

## UTC ADVISORY BOARD MEETING - MAY 14, 2019

Proposed Modifications to the Bylaws of the UTC Advisory Board.

### 1. Modify Section 4.2(c) as follows:

**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 4.2(c) shall not be construed as constraining the faculty member of the Advisory Board, as part of their normal faculty duties, from pursuing externally-funded contracts or grants for the University which may potentially benefit the faculty member directly or indirectly.

**Rationale:** One responsibility of faculty members is the pursuit of external funding from various agencies, foundations and companies. In some cases, contact with and efforts to influence decisions by persons involved in making or administering a contract with the University is an inherent component of success in obtaining such funding. This proposed change clarifies that the restrictions under Section 4.2(c) are not intended to prohibit the faculty member of the board from carrying out this aspect of the faculty member's responsibilities.

### 2. Modify Section 7.4 as follows:

**Section 7.4 Notice of Meetings.** Notice of meetings may be delivered to members by postal mail, courier, electronic mail, or facsimile transmission. As required by Tennessee Code Annotated § 8-44-103(a) and (b), adequate public notice shall be given of all regular and special meetings. Notice of a regular meeting shall be provided at least seven (7) days in advance of the meeting date.

**Rationale:** The proposed change establishes that notice of regular meetings will be provided at least 7 days in advance of the meeting. We have been providing 7-days' notice already so this proposed change just codifies that practice. The proposed change does not require a 7-day notice for special meetings of the board, so that the board has more flexibility in the event an urgent matter comes up and a special meeting needs to be called within a shorter timeframe than 7 days.

### 3. Modify Section 7.6 as follows:

**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 shall list in outline form each item to be considered at the meeting. When feasible, a copy of the agenda, with any proposed resolutions or reports to be considered at the meeting, shall be made available to the Advisory Board and the public at least seven (7) days in advance of the meeting. When not feasible, a copy of the agenda, with any proposed resolutions or reports to be considered at the meeting, otherwise shall be provided to the Advisory Board and made available to the public 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

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membership of the Board. Items not stated in the call of a special meeting may not be considered at the meeting.

**Rationale:** These proposed changes are intended to increase transparency and to codify a general practice for providing information to board members sufficiently in advance of meetings so that they have adequate time to consider them. The proposed changes provide that that, when feasible, a copy of the agenda and any proposed resolutions or reports to be considered by the board at an upcoming meeting will be made available to at least 7 days in advance of the meeting, i.e., at the same time that the meeting notice is issued. However, in cases when it is not feasible to provide such information 7 days in advance, such information otherwise will be made available before the meeting date. This provides some flexibility in the event the agenda or reports to the board cannot be finalized 7 days in advance of the meeting due to scheduling issues or other circumstances that cannot be avoided.

**4. Correct typo in Section 11.2 section head.**

Change from "Section 10.2" to "Section 11.2".