



FLORIDA STATE UNIVERSITY

BOARD OF TRUSTEES

Governance Committee



FLORIDA STATE UNIVERSITY

BOARD OF TRUSTEES

Governance Committee

MEETING AGENDA

Thursday, February 27, 2025

11:00 am – 12:15 pm

Florida State University

Westcott Building

Conference Room 211A

222 South Copeland St.

Tallahassee, FL 32306

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

- I. Call to Order and Welcome**
Trustee Maximo Alvarez, Chair
- II. Approval of Minutes**
November 20, 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:** To Seek a New Institutional Accreditor
 - B. Action Item II: Request for Approval:** Institutional Risk Management Charter
 - C. Action Item III: Request for Approval:** The John and Mable Ringling Museum of Art Foundation, Inc. Bylaw Revision
 - D. Action Item IV: Request for Approval:** Nominations to the Board of Directors of the John and Mable Ringling Museum of Art Foundation, Inc.
- IV. Informational Items and Standing Updates**
Trustee Maximo Alvarez, Chair
Ms. Carolyn Egan, Vice President for Legal Affairs and General Counsel
 - a) University Regulations and Policy Comprehensive Review Update**
- V. Open Forum for Trustees**
Trustee Maximo Alvarez, Chair
- VI. Adjournment**
Trustee Maximo Alvarez, Chair



FLORIDA STATE UNIVERSITY
BOARD OF TRUSTEES
Governance Committee

MEETING MINUTES

November 20, 2024



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.



FLORIDA STATE UNIVERSITY
BOARD OF TRUSTEES
Governance Committee

ACTION ITEM I



FLORIDA STATE UNIVERSITY
BOARD OF TRUSTEES
Governance Committee

ACTION ITEM I
February 27, 2025

SUBJECT: Request for Approval to Seek a New Institutional Accreditor

PROPOSED COMMITTEE ACTION

Request authorization to seek approval from the United States Department of Education (ED) to apply for membership with the Higher Learning Commission

AUTHORITY FOR BOARD OF TRUSTEES ACTION

Section 1008.47, Florida Statutes (Postsecondary Education Institution Accreditation), and Board of Governors Regulation 3.006 (Accreditation)

BACKGROUND INFORMATION

In 2020, federal regulations removed the geographic restrictions associated with accreditation of higher education institutions in the United States. As a result, institutions were permitted to seek accreditation with a federally recognized institutional accreditor from outside their geographic region. There are six federally recognized institutional accreditors, including the university's current institutional accreditor, the Southern Association of Schools and Colleges Commission on Colleges (SACSCOC).

Consistent with the change in federal regulations, the Florida Legislature enacted a 2022 law that removed the requirement for all Florida public institutions of higher education to be accredited by SACSCOC. Additionally, the law requires each public Florida institution of higher education to seek membership with another federally recognized accreditor following its decennial reaffirmation with SACSCOC.

SACSCOC reaffirmed the accreditation of Florida State University in December 2024 for a ten-year period, allowing the institution to begin the process of seeking another institutional accreditor. The institution's current accreditation with SACSCOC expires in 2034.

The process for changing institutional accreditation agencies begins with approval by the FSU Board of Trustees to pursue membership with another institutional accreditor selected by the university. Then, the institution submits a formal request to the DE which states the voluntary nature of the change, demonstrates reasonable cause for the change, and explains how the change will strengthen the university and benefit students. If approved by the FSU Board of Trustees and the DE, the institution will begin the application process with the Higher Learning Commission (HLC).

The reasons for requesting to change to HLC include the following:

1. HLC membership includes more public institutions in the Association of American Universities (AAU) and highly ranked in U.S. News and World Report than any other accrediting body, which expands the pool of peer reviewers from similarly accomplished and aspirational institutions, who are evaluating FSU
2. HLC has a strong shared governance process in which member institutions actively engage in the development and vetting of policies and standards, along with implementation timelines that are well-planned and synchronized with the academic year
3. HLC has the administrative infrastructure to accept new members, has offered high-quality accreditation workshops and meetings for potential member institutions, and has provided resources to facilitate the process

The time frame for changing institutional accreditors is dependent on several factors including the length of time that it takes for the DE approval, the preparation and submission of materials by the institution, and the subsequent review by HLC staff and peer reviewers. It is anticipated that, following the review and approval (if granted) by DE, it may take at least 24 months to obtain membership with HLC.

The anticipated cost for the accelerated process for initial accreditation with HLC is the following: \$5,000 for the application fee, \$10,000 for the preliminary peer review, and \$7,900 plus expenses for the comprehensive evaluation for initial accreditation. The application fee is credited against the comprehensive evaluation. The annual dues for HLC membership would be approximately \$34,000 (compared to approximately \$25,148 for SACSCOC). These costs do not include the personnel costs to handle the increased workload which is indeterminate.

Florida State University will be required to maintain compliance with the SACSCOC policies and standards and simultaneously ensure compliance with the HLC policies and standards until initial accreditation is achieved with HLC.

ADDITIONAL COMMITTEE CONSIDERATIONS

N/A

Supporting Documentation:

1. Code of Federal Regulations 34 CFR 600.11 (Special Rules Regarding Institutional Accreditation or Preaccreditation)
2. Section 1008.47, Florida Statutes (Postsecondary Education Institution Accreditation)
3. Board of Governors Regulation 3.006 (Accreditation)
4. U.S. Department of Education Letter to Accrediting Agencies
5. U.S. Department of Education Guidance for Institutions Seeking to Change or Add Accrediting Agencies
6. U.S. Department of Education Procedures for Institutions Seeking Approval of a Request to Change or Add Accrediting Agencies
7. Higher Learning Commission – Accelerated Process for Initial Accreditation, Policy Number: INST.B.20.032

Submitted by: Office of the Provost

This content is from the eCFR and is authoritative but unofficial.

Title 34 — Education

Subtitle B — Regulations of the Offices of the Department of Education

Chapter VI — Office of Postsecondary Education, Department of Education

Part 600 — Institutional Eligibility Under the Higher Education Act of 1965, as Amended

Subpart A — General

Source: 59 FR 22336, Apr. 29, 1994, unless otherwise noted.

Authority: 20 U.S.C. 1001, 1002, 1003, 1088, 1091, 1094, 1099b, and 1099c, unless otherwise noted.

Source: 53 FR 11210, Apr. 5, 1988, unless otherwise noted.

§ 600.11 Special rules regarding institutional accreditation or preaccreditation.

(a) *Change of accrediting agencies.*

- (1) For purposes of §§ 600.4(a)(5)(i), 600.5(a)(6), and 600.6(a)(5)(i), the Secretary does not recognize the accreditation or preaccreditation of an otherwise eligible institution if that institution is in the process of changing its accrediting agency, unless the institution provides the following to the Secretary and receives approval:
 - (i) All materials related to its prior accreditation or preaccreditation.
 - (ii) Materials demonstrating reasonable cause for changing its accrediting agency. The Secretary will not determine such cause to be reasonable if the institution—
 - (A) Has had its accreditation withdrawn, revoked, or otherwise terminated for cause during the preceding 24 months, unless such withdrawal, revocation, or termination has been rescinded by the same accrediting agency; or
 - (B) Has been subject to a probation or equivalent, show cause order, or suspension order during the preceding 24 months.
- (2) Notwithstanding paragraph (a)(1)(ii) of this section, the Secretary may determine the institution's cause for changing its accrediting agency to be reasonable if the agency did not provide the institution its due process rights as defined in § 602.25, the agency applied its standards and criteria inconsistently, or if the adverse action or show cause or suspension order was the result of an agency's failure to respect an institution's stated mission, including religious mission.

(b) *Multiple accreditation.* The Secretary does not recognize the accreditation or preaccreditation of an otherwise eligible institution if that institution is accredited or preaccredited as an institution by more than one accrediting agency, unless the institution—

- (1) Provides to each such accrediting agency and the Secretary the reasons for that multiple accreditation or preaccreditation;
- (2) Demonstrates to the Secretary reasonable cause for that multiple accreditation or preaccreditation.
 - (i) The Secretary determines the institution's cause for multiple accreditation to be reasonable unless the institution—

- (A) Has had its accreditation withdrawn, revoked, or otherwise terminated for cause during the preceding 24 months, unless such withdrawal, revocation, or termination has been rescinded by the same accrediting agency; or
- (B) Has been subject to a probation or equivalent, show cause order, or suspension order during the preceding 24 months.
- (ii) Notwithstanding paragraphs (b)(2)(i)(A) and (B) of this section, the Secretary may determine the institution's cause for seeking multiple accreditation or preaccreditation to be reasonable if the institution's primary interest in seeking multiple accreditation is based on that agency's geographic area, program-area focus, or mission; and
- (3) Designates to the Secretary which agency's accreditation or preaccreditation the institution uses to establish its eligibility under this part.

(c) ***Loss of accreditation or preaccreditation.***

- (1) An institution may not be considered eligible for 24 months after it has had its accreditation or preaccreditation withdrawn, revoked, or otherwise terminated for cause, unless the accrediting agency that took that action rescinds that action.
- (2) An institution may not be considered eligible for 24 months after it has withdrawn voluntarily from its accreditation or preaccreditation status under a show-cause or suspension order issued by an accrediting agency, unless that agency rescinds its order.

(d) ***Religious exception.***

- (1) If an otherwise eligible institution loses its accreditation or preaccreditation, the Secretary considers the institution to be accredited or preaccredited for purposes of complying with the provisions of §§ 600.4, 600.5, and 600.6 if the Secretary determines that its loss of accreditation or preaccreditation—
 - (i) Is related to the religious mission or affiliation of the institution; and
 - (ii) Is not related to its failure to satisfy the accrediting agency's standards.
- (2) If the Secretary considers an unaccredited institution to be accredited or preaccredited under the provisions of paragraph (d)(1) of this section, the Secretary will consider that unaccredited institution to be accredited or preaccredited for a period sufficient to allow the institution to obtain alternative accreditation or preaccreditation, except that period may not exceed 18 months.

(Authority: 20 U.S.C. 1099b)

[59 FR 22336, Apr. 29, 1994, as amended at 85 FR 58916, Nov. 1, 2019]

Select Year: 2024 ▼ Go

The 2024 Florida Statutes

[Title XLVIII](#)[Chapter 1008](#)[View Entire Chapter](#)

EARLY LEARNING-20 EDUCATION CODE ASSESSMENT AND ACCOUNTABILITY

1008.47 Postsecondary education institution accreditation.—

(1) **DEFINITION.**—As used in this section, the term “postsecondary education institution” means a Florida College System institution, state university, or nonpublic postsecondary education institution that receives state funds.

(2) **ACCREDITATION.**—

(a) By September 1, 2022, the Board of Governors or the State Board of Education, as applicable, shall identify and determine the accrediting agencies or associations best suited to serve as an accreditor for public postsecondary institutions. Such accrediting agencies or associations must be recognized by the database created and maintained by the United States Department of Education. In the year following reaffirmation or fifth-year review by its accrediting agencies or associations, each public postsecondary institution must seek and obtain accreditation from an accrediting agency or association identified by the Board of Governors or State Board of Education, respectively, before its next reaffirmation or fifth-year review date. The requirements in this section are limited to a one-time change in accreditation. The requirements of this subsection are not applicable to those professional, graduate, departmental, or certificate programs at public postsecondary institutions that have specific accreditation requirements or best practices, including, but not limited to, law, pharmacy, engineering, or other similarly situated educational programs.

(b) Once a public postsecondary institution is required to seek and obtain accreditation from an agency or association identified pursuant to paragraph (a), the institution shall seek accreditation from a regional accrediting agency or association and provide quarterly reports of its progress to the Board of Governors or State Board of Education, as applicable. If each regional accreditation agency or association identified pursuant to paragraph (a) has refused to grant candidacy status to an institution, the institution must seek and obtain accreditation from any accrediting agency or association that is different from its current accrediting agency or association and is recognized by the database created and maintained by the United States Department of Education. If a public postsecondary institution is not granted candidacy status before its next reaffirmation or fifth-year review date, the institution may remain with its current accrediting agency or association.

(c) This subsection expires December 31, 2032.

(3) **PROHIBITION.**—An accrediting agency or association may not compel any public postsecondary institution to violate state law, and any adverse action upon the institution based upon the institution’s compliance with state law constitutes a violation of this section that may be enforced through subsection (4), except to the extent that state law is preempted by a federal law that recognizes the necessity of the accreditation standard or requirement.

(4) **CAUSE OF ACTION.**—A postsecondary education institution negatively impacted by retaliatory or adverse action taken against the postsecondary education institution by an accrediting agency or association may bring an action against the accrediting agency or association in a court of competent jurisdiction and may obtain liquidated damages in the amount of federal financial aid received by the postsecondary education institution, court costs, and reasonable attorney fees.

(5) **EXPIRATION.**—This section expires December 31, 2032.

History.—s. 4, ch. 2022-70; s. 171, ch. 2023-8; s. 11, ch. 2023-82.

3.006 Accreditation.

- (1) Each university board of trustees shall develop policies on accreditation that are consistent with the mission of the institution and Board of Governors' guidelines.
- (2) Regional accreditation
 - (a) Each institution shall seek and take action to maintain regional accreditation with the Southern Association of Colleges and Schools Commission on Colleges (SACSCOC).
 - (b) Each president shall immediately inform the Chancellor upon verbal or written notification of any visit scheduled or any action taken by SACSCOC related to the institution's compliance certification or interim report.
 - (c) Each institution shall provide a copy of the certification letter for initial accreditation or accreditation reaffirmation to the Board of Governors immediately upon receipt from SACSCOC.
 - (d) Upon request, an institution shall provide the Office of the Board of Governors with a copy of any institution response to SACSCOC.
- (3) Discipline-Specific Accreditation
 - (a) Each institution is encouraged to seek and take action to maintain national or discipline-specific accreditation for its colleges, schools, and academic programs for which there are established standards for programmatic accreditation.
 - (b) Discipline-specific accreditation is required for academic programs in which graduation from an accredited program is a prerequisite to achieving licensure or certification for professional practice.
 - (c) Each institution must provide immediate notification to the Office of the Board of Governors when an accredited academic program is placed on warning or probation, or when the accreditation status is revoked by a discipline-specific accrediting body. The notification must include a report of any adverse accreditation findings provided by the discipline-specific accrediting body that outline the basis for the change in accreditation status.
- (4) Each institution shall submit annually the State University System Accreditation Survey to the Office of the Board of Governors.

Authority: Section 7(d), Art. IX, Fla. Const. History – Formerly 6C-2.57 and 6C-3.06, 11-18-70, 12-17-74, 8-11-85, Amended and Renumbered 1-29-09, Amended 1-22-15.



UNITED STATES DEPARTMENT OF EDUCATION
OFFICE OF POSTSECONDARY EDUCATION
ACCREDITATION GROUP

July 19, 2022

Institutional Accrediting Agencies:

Recently, the Department of Education (Department) has received inquiries regarding the “voluntary membership” requirement for federally recognized accrediting agencies in 34 C.F.R. § 602.14(a). In this letter, we respond to those inquiries and clarify the voluntary membership requirement of the accreditation regulations.

Historically, accreditation in the United States began with a voluntary association of institutions of higher education that sought to develop a consensus on the content of the educational programs offered by postsecondary educational institutions and on the distinctions between educational offerings at secondary and postsecondary institutions.¹ By the 1970s, most institutions of higher education voluntarily participated in the accreditation process to ensure a mark of quality and a common level of academic standards for their respective institutions.²

Congress, in creating the overall statutory schema for higher education starting with the Higher Education Act of 1965 (HEA), recognized the importance of an institution of higher education's voluntary membership in an accrediting agency or accrediting association beginning with the Higher Education Amendments Act of 1992.³ Indeed, a voluntary association for quality assurance, as opposed to a compelled one, or even one centralized through or by the federal government, is one of the unique features of American higher education. This voluntary association is intended to engender a willing and cooperative environment for the review and improvement of educational programs at American institutions of higher education.

Similarly, through the Higher Education Amendments Act of 1992, Congress established the concept of the program integrity triad, consisting of States, accrediting agencies, and the Department. The members of the triad work together to ensure quality in higher education, but with distinct principal areas of responsibility for each member.

The Department, following the statutory schema of the 1992 HEA reauthorization, included the voluntary requirement in its initial accreditation regulations in 1994.⁴ Today, “voluntary membership” remains a requirement for the Secretary’s recognition of accrediting agencies under § 602.14(a)(2), (a)(3), and (a)(4). As used in § 602.14, the word “voluntary” is important

¹ CRS report, *An Overview of Accreditation of Higher Education in the United States* at 1, available at <https://crsreports.congress.gov/product/pdf/R/R43826/10>.

² *Id.* at 2.

³ See 20 USC § 1099b(a)(2) (1994).

⁴ See 59 FR 3580 (January 24, 1994), available at <https://www.govinfo.gov/content/pkg/FR-1994-01-24/pdf/FR-1994-01-24.pdf>.

in defining the expected nature and quality of the relationship between an accrediting agency and the institutions it accredits.

Because the requirement of voluntary association between accrediting agencies and institutions has been an accepted norm, the Department has not previously had reason to further consider the requirement. However, Florida law SB 7044, which took effect on July 1, 2022, requires public institutions in Florida to seek new accrediting agencies, which potentially undermines the voluntary nature of the relationship and the independent roles of the various actors in the triad. Thus, the Department has reexamined the issue of voluntary membership in two circumstances: when institutions seek to change accrediting agencies (or seek multiple accreditation) and when the Department reviews accrediting agencies as part of the recognition process.

Under 20 USC 1099b(h) and (i) and § 600.11(a) and (b), institutions must submit materials to the Department demonstrating reasonable cause for changing their accrediting agency or for having multiple accrediting agencies. This requirement provides critical protections for students and taxpayers by ensuring that institutions do not switch accrediting agencies simply to evade accountability, avoid open inquiries, or seek approval from an agency with less rigorous standards. In a Dear Colleague Letter (DCL) published today, the Department has clarified that institutions must submit to the Department such materials *and* receive Departmental approval *prior to* submitting their application to a new accrediting agency.⁵ The Department has further clarified that, as part of its review, it will consider the rationale provided, the institution's history of compliance, and past accrediting agency actions.⁶ Because the Department only recognizes accrediting agencies that have a voluntary membership of institutions of higher education, in reviewing for "reasonable cause" for changing or adding accreditors, the Department will also consider whether the materials provided support a finding that the institution's membership in the new accrediting agency would be voluntary. Following its review of the materials, the Department will notify the institution whether the Department has determined there is reasonable cause for the change (or multiple accreditation).

As required under § 602.14, the Department will also examine the issue of voluntariness when it conducts its agency recognition review. Even if the Department has found, based on the information available to the Department at the time of review, reasonable cause under § 600.11, *agencies should conduct their own independent evaluation of whether an institutional change of accrediting agencies (or multiple accreditation) is voluntary.* Because an accrediting agency's relationships with its member institutions are case- and fact-specific, the agency may come to a different conclusion than the Department. To help avoid a finding of noncompliance with § 602.14, agencies should consider whether accrediting an institution will compromise the voluntary nature of their membership *prior to* approving a membership application.

Even if the Department has found reasonable cause with respect to an agency's member institutions pursuant to a review under § 600.11, it will again consider all relevant factors, based on the most recently available information, when conducting a recognition review under § 602.14. If, after having reviewed all the relevant factors, the Department determines that an

⁵ <https://fsapartners.ed.gov/knowledge-center/library/dear-colleague-letters/2022-07-19/procedures-institutions-seeking-approval-request-change-or-add-accrediting-agencies>

⁶ <https://fsapartners.ed.gov/knowledge-center/library/dear-colleague-letters/2022-07-19/guidance-institutions-seeking-change-or-add-accrediting-agencies>

accrediting agency does not have a voluntary membership, as required for recognition by the Department under section 1099b(a)(2) of the HEA and § 602.14(a), the Department will be unable to recognize the accrediting agency.

We hope that this letter provides clarification regarding these questions to the accreditation community, and we thank you for your engagement with the Department as we all work to address and participate in a changing landscape consistent with existing law.

Sincerely,

/s/

Herman Bounds Jr., Ed.S
Director, Accreditation Group

Federal Student Aid

An OFFICE of the U.S. DEPARTMENT of EDUCATION

Published on <https://fsapartners.ed.gov/knowledge-center/library/dear-colleague-letters/2022-07-19/guidance-institutions-seeking-change-or-add-accrediting-agencies>

PUBLICATION DATE: July 19, 2022

DCL ID: GEN-22-10

SUBJECT: Guidance for Institutions Seeking to Change or Add Accrediting Agencies

SUMMARY: The Department has recently received several inquiries regarding the standards and procedures for an institution seeking to change its primary accrediting agency or obtain multiple accreditations. The purpose of this announcement is to reiterate the statutory and regulatory standards and to provide examples of factors Federal Student Aid (FSA) may consider in determining whether an institution has provided sufficient materials demonstrating reasonable cause for changing or adding an accrediting agency.

Please note that companion [DCL ID GEN-22-11, dated July 19, 2022](#), describes the procedures institutions must follow to change or add an accrediting agency.

Dear Colleague:

Under section 496(h) of the Higher Education Act of 1965, as amended, (HEA) (20 U.S.C. 1099b(h)), an institution seeking to change its accrediting agency must submit to FSA all materials relating to the prior accreditation and materials demonstrating reasonable cause for changing the accrediting agency. This requirement helps prevent an erosion of accrediting agency standards and provides critical protections for students and taxpayers by ensuring that institutions do not switch accrediting agencies simply to evade accountability, avoid open inquiries, or seek approval from an agency with less rigorous or easier-to-meet standards.

The Department has implemented this statutory requirement via [34 CFR § 600.11\(a\)](#), which requires an institution to provide all materials related to its prior accreditation or preaccreditation, to provide materials demonstrating reasonable cause for changing its accrediting agency, and to receive the Department's approval prior to switching accrediting agencies. In this announcement, the Department is further detailing its expectations and requirements to ensure that institutions are aware of the standards to which they will be held if they seek to change their accrediting agency-of-record with FSA and/or maintain accreditation with multiple institutional agencies. We remind institutions that, in evaluating an institution's demonstration of reasonable cause for doing so, the Department will consider the institution's history of compliance, past accrediting agency actions, open inquiries, and the rationale provided, as described further in this guidance.

Reasonable Cause

To carry out its responsibilities under [34 CFR § 600.11](#), FSA must make a reasonable cause determination.


Under [§ 600.11](#) (a) and (b), except in the circumstances described in the following paragraph, FSA will **not** determine an institution's cause to be reasonable if the institution:



- Has had its accreditation withdrawn, revoked, or otherwise terminated for cause during the preceding 24 months, unless such withdrawal, revocation, or termination has been rescinded by the same accrediting agency.
- Has been subject to a probation or equivalent, show cause order, or suspension order during the preceding 24 months.

Notwithstanding the foregoing, under [34 CFR § 600.11](#), FSA may determine the institution's cause for changing its accrediting agency to be reasonable under such circumstances if the existing agency did not provide the institution its due process rights as defined in [34 CFR § 602.25](#), the agency applied its standards and criteria inconsistently, or if the adverse action or show cause or suspension order was the result of an agency's failure to respect an institution's stated mission, including religious mission. Further, FSA may determine the institution's cause for seeking multiple accreditations to be reasonable if the institution's primary interest in seeking multiple accreditations is based on its geographic area, program area focus, or mission.

In all other cases, in making a reasonable cause determination, FSA must review the specific circumstances of the institution, which may include the institution's past history of compliance with the requirements of its accrediting agency, the Department, or other oversight agencies; the institution's financial stability; and other information about the institution available to FSA. FSA


may consider factors such as the following when evaluating a proposed change in accrediting agencies (or an application to have more than one institutional accrediting agency):

1. The institution's stated reason for the proposed change or multiple accreditations.
2. Whether the institution is seeking to change accrediting agencies or multiple accreditations to lessen oversight or rigor, evade inquiries or sanctions, or the risk of inquiries or sanctions by its existing accrediting agency.
3. Whether the proposed change of agencies or multiple accreditations would strengthen institutional quality.
4. Whether the institution is seeking to change agencies or seeking multiple accreditations because the new agency and its standards are more closely aligned with the institution's mission than the current accrediting agency.
5. Whether the proposed change or addition involves an accrediting agency that has been subject to Department action.
6. Whether, if ultimately approved by the Department and the accrediting agency, the institution's membership in the accrediting agency would be voluntary, as required for recognition of the accrediting agency under [34 CFR § 602.14\(a\)](#). .

The Department sent a letter to federally recognized institutional accrediting agencies further detailing the significance of voluntary membership in accrediting decisions as required under [34 CFR § 602.14\(a\)](#). . That letter is available at the Office of Postsecondary Education's [website](#) .

As part of its reasonable cause determination, FSA may request records from the institution's current accrediting agency. In all cases, it is incumbent on the institution to provide sufficient evidence to demonstrate the reasonableness of the requested change.

Contact Information

For more information, please contact the Department at CaseTeams@ed.gov .

Sincerely,

Annmarie Weisman
Deputy Assistant Secretary for Policy, Planning, and Innovation
Office of Postsecondary Education

Federal Student Aid

An OFFICE of the U.S. DEPARTMENT of EDUCATION

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PUBLICATION DATE: July 19, 2022

DCL ID: GEN-22-11

SUBJECT: Procedures for Institutions Seeking Approval of a Request to Change or Add Accrediting Agencies (Updated Sept. 26, 2022)

SUMMARY: This letter provides guidance on the process institutions must follow that are seeking to change primary accrediting agencies or that are adding multiple accrediting agencies.

Note

On Sept. 26, 2022, we updated the numbered list in the third paragraph of this Dear Colleague Letter to provide additional guidance regarding the information an institution needs to submit to the School Participation Division for its initial request to change accrediting agencies before the institution submits an application to the new agency. The School Participation Division may also request additional documents or information to complete its review.

Please note that companion [DCL ID GEN-22-10, dated July 19, 2022](#), describes the policy guidance institutions must follow to change or add an accrediting agency.

Dear Colleague:

In a previous [Electronic Announcement](#) published Aug. 5, 2016, the Department reminded institutions of the requirements for seeking FSA approval of a change of primary accrediting agency, including the documentation an institution must submit to FSA in support of a request to change a primary accrediting agency. The Department also specified the procedures for submitting such documentation. This communication updates the procedures for submitting documentation to change or add an accrediting agency by requiring an institution to submit the required documentation to the Department **prior to** submitting an application to a new accrediting agency. Accordingly, this communication revokes and supersedes the Aug. 5, 2016, announcement. To the extent institutions have begun the process of changing or adding an accrediting agency and relied on the 2016 EA, they must immediately inform the Department consistent with the procedures described below.

Under [34 CFR § 600.11\(a\)](#), [\(b\)](#), and [\(c\)](#), respectively, the Secretary does “not recognize the accreditation or preaccreditation” of an institution “that is **in the process** of changing accrediting agencies” or that is accredited or preaccredited “by more than one accrediting agency” unless the institution provides the Department information demonstrating “reasonable cause” for changing or adding accrediting agencies and receives Department approval. Therefore, to ensure that an institution maintains recognition of its accreditation or preaccreditation under 34 CFR § 600.11, an institution must provide the required information and obtain the Department’s approval **prior to** submitting an application to a new accrediting agency. We believe that these procedures are in better alignment with the requirements of 34 CFR § 600.11, will provide clarity to institutions and afford them earlier information about Department approval, and will help protect institutions from an inadvertent loss of Title IV eligibility.

Accordingly, an institution must take the following steps to change its primary accrediting agency or add a new accrediting agency:

1. **Prior to submitting an application to the new accrediting agency**, an institution must notify FSA in writing of its intent to change its primary accrediting agency or add a new accrediting agency. With its notification, the institution must submit to FSA documentation of its current accreditation and materials demonstrating reasonable cause for changing or adding an accrediting agency. Institutions should submit this notification and required documentation via email to CaseTeams@ed.gov with a subject line "Notification Regarding Accreditation." An institution should include with this notification the materials required by [34 CFR 600.11\(a\)\(1\)](#), for a change of primary accrediting agency or [34 CFR 600.11\(b\)\(1\) through \(3\)](#), for multiple accrediting agencies, including a cover letter that includes the following:

- a. The name of the institution's current primary accrediting agency and the name of the institution's proposed new agency;
- b. Whether the institution is seeking to change primary accrediting agencies or seeking multiple accreditation;
- c. If the institution is seeking multiple accreditation, whether the institution plans to relinquish accreditation by its current primary accrediting agency and, if so, the timeframe for relinquishment;
- d. The date that the institution's current accreditation is set to expire;
- e. The reason(s) the institution is seeking the change;
- f. If applicable, an explanation of how the institution believes the new agency would strengthen institutional quality; and
- g. If applicable, how the new agency's standards are more closely aligned with the institution's mission.

The institution must also provide supporting materials demonstrating reasonable cause for the change, including documentation to support the institution's claim that it has reasonable cause to change accrediting agencies (or have multiple accrediting agencies).

The institution must include the following documentation from its current primary accrediting agency:

- a. Most recent determination letter;
- b. Documentation that the institution remains in good standing since the determination letter; and
- c. Any substantive correspondence or other communications with the agency relating to the institution's accreditation status, requests for information, or inquiries since the most recent determination letter.

Finally, the institution must provide any substantive correspondence or other communications with the new accrediting agency, including any substantive correspondence or other communications with the agency relating to the institution's planned application. Note that non-substantive communications — such as routine scheduling — do not need to be provided.

2. Prior to submitting its application to the new accrediting agency, the institution must receive notification from FSA that the institution (a) has provided all the required documentation, (b) has demonstrated reasonable cause for changing its primary accrediting agency or for maintaining accreditation by multiple agencies, and (c) has the Department's approval under [34 CFR 600.11](#).

3. Once the institution has received the notification from FSA described in Step 2 and has **secured new accreditation** (or, for nonprofit or public institutions, preaccreditation by an agency that is recognized by the Department to grant preaccreditation status), it must formally notify FSA of the new accreditation in the online electronic application (E-App) and update the "primary accreditor" indicator if it is changing. The institution should include documentation of its accreditation or preaccreditation by the new agency as part of the supporting information it provides to FSA through the E-App process. The institution must also submit a copy of the notification that it received from FSA in response to the first step of these procedures. The institution was required to receive this notification before submitting an application to the new accrediting agency.

An institution should not drop its association with its current accrediting agency until after (a) the Department has approved the institution's request to change its primary accrediting agency or add an accrediting agency, (b) the new agency has granted accreditation to the institution, and (c) the Department has provided written notice that it acknowledges the new accrediting agency as the institution's primary accrediting agency or the multiple accreditations. Failure to comply with these procedures may result in the institution's accreditation status not being recognized by the Secretary and could result in a loss of Title IV eligibility.

Contact Information

For more information, please contact the Department at CaseTeams@ed.gov.

Sincerely,

Richard Cordray
Chief Operating Officer
Federal Student Aid

Accelerated Process for Initial Accreditation Process Overview

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Basic Information

The Accelerated Process for Initial Accreditation features a reduced timeline to achieving accreditation while still assuring rigor and protection for student success. The process is only available to institutions that meet certain qualifications prior to and throughout the process. This includes being currently accredited by a historically regional accreditor or a state entity recognized by the USDE as an institutional accreditor, and being in good standing with that accreditor. Institutions that do not meet the qualifications for the Accelerated Process for Initial Accreditation may pursue accreditation through HLC's traditional [Eligibility Process](#).

An institution undertaking the Accelerated Process for Initial Accreditation must complete all of the steps in the process within the time frames prescribed; must adhere to HLC guidelines related to each step, including guidelines related to the submission of documents; and must receive a positive decision by HLC before moving to each next step.

Institutions participating in the Accelerated Process for Initial Accreditation do not hold any status with HLC until awarded initial accreditation.

An institution must adhere to HLC's guidelines regarding public statements about the fact that the institution is seeking accreditation.

Fees apply at a number of steps throughout the Accelerated Process for Initial Accreditation. A complete list of these fees can be found in the current [HLC Dues and Fees Schedule](#). Where applicable, fees must accompany the submission of materials or are due at the start of a step in the process. An institution will not be permitted to proceed in the process until the required fees are received.

If at any point in the process the institution misses a required deadline, voluntarily withdraws from the process, or fails to achieve the next step in the process, the institution must start from the beginning of the Accelerated Process for Initial Accreditation. As detailed in HLC policy, an institution that completes the process but is denied initial accreditation by the HLC Board of Trustees may reapply to participate in the accelerated process after taking steps to remedy the circumstances that led to the denial of initial accreditation, or may elect to pursue membership through HLC's traditional [Eligibility Process](#). The institution must generally wait one year before pursuing either process, unless the HLC Board has provided otherwise.

At various steps in the process, the institution will be asked to provide an institutional response to recommendations, as provided in HLC policy. Additionally, certain determinations within the process are subject to appeal, as provided in HLC policy.

The content in this document is supplemental to HLC policy. Institutions should familiarize themselves with applicable HLC policies as they proceed through the process. Institutions should also familiarize themselves with the [HLC Glossary](#). Many terms in this document are defined in HLC policy or the Glossary.

HLC will maintain all documents submitted by institutions in accordance with applicable HLC policies.

Maintaining Relationship With Current Accreditor

HLC expects institutions participating in the Accelerated Process for Seeking Initial Accreditation to adhere to all of their current institutional accrediting agency's requirements throughout the process of seeking accreditation with HLC.

This includes adhering to requirements regarding substantive change. Institutions must keep HLC informed about all substantive changes in process and anticipated while seeking accreditation with HLC so that HLC can track all such changes in the institution's records.

All substantive changes requiring approval should be timed so as to have final approval by the original accreditation agency prior to the award of Initial Accreditation by HLC. Significant changes undertaken and not made known to HLC in advance may result in cancellation of any scheduled aspect of the process and may require that the institution restart the accelerated process for initial accreditation.

Sharing Information About Seeking Accreditation With HLC

As applicable, the institution maintains responsibility for keeping entities such as state higher education agencies, the U.S. Department of Education (USDE) and, if applicable, other accreditors informed throughout the process.

To ensure that students and other stakeholders have a clear understanding of an institution's accreditation status, HLC requires that institutions follow guidelines

when publicly discussing their accreditation status and plans. After an institution that is participating in HLC's Accelerated Process for Seeking Accreditation has submitted its application to HLC, it may publicly disclose that it has done so and may indicate a general timeline for the process. The institution should refer others to [HLC's website](#) for a consistent description of the process and should not speculate as to the outcome. Institutions participating in HLC's Accelerated Process for Seeking Initial Accreditation are, by definition, concurrently accredited by another institutional accreditor and should be transparent about that accreditation status.

HLC may indicate publicly that an institution participating in the Accelerated Process for Seeking Accreditation has applied, but will generally not provide additional details about the institution's participation in the process unless the institution is no longer seeking accreditation with HLC or as otherwise consistent with HLC policy.

Questions

Questions about the process may be directed to seekingaccreditation@hlcommission.org. Institutions are encouraged to attend applicable programming, for example at HLC's [annual conference](#), before beginning the Accelerated Process for Initial Accreditation.

Accelerated Process for Initial Accreditation

The Process at a Glance

The following chart summarizes the three main steps involved in the Accelerated Process for Initial Accreditation. Additional information regarding each of the tasks immediately follows the chart.

Step and Associated Activities	Time Frame
<p>1. Application</p> <p>An institution begins the accelerated process for initial accreditation by submitting an application along with required Accelerated Process Application Evidence to demonstrate that it meets the qualifications for the process and that it meets other specific HLC requirements.</p> <p>HLC staff assess the institution's application to determine whether the institution meets the qualifications for the Accelerated Process for Initial Accreditation and whether it can demonstrate that it has certain essential characteristics that would make it eligible for HLC membership. This includes the opportunity for interaction with HLC staff through a combination of email, phone, or video-enabled conversations as needed.</p> <p>This step culminates in a decision regarding whether the institution may proceed to the preliminary peer review.</p> <p><i>See page 5 for further details.</i></p>	<p>HLC staff will review the application and respond to the institution, typically within one month.</p>

Step and Associated Activities	Time Frame
<p>2. Preliminary Peer Review</p> <p>The preliminary peer review includes the following components:</p> <ul style="list-style-type: none"> • Abbreviated Assurance Filing demonstrating that the institution has provided sufficient narrative and evidence regarding each of HLC's Criteria for Accreditation to proceed • Institutional Data Form • Compliance With Eligibility Requirements Form • Compliance With Assumed Practices Form <p>Peer reviewers preliminarily evaluate the narrative and evidence provided by the institution. There is no in-person visit or other interaction between the institution and peer reviewers.</p> <p>This step culminates in a decision regarding whether the institution may proceed to a comprehensive evaluation for initial accreditation. If the institution continues, it is assigned an HLC staff liaison at the conclusion of this step.</p> <p><i>See page 6 for further details.</i></p>	<p>HLC anticipates that institutions will prepare and submit the required narrative and evidence within approximately three months following HLC's response to the institution's application (step 1).</p> <p>Institutions must submit these materials within no more than one year following HLC's response to the institution's application.</p> <p>Upon submission of materials required for the preliminary peer review, the peer review panel takes approximately one month to evaluate the materials and determine the institution's ability to continue with the process.</p>
<p>3. Comprehensive Evaluation for Initial Accreditation</p> <p>The institution submits its comprehensive evaluation materials and hosts an on-site visit by a peer review team. The evaluation includes the following components:</p> <ul style="list-style-type: none"> • Full Assurance Filing demonstrating the institution's compliance with the Criteria for Accreditation and all Core Components • Institutional Data Form • Compliance With Eligibility Requirements Form • Compliance With Assumed Practices Form • Federal Compliance Filing • On-site visit, including if applicable, a Multi-Campus Visit • Student Opinion Survey • Institutional Actions Council (IAC) Hearing • HLC Board decision <p><i>See page 7 for further details.</i></p>	<p>Institutions should prepare for a comprehensive evaluation within approximately nine months after being informed by HLC that the institution may do so and must undergo the comprehensive evaluation within no more than one year from that time.</p> <p>Visit timing will be coordinated with the institution to proceed on as accelerated a timeline as the institution desires, and as is practical, inclusive of the timing for the necessary IAC Hearing and Board meeting where the Board will consider the institution for initial accreditation.</p>

The following sections provide more detailed information for the tasks summarized in the chart above.

1. Application

The Accelerated Process for Initial Accreditation begins with an institution submitting an application and providing the required application fee. An institution's application will not be considered complete until the application fee is received. For institutions successful in proceeding through the preliminary peer review, this fee will be credited toward the institution's fee for the comprehensive evaluation for initial accreditation. See HLC's Dues and Fees Schedule and the payment information on page 7 of this document for more information.

Accelerated Process Application Evidence

The institution's application will include documentation demonstrating that the institution meets the qualifications to participate in the accelerated process, as well as other specific HLC requirements. The Accelerated Process Application Evidence must be submitted through the application form as a single PDF file labeled with the file name: (name of institution) ApplicationEvidence.pdf. It should include the following:

1. All official communications between the institution and its current accreditor for the previous 12 months. This includes, but is not limited to: action letters, other official correspondence, reports submitted by the institution, evaluations and other analyses from the accreditor, etc.
2. To the extent not already provided in item 1, documentation showing that the institution, in its current form, is currently institutionally accredited by an accrediting agency that is recognized by the USDE and that is historically known as a regional accreditor, or by a state entity that is recognized by the USDE as an institutional accreditor of degree-granting institutions of higher education.
3. To the extent not already provided in item 1, (a) documentation showing that the institution, in its current form, has undergone one reaffirmation of accreditation with its current institutional accreditor or (b) if an institution has not, in its current form, undergone one reaffirmation of accreditation with its current institutional accreditor, documentation demonstrating other indicia of continuity and stability in the institution's accreditation history.

4. To the extent not already provided in item 1, documentation showing that the institution has not been placed on a sanction, show-cause order, or other similar negative action with its current institutional accreditor for at least the past five years, and its current institutional accreditor is not currently considering placing the institution on sanction, show-cause order or other similar negative action.
5. Documentation from Federal Student Aid indicating that the institution has demonstrated reasonable cause for changing its primary accrediting agency or for maintaining accreditation by multiple agencies and has the approval of FSA under federal regulations to seek accreditation with HLC.
6. A description explaining how the institution's decision to change its primary accrediting agency or to maintain accreditation by multiple agencies is voluntary. Information to be included as part of this explanation could include, but is not limited to, the institution's rationale for seeking accreditation with HLC, an analysis of any external factors that are affecting the institution's decision to seek accreditation with HLC, and a description of the institution's decision-making process for choosing to seek accreditation with HLC.
7. Completed Substantial Presence Worksheet.
8. Documentation showing the incorporation of the institution within HLC's jurisdiction in accordance with HLC policy.
9. Documentation showing legal status to operate as an institution offering higher learning in at least one state, sovereign nation or jurisdiction within HLC's jurisdiction in accordance with HLC policy and, if applicable, evidence of state authorization in good standing to offer higher learning in any other location in which it is required by state law or regulation to be authorized. Disclosure of any state action to suspend, limit or terminate the corporate status or higher education authorization of the institution or any related entity within the previous five years.
10. List of all degree and certificate programs offered, including noting which programs are offered by distance or correspondence education.
11. Information about specific current enrollments in all degree and certificate programs shown by program, location and mode of delivery.

12. Letter from the institution's governing board confirming its intention to seek accreditation with HLC and a copy of the minutes from the Board meeting in which the Board approved seeking accreditation. The institution must make clear whether it is seeking system accreditation for a multi-corporate structure involving multiple institutions or seeking accreditation for a single corporate structure involving only one institution. HLC will make the final decision on whether the requested scope of accreditation is appropriate.
13. List of other current accreditation relationships, including status, and information regarding any other official interactions with other accreditors in the past five years.

After the institution submits the application and the application fee, HLC staff evaluate the institution's application and evidence to determine whether the institution meets the qualifications for the accelerated process and can demonstrate that it has certain essential characteristics that would make it eligible for HLC membership, as noted in HLC policy. Throughout this period, the institution has access to HLC staff for consultation through a combination of email, phone or video-enabled conversations as needed.

This step concludes with a decision on whether or not the institution may move to the next step, preliminary peer review. This decision is final.

2. Preliminary Peer Review

HLC anticipates that institutions will prepare and submit the required narrative and evidence for the preliminary peer review within approximately three months following HLC's response to the institution's application (step 1). An institution must submit these materials within no more than one year following HLC's response to the institution's application.

During the preliminary peer review, the institution is provided a site in HLC's online Assurance System, which is where the institution will provide:

- [Institutional Data Form](#)
- [Compliance With Eligibility Requirements Form](#)
- [Compliance With Assumed Practices Form](#)
- Assurance Argument with narrative focused only at the Criteria "summary" level (not the Core Component level, which occurs later) and evidentiary documents linked to the narrative for the Criteria

Details on submission requirements for the preliminary peer review can be found in the Required Materials and Submission Procedures on page 7.

A peer review panel evaluates the narrative and evidence provided by the institution. There is no in-person visit or other interaction among the institution and peer reviewers at this step. A fee applies at the beginning of this step; see [HLC's Dues and Fees Schedule](#) for more information.

Once the institution has submitted the materials required for the preliminary peer review, the peer review panel takes approximately four weeks to evaluate the materials and determine the institution's ability to continue with the process.

The preliminary peer review is focused on whether there is sufficient evidence such that the institution appears likely to meet HLC requirements and is sufficiently prepared to host a comprehensive evaluation for initial accreditation. In some cases, peer reviewers may request additional information for relatively small issues or when an obviously missing item of information is needed.

The preliminary peer review concludes with a determination that either (1) authorizes the institution to move to the comprehensive evaluation for initial accreditation; or (2) indicates that the institution may not move forward with the accelerated process for initial accreditation. This is a final decision and is not considered an appealable adverse action as detailed in HLC policies.

If the institution proceeds with the accelerated process for initial accreditation, HLC will assign the institution an HLC staff liaison at the conclusion of this step. The staff liaison serves as the primary contact for the institution henceforward and as a resource regarding HLC policies and procedures. In addition, the staff liaison also assists the institution through various logistical aspects of reviews, HLC's decision-making process and other HLC processes.

If it is determined that the institution may not move forward with the accelerated process, the institution may choose to proceed by initiating HLC's traditional [Eligibility Process](#).

3. Comprehensive Evaluation for Initial Accreditation

Institutions should prepare for and undergo a comprehensive evaluation within approximately nine months after being informed by HLC that the institution may do so, and must undergo the comprehensive evaluation within no more than one year from that time. Timing for the on-site evaluation will be coordinated with the institution to proceed on as accelerated a timeline as the institution desires, and as is practical, inclusive of the timing for the necessary IAC Hearing and the Board meeting where the Board will consider the institution for initial accreditation.

In a comprehensive evaluation for initial accreditation, an institution must demonstrate evidence that it meets all of the Criteria for Accreditation, including all Core Components. An institution must also demonstrate evidence that it meets the Eligibility Requirements, Assumed Practices and Federal Compliance Requirements. Initial accreditation is achieved through submission of comprehensive evaluation materials, participating in HLC's [Student Opinion Survey](#) process, hosting an on-site evaluation by a peer review team to the institution's main campus and, if applicable, a selection of its branch campuses, participating in a hearing by the IAC and action by the HLC Board of Trustees. Each of these steps of the process is conducted in accordance with HLC policy. Regular fees, for example those related to comprehensive evaluations and IAC hearings, apply throughout this step. See HLC's [HLC Dues and Fees Schedule](#) for more information.

During the comprehensive evaluation for initial accreditation, the institution will provide:

- Institutional Data Form
- Compliance With Eligibility Requirements Form
- Compliance With Assumed Practices Form
- Assurance Argument with narrative focused at Core Component level, and evidentiary documents linked to the narrative
- Federal Compliance Filing
- Multi-Campus Visit Report (if applicable)

Details on submission requirements for the comprehensive evaluation for initial accreditation can be found in the Required Materials and Submission Procedures on this page. Additional information about the [comprehensive evaluation process](#) is available on HLC's website.

After the comprehensive evaluation, the peer review team's report and recommendation, along with the entire record, will be routed through HLC's decision-making process. This includes review by an IAC Hearing, where team and institutional representatives participate, and action by HLC's Board. As provided in HLC policy, the institution is afforded the opportunity to submit an institutional response following both the team report and the IAC Hearing.

Institutions participating in the Accelerated Process for Initial Accreditation must meet all HLC requirements in order to be granted initial accreditation; this may include findings of "met" or "met with concerns" with respect to the Criteria for Accreditation.

If the Board grants initial accreditation, the institution becomes accredited by HLC. Such accreditation may, in the Board's discretion, be subject to interim monitoring, restrictions on institutional growth or substantive change, or other contingencies.

If the Board denies initial accreditation, the institution may reapply to participate in the accelerated process after taking steps to remedy the circumstances that led to the denial of initial accreditation, or may elect to pursue membership through HLC's traditional Eligibility Process. The institution must generally wait one year before pursuing either process, unless the Board has provided otherwise. Denial of accreditation by the Board is an adverse action that is subject to appeal as detailed in HLC's policies.

Required Materials and Submission Procedures

General Requirements and Information

- Except for the Assurance Argument and associated evidence file materials, HLC requires that all institutional materials be submitted electronically as PDF documents. Ensure that electronic documents are paginated, bookmarked and searchable with internal document links that allow for ease of movement across chapters, sections and subsections. Do not scan printed documents to create a PDF document, as this will result in a document that is large in file size and not text

searchable. Electronic documents should be prepared by an individual with expertise in using appropriate PDF software, such as Adobe Acrobat.

- Include internal document organizational strategies (such as headings or lists of linked documents) that make it easy for the reader to navigate within the electronic document.
- Unless instructed otherwise, avoid links to websites or other materials. Links to external materials should offer only supplemental information. **Reviewers are not required to pursue external links.**
- Only use graphics and pictures if they provide specific evidence. Optimize graphics and pictures to reduce the size of the document.
- Ensure that software settings are set to create clear text and graphics, yet not make the file size too large.
- Please review HLC's [guidelines regarding personally identifiable information \(PII\)](#) prior to submitting any materials to HLC.
- Submit only the requested documents. If documents are applicable to more than one item in a filing, submit them once and cross-reference appropriately.
- Do not apply password protection to PDF documents.
- It is the institution's responsibility to ensure that HLC has those documents necessary to provide a complete and accurate understanding of the institution's compliance with HLC's requirements. If the institution has relevant information that has not been specifically requested, it should contact HLC staff for instructions about the appropriateness of submitting the information.
- Documents will be submitted via HLC's website, a file-sharing link or through the Assurance System. Do not send any documents by email to HLC.
- The application fee should be submitted as detailed below. HLC will issue invoices for all other payments. Contact finance@hlcommission.org or 312.881.8119 for instructions on submitting a wire/ ACH payment or with other financial inquiries.

The application fee may be submitted by wire/ACH or mailed to:

Higher Learning Commission
P.O. Box 735331
Chicago, IL 60673-5331

General Notes on the Assurance System

HLC's online Assurance System allows institutions to assemble an Assurance Filing and provide any other required forms and materials. The Assurance Filing includes a narrative (Assurance Argument) and supporting evidentiary documents (Evidence File) in a framework built around the Criteria for Accreditation. Institutions use this system to demonstrate their compliance with the Criteria for Accreditation and other HLC requirements. Narrative in the Assurance System should be evaluative in nature and substantiated with clear, specific evidence (versus general references to documents that may contain evidence).

Extensive training is available on HLC's website about using the [Assurance System](#) effectively, and HLC staff are available to assist institutions.

All materials for the preliminary peer review and the comprehensive evaluation for initial accreditation are submitted through the Assurance System. All materials must be submitted to the Assurance System before the institution's lock date. For the preliminary peer review, the lock date will be the start date of the peer review panel's online review. For the comprehensive evaluation for initial accreditation, the lock date will be four weeks in advance of the peer review team's on-site visit. After the lock date, the institution will may view, but will no longer be able to edit its Assurance Filing at that step of the process.

Peer reviewers will access all materials from the Assurance System.

The Assurance System allows for the institution to upload additional material requested by peer reviewers through an Addendum feature that is activated by the peer reviewers when needed.

The institution should not otherwise provide materials to peer reviewers, as peer reviewers are expected to work from the Assurance System in preparation for and throughout an evaluation.

Additional information about the Assurance System can be found in the [Assurance System Manual](#).

Required Materials for Preliminary Peer Review

The materials submitted for the preliminary peer review are as follows.

1. Institutional Data Form

- This form is completed by the institution to provide basic institutional data.
- Download the Institutional Data Form from the Forms Tab of the Assurance System.
- Complete and upload the form to the Forms Tab of the Assurance System. If including other materials to respond to the data requested by the form, combine all documents (including the form) into a single PDF file before uploading it to the Forms Tab. (Peer reviewers will be able to access the form through the Forms Tab. There is no need to provide a link to this document in the narrative of the Assurance Argument.)

2. Compliance With Eligibility Requirements Form

- This form is completed by the institution to provide information on its compliance with the Eligibility Requirements.
- Download the Compliance With Eligibility Requirements Form from the Forms Tab of the Assurance System.
- Complete and upload the form and supporting evidence to the Forms Tab of the Assurance System. (Peer reviewers will be able to access the form through the Forms Tab. There is no need to provide a link to this document in the narrative of the Assurance Argument.)

3. Compliance With Assumed Practices Form

- This form is completed by the institution to provide information on its compliance with the Assumed Practices.
- Download the Compliance With Assumed Practices Form from the Forms Tab of the Assurance System.
- Complete and upload the form and any supporting documentation to the Forms Tab of the Assurance System. (Peer reviewers will be able to access the form through the Forms Tab. There is no need to provide a link to this document in the narrative of the Assurance Argument.)

4. Assurance Filing (Introduction, Assurance Argument at the Summary Criteria level and associated Evidence File)

- An overview of institutional history and context is entered in the Introduction Tab of the Assurance System.
- For the preliminary peer review, institutions will provide narrative focused at the Criteria "summary" level (not the Core Component level, which occurs later).
- The word limit for the narrative for the preliminary peer review should be approximately 1,500 words or fewer per Criterion summary.
- Other than specific forms provided by HLC, documents in the Assurance System related to the Assurance Argument are managed through the Evidence File. Materials in the Evidence File must be linked to at least one section of the institutional narrative. Peer reviewers cannot view documents in the Evidence File that are not linked to the narrative.

Access to HLC's Assurance System during the preliminary peer review not only provides an opportunity for the institution to demonstrate its readiness to host a comprehensive evaluation for initial accreditation, but also allows the institution to become acquainted with the Assurance System and to start assembling narrative and evidentiary files for deeper evaluation to occur during the comprehensive evaluation for initial accreditation, during which the institution will write fully to each Criterion's Core Components. In this way, the institution may choose to simultaneously complete requirements for the preliminary peer review and begin drafting its fuller narrative as required for the comprehensive evaluation for initial accreditation.

Although the institution may begin drafting narrative at the Core Component level during the preliminary peer review, peer reviewers will refrain from reviewing anything in the Assurance System at the Core Component level. Reviewers will only review and evaluate the institution's responses to the five Criteria summaries at this stage.

Required Materials for Comprehensive Evaluation for Initial Accreditation

The materials submitted for the comprehensive evaluation for initial accreditation are as follows.

1. Institutional Data Form

- This form is completed by the institution to provide basic institutional data.
- Download the Institutional Data Form from the Forms Tab of the Assurance System.
- If the institution chooses to use a previously completed Institutional Data Form, ensure that it is updated appropriately regarding any information that has changed since the original submission, as well as the time frames for which data is requested.
- Complete and upload the form to the Forms Tab of the Assurance System. If including other materials to respond to the data requested by the form, combine all documents (including the form) into a single PDF file before uploading it to the Forms Tab. (Peer reviewers will be able to access the form through the Forms Tab. There is no need to provide a link to this document in the narrative of the Assurance Argument.)

2. Compliance With Eligibility Requirements Form

- This form is completed by the institution to provide information on its compliance with the Eligibility Requirements.
- Download the Compliance With Eligibility Requirements Form from the Forms Tab of the Assurance System.
- When updating the Compliance With Eligibility Requirements Form, institutions should clearly identify for peer reviewers any items that have been updated since the preliminary peer review and, as needed, include information explaining how the institution continues to meet the Eligibility Requirements despite the noted changes.
- Upload the form in the Forms Tab of the Assurance System. (Peer reviewers will be able to access the form through the Forms Tab. There is no need to provide a link to this document in the narrative of the Assurance Argument.)

3. Compliance With Assumed Practices Form

- This form is completed by the institution to provide information on its compliance with the Assumed Practices.
- Download the Compliance With Assumed Practices Form from the Forms Tab of the Assurance System.
- When updating the Compliance With Assumed Practices Form, institutions should clearly identify for peer reviewers any items that have been updated in the document since the preliminary peer review and, as needed, include information explaining how the institution continues to meet the Assumed Practices despite the noted changes.
- Upload the form and any supporting documentation to the Forms Tab of the Assurance System. (Peer reviewers will be able to access the form through the Forms Tab. There is no need to provide a link to this document in the narrative of the Assurance Argument.)

4. Assurance Filing (Introduction, Assurance Argument at the Core Component level and associated Evidence File)

- When the preliminary peer review step is complete and HLC notifies the institution that it may proceed, the institution regains full access to its site in the Assurance System and any work it has already completed toward satisfying the requirements of the comprehensive evaluation for initial accreditation.
- An overview of institutional history and context is entered (or updated) in the Introduction Tab of the Assurance System.
- At this step of the process, institutions will provide a full Assurance Filing, including detailed narrative—complete with linked evidence—regarding all Core Components.
- Because institutions write in detail to every Core Component for the comprehensive evaluation for initial accreditation, institutions should focus their efforts on narrative and evidence in those sections, rather than the Criterion summaries. To this end, institutions are encouraged to revise the Criteria summaries that were written for the preliminary peer review so that they are brief and concise (often just a paragraph). This helps ensure that the focus shifts to the Core Components, which are the areas of focus during this step.

- The word limit for the entire Assurance Argument for the comprehensive evaluation is 40,000 words.
- Other than specific forms provided by HLC, documents in the Assurance System related to the Assurance Argument are managed through the Evidence File. Materials in the Evidence File must be linked to at least one section of the institutional narrative. Peer reviewers cannot view documents in the Evidence File that are not linked to the narrative.

5. Supplemental Materials:

- Include the following Supplemental Materials as hyperlinks in the Assurance Argument, as described in the [Assurance System Manual](#):
 - All current faculty and staff handbook(s)
 - All current student handbook(s)
 - All current institutional catalog(s) or course bulletin(s)
- Further, include audited financial statements for the two most recent fiscal periods as PDFs

in the Evidence File and provide a link within the Assurance Argument in the applicable Core Component section.

6. Federal Compliance Requirements

- Download the Federal Compliance Filing Form from HLC's website.
- Upload the completed Filing Form and related appendix, if required, to the Federal Compliance Tab of the Assurance System. (There is no need to provide a link to this document in the narrative of the Assurance Argument.)

7. Multi-Campus Report (if applicable)

- If the comprehensive evaluation includes a multi-campus visit, prepare a report that addresses each campus being reviewed. See the [Multi-Campus Visit procedure](#) for details on preparing the report.
- Upload the report to the Forms tab of the Assurance System. (There is no need to provide a link to the report in the narrative of the Assurance Argument.)

Related Policies and Documents

Policies

[Eligibility Requirements](#) (CRRT.A.10.010)

[Criteria for Accreditation](#) (CRRT.B.10.010)

[Assumed Practices](#) (CRRT.C.10.010)

[Obligations of Membership](#) (CRRT.D.10.010)

[Federal Compliance Requirements](#)

[Jurisdiction](#) (INST.B.10.010)

[Eligibility Process](#) (INST.B.20.010)

[Candidacy and Initial Accreditation](#) (INST.B.20.020)

[Accelerated Process for Initial Accreditation](#)
(INST.B.20.032)

[Dues and Fees](#) (INST.B.40.010)

[Denial or Withdrawal of Status](#) (INST.E.60.010)

[Reapplication Following a Denial or Withdrawal of Status](#) (INST.E.80.010)

[Appeals](#) (INST.E.90.010)

[Substantive Change](#) (INST.G.10.010)

Documents

[Substantial Presence Form](#)

[Institutional Data Form](#)

[Compliance With Eligibility Requirements Form](#)

[Compliance With Assumed Practices Form](#)

[Federal Compliance Overview and Filing Form](#)

[Dues and Fees Schedule](#)



FLORIDA STATE UNIVERSITY
BOARD OF TRUSTEES
Governance Committee

ACTION ITEM II



FLORIDA STATE UNIVERSITY
BOARD OF TRUSTEES
Governance Committee

ACTION ITEM II

February 27, 2025

SUBJECT: Request for Approval of Institutional Risk Management Charter

PROPOSED COMMITTEE ACTION

Request approval of the Institutional Risk Management Charter

AUTHORITY FOR BOARD OF TRUSTEES ACTION

Florida Constitution, Art. IX, Sec. 7; Chapter 1001, Part IV, Florida Statutes; Board of Governors Regulation 1.001; FSU Policy 1-1

BACKGROUND INFORMATION

At the direction of the Board of Trustees, the University has established an Institutional Risk Management (IRM) Program and IRM Committee. The IRM Charter sets forth the authority and outlines the purpose, objectives, responsibilities, composition and meeting frequency of the IRM Committee. The IRM Committee will assist the Board of Trustees in fulfilling its oversight responsibilities regarding the identification, assessment, review, monitoring, management, and mitigation of institutional risk.

ADDITIONAL COMMITTEE CONSIDERATIONS

Supporting Documentation Included:

1. Institutional Risk Management Charter (Draft)

Submitted by: Office of Audit & Advisory Services



INSTITUTIONAL RISK MANAGEMENT CHARTER

INTRODUCTION

The Institutional Risk Management Charter (hereafter referred to as Charter) sets forth the authority and outlines the purpose, objectives, responsibilities, composition, and meeting frequency of the Institutional Risk Management Committee (hereafter referred to as Committee). The Committee will assist the Board of Trustees (hereafter referred to as BOT) in fulfilling its oversight responsibilities regarding the identification, assessment, review, monitoring, management, and mitigation of institutional risks.

PURPOSE

The Florida State University (hereafter referred to as University) BOT understands that effective risk management is critical to the strategic success of the University. The purpose of this Charter is to outline the objectives and approach to the Institutional Risk Management program (hereafter referred to as IRM) and provide guidance to the Committee regarding its goals and responsibilities.

Management is responsible for the day-to-day activities of identifying, planning, and managing risks that can prevent their area of responsibility and the University from achieving its strategic objective. The Committee Chair, with support from the Committee, is responsible for implementing an IRM, monitoring its activity, and ensuring compliance with this Charter.

OBJECTIVES

The Committee will utilize the Enterprise Risk Management – Integrated Framework developed by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The COSO framework assists the Committee in developing and establishing a systematic approach to identify, assess, review, monitor, manage, and mitigate institutional risks. The IRM is a proactive function that will help:

- Proactively manage risks at the college and department levels.
- Assist the University President and BOT in making strategic decisions by providing a comprehensive assessment of critical risks and the relationship between critical risks.
- Assist with promoting a culture of integrity and accountability that increases risk awareness and encourages the proactive identification of risks and controls throughout the University.
- Incorporate key risk considerations into strategic decisions.

AUTHORITY

The Committee will serve in an advisement and recommendation role to the University President and BOT. The Committee will have the resources and authority to carry out its responsibilities, including direct and unrestricted access to the University's management and non-management personnel. In addition, the Committee may seek advice and assistance to fulfill its responsibilities, as needed.



RESPONSIBILITIES

Examples of the Committee tasks shall include the following:

1. Increase awareness of the IRM across the University and recognition of emerging operational and strategic risks.
2. Monitor, understand, and communicate the strategic plan, risk appetite, and risk profile.
3. Develop, maintain, and periodically update the University risk register.
4. Oversee the University's implementation, oversight, and adherence to the significant risk limits and tolerances.
5. Monitor, manage, and review the effectiveness of the IRM.
6. Assign risk owners and approve action plans.
7. Receive periodic reports on the development, implementation, and progress of mitigation plans.
8. Resolve conflicting interests and priorities.

In carrying out these responsibilities and duties, the Committee will foster an environment that encourages faculty and staff to freely raise risk issues without retaliation.

COMPOSITION

The University President selects the Chair and members of the Committee. The Sr. Vice President of Finance & Administration has been appointed as the Chair of the Committee. The following Divisions are currently represented on the Committee:

- Office of Research
- Office of General Counsel
- The Graduate School
- Division of Undergraduate Studies
- Division of Student Affairs
- Environmental, Health, & Safety
- Office of Compliance and Ethics
- University Business Administrators
- College of Medicine
- College of Arts and Sciences
- Information Technology Services
- University Advancement
- International Travel, Safety, and Risk



FLORIDA STATE UNIVERSITY
OFFICE OF THE PRESIDENT

- Athletics Department
- Office of Human Resources
- Division of Finance and Administration

Other members may be added to or removed from the Committee based on the University's current risk environment and strategic goals and initiatives.

The Chief Audit Executive will monitor the activities of the Committee to reasonably ensure compliance, internal controls, and audit concerns are considered. In addition, the results of the annual risk assessment performed by the Office of Audit and Advisory Services will be taken into consideration when developing the University risk register.

MEETINGS

Meetings will be scheduled on a regularly occurring basis and will generally be held every three months. As a goal, agenda items will be identified and provided to the Committee at least one day prior to the scheduled meeting.

The President, the Chair, or the Chief Audit Executive may call a meeting. The Chair shall preside over all meetings and in the absence of the Chair, the Chief Audit Executive will serve as the Chair.

CHARTER REVIEW

The Charter shall be reviewed annually, updated (e.g., new risks, changes in risk appetite(s), changes in strategy, etc.), and approved.

ADDITIONAL RESOURCES

- [International Organization for Standardization \(ISO\)](#)
- [Committee of Sponsoring Organizations of the Treadway Commission \(COSO\)](#)
- [Florida Department of Financial Services](#)



FLORIDA STATE UNIVERSITY
OFFICE OF THE PRESIDENT

APPROVAL

President, Florida State University

Date

FSU Board of Trustees, Chair, Governance Committee

Date

Institutional Risk Management Committee, Chair

Date

History:

- Submitted to the Governance Committee for approval on 02/27/2025.



FLORIDA STATE UNIVERSITY
BOARD OF TRUSTEES
Governance Committee

ACTION ITEM III



FLORIDA STATE UNIVERSITY
BOARD OF TRUSTEES
Governance Committee

ACTION ITEM III

February 27, 2025

SUBJECT: Approval of DSO Bylaws Amendment for The John and Mable Ringling Museum of Art Foundation, Inc.

PROPOSED BOARD ACTION

Approve DSO Bylaws Amendment

These amendments conform the Board composition to current requirements; incorporate minimum individual philanthropic requirement; clarify staffing of Foundation; clarify Executive Committee authority and reporting actions to the full Board.

AUTHORITY FOR BOARD OF TRUSTEES ACTION

FSU - 2.025 requires Board of Trustees approval of all DSO Bylaw amendments.

BACKGROUND INFORMATION

The DSO Board reviewed its Bylaws to determine compliance with current law and regulation and made appropriate amendments. The Ringling Board of Directors approved the bylaw amendments on January 30, 2025.

ADDITIONAL BOARD CONSIDERATIONS

Florida Board of Governors approval is not required.

Supporting Documentation Included: Proposed Bylaw Amendments – changes blacklined.

Submitted by: The Ringling Board of Directors.

BYLAWS OF
THE BOARD OF DIRECTORS OF
THE JOHN AND MABLE RINGLING MUSEUM OF ART FOUNDATION, INC.

ARTICLE I

NAME

The name of the Corporation is The John and Mable Ringling Museum of Art Foundation, Inc. (sometimes hereinafter referred to as "Foundation").

ARTICLE II

PURPOSES

The purpose and function of The Foundation is to act as the direct support organization for The John and Mable Ringling Museum of Art (sometimes hereinafter referred to as "Museum"), under the direction of The Florida State University (sometimes hereinafter referred to as "FSU") as set forth the in Section 1004.45, Florida Statutes.

ARTICLE III

BOARD OF DIRECTORS

Section 1. Purpose. The Board of Directors of the Foundation (sometimes hereinafter referred to as "Board") is responsible for establishing policy for the Museum under the direction of the university president and overseeing collections of the Museum and all other matters provided under Section 1004.45, Florida Statutes.

Section 2. Number, Term and Appointment of Directors. The Board shall consist of no more than thirty-one members to be appointed by the President of FSU from a list of nominees provided by the Board. The chair of the university board of trustees shall also appoint at least one representative to the board of directors and the executive committee of any direct-support organization established under this section. The president of the university for which the direct-support organization is established, or his or her designee, shall also serve on the board of directors and the executive committee of any direct-support organization established to benefit that university. The Provost of the unieversity shall also serve on the board No less than one-third of the members shall be residents of Sarasota and Manatee Counties and two-thirds may reside elsewhere. The terms of office of the directors shall be three years. No member may serve more than two consecutive terms but may be reappointed to the Board after two ~~one~~ years from the expiration of the member's second term, except a chair or vice chair's second term shall be extended for up to two years to fulfill such positions. It is not required that the maximum authorized thirty-one positions shall be

~~maintained at all times. The Chair of the Decent Advisory Council and the Chair of the Volunteer Services Advisory Council shall also serve as non-voting ex-officio members of the Board which shall not be included within the authorized thirty-one member maximum. Members shall be assigned a term at the time of election so as to balance the classes.~~

Section 3. Duties of the Board of Directors. The Board shall be responsible for developing and monitoring the policies of the Museum in concert with its statutory mandate provided in Section 1004.45, Florida Statutes. The Board shall develop policy for the Museum, subject to the provisions of the John Ringling Will and the overall direction of the President of The Florida State University; and is invested with the power and authority to nominate a Museum Director, who is appointed by and serves at the pleasure of the President of FSU and shall report to the Provost of FSU or his/her designee, or such other individual as may be designated by FSU. Operating under its charter, these bylaws and such contracts as are approved by FSU, the Board shall set policies to maintain and preserve the collections of the Art Museum; the Circus Museum; the furnishings and objects in the Ringling home, referred to as the *Ca' d'Zan*; and other objects of art and artifacts in the custody of the Museum.

The Board shall also set policy for raising funds, submitting requests and receiving grants from various sources; for the receipt, holding, inventory and the administration of property and for the expenditures of such grants and donated funds to and for the benefit of Museum, subject to the approval of FSU as may be required.

Board members also recognize the obligation to support the Museum as individuals, including maintaining active membership, contributing to annual campaigns, and participating in capital and endowment campaigns and meeting minimum individual philanthropic expectations as approved by the Board.

In addition to the foregoing, the Board shall have the following specific duties:

1. Planning
 - (a) Develop and approve a long range plan including a statement of the Board's philosophy and objectives.
 - (b) Conduct periodic reviews of the Board's philosophy and objectives and its long-range plan in achieving these objectives.
 - (c) Annually review and make recommendations for the Museum's plans for funding its strategy.
 - (d) Review and make recommendations for the Museum's five-year financial goals.
 - (e) Annually review and make recommendations to the President regarding the Museum's budget.
2. Operations

- (a) Nominate candidates for the Director of the Museum for approval by the President of FSU, who shall have those responsibilities as outlined in Section 1004.45, Florida Statutes. The Director, and other employees as designated by the Director, shall act as staff to the Foundation and will report to the Board when conducting its authorized business and functions.
- (b) Review the results achieved by management as compared with the Museum's philosophy, annual and long range goals, and the performance of similar institutions and make appropriate recommendations to the President. Review the financial structure of the Museum to assure it is adequate for current needs and long-range strategy and make recommendations to the President, as appropriate.
- (c) Through the chair, provide candid and constructive guidance to support the Director and advise FSU in reviewing the Director's performance, as appropriate.

3. Audit

- (a) Review published reports to ensure they properly reflect the operating results and financial condition of the Museum.
- (b) Annually approve the appointment of independent auditors to conduct audits of the Foundation in compliance with State and Federal regulations; review the findings of the auditors; transmit and make recommendations for improvements or changes to the President of FSU.
- (c) Review compliance with relevant laws materially affecting the Museum.

ARTICLE IV

MEETINGS OF THE BOARD OF DIRECTORS

Section 1. Annual Meetings. The annual meeting of the Board shall be held in the spring of each year at The John and Mable Ringling Museum of Art or at such other place or places as may be determined by the Chair. Newly elected officers shall assume their duties on July 1 of each year. The Board shall approve its annual budget at the annual meeting.

Section 2. Special Meetings. Special meetings of the Board may be called by the Chair or by one-third of the members of the Board for any specific purpose. Written notice shall be given stating the purpose of such meeting and shall be either delivered to each member of the

Board or mailed to the last known address of such Director at least forty-eight hours prior to the meeting date.

Section 3. Regular Meetings. The Board shall hold two regular meetings in addition to the annual meeting. All meetings shall be held at the Museum unless otherwise designated by the Chair. Reasonable notice of such meetings shall be communicated to each member of the Board. Notice may be provided by US mail, email, voice communication, or overnight delivery at last known address. An agenda of the activities to be conducted at such meetings shall be included with and attached to such notice. In addition to the regular meetings, the Board may hold additional meetings during each year for such purposes as the Chair may direct. The Board may approve fewer meetings in any one year.

Section 4. Compliance with The Florida Government-In-The-Sunshine Law. All meetings of the Board and its committees shall be in compliance with the Florida Government-in- the-Sunshine Law, Section 286.011, Florida Statutes.

Section 5. Quorum, Voting. A majority of the members of the Board then in office shall constitute a quorum for the transaction of business. The affirmative vote of a majority of the Directors present shall be considered the act of the Board at any annual, special or regular meeting unless otherwise specified herein. One or more members of the Board may be present for all purposes by means of teleconferencing if they are unable to physically attend any meeting.

Section 6. Resignation. Any Director may resign at any time by giving written notice of such resignation to the Board and the President of FSU.

Section 7. Vacancies. Vacancies occurring on the Board shall be filled by the Board and President of FSU in accordance with Section 1004.45, Florida Statutes

Section 8. Removal, Termination of Office. Any one or more of the Directors may be removed for just cause at any time by the President of FSU upon the recommendation of the Board.

Section 9. Voting of Directors. Each member of the Board shall be entitled to one vote only at any meeting thereof on any issue or matter of business before such meeting. No member may abstain from voting as to an official decision, ruling or other official act except as otherwise provided in Section 286.012, Florida Statutes.

Section 10. Compensation of Directors. Directors of the Board shall receive no compensation for their services but may be reimbursed for authorized board related expenses while in the performance of their duties as authorized by Section 112.061, Florida Statutes.

Section 11. Liability. The Directors of the Board shall not be personally liable for the Foundation's debts, liabilities or other obligations.

Section 12. Rules of Order. Meetings of the Board shall be conducted according to the *Modern Rules of Order*.

ARTICLE V

OFFICERS

Section 1. Officers. The officers of the Board shall include a Chair, Vice-Chair, Treasurer, Secretary, and such other officers as the Board may from time to time determine and elect or appoint. The officers shall be elected annually by and from the Board at its annual meeting. Any vacancy arising in any office, the incumbent of which is chosen by the Board, may be filled at any meeting by the Chair of the Board with the approval of the Board. The terms of officers elected by the Board shall be twelve (12) months or such other term as approved by the Board of Directors. No officer may serve in the same position for more than twenty-four (24) consecutive months. Provided however, if a Director's term as a Board member has expired while said Director is completing his or her term as an officer of the Board, then said Director shall continue to act in the office to which he or she was elected until replaced.

Section 2. Powers and Duties. Individually, the officers designated below shall have the following general powers and duties:

A. Chair of the Board

1. Assure that the Board fulfills its responsibilities as provided in Section 1004.45, Florida Statutes.
2. Optimize the relationship among the Board, FSU and the Director of the Museum.
3. Chair meetings of the Board; see that it functions effectively, interacts with the Director of the Museum and such staff assigned to the Foundation and fulfills all of its duties. With the Director, develop agendas.
4. Establish standing committees or ad hoc committees to review activities in specific areas.
5. With the advice of the Officers, appoint committee chairs. With the advice of committee chairs, appoint members of the standing and ad hoc committees.
6. Assist the Director in recruiting Board and other talent for whatever volunteer assignments are needed.
7. Reflect any concerns the Director of the Museum has in regard to the role of the Board or individual members of the Board. Advise the Director of the concerns of the Board and other constituencies. On an annual basis and with the Vice Chair, provide input to the Provost, the

Provost's designee, or such other individual as may be designated by FSU, regarding the Director's performance.

8. Present to the Board an evaluation of the pace, direction and organizational strength of the Museum.
9. Annually focus the Board's attention on matters of Museum governance that relate to its own structure, role and relationship to management. Be assured that the Board is satisfied it has fulfilled all of its responsibilities.
10. Fulfill such other assignments as the Chair and Director agree are appropriate and desirable for the Chair to perform.

B. Vice Chair

The Vice Chair shall act for the Chair in the Chair's absence. In addition, the Vice Chair shall have and perform such other duties as may be delegated by the Chair.

C. Treasurer

The Treasurer shall be responsible to the Board for review of the collection, receipt, custody and safekeeping of Foundation funds. The Treasurer shall make reports on the financial status of the Foundation to the Chair and to the Board at all meetings of the Board.

D. Secretary

The Secretary shall be responsible for oversight of the recording of the minutes and shall keep accurate records of all proceedings of the Board and all committees thereof; and shall discharge any other duties delegated by the Board or these Bylaws. In the absence of the Secretary, an Assistant Secretary or Secretary Pro Tempore designated by the person presiding at the meeting, shall perform the duties of the Secretary.

E. Director

The Director shall be the Chief Executive Officer of the Museum and the Director and any museum staff designated by the Director ~~designees~~ shall be staff to the Foundation.

Responsibilities

Board of Directors- Individual Members

1. With the Chair of the Board, develop agendas for meetings, so that the Board can fulfill all its responsibilities effectively. Develop an annual calendar to cover all crucial issues in a timely fashion.
2. See that the Board and the Chair are kept fully informed on the condition

- of the Museum and Foundation on all important factors influencing it.
3. Get the best thinking and involvement of each Board member. Stimulate each Director to give his/her best.
4. Work with the Chair to make the committee structure of the Board function effectively.
5. Recommend to the Chair the composition of the Board committees.
6. Review and sign the Board of Directors Annual Expectations Statement.
7. Participate in the Annual Self-Evaluation of the Board, its committees, and the Director.
8. Understand and embrace the Roles and Responsibilities of the Board of Directors.

Section 3. Removal. Any Board officer may be removed from office with or without cause at any duly noticed meeting by a two-third (2/3) majority vote of the entire current Board.

Section 4. Vacancies. In the event of a vacancy occurring in any office on the Board, the Chair with the approval of the Board, shall appoint another Board member to carry out the unexpired term.

ARTICLE VI

COMMITTEES

The following standing committees will be established by the Chair:

Section 1. Budget, Finance and Investment Advisory Committee. Consists of members designated by the Chair. It reviews all budgets, fiscal and business transactions which require action of the Board. The committee shall also oversee the management of the investments of the foundation and make recommendations to the Board.

Section 2. Collections Committee. Consists of members designated by the Chair. The Committee shall review and recommend to the Board the acquisition of all objects of art and artifacts whether by gift or purchase, the deaccession of objects, and the loan of objects from the Museum's collection. It shall review and recommend to the Board, policy regarding acquisition, deaccession, loans, and conservation. It shall also serve as an advocate to the Board of all matters relating to the collections. The Committee will work with the Development Committee to secure funding to underwrite new acquisitions and to seek potential donations of appropriate kind and quality.

Section 3. Strategic Planning Committee. Consists of members designated by the Chair. It shall review, evaluate, and present to the Board of Directors an annual update on progress toward meeting the Strategic Plan. The Committee will review and approve proposed initiatives to achieve goals prior to the annual budgeting process of the staff and Board and make certain these tactics are reflected in the budget. From time to time, the Committee may add additional strategic goals, initiatives, and strategies. Unless otherwise determined by the Board, every 3-5 years a new Strategic Plan will be adopted by the Board.

Section 4. Development Committee. Consists of members designated by the Chair. It shall review, evaluate and present to the Board of Directors proposals for long-range planning for the development program; review, evaluate and present to the Board any proposals for the development of revenue sources for the Museum to support general Museum operations, collections, programs, exhibitions, performances, and outreach; identify such sources; and develop, present and implement such programs as approved by the Board.

Section 5. Facilities Committee. Consists of members designated by the Chair. The Committee shall be familiar with grounds and facilities of The Ringling. The Committee shall review and comment on changes to the master plan for the Museum campus and report to the Board regarding changes to said plan; and on proposed major new construction or renovation projects in terms of need, priority, location, aesthetics, and funding; review and report on proposed capital expenditures, substantial facilities repairs and renovations; and review campus safety, emergency preparation, and property insurance matters as needed. Collection Committee responsibilities related to buildings and grounds have been delegated to the Facilities Committee.

Section 6. Audit Committee. Consists of members designated by the Chair. The Committee shall make recommendations for selection of the Board's independent auditors. The Committee shall meet at least annually with the independent auditors in order to receive directly their comments and reports and review the audit procedures. It shall also review all financial dealings of the Foundation, including the annual audit and review and advise the Board and present recommendations as may be necessary to ensure proper accounting of funds and financial transactions of the Foundation.

Section 7. Board Governance Committee. The Board Governance Committee shall consist of members designated by the Chair. The Committee shall nominate persons for election as officers of the Board and present the Board with its recommendations at the spring Board meeting of each year. Membership of committees and committee chairmen shall be designated by the Chair of the Board. The Committee shall also recommend to the Board individuals to be nominated by the Board as new Directors of the Board for approval by the President of FSU. In addition, the Committee shall be charged with promoting Model Governance for the Board of Directors as a whole and recommending any necessary and useful changes in the Articles of Incorporation, Bylaws or procedures of the Board.

Section 8. Executive Committee. Consists of the Officers of the Board as defined in Article V along with the Chairs of all Standing Committees as listed in ARTICLE VI. The prior Board Chair shall also serve on this Committee providing the prior Chair is still a current member in good standing of the Board. The Committee shall meet at such times as determined by the Board Chair to consider matters that need attention prior to regularly scheduled Board

meetings and cannot await action at the full Board meeting. The Executive Committee shall be authorized to exercise all powers given to the Board by the Florida Statutes, these Bylaws and resolutions previously adopted by the Board, but the Committee shall not be authorized to:

- a. Elect Officers and appoint other officials.
- b. Amend these Bylaws.
- c. Fill vacancies and elect new directors to the Board.
- d. Remove Foundation Officers or Directors.
- e. Authorize any single expenditure of more than \$50,000 annually from Ringling Foundation funds.
- f. Authorize action regarding loans, sale, deaccession or acquisitions of works of art and the pledging of assets except in authorizing the Director with the approval of the Collections Committee Chair to bid at auction for works of art or other time-sensitive acquisitions or loans.

Notice of meetings of the Executive Committee shall be given in the manner provided in these bylaws for meetings for the Board. Any actions taken shall be specifically and separately reported to the full Board by the Board Chair at its next meeting.

Section 9. Special, Ad Hoc, and Task Force Committees. In addition to the foregoing standing committees, special committees, ad hoc committees, or task force committees may be established by the Chair, who shall appoint the members and appoint the Chair of the committee.

Section 10. Committee Rules; Outside Members. All committees shall use a current edition of the Modern Rules of Order and each Committee Chair shall determine the structure, time, and length of its meetings. With the exception of the Governance Committee, the Chair, after conferring with the Director and the Board, may appoint for up to one-year terms with the possibility of reappointment, members of the general public to serve as members of standing or special committees of the Board. However, at no time shall the non-Board members of any committee exceed the number of Board members on any committee, unless approved by the Board, with the exception of the Development Committee, whose non-Board membership may exceed fifty percent (50%) of the committee membership. The Chair of each committee must be a member of the Board. Non-Board members can stand for Board membership after one year following completion of Non-Board member service.

The Chair shall appoint committee chairmen within thirty (30) days after the annual meeting for a one-year term. A committee chair may serve more than two consecutive annual terms if reappointed to his or her position by the Chair.

In the event that a vacancy occurs in the position of a committee chair, then the Chair

shall appoint an individual to carry out the remainder of the terms. Except as otherwise provided by law, 50% of the members of any committee, shall constitute a quorum at all meetings of such committee except the Executive Committee which requires a majority of the members. When a quorum is present at any committee meeting, a vote of the majority of the members present and voting shall be necessary and sufficient for the decision of any question brought before the meeting, except as otherwise provided by law. Minutes of committee meetings will be kept and may be in abbreviated form.

ARTICLE VII BUDGET

No later than the spring regular meeting of each fiscal year, the Director or Director's his designee shall prepare and present to the Budget, Finance and Investment Advisory Committee a recommended Foundation budget for the next fiscal year. The Committee will recommend the Foundation budget to the Board for approval and subsequent review by the President of FSU.

ARTICLE VIII

CONFLICT OF INTEREST

Any duality of interest on the part of any Director should be disclosed to the Board and made a matter of record through an annual procedure and also when the interest becomes a matter of Board action.

Except as otherwise mandated by law, any Director having a duality of interest shall not vote or use his or her personal influence on the matter, and he or she shall not be counted in determining the quorum for the meeting. The minutes of the meeting shall reflect that a disclosure was made, the abstention from voting and the quorum situation. In all cases such Director shall comply with the disclosure requirements under the Florida Government-in-the-Sunshine Law, Section 286.011, Florida Statutes.

ARTICLE IX

FISCAL YEAR

The fiscal year of the Foundation shall be the year ending with the 30th day of June in each year.

ARTICLE X AMENDMENTS

These Bylaws may be amended at any regular or special meetings of the Board by a vote of two-thirds (2/3) of the entire Board then in office with approval by the President of FSU, provided that notice in writing of the proposed change shall have been sent at least ten (10) days in advance of the meeting at which such change is to be considered.

ARTICLE XI INDEMNIFICATION PROVISIONS

Section 1. Indemnification for Directors. Except as otherwise directed by the Board, any Director or officer of the Board made a party to an action or proceeding, whether civil or criminal, by reason of the fact that he or she is or was a Director or officer of the Board, or for any alleged act or omission while in any such capacity, shall be indemnified by the Foundation and Museum to the extent permitted by law and only to the extent that the status of the Foundation as an organization exempt under Section 501(c)(3) of the Internal Revenue Code is not affected thereby. Indemnification shall include expenses, including but not limited to attorneys' fees and disbursements incurred by any such person in defending any such action, suit or proceeding and may be paid from time to time by the Foundation in advance of the final disposition of said action, suit or proceedings.

Section 2. Officers and Employees. By the same procedures set forth in the preceding paragraph, the Board may vote to extend indemnification provisions substantially similar to those rights and subject to those limitations described above to other officers, employees or agents of the Foundation and any such organization in which the Foundation has an interest.

Section 3. Non-Waiver of Other Rights. The right or grant of indemnification hereby provided shall not be exclusive of or affect the protection of sovereign or qualified immunity or any other rights to which any Director, officer, employee or agent may be entitled or which may lawfully be granted to such person. As used herein, the terms "Director," "officer," "employee" and "agent" include their respective executors, administrators and other legal representatives.

Section 4. Insurance. By action of the Board, notwithstanding any interest of the Directors in such action, the Foundation may recommend the purchase and maintenance of insurance, in such amounts as the Board may from time to time deem appropriate, on behalf of any person who is or was a Director, officer, employee or other agent of the Foundation or was serving at the request of the Foundation, as Director, officer, employee or other agent of the Foundation and any other such organization in which the Foundation has an interest, against any liability incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the Foundation would have the power to indemnify such person against such liability.

ARTICLE XII RECORDS

The Board shall maintain correct and proper books and records and shall keep minutes of all the meetings of the Board, at the executive offices of the Museum. All such records may be inspected by any Director, or the agent or the attorney of same, or any proper person, at any reasonable time in accordance with Chapter 119, Florida Statutes.

DATED and **ADOPTED** this 31st day of August, 2000, and **AMENDED**
March 12, 2001, June 27, 2003, April 29, 2005, April 20, 2007, June 25, 2010, April 8, 2011,
June 24, 2011, April 8, 2016, October 13, 2017, May 4, 2018, January 31, 2025

Amendment last Approved by FSU Board of Trustees ~~Directors~~ the 8th day of June,
~~2018.~~_____

**BOARD OF DIRECTORS OF THE JOHN AND MABLE
RINGLING MUSEUM OF ART FOUNDATION, INC.**

By: /s/ ~~Paul Hudson~~ Margaret
Hausberg
Chair

Attest: /s/ ~~Daniel Denton~~ Sarah H.
Pappas
Secretary