



# FLORIDA STATE UNIVERSITY

## BOARD OF TRUSTEES

### *Governance Committee*

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## MEETING MINUTES

Thursday, June 15, 2023

12:30 p.m. – 1:30 p.m.

Zoom Meeting

**Committee Members in Attendees:** Committee Chair Bob Sasser, Board Chair Peter Collins, Trustee Vivian de las Cuevas-Diaz, and Vice President for Legal Affairs & General Counsel Carolyn Egan attended via Zoom.

**Committee Members Absent:** Trustee John Thiel

**Also in attendance:** Also participating via Zoom were Trustees Kathryn Ballard, Jorge Gonzalez, Jackson Hitchcock, Justin Roth, Deborah Sargeant, Bob Sasser, and Drew Weatherford, President Richard McCullough, Senior Vice President Kyle Clark, Vice President Stacey Patterson, Vice President Marla Vickers, Chief Audit Officer Undra Baldwin, and other University staff.

**Other Trustees Absent:** Trustee Max Alvarez

- I. **Call to Order and Welcome** - The Governance Committee was called to order at exactly 12:30 p.m. by Committee Chair Sasser. He welcomed all attendees. VP Egan advised that there was a quorum.
- II. **Approval of Minutes** - The draft minutes from the February 23, 2023 meeting of the Governance Committee were approved without change.
- III. **Information Items**
  - a. 2023 Board of Trustees Self Evaluation Results

Committee Chair Sasser thanked the Trustees for their timely completion of the board self-evaluation, which is done every other year. The evaluation is important to set priorities for the next two years. The individual data for each question had been provided to the Committee members. VP Egan presented an overview of the self-evaluation results. Successes were those

receiving strong agreement by Trustees. Successes included that the Board: (i) is knowledgeable about the mission and purpose of the University, (ii) actions are aimed at the University's mission and achieving its strategic goals, (iii) effectively evaluates the President, (iv) understands the fiscal conditions of the University, (v) recognizes the positive accomplishments of the University, and (vi) promotes an environment where Board members feel engaged, respected, and empowered to raise issues for discussion. Perfect scores (for which all Trustees strongly agree) were received on the questions about whether the Board adheres to a code of ethics and avoids conflicts of interest and the perception of conflicts of interest. Opportunities were identified on those questions for which there were good scores but more of a split. These included: (i) clear expectations of individual Board members, (ii) continued focus on Florida's higher education needs, (iii) continued focus on aligning the University's mission and goals to be sufficiently responsive to current and future higher education and workforce needs, (iv) focus on strategic and accountability plans, (v) thorough discussion and exploration of different perspectives in reaching decisions, (vi) increased advocacy by Board members to state and federal officials, (vii) and board member orientation. Advocacy by Board members is currently better than it has ever been, but there is always room for improvement. VP Egan said she and Committee Chair Sasser have been discussing ways to improve orientation. Comments from the self-evaluation had been provided to the Trustees and generally fell into two buckets of (1) nuts and bolts and (2) campus engagement.

Committee Chair Sasser talked about some possible improvements that could be made to the current one-day Board orientation process. First, a manual or book (including information such as names and contact information for various University staff) could be prepared for the Trustees to keep as a reference. Second, a follow up or refresher session could be held 6-9 months after the initial orientation. Committee Chair Sasser said he and VP Egan will continue to work on ways to improve orientation and are open for feedback from the Trustees.

Board Chair Collins said that self-evaluation is important. He would like some of the questions to be more probing and asked if questions could be tweaked. He said the comments were the most helpful. VP Egan responded that the questions can be tweaked.

Trustee de las Cuevas-Diaz stated that a "take away" from orientation would be helpful and suggested that any reference manual also include pictures of the relevant staff members.

Trustee Weatherford commented that sometimes choosing between "strongly agree" and "agree" was difficult. There was discussion about possibly revising the evaluation scale and Committee Chair Sasser said they would look at that issue. Committee Chair Sasser asked the Trustees to let VP Egan know of any additional ideas.

Board Chair Collins said he was enthused with the results of the Board self-evaluation, which indicate that the Board members are "leaning in" to their responsibilities.

- b. President's Evaluation – Review Summer Timeline: Committee Chair Sasser shared the process and timeline for the President's upcoming evaluation. The President will put together information on the progress that has been made toward his goals, which will be provided to the Trustees. Each individual Trustee will provide feedback, which will then be compiled. Then, the complete evaluation materials will come back to the Board for approval. The Board of Governors' Chair also provides input. The evaluation is getting back on schedule. The assessment tool for the President's evaluation is also being revised to allow more narrative.

- c. The Collegiate School at FSU Panama City Update: Written information about the Collegiate School at FSU Panama City had been provided to the Committee members. The school seems to be on track for 2023, with an enrollment of more than 100 students. The Committee will continue to stay apprised of the school's progress and will invite Panama City Dean Randy Hanna back to present an update in the future.
- d. Reaccreditation: Written information on the University's reaccreditation process had been provided to the Committee members. Dr. Ruth Storm, Associate Provost, is available to answer any questions. The lengthy draft response is currently under review by the President and Provost. The final submission to the accrediting agency is due in September.

#### **IV. Action Items**

Committee Chair Sasser noted that some of the Direct-Support Organizations have board vacancies that need to be filled. Bios of the nominees had been provided to the Committee members. The nominees have been vetted and have agreed to accept an appointment, if offered. The appointment is final only upon Board approval. The Committee voted on all nominations together. Board Chair Collins made a motion to report favorably to the Board on all of the nominations and Trustee de las Cuevas-Diaz seconded. The Committee voted to report favorably to the Board on all of the nominations.

**Action Item I: Request for Approval: Nominations to the Board of Trustees of the FSU International Programs Association, Inc.** – The Committee voted to report favorably to the Board.

**Action Item II: Request for Approval: Nominations to the Board of Directors of the FSU College of Business Student Investment Fund** - The Committee voted to report favorably to the Board.

**Action Item III: Request for Approval: Nominations to the Board of Directors of the FSU Research Foundation, Inc.** – The Committee voted to report favorably to the Board.

**Action Item IV: Request for Approval: Nominations to the Board of Directors of the FSU Magnet Research and Development, Inc.** – The Committee voted to report favorably to the Board.

#### **V. Open Forum for Trustees**

Board Chair Collins stated that accreditation is a big issue and he encouraged the Trustees to speak to Dr. Storm to learn more. Committee Chair Sasser said that the final report is due September 8, but there is still work to be done before the final submission. He thanked Dr. Storm and others working on this effort. More discussion on accreditation will occur in the future.

Committee Chair Sasser said that everybody is working hard on doing new things. They will need all Board members to help. Governance is a big part of this effort. He thanked Chief Audit Officer Baldwin and others on the University's ongoing risk assessment/management efforts.

#### **VI. Adjournment** – The meeting was adjourned at 1:10 p.m.