

MINUTES
BOARD OF GOVERNORS
STATE UNIVERSITY SYSTEM OF FLORIDA
TRUSTEE NOMINATION & BOARD PROCEDURES COMMITTEE
BY TELEPHONE CONFERENCE CALL
TALLAHASSEE, FLORIDA
MAY 18, 2009

Dr. Zachariah convened the meeting of the Trustee Nomination and Board Procedures Committee of the Board of Governors by telephone conference call, from Tallahassee, at 2:05 p.m., May 18, 2009, with the following members present: John Dasburg; Ann Duncan; Sheila McDevitt; Ava Parker; Carolyn K. Roberts; Gus Stavros; and Norman Tripp. Other Board members participating in the call were: AJ Meyer; Dr. Judith Solano; and John Temple.

1. Approval of Minutes of Meeting held January 29, 2009

Mr. Tripp moved that the Committee approve the Minutes of the Meeting held January 29, 2009, as presented. Mrs. Roberts seconded the motion, and members of the Committee concurred.

2. Determine Interview Process for FIU Trustee Vacancy

Dr. Zachariah said the Committee needed an efficient and effective method to interview the two applicants who had timely applied for the FIU Trustee vacancy and who had had on-going affiliations with the university, Joseph Louis Caruncho and S. Lawrence Kahn, III. He said their applications were included in the agenda materials. He said the Committee would also have to locate suitable applicants for the large number of trustee vacancies the Board would need to fill in January. He said this also needed to be handled in an efficient and effective way, and the Committee would discuss that process in June.

Dr. Zachariah reported that the Florida Department of Law Enforcement background check was run on both of these individuals. He said Mr. Caruncho's check confirmed that the January DUI that he had identified in his application had been dismissed, as he had anticipated. He said there were no adverse findings in Mr. Kahn's background check.

Dr. Zachariah recommended that two of the Committee members separately interview the two applicants. He suggested that the Committee members should be local to FIU so the interviews could be in person. He said, however, that he would not rule out phone interviews, if the Committee members preferred them. He suggested that he and Mr. Dasburg conduct the personal interviews. Mr. Dasburg indicated that he was available to conduct personal interviews of the two applicants, if the Committee

adopted this approach. He said if the Committee concurred, he and Mr. Dasburg would report their findings in June and the Committee could recommend a candidate to the full Board at the June meeting.

Mr. Tripp suggested that the candidates do the interviews by remote video conferencing with the Committee; this would save the expense of travel to the Committee meeting for the personal interviews. President Delaney expressed concern about the expenses for this type of interactive interview.

Dr. Zachariah recalled the personal interviews for other trustee vacancies. He said all the applicants were well-qualified and it created an uncomfortable situation for the applicants who were not selected by this Board to fill a vacancy. He said this would be discussed further in June.

President Maidique said he agreed that it was an uncomfortable situation for the applicant not selected. He said that both of these applicants had been long-time friends of FIU; both had also served as Chairs of the FIU Foundation. He said both were eminently qualified to serve on the FIU Board. He said he agreed with the suggested personal interview process.

Mr. Tripp said he was concerned about introducing politics into the process. He said he believed it was the fiduciary duty of Committee members to see these applicants and to get to know them. He said he believed they needed this personal contact. Dr. Zachariah said he was not suggesting that other members of the Committee not have any contact with these applicants.

President Maidique said he had worked with both applicants for 10 to fifteen years. He said he could strongly recommend both of them. Ms. Duncan said she understood that other members of the Committee might want to call the applicants. Dr. Zachariah concurred. Mr. Tripp said he wanted to be sure this was a fair process.

President Delaney said he recognized that the Sunshine Law made it difficult to conduct these interviews by the whole Committee and he was concerned about the costs involved. He said he thought delegating some of the screening to individual Committee members was a good idea.

Ms. McDevitt clarified that this process was to accommodate this one vacancy at FIU. She said the Committee might want to handle the larger process differently. Mrs. Roberts agreed that the Committee needed to do its proper due diligence as to these trustee vacancies, and that Committee members could also call the Chancellor with concerns about the applicants.

Dr. Zachariah clarified that the applicants would be interviewed prior to the June Board meeting. The Committee would then recommend one applicant for the Board's approval, also at the June meeting.

Mr. Stavros said these were both outstanding applicants. He said he concurred with the recommended process. He moved that the Committee approve the interview and selection process to fill the FIU trustee vacancy, as presented. Ms. Duncan seconded the motion, and members of the Committee concurred.

Dr. Zachariah said he would make arrangements for the interviews. Mr. Dasburg said he would also make appropriate arrangements. Mr. Tripp said he would also make telephone calls.

Mr. Temple said he knew Larry Kahn personally, and that he would make an outstanding trustee.

3. Concluding Remarks and Adjournment

Dr. Zachariah thanked the Committee members for their participation on the call. Having no further business, the meeting was adjourned at 2:20 p.m., May 18, 2009.

Zachariah P. Zachariah, Chair

Mary-Anne Bestebreurtje,
Corporate Secretary