# MINUTES

**Trustees Present:** Sharon Wamble-King, Chair, Wilfredo Gonzalez, Kevin Hyde, Radha Pyati, Adam Hollingsworth, and Joy Korman.

**Trustees Absent**: Fred Franklin and Hans Tanzler

## **Item 1 Call to Order**

Chair Wamble-King called the meeting to order at 11:15 a.m. and recognized a quorum present.

## **Item 2 Minutes**

Chair Wamble-King presented the draft minutes for the June 16, 2017 Governance Committee meeting and offered the opportunity for revisions or comments from the members. Upon receiving none, Chair Wamble-King asked for a motion for approval. Trustee Hyde offered a motion to approve the minutes and BOT Chair Korman seconded that motion. The motion was unanimously approved to accept the minutes as presented.

## **Item 3 Public Comment**

There was no public comment offered.

## Item 4 Review Proposed Updated Conflict of Interest Statement and Disclosure Form

Chair Wamble-King introduced Janet Owen to review and discuss a proposed updated statement and form for the annual disclosure of any conflicts of interest. The new statement includes detailed information from the state’s Code of Ethics for Public Officers and Employees as set forth in Chapter 112, Florida Statutes. With the committee’s approval, this document would be included on the consent agenda presented to the full board later this afternoon.

Following brief discussion, Chair Wamble-King asked for a motion for approval. Trustee Hyde moved approval which was seconded by BOT Chair Korman. The new

form was unanimously approved and recommended for immediate use by the Board following final approval at the full Board meeting.

## Item 5 Review Recommendations for Updating the Board’s Delegation of President Authority

Following up on a pending Governance Committee agenda item, the Committee next reviewed the remaining differences between the Board of Governors’ recent recommendations for best practices concerning delegations of presidential authority, and the current resolution in place at UNF. Because UNF’s resolution served as a model for the BOG’s recommendations, there were few adjustments for the Committee to consider.

Ms. Owen distributed a chart outlining the differences between UNF’s resolution and the BOG’s model guidelines. The Committee considered each paragraph where there were differences and approved amendments which would conform UNF’s resolution to the model.

Revisions accepted by the Governance Committee during the review included:

* Presidential delegations of authority should be made to a position rather than the person who holds that position. Currently, UNF does both, but will conform to the recommended practice as part of the upcoming presidential transition.
* Review whether certain delegations should be converted to a role or responsibility incorporated into a job description. Ms. Owen recommends that this review could also be a part of the presidential transition process.
* The BOG suggests a three-year review of all delegations. Ms. Owen recommended that this could be a Governance Committee function accomplished in coordination with the three-year review of UNF’s regulations and policies.
* The BOG suggests “national and global” descriptors as applicable to a university’s mission. Ms. Owen said that UNF typically refers to itself a “regional” so requested the committee’s input. After a brief discussion, the committee decided to change the resolution to reflect “national and international.”
* The BOG recommends that to maintain an effective information system, that all data and reporting requirements of the BOT be met. Ms. Owen recommends revision to confirm with the BOG language.
* The Committee approved recommended language that: the UNF Board consult with the Chancellor about branch campuses; includes fiduciary functions and textbook affordability; changes terminology moved from “student judicial system” to student disciplinary system;” the Boar will receive periodic reviews of athletic department financial information; certain specified positions have a reporting line to the Board as well as the President; add a delegation for banking transactions (this is language more aligned to larger institutions and not really an issue at UNF. The Committee agreed that while this may never be used, to add the BOG language); ensures the BOT is provided sufficient information regarding public-private partnerships.
* With regard to contracting authority, Ms. Owens recommended the Committee consider the University of Minnesota practice that contracts for goods or services less than $1,000,000 be delegated to the President for execution. Any contracts in excess of that amount could be approved by the Boar or the chair of the Finance and Facilities Committee (consistent with other current financial transactions). There was a brief discussion of the practice at other institutions, which are varied. It could be a step by step process according to the amount of the contract

and these steps could include the full Finance and Facilities Committee, or its chair. It was suggested we align ourselves with other SUS processes. Ms. Owen

suggested the Committee approve a process for some form of approval over the $1 million benchmark, to be revisited and compared with approvals eventually adopted by the other SUS institutions. The committee agreed with this recommendation.

* The Committee adopted further revisions including: conforming with the recommended BOG language for change orders and financial management; consultation with the Board chair on DSO board appointments; university risk management, and other purely technical changes that include references to conforming with BOG regulations and policies.

The committee approved the changes as discussed and recommended above. Ms. Owen suggested that this could be on this afternoon’s consent agenda to conform with BOG’s best practices and further to authorize the Office of the General Counsel to make these recommended changes after the Board meeting. Chair Wamble-King asked for a motion. A motion was made by Trustee Gonzalez, seconded by Ms. Korman and unanimously approved.

## **Item 6 Follow-up Discussion on Board Engagement Strategy**

Ms. Owen reminded the committee that they are just a few days away from the annual Board of Governors Trustee Summit affording an opportunity for UNF Trustees to engage with the Governors.

Ms. Owen distributed a handout including photos, bios and terms for the Governors to assist in the interactions. This information will be shared with the rest of the UNF Board. Trustee Hollingsworth recommended that specific strategic talking points be developed and shared with the UNF Trustees prior to the Summit. He described the benefit to UNF in demonstrating that UNF leadership is attentive to the existing metrics and is dedicated to improving performance.

The BOG meets immediately after the summit. The BOG may tweak the metrics themselves thereby triggering the opportunity for the Board to send a letter to BOG that we are going to get on board. The Board, not the president, can affirm that we are focused on this.

Board Chair Korman said this conversation needs to include the rest of Board. Ms. Owen offered that at the full Board meeting this afternoon, Jay Coleman will present information on the significant improvements UNF is expecting in the next round of performance funding. The presentation should be relevant in developing the talking points on the positive energy being spent and the resulting progress being made.

## Item 7 Potential BOT Nominees

Board Chair Korman reported that following the last meeting, two names surfaced as potential new board members. Chair Korman contacted them to solicit their interest. One submitted an application to both the Governor’s Office and the BOG. The BOG will make their decision at the November meeting. It needs to be communicated to the BOG that this applicant came from the Governance Committee and fits the criteria of skills and experience the Board deems beneficial.

The other potential applicant is very interested in serving on UNF’s Board; however, the timing is not right due to other professional obligations. This individual hopes to apply in the future. Trustee Gonzalez reported that he spoke to another potential candidate who is very interested but the timing is not right.

Chair Korman said future openings will occur in January 2020. Chair Korman encouraged the Committee to stay on top of it because the Board has not provided this input in the past.

Ms. Owen updated the Committee on the other applicant for the UNF vacancy in January 2018. Ms. Korman asked Ms. Owen to get both applications and bios to the Committee.

## **Item 8 Adjournment**

There being no further business, the meeting was adjourned at 12:05 p.m.