# Attendance

## Trustees Present

Jason Barrett, Jack Boyle, John Gol, Kevin Hyde (ex officio), Allison Korman Shelton, Paul McElroy, and Nik Patel

# Minutes

## Call to Order

Chair Hyde called the meeting to order at 12:24 PM.

## Public Comment

Chair Hyde confirmed there were no requests for public comment.

## Approval Items

### GOV-1: Consent Agenda

* Draft November 21, 2024, Governance Committee Meeting Minutes
* Annual Review of Governance Committee Charter

Chair Hyde asked for a MOTION to approve the November 21, 2024, Governance Committee Meeting Minutes and the Annual Review of Governance Committee Charter. Trustee McElroy made a MOTION to APPROVE, Trustee Patel SECONDED the motion, and the committee unanimously approved the minutes and charter.

## Discussion Items

### DISC-1: Update on Presidential Peer Assessment

Chair Hyde commended Trustee McElroy for his leadership in leading the effort regarding the Presidential Peer Assessment.

Trustee Paul McElroy provided an update that the process of defining the Presidential Peer Review assessment, as outlined in the President’s Evaluation Policy, is in progress. This assessment will compare UNF with peer institutions of similar size and mission. The process will include confidential feedback from faculty, staff, students, and the community.

Five firms have submitted proposals to conduct both the Presidential Peer Review and an update to the President’s compensation study. Of the five firms, two were particularly notable due to their consultants’ experience as former university presidents. One firm stood out specifically because its team leader had extensive experience in public university leadership, including serving as Chancellor for two different state university systems. After discussions with this individual, Trustee McElroy determined that this firm would be an excellent fit and is moving forward with the selection process.

The next steps include onboarding the firm, reviewing relevant documents, developing a questionnaire, and gathering confidential feedback from faculty, staff, students, the community, and other stakeholders within the State University System (SUS). The final report is expected to be completed by early fall.

The review will focus on three fundamental areas:

1. **Operating Metrics:** Utilizing data sources such as SUS performance metrics and benchmarking data from non-SUS universities.
2. **Strategic Vision and Leadership:** Assessing performance against UNF’s strategic plan within the context of public universities and the SUS strategic plan.
3. **Peer Measurement in Enterprise Leadership:** Using national surveys, including the 2024 study on competencies for college and university presidents, which collected responses from 700 university presidents. This data will be used to benchmark effective leadership competencies.

The goal of the assessment is to provide valuable insights for the Board regarding the President’s leadership and offer feedback to support the President’s continued growth. Each Board member will have the opportunity to meet with the external consultant to discuss leadership competencies and provide input through the designed questionnaire.

Trustee McElroy opened the discussion for questions regarding the status and next steps of the process.

President Limayem praised Trustee McElroy for his leadership and the rigor of the review process. The President emphasized his excitement and confidence in the process, noting its positive impact on personal and team improvement, and its alignment with the priority of elevating UNF to the highest possible level. Gratitude was extended to all trustees and Trustee McElroy for their leadership.

Trustee McElroy thanked the President for capturing the intent of his involvement, which is to foster a constructive debate on leadership and enhance leadership capacity and capabilities at the University. Trustee McElroy clarified that there is no concern about the President's performance from the Board’s perspective. Instead, the focus is on growth, development, and striving to be the best.

President Limayem reminded the Board that UNF’s process of recruiting a University President serves as a model for other SUS universities and indicated that this process will likely continue to be a model in the future.

Chair Hyde emphasized that the 360 review of President Limayem is consistent with the contract but is not being conducted solely because of it. The review is intended to foster collaboration, comfort, and mutual improvement. Chair Hyde stressed that this process is not critical but is a part of good corporate governance to help everyone grow together.

### DISC -2: Discussion on Trustee Education (Presenters: Kevin Hyde, Chair Board of Trustees)

Chair Hyde emphasized the importance of ongoing education for trustees to ensure they fulfill their responsibilities effectively and plan for the future. He acknowledged the tendency to focus primarily on transactional business and stressed the need to also provide strategic thought leadership. Chair Hyde encouraged open discussion among trustees, fostering reflection on their roles and exploring ways to contribute meaningfully to the university’s long-term success.

Chair Hyde led a discussion on the tools, training, and education necessary to support both new and current trustees. The goal is to ensure trustees have the resources needed to fulfill their responsibilities and provide effective oversight.

Chair Hyde identified four key areas of focus:

1. **State and University Strategic Plan Priorities**

Trustees were reminded of the recent Board of Governors (BOG) meeting held on UNF’s campus, where the SUS 30 five-year strategic plan was approved. This plan is essential to UNF as part of the SUS.

Additionally, UNF is currently midstream in its own strategic plan, with the Strategic Plan Implementation and Monitoring Committee having met the previous week. Trustees were asked to consider whether the priorities set two years ago remain relevant given the evolving higher education landscape.

President Limayem stated that he was part of the task force that worked on SUS 30 and praised it as an audacious and well-articulated plan. He noted the similarities between both strategic plans, emphasizing the current focus on synchronizing UNF's strategic plan with SUS 30.

1. **Performance Metrics**

Chair Hyde emphasized the importance of trustees maintaining awareness of crucial performance metrics and any updates from the BOG. Regular updates on performance metrics are provided by the Vice President of Administration and Finance, Scott Bennett, and his team, ensuring that trustees are informed on the university’s progress.

The Board was reminded that these metrics closely align with UNF’s strategic plan, reinforcing the need to monitor performance to assess progress toward institutional goals. The Chair encouraged all trustees to stay engaged with these updates to support informed decision-making and effective governance.

1. **Financial Oversight**

The importance of financial oversight was addressed, emphasizing trustees’ fiduciary responsibility to ensure the university’s financial health. Chair Hyde asked the Board to consider whether additional resources or educational opportunities are needed to support their financial oversight responsibilities.

While several trustees have professional experience in finance, including roles as CFOs or business leaders, the Chair encouraged all members to reflect on whether further training or information could enhance their effectiveness in this area.

1. **Risk Management**

Chair Hyde noted the Board's ongoing focus on risk management. Julia Hann, Chief Audit Officer, and her team were acknowledged for their thorough work with the Audit and Compliance Committee. Trustees were asked to ensure that risk management remains a priority, with continued attention to emerging issues and challenges that could impact the university.

Trustee Boyle shared feedback on his recent orientation experience, noting that the internal UNF-specific new trustee orientation was comprehensive and rigorous. Over a six-to-eight-week period, the orientation included campus visits, meetings with Cabinet members, and additional sessions with staff beyond the Cabinet level. The orientation covered performance metrics, financial oversight, risk management, and essential initiatives within each department.

While the internal orientation was highly effective, Trustee Boyle suggested enhancing the onboarding process by providing more information on the governance structure of the BOG and the broader priorities of the SUS. It was noted that these topics are typically covered during the Board’s annual retreat in November. However, since Trustee Boyle’s onboarding did not align with the retreat schedule, additional resources or sessions on SUS governance could be beneficial for trustees who join off-cycle.

Chair Hyde agreed with Trustee Boyle and acknowledged the importance of understanding SUS 30, now in its first month of implementation. With the Annual Trustee Summit scheduled for November 5-6 at the University of Florida (UF), the Chair anticipated that the summit would include significant discussion on the strategic plan and related priorities.

Chair Hyde proposed dedicating one of the Board’s regular quarterly meetings to a retreat focused on key areas of interest. The proposed date for the retreat is November 19, 2025. The preliminary list of potential topics was developed in collaboration with Vice President and General Counsel, Karen Stone, Director of Board Relations, Ann Fishman, and the Provost, Dr. Karen Patterson.

Proposed discussion topics included:

* **Employment Trends:** Ensuring UNF graduates are prepared to meet workforce demands through career readiness initiatives and industry partnerships.
* **Higher Education Trends:** Examining current developments and innovations in the sector, including changes in student demographics, artificial intelligence, and enrollment forecasting.
  + **Artificial Intelligence (AI):** Exploring UNF’s involvement in AI through its AI Council.
  + **Enrollment Growth:** Planning for the university’s goal of reaching 25,000 students by 2028.
* **SUS 30 Priorities**
  + One SUS
  + Elevating Student Success
  + Operational Excellence
  + World-Class Talent
  + Innovative Research & Economic Development

Chair Hyde encouraged the Board to share their initial reactions and suggest additional topics that could enhance the retreat’s value.

Trustee Patel requested clarification on the AI discussion, suggesting a narrower focus. Fundamental areas for consideration include AI’s role in curriculum, teaching methods, student learning, and the relevance of education in an era of instant information.

Trustee Korman Shelton highlighted the ongoing challenge of defining UNF’s identity, noting the need for a clear niche and recruitment strategy. Key questions included whether to focus on local students or expand beyond Jacksonville and how to position UNF as a top-choice university. Additionally, Trustee Korman Shelton stated the need to address perceptions and leverage opportunities from students not admitted to other SUS universities. She also noted the importance of adapting to the University of Florida’s growing presence in the region and suggested that collaboration with UF could be a beneficial strategy, pending Board input.

Chair Hyde acknowledged the importance of UNF’s identity, emphasizing the need to assess the effectiveness of the recently launched marketing plan while considering the university’s broader role within the SUS. Trustees were reminded of their charge to develop areas of specialty and promote them within the system. It was noted that “Identity of UNF” would be added as a discussion topic for the upcoming retreat.

Trustee Korman Shelton noted the potential of UNF’s MedNexus initiative as a differentiator within the SUS. With strategic development, MedNexus could significantly elevate UNF’s profile, particularly through partnerships with companies like Johnson & Johnson and other industry leaders. The initiative was identified as an opportunity to position UNF as a leader in healthcare innovation and workforce development.

Trustee McElroy highlighted the need to expand the university’s focus on workforce development beyond attracting top-tier faculty. While the SUS 30 strategic plan emphasizes world-class talent to drive innovation and economic growth, Trustee McElroy suggested a broader approach that includes developing and recognizing talent across all faculty and staff. This foundation is essential to achieving UNF’s strategic goals. Trustee McElroy proposed exploring strategies to foster talent growth and support within the university community, noting it as a valuable topic for future consideration.

The President requested guidance from the Board on the approach for addressing strategic focus areas, specifically whether to pursue a broad range of topics with limited depth or concentrate on a few key priorities with detailed outcomes. It was noted that both approaches have merit, but narrowing the focus to three primary areas could lead to more measurable success.

VP Stone clarified that the presented list of strategic topics was intended as a representative selection, with the goal of selecting one or two for in-depth discussions. Additional topics may be integrated into regular Board meetings to ensure comprehensive coverage.

It was noted that moving the Academic and Student Affairs and Finance and Facilities Committee meetings to the start of the Full Board meeting aims to increase trustee engagement in crucial university matters. This adjustment allows the Board, regardless of committee membership, to participate in substantive discussions. Trustees were encouraged to provide feedback on best governance practices and identify areas where additional tools or resources are needed to stay informed on BOG activities and system-wide developments.

Trustee McElroy suggested implementing a strategic plan screening process to evaluate potential discussion topics. The proposed approach involves assessing whether each topic could positively or negatively impact the university’s ability to achieve its strategic objectives. Topics would then be ranked based on their potential impact—categorized as high, medium, or low—providing a structured method for prioritizing key areas of focus.

President Limayem and Chair Hyde expressed support for the idea.

Chair Hyde concluded the discussion by thanking everyone for their time and input and noted that the Committee would continue working on the outlined topics.

## Adjournment

Chair Hyde adjourned the meeting at 12:52 PM.