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STATE UNIVERSITY SYSTEM OF FLORIDA  
UNIVERSITY OF CENTRAL FLORIDA  
LIVE OAK BALLROOM  
ORLANDO, FLORIDA  
JUNE 19, 2008

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The Chair, Carolyn K. Roberts, convened the meeting of the Board of Governors, State University System of Florida, in the Live Oak Ballroom, University of Central Florida, Orlando, Florida at 12:55 p.m., June 19, 2008, with the following members present: Sheila McDevitt, Vice Chair; Dr. Arlen Chase; John Dasburg; Ann Duncan; Dr. Stanley Marshall; Frank Martin; Arthur "AJ" Meyer; Lynn Pappas; Ava Parker; Tico Perez; Commissioner Eric Smith; Gus Stavros; John Temple; Norman Tripp; and Dr. Zach Zachariah.

1. Call to Order and Chair's Report

Mrs. Roberts thanked members for their thoughtful participation in the meeting. She thanked President Hitt and his outstanding staff for their warm hospitality. She also welcomed Mr. Norman Tripp to his first official Board meeting.

Mr. Tripp said he was pleased and privileged to be a member of this Board. He thanked Governor Crist for this appointment. He said he hoped to bring his experience as a member of the FAU Board of Trustees to this Board.

Mrs. Roberts commented that the University System was in the midst of difficult economic times. She commented that each university's Board of Trustees faced hard choices about budget cuts and program eliminations. She said the FSU Board had discussed \$31 million in budget cuts and the reality of 62 faculty members who had left FSU for universities in states they felt had a stronger commitment to higher education. She noted that the FIU Board had addressed the elimination of 31 degree programs and institutes and centers.

She said this was not the direction the state should be going. As the Board for the State University System, she said Board members needed to do a better job advocating for the universities and positioning the universities for the future. She said universities were economic engines and extraordinarily valuable assets to their communities and to the state. It was critical to protect the investments the state and others had made in the SUS.

Mrs. Roberts noted that she had begun her service to the State University System in January 1989, with her appointment to the Board of Regents, when her sons were aged 10 and 8. She said her sons were proud graduates of institutions in the SUS and were now in law and banking.

She commented that there were 12.6 million people in Florida in 1989; in 2007, there were 18.6 million, an increase of 48%. In enrollment headcount, the SUS had 168,300 students in 1989; this number was 301,000 in 2007, a 79% increase. She said she had witnessed significant growth in the System over the years, including the site selection for the System's tenth university, Florida Gulf Coast University, the addition of new law schools and medical schools, and countless new doctoral programs. She thanked the Chancellor and all the university presidents with whom she had worked.

Mrs. Roberts noted that there were sometimes disagreements between the Board and the universities, and with the Legislature, but she viewed these as healthy discussions among individuals who shared a passion for the universities and for the students. She said these discussions should always be framed within the context of the Board's core mission, to watch over and protect, encourage and enhance, the State University System.

Mrs. Roberts commented that since the last Board meeting, the students had elected a new Chair of the Florida Student Association. She welcomed Arthur "AJ" Meyer to the Board. She said that "AJ" was a student in Construction Management at FIU, who intended to continue his studies for an MBA in International Business. She said that while his predecessor, Ryan Moseley, had slipped away, she would be sure to get the Board's Resolution to him. Mr. Meyer said he was excited to be a part of this Board and looked forward to working with the University Presidents.

Mrs. Roberts said that President John Cavanaugh, UWF, had left Florida to become the new Chancellor of the Pennsylvania State System of Higher Education. She thanked Dr. Cavanaugh for his excellent service to the University of West Florida from July 15, 2002, to June 30, 2008.

Mrs. Roberts said the Board's next meeting would be August 6 and 7, 2008, at the University of North Florida, in Jacksonville. University Trustees would be invited to share in the discussions and participate in workshops about effective university stewardship. She said that working together, Board members and trustees, they were powerful advocates for the State University System.

## 2. Recognition: Dr. Arlen Chase

Mrs. Roberts said this was Dr. Chase's last meeting. She said the Board had benefited from Dr. Chase's long experience as a faculty member at the University of Central Florida and she thanked him for his two years of service. She said that without

great faculty, there could not be great universities. She invited Dr. Chase to join her at the podium and read the Resolution of the Board, as follows:

WHEREAS, Arlen F. Chase has provided outstanding service to the State of Florida as a member of the Board of Governors, State University System of Florida, and as the Chair of the Advisory Council of Faculty Senates, from August 2006 to August 2008; and

WHEREAS, Dr. Chase has been a dedicated member of this Board who has brought his long experience as a faculty member at the University of Central Florida and has given voice to the issues important to the faculty in the State University System, bringing an important perspective to the deliberations of this Board; and

WHEREAS, Dr. Chase has served as a member of the Board of Governors during a critical time as the Board has continued to work to define its role and its relationship to the University Boards of Trustees and to the Legislature; and

WHEREAS, during his tenure on the Board, Dr. Chase has been a strong advocate for the State University System and the important role all the universities play in maintaining and enhancing the economic health of the State of Florida; and

WHEREAS, Dr. Chase has now completed his service as the Chair of the Advisory Council of Faculty Senates, and will now yield his seat on this Board to his successor; now therefore

BE IT RESOLVED that the members of the Board of Governors, meeting in the Live Oak Ballroom, on the campus of the University of Central Florida, in Orlando, on this nineteenth day of June, 2008, do hereby commend Arlen Chase for his contributions to the State University System; and

BE IT FURTHER RESOLVED that a copy of this resolution be included in the Minutes of the meeting, and the resolution be presented to Dr. Chase as a token of the Board's appreciation and thanks.

Members of the Board concurred unanimously.

Dr. Chase thanked members of the Board for this recognition. He said he had been very grateful to serve the past two years. He said the Board had been tested this past year, but had ultimately been successful in the Legislative Session. He thanked Mrs. Roberts for her dedicated service as Chair and presented to her a plaque for her service from the Advisory Council of Faculty Senates.

3. Approval of Minutes of the Meeting of the Board of Governors held March 27, 2008; and Minutes of the Board of Governors Telephone Conference Call held May 8, 2008

Mr. Perez moved that the Board approve the Minutes of the Meeting of the Board of Governors held March 27, 2008; and the Minutes of the Board of Governors Telephone Conference Call held May 8, 2008, as presented. Mr. Temple seconded the motion, and members of the Board concurred.

4. Chancellor's Report

Dr. Rosenberg said it was especially important now for the Board to "keep its eyes on the prize," and to find innovative ways to maintain quality, access and affordability for the students - the future of the State of Florida. He reported that in moving ahead, he was intent to move forward by design.

Dr. Rosenberg said he continued his discussions with Mr. Dean Colson in the development and advancement of an "accord" to establish a multi-year business plan with the Governor and the Legislature to ensure that the universities served students and the State well. He said staff continued to work on the compacts, but would wait until the universities were in a better position financially to link their strategies directly to the Board's statewide approach. He said the task group with representatives from all the universities, in consultation with the Legislature and the Governor's office, were developing a model for appropriate and predictable funding.

He explained that as a component of Forward by Design, the SUS was working more closely than ever with the business community, particularly the Florida Chamber of Commerce, the Council of 100 and Enterprise Florida. He said that with the Chamber, the staff had been very active in the innovation caucus, intended to develop a more entrepreneurial state and new 21<sup>st</sup> century jobs. With the Council of 100, staff were working on the shared initiative with the Chamber to establish a commission on world class schools. He noted that the SUS was working more closely than ever with the community college system; both systems were dedicated to ensure that "2 + 2" continued to work for all Floridians. He said that to do this, he had asked the Presidents to keep their doors open to community college AA and AS graduates as a priority, even if this meant reducing the availability of seats to other transfer students.

He advised the Board of the post-Session meetings he had held with the Presidents, the provosts and chairs of the Faculty Senates. They had discussed a number of issues, including the development of the State College System, the compacts, the funding formula, textbook affordability and articulation.

Dr. Rosenberg complimented the Presidents and the provosts as they made adjustments and reductions to university budgets. He said these were not likely to be the last of the reductions. He reported that over the next few weeks, there would be further reorganization of the Board office operations to align the office with the Board's Strategic Plan. He noted that the Board office had experienced more than a ten percent budget cut from the Legislature.

Dr. Rosenberg said there would be further tributes at the August meeting for Chair Roberts, but he thanked her for her service as Chair the past five years. He said she had led the Board during times for higher education which were often lonely, and frequently turbulent. He said that since the late 1980s, she had been steadfast in her interest, commitment and energy. He said that she had had a major influence on a generation of Florida's higher education leadership. He commented that she had always tried to do the right thing, her loyalty exemplary, her energy unflagging. He also thanked her family, Fred Sr., Fred Jr. and John. He thanked her for her wisdom and her dedication. He said as a volunteer, she had set a very high bar, and he thanked her for her dedication to public service. Members of the Board and all in attendance at the meeting stood and applauded Chair Roberts.

5. Ratification, Interim President, UWF

Mrs. Roberts said Dr. John C. Cavanaugh, President, University of West Florida, had tendered his resignation effective June 30, 2008. At a meeting May 19, 2008, the UWF Board of Trustees formed a committee to recommend an interim president, with the expectation that it would begin a search for a permanent president promptly thereafter. She said the Board of Trustees had met on June 17, 2008, and had recommended a candidate for interim president to be ratified by this Board. She welcomed Mr. K.C. Clark, Chair, UWF Board of Trustees.

Mr. Clark advised the Board that the UWF Board of Trustees had put in place a timeline to find a permanent president within one year. He explained the committee which the UWF Board had appointed to screen applicants for the interim presidency. The committee had included representatives from the faculty senate, the student senate and the university staff. The chair of the committee was from the N.W. Florida community. He said this was done to assure that all university constituents had a voice on the committee. He said he was pleased to report that the committee had received 12 nominees and two applicants for Interim President. After three meetings, he said the committee had chosen four candidates for interviews. Two candidates had withdrawn from the search. He said the committee had interviewed Dr. Judith A. Bense, Executive Director, Division of Anthropology and Archaeology, and Chair, Department of Anthropology, UWF, and Dr. Ed Ranelli, Dean, College of Business, UWF.

Mr. Clark said the Board of Trustees had interviewed both candidates on June 17, 2008. He said the Board had found both candidates to be highly qualified to serve as

the Interim President. He commented that Dr. Bense had spent 28 years working at UWF in a variety of positions and had an excellent feel for the University at this time. He said the UWF Trustees recommended Dr. Judith A. Bense for ratification by this Board as Interim President at UWF.

Mrs. Roberts noted that she had worked with Dr. Bense's brother, Alan, during his tenure serving in the Florida Legislature. She said she looked forward to working with Dr. Bense in her new role at UWF. Dr. Bense commented that she and her brother had chosen to remain in N.W. Florida and work in a place which shared their values. She said she was excited about this new opportunity to serve UWF.

Ms. Duncan moved that the Board ratify the appointment of Dr. Judith A. Bense as the Interim President of the University of West Florida, as recommended by the UWF Board of Trustees. Mr. Martin seconded the motion, and members of the Board concurred.

6. Discussion, Notice of Intent to Adopt New Board Regulation, University Board of Trustees Powers and Duties

Mrs. Roberts said that she would ask Chancellor Rosenberg to describe the proposed Regulation and the process leading to the proposal. She said that it was her belief that the Board needed to clarify the powers and duties of the University Trustees, as they were charged to do by the Constitution.

She said the Chancellor had sent the document to the Boards of Trustees and had asked them for their thoughtful discussion and input. She said the Board welcomed this participation. Other university groups had already offered commentary.

She noted that this Board, at its very first meeting as a Board, to avoid chaos and disruption to the operations of the universities, adopted a Resolution delegating powers and duties to the Boards of Trustees, who had by then been in place already for 18 months. The Resolution included statutory language then in place. She said the document was not prepared by Board staff and the Board had had no discussion of it.

Mrs. Roberts said she had felt the document needed to be revisited, that it should reflect the provisions of the Constitution and not include statutory provisions that were no longer applicable. She said she had asked the Chancellor and the General Counsel to begin the process. She said she wanted to get the sense of the Board as to the direction of this document and to the policy issues it addressed. She said she would ask the Board's General Counsel to continue to meet with the University Attorneys who had already offered some thoughtful suggestions.

Chancellor Rosenberg explained the context for the proposed Regulation regarding the Powers and Duties of the Boards of Trustees. As mentioned, the

Resolution on Powers and Duties was adopted by this Board at its inaugural meeting, January 7, 2003. He said this document had no discussion by this Board. It was assembled by staff of the Department of Education, not by the Board's staff, who put in the Resolution the various duties then statutorily prescribed for the Boards of Trustees. He noted that the statutes in place in 2003 were those which were adopted after the abolition of the Board of Regents, when the Boards of Trustees were created and there was no other governing board for the universities. The statutes did not contemplate a Board of Governors or responsibilities of the Board of Governors. The Board of Governors duties and responsibilities were prescribed by a Constitutional Amendment, approved by an electoral mandate for the "management of the whole university system."

He explained that the previous Resolution had statutory references which were no longer valid. The Resolution provided for rulemaking under the Administrative Procedures Act, which the Court had since ruled that as a Constitutional body was not applicable to this Board - and the universities were pleased with that. The Resolution outlined every piece of administering a personnel program in detail, relating to hiring and tenure, and termination, and compensation, and evaluation, and so forth.

Chancellor Rosenberg said the Resolution needed to be revised. The Board had now been doing business for 5 years under a Constitutional scheme that envisioned a Board of Governors with the responsibility to "operate, regulate, control and be fully responsible for the management of the whole university system." The Boards of Trustees, by the Constitution, were responsible to "administer" the individual universities.

Dr. Rosenberg explained that the proposed Regulation was a re-draft of the original Resolution, with several new provisions. The proposed Regulation was also in the format of other Board Regulations. He said that provisions of the Regulation were grouped by subject area, i.e., Composition of Boards and Organization; University Administration; Academic Programs and Student Affairs; Personnel; Financial Management; Property and Purchasing; and Miscellaneous Powers and Duties. In the old Resolution, provisions related to topic areas were scattered throughout the document.

He said there was full recognition of the powers and duties of the Trustees. The intent for the Regulation was to clarify the roles and get on with the building of a great university system.

He said there was full intent to receive comments on the Regulation from all interested parties. He said he had already asked the Chairs of the Boards of Trustees to meet and discuss the Regulation and to provide their comments. He noted that staff members had already received some constructive commentary. He noted that many comments related to technical corrections.

He explained the three primary areas where there were significant changes in the proposed Regulation. 1.) As it related to presidential selection, the Regulation proposed adding two members of the Board of Governors to presidential search committees. This would not be for this Board to control the search, but rather for this Board to be involved in the process. He emphasized that the Board of Trustees would still make the selection of the candidate to be ratified by this Board. The Regulation also provided for the candidate to be present at the Board of Governors meeting at which the candidate would be ratified. He said this codified present practice. 2.) As it related to presidential evaluation, the Regulation provided for input to the evaluation by the Chancellor and the Chair of the Board as to the president's performance relating to systemwide issues and to this Board's strategic directives. He said that this input was now informal; the Regulation would codify the practice. 3.) A new provision of the Regulation provided that prior to the acquisition of property which would be used as an instructional or research site, the Board of Trustees would seek the approval of this Board as to that acquisition. He said this was important if this Board was to "be fully responsible for the management of the whole university system."

He said he sought the comments of the Board to the sense of the Regulation. He said that under the Board's Regulation Development Procedure, he had initially proposed that the Board approve posting of the draft for comment at this meeting. He said, however, that it would be preferable first to get the sense of the Board to the Regulation along with that of the Trustees, and bring it back for subsequent consideration and approval to post the proposed Regulation.

Mrs. Roberts said she welcomed an open Board discussion on the proposed Regulation. She said she wanted to continue to build on the existing strengths of the State University System.

Mr. Tripp inquired where the ideas contained in the Regulation had originated. Mrs. Roberts said the original Resolution had been adopted by the Board in 2003. She said that she had participated in a workshop with President Hitt and members of the UCF Board of Trustees the previous year where some of these ideas had been discussed. Mr. Tripp said he understood that there was a working group of University General Counsels who had begun discussing the proposal. He said he thought they would continue to work out the issues before it was brought to the Board. Dr. Rosenberg said he believed the Board needed broader input. He said there was not unanimity, for example, on participation by the Board of Governors in presidential selection.

Mr. Dasburg said this Board ratified the presidential candidate recommended by the University's presidential search process. He said that in his judgment, this was a complicated dynamic. He said he was inclined to stay with the process now in place, for this Board to ratify the candidate and for the Boards of Trustees to proceed through

their search procedures. He commented that adding members of this Board to a university search might not be helpful and could be clumsy.

Ms. Parker noted that this Board might not know enough about the candidates being recommended for ratification. She said there was value in this Board being part of the search process, so that when the candidate was presented to the Board for ratification, the Board could make an informed decision. She said she did not view this involvement in presidential searches as intrusion, but rather as a way to make the best decision for the universities.

Ms. Pappas commented that there was adequate opportunity for this Board to be informed about university search processes. She said the Board could control the manner by which a president was ratified, whether this was a "rubber-stamp" process or not.

Mr. Martin inquired whether the university counsels had a date certain by which they would complete their review of the regulation. Dr. Rosenberg said the process of consultation had begun with many constituent groups. He said he hoped to bring a revised document to the Board at its August meeting.

Ms. Duncan said she concurred with Mr. Dasburg and Ms. Pappas. She said there were many ways for Board members to participate in presidential searches in informal ways. She said she preferred the more informal participation rather than a Board member serving as a voting member of a search committee. Mr. Stavros said he agreed with Ms. Duncan. He said a presidential search should be the responsibility of the boards of trustees. He said he believed this Board received enough information to make the ratification decision.

Dr. Marshall inquired whether any Trustees had commented on the proposal. Dr. Rosenberg said the regulation had been sent to all the Trustee Chairs seeking their comments.

Mr. K.C. Clark said he was concerned about possible clumsiness in the involvement of this Board in university presidential searches and whether Board members had time for the travel to meet candidates. He said it might be awkward if the member of the Board of Governors disagreed with the Trustees on the candidate to be recommended for ratification. He said he was not opposed to input or advice, but was concerned about adding unneeded clumsiness. He noted that there might be other ways to include the Board of Governors.

Ms. Nancy Blosser, FAU, said the FAU Board of Trustees had not yet discussed the proposed regulation. She said they were waiting for the university counsels to complete their discussions. She said she was not concerned about having one member of the Board of Governors sit on presidential searches, but that having two members participate sent a message. President Delaney commented that the UNF Board did not

have a problem including two members of the Board of Governors on a presidential selection committee.

Mr. Temple said he understood the merits of including or not including this Board in the presidential search. He commented that his greater concern was timing, that completing a search in a timely manner was critical to the success of a search. He said if including a member of this Board would help the ratification occur more quickly, that would be good. He suggested that it might be better for the Chancellor to participate in the search to keep the Board of Governors better informed about the search process.

President Brogan said he had three areas of concern with the proposal, regarding BOG participation in presidential selection and presidential evaluation, and prior BOG approval of property acquisition. He said he viewed these as proper role and responsibility issues. He said the Board already had in place a ratification process. He agreed that the Chancellor should be the one engaged and fully informed about the presidential search process. He said the university counsels needed to continue working on the real property issue and other statutory duties. He said his former Chair, Mr. Tripp, had sought BOG input regarding his evaluation.

Mr. Dasburg said there appeared to be consensus not to have two BOG members participating in presidential searches. He suggested bringing back to the Board a revised draft that reflected the thoughts of the Board of Governors.

Mr. Clark said he had invited the Chair and the Chancellor to provide comments for Dr. Cavanaugh's evaluation. He said he had no objection to making this a formal part of the process. Chancellor Rosenberg said this was uneven across the System, as only some of the universities had sought this participation.

Mr. Martin said he had inquired whether the Chancellor had all the presidential evaluations and had been advised that the Chancellor had four of the 11 evaluations. Chancellor Rosenberg said they were sent voluntarily. He commented that there were different styles of presidential evaluation. Some universities had nothing to forward. He noted that there was no mandated template for evaluation. Mr. Martin suggested that there was inconsistency within the System if these evaluations were done differently. Dr. Rosenberg noted that the input should be prudent and measured. He noted that the nature of the "input" was not specified and would vary greatly by institution.

Mr. Tripp said he had questions about the real property issue. He said "prior to acquiring" and "instructional or research site" were critical words. He said this needed further discussion by the university counsels to determine what concerns there were in the System.

President Wetherell noted that presidential selection committees often represented a cross-section of the university community. He noted that there were a broad variety of ways to conduct an evaluation. As to the property acquisition, he said there were other issues to be resolved besides timing. He urged the Board to continue to move the devolution process forward. He said his biggest concern was that administration of the university remain at the Board of Trustees level. He noted that the powers of the Boards of Trustees should be akin to the powers of the trustees at the community colleges. He said his Board chair had been concerned about addressing something of this magnitude in two weeks during the summer.

President Hitt said he did not have a problem with two BOG members sitting on a Trustee selection committee, nor did he have a concern with BOG participation in his evaluation. He said he had questions about the rationale for the BOG involvement in real property acquisition. He noted that the universities needed legislative approval in advance of acquiring property if they would be seeking money for Plant Operations and Maintenance for that property. He suggested that the requirement not be stated "as to any and all" gifts of property. He said he understood the intent to protect the System, but that there might be some other type of approval put in place. President Delaney noted that the University Foundations purchased property.

Mrs. Roberts said the document reflected the responsibilities of the BOG and of the BOTs and was intended to clarify the relationships between them. President Genshaft said the Board of Governors had worked hard on issues of communication and how to work better together. She said when this regulation was distributed there was a feeling that there had not been the necessary communication about it, particularly with the request for a quick response and a quick vote by the Board.

Mrs. Roberts suggested that the university counsels continue to work with the Board's General Counsel and bring another draft for further discussion at a subsequent meeting.

7. Consent Agenda Items:

- A. Approval, Credit-by-Exam Equivalencies, as recommended by the Articulation Coordinating Committee

Dr. Chase moved that the Board approve the Credit-by-Exam Equivalencies, as recommended by the Articulation Coordinating Committee, effective August 1, 2008, as presented. Mr. Temple seconded the motion, and members of the Board concurred.

- B. Final Approval, Board Regulations Approved for Notice in May: New Board Regulation 10.014, Academic Infrastructure and Support

Organizations; and Amended Board Regulation 6.003, Admission of Graduate and Post-baccalaureate Professional Students

Ms. Duncan moved that the Board approve new Board Regulation 10.014, Academic Infrastructure and Support Organizations; and amended Board Regulation 6.003, Admission of Graduate and Post-baccalaureate Professional Students, approved for Notice by the Board in May. Ms. Parker seconded the motion, and members of the Board concurred.

- E. Final Approval, Repeal of Former Board of Regents Rules Approved for Notice in May: Former BOR Rule 6C-3.001, Systemwide Uniform Procedures; Former BOR Rule 6C-3.003, Constitutions of Institutions; Former BOR Rule 6C-11.011, Community Hospital Education Program (CHEP), Offices; Former BOR Rule 6C-11.012, CHEP, The Council; Former BOR Rule 6C-11.0125, CHEP, Powers and Duties; Former BOR Rule 6C-11.013, CHEP, The Staff Director; Former BOR Rule 6C-11.014, CHEP, Meetings and Agenda; and Former BOR Rule 6C-11.015, CHEP, Administration, Travel and Consultants

Dr. Chase moved that the Board approve the repeal of former Board of Regents rules, approved for notice by the Board in May, as follows: former BOR Rule 6C-3.001, Systemwide Uniform Procedures; former BOR Rule 6C-3.003, Constitutions of Institutions; former BOR Rule 6C-11.011, Community Hospital Education Program (CHEP), Offices; former BOR Rule 6C-11.012, CHEP, The Council; former BOR Rule 6C-11.0125, CHEP, Powers and Duties; former BOR Rule 6C-11.013, CHEP, The Staff Director; former BOR Rule 6C-11.014, CHEP, Meetings and Agenda; and former BOR Rule 6C-11.015, CHEP, Administration, Travel and Consultants. Mr. Temple seconded the motion, and members of the Board concurred.

- D. Approval, Notice of Intent to Repeal Former Board of Regents Rules: Former BOR Rule 6C-5.910, (Personnel), Recruitment, Selection, Appointment, and Non-reappointment; Former BOR Rule 6C-5.915, (Personnel), Compensation; Former BOR Rule 6C-5.920, (Personnel), Benefits and Hours of Work; Former BOR Rule 6C-5.925, (Personnel), Evaluation and Recognition; Former BOR Rule 6C-5.930, (Personnel), Learning Opportunities; Former BOR Rule 6C-5.935, (Personnel), Promotion, Change in Assignment, Demotion and Transfer; Former BOR Rule 6C-5.940, (Personnel), Tenure and Permanent Status; Former BOR Rule 6C-5.945, (Personnel), Employee Ethical Obligations and Conflicts of Interest; Former BOR Rule 6C-5.950, (Personnel), Disciplinary Actions, Complaints, and Appeals; Former BOR Rule 6C-5.955, (Personnel), Separations from Employment and Layoff; Former BOR Rule 6C-8.010,

Incentive Efficiency Program; Former BOR Rule 6C-16.002, Approval (of motor vehicles and watercraft); Former BOR Rule 6C-16.005, Maintenance; and Former BOR Rule 6C-16.006, Aircraft

Dr. Chase moved that the Board approve the Notice of Intent to repeal former Board of Regents rules related to personnel policies, the Incentive Efficiency Program, and to the acquisition and maintenance of motor vehicles, watercraft, and aircraft, as follows: former BOR Rule 6C-5.910, Recruitment, Selection, Appointment, and Non-reappointment; former BOR Rule 6C-5.915, Compensation; former BOR Rule 6C-5.920, Benefits and Hours of Work; former BOR Rule 6C-5.925, Evaluation and Recognition; former BOR Rule 6C-5.930, Learning Opportunities; former BOR Rule 6C-5.935, Promotion, Change in Assignment, Demotion and Transfer; former BOR Rule 6C-5.940, Tenure and Permanent Status; former BOR Rule 6C-5.945, Employee Ethical Obligations and Conflicts of Interest; former BOR Rule 6C-5.950, Disciplinary Actions, Complaints, and Appeals; former BOR Rule 6C-5.955, Separations from Employment and Layoff; former BOR Rule 6C-8.010, Incentive Efficiency Program; former BOR Rule 6C-16.002, Approval (of motor vehicles and watercraft); former BOR Rule 6C-16.005, Maintenance; and former BOR Rule 6C-16.006, Aircraft. Mr. Temple seconded the motion, and members of the Board concurred.

8. Action Items/Status Reports, Board Committees:

A. Budget Committee; Differential Tuition

Mr. Perez advised the Board that the Budget Committee had discussed a tentative draft of the 2009-2010 Legislative Budget Request, outlining some of the issues to be considered in that budget request. He said staff had made a presentation to the Committee on revised revenue estimates for the state. He said the Committee would take action on the Legislative Budget Request at the August Board meeting. He said the Committee had also heard from Dr. Nate Johnson the status of the workgroup addressing appropriate and predictable funding.

Mr. Perez explained that at the May 8, 2008, Board meeting, action was taken to allow universities meeting funding Level I or II definitions outlined in section 1004.635 (3), F.S., to implement a differential undergraduate tuition up to \$6.96 per student credit hour. He said that House Bill 745 signed by the Governor on May 17, 2008, deleted the language regarding Level II universities and replaced it with "... universities that have total research and development expenditures for all fields of at least \$100 million per year...."

Mr. Perez said that based on the Governor's action, he moved that the language in the May action on differential tuition be revised to delete references to Level II institutions, and that 1.b. of the May action be revised to delete the reference to "Funding Level II" with the statement, "Institutions with at least \$100 million in total research and development expenditures..." Dr. Marshall seconded the motion, and members of the Board concurred.

- B. Academic Programs/Strategic Planning Committee; and Approval to Terminate Ed.D. and Ph.D., Student Personnel in Higher Education, UF, and the Ed.D. and Ph.D., Foundations of Education, UF

Mr. Dasburg said the Academic Programs/Strategic Planning Committee received a report from the Chair of the Budget Committee on appropriate and predictable funding. The Committee had also heard from Dr. Nate Johnson on updated goals for the Board's 2005-2013 Strategic Plan relating to the production of baccalaureate degrees and increased research expenditures. He said the Committee had reviewed revisions to areas of programmatic strategic emphasis identified in the Board's 2005-2013 Strategic Plan. Ms. Sena Black, Senior Vice President, Enterprise Florida, Inc., had addressed the Committee on Florida's workforce needs.

Mr. Dasburg said the Committee had two action items for Board approval relating to the termination of doctoral programs at the University of Florida. He said the Committee had been assured that the needs of students currently enrolled in the programs would be met. He moved that the Board approve the requests to terminate the Ed.D. and the Ph.D., Student Personnel in Higher Education, UF, CIP Code 13.1102, and the Ed.D. and the Ph.D., Foundations of Education, UF, CIP Code 13.0901, as presented. Ms. Duncan seconded the motion, and members of the Board concurred.

- C. Facilities Committee

1. Approval, Resolution of the Board of Governors Authorizing the Issuance by the Florida Gulf Coast University Financing Corporation of Tax-exempt Bonds to Finance Construction of a Parking Garage, Main Campus, FGCU

Ms. Parker moved that the Board adopt the resolution approving the issuance of fixed or variable rate, tax-exempt revenue bonds, by the Florida Gulf Coast University Financing Corporation, in an amount not to exceed \$10 million for the purpose of financing Parking Garage Phase III on the main campus,

FGCU, as presented. She noted that Board staff and staff of the Division of Bond Finance had reviewed the resolution and all supporting documentation. Based on that review, it appeared that the proposed financing was in compliance with Florida Statutes governing the issuance of university debt and the Board's debt management guidelines. Ms. McDevitt seconded the motion, and members of the Board concurred.

2. Approval, Resolution of the Board of Governors Authorizing the Issuance by the University of Florida Foundation, Inc., of Tax-exempt Debt to Finance Construction of an Office Building, East Campus, UF

Ms. Parker moved that the Board adopt the resolution approving the issuance of debt by the University of Florida Foundation, Inc., in an amount not to exceed \$15,450,000 for the purpose of financing an office building on the East Campus of the University of Florida, as presented. She noted that Board staff and staff of the Division of Bond Finance had reviewed the resolution and all supporting documentation. Based on that review, it appeared that the proposed financing was in compliance with Florida Statutes governing the issuance of university debt and the Board's debt management guidelines. Ms. Duncan seconded the motion, and members of the Board concurred.

3. Approval, Resolution of the Board of Governors Requesting the Division of Bond Finance of the State Board of Administration of Florida to Issue Revenue Bonds on behalf of the State University System to Finance the Acquisition and Construction of Capital Projects of the State University System

Ms. Parker moved that the Board adopt a resolution approving the issuance of fixed rate, tax-exempt revenue bonds, by the Division of Bond Finance on behalf of the State University System of Florida, in an amount not to exceed \$60 million for the purpose of partially financing Capital Improvement Fee projects appropriated by the 2008 Legislature, as presented. She noted that Board staff and staff of the Division of Bond Finance had reviewed the resolution and all supporting documentation. Based on that review, it appeared that the proposed financing was in compliance with Florida Statutes governing the issuance of university debt and the Board's debt management guidelines. Mr. Temple seconded the motion, and members of the Board concurred.

4. Approval, Policy on Remittance of Building and Capital Improvement Fees

Ms. Parker reported that the Facilities Committee had discussed the issue of the inconsistent submission of building and Capital Improvement fees to the Florida Department of Education. She moved that the Board adopt a policy that all building and Capital Improvement Fees collected by the universities be remitted to the Florida Department of Education no later than the 20<sup>th</sup> of each month following the month in which collected. Mr. Meyer seconded the motion, and members of the Board concurred.

5. Approval, Recommendations, SUS Facilities Initiative

Ms. Parker said several workgroups had been working since early in 2007 to assist the BOG Office of Finance and Facilities in developing recommendations relating to Plant Operations and Maintenance Funding, the Educational Plant Survey; Space Utilization; and Space Needs Generation. She said the Facilities Committee had reviewed the recommendations. She commented that the recommendation to request an inflationary increase for existing space would be considered by the Budget Committee in its budget deliberations in August.

Ms. Parker moved that the Board approve the recommendations, as presented. Dr. Marshall seconded the motion, and members of the Board concurred.

The recommendations adopted were as follows:

- A recommendation that the Board of Governors consider a request to increase to base Plant Operations and Maintenance funding for existing space in the 2009-10 LBR.
- A recommendation that Board of Governors staff should conduct additional further study before changing the current PO&M policy on leased space, to allow funding consideration for leases with terms of five years or more, rather than 40 years or more.

Two recommendations related to university submissions of the annual Capital Improvement Plan, which will be incorporated into the CIP instructions for the 2010-2011 LBR Cycle:

- Each University Board of Trustees must ensure that all PECO projects included in the first year of its Capital Improvement Plan are supported by an educational plant survey recommendation. Projects not yet survey-recommended may be shown in future planning years not covered by the current educational plant survey period.

- Each university must incorporate utilization data as a factor in prioritization of university Capital Improvement Plan (CIP) funding requests to the Board of Governors. Programs with classroom and teaching lab space utilization below the current SUS standard would not be eligible for inclusion on the university CIP. General purpose classroom or teaching lab space (space not designated for a specific academic program or discipline) would not be eligible for inclusion if utilization was below the SUS standard. This standard would apply both to the university as a whole and on a site-specific basis.
- A recommendation that each university consider adoption of the following best practices to improve utilization of classroom and teaching lab space:
  - Designate a coordinator to review utilization data and make recommendations to the provost for improvement.
  - Adopt uniform campus-wide scheduling policies.
  - Manage final scheduling of classrooms and teaching labs at the university-level, rather than department-level, so that any unused space is available for appropriate use.
  - Report utilization data to the appropriate committee of their Board of Trustees at the end of each semester.

Ms. Parker said that Mr. Kinsley was directed by the Committee to report back on university adoption of the best practice utilization recommendations at the January meeting of the Facilities Committee.

#### D. Trustee Nominating Committee

Ms. Parker said that vacancies on the University Boards of Trustees presented the Trustee Nominating Committee the opportunity to meet many qualified individuals for these positions. She said there were not enough seats for all of them. She said the Committee had earlier interviewed two very qualified individuals from Boca Raton, Mr. Anthony K.G. Barbar and Mr. Stuart Rosenfeldt, for the vacancy on the FAU Board created when Governor Crist had named Mr. Tripp to this Board. She said it was clear that both were prepared to make FAU a better institution.

Ms. Parker said the Committee had recommended Mr. Anthony K.G. Barbar for the vacancy on the FAU Board of Trustees. She moved that the Board approve the appointment of Mr. Barbar, as presented. Ms. Duncan seconded the motion. Mrs. Roberts noted that she continued to be impressed by the quality of all the applicants for vacancies on the university boards. There were no further comments, and members of the Board concurred unanimously.

#### 9. Election, Officers, Board of Governors, 2008-2010

Mrs. Roberts said that in accordance with the Board's Powers and Duties document, which was adopted in October, 2003, it was the time to elect new officers of the Board to serve as Chair and Vice Chair for the period, July 1, 2008 through June 30, 2010. She said it had been her pleasure to serve as the Chair of this Board.

She said she wanted to state the process for the election. She said she would declare the floor open for nominations for Chair of the Board of Governors. She would accept any nomination, which required a second, until there were no further nominations. Then, she said she would accept a motion to close the nominations. She said it was appropriate to hear short statements from each of the nominees, limited to no more than three minutes. The Corporate Secretary would serve as the timekeeper. She said there would not be a campaign, nor statements of support by Board members on the merits of any of the nominees.

The Board would then vote. An election required a vote of the majority of the members present and voting, nine votes. She said she would ask the Corporate Secretary to call the roll and ask each member to state the nominee for whom he or she was voting. If there were three nominees, and no nominee with nine votes, she said the Board would follow these procedures: 1.) if there were two top vote-getters, there would be a re-vote on the top two nominees; or 2.) if there were a top vote-getter, and two nominees tied with the same number of votes, there would be a vote between the two who were tied to determine the top vote getter among these, and then a vote between the top vote-getter and the top vote-getter of the second vote. The Board would then have elected the new Chair. She said she would then accept a motion that the Board declare the election of the Chair the unanimous choice of the Board.

She explained that the Board would follow the same process for the election of the Vice Chair.

Dr. Chase moved that the Board approve the election procedure, as explained by the Chair. Mr. Tripp seconded the motion.

Mr. Tripp said he would like the opportunity to ask questions of the candidates. Dr. Marshall said he thought it appropriate to hear statements by both the nominator and the candidate. He said he would also like to ask questions of the candidates. Dr. Zachariah said there should not be a time-limit on the statements and that Board members should be able to ask any number of questions. Mr. Martin added that the process should include the opportunity for statements by other members of the Board. Mr. Perez clarified that in the instance of a tie, there would be a re-vote. Mrs. Roberts said that was the proposal, and that the vote would be by roll call. There were no further comments, and members concurred in the election procedure.

Mr. Dasburg nominated Ms. McDevitt, the Board's Vice Chair. He said that this Board should operate with a clear succession of its leaders, and that the Vice Chair should follow that term as the Chair. He said that Ms. McDevitt was prepared for leadership with her extensive legal and business background. He said she had shown dedication and commitment to the work of this Board, and he encouraged Board members to support her as the next Board Chair. Mr. Stavros seconded the nomination.

Dr. Chase nominated Mr. Perez. He said Mr. Perez was a newer member of the Board, but was extremely well-prepared for leadership in these financially stressful times for the SUS. He said this nomination was not a reflection on the capabilities of Ms. McDevitt, but rather that there should be a contest for Board leadership. He said Mr. Perez was also in a position with his professional life to be able to assume this role. Ms. Duncan seconded the nomination.

Dr. Marshall nominated Ms. Parker. He said she had shown her competence for leadership in her role as Chair of the Facilities Committee. He said she was dedicated to the work of the Board. Ms. Parker declined the nomination.

Ms. McDevitt thanked members of the Board for the opportunity to lead them. She said she had been privileged to serve as a member of the Board for the past five years. She said she had now embarked on her fourth career. She said she had spent 12 years working in the Legislature. She had spent some years lobbying and in private law practice. She said she had recently retired after 27 years at TECO. She noted that while employed by TECO, she had been unable to lobby because of company conflicts. This past Session, having left TECO, she had been able to participate in Session lobbying on behalf of the Board of Governors. She said the Legislative Session had been very difficult, but the outcome had been good. She said she hoped to foster continued good relationships with Legislators.

Ms. McDevitt noted that the discussions of the Board earlier in the day had been the most rewarding since she had begun her Board service. She said the Board was achieving a level of maturity. The Board would face numerous challenges in the coming years, particularly with the financial situation facing the state. She said there had been good discussions with the Presidents and Board Chairs which were significant for the State of Florida. She said it was very important to develop fully and maturely relationships with the University Presidents and members of the University Boards of Trustees. She said she viewed this as her number one priority.

She commented that going forward, the Board should be working with the Governor and the Legislature for the students. She said it was critical for the universities to work together as a System serving a diverse population. She said the universities in the System were very different, and included traditional large research institutions, large urban research institutions, urban regional institutions and a small high quality liberal arts college. She said that in a time of scarce resources, it was

important to recognize that funding to one institution would come out of the funding provided to other institutions. She said the universities needed to work together and support each other.

Ms. McDevitt said that as Chair of the Student Affairs Committee she had come to appreciate that the students were the reason they served on this Board. She said they needed stability and were relying on this Board to ensure the excellence of universities in the System. She said she was committed to excellent education in Florida. She said through the Committee, she had learned much about access to the universities and diversity in the student body, and the importance of funding need-based aid. She said the Board needed to develop student aid programs to serve the lowest middle-class students, as these students were the ones left out of most financial aid programs.

She said she recognized that there were a number of programs not funded to the level the Board would want. She said she was interested in funding each university for enhancements which were related to its mission.

She said she was sorry the Board was still in the lawsuit with the Legislature. She noted, however, that it was a lawsuit brought by others, which the Board had joined to expedite its handling. She noted that in late May, the House and Senate had joined under one counsel, and had conceded the issue of standing on tuition to the Board of Governors. There were still issues of standing on other matters. She said she was committed to seeking a resolution and working with the Governor and the Legislature. She said she was not interested in prolonging the controversy.

She said she was interested in seeing issues discussed at this meeting implemented, including performance funding and appropriate and predictable funding. She said the universities should achieve a baseline of funding, without engaging in "food fights."

Ms. McDevitt said she was committed to the time required for service as Board Chair. She said she would appreciate consideration of her candidacy by other Board members. She said she was passionate about the State University System, and hoped that the Board could assist the universities in providing an exciting experience for their students. She said she truly believed the universities had the capacity to be the economic engines for this state.

Mr. Perez said he was honored to serve on this Board. He said this was the single most important Board on which he served. He said he honored Ms. McDevitt's service in Tallahassee this Spring, and that he was pleased the Board had survived. He thanked Ms. Parker and Dr. Marshall for their work on behalf of the Board, as well.

He said his general philosophy about this Board was that at every meeting the Board was trying to define where it was and how it fit into the organization chart. He

said the Board was making progress, but that it needed to finish that conversation. He said the role for this Board was to set SUS-wide priorities, to establish a Legislative Budget request and serve as advocates for the universities and for the System. He said the Board should be champions for the universities, advancing them with the Board's partnership.

He said it was not for this Board to micro-manage the universities. The Boards of Trustees were in place to administer the universities. This Board needed to do the things which would let the Trustees do their job. He said it was for the Board of Governors to be the champion of partnerships, and to be partners with the faculty, with the Legislature and with the Governor's Office.

He described several key issues. He said funding and budget were critical. The Board needed to work with the universities to achieve appropriate and predictable funding. He said he hoped for "atmospheric change" to resolve who the Board was. He said in his first 100 days, he would meet with leadership of the Senate and the House, all the student groups, the Chairs of the University Boards of Trustees, and the University Presidents. He said he would attend meetings of the Board of Education and be involved in the discussions of the development of the State College System.

Mr. Perez said he would gather a team to resolve the lawsuit outside the courts. He said the Board needed to work with the Legislature and determine how funding was going to work for the SUS. He said the System needed to achieve several years of funding stability. He said he envisioned a BOG-BOT Legislative Relations Committee to foster more and better communication.

Mr. Perez said he had now left his law firm to develop his own consulting firm in the areas of business development, marketing and strategic planning. He said he had the passion and the energy to serve as Board Chair and the time to dedicate to all these challenges. He thanked the Board members and offered his service.

Mr. Tripp said he was concerned about the lawsuit and the fight with the Legislature. He said the Board's decision to join the lawsuit was divisive, and he would suggest dropping it. He said he did not believe the Board had to negotiate for anything. He said it was his view that tuition was a tax. He said that since Board members were not elected, this Board should not set tuition. He inquired of Ms. McDevitt whether she would consider dropping the lawsuit and begin to mend fences. He said the Board could not be friends with Legislators it was suing.

Ms. Pappas commented that the Chair could not act unilaterally. She said she was not comfortable having this discussion. This was not the appropriate time for a substantive discussion about tuition. Mr. Tripp noted that the Chair had a great deal of influence and he was interested in knowing the approach to this issue.

Ms. McDevitt said she was committed to resolving the lawsuit. She said she was willing for the Board to have that discussion and moving ahead with discussions with the Legislature and the Governor. She noted that the lawsuit existed whether or not this Board was involved.

Mr. Perez said he was hesitant about making a motion to dismiss the lawsuit. He said the parties should sit down and achieve resolution. He said the parties should acknowledge their respective roles and plan how to go forward on tuition. He said the Board needed to find a way to work with the Legislature and it was difficult to do that in a lawsuit.

Mr. Dasburg called the question.

Mrs. Roberts asked the Corporate Secretary to call the roll. Members voting for Ms. McDevitt: Mr. Dasburg, Dr. Marshall, Ms. Pappas, Ms. Parker, Mr. Stavros, Mr. Temple, Mr. Tripp, and Dr. Zachariah. Members voting for Mr. Perez: Dr. Chase, Ms. Duncan, Mr. Martin, Mr. Meyer, Mr. Perez and Commissioner Smith. Prior to the conclusion of the roll call, Mr. Perez moved that the Board elect Ms. McDevitt Chair by acclamation. Ms. Duncan seconded the motion, and members of the Board concurred. Members of the Board applauded Ms. McDevitt.

Mr. Stavros nominated Ms. Duncan as Vice Chair of the Board, citing her enthusiastic leadership of the Research and Economic Development Committee. Mr. Perez seconded the nomination. Dr. Zachariah nominated Ms. Parker as Vice Chair. Mr. Dasburg seconded the nomination.

Ms. Duncan thanked the members of the Board. She said that all were working to achieve excellence for the universities in the System. She said that she had the time to be engaged in the work of this Board. She said it was important to reach out to the Board's many constituencies as it sought the best for the universities.

Ms. Parker also thanked the members of the Board and Dr. Zachariah for the nomination. She said she was honored to be nominated. She said she had served on this Board since its first meeting and earlier, as a Trustee on the UCF Board. She said that her work on the Facilities Committee was one of coming up with solutions and finding best practices wherever they were and not just within the SUS. She said decisions made by the Board regarding facilities would ensure the growth of the System. The Board would need to deal with growth in coming years. She said she had also served on other Board committees, including Strategic Planning, Audit and Student Affairs. She had also served as a member of the FAMU Financial and Operational Controls Task Force and as a member of the Emergency Management Task Force. She said she would bring all this Board experience to the Vice Chair role.

Ms. Parker said during the past Session, she did not believe the Board had taken advantage of all its members and their relationships with Legislators. She said she hoped to work with Ms. McDevitt to use the talent of every Board member to carry the Board's message. She said when Amendment 11 had passed, members of this Board had no idea about the size and scope of the System. She said there were challenges but that she was committed to working with the Legislature and the Governor's Office. She said, together with the Chair, she was intent on building a great University System.

Mr. Temple inquired about their professional experiences. Ms. Duncan said she owned her own business in commercial real estate which gave her considerable time flexibility. She said she had two young children. She said she had been involved in many community activities. She said she had been learning about economic development in partnership with the universities through her work on the Board's Research and Economic Development Committee and the Florida Technology, Research and Scholarship Board.

Ms. Parker said she was a partner in a small law firm. She said her practice focused on public finance and churches. She said she also had a consulting company with several private clients.

Mr. Tripp inquired whether the candidates were comfortable that as Vice Chair they might not necessarily succeed to be Chair of the Board. He noted that as the Board evolved, that the next time another candidate might be selected as Chair.

Ms. Parker said that she was comfortable with that position. She said she recognized there was no inherent right to become Chair. She said she believed the Board needed a Vice Chair to work as a leadership team and to assist the Chair in using the talents of the entire Board. Ms. Duncan said she concurred. She said it was important for the Board to continue to evolve and to work with its new members. She said she understood that a succession might not work.

Mr. Stavros said he was amazed by the dedication of Ms. Duncan. He said he had known her through her work in the community, as a member of the USF Board of Trustees, and her efforts to expand the availability of higher education in Pinellas County.

Mr. Dasburg called the question.

Mrs. Roberts asked the Corporate Secretary to call the roll. Members voting for Ms. Parker: Mr. Dasburg, Dr. Marshall, Mr. Martin, Mr. Meyer, Ms. Pappas, Ms. Parker, Mr. Temple, Mr. Tripp, and Dr. Zachariah. Members voting for Ms. Duncan: Dr. Chase, Ms. Duncan, Mr. Perez and Mr. Stavros. Prior to the conclusion of the roll call, Ms. Duncan moved that the Board elect Ms. Parker as Vice Chair by acclamation. Mr. Perez seconded the motion, and members of the Board concurred. Members of the Board applauded Ms. Parker.

Mrs. Roberts extended her congratulations to the newly elected Chair and Vice Chair of the Board, and her thanks to all the members of the Board.

10. Adjournment

Having no further business, the Chair adjourned the meeting of the Board of Governors, State University System of Florida, at 3:20 p.m., June 19, 2008.

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Carolyn K. Roberts,  
Chair

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Mary-Anne Bestebreurtje,  
Corporate Secretary