



FLORIDA STATE UNIVERSITY

BOARD OF TRUSTEES

Governance Committee

MEETING MINUTES (DRAFT)

FSU Board of Trustees
Governance Committee
Wednesday, November 20, 2024
10:30 a.m.

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

Committee Members in Attendance: Board Chair Peter Collins, Trustee John Thiel,

Committee Members Absent: Committee Chair Bob Sasser, Trustee Vivian de las Cuevas-Diaz

Committee Staff: Vice President for Legal Affairs & General Counsel Carolyn Egan

Also in attendance: Trustee Maximo Alvarez, Trustee Jim Henderson, Trustee Deborah Sargeant, Trustee Justin Roth, Trustee Drew Weatherford, Trustee Jackson Boisvert, Trustee Jorge Gonzalez, Trustee Bridget Birmingham, President Richard McCullough, Provost and Executive Vice President Jim Clark, Sr. Vice President Kyle Clark, Vice President Janet Kistner, Vice President Amy Hecht, Vice President Marissa Langston, Vice President Stacey Patterson, Vice President Marla Vickers, Assistant Vice President Dennis Schnittker, Chief Marketing Officer Susannah Wesley-Ahlschwede, Chief Legislative Affairs Officer Clay Ingram

- I. **Call to Order and Welcome** – The Governance Committee was called to order at 10:33 a.m. by Board Chair Collins.
- II. **Approval of Minutes** – The draft minutes from the September 12, 2024, meeting of the Governance Committee were approved without change.
- III. **Action Items for Consideration of Recommendation to the Board of Trustees** –
 - a. **Action Item I: Request for Approval: Appointment to the Board of Directors of the Florida State University Magnet Research and Development, Inc.** - The re-appointment of Dr. David Larbalestier to the FSU Magnet Research and Development, Inc., was approved.



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- b. **Action Item II: Request for Approval: President’s Fiscal Year 2024-2025 Goals** – Board Chair Collins indicated that the President has reduced the numbers of goals for 2024-2025. President McCullough stated that the Board indicated that it wanted goals that were more metrics-driven and measurable, so he has revised his goals accordingly. They are a work-in-progress. Board Chair Collins stated that specifics and target goals have been added, and he walked through the following six goals: (1) Invest in student success to drive academic excellence; (2) Boost or maintain metrics that impact key national rankings, (3) Continue to build FSU’s research and entrepreneurial excellence by establishing new initiatives and complete those ongoing, (4) Improve fundraising efforts to support the university, (5) Be a national leader in the student athlete experience, and (6) Expand FSU initiatives to be a leader fully committed in making a positive impact in our communities. President McCullough stated that some of the goals are “stretch goals” that cannot be reached in one year. Trustee Thiel noted that the metrics allow the goals to be more nuanced. There was discussion on how to evaluate the President if a particular goal is not completely met during the year, but progress has been made. President McCullough noted that the goals are all about improving FSU, but we may reach a point where there is no more room to improve on a certain metric (such as increasing SAT scores). Each goal has a different level of difficulty. There was explanation and discussion regarding Goal #2, including metrics related to Pell recipients, which are challenging to continue to increase. President McCullough noted that student success is a hallmark of a great institution, and that FSU is on the hard part of the curve. Trustee Weatherford indicated that it may be helpful to have additional context about the various goals at the time of evaluation so that progress can be determined. There was also discussion about looking at subjective factors during the President’s evaluation, including “the how,” in addition to the metrics. The Committee approved the President’s 2024-2025 goals.
- c. **Action Item III: Request for Approval: Changes to FSU Board of Trustees Operating Procedures** – Vice President Egan walked through the proposed changes to the Board’s Operating Procedures, two of which were prompted by the Board. The first has to do with recommendations to the Board of Governors related to candidates from foreign countries of concern needing a supermajority of votes in favor (Section 304). The second of these changes was from Trustee Sargeant. Section 203 outlines the agenda of meetings and would now include a Pledge of Allegiance for all live meetings and a Moment of Silent Reflection. Vice President Egan walked through other minor changes, including additional information about sovereign immunity, clarifications regarding emergency meetings, and changes to the agenda order. Trustee Boisvert asked if the redline in Section 203(a) regarding approval of the agenda was a change. Vice President



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Egan noted that it clarified and reflected the current practice. The Committee approved the proposed changes to the Board's Operating Procedures.

- d. **Action Item IV: Request for Approval: Repeal of FSU Regulation 2.004 – University Attorney** – Vice President Egan explained the proposed repeal and provided a brief update on the project to update University's regulations. She noted that one example of a regulation that was reviewed as part of the updating project is Regulation FSU-2.004, University Attorney. Upon review, she determined that it was no longer accurate and needed to be repealed, as there is "no gatekeeping" to discourage departments from utilizing legal services. She may bring a rewrite of the regulation in the future. The Committee approved the repeal of the regulation.

IV. Informational Items and Standing Updates

- a. **University Regulation and Policy Comprehensive Review and Update** – Vice President Egan stated that there will be approximately twenty regulations coming to the Board at tomorrow's meeting for amendment or repeal and this updating project is continuing.

- V. **Open Forum for Committee Members** – McKinsey consultants presented an organizational structure report.

- VI. **Adjournment** – The meeting was adjourned at 12:37 p.m.