**MINUTES**

**Trustees Present:** Kevin Hyde (Chair)**,** Mike Binder**,** Jill Davis, Annie Egan, John Gol, Chris Lazzara, Allison Korman Shelton, Steve Moore, Nik Patel, Nathaniel Rodefer

**Trustees Absent:** Paul McElroy (excused), Jason Barrett (excused)

**Special Attendance:** Governor Aubrey Edge

## Item 1 Call to Order

 Chair Hyde called the meeting to order at 8:34 a.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 College of Education and Human Service (COEHS): Partnering to Make the World a Better Place

Dr. Jennifer Kane, interim Dean of COEHS, introduced the following presenters to speak about three unique programs at UNF.

Dr. Debbie Reed, Associate Instructor of Exceptional, Deaf, and Interpreter Education, spoke regarding the On Campus Transition Program. On Campus Transition provides students with intellectual and developmental disabilities, who are not on campus to earn college-level credit, the opportunity to gain valuable academic and job readiness skills by being on campus engaged with UNF students, faculty, and staff.

John Pitocchelli, Project SEARCH Skills Trainer, spoke about Project SEARCH, a business-led, one-year High School to work transition program for students with intellectual and developmental disabilities. Project SEARCH student interns participate in on-campus internships at UNF and collaborate with DCPS, UNF, Vocational Rehabilitation, and Progressive Abilities Support Services. Mr. Pitocchelli introduced Dillon Sweat, a participant in Project Search. Mr. Sweat spoke about the importance of Project SEARCH and how it has helped build his confidence while working in UNF’s Physical Facilities department. Mr. Sweat fielded questions from President Limayem and the trustees.

Dr. Tara Rowe, Associate Director of Student Accessibility Services/THRIVE Director, presented an overview of the UNF THRIVE program. The THRIVE program provides ASD degree-seeking students with supplemental support in four critical areas that will help them become successful both at UNF and in their future endeavors after graduation. Dr. Rowe introduced student speaker Victor Sherline to speak about his experiences with THRIVE. Mr. Sherline spoke about THRIVE’s impact on him to date. Mr. Sherline fielded questions from President Limayem and the trustees.

Dr. Jennifer Kane gave an overview of the newly created Veterans to Teachers program. Veterans to Teachers assists Veterans who wish to transition to the classroom with the skills needed to be successful as a teacher.

## Item 4 Chair’s Remarks and Introduction of Aubrey Edge, Florida Board of Governors member

Chair Hyde introduced Mr. Aubrey Edge, a member of the Florida Board of Governors. Governor Edge thanked Dr. Kane for her work in COEHS and noted that her goals for COEHS match that of the state’s goals; educating students for their best future. Governor Edge reminded the Board that their work is worthwhile and encouraged them to step up to the moment and get involved; now is the time to redefine UNF. Governor Edge fielded questions from the Board members about SUS metrics, goals for the Board, and the Board of Governor’s view of the UNF BOT.

## Item 5 Workshop with Dr. Cartwright

Dr. Carol Cartwright, Senior Consultant and Senior Fellow of AGB Consulting, lead the first of two in-person workshops to take the Board to the next strategic level. Dr. Cartwright began with a welcome, an introduction of herself, and goals for the workshop. She noted she had reviewed the Board’s current Board Action Plan as well as bylaws and other documents and stated they are well done and well documented. Dr. Cartwright spoke about the intrinsic challenges of an effective Board. Some of these challenges include powerful personalities with personal priorities, limited time and episodic engagement.

To build a strategic Board, Dr. Cartwright addressed the following points:

* Roles and Responsibilities of Board members
	+ Members must be genuinely strategic, not managerial, and protect and enhance institutional assets.
	+ They must focus on primary institutional assets: mission, vision, and strategy; character and quality of programs; organizational sustainability; and presidential leadership
	+ Members must address strategic questions.
* The primary role of the Board is that:
	+ Board members are thought leaders.
	+ Board members are agenda-setters.
	+ Board members are interpreters.
* Characteristics of High-Performing Boards include:
	+ Engaged and informed Board members—members understand and respect differences between governance and management.
	+ Board members support Presidential leadership—members build a partnership around the distinct roles of the board and the president.
	+ Members balance advocacy and oversight—members serve as ambassadors while ensuring accountability.

During the next portion of the workshop, Dr. Cartwright addressed the individual contributions to the effectiveness of the Board. Dr. Cartwright drew upon AGB’s publication, “Principles of Trusteeship”, which looks at each of the below categories from the perspective of the individuals’ roles as fiduciaries, as members of the collective team that is the full board, and as individual contributors. Within each category are three subtopics. Along with each subtopic, Dr. Cartwright posed questions to the Board for self-reflection. The categories, subtopics, and questions are below:

* Understanding Governance
	+ Embracing the full scope of your responsibilities as a board member.
		- What expertise do you bring to the board?
		- What is your level of engagement during meetings?
		- What is expected of you as a board member?
		- What do you expect of your colleagues on the board?
		- How well does the board function?
	+ Respect the difference between the board’s role and the administration’s role.
		- What knowledge and skills do you have as an individual that can be helpful to administration?
		- How do you as a Board interact with the administration?
		- How does shared governance work?
	+ Be an ambassador for your institution and higher education
		- How do you advocate for the institution?
		- How do you help the president gain access to community leaders that support the university?
		- What do you know about what constituents think about the University of North Florida?
		- How does the board look from different points of view?
		- How would you respond if a constituent approached you about a sensitive subject?
		- Have you had the opportunity to speak on higher education?
* Lead By Example
	+ Conduct yourself with impeccable integrity
		- Do you have personal or professional relationships that could interfere with your ability to make a decision?
		- What organizational information is appropriate to share?
		- To whom are you accountable as a board member?
		- Are there others to whom you feel accountable?
	+ Think independently and act collectively
* To what extent does your board allow robust discussion?
* Are you pushing yourself to do more?
* How open is the board to dissenting opinions?
* What happens when there are disagreements? How are they sorted out?
	+ Champion justice, equity, and inclusion
		- How well does the board composition reflect your community?
		- Are there perspectives that are missing?
		- How does the institution make a safe environment for students?
		- To what extent is the board thinking about the impact when making decisions?
		- Are you measuring impact and student success?
* Think strategically
	+ Learn about your institution’s mission, constituents, culture, and context.
		- What is going on in the larger landscape, and will it affect us?
		- What is important when creating a new strategic plan?
		- What about your board service is similar to your day job?
		- How has higher education changed since you were a student?
		- How is higher education different than your industry?
		- Do you have adequate information to be an effective board member?
	+ Focus on what matters most to the institution’s long-term sustainability.
		- Not only are you sustaining but are you enhancing the university?
		- Are you making decisions relevant in a changing world?
		- What are the trends?
		- What will make your university relevant for the next generation?
		- What is your comfort level about bringing on change?
		- What are your greatest challenges?
	+ Ask insightful questions and listen with an open mind
		- Make these questions better!
		- Is it legal?
		- Is our budget balanced?
		- Can we afford it?
		- How open are you to having your ideas challenged?
		- What assumptions do you bring to this work?
		- How do I as a board member build on the work that is coming forward?

After reviewing the nine principles of Trusteeship, Dr. Cartwright divided the group into three break-out groups, which included Trustees, the President, and Vice Presidents. Six case studies were presented that facilitated discussion regarding Board members roles and responsibilities that contribute to the overall effectiveness of the full board. Trustees assessed each case study by applying best practices as university fiduciaries. These items included but were not limited to; asking deeper insightful questions, embracing the scope and responsibility of the board, assessing trends and the implementation of decisions based on authority.

A second break-out session was used to develop a greater understanding and practice strategic thinking. Dr. Cartwright posed the following questions:

* Who are we as an institution?
* What do we need to do as an institution?
* How are we going to promote ourselves?
* How are we going to promote a sense of identity?
* What are items in the landscape of higher education? How will they impact you?

The break-out groups discussed the challenges they foresee in UNF’s landscape and how they will impact the University. A few of the challenges noted included technology, everchanging job requirements, financial strain, and the political landscape. Determination of UNF’s presence, both regional and national, and a need for a clear sense of identity were also discussed. It was noted that the challenges tend to limit the Board’s ability to pursue its mission and create a consistent vision.

Lastly, Dr. Cartwright asked the group to share major take-aways from the workshop. Support of the president, trustee engagement, strategic thinking and recognizing member responsibilities were major takeaways in addition to the insightful information on best practices for Board effectiveness provided by Dr. Cartwright.

Dr. Cartwright will return for a second in-person workshop on April 27, 2023. She will use the findings of the initial workshop and Trustee interviews to draft the new board action plan.

## Item 6 Strategic Plan Update

Co-chairs of the Strategic Planning Task Force, Dr. John Kantner and Dr. Chitra Balasubramanian, along with President Limayem, discussed the progress on strategic planning. Dr. Balasubramanian began by reminding the Board of the task force’s charge of reviewing the 2019 materials, revisiting and revising, if needed, the current mission and vision, identifying institutional aspirations, defining strategic priorities, goals, and metrics, and identifying key strategies and initiatives. She reviewed the preliminary results of a recent survey, including faculty, staff, students, and community members, two town hall meetings for faculty and staff, and focus group meetings with internal and external constituents. Dr. Kantner thanked Dr. Amanda Kulp and her team in the office of Institutional Excellence for culminating the summary of responses for the survey.

Dr. Kantner reviewed the following four themes that presented themselves from the survey:

* What does UNF do best?
	+ Academic programs
	+ Small class sizes, community feel
	+ Quality faculty and staff
	+ Student Engagement/ experiences
* What is distinctive about UNF?
	+ Small class sizes, community feel
	+ Campus aesthetics/location
	+ Student engagement/ experiences
* What is your vision of UNF’s future?
	+ Premier institution/ reputation
	+ Robust academic programs/research
	+ Community/industry relationships
* What should UNF’s impact be locally/globally?
	+ Community/industry engagement
	+ High-profile academics/research
	+ Student engagement/experiences

With the data collected, the task force is close to finalizing some notions around revising UNF’s mission and vision statement. The revised mission and vision will be brought to the Board for consideration, revision, and input.

Trustee Korman Shelton asked if the team feels empowered and able to think outside the box for the groundwork of the strategic plan. Dr. Kantner stated that he did indeed feel very empowered and noted that very innovative ideas would be presented.

Trustee Lazzara asked if there were any surprising or unique findings from the survey. Dr. Kantner and Dr. Balasubramanian stated the items they found surprising or unique regarding the survey results, which included UNF’s presence in the Northeast region, aspirational goals, and meeting the demands of all learners.

Trustee Egan asked how confident the team felt that the survey results reflected the actual opinions of the constituents. Dr. Limayem noted that the survey is a very small piece of the data collection. He reminded the Board that the data collection also includes town hall meetings and multiple focus group meetings. Additional town halls, surveys, and outside business leader meetings are planned as the strategic plan continues.

## Item 7 Overview and Demonstration of ChatGPT

Trustee Nik Patel and Vice President Brian Verkamp provided an overview of ChatGPT. They noted that it reached 100 million users in under two months, faster than any other application and that this form of AI is not going away. Vice President Verkamp ran three live scenarios in ChatGPT to show a few of its capabilities. Vice President and Trustee Patel fielded questions from Trustees regarding the intelligence of ChatGPT. Questions arose regarding plagiarism and how to teach students to use ChatGPT appropriately in the classroom. It was noted that workshops have already been administered for faculty to help develop strategies to navigate these concerns.

**Item 8 Proposed Housing Fee Increase**

Vice President Bennet began by noting that the proposed housing fee increase has passed in the Finance committee and must be brought to the board for full Board approval. The increase will allow UNF to maintain financial responsibilities to its bondholders, continue providing quality services to its residents, and maintain its facilities. The increase will be dependent on the facility and room type, with an overall average of 4.25% for each of the next three years. This will be the first increase in eight years. A chart comparing the rates of other SUS institutions was shown; UNF currently has the lowest rates depending on facility type. With the proposed increase, UNF will continue to be on the low end with its lowest rental rates and mid-range on high-end facilities.

Summer rates will be handled differently due to the compressed time of the semester. The first-year, summer daily rates will increase approximately 9%. Summer C term runs approximately 42 days compared to a full 16-week semester. The 4.25% increase will begin in the fall term.

The Housing and Residence Life (HRL) three-year auxiliary budget projection was reviewed to reflect where they currently are and what the increases will bring in revenue. Vice President Bennett noted that HRL currently shows a fund balance north of $20M, and some may question the need for a rate increase. HRL is trying to increase the fund balance to proceed with the Honors Housing and bonding and complete considerable maintenance on aging facilities. Housing renovations are needed upward of $60 million.

Chair Hyde opened the floor for questions. Trustee Korman Shelton asked about the path and possibility of exploring mandatory freshman housing as in the past. Vice President Bennett reported that UNF currently has 3,500 beds but is equipped to have up to 3,700 beds due to the configuration of double rooms to hold triple beds if needed. He also stated that once the current bed deficit has been remedied, the conversation regarding mandatory freshman housing can be reopened. The projected time frame for this conversation would be closer to Fall 2025. In anticipation of the process, Trustee Egan asked if there was a plan to move forward. Vice President Bennet stated that to address the deficit, a 500-bed facility for Honors students will be constructed on the core campus near the Fountains, and the possibility of private housing on Foundation land. Trustee Lazzara asked about the cost of living forecast, which could be as high as 8 to 9%. This being the case, a 4.25% increase is on the low end of the forecast for students and is what will keep facilities maintained.

In accordance with BOG regulation 7.001 Tuition and Associated Fees, this item is brought to the full board and must be approved by 9 affirmative votes. Notice of this proposal, as required by the regulation, was provided on January 3, 2023.

Chair Hyde asked if there were any additional questions or comments. There being none, Chair Hyde asked for a motion to approve the proposed housing fee increase. Trustee Lazzara made a MOTION; Trustee Patel SECONDED the motion. The Board unanimously APPROVED the motion.

## Item 9 President’s Remarks and Update on Presidential Goals

President Limayem updated the Board on the progress of the 2022-23 Presidential Goals. The update included Progress to Date and discussion for each goal:

Goal #1 – Student Success

* Reorganizing areas of Academic and Student Affairs for an integrated approach to student success.
* Aligning admissions and recruitment strategies with UNF student success goals.
* Utilizing data-driven practices to improve student success.
* Developing and implementing programs designed for holistic student success.

Goal #2- Faculty and Staff Success

* Completed in-personfaculty and stafflistening sessions and online surveys to gather communication preferences.
* The compensation study is underway to help determine appropriate salary levels.
* Increased efforts in providing timely responses to employee questions and efforts demonstrating transparency and accountability are underway and ongoing.
* Previous Strategic Plan and Presidential Search data have been reviewed, synthesized, and are under review by the Faculty and Staff Success committee.

Goal #3- External Stakeholder Engagement

* Data gathering for benchmarking of current stakeholder engagement is underway.
* Work will soon begin on specific stakeholder engagement plans, aligning them with the revised strategic plan.
* The draft of the community partnerships plan has been developed, and execution will begin once it is finalized.

Goal #4- Leadership Team

* Compliance and Ethics Officer Robyn Blank was hired on February 6.
* Dean of Enrollment Management Dr. Glen Besterfield was hired with a March start date.
* The President will continue to develop the structure and roles of the cabinet.
* A cabinet retreat will be held for strategic planning and team building in March.

Goal #5- Funding

* Raised $16M FYTD on a goal of $25M and solicited an additional $25M FYTD.
* Outreach and education are underway to advocates who are promoting UNF for the legislative session (starts March 7) and participation in UNF Day in Tallahassee on April 11.
* Government Relations team is exploring potential workforce-related grant opportunities in collaboration with COJ authorities.
* Realizing increased expenditures in sponsored research of $19.2M YTD vs. $15.8M in FY21.
* In the RFP process for a public private housing partnership and evaluation is underway with possible execution before the end of the fiscal year.
* Engaging existing auxiliaries and DSOs to develop plans and strategies to maximize revenue growth in preparation for the FY24 budgeting process.

Goal #6- Visibility and Reputation

* Contract executed and work beginning with higher education marketing firm SimpsonScarborough for brand and marketing research and organizational assessment.
* Implemented tailored strategies for each of the University’s main social media platforms to drive engagement. During the past 90 days, engagement on UNF’s Instagram account increased 38%, impressions over 180%, and there were nearly 1,000 new followers; more than 4,400 new followers on UNF’s LinkedIn during the past 90 days.
* A working group has been established to identify strategies to improve rankings, including peer perception, which accounts for 20% of the ranking.
* A donation component has been included in alumni event registrations to grow the number of alumni donors, a metric included in the U.S. News & World Report rankings.

Trustees were given a comprehensive packet that included each goal and the subgoals, measures, strategies, tactics, timeline, and progress to date.

**Item 10 Student Government Update**

Trustee Nathaniel Rodefer, UNF Student Body President, addressed the Board and provided an update on the latest Rally in Tally lobbying trip. During this trip, UNF’s Delegation met with 27 representatives and Senators to discuss SB 56/HB33 Psychology Interjurisdictional Compact and SB 1172 Hunger-Free Campus Pilot Program. Trustee Rodefer also gave an update on Capital Improvement Trust Fund Projects, including a remodel of the UNF Boathouse remodel and portions of the Thomas G. Carpenter Library.

Trustee Rodefer gave an overview of the 2022 and 2023 Osprey Voice Surveys. Osprey Voices are surveys for UNF students created by the University and Student Affairs Committee of the Legislative Branch. They focus on gathering data and qualitative experiences of students to inform initiatives and in response to happenings. Osprey Voices only include student opinions and experiences (no faculty, staff, or other). Student responses are anonymous outside of self-reported demographics (and quality control factors). Osprey Voices are distributed through a multitude of means such as tabling, canvassing, social media, flyers, and student body-wide emails.

The 2022 and 2023 Osprey Voice subjects included Student Government Elections, UNF Study Abroad, UNF On-Campus Voting Site, Tailgating and Drink Safety, Mental Health Days, and Diversity, Equity, and Inclusion at UNF.

Trustee Rodefer shared the results of the most recent survey, which encompassed the potential higher education reform for the state of Florida. He distributed the responses to the survey and encouraged those in attendance to review the responses as they reflect the student’s perspective on the issue.

## Item 11 Committee Reports

*Audit and Compliance Committee*

The committee met virtually on February 23, 2023 at 12 pm. Vice Chair Davis provided the following report to the Board.

The committee approved the consent agenda, including the prior meeting minutes, the Office of Internal Auditing Charter, and the Audit and Compliance Committee Charter.

Dr. Joann Campbell, outgoing Chief Compliance and Ethics Officer introduced Ms. Robyn Blank, incoming Compliance and Ethics Officer. The committee thanked Dr. Campbell for her service and welcomed Ms. Blank.

Next, Mr. John Reis, Senior Associate General Counsel, and Mr. Jeff Durfee, Associate Vice President and Chief Information Security Officer, presented the new proposed regulation: 15.006P/R Data Classification & Security. This policy was elevated to a regulation and incorporates current language from UNF policy 15.0060P with BOG regulation 3.005 Examinations and Assessments. It provides an exemption from disclosure under public records law for examination and assessment instruments, including developmental materials and work papers directly related thereto. The committee unanimously approved this new regulation.

Ms. Julia Hann, Chief Audit Executive, addressed the Committee and shared the Performance-Based Funding Data Integrity Internal Audit summary. There were no recommendations in this audit, and it was unanimously approved. Trustee Hyde and President Limayem will sign the BOG PBF Certification form upon approval today.

Ms. Julia Hann also provided information on current audits in progress and follow-up tracking of prior audit reports.

Lastly, Vice President Bennett shared with the Committee and discussed the Closeout Construction Audit for the Competition Pool Project dated October 25, 2022, and the Independent Accountant’s Report for Agreed upon Procedures regarding Intercollegiate Athletics Program. There were no notable corrective recommendations from these audits.

*Finance and Facilities Committee*

The committee met virtually on February 16, 2023. Chair Gol provided the following report to the Board.

Chair Gol called the meeting to order. There was no request for public comment. The consent agenda was passed consisting of the November minutes and the annual review of the committee charter.

Vice President Bennett presented the request for the housing fee increase, which we also had presented at the full board meeting today. (As this is being presented at this meeting, I opted to not include details again here.) As has been noted, the Finance Committee unanimously approved the proposed increase.

Vice President Bennett presented proposed changes to the existing National Waiver Program. The changes consisted of (1) To now include international students; and (2) removing the flat rate requirement of 125%. The program is now silent as to the amount, allowing Enrollment Management to use their professional discretion student to student, resulting in a better use of our dollars.

Vice President Bennett presented the quarterly capital projects report. There were 38 projects totaling over $77 million. Highlighted were the pool project, hospitality suite, and the new CITF projects for improvements to the library and boathouse.

Vice President Bennett presented a request to reallocate $413,200 of FY22 CITF funds remaining in the completed Nature Trail Boardwalk and Bridge project to the ongoing Recreation Facility Improvement and Repairs project. This request was approved and will be forwarded to the BOG for final approval.

Vice President Bennett presented the Quarterly Budget Reports for both E&G and auxiliary funds and the Treasury Report.

*Governance Committee*

The committee met on February 23, 2023. Chair Hyde provided the following report to the Board.

The Governance Committee met virtually on Thursday, February 23rd, at 12:30 pm. There was no request for public comment. The committee approved the consent agenda, which included the November 3, 2022, Governance Committee minutes and the annual review of the Governance Committee Charter.

**MOCA Board Appointment**

Caitlin Doherty, Executive Director of MOCA, presented professional background information on two outstanding prospective MOCA board members, Laura Schepis and Kip Stasma. The MOCA Governance Committee and this Board’s Governance Committee unanimously approved recommending Ms. Schepis and Mr. Stasma for an appointment for a five-year term, subject to approval by the full MOCA board on March 1st. We will then bring these appointments to our Board as a part of the consent agenda at our April 27th meeting.

**AGB Consultancy**

Dr. Carol Cartwright, who was with us today, gave a brief overview of her engagement and scope of work, which includes assisting the Board in the development of a new Board Action Plan. Dr. Cartwright will rejoin the Board for a second workshop at our April 27th meeting.

With no further questions or comments, the meeting was adjourned.

**Item 12 Consent Agenda**

Draft November 17, 2022 Board of Trustees Quarterly Meeting Minutes

***From the* *Audit and Compliance Committee***

- Draft November 3, 2022 Audit and Compliance Committee Meeting Minutes

- Annual Review of Audit and Compliance Committee Charter

- Annual Review of the Office of Internal Auditing Charter

- Performance-Based Funding Data Integrity Audit

- New Proposed Regulation: 15.0060R Data Classification & Security

***From the* *Finance and Facilities Committee***

- Draft November 7, 2022 Finance and Facilities Committee Meeting Minutes

- Annual Review of Finance and Facilities Committee Charter

- Proposed Housing Fee Increase

- National Tuition Waiver Program

- Capital Improvement Trust Fund Project (CITF) Budget Reallocation

***From the* *Governance Committee***

-Draft November 3, 2022 Governance Committee Meeting Minutes

-Annual Review of the Governance Committee Charter

Chair Hyde asked if there were any questions about any items on the consent agenda or if any of the trustees wanted to pull any items for discussion. There being no questions, Trustee Patel made a MOTION to APPROVE the consent agenda, and Trustee Egan SECONDED. The Board unanimously approved the consent agenda.

**Item 13 Adjournment**

The meeting was adjourned at 2:43 p.m**.**