



FLORIDA STATE UNIVERSITY
OFFICE OF THE GENERAL COUNSEL

MEETING MINUTES

FSU Board of Trustees
Governance Committee
Wednesday, January 31, 2024
2:45 PM

Augustus B. Turnbull Conference Center, Room 208
555 W. Pensacola St., Tallahassee, FL 32306

Committee Members in Attendance: Committee Chair Bob Sasser, Board Chair Peter Collins, Trustee Vivian de las Cuevas-Diaz, Trustee John Thiel (zoom), and Vice President for Legal Affairs & General Counsel Carolyn Egan

Committee Members Absent: None

Also in attendance: Trustee Maximo Alvarez (zoom), Trustee Kathryn Ballard, Trustee Bridgett Birmingham, Trustee Jim W. Henderson, Trustee Jackson Hitchcock, Trustee Justin Roth, Trustee Deborah Sargeant, President Richard McCullough and University Vice Presidents and staff

- I. **Call to Order and Welcome** – As the previous consecutive committee meeting concluded a few minutes early, the Governance Committee was called to order at 2:34 p.m. by Committee Chair Sasser. He noted that all committee members were in attendance and that there was a quorum.
- II. **Approval of Minutes** – The draft minutes from the November 10, 2023, meeting of the Governance Committee were approved without change.¹
- III. **Action Items for Consideration of Recommendation to the Board of Trustees**

Action Item I: Request for Approval: Nomination to the Board of Directors of the Florida State University College of Business Student Investment Fund – Tallahassee, Inc. – The nomination of Dr. Don M. Autore for a three (3) year term was approved.

- IV. **Informational Items and Standing Updates**
 - **Florida State University Real Estate Foundation, Inc. Update** – President McCullough stated that he wanted to give an update or overview on the Real Estate Foundation (REF) prior to a request for approval at a future meeting. Based on recommendations from a consultant, the

¹ The minutes from the November 10, 2023 meeting were approved with the caveat that staff check whether a reference to a discussion regarding FSU Health should be added. Records from the November 10, 2023 meeting indicate that an FSU Health discussion did not occur at that meeting and so the meeting minutes were accurate. A lengthy discussion about FSU Health did take place at the previous Committee meeting on September 7, 2023.

administration has been looking at realigning the REF. The REF has been receiving gifts of real estate on behalf of the University or a direct-support organization (and that has been its primary function). It has also held real estate assets, primarily gifts. Finally, it has been looking at real estate acquisition and master planning. To better serve the University, this aspect should be housed under Finance & Administration, with staff reporting to Senior Vice President Kyle Clark. In addition, a President's Real Estate Advisory Council is in the process of development, which will vet incoming real estate opportunities and advise the President and FSU leadership. A matrix of the proposed structural changes is being developed. Board Chair Collins and Trustee de las Cuevas-Diaz have been involved and have been advising.

Board Chair Collins also provided background, noting that he and Trustee Thiel were on the FSU Foundation board when the REF was established, with the intention of harnessing real estate talent from alumni. But, there was some awkwardness between the REF and the University because the REF board members did not have decision making authority. The proposal will be to have two boards: (1) the REF and (2) a President's Real Estate Advisory Counsel, with a clear distinction as to which board is doing what. Nominees coming before the Committee would need to be designated as for one board or the other.

Committee Chair Sasser stated that he had concerns about the structural changes and whether there are sufficient resources to manage the proposed structure. He had asked that the nominations of new members to the REF be postponed until the Board could understand the new structure.

There was more discussion about potential changes to the REF. Committee Chair Sasser noted that he would like to know the full plan and that changes should be a full Board decision. Board Chair Collins discussed a hotel project that the University did not develop. Trustee de las Cuevas-Diaz noted that she sees two buckets: (1) properties given as a gift and (2) properties to acquire for the good of the University. Committee Chair Sasser stated that there is a lot of work to be done. Senior Vice President Clark said the President recognizes that this is a terrific opportunity for both philanthropic gifts and strategic acquisitions. It was noted that the University is in discussions to purchase several pieces of property and are close to agreements. There was discussion about the competitive nature of acquiring properties in Tallahassee and the need to be able to move quickly. The President stated that he believes the President's Advisory Council will help in this effort. Senior Vice President Clark noted that only certain types of funding can be used for strategic acquisitions. The President stated that land acquisition gifts are incredibly complicated, and he is trying to improve the process.

Committee Chair Sasser said that the Committee is supportive but needs to know more. Senior Vice President Clark reassured the Committee that the President has been clear on wanting strategic land acquisitions and they are looking for opportunities. Trustee Henderson gave an example of another university who got a hotel gift. An advisory group can help screen and

provide information. After further discussion, Committee Chair Sasser suggested that the proposed structural changes be brought to the full Board at the next meeting. Trustee Thiel noted the need for a tie-in to the strategic plan.

- **SACSCOC Reaccreditation Update** – Vice President & General Counsel Egan gave an update for Dr. Ruth Storm, Associate Provost and Associate Vice President for Academic Affairs, who was unable to attend the Committee meeting. The University’s lengthy reaffirmation report was submitted in September 2023. The SACSCOC Off-Site Reaffirmation Committee reviewed the University’s submission and had some questions and feedback. The University will respond to the areas for which more information is needed and provide the Quality Enhancement Plan (focused on enhancing doctoral education) by February 5, 2024. The SACSCOC On-site Reaffirmation Committee will visit the Republic of Panama and Panama City, Florida on March 17-18, 2024, and then the main campus on March 19-21, 2024. The President, Board Chair and others will participate in meetings with the On-site Reaffirmation Committee during that time. There will be an exit meeting with the President on March 21, 2024.

The University of Central Florida has recently gone through the process to find a new accrediting body and other State University System institutions will be doing so, too, before FSU goes through that endeavor. FSU may be able to learn from the other institutions’ experiences regarding that process.

- **University Policymaking Procedure** – Committee Chair Sasser stated that he asked Vice President & General Counsel Egan to talk about the University’s process for enacting and reviewing policies. Vice President & General Counsel Egan gave an overview of the process and shared a flowchart of the steps. FSU Policy 2-1 covers the development and approval of University policy and is called the “policy on policies.” It outlines the policy development process, which includes the department/committee drafting the policy and then taking it to their Vice President. The Office of the General Counsel is consulted at one or both of these steps. Then, the Vice President takes the policy to the President’s Cabinet for further vetting and review. If approved by the President and the Cabinet, the policy is then publicly noticed and posted on a University website. Anyone is allowed to submit comments regarding the noticed policy. The comments are reviewed and considered, and any appropriate changes to the policy are made. Lastly, the policy is finalized. There is uniformity in numbering, formatting, etc. The enacted policies are reviewed periodically. The Vice Presidents are expected to look at the policies in their areas to ensure that they are kept up to date and current.

V. **Open Forum for Committee Members** – There were no additional comments.

VI. **Adjournment** – The meeting was adjourned at 3:22 p.m.