



Governance Committee Meeting

BOT approved 02.09.2022

MEETING MINUTES

**Wednesday, November 10, 2021
8:30 a.m. – 10:00 a.m.**

Florida Polytechnic University WEBEX TELE-CONFERENCE MEETING

I. Call to Order

Committee Vice Chair Bob Stork called the Governance Committee meeting to order at 8:30 a.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 Laine Powell

Staff present: President Randy Avent, Gina DeIulio, Kathy Bowman, Maggie Mariucci, Penney Farley, David Blanton, Melaine Schmiz, Mike Dieckmann, John Causey, Kris Wharton, Kim Abels, Michele Rush, and Sherri Pavlik

III. Public Comment

There were no requests received for public comment.

IV. Approval of Minutes

Trustee Mark Bostick made a motion to approve the Governance Committee meeting minutes of September 8, 2021. Trustee Earl Sasser 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. President's Evaluation for 2020-2021

Board Chair Cliff Otto shared comments from his call with the Board of Governors' Chair Syd Kitson regarding President Randy Avent's performance. The Board of Governors is delighted with the performance of President Avent and is amazed at the rankings the University has accomplished in *US News and World Report* and other media for such a new institution.

The floor opened for discussion on the *President's Annual Review, July 2020-June 2021, Composite of the Trustees' Evaluations*.

Committee Vice Chair Bob Stork appreciated the increase in the comments trustees made on the evaluations as they give the committee more insight.

Committee Chair Mark Bostick was amazed at the student growth and the rankings that were accomplished during COVID-19. He acknowledged President Avent and his team and stated the University is moving in a really good direction.

Trustee Narendra Kini inquired how the feedback can be used to enhance the recognition of the faculty and team's efforts in helping the president reach his goals. For example, enhance with a board member lunch, increase their exposure to committees and board members, etc.

President Avent noted that the University is getting attention, not because of him, but because of everyone at the University – staff and faculty. Recognition for faculty and staff are highlighted during the annual ABLAZE awards ceremony, and by sending encouraging emails when there are news articles, etc. Ideas and suggestions on how to recognize employees are always appreciated.

Trustees Bob Stork and Earl Sasser highlighted President Avent's leadership and great team.

Trustee Kini asked if President Avent had any comments on the "Partially Achieved" rating. President Avent agreed with the overall ratings stating they were accurate and relative to the University's current stage of growth. The Academic Progress Rate (APR), 4-Year Graduation Rate, and Graduate Programs were tough to achieve during COVID-19.

Trustee Kini then inquired if the Board of Trustees is doing what they need to do for him as president. President Avent affirmed he has a great board, and they provide him everything he needs. The model he adheres to is that the board is primarily responsible for strategic decisions and administration is responsible for operational decisions with influence from the board, faculty, and staff.

Trustee Narendra Kini made a motion to recommend to the Board of Trustees the document *President's Annual Review, July 2020-2021, Composite of the Trustees' Evaluations* reflecting the President's annual evaluation for 2020-2021. Trustee Mark Bostick seconded the motion; a vote was taken, and the motion passed unanimously.

VII. President's Compensation Adjustments

Committee Vice Chair Stork reminded the committee that under the existing employment agreement the president 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.

Chair Otto reminded the committee that the salary adjustment was not taken the

previous two years. He and BOG Chair Kitson discussed base salary adjustments, and Chair Kitson concurred it is not appropriate to continue to waive the increase, particularly since the contract is clear. Chair Otto commented that President Avent is comfortable with a 3.5% increase and does not think he would be comfortable with more than that amount.

Trustee Earl Sasser made a motion to recommend approval to the Board of Trustees to award President Randy Avent the minimum 3.5% increase to his base salary. Trustee Narendra Kini seconded the motion; a vote was taken, and the motion passed unanimously.

Discussion then moved to the president's performance compensation/bonus. Committee Vice Chair Stork stated that the president's overall evaluation was "Exceeded," and as stated under contract, 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. He suggested the increase be 27.5%. He then opened the floor for further discussion.

The committee agreed that President Avent did a remarkable job, specifically during a difficult time (COVID-19) and discussed a variety of percentages.

Trustee Earl Sasser made a motion to recommend approval to the Board of Trustees to award President Randy Avent a performance compensation bonus in the amount of 29% of his current annual base salary. Trustee Mark Bostick seconded the motion; a vote was taken, and the motion passed unanimously.

Chair Otto supports the committee's general decision. He shared that BOG Chair Kitson stated President Avent is now the 2nd longest in longevity of any university president in the Florida system.

VIII. Renewal of President's Employment Agreement for 2022-2023

Committee Vice Chair Stork opened the discussion on the renewal of President Avent's employment agreement for another year.

Ms. Gina DeIulio stated the only change to the Agreement is the appointment term which extends through July of 2022.

Chair Otto reminded members that the Board is not permitted to renew the President's contract for more than one year at a time.

Trustee Mark Bostick made a motion to recommend to the Board of Trustees the renewal of President Randy Avent's appointment term, commenced on July 7, 2013, for an additional year ending July 6, 2023. Trustee Earl Sasser seconded the motion; a vote was taken, and the motion passed unanimously.

Extending the appointment term requires the Contract to be amended to accomplish the renewal.

Trustee Earl Sasser made a motion to recommend to the Board of Trustees approval of draft Amendment #2 to the President's Employment Agreement. Trustee Mark Bostick seconded the motion; a vote was taken, and the motion passed unanimously.

IX. Revisions to Resolution Powers and Duties of the President

Committee Vice Chair Stork invited Ms. DeIulio to review the proposed changes from September's meeting, and to provide information on the areas of Construction Contracts, Construction Change Orders, and Settlement of Claims to see if any further changes are warranted.

The committee agreed to increase the president's authority up to \$1M on Purchase Agreements, amounts over \$1M to require the Finance and Facilities Committee Chair approval, amounts over \$2M to require the Finance and Facilities Committee approval, and that regular reports on contracts presented to the Finance and Facilities Committee be required only annually and only for contracts exceeding \$1M.

The president's authority on Construction Contracts, Construction Change Orders, and Settlement of Claims was reviewed and no changes were recommended.

DeIulio stated the proposed changes to the Resolution will also be discussed in the Finance and Facilities Committee Meeting.

The Committee took a vote to recommend approval of the revised Resolution to the Board - all agreed.

X. Closing Remarks and Adjournment

Committee Vice Chair Stork thanked the committee and with no further business to discuss, adjourned the meeting at 9:18 a.m.