



FLORIDA STATE UNIVERSITY

BOARD OF TRUSTEES

Governance Committee

MEETING MINUTES (DRAFT)

FSU Board of Trustees
Governance Committee
Thursday, February 27, 2025
11:01 a.m.

Florida State University
Westcott Building
Conference Room 211A
222 South Copeland Street
Tallahassee, FL 32306

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

Committee Members Absent: None

Also in attendance: Trustee Jim Henderson, Trustee Bridget Birmingham, Trustee Peter Jones, President Richard McCullough, Vice President Marla Vickers, Assistant Vice President Dennis Schnittker, Chief Audit Executive Undra Baldwin, and other University staff

- I. **Call to Order and Welcome** – The Governance Committee was called to order at 11:01 a.m. by Committee Chair Alvarez.
- II. **Approval of Minutes** – *The draft minutes from the November 20, 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: To Seek a New Institutional Accreditor** – Vice President Egan noted that Florida State University completed reaffirmation of its accreditation in December 2024. The next step is to consider an accreditor for the next accreditation cycle. The University has had the same accreditor, the Southern Association of Colleges and Schools Commission on Colleges (SACSCOC), since 1915 because institutions were required by federal regulations to use their regional accreditor. The federal

regulations changed in 2020 and in 2022 the Florida Legislature passed legislation that encouraged institutions to consider other accreditors. Dr. Ruth Storm and her team have researched other institutional accreditation agencies. Board Chair Collins stated that the goal is to move to an accreditor that will best support and challenge the University. After extensive research, the recommendation is to seek approval to begin the process to apply for membership with the Higher Learning Commission (HLC). HLC membership includes more public institutions in the Association of American Universities (AAU) than any other accrediting body, which would expand the pool of peer reviewers. HLC has a strong shared governance process, has the administrative infrastructure and a willingness to accept new members. If the Board approves the University pursuing membership with HLC, then a formal request for the change would be sent by the President to the U.S. Department of Education (DOE). The application process is comprised of three steps, including an on-site visit, which could take up to two years. Trustee de las Cuevas-Diaz asked if there were any risks associated with this process. Board Chair Collins said there is some risk associated with getting DOE's approval, but the other universities that have started this process have ultimately gotten DOE's approval, although it has not necessarily been smooth. Dr. Storm stated that the University's recent reaffirmation with SACSCOC means that the University has 10 years to pursue another accreditor, so there is time. The application process with a new accreditor means the University will have to redo everything plus more. No institution has fully gone through the process of switching accreditors, although the University of Central Florida has completed two of the three steps. Trustee Thiel noted that the DOE could change, which could make getting DOE approval easier.

Trustee de las Cuevas-Diaz moved to approve, and Board Chair Collins seconded. The motion to recommend that the University seek approval from DOE to apply for membership with HLC was approved by the Committee.

- B. Action Item II: Request for Approval:** Institutional Risk Management (IRM) Charter – Mr. Baldwin gave a presentation regarding the IRM Charter. At the direction of the Board, the University has established an IRM Program and IRM Committee, chaired by Senior Vice President Kyle Clark. The IRM Charter sets forth the authority and outlines the purpose, objectives, responsibilities, composition, and meeting frequency of the IRM Committee. The IRM Committee composition may change some in the future with a new strategic plan. He asked for approval of the IRM Charter and to place it on the Board's consent agenda. Trustee Henderson asked how this effort is coordinated. Mr. Baldwin noted that the IRM Committee also works with other Board committees, and he will give this same presentation at the Audit Committee meeting. Trustee Henderson asked who the Chief Risk Officer is and Mr. Baldwin indicated that Senior Vice President Clark is the unofficial chief.

Board Chair Collins made a motion to approve the IRM Charter, which was seconded by Trustee de las Cuevas-Diaz. The motion was approved by the Committee.

Mr. Baldwin also gave an update on the IRM program, which is currently moving through the key steps and activities. The Risk Registers, which will be used to rate risks, are going to the Deans next week with a due date in June. After the Risk Registers have been completed, the risks will be put into tiers and the results will be presented to the President and the Board. Thereafter, an annual risk assessment will be done. Trustee Thiel asked how technology/cyber risks were being assigned. Mr. Baldwin said they will go centrally to ITS,

but also to each of the colleges. Committee Chair Alvarez asked if Mr. Baldwin has sufficient staff for these efforts. Mr. Baldwin said he believes so but will know more when the Risk Registers are returned. Committee Chair Alvarez asked Mr. Baldwin to let them know if more staff was needed.

- C. Action Item III: Request for Approval: The John and Mable Ringling Museum of Art Foundation, Inc. Bylaw Revision** – Vice President Egan recognized the efforts of former Trustee Bob Sasser to encourage the University’s direct support organizations (DSOs) to update their bylaws. Vice President Egan noted that the John and Mable Ringling Museum of Art Foundation, Inc. is the only DSO established by statute. She walked through the proposed revisions to the bylaws, including updating the membership of the Board of Directors and the provisions related to philanthropy.

The motion to approve was made by Trustee de las Cuevas-Diaz and seconded by Board Chair Collins. The Committee approved the proposed bylaw changes.

- D. Action Item IV: Request for Approval: Nominations to the Board of Directors of the John and Mable Ringling Museum of Art Foundation, Inc.** – The appointments of Semmes L. Brightman and Xochitl Napoles to the Board of Directors of the John and Mable Ringling Museum of Art Foundation, Inc. were discussed.

Trustee Thiel moved to approve, and Board Chair Collins seconded. The motion was approved by the Committee.

IV. Informational Items and Standing Updates

- a. University Regulation and Policy Comprehensive Review and Update** – Vice President Egan noted that the update of regulations and policies continues to be ongoing and stated her appreciation to the Vice Presidents and their teams for their cooperation in this effort. It was discussed that several regulations were coming to the Board at tomorrow’s meeting for amendment or repeal and more will be forthcoming in future meetings.

- V. Open Forum for Committee Members** – Board Chair Collins thanked Committee Chair Alvarez for chairing the Governance Committee. The work of former Governance Committee Chair Sasser was recognized. Committee Chair Alvarez stated that he was humbled to accept the role and noted his commitment to serve where and how he was needed.

- VI. Adjournment** – *The meeting was adjourned at 11:32 a.m.*