**Members Present:** Kevin Hyde (Chair), Annie Egan, Stephen Joost, Allison Korman Shelton

**Members Absent (Excused):** Paul McElroy, Nik Patel, John White

# MINUTES

## Item 1 Call to Order

Chair Hyde called the meeting to order at 9:45 a.m.

## Item 2 Public Comment

Chair Hyde and Vice President Stone confirmed that the University had received no requests for public comment.

## Item 3 Consent Agenda

The Committee considered the consent agenda with draft minutes from the June 10, 2021 Governance Committee meeting and proposed amendments to the Museum of Contemporary Arts Jacksonville (MOCA) Articles of Incorporation. Vice President Stone stated that the proposed amendments included conforming the minimum number of MOCA Board members and clarifying who constitutes the MOCA Board and MOCA supporters (members of the museum). Trustee Egan made a MOTION to approve the consent agenda, and Trustee Joost SECONDED. The Committee unanimously approved the consent agenda.

## Item 4 Discussion of Board Evaluation Policy and Status of Current Three-year Board Action Plan for Continuing Performance Improvement

Vice President Stone reminded the Board that, at the time President Szymanski assumed his role, the University was undergoing reaccreditation by the Southern Association of Colleges and SchoolsCommission on Colleges (SACSCOC) and that the engagement of the Board in the SACSCOC’s review had been an important part of the process. The Board had taken the opportunity at that time to develop, through a series of Board discussions facilitated by the Association of Governing Boards, the Board Evaluation Policy and the Board Action Plan. Vice President Stone noted that the Board Evaluation Policy provides for a Comprehensive Board Evaluation every three years, to be conducted with the assistance of an external facilitator. As the University president is an integral partner in these discussions, Chair Hyde’s recommendation was that the Board wait until the new President has been onboarded to engage again with a consultant and develop the Board’s next Action Plan. Chair Hyde’s recommendation was being presented to the Committee for its consideration and a vote.

Trustee Korman Shelton relayed that she had reviewed the Board Action Plan. She asked if there were items on the Board’s current Action Plan that the Committee and Board could continue working on in the interim. Vice President Stone confirmed that there were. She relayed that the Governance Committee had had an in-depth discussion at its June meeting on specific ways it could enhance the Board’s governance role and develop additional points of connection between the Trustees, Faculty and students. Vice President Stone provided some examples of work staff had done, in follow up to the feedback the Committee had provided in June and on the Action Plan, in support of:

* recent presentations by Faculty on their research at the Board’s meetings
* interested Trustees serving as guest speakers in the classroom
* the development of a draft document which outlines the responsibilities of the Board Chair. Vice President Stone relayed that Chair Hyde and she had begun working on a draft, which will be forwarded to the Committee and Board for their feedback and input.

Vice President Stone also stated that there are areas the Committee and Board can continue to work on in support of the Board’s current Action Plan.

Trustee Korman Shelton stated that she looks forward to working with the Committee and Board in these areas. She also stated that other organizations she has worked with have developed a small card that includes key statistics on their organization which they can carry and reference as they talk about their organization with members of their community. Vice President Stone agreed that this could be a helpful resource for the Trustees. She provided some brief highlights of feedback the Trustees had provided in the June surveys. In them, the Trustees had been asked to share some examples of questions they are most frequently asked about the University. Vice President Stone noted that common themes included the cost of a UNF education, its academic programs, and job opportunities for UNF graduates, Vice President Stone relayed she had shared these questions with the University’s marketing division.

Trustee Korman Shelton also stated that she thinks a key focus for the Governance Committee will be MEDNexus, which she stated draws on many of the University’s core competencies.

Trustee Egan agreed that she looks forward to continuing to work on the Board’s current Action Plan while the University is conducing its search for its next president. Trustee Korman Shelton stated that she thinks the work of the Governance Committee will also help set the tone for the new president. Vice President Stone agreed and relayed that in previous presidential searches, the Governance Committee, with the Board, had played a key role in helping to set the strategic direction of the process and to delineate the qualities the Board seeks in a future president.

Vice President Stone relayed that the Trustees will review at a future meeting the full survey results from the Trustees June surveys. She noted that a key piece of feedback the Board had provided is that it sees an area of additional growth in serving as a thought partner with the President. She noted that Interim President Chally had been meeting one-on-one with the Trustees and stated that the University pays attention to feedback from the Trustees that their time is being used efficiently and that they are being engaged.

Vice President Stone reminded the Committee that Chair Hyde’s recommendation was that the Board delay bringing in the external consultant for discussion of a new Action Plan until after the new president has been onboarded. Trustee Joost made a MOTION to APPROVE Chair Hyde’s recommendation. Trustee Egan SECONDED. The Committee unanimously approved Chair Hyde’s recommendation.

Vice President Stone restated that she would be forwarding for the Committee’s review and input a draft of the role and responsibilities of the Board Chair. She added that the Committee and Board will also be working in the future to articulate the roles of the committee chairs, including the skills needed in the roles and how to measure the effectiveness of serving in the roles.

Trustee Joost reminded the Committee that the committees, including the Finance and Facilities Committee, had reviewed their charters earlier in the year. He asked Vice President Bennett to send a copy to Trustee Korman Shelton, who was new to the Governance Committee. Vice President Stone agreed that the charters would serve as key documents to help inform the draft documents of the roles and responsibilities of the committee chairs.

President Chally stated that she had been able to review, with Vice President Stone, the feedback that the Board had provided on the surveys completed in June and that the University will continue to work in the areas the Trustees had highlighted to increase the Board’s engagement with the University community.

The meeting was adjourned at 10:15 a.m.

## Item 5 Adjournment