



FLORIDA STATE UNIVERSITY

BOARD OF TRUSTEES

Governance Committee



FLORIDA STATE UNIVERSITY

BOARD OF TRUSTEES

Governance Committee

MEETING AGENDA

Wednesday, November 20, 2024

10:30 am – 12:30 pm

North Florida Innovation Labs
1729 West Paul Dirac Drive
Tallahassee, FL 32310
Room 103

The agenda will be followed in subsequent order and items may be heard earlier than the scheduled time.

- I. Call to Order and Welcome**
Mr. Peter Collins, Chair, Board of Trustees
- II. Approval of Minutes**
September 12, 2024, Meeting Minutes
- III. Action Items for Consideration of Recommendation to the Board of Trustees**
Ms. Carolyn Egan, Vice President for Legal Affairs and General Counsel
 - a. Action Item I: Request for Approval:** Appointment to the Board of Directors of the Florida State University Magnet Research and Development, Inc.
 - b. Action Item II: Request for Approval:** President's Fiscal Year 2024-2025 Goals
 - c. Action Item III: Request for Approval:** Changes to FSU Board of Trustees Operating Procedures
 - d. Action Item IV: Request for Approval:** Repeal of FSU Regulation 2.004 – University Attorney
- IV. Informational Items and Standing Updates**
Mr. Peter Collins, Chair, Board of Trustees
Ms. Carolyn Egan, Vice President for Legal Affairs and General Counsel
 - a.** University Regulation and Policy Comprehensive Review and Update
- V. Open Forum for Trustees**
Mr. Peter Collins, Chair, Board of Trustees
- VI. Adjournment**
Mr. Peter Collins, Chair, Board of Trustees



FLORIDA STATE UNIVERSITY
BOARD OF TRUSTEES
Governance Committee

MEETING MINUTES

September 12, 2024



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.



FLORIDA STATE UNIVERSITY
BOARD OF TRUSTEES
Governance Committee

ACTION ITEM I



FLORIDA STATE UNIVERSITY
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ACTION ITEM II



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ACTION ITEM III



FLORIDA STATE UNIVERSITY
BOARD OF TRUSTEES
Governance Committee

ACTION ITEM III

November 20, 2024

SUBJECT: Changes to FSU Board of Trustees Operating Procedures

PROPOSED COMMITTEE ACTION

Approve Changes to FSU Board of Trustees Operating Procedures.

AUTHORITY FOR BOARD OF TRUSTEES ACTION

The Florida Constitution, Florida law, and Florida Board of Governors regulation 1.001 provide the university boards of trustees with authority to act, and to govern board operations consistent with all applicable laws and regulations.

BACKGROUND INFORMATION

This revision adopts the process suggested by the Board of Trustees related to applicants domiciled in foreign countries of concern. Technical clarifications have also been made.

ADDITIONAL COMMITTEE CONSIDERATIONS

The Board of Trustees has final authority to adopt its operating procedures. No further approvals are required.

Supporting Documentation Included: FSU Board of Trustees Operating Procedures

Submitted by: Ms. Carolyn Egan, Vice President for Legal Affairs and General Counsel

Operating Procedures

I. Introduction

The Florida Constitution and laws of the State of Florida establish the Florida State University Board of Trustees (hereinafter Board).

II. Policy

Article I - Membership

Section 101 - Governing Law

The membership of the Board shall be determined in accordance with the Constitution of the State of Florida and Florida law. The Board is established as a public body corporate, with all powers as provided by Florida law. The Board acts as an instrumentality or agency of the State of Florida for purposes of sovereign immunity pursuant to section 768.28(2), Florida Statutes.

Section 102 - Board Officers and Executive Officer/Corporate Secretary

(a) The Board shall have a Chair and a Vice Chair. The Board will elect a Chair and a Vice Chair every two years at the first regular meeting held in June, or at such other time as deemed necessary by a majority vote of the Board to fill a vacancy. The length of the Chair's term and the number of terms served by the Chair are established by regulation of the Florida Board of Governors.

(b) The Chair of the Board shall preside at meetings of the Board, call regular, special, ~~and or~~ emergency meetings, sign and execute all documents and instruments on behalf of the Board, and perform such other duties as may be required by law or directed by the Board. The Chair may delegate the authority to sign and execute documents and instruments on behalf of the Board to the Corporate Secretary.

(c) The Vice Chair of the Board shall have the powers and perform such duties as may be delegated to that individual by the Board and in the event of the death, absence or inability of the Chair to act, perform such duties and exercise the powers of the chair.

(d) The University President is the Executive Officer and Corporate Secretary ("Secretary") of the Board and shall be responsible for ensuring meeting minutes are kept. The Secretary shall attest to the signature of other officers of the Board when required or necessary and shall affix the seal of the Board when necessary. The Secretary shall perform the duties customarily performed by the secretary to a public body corporate as well as such other duties as may be prescribed by the Board. As Executive Officer, the University President shall serve as the principal liaison and official contact between the Board and the faculty, staff and students of the university. The President shall exercise such powers as are appropriate to that position in promoting, supporting and protecting the interests of the University and in managing and directing its affairs. The President shall be responsible for all management functions of the University consistent with the policies established by the Board and shall exercise such other powers, duties and responsibilities as are delegated or assigned by the Board and Florida statutes. The Corporate Secretary may delegate to university staff duties related to meeting organization and recordkeeping.

Article II -- Meetings

Section 201 - Scheduling of Meetings of the Board and Board Committees

- (a) There shall be an organizational meeting of the Board every two (2) years for the election of the Chair, Vice Chair, and such other additional officers as the Board may decide are necessary and appropriate. If the organizational meeting of the Board is not held as stated above, the election of officers may be held at any meeting called pursuant to these ~~internal~~ practices and procedures. Normally, to be eligible for election as Chair or Vice Chair, a member of the Board shall have at least two years remaining on his or her term of appointment, provided that this requirement may be waived by a majority vote of the Board.
- (b) Regular meetings of the Board shall be held as needed, with a minimum of ~~four~~three (43) meetings per year.
- (c) Meetings of the Board and of board committees may be held at the Florida State University or other locations as deemed necessary and appropriate by the Board, including but not limited to locations in the vicinity of university campuses or facilities located outside of Tallahassee.
- (d) Meetings of the board and of board committees may be conducted through conference call, teleconference, or video conference.
- (e) Meetings of the Board may be held for the purpose of acting on emergency or urgent matters requiring immediate attention affecting the university or public health, safety, or welfare. Special and emergency meetings of the Board shall be held when directed by the Chair or by any seven (7) members of the Board.

Section 202 - Notice of Meeting

- (a) Reasonable notice of all meetings shall be made in accordance with Chapters 286 and 120, Florida Statutes, by publication in the Tallahassee Democrat newspaper, other major publication of general circulation in the area where the meeting will be held, media advisory, or on the Florida State University website. ~~Notice may also be given by media advisory issued by the University.~~
- (b) Reasonable notice of a regular meeting of the Board shall be made one (1) week before the meeting is scheduled to take place.
- (c) Notice of meetings to consider emergency or urgent matters will be posted on the University web site as early as practicable prior to the meeting.
- (d) Such notice shall state the date, time and place of the meeting, a brief description of the purpose, and the address where interested persons can write to obtain a copy of the agenda.

Section 203 -- Agendas

- (a) The University President shall be responsible for setting the agenda for meetings of the Board with approval of in consultation with the Chair.
- (b) At least seven (7) days prior to each regular meeting of the Board of Trustees, a copy of the agenda, including (insofar as is practicable) copies of all reports and other written materials to be presented to

the meeting, shall be sent to each member of the Board by the Secretary. Supplemental material should be sent to members not later than three (3) days prior to the meeting.

(c) The Secretary or designee shall prepare and make publicly available the agenda for meetings of the Board.

(d) The agenda shall list the items in the general order they are intended to be considered. Items may be considered out of their stated order at the discretion of the Chair.

(e) The agenda shall consist of the following, as appropriate:

1. Call to Order and Roll Call

2. ~~Pledge of Allegiance (for all live meetings or if feasible for virtual or telephonic meetings)~~

3. ~~Moment of Silent Reflection~~

4. Review and Approval of Previous Meeting Minutes

5. Public Comment

6. President's Report

7. President's Remarks

8. Reports, Consent Items, Standing Committee Reports, Action Items and Informational Items

9. New Business

10. ~~Executive Session~~

11. Chair's Report

12. Open Forum for Board Members

13. ~~Executive Session~~

14. Adjournment

Section 204 -- Attendance

All trustees are expected to attend board and committee meetings. If a trustee has four absences in a two-year time period, the Chair will ensure that the trustee is still willing and able to serve and will notify the appointing authority of the specific trustee's attendance record. The chair will provide an annual report on trustee attendance to the Governor and Board of Governors.

Article III - Conduct of Business

Section 301 - Call to Order and Roll Call

At the hour appointed for the meeting, the Chair shall call the Board to order and the Chair or the Secretary shall call the roll.

Section 302 -- Quorum

A quorum of the Board shall consist of a majority of the members of the Board. ~~No action shall be taken by the Board without the affirmative vote of at least seven (7) members.~~

Commented [CE1]: Relocated to section 304.

Section 303 - Presiding Officer

The Chair shall preside over all regular and special meetings of the Board. In the absence of the Chair, the Vice Chair shall preside. In the absence of both the Chair and the Vice Chair, the Secretary shall determine whether a quorum is present and, in that event, shall call for the election of a temporary presiding officer, who shall be elected by and from the membership of the Board upon a majority vote. Upon arrival of the Chair or Vice Chair, the temporary Chair shall relinquish the chair after concluding the business then before the Board.

Section 304 -- Member Voting

- (a) ~~(a)~~ All members of the Board shall vote on all matters coming before the Board for consideration in accordance with section 286.012, Florida Statutes, unless a member abstains due to a disclosed conflict of interest in the manner required by law. No member may vote by proxy or by secret ballot. Each member having the right and entitled to vote at a meeting of the Board shall be entitled, at each meeting and upon each proposal presented at such meeting, to one vote.
- (b) ~~No action shall be taken by the Board without the affirmative vote of at least seven (7) members.~~
- (c) For purposes of agenda items brought before the Board of Trustees pursuant to section 288.860, Florida Statutes, related to foreign countries of concern, the recommendation must be unanimous by the Board's Research Committee, or other applicable Board committees hearing the item, in order for the item to progress to the Board of Trustees for consideration. If the item progresses to the Board of Trustees for a vote, the item must receive a supermajority of votes in favor (nine affirmative votes) for the item to move forward to the Florida Board of Governors.

Section 305 - Procedures

- (a) The business of the Board shall be taken up for consideration and disposition in accordance with the agenda for the meeting.
- (b) The vote upon any resolution, motion or other matter may be by voice vote, provided that each trustee's individual vote is recorded in the minutes. The Chair or any Board member may require a roll call vote.

Section 306 -- Minutes

- (a) The Secretary shall ensure minutes are kept of all regular meetings of the Board of Trustees; shall file and preserve all minutes, rules, orders, papers, and documents pertaining to the business and proceedings of the Board; shall be custodian of all records of the Board; and, when required, shall ~~attest the execution of~~ execute all legal documents and instruments of Florida State University.
- (b) The Secretary shall develop minutes of the meeting to be sent to the members of the Board with the next meeting agenda.
- (c) Records of the meetings of the Board, including any tape recording or video recording, are subject to Chapter 119, Florida Statutes, unless otherwise confidential or exempt under Florida law.

Section 307 - Communications

All communications from the Board or any of ~~its~~ committees addressed to any employee or student of the University shall be transmitted through the President ~~or President's designee~~. This section does not preclude individual members of the Board from contacting any member of the university community.

Section 308 - Applicability of Robert's Rules of Order

Robert's Rules of Order Newly Revised shall be used to conduct meetings of the Board, except where these ~~internal~~ operating procedures specifically provide otherwise.

Section 309 - Public Comment

The Board shall adopt procedures for public comment at Board meetings.

Article IV - Powers and Duties

Section 401 - General Powers and Duties

(a) The Board is vested with the authority to govern and set policy for the Florida State University as necessary to provide proper governance and improvement of the University in accordance with law and rules of the Florida Board of Governors.

(b) The Board may adopt regulations and policies consistent with the University's mission, with law, and with regulations of the Florida Board of Governors.

Section 402 - Other Powers and Duties

The Board shall have such other powers and duties, not inconsistent with applicable provisions of State law, as presently or as shall be defined and delegated by the Florida Board of Governors.

Article V - Committees

Section 501 - Committees

(a) The Chair of the Board shall have the power to establish ~~and dissolve~~ committees and appoint members. Standing committees are charged specifically with the immediate care and supervision of the subject matters assigned to them.

(b) *Ex Officio* Members: The Chair of the Board of Trustees, or in the Chair's absence the Vice Chair of the Board, shall be an ex officio voting member of all standing committees and subcommittees.

Section 502 - Notice and Records

The Secretary of the Board shall notice meetings of standing, special, and *ad hoc* Committees in the same manner as for meetings of the Board of Trustees. The Secretary shall ensure that minutes of all committee meetings are kept.

Article VI - Conflict of Interest

Section 601-- Disclosure of Potential Conflict of Interest by Members of the Board of Trustees:

(a) The Board shall adopt an Ethics Policy governing conflicts of interest of individual Board members.

(b) The Chair shall, at the start of each meeting, read a statement reminding Board members of the requirements of the Board Ethics Policy.

Article VII - Adoption, Amendment and Rescission of ~~Internal~~ Operating Practices and Procedures

Following initial adoption, the ~~Internal~~ Operating Procedures may be amended or rescinded at any regular meeting of the Board by a two-thirds vote of the total voting membership of the Board, provided that written notice containing the wording of each ~~provision~~~~procedure~~ to be adopted, amended, or rescinded shall have been presented at the preceding regular meeting of the Board.

III. Legal Support, Justification, and Review of This Policy

Article IX, Section 7 Florida Constitution, BOG 1.001, 1001.71 Florida Statutes.

Policy will be reviewed by Board at least every five years.

Adopted January 24, 2003

Amended September 24, 2021

Amended November __, 2024



FLORIDA STATE UNIVERSITY
BOARD OF TRUSTEES
Governance Committee

ACTION ITEM IV



FLORIDA STATE UNIVERSITY
BOARD OF TRUSTEES
Governance Committee

ACTION ITEM IV

November 20, 2024

SUBJECT: Approval of Repeal of FSU Regulation 2.004 – University Attorney

PROPOSED COMMITTEE ACTION

Approve Regulation Repeal.

AUTHORITY FOR BOARD OF TRUSTEES ACTION

BOG 1.001 (3) gives the Board of Trustees authority to promulgate university regulations in accordance with the Regulation Development Procedure adopted by the Board of Governors. This includes repeals.

BACKGROUND INFORMATION

This regulation is out of date and has no functional purpose. It provides a very rigid procedure for institutional legal review and process which does not match with current practical needs. It is entirely procedural and there is no longer a need for such regulation.

ADDITIONAL COMMITTEE CONSIDERATIONS

Florida Board of Governors approval is not required.

Supporting Documentation Included: (1) Proposed Notice, (2) Proposed Regulation Repeal
FSU-2.004 - University Attorney

Submitted by: Ms. Carolyn Egan, Vice President for Legal Affairs and General Counsel

SUMMARY OF PROPOSED UNIVERSITY REGULATION REPEAL

FSU-2.004 University Attorney

This regulations is out of date and has no functional purpose. It provides a very rigid procedure for institutional legal review and process which does not match with current practical needs. It is entirely procedural and there is no longer a need for such regulation.

AUTHORITY FOR THE PROPOSED UNIVERSITY REGULATION

The authority for the proposed regulation is as follows: Board of Governors Regulations 1.001 (3).

UNIVERSITY OFFICIAL INITIATING THE REGULATION

Proposed adoption of Regulation **FSU-5.101 has been approved by** has been initiated by Carolyn Egan, Vice President and General Counsel

PROCEDURE FOR PROVIDING COMMENTS ON THE PROPOSED UNIVERSITY REGULATION

Any person may submit written comments concerning the proposed regulation within 14 days of the date of this notice to:

Art Wiedinger

Office of General Counsel

424 Westcott Building

Florida State University

Tallahassee, FL 32306-1400

Electronic address: awiedinger@fsu.edu

850-644-8973 (fax)

850-644-4440 (phone)

~~FSU 2.004 — University Attorney.~~

~~All persons within departments or divisions with potential legal problems, including contract documents and the like, must forward such problems to the attention of the respective central administrative officer and not directly to the University Attorney's Office. Matters calling for possible legal advice or assistance may be reviewed and presented to the Office of the University Attorney by only central administrative officers of the University.~~

~~Situations necessitating the coordinating of projects or programs among several persons other than the Office of the University Attorney will continue to be respected, assuming that only the appropriate central administrative officer shall be primarily responsible for coordinating such matters with that office.~~

~~Specific Authority BOG Regulation 1.001(3) (j); Reg. Procedure July 21, 2005. Law Implemented 10041.74(1), (2), (4) FS. History New 9-30-75, Formerly 6C2-2.04.~~