



THE UNIVERSITY OF TENNESSEE BOARD OF TRUSTEES

MINUTES OF THE SPECIAL MEETING OF THE BOARD OF TRUSTEES May 16, 2025

The University of Tennessee Board of Trustees held a specially called meeting at 9:00 a.m. (EDT) on Friday, May 16, 2025. The meeting was held virtually with all members participating electronically or by telephone. The meeting was hosted from the University of Tennessee, Knoxville campus.

Trustees Present: John C. Compton, Chair; Bradford D. Box; Hon. William E. Haslam; Charles Hatcher, Tennessee Commissioner of Agriculture; Decosta E. Jenkins; Shanea A. McKinney; Lisa Patel (Student Trustee); Christopher L. Patterson; William (Bill) C. Rhodes III; Donald J. Smith; David N. Watson; T. Lang Wiseman; and Jamie R. Woodson.

University Officers in Attendance: President Randy Boyd; Cynthia C. Moore, Board Secretary and Special Counsel; Chancellor Peter Buckley (UT Health Science Center); Chancellor Yancy Freeman (UT Martin); and Chancellor Linda Martin (UT Southern). Other members of the UT senior leadership and administrative staff were also in attendance.

Ms. Moore announced the presence of a quorum. The meeting was webcast for the convenience of the University community, the general public, and the media.

Remarks of the Chair

Board Chair John Compton commenced the meeting by thanking the Trustees for adjusting their schedules to attend the meeting. He emphasized the importance of the agenda, which included the approval of two new chancellors for UT Chattanooga and UT Southern, appointments to the Board and its standing committees, a capital project budget adjustment, a transformational gift, and an update from President Randy Boyd.

Update from the President

President Boyd opened his remarks by recognizing former Governor Bill Haslam's appointment to the Board by Speaker Sexton. He reflected on Governor Haslam's mentorship and expressed gratitude for his return to public service in this capacity. President Boyd stated that he was limiting his remarks to a few key updates and the action items before the Board and was reserving his broader update for the June meeting.

President Boyd shared highlights from a successful legislative session, attributing the University's achievements to collective efforts across campuses, governmental relations, legal, and financial teams. He expressed appreciation to Governor Lee and the General Assembly for their support. President Boyd stated that the University's top priority for 2026

will be advocating for a new College of Medicine building at the UT Health Science Center, underscoring the inadequacy of the current 70-year-old facility and the state's need for healthcare professionals. Planning and design have been authorized, giving the University a head start should funding be approved.

President Boyd reported on spring graduation ceremonies, noting record-breaking numbers across multiple campuses. He praised the commencement address by Trustee Shanea McKinney at the College of Pharmacy.

President Boyd noted that on the agenda is the proposed naming of the College of Law at UT Knoxville, in connection with a significant gift being made by The Bill Gatton Foundation. He indicated that the Foundation has requested that the college and its building be named in honor of alumnus Frank Winston ('52), a distinguished attorney and former member of the Tennessee General Assembly. President Boyd then introduced the candidates for the two chancellor roles.

Chancellor Appointments (UT Chattanooga and UT Southern)

President Boyd, noting that despite the difficulty of running two simultaneous national searches, the outcome reflects strong, future-oriented leadership nominees for both campuses. He reviewed the selection process and provided background information, including campus community feedback, on each candidate.

- Dr. Lori Mann Bruce – Chancellor, UT Chattanooga. Dr. Lori Bruce, who currently serves as Provost and Vice President for Academic Affairs at Tennessee Technological University, brings extensive leadership experience and a STEM-focused background, having overseen a research funding increase from \$16 million to over \$46 million during her tenure. Her strategic vision aligns with UT Chattanooga's trajectory toward achieving R2 research status. Notwithstanding her impressive STEM credentials, Dr. Bruce was also praised for her strong support of the humanities and interdisciplinary collaboration. Stakeholder surveys from her campus visit reflected overwhelming enthusiasm, noting her engaging presence, readiness to lead, and potential to be a strong advocate for UT Chattanooga.
- Dr. Melinda Arnold – Chancellor, UT Southern. Dr. Melinda Arnold, who currently Special Assistant to the President and former Provost and Senior Vice President for Academic Affairs at Texas A&M-Texarkana, was presented for consideration as the next Chancellor of UT Southern. President Boyd shared that her current institution, which is about twice the size of UT Southern, has seen double-digit enrollment growth under her leadership. Known for her student-first approach, Dr. Arnold was widely endorsed by faculty, students, and staff during her visit. She was recognized for her ability to connect with the campus community, navigate institutional growth, and raise funds effectively. Her leadership style and understanding of UT Southern's mission make her an ideal choice to guide the campus in its next phase of development.

Trustees expressed strong support for both candidates and commended the thorough national search processes. Chair Compton publicly thanked the members of the search committees, including Trustees Donnie Smith and David Watson. Chair Compton stated that the Board is charged with approving, upon recommendation of the President, the appointment of persons to fill vacancies in Chancellor positions for the campuses and to approve their initial compensation and other terms of employment.

Upon motion duly made and seconded, a roll call vote was taken, and the Board of Trustees in a single vote unanimously approved resolutions for (i) the appointment of Dr. Lori Mann Bruce as Chancellor of UT Chattanooga, and (ii) the appointment of Dr. Melinda S. Arnold as Chancellor of UT Southern (*Resolutions 020-2025 and 021-2025*).

Board/Committee Appointments

Chair Compton explained that under the UT Focus Act, there are two appointments to the Board that are required to be acted upon no later than May 31, which include: (i) the appointment of the Student Member of the Board, who serves in a non-voting capacity on the Board and as a voting member of the Education, Research, and Service Committee; and (ii) the appointment of a Faculty Member, who serves in a voting capacity on the Education, Research, and Service Committee of the Board. Both appointments are for a 1-year term of service (July 1, 2025 through June 30, 2026). Chair Compton introduced both nominees.

- Appointment of the Student Member of the Board. Chair Compton indicated that for the upcoming coming year, the student trustee is to be selected from the University of Tennessee at Martin campus. Chancellor Yancy Freeman has recommended the appointment of Ms. Ashlee Mallon. Ashlee is pursuing a Bachelor of Science degree in Business Administration, with a concentration in Finance, in the College of Business and Global Affairs. Ms. Mallon's letter of interest, resume, and letter of recommendation were included in the meeting materials sent in advance of the meeting (Tab 2.1).
- Appointment of a Faculty Member to the Education, Research, and Service (ERS) Committee. The next faculty member to serve on the ERS Committee is to be selected from the University of Tennessee Southern. Chair Compton remarked that this will be the first instance where a faculty member from UT Southern will serve in this capacity. Chancellor Linda Martin has recommended the appointment of Dr. Kenneth Vickers. Dr. Vickers serves as Professor of History, Chair of the School of Social Sciences, and Coordinator of the History Program. Dr. Vicker's curriculum vitae and letter of recommendation were included in the meeting materials (Tab 2.2).

Upon motion duly made and seconded, a roll call vote was taken, and the Board of Trustees in a single vote unanimously approved resolutions for (i) the appointment of Ashlee Mallon as the next student member of the Board, and (ii) the appointment of Dr. Kenneth Vickers as a voting member of the ERS Committee (*Resolutions 022 - 2025 and 023-2025*).

Other Action Items

Capital Project Budget Increase

David Miller, Senior Vice President and Chief Financial Officer, presented a proposed budget increase of \$10,455,000 for the Presidential Court Building Renovation a UT Knoxville, raising the total budget to \$40,455,000. The increase reflects code requirements, infrastructure upgrades, and construction cost escalation over two years since the original estimate. Mr. Miller also reported on successful efforts to reform the state approval process, enabling the University to begin project designs earlier to improve cost accuracy.

Upon motion duly made and seconded, a roll call vote was taken, and the Board of Trustees unanimously approved the resolution to increase the project budget, as set forth in the meeting materials (Tab 3.1) (*Resolution 024-2005*).

College and Building Naming, UT Knoxville

Chair Compton revisited the earlier comments made by President Body regarding the generous commitment being made by The Bill Gatton Foundation, emphasizing the scale of the investment and its impact including the large number of financial awards that will benefit law students.

Upon motion duly made and seconded, a roll call vote was taken, and the Board of Trustees unanimously approved the naming of the College of Law at the University of Tennessee, Knoxville as “The University of Tennessee Frank Winston College of Law,” and the current facility housing the college shall be known as the “Frank Winston Law Building.” The duration of the naming of the college and the facility shall be consistent with the Board’s Policy on Naming of Facilities and Other Key Assets. (*Resolution 025-2005*)

Enterprise Resource Planning Project Update

Mr. Miller then provided an update on the enterprise resource planning (ERP) and human capital management (HCM) systems implementation. He reported that while the systems officially went live in January, full functionality and performance refinement are ongoing. This post-go-live phase was described as more challenging than the pre-launch phase, as the University is still adapting to the new system’s configurations and working through complex business processes that the old SAP system had been customized to handle over a 22-year period. Some features of the new systems have performed as expected immediately after launch; however, others have required additional configuration and adjustment. He estimates the system is 85% complete. Recent efforts have included actively working with Oracle and Huron to address outstanding issues and optimize the system’s configurations.

Mr. Miller highlighted the importance of communication and transparency, noting (i) recent campus visits and focus group listening sessions to gather feedback from end users, and (ii) the launch of a dashboard that provides information on reported issues and expected resolution timeframes.

Trustees acknowledged the inherent challenges of implementing an ERP system at scale and commended the team for its willingness to listen to concerns, not dismissing user frustrations, and focus on long-term optimization.

Planning for the Annual Board Meeting

Chair Compton previewed the schedule and agendas for the annual meeting of the Board, which will be held at UT Chattanooga. Interim Chancellor Robert Dooley was recognized for his leadership during the transition. In light of the recent appointment of Chancellor Bruce, the UT Chattanooga Strategic Plan will be deferred. The agenda will include updates on campus safety, NCAA compliance, ERP progress, research initiatives (especially at UT Knoxville and Chattanooga), budget approvals, capital outlay requests, and UT Southern's master plan. The Administration team was reminded of the importance of timely preparation and submission of board materials.

Closing Remarks and Adjournment

Former Governor Bill Haslam joined the meeting and was formally welcomed by Chair Compton. The Trustees expressed their deep appreciation for Governor Haslam's return to service on the University's Board of Trustees. Trustee Haslam acknowledged having worked previously with many of the members and expressed his enthusiasm for contributing to the work of the Board in support of the University.

Chair Compton reminded the Trustees that another trustee will be appointed by Lieutenant Governor McNally this year, expanding the size of the Board from 12 to 14 members. In the next cycle of term expirations, the appointments will be made by the two speakers.

The Chair thanked the members of the Board for their participation and adjourned the meeting.

Respectfully Submitted,

/s/Cynthia Moore

Cynthia C. Moore

Secretary and Special Counsel

Attachments. Copies of the following items are filed with the official minutes of this meeting:

- PowerPoint Presentation – President's Update