

MINUTES  
BOARD OF GOVERNORS  
STATE UNIVERSITY SYSTEM OF FLORIDA  
TRUSTEE NOMINATING COMMITTEE  
BY TELEPHONE CONFERENCE CALL  
TALLAHASSEE, FLORIDA  
DECEMBER 16, 2010

Mr. Mori Hosseini convened the meeting of the Trustee Nominating Committee of the Board of Governors, by telephone conference call, from Tallahassee, at 4:00 p.m., December 16, 2010, with the following members present: Dean Colson; Ann Duncan; Ava Parker; John Temple; and Norm Tripp. Charlie Edwards was also present.

1. Review and Discussion, Committee Activities: Applications; University Review Teams; Timeline for Review of Applications; Discussion, Trustee Selection Policy

Mr. Hosseini thanked the members for their participation on the call. He said he thought it would be helpful to review the process as the Committee began its work to fill the 23 trustee vacancies.

Mr. Hosseini said Committee members had now received the applications for the universities to which they had been assigned. He asked them to review the applications and provide the Corporate Secretary the names of the individuals they wanted to interview. Once members had provided the list of names, the Corporate Secretary would advise members of the individuals to be interviewed. He noted that each university had two positions to be filled; FAMU had three. He suggested that they identify four to five applicants to be interviewed for each university.

Mr. Hosseini said members had also received a proposed timeline which anticipated that the Committee would be able to fill some of the positions at the January 2011 Board meeting. He said he had recommended completing the interviews and making recommendations by January 5, 2011. He inquired whether that was a reasonable expectation.

Mr. Tripp said he thought that was a reasonable timeline. Chancellor Brogan noted that it would be possible to add a few days for responses and still make the January meeting.

Mr. Hosseini said he had also distributed the Trustee Application and Selection Policy, which had been adopted by the Board in January 2007. He said there had been questions raised about the statement regarding the two-term limitation and how that should be interpreted. He asked the General Counsel, Ms. Vikki Shirley, who had

worked with Mr. Edwards during the development of the policy, to provide some background information.

Ms. Shirley said the Chair of the Board, Mrs. Roberts, had asked Mr. Edwards, Chair of the Trustee Nominating Committee, to develop a process for the appointment of trustees to university boards. Ms. Shirley said Mr. Edwards had solicited input from university board chairs and presidents and she had reviewed appointment processes utilized by other higher education governance boards. She noted that the UNC system was similar to Florida, with a governing board and institutional campus boards and that UNC limited trustees to two four-year terms, as did some other systems. She explained that they also took into consideration the Governor's Office informal policy of limiting appointees to two consecutive terms, as well as the fact that a two-term limit was originally imposed by the legislation establishing the university boards of trustees. She said this statute had been repealed after the passage of the constitutional amendment creating the Board of Governors. She noted that in drafting the policy and the two term limit, the policy also made clear that reappointment would not be automatic.

Ms. Shirley said that in reviewing the Board Minutes of the meeting at which the policy had been adopted, there had been no comment by any member of the Board about the proposed term limits. She said when the Committee had filled more than 20 trustee positions last year, individuals who had served two terms as appointees of this Board had been advised that they were not eligible for reappointment under the terms of the Board's policy.

She said the question was whether the two-term limitation applied equally to all appointees or only to those trustees appointed by this Board. She said the policy could be interpreted that it applied to all trustees, irrespective of appointing authority, or that the policy applied only to appointees of the Board of Governors.

Mr. Edwards thanked Ms. Shirley. He said she had explained the policy very well. He said it was the intent of the Committee to limit trustees to two terms as the Committee wanted turnover on Boards, even if that meant losing the service of some excellent trustees. He said he read the policy to mean that the use of "All trustees..." in the first sentence of Paragraph C applied to the second sentence, as well, and that "all" included the Governor's appointees, as well as the appointees of the Board.

Mr. Hosseini said the Committee should be clear what it wanted as to the two terms, and whether it applied to an applicant seeking appointment by this Board who had served two terms as a Governor's appointee. He said it was easier for the Board to say two terms was sufficient, but there were instances of valuable trustees you might not want to lose.

Ms. Parker said this was difficult as there were cases of people serving as trustees who had given generously of their time and energy. She said it would be good for the Board to apply the limit to all trustees, and that turnover was a good thing for the boards. She said while she knew there were many good people among the applicants who had served two terms as Governor's appointees, she said the policy should apply to all trustees, regardless of appointing authority.

Mr. Colson said he had served as a trustee at the University of Miami for 19 years. He said the University of Miami did not have term limits, but it had been something he had tried to implement there. He did not feel that the Board should make an exception to the two-term limit. He suggested that the Governor's appointees seek reappointment by the Governor. He noted that Governor Crist had made a few third term reappointments.

Ms. Duncan said she agreed that long-term, there should be a two-term limitation, but she was concerned there had been some ambiguity as to the interpretation. She suggested making an exception as to a partial term. She was worried about the large turnover on all the boards over the past two years. She suggested making certain exceptions for this year, and adopting the suggested policy going forward.

Mr. Temple said he was prepared to make a motion that two terms was sufficient, regardless of appointing authority.

President Hitt said he was concerned about the turnover on the boards, but that there might be some opportunity to go to the Governor for third term reappointments. President Machen said the Board needed to set a policy and keep it.

Mr. Hosseini inquired about gubernatorial reappointments. Ms. Shirley responded that it appeared that the Governor could make reappointments and did not have a formal policy on this.

Mr. Temple moved that the Committee interpret its policy to mean that two terms was the limit, regardless of appointing authority. Mr. Colson seconded the motion.

There were no further comments. Members of the Committee concurred with the motion, with Ms. Duncan opposed.

Mr. Tripp inquired whether the Committee would proceed to review the applications from all universities. Mr. Hosseini said he had committed to the universities to complete as many of these appointments as possible.

Mr. Hosseini thanked the members of the Committee. He said that filling these positions with excellent trustees was an important responsibility.

2. Adjournment

Having no further business, the meeting was adjourned at 4:35 p.m., December 16, 2010.

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Mori Hosseini, Chair

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Mary-Anne Bestebreurtje,  
Corporate Secretary