

FLORIDA BOARD OF GOVERNORS

NOTICE OF PROPOSED AMENDED REGULATION

DATE: June 28, 2017

REGULATION NUMBER AND TITLE: Regulation 1.002, Presidential Search and Selection

SUMMARY: The amendments to the regulation: (1) clarify the voting requirements of a presidential search committee and the Board of Governors; (2) delineates the responsibilities of the Board of Governors' member who serves on a presidential search committee; (3) requires a copy of the proposed employment contract for a presidential candidate to be submitted to the Board as part of the confirmation process; (4) requires a university board of trustees chair to describe the material terms of the proposed employment contract to the Board during the confirmation process; and (5) codifies the existing practice for presidential employment contracts to be executed after confirmation of the candidate by the Board.

FULL TEXT OF THE REGULATION IS INCLUDED WITH THIS NOTICE.

AUTHORITY TO PROPOSE REGULATION(S): Section 7(d), Art. IX, Fla. Const.; BOG Regulation Development Procedure dated March 23, 2006.

THE BOARD OF GOVERNORS' OFFICIAL INITIATING THE PROPOSED REGULATION:
Ms. Vikki R. Shirley, General Counsel and Corporate Secretary.

COMMENTS REGARDING THE PROPOSED REGULATION SHOULD BE SUBMITTED WITHIN 14 DAYS OF THE DATE OF THIS NOTICE TO THE CONTACT PERSON IDENTIFIED BELOW. The comments must identify the regulation on which you are commenting:

General Counsel, Board of Governors, State University System, 325 W. Gaines Street, Suite 1614, Tallahassee, Florida 32399, (850) 245-0466 (phone), (850) 245-9685 (fax), or generalcounsel@flbog.edu

1.002 Presidential Search and Selection

- (1) Pursuant to a delegation of authority from the Board of Governors, each board of trustees is responsible for conducting a search and selecting a candidate to serve as the president of the institution, subject to confirmation of the candidate by the Board of Governors. To ensure that the search process is transparent, robust, and designed to attract highly qualified individuals, each university board of trustees must conduct the search process in accordance with the following criteria:
 - (a) The Chair of the board of trustees, in consultation with the Chair of the Board of Governors, shall appoint the members of a search committee comprised of no more than 15 members, one of whom must be a member of the Board of Governors and at least three of whom are members of the board of trustees. Committee members selected to serve on the search committee should consist of individuals from the institution's faculty, the student body, the institution's foundation board, and, if applicable, the institution's financing corporation board. However, none of the individuals selected to serve on the search committee should hold positions that report directly to the president. In addition, the Chair of the board of trustees should consider appointing alumni, donors, and/or members from the community where the institution is located to serve on the search committee. The Chair of the board of trustees will appoint a trustee member of the search committee to serve as chair of the committee.
 - (b) After the search committee is formed, the board of trustees or its designee:
 - i. shall obtain an executive compensation analysis that encompasses all components (salary, benefits, bonuses, and all other forms of remuneration) and that takes into consideration compensation paid to the current president, presidents of peer institutions, as well as other relevant factors (such as market trends, the available qualified pool and relevant competition for candidates), from which the search committee will establish a range of compensation that will be submitted to the board of trustees for approval and use by the board of trustees or its designee in negotiating the employment contract with the final candidate;
 - ii. may retain the services of an executive search firm/consultant, subject to a competitive procurement process or use of a competitively procured, pre-qualified list, if total compensation will exceed the threshold established in Board Regulation 18.001; and any search firm/consultant that is retained should be familiar, or demonstrate its ability to become familiar, with Florida's Sunshine laws in chapters 119 and 286, Florida Statutes, as applicable to executive searches; and
 - iii. shall provide a charge to the search committee that outlines the scope of the search, the estimated timeline for the search, and the committee's responsibilities.
 - (c) The search committee, assisted by the executive search firm/consultant (if retained), will be responsible for:
 - i. oversight of a webpage on the institution's website that includes a link to the home page for meetings of the search committee (notices, agendas and materials), updated lists of persons who have submitted applications, and information on the means of providing stakeholder input, which shall be maintained for purposes of transparency;
 - ii. establishing a calendar of public events for the process as they are planned that takes into account the need to align the timing of the selection process with the

- estimated timeline specified by the board of trustees to the extent feasible, and meeting dates of the board of trustees, and of the Board of Governors for purposes of the confirmation process;
- iii. developing recommended position criteria that are consistent with the institution's mission, strategic plan and aspirational goals, which shall be approved by the board of trustees;
 - iv. approving a marketing plan, that will be submitted to the board of trustees;
 - v. identifying individuals who may apply, be nominated, or recruited, taking into consideration their experience, qualifications and leadership capabilities under the position criteria to produce a pool of qualified applicants;
 - vi. vetting applicants by, at a minimum, ensuring that available public records and online resources are checked in order to narrow the pool of qualified applicants who will be invited to participate in interviews with the search committee and that the references of candidates to be referred to the board of trustees are thoroughly checked;
 - vii. determining, under the position criteria, the applicants to be interviewed by the search committee and conducting those first applicant interviews; and
 - viii. recommending an unranked list of applicants who are qualified under the position criteria to further the institution's mission, goals and priorities for on-campus meetings or forums with faculty, students, and other stakeholders and for consideration and on-campus interviews by the board of trustees. The search committee is required to submit more than two qualified applicants, selected by a majority vote of the search committee, to the board of trustees for consideration, other than in exceptional circumstances making fulfillment of this requirement infeasible. If more than one candidate is not coming forward, the board of trustees must be notified of the reason and may decline to act.
- (d) The board of trustees or its designee, with the assistance of the executive search firm/consultant (if retained), shall then be responsible for:
- i. ensuring that at least a preliminary criminal, financial, education and professional background check is conducted for the candidates who are recommended by the search committee to interview with the board of trustees; ensuring that additional screening of those candidates is conducted by contacting other persons or entities that can provide additional information relevant to the position criteria on the candidate's job performance in his or her current and past positions, an assessment of the candidate's leadership capabilities and management style, ability to work with various stakeholders, and expected effectiveness as an advocate for the institution and the State University System; and ensuring that a background check of the president-elect is finalized prior to recommendation of the president-elect to the Board of Governors for confirmation;
 - ii. selecting final candidates for on-campus meetings with faculty, students, the board of trustees, and other stakeholders;
 - iii. selecting a final qualified candidate under the position criteria as president-elect for recommendation to the Board of Governors for confirmation;
 - iv. drafting an employment contract ~~or a detailed term sheet~~ covering the financial and key performance terms, to be reviewed by the Board of Governors general counsel prior to execution for compliance with state law, that is consistent with the compensation range approved by the board of trustees, and that is contingent upon

- confirmation of the candidate by the Board of Governors ~~(with any term sheet being followed by such a contract); and~~
- v. submitting a written description of the selection process and criteria, the president-elect's qualifications, and a ~~summary of the material~~ copy of the employment contract terms to the Board of Governors for consideration in the confirmation process. The president-elect is not eligible to commence employment with the institution ~~or execute the employment contract~~ prior to confirmation by the Board of Governors. ~~and execution of the employment contract required under subparagraph (1)(d)(iv) with a copy provided to the Board of Governors.~~
- (2) The Board of Governors' member who serves on the search committee shall be responsible for reporting on the progress of the search and selection process at each regularly scheduled meeting of the Board, and shall serve as a member of any search committee subcommittee established for the purpose of analyzing the appropriate range of compensation for the final candidate. As part of the member's report to the Board, the member will keep the Board informed on matters relating to the range of compensation and other material terms of any proposed employment contract discussed by the search committee or the board of trustees during the search process.
- (23) The Chancellor shall brief the president-elect in preparation for the meeting at which the candidate shall be presented to the Board of Governors for confirmation.
- (34) The president-elect shall personally appear before the Board of Governors at a scheduled meeting for an interview as part of the confirmation process. The Chair of the board of trustees, or designee, will describe the search process and the material terms of the proposed employment contract, and introduce the president-elect to the Board. The president-elect should be prepared to respond to questions related to the institution's mission under its strategic plan, general awareness of institutional and system metrics, and any priorities established by the Board of Governors for the institution. ~~As provided in Board of Governors Regulation 1.001(5)(e), a two-thirds vote of the Board of Governors shall be required to deny confirmation of a candidate selected by a board of trustees.~~

Authority: Section 7(d), art. IX, Fla. Const.; History: New 06-23-16; Amended _____.