# MINUTES

**Committee Trustees Present**: Annie Egan, David Fenner, Wilfredo Gonzalez, Kevin Hyde,

**Committee Trustees Absent**: Adam Hollingsworth, Sharon Wamble-King

## Item 1 Call to Order

Trustee Fenner called the meeting to order at 2:30 p.m. and recognized a quorum.

## Item 2 Public Comments

Trustee Fenner offered those in attendance the opportunity to comment on items on the Governance Committee agenda. There were no public comments.

## Item 3 Consent Agenda

Trustee Fenner asked for a MOTION to approve the consent agenda. Trustee Egan made a MOTION to approve and Trustee Hyde SECONDED the motion. The consent agenda was APPROVED.

## Item 4 Update on Board of Trustees Action Plan for Continuing Performance Improvement – Document and Board Meeting Agenda Development and Process Review

Vice President Stone provided a brief update on the Board of Trustees Action Plan for Continuing Performance Improvement which was approved by the Board in January 2019. She noted that she, Vice President Shuman, Audit Executive Hann and Chief Compliance Officer Campbell had begun a preliminary discussion of action items contained in Item 1 – Document Review. They will bring recommendations for discussion and consideration by the Governance Committee during the coming year.

Vice President Stone provided information on the committee structure for Boards of Trustees within the Florida State University System. She noted that UNF’s Board committee structure is in line with other SUS campuses but reported that about half of the SUS campuses, along with the Board of Governors, have a committee with a focus on strategic planning and/or metrics. She will provide additional information on the role and responsibilities of these committees for further discussion by the Governance Committee.

 Vice President Stone also noted that item 2. of the Action Plan “Review Board Meeting Agenda and Processes” was being addressed through the development and implementation of an internal Operations Manual that will codify Board practices concerning inclusive agenda development and regular mission review.

## Item 5 Feedback on June 2019 Board of Trustee Surveys

The Committee then engaged in a review and discussion of results from the Board Meeting Evaluation and Board Effectiveness Surveys that were administered over the summer. Some of the major takeaways include:

Board members find the President’s Report and Vice President Coleman’s data analytics to be very valuable and would like to hear from the President and Vice President Coleman earlier in the day to assure there is adequate time for discussion.

Board member responses reflect an understanding of the importance of fulfilling their fiduciary duties, particularly with respect to fiscal oversight.

The Board desires to spend more time on strategy, policy and governance.

Board members encouraged the continued use of the consent agenda (as appropriate) to allow more time for discussion of strategic issues and performance metrics.

Board members believe the Board has moved to more transparent and open discussions.

There were varying views on the Board’s current practice of consecutive committee meetings vs. concurrent committee meetings.

Chair Hyde then led a discussion about the Board meeting structure, specifically focused on the sequencing of committee meetings. He noted that there are three options: The Board can keep its current committee meeting structure, which is rolling consecutive committee meetings involving the whole board. This allows all Board members to attend all committee meetings and then during the plenary session the Board doesn’t need to rehash committee items. Another option is to have committees meet concurrently, most likely two at a time. During the plenary session of the Board meeting, the Board would receive reports from the committee chairs. Or, committees could meet at another time prior to the full board meeting, and trustees who are not committee members would be invited to attend, but not vote. Chair Hyde noted that now was a good time to discuss board meeting structure and any changes could be incorporated starting in January. He then opened the floor for discussion. Some of the comments from Trustees included:

* Consecutive committee meetings make for a long day but provide a better view that is not so siloed. Concurrent committee meetings feel more isolated.
* Having brief meetings in advance of quarterly meetings would leave more time with President Szymanski, Vice President Coleman and students.
* Quarterly meetings should focus on strategic discussions and meetings in the off months should be held to address routine business. These could be handled via brief Board meetings with a call in option for Board members who cannot get to campus.
* The Board needs to remember the expectations of the Board of Governors and the expectations of board members for governance and oversight.
* It is imperative that the Board exercise its fiduciary responsibilities.
* One Trustee noted that he benefits from attending all committee meetings and is not sure what would be a better way.
* The Committee Chairs and staff should work to assure that ministerial items are on the consent agenda.
* Discussion items should be focused on those items that really merit discussions when the Board is together.

Chair Hyde concluded the discussion by suggesting that based on feedback, perhaps the Board should continue its current practice of consecutive committee meetings on the day of full Board meetings but asked staff to work on the scheduling of brief meetings in between quarterly meetings to take care of routine business that might arise. This should allow for more time for focused discussion of the strategic issues during the quarterly Board meetings.

## Item 6 Update on Board of Trustees Action Plan for Continuing Performance Improvement Development of Individual Trustee Engagement Plans.

Per the *Board of Trustees Action Plan for Continuing Performance Improvement*, which the Board approved on January 17, 2019, Vice President Duncan is working toward developing individualized trustee engagement plans for 2020. She created a survey with specific questions designed to garner more information on Trustees’ preferences for areas of engagement. Vice President Duncan asked the Trustees to complete the survey at the meeting or at their earliest convenience, and Board support staff will follow up with the Trustees.

Trustee Eagan indicated that she would like to receive communications as to MOCA and other UNF events. Other Trustees indicated that they would also like to receive additional information.  Vice President Bruder will ensure that the Trustees are including on the mailing lists for these notifications.

Vice President Duncan gave an overview of some of the opportunities for Trustee engagement in the future. UNF’s 50th anniversary will take place in 2022. Beginning in 2020, a planning committee will be developed. She encouraged Trustees to let her know if they would like to provide input on these preparations. She also spoke of January 28, 2020 - UNF Alumni Advocacy Day, in Tallahassee (a one-day event).  UNF will provide transportation to and from the Capitol.  While in Tallahassee there will be opportunities to meet with legislators, including UNF alumni. Trustees are invited to attend, and Vice President Duncan will provide additional information.

Vice President Duncan noted that, once the official legislative session begins, she will provide regular legislative updates. The official 2021 session runs from January 14 – March 13.  Trustee Burnett expressed an interest in providing support, as needed, in Tallahassee.

Vice President Stone suggested that Trustees consider attending graduation ceremonies as the Trustees’ involvement is very impactful for students.  Trustee Fenner also invited the Trustees to the spring convocation in addition to the spring graduation.

## Item 7 Adjournment

There being no further business, the meeting was adjourned at 3:15 p.m.