**MINUTES**

**Remote Attendance:** Kevin Hyde (Chair), Nik Patel (Vice Chair), Annie Egan, Allison Korman Shelton, Paul McElroy, Jason Barrett

**Item 1 Call to Order**

 Chair Hyde called the meeting to order at 2:50 p.m.

**Item 2 Public Comment**

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

**Item 3 Chair’s Remarks**

Chair Hyde confirmed that all trustees had submitted their annual conflict of interest disclosure forms. He reported that these had been reviewed by staff and no issues of concern were noted.

**Item 4 Consent Agenda**

 **-**June 9,2022, Governance Committee Meeting Draft Minutes

Chair Hyde asked for a MOTION to approve the above consent agenda. Trustee McElroy made a MOTION to APPROVE, and Trustee Patel SECONDED. The motion was approved unanimously by the Board.

**Item 5** **Approval of Newly Appointed Board Members for Museum of Contemporary Art (MOCA) Jacksonville, a Direct Support Organization**

Pursuant to UNF’s Regulation governing University Direct Support Organizations, the Board of Trustees shall approve all appointments to the board of a University direct support organization other than the Chair’s representative(s) and the President or President’s designee.

Caitlin Doherty, Executive Director of MOCA, presented professional background information on prospective MOCA board member Patricia McElroy. Ms. Doherty noted that the MOCA governance committee had unanimously recommened Ms. EcElroy’s appointment to the MOCA Board for a five year term. This recommendation will be considered by the full MOCA Board on November 16th.

There being no questions for Mrs. Doherty, Chair Hyde asked for a MOTION to approve Patricia McElroy’s appointment to the MOCA Board, subject to approval by the MOCA Board on November 16. Trustee McElroy made a MOTION to APPROVE, and Trustee Patel SECONDED. The motion was approved unanimously by the Board.

**Item** **6 Review of Presidential Evaluation Policy**

Vice President Stone presented proposed revisions to the Board of Trustees Presidential Evaluation Policy. She noted that the proposed revisions reflect the Governance Committee meeting discussion on June 9, 2022 and also align with President Limayem’s Employment Agreement. Vice President Stone began by noting that the proposed changes had been reviewed by President Limayem prior to bringing this item to the Committee.

Proposed changes to the Policy include:

1. Presidential goals and objectives are to be approved by July 1 (previously September 30).
2. The date for the External Peer Review has been reset to 2025, which coincides with President Limayem’s third year in office.
3. Language within the policy was updated to ensure it captures current and future BOG requirements and recommendations, such as recently enacted BOG best practice recommendations contained in the Civil Discourse Final Report.

Trustee Korman Shelton asked for clarification on the timeline of the Presidential Evaluation Policy. Vice President Stone provided the following summary:

By July 1 – Annual Goals will be established/approved by the Board

By August 1 – The President will prepare a self-evaluation that provides a high-level summary of the achievement of goals. This will be distributed to the full Board.

By September 30– The Board will meet in September to conduct its formal annual evaluation of the President and to consider the award of incentive compensation

Trustee Korman Shelton asked whether it is customary for the University President to be present during the annual Board evaluation discussion. Chair Hyde noted that in the past, the president had been invited to be present at the Board evaluation meeting should they wish to do so. President Limayem expressed his preference to be present during his evaluation to hear the Board’s feedback as he strives to take UNF to its highest level.

President Limayem further noted he would provide a comprehensive progress report on the achievement of goals at the November 17 Board meeting.

Trustee McElroy and Trustee Korman Shelton asked whether a date earlier than 2025 could be utilized for the external peer review. Vice President Stone replied that the policy allows for a peer review prior to the 3-year mark should the Board or President deem it to be beneficial to do so.

There being no further discussion, Chair Hyde asked for a MOTION to approve the changes made to the Presidential Evaluation Policy. Trustee McElroy made a MOTION to APPROVE, and Trustee Korman Shelton SECONDED. The motion was approved unanimously by the Board.

**Item 7 Importance of Board Governance to Accreditation**

Chadwick Lockley, SACSCOC Liaison, provided a detailed overview of the importance of Board Governance to Accreditation. He reviewed in detail the 9 SACSCOC principles addressing Board Governance; the 5 areas where UNF received feedback from the off-site SACSCOC Committee that UNF had not demonstrated compliance with Board Governance Principles; and he described the Board and staff’s efforts to meet all SACSCOC principles related to Board Governance. This resulted in no findings by SACSCOC. Mr. Lockley concluded his overview with a brief review of HLC Board Governance standards.

Mr. Lockley then discussed two important Board governance documents: (1) the current Board of Trustees Action Plan for Continuing Performance Improvement and (2) the University of North Florida Board Evaluation Policy, both of which were approved by the Board on January 17, 2019. He noted that with President Limayem now on Board, we would be engaging the services of an external consultant to work with the Board on the “Comprehensive Board Evaluation” as specified in the Board Evaluation Policy.

*Comprehensive Board Evaluation:*

*Every three years the Board of Trustees will conduct a comprehensive Board evaluation, including an assessment of progress in meeting goals based on the three-year action plan then in effect and development of a new Board action plan.*

1. *The Governance Committee will initiate the Board evaluation process in consultation with the President and Board Chair.*
2. *An outside consultant will guide the process, analyze the results, and facilitate retreats to share and discuss findings.*
3. *The Board and facilitator will develop a Board action plan based on the evaluation assessment results and retreat discussions. This plan will guide the work of the Board and committees for the next three years.*
4. *The evaluation process will commence in the fall and will be fully concluded by spring.*

Mr. Lockley concluded by thanking the Governance Committee for their leadership and support in assuring ongoing compliance with accreditation principles.

**Item 8 Board Assessment Survey and Board Meeting Evaluation for June 16, 2022 Board of Trustees Meeting Feedback**

Section 4 of the Southern Association of Colleges and Schools Commission on Colleges 2018 Principles of Accreditation requires governing boards to define and regularly evaluate their responsibilities and expectations as a Board. Chair Hyde noted that all board members responded to the Board Effectiveness Survey and all those in attendance at the June 16, 2022 meeting responded to the Meeting Evaluation Survey. He then reviewed feedback from both surveys.

The results were largely consistent with prior years. The June 16, 2022 Meeting Evaluation survey revealed the majority of the Board felt the issues covered were essential topics and meeting materials provided were indispensable. The majority of the Board also indicated time allotted for the board meeting was used wisely. The results showed a slight variation in the meeting focus being on operational vs. strategic issues.

The Board Assessment Survey indicated that the Board, in general, felt that it serves as a good sounding board and a thought partner to the president and that administration involves the board on high-profile issues that present a significant risk to the institution. Trustee feedback reflected trustees were satisfied with the committee makeup and that it uses them appropriately. An understanding of the institution’s business model and ensuring its adequacy for the future may warrant further discussion.

Trustee Korman Shelton noted that 2022 was a challenging year to evaluate as it was a Presidential Search year, and meeting discussions were based on such. She also noted that strategic planning had begun but shifted gears slightly with the onboarding of a new president. She asked that the above-stated items be recorded for future reference.

Trustee Korman Shelton suggested the following question be added to the survey: “Does the Board feel informed about UNF”? Vice President Stone stated that other evaluation instruments are being researched and will be shared at future meetings.

Trustee Patel agreed with Trustee Korman Shelton that 2022’s results were skewed due to the Presidential Search and coming out of COVID. He believes next year’s results will provide better clarity. He also noted that in general the results were good, and the Board is trending in the right direction.

Trustee McElroy would also like a conversation about how the Board can be more strategic. He noted it is the Board’s responsibility to lay the groundwork for the goals and the objectives and for the university staff to carry out these goals and objectives.

President Limayem thanked the committee for their input as it will serve as a guide for future discussions. A high-level discussion will be held at the November 17th Board meeting to determine how to make Board meetings more meaningful and strategic and to identify items of great consequence for the Board.

**Item 9 Committee Chairs Role and Responsibilities**

The Committee reviewed and discussed a draft document that addresses the roles and responsibilities of the Committee Chairs. Vice President Stone reminded the committee that these roles and responsibilities as well as how to assess effectiveness are part of the Board Action plan for SACSCOC accreditation.

Chair Hyde asked for a MOTION to approve the changes made to the Committee Chairs Roles and Responsibilities. Trustee McElroy made a MOTION to APPROVE, and Patel SECONDED. The motion was approved unanimously by the Board.

**Item 10 Adjournment**

Chair Hyde adjourned the meeting at 3:45.