

**The University of Tennessee Athletics Foundation, Inc.
Organizational Meeting Agenda**

December 5, 2024

9:00 a.m. Eastern Time

1. Call to Order

2. Incorporator – Cindy Moore [in person or by written consent]

- a. Appoint ex-officio board members to board of directors.
- b. Resign as Incorporator.

3. Introduction – Board Chair

- a. Welcome and Introduction to UT Athletics Foundation.
- b. Appoint independent directors.

4. Board Actions

- a. Adopt and ratify Charter.
- b. Adopt and ratify Bylaws.
- c. Approve Affiliation Agreement and Services Agreement with the University of Tennessee.
- d. Approve Services Agreement with the University of Tennessee Foundation, Inc.
- e. Ratify Incorporator actions.
- f. Appoint officers.
- g. Authorize officers to open bank accounts, apply for credit cards, and take other administrative actions necessary to start the Foundation's operations.
- h. Authorize retention of legal counsel – Brock Shipe Klenk PLC.
- i. Authorize retention of certified public accountant for bookkeeping services and tax returns – Pugh & Company, P.C.
- j. Authorize retention of Auditor – Rodefer Moss & Co., PLLC.
- k. Adopt and ratify Code of Ethics for Board of Directors.
- l. Adopt and ratify Board of Directors Conflict of Interest Policy.
- m. Authorize officers to pay all fees and expenses incident to and necessary for the organization and tax exemption of the Foundation.

5. Introduction of UTAF President, Danny White and President's Welcome

6. Call to Move to Executive Session