



FLORIDA STATE UNIVERSITY

BOARD OF TRUSTEES

Governance Committee

MEETING MINUTES (DRAFT)

FSU Board of Trustees
Governance Committee
Thursday, September 12, 2024
1:45 PM

Augustus B. Turnbull Conference Center, Room 201
555 W. Pensacola St., Tallahassee, FL 32306

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

Committee Members Absent: None

Also in attendance: President Richard McCullough and staff

I. Call to Order and Welcome

Trustee Bob Sasser, Chair

The Governance Committee was called to order at 1:51 p.m. by Committee Chair Sasser.

II. Approval of Minutes

June 20, 2024, Meeting Minutes

The draft minutes from the June 20, 2024, meeting of the Governance Committee were approved without change.

III. Action Items for Consideration of Recommendation to the Board of Trustees - Committee Chair Sasser noted that the first two action items were nominations to FSU direct support organizations (DSOs). Committee Chair Sasser stated that biographical information on the nominees had been shared with the Trustees. The candidates have been vetted and meet the necessary qualifications. They have been appropriately nominated and are willing to serve. For those that are reappointments, the nominations are within the reappointment process and term limits specified in the applicable

DSO bylaws. The nominations are within the board size limits specific to the relevant DSO. All nominees will serve only on one board. All steps within the applicable bylaws have been followed and, if approval is required by the DSO board, the nominations have been properly approved by the DSO board. The nominations have also been reviewed and approved by the President.

- a. **Action Item I: Request for Approval: Nominations to the Board of Directors of the FSU International Programs Association, Inc.** - *The four nominations to the FSU International Programs Association, Inc. were approved.*
- b. **Action Item II: Request for Approval: Nomination to the Board of Directors of the Seminole Boosters, Inc.** - *The one nomination to the Seminole Boosters was approved.*
- c. **Action Item III: Request for Approval: FY 2023-2024 Presidential Evaluation** – Board Chair Collins said that the President had done a self-evaluation based on his goals. He submitted his self-evaluation, and the Trustees read it. Then the Trustees completed their own evaluations. Trustees were encouraged to provide comments. The evaluations were distributed to the Trustees and the President. Overall, the President received 13 “Exceeds Expectations” ratings. There were a couple of goals on which he received “Meets Expectations,” but these were goals on which the President had rated himself as “Meets Expectations” rather than “Exceeds Expectations.” Board Chair Collins and the President met last week and talked about his goals and performance. They talked about whether those goals should be more tangible on a year-to-date-basis and fewer in number. Board Chair Collins said that the Trustees would discuss the President’s compensation and bonus at the Board of Trustees meeting on September 13, 2024. Board Chair Collins said he was interested in feedback from the Trustees on the process (which is the same one used the last two years). Committee Chair Sasser said the process seemed to have worked well and he liked the continued effort to encourage comments from the Trustees. He said he would put some thought into the rating scale and whether there is a better way. Many goals are multi-year goals, and it is challenging to fit those into the scale, when progress is ongoing, but the job is not completed. Board Chair Collins discussed changes that had been made to the process previously and indicated he is open to dialogue on further changes. There was discussion that this year’s evaluation process was better than in previous years, as the questions were better, and the evaluation gave more opportunities for feedback. More thought will be given to making the goals more tangible and fewer in number. There was discussion regarding the challenge in rating the progress on long-range, planning goals and the need to look at the trajectory over time. The President noted that there are also challenges when the metrics related to a goal are changed.

The President’s 2023-2024 evaluation was approved.

IV. Informational Items and Standing Updates

- a. **Direct Support Organization Review** – Committee Chair Sasser indicated that DSOs were discussed at the Board Retreat, including the need for review and to look for consistency and best practices. Some changes have already been made by the DSOs. Vice President Egan said this was the last item discussed at the Board Retreat and no real

consensus had been reached, although there had been lots of ideas. Committee Chair Sasser and Art Wiedinger, Associate General Counsel, put together a worksheet for each DSO to provide information on nine (9) factors (i.e., board size, board terms and term limits, board structure, clarity, committee structure, executive committee structure and consistency, meetings, philanthropic expectations, and bylaws). Committee Chair Sasser said he would like to distribute the worksheets to the DSOs, with a response due by November 1, 2024, which would provide information on each DSO. Board Chair Collins stated he wants the Board to weigh in and he has encouraged some changes by the DSOs already. Vice President Egan said that they will do the data collection and bring the data and recommendations back to the November Board meeting.

- b. **University Regulation and Policy Comprehensive Review and Update** – Vice President Egan introduced Lisa Scoles, Deputy General Counsel, who gave an update on a project to update the University’s regulations and policies. The Office of the General Counsel updates regulations and policies on an ongoing and as needed basis, with Mr. Wiedinger being the point person. After review, vetting and posting, proposed regulation changes are brought to the Board for approval. In addition to that normal updating, as part of a more comprehensive review, a few months ago, the Office of the General Counsel went through all University regulations to identify those that might need a revision because they had not been updated in several years, referenced a statutory citation that had been repealed, or contained outdated terminology. A total of 70 regulations were identified and the relevant VP-level administrators were asked to begin the substantive review process of their regulations to determine if any action was needed. The process is still ongoing, but several regulations were being discussed at other Committee meetings and on the Board agenda for action on September 13, 2024. Additional regulation amendments or repeals will be forthcoming in the months ahead. Committee Chair Sasser encouraged the reviewers to look for regulations that are no longer needed and can be repealed.

V. Open Forum for Committee Members

Trustee Bob Sasser, Chair

There were no issues raised. Committee Chair Sasser thanked University staff for their hard work.

VI. Adjournment

Trustee Bob Sasser, Chair

The meeting was adjourned at 2:32 p.m.