**Trustees Present**

Kevin Hyde (Chair), Nik Patel, Annie Egan, Stephen Joost, Alison Korman Shelton,

Paul McElroy, John White

## Item 1 Call to Order

 Chair Hyde called the meeting to order at 1:00 p.m.

## Item 2 Public Comment

 Chair Hyde offered the opportunity for public comment to those in attendance. There were no requests for public comment.

## Item 3 Consent Agenda

##  The Committee considered the consent agenda with the draft

##  October 8, 2021 Governance Committee meeting minutes, draft December 16, 2021 Governance Committee meeting minutes, and the annual review of the Governance Committee Charter. Trustee Egan made a MOTION to APPROVE the consent agenda, and Trustee Patel SECONDED. The Committee approved the consent agenda unanimously.

## Item 4 Update on MEDNexus Trustee Workshop

Chair Hyde reminded the Committee that a workshop with the Board and Dr. Szymanski, CEO and Executive Director of MEDNexus, would take place on March 5, 2022 at the MEDNexus office in Deerwood. Chair Hyde relayed that the Board would also take a tour at that time. He stated that the Board will have an opportunity to discuss progress and next phases of the initiative with Dr. Szymanski as well as the roles and responsibilities of the trustees, as they relate to the initiative, and support the Board can provide.

## Item 5 Discussion of Board Action Plan

 **A. Update on Staff Activities Related to Board Action Plan**

Chair Hyde highlighted the purpose of the item - to give the Committee an opportunity to review progress on the Board’s Action Plan goals. He stated that the Action Plan is the strategic framework for the Board and assists the Governance Committee with reviewing how the Board collectively functions. He asked Vice President Stone to provide an update on recent activities in support of the Plan’s goals.

Vice President Stone reminded the Committee that, at its June 2021 meeting, it had focused on several questions aimed at identifying additional opportunities to engage the Board in meaningful ways, and the Committee had provided valuable feedback. She noted several things that had taken place since the June discussion – the ongoing COVID-19 pandemic, the presidential transition, and presidential search and stated that staff hoped part of the discussion would include additional ideas of ways it can partner with the Board to ensure upcoming activities can help build a strong base for President Chally and the next UNF President.

Vice President Stone provided updates on activities related to the following sections of the Action Plan:

#### 2. C. Increase and Enhance Interaction between Trustees and Students, Faculty, and the Administration

Vice President Stone noted that several Trustees had spoken or planned to speak with students during their scheduled class meetings. She stated that the University would like to encourage any trustee who has an interest in sharing his or her professional knowledge to consider serving as a guest lecturer for students.

Vice President Stone thanked Chair Hyde and Vice Chair McElroy for participating in recent faculty town hall meetings. Chair Hyde stated that had enjoyed doing so and it provide yet another rich opportunity to interact with the faculty and gain additional perspectives about the day-to-day operations of the University. Vice Chair McElroy stated that he also enjoyed doing so and that he appreciates the “opportunities to see first-hand the passion that the faculty, students and staff have for the institution.” Provost Patterson thanked Trustee Patel for recently visiting the Physics lab with Professor Haroldsen after Dr. Haroldsen presentation of his research at the Board’s October 14, 2021 meeting. Trustee Patel stated that he had enjoyed tour and learned a lot. Trustee Egan stated that she looks forward, after the COVID-19 pandemic to hosting faculty dinners at her home again.

Trustee Korman Shelton stated that she would be very interested in attending upcoming meetings and events and that it would be helpful to circulate a list of the available opportunities. Chair Hyde confirmed that staff would be distributing a list of events with multiple opportunities for engagement (including UNF’s 50th Anniversary, Homecoming, social, and athletic events and ways opportunities to engage with the faculty). Trustee White relayed that the Faculty Association meetings take place the first Thursday of each month and that all trustees are welcome to attend.

Vice President Stone referenced the “Research Bites” presentations, through which faculty have presented their research to the Board at its quarterly meetings. Dr. Haroldsen had given the October 2021 “Research Bites” presentation to the Board. Chair Hyde noted how much he had enjoyed that and stated that he was also looking forward to the research presentation by Dr. John Nuszkowski, Associate Professor of Mechanical Engineering and head of the Vehicles, Engines, Fuels & Emissions Laboratory; and head of the Osprey Race Team with Mr. Nathan Stratton, UNF student and Captain of the Osprey Racing Team at the Board’s January 27, 2022 meeting.

Vice President Stone stated the Osprey Racing Team’s upcoming presentation would be yet another good opportunity to learn about UNF research as had been the presentation on sponsored research activities that Dr. John Kanter, Associate Provost for Faculty and Research, had given to the Board’s at its September 13, 2021 meeting. Provost Patterson relayed that staff is also working on arranging for the deans to provide overviews of the Colleges and their research for the Board.

#### 3. Charge Governance Committee to work with Chair, President and Trustees to develop individual trustee engagement plans

Vice President Stone relayed that Vice Chair McElroy had shared ideas about opportunities for the trustees to individually engage during the onboarding of the new president. Vice Chair McElroy stated that not only the full Board, but also the individual trustees will have opportunities to help and support the new UNF President’s integration into the UNF community, the Jacksonville community, the Florida community and build relationships with the University’s constituents (including students, faculty, staff, the UNF Foundation, the business community, the academic community, and with the local and state governments). Vice Chair McElroy added that the Board, as well as individual trustees, have a level of knowledge and expertise in many of these areas and would be able to help in an integration/orientation plan for the new president. Trustee Bryan agreed with Vice Chair McElroy and stated that he thought there could be great value in having trustees help identify key meetings with local leadership that should take place early in the incoming incumbent’s tenure.

Chair Hyde also stressed that Vice President Duncan might call upon trustees to help support University initiatives and goals and that there are multiple opportunities for trustees to get involved in this area.

#### 6.A. Monitor and improve the enhancement of the data and information shared with the Board, focusing on trending data and higher education competition as well as the shared commitment to transparency.

Vice President Stone stated that staff have been giving a lot of thought to ways to enhance resource and information sharing with the trustees. She noted that staff has begun sharing articles related to higher education and higher education governance with the Board and that it is working to develop a type of ‘research bank’ which includes these articles. Trustee Patel stated that it could be helpful to send notifications about key articles.

Vice President Stone stated that staff has been thinking about the right levels of communications to the Board and the ways that the Board is receiving updates. She noted that the Board receives updates on key data points from President Chally and from Vice President Coleman at its quarterly and other Board meetings. She stated that the Board also receives frequent updates through Vice President Coleman’s “data bytes” series.

Trustee Korman Shelton suggested that, for those interested trustees, it might be helpful to establish UNF email accounts. Vice Presidents Stone and Verkamp stated that that the University would be happy to create a UNF email account for any trustees for which that would be helpful. Interim Vice President Pease relayed that she was reviewing data to ensure that the trustees are receiving announcements that are sent to the University community in a timely fashion (and to prevent any issues wherein a receiving server might attempt to filter out a message).

#### 4. A. Discussion of National Topics Pertinent to UNF

Vice President Stone concluded the presentation by reviewing topics that trustees have indicated they would like discussed at future Board meetings:

1. Higher Education Innovation in a post-COVID world
2. Effective Strategies of National Universities in Attracting, Retaining, and Developing Faculty and Students of Color
3. Strategic Issues (particularly as the University onboards its next president)

Chair Hyde thanked Vice President Stone and stated that “so many of these activities are driven by the Board’s level of engagement” and that, “based on his time serving on the Board, the Board’s level of engagement is at the highest he has seen.”

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1. **Draft Document Defining Roles and Responsibilities of Board Chair [Board Action Plan, Item 5. A.]**

Chair Hyde reminded the Committee that, at its January 20, 2021 meeting, it had reviewed and approved, per the Board’s Action Plan a document which outlines the roles and responsibilities of the trustees. He stated that, also per the Plan, staff was bringing a draft document to the Committee, for its feedback, which outlines the role and responsibility of the Board Chair. He asked Vice President Stone to outline the draft and members to provide feedback. She reviewed the draft’s areas of focus, which included, among others, that the Chair:

1. ensures the effectiveness and focus of the Board
2. serves as the representative at the local level and particularly at the state level - with the Board of Governors and State of Florida
3. serves as an advisor to the President (particularly in terms of ensuring that goals included in the contract are realized and feedback from the Board is shared)

among other responsibilities.

Vice Chair McElroy stated that he thought the Chair’s role as speaker on behalf of the Board may needed to be emphasized a bit more in the draft. Chair Hyde relayed that it might be helpful to include a reference to press inquiries.

Trustee Korman Shelton also suggested that, as is the Board’s practice, the document state that the Board Chair serves as the Chair of the Governance Committee. Chair Hyde and Trustee Patel stated that they agreed.

The Committee discussed that the draft would be brought to the full Board for additional input. It would also be brought back to the Committee at its next meeting for a final review and potential approval.

### Item 6 Discussion on Board of Trustees Strategic Planning Committee

Chair Hyde reminded the Committee that, at its December 16, 2022 meeting it had discussed the Board’s process of strategic planning and whether to establish a Strategic Planning Committee or have the Board serve as a committee of the whole for its strategic planning functions. Chair Hyde stated that the consensus had seemed to be that the Board would like a strategic planning committee and that it ought to be a committee of the whole.

Chair Hyde asked Vice President Stone to review the draft framework document for a Strategic Planning Committee with the Governance Committee. Vice President Stone stated that there was a structural question as to whether the Committee’s recommendation was for a committee of the whole which may include workgroups or subcommittees as needed. Trustee Korman Shelton stated that she had a concern with potential scheduling logistics for a strategic planning committee of the whole. She stated she thought a better model may be a committee whose members are appointed by the Chair and would bring reports to the full Board. Chair Hyde stated that he did anticipate that that the strategic planning committee would meet at a time other than times scheduled for full Board meetings and that the committee would bring reports to the full Board. He referenced the draft document’s inclusion of potential committee subgroups as a good way to bring in the different backgrounds and expertise of the trustees, if the Governance Committee and full Board deems this model best. Chair Hyde also stated that he anticipated that the schedule for this committee would be ad-hoc – that the committee would not be doing a full revision of the University’s strategic plan at each cycle. Trustee Bryan stated he also thought that there is value in the committee meeting on an ad-hoc basis. He agreed with Trustee Korman Shelton that Chair Hyde may want to appoint specific trustees (who may, for example have expertise in facilities or IT etc.) into specific subgroups as needed.

Vice Chair McElroy emphasized that the immediate strategic planning work will take place within the next 12 months – with work and review on the mission, vision and strategy of the University for the next number of years, with the matter of implementation over that period. He stated that, as a trustee, he looks at the following critical aspects of the trustees’ roles – the hiring of a University President, the ongoing monitoring and setting expectations of the President’s performance and allocating the resources to achieve the goals. Vice Chair McElroy stated that he understands the value of subcommittees, but also the expertise and important input that each trustee has to bring to a successful plan and the implementation of that plan. and He stated that he thinks it is important to involve as many of the trustees as possible. Chair Hyde thanked the committee for its feedback and stated that he will reflect further on their input.

The Committee next reviewed suggested primary responsibilities of the draft document. Chair Hyde stated that the suggested responsibilities reflect the Board’s balancing its role in governance with the University’s management role. Vice President Stone reviewed the suggested primary role of the Committee:

1. “Providing leadership in the establishment of a long-term strategic vision for the University”; Vice President Stone emphasized that the University community highly values the specialized knowledge, insights and perspectives that the trustees bring and the partnership it has in these discussions. She relayed this role is also closely linked to the Board’s fiduciary responsibility.
2. “Governance oversight of the strategic planning process, including reviewing, along with University staff, key strategies, goals and objectives, as well as a system for engaged implementation;” The Committee emphasized that the Board is ultimately responsible for the strategic plan, from a governance perspective. The Committee discussed that the University envisions it would bring key strategies, goals and objectives as well as the system for an engaged implementation, for the Board’s review. A strategic planning committee would be a thought partner in terms of what processes would be used, prior to implementation of these processes. With regard to the term “reviewing,” (in the draft’s language about governance oversight) the Committee deemed that the role of the strategic planning committee and Board would be more evaluative and requested the draft language to reflect this. Based on the Committee’s additional feedback, President Chally also stated that she thought the language “engaged implementation” should be replaced with “planned execution” to reflect the Committee’s vision. Committee members agreed with the edit.

Vice McElroy stated that a detailed rollout plan as to how the University’s strategic plan should be implemented, executed and communicated will be essential. He stated that this will be critical in terms of alignment of the university community in achieving the goals and objectives of the plan.

Trustee Egan asked about the Board’s role in strategic planning vis-à-vis the Board of Governors strategic planning for the State University System. Chair Hyde referenced the planning and direction the Board of Governors provides for the state and the university’s ability to plan within the overall structure. As an example, he noted that the University has the ability to identify areas of distinction for itself. Vice President Coleman stressed the importance of the trustees’ input as the University reviews its vision and goals as well as the trustees’ roles as advocates for the University at local and state levels.

Trustee Patel asked for clarification as to how far into the future the University aims to set its goals. Chair Hyde stated that the University submits a five-year plan to the Board of Governors, but that the Board and University are not confined to that period Vice President Coleman highlighted that many organizations plan strategically for 25+ years and emphasized that the region is growing exponentially. He stated that he thinks there is value in contemplating what the region’s needs will be within the next 25 years and beyond. Chair Hyde stated that this aligns with how the City of Jacksonville plans, envisioning what the city’s needs will be within the next 50 years and setting appropriate goals within subsequent periods.

Vice President Stone highlighted that part of the role of a strategic planning committee will align with the full Board’s role of monitoring presidential performance and ensuring accountability. She stated that the Board’s discussions on incentivizing performance for the new president and creating performance pay (as well as monitoring performance of the strategic plan against goals, objectives, and milestones) tie in with the language on the draft strategic planning committee framework, “review of the Annual Accountability Report to be submitted to the Board of Governors to assure alignment with the long-term goals of the university.”

Hearing no additional comments, Chair Hyde stated that staff would incorporate the Committee’s feedback and the updated draft would be shared with the full Board. He also stated that the Board needs to continue its discussions on defining the goals and measurements for the incoming president, as a significant portion of the compensation of the president is going to be tied to performance measurements.

Vice President Stone reminded the Committee that staff had forwarded articles on strategic planning to the Board. She also announced that the Association of Governing Boards would hold a webinar entitled “Modern Strategic Planning in Public Higher Ed” (Session 12 of its Strategic Transformation Workshop Series) on February 23, 2022. She stated that staff would send information to the Board and assist interested trustees with registration.

## Item 7 Adjournment

There being no further business, Chair Hyde concluded the meeting at 1:00 p.m.