# MINUTES

**Trustee Attendance:** Kevin Hyde (Chair), Nik Patel, Paul McElroy, John Gol, Annie Egan

**Trustees Absent:** Allison Korman Shelton

## Item 1 Call to Order

 Chair Hyde called the meeting to order at 12:42 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

- Draft February 23, 2023, Governance Committee Meeting Minutes

Chair Hyde asked for a MOTION to approve the above consent agenda. Trustee McElroy made a MOTION to APPROVE, and Trustee Patel SECONDED. The motion was approved unanimously by the committee.

## 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 approved 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, presented two proposed new members of the Foundation Board. Proposed new members include: Dean Sunas, President of the South Division of Vulcan Materials Company; Chris Brady, UNF Alumni, and Investment Professional at Howard Hughes Medical Institute. Vice President Nichols provided professional background information for each proposed new member.

Vice President Nichols asked if there were any questions or comments. There being none, Chair Hyde asked for a MOTION to approve the two new Foundation Board members as a complete slate. Trustee McElroy made a MOTION to APPROVE, and Trustee Egan SECONDED. The motion was approved unanimously by the committee.

Chair Hyde acknowledged Vice President Nichols’ outstanding selection of the two candidates, and that he was particularly elated about having a UNF graduate on the Foundation Board.

**UNF Financing Corporation**

Scott Bennett, Vice President of Administration Finance presented on behalf of the UNF Financing Corporation. The Financing Corporation has one renewing member, Julie Lamey.

Vice President Bennett presented the proposed slate of the renewing member and asked if there were any questions or comments. There being none, Chair Hyde asked for a MOTION to approve one renewing member of the UNF Financing Corporation. Trustee McElroy made a MOTION to APPROVE, and Trustee Egan SECONDED. The motion was approved unanimously by the committee.

**MOCA Jacksonville**

Caitlin Doherty, Executive Director of MOCA,presented two members seeking an additional one-year term for approval. Proposed members include Joel W. Pangborn IV, current MOCA treasurer, general tax counsel for CSX Transportation, and part-time faculty member at UNF, and Todd Sack, current Chair of MOCA Communications Committee and a gastroenterologist for We Care at the Borland-Grover Clinic, health care for the uninsured.

Ms. Doherty highlighted that both proposed members have served ten years at MOCA. Per the bylaws, MOCA is seeking an additional one-year term to maintain stability as MOCA enters its 100 year anniversary. Chair Hyde asked for a MOTION to approve the two proposed members. Trustee McElroy made a MOTION to APPROVE, and Trustee Gol SECONDED. The motion was approved unanimously by the committee.

## Item 5 Proposed Board Action Plan 2023-2026 on Board Effectiveness

Vice President Stone summarized the progress of the new board action plan, which was developed with recommendations from Dr. Carol Cartwright, a Senior Consultant and Senior Fellow of AGB Consulting. These recommendations, presented at the April 27, 2023 Board of Trustees meeting, were based on findings from the February 27th workshop, one-on-one trustee interviews, and existing governing documents, as required by SACSCOC. Following a discussion with Dr. Cartwright, Chair Hyde, President Limayem, and VP Stone, a new draft action plan was presented for Committee consideration. VP Stone highlighted the five main items of the plan.

1. *Review the following documents and policies:*
	1. *Board bylaws every other year or as needed*
	2. *Delegation of authority by the Board to the President every other year or as needed*
	3. *Committee charters reaffirmed or revised annually*

In adherence to best practices, regular review of our board governance documents will be conducted.

1. *Board meeting agenda and processes:*
	1. *Continue Chairs planning meetings to allow for inclusive agenda development*
	2. *Develop an annual work plan for the board and the board committees based on the elements of the new strategic plan*

We will continue to have planning meetings with committee chairs for greater input for planning agendas and ensuring that discussions are incorporating elements of the new strategic plan. In addition, the board will create and implement an annual work plan.

1. *Monitoring of Mission and Strategic Plan*

Regular monitoring of the mission and strategic plan using key indicators. The Board will discuss and focus, not just on the metrics, but the goals that have been established. President Limayem noted Trustee McElroy’s comment that we need to, whenever appropriate and relevant, discuss any changes in assumptions that we are making for our strategic plan. This will help us manage strategic risk appropriately so we can achieve the long-term goals of successful strategic plan implementation.

1. *President will work with each trustee to develop individual trustee engagement plans.*

Using the strategic plan as the framework, the President will work with each trustee to develop individual trustee engagement plans to fully engage our trustees in ways that are meaningful to them and leverage their resources to help the University move forward.

1. *Annually assess progress in meeting goals and expectations of the Board action plan.*

We will continue to regularly survey the board, but this will mostly be done through ongoing discussions by the Governance Committee and the Board.

An example of the annual board work plan was presented. It was noted that each committee would establish its own work plan in addition to a comprehensive plan for the full board. With each column a strategic focus, this plan visually ties board work to a strategic priority. In addition, a column for fiduciary/regulatory matters was included to ensure Board compliance with regulatory requirements and fiduciary duties. While this example was not an exhaustive list, the aim was to capture strategic focus. This document is a working document and is subject to ongoing refinement.

Vice President Stone thanked Assistant VP Abby Willcox for her assistance in identifying some key indicators of strategic priorities. VP Stone provided examples of indicators that will help create a structure around the reporting that would be done for the board and the committees for tracking our strategic progress.

Chair Hyde stated that Dr. Cartwright indicated our board does well in exercising its transactional function but could improve on its strategic role. She suggested the Board provide sufficient time for strategic discussions.

With the onset of our new strategic plan and legislative success this year, Chair Hyde indicated that he would like to have a discussion on UNF’s moonshot goals. He asked those in attendance to bring ambitious ideas to our June 15th Board of Trustees meeting. President Limayem indicated he really believes our goals can be achieved with our incredible team, great board, and supportive legislators and community.

With no further discussion, Chair Hyde asked for a MOTION to approve the 2023 Board Action Plan. Trustee McElroy made a MOTION to APPROVE and Trustee Patel SECONDED. The committee unanimously approved the motion.

The Board Action Plan will be presented as a separate item at the June 15th Board of Trustees meeting. Committee members felt that this document was too important and was worthy of discussion and review by the full board.

## Item 6 **Adjournment**

With no further business to discuss, Chair Hyde adjourned the meeting at 1:21 p.m.