

MINUTES
STATE UNIVERSITY SYSTEM OF FLORIDA
BOARD OF GOVERNORS

March 29, 2023

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

Vice Chair Silagy convened the meeting of the Nomination and Governance Committee of the Board of Governors on March 29, 2023 with the following members present: Eric Silagy, Aubrey Edge, Alan Levine, Ken Jones and Charlie Lydecker.

1. Approval of Minutes of Meeting held February 22, 2023

Vice Chair Silagy called for a motion for approval of the February 22, 2023 meeting minutes.

The minutes from February 22, 2023 were moved, seconded, and approved.

2. Appointments of University Trustees

Mr. Silagy stated that there are current vacancies on each of the University Boards of trustees, and that some of those will be addressed on this day. He reminds that the appointed trustees must be approved by the senate, and that they must complete a board of governor's orientation session, trustee training, and that they must attend the annual trustee summits.

Florida Agricultural and Mechanical University

Mr. Silagy stated that there were two vacancies on the FAMU board of trustees, and that they were looking to fill one of the two vacancies at this meeting. Chair Lamb, Mr. Edge and Mr. Levine are on the subcommittee for FAMU.

Mr. Levine nominated Deveron Gibbons. Gibbons is retired from AMSCOT financials and is currently a consultant for AMSCOT and serves on the Take Stock in Children board of directors, and the board of the Sanderlin Community center board of directors. He received his bachelor's degree in political science from the University of Florida, his master's degree in public administration from the University of South Florida and received his juris doctorate and Master of Business from FAMU.

Mr. Jones furthered the statements about Gibbons by stating that from his personal experiences with him, he had been assured that Gibbons was worthy of his support.

Mr. Levine made a motion that Deveron Gibbons was to be appointed to the Florida Agricultural and Mechanical University Board of Trustees subject to confirmation by the Florida Senate, completion of trustee training, a trustee orientation session, and annual trustee summits for the term beginning March 29, 2023.

Mr. Lydecker seconded the motion and the motion passed unanimously.

Florida International University

Mr. Silagy stated that there was a vacancy on the FIU Board of Trustees.

Mr. Lydecker nominated Francis Hondal. Francis Hondal is the former president of loyalty and engagement for MasterCard, a title which she held for 11 years. Prior to working at MasterCard, she was the manager of consumer services at American Express. She has over 30 years of experience in consumer marketing, finance, and general management. She currently serves on the FIU Foundation Board and is an active member of the FIU Alumni Community. She has been named amongst Fortune's top 50 most powerful Latina Women in corporate America for three years, ranking 14th in 2019. She was inducted to the FIU College of Business Administration Hall of Fame in 2015, received the Global Leadership Award in 2013 and the International Businesswoman of the Year Award by the Organization of Women in International Trade. She received her bachelor's degree in international business and her master's degree from FIU.

No other comments followed. The motion was made for Francis Hondal to be appointed to the FIU Board of Trustees subject to confirmation by the Florida Senate, completion of trustee training, a trustee orientation session, and annual trustee summits for the term beginning March 29, 2023.

Mr. Levine seconded the motion and the motion passed unanimously.

University of Florida

There was one vacancy open on the University of Florida Board of Trustees.

Mr. Lydecker recommended Daniel O'Keefe for reappointment at the University of Florida. O'Keefe serves on the UF board of trustees and is the co-managing partner of the Orlando office of Shutts and Bowen where he is a member and former practice group leader of the firm's real estate practice group. He is an active member of the West orange Chamber of Commerce. He received his degree in Business Administration from UF and his JD from UF as well.

There were no further comments, and the motion was made for O'Keefe to be reappointed as a UF trustee subject to confirmation by the Florida Senate, completion of trustee training, a trustee orientation session, and annual trustee summits for the term beginning March 29, 2023.

Mr. Levine seconded the motion and the motion passed unanimously

For Discussion - Regulation 1.001 and 1.002

Mr. Silagy brought forward Board of Governors regulations 1.001 and 1.002, specifically presidential search and selection. They had a robust conversation on this topic at the February conference call meeting. During that meeting, Chair Lamb had asked staff to gather background and information in relation to this topic to inform the conversation. The information was included in the meeting materials for today's meeting.

Mr. Silagy stated the Board would look at regulation 1.001 (5)(d) which addresses interim presidents and regulation 1.002 which addresses presidential search and selection. He mentioned that Governor Oliva has expressed interest in building metrics around bonus provisions and presidential contracts.

The floor was open for discussion. Mr. Oliva stated he is in agreement with the statement made during the February conference call, that this Board does not micromanage the activities of the

Boards of Trustees. He would like to include, without infringing on the Boards of Trustees, another layer that would allow the Board of Governors to ensure that the initiatives of the Board are in alignment with the initiatives in a new presidential contract, particularly in the area of incentive pay or bonuses. Mr. Oliva stated the Board should be paying closer attention to items at the university that are operational. As we look to bring in greater talent into the state university system, we would benefit greatly by having an additional layer. Mr. Oliva proposed that when the presidential contracts are being negotiated, that they are broken down into several parts and those parts would come to the Board of Governors members for consultation. Once all the parts have come to the Board for consultation, they would then have a vote on the new presidential contract as a whole. He stated that some of the performance measurements in the presidential contracts are very ambiguous and need to be more prescriptive.

Mr. Levine described the current presidential search process. He stated that what Mr. Oliva saw in a previous presidential contract was a breakdown in the process. Mr. Levine feels that the Board should go back and work on the regulation to address that gap.

Mr. Silagy stated there is always room for improvement of a process. He said the Board needs to make sure the right tools and incentives are in place to attract and retain the country's best and brightest candidates. It is incumbent on the Boards of Trustees to ensure the Board of Governors is informed throughout the process.

Mr. Silagy asked Mr. Oliva to be involved in working with staff to provide further guidance on this topic to prevent what happened in a prior search.

3. Concluding Remarks and Adjournment

Mr. Silagy congratulated the newly appointed trustees, thanked them for their service, and carried on with further business.

Rachel Kamoutsas
Corporate Secretary

Eric Silagy, Vice Chair