

**FLORIDA STATE UNIVERSITY
BOARD OF TRUSTEES**

GOVERNANCE COMMITTEE MEETING

Thursday, June 7, 2018

Florida State University
403 Stadium Drive
Room 5301, 5th Floor
University Center, Building C
Tallahassee Florida

A G E N D A

- I. Call to Order
- II. Approval of Minutes
- III. Approval of Committee Charter
- IV. Review and Approval of DSO Board Appointments
- V. Approval of BOT Policy on Public Comment at Meetings
- VI. Approval of Building Naming
- VII. Other Business

MINUTES OF GOVERNANCE COMMITTEE MEETING
THURSDAY, February 22, 2018

MEMBERS PRESENT: TRUSTEE BURR (CHAIR), TRUSTEE HILLIS, TRUSTEE BUZZETT,
TRUSTEE DUDA, TRUSTEE ADAMS

STAFF PRESENT: PRESIDENT THRASHER, CAROLYN EGAN, DAVID COBURN, KYLE
CLARK, LIZ HIRST

The committee was called to order at 9:00.

The Chairman led a discussion of the charge to the committee. He laid out the following items as major parts of committee responsibility:

- The president's contract and evaluation
- Strategic direction for the Board
- University efficiencies
- Presidential search process
- Board policies and bylaws
 - o To include periodic review of delegations to the president
- Collective bargaining issues
- BOG relations – expand this to Governmental Relations in general
- Metrics
- Oversight of DSO boards and the College of Medicine practice plan
- Nominating committee for board officers

Trustee Buzzett suggested adding oversight of strategic plan implementation, which was agreed to following discussion.

After discussion, these responsibilities were agreed to, and the Chair asked Mr. Coburn to bring the committee a proposed charter for the committee which incorporates these items for discussion at the next meeting.

Trustee Buzzett suggested that it would be a good idea to include an annual schedule for some of these tasks, so that board members would have an idea as to when they would occur during the year.

He also asked for a schedule for the all DSO board event which will occur during the Spring Game week.

The president then informed the committee that Ms. Robyn Jackson has been hired as the new Chief Ethics and Compliance Officer.

The open discussion of committee member ideas followed. There was discussion of the implementation of the new delegation policies, which was led by Carolyn Egan. There was also a discussion of the roles of the Chief Auditor and the new Chief Ethics and Compliance Officer. Chair Burr also asked for future discussion of the conflict of interest policy.

The meeting was adjourned at 9:45 a.m.

FLORIDA STATE UNIVERSITY GOVERNANCE COMMITTEE CHARTER

1. Overall Purpose and Objectives

The Governance Committee is appointed by the Florida State University Board of Trustees with the responsibility to:

1.1 Propose for consideration by the full Board a process by which the president of the University would be selected **(As needed)**

1.2 Nominate a chair and vice chair of the University Board of Trustees for consideration by the full Board **(As provided in BOT Operating Procedures, Article I, Section 102 - 1st meeting in January)**

1.3 Review annually and recommend changes as necessary to the Board policies and bylaws **(Fall)**

1.4 Review the annual evaluation of the performance of the Board and Board committees **(Fall)**

1.5 Review and provide recommendations to the Board regarding Board member education, including new member orientation and regularly scheduled board member training **(Ongoing)**

1.6 Evaluate annually the President's performance and make recommendations to the Board regarding the evaluation and any changes to the President's contract **(Fall)**

1.7 Review and recommend to the Board the number and structure of committees **(Biennially in January, or as requested by the Chair)**

1.8 Review and make recommendations regarding delegations of authority to the President and University regulations and policies **(As needed, in Fall)**

1.9 Review and make recommendations regarding amendments to the bylaws of direct support organizations **(June or as needed)**

1.10 Review and make recommendations to the full Board regarding approval of board membership of direct support organizations **(June or as needed)**

1.11 Review the performance efficiency of the University annually **(Ongoing)**

1.12 Oversee collective bargaining issues **(Ongoing)**

1.13 Oversee University Relations, including Governmental Relations **(Ongoing)**

1.14 Monitor University performance metrics **(Ongoing)**

1.15 Monitor the performance of direct support organizations and the College of Medicine's faculty practice plan **(Ongoing)**

1.16 Monitor and review implementation of the University Strategic Plan
(Ongoing)

1.17 Develop and periodically review Board conflict of interest policies
(Biennially in Fall)

1.18 Provide strategic direction for the Board **(Ongoing)**

1.19 Fulfill any other responsibilities as subsequently may be assigned by the University Board of Trustees or the board chair. **(Ongoing)**

2. Authority

The board authorizes the committee to:

2.1 Perform activities within the scope of its charter

2.2 Engage advisors as it deems necessary to carry out its duties

2.3 Have unrestricted access to management, faculty, and employees of the University and its direct support organizations and affiliates.

3. Organization/Membership

3.1 The chair of the board will appoint the chair and members of the committee.

3.2 The committee will consist of at least five members.

3.3 Members will serve on the committee until their resignation or replacement by the chair of the board.

Meetings

3.4 A majority of the members of the committee will constitute a quorum for the transaction of business.

3.5 Meetings will be held not less than two times per year.

3.6 The committee will maintain written minutes of its meetings.

3.7 The committee may request special reports from members of the university or Direct Support Organization management personnel on topics that may enhance its understanding of their activities and operations as it relates to the committee's mission.

4. Governance

The committee will review the committee charter biannually and discuss any required changes with the board to ensure that the charter is approved or reapproved by the board biannually. The committee will also review its own performance on a regular basis.