# MINUTES

**Remote Attendance:** Kevin Hyde (Chair), Nik Patel (Vice Chair), Annie Egan, Ali Korman Shelton, Paul McElroy, John White

## Item 1 Call to Order

 Chair Hyde called the meeting to order at 12:00 p.m.

## Item 2 Public Comment

 Chair Hyde offered those in attendance the opportunity for public comment. There were no requests for public comment.

**Item 3 Consent Agenda**

Chair Hyde noted that the April 13, 2022, Governance Committee Meeting Draft Minutes had been distributed and asked for a motion to be approved. Trustee McElroy made a MOTION; Trustee White SECONDED the motion. The committee unanimously APPROVED the motion.

**Item 4 Approval of Newly Appointed and Reappointed Board Members for UNF Direct Support Organizations (DSOs)**

Pursuant to UNF’s Regulation governing University Direct Support Organizations, the Board of Trustees shall approve all appointments to the board of a University direct support organization other than the Chair’s representative(s) and the President or President’s designee.

 UNF Foundation

Teresa Nichols, Interim Vice President of University Development and Alumni Engagement, reviewed the Foundation Board recruitment process. Vice President Nichols then presented the four proposed new members of the Foundation Board. Proposed new members include: Dr. Bennie Clark, dentist and owner of Today’s Dentistry; Kawanza Humphrey, Chief Human Resources Officer for VyStar Credit Union; Michael Mayo, President and Chief Executive Officer of Baptist Health and Doug Moffitt, Managing Director of Harbor View Investment Banking. Vice President Nichols provided professional background information for each proposed new member and further noted that the Foundation Board will have 16 renewing members this year. The 16 renewing members, a slate of officers, executive committee members, and ex-officio members were presented to the committee.

Vice President Nichols asked if there were any questions or comments. There being none, Chair Hyde asked for a motion to approve the four new Foundation Board members, Director, and renewing board members as a complete slate. Trustee Patel made a MOTION; Trustee McElroy SECONDED the motion. The committee unanimously APPROVED the motion.

President Chally acknowledged Vice President Nichols’ exceptional work as the Interim Vice President of University Development and Alumni Engagement. She stated that Vice President Nichols has led the Foundation with knowledge, commitment, hard work, and grace.

UNF Financing Corporation

Vice President of Administration Finance, Scott Bennett presented on behalf of the UNF Financing Cooperation. The Financing Corporation has two renewing members and one proposed new member, former UNF Trustee, Rad Lovett.

Vice President Bennett presented the proposed slate of new and renewing members and asked if there were any questions or comments. There being none, Chair Hyde asked for a motion to approve the two renewing members and one new member of the UNF Financing Corporation. Trustee McElroy made a MOTION; Trustee White SECONDED the motion. The committee unanimously APPROVED the motion.

## Item 5 Review of Presidential Evaluation Policy

Chair Hyde reminded the Committee that at the time Dr. Limayem’s Employment Agreement was brought to the Board for approval, there had been discussion centered around the Board’s expectation that annual goals be set and in place by July 1 of each year. Chair Hyde noted that since the Board had an established Presidential Evaluation Policy in place, a review of the Policy is warranted to identify any areas that need to be updated to conform to Dr. Limayem’s approved Employment Agreement and Board expectations around the setting of goals.

Trustee Korman Shelton commented that with an August 1 employment start date, the first contract year (August 1, 2022 – June 30, 2023) is less than a full year. She asked whether it was customary to adjust the potential incentive pool that can be earned based on this. She clarified that she was not advocating for this, just seeking information concerning what is customary or standard with new presidents. Vice President Stone noted that during the first year of service, it is not uncommon for a new president to serve for less than a full year and still be eligible for the full amount of the incentive compensation pool, based on performance. In Dr. Limayem’s case, during his first year, he will have served as President for just one month shy of a full year.

The Committee spoke about a potential structure for first-year goals.

Trustee McElroy suggested that the Board consider utilizing previously set foundational goals, such as metrics and student success, to be effective August 1, with the caveat that Dr. Limayem’s own goals will be refined within the first 30, 60, and 90 days.

President Chally suggested that finalizing the interim Vice President positions could be an immediate goal for Dr. Limayem.

Trustee White reminded the committee that Dr. Limayem would like to take a “listening tour” once on campus to see and hear what students, staff, and faculty would like for the University. Once this listening tour has taken place, Dr. Limayem will be able to refine his 30, 60, and 90-day goals for the university.

Vice President Coleman reminded the committee that the universities’ fiscal year does not align with the academic year, thus making it difficult for the incoming President to have a true opportunity to influence the university’s data. He stated that presidential performance does not always directly correlate with time served. Lastly, he stated that foundational goals have already been set and that Dr. Limayem will quickly absorb these goals as his own upon arrival.

Chair Hyde noted that he believes Dr. Limayem will have goals for the Board’s consideration within his first month in office.

The Committee discussed that since the Board would be holding an August 11th in-person meeting with Dr. Limayem, this would be a great opportunity to discuss first-year goals with him.

The Committee then discussed the current Presidential Evaluation Policy. The Committee agreed that the Policy should be updated to reflect that annual presidential goals will be implemented by July 1 of each year. The Committee noted that this would require proposed goals to be brought to the Board in advance with sufficient time for Board input, discussion, and approval.

Next, the committee provided input on the current Policy requirement that the President provide a quarterly update on goals. While not required by Dr. Limayem’s Employment Agreement, Committee members agreed that the quarterly updates on goals are extremely beneficial and should continue. The Committee suggested that the updates could be more streamlined, with higher-level updates or summary scorecards depending on the goal. The updates do not need to be lengthy.

Finally, the Committee discussed the timeline for the initiation of the annual evaluation process. The current Policy provides that the process begins with the President preparing a self-evaluation which is distributed to the Board by August 1st and the Board completing its evaluation by September 30th. The Committee did not have any concerns or recommended changes to the time frame or process. Additionally, the committee agreed that a three-year cycle for a comprehensive review by an external consultant is appropriate. With Dr. Limayem’s term to begin in 2022, the first comprehensive review would be slated for 2025.

Vice President Stone was asked to prepare suggested Policy revisions based on Dr. Limayem’s Employment Agreement, this discussion, and Board of Governors regulations and directives.

The basic framework of the evaluation process can be discussed with Dr. Limayem at the August 11 Board meeting so that the Committee will have the benefit of Dr. Limayem’s input prior to finalizing proposed revisions to be brought to the Board.

## Item 6 Follow up on MedNexus

President Chally, Provost Patterson, Vice President Bennett, and Dean Buttimer met with Dr. Szymanski, CEO and Executive Director of UNF MedNexus, on May 31. President Chally provided the following update on the meeting. Concerns from the Board regarding MedNexus were sent to Dr. Szymanski prior to the meeting for his review. During the meeting, Dr. Szymanski noted his goals for 2022-2023 and his business plan*.* President Chally emphasized to Dr. Szymanski the importance of accountability to the 2022-2023 LBR. The 2022-2023 LBR requires precise feedback on how monies are spent regarding MedNexus and its plans for the future. Dr. Szymanksi addressed his plans for 2022-2023, including retaining faculty and staff, dispersing scholarships for nursing students, maintaining operations and facilities, and designing and building a new Medtech lab. In addition, Dr. Szymanski provided business goals which included meeting obligations for facilities and instruction at the Palm Coast location, expanding UNF’s healthcare emphasis beyond nursing, and emphasizing medical technology. The importance of the goal regarding medical technology was stressed. Dr. Szymanksi stated his concern about financial restraints in terms of growing medical technology. Dean Buttimer will be conducting Dr. Szymanki’s faculty evaluation as a faculty member of the Coggin College of Business. The evaluation is subject to approval by Provost Patterson.

Given the discussion during the Governance Committee meeting, Chair Hyde will schedule a meeting with Dr. Szymanski to share Board members’ concerns regarding the clarity of the strategic direction of MedNexus. Board members were also encouraged to meet with Dr. Szymanski on a one-on-one basis to gain more information regarding some of the discussions underway.

## Item 7 Adjournment

The meeting was adjourned at 1:15 p.m.