# MINUTES

**Trustees Present:** Kevin Hyde (Chair), Jason Barrett, John Gol, Nik Patel

**Remote Attendance:** Tom Bryan, Jill Davis, Annie Egan, Ali Korman Shelton, Paul McElroy (Vice-Chair)

**Trustees Absent:** Chris Lazzara (excused), Nathaniel Rodefer (excused), John White (excused)

**Item 1 Call to Order**

Chair Hyde called the meeting to order at 12:00 pm.

**Item 2 Public Comment**

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

**Item 3 Academic Departmental Guidelines**

Chair Hyde introduced Justin Sorrell, Senior Associate General Counsel, to present academic departmental guidelines requiring Board ratification.

Mr. Sorrell reported that the UNF BOT-UFF Collective Bargaining Agreement allows academic departments to develop Guidelines to assist in applying University criteria governing annual performance evaluations, tenure, and promotions.  The guidelines go through multiple levels of review and approval: department, Chair, Dean, and Provost.  The final step is ratification by both the UFF and the Board.

Recently, three sets of revised Guidelines have been approved internally through the process.  The UFF has already ratified each of these revised Guidelines, so the last step is Board of Trustees' review and ratification.

Mr. Sorrell provided the following summary to the Board:

### 3A. Biology:

Slight revision of the Guidelines to align with Department Bylaws (which govern how business within the department is run). Tenured or tenure track candidates applying for promotion are expected to present a public research seminar. A public vetting session will be held for both lecturers and tenured/tenure track candidates who are applying for promotion, at which questions of the dossier will be asked. Questions must be submitted to the committee chair 24 hours prior to the vetting session. During the vetting session, submitted questions deemed appropriate will be asked of the candidates by the committee chair. Follow-up questions, related to the answer, can be asked by any faculty member in attendance.  **UFF vote of faculty-at-large: 118 approve, 2 disapprove.**

### 3B. Exceptional, Deaf, and Interpreter Education:

This Department previously did not have Guidelines for promotion and tenure.   They have now created a set of Guidelines addressing those matters.  In addition, they have updated their Evaluation Guidelines that the Board of Trustees previously approved in April 2020.  The revisions to the Evaluation Guidelines streamline it and reduce repetition. **UFF vote of faculty-at-large: 119 approve, 1 disapprove**

### 3C. Public Health:

Slight revision to existing Guidelines to align with CBA.  It struck the following sentence: "Note: Activities that result in banked credits, overload payments or stipends should not be awarded points." **UFF vote of faculty-at-large: 118 approve, 1 disapprove**

Chair Hyde asked if there were any additional questions or comments. There being none, Chair Hyde asked for a motion to ratify all departmental Guidelines. Trustee Patel made a MOTION; Trustee Gol SECONDED the motion. The Board unanimously APPROVED the motion.

**Item 4 Approval of Conferral of Tenure for Dr. Kaveri Subrahmanyam, New Dean of the College of Arts and Sciences (COAS)**

Chair Hyde introduced Provost Karen Patterson to present the request for approval of tenure for Dr. Kaveri Subrahmanyam, who was recently hired as Dean of the College of Arts and Sciences. Dr. Subrahmanyam’s home department will be Psychology. Her start date is July 25, 2022.

Provost Patterson reported that Dr. Subrahmanyam previously worked at California State University in Los Angeles as a tenured, full professor and associate dean of the College of Natural & Social Sciences (NSS). Dr. Subrahmanyam received her doctorate in psychology from the University of California, Los Angeles, master’s degree in psychology from both the University of California, Los Angeles and the University of Mysore in India, and a bachelor’s degree in psychology from Women’s Christian College, University of Madras, India.

For tenure, the process reviews a candidate’s qualifications in the areas of teaching, research and service. Dr. Subrahmanyam has a robust research agenda and is internationally known. Dr. Subrahmanyam’s primary academic research areas include youth and digital media as well as dual language learning. Dr. Subrahmanyam has published impactful research articles and book chapters on youth and digital media.

As part of the process, the faculty in the home department (Psychology) reviewed Dr. Subrahmanyam’s candidacy for tenure and voted unanimously to recommend tenure.

Chair Hyde asked for a motion to approve tenure for Dr. Subrahmanyam. Trustee Patel made a MOTION; Trustee Gol SECONDED the motion. Chair Hyde asked if there were any additional questions or comments for Provost Patterson. There being none, the Board unanimously APPROVED the motion.

## Item 5 Budget Workshop - Discussion of FY 2022 – 2023 Proposed UNF Budget/Budget Scenarios

Interim President Chally stated the budget process was a challenging responsibility but a great opportunity to work with Vice President Bennett to make the most out of UNF’s resources. High priority items were identified early, starting with the employees. All state employees were given a 5% increase, except universities and colleges, so funding has been set aside for across-the-board raises. The remaining areas of focus include growth, student success, mental health, diversity and inclusion, and information technology (IT).

Vice President Bennett presented a summary of the Education & General (E&G) budget. From the state perspective, UNF received additional allocations of $2.5M in operational support, $3.5M for Nursing, and $17M for deferred maintenance. There were no PECO funds allocated for capital projects this year. The state shifted performance funding from recurring dollars to non-recurring last year, and that will continue with an approximate $13M allocation in non-recurring funds.

Vice President Bennett stated the budget also includes an estimated $30M in carry forward funds. An approximate spend of those funds will be presented, and the Board will approve the final carry forward budget in August.

Trustee Patel and Trustee Korman had questions regarding MedNexus funding. Vice President Bennett stated there is no additional funding for MedNexus this year, their funding is a base recurring budget. Interim President Chally added that they received $3M last fiscal year which included $1M in scholarships, $1M for faculty, and $1M for operations. Trustee Korman asked if any of those funds can be redirected. Vice President Bennett stated the recurring budget they received last year must be used for these items. If a request to change the scholarships or faculty lines is made, it would have to go back to the Board of Governors for approval.

Vice President Bennett continued with the budget summary stating it does not include Foundation funds, Grants, PECO or Direct Support Operations (DSO) funds. Those budgets will be presented for approval at the Finance & Facilities Committee and full Board meetings in June. A high-level explanation of the budget process was provided, beginning with setting the budget calendar in February which is driven by Board dates. Each division has their own process and prioritizes their requests, then submits a complete budget to the A&F Office of Budget and Planning. All budget requests are reviewed by executive staff, the president, and other key administrators to make a final determination of all asks, starting with high priorities and working down.

Vice President Bennett recapped the budget priorities: employees, growth, student success, mental health, diversity and inclusion, and IT, with the primary focus on student success. He then discussed some of the budget highlights. There are no increases to tuition and fees. $500K will be set aside for a proposed 5% across-the-board raise for all staff. Lowest paid employees will increase to $12.08 per hour, higher than the State required minimum wage which goes up to $11 per hour in October. Funding for the areas of enrollment, admissions, financial aid, and marketing is set aside to promote growth. The National Tuition Waiver program goes in to affect this year and will require additional marketing to include this program. 10+ new positions, 5 being faculty positions, are being added with additional money to other areas for salary shortfalls. $8M has been set aside for numerous renovation and construction projects and $17M for deferred maintenance from the State appropriation.

A comparison of FY22 and FY23 operating budgets was presented reflecting the FY22 base budget at $202M. FY23 has an added $3.4M for nursing education and $2.5M in operational support. The overall E&G budget totals just under $208M, which also includes the $12.9M non-recurring dollars in performance funding.

Vice President Bennett then reviewed the allocation process and stated all active positions, vacant or filled are funded. Approximately 70-75% of the E&G budget is allocated for salaries and benefits, and another 4-5% for plant operations. Funds set aside last year for enrollment shortfalls will also be available to allocate for other needs in FY23.

Vice President Bennett shared the new recurring allocations stating that it is being determined how all of the $3.4M for nursing will be appropriated, but the need for a biology position is being addressed. All nursing students require biology courses and UNF doesn’t have enough professors in this subject. Adding a faculty position in biology will help alleviate the demand. Interim President Chally stated she spoke with Chancellor Marshall Criser, and he was supportive of this. $169K of the nursing funds will also be allocated for the 5% increases.

Other needs being funded from recurring dollars, aside from the raises, includes software maintenance and support, reserves for the new president and Marketing & Communications, and promotion and tenure faculty increases. New positions and salary dollars to address additional staffing and equity and retention issues with existing staff in several areas that have a need will also be funded. Various college faculty positions are approved, and two of those include faculty lines for the Fintech Program in Coggin College of Business and College of Computing, Construction and Engineering.

Vice President Bennett reviewed the $12.9M in non-recurring allocations. The larger distributions will go to adjunct and faculty overloads, visiting professors, start-up costs for new faculty, research grants, library expenses, currency funds for new replacement computers, enrollment shortfalls, and downtown associated dollars for contractual rent and technology. Administrators returning to faculty or taking sabbaticals will also be funded. Additional allocations were discussed for various other needs.

Vice President Bennett reviewed the $30M in carry forward allocations and stated that 7% of this money is required by Florida State Statutes to put in reserves, leaving a balance of $15.5M. The large allocations being funded are outside counsel services, public safety, Transformational Learning Opportunities (TLO’s) for students, financial aid to increase presidential scholarships, network infrastructure, and Workday enterprise management system to replace the existing system. Minor projects and the Master Plan for major projects started this year will also be funded. This includes the initiative to move Enrollment Services areas from Hicks Hall to central campus, and corresponding departments to other areas around campus. The employee and dependent scholarships will also continue to be funded.

A FY23 operating budget of all funds was shared by Vice President Bennett. He stated UNF’s total budget which includes E&G, Auxiliary, C&G and Local funds is at $350M. The Board is slated to approve the final budget in June, including DSO budgets. The carry forward budget will be up for approval in August after final numbers are in.

Chair Hyde invited Dr. Richard Buttimer, Dean of Coggin College of Business, to address UNF’s move from downtown Jacksonville’s Barnett Building. The downtown facility housed the Center for Entrepreneurship and Innovation (CEI) and held evening courses to cater to the working professional. Dean Buttimer cited two deciding factors in the decision to move from the downtown facility.

One factor of the move was student-based. There is currently a very low number of students attending classes on-site, with the number in the single digits. Faculty reported that the majority of the students attend online versus in-person classes making it hard to financially justify holding in-person classes. In addition, due to space and time restrictions, only 16 classes per semester can be offered to graduate students. With these limitations, the student body's footprint cannot expand at this location. Female students also stated that they feel unsafe leaving the space late in the evening.

A secondary factor of the move was based on the Center for Entrepreneurship and Innovation (CEI). CEI no longer wishes to be housed in the downtown location as it is difficult for potential students of the CEI to access the physical location. The Center for Entrepreneurship and Innovation will move to UNF facilities at the Deerwood Center and on campus. Dean Buttimer is working towards moving CEI into a partnership with Coggin College of Business.

Dean Buttimer indicated the downtown facility will hold continuing education courses. In addition, two UNF entities, OneJax and the Institute for the Study of Race and Ethnic Relations, whose work is involved with the downtown area, will be moving into this space.

Dean Buttimer asked if there were any questions regarding his presentation. Trustee Korman Shelton posed the question of safety for those attending continuing education classes in the downtown location. Dean Buttimer responded by stating that continuing education classes can take place earlier in the day instead of graduate courses, which typically occur later in the evening. He expects that no continuing education classes will take place after 5:00 pm.

Chair Hyde asked about the lease term for the downtown location. Vice President, Scott Bennett stated that they are in the fourth year of a five-year lease with the option for two five-year extensions.

Trustee McElroy noted concerns that City Hall, local government, and the downtown Jacksonville community may feel the impact of the move. Dean Buttimer confirmed that the move had been discussed with various entities.

Board members had concerns about the execution of these departmental moves to and from downtown and the lack of information provided prior to these taking place. Dean Buttimer stated he approached the CCB Advisory Board about these and received a unanimous vote for the plan and apologized for not providing information for Board of Trustee members to discuss in advance.

## Item 6 Approval of Employment Agreement for president-elect Dr. Limayem

Following a national search, on May 16, 2022, the Board unanimously selected Dr. Moez Limayem as the next president of the University of North Florida, subject to confirmation by the Florida Board of Governors at their June 29-30, 2022 meeting. Chair Hyde reminded the Board they had authorized him to enter into negotiations with Dr. Limayem on May 16, 2022, immediately following the Board’s selection of Dr. Limayem as president-elect. He reported that the terms described in the proposed Employment Agreement were the result of negotiations with Dr. Limayem and were in line with presidential contracts within the SUS, all of which were subject to review by counsel for the Board of Governors.

Chair Hyde then presented the negotiated Employment Agreement for president-elect Limayem to the Board for its consideration.

Vice President Stone confirmed that the proposed contract had been reviewed by Ms. Shirley, General Counsel, Florida Board of Governors, to confirm compliance with state law as required by Florida Board of Governors Regulation 1.002.

Chair Hyde noted that the contract term, post-presidency, community service, annual goals and evaluations, base salary, deferred compensation, incentive compensation, automobile allowance, relocation expenses, annual physical, social club memberships, and housing allowance provisions are consistent with other SUS presidential contracts and within the parameters previously set by the Board. He noted that the relocation expense is a one-time expenditure.

**Contract Term**

The contract term for the President will be a five-year term, with a start date of August 1, 2022.

**Post -Presidency**

Dr. Limayem will be eligible for a two-semester professional development period at 81% of his base salary. Following his presidency, Dr. Limayem will return to faculty in the Coggin College of Business at a salary equal to the highest paid full-time faculty member. Dr. Limayem will forfeit any monies received during his professional development leave if he does not return to the faculty for at least two semesters. Per Dean Richard Buttimer, the Coggin College of Business has already agreed to approve Dr. Limayem’s tenure.

 **Community Service**

 Dr. Limayem may engage in community, charitable and civic activities as well as two corporate (for-profit) boards. Dr. Limayem retains all compensation received from Board service. Chair Hyde stated that he is unaware if Dr. Limayem is currently sitting on any corporate boards.

 **Annual Goals and Evaluation**

Annual goals are to be established by July 1st of each year, with the exception of 2022. Annual self-appraisal and Board evaluation process will begin July 1 with Dr. Limayem’s preparation of a self-approval and the Board’s evaluation following.

 **Base Salary**

The base salary for Dr. Limayem will be $500,000 for each year of the contract. Unlike past contracts, there is no guarantee of a base salary increase. Salary increases will be subject to annual review and adjustment upward by the Board. Dr. Limayem’s base salary takes into account that his current institution has increased his salary to $500,000 effective July 1, 2022, in an effort to retain him. He has declined the offer to pursue the presidency at UNF.

**Deferred Compensation**

Dr. Limayem’s deferred compensation is 20% of his annual base salary. This is consistent with that paid to other SUS Presidents. Chair Hyde noted that the Deferred Compensation is “entirely forfeited if the President were to voluntarily resign prior to the end of the initial contract term [5 years] or in the event the President were terminated for cause.”

**Incentive Compensation**

Incentive Compensation for Dr. Limayem is up to $100 000 per year based “on the Board’s evaluation, at its sole discretion, of Dr. Limayem’s achievement of written goals and objectives mutually agreed upon by Dr. Limayem and the Board for that year. Dr. Limayem must be employed on July 1st of each year (other than 2022) to be eligible for any incentive compensation for the prior 12-month period.”

Miscellaneous terms of the Employment Agreement include an automobile allowance of $2000 per month, one-time relocation expenses of $60,000, up to $5000 annually for an executive physical to pay for any expenses not covered by insurance, a housing allowance of $60,000 annually (unless UNF builds a President’s house), and a social membership to include the River Club only at this point. The possibility of other memberships may be explored and approved at the Board Chair’s discretion.

Additionally, the agreement includes a general cooperation clause to assure that Dr. Limayem will cooperate fully in an investigation or inquiry by the Board of Governors both during and following his employment as UNF president.

The Board then discussed the timing of goals setting and the annual evaluation process. It was determined that the contract would remain as written with the agreement that the Board will put in place policies and procedures that will direct the development of goals in a timely matter so that other than the first contract year, goals go into effect on July 1 of each year.

Chair Hyde asked for a motion to approve the proposed Employment Agreement as written with the understanding that the Board will put in place a policy that will direct the development of goals in a timely matter so that they go into effect by July 1 of each year. Trustee McElroy made a MOTION; Trustee Patel SECONDED the motion. Chair Hyde asked if there were any additional questions or comments.

Karen Stone noted there is a Presidential Evaluation Policy that addresses the timing and process for annual goals setting and the evaluation process. This policy will be discussed at the next Governance Committee meeting to determine any proposed changes to the current Policy. With no further questions or comments, the Board unanimously APPROVED the motion.

## Item 7 Adjournment

The meeting was adjourned at 2:30 pm