# MINUTES

**Members Present:** Doug Burnett, Tom Bryan, Jenna DuPilka, Annie Egan (via phone conference), David Fenner, Kevin Hyde, Stephen Joost, Paul McElroy, Hans Tanzler, and Sharon Wamble-King

**Members Absent (Excused):** Wilfredo Gonzalez, Adam Hollingsworth and Oscar Munoz

## Item 1 Call to Order and Welcome

Chair Hyde welcomed everyone to the meeting and stressed the importance of getting together to work as a Board and develop a working relationship with our new President. Next, Chair Hyde introduced Dr. Bobby Gitenstein, AGB Senior Consultant, who facilitated today’s retreat regarding the Board’s self-evaluation process.

## Item 2 Public Comments

Chair Hyde offered those in attendance an opportunity to comment on items on the agenda. There were no public comments.

Dr. Gitenstein began her presentation with a brief outline of the Agenda stating the importance of board effectiveness. We are being questioned in the higher education, and we need to hold our institution to the highest level. Dr. Gitenstein asked each Board member to comment on what their expectations were for this retreat.

1. The path forward with President Szymanski (interact with new president)
2. Shift away from operational and tactical
3. Focus on strategy
4. Policy and Governance
5. Student Success
6. Board of Governors Performance-Based Metrics
7. Foundational education (analysis of thinking, problem-solving, lifelong learning)
8. What does the future of higher education look like at UNF (what does it mean for UNF)

## Item 2 Public Comments

1. A clear understanding of UNF’s situation, proactive agenda
2. How can the Board help the administration? Should we consider online class/degree options?
3. Communication of mutual expectations
4. Be proactive if there is an issue (inform the Board)
5. Board look at issues at 60,000 feet level versus 45,000 feet level
6. How will we work together with these new challenges and changes
7. Board self-evaluation and assessment
8. Committee structure
9. Fiduciary responsibility
10. Trustees duties as a member and as an individual
11. Shift from tactical to strategical
12. Student involvement with the Board
13. Increase student enrollment (how are we going to do that)
14. Learn more about UNF; how can the Board be helpful.

Dr. Gitenstein emphasized the importance of communication, and how it works in a Sunshine State. It’s vital that we prepare for the board self-evaluation which is required by Southern Association of Colleges and Schools Commission on Colleges (SACSCOC.)

Trustee Wamble-King, Chair of the Governance Committee, addressed the Board to outline the requirements for the board self-evaluation as required by SACSCOC accreditation. The committee recommended that Dr. Bobby Gitenstein continue working with the Board, holding one-on-one phone conversations. Chair Hyde asked Trustees Wamble-King and Hollingsworth to meet with Dr. Gitenstein on September 27 to develop interview questions for the upcoming individual calls with each Board member. The results will be discussed at a later meeting. All the requirements should be finished by January 2019.

Chair Hyde addressed the Board regarding the recent audit finding at the University of Central Florida (UCF) and the actions arising from the finding and potential impact for UNF. He wanted to inform everyone what’s going on with UCF and what we have to do internally. We have internal controls within our university. It’s a system problem. Chair Hyde read a summary to the Board about the funds being misused at UCF. UCF used ineligible state funds for a new building. These funds cannot be used for new construction. The UCF board were involved in the discussions but failed to ask if the

## Item 2 Public Comments (continued)

funds were being appropriately spent. The mistake came to light when the State Auditor General notified UCF, which then carried out an internal investigation. UCF’s CFO took full responsibility for decisions and retired immediately. As a result of this incident, all universities will undertake a review of the funding sources for all university capital projects approved by their board of trustees since July 1, 2008 to the present. The report is due in October 2018.

Vice President Shuman stated we have to pay for our audit. We have already started a review going back ten years. General reports issued to the UCF Board show non- recurring funds but do not specify the source of the funds. In June the capital budget report does specify exact accounts. The Board of Trustees reviews this list. At every board meetings, capital projects are reported which are over $100,000 and identify the funding source. Some projects have state authorization if they are more than

$2M. If it’s below $2M, it will be on the capital projects report. We do not have large amounts of carry-forward funds available. Renovation projects can be funded by carry-forward funds just not new buildings. Questions are being asked as to how they can come up with $38M from other accounts. If they have that much money on hand then maybe they don’t need extra money. Reserves are up in some schools, trying to spend it down. Five percent is the statutory reserve minimum. Here at UNF, the Budget and Controllers offices are required to look at contracts, and our general counsel’s office signs off as part of the review process. We rely on these offices to check the processes. UNF goes through all projects every other month.

UNF can add an additional layer for general counsel to look at funding source on contracts. I feel like we have taken the safeguards that you would need to know how they are being funded.

President Szymanski expressed his concerns with the carry-forward money. It was a significant issue before the UCF problem. The concern is that higher education, in general, will be seen as having enough money already and cuts may be initiated.

Next, Dr. Gitenstein gave an overview of best practice in Board Governance and what is a consequential board. A consequential board will add value and lead to a restoration of public trust in higher education; improve shared governance, board- president relations, faculty, administration and student involvement; focus board time on issues of greatest consequence to the institution, reducing time spent on reviewing routine reports; use of board expertise at the highest level; trustees should not get special

## Item 2 Public Comments (continued)

treatment. Trustees should be committed to why higher education is so important.

Dr. Gitenstein referenced Richard Chait’s book regarding his characteristics of a good board such as distributed influence, collective wisdom, and open-minded listeners; asking informed questions; diligence, and respect (there’s a concern about everyone trusting one another).

The three major elements of an effective board are communication and transparency, openness and understanding of mutual and different responsibility, and taking an institutional perspective.

Dr. Gitenstein asked the Board members what Governance looks like at UNF. They replied that it consists of administration, faculty, students, Board of Trustees, Board of Governors. There are also important “influencers” including donors, the media, and state legislation. She asked the Board are we functional, where are the problems, where are the obstacles, and are we clear about the benchmarks for evaluating performance.

Dr. Gitenstein discussed the challenges of higher education and how we deal with the issues on free speech on campus, mental health and sexual harassment?

Dr. Gitenstein stated the importance of quality education, clarity on metrics, strategic direction, financial stability, and hiring mental health counselors. Our primary responsibility is to support our President who is our leader. Relevance and reputation are very much one part of the other. It’s about helping people understand what relevance is. President Szymanski commented on the importance of being proactive and addressing the issues when they arise. Dr. Gitenstein added that the President is at the center and is the explainer and the chief.

Dr. Gitenstein asked the Board about significant challenges for UNF. The Board expressed the following challenges: there are ranges of differences by colleges and majors; finances; business plan for the President; need more funds; mastery of the Board of Governance performance-based metrics, UNF identity, downtown classrooms; changing culture; building bridges in Jacksonville and Northeast Florida; collaboration and cooperation; relationship with community and employers; and student resource infrastructure.

Dr. Gitenstein presented to the Board an overview of the one-on-one telephone

## Item 2 Public Comments (continued)

conversations that were conducted among the Board of Trustees, President, Interim Provost, General Counsel and Vice President for Administration and Finance.

Dr. Gitenstein stated that the trustees mentioned the importance of board skills that each member brought to the table. She then spoke about the following strong areas of consensus from the Board:

1. The relationship with the new President is healthy and promising
2. New Board Orientation should be revised
3. Review of the By-Laws
4. Board of Governors’ Performance-Based Funding
5. Trustees are optimistic about UNF’s future
6. Relationship with the Board of Governors
7. Lack of trust across the Board

Areas of divergent opinions consisted of the following:

1. The distinction between the responsibilities of the Board of Trustees from the responsibilities of an advisory board and the Board of Governors.
2. Duties with an institutional rather than a constituent perspective.
3. Understanding the full implication of Conflicts of Interest.
4. Current challenges confronting American higher education.

Dr. Gitenstein discussed the effectiveness and structure of the committees. She stated the committee structure follows the university administrative structure right now. Perhaps the committee structure should be more cross-functional. It will help the Board think at the 60 ft. level, and help the administration think the same way. President Szymanski asked Dr. Bobby Gitenstein for a survey on committee structure.

President Szymanski spoke about three documents that Dr. Gitenstein outlined in her presentation: Board of Governors’ Performance-Based Metrics, Trustee Goals and Strategic Plan stating that these documents need to be modified. Dr. Gitenstein and the Board provided a list of specific actions to enhance Board Governance at UNF.

1. Strategic planning on the agenda for the Oct. 11, 2018 Board meeting. Which BOG metrics can we change in one to two years?
2. Importance of metrics with strategic planning.
3. Review board committee structure
4. Sunshine law allows board members to meet as long as we notice the meeting. Subgroups should meet if necessary.
5. Review of the Bylaws, Committee Charters, and Delegation to the

## Item 2 Public Comments (continued)

President

1. Board Advocacy
2. Roles and Expectations of the Board
3. Professional development
4. Trending data in connection with the Board of Governors
5. Board of Trustees should attend the Board of Governors’ meetings
6. Create synergy within the system
7. Faculty and student presentations to the Board
8. Brief, concise evaluations of each board meeting
9. Educational presenters at the Board meetings
10. Have a campus-wide conversation about the Board of Governors

Dr. Gitenstein recommended reviewing the above list and select five to seven for implementation. She suggested the strategic plan, performance-based metrics, governance committee with regard to the engagement plan, and professional development.

President Szymanski stated that it was important to communicate with the Board and staff after attending the Board of Governors’ meetings.

Dr. Gitenstein ended the retreat by reviewing the Retreat expectations that were listed at the beginning of the meeting. She asked how can we act differently moving forward and how will we work together?

Dr. Gitenstein will conduct round two of individual phone calls with the Board of Trustees from October 2-12, 2018, and prepare a written summary of the discussion outcomes to share with the Board on November 27, 2018. She will develop goals from the self-evaluation and comprise an action plan in preparation of the SACSCOC’ requirements.

## Item 3 Adjournment

Chair Hyde thanked everyone for coming, and the meeting was adjourned at 2:40 p.m.