

MINUTES  
BOARD OF GOVERNORS  
STATE UNIVERSITY SYSTEM OF FLORIDA  
TRUSTEE NOMINATION & BOARD PROCEDURES COMMITTEE  
UNIVERSITY OF CENTRAL FLORIDA  
LIVE OAK BALLROOM  
ORLANDO, FLORIDA  
JUNE 18, 2009

Dr. Zachariah convened the meeting of the Trustee Nomination and Board Procedures Committee of the Board of Governors at 9:45 a.m., in the Live Oak Ballroom, University of Central Florida, Orlando, Florida, June 18, 2009, with the following members present: Charlie Edwards, Vice Chair; John Dasburg; Ann Duncan; Sheila McDevitt; Carolyn K. Roberts; Gus Stavros; and Norman Tripp. (Ava Parker participated by telephone conference call.)

1. Approval of Minutes of Meeting held May 18, 2009

Mr. Dasburg moved that the Committee approve the Minutes of the Meeting held May 18, 2009, as presented. Ms. McDevitt seconded the motion, and members of the Committee concurred.

2. Recommendation, FIU Trustee Vacancy

Dr. Zachariah reported that during the Committee's conference call on May 18, 2009, the Committee members had agreed that Mr. Dasburg and he would interview the two applicants for the vacancy on the FIU Board, Mr. Joseph L. Caruncho and Mr. S. Lawrence Kahn, III. He said they had received a letter earlier in the week from Mr. Caruncho withdrawing his application. He said Mr. Kahn remained as an applicant. He said that based on his own interview with Mr. Kahn, he found him very well-qualified to serve as a trustee.

He invited Mr. Dasburg to report on his interview of Mr. Kahn. Mr. Dasburg reported that he had spent several hours with Mr. Kahn and had had excellent conversations about FIU and its needs. He said he had reviewed his references, some of whom were also his personal friends, and all had been very positive in their comments. He said he was pleased to recommend Mr. Kahn for the trustee position at Florida International University. Dr. Zachariah concurred. He said he found Mr. Kahn superbly qualified to serve as a trustee.

Mr. Tripp said that he had also called the references listed by the two applicants. He said he knew some of these individuals personally. He said he had reached the

same conclusion as Mr. Dasburg and Dr. Zachariah. Both of the applicants were excellent candidates for the trustee position at FIU.

Mr. Dasburg moved that the Committee recommend to the full Board the appointment of Mr. S. Lawrence Kahn, III, to serve as a member of the FIU Board of Trustees. Mr. Tripp seconded the motion, and members of the Committee concurred.

3. Discussion, Process for Filling 21 Trustee Vacancies

Dr. Zachariah said the Committee had 21 trustee positions to fill before January 2010, for the terms of trustees ending on January 6, 2010. He said that based on the concerns expressed by some Committee members, the Committee would broaden its outreach activities in an effort to increase the number of well-qualified applicants. He said notice of these vacancies would be provided through the media, to alumni associations, and through the members' contacts with business, professional and community leaders. He said if these efforts were successful there might be multiple applicants for each position. There might be a significant number of applicants to evaluate and consider by December.

Dr. Zachariah said he felt the approach the Committee had followed in filling the FIU vacancy had been effective. He proposed that the Committee adopt a similar approach to filling the upcoming vacancies, that two Committee members be appointed to vet and interview the applicants for the vacancies at each university and report back to the Committee as a whole, as he and Mr. Dasburg had done for FIU. He commented that this approach would not preclude any member of this Committee from contacting any of the applicants, but that his goal was to devise a reasonable and orderly process for addressing such a large number of vacancies.

Mrs. Roberts moved that the Committee approve the process for filling the trustee vacancies, as recommended by Dr. Zachariah. Ms. McDevitt seconded the motion, and members of the Committee concurred.

Dr. Zachariah said that he would work with the Corporate Secretary to develop a list of Committee assignments per university so that when applications were submitted, the Committee could proceed expeditiously. He said she would notify each member of the Committee of these assignments. He said the Committee would discuss the timeline for the process at the August meeting.

4. Adjournment

Having no further business, the meeting was adjourned at 9:55 a.m., June 18, 2009.

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Zachariah P. Zachariah, Chair

Mary-Anne Bestebreurtje,  
Corporate Secretary