

**FLORIDA POLYTECHNIC UNIVERSITY
BOARD OF TRUSTEES
GOVERNANCE COMMITTEE
MEETING MINUTES
Florida Polytechnic University Tele-Conference
February 23, 2017 @ 2:00 PM**

I. Call to Order

Committee Chair, Richard Hallion, called the Governance Committee meeting to order at 2:04 p.m.

II. Roll Call

Maggie Mariucci called the roll: Chair Dick Hallion, Trustee Mark Bostick, Trustee Cliff Otto, and Trustee Don Wilson were present (Quorum).

Other trustees present: None

Staff present: Gina DeIulio, Maggie Mariucci, Jessica Throckmorton, Dr. Sally Mason and Dr. Merrill Schwartz (AGB Consultants)

III. Public Comment

There were no requests received for public comment.

IV. Approval of Minutes

Trustee Cliff Otto made a motion to approve the Governance Committee meeting minutes of December 7, 2016. Trustee Don Wilson seconded the motion. A vote was taken, and the motion passed unanimously.

V. Methodology for the Comprehensive Review of the President

Trustee Hallion stated that the University Procurement department conducted an RFQ to retain a consultant for the purpose of a Comprehensive Review of the President. After the quotes were reviewed, Board Chair Frank Martin and President Randy Avent approved the quote to retain AGB. Trustee Hallion introduced Dr. Sally Mason who will be the lead AGB consultant for this process.

Dr. Mason introduced Dr. Merrill Schwartz, Senior VP for AGB Consulting. Dr. Schwartz shared how AGB will specifically tailor their review to the University's needs and that they are delighted to work with us, should the Committee approve their proposal today.

Dr. Mason stated that the review process is straightforward and will consist of three core elements:

1. Initial On-Site Visit: Dr. Mason will meet with President and other key administrators to make a detailed list of those who will be interviewed. (1-3 on-site days)
2. Second On-Site Visit: Dr. Mason will conduct a series of face-to-face or telephone interviews with the selected interviewees. This group will consist of those closest to the President and those further removed. Trustees, President's Cabinet, staff, faculty, students (especially campus

- leaders), community leaders, and donors will be included. Interview questions will cover ten general categories: strategic leadership, educational leadership, organization management, financial management, fundraising, external relations, internal relations, board and governance relations, personal characteristics and value. (5 consecutive on-site days)
3. Final Report: A final written report will be presented to the entire Board (in person by Dr. Mason if possible). The report will contain information on the President's achievements and successes as well as areas that may need attention and ways the University can be strengthened.

Dr. Mason's goal is to have the entire process completed within a two to four-month time frame.

Trustee Hallion asked if the Committee will be able to review and agree to the list of interviewees prior to the interview sessions. Dr. Mason responded in the affirmative. Trustees Wilson, Otto and Bostick all agreed that the proposed process for selecting interviewees and the general nature of the questions that will be asked are agreeable.

Trustee Hallion inquired if any discussion was needed on the format of the final report. Dr. Mason offered to provide sample reports from other Universities. The Committee appreciated this offer.

Trustee Hallion requested that if Dr. Mason finds something that needs to be brought to the Committee's attention, to please do so immediately and not wait until the final report is delivered. Dr. Mason concurred.

With no further discussion, Trustee Don Wilson motioned to approve the methodology for the Comprehensive Review of the President. Trustee Cliff Otto seconded the motion. A vote was taken, and the motion passed unanimously.

VI. Approval of Consultants' Compensation

Trustee Hallion stated the AGB proposes a set fee of \$38,500, inclusive of travel which is listed at \$3,500 for the three on-site visits. This includes a total of ten work days and will involve several consultants working on the project.

Trustee Bostick asked if this price is comparable to other universities. Ms. DeJulio stated that the pricing is comparable to the fee paid to AGB by the University for consultant work in the past.

The schedule of payments is as follows: one-half of the fee, \$19,250, will be invoiced at the mid-point of completion of work. The second half of the fee will be due after the final report is fully delivered.

With no further discussion, Trustee Don Wilson motioned to approve the approval of consultant's compensation of \$38,500 covering ten work days and three on-site visits. Trustee Mark Bostick seconded the motion. A vote was taken, and the motion passed unanimously.

VII. Closing Remarks and Adjournment

With no further discussion, Trustee Don Wilson motioned to adjourn the Governance Committee meeting. Trustee Cliff Otto seconded the motion. A vote was taken, and the decision passed unanimously.

The Governance Committee meeting adjourned at 2:29 p.m.