

**University of North Florida Board of Trustees**

**Governance Committee**

**January 16, 2020**

**Talon Room, Osprey Commons (Building 16)**

# MINUTES

Committee Trustees Present: David Fenner, Annie Egan, Wilfredo Gonzalez, Kevin Hyde, Paul McElroy

Committee Trustees Absent (Excused): Adam Hollingsworth, Sharon Wamble-King

Chair Hyde called the Committee to Order and called the Roll of Committee members.

Chair Hyde asked if there were any public comments. There being none, Chair Hyde presented the items on the consent agenda for the Committee’s consideration. Trustee Egan made a MOTION to approve, and Trustee Gonzalez SECONDED the motion. The consent agenda was approved unanimously. Chair Hyde then turned the meeting over to Vice Chair Fenner.

Vice President Stone presented the nomination of Ms. Chase Zimmerman to the Museum of Contemporary Art (MOCA) Jacksonville Board. She noted that Ms. Zimmerman’s biographical information, which was included in Committee materials, demonstrates a history of engagement and volunteerism in the Jacksonville community. Vice President Stone also confirmed that MOCA Jacksonville had complied with certification requirements associated with the appointment of board members to university direct support organizations, as specified in UNF regulation 3.004R. A copy of the certification of compliance was included in the Committee materials to confirm compliance. Trustee McElroy made a MOTION to approve and Trustee Egan SECONDED. Ms. Zimmerman’s nomination to the MOCA Board of Trustees was approved unanimously.

Dr. Shawn Brayton, Director of Academic Programs, addressed the Committee and spoke of UNF’s recent reaccreditation process with the Southern Association of Colleges and Schools Commission on Colleges (SACSCOC). On December 8, 2019, the SACSCOC Board of Trustees reaffirmed accreditation for UNF and had no recommendations for the University. Dr. Brayton confirmed that the SACSCOC had relayed that it had no concerns for which it needed to see any follow up from UNF. She expressed her gratitude to the Board members for their support and for creating a new self-evaluation process that was required by the revised principles of accreditation. Dr. Brayton indicated that without the Board’s active participation in the accreditation process, UNF would not have completed the process without concerns by SACSCOC. She concluded by informing the Board members that the 5th year impact report will be produced in 2025 and the next decennial reaffirmation will take place in 2029.

Vice President Stone led the Committee in a review of the Governance Committee charter with staff recommendations to remove two provisions of the Charter which do not align with the committee’s current responsibilities. She noted that the review of charters is included as a part of the Board Action Plan, which the Board approved on January 17, 2019. The Committee reviewed the proposed revised charter including changes. Trustee Egan made a MOTION to approve the recommendations and amended charter, and Trustee McElroy SECONDED. The amended charter was approved unanimously.

Vice President Stone provided the Committee with an update on staff activities in support of the Board’s work on its *Action Plan* and progress toward target deadlines. Staff is working on draft charters for the Academic and Student Affairs Committee and the Finance and Facilities Committees, with a goal that each of the committees will review proposed charters at their March 12, 2020 meetings.

Dr. Joann Campbell, Associate Vice President and Chief Compliance Officer, reminded the Board that as a part of the *Board Action Plan*, the Governance Committee would be reviewing the Resolution on Presidential Authority, which outlines the authority delegated by the Board to the President. Dr. Campbell noted that certain foundational documents are important to this review. These include the *Florida Board of Governors Regulation 1.001*, University Board of Trustees Powers and Duties, which describes Board of Trustees powers and duties. Dr. Campbell indicated that, as a first step, staff had highlighted for the Committee those areas of the Board’s powers and duties that were currently delegated to the President. Dr. Campbell also noted that staff had included the current Resolution on Presidential Authority for Committee review. Staff is currently benchmarking the areas of delegated authority against those of UNF’s sister institutions within the Florida State University system. Staff will provide an update on this next stage of the review process at the Committee’s March meeting.

As outlined in the *Action Plan*, staff have also been working on a review of the Board’s committee structure and processes. Staff have completed a review of committee structures in SUS institutions. The majority have some form of stand-alone strategic planning/metrics committee. Vice President Stone recommended that the Committee consider whether or not it would like to make a recommendation to the Board to establish a stand-alone strategic planning/metrics committee. The Committee indicated that it would like additional time to reflect on this, and Chair Hyde asked that this item be included on the Committee’s March 12, 2020 agenda.

Vice President Stone also relayed that, with the Governance Committee, staff is conducting an ongoing review of the Bylaws and are tracking completed and ongoing work, as outlined in the *Action Plan*.

Vice President of Marketing and Communications Eric Bruder addressed the Committee. Vice President Bruder shared updated marketing materials which highlight the areas in which UNF has been nationally recognized and hallmarks of a UNF education, as well as information on UNF’s student body profile. The Marketing and Communications team is currently working on a larger brand strategy, which will articulate these achievements and the unique experiences a UNF education has to offer.

There being no additional business, the meeting adjourned at 3:35 p.m.