# MINUTES

**Committee Members Present:** Sharon Wamble-King (Chair), Kevin Hyde, Adam Hollingsworth, David Fenner, Wilfredo Gonzalez

**Committee Members Absent (Excused):** Annie Egan, Paul McElroy

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

Chair Wamble-King called the meeting to order at 3:00 pm, called the roll of the Committee, and confirmed that there was a quorum.

## Item 2 - Public Comment

Chair Wamble-King asked Vice President Stone if the Committee had received any requests for public comment, and Vice President Stone stated that it had not.

## Item 3 - Consent Agenda

Chair Wamble-King asked if there were any questions or comments about the Consent Agenda. There being none, she asked for a MOTION to APPROVE. Trustee Hollingsworth made a MOTION to APPROVE and Trustee Gonzalez SECONDED. The Consent Agenda passed unanimously.

## Item 4 - Approval of Newly Appointed and Reappointed Board Members for UNF Direct Support Organizations (DSOs)

**UNF Foundation Board**

Chair Wamble-King turned to Vice President McCullen who spoke about the recruitment and selection process for the Directors for the Foundation Board. She advised that the Foundation Board members recommend Board members and she and President Szymanski discuss strategic lists of potential candidates. She relayed that there is a focus on having representation from several different areas in the community. Ms. McCullen stated that the Governance Committee tracks open Board seats and votes on candidates. She relayed that following the vote by the Governance Committee, the Executive Committee, full Foundation Board and Board of Trustees vote on the candidates. Vice President McCullen stated that the recruitment and selection process take approximately one year, and that the University engages potential members throughout the year to give them more opportunities to learn about the campus.

Vice President McCullen advised that there were three open positions on the Foundation Board and three new candidates:

**Mr. Henry Puente**, CEO of The Ware Group – Vice President McCullen relayed that Mr. Puente is a UNF alumnus, having earned his MBA at UNF and that the Ware Group has a history of hiring UNF students.

**Ms. Neera Shetty**, PGA Senior Vice President and Deputy General Counsel – Vice President McCullen advised that UNF has a long-standing relationship with the PGA and that they are very generous supporters of UNF’s First Generation Scholarship program. She relayed that Ms. Shetty received her undergraduate degree from Duke University and her JD from the University of Texas School of Law.

**Mr. Ryan Schwartz**, former COO of US Assure – Vice President McCullen shared that Mr. Schwartz is a long-term donor to several areas across UNF and completed his undergraduate studies at the University of Georgia.

Vice President McCullen advised that there were also 13 UNF Foundation Board Members up for renewed appointments to the Board: Steve Bachand, Dwight Cooper, Shantel Davis, Chuck Ged, John Hayt, Cory Hodak, Jon Howe, Carolyn Mathis, Marilyn McAfee, Scott McCaleb, Chuck Moorer, Jorge Morales, Elana Schrader, that were also being presented to the Board for consideration for reappointment to a three-year term. Vice President McCullen also relayed that there were new Ex-officio Directors who serve on the Foundation Board, due to their roles in various on-campus offices: Ally Schneider (Student Government President), John White (Faculty Association President – incoming, August) and Jessica Cummings (Alumni Association Board President). She added that there are three continuing Ex-officio Directors: President

## Item 4 - Approval of Newly Appointed and Reappointed Board Members for UNF Direct Support Organizations (DSOs) (continued)

Szymanski, Trustee Burnett and Mr. Ryan Proffit, Osprey Club President. Vice President McCullen presented the full slate of the FY2021 UNF Foundation Executive Committee.

Chair Wamble-King asked if there were any questions. There being none, she asked for a MOTION to APPROVE the three new Foundation Board members and the 13 proposed members who are being proposed to continue on the Foundation Board with new three-year appointments. Trustee Hollingsworth made a MOTION to APPROVE the three new members and 13 continuing members, and Trustee Gonzalez seconded. The MOTION was approved unanimously by the Committee.

**Museum of Contemporary Art (MOCA) Jacksonville**

Chair Wamble-King turned to Vice President Stone to present the renewing MOCA Board members and new member. Vice President Stone spoke of the renewing members of the MOCA Board: Scott Bennett, Zelda (Scottie) Gartner, Marilyn Gilman, Rich Hawthorne, Joseph Park Moore, Kay Nichols, Simon Rhodes, Sally Singletary, Brook Stein, and Karen Stone. She also presented the new Board member Ms. Soo Gilvarry. Vice President Stone relayed that Ms. Gilvarry is an investment company owner, with 15 years of corporate finance experience in the distribution and international shipping industries, and that the MOCA Board is delighted to have her join. She also relayed that Vice Chair Wamble-King was being reappointed as the UNF-appointed Representative.

Chair Wamble-King asked if there were any questions. There being none, she asked for a MOTION to APPROVE the slate of the renewing and new MOCA Board members. Trustee Gonzalez made a MOTION to APPROVE and Trustee Hollingsworth SECONDED. The MOTION was approved unanimously by the Committee.

**Training & Services Institute (TSI) Board**

Vice President Stone advised that there is one new proposed member of the TSI Board – Karen Bowling, UNF Vice President of Jobs. Vice President Stone advised that under the TSI bylaws, vice presidents, by virtue of their offices, serve on the TSI Board and that the ex-officio appointment requires Board of Trustees approval.

## Item 4 - Approval of Newly Appointed and Reappointed Board Members for UNF Direct Support Organizations (DSOs)

Chair Wamble-King asked if there were any questions. There being none, she asked for a MOTION to APPROVE the slate of the renewing and new MOCA Board members. Trustee Fenner made a MOTION to APPROVE, and Trustee Gonzalez SECONDED. The MOTION was approved unanimously by the Committee.

## Item 5 - Discussion of Board Action Plan

Chair Wamble-King turned to Vice President Stone for the discussion of the Action Plan. Vice President Stone thanked the Board for the opportunity to update them on the progress that had been made throughout the year. She reminded the Committee that the Board had worked with a consultant prior to the University’s reaccreditation with the Southern Association of Colleges and Schools (SACS) about developing an Action Plan to ensure the Board’s continuous work on Governance matters. Vice President Stone noted that Action Plan items 1.A. Board Bylaws and 1.D. Committee Structure and Processes would be discussed as separate agenda items in today’s meeting.

**1.B. Delegation of Authority by the Board to the President**

Vice President Stone reminded the Board that it had previously completed its review of the Delegation of Authority to the President at its March 2020 quarterly meeting.

**1.C. Committee Charters**

Vice President Stone reminded the Board that its committees had completed their review of their charters by the March 2020 meeting.

**1.E. Document Defining Trustee Roles and Responsibilities**

Vice President Stone shared that staff has been gathering reference materials (on fiduciary responsibilities and other items), which are included, for the Trustees, in the OnBoard Board software system. She also reminded the Committee that it had done some review work on Trustee roles and responsibilities, as delegated by the Board of Governors. Vice President Stone asked the Board if it would like an additional summary document for the Trustees’ roles and responsibilities. If so, she asked if the Committee would consider giving the team some additional time in the summer and fall, with plans for the team to bring the document to the fall meeting for the Committee’s review. Chair Wamble-King stated that a summary document could be helpful and that, given the University’s recent priorities responding to conditions associated with the pandemic, she would be comfortable with giving the team additional time in order to bring the document back for review in the fall.

**2.A. Incorporation of Standing Items, such as Mission Review and Strategic Plan Monitoring and 2.B. Formalizing More Inclusive Agenda Development**

Vice President Stone advised that with regard to reviewing Board meeting and agenda processes, staff has worked to create a manual to document these processes, and that these projects were completed in December.

**2.C. Increase and Enhance Interaction between Trustee and Students, Faculty and Administration**

Vice President Stone relayed that these activities have been ongoing and that the team is tracking them. She stressed that the dinners for faculty hosted by Trustee Egan have been a wonderful opportunity for these types of interactions. Vice President Stone added that the one-on-one lunches between Trustees and faculty that staff arranged at Chair Hyde’s request had also an been an opportunity for Trustees to engage with faculty and learn more about departments’ activities.

**2.D. Encourage and Facilitate Formal Presentations by Internal Community Stakeholders**

Vice President Stone reminded the Board that President Szymanski had incorporated into the Board meetings, regular presentations by the Faculty Association President and Student Body President. She added that Dr. Terrence Curran, Associate Vice President of Enrollment, and Vice President Bruder have given presentations to the Board providing updates and valuable campus perspectives as well as highlighting the various needs of university constituents. Vice President Stone advised that the staff is tracking these presentations, which are aimed at increased Board engagement, and that the process of tracking them will be helpful with preparing for the University’s SACS reaccreditation process.

**3.A.i Administer Trustee Skill Inventories**

Vice President Stone advised that Vice President Duncan has worked with the current Trustees to create individualized plans for them, and that she will be working with Trustees Davis and Patel to survey the areas in which they are interested in further engaging with the University.

**3.A.ii Develop Communication Plan for Board, including Top Ten Current Issues for the University**

Vice President Stone relayed that this item came from the Board’s desire to have additional background information to be better able to answer community members’ questions about the University. She noted the presentation on branding and marketing that Vice President Bruder had given at the March quarterly meeting, as providing invaluable information in this area. Vice President Stone stated that this item on the Action Plan is ongoing, and Trustee responses to the surveys that will be administered in summer 2020 will help inform staff about how to best organize future presentations to the Board.

**4.A. Discussion on National Topics**

Vice President Stone reminded the Board that it had discussed national trends in higher education at the Fall 2019 Trustee Retreat, and that the Board looks forward to continuing these discussions (as well as discussing topics that have arisen this year) at the 2020 Trustee Retreat.

**4.B. Continuing Clarification of the Roles and Responsibilities of the Trustees as Advocates and Institutional Fiduciaries**

Vice President Stone relayed that the senior team is playing an active part in terms of how Trustees can assist with activities in various functional areas of the University. She noted that:

**4.B. Continuing Clarification of the Roles and Responsibilities of the Trustees as Advocates and Institutional Fiduciaries**

* Vice President Bolling is in the process of reaching out to the Trustees to communicate how they can support the development of job opportunities and internships for UNF students and graduates.
* Interim Vice President Bennet is helping to train Trustees in areas of fiduciary oversight.
* Chief Audit Executive Julia Hann and Associate Vice President and Compliance Officer Joann Campbell are working with Trustees in their functional areas.

Vice President Stone advised that the senior team will continue to work with the Board to identify additional areas in which the Trustees can be engaged and can be advocates for the University.

**5.A. Evaluation Plan**

Vice President Stone advised that the team will be working to develop, for the Board’s review, documents which will outline the roles and responsibilities of the Chair and the committee Chairs. She advised that this item has a 2021 target date.

**5.B. Including Plans for the Incorporation of Evaluative Input into Future Improvement on Board Performance**

Vice President Stone noted that there was a separate item on the meting’s agenda for deeper discussion on the Board’s thoughts of meeting evaluations for this year.

**6.A. Monitor and Improve Enhancement of Data and Information Shared with the Board, Focusing on Trending Data and Higher Education as well as Shared Commitment to Transparency**

Vice President Stone stressed that Vice President Coleman’s Data Bytes series has been a valuable resource in terms of disseminating relevant data to the Trustees and the University community.

Chair Wamble-King stated she thought the report represents quite a lot of work and progress on the Plan. She thanked the staff for all of their work and stated that the work Vice President Stone described in her report will help well prepare the University for its next reaccreditation process. Chair Hollingsworth concurred with Chair-Wamble-King, stating that this work has helped create necessary structure to help the Board fulfill its governance responsibilities and is a good model moving forward. Vice President Stone concluded the presentation by speaking about the Board of Trustees Fiscal Year Activity Planner that Associate Vice President and Compliance Officer Joann Campbell and Chief Audit Executive Julia Hann had helped to create. Vice President Stone advised that the Planner, which is a living document, tracks business the Board needs to take care of throughout the year. Chair Wamble-King thanked Vice President Stone for the update and stated that when the Board began this work, it sought to identify ways to hold itself accountable. She stated that the work that Vice President Stone outlined in her update codifies the processes by which the Board holds itself accountable.

## Item 6 - Discussion of Board Committee Structure [Board of Trustees Action Plan, Item 1. D.]

Chair Wamble-King reminded the Board that it had discussed its committee structure at its January and March quarterly meetings and that Chair Hyde had stated that he would confer with staff and provide a recommendation regarding a standing committee on strategic planning. Chair Hyde also noted that the committee had discussed a potential, stand-alone committee on strategic planning, but that discussions had been tabled given conditions that were emerging surrounding the pandemic. Chair Hyde stated that the he thinks the Board does need a dedicated committee to strategic planning. He noted that one of the questions in the discussions had been whether the committee needs to be a subset of the Board or a committee-of-the-whole. Chair Hyde stated that, given the University’s daily focus on adapting to changing pandemic conditions and the reopening of the campus in the fall, he thinks that the Board should defer a decision. He further stated that he would like the Board to have a fulsome discussion of what it would like the committee to accomplish.

## Item 6 - Discussion of Board Committee Structure [Board of Trustees Action Plan, Item 1. D.]

Chair Hyde asked Vice President Stone if she would like to make additional comments. Vice President Stone stated that she agreed that the Board had indicated that a strategic planning committee will be vital and important, but that given the University’s current concerted focus on responding to conditions associated with the pandemic, the Board has seemed to indicate that it would like additional time to reflect on the structure and operating procedures the committee will have. Chair Wamble-King asked Vice President Stone if she had recommendations for the timeframe during which the Board will come back to the discussion. Vice President Stone noted that, as the fall Board meetings will be focused on reopening the campus amidst conditions that are uncertain at this time, she believes the Board may need until spring to determine its preferences with regard to the committee. President Szymanski stated that he agreed it would be a good idea to wait until spring to determine the details of the committee.

## Item 7 - Discussion and Approval of Draft Board Assessment Survey [Board of Trustees Action Plan, Item 5. B.]

Chair Wamble-King reminded the Board that, last year, the Board had developed a Board assessment survey instrument, which Trustees completed to provide feedback. She reminded the Board that this tool is one that assists the Board with holding itself accountable for the work it needs to do and will also be helpful in terms of preparing for the University’s SACS reaccreditation.

Chair Wamble-King turned over to Vice President Stone. Vice President Stone relayed that she recommends that the Board completes the same survey that it did last year. She noted that, when the Board completed the survey last year, staff was able to take feedback and bring it back to the Board, for discussion. Vice President Stone also spoke of the importance of having a baseline and comparing survey results from year to year. She stated that the survey item was on the agenda so that if the Committee approves it, this tool could be used each year (with any modifications the Board may wish to make). She advised that the survey will highlight topics the Board would like the the University to present more information on, what types of interactions with students the Board would like, and how the University might best utilize Trustees’ interests and expertise.

Chair Wamble-King asked if there were any questions or feedback on the assessment tool. There being none, Chair Wamble-King asked for a MOTION to APPROVE the Board Assessment Survey. Trustee Fenner made a MOTION to APPROVE and Trustee Hollingsworth SECONDED. The Board Assessment Survey was approved unanimously.

## Item 8 - Discussion of Board Evaluation of Its Meetings[Board of Trustee Action Plan, Item 5.B.]

Chair Wamble-King stated that, last year, as part of the Board’s work to ensure that it is accountable for effectiveness, it had developed and completed a meeting evaluation survey. Chair Wamble-King turned over to Vice President Stone. Vice President Stone relayed that the meeting assessment survey was administered to the Board, last year, in order to determine if the Trustees thought the Board’s time was being well used (in terms of a balance between operational and strategic items, among other things). Vice President Stone also stated that because the Board is holding virtual meetings (due to the pandemic), and may be holding virtual meetings well into the fall, that there may be value in administering both the meeting evaluation survey and the survey on its delivery of virtual meeting - in terms of how effective the Board feels the virtual meetings have been.

Trustee Hollingsworth asked for additional information on the intent of the survey of its virtual meetings. Vice President Stone relayed that it would give the Board the opportunity to provide feedback on the University’s virtual meeting delivery. Trustee Hollingsworth agreed that it could be an effective way to get the Board’s feedback on practices around virtual meetings that it would like employed at its meetings. Chair Wamble-King stated that with regard to the discussions using the meeting surveys and the zoom surveys that she believes it is important to use the former so that the Board has consistency, each year, in terms of what it is evaluating.

She stated that she also believes there is value in getting the Board’s feedback on how it might enhance the Board’s virtual meeting experience.

Chair Wamble-King asked if the Board would like additional discussion on the surveys. There being no requests for further discussion, Chair Wamble-King asked if she could have a MOTION for the meeting assessment survey and the virtual meeting survey. Trustee Hollingsworth made a MOTION to APPROVE and Trustee Gonzalez SECONDED. The MOTION was approved unanimously by the Committee.

Trustee Gonzalez asked, especially in terms of the Board’s current virtual meeting environment, if a dedicated IT staff member could be identified for Trustees so that a Trustee could contact the IT staff member if s/he was experiencing technical problems. Vice President Stone confirmed that the President’s Office has dedicated IT staff and that many of them have been working with the Board, when they have needs. She advised that staff would reach out to Trustee Gonzalez.

## Item 9 - Review of Board of Trustees Bylaws [Board of Trustees Action Plan, Item 1. A]

Chair Wamble-King turned the presentation over to Vice President Stone. Vice President Stone reminded the Board that its Action Plan includes a review of the Board’s Bylaws to ensure that it includes best practices. Vice President Stone relayed that she had conducted a review of the Board of Governors’ operating procedures as well as the bylaws of UNF’s sister institutions and the review generated recommendations for the Committee.

**Article 1. Section 3 “Powers and Duties of the Board of Trustees**

Vice President Stone shared some recommended language that would update Article 1. Section 3. “Powers and Duties of the Board of Trustees” with regard to the Board’s role in holding the President responsible for University operations, performance, fiscal accountability, and compliance with laws and regulations. She relayed that the recommended language did not have substantive changes but was more clear and direct. She added that the recommended language clearly states that the President is the “CEO of the University and has the responsibility for the operation and administration of the University.” Vice President Stone highlighted that language was added to clarify that the President has the authority to execute documents on behalf of the University.

**Section 8: “Committees”**

Vice President Stone relayed that the second area of recommendations pertained to language regarding committees in Article 1, Section 8. She stated that she had reviewed the updated charters for each of the committees and conformed the language in Section 8 to the language in the charters and the statement on the Board of Trustees website regarding the Board committees’ duties and responsibilities. Vice President Stone advised that she recommends removing the language about the Governance Committee’s “recommending individuals for board membership” as the Committee does not perform that function. She stated that she has recommended adding the language that the Committee is also responsible for “providing recommendations concerning best practices in corporate governance.”

**Article II “Meetings”**

Vice President Stone relayed that recommendations for Article II “Meetings,” include adding language, earlier in the section, that denotes UNF’s Board and Committee meeting practices’ consistency with Chapter 286, Florida Statues.

**Section 1 “Regular Meetings”**

Vice President Stone noted that recommended language for Section 1, “Regular Meetings,” includes more clear language of the definitions of Regular Meetings.

**Section 2 “Special Meetings”**

Vice President Stone advised that recommended language states that Special Meetings may be called by “the Chair, the Corporate Secretary or upon request of seven (7) Trustees” and that a minimum of 48 hours of notice are required for these meetings. She relayed that the practices are consistent with those of other campuses. Vice President Stone stated that, except for “Special Meetings,” the recommendation is that language with regard to specific timeframes for meetings will be removed and language that notice of the Board’s meetings will be in accordance with Chapter 286, Florida Statutes will be included.

**Section 3 “Emergency Meetings”**

Vice President Stone relayed that recommendations for language in the emergency meeting provision include more broad language about when such meetings may be called and outlines that “the Board shall provide such notice of the meeting as is reasonable under the circumstances.” She noted that this language is consistent with language used by the other SUS campuses.

**Section 4 “Notice of Meetings”**

Vice President Stone highlighted that recommendations include language that states that the University notices meetings on the Board of Trustees’ website and the University of North Florida calendar. She also stated that staff will be making edits to make meeting notice information easier to find on the Board of Trustees website.

Trustee Hollingsworth relayed that he agreed with the language that clearly states that the Board’s practices comport with Florida law. He asked Vice President Stone whether she thought there would be any ‘pushback’ from the University community with regard to the recommendations for the practical aspects of noticing meetings – especially regarding recommended language for Section 2 “Special Meetings.” Vice President Stone emphasized that the language in the Special Meetings section refers to the *minimum* amount of notice required, and that the University will notice Special Meetings as soon as it knows they will need to have such a meeting (and no later than 48 hours in advance of the meeting). She added that the University, in addition to providing the minimum required notice, will provide as much advanced notice as is possible and that the notice the University provides will likely be much more than the minimum required. She also stated that, as in any organization, it will be important that the University provides, in good faith, as much advanced notice as it can for meetings. Trustee Fenner stated that he thought that faculty will be comfortable with these practices as, if Vice President Stone stated, the meeting notice practice is done with a good faith effort. President Szymanski stated that he thought the recommendations, especially in terms of emergency meetings, will be extremely helpful in the future. He stated that the University is “in a different environment, right now,” in terms of having to respond to changing circumstances surrounding the pandemic and that this flexibility will help the University respond, as needed, to emerging circumstances.

**Article III “Appearances before the Board”**

Vice President Stone concluded her review of the recommended changes to the Bylaws by focusing on Article III: “Appearances before the Board.” She relayed that, under state law, the University is required to provide an opportunity for the public to comment at its Board meetings. She stated that per section 286.0114, Florida Statues, the public comment is supposed to be about items on the agenda. She also advised that the University can proscribe time and notice periods (by when requestors need to alert the Board of their requests) so that the Board can conduct an orderly meeting. Vice President Stone also noted that outdated language in the Bylaws had stated that there was no opportunity for public comment during “telephone conference call(s)” and that this language is not consistent with Chapter 286. She relayed that because the Board had conducted in-person meetings, this issue had not come up, but that this was an opportunity to remove the outdated language.

Vice President Stone shared that the recommended language states that requests for public comments “must be submitted at least three (3) working days prior to the start of the meeting.” She stressed the importance of having sensible rules in place, but also highlighted that, in practice, the Board has been flexible and has accommodated requests that have been made with less notice, as needed. She also emphasized that the language notes that the Chair has discretion with regard to requests for public comment.

Chair Wamble-King asked if there were any questions with regard to the recommended changes. There being none, Chair Wamble-King asked for a MOTION to APPROVE the recommended revisions to the Bylaws. Trustee Fenner made a MOTION to APPROVE and Trustee Hollingsworth SECONDED. The recommended revisions to the Bylaws were approved unanimously.

**Item 10 – Adjournment**

Chair Wamble-King adjourned the meeting at 4:00 pm.