# MINUTES

**Members Present:** Kevin Hyde (Chair), Nik Patel, Paul McElroy, John Gol, Annie Egan

**Members Absent:** Allison Korman Shelton

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| **Item 1** | **Call to Order**  Chair Hyde recognized a quorum and called the meeting to order at 2:15 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** | **Consent Agenda**  -Draft June 12, 2023, Governance Committee Meeting Minutes  Chair Hyde asked for a MOTION to approve the above consent agenda. Trustee McElroy made a MOTION to APPROVE, and Trustee Gol SECONDED. The consent agenda was approved unanimously by the committee. |
| **Item 4** | Approval of Newly Appointed and Reappointed Board Memberfor MOCA Jacksonville, a UNF Direct Support Organization (DSOs) Caitlin Doherty, Executive Director of MOCA, presented two new potential board members who have both been unanimously recommended by MOCA’s governance committee, as well as MOCA’s Board of Trustees. Ms. Doherty noted the first proposed member, Emily Sullivan, is historic, as it is the first presentation of a UNF student board member to sit on MOCA’s board. Ms. Sullivan will serve a one-year term with the opportunity of renewal and have full voting rights. Ms. Sullivan will sit on the education committee and will be a liaison to the 17,000 UNF student voices. Emily Sullivan is a distinguished leader in the UNF community, as well as a stellar academic student.  The second proposed member is Kevin Calloway, an entrepreneur based in the world of tech enterprise and software development in Jacksonville, FL. Mr. Calloway is an art collector and the founder and leader of two local galleries.  Chair Hyde offered the opportunity for questions and noted he is excited about the student representation on the MOCA Board. Trustee Grosso shared his excitement and support about the opportunity for his colleague, Emily Sullivan, as the two work closely together in UNF Student Government. Additionally, Chair Hyde stated he is thrilled about the second candidate, Kevin Calloway, as this is someone who will bring real practical experience in the art world to the community.  Chair Hyde asked for a MOTION to approve the two proposed members. Trustee McElroy made a MOTION to APPROVE, and Trustee Gol SECONDED. The motion was approved unanimously by the committee.  Ms. Doherty provided a brief update to MOCA’s 100th Anniversary project. From a curatorial perspective, she is delighted to share that Frank Stella, the foremost contemporary sculptor working in America today, has agreed to create a new piece of sculpture for MOCA’s atrium. The piece is called *Jacksonville Stacked Stars* and will help position MOCA in the contemporary art world. Additionally, Raphael Lazano Hammer, media-based artist, will create a new piece of immersive tech-based art to bring the Jacksonville community into the work itself, as they experience the space. Another exhibition that will be presented is *A Walk on the Wild Side: ‘70s New York in the Norman E. Fisher Collection,* which in the past, has not been fully researched. Over the past year, UNF students have been selected, in collaboration with the Provost’s office, for paid fellowships offered by MOCA. This presents the opportunity for students to gain hands-on research skills. Next, Ms. Doherty highlighted that MOCA’s education department is working to ensure several points of access for all audiences, including lectures, seminars, movie series, family block parties, and more. MOCA is underway in seeking accreditation with the American Alliance of Museums and has already received approval of their core documents, which will put MOCA in the elite amongst museums in the U.S. Ms. Doherty highlighted MOCA’s history will be shared as the second-only contemporary art museum in the country. With UNF’s support, MOCA has launched a website, which has increased visitors and access. MOCA’s visitor data reflects the most recent census data from Jacksonville, showing the reflectiveness of the community. |
| **Item 5** | **Review of Resolution on Presidential Authority**  Ms. Robyn Blank, Associate Vice President and Chief Compliance and Ethics Officer, presented the revisions to the UNF resolution on presidential authority. Per the 2023-2026 Board of Trustee Action Plan for Continuing Performance Improvement, the Resolution on Presidential Authority will be reviewed every other year or as needed.  Ms. Blank shared the revisions are a result of a benchmarking project that sought to align UNF’s resolution with all aspects of BOG regulation 1.001, which was recently amended, and identify commonalities in other Florida SUS Institutions resolutions. Clauses were updated to align with the current BOG regulation and to clarify any powers that were not listed are intended to reside with the Board. Ms. Blank stated the removal of the corporate secretary designation for the President is consistent with changes to the BOG regulation. Additionally, day-to-day operations authority and execution of documents authority was added, though probably implied. Ms. Blank noted there were three additions pursuant to new statutes that were passed at the most recent legislative sessions: post-tenure review, obligation to report on the performance of executive staff, and reporting bonuses for SUS employees. A line item was added for financial controls provision, as it is present in multiple other SUS resolutions. Throughout, references to UNF Board, BOT, or Board of Trustees were changed for consistency with other minor technical clean-ups.  Ms. Blank shared these changes have been reviewed by the President, the General Counsel, the Vice President of Administration and Finance, and the Chair of the Audit and Compliance Committee.  With no further discussion, Chair Hyde asked for a MOTION to approve the resolution on presidential authority. Trustee Egan made a MOTION to APPROVE and Trustee McElroy SECONDED. The committee unanimously approved the motion. |
| **Item 6** | **Update on Strategic Plan Implementation and Monitoring Committee by Vice President Eason**  Paul Eason, Vice President of Strategy and Innovation, shared that this committee plans to meet semi-annually due to the lagging key performance indicators. President Limayem added that his team is finalizing a dashboard that will be available to track live progress toward the implementation of the strategic plan. |
| **Item 7** | **Review of Governance Committee and Board of Trustees Annual Work Plan**  Karen Stone, Vice President and General Counsel, presented the Governance Committee's annual work plan. VP Stone explained this will provide a holistic look at the entire year, per the 2023-2026 Board of Trustee Action Plan for Continuing Performance Improvement. The annual work plan for each committee will outline anticipated action items and discussion and information items. It will also provide a general idea of the sequence of items throughout the progression of the annual cycle.  The committee had an open discussion of topics for future committee meetings. Chair Hyde noted the importance of Board orientation and the acclimation of new Board members. Additionally, he also suggested further discussion on Board engagement, as well as incorporating the ideas from Association of Governing Boards (AGB). VP Stone agreed with Chair Hyde and noted the governance committee is not generally focused on action items; thus, it is important to review the bylaws, committee’s charter and receive feedback from the Board. VP Stone shared that President Limayem has done an exceptional job scheduling one-on-one meetings with Board members to further personalized engagement. Further into the future Trustee McElroy suggested having a conversation on future-oriented planning: anticipating the future landscape of higher education and aligning with risk management strategies. This will prepare UNF for what is to come and can be put together with risk management.  VP Stone shared the UNF full Board work plan, which provides a roadmap for the year. She noted this is more speculative, however, it is beneficial to look ahead at the items. There are items that will be tentative and contingent on varying factors. President Limayem added that he would like to include a round table discussion to give the Board an opportunity to discuss matters not specifically on the agenda but that are important to the trustees and relevant to the university’s mission and strategic priorities.  VP Stone asked the committee to consider their preference to have all committee meetings in one day or to continue having committee meetings on two days. Trustee McElroy shared he thinks the work plans are fantastic and will be extraordinarily helpful in planning. |
| **Item 8** | **Adjournment**  With no further business to discuss, Chair Hyde adjourned the meeting at 2:49 p.m. |