# MINUTES

**Trustees Present**

David Fenner (Vice Chair), Annie Eagan, Kevin Hyde, Paul McElroy

**Trustees Absent (Excused)**

Wilfredo Gonzalez, Adam Hollingsworth, Sharon Wamble-King

## Item 1 Call to Order and Roll of Committee Members

 Vice Chair Fenner called the meeting to order and took the roll of committee members.

## Item 2 Public Comments

 Vice Chair Fenner offered the opportunity for public comments.

## Item 3 Consent Agenda

 Vice Chair Fenner asked if there were any questions or comments regarding the consent agenda. There being none, he asked for a motion to approve. Trustee Egan made a MOTION to APPROVE, and Trustee McElroy SECONDED.

## Item 4 Discussion of Board’s Committee Structure and Meeting Schedule

 The Committee meeting began with a continuation of the Committee’s prior discussion of the Board’s committee structure, specifically related to whether the Committee would recommend the addition of a committee focused on strategic planning. Ms. Stone relayed that a majority of the SUS campuses and the Board of Governors have some variation of a strategic planning or strategic planning and performance metrics committee. She advised that some of the campus strategic planning committees do not meet quarterly but may meet once or twice a year or as needed. She reminded the Board that with the current structure of the Board’s quarterly meetings, it would be very challenging to add an additional committee meeting. Thus, if the Committee and Board wish to add an additional committee, they may wish to consider a standalone meeting for the strategic planning committee.

 Chair Hyde stated that he thinks there is value in having a strategic planning committee as having one would ensure more focused time to do strategic work. He agreed that it may have to be a separate meeting.

 Trustee Eagan asked if strategic planning is the purview of a committee or the full Board. Chair Hyde stated that it may be that this committee for the Board is a committee of the whole.

 Trustee McElroy stated that he thinks it is important to have a committee whose sole focus is on strategy, which he deems as critical work for the Board. He agreed on the need for a separate meeting.

 Trustee Eagan asked President Szymanski for his thoughts. President Szymanski stated that while he thinks that the Board discusses, at the full Board meetings, those matters it would in a strategic planning committee, he also thinks it would be important for the Board to have additional planned, dedicated time to focus on the performance metrics. The President highlighted that as UNF continues to make progress on the performance metrics, it will need to track funds it receives for doing so. He added that it could be beneficial for strategic planning to be part of the Finance and Facilities Committee, as part of strategic finance/accountability activities for received performance-based funding.

 Trustee Eagan suggested that Vice President Jay Coleman’s strategic analytics updates be a standing part of the agenda of any strategic planning committee the Board forms.

 Vice President Stone described some of the varied ways other SUS institutions incorporate strategic planning work for their Board (i.e. having it aligned with their Finance Committee’s work, combining it with legislative strategic work, etc.). Ms. Stone also stated that most of the SUS Boards review their Accountability Reports/Workplans in their strategic planning committees.

 Trustee Joost relayed that he is in favor of a strategic planning committee and thinks it should be aligned with the work of the Finance and Facilities Committee. He stated that he sees this proposed committee as a place in which the Board could also speak about matters such as UNF’s bond rate, the appropriate level of debt the University should carry, its capacity to borrow, and goals for the University in each of these areas.

 Trustee McElroy stated that he found the discussion at the September 12, 2019 Board Retreat useful and that it remains important to have an opportunity for the Board to review regional, global and national trends in higher education and how these might affect the University.

 After receiving the Committee’s feedback, Chair Hyde stated that he would work with President Szymanski and Vice President Stone on a recommendation that he will bring back to the Committee at a future date and that part of that recommendation will be that the new committee be a committee of the whole.

## Item 5 Update on Board Action Plan Activities

 Vice President Stone provided an update on the staff review of the Board’s Delegation of Authority to the President. She reminded the Board that Associate Vice President and Chief Compliance Officer, Joann Campbell, had updated the Committee at its previous meeting on the review process and next steps. Vice President Stone noted that after a review of the other SUS Boards’ delegations to their presidents, Vice President Campbell had concluded:

* the UNF Board’s delegation is similar to the delegations of 6 SUS institutions
* Monetary thresholds for elevated decision-making are the same or more conservative than the other institutions

 Accordingly, it is staff’s recommendation to the Committee that no changes to the Board’s delegation of authority to the President be made at this time. Instead, staff will work to operationalize the delegation of authority document so that the Board has a clearer “roadmap” of the lines of authority. Committee members were in agreement with this approach and did not request further review of the delegation of authority at this time. Ms. Stone advised that the next step is for the Board to review its bylaws. She reminded the Board that part of this review will include a recommendation to revise the notice provision for Board meetings. She noted that a number of campuses and the Board of Governors require “reasonable notice” be given in advance of a Board meeting, which aligns with the language of Sunshine Laws. Reasonable notice can vary depending on the circumstances. Trustee Egan asked if making a change to noticing practices in the bylaws requires a vote. Vice President Stone confirmed that it does and that staff will work toward putting this on the Board’s June quarterly meeting.

 Chair Hyde stated that he will work with President Szymanski and Vice President Stone on ideas for a strategic planning committee and staff will work on redrafting noticing requirements for the bylaws.

## Item 6 Adjournment

 There being no additional business, Chair Hyde adjourned the meeting at 2:58 p.m.