# MINUTES

**Members Present:** Sharon Wamble-King (Chair), Stephen Joost, Paul McElroy,

Nik Patel, John White, Kevin Hyde (ex officio)

## Item 1 Call to Order

Chair Sharon Wamble-King called the meeting to order at 11:15 am.

## Item 2 Public Comment

Chair Wamble-King offered those in attendance the opportunity for public comment. There were no requests for public comments.

## Item 3 Consent Agenda

Chair Wamble-King asked if there were any questions about the

draft January 20, 2021 Governance Committee meeting minutes that were on the consent agenda. There being none, Chair Wamble-King asked for a MOTION to APPROVE. Trustee White made a MOTION to APPROVE and Trustee McElroy SECONDED. The Committee unanimously approved the consent agenda.

## Item 4 UNF Board of Trustees Conflict of Interest Statement and Disclosure Form

At the March 15, 2021 Audit and Compliance Committee meeting,

Associate Vice President and Compliance Officer, Joann Campbell and Assistant Vice President Carrie Guth had provided updates on the University’s Conflict of Interest Workgroup’s management of a university-wide process of updating Conflict of Interest policies, procedures, and processes. In follow up to the Governance Committee’s discussion of January 20, 2021, and consistent with recommendations of the Office of Internal Auditing, Vice President Stone reviewed internal

procedures developed by the Offices of General Counsel and Internal Auditing, in collaboration with Procurement Services.

## Item 4 UNF Board of Trustees Conflict of Interest Statement and Disclosure Form

Vice President Stone noted that she, Chief Audit Executive, Julia Hann and Director of Procurement Services, Shawn Asmuth, as well as others, had worked on revisions to the Board of Trustees Conflict of Interest Statement and Disclosure Form. She presented the updated form for the committee’s review and approval. Vice President Stone highlighted that revisions to the draft form included:

(1) the addition of information from the Florida Code of Ethics for Public Officers and Employees, including definitions, as a guide, to assist Trustees when completing the form

(2) additional disclosures to enhance University monitoring.

Vice President Stone relayed that the draft document had been reviewed by the UNF Compliance Officer and counsel for the Commission on Ethics for compliance with the Code of Ethics for Public Officers and Employees. She also relayed that the University had researched forms which other SUS universities use and had found UCF’s form helpful, as a reference.

With regard to the definition “Business Relationships,“ Vice President Stone highlighted that both for-profit service and non-profit service are addressed in the ethics code and, therefore, the language in the form’s question #1 incorporates that language. She also noted that the updated Board of Trustees Conflict of Interest Statement includes a link to the

Florida Commission on Ethics’ website, with information on the acceptance of gifts and expenditures. Vice President Stone advised that language had been added in the section on “Misuse of Public Position,” to ensure that the form language conforms to recent State of Florida constitutional requirements related to disproportionate benefit by public boards. She noted that Ms. Caroline Klancke, Senior Attorney, Florida Commission on Ethics, would review this new expanded area of the law,

## Item 4 UNF Board of Trustees Conflict of Interest Statement and Disclosure Form

(in terms of obligations of public officials) in her ethics training at the March 18, 2021 Board of Trustees meeting.

Vice President Stone highlighted that in the “Solicitation or Acceptance of Honoraria,” section one of Ms. Klancke’s recommendations had been that the form clarify that Trustees can accept “actual and reasonable” honoraria for events (and lodging, food and beverages associated with events). She stated that questions had been added requesting Trustees to list any boards and committees (including advisory boards) on which Trustees are members and that ask them to state any business entities which employ them.

A question arose as to requirements for listing consultancy organizations as business entities. Vice President Stone relayed that the University would reach out to Ms. Klancke to get additional clarification and would provide supplemental information in this area.

Vice Chair Wamble-King asked if there were additional questions. There being none, she asked for a MOTION to APPROVE the University of North Florida Board of Trustees Conflict of Interest Statement & Disclosure Form. Trustee White made a MOTION to APPROVE, and Trustee McElroy SECONDED. The Board approved the University of North Florida Board of Trustees Conflict of Interest Statement & Disclosure Form unanimously.

Vice President Stone reviewed the procedures for processing the disclosure forms, which were developed by the Office of General Counsel, the Office of Internal Auditing and Procurement Services. The procedures include annual distribution and due dates, as well as the process for distributing and collecting the form from new Trustees joining the Board. She highlighted that the Trustees receive trainings including,

## Item 5 Discussion of Board Action Plan

but not limited to, a mandatory Board of Governors new Trustee orientation, the annual Trustee Summit, a UNF new Trustee orientation and periodic Commission on Ethics sessions.

Vice Chair Wamble-King reminded the Committee that the Board Action Plan was developed three years ago and approved by the Board in January 2019. She added that the activities described in the Plan were an instrumental part of the University’s reaccreditation with the Southern Association of Colleges and Universities (SACS).

Vice President Stone provided an update on progress done on the Action Plan. A copy of the Plan, which tracked progress on work completed toward the Board’s goals had been provided to the Committee in advance of the meeting. She highlighted that the following work in the Action Plan had been performed (among other items) in association with the following areas of the Plan:

### Document Review

* a review and update to the Board of Trustees Bylaws
* A review and update to the Delegation of authority by Board of Trustees to the President
* A timetable for annual review of the Board of Trustee’s Committee charters had been established, and the Committee charters had been reviewed annually
* Vice President Stone stated that in 2018, the Board had decided that it would have each committee meet on the same day of the Board’s quarterly meetings. She noted that, during the pandemic, the Board had decided to move committee meeting dates to dates other than quarterly meeting dates and stated that there will be an opportunity for the Board and committees to review the practice and determine if it is still the preference.

## Item 5 Discussion of Board Action Plan Review Board Meeting Agenda and Processes *(continued)*

* a Board of Trustees Statement of Expectations had been created (which Vice President Stone noted will be particularly helpful for newly appointed Trustees).

### Review Board Meeting Agendas and Processes

* an annual review of the UNF Mission Statement (Vice President Stone reminded the Committee that the Board had reviewed the

### Review Board Meeting Agendas and Processes *(continued)*

the Mission Statement in Fall 2020 and had made some

recommendations for edits in the language. She noted that the updated Mission Statement will be presented to the Board again, at the Board’s April 15, 2021 meeting, as part of the Board’s review of the Accountability Plan.)

* the University’s Strategic Plan had been approved at the Board’s October 17, 2019 Board Meeting and been reviewed and approved with an accompanying “crosswalk” document at its November 1, 2019 meeting.
* Vice President Stone stated that the Board and staff welcome any feedback from the Committee on Action Plan items 2.C Increase and Enhance Interactions between Trustees and Students, Faculty, and Administration and 2.D. Encourage and Facilitate Formal Presentations by Internal Community Stakeholders - in terms of particular engagements or presentations it would like to see.

### Charge Governance Committee to Work with Chair, President and Trustees to Develop Individual Trustee Engagement Plans

* Vice President Duncan has reached out to Trustees, including newly appointed Trustees, to provide them with the Trustee Skills

## Item 5 Discussion of Board Action Plan Review Board Meeting Agenda and Processes *(continued)*

Inventory, to ensure that the University is utilizing the Trustees’ skills and engaging them in ways that are meaningful

* Vice President Bruder gave a comprehensive presentation on the University’s communication plan and branding at the Board’s March 12, 2020 meeting.

## Develop a Specific Professional Development Plan for the Full Board

* Regarding Action Plan item 4.A. Discussion on National Topics Pertinent to UNF, Vice President Stone referenced discussions the Board has had on themes in higher education
* (Board Retreat, September 12, 2019; Board Retreat January 28, 2021) and the discussion the Board planned to have at the March 18, 2021 Board of Trustees meeting. She noted that this Action Plan item is an ongoing item for the Board and stated that it would be helpful, after the March 18, 2021 discussion, to have the Committee’s recommendations on topics in higher education they would like to learn more about.
* Vice President Stone highlighted that the Board had approved, at its January 28, 2021 meeting, the Board of Trustees Statement of Expectations.

**Develop Evaluation Plans**

* Vice President Stone reminded the Committee that the Board has completed a survey annually on the Board’s meetings and Board effectiveness. (Feedback from the June 2020 survey had been shared, again, in advance of the Committee meeting.)
* Vice President Stone highlighted that the Board and staff will be working on generating documents which define roles and responsibilities for the Chair of the Board and chairs of committees. She noted the Plan’s December 2021 due date for this item.

## Item 5 Discussion of Board Action Plan Review Board Meeting Agenda and Processes *(continued)*

**Monitor and Improve Data and Information Sharing with Board**

* Vice President Stone referenced the Data Analytics updates at Board meetings and “Data Bytes” that are shared with the University community, in support of this item on the Plan. She
* added that staff welcome any ideas from the Board and Committee about additional data they may want to see.

Vice President Stone referenced the discussion on themes in higher education that would take place among the Trustees at the Board of Trustees March 18, 2021 meeting. She emphasized that staff welcomes the Committee’s feedback on ways to integrate themes from that discussion into the Plan, moving forward or any new plan the Board creates for the period of 2022 -2025.

Vice Chair Wamble-King requested that, for the next Governance Committee, staff prepare a copy of the Board Action Plan, which highlights areas in which staff would like Trustee feedback.

**Item 6 Adjournment**

With no further business to discuss, Chair Wamble-King adjourned the meeting at 11:50 am.