



FLORIDA POLYTECHNIC
UNIVERSITY

Governance Committee Meeting

Wednesday, September 11, 2019

11:00 am – 11:45 am

Student Development Center

Dial In Number: 1-415-655-0001 | Access Code: 648 625 684#

Rear Admiral Philip Dur, Chair
Cliff Otto

Dr. Louis Saco, Vice Chair
Bob Stork

Frank Martin
Henry McCance

AGENDA

- | | |
|--|--------------------------------|
| I. Call to Order | Rear Admiral Philip Dur, Chair |
| II. Roll Call | Sherri Pavlik |
| III. Public Comment | Rear Admiral Philip Dur, Chair |
| IV. Approval of the May 1, 2019 Minutes
Action Required | Rear Admiral Philip Dur, Chair |
| V. 2018-2020 Governance Committee Work Plan Review | Rear Admiral Philip Dur, Chair |
| VI. Base Salary Waiver for President Avent | Rear Admiral Philip Dur, Chair |
| VII. President Evaluation Timeline
Action Required | Rear Admiral Philip Dur, Chair |
| VIII. Evaluation Instrument Review
Action Required | Rear Admiral Philip Dur, Chair |
| IX. Board of Trustees Fourth Amended Bylaws
Action Required | Gina Delulio |
| X. Closing Remarks and Adjournment | Rear Admiral Philip Dur, Chair |

Florida Polytechnic University
Board of Trustees

Governance Committee Meeting

DRAFT MEETING MINUTES

Wednesday, May 1, 2019
3:36 – 4:54 PM

Dial In Number: 240-454-0887 | Access Code: 641 291 819#

I. Call to Order

Committee Chair Dur called the Governance Committee meeting to order at 3:26 p.m.

II. Roll Call

Sherri Pavlik called the roll: Committee Chair Philip Dur, Vice Chair Louis Saco, Trustee Frank Martin, Trustee Henry McCance, Trustee Cliff Otto, and Trustee Bob Stork were all present on the call (Quorum).

Other trustees attending: Chair Don Wilson (in person), Jim Dewey and Gary Wendt (on the call).

Staff present: President Randy Avent, Ms. Gina Delulio, Mr. Rick Maxey, Ms. Sherri Pavlik and Ms. Kris Wharton.

III. Public Comment

There were no requests received for public comment.

IV. Approval of Minutes

A motion was made to approve the Governance Committee meeting minutes of March 13, 2019. The motion was seconded; a vote was taken, and the motion passed unanimously.

V. 2018-2020 Governance Committee Work Plan Review

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

VI. Foundation Board Bylaws Revisions

Ms. Gina Delulio explained that the Foundation Board Bylaws were brought to the committee as the Board of Trustees has to approve any changes to a direct support organizations bylaws.

A motion was made to recommend approval of the Foundation Board Bylaws revisions to the full board. The motion was seconded; a vote was taken, and the motion passed unanimously.

VII. Chair Dur discussed the reports related to the President's evaluation for 2018-19. The first report is a

compilation of all the Trustees ratings and comments in each of the objective categories in the president's evaluation instrument.

The second report included a mathematical average of the individual trustee ratings in each category using a value of 4 assigned to each rating of "exceeds expectation"; a value of 3 assigned to each rating for "meets expectation"; and a value of 2 assigned to each rating for "below expectation". This report used an aggregate rating on the President's performance with weighted averages of 3.5 or more for exceeds expectation, 2.5 to 3.5 for meets expectations and less than 2.5 for below expectations. Trustee Dur suggested that the committee use this report to present to the Board.

Overall, using the mathematical average, President Avent has met expectations on all but one category and in that one he exceeded expectations.

A motion was made to recommend approval of the *Average of Trustees' Ratings of the President with Comments* report to the full board. The motion was seconded; a vote was taken, and the motion passed unanimously.

Discussion continued in regard to suggestions for improvement for next year's survey. There was a request that the Trustees receive more periodic updates, perhaps quarterly, throughout the year to assist in the evaluation. The suggestion of providing a monthly report with a general view, if something significant is worthy of the trustees' attention, would give a much better picture to the trustees of his accomplishments and offer the Board a larger opportunity to ask questions throughout the year.

Trustee Otto feels the Governance Committee needs to outline how much detail the trustees would require and a time frame of when they would need it. Keeping in mind not to burden the President with an over bearing amount of paperwork thus taking him away from his duties. Chair Dur agreed.

Trustee Stork would like to see future surveys have more gradience in the scaling, such as a scale of 1-10. In response, Trustee Dur recommended adding to the Work Plan a time to reconfigure the rating system on the president's objectives for next year's evaluation moving to a 3 to 5 scale. This would also allow trustees to discuss any other changes they would like to make to the survey.

- VIII. Prior to the discussion on the President's 2019-2020 Compensation, President Avent stated to the Committee that he wanted to waive the 3.5% raise for this year, after which he excused himself from the room.

Trustee Dur pointed out that under 4.2 in the President's Employment Agreement it states "in no event shall the Base Salary increase be less than Three and One-Half Percent (3.5%) of the prior year's Base Salary". In order to abide by the President's comment, the committee would like to have a legally defensible document from the President stating that he is waiving his base salary increase.

Trustee Dur moved onto the performance compensation.

Trustee Wilson, who negotiated the contract with the President informed the trustees as to the history of negotiating the bonus.

After discussions, Chair Dur suggested that the performance compensation be based upon the rating of the trustee survey. A rating of 20% should be used for exceeds expectation. As the Presidents overall rating is meets expectation, the percentage rate should reflect as such.

Trustee Martin made a motion to recommend approval of 12% increase of the president's annual base salary for performance compensation to the full board. The motion was seconded; a vote was taken, and the motion passed unanimously.

Discussions then continued in regard to the president's contract. A suggestion was made to update the contract to reflect today's world and today's university. Trustee Dur agreed that this initiative could be worked on over the next year. Trustee Martin then reminded the board that the contract cannot be redone as the Board of Governors (BOG) has set guidelines that must be followed. Any annual ratifications needs to be presented to the BOG for annual ratifications.

Ms. Delulio reminded the committee that at March's BOG meeting the Board approved changes to the 2019-20 contract which will be presented at the BOG's June meeting. This had to be approved at the time as the deadline to get materials to the BOG is May 21st, which is the first day of the Board of Trustees' retreat.

Trustee Martin would like to change the timing of the evaluation so that it happens prior to the discussion of the contract renewal. Chair Dur agreed and noted that the committee will add this to their Work Plan.

IX. President Avent rejoined the meeting to discuss his goals and objectives for the 2019-2020 year.

Trustee Dur opened the floor for comments or questions for the president that relates to the president's proposed goals and objectives.

Trustee Stork questioned the increase in UG Incoming Class Size. President Avent stated that attendance for this year and last year has been down. He stated that Internally Florida Poly is positioned better to increase the class size. He also noted that scores for SAT and ACT will not be increased.

Trustee Stork inquired about the Graduate Class Size. President Advent stated that the University started with a Master's in Engineering and a Master's in Technology. Florida Poly has been through a sequence of events resulting in the master's programs being more specialized. President Avent is committed to use the \$1M received to grow the graduate program and to get graduate students in. The toughest goal and objective will be 5.2 - building a dedicated infrastructure to support graduate student education and research. Building the program capacity is really redoing the programs to make them more specialized, increasing the faculty, and expanding the graduate programs. These concentrations will lead to new master's degrees.

Trustee Stork brought forth the open position of VP Advancement to make sure that having staffing vacancies will not impact the abilities to achieve these priorities. President Avent gave a brief summary of the process in place for the search for the VP Advancement position and the raising of funds. He stated that the first 45 minutes of the upcoming Board of Trustees meeting will be discussing Foundation and Advancement as well as the plans for raising funds. A discussion will also take place on the Balance Score Card using metrics for a driven operational plan and assessment.

Trustee Otto asked for clarification on the metrics for the Financial resources. President Avent explained that the 2019-20 column is what we did and the 2020-21 column is what we are hoping for. In 2019-20, \$465K was raised for the endowment, and the target for 2020-21 is set at \$150K. The reason the \$465 is so high is due to the scholarship funds being transferred into endowment.

Trustee Dur would like to see more emphasis placed on category 10 in relationship with industry. He stated that there are articles about large grants having been made to local universities in STEM

categories (Florida State, Florida A&M & Northwest Florida University). He would like to see a bullet point that suggests aligning future curriculum development to the stated needs of large potential contributors. He pointed out that was what happened with Florida A&M and Northwest Florida University.

A trustee inquired about the Student:Faculty ratio of 18:01 in relation to peer universities which are at 14:01 and in the SUS which is at 21:01. President Avent stated that by maintaining the student count this year and increasing the faculty we should actually see the ratio go down. He stated that keeping the ratio at 18:01 is the goal and commented that quality of faculty continue to improve each year.

There were no further comments or questions for the president. At this time Trustee Dur reminded the committee that Dr. Saco will be chairing the meeting in late May.

A motion was made to recommend approval of the President's 2019-20 Goals and Objectives to the full board. The motion was seconded, a vote was taken, and the motion passed unanimously.

- X. Committee Chair Dur thanked the committee and with no further business to discuss, adjourned the meeting at 4:54 p.m.

**Florida Polytechnic University
Governance Committee
Work Plan 2018-2020**

February 28, 2018	May 22-23, 2018	September 5, 2018	December 5, 2018
	<ul style="list-style-type: none"> • Make recommendations to Board on President’s proposed goals for 2018-2019, President’s 2017-2018 evaluation outcome and compensation • Consultant report on BOT self-assessment survey 	<ul style="list-style-type: none"> • 2019 Government Relations Plan • Discussion on BOT self-assessment 	<ul style="list-style-type: none"> • Discuss board training needs
March 13, 2019	May 21-22, 2019	September 11, 2019	December 11, 2019
<ul style="list-style-type: none"> • Make recommendation on renewal of President’s employment agreement 	<ul style="list-style-type: none"> • Make recommendations to Board on President’s proposed goals for 2019-2020, President’s 2018-2019 evaluation outcome and compensation 	<ul style="list-style-type: none"> • 2020 Government Relations Plan 	<ul style="list-style-type: none"> • Discuss board training needs
February 2020	May 2020	September 2020	December 2020
<ul style="list-style-type: none"> • Start process of making nominations 	<ul style="list-style-type: none"> • Make recommendations to Board on President’s proposed goals for 2020-2021, President’s 2019-2020 evaluation outcome and compensation 	<ul style="list-style-type: none"> • 2021 Government Relations Plan 	<ul style="list-style-type: none"> • Discuss board training needs

**Florida Polytechnic University
Governance Committee
September 11, 2019**

Subject: Base Salary Waiver for Dr. Avent

Proposed Committee Action

Information item only.

Background Information

The Governance Committee asked that the President's waiver of the 3.5% increase to his base salary for June 2019 be memorialized in a legal document. The waiver was signed by the President and is provided in the supporting documentation.

Supporting Documentation:

Waiver of 2019 Base Salary

Prepared by: Gina DeIulio, General Counsel

WAIVER OF 2019 BASE SALARY INCREASE

Pursuant to Section 4.2 of the President's Employment Agreement, Dr. Randy Avent ("President") was eligible to receive an annual increase of 3.5% to the prior year's Base Salary in June 2019 (the "2019 Base Salary Increase").

The President expressly acknowledges and agrees to the cancellation of the 2019 Base Salary Increase and that, in consideration for the promises contained in Amendment #2 to the President's Employment Agreement, ("Amendment"), and for the payments more particularly described in the Amendment, he hereby waives and surrenders any and all rights to receive the 2019 Base Salary Increase.

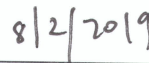
The President further acknowledges and represents that he is knowingly and voluntarily waiving any rights or claims that he may have to the 2019 Base Salary Increase.

The President does not waive any rights or claims to any future base salary increases pursuant to Section 4.2 of the President's Employment Agreement.

The President has been advised of his right to consult an attorney to review this waiver and has been given a reasonable time to consider this waiver.



Dr. Randy Avent, President
Florida Polytechnic University



Date

*Approved as to
Form & Legality*



FPU Attorney
Alexander Landback

**Florida Polytechnic University
Governance Committee
September 11, 2019**

Subject: President's evaluation timeline for 2019-20

Proposed Committee Action

Make a recommendation to the Board regarding the timing of the President's Evaluation for 2019-20 considering the need to ensure the evaluation process is completed prior to the Board of Trustees' decision to renew the President's Employment Agreement. The timeline must provide the opportunity for the renewal to be approved by the Board of Governors at an in-person meeting prior to the end date of the President's Employment Agreement.

Background Information

Pursuant to the President's employment contract and the Board of Trustees Policy on Annual Review of the President, the Board of Trustees must conduct an annual review and assessment of the President's performance. Recently, the President completed the fifth year of his initial five-year term and the agreement was renewed for an additional year. The BOG must approve any renewals or extensions of the contract, and the maximum time for renewal or extension is one year. The BOT expressed a desire to complete the annual review process prior to deciding on renewal of the President's employment agreement; therefore, the Governance Committee is tasked with looking at the current evaluation process and making a recommendation on revisions to the timeline.

The meeting dates for the Board of Trustees and the Board of Governors meetings for 2020 which occur prior to the current end date of the President's Employment Agreement are:

BOT meetings:	BOG in-person meetings:
February 26, 2020	March 25-26, 2020 at USF (materials due to BOG no later than March 3)
May 19-20, 2020	June 23-25, 2020 at UCF (materials due to BOG no later than June 2)

Therefore, the last date the BOG has to approve the renewal before the end date of the President's current contract is at their in-person meeting on June 23-25, 2020 at UCF, and the date of the BOT meeting just prior to the June 2 deadline for materials to be submitted to the BOG is May 19-20, 2020.

Assuming the Board will want to use the May and June meeting dates above in order to impact the evaluation timeline as little as possible, staff prepared the following proposed timeline:

1. President prepares a self-evaluation (*March 2020*) and submits it to the Board Chair and Governance Committee (prior deadline for preparation was April and submittal was May 1 per the Board's process). (*April 1, 2020*) [*Note, President's accomplishments will be based on accomplishments during the previous 9 months vs. previous 10 months of time since evaluation is of accomplishments during the fiscal year beginning July 1.*]
2. Self-evaluation and the evaluation instrument are sent out to trustees to complete the evaluation. (*On or before April 3, 2020*)
3. Trustees submit responses by due date in order to allow for the compilation of the responses and to provide the compilation to the Governance Committee at least one week before its meeting. (*due date is no later than April 24, 2020- so approximately 3 weeks to complete and submit*)
4. Governance Committee meets to review the compilation of the results and to discuss the same with the President. The Governance Committee formulates its recommendation on the evaluation, any compensation adjustments, and on proposed goals. Additionally, the Governance Committee formulates its recommendation on renewal of President's Employment Agreement for another year. This meeting has normally been scheduled a couple of weeks prior to the date of the next full board meeting. (*Early May 2020*)
5. Evaluation results are submitted to the BOG along with the President's self-evaluation and proposed goals. The BOT Chair and the BOG Chair meet to discuss the President's performance. (*Early May 2020*)
6. The BOT meets- the BOT Chair shares the results of the discussions with the BOG chair, the board votes on the outcome of the President's evaluation, any compensation adjustments, and proposed goals. The BOT also votes on renewal of the President's Employment Agreement. (*BOT meeting May 19-20, 2020*)
7. Materials related to renewal of President's Employment Agreement are submitted to the BOG. (*no later than June 2, 2020*)
8. BOG meets and addresses renewal of President's Employment Agreement. (*June 23-25, 2020*)

Note, President must also prepare and submit proposed goals for the upcoming year to the Board Chair and Governance Committee (prior deadline for submittal was June 1 per the Board's process). (*This document is sent along with the self-evaluation and compilation of trustee responses to the BOG to inform the BOT Chair and BOG Chair's discussion. May 1, 2020*)

Supporting Documentation:

Florida Polytechnic University Board of Trustees Policy on Annual Review of the President

Prepared by: Gina DeIulio, General Counsel

Florida Polytechnic University
Board of Trustees
Policy on Annual Review of the President

This policy supplements Florida Board of Governors (“BOG”) regulations and provides guidelines for conducting the annual review and assessment of the President’s performance, goals, and compensation by the Board of Trustees (“Board”). This policy outlines the purposes and details the process by which the President’s performance, goals and compensation shall be reviewed by the Board on an annual basis. In addition, a comprehensive review of the President’s performance and compensation shall normally occur at three-year intervals with the first comprehensive review being conducted toward the latter part of the President’s third year of employment with the University.

Principles

The Board believes six principles should guide and inform the review of the President’s performance:

1. The review should derive from explicit values of the University and from the University’s strategic plan, work plan and accountability report and the BOG’s Strategic Plan.
2. The review process should set specific annual goals for the President.
3. Reviewing the President’s performance is a non-delegable responsibility of the Board. While other viewpoints may be considered by the Board, specifically those of faculty, the Board must take direct responsibility for the review.
4. The review process should be a reciprocal process that includes a self-evaluation from the President.
5. The review should focus on how well the President advances the major institutional objectives of the University.
6. A formal review should be conducted annually, immediately following the academic year. A comprehensive review should occur at three-year intervals. Informal evaluations should occur frequently, in the form of informal conversations between the President and the Board Chair.

Annual Review

Purpose

The purpose of the annual review process is to enable the President to strengthen his or her performance, to enable the President and the Board to set mutually agreeable goals, and to

inform the Board's decisions on compensation adjustments and other terms of the President's employment.

Responsibility

The Board is responsible for assessing the President's performance, goals and compensation. The Board's Governance Committee, as its members shall mutually decide and within the parameters of this policy, is delegated the responsibility for organizing and conducting the annual review process with the President and making recommendations related to the outcome of the annual review, the annual goals and the President's compensation to the full Board.

Process

1. In April of each year, the President shall initiate the annual review process by preparing a self-evaluation that addresses higher level activities for the just concluded fiscal year. The President will submit his or her self-evaluation to the Board Chair and the Governance Committee by May 1 of each year. The self-evaluation format will remain the same year to year unless revised by the Committee in consultation with the President in the intervening period.
2. On or before June 1 of each fiscal year, the President will submit his or her proposed goals for the upcoming fiscal year to the Board Chair and the Governance Committee.
3. Once the President has submitted the self-evaluation and proposed goals to the Board Chair, the Board Chair shall provide copies of the same to the chair of the BOG and request the chair of the BOG's participation in the annual evaluation; the chair of the BOG may involve the chancellor in the review process. Such participation will include a review of the President's responsiveness to the BOG's strategic goals and priorities and compliance with system-wide regulations.
4. The Governance Committee shall review the self-evaluation and proposed goals and may request any additional information from the President to assist the Board in its review.
5. The Governance Committee will discuss the goals for the upcoming year with the President and present the proposed goals to the full Board for discussion and approval.
6. Prior to the Board meeting at which the President's review, goals, and compensation will be acted upon, the Chair shall send to the President and all members of the Board the self-evaluation and proposed goals, any supplemental information the Governance Committee may have requested of the President and any supplemental information the Governance Committee has developed.
7. The Board shall complete the annual review and make any compensation award contemplated under the President's Employment Agreement no later than September 30 of each year, commencing September 2015.

Outcomes

After the Board's deliberation and action, minutes shall be published to document the review of the President's performance, goals and any adjustments to the President's compensation.

Comprehensive Review

Purpose

The purpose of the comprehensive review is to strengthen the leadership of the President and Board by assessing the quality of their relationship and the President's performance through an independently conducted process which will normally include a 360° review. The process seeks to gather, on a wide range of management and governance matters, the informed perceptions of leaders of major stakeholder groups, as well as those of the President and trustees.

Responsibility

It is the Board's responsibility to comprehensively assess the quality of the relationship of the President and the Board of Trustees; and the President's performance and compensation, normally at three-year intervals. The Governance Committee, as its members shall mutually decide and within the parameters of this policy, is delegated the responsibility for organizing and conducting the comprehensive review process with the President, with the assistance of an independent consultant. The selected consultant shall not be connected, directly or indirectly, with the institution by present or past affiliation. The Board Chair and the President shall be consulted regarding the selection of the consultant. Procedural details shall be decided upon by the Governance Committee, with the consultant's advice and counsel, and within the parameters of this policy.

Process

All activities in this comprehensive review process shall be completed within four months after the selection of the consultant. The activities shall include personal interviews with appropriate individuals, internal and external to the institution, as agreed upon by the Committee and consultant. They also shall agree on the general nature of the questions to ask. A staff member shall be assigned to work directly with the consultant and the Committee.

The customary annual review shall be modified to be consistent with the advice of the consultant and Committee. Prepared in advance of the review process, the President's self-evaluation for years in which a comprehensive review is conducted shall provide a comprehensive picture of the institution's academic, financial, and other indicators of progress during the President's tenure. It should highlight particular achievements, as well as persistent institutional issues.

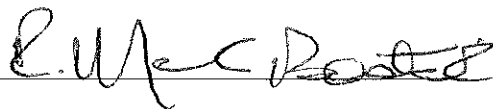
The Committee shall also decide how best to communicate with the University community and Lakeland and Polk County area before, during, and after this process. The Committee is delegated the authority to agree to (1) the consultant's compensation and an appropriate schedule of payments and reimbursements, (2) the general written and/or oral format for the consultant's report (for later submission to the Committee, President, and Board), and (3) the arrangement by which the consultant will be available to discuss the report with the President and the full Board.

Outcomes

The consultant will provide a comprehensive written report detailing the institution's progress and major achievements during the President's tenure, and the Board will consider the consultant's report in the Board's annual review of the President for that year. The consultant's report shall include substantive recommendations for both the President and the Board designed to strengthen the University's leadership, management and governance.

Note: Portions of this policy were selected from the following publication: R. T. Ingram and W. A. Weary, Presidential & Board Assessment in Higher Education Purposes, Policies & Strategies Appendix B Illustrative Board Policy and Procedures: Annual Presidential Performance Reviews (Washington, D.C.: Association of Governing Boards of Universities and College Publications, 2000), 57-58.

Adopted by the Florida Polytechnic University Board of Trustees on June 3, 2015.

Chair's signature: 

AGENDA ITEM: VIII.

**Florida Polytechnic University
Governance Committee
September 11, 2019**

Subject: Evaluation Instrument Review

Proposed Committee Action

Make a recommendation to the Board regarding the instrument used to evaluate the President's performance for 2019-20.

Background Information

Pursuant to the President's employment contract and the Board of Trustees Policy on Annual Review of the President, the Board of Trustees must conduct an annual review and assessment of the President's performance. Traditionally the trustees have been sent the President's self-assessment which lists the accomplishments during the prior year, along with the standard evaluation instrument which enumerates the goals previously approved by the BOT for that year. The instrument allows trustees to select one of the following three responses for each goal and for overall performance: Exceeds Expectation, Meets Expectation, and Below Expectation.

Some trustees have suggested that the evaluation instrument be revised to allow for more than three response options. The draft included in the supporting documentation was prepared in the traditional manner for purposes of determining whether any revisions are desired.

Supporting Documentation:

Draft President's Annual Review (July 1, 2019-June 30, 2020)

Prepared by: Gina DeJulio, General Counsel

President's Annual Review
(July 1, 2019 to June 30, 2020)

Trustee's name _____

DEGREE ALIGNMENT: BUILD PROMINENT PROGRAMS IN HIGH PAYING INDUSTRIES

Priority 1: Enroll a high-quality and diverse incoming class

- Exceeds Expectation Meets Expectation Below Expectation

Comments:

Priority 2: Grow a faculty body committed to excellence

- Exceeds Expectation Meets Expectation Below Expectation

Comments:

Priority 3: Improve instructional effectiveness and consistency of quality

- Exceeds Expectation Meets Expectation Below Expectation

Comments:

President's Annual Review
(July 1, 2019 to June 30, 2020)

Priority 4: Grow the number of academic programs in strategic disciplines

- Exceeds Expectation Meets Expectation Below Expectation

Comments:

Priority 5: Mature and grow the graduate program

- Exceeds Expectation Meets Expectation Below Expectation

Comments:

STUDENT SUCCESS: PREPARE STUDENTS FOR A LIFETIME OF SUCCESS

Priority 6: Help students achieve academic goals

- Exceeds Expectation Meets Expectation Below Expectation

Comments:

President's Annual Review

(July 1, 2019 to June 30, 2020)

Priority 7: Build essential skills in communication, leadership, design, and business

- Exceeds Expectation Meets Expectation Below Expectation

Comments:

Priority 8: Embed projects in a sustainable manner to enhance professional development

- Exceeds Expectation Meets Expectation Below Expectation

Comments:

Priority 9: Support students through work experience programs and career opportunities

- Exceeds Expectation Meets Expectation Below Expectation

Comments:

President's Annual Review
(July 1, 2019 to June 30, 2020)

ECONOMIC DEVELOPMENT: GROW A HIGH-TECHNOLOGY ECONOMY AROUND FLORIDA POLY

Priority 10: Conduct and execute a realistic and sustainable industry interaction model

- Exceeds Expectation Meets Expectation Below Expectation

Comments:

Priority 11: Conduct applied research to strengthen University impact

- Exceeds Expectation Meets Expectation Below Expectation

Comments:

Priority 12: Develop extended campus to support University growth

- Exceeds Expectation Meets Expectation Below Expectation

Comments:

President's Annual Review
(July 1, 2019 to June 30, 2020)

AFFORDABILITY: MAXIMIZE VALUE FOR THE STUDENT

Priority 13: Create a strong student user experience

- Exceeds Expectation Meets Expectation Below Expectation

Comments:

Priority 14: Concentrate spending on academic programs

- Exceeds Expectation Meets Expectation Below Expectation

Comments:

Priority 15: Continue advocacy efforts to support University growth and reputation

- Exceeds Expectation Meets Expectation Below Expectation

Comments:

President's Annual Review
(July 1, 2019 to June 30, 2020)

Priority 16: Ensure a highly effective organization

- Exceeds Expectation Meets Expectation Below Expectation

Comments:

OVERALL RATING

- Exceeds Expectation Meets Expectation Below Expectation

Comments

GENERAL COMMENTS

**Florida Polytechnic University
Governance Committee
September 11, 2019**

Subject: Fourth Amended and Restated Bylaws

Proposed Action

Recommend adoption of the Fourth Amended and Restated Bylaws to the Board.

Background Information

The existing Amended and Restated Bylaws were adopted by the Board on January 16, 2019. At that time, the Board elected to institute an Executive Committee, among other items. The intent was never to have the Corporate Secretary serve as a formal member of the Executive Committee but rather to attend Executive Committee meetings as a resource. However, based on recent case law, the language in the existing bylaws could be read to have the Corporate Secretary serve as a member of the Executive Committee. The proposed amended bylaws clarify the original intent of a supporting officer only. A summary of the material changes reflected in the proposed Fourth Amended and Restated Bylaws is provided below:

1. *Section 4.2 Selection of Officers and Terms of Office* was revised to clarify the terms of the Chair and Vice Chair.
2. *Section 4.5 Vice-Chair* was revised to clarify that a temporary chair can be elected in the absence of the chair and vice chair from the appointed members and that such an election is made by a majority of the attending Trustees.
3. *Section 4.6 Executive Officer/Corporate Secretary* was revised to clarify that the Executive Officer/Corporate Secretary's responsibilities are to ensure specific actions, such as noticing the meetings, are taken, rather than to require the Executive Officer/Corporate Secretary to do them personally.
4. *Section 5.1 Committee Membership and Duties* was revised to clarify that the mandatory University staff committee appointments are as liaisons to the committees.
5. *Section 5.6 Executive Committee* was revised to clarify that the Corporate Secretary is not a formal member of the Executive Committee but is rather a resource to it.

The existing Bylaws require the following steps be taken to amend the Bylaws:

1. Notice for the meeting must state a proposed alteration, amendment or repeal of the bylaws will be considered. (The notice posted for the September 11, 2019 meeting was in compliance with this requirement.)
2. Trustees must be sent a copy of the draft of the altered or amended bylaws at least seven (7) days prior to the meeting at which the alteration or amendment is to be voted on. (All trustees were sent a copy of the draft no later than August 30, 2019, via email.)
3. The approval of the alteration, amendment or repeal of the BOT bylaws requires the affirmative vote of two-thirds (2/3) of the Board members voting in any regular or special meeting.

Supporting Documentation:

DRAFT Fourth Amended and Restated Bylaws

Prepared by: David J. Brunell, Assistant General Counsel

**FLORIDA POLYTECHNIC UNIVERSITY
BOARD OF TRUSTEES**

**~~THIRD~~-FOURTH AMENDED AND RESTATED
BYLAWS**

DRAFT

Adopted: January-September
11+6, 2019

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**ARTICLE I
STATEMENT OF PURPOSE**

**Section 1.1
PURPOSE**

The Florida Polytechnic University Board of Trustees (the "Board") is established as a public body corporate, with all the powers of a body corporate as provided by the Florida Constitution, Florida law and by delegation of the Florida Board of Governors (the "Board of Governors").

The Board has all the powers and authority to effectively govern and set policy for Florida Polytechnic University ("University") and has and exercises those powers and duties prescribed by law.

To more effectively discharge its responsibilities and duties, in connection with its governance of the University, the Florida Polytechnic University Board of Trustees has adopted the following bylaws.

**ARTICLE II
THE BOARD**

**Section 2.1
CORPORATE NAME**

The Board of Trustees is a public body corporate called "The Florida Polytechnic University Board of Trustees."

**Section 2.2
COMPOSITION OF THE BOARD**

Article IX, Section 7 of the Florida Constitution establishes the composition of the Board. It provides that the Board consists of thirteen (13) Trustees (~~"Trustees"~~), with six (6) Trustees appointed by the Governor, five (5) appointed by the Board of Governors and two (2) serving by virtue of their offices, the president of the Florida Polytechnic University Student Government Association and the president of the equivalent of the faculty senate. All appointed ~~members-Trustees~~ are subject to confirmation by the ~~Senate of the State of Florida~~ Senate. All ~~Board-Trustees members~~ are public officers subject to the requirements of the Florida Code of Ethics.

**Section 2.3
POWERS AND DUTIES OF THE BOARD**

Article IX, Section 7 of the Florida Constitution posits in the Board of Governors the responsibility to establish the powers and duties of the boards of trustees of the state universities. By regulation, the Board of Governors delegated to the state universities' boards of trustees the power to administer each constituent university.

The Board serves as the governing body of the University and approves the University's mission. The Board selects the President of the University for ratification by the Board of Governors, evaluates the President's performance annually, and holds the President responsible for the University's operation and management, performance, fiscal accountability, and compliance with federal and state laws and rules and the Board of Governors' regulations. The Board is responsible for ensuring that the University has adequate financial resources to provide a-sound education program. The Board ~~shall have~~has the authority to carry out all lawful functions permitted by these bylaws, by delegation from the Board of Governors, or by law.

The Board is responsible for policy-making, planning and appraisal actions. Authority rests with the Board of Trustees as a whole in meetings of the board and not with individual board members. The Board

is not controlled by a minority of Board members or by organizations separate from it. The Board of Trustees shall work to preserve the University's and its own independence from undue political, religious, or outside influence; to ensure academic freedom; and to support the University President in discharging presidential responsibilities for the operation and administration of the University.

In order to effectively fulfill its obligations under the law, the Board may adopt resolutions, regulations, rules, and policies consistent with the University's mission, with law, and with the Board of Governors' resolutions, regulations, rules, and policies.

ARTICLE III THE TRUSTEES

Section 3.1 FIDUCIARIES

Florida Statutes §112.311(6) provides that it is the declared policy of the state that public officers are agents of the people and hold their positions for the benefit of the public. Therefore, by virtue of their office, Trustees stand in a fiduciary relationship to the University and must serve the University's best interests at all times.

Section 3.2 TERM OF OFFICE

Appointed trustees shall serve for staggered 5-year terms, as provided by law and as specified in their appointment. The president of the University Student Government Association and the president of the equivalent of the faculty senate shall serve for terms equivalent to the terms of their respective offices.

Section 3.3 VACANCIES

The Board Chair shall report any vacancies in appointed trustee positions to the Governor and the Board of Governors. The appointing authority will fill the vacancies, subject to confirmation by the Senate of the State of Florida.

Section 3.4 REMOVAL

To the extent permitted by law, the governor or the Board of Governors, whichever is the appointing authority, may remove a Trustee for cause. Unexcused failure to attend three (3) consecutive regular board meetings in any fiscal year shall be grounds for removal.

Section 3.5 COMPENSATION

Members of the Board shall serve without compensation but may be reimbursed upon request for travel and per diem expenses in accordance with ~~state-applicable~~ law.

**ARTICLE IV
OFFICERS OF THE BOARD**

**Section 4.1
OFFICERS**

The Officers of the Board shall be the Chair, Vice-Chair, and University President; the University President ~~who~~ shall serve as the Executive Officer/Corporate Secretary.

**Section 4.2
SELECTION OF OFFICERS AND TERMS OF OFFICE**

The Board shall elect the Chair and Vice-Chair from the appointed members of the Board at its last regular meeting prior to August 1 upon recommendation of the Governance Committee; the Chair and the Vice-Chair ~~and~~ shall each serve for a ~~two-year~~two-year term to begin on August 1. The Chair and the Vice-Chair shall be eligible for reselection for one additional consecutive term by vote of the Board, after which they may not be an officer for two years before being eligible for selection again. There shall not be automatic succession by virtue of holding an office, except as otherwise provided in Section 4.3.

**Section 4.3
PERMANENT VACANCIES IN CHAIR AND VICE-CHAIR OFFICES**

A permanent vacancy of the Chair shall be filled by the Vice-Chair for the remainder of the term. A permanent vacancy of the Vice-Chair shall be filled for the remainder of the term by a majority vote of the members of the Board at its next regular meeting. Assumption to an unfinished term created by a permanent vacancy shall not preclude that officer from being eligible to be selected and reselected as provided in Section 4.2. The Chair and Vice-Chair will continue to hold office until their successors have been selected. The Chair or Vice-Chair may be removed from their offices at any time by the affirmative vote of a majority of the members of the Board.

**Section 4.4
CHAIR**

The duties of the Chair shall include presiding at all meetings of the Board, calling special meetings of the Board, determining the composition of all Board committees requiring assignment, appointing committee chairs, serving as an ex officio voting member on all Board committees unless these Bylaws provide otherwise, appointing at least one representative to the board of directors and the executive committees of the direct support organizations, signing and executing all documents and instruments on behalf of the Board, attesting to actions of the Board, serving as spokesperson for the Board, and fulfilling other duties as may be required by law or assigned by the Board or the Board of Governors. The Chair shall perform such duties in consultation with the University President. The ~~Chair-Board~~ may also delegate the authority to sign and execute documents and instruments on behalf of the Board to the Corporate Secretary. The Chair is responsible for causing the Board to conduct an annual evaluation of the University President.

**Section 4.5
VICE-CHAIR**

The duty of the Vice-Chair is to perform the duties of the Chair with full authority during the absence or disability of the Chair and to fulfill other duties as may be assigned by the Board. In the absence of both the Chair and the Vice-Chair, the Corporate Secretary shall determine whether a quorum is present and, in that event, shall call for the election of a temporary presiding officer, who shall be elected ~~by and~~ from the appointed membership of the Board upon a majority vote of those Trustees present. Upon arrival of

the Chair or Vice-Chair, the temporary chair shall relinquish the chair after concluding the business then before the Board.

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Section 4.6

EXECUTIVE OFFICER/CORPORATE SECRETARY

The University President shall serve as Executive Officer of the University and Corporate Secretary of the Board. As Executive Officer, the University President shall serve as the principal liaison officer and official contact between the Board and the faculty, staff, and students of the university. The University President shall exercise such powers as are appropriate to that position in promoting, supporting, and protecting the interests of the University and in managing and directing its affairs and serve as the University's key spokesperson. The President shall have the authority to execute all documents on behalf of the University and the Board consistent with law, Board policies, and the best interests of the University. The University President may issue directives and executive orders not in contravention of existing Board policies. The University President shall be responsible for all educational, financial, business, and administrative functions of the University consistent with the policies established by the Board and shall exercise such other powers, duties and responsibilities as are delegated or assigned by the Board, the Board of Governors, and Florida law.

As Corporate Secretary, the University President shall be responsible for ~~giving~~ ensuring notice of all meetings of the Board and its committees is provided; setting the agenda; ~~ensuring and compiling~~ supporting documents are compiled for the meetings in consultation with the Chair; ~~ensuring~~ recording and maintenance ~~of~~ maintaining the minutes of the meetings in accordance with law, ~~which shall include~~ a record of votes cast; executing documents or attesting to the signatures of other officers of the Board; and being custodian of the corporate seal. The Corporate Secretary shall perform the duties customarily performed by the secretary to a public body corporate as well as such other duties as may be prescribed by the Board. The Corporate Secretary may designate an individual to serve as Assistant Secretary to the Board.

ARTICLE V COMMITTEES

Section 5.1

COMMITTEE MEMBERSHIP AND DUTIES

The Chair shall appoint and remove committee members and their chairs and may make changes, at any time, unless otherwise provided by these bylaws or law. A member of a committee shall hold office until the Chair appoints a successor. The Chair shall determine the length of the term of service of committee members and chairs.

Each committee shall consist of no less than three members. The Chair and the Vice-Chair shall be ex-officio voting members of all standing committees, subcommittees, and ad hoc committees. University staff with appropriate expertise in a committee's area of responsibility shall be appointed by the Chair to act as liaisons, in consultation with the University President, to help each committee in its business.

All Trustees who are not members of a particular committee are invited to attend that committee meeting and may comment, but not vote, on matters before the committee.

The duty of each committee shall be to consider and to make recommendations to the Board upon matters under its jurisdiction or referred to it. Unless specifically delegated, or as otherwise provided in these bylaws, authority to act on all matters is reserved to the Board. All committee chairs shall perform their duties in consultation with the University President and may appoint subcommittees to bring matters before the committee for further consideration.

Any committee of the Board may meet upon call of its chair to carry out its duties and responsibilities. Meetings shall be noticed under the procedure established for the Board.

Section 5.2
STANDING COMMITTEES

The following committees are the standing committees of the Board until dissolved by the Board:

Academic and Student Affairs Committee
Finance and Facilities Committee
Strategic Planning Committee
Audit and Compliance Committee
Governance Committee
Executive Committee

The Chair may establish additional standing committees as it deems appropriate to discharge the Board's responsibilities.

Section 5.3
AD-HOC COMMITTEES

The Chair may appoint ad-hoc committees and determine the powers and duties and period of service for each such committee, provided that no ad-hoc committee shall be created to act upon any matter appropriate to be acted upon by a standing committee. ~~The Chair shall appoint the chairs of any ad-hoc committees and the~~ Ad-hoc committee chairs shall perform their duties in consultation with the University President.

Section 5.4
AUTHORITY

No committee has the power or authority to commit the Board to any policy or action unless specifically granted such power or authority by the Board or these bylaws. Committee chairs will report committee action as a recommendation for consideration and action by the Board. If the Board, however, authorized a committee to act on a matter referred to it, the committee chair will report the action taken to the Board at the Board's next scheduled meeting.

Section 5.5
PRESIDENTIAL SEARCH COMMITTEE

It is the duty of the Board to select the University President, subject to ratification by the Board of Governors. Candidates for the position of University President shall be recommended to the Board by a presidential search committee. The members of the presidential search committee shall be appointed by the Board. The selection of the members of the committee may be delegated to the Chair of the Board.

Section 5.6
EXECUTIVE COMMITTEE

The Executive Committee is made up of the Board Chair, the Board Vice-Chair, and the chairs of the standing committees. ~~The University President, as Corporate Secretary, may attend all meetings of the Executive Committee. is an ex-officio non-voting member of the committee.~~

The Executive Committee may act only on matters that, in the opinion of the Board Chair, must be timely approved between regularly scheduled Board meetings.

The Executive Committee is delegated and may exercise all powers and authority of the BOT except where the law, BOG regulation or directive, or ~~BOT these Bylaws~~ bylaws or directives specifically require the full board to act. The following matters shall also be reserved for the full board: Board officer selection; appointing and removing the President; approving or discontinuing programs; changes in institutional mission or purposes; changes to the Board's bylaws; incurring of indebtedness; adoption of the annual operating and capital outlay budgets and the University's Capital Improvement Program list for funding by the Legislature, including the Public Education Capital Outlay list; and the sale or other disposition of real property in the BOT's name.

Actions taken by the Executive Committee shall be reported to the Board at the next Board meeting.

ARTICLE VI MEETINGS

Section 6.1 NOTICE AND AGENDA

Notice of regular meetings, committee meetings, and special meetings of the Board will be given not less than seven (7) days before the event and will include a statement of the general subject matter to be considered. Whenever an emergency meeting is scheduled, the Corporate Secretary will post a notice of the time, date, place, and purpose of the meeting on the Board of Trustees website. All meetings of the Board and its committees shall be noticed and open to the public at all times. No resolution, rule, or formal action shall be considered binding except as taken or made at a public meeting in accordance with Florida Statutes § 286.011. However, these notice or public meeting requirements shall not apply where the matters being considered are exempt by law from the notice or open meetings requirements (for example, executive sessions to discuss pending litigation, collective bargaining, or evaluation of claims filed with a risk management program.) Notice of meetings that are required to be noticed will be posted on the Board of Trustees's webpage on the Florida Polytechnic University website currently at <https://floridapoly.edu/about/board-of-trustees/>

Agenda items requiring action by Trustees must be submitted to the Corporate Secretary or his/her designee with sufficient time for the agenda and supporting information to be forwarded and received by the Trustees prior to the meeting requiring their vote. The Board may also consider agenda items not included in the published agenda.

Items that are routine, procedural, informational and self-explanatory may be placed on the consent agenda for the full Board meeting. Minutes from the prior Board meeting and unanimously approved action items from committee meetings may also be placed on the consent agenda. The items placed on the consent agenda may be voted on by the Board without discussion. However, prior to the full Board meeting, either the Board Chair or a committee chair may choose to have any specific item from a committee meeting that would normally be placed on the consent agenda placed instead on the discussion section of the agenda. Additionally, any trustee may request that a specific item on the consent agenda be moved to the discussion section of the agenda prior to a vote on the consent agenda.

Section 6.2 SPECIAL NOTICE REQUIREMENTS

In the event the Board will consider a proposal to increase tuition or fees at an upcoming board meeting, notice of such proposal shall be posted at least 28 days before its consideration at a board of trustees meeting. The notice must:

- (i) Include the date and time of the meeting at which the proposal will be considered.
- (ii) Specifically outline the details of existing tuition and fees, the rationale for the proposed increase, and how the funds from the proposed increase will be used.
- (iii) Be posted on the University's website and issued in a press release.

Section 6.3 MINUTES

Minutes of the meetings of the Board or Board Committees shall be kept by the Corporate Secretary, who shall cause them to be ~~printed and~~ preserved and who shall ~~ensure provide~~ copies ~~are provided-~~ to the members of the Board. All lengthy reports shall be referred to in the minutes and shall be kept on file as part of the University records, but such reports need not be attached to the minutes except when so ordered by the Board.

Minutes shall be posted prominently on the University website within two (2) weeks after a Board or Board Committee meeting, including the vote history and attendance of each trustee.

Section 6.4
REGULAR MEETINGS

There shall be no fewer than five (5) regular meetings a year, or as otherwise determined by the Board. A regular meeting means business meetings and Board retreats (including workshops) held at regular intervals; provided that time shall be made available when needed for the conduct of business at or around the time of any Board retreats. For each fiscal year, the schedule of meetings shall be set no later than the last meeting of the prior fiscal year. Once established in accordance with these bylaws, the time and date of a regular meeting may be changed only by an affirmative vote of a quorum of the Board, or where deemed a necessity by the Board Chair and the Corporate Secretary in consultation with each other.

Section 6.5
SPECIAL MEETINGS

The Board will meet in special meetings, including hearings and workshops, at a time and place designated by the Chair. Special meetings may be held by teleconference, at the discretion of the Chair.

Section 6.6
EMERGENCY MEETINGS

An emergency meeting of the Board may be called by the Chair, Vice-Chair or University President upon a finding by the Chair, Vice-Chair or University President, respectively, that immediate action is required to preserve the health, safety or welfare of the public. Whenever such emergency meeting is called, the Corporate Secretary will immediately notify either verbally or in writing each member of the Board stating the date, hour and place of the meeting and the purpose for which the meeting has been called. As provided by Florida Statutes §120.525, an emergency meeting shall also be noticed by any procedure that is fair under the circumstances. Only action necessary to protect the interest of the University and the community it serves shall be taken at such meeting.

Section 6.7
QUORUM AND VOTING

A quorum for the conduct of business by the full Board shall consist of seven (7) Trustees. A quorum having been established, no business shall be transacted without a majority vote of all Trustees present, except as otherwise provided in these bylaws. A majority vote of the full Board is required for appointing or removing the University President. A Trustee may abstain from voting only under those circumstances prescribed by law. Should a Trustee abstain from voting, the Trustee may be counted for purposes of computing a quorum for a vote on that question. Voting by proxy or mail shall not be permitted.

A majority of the regular (not ex-officio) committee members shall constitute a quorum for all committee meetings. The Chair and Vice-Chair may be counted for purposes of establishing a committee quorum. A quorum having been established, no business shall be transacted without a majority vote of all committee members present.

Section 6.8
PROXIES

The use of proxies for purposes of determining a quorum or for any other purposes is prohibited.

Section 6.9

USE OF COMMUNICATION MEDIA TECHNOLOGY

The Board may use telephone conference calls and other communications media technology (“communication media technology”) to conduct Board business in the same manner as if the proceeding were held in person.

A Trustee intending to attend a meeting of the Board by communication media technology shall provide the University President a written request to attend the board meeting by communication media technology at least seven (7) days in advance. A Trustee may attend a meeting by communication media technology provided the member can both hear and speak to all other members (allowing for simultaneous transmission). Participation by a Trustee by communication media technology shall constitute attendance in person at the meeting.

The Board or any committee may participate in and hold a meeting of which all members participating in the meeting are attending via communication media technology provided that seven (7) days’ notice is given to the University President. Participation in such meeting shall constitute attendance in person at the meeting. The notice of any meeting which is to be conducted wholly by means of communication media technology will state where and how members of the public may gain access to the meeting.

Section 6.10

RULES OF PROCEDURE

At the hour appointed for the meeting, the chair shall call the meeting to order and call the roll. The latest edition of *Robert's Rules of Order* will be followed in conducting all meetings of the Board, unless otherwise provided by the Board.

Section 6.11

APPEARANCES BEFORE THE BOARD

The Board shall allow for a public comment period during each Board and committee meeting in accordance with the Board’s Policy- Public Comment at Board of Trustees Meetings.

The chair may recognize any individual or representative of a group to address the Board.

In order to proceed with the essential business of the Board in an orderly manner, any individual or group representative who attempts to disrupt a Board meeting will be subject to appropriate action (including removal) pursuant to law.

**ARTICLE VII
CODE OF ETHICS**

**Section 7.1
CODE OF ETHICS**

As appointed public officers, Trustees stand in a fiduciary relationship to the University and the people of the State of Florida. Therefore, Trustees shall act in good faith, with due regard to the interests of the University and shall be guided by the provisions set forth in Florida law for the conduct of public officers. The Board has adopted a written ethics policy that also addresses conflicts of interest, which will be reviewed periodically and revised as necessary.

**ARTICLE VIII
AMENDMENT OR SUSPENSION OF BYLAWS**

**Section 8.1
AMENDMENTS**

Following initial adoption, these bylaws may be altered, amended or repealed by the affirmative vote of two-thirds (2/3) of the Board members voting in any regular or special meeting, provided the notice for the meeting states a proposed alteration, amendment or repeal of the bylaws will be considered, and provided the Trustees are provided a copy of the draft of the altered or amended bylaws via email at least seven (7) days prior to the meeting at which the alteration or amendment is to be voted on.

**Section 8.2
SUSPENSION OF BYLAWS**

Any provision of these bylaws not required by law may be suspended in connection with the consideration of a matter before the Board by a majority vote of the Board members in attendance.

**ARTICLE IX
MISCELLANEOUS**

**Section 9.1
INDEMNIFICATION**

The Board shall, to the extent legally permissible, indemnify and defend each of its Trustees, officers, employees, volunteers, and other agents against all liabilities and expenses incurred in connection with the disposition of defense of any action, suit or other proceeding, whether civil or criminal, in which such person may be involved by reason of University service, except with respect to any matter in which such person shall have been adjudicated in any proceeding to have acted unlawfully or not in good faith. Claims based on such actions or omissions may, in the discretion of the Board, be settled prior to or after the filing of suit.

**Section 9.2
INSURANCE**

The Board may arrange for and pay the premium for appropriate insurance to cover all losses and expenses of actions referred to in Section 9.1.

**Section 9.3
LIMITATION OF LIABILITY**

The Board is a public body corporate primarily acting as an instrumentality or agency of the state pursuant to Florida Statutes §768.28(2) for purposes of sovereign immunity.

**Section 9.4
SERVICE OF PROCESS**

In all suits against the Board, service of process shall be made in person on the Office of the General Counsel currently located at the Florida Polytechnic University offices ~~located~~ on the Polk State College Campus, 3425 Winter Lake Road, LTB-2121, Lakeland, Florida 33803. For service by mail as may be permitted by law, the mailing address shall be 4700 Research Way, Lakeland, Florida 33805-8531 or as otherwise resolved by the Board.

Section 9.5
FISCAL YEAR

The fiscal year of the Board shall commence on July 1 of each year and end on June 30 of each year.

Section 9.6
CORPORATE SEAL

The corporation shall have a seal on which shall be inscribed "Florida Polytechnic University." The corporate seal shall be used only in connection with the transaction of business of the Board and of the University. The University President may give permission for the use of the seal in the decoration of any University building or in other special circumstances.

I HEREBY CERTIFY that the foregoing Third Amended and Restated Bylaws of the Florida- Polytechnic University Board of Trustees were approved by an affirmative vote of not less than two-thirds (2/3) of the members of the Board of Trustees at a regular meeting of the Board held on ~~January~~ September 11~~16~~, 2019.

Board Chair