# - MINUTES-

**Trustees Present**

Kevin Hyde (Chair), Nik Patel, Annie Egan, Alison Korman Shelton, Paul McElroy, John White

## Guest: John Gol

## Item 1 Call to Order

Chair Hyde called the meeting to order at 12:01 p.m.

Chair Hyde provided a brief update on the Presidential Search noting that the Presidential Search Committee met earlier this week (April 11) and would be engaging in initial interviews with 9 to 11 applicants on April 20 and 21. Significantly, the Board will meet on Friday, April 22, at 8:00 a.m., to review and consider a recommended slate of finalists. Chair Hyde thanked Trustee McElroy and the Search Committee for their hard work.

## 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 which included the draft January 20, 2022 Governance Committee meeting minutes. Trustee McElroy made a MOTION to APPROVE the consent agenda, and Trustee Patel SECONDED. The Committee approved the consent agenda unanimously.

## Item 4 Discussion on Board of Trustees Strategic Planning Committee

Chair Hyde reminded the Committee that based on past discussions, it appeared there was broad consensus on the benefits of establishing a Strategic Planning Committee. He noted that today’s discussion would focus on outstanding issues, such as Committee structure (committee of the whole vs. an appointed committee), whether the Committee should begin its work before or after the next president comes on board, and the broad framework of Committee activities.

**STRUCTURE:** Recognizing the importance of the University’s strategic plan, Chair Hyde recommended that the Committee be established as a Committee of the whole, with subcommittees/workgroups to be established, as needed. This will allow Board members to engage in ways that match their interests and expertise. The Governance Committee agreed with this recommendation.

**TIMING:** The Governance Committee then discussed whether the Strategic Planning Committee should begin its work now or wait for the next President to come on board. Trustee Korman Shelton recommended that the Committee begin its work now and Committee members agreed. Chair Hyde noted that with the Board’s focus on the presidential search over the next month, the Strategic Planning Committee could meet after the Board’s selection of the next President but prior to the new President starting. Trustee McElroy agreed with the suggested timing. Chair Hyde will work with the staff to identify a date for the Committee’s first meeting prior to the Board’s June Board meeting, preferably in early to mid-June.

**PROCESS:** Trustee Korman Shelton recommended that the Board engage an outside consultant with expertise in university strategic planning to lead the process. She noted that a consultant could push the discussion beyond what the Board and staff might be able to accomplish on its own and might urge the University to be more forward thinking and aspirational. She also suggested that staff contact other campuses, such as FSU, to get suggested names of consultants. Chair Hyde agreed that the Board could retain an AGB or other outside consultant to lead the process, facilitate the discussion, and keep the Committee on track. He asked the Committee to share any recommended consultants/facilitators with Vice President Stone.

The Committee then had an open discussion concerning what the Board might wish to accomplish at the first Strategic Planning Committee meeting. Trustee Patel suggested that there be a sharing of broad ideas before the meeting so that this group would have time to develop a line of thought instead of coming in with a white board. Chair Hyde asked that Committee members share any broad ideas or suggested topics with Vice President Stone in advance of the meeting.

Trustee White noted that the current strategic plan goes through 2025 and suggested that a review of the currently approved strategic plan would be the best place to start. The Board could review what is already in place, what it entails and what is lacking. Trustee McElroy stated that the current strategic plan entailed several steps in the development of the plan. He noted that it might be helpful if the Board had access to the draft plan. He suggested that the Board be mindful of leveraging the new President, the President’s cabinet and the management team to do some of the work. He suggested the Board take advantage of its subject matter experts.

Other suggestions for discussion at the first meeting included:

* The process, framework, and expected outcomes of the strategic planning process.
* Develop a plan to take inventory and assess where we are and build out to where we want to be over future time horizons.
* Assign out analysis, research information gathering to the senior staff.

Chair Hyde shared his preference that the Strategic Planning Committee meet in person to allow for an open discussion of ideas with each other and with the administration. Committee members agreed.

The Committee then reviewed the proposed Primary Responsibilities for the Strategic Planning Committee as identified in the draft document “STRATEGIC PLANNING COMMITTEE FRAMEWORK”. Following review, the Committee had no further suggested edits to the proposed Primary Responsibilities of the Committee. Chair Hyde then asked for a motion to recommend the establishment of a Strategic Planning Committee to the full Board, with the Committee structured as a Committee of the whole, with an appointed Chair and Vice Chair and with the broad committee responsibilities aligned with the Strategic Planning Committee Framework document reviewed by the Governance Committee. Trustee White made a MOTION to APPROVE, and Trustee Egan SECONDED. The Committee unanimously approved the MOTION as presented.

## Item 5 Discussion on MEDNexus

The Committee continued its discussion of MEDNexus governance. Chair Hyde asked the Committee to provide input concerning how the Governance Committee and full Board can best fulfill its governance responsibilities vis a vis MEDNexus. As examples, how often should the Committee/Board receive reports on MEDNexus, who should present these reports, and what type of information should be included in reports.

Prior to moving into its discussion of governance oversight responsibilities, several Committee members asked questions about the MEDNexus Executive Director’s reporting structure. Questions included whether the position should report to the University President as opposed to the Dean of the Coggin College of Business; how the Executive Director is evaluated, and who is responsible for assuring that goals are established and there is accountability for achievement of goals. Trustee White noted that faculty members are subject to an annual review. In this case, the review would be performed by Dean Buttimer.

Chair Hyde drew a distinction between who the Executive Director reports to and the Board’s governance oversight responsibilities. He noted that as a Board, there is one person who reports to the Board, and that’s the University President. President Chally then explained that the Executive Director reports to the Dean and through that to the Provost. The University Provost reports to the President who reports to the Board. There is a process and a chain of communication that leads to the Board. Chair Hyde noted that if the Board wanted a review of MEDNexus, it would direct that request to the President and the review would get done.

Committee members noted that there is a lack of clarity concerning MEDNexus goals. They suggested that for the Board to fulfill its governance oversight responsibilities, the Executive Director should prepare clear, articulated goals for the six months to twelve-month time frame. This should include goals related to business and community partnerships, student and faculty engagement, revenues, and funding. Committee members also asked for information about on-going community meetings and activities of MEDNexus.

Committee members agreed that articulated goals should be finalized by a specified date. These goals, which should first be discussed with the Dean, Provost, and President, should then be presented to the Board for discussion and feedback.

It was noted that MEDNexus is a University initiative and cannot isolate itself from the University. Provost Patterson confirmed that the administration will do whatever it needs to do to make MEDNexus successful. She believes that this would require the University to engage in a thoughtful strategic look at MEDNexus.

Trustee Korman Shelton noted that the discussion of a strategy for success could tie into the Board’s Strategic Planning Committee work. She suggested that a round table discussion might be beneficial. Specific topics for discussion could include: what MEDNexus should focus on; whether activities, such as the nursing simulation lab, belong in MEDNexus; whether MEDNexus should be a Center of Excellence with a focus on a specific area.

 President Chally reminded the Committee that the original Legislative Budget Request, which was approved by the Board of Trustees, the Board of Governors and the Legislature, specifically defined how appropriated monies would be spent and this included expenditures on nursing. Any variation from that plan would require Board of Governors and Legislative approval.

Chair Hyde then asked the Committee whether it believed the Board had sufficient information about the operation of MEDNexus. There was consensus that the Board did not have sufficient information about MEDNexus operations. Specific information that would be helpful to the Board includes: the spending plan, business plan, and some explanation of how the spending plan ties to the business plan/achievement of goals.

Trustee White noted that Dr. Szymanski had presented to the Board on MEDNexus during his presidency with a more detailed presentation prior to his transition to the role of Executive Director. He noted the Board was fully supportive of MEDNexus at that time and asked why these concerns were not raised then. Committee members indicated that they had hoped to gain a more clear understanding of MEDNexus short term goals and long term goals at the MEDNexus Workshop. However, the Board is still unclear about the direction of MEDNexus.

Chair Hyde suggested that he, President Chally, Provost Patterson, and Dean Buttimer meet with the Executive Director to discuss the concerns raised during this meeting and report back to the Committee.

Chair Hyde indicated that the Board needs to understand specifics concerning the direction of MEDNexus, what the deliverables are, what the goals are and find out when these can be presented. Trustee Gol reiterated that MEDNexus has plenty of potential. He believes in the concept, but noted MEDNexus needs a plan. Chair Hyde confirmed that it is not the Committee’s role to come up with a plan, but the Committee and Board can provide direction and oversight. Chair Hyde asked if the Committee was comfortable with Dr. Chally, Dr. Patterson and Chair Hyde moving forward with the meeting as outlined. The Committee confirmed it was in agreement with this as a next step.

## Item 6A Roles and Responsibilities of Board Chair

The Committee then moved to a discussion of the draft document outlining the Roles and Responsibilities of the Board Chair. Vice President Stone reminded the Committee that the document had been previously reviewed in detail by the Committee and had been shared with the Board in draft form. The current draft incorporates all recommendations from previous discussions. Chair Hyde then asked for a motion to approve. Trustee Egan made a MOTION to APPROVE the Role and Responsibilities of the Board Chair document. Trustee McElroy SECONDED. The Committee unanimously approved the motion as presented.

Chair Hyde noted that in the interest of time the Committee would defer the commencement of its discussion of a draft document outlining Roles and Responsibilities of Committee Chairs.

**Item 7 Presidential Orientation and Onboarding**

Chair Hyde noted that as the Board selects its next President, the Board will play a key role in the orientation and onboarding of a new President. This will be an item for discussion by the full Board. Vice President Stone noted that the staff will share resources that may be helpful to the Board. Chair Hyde shared that the Board would have an hour with our executive search firm at the next full Board meeting and will have other opportunities to discuss onboarding with the executive search firm. Trustee Korman Shelton asked if the Committee could also review and discuss the orientation process for new trustees, noting that new trustees will be joining the Board. Chair Hyde confirmed that trustee orientation is absolutely the purview of this Committee.

Chair Hyde then reminded the Committee of upcoming meetings:

Academic and Student Affairs/Finance and Facilities Committee meetings - Monday, April 18

President Search Committee meeting to consider finalists - Friday, April 22

Board of Trustees Quarterly meeting - Wednesday, April 27

## Item 8 **Adjournment**

There being no further business, Chair Hyde concluded the meeting at 1:10 p.m.