FLORIDA STATE UNIVERSITY

BOARD OF TRUSTEES

Governance Committee

MEETING MINUTES (DRAFT)

FSU Board of Trustees
Governance Committee
Thursday, August 27, 2026
12:00 p.m.

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

Committee Members in Attendance: Committee Chair Maximo Alvarez, 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: None.

Also in attendance: Trustee Peter Jones, Trustee Jim Henderson, Trustee Ian Seibert, President Richard McCullough, Provost and Executive Vice President James Clark and other University administrators and staff.

I. **Call to Order and Welcome –** Committee Chair Alvarez called the Governance Committee to order at approximately 12:00 p.m. There was a quorum.

II. **Approval of Minutes –** The minutes from the October 30, 2025, and June 18, 2026, meetings of the Governance Committee were moved and seconded, and approved without change.

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

Committee Chair Alvarez stated that one of the responsibilities of the Board of Trustees was to make sure that the direct support organizations (DSOs) and their governing boards stay in alignment with the University. Almost every DSO has board appointments for the Committee's review. Vice President Egan and Heather Mayo have worked on improvements to the process.

Vice President Egan complimented Ms. Mayo on her support on the appointments. She noted that several years ago, the Florida Legislature mandated that the Board of Trustees confirm appointments to the DSO boards. Vice President Egan noted that she and Ms. Mayo have developed an eight-step due diligence process for nominees to the DSO donor-based boards, including a background check. The nominees can sit on the boards awaiting the completing of the due diligence process. Additionally, the DSO nominations will be brought to the Governance Committee and the Board of Trustees once a year, rather than scattered throughout the year. Questions about a nominee should be brought to Vice President Egan or Ms. Mayo. Vice President Egan noted that there was a whole slate of candidates and that their bios had been provided.

a) **Action Item I: Request for Approval:** Nominations to the Board of Directors of the FSU Alumni Association – The nominees were Kelly Flannery, Robert Kuth, Fatima Perez, Antonio Roca, Gina Young, Jeff Kottkamp, and Jeremy Willis.
b) **Action Item II: Request for Approval:** Nominations to the Board of Directors of the Seminole Boosters, Inc. – The nominees were Jeremy Cloud, Robert Murphy, Jameis Winston, Betsy Evans, Chris Forehand, James "Jimmy" Gustafson, Jr., Beth Langford, Shannon Libbert, Chris Ligori, Slaton Murray, Les Pantin, Michael Rendina, Kurt Schafer, Steve Smith, Nada Usina and Elizabeth Waring.
c) **Action Item III: Request for Approval:** Nominations to the Board of Trustees of the FSU Foundation, Inc.- The nominees were Thompson W. Blake, Robert B. "Rob" Boos, Jeanne Curtin, Matthew J. "Matt" Morris, Michael P. "Mike" Shea, Thomas Bartelmo, Catherine M. Johnson, Fred Tresca, and William T. Hold.
d) **Action Item IV: Request for Approval:** Nominations to the Board of Directors of The John and Mable Ringling Museum of Art Foundation – The nominees were Priscila Bala, Jessica Blume, Austin Dickinson, Susan Wetzel Miller, David W. Benfer, H. Michael Bush, Adele Fleet Bacow, Howard D. Noble, Jr., and Keebler J. Straz Eason.
e) **Action Item V: Request for Approval:** Nomination to the Board of Directors of the Florida State University Athletic Association, Inc. – The nominee was Stacey Patterson.
f) **Action Item VI: Request for Approval:** Nomination to the Board of Directors of the College of Business Student Investment Fund, Inc. – The nominee was Steven J. Mudder.
g) **Action Item VII: Request for Approval:** Nomination to the Board of Directors of the Florida State University Research Foundation, Inc. – The nominee was Joseph W. "Jay" Landers, Jr.
h) **Action Item VIII: Request for Approval:** Nominations to the Board of Directors of the Florida State University Programs Association, Inc. – The nominees were Beth Azor, Don Farr, Peter Jones, and Stephen McDowell.

Board Chair Collins moved to approve all DSO nominations and Board Vice Chair de las Cuevas-Diaz seconded. Actions Items I-VIII were approved for recommendation by the Committee to the full Board.

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

Vice President Egan stated that Louisa Blenman, the Executive Director of International Programs, put together a committee to review the bylaws of the FSU International Programs Association, Inc., a DSO. The revisions are a substantial rewrite and update. The bylaw revisions are not effective until the Board of Trustees approves them. Some of the revisions include specifying no less than seven and no more than fifteen directors, explicating stating that there is a standing audit committee, formalizing existing practice, permitting virtual meetings, and including a conflict-of-interest policy. Ms. Blenman clarified that International Programs board had a conflict-of-interest policy previously, but it was not in the bylaws, as it will be with these revisions.

Board Chair Collins moved to approve the revisions to the FSU International Programs Association, Inc. bylaws and Trustee Murphy seconded. Action Item IX was approved for recommendation by the Committee to the full Board.

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

Vice President Egan stated that the Board of Trustees is required to revise its operating procedures every five years but has done so more frequently and has a few additional revisions to consider. Revisions include stating a preference for electronic notice of meetings, clarification of the requirements on trustee absences, and allowing the President and Board Chair to initiate litigation, with subsequent affirmation by the Board of Trustees.

Trustee Murphy moved to approve the revisions to the BOT Operating Procedures and Board Vice Chair de las Cuevas-Diaz seconded. Action Item X was approved for recommendation by the Committee to the full Board.

k) **Action Item XI: Request for Approval:** FY 2025-2026 Presidential Evaluation

Board Chair Collins discussed President McCullough's evaluation, noting that his overall rating is "Exceeds Expectations." He thanked the trustees for providing written comments and indicated that he and the President had spoken about the evaluation. President McCullough stated that he appreciated the feedback and support. Committee Chair Alvarez stated his appreciation for the President.

Board Vice Chair de las Cuevas-Diaz moved to approve the President's evaluation and Board Chair Collins seconded. Action Item XI was approved for recommendation by the Committee to the full Board.

l) **Action Item XII: Request for Approval:** President's FY 2026-2029 Goals

Board Chair Collins noted that after each year's evaluation, the President can revise his goals and set new goals. At his urging, President McCullough has made eight new goals, which are in a different presentation than in previous years and with three-year targets.

President McCullough noted that the goals are vastly different and that they were a very heavy lift. He thanked Marissa Langston and the team for their assistance. He stated that the goals are aspirational, stretch goals. Even if the University does not reach its goals, it will still exceed expectations. The President stated he is trying to push himself and the organization. For some of the goals, like the fundraising goals, the President will need the help of the trustees. Some of the goals will be difficult to reach. President McCullough stated that likes the way the goals turned out and believes the format is easier to read. The goals also include operating plan details, which show what he is thinking about and working on.

Board Chair Collins stated that many of the goals rely on things outside the University. The goals are aspirational and will require a lot of work. The President noted that there are a lot of external factors that cannot be controlled, like federal grant funding. Board Vice Chair de las Cuevas-Diaz stated that the goals are based on where the University is now and where it is going; the goals set a path to get there and give a good roadmap. Having these goals will allow continued excellence. Committee Chair Alvarez stated that the trustees will do what is necessary to help the President reach his goals.

Board Vice Chair de las Cuevas-Diaz moved to approve the President's FY 2026-2029 goals. Board Chair Collins seconded. Action Item XII was approved by the Committee for recommendation to the full Board.

IV. Informational Items and Standing Updates – There were none.

V. Open Forum for Committee Members – Committee Chair Alvarez brought up a request by a former trustee to become a trustee emeritus. There was discussion about having events to allow former trustees to be engaged and for the University to develop a process for review and approval of requests for former trustees to become trustee emeriti.

VI. Adjournment – The meeting was adjourned at approximately 12:34 p.m.