# Minutes

## Trustee Attendance

**Present:**

Kevin Hyde (ex officio), Jason Barrett, Annie Egan, Paul McElroy, Nik Patel, Allison Korman Shelton, John Gol

## Call to Order

Chair Hyde called the meeting to order at 12:42 PM.

## Public Comment

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

## Consent Agenda

- Draft February 15, 2024 Governance Committee Meeting Minutes

Chair Hyde asked for a MOTION to approve the draft February 15, 2024 meeting minutes. Trustee McElroy made a MOTION to APPROVE, and Trustee Barrett SECONDED. The committee unanimously approved the draft minutes.

## Approval of Newly Appointed and Reappointed Board Members for UNF Direct Support Organizations (DSOs)

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.  As a condition to approval by the Board of Trustees, the designated officer or executive director of the direct support organization shall certify that each appointee has been selected in accordance with a documented process established by the direct support organization.

### **UNF Foundation**

Teresa Nichols, Vice President of University Development and Alumni Engagement, presented five proposed new members for new appointment of the Foundation Board. Proposed new members include: Raj Goswami, Chief Innovation Leader for CoreLogic Protect, Sam Inman, UNF alumni and Chief Financial Officer and Chief Risk Officer at Community First Credit Union, Tom Lightcap, investment manager with Southpoint Capital Advisors, a $5 billion private investment fund, Whitney Meyer, UNF double alumna and Senior Vice President and Chief Community Officer at

the Jacksonville Jaguars, and Clint Pyle, UNF alumni and Chief Financial Officer at Stellar*.* VP Nichols provided professional background information for each proposed new member.

Vice President Nichols asked if there were any questions or comments. Trustee Korman Shelton asked if a member could serve on UNF’s Board of Trustees and the Foundation Board. VP Nichols indicated that a member could serve as the Board of Trustees liaison to the Foundation Board, to achieve both. Chair Hyde asked for a MOTION to approve the five new Foundation Board members as a complete slate. Trustee McElroy made a MOTION to APPROVE, and Trustee Korman Shelton SECONDED. The motion was approved unanimously by the committee.

Trustee Korman Shelton asked for the Board of Trustees to be informed about big donations prior to public announcement to stay informed. VP Nichols stated that she would be happy to inform the Board.

### **UNF Financing Corporation**

Scott Bennett, Vice President of Administration and Finance, presented on behalf of the UNF Financing Corporation. The Financing Corporation has three renewing members: John “Jack” Allen, Rad Lovett, and Joseph P. "Chuck" Moore.

Vice President Bennett presented the proposed slate of the renewing members and asked if there were any questions or comments. There being none, Chair Hyde asked for a MOTION to approve three renewing members of the UNF Financing Corporation. Trustee Barrett made a MOTION to APPROVE, and Trustee McElroy SECONDED. The motion was approved unanimously by the committee.

### **UNF Training & Services Institute (TSI)**

Scott Bennett, Vice President of Administration and Finance, presented on behalf of the UNF Training & Services Institute (TSI). The TSI has two renewing members Anthony Marinatos and E. Lanny Russell. Chair Hyde noted that E. Lanny Russell previously served on UNF’s Board of Trustees.

Chair Hyde asked for a MOTION to approve two renewing members of the UNF Training & Services Institute. Trustee McElroy made a MOTION to APPROVE, and Trustee Barrett SECONDED. The motion was approved unanimously by the committee.

### **MOCA Jacksonville**

On behalf of Ms. Caitlin Doherty, Mr. Ben Thompson, Deputy Director of MOCA, presented two members seeking reappointment, one new member for appointment, and one member seeking a one-year term extension. Proposed members include Dita Domonkos, long-time MOCA supporter and collector, Marilyn Gilman, UNF alumnae and long-time supporter of MOCA, Dr. Steven Wilson, international-focus art collector, and Anne Joseph, currently serves as MOCA Board chair.

Chair Hyde asked for a MOTION to approve the four members of the MOCA Jacksonville Board. Trustee McElroy made a MOTION to APPROVE, and Trustee Gol SECONDED. The motion was approved unanimously by the committee.

Chair Hyde thanked those involved with the recruitment of the new members who will elevate the Boards and serve on behalf of UNF.

## UNF Institutional Accreditation Review and Update

Provost Patterson presented a brief overview of why UNF is changing institutional accreditors. In July 2020, there was a federal rule change to allow accreditors to work with universities outside of the traditional regional boundaries.

In July 2022, Section 1008.47, F.S. was created to specify that at the next 5-year review by the current accrediting agency, Florida institutions must seek accreditation from another agency.

In August 2022, FL BOG approved all five of the formerly regional accrediting agencies; HLC – Higher Learning Commission, NWCUU – Northwest Commission on Colleges and Universities, WSCUC – WASC Senior College & University System, MSCHE – Middle States Commission on Higher Education, or NECHE – New England Commission on Higher Education.

On September 22, 2022, the UNF Board of Trustees approved the initiation of a four-step process to transition the University's institutional accreditation from SACSCOC to HLC. At the June 13, 2024 meeting, the submission of UNF’s application to the U.S. Department of Education was presented for Board consideration.

Provost Patterson outlined the process for changing accreditors:

1. Universities must receive approval from the U.S. Department of Education to switch accreditors.
2. Apply for membership with a different accreditor while maintaining SACSCOC accreditation.
3. Receive membership from a different accreditor and notify U.S. Department of Education.
4. Maintain accreditation with SACSCOC until the U.S. Department of Education has provided written notice that it acknowledges the change in accreditor.

At the June 13, 2024 meeting, the submission of UNF’s application to the U.S. Department of Education seeking permission to apply for membership with a new accrediting agency, the Higher Learning Commission (HLC) will be presented for Board consideration. Provost Patterson reminded the Board that this is an informational overview for the Committee.

Trustee McElroy asked for the review of the five accreditation agencies and to highlight that we chose the agency that was the best fit for UNF. President Limayem noted that HLC is well-respected in the accreditation industry and are known to place emphasis on student success. The President stated that he had a one-on-one discussion with the President of HLC, in addition to a meeting with all the SUS Institutions’ Presidents. Provost Patterson emphasized that the relationship with HLC has been ongoing and collaborative.

## Review of Governance Committee Charter

Ms. Robyn Blank, Associate Vice President and Chief Compliance and Ethics Officer, presented the final draft of the Governance Committee Charter. Ms. Blank explained that the action plan adopted by the Board requires regular review of the committee charters and the Board Bylaws every two years. A draft version of this committee’s charter was presented in February, organizing the existing content into a template with four sections: roles and purpose, authority, membership and meetings, and committee responsibilities. Duplicate sections in the bylaws, such as those regarding quorum and sunshine laws compliance, have been removed.

The charter for this committee underwent extensive revisions to include duties and responsibilities that were being performed but had not been formally recognized; review of the Board Bylaws, approval of potential DSO members, and review of charter documents for new committees formed pursuant to the Bylaws. Additionally, duties and responsibilities were removed from the Governance Charter that are conducted at the full Board meetings; development of trustee engagement plan and review and analyze the discussions and actions of the BOG. Ms. Blank offered the opportunity for questions.

Chair Hyde asked for a MOTION to approve the final draft of the Governance Committee Charter. Trustee Barrett made a MOTION to APPROVE, and Trustee McElroy SECONDED. The Governance Committee Charter was unanimously approved by the Board.

## Review of Board of Trustees Bylaws

Robyn Blank, Associate Vice President and Chief Compliance and Ethics Officer, presented a final draft of the Board of Trustees Bylaws for committee consideration. The revision to the Corporate Secretary designation is consistent with the change to BOG Regulation 1.001. The Strategic Planning Implementation and Monitoring Committee was added and there were changes to sections on the other standing committees that correspond with the review of each committee charter. There were updates to the Code of Ethics, including a statement that trustees are fiduciaries of the institution. Throughout the Bylaws, there was cleanup for consistency purposes. For example, the use of the term “Board Chair” instead of “Chairman” or “Chair,” frequently occurs in the document.

Chair Hyde asked if there were any questions for Ms. Blank. There being none, Chair Hyde asked for a MOTION to approve the final draft of the Board of Trustees Bylaws. Trustee Barrett made a MOTION to APPROVE, and Trustee McElroy SECONDED. The Bylaws were unanimously approved by the Board.

## Review of Resolution on Presidential Authority

Ms. Robyn Blank, Associate Vice President and Chief Compliance and Ethics Officer presented the review on Resolution on Presidential Authority. There were some minor revisions to the resolution on presidential authority to correspond to an update to University Policy 7.0060P and the President’s authority to bring and settle legal claims up to $250,000. An additional revision provides that the Board will review the Resolution upon the appointment of a new University President. The requirement that the President consult with the Board Chair or his designee on personnel decisions involving head coaches has been removed to conform with the current practice. In other institutions where the head coaches are the highest paid university employees, the hiring of head coaches may impact the employment status of other employees, such as assistant coaches. UNF is not at that stage, thus the proposal to remove that requirement.

Chair Hyde asked for a MOTION to approve the resolution on presidential authority. Trustee Gol made a MOTION to APPROVE, and Trustee McElroy SECONDED. Chair Hyde opened the floor discussion.

Trustee McElroy raised the concern of personnel settlements, as those tend to have further implications, as opposed to commercial settlements. President Limayem stated that there is a process to thoroughly discuss university settlements with the Board Chair. He noted that there are settlements that should not be discussed in open public meetings. General Counsel is heavily involved with the process and external help is attained if need be. Chair Hyde noted that the delegation of authority will not impact the continued communication from UNF administration. VP Stone stated in her experience, that there are infrequent high-profile cases, however the Board has been made aware when claims were filed, in the past.

The Presidential Resolution was unanimously approved by the Board.

## Review of Board Self Assessment Tool

Karen Stone, VP and General Counsel, reminded the committee that at the February Governance Committee meeting, we discussed conducting a board assessment this year. Conducting self-assessment surveys is a best practice for the board. Historically, these surveys were conducted annually, but we have since moved to a biennial schedule. It is importance to review and reflect on the Board's performance periodically and to provide valuable feedback to President Limayem and the executive team.

VP Stone explained that the survey questions were developed by reviewing various survey documents to ensure alignment with our strategic plan. These questions are designed to confirm that board members understand UNF’s priorities and goals and that our meetings reflect these objectives.

The committee was presented with the proposed questions initially discussed at the February committee meeting, which included eight scaled questions (ranging from 1-Strongly Disagree to 5-Strongly Agree) and two open-ended questions.

VP Stone briefly reviewed each question, highlighting the significance of question 5 (My time and talents are well used when participating in university engagements) and question 6 (I feel the Board promotes an environment where members feel engaged, respected, and empowered to raise topics for discussion). President Limayem wants to ensure that board members feel their time and talents are well utilized and that there is a sense of engagement.

In addition to the eight scaled questions and two open-ended questions, additional questions were presented for the committee to consider on whether they should also be included.

Chair Hyde stated that all trustees should review and provide input on the survey questions. As part of the Governance Committee update, he will present the final draft of questions in addition to other questions to consider for further discussion and finalization at the full board meeting on June 13.

## Annual Update on Progress of Board Action Plan

Vice President Karen Stone presented an annual update on the progress of the 2023-2026 Board Action Plan and confirmed that the Board is adhering to it.

1. The Board has reviewed the Bylaws, delegated the presidential authority, and reviewed all the committee charters.
2. The continuation of the Chairs’ planning meetings allows for inclusive agenda development. The development of an annual work plan for the board and board committees will occur once President Limayem presents his 2025 Presidential Goals.
3. The development of the Strategic Monitoring and Implementation Committee aligns with the Board Action Plan to monitor the mission and strategic plan and their next meeting will be in October 2024.
4. President Limayem has been working with trustees to find opportunities for engagement, meaningful to them and impactful to the university, through one-on-one conversations and meetings.
5. The annual assessment of progress in meeting goals and expectations of the board action plan is reviewed with Chair Hyde, reaffirmed with the Governance committee, and then to the full Board to ensure that expectations are being fulfilled.

## Adjournment

VP Stone adjourned the meeting on behalf of Chair Hyde at 1:27 PM.

President Limayem thanked the Board and noted their advice is invaluable. He stated the trustees are helping the team take UNF to the highest level.