



Governance Committee Meeting

University of North Florida
Feb 15, 2024 at 1:00 PM to 2:00 PM
Virtual

Agenda

I. Call to Order

Chair Hyde will call the Committee to order

II. Public Comment

Chair Hyde will offer those in attendance the opportunity for public comment.

III. Consent Agenda

-Draft November 16, 2023, Governance Committee Meeting Minutes

Proposed Action: Approval; Motion and Second Required

IV. Annual Review of [Governance Committee Charter](#) 1:00 PM

The Governance Committee charter is the governing document for the committee and includes areas of responsibility and authority. The charter is reviewed annually and changes are recommended as needed. Committee members will review and consider the proposed changes. Robyn Blank, Chief Compliance Officer, will present this item.

Proposed Action: No Action Required.

V. Review of Draft Charter for Strategic Plan Implementation and Monitoring Committee 1:15 PM

The Strategic Plan Implementation and Monitoring Committee was established on June 15, 2023. The Committee will consider the Strategic Plan Implementation and Monitoring Committee draft charter for approval. Dr. Paul Eason, Vice President of Strategy and Innovation, will present this item.

Proposed Action: No Action Required.

VI. Review of Board of Trustees [Bylaws](#) 1:25 PM

Robyn Blank, Chief Compliance Officer, will lead a discussion of recommended revisions to the University of North Florida Board of Trustees Bylaws.

Proposed Action: No Action Required.

VII. Review of Board Self-Assessment Tool 1:40 PM

The Southern Association of Colleges and Schools Commission on Colleges ("SACSCOC"), which is the accrediting body for the University of North Florida, requires a Board Self-Evaluation to be completed. The Committee will review the timeline and draft Board Self-Assessment Survey.

Proposed Action: No Action Required

VIII. Adjournment 2:00 PM



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2:15 p.m.* - 3:00 p.m.

**or upon the conclusion of previous committee meeting*

virtual meeting

MINUTES

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

Members Absent: Allison Korman Shelton

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 Member for 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



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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.



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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

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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.

**University of North Florida Board
of Trustees**
**Strategic Plan Implementation and
Monitoring Committee**

Section 1: ROLE AND PURPOSE

The Strategic Plan Implementation and Monitoring Committee (SPIMC) is appointed by the University of North Florida Board of Trustees with the responsibility to:

- 1.0 Review, support, and make recommendations to the Board regarding monitoring of the progress toward strategic plan goals for the University.
- 1.1 Provide oversight of the strategic plan implementation including evaluating, along with university staff, strategies and objectives, as well as proposed activities in the plan.
- 1.2 Monitor actual performance of the strategic plan against stated goals, objectives and milestones.
- 1.3 Review established key performance indicators and associated performance metrics and make proposed revisions when appropriate.
- 1.5 Fulfill any other responsibilities as subsequently may be assigned by the University of North Florida Board of Trustees and/or the Board Chair.

Section 2: AUTHORITY

The Board authorizes the committee to:

- 2.0 Perform activities within the scope of its charter.
- 2.1 Engage external advisors and University staff as it deems necessary to carry out its duties.

Section 3: MEMBERSHIP AND MEETINGS

- 3.0 The Chair of the Board will appoint the chair and members of the committee.
- 3.1 Members will serve on the committee until their resignation or replacement by the Chair of the Board.
- 3.2 Meetings will be held not less than two times per year.
- 3.3 The committee will receive regular updates from the VP of Strategy and Innovation, but may request special reports from other members of the University as they pertain to matters of strategic plan goals and outcomes.

Section 4: COMMITTEE RESPONSIBILITIES

The Committee will:

- 4.0 Evaluate its own performance, both of individual members and collectively, on a regular basis.
- 4.1 Assess the achievement of the committee's duties specified in the charter and report findings to the Board.
- 4.2 Review the committee charter as necessary and discuss any required changes with the Board.

ADOPTION OF CHARTER

I HEREBY CERTIFY that the University of North Florida Board of Trustees reviewed and approved this charter at its regularly scheduled meeting on DATE TBD.

Moez Limayem
President

Jason Barrett
Chair, Committee

Kevin Hyde
Chair, Board of Trustees

History: New DATE TBD.

UNF Board of Trustees: Self-Assessment Survey:

High-performing boards commit to regular self-assessment, both of the group and of individual board members. A board assessment can be extremely beneficial, as it:

- Enables the board collectively and trustees individually to reflect on their performance and effectiveness.
- Identifies issues and questions that need to be addressed.
- Ensures that outcomes drive an actionable plan for board improvements.
- Demonstrates the board's commitment to evaluation as an organizational value.

Timeline

Feb. 15, 2024 Governance Committee Meeting - Committee reviews and provides input on BOT Self-Assessment Tool

June 6, 2024 Governance Committee Meeting - Committee considers the final draft of the Self-Assessment Tool.

June 13, 2024 Board of Trustees Meeting - Full Board considers the final draft of the Self-Assessment Tool based on the Governance Committee's recommendation.

June 17, 2024 - June 30, 2024 - Self-Assessment Tool link is provided. Trustees complete Self-Assessment by deadline.

Sept. 26, 2024 Board of Trustees Meeting - Self-Assessment Results are delivered to the Board.

Board of Trustees Self-Assessment Survey

Directions: Indicate the extent to which you agree or disagree with the following statements.

1. Strongly Agree
2. Agree
3. Neither Agree or Disagree
4. Disagree
5. Strongly Disagree

Please share your comments in the comment section.

The Board Oversight/Board Effectiveness:

1. I have a clear understanding of UNF's strategic plan and its priorities and goals.

2. I believe the Board's meeting agenda reflects the institution's strategic priorities.
3. I believe the Board effectively delegates responsibility for institutional management to the President and refrains from involvement in operational matters.
4. I believe the Board members receive appropriate information to allow them to accomplish their responsibilities.
5. My time and talents are well used when participating in university engagements.
6. I feel the Board promotes an environment where members feel engaged, respected and empowered to raise topics for discussion.
7. I feel the Board ensures fiscal integrity and sound financial practices.
8. I feel the Board members avoid conflicts of interest and the perception of conflicts of interest.

Other questions to consider:

1. I believe the board serves as a sounding board and thought partner to the administration by providing advice, offering new perspectives, lending support and by making connections.
2. I feel the Board members come to each meeting prepared and ready to discuss issues fully and openly.
3. The Board assesses and manages risk to safeguard the well-being of the university.
4. Board members receive appropriate training to allow them to discharge their responsibilities.
5. The Board interacts regularly with major constituencies of the University.

Open-Ended Questions:

1. What is the most important thing you feel the Board can improve upon?
2. What do you think the Board does well?

Other questions to consider:

1. What would you like to see the Board accomplish in the next two years?
2. In what ways have you found your role as a board member rewarding?
3. What do you think the university administration can do to enhance your experience as a board member?