# MINUTES

**Committee Members Present**

Chair Wamble-King, Trustee Patel, Chair Hyde, Trustee Joost, Trustee McElroy, Trustee White

##  Item 1 Call to Order

Chair Sharon Wamble-King called the meeting to order at 9:00 a.m

**Item 2 Public Comment**

Chair Wamble-King offered the opportunity for public comment. There were no requests for public comment.

### Item 3 Consent Agenda

Chair Wamble-King asked if there were any questions about the items in the consent agenda, which included minutes from the Committee’s October 13, 2020 meeting and the Committee Charter. There being none, she asked for a MOTION to APPROVE. Trustee McElroy made a MOTION to APPROVE, and Trustee White SECONDED. The consent agenda was approved unanimously by the Committee.

### Item 4 Approval of Trustee Roles and Responsibilities Document

###  [Board Action Plan, Item 1.E]

In compliance with Section 4 of the Southern Association of Colleges and Schools Commission on Colleges 2018 Principles of Accreditation which requires governing boards to define and regularly evaluate their responsibilities and expectations as a Board and in compliance with the Board Action Plan, the Committee and staff had reviewed a draft *Trustees Roles and Responsibilities* document at its October 13, 2020 meeting. The document addressed both the role of the Board as a whole and the role of individual Trustees. After the discussion, Vice President Stone had incorporated the feedback provided by the

### Item 4 Approval of Trustee Roles and Responsibilities Document

### [Board Action Plan, Item 1.E]

Committee on October 13 and provided a status update on the document.

Vice President Stone reminded the Committee that when the draft was previously presented to the Committee it had two parts. She relayed that in subsequent reviews since October and upon the recommendation of Chair Hyde, an additional paragraph - (1.D.) had been added to address the Board’s role in financial oversight of the University. Vice President Stone confirmed that the language is in alignment with the Board of Governors expectations for fiduciary oversight by university boards of trustees.

Vice President Stone next addressed section II of the document – “The Role of Individual Trustees.” She highlighted that this section reaffirms that Board members are stewards of public trust and must act in the best interest of the institution. She also noted that language is included which addresses the unique role of the Student Trustee who represents the UNF Student Body.

Vice President Stone noted that, at the suggestion of the Committee at its last meeting, the document had been expanded to include two additional sections which address the Board’s relationship with internal constituencies and external entities.

#### Section III – The Board’s Relationship with Internal Constituencies

Vice President Stone spoke about section III of the draft, which addresses Board member interactions with members of the University community which serve to provide Board members with an enriched sense of campus activities. She noted that this section also includes the important governance principals that Board members do not serve

### Item 4 Approval of Trustee Roles and Responsibilities Document

###  [Board Action Plan, Item 1.E]

as advocates for a personal position and further recognizes the importance of shared governance.

#### Section IV – Relationships with External Entities

Vice President Stone noted that Section IV which speaks to the Board’s relationship with external entities can serve as a useful reminder to Board members of their role when interacting with external entities.

Vice President Stone recommended that if approved by the Committee and the Board at its January 28 Board meeting, this *Board of Trustees Statement of Expectations* should be reviewed periodically and should be included as a resource for current and new Board members.

Vice President Stone also shared that Chair Hyde, President Szymanski and Chair Wamble-King had individually reviewed and the updated draft that was being considered by the Committee.

Chair Wamble-King asked if there were any questions. There being none, she asked for a MOTION to APPROVE. Trustee White made a MOTION to APPROVE, and Trustee Schneider SECONDED.

The MOTION was unanimously approved.

### Item 5 Florida Code of Ethics for Public Officers and Employees

Vice President Stone reported on staff activities designed to enhance Board compliance with the Florida Ethics Code. She reminded the Board that in the fall of 2017, Ms. Carolyn Klancke, of the Florida Commission on Ethics legal team, provided ethics training for the Board. Vice President Stone relayed that in consultation with Chair Hyde, she has arranged for Ms. Klancke to conduct ethics training with the Board at its March 18th meeting.

### Item 5 Florida Code of Ethics for Public Officers and Employees (continued)

Vice President Stone relayed that the discussion would include an overview of the ethics laws, recent changes to the Florida Constitution regarding the State Code of Ethics, and would provide the Trustees with an opportunity to ask questions.

Vice President Stone also shared an update on staff discussions related to internal processes and procedures associated with the Board’s completion annually of a Conflicts of Interest Disclosure Form. She relayed that as a result of a recent University-wide audit focused on conflicts of interest that was conduct by the University Office of Internal Auditing, a few recommendations associated with the Board had emerged. These recommendations, with which staff agree, include: (1) formalizing current procedures associated with the Board’s completion annually of a Conflicts of Interest Disclosure Form and (2) reviewing the Board’s current form to determine if recommendations for enhancement would be appropriate.

Vice President Stone reiterated that no issue of concern had been identified regarding Board member compliance. Instead, the recommendations are to document processes currently utilized and to review the form to determine if there are any enhancements to the form that would be helpful to allow better tracking of potential conflicts of interest by the universities.

Vice President Stone advised that Ms. Shawn Asmuth, Director of Procurement Services, is the primary partner on this initiative. Vice President Stone and Ms. Asmuth will work closely with Chief Audit Executive Julia Hann as they move forward.

Vice President Stone recommended that staff report back to the Committee on these initiatives at the Committee’s March meeting, including presentation of a draft revised Conflicts of Interest Disclosure Form for consideration by the Committee. Consideration in

### Item 5 Florida Code of Ethics for Public Officers and Employees (continued)

March would also align the Committee review and Board review with the planned training by the Commission on Ethics.

Vice Chair Wamble-King asked if there were any comments or questions. Trustee McElroy thanked the staff for its work and stated that this will provide the Trustees with a good opportunity for discussion regarding ethical considerations and dimensions in the public sector. Chair Wamble-King stated that she agreed and that these regular discussions and updates on changes in law are extremely helpful.

Vice President Stone asked Ms. Hann if she had additional comments. Ms. Hann stated that the referenced audit had been a good audit, and that her office will send the results of the audit to the Audit and Compliance Committee. She advised that within the audit, for purposes of monitoring and continually improving university processes, audit staff reviewed procedures for university employees and the Trustees reporting potential conflicts of Interest. She noted that recommendations include documenting of the processes used to distribute and review completed Conflict of Interest forms.

### Item 6 Adjournment

There being no additional questions, comments or items for the Committee to review,Vice Chair Wamble-King adjourned the meeting at 9:30 a.m.