

Nomination and Governance Committee
MINUTES
STATE UNIVERSITY SYSTEM OF FLORIDA
BOARD OF GOVERNORS
Via Zoom
June 22, 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 June 22, 2023 with the following members present: Eric Silagy, Aubrey Edge, Alan Levine, Ken Jones and Charlie Lydecker.

A. Call to Order

Chair Lamb called on Rachel Kamoutsas to call the roll and ensure that there was quorum.

B. Minutes of Committee Meeting; Minutes, May 10, 2023

Chair Lamb called for a motion to approve the minutes of the meeting held on May 10, 2023. The motion was seconded with all in favor, and the motion carried.

C. Consider Appointment of University Trustees

Chair Lamb addressed the vacancies on the boards of trustees at FAMU and FAU, and presents the first opening at FAMU.

a. Florida Agricultural and Mechanical University Trustees

Chair Lamb introduced the President of Crossmark Services and CEO of Crossman Career Builders, John Crossman. John Crossman currently serves as a member on the Advisory Council and currently sits on the FAMU Foundation Board. He also assisted in the foundation of FAMU's Real Estate Club. Mr. Crossman is also an Executive Advisory Board Member at Florida State University. He received his Bachelors in Real Estate from FSU.

Chair Lamb makes the motion for John Crossman to be appointed as a new member for the FAMU Board of Trustees subject to confirmation by the Florida Senate, completion of trustee training and an orientation session, and attendance at annual Trustee Summits, for a term beginning June 22, 2023.

The motion was moved by Chair Lamb, Mr. Levine seconded and carried without further discussion.

b. Florida Atlantic University Trustees

Chair Lamb moves to the FAU board vacancy, asking Governor Levine to present.

Governor Levine introduced the candidate, Pablo Paez. Pablo E. Paez serves as the Executive Vice President of Corporate Relations for GEO and is responsible for the oversight of GEO's investor relations, external communications, media relations, and community engagement. Mr. Paez also serves as the Executive Director of The GEO Group Foundation and is responsible for the oversight of The GEO Group's charitable donations and community involvement. Additionally, Mr. Paez serves as Chairman of The GEO Group's employee-funded Political Action Committee. He has served on a number of community and charitable boards including:

- Chair of the Board of Directors for the Florida Atlantic University Alumni Association
- Vice Chair of the Florida Atlantic University Finance Corporation Board,
- and Board Member of the Palm Beach County Chapter of Take Stock in Children.

Mr. Paez obtained his Bachelor of Science in Finance and Real Estate and Master of Business Administration from Florida Atlantic University, where he served as Student Body President and as a member of the University's Board of Trustees.

Governor Levine makes the motion for Pablo Paez to be appointed as a new member for the FAMU Board of Trustees subject to confirmation by the Florida Senate, completion of trustee training and an orientation session, and attendance at annual Trustee Summits, for a term beginning June 22, 2023.

The motion was moved by Mr. Levine, seconded by Mr. Silagy and carried without further discussion.

D. Public Notice of intent to Amend Regulation 1.002

Chair Lamb called for the consideration of the next agenda item, the proposed amendments to Regulation 1.002 and calls on Rachel Kamoutsas to present the proposed amendments to the regulation.

Ms. Kamoutsas presented the amendments that were made and states that the language was already circulated to the universities prior to the meeting. The amendments have been tailored to address bonus structures in presidential contracts prior to their confirmation by the Board of Governors. Specifically, the language requires that the employment contract will now include an expressed bonus structure that is in alignment with key performance terms. It is recommended that the terms be consistent with the University's performance-based funding metrics and accountability plan but universities are not limited to these standards. If the university chooses alternative criteria, such criteria and an estimated time frame for the determination of the criteria must then be communicated to the Board of Governors. Mechanically, this would permit institutions that seek to have alternative criteria, time to determine that criteria so long as they communicate to the board two things things:

1. When they expect to make that decision and
2. What the "alternative" criteria will be that ties to the bonus structure.

If the board approves the public notice of intent to amend the regulation today, it will be open for public comment for 14 days and if no substantive changes are made, it will come back to the Board for final approval at the next full board meeting.

Mr. Levine comments that Mr. Oliva raised the issue at a meeting. He states that section two of the regulation requires the member of the Board of Governors who is involved in each of the searches to report back to the Board on the progress made with the compensation package. He states that since he has been on the Board, this has not been done. He states that his point is that if the Board follows what is in the regulation, that it would have addressed the issues that Mr. Oliva had raised. He continues by stating that it is not necessarily fair for the Board to see the compensation arrangements, for the first time, in the contract and be asked to vote on it at the same time.

Chair Lamb asks if there are any other questions or comments, and takes the motion. Before doing so, however, Chair Lamb recognized the General Counsel, Rachel Kamoutsas. The motion was moved by Mr. Levine, Mr. Silagy seconded and carried without further discussion.

Rachel Kamoutsas
Corporate Secretary

Brian Lamb, Chair