# MINUTES

**Committee Trustees Present**: Annie Egan, David Fenner, Wilfredo Gonzalez, Kevin Hyde, Sharon Wamble-King

**Committee Trustee Absent**: (excused) Adam Hollingsworth

## **Item 1 Call to Order**

Trustee Egan called the meeting to order at 1:46 p.m. and recognized a quorum.

## **Item 2 Public Comments**

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

## **Item 4 Approval of MOU for the University’s Direct Support Organization, UNF Foundation**

Vice President Stone introduced Senior Associate General Counsel Chris Wrenn, who presented the Memorandum of Understanding (MOU) for discussion.

Mr. Wrenn explained to the committee that each of the four Direct Support Organizations (DSOs) has an existing MOU to memorialize the relationship between the University and respective DSO. Recent changes in Florida’s DSO statute have warranted updates to each MOU to bring them current and compliant with changes in the law.

## **Item 4 Approval of MOU for the University’s Direct Support Organization, UNF Foundation (continued)**

Such changes include:

* The requirement that the President of the University or President’s designee serves on the Board of directors and executive committee & that the Chair of this Board appoints at least one representative to the DSO Board and executive committee
* The requirement that each person appointed by the DSO to a new or renewing term on the DSO Board is approved by this Board
* Transfers of state appropriations to a DSO are limited to funds pledged for capital projects
* DSO operating budgets are approved annually by the DSO Board and this Board and (1) any significant changes must be reported by the next regular BOT meeting and; (2) any changes that commit significant University resources are reviewed and approved by senior administration quarterly
* Purchases of goods/services, real estate, and construction/renovation services in excess of $1M require recommendation by University officers and prior approval of the Chair of Finance and Facilities
* DSOs are prohibited from using state funds for travel expenses
* DSO annually reports to the BOT the DSO’s direct expenditures reimbursed by the University, the square footage of University building space and number of employees dedicated to the DSO

Trustee Egan asked for a MOTION to approve the UNF Foundation MOU. Trustee Gonzalez made a MOTION to approve and Trustee Hyde SECONDED the motion. The UNF Foundation MOU was APPROVED unanimously.

## **Item 5 Approval of MOU for the University’s Direct Support Organization, UNF MOCA Jacksonville**

Senior Associate General Counsel Chris Wrenn presented the Memorandum of Understanding (MOU) for discussion. Trustee Egan asked for a MOTION to approve the UNF MOCA Jacksonville MOU. Trustee Hyde made a MOTION to approve and Trustee Gonzalez SECONDED the motion. The UNF MOCA Jacksonville MOU was APPROVED unanimously.

## **Item 6 Approval of MOU for the University’s DSO, UNF Training & Services Institute, Inc.**

Senior Associate General Counsel Chris Wrenn presented the Memorandum of Understanding (MOU) for discussion. Trustee Egan asked for a MOTION to approve the MOU for the UNF Training & Services Institute, Inc. Trustee Gonzalez made a MOTION to approve and Trustee Fenner SECONDED the motion. The UNF Training & Services Institute, Inc. MOU was APPROVED unanimously.

## **Item 7 Approval of MOU for the University’s DSO, UNF Financing Corporation**

Senior Associate General Counsel Chris Wrenn presented the Memorandum of Understanding (MOU) for discussion. Trustee Egan asked for a MOTION to approve the MOU for the UNF Financing Corporation. Trustee Hyde made a MOTION to approve and Trustee Fenner SECONDED the motion. The UNF Financing Corporation MOU was APPROVED unanimously.

## **Item 8 Approval of Newly and Reappointed Board Members for the UNF Foundation**

Vice President Ann McCullen presented the seven newly appointed Board members for the UNF Foundation to the committee. Trustee Egan asked for a MOTION to approve the newly appointed members to the UNF Foundation Board. Trustee Hyde made a MOTION to approve and Trustee Gonzalez SECONDED the motion. The newly appointed UNF Foundation Board members were APPROVED unanimously.

## **Item 9 Approval of** **Newly and Reappointed Board Members for UNF MOCA Jacksonville**

Caitlin Doherty, Executive Director, MOCA, presented two newly appointed and eleven reappointed Board members to the committee. Trustee Egan asked for a MOTION to approve the newly appointed and reappointed members to the UNF MOCA Jacksonville Board. Trustee Hyde made a MOTION to approve and Trustee Fenner SECONDED the motion. The newly appointed and reappointed UNF MOCA Jacksonville Board members were APPROVED unanimously.

## **Item 10 Approval of Newly and Reappointed Board Members for UNF TSI, Inc.**

Vice President Shari Shuman presented four newly appointed Board members to the committee. Trustee Egan asked for a MOTION to approve the newly appointed members to the UNF Training & Services Institute, Inc. Trustee Gonzalez made a MOTION to approve and Trustee Hyde SECONDED the motion. The newly appointed UNF Training & Services Institute, Inc. Board members were APPROVED unanimously.

## **Item 11 Discussion of New AGB On-board Portal**

Vice President Stone presented the new AGB OnBoard Portal for discussion. Through a partnership with Passageways, the AGB OnBoard Portal is designed to enhance resources and present materials with more flexibility. Board members will be able to access the portal using devices such as smartphones and iPads, and will have resource banks on a variety of national topics pertinent to UNF. The UNF Foundation Board will also be utilizing this product. It is anticipated that the new portal will be up and running in July at which time training will be provided to all Board members.

## **Item 12 Discussion on Board Action Plan**

Vice President Stone presented the Board approved three-year Action Plan for Continuing Performance Improvement, with assignments of responsibility, target dates for completion and a tracking mechanism for activities. Action items include document review and revision, reviewing Board processes, trustee engagement, professional development, and the development of evaluation plans. Staff will regularly report to the Governance Committee on progress made with the Action Plan.

## **Item 13 Discussion and Approval of Draft Board Assessment Survey**

Vice President Stone reminded the Board that Section 4 of the Southern Association of Colleges and Schools Commission on Colleges 2018 Principles of Accreditation requires governing Boards to define and regularly evaluate their responsibilities and expectations as a Board. In order to regularly evaluate the Board’s effectiveness as the governing body, Board staff developed a survey template for consideration by the committee for use this year. The survey also includes questions directly tied to the Board’s Action Plan for Continuing Performance Improvement. If adopted, the survey would be administered electronically in June and the survey results would be summarized and shared with the Governance Committee for discussion and consideration at the October 2019 Board meeting. Trustee Egan asked for a MOTION to approve the Board Assessment Survey on a trial basis. Trustee Bryan made a MOTION to approve and Trustee Burnett SECONDED the motion. The Board Assessment Survey was APPROVED on a trial basis unanimously.

## **Item 14 Discussion and Approval of Draft Board Meeting Evaluation Form**

In addition to the draft Board Assessment Survey, Vice President Stone presented a draft meeting evaluation form for consideration of the committee. The purpose of this assessment would be to obtain feedback on members’ service to the Board and identify ways to improve. She noted that, like the Board Assessment Survey, the Meeting Evaluation survey will provide valuable information tied to the Board Action Plan for Continuing Performance Improvement. Vice President Stone noted that if approved, both survey instruments would be sent out within the week so that feedback could be quickly analyzed and considered. Trustee Egan asked for a MOTION to approve the Board Meeting Evaluation Form. Trustee Hyde made a MOTION to approve and Trustee Burnett SECONDED the motion. The Board Meeting Evaluation Form was APPROVED unanimously.

## **Item 15 Adjournment**

There being no further business, the meeting was adjourned at 2:21 PM.