
THE UNIVERSITY OF TENNESSEE
BOARD OF TRUSTEES

EXECUTIVE AND COMPENSATION COMMITTEE
CHARTER

PURPOSE

The central purpose of the Executive and Compensation Committee is to ensure that the Board fulfills its responsibilities. The committee accomplishes this purpose by overseeing the work of other standing committees, the university's planning process, and the President's performance, welfare, and compensation. The committee also acts for the Board when necessary between meetings of the Board.

POWERS AND RESPONSIBILITIES

Power to Act for the Board

The Executive and Compensation Committee shall have the power to act for the Board when necessary between meetings of the Board:

1. To approve the condemnation or purchase of properties;
2. To approve conveyance of the university's interest in real property by sales in fee, easements, or rights of way; and
3. To approve the acquisition of any interest in real property, including acquisition by gift or devise, when the acquisition obligates the university or the State of Tennessee to expend state funds for capital improvements or continuing operating expenditures.

The Executive and Compensation Committee shall also have the power to act for the Board, in harmony with the general policies of the Board, to approve any other matter on which action is required before the next meeting of the Board. Before undertaking to act for the Board on such a matter, the committee must make a determination of necessity, and the facts and circumstances on which the determination is based must be reflected in the minutes of the meeting.

The Executive and Compensation Committee shall also have the power to transact any other business of the Board specifically committed to it by the Board.

Responsibility for Recommendations to the Board

The Executive and Compensation Committee shall:

1. Recommend to the Board the initial compensation of the President;
2. Review the President's compensation annually, taking into consideration the results of the President's annual performance review, and recommend to the Board any adjustments to the President's compensation;
3. Recommend to the Board the compensation of the other elected officers each year after their initial election; and
4. Recommend to the Board the university's compensation plan and any benefit programs requiring Board approval.

Other Responsibilities

The Executive and Compensation Committee shall:

1. Meet in advance of regular Board meetings to identify substantive items for the agenda of the next meeting;
2. Serve as a sounding board for the chief executive and administration on policy issues and initiatives;
3. Oversee the institutional planning process and progress toward goals and objectives;
4. Monitor the President's performance and welfare;
5. In concert with the President and the Governance Committee, periodically consider whether the Board and its committee system are functioning effectively; and
6. Promote good communication among standing committees on matters of joint concern.

COMPOSITION OF THE COMMITTEE

The voting membership of the Executive and Compensation Committee shall be the chairs of the other standing committees of the Board and the Vice Chair of the Board serving as an *ex officio*, voting member. The Vice Chair of the Board shall serve as chair of the committee. The President of the university shall serve

as an *ex officio*, non-voting member of the committee. Committee appointments shall be made at the annual meeting of the Board for a two-year term, but *ex officio* appointments shall not exceed the term of office.

The President shall designate one or more members of his or her senior administrative staff to provide staff support to the committee.

MEETINGS

Required Number and Call

The committee shall meet as often as necessary to carry out its responsibilities. A meeting may be called by the Chair of the Board, the Vice Chair of the Board, the President, or by the Secretary of the Board upon the written request of two members of the committee.

Notice

Notice of committee meetings, including the purpose of the meeting, shall be given to all committee members and all other members of the Board.

Notice may be given by regular mail, electronic mail, or facsimile transmission. At least five (5) days' notice shall be given when feasible, but less notice may be given when there is a need for urgent action by the committee. If written notice is not feasible, by reason of urgency or other exigent circumstance, notice may be given by telephone.

All meetings of the committee shall be open to the public unless otherwise provided by the Tennessee Open Meetings Act or a judicially-recognized exception to the Act.

Agenda

An agenda shall accompany the notice of every meeting of the committee when feasible, but when not feasible, the notice shall state the purpose or purposes for which the meeting is called.

Development of the committee agenda shall be the responsibility of the chair, in consultation with the President and designated committee staff. The agenda shall list in outline form each matter to be considered at the meeting. The committee may use a consent agenda in the manner provided by the Bylaws.

Matters not set forth on the agenda or in the notice may be considered only upon an affirmative vote of a majority of the entire committee.

Quorum

Four voting members shall constitute a quorum of the committee. The President, a non-voting member, shall not be counted for quorum purposes. In the absence of a quorum, those attending may adjourn the meeting until a quorum is present.

Minutes

Committee staff shall prepare minutes of all committee meetings, review the minutes with the committee chair, and provide the minutes to all committee members and all other members of the Board before the next committee meeting.