

AGENDA

TEXAS SOUTHERN UNIVERSITY BOARD OF REGENTS Special Called

Date: Wednesday, May 8, 2024
Time: 3:00 PM
Place: Texas Southern University - Library Learning Center, 5th Floor, 3100 Cleburne Street,
Houston, TX 77004

Chair: Brandon L. Simmons
Vice Chair: James M. Benham
Second Vice Chair: Stephanie D. Nellons-Paige
Secretary: Marilyn A. Rose

I. Call to Order

II. Roll Call

III. Conflict of Interest

IV. Administration and Finance

Presenters: Regent James M. Benham & Mr. John Pittman, Interim Chief Financial Officer/Vice President of Business & Administration

IV.A. Requesting Approval to Amend FY 24 Operating Budget

Action Requested: Approval

V. Personnel and Litigation

Presenters: Regent Caroline Baker Hurley & Mr. Charlie T. Nhan, Acting General Counsel

V.A. Approval is Requested for the Appointment of Mr. Charlie Nhan as General Counsel

Action Requested: Approval

VI. Executive Session

VI.A. Texas Government Code - Section 551.071 - Consultation with University Attorneys on any matter in which the duty of the attorneys to the governmental body under the Texas Disciplinary Rules of Professional Conduct of the State Bar of Texas clearly conflicts with the Texas Open Meeting Act, including any matter listed on this notice/agenda, pending or contemplated litigation, and proposed settlement agreements.

VI.B. Texas Government Code - Section 551.072 - Deliberations concerning Purchase, Lease or Value of Real Property.

VI.C. Texas Government Code - Section 551.073 - Deliberations about Negotiated Contracts for Prospective Gifts or Donations.

VI.D. Texas Government Code - Section 551.074 - Personnel Matters: Deliberations Concerning the Appointments, Duties, Responsibilities, Evaluations or Dismissal of Personnel (including but not limited to the Regents, Interim President, General Officers, and Executive Management Employees).

VII. Reconvene in Open Session to Consider Actions on Executive Session Items as Necessary

VIII. Adjourn

**TEXAS SOUTHERN UNIVERSITY
BOARD OF REGENTS AGENDA**

COMMITTEE: Administration and Finance

ITEM: Requesting Approval to Amend FY 24 Operating Budget

DATE PREVIOUSLY SUBMITTED: N/A

SUMMARY:

The administration requests approval to amend the FY 24 Operating Budget.

The amendment includes additional budget for the following purposes:

1. Regularly recurring expenditures that were not budgeted, such as \$22 million for depreciation.
2. Budget for new positions and expenditures.
3. Cash-Driven funds that were not included in the original budget approved by the board.
4. Budget for anticipated expenditures for the remainder of the fiscal year. \$94 million of the budget amendment is related to capital expenditures for the ongoing CCAP projects.

SUPPORTING DOCUMENTATION: Budget Amendment

FISCAL IMPACT: Increase of \$146,360,541

ACTION REQUESTED: Administration Recommends approval of this item

Legal Certification: Based on available information to date, this action item and its implementation will not be in violation of any applicable federal, state, or local law, or regulation.



05/03/2024

ACTING GENERAL COUNSEL

DATE

Fiscal Certification: This fiscal note shown above details the true and actual positive or negative fiscal effect that implementation of this proposal will achieve.



05/03/2024

INTERIM CHIEF FINANCIAL OFFICER

DATE



05/05/2024

INTERIM PRESIDENT

DATE

COMMITTEE: Administration and Finance

ITEM: Requesting Approval to Amend FY 24 Operating Budget for \$146,360,541

FISCAL NOTE: \$146,360,541

**TEXAS SOUTHERN UNIVERSITY
BOARD OF REGENTS AGENDA**

COMMITTEE: Personnel and Litigation

ITEM: Approval is Requested for the Appointment of Mr. Charlie Nhan as General Counsel

DATE PREVIOUSLY SUBMITTED: None

SUMMARY:

Approval is requested for the appointment of Mr. Charlie Nhan as the University's General Counsel, pursuant to Board Policy 61.10.

The appointment is effective April 26, 2024.

SUPPORTING

DOCUMENTATION: Resume/Biological Sketch (BOA0001479)

FISCAL NOTE: Base Salary of \$217,500 and Perquisites

ACTION REQUESTED: Administration recommends approval of this item

Legal Certification: Based on available information to date, this action item and its implementation will not be in violation of any applicable federal, state, or local law, or regulation.



04/15/2024

ACTING GENERAL COUNSEL

DATE

Fiscal Certification: This fiscal note shown above details the true and actual positive or negative fiscal effect that implementation of this proposal will achieve.



04/16/2024

INTERIM CHIEF FINANCIAL OFFICER

DATE



04/16/2024

INTERIM PRESIDENT

DATE

November 7, 2023

Dr. Mary E. Sias
Interim President
Texas Southern University
3100 Cleburne Street
Houston, Texas 77004

Dear President Sias,

I am writing to express my strong interest in the position of General Counsel at Texas Southern University. With nearly twenty-three years of combined legal experience in the private sector and higher education institution, I am confident in my ability to lead the Office of General Counsel and provide strategic legal guidance to the University, as I have consistently demonstrated since June of 2022 to the present time.

Over the last seventeenth months, I have had the privilege of representing and advising the University, in my capacity as Deputy General Counsel and Acting General Counsel, gaining a deep understanding of the unique legal challenges and opportunities faced by TSU. Furthermore, I have demonstrated superior leadership skills in my acting capacity, and legal competency in matters related to litigation, compliance, governance, labor and employment law, intellectual property, and student affairs. My key qualifications and accomplishments that qualifies me for the General Counsel position include:

1. Leadership:

As Deputy General Counsel and Acting General Counsel at TSU, I have successfully managed the Office of General Counsel (despite the resources constraints) by fostering a collaborative and high-performing work environment while providing effective and efficient legal guidance to Executive Officers, Academic Leaders, administrators, staff, and students. I believe in leading by example, setting high standards, and cultivating a culture of high integrity and ethics.

2. Legal Experience:

My experience encompasses a broad range of legal areas, including higher education law, labor and employment law, litigation experience in both State and Federal Courts, contract negotiations, and intellectual property. I am adept at interpreting and applying complex statutes and regulations, as well as providing clear, concise, and practical legal advice to all internal stakeholders.

3. Strategic Vision:

- To transform the Office of General Counsel at Texas Southern University into a beacon of integrity and ethical leadership, fostering a culture of transparency and accountability.

- Prioritize a proactive solutions-oriented approach to minimize pending litigations and contractual issues, while fostering a culture of accountability, integrity, and transparency, aligning our legal functions with the University's values and mission.

4. **Risk Management:**

I have been instrumental in anticipating and identifying potential legal risks and implementing mitigation strategies, ultimately protecting the reputation and financial well-being of the University.

5. **Collaboration:**

I have proven track record of collaborating with academic administrators, executive officers, governing bodies within the University to ensure legal compliance and risk management. I am skilled at building strong working relationships with key internal stakeholders.

Based on our prior discussion, I am inspired and excited about the opportunity to be considered for the position as a General Counsel for Texas Southern University. I am deeply committed to the values and mission of the University and am eager to continue the responsibility of guiding its legal affairs during this transitional period. My dedication to the ethical and legal standards of higher education aligns perfectly with the University's goals and mission.

Thank you for considering my application. I look forward to the opportunity to discuss how my experience and qualifications can benefit TSU in greater details.

Sincerely,



Charlie Nhan

[Enclosure: Resume]

CHARLIE T. NHAN

EDUCATION

- J.D., South Texas College of Law.
- B.B.A. Baylor University (Finance / Accounting).

Accomplished legal leader and in-house counsel with more than twenty-three years' experience managing, devising, and advising corporate clients and institutions of higher education in all aspects of legal and compliance matters. Practice, skills, and competencies include:

General Counsel

Litigation

Contract Drafting & Negotiation

Outside Counsel Management

Labor & Employment

Legal Department Management

Policy Drafting

Ethics & Compliance Management

PROFESSIONAL EXPERIENCE

Texas Southern University June 2022 - Present (Deputy / Acting General Counsel)

- Provide legal counsel and guidance to the Executive Officers of the institution and Academic Leaderships on all legal matters relevant to a public university, including labor and employment law, policies, procedures, risk mitigation, rules, regulations, and laws pertaining to student and faculty, real estate transactions, contracts and grants, tax matters, worker's compensation, liability and insurance matters, public monies and procurement, Title VII, Title IX, and other laws and regulations.
- Anticipate and identify legal issues and counsel Executive Officers of the institution and Academic Leaderships in order to develop appropriate legal strategies and solutions, often in situations of great political, public relations, or financial risk or significance, and with limited time for assessing alternatives.
- Draft, review, negotiate, and approve broad variety of contracts, including construction contracts, software licensing agreement, NDA, employment contracts, and the procurement of products and services between the University and third-party vendors.
- Draft, review, and approve policies and procedure, affiliation agreements, memorandum of understanding, regulations, and bylaws. Review and recommend updates and changes for all institutional policies and procedures to ensure compliance with all applicable legal and regulatory obligations.
- Review, draft, and approve Affiliation Agreements and Memorandum of Understanding between the University and other Colleges and Universities and state agencies.
- Counsel the University administration on various employment and higher education law issues.
- Select, retain, and manage outside counsel, as required, to handle claims, investigations, and litigation. Provide litigation support and coordinate with outside counsel on pending litigation.
- Represent the University in proceedings, hearings, and investigations involving state administrative agencies and faculty disciplinary matters.

- Supervise and manage legal work of staff attorneys and paralegals within the Office of General Counsel. Mentor and provide training to staff attorneys.

Bui & Nhan, P.L.L.C. 2001- 2022 (Managing Partner)

- Provide legal services to individuals and business entities in the areas of business litigation, commercial contract transactions which include drafting and reviewing of commercial leases, vendor service agreements, shareholder agreements, construction agreements, and employment agreements for manufacturing, real estate, and retail energy service companies.
- Provide in-house counsel service (contract basis) to a retail energy service provider. Duties include the following: advice senior corporate management to develop, management, implement, and enforce corporate governance and risk management policies; draft and prepare company policies, procedures, and guidelines for compliance with applicable state laws. Review and assist with the required filings of certification and reporting with the Public Utility Commission of Texas. Prepare and assist with third party service contract, master service agreements with customers and subcontractors, and supplier agreements. Advice senior management on all contract related functions of the company's legal department. Counsel the company with various issues such as recruitment and hiring, employment contracts, diversity, inclusion and belongings, ethics, discrimination and harassment, performance management, terminations, and general human resources compliance.
- Provide in-house counsel service (contract basis) to a 1000-Member church in the Houston area. Counsel the church's Board of Directors in the areas of corporate governance, contract, risk management, and insurance. Prepare and review construction contract with third party contractors and vendors. Counsel the Board of Directors in all business dealings to ensure that the church is in compliance with nonprofit rules and I.R.C Code Section 4958.
- Responsible for the firm's business and personal injury litigation docket. Manage all facets of the litigation practice from drafting of petitions, answers, conduct discovery, conduct legal research and review case law relevant to issues as they develop in cases, motion practice, attend court hearings, and trial.
- Represented various business sectors in intellectual property litigation.
- Represented business and individual clients in employment and Fair Labor Standard Act (FLSA) litigation.
- Experience in motion practice in state and federal court cases. Trial experiences in both State and federal courts.
- Basic knowledge of Master Service Agreement (MSA) in oil and gas sector.
- Basic knowledge of FERC regulations and compliance with interstate pipelines.

Enron Corporation 1996 - 2000 (Manager of Risk & Trading Analysis Group)

Tenneco Inc. 1993 - 1996 (Senior Accountant)

Arco Oil & Gas Company 1990 - 1993 (Financial Analyst)

BAR AND COURT ADMISSIONS

- State Bar of Texas, 2000.
- U.S. District Court, Southern District of Texas, 2000.
- U.S. District Court, Eastern District of Texas, 2020.
- U.S. Tax Court, 2015.
- U.S. Court of Appeals, Fifth Circuit, 2000.

PROFESSIONAL MEMBERSHIPS & AFFILIATIONS

- State Bar of Texas – member.
- Association of Trial Lawyers of America.