# Minutes

**Members Present:** Sharon Wamble-King (Chair), Jenna DuPilka, Annie Egan,

 Wilfredo Gonzalez and Kevin Hyde

**Excused Members:** David Fenner, Adam Hollingsworth

## Item 1 Call to Order

Chair Wamble-King recognized a quorum and called the Governance Committee to order at 12:01 pm.

## Item 2 Public Comments

Chair Wamble-King offered those in attendance the opportunity to comment on items on the Governance Committee agenda. There were no public comments.

## Item 3 Consent Agenda

Chair Wamble-King asked for a MOTION to consider the approval of the consent agenda.

• Approval of Draft Minutes, October 11, 2018

Trustee Hyde made a MOTION to approve the consent agenda. Trustee Gonzalez SECONDED the motion. The consent agenda was APPROVED unanimously.

## Item 4 Approval of Board Evaluation Policy

Dr. Shawn Brayton, Director of Academic Programs and SACSCOC Liaison, presented the final draft of the Board Evaluation Policy to meet the SACSCOC accreditation standards. Trustee McElroy requested a change in the language of the policy, under the Evaluation and Timeline to read, “2. A qualified outside consultant will guide the process, analyze the results, and facilitate retreats.”

Trustee Hyde made a MOTION to approve the board evaluation policy. Trustee Egan SECONDED the motion. The board evaluation policy was APPROVED unanimously.

## Item 5 Approval of Updated Presidential Evaluation Policy

Karen Stone, Vice President and General Counsel presented a request to update the current presidential evaluation policy to conform to President Szymanski’s employment agreement. She provided an overview of key elements of the proposed policy –

* The President and Board will establish performance measures and goals by July 1 of each year
* The President will update the Board on progress made in the achievement of goals at each quarterly Board meeting
* The president will prepare a self-evaluation by August 1st
* The Board will evaluate the President, to include consideration of incentive compensation by late September (within 90 days of the conclusion of each fiscal year)
* At the Board’s discretion, the Board may review the President’s compensation annually
* The Board Chair will confer with the Chair of the Board of Governors and Chancellor as part of the annual evaluation process
* The Board Chair will prepare a written evaluation and meet with the President to review the evaluation
* The Board will engage an outside consultant every three years to conduct a peer assessment of the University, the President and the Board. Typically, this would also include a compensation analysis.

The Committee discussed the benefits and potential issues of conducting a peer review of the Board at the same time as the president’s review. It was noted that now that the Board has adopted a Board Evaluation Policy, board evaluation does not need to be addressed in the Presidential Evaluation Policy. The Committee also discussed the importance of establishing performance expectations and goals that include quantitative and objective criteria. Committee members suggested that the peer assessment begin in 2021, which is the third year of President Szymanski’s four- year contract.

Trustee Egan made a MOTION to approve three changes to the presidential evaluation policy; 1) The president will include objective criteria when documenting performance goals, 2) a peer review assessment of the performance of the President will be conducted in 2021, which aligns with the third year of the president’s contract and 3) Reference to the evaluation of the Board will be removed from the policy. Trustee Hyde SECONDED the motion. The motion was APPROVED unanimously.

## Item 6 Adjournment

Chair Wamble-King adjourned the meeting at 12:33 pm.