



Governance Committee

February 10, 2021
1:30 – 2:30 PM

Florida Polytechnic University
WEBEX TELECONFERENCE MEETING

Dial in: 1-415-655-0001 | Access code: 178-144-4702#

MEMBERS

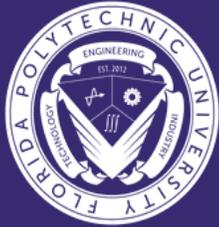
Mark Bostick, Chair
Dr. Narendra Kini

Bob Stork

Dr. Earl Sasser

AGENDA

- | | |
|--|---------------------|
| I. Call to Order | Mark Bostick, Chair |
| II. Roll Call | Sherri Pavlik |
| III. Public Comment | Mark Bostick, Chair |
| IV. Approval of the November 10, 2020 Minutes
Action Required | Mark Bostick, Chair |
| V. 2020-22 Governance Committee Work Plan Review | Mark Bostick, Chair |
| VI. Regulation FPU-3.00611 Anti-Hazing
Action Required | Gina DeIulio |
| VII. Policies
Action Required | Gina DeIulio |
| A. FPU-3.0062P Anti-Hazing | |
| B. FPU-1.001P Policy Creation and Development Process: Non-Academic Policies | |
| C. FPU-5.0096AP Graduate Degree Graduation Requirements | |
| VIII. Bylaws Review | Mark Bostick, Chair |
| IX. Revisions to BOT Policy on Annual Review of the President
Action Required | Mark Bostick, Chair |
| X. Board of Trustees Training
Action Required | Kris Wharton |
| XI. Closing Remarks and Adjournment | Mark Bostick, Chair |



Governance Committee Meeting

DRAFT MEETING MINUTES

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 Schmitz, 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.

DRAFT

**Florida Polytechnic University
Governance Committee
Board of Trustees
February 10, 2021**

Subject: Governance Committee Work Plan 2020-2022

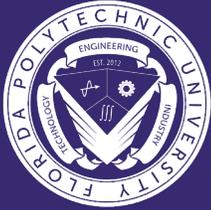
Proposed Committee Action

No action required unless changes are requested.

Background Information

Supporting Documentation: Governance Committee Work Plan 2020-2022

Prepared by: Gina DeIulio, VP & General Counsel



Committee Work Plan

Governance Committee Work Plan 2020-2022

SEPTEMBER

- Governmental Relations Legislative Advocacy Plan
- Charter review
- Board self-evaluation 2023 (every 5 years)
- Review President's employment agreement (periodically)

NOVEMBER

- Board training needs
- Recommendations to the Board on President's evaluation outcome and compensation
- Recommendation to Board on renewal of President's employment agreement

FEBRUARY

- Bylaws review 2021
- Board Chair and Vice Chair nomination process 2022 (every 2 years)

MAY

- Recommendation to Board on President's proposed goals

**Florida Polytechnic University
Governance Committee
Board of Trustees
February 10, 2021**

Subject: FPU-3.00611 Anti-Hazing

Proposed Committee Action

Recommend the adoption of the new regulation **FPU-3.00611 Anti Hazing** to the Board of Trustees.

Background Information

Pursuant to Board of Governors regulation **6.021 Hazing Prohibited**, "each university board of trustees shall establish an anti-hazing policy as part of the university's student code of conduct or as a separate regulation, that prohibits students or other persons associated with any university student organization from engaging in hazing." The University currently has an anti-hazing policy, FPU-3.0062P, which is being repealed and replaced with this new regulation **FPU-3.00611 Anti-Hazing** to comply with Board of Governors regulation 6.021.

In addition to converting the University's anti-hazing policy into a regulation, the following changes were made to the language in the policy:

- Added that even if the conduct or activity that resulted in the death or injury of a person was not part of any official organizational event or otherwise sanctioned or approved by the student organization or group, that such would not constitute a defense to allegations of hazing;
- Added that even if the conduct or activity that resulted in the death or injury of a person was not done as a condition of membership into a student organization or group, that such would not constitute a defense to allegations of hazing;
- Removed the requirement that the anti-hazing policy be posted in a visible and salient location in any student-run or Greek University-affiliated organizations' offices since that is no longer required by BOG regulation or state statute; and
- Updated position titles.

The Notice of Proposed Regulation was posted on the University's website on January 12, 2021. No comments were received during the review and comment period.

Supporting Documentation: Draft new regulation FPU-3.00611 Anti-Hazing

Prepared by: Melaine Schmiz, Assistant General Counsel

THE FLORIDA POLYTECHNIC UNIVERSITY BOARD OF TRUSTEES

FPU-3.00611 Anti-Hazing

- 1) Hazing Prohibited. The University prohibits all forms of hazing as defined in FPU-3.006 Student Code of Conduct, regardless of where or when the hazing occurs.
- 2) Reporting Hazing. Any person having knowledge of any act or situation that may constitute hazing should contact the Vice Provost of Student Affairs or other appropriate official. Victims of hazing are encouraged, but not required to report hazing.
- 3) Enforcement. Actions to enforce this regulation will be conducted pursuant to the Student Code of Conduct.
 - a. The following circumstances do not constitute a defense to hazing:
 - i. A victim's expressed or implied consent;
 - ii. The conduct or activity that resulted in the death or injury of a person was not part of any official organizational event or otherwise sanctioned or approved by the student organization or group; or
 - iii. The conduct or activity that resulted in the death or injury of a person was not done as a condition of membership into a student organization or group.
- 4) Sanctions. The University may impose penalties on the organization or students involved in hazing. Penalties may include imposition of fines; the withholding of diplomas or transcripts pending compliance with the rules or pending payment of fines; the imposition of probation, suspension, or dismissal; and other sanctions as deemed appropriate.
 - a. In cases where an organization authorizes hazing in blatant disregard of this regulation, penalties may also include rescission of permission for that organization to operate on campus property or to otherwise operate under the sanction of the University.
 - b. In addition to facing disciplinary actions by the University, students engaging in hazing may face criminal charges under Section 1006.63, Florida Statutes.
- 5) Retaliation. Retaliation, unlawful or negative action towards an individual because that person reported or filed a complaint, testified, or participated in an investigation or proceeding, or opposed practices in relation to an act of hazing, is prohibited and a violation of this regulation.
- 6) Notification and Education. A copy of this regulation is provided to each student enrolled in the University and must be included in the bylaws of every organization sanctioned under the University. Students and student organizations must complete all anti hazing trainings and/or courses as required by the University.

Authority: BOG regulation 6.021; Section 1006.63, Florida Statutes

History: New, _____

**Florida Polytechnic University
Governance Committee
Board of Trustees
February 10, 2021**

Subject: FPU-3.0062P Anti Hazing

Proposed Committee Action

Recommend the repeal of policy **FPU-3.0062P Anti Hazing** to the Board of Trustees.

Background Information

The Board of Governors regulation **6.021 Hazing Prohibited** provides: "Each university board of trustees shall establish an anti-hazing policy as part of the university's student code of conduct or **as a separate regulation**, that prohibits students or other persons associated with any university student organization from engaging in hazing."

To comply with the Board of Governors regulation, University policy **FPU-3.0062P Anti Hazing** is being repealed and replaced with regulation **FPU-3.00611 Anti-Hazing**.

Supporting Documentation: Draft FPU-3.0062P Anti-Hazing

Prepared by: Melaine Schmiz, Assistant General Counsel

FLORIDA	OFFICIAL
POLYTECHNIC	UNIVERSITY
UNIVERSITY	POLICY

Subject/Title: Anti Hazing
FPU Policy Number: FPU-3.0062P
<input type="checkbox"/> New Policy <input checked="" type="checkbox"/> Major Revision of Policy <input type="checkbox"/> Minor Technical Revision of Policy
Date First Adopted: April 28, 2015
Date Revised: _____ (Repealed)
Responsible Division/Department: Student Affairs
Initiating Authority: Ghazi Darkazalli, Provost

A. APPLICABILITY/ACCOUNTABILITY: This policy is applicable to all students, groups of students, and student organizations affiliated with the University.

B. POLICY STATEMENT: The University prohibits all forms of hazing as defined in FPU-3.006 Student Code of Conduct, regardless of where or when the hazing occurs. In addition to facing disciplinary actions by the University, students engaging in hazing may face criminal charges under Section 1006.63, Florida Statutes.

1. Any person having knowledge of any act or situation that may constitute hazing should contact the Director of Student Affairs, Student Life Coordinator, or other appropriate official.
2. Victims of hazing are encouraged, but not required to report hazing.
3. Actions to enforce this policy will be conducted pursuant to the Student Code of Conduct.
4. A victim's expressed or implied consent is not a defense.
5. The University may impose penalties on the organization or students involved in hazing. Penalties may include imposition of fines; the withholding of diplomas or transcripts pending compliance with the rules or pending payment of fines; the imposition of probation, suspension, or dismissal; and other sanctions as deemed appropriate.
6. In cases where an organization authorizes hazing in blatant disregard of this policy, penalties may also include rescission of permission for that organization to operate on campus property or to otherwise operate under the sanction of the University.
7. Retaliation is punishable pursuant to the Student Code of Conduct. Retaliation is an unlawful or negative action towards an individual because that person reported or filed a complaint, testified, or participated in an investigation or proceeding, or opposed practices in relation to an act of hazing.
8. As required by Section 1006.63, Florida Statutes, a copy of this policy is provided to each student enrolled in the University and must be included in the bylaws of every organization sanctioned under the University.
9. This policy must be posted in a visible and salient location in any student-run or Greek University-affiliated organizations' offices.
10. Students must complete all antihazing trainings and/or courses as required by the University.

POLICY APPROVAL

Policy No.: _____

Initiating Authority

Date

Policies & Procedures Committee Chair

Date

Vice President of Academic Affairs

Date

President/Designee

Date

Approved by FPU BOT, if required

Date

Draft

**Florida Polytechnic University
Governance Committee
Board of Trustees
February 10, 2021**

Subject: FPU-1.001P Policy Creation and Development Process: Non-Academic Policies

Proposed Committee Action

Recommend approval of revised policy **FPU-1.001P Policy Creation and Development Process: Non-Academic Policies** to the Board of Trustees.

Background Information

FPU-1.001P Policy Creation and Development Process: Non-Academic Policies governs all policies and was adopted July 1, 2013. The policy is being revised in an attempt to streamline the processes and provide more clarity. The major proposed changes to this policy are to:

1. Clarify the process for involving stakeholders;
2. Clarify the repeal process;
3. Provide an expedited process to use when only technical changes are being made to a policy;
4. Provide a process for adopting Emergency Policies which may only be used for responding to recent changes in law or addressing immediate dangers to public health, safety or welfare. An emergency policy would be effective for no more than 90 days-allowing the university time to go through the normal initiating and approval process to adopt a regular policy if needed. The Emergency Process would start with the Initiating Authority and would require only the approval of the Office of the General Counsel and the President. The Board Chair and the University community would be notified of the passage of an Emergency Policy; and
5. Revise the University Policy Template Form accordingly.

Supporting Documentation: Draft FPU-1.001P Policy Creation and Development Process: Non-Academic Policies, redline

Prepared by: David Brunell, Assistant General Counsel



OFFICIAL POLICY

Subject/Title: Policy Creation and Development Process: Non-Academic Policies
Policy Number: FPU-1.001P
<input type="checkbox"/> New Policy <input checked="" type="checkbox"/> Revised Policy <input type="checkbox"/> Technical Revision to Policy Only <input type="checkbox"/> Emergency Policy
Date First Adopted: July 1, 2013
Date Revised: _____, 2021
Responsible Division or Department: General Counsel
Initiating Authority: General Counsel

A. APPLICABILITY & PURPOSE/ACCOUNTABILITY:

~~These guidelines on university policies and related procedures are applicable to all members of the university community.~~

This policy applies to university policies governing administration of two or more departments; it does not apply to internal policies or procedures of any single department or to rules or regulations.

This policy governs the authority of the administration to issue, revise, and repeal non-academic university policies in a manner that is consistent and transparent.

B. POLICY STATEMENT:

Florida Polytechnic University is governed by state and federal statutes, regulations and guidelines of the Florida Board of Governors (**BOG**), and university regulations. The university adopts policies and related procedures to direct ~~dictate~~ and guide the operations of the university when statutes, regulations, and **BOG** guidelines require the university to do so or when such do not provide specific guidance, or do not offer procedures or implementation directives necessary for efficient university operations, or as is otherwise prudent.

Policies ~~can should~~ neither conflict with provisions contained in applicable laws or regulations, ~~nor and should not~~ merely restate or duplicate those provisions, unless required by law. ~~When Should~~ an existing University policy conflicts with any governing law or Florida Board of Governors regulation, ~~or university regulation such~~ the law or regulation prevails shall take precedence over the University policy to the extent of the conflict.

While this policy is not intended to address the University's regulation promulgation process, Initiating Authorities ~~care~~ should ~~be taken~~ care to ensure that a proposed policy does not rise to the level of a "rule" as defined in Section 120.52, Florida Statutes. Policies are not regulations if they are focused exclusively on internal management and do not affect the private interests of any person. Any questions regarding the University's regulation promulgation process or whether a policy meets the definition of a regulation should be directed to the Office of the General Counsel's Office (OGC).

The ~~University Policies and Procedures Manual is~~ OGC maintains the official ~~repository~~ non-academic university policies ~~and related procedures~~. Policies; ~~The Manual~~ may be reviewed online on the University's policies and regulations webpage, linked from the bottom of the University homepage. The effective date of a policy is the date of last approval as indicated in the signature block unless otherwise stated in the policy.

C. DEFINITIONS:

1. **Initiating Authority:** a person or entity empowered to recommend creation, revision, or repeal of a university policy. Only the President, vice presidents, the General Counsel, and the Policies Committee (established in this policy) are Initiating Authorities.
2. **Policy:** a statement of management philosophy or practice established to provide direction and assistance to the University community in the conduct of University business or activities that directly and substantially affects multiple units, departments, or divisions with respect to their operations at the university. ~~Policies must not conflict with statutes, regulations or guidelines applicable to the university. Policies may include related procedures.~~
3. **Emergency Policy:** A policy implemented to respond to a recent change in law or to address an immediate danger to the public health, safety, or welfare.
4. **Stakeholder:** a person, or unit, department, or division within the University community interested in the terms and operation of the policy because it directly affects significantly impacts their role, responsibilities, and/or operations at the University.
5. **University Policies and Procedures Committee (the "Policies Committee"):** a committee designated and appointed by the

University President to act as the central body for making recommendations regarding the creation, revision, or repeal ~~updating, and management~~ of non-academic university policies. The General Counsel or ~~his or her~~ General Counsel's designee will serve as an ex-officio nonvoting member of the committee ~~in a non-voting capacity~~.

~~5. University President—the current President/Chief Operating Officer of Florida Polytechnic University.~~

6. Technical Change: nonmaterial changes to a policy that do not result in a change in meaning such as: typographical, clerical, and stylistic changes, or changes to names or titles (e.g. facility naming, position retitling)

D. PROCEDURES:

1. Initiation and Approval Process

- (a) ~~The University President, Vice Presidents, the General Counsel, and representatives of the Policies Committee (each a~~ An "Initiating Authority") determines the need to create, revise, or repeal a new non-academic policy ~~or revise or eliminate an existing policy~~.
- (b) The Initiating Authority or ~~his or her~~ designee oversees the creation of a draft of the policy following the instructions in this policy provided below.
- (c) When the Initiating Authority has a working draft of the new or revised policy, ~~he or she allows stakeholders the~~ Initiating Authority shares the draft, or that the policy is slated for repeal, to Stakeholders to review the draft and provide comments. The Initiating Authority ~~takes such~~ considers the comments, revises accordingly if it deems necessary, into account and sends the proposed policy or repeal to the OGC for legal review and assignment of a number, if new. Policies Committee.
- (d) Once approved by the OGC, the OGC or designee will email the proposed policy or repeal to the University at large for review and comment, including students for those policies affecting students. The University community will have at least 3 business days to provide feedback to the Initiating Authority or designee.
- (e) Once at least 3 business days have elapsed and feedback has been considered, the Initiating Authority or designee may forward the proposed policy or repeal to the Policies Committee.

- (f) ~~If and W~~hen the Policies Committee determines that ~~a the~~ proposed policy is acceptable, the chair of the Policies Committee ~~will forwards~~ the final document, ~~to the University President for approval (or rejection)~~. If a policy is being repealed, the chair of the Policies Committee will forward a document reflecting the repeal, including a signature block, to the President for approval (or rejection).
- (g) ~~If t~~The ~~University~~ President approves the proposed policy or the repeal of the policy, the President or designee will forwards the proposed policy or its repeal to the Board of Trustees if the Board of Trustees is required by law or regulation to approve the policy.
- (h) ~~Finally, if the University~~ Once the President approves the policy, or its repeal ~~the University President signs the policy and the policy is assigned a number, if new, the policy is incorporated into the Policies and Procedures Manual, and~~ the policy is posted on, or removed from the University's website.

2. Technical Revision to Policy Process

- (a) Notwithstanding the above, the following process will be used when a policy is revised exclusively to make Technical Changes:
- (i) The Initiating Authority determines the need to make such changes.
 - (ii) The Initiating Authority forwards the revised policy to the OGC for approval.
 - (iii) If and when the OGC approves the revised policy, the Initiating Authority will forward the revised policy to the President only for approval (or rejection).
 - (iv) The Policies Committee's and BOT's approvals are not required when only Technical Changes are made.

3. Emergency Process

- (a) Notwithstanding the above, the following process will be used exclusively to adopt, amend, or repeal Emergency Policies.
- (i) The Initiating Authority determines the need to adopt and Emergency Policy.
 - (ii) The Initiating Authority forwards the revised policy to the OGC for approval.
 - (iii) If and when the OGC approves the revised policy, the Initiating Authority will forward the revised policy to the President, only, for approval (or rejection).
 - (iv) The President will notify the BOT Chair of the passage of an Emergency Policy and will notify the University of the policy by email, among any other methods at the President's discretion.

- (b) The Policies Committee's and BOT's approvals are not required when Emergency Policies are created.
- (c) An Emergency Policy may be promulgated only to respond to a recent change in law or to address an immediate danger to the public health, safety, or welfare.
- (d) An Emergency Policy is not effective for more than 90 days. However, the University may adopt a similar or identical policy as outlined in the Initiation and Approval Process section of this policy in which case the Emergency Policy will be automatically repealed as of the effective date of the new policy.

2. **Instructions for Drafting University Policies**

The Initiating Authority or designee must use ~~submit proposed policies and related information on~~ the policy template (see attached Form) and

At a minimum, any policy must include the following contain:

- (a) The subject/title of the policy;
- (b) A specification that the policy is New Policy, a Revised Policy, a Technical Revision to Policy Only, or an Emergency Policy;
- (c) Dates of adoption and revision (if any);
- (d) The university division/or department responsible for the policy;
- (e) The ~~title of the~~ Initiating Authority for the proposed policy changes; (~~president, vice president, general counsel, or Policies and Procedures Committee—no others can initiate a policy~~)

~~Applicability or Accountability~~

~~Policy Statement~~

- (f) A statement of the applicability and purpose of the policy, and;
- (g) A statement of the policy.

Policies may also include:

- (a) Definitions, if any are needed
 - (b) Procedures, if any are needed, to implement the policy
- ~~The proposed policy may also contain the following information as necessary:~~
- (c) General policy or preamble summarizing policy
 - (d) Background information
 - (e) Related information
 - (f) Related documents
 - (g) Contacts
 - (h) Forms

~~3. **E. Maintenance of the Policies and Procedures Manual** The OGC General Counsel's Office will maintain the official version of any Policies and Procedures Manual and post the Policies may be kept online on the website.~~

~~4. **Dissemination of Information about a New or Revised Policy.** A university policy may be announced by e-mail or released in a memorandum by the initiating authority; however, the policy itself must be provided in the form signed by the University President and found in the University Policies and Procedures Manual.~~

~~5. **Other Policies.** Colleges, centers, institutes, departments and units may have policies and procedures specific to their operations, but those will not be included in the University Policies and Procedures Manual. Any such policies and procedures must not conflict with statutes, regulations or guidelines of the Board of Governors, or university regulations or policies.~~

F. Internal Guidelines, Procedures, or Policies (Internal Protocols). Internal guidelines, procedures, and policies (Internal Protocols) specific to the operations of a particular unit are not addressed in this Policy as they are not intended to apply outside the unit. They are not maintained by the OGC. Those Internal Protocols are considered statements with specific and limited applications to guide the respective department or division in its routine internal management responsibilities. The unit is responsible for adoption, maintenance, and application of their Internal Protocols, which must not conflict with applicable law or BOG or University rules, regulations, policies or guidelines or collective bargaining agreement.

EG. FORMS:

University Policy Template (attached.)

POLICY APPROVAL	
Policy No.: FPU-1.001P	
_____	_____
Initiating Authority	Date
_____	_____
Policies Committee Chair	Date
_____	_____
President/Designee	Date
Approved by Florida Polytechnic University BOT, if required	_____
	Date

DRAFT



Subject/Title:

Policy Number:

New Policy
 ~~Major~~ Revised ~~ion of~~ Policy
 ~~Minor~~ Technical Revisions
 of ~~to~~ Policy Only
 Emergency Policy

Date First Adopted:

Date Revised:

Responsible Division or Department:

Initiating Authority:

A. APPLICABILITY and PURPOSE ~~/ACCOUNTABILITY~~:

B. POLICY STATEMENT:

C. DEFINITIONS: [if any are necessary]

1.

D. PROCEDURES: [if any are necessary]

1.

POLICY APPROVAL	
Policy No.: _____	
Initiating Authority _____	Date _____
Policies & Procedures Review Committee Chair _____	Date _____
President/ Designee _____	Date _____
Approved by <u>Florida Polytechnic University</u> PU BOT, if required _____	Date _____

**Florida Polytechnic University
Governance Committee
Board of Trustees
February 10, 2021**

Subject: FPU-5.0096AP Graduate Degree Graduation Requirements

Proposed Board Action

Recommend approval of revised policy FPU-5.0096AP Graduate Degree Graduation Requirements to the Board of Trustees.

Background Information

The original policy, first adopted in 2016 prior to initial accreditation, does not reflect our standards for graduate degrees. This revision ensures that the graduate degrees we grant remain in compliance with our policy.

Supporting Documentation:

FPU-5.0096AP Graduate Degree Graduation Requirements

Prepared by:

Terry Parker, Provost & Executive Vice President of Academic Affairs
Tom Dvorske, Vice Provost of Academic Affairs

FLORIDA	OFFICIAL
POLYTECHNIC	UNIVERSITY
UNIVERSITY	ACADEMIC POLICY

Subject/Title: Graduate Degree Graduation Requirements
FPU Policy Number: FPU-5.0096AP
New Policy <input checked="" type="checkbox"/> Major Revision of Policy <input type="checkbox"/> Minor Technical Revision of Policy <input type="checkbox"/>
Date First Adopted: March 16, 2016
Date Revised:
Responsible Division/Department: Graduate Division
Initiating Authority: Provost and Executive Vice President of Academic Affairs

A. APPLICABILITY/ACCOUNTABILITY:

This policy applies to all students seeking a Graduate degree from the University.

B. POLICY STATEMENT:

In order to be awarded a Graduate degree, a student must meet all of the following requirements:

1. Satisfactory completion of the applicable ~~college or~~ program degree requirements and established curriculum as identified in the University Catalog in effect at the beginning of the student's most recent period of continuous enrollment;
- ~~2. Earn a grade of B or better in each graduate course taken;~~
- ~~3.2.~~ Satisfactory completion of 30 credit hours of approved graduate courses with and a cumulative GPA of 3.0 or better;
- ~~4.3.~~ Earn at least two-thirds of the credits applied towards the Graduate degree through the University;
- ~~5.4.~~ Completion of any pre-requisites or deficiencies as identified at admissions by the Faculty Advisor, ~~and Academic Program Coordinator or~~ Department Chair, or Division Director; and
- ~~6.5.~~ Submission of a completed Graduation Application to the Office of the University Registrar so that it is received by the Registrar on or before the "Graduation Application Deadline" as noted on the Academic Calendar for the semester in which the student anticipates graduating.

All work used to meet degree requirements, including coursework and the successful defense of a thesis or project, if applicable, must be completed within the six--year period immediately prior to degree conferral. An approved leave of absence does not increase or alter the time limits for degree completion.

ACADEMIC POLICY APPROVAL	
Academic Policy No.: <u>FPU-5.0096AP</u>	
_____	_____
Initiating Authority	Date
_____	_____
Policies & Procedures Committee Chair	Date
_____	_____
Vice President of Academic Affairs	Date
_____	_____
President/Designee	Date
Approved by FPU BOT, if required	_____
	Date

AGENDA ITEM: VIII.

**Florida Polytechnic University
Governance Committee
Board of Trustees
February 10, 2021**

Subject: Review of Fourth Amended and Restated Bylaws

Proposed Committee Action

Discussion only: discuss any proposed changes to the Fourth Amended and Restated Bylaws.

Background Information

The existing Amended and Restated Bylaws (Bylaws) were adopted by the Board of Trustees on September 11, 2019. The Bylaws are scheduled for a periodic review under the Committee's Work Plan. Staff has reviewed the Bylaws and there are no recommended changes.

If any changes are desired, the Bylaws require the following steps be taken:

1. Notice for the meeting must state a proposed alteration, amendment or repeal of the bylaws will be considered.
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.
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: Fourth Amended and Restated Bylaws

Prepared by: Gina DeIulio, VP & General Counsel

**FLORIDA POLYTECHNIC UNIVERSITY
BOARD OF TRUSTEES**

FOURTH AMENDED AND RESTATED BYLAWS

Adopted: September 11, 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 Trustees are subject to confirmation by the Florida Senate. All Trustees 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 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 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 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 shall each serve for a 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 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 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.

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 ensuring notice of all meetings of the Board and its committees is provided; setting the agenda; ensuring supporting documents are compiled for meetings in consultation with the Chair; ensuring recording and maintenance of the minutes of the meetings in accordance with law, including 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. 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 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 these 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' 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 preserved and who shall ensure 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 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 Fourth 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 September 11, 2019.



Donald H. Wilson, Board of Trustees Chair

**Florida Polytechnic University
Governance Committee
Board of Trustees
February 10, 2021**

Subject: Revisions to the Florida Polytechnic University Board of Trustees Policy on Annual Review of the President

Proposed Committee Action

Recommend approval to the Board of Trustees of the revised Florida Polytechnic University Board of Trustees Policy on Annual Review of the President and, if desired, a change to the frequency of the comprehensive review.

Background Information

Board of Governors regulation 1.001 requires each board of trustees to develop guidelines for the annual evaluation of the president. The Board approved the existing policy on the annual review of the president on June 3, 2015, and the Board recently made several changes to the timeline which necessitate revisions to the policy. The material changes in the proposed draft are as follows:

The tasks listed under the heading "Process" have been reordered to indicate that the goal setting tasks for the next fiscal year would be done on or before June 1 of each fiscal year and the evaluation tasks would begin in September of each year and conclude no later than December 31.

These changes are consistent with the President's Employment Agreement.

The Committee began discussions on whether the frequency of the comprehensive review should be changed. Under the policy, the comprehensive review is supposed to be conducted every three years; President Avent was given a comprehensive review in 2017. There was some discussion about extending the time period between comprehensive reviews.

Chair Bostick asked staff to find out whether the other institutions in the State University System conducted a comprehensive review, and if so, what was the frequency of the reviews. Research showed that only UCF and UNF require a comprehensive review and the frequency of the reviews is every 3 years.

Supporting Documentation: Draft Florida Polytechnic University Board of Trustees Policy on Annual Review of the President

Prepared by: Regina DeIulio, VP and 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, 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. 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.
2. 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.
3. In ~~April~~ September 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-October 15~~ 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.~~
- 3.4. 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.
- 4.5. 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.
- 5.1. ~~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~~ December 31 of each year, commencing ~~September-December 2020~~ 2015.

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.

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~~ [February 17, 2021](#).

Chair's signature: _____

**Florida Polytechnic University
Governance Committee
Board of Trustees
February 10, 2021**

Subject: Board of Trustees Training

Proposed Committee Action

Consider the consultants and training options and recommend to the Board of Trustees: a) which AGB Consultant should be engaged, and b) which topics training should be provided on.

Background Information

According to the Governance Committee charter, this committee is responsible to initiate training for the Board of Trustees. Historically, training occurs annually at the May Board retreat.

The Director of the Office of the President and Board Operations contacted the Association of Governing Boards (AGB) to inquire the availability of a senior AGB consultant for the May 3, 2021 Board retreat as well as discuss potential topics. AGB's response for your consideration is as follows:

1. Potential Topics

Board Governance

These topics are especially helpful to new Board trustees as well as a refresher for longer-serving trustees:

- The role of a trustee versus management
- The difference between corporate boards and higher-ed boards
- Shared governance and academic freedom
- Fiduciary responsibilities
- Legal environment in higher education
- Higher education business model
- How to be an effective and engaged advocate for the university

Trending Topics

These topics cover emerging issues within the broader realm of higher education and therefore more strategic in nature:

- The changing landscape for higher education
- Issues of diversity, equity, and inclusion within the sector
- Enrollment strategies in the time of COVID

2. Potential AGB Consultants

Dr. Carol Cartwright: (click [here](#) for bio)

Dr. Cartwright led the Florida Poly Board of Trustees through a self-evaluation process in the spring of 2018. She attended the May 2018 Board retreat where she presented the results of the self-evaluation survey and made recommendations for further trustee development.

Dr. Terrence (Terry) MacTaggart (click [here](#) for bio)

Dr. MacTaggart presented on board roles and responsibilities and governance best practices to the Florida Poly Board in June 2015.

Dr. James Lyons, Sr. (click [here](#) for bio)

Florida Poly Board of Trustees has not engaged Dr. Lyons to date.

All three consultants have decades of experience in higher education and are qualified to present on the topics listed above. All consultants prefer to present virtually through WebEx.

Supporting Documentation: N/A

Prepared by: Kristen J. Wharton, Director, Office of the President and Board Operations