# Minutes

**Trustee Attendance**

**Present:** Kevin Hyde (ex officio), John Gol, Paul McElroy, Nik Patel, Allison Korman Shelton

**Absent:** Dr. Annie Egan, Jason Barrett

## Call to Order

Chair Hyde called the meeting to order at 12:56 PM.

## Public Comment

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

## Consent Agenda

-Draft November 16, 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.

## Annual Review of Governance Committee Charter

Ms. Robyn Blank, Chief Compliance Officer, presented the committee charter update project, which will create uniformity among the committee charters. Ms. Blank developed a template for the updated committee charter and indicated UNF is looking for the Board’s input on whether it properly reflects the work completed. The Committee was provided with the existing charter, the Board Action Plan, and a draft 2024 Governance Committee charter in the newly created template with proposed changes. Ms. Blank noted that other SUS Governance committees oftentimes have a role in the President's evaluation. As with other SUS Institutions, the Governance committee may want to consider the development of a survey tool or a rubric for use in that evaluation by the full Board.

Trustee Korman Shelton asked if the Governance committee should be involved in the Presidential evaluation process. Vice President and General Counsel, Karen Stone, shared that the Board has an adopted procedure and policy on Presidential evaluation, which indicates the full Board does the evaluation. Typically, the Board Chair presents a document with items that were gleaned from the Presidential self-evaluation. Next, there is an open Board discussion, and then those comments are added to the Presidential evaluation. President Limayem has established more tangible goals related to the strategic plan, such as student success and other BOG metrics. VP Stone asked the Board if it would be helpful to have a rubric to reference while tracking goals to aid the evaluation process and noted that other SUS universities utilize similar tools. Trustee Korman Shelton asked to clarify if the evaluation will be more metrics-based and noted that the President has other categories to be evaluated on. VP Stone stated the rubric would be metrics-based. However, she acknowledged there would be other broader leadership categories to evaluate the President. Additionally, she asked for feedback or if the Board would like to review models of rubrics. Chair Hyde agreed that the Board should review models. President Limayem indicated this is compatible with other institutions conducting the presidential evaluation.

Draft models of survey/rubric for presidential evaluations and proposed charter changes will be shared with the committee before the June Governance Committee meeting. These items will be presented for review and approval in the June meeting.

## Review of Draft Charter for Strategic Plan Implementation and Monitoring Committee

Dr. Paul Eason, Vice President of Strategy and Innovation, presented the draft Strategic Plan Implementation and Monitoring (SPIM) Committee charter. The draft follows the four-section standard charter template describing details of the role and purpose, authority, membership and meetings, and general activities. Dr. Eason indicated the main difference between this committee and the others is the frequency of the meetings, which is based on the lagging indicators and slow report out on certain metrics that drive the activity of the implementation of the strategic plan. This will allow for the committee meetings to coincide with these natural report-out structures on performance-based funding metrics, results of legislative sessions, etc. to receive feedback on how to act on those numbers. Dr. Eason stated the SPIM Committee will consider the charter at its first meeting in the next round of committee meetings. Chair Hyde reiterated that this committee is important to bring the strategic plan, approved by the BOG, to life.

## Review of Board of Trustees Bylaws

Ms. Robyn Blank, Chief Compliance Office, presented the Bylaws Review project and stated that the Bylaws have not been revised since 2020. She identified a few areas of improvement, including streamlining committee descriptions and updating Board Secretary section to reflect the BOG regulation change. Ms. Blank noted there are a few other areas to clean up from a staff perspective, however, she would like to receive feedback from the Board for any other areas of revision or improvement. Upon receipt of Board feedback, a completed document benchmarking the Bylaws will be brought to the Board at the June meeting when we seek approval for a fifth amended Bylaws version.

## Review of Board Self-Assessment Tool

As part of the requirements of SACSCOC and for good governing practices, the board regularly conducts a self-assessment. VP Stone provided a recap from our last self-assessment conducted in June of 2022. The areas of concern or interest identified from the 2022 Self-Assessment responses have been prioritized and have been or are being addressed. Karen Stone, Vice President and General Counsel, highlighted UNF's accomplishments and shared the topics suggested in the previous survey:

* **Strategy / Growth**
	+ Strategic Plan
	+ Student Growth
	+ Advocating for LBR
	+ Board Governance
* **Employees**
	+ Compensation University-wide
	+ Faculty & Staff Morale / Interests / Concerns
	+ Research / Grants obtained
* **Various**
	+ Hear more from Students
	+ IT Security
	+ Student Housing

VP Stone explained that 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. It also identifies issues and questions that need to be addressed, as well as ensures that outcomes drive an actionable plan for Board improvements. Furthermore, a Board assessment demonstrates the Board’s commitment to evaluation as an organizational value.

VP Stone reviewed the timeline of the Board Self-Assessment Tool:

* *February 15, 2024:* Governance Committee reviews and provides input on BOT Self-Assessment Tool
* *June 6, 2024:* Governance Committee considers the final draft of the Self-Assessment Tool
* *June 13, 2024:* 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 id provided to the Board. Trustees complete Self-Assessment by deadline.
* *September 26, 2024:* Self-Assessment results are delivered to the Board.

VP Stone shared that the feedback from the previous Board assessment indicated the survey's lack of clarity. The proposed survey was narrowed down to 8 questions and sorted by topic: strategic plan, engagement, and fulfillment of fiduciary duty. These eight questions will require Trustees to select whether they *Strongly Agree, Agree, Neither Agree nor Disagree, Disagree, or Strongly Disagree*.

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.

In addition, there are five other questions for committee consideration.

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.

Next, the Board assessment will include two open-ended questions to allow Board members to reflect and share their perspectives.

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

There are three other open-ended questions for committee consideration.

1. What would you like to see the Board accomplish in the next year?
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?

Chair Hyde asked the Board if there was any initial feedback after VP Stone's presentation. He noted that he likes that this survey is more engaging, in terms of seeking feedback on what can be done. Chair Hyde asked VP Stone to remind the Board to review the questions and asked the Board to send any feedback.

## Adjournment

Chair Hyde adjourned the meeting at 1:17 PM.