



Governance Committee Meeting

BOT approved 02.10.2021

**Tuesday, November 10, 2020
1:30 p.m. – 3:00 p.m.**

Florida Polytechnic University WEBEX TELE-CONFERENCE MEETING

I. Call to Order

Committee Chair Mark Bostick called the Governance Committee meeting to order at 1:33 p.m.

II. Roll Call

Sherri Pavlik called the roll: Committee Chair Mark Bostick, Committee Vice-Chair Bob Stork, Trustee Narendra Kini, and Trustee Earl Sasser were present (Quorum)

Other Trustees present: Chair Cliff Otto, Trustee Connor Coddington, and Trustee Laine Powell

Staff present: President Randy Avent, Ms. Gina DeIulio, Ms. Kathy Bowman, Ms. Maggie Mariucci, Ms. Penney Farley, Mr. David Blanton, Mr. Rick Maxey, Ms. Melaine Schmiz, Mr. David Brunell, Mr. Alex Landback, Mr. John Causey, Mrs. Kris Wharton, Ms. Kim Abels, Ms. Michele Rush, and Ms. Sherri Pavlik

III. Public Comment

There were no requests received for public comment.

IV. Approval of Minutes

Trustee Bob Stork made a motion to approve the Governance Committee meeting minutes of September 9, 2020. Trustee Narendra Kini seconded the motion; a vote was taken, and the motion passed unanimously.

V. 2020-22 Governance Committee Work Plan Review

There were no changes to the work plan at this time.

VI. Governance Committee Charter

Committee Chair Bostick reviewed the 2020-2022 charter with the committee. There were no additional change requests.

Trustee Bob Stork made a motion to recommend to the Board of Trustees approval of the Governance Committee Charter. Trustee Narendra Kini seconded the motion; a vote was taken, and the motion passed unanimously.

VII. President's Evaluation for 2019-20

Board Chair Cliff Otto shared comments from a call with the Board of Governors' Chair and Chancellor regarding President Avent's performance. Both are extremely supportive of the job President Avent has done. They acknowledged the challenges the president faced with the attempted merger of the University into the University of Florida, and recognized that President Avent rapidly developed his contact depth and breadth within the Legislature to defeat the proposal. They also acknowledged the challenges with COVID as well as additional budget restrictions that followed shortly thereafter. They inquired how the relations between the administration and faculty were progressing.

Discussion followed on the president's final report on the operational goals and the results of the *President's Annual Review, July 2019-June 2020, Composite of the Trustees' Evaluations*. Trustee Bob Stork commented that perhaps trustees misunderstood Priority 12, "Develop extended campus to support University growth," since trustees' ratings of the president in this area were across the board. President Avent has developed the campus.

Trustee Earl Sasser made a motion to recommend to the Board of Trustees the approval of the document "*President's Annual Review, July 2019-2020, Composite of the Trustees' Evaluations*" as the document reflecting the President's annual evaluation for 2019-2020. Trustee Narendra Kini seconded the motion; a vote was taken, and the motion passed unanimously.

VIII. President's Compensation Adjustments

Committee Chair Bostick reminded the committee that President Avent is entitled to a minimum 3.5% increase in his base salary and is entitled to a performance compensation bonus if his overall performance is "achieved" or higher. Trustee Bostick stated President Avent requested that the minimum increase to his base salary be waived this year. This will be the second year that he has not taken the minimum increase, as the University has not been able to provide raises to staff and faculty.

The performance compensation/bonus was discussed. Trustee Bostick stated as the President's overall evaluation was "exceeded," it is the discretion of the Board of Trustees to increase the bonus above 20% to an amount not to exceed 30% of his current annual base salary. Discussion continued regarding what percentage the committee would recommend to the Board of Trustees.

Trustees Sasser, Bostick and Stork came to a consensus that the recommended bonus should be 25%.

Board Chair Otto suggested with the combination of the President's performance rating of "exceeds," dealing with COVID, the possible shutdown of the institution, and bypassing a pay increase for two years in a row, the president's performance warrants a full 30% bonus this year.

Trustee Stork cautioned against going to the maximum 30%.

Trustee Earl Sasser made a motion to recommend approval to the Board of Trustees Randy Avent's compensation adjustments as follows: (a) to allow the President to waive the minimum 3.5% increase to his base salary; and (b) to award a performance compensation bonus in the amount of 25% of his current annual base salary. Trustee Bob Stork seconded the motion; a vote was taken, and the motion passed unanimously.

IX. Renewal of President's Employment Agreement for 2021-22

Committee Chair Bostick opened the discussion on the renewal of President Avent's employment agreement for another year. They expressed that they wanted to have him continue to serve as president. Ms. Gina DeIulio stated the only change to the Agreement is to extend the appointment term through July 2022.

Trustee Earl Sasser made a motion to recommend to the Board of Trustees the renewal of President's Employment Agreement and the approval of Amendment #1 to the President's Employment Agreement. Trustee Bob Stork seconded the motion; a vote was taken, and the motion passed unanimously.

X. Revisions to BOT Policy on Annual Review of the President

Committee Chair Bostick invited Ms. DeIulio to review the proposed changes to the Board of Trustees Policy on the Annual Review of the President.

Ms. DeIulio stated the policy needed updating to reflect the changes in the timeline and process of the president's review. Another area of change to consider is related to the comprehensive review under the policy. There are two reviews: an annual review like the one just completed and a comprehensive review.

The last comprehensive review was done in 2017 by the Association of Governing Boards (AGB) at a cost of \$38,000. The process took several months and included over 65 interviews with members of the University community. The consultant made a final report to the Board of Trustees.

Ms. DeIulio pointed out that pursuant to the current policy, a comprehensive review is normally done every three years, therefore, the comprehensive review would need to be conducted this year. In the past, there have been discussions on whether the comprehensive review should be conducted every three years.

Discussion followed and the committee decided to defer the discussion to the next Board meeting. In the meantime, the Office of the General Counsel will provide information on whether other universities do a comprehensive review, and if so, how often.

Trustee Sasser suggested an initial three-year review for new presidents and then a five-year interval thereafter. Trustee Bostick agreed and stated that as the University is on track and President Avent received positive reports from the annual reviews, and due to COVID and budget issues, he feels that there is no need for one this year.

Chair Bostick asked Ms. DeIulio to present historical details on the first comprehensive review at the next Board meeting.

XI. Board Training Needs

Ms. DeIulio discussed prior trainings and existing opportunities for training available to the trustees, including how to be an effective and engaged advocate for the university; what shared governance means in higher education; a budget/financial workshop; and a back-to-basics board governance training/refreshers.

Chair Bostick asked the committee to consider training topics they believe would be beneficial to the Board and to revisit this topic in February.

XII. Closing Remarks and Adjournment

Committee Chair Bostick thanked the committee and with no further business to discuss, adjourned the meeting at 2:25 p.m.