

MINUTES
BOARD OF GOVERNORS
STATE UNIVERSITY SYSTEM OF FLORIDA
TRUSTEE NOMINATION & BOARD PROCEDURES COMMITTEE
FLORIDA A & M UNIVERSITY
GRAND BALLROOM, STUDENT UNION
TALLAHASSEE, FLORIDA
JANUARY 29, 2009

Dr. Zachariah convened the meeting of the Trustee Nomination and Board Procedures Committee of the Board of Governors at 8:35 a.m., in the Grand Ballroom, Student Union, Florida A & M University, Tallahassee, Florida, January 29, 2009, with the following members present: Charlie Edwards, Vice Chair; Ann Duncan; Sheila McDevitt; Ava Parker; Carolyn K. Roberts; Gus Stavros; and Norman Tripp.

1. Approval of Minutes of Meeting held November 20, 2008

Mrs. Roberts moved that the Committee approve the Minutes of the Meeting held November 20, 2008, as presented. Mr. Edwards seconded the motion, and members of the Committee concurred.

2. Approve, Notice of Intent, BOG Regulation Establishing Powers and Duties of University Boards of Trustees

Dr. Zachariah recognized Ms. Vikki Shirley, the Board's General Counsel, to explain the proposed BOG Regulation Establishing the Powers and Duties of University Boards of Trustees. Ms. Shirley explained that this Regulation was first brought to the Board at its June meeting and that considerable work was done on the proposed Regulation with the University General Counsels prior to the November meeting. At the November meeting, she said Board members had raised questions about the provisions of paragraph (7)(a) addressing board approval of state-funded improvements to real property. Specifically, whether language should be added to require board approval in situations where there was a material change in the scope of a capital improvement project that would require the university to seek additional state funds. She said she had met with other Board staff and university counsel and had been assured that there were already procedures in place for appropriate Board oversight under these circumstances. Consequently, she recommended no change to the language initially proposed in paragraph (7)(a).

Ms. Shirley said there had also been discussion about the statement in paragraphs (5)(c) and (5)(d) requiring the presidential candidate or interim president selected by a university board of trustees to attend the Board meeting at which the appointment was ratified. She said it had been suggested that the statement be revised stating that the "candidate.....may be required to appear...." Dr. Zachariah stated that he did not agree with the suggested change. He said if the Board were responsible for

running the University System, it was appropriate for the Board to require the candidate's attendance at the meeting at which the selection was ratified.

Ms. McDevitt said she had made the suggestion as a gesture of good will to those who took issue with the required attendance.

Mr. Edwards said on this matter, he disagreed with Chair McDevitt. He said this Board had a role in the presidential selection process. He said the Board had agreed to a presidential selection process conducted by the boards of trustees, but the Board needed some way to have a new president be aware of its rules and regulations, and an opportunity for discussion with a new president. He moved that paragraphs (5)(c) and (5)(d) be amended, as follows: "The candidate selected by the board of trustees shall ~~may~~ be required to appear before the Board of Governors...." Ms. Parker seconded the motion, and members of the Committee concurred.

Dr. Zachariah moved that the Committee approve the Notice of Intent to promulgate the new Board of Governors Regulation 1.001, University Board of Trustees Powers and Duties, as presented and amended, for posting to the website, pursuant to the Board's Regulation Development Procedure. Mr. Tripp seconded the motion, and members of the Committee concurred.

3. Discussion, Committee Work Plan, 2009

Dr. Zachariah said a Draft Committee Work Plan had been distributed. He said the Board had 22 trustees to appoint at 11 universities for trustees whose terms expired on January 6, 2010. He said the Governor had 22 appointees for trustee terms ending on January 6, 2010, as well. He said the Committee had a big job ahead.

He said the first task for the Committee was to review the process that had been in place for previous appointments. He said several Board members had made suggestions on ways to improve the process. He said the Committee proposed to hold a workshop on Wednesday, March 25, before the Board meeting to review the whole selection and appointment process.

Dr. Zachariah said the recruitment of possible trustees would begin on June 1, 2009, under the current process. He commented that if the Committee decided to change timelines, those changes would have to be incorporated in the Committee's work plan. Under the current process, he said applications for these positions would be due in August and background checks would begin. He said the Committee would review applicant qualifications in August and decide how to conduct interviews in the fall. He said the Committee had also asked staff to gather information from other state higher education boards to examine best practices for this Board. He said there would not be action taken by the Committee on the work plan until after the Committee had reviewed the selection and appointment process at the March workshop.

Dr. Zachariah said he had some concerns with the application process. At present, the Board invited members of the boards of trustees and the presidents to recommend trustee applicants. He said he wondered if these individuals would have an advantage over citizens who applied on their own, without any recommendation. He said it could be somewhat precarious for this Board to select an individual not recommended by the president or the trustees.

Mr. Edwards agreed that this was a legitimate concern. He said this needed to be a thoughtful process. He said the Board should be respectful to applicants forwarded by the presidents or the trustees. He noted that this Committee had previously appointed trustees who had not been recommended by the presidents or trustees. He said this needed to be an open process, and applicants needed to be sure that all candidates would be equally considered. He said he welcomed the opportunity to improve the process. He added that it was important to know the thoughts of the trustees in making these trustee appointments.

Mrs. Roberts concurred. She said in this new governance structure, this Board and the boards of trustees had different responsibilities. She said it was important to act responsibly in making these appointments to the university boards. She said this needed to be an open and fair process.

Mr. Tripp said he welcomed the workshop. He said he had voiced his concern that the public was not fully aware of the opportunity to apply for these trustee positions. He said it was important to have an open process so the boards were not filled by the "old boy network." He said the Board should advertise these openings through all available networks, including the internet, newspapers, and any other media.

4. Concluding Remarks and Adjournment

Dr. Zachariah advised the members of the Committee that Florida International University had informed Chancellor Rosenberg of the resignation of a Board-appointed trustee of its board. He said that Ms. Rosa Sugranes had resigned due to the death of her father and her need to attend to business affairs in Spain. He said that she was in her second term on the FIU Board, and her term would have expired on January 6, 2011. He said he had asked the Chancellor to post the vacancy on the Board's website and to accept applications for the 30 days, as required under the current appointment and selection process. He recommended that staff advertise the vacancy through all available venues.

Dr. Zachariah said the Committee had a lot of work this year, and that he looked forward to working with the Committee members on all these projects. Having no further business, the meeting was adjourned at 8:50 a.m., January 29, 2009.

Zachariah P. Zachariah, Chair

Mary-Anne Bestebreurtje,
Corporate Secretary