haslam thanked the Trustees for serving this University, region and the state. He reminded the Trustees that they are still part of the state higher education system, with THEC's oversight and that Mike Krause, THEC's Executive Director will be working closely with Austin Peay to help advance statewide priorities. He concluded by thanking Dr. White and noting that her support was helpful in the passage of the FOCUS Act.</p> <p>President White then shared brief details regarding APSU's efficiency, resources, and enrollment to provide context to the Trustees about their work ahead.</p>		
Adoption of Agenda		

President White, acting as temporary chair until one was appointed, moved for the adoption of the agenda. The motion was seconded by Trustee Luck.

Conclusions

A voice vote was taken to adopt the agenda and was passed unanimously with 9 trustees voting yes.

Review and Adoption of Bylaws

Discussion

A motion was made by Trustee Jenkins to handle the Bylaws in their entirety as opposed to article by article. The motion was seconded by Trustee Atkins.

Conclusions

A vote was taken to handle the Bylaws in their entirety as opposed to article by article and was passed unanimously with 9 trustees voting yes.

Discussion

A motion was made by Trustee Mealer to adopt the Bylaws as written. The motion was seconded by Trustee Carroll.

Conclusions

A vote was taken to adopt the Bylaws as written and was passed unanimously with 9 trustees voting yes.

Follow-Up Items

Person

Deadline

N/A

Election of Officers

Discussion

President White opened the floor for nominations for Board Chair. Trustee Luck made a motion to elect Trustee O'Malley as Board Chair. The motion was seconded by Trustee Jenkins.

Conclusion

A vote was taken to select Trustee O'Malley as Board Chair and passed with 8 Trustees voting yes. Trustee O'Malley abstained.

Discussion		
Trustee O'Malley took his place at the head of the table and opened the floor for nominations for Vice Chair. Trustee Atkins nominated Trustee Cannata. Trustee May seconded the motion.		
Conclusions		
A vote was taken to select Trustee Cannata as Vice Chair and passed unanimously with 9 Trustees voting yes.		
Follow-Up Items	Person	Deadline
N/A		
Ratification of President		
Discussion		
Trustee O'Malley moved to ratify Dr. Alisa White as President. Trustee Gary Luck seconded the motion.		
Conclusions		
A vote was taken to ratify Dr. Alisa White as President and passed unanimously with 9 Trustees voting yes.		
Follow-Up Items	Person	Deadline
N/A		
Appointment of Board Secretary		
Discussion		
Trustee O'Malley recognized President White who discussed Secretary appointment and stated that per Bylaws the Secretary is appointed by the President. She appointed Mrs. Dannelle Whiteside to serve as General Counsel in this capacity.		
Conclusions		
There was no vote on this appointment.		
Follow-Up Items	Person	Deadline
N/A		
Selection of Student Trustee		

Discussion		
<p>Trustee O'Malley recognized President White to discuss the selection process and candidates for Student Trustee.</p> <p>Trustee May made a motion to select Crystal Wallenius. The motion was seconded by Trustee Rayburn.</p>		
Conclusions		
<p>A vote was taken to select Crystal Wallenius as Student Trustee and passed unanimously with 9 Trustees voting yes.</p> <p>Mrs. Carol Clark brought Trustee Wallenius in and she took her place at the table.</p>		
Follow-Up Items	Person	Deadline
N/A		
Approval of Committee Structure		
Discussion		
<p>Trustee O'Malley informed the Trustees that President White had discussed the following committees with them earlier with the exception of Trustee Wallenius and she recommends the Board have the following committees: Audit, Business/Finance, Academic Programs and Policies/Student Life. Trustee Carroll made the motion to create these committees. The motion was seconded by Trustee May.</p> <p>Trustee O'Malley stated he would like to appoint Trustee Atkins, Trustee Rayburn and Trustee Cannata to the audit committee. Trustee Cannata would chair this committee. He then asked the Trustees if they would serve in this capacity. All replied yes.</p> <p>Trustee O'Malley stated he would like to appoint Trustee Jenkins, Trustee Carroll, Trustee Cannata, Trustee Atkins and Trustee Luck to the Business and Finance Committee. Trustee Atkins would chair this committee. He then asked the Trustees if they would serve in this capacity. All replied yes.</p> <p>Trustee O'Malley stated he would like to appoint Trustee Mealer, Trustee May, Trustee Rayburn, Trustee Jenkins, Trustee Luck and Trustee Wallenius to the Academic Programs and Policies/Student Life Committee. Trustee Jenkins would chair this committee. He then asked the Trustees if they would serve in this capacity. All replied yes.</p>		

Conclusions			
<p>A vote was taken to create the Audit, Business and Finance and Academic Programs and Policies/Student Life committees and passed unanimously with 9 trustee votes. Appointments to those committees were made by the chair.</p>			
Discussion			
<p>Trustee O'Malley moved to ratify the charter of the audit committee. The motion was seconded by Trustee Cannata.</p>			
Conclusions			
<p>A vote was taken to ratify the charter of the audit committee and passed unanimously with 9 Trustees voting yes.</p>			
Follow-Up Items	Person	Deadline	
N/A			
Confirmation of the Director of Internal Audit			
Discussion			
<p>Trustee O'Malley moved to confirm Mr. Blayne Clements as the Director of Internal Audit. The motion was seconded by Trustee Jenkins.</p>			
Conclusions			
<p>A vote was taken to confirm Mr. Blayne Clements as the Director of Internal Audit and passed unanimously with 9 Trustees voting yes.</p>			
Follow-Up Items	Person	Deadline	
N/A			
Review and Approval of Code of Ethics & Conflict of Interest Policy			
Discussion			
<p>Mrs. Dannelle Whiteside discussed Conflict of Interest Policy and Code of Ethics with the Board.</p> <p>Trustee O'Malley moved that the Board adopt the Conflict of Interest Policy and Code of Ethics as written. The motion was seconded by Trustee Mealer.</p>			
Conclusions			

A vote was taken to adopt the Conflict of Interest Policy and Code of Ethics as written and passed unanimously with 9 Trustees voting yes.

Follow-Up Items	Person	Deadline
N/A		

Review and Approval of Policies

Discussion

Trustee O’Malley recognized President White who discussed policy approval and the process undergone as a result of the FOCUS ACT. She informed the Board about the FOCUS Transition Task Force chaired by Mrs. Carol Clark that was charged with working with university stakeholders to identify which of APSU’s existing policies were required by the TBR only, the federal or state statute or regulation, or required by our accreditor, SACSCOC. All of the required policies were changed to reflect our changing governance structure. The FOCUS ACT stipulates that TBR policies are in effect until they are rescinded and replaced by the Board of Trustees. As the Board approves policies or delegates authority to the President to approve, the Board, will in effect, be rescinding TBR Policy. President White specified that by approving the Policy Administration Policy, the Board would be approving policies in the areas of Governance and Operations and delegating all other policies to her for final approval.

Trustee O’Malley moved that the Governance Operations Policies and Policy Administration Policy be adopted as written. The motion was seconded by Trustee Luck and Trustee Cannata.

Conclusions

A vote was taken to adopt the Policies as written and passed unanimously with 9 Trustees voting yes.

Follow-Up Items	Person	Deadline
N/A		

Review and Approval of Housing Rates

Discussion

Mr. Mitch Robinson, Vice President for Finance and Administration presented information regarding housing rates for the 2017-2018 academic year. He stated that housing had reviewed and concurred with the recommendation to increase the housing rates for 2017-2018 by 3%.

Trustee O'Malley moved that housing rates be increased 3% for the 2017-2018 academic year. The motion was seconded by Trustee Cannata.			
Conclusions			
A vote was taken to increase housing rates for 2017-2018 by 3% and passed unanimously with 9 Trustees voting yes.			
Follow-Up Items		Person	Deadline
N/A			
R/A Academic Programs			
Discussion			
Trustee O'Malley recognized Dr. Rex Gandy, Provost and Vice President for Academic Affairs to present information regarding a new degree program in Engineering Physics.			
Dr. Gandy presented information regarding a possible doctoral degree in education, Educational Leadership (EDD). He was not asking for approval at this time, but giving a preview of what is to come.			
Dr. Gandy presented information regarding the proposed Engineering Physics Program. If approved, this degree would be implemented in the Fall of 2017.			
Trustee O'Malley moved that the board approve a new degree program in Engineering Physics. The motion was seconded by Trustee Rayburn and Trustee Mealer.			
Conclusions			
A vote was taken to approve a new degree program in Engineering Physics and passed unanimously with 9 Trustees voting yes.			
Follow-Up		Person	Deadline
N/A			
Approval of Meeting Calendar for 2017			
Discussion			
Trustee O'Malley presented the proposed meeting dates for 2017: May 18/19, September 14/15, November 30/Dec 1. The afternoon of the first day will be committee meetings. The morning of the second day will be the Board meeting.			

Trustee Carrol made the motion to accept the proposed meeting dates for the 2017 Meeting Calendar. The motion was seconded by Trustee Cannata.

Conclusions

A vote was taken to approve May 18/19, September 14/15, and November 30/Dec 1 as the meeting dates for 2017 and passed unanimously with 9 Trustees voting yes.

Follow-Up Items	Person	Deadline

Update on the University's Accreditation Governance Change Process- Information Item Only

Discussion

Dr. Lynn Crosby, Assistant Provost and Assistant Vice President for Academic Affairs presented information regarding the University's accreditation substantive change process with the Southern Association of Colleges and Schools Commission on Colleges.

Dr. Crosby stated that President White submitted a change to them on August 31, 2017 and we have been asked to submit more material.

Austin Peay will have an onsite visit October 2-5, 2017 to see if the university is still in compliance. President White and other officials will receive a report of their findings.

Follow-Up Items	Person	Deadline
N/A		

Miscellaneous

Discussion

Trustee O'Malley thanked the administration and staff for preparing for the meeting. He thanked Governor Haslam for coming. He thanked the legislators for coming and thanked the audience.

Trustee O'Malley moved to adjourn the meeting. Trustee Jenkins seconded the motion. The meeting adjourned at 2:23 p.m.