FLORIDA STATE UNIVERSITY

BOARD OF TRUSTEES

Governance Committee

FLORIDA STATE UNIVERSITY
BOARD OF TRUSTEES
Governance Committee

MEETING AGENDA

Thursday, August 27, 2026
12:00 – 1:00 pm

FSU Westcott Building
Conference Room 201
222 South Copeland St.
Tallahassee, FL 32306

The agenda will be followed in subsequent order and items may be heard earlier than the scheduled time.

I. **Call to Order and Welcome**
Trustee Maximo Alvarez, Chair

II. **Approval of Minutes**
October 30, 2025, Meeting Minutes
June 18, 2026, Meeting Minutes

III. **Action Items for Consideration of Recommendation to the Board of Trustees**
Ms. Carolyn Egan, Vice President for Legal Affairs and General Counsel

a. **Action Item I: Request for Approval:** Nominations to the Board of Directors of the FSU Alumni Association

b. **Action Item II: Request for Approval:** Nominations to the Board of Directors of the Seminole Boosters, Inc.

c. **Action Item III: Request for Approval:** Nominations to the Board of Trustees of the FSU Foundation, Inc.

d. **Action Item IV: Request for Approval:** Nominations to the Board of Directors of The John and Mable Ringling Museum of Art Foundation, Inc.

e. **Action Item V: Request for Approval:** Nomination to the Board of Directors of the Florida State University Athletic Association, Inc.

f. **Action Item VI: Request for Approval:** Nomination to the Board of Directors of the College of Business Student Investment Fund, Inc.

g. **Action Item VII: Request for Approval:** Nomination to the Board of Directors of the Florida State University Research Foundation, Inc.

h. **Action Item VIII: Request for Approval:** Nominations to the Board of Directors of the Florida State University International Programs Association, Inc.

g. **Action Item IX: Request for Approval:** Florida State University International Programs Association, Inc. Bylaw Revisions

h. **Action Item X: Request for Approval:** Revisions to the Florida State University Policy 1-1 BOT Operating Procedures

i. **Action Item XI: Request for Approval:** FY 2025-2026 Presidential Evaluation and Compensation

j. **Action Item XII: Request for Approval:** President's FY 2026-2027 Goals

IV. Informational Items and Standing Updates
Trustee Maximo Alvarez, Chair
Ms. Carolyn Egan, Vice President for Legal Affairs and General Counsel

V. Open Forum for Trustees
Trustee Maximo Alvarez, Chair

VI. Adjournment
Trustee Maximo Alvarez, Chair

FLORIDA STATE UNIVERSITY
BOARD OF TRUSTEES
Governance Committee

MEETING MINUTES
October 30, 2025

FLORIDA STATE UNIVERSITY

BOARD OF TRUSTEES

Governance Committee

MEETING MINUTES (DRAFT)

FSU Board of Trustees
Governance Committee
Thursday, October 30, 2025
11:00 a.m.

Florida State University
201 Turnbull Conference Center
555 West Pensacola Street
Tallahassee, FL 32306

Committee Members in Attendance: Board Chair Peter Collins, Board Vice-Chair Vivian de las Cuevas-Diaz, Trustee Brian Murphy, and Vice President for Legal Affairs & General Counsel Carolyn Egan

Committee Members Absent: Committee Chair Maximo Alvarez

Also in attendance: Trustee Jim Henderson, Trustee Peter Jones, President Richard McCullough, and other University administrators and staff

I. **Call to Order and Welcome –** Board Chair Peter Collins called the Governance Committee to order at 11:05 a.m.

II. **Approval of Minutes –** ***The minutes from the August 28, 2025, meeting of the Governance Committee were approved without change.***

III. **Action Items for Consideration of Recommendation to the Board of Trustees –**

A. **<u>Action Item I</u>: Request for Approval: Nominations to the Board of Directors of the FSU College of Business Student Investment Fund – Tallahassee, Inc. -** The Chair of the Board of Directors of the FSU College of Business Student Investment Fund and Dean proposed the nominations of Roy N. Apple and Cyrus H. Sharp III, which were also reviewed by the President. ***Vice-Chair de las Cuevas-Diaz moved to approve the nominations and Trustee Murphy seconded. The nominations were approved for recommendation to the full Board.***

B. **<u>Action Item II</u>: Request for Approval: Revisions to Florida State University Policy 1-1 BOT Operating Procedures –** Vice President Egan explained that based on discussions at the last meeting, revisions to the Board's operating procedures in Section

102 were being proposed to specify that the Chair and Vice-Chair would be elected in alternating years going forward. There is flexibility for the Board to allow Vice-Chair de las Cuevas-Diaz to complete her full term as Vice-Chair since her election was not in sequence with the proposed revisions. ***Trustee Murphy moved to approve the revisions and Vice-Chair de las Cuevas-Diaz seconded. The revisions were approved for recommendation to the full Board.***

C. **Action Item III: Request for Approval: President's FY 2025-2026 Goals -** Board Chair Collins invited the President to speak about his goals for fiscal year 2025-2026. President McCullough stated that whenever he gets any indication of the University's metrics, he notifies the Board, even when it is still unofficial or not verified, so some of the goals will look familiar and some have already been met. The President highlighted a few of the goals and activities, such as (under Goal #1, Continue to invest in student success to drive academic excellence) increasing the number of students in FSU Honors and Presidential Scholars programs by 15%. There is careful consideration to ensure that meeting this kind of goal does not unintentionally change the character of the program or the university. President McCullough stated that the Chair had challenged him to quantify the goals so that they are measurable, and he has tried to do so. Referring to Goal #4 (Increase fundraising efforts to support the university and build a culture of philanthropy), the President stated that giving this year is tracking $20.2 million ahead of last year. Trustee Murphy's vision in this area has been helpful. Referring to Goal #5 (Remain a national leader in the student-athlete experience), President McCullough noted that it was challenging to formulate specific numbers for expanding revenue generation related to Athletics, but he will have a better feel after this year. There was discussion of upcoming revenue generating events at the stadium, including the Professional Bull Riders, the Savannah Bananas, and concerts. Vice-Chair de las Cuevas-Diaz indicated there are opportunities for revenue generation, and Board Chair Collins stated that Athletics and the Boosters are working on a strategic plan in that area. The President stated that he feels like progress is being made on revenue generation. There was discussion on outsourcing versus using employees to secure future events. Trustee Murphy noted the importance of having a unified message/branding, and that FSU is very marketable. Board Chair Collins stated that the Chief Marketing Officer position is vacant. The President indicated that a 360 review of the university's communications and marketing structure had been done and that report needs to be studied before hiring a new Chief Marketing Officer. There was discussion regarding the structure of communications, marketing, and branding at the university. Board Chair Collins emphasized that eliminating silos and having a unified message were critical. There was further discussion regarding the university's current structure related to multi-media rights, trademarks, marketing, and communications. Board Chair Collins complimented the President on setting quantifiable measures. ***Vice-Chair de las Cuevas-Diaz moved to approve the goals and Trustee Murphy seconded. The goals were approved for recommendation to the full Board.***

IV. Informational Items and Standing Updates

A. **Accreditation:** Vice President Egan introduced Dr. Ruth Storm, Associate Provost and Associate Vice President for Academic Affairs, to provide an update on the university's change of institutional accreditor. Dr. Storm stated that in February 2025, the Board authorized President McCullough to seek approval from the U.S. Department of Education (USDOE) to change accrediting bodies from SACSCOC to the Higher Learning Commission (HLC). This request was made and the university received approval in August 2025. FSU has begun a three-step process for initial accreditation with HLC by submitting its 155-page application to HLC on October 28, 2025. By Thanksgiving, the university should learn whether it can proceed to Step 2 in the process. Provost James Clark has appointed a working group of approximately 25 individuals from across campus to begin the work necessary to document compliance with HLC requirements and prepare the Step 2 submission. The university will likely submit materials for Step 2 in Fall 2026 and Step 3 in 2027, with likely site visits in 2027-2028. Ultimately, the matter will go back to the USDOE for final approval. While the transition from one accreditor to another is ongoing, the university will be working with two accreditors for a period of time.

V. Open Forum for Committee Members – There was no further discussion.

VI. Adjournment – The meeting was adjourned at 11:31 a.m.

FLORIDA STATE UNIVERSITY
BOARD OF TRUSTEES
Governance Committee

MEETING MINUTES
June 18, 2026

FLORIDA STATE UNIVERSITY
BOARD OF TRUSTEES
Governance Committee

MEETING MINUTES (DRAFT)

FSU Board of Trustees
Governance Committee
Thursday, June 18, 2026
11:45 a.m.

Florida State University
Virtual via Zoom and
Turnbull Conference Center
555 West Pensacola Street
Tallahassee, FL 32306

Committee Members in Attendance: Board Chair Peter Collins, Trustee Brian Murphy, and Vice President for Legal Affairs & General Counsel Carolyn Egan

Committee Members Absent: Board Vice-Chair Vivian de las Cuevas-Diaz and Committee Chair Maximo Alvarez

Also in attendance: Trustee Kathryn Ballard, Trustee Gonzalez, Trustee Henderson, Trustee Hughes, Trustee Jones, Trustee Seibert, Trustee Weisheyer, President Richard McCullough, and other University administrators and staff

I. **Call to Order and Welcome –** As the previous committee meetings concluded early, Board Chair Peter Collins called the Governance Committee to order at approximately 11:45 a.m.

   It was noted that there was not a quorum, so action items voted on would go forward to the full Board with the recommendation of the individual Trustees and not with the full committee's approval.

II. **Approval of Minutes –** The committee members present reviewed the minutes from the October 30, 2025, meeting and concurred. As a quorum of the committee was not present, the minutes will be submitted to the next committee meeting agenda for formal approval.

III. **Action Items for Consideration of Recommendation to the Board of Trustees –**

   a) **<u>Action Item I</u>: Request for Approval: Florida State University Foundation, Inc. Bylaw Revisions**
   b) **<u>Action Item II</u>: Request for Approval: Florida State University Foundation, Inc. Articles of Incorporation Revisions**

General Counsel Egan made introductory remarks and summarized the proposed revisions to the Florida State University Foundation, Inc.'s bylaws and articles of incorporation.

c) **<u>Action Item III</u>: Request for Approval: Florida State University Alumni Association Bylaw Revisions**

General Counsel Egan summarized the proposed revisions to the Florida State University Alumni Association bylaws.

d) **<u>Action Item IV</u>: Request for Approval:** Florida State University Athletic Association, Inc. Bylaw Revisions

General Counsel Egan summarized the proposed revisions to the Florida State University Athletic Association bylaws, which allow more flexibility.

e) **<u>Action Item V</u>: Request for Approval:** Proposal to Repeal Regulation FSU-6.003 Intercollegiate Athletics: Season Ticket Allocation and Sale

General Counsel Egan indicated that the proposal was to repeal an antiquated regulation.

Trustee Murphy moved to approve all action items and Board Chair Collins seconded. All action items were approved for recommendation by the Trustees to the full Board.

IV. Informational Items and Standing Updates

a) **<u>Informational Item</u>: President's Evaluation – Review Summer Timeline**

Board Chair Collins noted that the Board conducts an annual evaluation of the President and summarized the summer timeline for this year's evaluation. At the June 18, 2026, Board meeting, the Board is discussing the evaluation rating form and timeline. On July 24, 2026, the President's self-evaluation document is provided to the Board along with the finalized evaluation rating form. August 7, 2026, is the due date for the Trustees to submit their completed evaluation rating form. At the August 27-28, 2026, Board meeting, the Board will provide President McCullough with evaluation feedback and formally approve his evaluation.

V. Open Forum for Committee Members – There was no further discussion.

VI. Adjournment – The meeting was adjourned at approximately 11:55 a.m.

FLORIDA STATE UNIVERSITY
BOARD OF TRUSTEES
Governance Committee

ACTION ITEM
I

FLORIDA STATE UNIVERSITY

BOARD OF TRUSTEES

Advancement Committee

ACTION ITEM I

August 27, 2026

SUBJECT: Nominations to the Board of Directors of the FSU Alumni Association

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PROPOSED COMMITTEE ACTION

Request approval of the nominees to the FSU Alumni Association Board of Directors

AUTHORITY FOR BOARD OF TRUSTEES ACTION

Section 1004.28 and BOG-9.011 provide that the university board of trustees shall approve all appointments to any direct-support organization.

BACKGROUND INFORMATION

The nominees to the FSU Alumni Association Board of Directors have been proposed for membership by the FSU Alumni Association Board of Directors. The FSU Alumni Association Board of Directors approved these nominees on May 15, 2026. They have been reviewed by the President.

ADDITIONAL COMMITTEE CONSIDERATIONS

Florida Board of Governors approval is not required.

Submitted by: FSU Alumni Association Board of Directors

FLORIDA STATE UNIVERSITY
BOARD OF TRUSTEES
Governance Committee

ACTION ITEM
II

FLORIDA STATE UNIVERSITY

BOARD OF TRUSTEES

Governance Committee

ACTION ITEM II

August 27, 2026

SUBJECT: Nominations to the Board of Directors of the Seminole Boosters, Inc.

PROPOSED COMMITTEE ACTION

Request approval of the nominees to the Seminole Boosters, Inc. Board of Directors

AUTHORITY FOR BOARD OF TRUSTEES ACTION

Section 1004.28 and BOG-9.011 provide that the university board of trustees shall approve all appointments to any direct-support organization.

BACKGROUND INFORMATION

The nominees to the Seminole Boosters, Inc. Board of Directors have been proposed for membership by the Seminole Boosters Board of Directors. The Seminole Boosters Board of Directors approved the nominees on May 29, 2026. They have been reviewed by the President.

ADDITIONAL COMMITTEE CONSIDERATIONS

Florida Board of Governors approval is not required.

Submitted by: Seminole Boosters, Inc. Board of Directors

FLORIDA STATE UNIVERSITY
BOARD OF TRUSTEES
Governance Committee

ACTION ITEM
III

FLORIDA STATE UNIVERSITY

BOARD OF TRUSTEES

Governance Committee

ACTION ITEM III

August 27, 2026

SUBJECT: Nominations to the Board of Trustees of the FSU Foundation, Inc.

PROPOSED COMMITTEE ACTION

Request approval of the nominees to the FSU Foundation, Inc. Board of Trustees.

AUTHORITY FOR BOARD OF TRUSTEES ACTION

Section 1004.28 and BOG-9.011 provide that the university board of trustees shall approve all appointments to any direct-support organization.

BACKGROUND INFORMATION

The nominees to the FSU Foundation Board of Trustees have been proposed for membership by the FSU Foundation, Inc. Board of Trustees. The FSU Foundation, Inc. Board of Trustees approved the nominees on May 15, 2026. They have been reviewed by the President McCullough and the presidential appointment has been approved by President McCullough.

ADDITIONAL COMMITTEE CONSIDERATIONS

Florida Board of Governors approval is not required.

Submitted by: The Board of Trustees of the FSU Foundation, Inc. and President Richard D. McCullough.

FLORIDA STATE UNIVERSITY
BOARD OF TRUSTEES
Governance Committee

ACTION ITEM
IV

FLORIDA STATE UNIVERSITY

BOARD OF TRUSTEES

Governance Committee

ACTION ITEM IV

August 28, 2026

SUBJECT: Nominations to the Board of Directors of the John and Mable Ringling Museum of Art Foundation, Inc.

PROPOSED COMMITTEE ACTION

Request approval of the nominees to Board of Directors of the John and Mable Ringling Museum of Art Foundation, Inc.

AUTHORITY FOR BOARD OF TRUSTEES ACTION

Section 1004.28 and BOG-9.011 provide that the university board of trustees shall approve all appointments to any direct-support organization.

BACKGROUND INFORMATION

The nominees to the Board of Directors of the John and Mable Ringling Museum of Art Foundation, Inc. have been nominated for membership by Board of Directors of the John and Mable Ringling Museum of Art Foundation, Inc. to President McCullough. On April 24, 2026, the Board of Directors of the John and Mable Ringling Museum of Art Foundation, Inc. approved the nominees for submission to President McCullough for consideration as presidential appointments and reappointments.

President McCullough has approved the nominees as presidential appointments and reappointments.

ADDITIONAL COMMITTEE CONSIDERATIONS

Florida Board of Governors approval is not required.

Submitted by: The Board of Directors of the John and Mable Ringling Museum of Art Foundation, Inc. and President Richard D. McCullough

FLORIDA STATE UNIVERSITY
BOARD OF TRUSTEES
Governance Committee

ACTION ITEM
V

FLORIDA STATE UNIVERSITY

BOARD OF TRUSTEES

Governance Committee

ACTION ITEM V

August 27, 2026

SUBJECT: Nomination to the Board of Directors of the Florida State University Athletic Association, Inc.

PROPOSED COMMITTEE ACTION

Approve appointment to the Board of Directors of the Florida State University Athletic Association, Inc.

AUTHORITY FOR BOARD OF TRUSTEES ACTION

Section 1004.28 and BOG-9.011 provide that the university board of trustees shall approve all appointments to any direct-support organization.

BACKGROUND INFORMATION

The nominee to the Direct Support Organization Board has been proposed for membership by the respective DSO Board according to their individual Bylaw provisions. The nomination has been approved by President McCullough as a presidential appointee to the Board.

ADDITIONAL COMMITTEE CONSIDERATIONS

Florida Board of Governors approval is not required.

Submitted by: President Richard D. McCullough

FLORIDA STATE UNIVERSITY
BOARD OF TRUSTEES
Governance Committee

ACTION ITEM
VI

FLORIDA STATE UNIVERSITY

BOARD OF TRUSTEES

Governance Committee

ACTION ITEM VI

August 27, 2026

SUBJECT: Nomination to the Board of Directors of the FSU College of Business Student Investment Fund, Inc. – Tallahassee, FL

PROPOSED COMMITTEE ACTION

Request approval of the appointment to the FSU College of Business Student Investment Fund, Inc. – Tallahassee, FL.

AUTHORITY FOR BOARD OF TRUSTEES ACTION

Section 1004.28 and BOG-9.011 provide that the university board of trustees shall approve all appointments to any direct-support organization.

BACKGROUND INFORMATION

The nominee to the Direct Support Organization Board has been proposed for membership by the respective DSO Board according to their individual Bylaw provisions. The nomination has been approved by President McCullough as a presidential appointee to the Board.

ADDITIONAL COMMITTEE CONSIDERATIONS

Florida Board of Governors approval is not required.

Submitted by: President Richard D. McCullough

FLORIDA STATE UNIVERSITY
BOARD OF TRUSTEES
Governance Committee

ACTION ITEM
VII

FLORIDA STATE UNIVERSITY

BOARD OF TRUSTEES

Governance Committee

ACTION ITEM VII

August 27, 2026

SUBJECT: Nomination to the Board of Directors of the Florida State University Research Foundation, Inc.

PROPOSED COMMITTEE ACTION

Request approval of the reappointment to the FSU Research Foundation, Inc. Board of Directors

AUTHORITY FOR BOARD OF TRUSTEES ACTION

Section 1004.28 and BOG-9.011 provide that the university board of trustees shall approve all appointments to any direct-support organization.

BACKGROUND INFORMATION

The nominee to the Direct Support Organization Board has been proposed for membership by the respective DSO Board according to their individual Bylaw provisions. The nomination has been approved by President McCullough as a presidential appointee to the Board.

ADDITIONAL COMMITTEE CONSIDERATIONS

Florida Board of Governors approval is not required.

Submitted by: President Richard D. McCullough

FLORIDA STATE UNIVERSITY
BOARD OF TRUSTEES
Governance Committee

ACTION ITEM
VIII

FLORIDA STATE UNIVERSITY

BOARD OF TRUSTEES

Governance Committee

ACTION ITEM VIII

August 27, 2026

SUBJECT: Nominations to the Board of Directors of the Florida State University International Programs Association, Inc.

PROPOSED COMMITTEE ACTION

Request approval of the nominees to the FSU International Programs Association, Inc. Board of Directors

AUTHORITY FOR BOARD OF TRUSTEES ACTION

Section 1004.28 and BOG-9.011 provide that the university board of trustees shall approve all appointments to any direct-support organization.

BACKGROUND INFORMATION

The nominees to the Direct Support Organization Board has been proposed for membership by the respective DSO Board according to their individual Bylaw provisions. President McCullough has approved these nominees as presidential appointments.

ADDITIONAL COMMITTEE CONSIDERATIONS

Florida Board of Governors approval is not required.

Submitted by: President Richard D. McCullough

FLORIDA STATE UNIVERSITY
BOARD OF TRUSTEES
Governance Committee

ACTION ITEM
IX

FLORIDA STATE UNIVERSITY
BOARD OF TRUSTEES
Governance Committee

ACTION ITEM IX

August 27, 2026

SUBJECT: Approval of Bylaw Revisions for the FSU International Programs Association, Inc.

PROPOSED COMMITTEE ACTION

Request approval of the bylaw revisions.

AUTHORITY FOR BOARD OF TRUSTEES ACTION

FSU - 2.025 requires Board of Trustees approval of all DSO Articles of Incorporation amendments.

BACKGROUND INFORMATION

The bylaw revisions were approved by the FSU International Programs Association, Inc. Board of Directors on August 3, 2026.

ADDITIONAL COMMITTEE CONSIDERATIONS

Florida Board of Governors approval is not required.

Supporting Documentation Included: Proposed FSU International Programs Association Bylaw Revisions – changes marked.

Submitted by: FSU International Programs Association, Inc. Board of Directors.

BYLAWS
FLORIDA STATE UNIVERSITY INTERNATIONAL PROGRAMS ASSOCIATION, INC.
Effective: February 9, 2012

Section 1. Purpose

1.1 Purpose. ~~The purpose of Florida State University International Programs Association, Inc. (FSUIPA, Inc.) (corporation) is to promote and facilitate opportunities for Florida State University to teach and conduct research abroad through the support of the University's international study programs and the Study Abroad Program.~~ The purpose of Florida State University International Programs Association, Inc. (FSUIPA, Inc.) (the corporation) is to promote and facilitate learning and educational opportunities for students and faculty to study, teach, and conduct research abroad, and to support the education, health and physical welfare of students, faculty and staff at Florida State University International Programs.

Section 2. Members of the Board of Directors, Officers, Duties, Committees

2.1 Duties of Directors. The business and affairs of the corporation shall be conducted under the general supervision and control of the Board of Directors (Board). The specific powers of the Board shall be those granted in the Articles of Incorporation, Chapter 617, Florida Statutes, and as set forth herein. The Board shall comply with all ~~rules set forth by the Florida State University Board of Trustees and by the University which apply to~~ laws and regulations governing direct support organizations, ~~as defined~~ set forth in Section 1004.28~~(1)(a)~~, Florida Statutes, and Regulations BOG-9.0112 and FSU-2.025. ~~**6C2R-2.025**, Florida State University Regulations.~~

2.2 Number and Composition. ~~Selection.~~ The Board of Directors shall consist of not less than seven (7) nor more than fifteen (15) Directors. ~~trustees.~~ This number includes ~~trustees appointed~~ required Directors serving according to law or regulation. ~~Chapter 1004.28(1)(a), Florida Statutes, and **6C2R-2.025**, Florida State University Regulations.~~

As provided in Florida Statute1004.28, the Chair of the Florida State University Board of Trustees (FSU BOT) shall appoint one Director and the Florida State University (FSU) President or designee shall also serve as a Director. These positions are not subject to Board confirmation.

The Board shall also consist of:

By virtue of position, the FSU Provost shall serve as an *ex officio*, voting member for the duration of tenure in the position.

Three (3) to twelve (12) voting members may be appointed by the President.

Any amendment to these Bylaws shall not affect existing Board members at the time of any such amendment and they shall serve out their current terms uninterrupted. If re-appointed, current Directors may serve an additional two consecutive terms from their current term.

2.3 Terms. All appointed FSUIPA, Inc. Directors will serve 3-year ~~renewable~~ terms, however Directors shall remain in office until they are renewed or replaced. Terms shall be staggered so that one-third of all Directors will be up for renewal each year. Appointed terms may be for less than three years to achieve or maintain staggered terms. Appointed Directors may serve three consecutive terms from the date of the revision of these Bylaws, after which there must be a two-year break in service before reappointment.

2.4 Appointment and Confirmation. FSUIPA. Inc. shall submit ~~a slate of~~ nominees for any existing or upcoming Board vacancies to the President by ~~June~~ August 1 of each year for approval and appointment for a term starting October 1. ~~FSUIPA, Inc., as a Type 1 supporting organization, per IRS regulations, will have 50% of its Board membership appointed by the President, which shall include the President or his designee.~~ Newly ~~elected or~~ appointed ~~directors~~ Directors shall fill their terms beginning October 1 of each year.

In the event of a death, resignation or removal of any appointed Director other than the appointment made by the FSU BOT Chair, the President may ~~trustee, the Board of Directors shall~~ fill the vacancy for the balance of the term.

In accordance with Florida Statute 1004.28, all appointments and reappointments other than the President or designee and the FSU BOT appointee must be confirmed by the FSU BOT.

~~2.5 The Chair of the Florida State University Board of Trustees, or designee, will automatically serve as a member of the FSUIPA, Inc. Board of Directors.~~

2.5~~6~~ Removal.

2.5.1 With the exception of the President or his/her designee and the appointee of the FSU BOT Chair, ~~Chairman of the Board of Trustees,~~ a ~~director~~ Director may be removed from the Board if she/he fails to attend at least 50% of the regular and special meetings during any two (2) year period unless the absence is ~~waived~~ excused.

~~2.7~~ 2.5.2 With the exceptions noted above, ~~directors~~ Directors may be removed by a vote of two-thirds of the ~~directors~~ Directors when it is determined that the best interest of the corporation may be served thereby.

~~2.7 Ex-officio Members. The Board of Directors may elect nonvoting ex-officio members of the Board as deemed appropriate. These ex-officio members are exempt from attendance requirements and do not count in the total number of Trustees allowed in Section 2.2.~~

2.6 Committees

2.6.1 Committee Composition. All Committees shall be created and members appointed by the Chair. Any Executive Committee, should one exist, must contain the appointee of the FSU BOT Chair and the President or designee.

The Chair, after conferring with the Executive Director of International Programs and the Board, may appoint for up to one-year terms with the possibility of reappointment, members of the general public to serve as non-voting members of regular or special committees of the Board.

2.7.2 Audit Committee. There must be an Audit Committee of at least three members, external to FSU, with at least one member having significant professional work experience in areas such as accounting, business, finance, audit, or ~~and~~ internal controls. The Audit Committee shall meet and perform such duties as required by University Regulation FSU-2.025.

Section 3. ~~Duties of~~ Officers.

3.1 Selection. The officers shall be elected ~~annually~~ by and from the Board at its annual meeting. Any vacancy arising in any office, the incumbent of which is chosen by the Board, may be filled at any meeting by the Chair, with the approval of the Board. The terms of officers elected by the Board shall be approved by the Board of Directors.

3.2 Chair.~~3.1 Chairman.~~ The ~~Chairman~~ Chair of the Board of Directors shall be the presiding officer of the corporation and shall have general supervision of the business of the corporation. The ~~Chairman~~ Chair appoints members of committees, sees that orders and resolutions of the Board of Directors are carried into effect, and acts as an ex-officio member of all committees.

3.3 Vice Chair. ~~3.2 Vice Chairman.~~ The Vice Chair ~~Chairman~~ of the Board of Directors shall work with the ~~Chairman~~ Chair, and in the absence of the ~~Chairman~~ Chair, assume the duties of the ~~Chairman~~ Chair until such time as the ~~Chairman~~ Chair resumes the duties or the Board appoints a new ~~Chairman~~ Chair.

3.4 Secretary. ~~3.3 Secretary.~~ The Secretary of the Board of Directors shall keep accurate minutes of the proceedings of all meetings and preserve same to act as permanent record of the corporation, keep on record a copy of the Bylaws and Articles of Incorporation, and carry on such correspondence as may be assigned by the Chairman.

3.5 Treasurer. ~~3.4 Treasurer.~~ The Treasurer of the Board of Directors shall supervise the receipt, deposit and disbursal of all funds under the direction of the Board of Directors, make reports to the Board of Directors ~~as requested and to cause an annual audit to be made~~ as required by statute and ~~rule~~ regulation.

~~3.6 Assistant Treasurer. 3.5 Assistant Treasurer. The Assistant Treasurer fulfills duties of the Treasurer in the absence of the Treasurer or as delegated by the Treasurer.~~

3.6 Removal of Officers. In the absence, inability or refusal to carry out the responsibilities of any officers ~~act of any offices~~ of the corporation, the Board of Directors may remove the officer by simple majority vote. ~~may appoint any person to perform said officer's respective duties.~~ If an officer is an FSU employee, their term of office will cease upon the termination of employment. The Board of Directors may appoint any person to perform said officer's respective duties.

Section 4. Meetings.

4.1 Annual Meeting. The annual meeting of the Board of Directors shall typically be held in early April, in person, with an option to join electronically. All meetings will provide for public access. ~~at the University, Tallahassee, Florida.~~ At said annual meetings, ~~directors~~ Directors and officers shall be elected as needed, an annual budget shall be timely approved, and such other business as may be brought before the meeting may be transacted. ~~Directors~~ Officers duly ~~appointed~~ elected at the meeting may participate in such meeting following election.

4.2 Special Meetings. Special meetings of the Board of Directors may be held at any time and place designated by the Chairman, including by means of electronic communication. Special meetings may be called when any officer determines that there is business that requires the notification or action of the board.

4.3 Quorum. The presence of a majority of the voting members of the Board of Directors shall constitute a quorum at any meeting of the Board and all questions shall be determined by a majority vote, with the exception of specific votes outlined in sections 2.5 and 9.1 of these bylaws.

4.4 Notice of Meetings. Notice of the annual meeting or special meeting shall be mailed or electronically communicated in writing to each director not less than ~~15~~ seven (7) days before the meeting. If the notice is for a special meeting, the notice shall indicate briefly the objects thereof. Meetings are open to the public and shall be properly noticed, in accordance with Florida law.

Section 5. Fiscal Year

5.1 Fiscal Year. The corporation shall have an operating Fiscal Year from October 1 to September 30.

~~Section 6. Employees~~

~~6.1 Employees. All employees shall be authorized in a Budget approved by the Board. Persons employed by the corporation are not to be considered as employees of the State of Florida.~~

Section 6. ~~7.~~ Use of University Name and Resources

~~7.1~~ 6.1 University Name and Resources. The corporation's use of the name and resources of Florida State University shall at all times be subject to the monitoring and control of the University President or Board of Trustees, as appropriate and shall be consistent with all other applicable legal authorities.

Section 7. ~~8.~~ Amendment of Bylaws

~~8.1~~7.1 Amendment. These bylaws may be altered, amended or repealed at any regular or special meeting by a vote of two-thirds of the Board, provided that notice of the meeting specified the nature of the amendments to be considered. Amendments to these Bylaws must be approved by The Florida State University Board of Trustees. These bylaws shall be reviewed at least every five years.

Section 8. ~~9.~~ Indemnification

~~9.1~~ 8.1 Indemnification. The corporation shall indemnify, to the full extent provided by law, any person who was or is a party to any proceeding by reason of the fact that he or she was or is serving as a Director ~~director~~ or officer of the corporation or was or is serving at the request of the corporation as a trustee, Director ~~director~~, or officer of another corporation or enterprise, against liability and expenses incurred in connection with such a proceeding, including any appeal thereof, if such a person acted in good faith and in a manner he or she reasonably believed to be in, and not opposed to, the best interests of the corporation.

Section 9. Conflict of Interest

9.1 Any duality of interest on the part of any Director should be disclosed to the Board and made a matter of record through an annual procedure and also when the interest becomes a matter of Board action.

Except as otherwise mandated by law, any Director having a duality of interest shall not vote or use his or her personal influence on the matter, and he or she shall not be counted in determining the quorum for the meeting. The minutes of the meeting shall reflect that a disclosure was made, the abstention from voting and the quorum situation. In all cases such Director shall comply with the disclosure requirements under the Florida Government-in-the- Sunshine Law, Section 286.011, Florida Statutes.

FLORIDA STATE UNIVERSITY
BOARD OF TRUSTEES
Governance Committee

ACTION ITEM
X

FLORIDA STATE UNIVERSITY

BOARD OF TRUSTEES

Governance Committee

ACTION ITEM X

August 27, 2026

SUBJECT: Revisions to the Florida State University Policy 1-1 BOT Operating Procedures

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PROPOSED COMMITTEE ACTION

Request for approval of revisions to the FSU Board of Trustees Operating Procedures

AUTHORITY FOR BOARD OF TRUSTEES ACTION

Article IX, Section 7 Florida Constitution; BOG Regulation 1.001, Section 1001.71, F.S. and BOT Operating Procedures 1-1

BACKGROUND INFORMATION

General update of Florida State University Policy 1-1 BOT Operating Procedures.

ADDITIONAL COMMITTEE CONSIDERATIONS

Florida Board of Governors approval is not required.

Supporting Documentation Included: Mark-up of proposed revisions to the FSU Board of Trustees Operating Procedures 1-1

Submitted by: Carolyn Egan, Vice President for Legal Affairs and General Counsel

Florida State University Policy 1-1 BOT Operating Procedures

Title of Policy:	**Operating Procedures**
Responsible Executive:	**University Board of Trustees**
Approving Official:	**University Board of Trustees**
Effective Date:	**October 31, 2025**
Revision History:	**New Adopted January 24, 2003; Amended June 9, 2006, September 24, 2021, November 21, 2024, October 31, 2025, and __________.**

I. Introduction

The Florida Constitution and laws of the State of Florida establish the Florida State University Board of Trustees (hereinafter Board).

II. Policy

Article I - Membership

Section 101 - Governing Law

The membership of the Board shall be determined in accordance with the Constitution of the State of Florida and Florida law. The Board is established as a public body corporate, with all powers as provided by Florida law. The Board acts as an instrumentality or agency of the State of Florida for purposes of sovereign immunity pursuant to section 768.28(2), Florida Statutes.

Section 102 - Board Officers and Executive Officer/Corporate Secretary

(a) The Board shall have a Chair and a Vice Chair. The Board will elect a Chair every two years at the first in-person meeting held during the fall semester, or at such other time as deemed necessary by a majority vote of the Board to fill a vacancy. On alternating years when the Board does not elect a Chair, the Board shall at the first in-person meeting of the fall semester elect a Vice Chair to serve a two-year term. The length of the Chair's term and the number of terms served by the Chair are established by regulation of the Florida Board of Governors.

(b) The Chair of the Board shall preside at meetings of the Board, call regular, special, or emergency meetings, sign and execute all documents and instruments on behalf of the Board, and perform such other duties as may be required by law or directed by the Board. The Chair may delegate the authority to sign and execute documents and instruments on behalf of the Board to the Corporate Secretary, including defending and/or initiating any claim or action in law or equity on behalf of the Board, provided that the Board of Trustees ratify any initiation of a claim at a subsequent meeting.

(c) The Vice Chair of the Board shall have the powers and perform such duties as may be delegated to that individual by the Board and in the event of the death, absence or inability of the Chair to act, perform such duties and exercise the powers of the chair.

(d) The University President is the Executive Officer and Corporate Secretary ("Secretary") of the Board and shall be responsible for ensuring meeting minutes are kept. The Secretary shall attest to the signature of other officers of the Board when required or necessary and shall affix the seal of the Board when necessary. The Secretary shall perform the duties customarily performed by the secretary to a public body corporate as well as such other duties as may be prescribed by the Board. As Executive Officer, the University President shall serve as the principal liaison and official contact between the Board and the faculty, staff and students of the university. The President shall exercise such powers as are appropriate to that position in promoting, supporting and protecting the interests of the University and in managing and directing its affairs. The President shall be responsible for all management functions of the University consistent with the policies established by the Board and shall exercise such other powers, duties and responsibilities as are delegated or assigned by the Board and Florida statutes. The Corporate Secretary may delegate to university staff duties related to meeting organization and recordkeeping.

Article II -- Meetings

Section 201 - Scheduling of Meetings of the Board and Board Committees

(a) There shall be an organizational meeting of the Board every two (2) years for the election of the Chair or Vice Chair, and such other additional officers as the Board may decide are necessary and appropriate. If the organizational meeting of the Board is not held as stated above, the election of officers may be held at any meeting called pursuant to these practices and procedures. Normally, to be eligible for election as Chair or Vice Chair, a member of the Board shall have at least two years remaining on his or her term of appointment, provided that this requirement may be waived by a majority vote of the Board.

(b) Regular meetings of the Board shall be held as needed, with a minimum of three (3) meetings per year.

(c) Meetings of the Board and of board committees may be held at the Florida State University or other locations as deemed necessary and appropriate by the Board, including but not limited to locations in the vicinity of university campuses or facilities located outside of Tallahassee.

(d) Meetings of the board and of board committees may be conducted through conference call, teleconference, or video conferences.

(e) Meetings of the Board may be held for the purpose of acting on emergency or urgent matters requiring immediate attention affecting the university or public health, safety, or welfare. Special and emergency meetings of the Board shall be held when directed by the Chair or by any seven (7) m-embers of the Board.

Section 202 - Notice of Meeting

(a) Reasonable notice of all meetings shall be made in accordance with Chapters 286 and 120, Florida Statutes, either by electronic means on the University web site, by media advisory, or by publication in ~~the Tallahassee Democrat newspaper,~~ ~~or~~ other major publication of general circulation in the area where the meeting will be held~~, media advisory, or on the Florida State University website~~.

(b) Reasonable notice of a regular meeting of the Board shall be made one (1) week before the meeting is scheduled to take place, unless such time frame is unfeasible as provided in subsection (c) herein.

(c) Notice of meetings to consider emergency or urgent matters will be posted on the University web site as early as practicable prior to the meeting.

(d) Such notice shall state the date, time and place of the meeting, a brief description of the purpose, and the address where interested persons can write to obtain a copy of the agenda.

Section 203 -- Agendas

(a) The ~~University President~~Chair shall be responsible for setting the agenda for meetings of the Board in consultation with the President~~Chair~~.

(b) At least seven (7) days prior to each regular meeting of the Board of Trustees, a copy of the agenda, including (insofar as is practicable) copies of all reports and other written materials to be presented to the meeting, shall be sent to each member of the Board by the Secretary or designee. Supplemental material should be sent to members not later than three (3) days prior to the meeting.

(c) The Secretary or designee shall prepare and make publicly available the agenda for meetings of the Board.

(d) The agenda shall list the items in the general order they are intended to be considered. Items may be considered out of their stated order at the discretion of the Chair.

(e) The agenda shall consist of the following, as appropriate:

1. Call to Order and Roll Call

2. Pledge of Allegiance (for all live meetings or if feasible for virtual or telephonic meetings)

3. Moment of Silent Reflection

4. Review and Approval of Previous Meeting Minutes

5. Public Comment

6. President's Report

7. President's Remarks

8. Reports, Consent Items, Standing Committee Reports, Action Items and Informational Items

9. New Business

10. Chair's Report

11. Open Forum for Board Members

12. Executive Session

13. Adjournment

Section 204 -- Attendance

All trustees are expected to attend board and committee meetings. If a trustee has ~~four~~ three consecutive unexcused absences ~~in a two-year time period~~from any regular board meeting in a fiscal year, the Chair will ensure that the trustee is still willing and able to serve and will notify the appointing authority of the specific trustee's attendance record. ~~The chair may provide an annual report on trustee attendance to the Governor and Board of Governors.~~

Commented [CE1]: Consistent with section 1001.71, Florida Statutes.

Article III - Conduct of Business

Section 301 - Call to Order and Roll Call

At the hour appointed for the meeting, the Chair shall call the Board to order and the Chair or the Secretary shall call the roll.

Section 302 -- Quorum

A quorum of the Board shall consist of a majority of the members of the Board.

Section 303 - Presiding Officer

The Chair shall preside over all regular and special meetings of the Board. In the absence of the Chair, the Vice Chair shall preside. In the absence of both the Chair and the Vice Chair, the Secretary shall determine whether a quorum is present and, in that event, shall call for the election of a temporary presiding officer, who shall be elected by and from the membership of the Board upon a majority vote.

Upon arrival of the Chair or Vice Chair, the temporary Chair shall relinquish the chair after concluding the business then before the Board.

Section 304 -- Member Voting

(a) All members of the Board shall vote on all matters coming before the Board for consideration in accordance with section 286.012, Florida Statutes, unless a member abstains due to a disclosed conflict of interest in the manner required by law. No member may vote by proxy or by secret ballot. Each member having the right and entitled to vote at a meeting of the Board shall be entitled, at each meeting and upon each proposal presented at such meeting, to one vote.

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(b) No action shall be taken by the Board without the affirmative vote of at least seven (7) members.

(c) For purposes of agenda items brought before the Board of Trustees pursuant to section 288.860, Florida Statutes, related to foreign countries of concern, the recommendation must be unanimous by the Board Research Committee, or other applicable Board committee(s) hearing the item, in order for the item to progress to the Board of Trustees for consideration. If the item progresses to the Board of Trustees for a vote, the item must receive a supermajority of votes in favor (nine affirmative votes) for the item to move forward to the Florida Board of Governors.

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Section 305 - Procedures

(a) The business of the Board shall be taken up for consideration and disposition in accordance with the agenda for the meeting.

(b) The vote upon any resolution, motion or other matter may be by voice vote, provided that each trustee's individual vote is recorded in the minutes. The Chair or any Board member may require a roll call vote.

Section 306 -- Minutes

(a) The Secretary shall ensure minutes are kept of all regular meetings of the Board of Trustees; shall file and preserve all minutes, rules, orders, papers, and documents pertaining to the business and proceedings of the Board; shall be custodian of all records of the Board; and, when required, shall execute all legal documents and instruments of Florida State University.

(b) The Secretary shall develop minutes of the meeting to be sent to the members of the Board with the next meeting agenda.

(c) Records of the meetings of the Board, including any ~~tape recording~~ audio or video recording, are subject to Chapter 119, Florida Statutes, unless otherwise confidential or exempt under Florida law.

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Section 307 - Communications

All communications from the Board or any of is committees addressed to any employee or student of the University shall be transmitted through the President or President's designee. This section does not preclude individual members of the Board from contacting any member of the university community.

Section 308 - Applicability of Robert's Rules of Order

Robert's Rules of Order Newly Revised shall be used to conduct meetings of the Board, except where these operating procedures specifically provide otherwise.

Section 309 - Public Comment

The Board shall adopt procedures for public comment at Board meetings.

Article IV - Powers and Duties

Section 401 - General Powers and Duties

(a) The Board is vested with the authority to govern and set policy for the Florida State University as necessary to provide proper governance and improvement of the University in accordance with law and rules of the Florida Board of Governors.

(b) The Board may adopt regulations and policies consistent with the University's mission, with law, and with regulations of the Florida Board of Governors.

Section 402 - Other Powers and Duties

The Board shall have such other powers and duties, not inconsistent with applicable provisions of State law, as presently or as shall be defined and delegated by the Florida Board of Governors.

Article V - Committees

Section 501 - Committees

(a) The Chair of the Board shall have the power to establish and dissolve committees and appoint members. Standing committees are charged specifically with the immediate care and supervision of the subject matters assigned to them.

(b) Ex Officio Members: The Chair of the Board of Trustees, or in the Chair's absence the Vice Chair of the Board, shall be an ex officio voting member of all standing committees and subcommittees.

Section 502 - Notice and Records

The Secretary of the Board shall notice meetings of standing, special, and ad hoc Committees in the same manner as for meetings of the Board of Trustees. The Secretary shall ensure that minutes of all committee meetings are kept.

Article VI - Conflict of Interest

Section 601-- Disclosure of Potential Conflict of Interest by Members of the Board of Trustees:

(a) The Board shall adopt an Ethics Policy governing conflicts of interest of individual Board members.

(b) The Chair shall, at the start of each meeting, read a statement reminding Board members of the requirements of the Board Ethics Policy.

Article VII - Adoption, Amendment and Rescission of Operating Practices and Procedures

Following initial adoption, the Operating Procedures may be amended or rescinded at any regular meeting of the Board by a two-thirds vote of the total voting membership of the Board, provided that written notice containing the wording of each provision to be adopted, amended, or rescinded shall have been presented at the preceding regular meeting of the Board.

III. Legal Support, Justification, and Review of This Policy

Article IX, Section 7 Florida Constitution, BOG 1.001, 1001.71 Florida Statutes.

Policy will be reviewed by Board at least every five years.

FLORIDA STATE UNIVERSITY
BOARD OF TRUSTEES
Governance Committee

ACTION ITEM
XI

FLORIDA STATE UNIVERSITY

BOARD OF TRUSTEES

Governance Committee

ACTION ITEM XI

August 27, 2026

SUBJECT: FY 2025-2026 Presidential Evaluation and Compensation

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PROPOSED COMMITTEE ACTION

Request for Approval of President McCullough's Presidential Evaluation

AUTHORITY FOR BOARD OF TRUSTEES ACTION

Florida Board of Governors regulations require that each board of trustees annually evaluate the university president. That evaluation is premised upon the university president's progress toward the annual goals, as adopted by the board of trustees.

BACKGROUND INFORMATION

ADDITIONAL COMMITTEE CONSIDERATIONS

Florida Board of Governors approval is not required.

FLORIDA STATE UNIVERSITY
BOARD OF TRUSTEES
Governance Committee

ACTION ITEM
XII

FLORIDA STATE UNIVERSITY

BOARD OF TRUSTEES

Governance Committee

ACTION ITEM XII

August 27, 2026

SUBJECT: President's Fiscal Year 2026-2027 Goals

PROPOSED COMMITTEE ACTION

Request for Approval of President McCullough's Fiscal Year 2026-2027 Goals

AUTHORITY FOR BOARD OF TRUSTEES ACTION

Florida Board of Governors regulations require that each board of trustees annually evaluate the university president. That evaluation is premised upon the university president's progress toward the annual goals, as adopted by the board of trustees.

BACKGROUND INFORMATION

Section 4.1 of President McCullough's Employment Agreement requires President McCullough to develop proposed annual goals and objectives for adoption by the Board of Trustees.

ADDITIONAL COMMITTEE CONSIDERATIONS

Florida Board of Governors approval is not required.