

MINUTES
STATE UNIVERSITY SYSTEM OF FLORIDA
BOARD OF GOVERNORS
Via Zoom
May 10 2023

*Video or audio archives of the meetings of the Board of Governors
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 May 10, 2023 with the following members present: Eric Silagy, Alan Levine, Ken Jones, Darlene Jordan, and Tim Cerio.

1. Approval of Minutes of Meeting held March 29, 2023

Chair Lamb called for a motion for approval of the March 29, 2023 meeting minutes.

The minutes from March 29, 2023 were moved by Mr. Cerio, seconded by Mr. Silagy, and approved by the full committee.

2. Appointments of University Trustees

Mr. Lamb talked about the Senate confirmation process for university trustees. Sometimes to meet the window, before the deadlines, trustees we have formally approved, we will have to bring back for reconfirmation. This is just part of due process. There were three appointees that did not make it through the Senate confirmation process this past legislative session. The committee took up those three appointments separately.

Florida Agricultural and Mechanical University

Mr. Lamb brought forward Mr. Deveron Gibbons.

Mr. Levine made a motion that Deveron Gibbons is 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 May 10, 2023.

Ms. Jordan seconded the motion and the motion passed unanimously.

Florida International University

Mr. Lamb brought forward Ms. Francis Hondal.

Mr. Levine made a motion that Francis Hondal is 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 May 10, 2023.

Ms. Jordan seconded the motion and the motion passed unanimously.

University of Florida

Mr. Lamb brought forward Mr. Daniel O'Keefe.

Mr. Silagy made a motion that Daniel O'Keefe is 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 May 10, 2023.

Ms. Jordan seconded the motion and the motion passed unanimously.

Mr. Lamb asked that the minutes reflect we have a very engaged Board.

For Discussion - Regulation 1.002

Mr. Lamb gave background to the proposed changes to regulation 1.002. He said it is about principally having more transparency and visibility earlier in the hiring of a new president, not an interim president, but a permanent president.

Mr. Lamb said that both Mr. Oliva and Mr. Scott raised questions about better understanding the presidential search process, how does the Board get more involved, and how to we get more transparency.

Mr. Lamb talked about the posted BOG Member meeting to discuss the presidential search process. What we did see in that discussion was there is a chance for us to be more transparent earlier in the process.

Mr. Lamb asked Ms. Kamoutsas to update the group on the proposed changes to regulation 1.002 in regards to transparency and visibility into the search process. Ms. Kamoutsas reminded the Board members that the draft changes to the Presidential and Search regulation 1.002 was in their meeting materials. In developing the proposed language, Ms. Kamoutsas stated that she took the concerns raised by the Board members, consulted with Chair Lamb, and several general counsels at the universities. She read the changes aloud.

Ms. Kamoutsas asked Board members to let her know if there were any changes that needed to be made to get those to her today. She will then proceed with the internal and external regulations procedures. This will then come back to the Board in June for the first vote.

Mr. Lamb stated this is to get more visibility into the process and not to add more bureaucracy. He asked if there were any members who had additional input or comments.

Ms. Michael asked what would the delay be in this process, i.e. what is the anticipated timeframe that this process would delay a search or the search committee moving on to the next step.

Mr. Lamb said not at all. When he looked at the search process it is somewhere between 4-6 months and sometimes even longer. For example, when the compensation analysis is completed, there is a number of ways we could share it with the Board. We could do that on a regularly scheduled meeting or the Chair could call for a special meeting. We spoke to a number of general counsels to pressure test with them to see if it would create challenges in their process. There is a very large window we have that we could do that and not interrupt the process.

Mr. Oliva feels this language is thoughtful and addresses the ability of the Board to have a greater involvement throughout the process and therefore preventing a situation where we end up with only an up or down vote with a complex contract. He said the goal is not to

micromanage the process, the goal is early and often involvement during the process for the sake of being able to contribute and participate in the process that does not put the Governors in a position of an up or down vote.

Mr. Levine thanked Governor Oliva for raising this concern in light of the interim president appointment at New College that came to the Board for an up or down vote. He stated he did not think this addresses that particular issue, so we can come back to that. Secondly, he still has concerns with some of the definitions in the regulation. He stated that historically, the issue of compensation was discussed with the Board of Governors member who is involved in the search, and that he would typically discuss it with the chancellor or the chancellor's staff to get feedback. He stated that it should be relayed to the board, and had concerns about when negotiating with a candidate publicly. Mr. Levine stated that when compensation is addressed that would justify that range, that it may potentially distort the negotiations when the person on the other side of the table knows the range the consultant is telling the other side and what they can go to. Therefore, he was concerned about the other person going directly to the maximum of the range, and removing the flexibility in the negotiation from the universities.

Mr. Lamb then took the floor and stated that there was a great deal of visibility of what the state was paying. Mr. Lamb then passes the microphone off to FSU BOT Chair Collins, who stated that he believed it was an important issue, and that from his experience he believed it worked very well in terms of communication. He did not believe that the language would impede the hiring of a president, but that this presidential selection process was unique and came with its own differences that changed the process. He stated that he has similar concerns to Governor Levine however.

Mr. Lamb then stated that when looking at the process, which takes from six to twelve months, that what is being proposed is much earlier in the process. He stated that it would take place before the candidates were selected, and before applications were closed, so they should give people time to think of this and give them a timeline of when this would occur in the process. He stated that they should be clear on when this would occur, and what aspects are already happening; when the full board would have this ability rather than just one governor. Mr. Oliva then states that what he wanted to cover was already covered by Mr. Lamb.

Mr. Lamb stated that he will try to get the information to the boards. He said that they had to trust in the process that the trustees are running and that whatever was to be done would not run contradictory to that. Therefore, he wanted to stay away from affecting role clarity.

3. Concluding Remarks and Adjournment

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

Rachel Kamoutsas
Corporate Secretary

Brian Lamb, Chair