
**THE UNIVERSITY OF TENNESSEE
BOARD OF TRUSTEES**

**TRUSTEESHIP COMMITTEE
CHARTER**

PURPOSE

The Trusteeship Committee shall have the following purposes: (1) to stay informed about governance issues; (2) to propose implementation of governance best practices; and (3) to organize the working processes of the Board.

POWERS AND RESPONSIBILITIES

The Trusteeship Committee shall have the following powers and responsibilities:

1. To develop and recommend to the Board a statement of governance setting out the responsibilities of the Board and fundamental principles of governance;
2. To review periodically the Bylaws and recommend needed amendments;
3. To recommend to the Board an effective committee structure and ensure that each standing committee develops a charter for approval by the Board;
4. To provide advice and consent to the Vice Chair of the Board on standing committee and chair appointments;
5. To develop a self-evaluation process for the Board and for individual Trustees to be conducted periodically at the committee's discretion, but no less often than every three years;
6. To develop and implement a process for evaluating the effectiveness of Board and committee meetings;
7. To develop an effective orientation and continuing education process for the Board;
8. To monitor, oversee, and review compliance with the Code of Ethics for Trustees;

9. To develop a set of qualifications and core competencies for membership on the Board for approval by the Board and recommendation to each sitting Governor; and
10. To recommend to the Board processes, practices, or policies designed to ensure that the Board carries out its governance responsibilities effectively and efficiently.

COMPOSITION OF THE COMMITTEE

The voting membership of the committee shall be no less than three members of the Board of Trustees appointed by the Board upon the recommendation of the Vice Chair of the Board, with the advice and consent of the previously appointed Trusteeship Committee. The Vice Chair of the Board shall be an *ex officio*, voting member of the committee. The President of the university shall be an *ex officio*, non-voting member of the committee. Committee appointments shall be made at the annual meeting for a two-year term, but *ex officio* appointments shall not exceed the term of office.

The chair of the committee shall be designated by the Board for a two-year term, upon the recommendation of the Vice Chair, with the advice and consent of the previously appointed Trusteeship Committee. No Trustee may serve more than two consecutive two-year terms as chair of the committee.

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 at least three times annually, in conjunction with regular meetings of the Board of Trustees or at any other time upon the call of the chair. A meeting may also be called by the Chair of the Board, the Vice Chair of the Board, the President, the committee chair, 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.

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

A quorum shall be a majority (more than one-half) of the voting members of the committee. The Vice Chair of the Board shall be counted for quorum purposes, but the President 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 before the next committee meeting.