

MINUTES  
STATE UNIVERSITY SYSTEM OF FLORIDA  
BOARD OF GOVERNORS  
FLORIDA INTERNATIONAL UNIVERSITY  
June 30, 2022

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and its Committees are accessible at <http://www.flbog.edu/>.*

Chair Lamb convened the meeting of the Nomination and Governance Committee of the Board of Governors on June 30, 2022, at 10:48 a.m. with the following members present: Tim Cerio, Eric Silagy, Aubrey Edge, Ken Jones, Alan Levine and Charlie Lydecker.

1. Approval of Minutes of Meeting held August 31, 2021

Mr. Levine moved approval of the minutes of the meeting held on August 31, 2021, as presented. Mr. Silagy seconded the motion and the members of the Committee concurred.

2. Public Notice of Intent to Amend Board of Governors Regulation 1.002, Presidential Search and Selection

Chair Lamb explained the proposed amendments to Regulation 1.002 are necessary to align the regulation with the new statute that provides public records and open meetings exemptions for applicant information obtained during university presidential searches.

Mr. Levine stated that section 1004.098, Florida Statutes, is very unambiguous about the public necessity for the exemption and because of that, it could be very damaging to the applicants if people who have access to that information leaked or released it.

Mr. Levine proposed language to be added to Regulation 1.002 before it is adopted that provides for non-disclosure agreements with provisions for damages in the event of a violation of the non-disclosure agreement that could potentially harm an individual or institution. This would be for any individual who has access to information that is otherwise exempt.

Chair Lamb stated there were presidential searches in motion when the law was enacted. He said that he believes those search committees and Chairs actually had individuals sign non-disclosure agreements. If Mr. Levine's proposal is adopted, we should make sure it is documented appropriately in the regulation. Mr. Levine added the regulation should have repercussions.

Mr. Cerio said we need to ensure it does not go beyond the public records exemption provided by statute. Mr. Silagy agreed with the concept that the regulation should have repercussions, but added that would need to be defined.

Mr. Levine requested the changes in the regulation be brought back to the next meeting.

FIU Board of Trustee Chair Dean Colson stated FIU is in the middle of a search and they had a non-disclosure agreement signed by the search committee members. He took issue with imposing any sort of monetary damages. He stated that doesn't help the universities accomplish what the Board of Governors wants them to accomplish which is populating the presidential search committees with leaders in the community. He asked the Board to give some more

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thought to this proposal before putting in a damage provision and suggested there is another way to ensure appropriate behavior.

Mr. Levine asked Chair Colson, as an attorney, what other options are available? He noted we want to be serious enough that people are very thoughtful before they talk about the confidential portions of a search. The damage that can occur to a potential candidate or to the institution is real. Chair Colson said he will circle back with the Board.

Mr. Lydecker suggested the damage provision could be a referral to the Ethics Commission or to another body as this is a reputational and ethical issue.

Ms. Shirley recommended not moving forward with publishing the proposed amendments in the agenda packet. She asked the Board to allow her to go back to the university general counsels to work on additional wording and bring it back to the Board at the next meeting.

Governor Levine asked how does this impact the current searches? If they follow the statute, are they clear? Ms. Vikki Shirley stated the current searches that are ongoing are Florida International University, Florida Gulf Coast University, and the University of Florida, which are all acting in accordance with the new statute.

Chair Lamb asked if we move to the next meeting, does it have any implications on people not following the statute. Mr. Shirley stated we have flagged our current regulation online so people understand that we are complying with section 1004.089 which is the statute that created with these exemptions. Everyone has to be in compliance with the new confidentiality requirements.

Mr. Levine requested the universities who are currently going through presidential searches to use non-disclosure agreements until the Board finalizes the amendments to Regulation 1.002. Chair Colson suggested the Board of Governors develop a non-disclosure form that all SUS universities can utilize.

Chair Lamb stated the reason we are discussing the non-disclosure issue is because it is a best practice.

Chair Lamb tabled the regulation for further discussion at the next full Board meeting.

3. Concluding Remarks and Adjournment

Having no further business, the meeting was adjourned on June 30, 2022.

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Vikki Shirley  
Corporate Secretary

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Brian Lamb, Chair