

System-wide Policy:	
BT0004 - Policy on Presidential Performance Reviews	
Version: 4	Effective Date: 03/29/2017

**BOARD OF TRUSTEES
POLICY ON PRESIDENTIAL PERFORMANCE REVIEWS**

PURPOSES

The purposes of the annual performance review are: (1) to enable the President to enhance his or her performance and leadership; (2) to promote good communications and strong working relationships between the President, the Board, and University constituencies; (3) to enable the President and Board to set mutually agreeable goals; and (4) to inform board decisions on compensation and other terms of employment for the President.

Periodic comprehensive performance reviews have the following additional purposes: (1) to solicit the informed perceptions of the Trustees and members of the University’s major stakeholder groups on broader aspects of institutional health, management, and governance; (2) to engage and inform a wide range of University constituencies; (3) to enable the President to develop plans for his or her professional development; and (4) to enable the President and the Board to determine whether they have the basis for an extended commitment to each other.

RESPONSIBILITY

The Board of Trustees is responsible for assessing the President’s performance and, in doing so, to solicit the views of other leaders within and outside the University.

The Board delegates to the Vice Chair of the Board the responsibility for organizing and conducting an annual performance review of the President. This delegation of authority to the Vice Chair is subject to the provisions of this policy and to the Board’s ultimate authority to approve or modify the Vice Chair’s evaluation of the President’s performance. The Chair of the Trusteeship Committee and Chair of the Audit and Compliance Committee (hereinafter “Committee Chairs”) shall participate in the annual review process as outlined below.

Every third or fourth year, or earlier as the Board in its sole discretion may determine, the Vice Chair shall conduct a comprehensive review of the President’s performance with the assistance of at least one external advisor.

System-wide Policy:	
BT0004 - Policy on Presidential Performance Reviews	
Version: 4	Effective Date: 03/29/2017

PROCESS FOR THE ANNUAL PERFORMANCE REVIEW

The President shall prepare a written self-assessment statement in a format and according to a timetable mutually agreed-upon by the President and the Vice Chair. In addition to a retrospective review of goals previously agreed upon by the President and the Board and of other achievements, disappointments, or problems of the preceding year, the self-assessment statement shall include a prospective statement of challenges and opportunities facing the University and the President's proposed goals for the coming year.

The Vice Chair and the Committee Chairs shall solicit views of the President's performance from various groups, including the senior administrative staff; faculty, student, staff, and alumni leadership; Speakers of the Tennessee Senate and House of Representatives; and Trustees. Members of the senior administrative will be informed that they may request an interview with the Vice Chair and Committee Chairs in person or by telephone to address the President's performance.

The Vice Chair shall then interview the President concerning the President's self-assessment statement and proposed goals for the coming year. The Committee Chairs shall be present during the Vice Chair's interview of the President only as observers and not as participants. The Vice Chair shall prepare a written assessment of the President's performance, including an aggregate summary of the views of the senior administrative staff and of faculty, student, staff, alumni, and legislative leadership, and Trustees.

The Vice Chair shall then submit the following materials to the Executive and Compensation Committee: (1) the President's self-assessment statement and any additional information the Vice Chair may have requested of the President; (2) the Vice Chair's written assessment of the President's performance; (3) the President's proposed goals for the coming year and the Vice Chair's recommendation concerning those goals; and (4) any recommendation of the Vice Chair concerning the President's compensation or other terms of employment. After reviewing the Vice Chair's written assessment and recommended goals, the Committee Chairs may submit a separate written assessment of the President's performance to the Executive and Compensation Committee.

In a previously scheduled or a called meeting, the Executive and Compensation Committee shall approve or modify the Vice Chair's assessment of the President's performance and recommendations concerning goals, compensation, and other terms of employment. The Committee's action shall then be submitted to the full Board of Trustees for approval or modification. The President shall be present at the meetings of

System-wide Policy:	
BT0004 - Policy on Presidential Performance Reviews	
Version: 4	Effective Date: 03/29/2017

the Executive and Compensation Committee and the Board of Trustees to answer questions about his or her performance and the proposed goals for the coming year. The President shall be excused from the meetings prior to discussion and voting on the President's performance, goals, and compensation or other terms of employment.

PROCESS FOR THE CUMULATIVE PERFORMANCE REVIEW

Every third or fourth year of the President's employment, or earlier as the Board in its sole discretion may determine, the Vice Chair shall conduct a comprehensive review of the President's performance with the assistance of one or more external advisors. The Vice Chair shall select the external advisor(s) in consultation with the President and one or two members of the Executive and Compensation Committee. If feasible, at least one external advisor should be a former chief executive with experience as head of an enterprise similar in scope and mission outside the State of Tennessee.

Early in the year of the comprehensive performance review, the Vice Chair, in consultation with the President and the external advisor(s), shall develop a written plan and timetable for the comprehensive review and present it to the Executive and Compensation Committee or the full Board for approval. The plan shall include at least the elements outlined below.

The President shall prepare a comprehensive self-assessment covering the period of service under review. This self-assessment should present a clear picture of the state of the University in relation to strategic goals approved by the Board and should highlight the President's view of his or her major achievements and concerns.

The external advisor(s) shall conduct personal interviews with the President, members of the Board, and a broad array of individuals or groups internal and external to the University, including but not limited to the University's senior administrative staff, faculty, students, staff, alumni, and other major stakeholder groups. At his or discretion, the Vice Chair may participate in these interviews.

The external advisor(s) shall prepare a draft written report of findings and recommendations including, but not limited to, the following: (1) a summary of the views of the various internal and external constituencies interviewed by the external advisor(s); (2) specific recommendations for enhancing the President's performance, professional development, and relationships with the Board, University constituent groups, and other major stakeholder groups; and (3) any recommendations concerning institutional or governance issues or other matters relevant to the President's future

System-wide Policy:	
BT0004 - Policy on Presidential Performance Reviews	
Version: 4	Effective Date: 03/29/2017

leadership performance. The external advisor(s) shall present the draft report to the President for review and comment.

After receiving the President’s comments, the external advisor(s) shall present a draft report to the Vice Chair. The Vice Chair and the external advisor(s) shall review the report and the President’s self-assessment with the President and work with the President to develop a set of goals for recommendation to the Executive and Compensation Committee and the Board. The external advisor(s) shall then prepare a final written report, which shall include the recommended goals in addition to the matters outlined in the immediately preceding paragraph of this policy.

The Vice Chair shall submit the external advisor(s) final written report to the Executive and Compensation Committee. The Vice Chair shall also submit to the Executive and Compensation Committee any recommendation concerning the President’s compensation or other terms of employment. The Executive and Compensation Committee shall receive copies of the President’s self-assessment and any other information the Vice Chair or external advisor(s) may have requested of the President.

In a previously scheduled or a called meeting, the Executive and Compensation Committee shall approve or modify the Vice Chair’s recommendations concerning goals, compensation, and other terms of employment. The Committee’s action shall then be submitted to the full Board of Trustees for approval or modification. The President shall be present at the meetings of the Executive and Compensation Committee and the Board of Trustees to answer questions about his or her performance and the proposed goals. The President shall be excused from the meeting prior to discussion and vote on the President’s performance, goals, and compensation or other terms of employment.

History:

Adopted	03/04/2004
Revised	03/07/2007
	02/27/2014
	03/29/2017