

**OPERATING PROCEDURES OF
THE BOARD OF GOVERNORS OF
THE STATE UNIVERSITY SYSTEM OF FLORIDA**

ARTICLE I. CORPORATE NAME

The Board of Governors is a body corporate to be known as the “Board of Governors of the State University System of Florida.”

ARTICLE II. AUTHORITY AND RESPONSIBILITY

The Board of Governors (the Board) is the governing body of the State University System of Florida (the System) that is vested with all of the powers, duties and authority delegated to the Board by Article IX, Section 7 of the Florida Constitution for the operation, regulation, control, management and governance of the whole university system. The Board of Governors possesses such other authority granted under the Florida Constitution and as provided by the laws of Florida.

ARTICLE III. MEMBERSHIP OF THE BOARD

The Board of Governors is comprised of seventeen members. Fourteen members of the Board are appointed by the Governor and three members serve by virtue of their offices: the Commissioner of Education, the Chair of the Advisory Council of Faculty Senates, and the President of the Florida Student Association. The appointed members are confirmed by the Florida Senate and serve staggered terms of seven years. Such members shall serve until their successors are appointed and qualified. In the event of a vacancy of an appointed member by whatever cause, except for the expiration of a term, the Board shall request the Governor to appoint a successor to fill the vacancy for the remainder of the unexpired membership term.

ARTICLE IV. OFFICERS OF THE BOARD AND CHANCELLOR

Section A. Officers

The officers of the Board of Governors shall consist of the Chair, the Vice Chair, and the Corporate Secretary.

Section B. Selection of Officers and Term of Office

The Chair and Vice Chair shall be elected by a majority vote of the Board at a meeting held during the month of November of each odd-numbered year. The term of office shall commence on the first day of the January following the November election. Each officer shall serve for two years and may be re-elected for one additional consecutive two-year term. Any exception to this term of office shall be approved by a two-thirds vote of the members present at the meeting, provided there is a quorum.

Section C. Vacancy in Office

In the event of a vacancy in the office of the Chair, the Vice Chair shall assume the position of Chair and shall serve out the remainder of the Chair's term of office. In the event of a vacancy in the office of the Vice Chair, the Board shall hold a special election as soon as practicable to select a successor who shall serve out the remainder of the Vice Chair's term of office.

Section D. Chair

(1) The Chair shall preside at all meetings of the Board and shall have the authority to call any special or emergency meetings of the Board.

(2) The Chair shall appoint the members of all standing and ad hoc committees of the Board and select the chairs of such committees.

(3) The Chair is authorized to execute all instruments and documents approved or issued by the Board or as delegated by the Board.

(4) The Chair shall serve as the official spokesperson of the Board and shall exercise such other powers and duties that inure to the office of Chair of a body corporate.

Section E. Vice Chair

The Vice Chair shall perform the duties of the Chair and have the same power and authority in the absence or disability of the Chair.

Section F. Chancellor

(1) The Chancellor is the chief executive officer of the Board and the State University System. The Chancellor shall perform all such duties as necessary to assist with the Board's implementation of its constitutional duties

and responsibilities related to the governance of the System. The Chancellor is responsible for the prompt and effective execution of all Board regulations, policies, guidelines and resolutions.

(2) The Chancellor shall serve as the Board's liaison for communications with university boards of trustees, university presidents and other university officers and employees, the Legislature, other state entities, officers, agencies, the media, and the public.

(3) The Chancellor shall keep the Board informed of all issues affecting or that may affect the System and make such recommendations to the Board for the development of any new regulations, policies or guidelines and any amendments to existing regulations, policies or guidelines.

(4) The Chancellor shall attend and participate in all meetings of the Board, its committees, and prepare and submit such reports as may be required by the Board or by law, or as deemed necessary by the Chancellor.

(5) The Chancellor shall be responsible for preparing and submitting an annual legislative budget requests for the System and the general office to the Board for approval and for recommending any amendments as may be required.

(6) The Chancellor shall be responsible for the efficient operation of the general office, and is authorized to enter into any contracts necessary for the operation of the Board and the general office, to employ all personnel and establish all policies and procedures incident to general office personnel and operations, to submit an annual legislative budget request for the general office to the Board for approval and for recommending any amendments as may be required, to provide any general office budgetary information as may be requested by the Board or Board Chair, to oversee all departments and functions, and to take any other actions as deemed appropriate by the Chancellor to foster efficient and effective Board operations.

Section G. Corporate Secretary

Upon recommendation of the Chancellor, the Chair shall select a member of the general office staff to serve as the Corporate Secretary. The Corporate Secretary shall serve at the pleasure of the Board and shall:

- (1) Maintain an accurate record of the proceedings of the Board;
- (2) Have custody of all official records and documents of the Board;

- (3) Have custody of the corporate seal of the Board, affix the seal to official documents and attest to same;
- (4) Notice all meetings of the Board as required by applicable law; and
- (5) Serve as agency clerk for the Board.

ARTICLE V. MEETINGS OF THE BOARD

Section A. Regular Meetings

There shall be no fewer than six regular meetings per year which shall be open and noticed to the public in accordance with the Article I, Section 24 of the Florida Constitution and the requirements of Chapter 286, Florida Statutes.

Section B. Special Meetings

The Chair may convene special meetings, including workshops or retreats, of the Board as deemed appropriate. Such meetings shall be open and noticed to the public in accordance with the Article I, Section 24 of the Florida Constitution and the requirements of Chapter 286, Florida Statutes.

Section C. Emergency Meetings

The Chair may convene a meeting of the Board for the purpose of acting on emergency matters affecting the System or as necessary to preserve the health, safety or welfare of the public. Such meetings shall be open to the public and the Board shall provide such notice of the meeting as is reasonable under the circumstances.

Section D. Use of Technology

Any meeting of the Board may be conducted through a telephone conference call or by any other technological means. Any such meetings shall be open and noticed to the public in accordance with the Article I, Section 24 of the Florida Constitution and the requirements of Chapter 286, Florida Statutes.

Section E. Agenda

The Chair, in consultation with the Chancellor of the System, shall approve items to be placed on the agenda for each Board meeting. Any member may request items to be placed on the agenda for discussion or action at a meeting, subject to approval by the Board. Any such item approved by the Board will be placed on the agenda for the next regularly scheduled meeting. All agenda

items and supporting documentation must be submitted to the Chancellor with sufficient time for distribution to the Board members at least seven days in advance of the meeting where the item will be considered.

Section F. Quorum and Voting

A majority of the members of the Board must be present to constitute a quorum to transact official business. The decision of the majority of members in attendance and voting on an issue shall prevail, unless otherwise provided herein. The vote upon any resolution, motion or other matter may be by voice vote, but the Chair may require a roll call vote if deemed appropriate. A member may abstain from voting only under those circumstances prescribed by law. Voting by proxy or by mail is not permitted.

Section G. Minutes

Minutes of the meetings of the Board shall be kept by the Corporate Secretary who shall file and preserve all minutes, agendas and agenda materials, notices, resolutions, and other documents pertaining to the business and proceedings of the Board. Records of the meetings, including any video or audio recordings, are public records subject to Chapter 119, Florida Statutes.

Section H. Appearances before the Board

Individuals, organizations, groups or factions who desire to appear before the Board to be heard on a proposition pending before the Board shall complete a public comment form specifying the matter on which they wish to be heard. Public comment forms will be available at each meeting and must be submitted prior to the plenary meeting of the Board. For meetings held telephonically, public comment forms can be obtained from the Corporate Secretary and must be submitted prior to the date of the meeting. Organizations, groups or factions wishing to address the Board on a proposition shall designate a representative to speak on its behalf to ensure the orderly presentation of information to the Board. The Board will reserve a maximum of fifteen minutes during the plenary meeting of the Board to take public comment. Individuals and representatives of organizations, groups or factions shall be allotted three minutes to present information; however, this time limit may be extended or shortened depending upon the number of speakers at the discretion of the Chair.

Section I. Parliamentary Rules

When not in conflict with any of the Board's Operating Procedures, regulations, policy, or state law, Robert's Rules of Order shall be utilized as a guide in conducting the meetings of the Board.

ARTICLE VI. COMMITTEES

Section A. Purpose

The Chair shall have the authority to establish standing and ad hoc committees of the Board. Standing and ad hoc committees of the Board shall consider matters that are encompassed within the subject matters assigned to each committee and make recommendations to the Board. Unless specifically delegated or otherwise provided by Board regulation, authority to act on all matters is reserved to the Board.

Section B. Membership and Quorum

The Chair of the Board shall have the authority to appoint and remove members of each committee, and select committee chairs. A majority of committee members present at a committee meeting constitutes quorum for purposes of committee business.

Section C. Standing Committees

The standing committees of the Board and the scope of responsibility for each committee are as follows:

(1) *Academic and Research Excellence:* The activities of this committee shall include, but not be limited to, developing system-level policy or initiatives to enhance the quality and national prominence of the constituent universities through the promotion of academic programs of distinction, increasing university research and research opportunities for students and faculty, and through the development of world class faculty and scholars. In addition, the committee is responsible for spearheading the System's efforts to translate research into economic development, with input from the State University System Vice Presidents for Research.

(2) *Academic and Student Affairs:* The activities of this committee shall include, but not be limited to, providing leadership for the development of system-level policy regarding admissions, articulation, academic programs, and student support services for the System; the review and approval of academic programs, limited access requests, and exceptions to state mandated program lengths; identifying and implementing best practices and strategies to facilitate the seamless articulation of students between Florida College System institutions and state universities; and regulations and issues relating to the aforementioned areas of responsibilities.

The committee shall identify and address issues that are critical to the well-being of state university students through regular contact with and input from the State University System Council for Student Affairs and the Florida Student Association.

(3) *Audit and Compliance:* The activities of this committee are governed by the *Audit and Compliance Committee Charter* that articulates the committee's duties and responsibilities. The committee's responsibilities, as they relate to the operation and management of the Board, are to provide oversight of activities related to internal audit, financial controls, compliance and ethics; to review significant accounting and reporting issues and confirm appropriate management responses; to review risk assessment methodologies and risk management policies; to assess the effectiveness of the internal control system; and to review and confirm appropriate management response to any report of significant audit or compliance-related findings and recommendations.

The committee's responsibilities, as they relate to the operation and management of the System, are to act as a liaison with university boards of trustees; review university independent financial and operational and internal university audit reports; identify trends in these reports and confirm that adverse trends are being addressed; initiate inquiries if the committee has reasonable cause to believe a university is not providing for appropriate response to significant or repeat audit findings; direct the Board's Inspector General to conduct an inquiry or investigation if the committee has reasonable cause to believe that a university board of trustees is unwilling or unable to provide for objective investigation of credible allegations of fraud or other substantial financial impropriety; and perform due diligence to help ensure the accuracy of data submitted to the Board.

(4) *Budget and Finance:* The activities of this committee shall include, but not be limited to, the review of annual operating budget guidelines and legislative budget requests, university operating budgets, annual financial statements, tuition differential proposals, new fees, increases to existing fees, flexible tuition policies, select regulations and other budgetary or financial issues that may arise.

(5) *Facilities:* The activities of this committee shall include, but not be limited to, the approval of the annual system-wide Fixed Capital Outlay Legislative Budget Request, concurrency requests and applicable regulations; the issuance of debt; the facilitation of the Public Education Capital Outlay and Alec P. Courtelis Facility Enhancement Challenge Grant project lists; and monitoring of any financial or facility-related matters which may occur.

(6) *Strategic Planning:* The activities of this committee shall include, but not be limited to, providing leadership for the development of the System Strategic Plan and the subsequent monitoring of progress toward System

goals; the review and approval of institutional strategic plans; the review of University Work Plans; the review and approval of the System Annual Reports; and select regulations and issues regarding System structure and other topics related to strategic planning and performance monitoring, including providing leadership for the development of system-level policy regarding health initiatives and the Strategic Plan for Health Initiatives.

(7) *Nomination and Governance*: The activities of this committee shall include, but not be limited to, the review and recommendation of applicants to serve as trustees on the university boards of trustees. The committee is responsible for enhancing interaction and communication between members of the Board of Governors and members of the boards of trustees, and for addressing matters related to the governance of the State University System including, but not limited to, the delegation of authority to university boards of trustees.

(8) *Innovation and Online*: The activities of this committee shall include, but not be limited to, investigating policies and best practices for transformative and innovative approaches to the delivery of higher education. The committee will engage thought leaders to assist in exploring initiatives that may include systemwide cost efficiencies and effectiveness for university programs and services, credentialing, funding models for online education, collaborating for online course and/or program production and delivery, and meeting workforce needs through online education.

(9) *Tuition Appeals*: This committee, consisting of the Chair of the Board and the Chair of each Board committee, shall hear all university appeals associated with the Board's denial of a university's tuition differential, new fee, or flexible tuition proposal.

ARTICLE VII. CONFLICT OF INTEREST

Members of the Board shall adhere to the provisions of the Code of Ethics for Public Officers in Chapter 112, Part III, Florida Statutes, and Board of Governors Regulation 1.006.

ARTICLE VIII. AMENDMENT OR SUSPENSION OF PROCEDURES

Section A. Amendments

The Board's Operating Procedures may be amended or repealed by a two-thirds vote of the members present at any regular meeting, provided there is a quorum and that such proposed amendment or repeal has been publicly noticed prior to the meeting at which the proposed action is to be taken.

Section B. Suspension of Operating Procedures

Any provision of the Board's Operating Procedures may be suspended by a two-thirds vote of the members present in considering any matter to come before the Board, provided there is a quorum.