**MINUTES**

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

**Trustees Absent:** Paul McElroy (excused)

**Item 1 Call to Order**

 Chair Hyde called the meeting to order at 12:27 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**

 **-**November 3,2022 Governance Committee Meeting Draft Minutes

-Annual Review of the Governance Committee Charter

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

**Item 4** **Approval of 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, will present this item.

Caitlin Doherty, Executive Director of MOCA, presented professional background information on prospective MOCA board members Laura Schepis and Kip Stasma. Ms. Doherty noted that the MOCA governance committee had unanimously recommended Ms. Schepis and Mr. Stasma’s appointments to the MOCA Board for a five-year term. This recommendation will be considered by the full MOCA Board on March 1st. The appointments will be brought to the full UNF Board of Trustees as part of the consent agenda on April 27th.

There being no questions for Ms. Doherty, Chair Hyde asked for a MOTION to approve Laura Schepis and Kip Stasma’s appointments to the MOCA Board, subject to approval by the MOCA Board on March 1. Trustee Egan made a MOTION to APPROVE, and Trustee Barrett SECONDED. The motion was approved unanimously by the committee.

**Item 5 AGB Consultancy**

Dr. Carol Cartwright, Senior Consultant and Senior Fellow of AGB Consulting, joined virtually to discuss AGB’s engagement and scope of work, including the assessment of the current Board Action Plan and the development of a new Board Action Plan, and the facilitation of workshops for enhanced Board effectiveness and strategize best practices. Dr. Cartwright will attend the February 27th and April 27th quarterly Board of Trustees meetings in person. In preparation for the February 27th Board meeting, trustees will receive an electronic copy of the Trusteeship Magazine article entitled “What Kind of Board Member Are You,” along with an overview of the workshop session.

**Item 6 Adjournment**

 Chair Hyde adjourned the meeting at 12:42 p.m.