# MINUTES

## Item 1 Call to Order

Chair Wamble-King called the meeting to order at 12:00 pm.

## Item 2 Public Comment

There were no requests for public comment.

## Item 3 Consent Agenda

 Chair Wamble-King asked the Trustees if they had any questions regarding the consent agenda, which included the June 16, 2020 Governance Committee Meeting Minutes. There being no questions, Chair Wamble-King asked for a motion to approve. Chair Hyde made a MOTION to APPROVE and Trustee McElroy SECONDED. The Consent Agenda was approved unanimously.

## Item 4 Approval of Ms. Lauren Baker to the Museum of Contemporary Art (MOCA) Jacksonville Board

 Vice President Stone presented MOCA’s request to approve Ms. Lauren Baker’s appointment to the MOCA Board of Trustees. Vice President Stone reminded the Board that all appointments to direct support organization boards are subject to approval by the UNF Board of Trustees. Additionally, as a condition of approval, the direct support organization must certify that each appointee has been selected in accordance with a documented process established by the direct support organization. Vice President Stone confirmed that MOCA’s Executive Director, Caitlin Doherty, had provided written certification of compliance with this requirement, a copy of which is attached to the supporting materials for this agenda item. Vice President Stone noted that Ms. Baker holds a bachelor’s degree in Economics from Virginia Tech and has a professional background in banking. Ms. Baker also has a strong background in volunteer activities, including service the on the development committee for the Deleware Children’s Museum. Since relocating to Ponte Vedra, Ms. Baker has been very active as a volunteer in the local community. Vice President Stone relayed MOCA’s enthusiastic support of Ms. Baker’s service as a member of the MOCA Board. There being no questions, Chair Wamble-King asked for a motion to approve Ms. Baker’s appointment to the MOCA Board. Trustee White made a MOTION to APPROVE and Chair Hyde SECONDED. Ms. Baker’s appointment was approved unanimously.

## Item 5 Discussion of Board Action Plan

 **Draft Document Defining Trustee Roles and Responsibilities [Board Action Plan, Item 1. E.]**

 Vice President Stone reminded the Committee 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. As a result, one of the action items established in the Board’s Action Plan was the development of a document which outlines the roles and responsibilities of the Trustees. Vice President Stone referred to the draft document contained in the Committee’s meeting materials entitled “University of North Florida Board of Trustees Statement of Expectations.” She noted that this draft document was patterned after a similar document of one of our sister institutions with modifications to reflect UNF specific expectations. The Committee then engaged in a detailed review of the draft document, including the sections entitled “Role of the Board” and “The Role of Individual Trustees.” During the discussion, Committee members stated their belief that this document would be extremely helpful to both new and current Trustees. Committee members supported both the format and the content of the draft document. They particularly liked the clear description of the roles and responsibilities of the Board as a whole, the clear language expressing that the primary concerns of the Board are strategic governance and accountability as opposed to day-to-day operations, and they supported the inclusion of language concerning the importance of engaging faculty, staff and students in the development of institutional goals and priorities. Committee members further provided positive feedback concerning the inclusion of language describing the Board’s oversight role with respect to fiscal integrity and compliance with laws and ethical conduct. Regarding conduct of individual trustees, Committee members thought that the document’s description of the responsibilities of Trustees as stewards of the public trust was well stated. This includes the fiduciary duty to act in the university’s best interest and to adhere to the highest ethical standards.

 Vice President Stone noted that the document that she used to pattern the UNF document also included sections that reference a Board of Trustees’ relationship with internal and external constituencies. She asked if the Committee wished to consider expansion of the draft UNF document at this time or to adopt the current draft then consider expansion.

 Trustee McElroy suggested that potential language addressing the Board’s relationship with internal constituents and external stakeholders could be very useful. Committee members agreed.

 Vice President Stone was asked to prepare an expanded draft document for consideration by the Committee and potentially the Board in January.

 **Board Assessment Survey, Board Meeting Evaluation Form and Virtual Meeting Survey [Board of Trustees Action Plan, Item 5.B.]**

 Vice President Stone reminded the Board that in accordance with SACSCOC Principles of Accreditation, in order to regularly evaluate the Board’s effectiveness as a governing Board, Trustees had been asked to complete threesurveys after the June Board meeting. She noted that this year was somewhat unique in that the surveys were administered after moving to a Zoom meeting platform and while the University was in the midst of the COVID-19 pandemic.

 Vice President Stone then led the Committee in a detailed review and discussion of the Trustee feedback on the surveys.

 **Board Meeting Evaluation Form**

 Vice President Stone first reminded the Committee that the Board Meeting Evaluation form was the same form administered last year. She relayed that the survey results were comparable to those of last year. Trustee responses reflected that Trustees believe the issues covered at the June Board meeting were essential, materials were indispensible, and time was used wisely. Vice President Stone noted that while two Trustees responded that the discussion was focused primarily on operations as opposed to strategic matters, this would be expected given the Board’s need to be kept abreast of operational issues associated with the pandemic. The Committee agreed with this assessment and noted that the University would have been remiss not to share operational details during the pandemic.

**Virtual Meeting Survey**

 Vice President Stone reported that Trustees feedback indicates that Trustees prefer a virtual meeting platform for shorter meetings, such as committee, sub-committee meetings or brief business meetings as opposed to full Board meetings. Trustees clearly expressed a preference for full Board meetings to be held in person when conditions are safe. Trustees noted that more cohesive Board conversations are able to happen when the Board meets in person.

 **Board Assessment**

 Vice President Stone then provided a summary of Trustee responses on the Board Assessment survey. The Committee believed the responses to be extremely positive. Some highlights include Trustees’ belief that they serve as a thought partner to the President, are being well informed on high-profile issues, are focused on issues of greatest consequence, understand the business model, adhere to conflicts of interest policies and laws, and that there is a culture of trust, openness and respect. The survey results further reflect that Board members believe the Board has the right committees and uses them well.

 Next, Vice President Stone reviewed the narrative feedback provided by Trustees. She noted that all of the feedback would be shared with the senior team so that feedback can be shared and incorporated into future events and Board meetings.

 One of the areas of narrative feedback related to ways to enhance Trustee interactions with the UNF community. Suggestions included attendance at student events, when safe, continuation of the dinners with faculty hosted by Trustee Egan, and inviting faculty to present on their research.

 Vice President Stone noted that Trustees had also provided suggestions on topics for presentations they would like to see at future meetings. Suggested topics included: research being conducted in the Colleges; community engagement within the academic colleges; diversity; MedNexus; Athletics; Conservation; increasing UNF’s visibility within the community; and what UNF must do to join the ranks of the top 100 universities.

Vice President Stone then discussed Trustee feedback concerning most frequently asked questions. She noted that while Vice President Bruder and his team have executed a robust communications plan, Trustees have indicated that a knowledge gap may still exist in some areas. She relayed that survey results reflect that Trustees are most frequently asked about COVID-19-related matters (impacts on campus). Other frequently asked questions include the topics of diversity on campus, academic programs (bachelor- and graduate-levels), athletics, tuition and scholarship opportunities, academic research, students, campus life and student engagement, community/employer engagement and questions associated with UNF in relationship to other universities.

 Vice President Stone relayed that staff will analyze Trustee responses to determine ways to help fill the knowledge gap in key areas.

 President Szymanski added that one strategy that the University will implement immediately will be to provide Trustees with three key take-aways at each quarterly Board meeting about what the University is doing in key areas. The Committee also discussed the potential for virtual coffees or lunch open to Board members with the academic deans, UNF’s enrollment services team, student leaders, and other key constituents to update the Board on important initiatives and to answer board member questions.

 Trustee White relayed that he would be happy to schedule virtual meetings for Trustees and faculty. He noted that President Szymanski has hosted virtual coffees between the faculty and himself and that they have been well attended by the faculty. Vice President Stone and Trustee Schneider also stated that virtual meetings for the Trustees and students would also be a great opportunity for the Trustees to have additional interactions with the students in order to learn more about their experiences as Ospreys.

 Chair Wamble-King asked Vice President Stone to provide the Committee with an overview of the Trustee survey feedback at the full Board meeting on October 15, 2020.

 **Mission Review [Board of Trustees Action Plan, 2.A.]**

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 Vice President Stone reminded the Committee that the Board had engaged in a review and discussion of the University’s Mission Statement at its September 10, 2020 meeting. At that time, there was Board feedback that a minor edit to the Mission Statement’s language might be helpful. Vice President Bruder was asked to review the feedback and work on a possible edit for further discussion by the Board. Vice President Stone reported that any proposed change to the Mission Statement would require approval by the Florida Board of Governors. If the Board of Trustees wishes to move forward with the minor edit, the Board should consider approval of the updated Mission Statement in the Spring, at the time the Board approves the University’s Accountability Plan for submission to the Florida Board of Governors.

## Item 6 Adjournment

 There being no further topics for discussion, Chair Wamble-King concluded the meeting at 12:45 p.m.