



BOARD OF TRUSTEES

Board of Trustees Meeting Agenda

**February 13, 2026
10:00 A – 1:00 P**

Barnett Applied Research Center (BARC) Room 2200 and
Virtual via Microsoft Teams

Dial in: 1-863-225-2351 | Conference ID: 948 772 815#

BOARD MEMBERS

Beth Kigel, Chair
Dr. Sidney Theis
Eliot Peace
Rob Kincart
Jeff Beelaert

Jesse Panuccio, Vice Chair
Ilya Shapiro
Sam Neelam
Jack Harrell, III

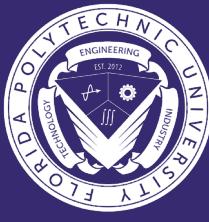
Patrick Hagen
Colby Manrodt
Dr. Edwar Romero
Dr. Christie Bassett

**Florida Polytechnic University's Violet Voices will lead us in the singing of the
National Anthem, followed by the University's Alma Mater and Fight Song**

MEETING AGENDA

I.	Call to Order	Beth Kigel, Chair
II.	Roll Call	Kristen Wharton, Corporate Secretary
III.	Public Comment	Beth Kigel
IV.	<u>2025-2026 Board of Trustees Work Plan</u>	Beth Kigel
V.	Chair's Remarks	Beth Kigel
VI.	President's Remarks	Dr. Devin Stephenson President
VII.	<u>Campus Safety and Security</u>	Chief Aaron Murray University Police
VIII.	Faculty Senate President's Report	Trustee Edwar Romero

IX.	Student Government Association President's Report	Trustee Colby Manrodt
X.	<u>Principles of Board Governance</u>	Michael Pierce Outside Counsel
		Joshua Millikin Chief of Staff
XI.	Student Scholarship Recipients	Erica Kozak, Aidan Flynn, and Jorgeandres Alvarez
XII.	<u>Florida Poly's New Brand Awareness Campaign</u>	Bryan Brooks Vice President
XIII.	<u>University Foundation MOU and Bylaws</u> *Action Required*	Stephen Weingart CDO and University Foundation CEO
XIV.	<u>Consent Agenda</u> *Action Required*	Beth Kigel
XV.	<u>Committee Reports</u>	
	A. Academic Enterprise, Research, and Student Success Committee Report	Committee Chair Sid Theis
	B. Finance and Facilities Committee Report	Committee Chair Jesse Panuccio
	C. Governance, Audit, and Compliance Committee Report	Committee Chair Ilya Shapiro
XVI.	<u>Board of Trustees Meeting Calendar</u>	Beth Kigel
XVII.	<u>Board of Governors Meeting Calendar</u>	Beth Kigel
XIII.	Closing Remarks & Adjournment	Beth Kigel



BOT Annual Work Plan 2025-2026

Board of Trustees Work Plan 2025-2026

STRATEGIC PRIORITIES

The following are strategic priorities which will be frequently discussed throughout the year:

- Strategic Plan 2025-2030
- Performance Based Funding (PBF) Metrics
- Enrollment Growth
- Student and Faculty Retention
- New Academic Programs (if proposed)
- Campus and Extended Campus Growth

SEPTEMBER

- Discussion of Strategic Priorities
- Board of Trustees FY26 Work Plan (*review and approve*)
- Annual Review and Endorsement of Statement of Free Expression (*review and approve*)
- Annual Financial Statements FY25(University and Foundation) (*review only*)
- Fixed Capital Outlay Budget FY26 (*review and approve*)
- Education & General (E&G) Carryforward Spending Plan FY26 (*review and approve*)
- Regulations and Policies (*review and approve as needed*)
- *Engagement: event with faculty*

NOVEMBER

- Annual Board of Trustees Retreat
- Discussion of Strategic Priorities
- Annual Ethics Agreement Reviewed and Signed
- Legislative Advocacy Plan for 2026 Session
- President Stephenson's Annual Evaluation FY25 (*review and approve*)
- President Stephenson's Compensation Review (*review and approve*)
- Regulations and Policies (*review and approve as needed*)
- *Engagement: event with major donors*

FEBRUARY

- Discussion of Strategic Priorities
- Regulations and Policies (*review and approve as needed*)
- *Engagement: event with students*

APRIL

- University Accountability Plan FY26 (*review and approve*)

JUNE

- Discussion of Strategic Priorities
- Legislative Session Report on 2026 Session
- University Operating Budget FY27 (*review and approve*)
- Capital Improvement Plan (CIP) FY28 (*review and approve*)
- Legislative Operating Budget Request (LBR) FY28 (*review and approve*)
- Performance Based Funding (PBF) Metrics FY26 (*review only*)
- Regulations and Policies (*review and approve as needed*)
- *Engagement: event with University Foundation Board of Directors*

AGENDA ITEM: VII.

Florida Polytechnic University
Board of Trustees
February 13, 2026

Subject: Campus Safety and Security

Proposed Board Action

Information only – no action required.

Background Information

Executive Director of University Safety and Security/Chief of Police Aaron Murray will be introduced to the Trustees. He will share his plans for the future of Florida Poly's University Police department.

Supporting Documentation: N/A

Prepared by: Kristen Wharton, Corporate Secretary

**Florida Polytechnic University
Board of Trustees
February 13, 2026**

Subject: Principles of Board Governance

Proposed Board Action

Information only – no action required.

Background Information

Michael Pierce, Outside Counsel, and Joshua Millikin, Chief of Staff, will present an overview of key principles of Board Governance. This session will serve as a refresher on the legal and fiduciary framework that guides the work of the Board, including directors' fiduciary duties of care, loyalty, and obedience; compliance with Florida's Sunshine Law and public records requirements; ethical standards and conflict-of-interest obligations; and the respective roles and responsibilities of the Board and management. The presentation will reference the Board's governing bylaws and applicable Florida State statutes to reinforce statutory compliance, transparency, and best practices in effective Board oversight and decision-making.

Supporting Documentation: N/A

Prepared by: Kristen Wharton, Corporate Secretary

Florida Polytechnic University
Board of Trustees
February 13, 2026

Subject: Florida Poly's New Brand Awareness Campaign

Proposed Board Action

Information only – no action required.

Background Information

This agenda item provides the Board of Trustees with an overview of Florida Polytechnic University's statewide brand awareness campaign. The presentation outlines the strategic rationale, target audiences, campaign concept, and supplemental information regarding major media placements.

The purpose of this briefing is to ensure trustees understand the strategic intent, anticipated outcomes, and governance considerations associated with the campaign.

The campaign is built around several core themes and strategic priorities:

1. *Addressing the Awareness Gap*

- a. Despite strong ROI outcomes, Florida Poly remains underrecognized among key decision-makers throughout the State of Florida
- b. This campaign positions Florida Poly as:
 - i. A high-impact economic driver for the State of Florida.
 - ii. A purpose-built STEM institution aligned with Florida's workforce needs.
- c. The messaging reframes Florida Poly not as an alternative, but as the primary solution for Florida's technology and engineering talent pipeline.

2. *Clear Strategic Goals*

- a. Elevate statewide awareness among policymakers and influencers.
- b. Assert Florida Poly's leadership position in STEM education.
- c. Translate institutional value into measurable ROI narratives.
- d. Inspire stakeholder action, including funding, partnerships, and advocacy.

3. *Targeted Decision-Maker Audiences*

- a. This campaign is not student-recruitment focused (that campaign is already in operation) rather, it is aimed at high-leverage stakeholders (legislators, corporate partners, donors, philanthropists, etc.).

Supporting Documentation: N/A

Prepared by: Bryan Brooks, Vice President for Student Affairs, Enrollment Management, and Strategic Communications

**Florida Polytechnic University
Board of Trustees
February 13, 2026**

Subject: University-Foundation Memorandum of Understanding (MOU) and Foundation Bylaws

Proposed Board Action

Recommend approval of the revised Memorandum of Understanding (MOU) between Florida Polytechnic University and its Direct Support Organization (DSO), Florida Polytechnic University Foundation, Inc. and the revised Florida Polytechnic University Foundation, Inc. Bylaws.

Background Information

Memorandum of Understanding (MOU)

The Memorandum of Understanding between Florida Polytechnic University and Florida Polytechnic University Foundation, Inc. outlines the relationship between the two entities. The MOU formalizes the cooperation between the University and the Foundation to support the University's mission through financial and operational collaboration while maintaining separate governance and accountability. The MOU was revised May 5, 2023, and substantially revised and approved by the Foundation Board of Directors on January 23, 2026, to reflect a renewed commitment to collaboration between the University and the Foundation.

Foundation Bylaws

The existing Amended and Restated Foundation Bylaws were adopted by the Foundation Board of Directors on September 9, 2022. The revised Bylaws were approved by the Board of Directors on January 23, 2026, by way of resolution 2026-001.

Supporting Documentation: Resolution 2026-001, University-Foundation MOU and Foundation Bylaws

Prepared by: Stephen Weingart, Chief Development Officer and CEO, University Foundation



REVISED AND RESTATED BYLAWS
of
Florida Polytechnic University Foundation, Inc.
A Florida Not-for Profit Corporation

ARTICLE 1. PURPOSE

Florida Polytechnic University Foundation, Inc. ("Foundation") is organized and operates exclusively to receive, hold, invest, and administer property and to make expenditures to or for the benefit of Florida Polytechnic University (the "University") by encouraging alumni and friends to provide private funds and other resources for the University's benefit, to manage those assets, to provide volunteer leadership in support of the University's objectives and to perform all business matters to accomplish these purposes, and to exercise rights in intellectual property for the benefit of the University.

The Foundation operates as a university direct support organization, as defined in sections 1004.28 and 1004.3451, Florida Statutes, as amended.

The Foundation supports the educational purposes of the University and promotes and encourages charitable and educational aid in the form of financial contributions, property, and any forms of services and support allowed by law. The Foundation may also promote, encourage, and assist research and training activities of faculty, staff, and students at the University through income from contracts, grants, contributions, and other sources, including, without limitation, income derived from or related to the development and commercialization of university work products. The Foundation promotes education and other related activities and encourages research and research programs, learning, and dissemination of information pertaining to university activities and those organizations in which the Foundation is associated. Additionally, the Foundation is entitled to conduct business for or on behalf of the University within the meaning of sections 501(c)(3) and 170(c) of the Internal Revenue Code of 1986 (as amended), at the University's written request.

In order to achieve the objects and purposes set forth above, the Foundation has the full power and authority to purchase, lease, and otherwise acquire, hold, mortgage, convey, and otherwise dispose of all kinds of property; and to invest, administer, and use the money and property of the Foundation, and any and all income derived therefrom, for any one or more of the purposes provided herein; provided, however, that no such powers may be exercised in a manner inconsistent with section 501(c)(3) of the Internal Revenue Code (or successor provisions of law), or Florida law.

ARTICLE 2. DEFINED TERMS

Capitalized terms used in these bylaws have the meanings set forth below.

1. "Board" means the Board of Directors of the Foundation.
2. "Board of Trustees" means the Florida Polytechnic University Board of Trustees.
3. "Chair" means the chair of the Board of Directors of the Foundation.
4. "Directors" means both Elected Directors and ex-officio Directors.
5. "Elected Directors" are those directors elected by the Board and approved by the University President and the Board of Trustees.
- 5-6. Fiscal Year means the 12 month period that begins July 1 and ends on June 30 of the following calendar year. This period serves as the official accounting year for all financial reporting, budgeting, and auditing purposes of the Foundation.
- 6-7. "For Cause" means actions or omissions that may adversely reflect on the interests or reputation of the Foundation or the University, as determined by the University President after consulting with the Executive Committee of the Board. Any such determination may be made at any time and does not depend on the conclusion of any external determination or process.
- 7-8. "Foundation" means Florida Polytechnic University Foundation, Inc.
- 8-9. "Officers" means the Foundation Chair, Vice Chair, Chief Executive Officer (CEO), Secretary, Vice President of Strategic Initiatives and Development, or Vice President of Strategic Initiatives, Development and External Relations and any other Officers deemed necessary by the Board.
- 9-10. "University" means Florida Polytechnic University.
- 10-11. "University President" means the President of Florida Polytechnic University.

ARTICLE 3. OFFICES

The principal office of the Foundation is located in Lakeland, Polk County, Florida.

ARTICLE 4. BOARD OF DIRECTORS

Section 1 – Number

The board is composed of Directors and must always have at least 5 Elected Directors and no more than 45 Elected Directors.

Section 2 – Duties

The role of the Board is to assist in raising private funds and other resources for the University, to provide ongoing personal financial support for the University, and to participate in governance of and advocacy on behalf of the Foundation.

Section 3 – Selection of Elected Directors

Candidates for Elected Directors are nominated by a current Director, the President or the CEO, to the Nomination Committee. Pursuant to Foundation policy 1.05, The CEO consults with the University President regarding nominees prior to submitting nominees to the Nomination Committee. The Nomination Committee reviews and recommends candidates to the Board to be an Elected Director. Candidates recommended by the Nomination Committee are presented to the Board for approval. Candidates may meet with the Board Chair, Vice Chair, or University Leadership prior to being presented to the Board. Once approved by the Board, candidates are then presented to the Board of Trustees for confirmation.

Section 4 – Ex-officio Directors

The ex-officio Directors are full voting members of the Board, unless otherwise noted, of the Board and include:

- a. At least one designee selected by the chair of the Board of Trustees.
- b. The University President or his or her designee.
- c. The University Student Government President or designee, non-voting.
- d. The Faculty Senate President or designee, non-voting.

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Section 5 – Terms of Office

a. Elected Directors

The term for Elected Directors will be two-three years unless the Board votes for a longer term. An Elected Director may not serve for longer than eight years consecutively except as otherwise described in this paragraph. An Elected Director who has served eight years consecutively may be re-elected to the Board after the expiration of one year following the end of the Elected Director's last term. An Elected Director may not serve for longer than nine years consecutively except as otherwise described in this paragraph. An Elected Director who has served nine years consecutively may be re-elected to the Board after the expiration of one year following the end of the Elected Director's last term. Vacancies occurring during a term may be filled for the unexpired portion in the manner provided for the election of Directors. Where a person fills a vacancy with less than one year of the term remaining, the Elected Director's years of service spent filling such vacancy are not counted for purposes of that person's eligibility to serve eight-nine years consecutively. In exceptional circumstances, a Director who has served the maximum number of consecutive terms

may be eligible for re-election for up to an additional term upon confirmation of the Board of Directors, provided such re-election is recommended by the Nominating Committee. Terms will run concurrent with the fiscal year beginning July 1 and ending June 30.

b. Ex-officio Directors

An Ex-officio Director serves so long as the Director holds the office or the position that resulted in placement on the Board or until the person empowered to make the appointment changes the designee.

Section 6 – Resignation

A Director may resign at any time by submitting a written resignation to the Chair with a copy to the CEO. If the Chair is resigning, the Chair will submit a written resignation to the Vice Chair with a copy to the CEO.

Section 7 – Removal

An Elected Director may be removed by a majority vote of the Board members present and voting, whenever in the Board's judgment the interests of the Foundation would be best served. Any Director may be removed For Cause by the University President after consultation with the Executive Committee.

ARTICLE 5. SELECTION AND POWERS OF OFFICER

Section 1 - Officers

a. Chair

The Chair is elected from the Elected Directors by a majority vote of the Directors voting and serves a two-year term.

b. Vice Chair

The Vice Chair is elected from the Elected Directors by a majority vote of the Directors voting and may not be the same person as the Chair. The Vice Chair serves a two-year term.

c. Chief Executive Officer (CEO) ~~and Secretary~~

The University's ~~Vice President of Advancement~~Chief Development Officer serves as the Foundation CEO, unless the University President designates otherwise in writing. ~~The CEO also serves as the Secretary of the Board.~~

d. Corporate Secretary

~~The University President may designate a Corporate Secretary in writing. In the absence of a designated Corporate Secretary, the Chief Development Officer fulfills the role of the Corporate Secretary.~~

e. Vice President for Strategic Initiatives, and Development and External Relations

~~The University's Vice President for Strategic Initiatives, and Development and External Relations serves as an Officer of the Board unless otherwise determined by the University President and such determination is provided to the CEO in writing.~~

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d.f. The Board may elect other officers by a majority vote of the Directors voting.

e.g. If a vacancy occurs in an office (other than the offices of CEO, and Corporate Secretary, and Vice President of Strategic Initiatives, Development and External Relations) and Vice President for Strategic Initiatives and Development, an election will be held at any regular or special meetings of the Board to fill the vacancy; the Executive Committee may appoint interim officers until the Board appoints officers.

Section 2 – Powers and Duties

a. Chair

The Chair presides at all meetings of the Board and performs other duties as may be assigned to the Chair by the Board or these bylaws. The Chair serves as Chair of the Executive Committee and when attending other Committee meetings, counts towards quorum and may vote.

b. Vice Chair

The Vice Chair presides at all meetings of the Board in the absence or disability of the Chair and performs other duties as may be assigned to the Vice Chair by the Chair, the Board, or these bylaws. In the event of a vacancy or prolonged disability in the office of the Chair, the Vice Chair also performs all duties of the Chair until a new Chair is selected.

c. Chief Executive Officer (CEO) and Secretary

The CEO is responsible for the day-to-day management of the affairs of the Foundation. The CEO exercises the authority to accept gifts, collect revenues, and make expenditures, and is responsible for maintenance and management of the Foundation's activities and personnel, and performs other duties assigned to the CEO by the Board, the University President, or these bylaws. The CEO serves as the principal liaison officer between the University and the Board. The CEO attends meetings of the Board, attends meetings of the Executive Committee, and may attend any other Committees. The CEO has no vote on the Board or any Committee. ~~The CEO will appoint a chief operating officer. In the event of a vacancy or prolonged disability of~~

the CEO, the immediate supervisor of the CEO or the President's designee performs all duties of the CEO until a new CEO is selected.

1. Chief Operating Officer (COO)

The COO is the chief operating officer of the Foundation. The COO manages the business affairs of the Foundation as delegated by the CEO and is specifically authorized to sign documents on behalf of the Foundation in accordance with these bylaws and the policies of the Foundation. In the event of a vacancy or prolonged disability in the office of the CEO, the COO also performs all duties of the CEO until a new CEO is selected. The COO is not an Officer of the Foundation.

d. Corporate Secretary

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As Secretary, the CEO and The Corporate Secretary is responsible for ensuring that full and accurate minutes of all meetings of the Board and Committees are kept and that all notices required by these bylaws are transmitted. The Corporate Secretary performs other duties assigned by the Board and these bylaws. The Corporate Secretary is responsible for maintaining all official records of the Foundation, which are open to examination by any Director at reasonable times. The Corporate Secretary does not have the authority to execute documents on behalf of the Foundation. The Corporate Secretary has no vote on the Board or any Committee.

e. Vice President offer Strategic Initiatives, and Development and External Relations

The Vice President offer Strategic Initiatives, and Development and External Relations has the authority to accept gifts, collect revenues, and make expenditures on behalf of the Foundation. The Vice President for Strategic Initiatives, and Development and External Relations may attend meetings of the Board, the Executive Committee, and any other Committees. The Vice President of for Strategic Initiatives, and Development and External Relations has no vote on the Board or any Committee.

Section 3 – Non-Performance of Directors

In the event of absence, inability, or refusal to act of any Officer, the Executive Committee may appoint a successor to perform such Officer's respective duties, until the following meeting of the Board or any special meeting which may be held for the election of Officers. However, in the case of the CEO, Corporate Secretary, and Vice President of Strategic Initiatives, –and Development and External Relations. the Executive Committee may request the University President to appoint a new CEO as contemplated by this article.

Section 4 – Resignation

An Officer may resign at any time by submitting a written resignation to the CEO; if the CEO is resigning, written resignation will be to the University President.

ARTICLE 6. TRANSACTION OF FOUNDATION BUSINESS

Section 1 – Checks and Drafts

Checks or drafts (paper or electronic) on the funds of the Foundation must be signed by two ~~Officers, or an Officer and the COO.~~

Section 2 – Execution of Foundation Documents

The Chair, Vice Chair, CEO, ~~and Vice President of Strategic Initiatives, and Development and External Relations and COO~~ are authorized to execute in the name of the Foundation, with the ~~Corporate~~ Secretary attesting, if necessary, all certificates, contracts, deeds, notes, and other documents or legal instruments authorized or issued by the Board or these bylaws, or necessary to effectuate the purposes of the Foundation.

ARTICLE 7. COMMITTEES OF THE BOARD OF DIRECTORS

Section 1 – Standing and Special Committees

Standing Committees are permanent. Special Committees may be formed by the Chair for special purposes as requested and set forth by the Board; collectively they may be referred to as Committees. The Board may develop Committee Charters to further outline the duties and responsibilities of the Committees.

a. Membership and Term

The Chair appoints and removes committee members and committee chairs and may make changes at any time. A committee member serves until the Chair appoints a successor. Committees must have a minimum of three members whose membership will be determined by the Chair unless the Board determines otherwise. Committee service commences immediately upon appointment.

b. Special Appointees

A Special Appointee is appointed by the Chair to serve on a committee to enhance the purposes of the Committee. Special Appointees are not Directors but have full voting rights on the assigned Committee; they have no other rights or privileges of a Director. Membership on a Committee by any Special Appointee who is a University employee automatically terminates if the Special Appointee ceases to be a University employee.

c. Executive Committee

The Executive Committee is a standing Committee and consists of the following: the Chair, Vice Chair, the University President's designee, the Chair of the Board of Trustees' designee, and the chairs of the other

Standing Committees. The Chair may appoint additional members. The Chair, or in his or her absence the Vice Chair, presides at meetings of the Executive Committee. The CEO also attends all meetings of the Executive Committee.

1. Meetings

The Chair may call meetings of the Executive Committee. A majority of the Executive Committee constitutes a quorum.

2. Powers

The Executive Committee may exercise all powers and authority of the Board when the Board is not in session and may act in lieu of any Committee; provided however, the Executive Committee has no authority to alter, amend, or repeal the articles of incorporation or the bylaws of the Foundation or to elect or appoint Directors or Officers. Notwithstanding the prohibition on the Executive Committee electing or appointing Officers, the Executive Committee may appoint acting or interim Officers; however, Officers appointed by this authority may only serve until an election occurs.

d. Finance and Investment Committee

The Finance and Investment Committee is a Standing Committee that establishes and is responsible for the fiscal policy of the Foundation, including budgets and fees. The Finance and Investment Committee must recommend the budget for the next fiscal year to the Board at its regular meeting held prior to the end of the current fiscal year. The Finance and Investment Committee is also responsible for oversight of all Foundation investments, and the acquisition, management, and disposal of all real property offered to, or held by, the Foundation.

e. Nomination Committee

The Nomination Committee is a Standing Committee and is responsible for the recruiting and screening of potential Director candidates. The Nomination Committee works with the Directors, Officers, and University staff to recruit qualified candidates for membership on the Board; reviews candidates for Elected Director positions; and makes recommendations for membership to the Board. The Nomination Committee solicits Directors for Chair and Vice Chair of the Board forwarding those Directors to the Board for consideration.

f. Governance Committee

The Governance Committee is a Standing Committee and is responsible for the Governance documents and process of the Foundation. The Governance Committee reviews all changes to the

articles of incorporation, bylaws, and policies of the Board making recommendations for changes to the Board. The Governance Committee selects the Foundation's external and internal auditors, sets the audit plans with the auditors annually, reviews the annual audits of the Foundation, reports on the audits to the Board at the first Board meeting after each audit is completed and provides oversight for Foundation internal controls. The external auditor reports directly to the Governance Committee.

g. Alumni Leadership Committee.

~~The Alumni Leadership Committee is a Standing committee responsible for alumni engagement and cultivation. The Alumni Leadership Committee advises the Board on issues related to alumni relations. The Chair of the Alumni Leadership Committee must be an alum of the University. At least half of the Alumni Leadership Committee members must be alumni of the University.~~

Section 2 – Committee Actions; Records

Unless authorized by the Board to take a specific action, all official actions of any Committee other than the Executive Committee require approval or confirmation by the Board. If specific action is authorized, it must be reported to the Board at its next regularly scheduled meeting. The actions of the Executive Committee must be reported to the Board at the next regularly scheduled meeting.

ARTICLE 8. MEETINGS AND QUORUM

Section 1 – Calling Meetings

At least two meetings of the Board must be held during each fiscal year. The day, time, and place of the meetings will be determined by the Chair.

Section 2 – Special Meetings

Special meetings of the Board may be called by the Chair, CEO, a group of ten or more Directors, or the University President.

Section 3 – Quorum and Voting

~~A majority of all Directors constitutes a quorum at any duly noticed meeting of the Board and of any Committee. One-third of all members eligible to vote constitutes a quorum of any duly noticed meeting of the Board. A majority of any committee constitutes a quorum.~~ Directors or Officers may attend meetings in person, telephonically, or electronically. All questions must be determined by a majority vote of those present and voting, except:

- a.** A majority of all Directors must concur in amending these bylaws; and,
- b.** As otherwise provided in the articles of incorporation.

Section 4 – Presiding Officer

The Chair, or in the Chair's absence, the Vice Chair, will preside over meetings of the Board, or in the case of a Committee, the Chair or Vice Chair of the Committee. In the absence of both Officers from any meeting, the meeting will be run by a Director designated by the Board Chair or Committee chair as appropriate. If there is no designee, then the CEO may appoint any Director or Officer to preside.

Section 5 – Minutes

Written minutes of the Board and Committees must be presented for approval at the next regularly scheduled meeting of the Board or Committee.

Section 6 – Public Meetings via Telephonic or Electronic Media

The Board or any Committee may use telephone conference calls or other communications media technology ("CMT") to conduct Board business in the same manner as if the proceeding were held in person. A Director intending to attend a meeting of the Board via CMT must provide the CEO with a request two days in advance to attend the meeting by CMT. A Director may attend a meeting through CMT provided the member can both hear and speak to all other members (allowing for simultaneous transmission). Participation by a Director via CMT constitutes attendance in person at the meeting. The Board may participate in and hold a meeting of which all members participating in the meeting are attending via CMT provided that two days' notice is given to the CEO. The notice of any meeting which is to be conducted wholly by means of CMT will state where and how members of the public may gain access to the meeting.

Section 7 – Proxies

Proxies, general or special, are not allowed for any purpose in the meetings of the Board or Committees.

Section 8 – Roll Call

At the beginning of any meeting, the Secretary must ensure that the presence or absence of a quorum is determined. The roll will thereafter only be called at the request of the Chair or any Director, and after each roll call the presence or absence of a quorum will be announced.

Section 9 – Notice of Meetings

Notice To Board. The Secretary must ensure that the notice of each meeting is delivered to the Board not fewer than seven calendar days preceding the meeting unless waived as described in these bylaws. Electronic notice is permitted; telephonic notice is permitted in cases of an emergency, as determined by the Chair. Notice of regular meetings, Committee meetings, and special meetings of the Board will be given not less than 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 Secretary will ensure a notice of the time, date, place, and purpose of the meeting is posted on the Foundation's website.

Public Notice. All meetings of the Board and its Committees must always be noticed and open to the public. No resolution, rule, or formal action may be considered binding except as taken or made at a public meeting in accordance with section 286.011, Florida Statutes. However, these notice of public meeting requirements do not apply where the matters being considered are exempt by law from the notice or open meetings requirements (for example, meetings to discuss proposals seeking research funding). Notice of meetings that are required to be noticed will be posted on the Foundation's webpage on the Florida Polytechnic University website.

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

Consent 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 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 place instead on the discussion section of the agenda. Additionally, any Director 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 10- Appearances before the Board.

The Board allows for public comment during each Board and committee meeting. The public comment period is limited to individuals who wish to address an agenda item currently before the Board and have requested to comment at least 24 hours in advance in writing. The public comment period is limited to a total of fifteen (15) minutes. Comments by individuals who wish to address the Board concerning the agenda item are limited to three (3) minutes. The Chair is authorized to implement other reasonable procedures for the effective operation during the public comment period. Any individual or group representative who attempts to disrupt a Board or Committee meeting or presents a safety issue, will be subject to appropriate action (including removal) pursuant to law.

Section 110 – Waiver of Notice.

Whenever any notice is required to be given under the provisions of the

Florida Not for Profit Corporation Act or under the provisions of the articles of incorporation or the bylaws, a written waiver of the notice signed by the person or persons entitled to notice, whether before or after the time the notice was required, is deemed equivalent to the giving of the notice. Section 10 does not dispense with any public notice required by law.

ARTICLE 9. CONFLICTS OF INTEREST

Directors stand in a fiduciary relationship to the University and the Foundation. Therefore, Directors must act in good faith, with due regard to the interests of the University and the Foundation. The Foundation will maintain and periodically update a Conflict-of-Interest policy. All actual or potential conflicts of interests will be disclosed and addressed in accordance with the Foundation's Conflict of Interest policy, and each Board member must annually execute an acknowledgement of receipt and agreement to comply with said policy.

The Foundation maintains the highest ethical standards in all its operations to protect and preserve the Foundation's good name, business interests, and relationships with donors, beneficiaries, and the community at large.

ARTICLE 10. MISCELLANEOUS PROVISIONS.

Section 1 – Regulations of the Board of Trustees

The articles of incorporation and bylaws will be consistent with the applicable regulations of the University and the Board of Trustees, including the right of the University President to monitor and control the use of the name of the University and other University resources, to ensure compliance with federal and state law, and to approve contributions or supplements to support intercollegiate athletics or similar activities.

Section 2 – Nondiscrimination

The Foundation does not unlawfully discriminate based on race, creed, color, religion, sex, gender, age, national origin, sexual orientation, marital status, disability, political opinions or affiliations, or veteran status or any other basis protected by law.

Section 3 – Foundation Employees

No person employed by the Foundation is an employee of Florida Polytechnic University or Florida Polytechnic University's Board of Trustees solely because of such person's employment by the Foundation.

Section 4 – Confidentiality of Foundation Documents

As stated and qualified in section 1004.28, Florida Statutes, Foundation records are confidential and exempt from Florida public records laws. Upon receipt of a reasonable and specific request in writing, the Foundation will

provide financial information such as expenditures from Foundation funds, documentation regarding completed business transactions, and information about the management of Foundation assets. The Foundation will furnish this information in a format reasonably responsive to the request, at a reasonable cost to the requesting party, pursuant to Florida law. The Foundation will not, however, release any record or information that includes personal or financial information about a donor, prospective donor, alum, volunteer, or employee. All activities undertaken by University staff, faculty, or students, or by volunteers, are undertaken on behalf of the Foundation. All documents associated with such activities in possession of any University employee, student, or any volunteer, are records of the Foundation and are confidential except as provided by law.

Section 5 – Indemnification

a. Indemnification

Every Director, Officer, Special Appointee and University employee principally serving to assist the Foundation, will be indemnified by the Foundation against all expenses and liabilities, including attorneys' fees, reasonably incurred by or imposed on the Director, Officer, Special Appointee, or University employee in connection with any proceeding, including any appeal, or any settlement of any proceeding to which the individual may be a party or in which he or she becomes involved as a result of serving as a Director, Officer, Special Appointee or University employee. The indemnified party does not have to be a Director, Officer, Special Appointee, or University employee at the time the expenses or liabilities are incurred or imposed. In the event, however, of a settlement before entry of judgment, the indemnification will apply only upon approval by the Board as being in the best interests of the Foundation. This indemnification is in addition to and not exclusive of all other rights to which the person may be entitled.

b. Exceptions and Limitations

The indemnification set forth above does not apply in the case of an action by, or in the right of, the Foundation. A Director, Officer, Special Appointee, or University employee is entitled to indemnification only if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed, to the best interests of the Foundation and (where applicable) had no reasonable cause to believe his or her conduct was unlawful. This indemnification will be made in accordance with section 607.0850, Florida Statutes.

Section 6 – Written Policies

The Foundation will have written policies on ethics and conflicts of interest, and any other policy as required by law.

Section 7 – Review of Mission

The University President or designee will periodically review the mission of the Foundation to ensure that it is in furtherance of the interests of the University.

ARTICLE 11. AMENDMENTS.

These bylaws of the Foundation may be altered or amended at any meeting of the Board by resolution approved by a vote of a majority of the Board. Written notice of any proposed amendment of the bylaws must be emailed to each member of the Board not fewer than seven calendar days prior to any meeting at which the proposed amendment is to be considered. Directors may waive the requirement for physical (not electronic) mailing as described by these bylaws. Proposed amendments will become effective only after approval by the University President or his or her designee and the Board of Trustees.

Bylaws of Florida Polytechnic University Foundation, Inc. adopted by the Board of Directors of Florida Polytechnic University Foundation, Inc. on October 24, 2012, as amended. Revised and Restated Bylaws of Florida Polytechnic University Foundation, Inc. adopted.



REVISED AND RESTATED BYLAWS
of
Florida Polytechnic University Foundation, Inc.
A Florida Not-for Profit Corporation

ARTICLE 1. PURPOSE

Florida Polytechnic University Foundation, Inc. ("Foundation") is organized and operates exclusively to receive, hold, invest, and administer property and to make expenditures to or for the benefit of Florida Polytechnic University (the "University") by encouraging alumni and friends to provide private funds and other resources for the University's benefit, to manage those assets, to provide volunteer leadership in support of the University's objectives and to perform all business matters to accomplish these purposes, and to exercise rights in intellectual property for the benefit of the University.

The Foundation operates as a university direct support organization, as defined in sections 1004.28 and 1004.3451, Florida Statutes, as amended.

The Foundation supports the educational purposes of the University and promotes and encourages charitable and educational aid in the form of financial contributions, property, and any forms of services and support allowed by law. The Foundation may also promote, encourage, and assist research and training activities of faculty, staff, and students at the University through income from contracts, grants, contributions, and other sources, including, without limitation, income derived from or related to the development and commercialization of university work products. The Foundation promotes education and other related activities and encourages research and research programs, learning, and dissemination of information pertaining to university activities and those organizations in which the Foundation is associated. Additionally, the Foundation is entitled to conduct business for or on behalf of the University within the meaning of sections 501(c)(3) and 170(c) of the Internal Revenue Code of 1986 (as amended), at the University's written request.

In order to achieve the objects and purposes set forth above, the Foundation has the full power and authority to purchase, lease, and otherwise acquire, hold, mortgage, convey, and otherwise dispose of all kinds of property; and to invest, administer, and use the money and property of the Foundation, and any and all income derived therefrom, for any one or more of the purposes provided herein; provided, however, that no such powers may be exercised in a manner inconsistent with section 501(c)(3) of the Internal Revenue Code (or successor provisions of law), or Florida law.

ARTICLE 2. DEFINED TERMS

Capitalized terms used in these bylaws have the meanings set forth below.

1. "Board" means the Board of Directors of the Foundation.
2. "Board of Trustees" means the Florida Polytechnic University Board of Trustees.
3. "Chair" means the chair of the Board of Directors of the Foundation.
4. "Directors" means both Elected Directors and ex-officio Directors.
5. "Elected Directors" are those directors elected by the Board and approved by the University President and the Board of Trustees.
6. Fiscal Year means the 12 month period that begins July 1 and ends on June 30 of the following calendar year. This period serves as the official accounting year for all financial reporting, budgeting, and auditing purposes of the Foundation.
7. "For Cause" means actions or omissions that may adversely reflect on the interests or reputation of the Foundation or the University, as determined by the University President after consulting with the Executive Committee of the Board. Any such determination may be made at any time and does not depend on the conclusion of any external determination or process.
8. "Foundation" means Florida Polytechnic University Foundation, Inc.
9. "Officers" means the Foundation Chair, Vice Chair, Chief Executive Officer (CEO), or Vice President of Strategic Initiatives, Development and External Relations and any other Officers deemed necessary by the Board.
10. "University" means Florida Polytechnic University.
11. "University President" means the President of Florida Polytechnic University.

ARTICLE 3. OFFICES

The principal office of the Foundation is located in Lakeland, Polk County, Florida.

ARTICLE 4. BOARD OF DIRECTORS

Section 1 – Number

The board is composed of Directors and must always have at least 5 Elected Directors and no more than 45 Elected Directors.

Section 2 – Duties

The role of the Board is to assist in raising private funds and other resources for the University, to provide ongoing personal financial support for the University, and to participate in governance of and advocacy on behalf of the Foundation.

Section 3 – Selection of Elected Directors

Candidates for Elected Directors are nominated by a current Director, the President or the CEO. The CEO consults with the University President regarding nominees prior to submitting nominees to the Nomination Committee. The Nomination Committee reviews and recommends candidates to the Board to be an Elected Director. Candidates recommended by the Nomination Committee are presented to the Board for approval. Candidates may meet with the Board Chair, Vice Chair, or University Leadership prior to being presented to the Board. Once approved by the Board, candidates are then presented to the Board of Trustees for confirmation.

Section 4 – Ex-officio Directors

The ex-officio Directors are full voting members of the Board, unless otherwise noted, and include:

- a.** At least one designee selected by the chair of the Board of Trustees.
- b.** The University President or his or her designee.
- c.** The University Student Government President or designee, non-voting.
- d.** The Faculty Senate President or designee, non-voting.

Section 5 – Terms of Office

a. Elected Directors

The term for Elected Directors will be three years unless the Board votes for a longer term. An Elected Director may not serve for longer than nine years consecutively except as otherwise described in this paragraph. An Elected Director who has served nine years consecutively may be re-elected to the Board after the expiration of one year following the end of the Elected Director's last term. Vacancies occurring during a term may be filled for the unexpired portion in the manner provided for the election of Directors. Where a person fills a vacancy with less than one year of the term remaining, the Elected Director's years of service spent filling such vacancy are not counted for purposes of that person's eligibility to serve nine years consecutively. In exceptional circumstances, a Director who has served the maximum number of consecutive terms may be eligible for re-election for up to an additional term upon confirmation of the Board of Directors, provided such re-election is recommended by the Nominating Committee. Terms will run concurrent with the fiscal year beginning July 1 and ending June 30.

b. Ex-officio Directors

An Ex-officio Director serves so long as the Director holds the office or the position that resulted in placement on the Board or until the person empowered to make the appointment changes the designee.

Section 6 – Resignation

A Director may resign at any time by submitting a written resignation to the Chair with a copy to the CEO. If the Chair is resigning, the Chair will submit a written resignation to the Vice Chair with a copy to the CEO.

Section 7 – Removal

An Elected Director may be removed by a majority vote of the Board members present and voting, whenever in the Board's judgment the interests of the Foundation would be best served. Any Director may be removed For Cause by the University President after consultation with the Executive Committee.

ARTICLE 5. SELECTION AND POWERS OF OFFICER

Section 1 - Officers

a. Chair

The Chair is elected from the Elected Directors by a majority vote of the Directors voting and serves a two-year term.

b. Vice Chair

The Vice Chair is elected from the Elected Directors by a majority vote of the Directors voting and may not be the same person as the Chair. The Vice Chair serves a two-year term.

c. Chief Executive Officer (CEO)

The University's Chief Development Officer serves as the Foundation CEO, unless the University President designates otherwise in writing.

d. Corporate Secretary

The University President may designate a Corporate Secretary in writing. In the absence of a designated Corporate Secretary, the Chief Development Officer fulfills the role of the Corporate Secretary.

e. Vice President of Strategic Initiatives, Development and External Relations

The University's Vice President for Strategic Initiatives, Development and External Relations serves as an Officer of the Board unless otherwise determined by the University President and such determination is provided to the CEO in writing.

- f.** The Board may elect other officers by a majority vote of the Directors voting.
 - g.** If a vacancy occurs in an office (other than the offices of CEO, Corporate Secretary, and Vice President of Strategic Initiatives, Development and External Relations) an election will be held at any regular or special meetings of the Board to fill the vacancy; the Executive Committee may appoint interim officers until the Board appoints Officers.

Section 2 – Powers and Duties

a. Chair

The Chair presides at all meetings of the Board and performs other duties as may be assigned to the Chair by the Board or these bylaws. The Chair serves as Chair of the Executive Committee and when attending other Committee meetings, counts towards quorum and may vote.

b. Vice Chair

The Vice Chair presides at all meetings of the Board in the absence or disability of the Chair and performs other duties as may be assigned to the Vice Chair by the Chair, the Board, or these bylaws. In the event of a vacancy or prolonged disability in the office of the Chair, the Vice Chair also performs all duties of the Chair until a new Chair is selected.

c. Chief Executive Officer (CEO)

The CEO is responsible for the day-to-day management of the affairs of the Foundation. The CEO exercises the authority to accept gifts, collect revenues, and make expenditures, and is responsible for maintenance and management of the Foundation's activities and personnel, and performs other duties assigned to the CEO by the Board, the University President, or these bylaws. The CEO serves as the principal liaison officer between the University and the Board. The CEO attends meetings of the Board, attends meetings of the Executive Committee, and may attend any other Committees. The CEO has no vote on the Board or any Committee. In the event of a vacancy or prolonged disability of the CEO, the immediate supervisor of the CEO or the President's designee performs all duties of the CEO until a new CEO is selected.

d. Corporate Secretary

The Corporate Secretary is responsible for ensuring that full and accurate minutes of all meetings of the Board and Committees are kept and that all notices required by these bylaws are transmitted. The Corporate Secretary performs other duties assigned by the Board and these bylaws. The Corporate Secretary is responsible for maintaining all official records of the Foundation, which are open to examination by

any Director at reasonable times. The Corporate Secretary does not have the authority to execute documents on behalf of the Foundation. The Corporate Secretary has no vote on the Board or any Committee.

e. Vice President of Strategic Initiatives, Development and External Relations

The Vice President of Strategic Initiatives, Development and External Relations has the authority to accept gifts, collect revenues, and make expenditures on behalf of the Foundation. The Vice President for Strategic Initiatives, Development and External Relations may attend meetings of the Board, the Executive Committee, and any other Committees. The Vice President of Strategic Initiatives, Development and External Relations has no vote on the Board or any Committee.

Section 3 – Non-Performance of Directors

In the event of absence, inability, or refusal to act of any Officer, the Executive Committee may appoint a successor to perform such Officer's respective duties, until the following meeting of the Board or any special meeting which may be held for the election of Officers. However, in the case of the CEO, Corporate Secretary, and Vice President of Strategic Initiatives, Development and External Relations, the Executive Committee may request the University President to appoint a new CEO as contemplated by this article.

Section 4 – Resignation

An Officer may resign at any time by submitting a written resignation to the CEO; if the CEO is resigning, written resignation will be to the University President.

ARTICLE 6. TRANSACTION OF FOUNDATION BUSINESS

Section 1 – Checks and Drafts

Checks or drafts (paper or electronic) on the funds of the Foundation must be signed by two Officers..

Section 2 – Execution of Foundation Documents

The Chair, Vice Chair, CEO and Vice President of Strategic Initiatives, Development and External Relations are authorized to execute in the name of the Foundation, with the Corporate Secretary attesting, if necessary, all certificates, contracts, deeds, notes, and other documents or legal instruments authorized or issued by the Board or these bylaws, or necessary to effectuate the purposes of the Foundation.

ARTICLE 7. COMMITTEES OF THE BOARD OF DIRECTORS

Section 1 – Standing and Special Committees

Standing Committees are permanent. Special Committees may be formed by

the Chair for special purposes as requested and set forth by the Board; collectively they may be referred to as Committees. The Board may develop Committee Charters to further outline the duties and responsibilities of the Committees.

a. Membership and Term

The Chair appoints and removes committee members and committee chairs and may make changes at any time. A committee member serves until the Chair appoints a successor. Committees must have a minimum of three members whose membership will be determined by the Chair unless the Board determines otherwise. Committee service commences immediately upon appointment.

b. Special Appointees

A Special Appointee is appointed by the Chair to serve on a committee to enhance the purposes of the Committee. Special Appointees are not Directors but have full voting rights on the assigned Committee; they have no other rights or privileges of a Director. Membership on a Committee by any Special Appointee who is a University employee automatically terminates if the Special Appointee ceases to be a University employee.

c. Executive Committee

The Executive Committee is a standing Committee and consists of the following: the Chair, Vice Chair, the University President's designee, the Chair of the Board of Trustees' designee, and the chairs of the other Standing Committees. The Chair may appoint additional members. The Chair, or in his or her absence the Vice Chair, presides at meetings of the Executive Committee. The CEO also attends all meetings of the Executive Committee.

1. Meetings

The Chair may call meetings of the Executive Committee. A majority of the Executive Committee constitutes a quorum.

2. Powers

The Executive Committee may exercise all powers and authority of the Board when the Board is not in session and may act in lieu of any Committee; provided however, the Executive Committee has no authority to alter, amend, or repeal the articles of incorporation or the bylaws of the Foundation or to elect or appoint Directors or Officers. Notwithstanding the prohibition on the Executive Committee electing or appointing Officers, the Executive Committee may appoint acting or interim Officers; however, Officers appointed by this authority may only serve until an election occurs.

d. Finance and Investment Committee

The Finance and Investment Committee is a Standing Committee that establishes and is responsible for the fiscal policy of the Foundation, including budgets and fees. The Finance and Investment Committee must recommend the budget for the next fiscal year to the Board at its regular meeting held prior to the end of the current fiscal year. The Finance and Investment Committee is also responsible for oversight of all Foundation investments, and the acquisition, management, and disposal of all real property offered to, or held by, the Foundation.

e. Nomination Committee

The Nomination Committee is a Standing Committee and is responsible for the recruiting and screening of potential Director candidates. The Nomination Committee works with the Directors, Officers, and University staff to recruit qualified candidates for membership on the Board; reviews candidates for Elected Director positions; and makes recommendations for membership to the Board. The Nomination Committee solicits Directors for Chair and Vice Chair of the Board forwarding those Directors to the Board for consideration.

f. Governance Committee

The Governance Committee is a Standing Committee and is responsible for the Governance documents and process of the Foundation. The Governance Committee reviews all changes to the articles of incorporation, bylaws, and policies of the Board making recommendations for changes to the Board. The Governance Committee selects the Foundation's external and internal auditors, sets the audit plans with the auditors annually, reviews the annual audits of the Foundation, reports on the audits to the Board at the first Board meeting after each audit is completed and provides oversight for Foundation internal controls. The external auditor reports directly to the Governance Committee.

Section 2 – Committee Actions; Records

Unless authorized by the Board to take a specific action, all official actions of any Committee other than the Executive Committee require approval or confirmation by the Board. If specific action is authorized, it must be reported to the Board at its next regularly scheduled meeting. The actions of the Executive Committee must be reported to the Board at the next regularly scheduled meeting.

ARTICLE 8. MEETINGS AND QUORUM

Section 1 – Calling Meetings

At least two meetings of the Board must be held during each fiscal year. The day, time, and place of the meetings will be determined by the Chair.

Section 2 – Special Meetings

Special meetings of the Board may be called by the Chair, CEO, a group of ten or more Directors, or the University President.

Section 3 – Quorum and Voting

One-third of all members eligible to vote constitutes a quorum of any duly noticed meeting of the Board. A majority of any committee constitutes a quorum. Directors or Officers may attend meetings in person, telephonically, or electronically. All questions must be determined by a majority vote of those present and voting, except:

- a.** A majority of all Directors must concur in amending these bylaws; and,
- b.** As otherwise provided in the articles of incorporation.

Section 4 – Presiding Officer

The Chair, or in the Chair's absence, the Vice Chair, will preside over meetings of the Board, or in the case of a Committee, the Chair or Vice Chair of the Committee. In the absence of both Officers from any meeting, the meeting will be run by a Director designated by the Board Chair or Committee chair as appropriate. If there is no designee, then the CEO may appoint any Director or Officer to preside.

Section 5 – Minutes

Written minutes of the Board and Committees must be presented for approval at the next regularly scheduled meeting of the Board or Committee.

Section 6 – Public Meetings via Telephonic or Electronic Media

The Board or any Committee may use telephone conference calls or other communications media technology ("CMT") to conduct Board business in the same manner as if the proceeding were held in person. A Director intending to attend a meeting of the Board via CMT must provide the CEO with a request two days in advance to attend the meeting by CMT. A Director may attend a meeting through CMT provided the member can both hear and speak to all other members (allowing for simultaneous transmission). Participation by a Director via CMT constitutes attendance in person at the meeting. The Board may participate in and hold a meeting of which all members participating in the meeting are attending

via CMT provided that two days' notice is given to the CEO. The notice of any meeting which is to be conducted wholly by means of CMT will state where and how members of the public may gain access to the meeting.

Section 7 – Proxies

Proxies, general or special, are not allowed for any purpose in the meetings of the Board or Committees.

Section 8 – Roll Call

At the beginning of any meeting, the Secretary must ensure that the presence or absence of a quorum is determined. The roll will thereafter only be called at the request of the Chair or any Director, and after each roll call the presence or absence of a quorum will be announced.

Section 9 – Notice of Meetings

Notice To Board. The Secretary must ensure that the notice of each meeting is delivered to the Board not fewer than seven calendar days preceding the meeting unless waived as described in these bylaws.

Electronic notice is permitted; telephonic notice is permitted in cases of an emergency, as determined by the Chair. Notice of regular meetings, Committee meetings, and special meetings of the Board will be given not less than 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 Secretary will ensure a notice of the time, date, place, and purpose of the meeting is posted on the Foundation's website.

Public Notice. All meetings of the Board and its Committees must always be noticed and open to the public. No resolution, rule, or formal action may be considered binding except as taken or made at a public meeting in accordance with section 286.011, Florida Statutes. However, these notice of public meeting requirements do not apply where the matters being considered are exempt by law from the notice or open meetings requirements (for example, meetings to discuss proposals seeking research funding). Notice of meetings that are required to be noticed will be posted on the Foundation's webpage on the Florida Polytechnic University website.

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

Consent 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 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 Director 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 10- Appearances before the Board

The Board allows for public comment during each Board and committee meeting. The public comment period is limited to individuals who wish to address an agenda item currently before the Board and have requested to comment at least 24 hours in advance in writing. The public comment period is limited to a total of fifteen (15) minutes. Comments by individuals who wish to address the Board concerning the agenda item are limited to three (3) minutes. The Chair is authorized to implement other reasonable procedures for the effective operation during the public comment period. Any individual or group representative who attempts to disrupt a Board or Committee meeting or presents a safety issue, will be subject to appropriate action (including removal) pursuant to law.

Section 11 – Waiver of Notice

Whenever any notice is required to be given under the provisions of the Florida Not for Profit Corporation Act or under the provisions of the articles of incorporation or the bylaws, a written waiver of the notice signed by the person or persons entitled to notice, whether before or after the time the notice was required, is deemed equivalent to the giving of the notice. Section 10 does not dispense with any public notice required by law.

ARTICLE 9. CONFLICTS OF INTEREST

Directors stand in a fiduciary relationship to the University and the Foundation. Therefore, Directors must act in good faith, with due regard to the interests of the University and the Foundation. The Foundation will maintain and periodically update a Conflict-of-Interest policy. All actual or potential conflicts of interests will be disclosed and addressed in accordance with the Foundation's Conflict of Interest policy, and each Board member must annually execute an acknowledgement of receipt and agreement to comply with said policy.

The Foundation maintains the highest ethical standards in all its operations to protect and preserve the Foundation's good name, business interests, and relationships with donors, beneficiaries, and the community at large.

ARTICLE 10. MISCELLANEOUS PROVISIONS.

Section 1 – Regulations of the Board of Trustees

The articles of incorporation and bylaws will be consistent with the applicable regulations of the University and the Board of Trustees, including the right of the University President to monitor and control the use of the name of the University and other University resources, to ensure compliance with federal and state law, and to approve contributions or supplements to support intercollegiate athletics or similar activities.

Section 2 – Nondiscrimination

The Foundation does not unlawfully discriminate based on race, creed, color, religion, sex, gender, age, national origin, sexual orientation, marital status, disability, political opinions or affiliations, or veteran status or any other basis protected by law.

Section 3 – Foundation Employees

No person employed by the Foundation is an employee of Florida Polytechnic University or Florida Polytechnic University's Board of Trustees solely because of such person's employment by the Foundation.

Section 4 – Confidentiality of Foundation Documents

As stated and qualified in section 1004.28, Florida Statutes, Foundation records are confidential and exempt from Florida public records laws. Upon receipt of a reasonable and specific request in writing, the Foundation will provide financial information such as expenditures from Foundation funds, documentation regarding completed business transactions, and information about the management of Foundation assets. The Foundation will furnish this information in a format reasonably responsive to the request, at a reasonable cost to the requesting party, pursuant to Florida law. The Foundation will not, however, release any record or information that includes personal or financial information about a donor, prospective donor, alum, volunteer, or employee. All activities undertaken by University staff, faculty, or students, or by volunteers, are undertaken on behalf of the Foundation. All documents associated with such activities in possession of any University employee, student, or any volunteer, are records of the Foundation and are confidential except as provided by law.

Section 5 – Indemnification

a. Indemnification

Every Director, Officer, Special Appointee and University employee principally serving to assist the Foundation, will be indemnified by the Foundation against all expenses and liabilities, including attorneys' fees, reasonably incurred by or imposed on the Director, Officer, Special Appointee, or University employee in connection with any proceeding, including any appeal, or any settlement of any proceeding to which the individual may be a party or in which he or she becomes involved as a

result of serving as a Director, Officer, Special Appointee or University employee. The indemnified party does not have to be a Director, Officer, Special Appointee, or University employee at the time the expenses or liabilities are incurred or imposed. In the event, however, of a settlement before entry of judgment, the indemnification will apply only upon approval by the Board as being in the best interests of the Foundation. This indemnification is in addition to and not exclusive of all other rights to which the person may be entitled.

b. Exceptions and Limitations

The indemnification set forth above does not apply in the case of an action by, or in the right of, the Foundation. A Director, Officer, Special Appointee, or University employee is entitled to indemnification only if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed, to the best interests of the Foundation and (where applicable) had no reasonable cause to believe his or her conduct was unlawful. This indemnification will be made in accordance with section 607.0850, Florida Statutes.

Section 6 – Written Policies

The Foundation will have written policies on ethics and conflicts of interest, and any other policy as required by law.

Section 7 – Review of Mission

The University President or designee will periodically review the mission of the Foundation to ensure that it is in furtherance of the interests of the University.

ARTICLE 11. AMENDMENTS.

These bylaws of the Foundation may be altered or amended at any meeting of the Board by resolution approved by a vote of a majority of the Board. Written notice of any proposed amendment of the bylaws must be emailed to each member of the Board not fewer than seven calendar days prior to any meeting at which the proposed amendment is to be considered. Directors may waive the requirement for physical (not electronic) mailing as described by these bylaws. Proposed amendments will become effective only after approval by the University President or his or her designee and the Board of Trustees.

Bylaws of Florida Polytechnic University Foundation, Inc. adopted by the Board of Directors of Florida Polytechnic University Foundation, Inc. on October 24, 2012, as amended. Revised and Restated Bylaws of Florida Polytechnic University Foundation, Inc. adopted.

**THE FLORIDA POLYTECHNIC UNIVERSITY FOUNDATION
BOARD OF DIRECTORS**

**Board of Directors
Resolution 2026-001**

SUBJECT: Revision of Bylaws

RESOLUTION OF THE BOARD OF DIRECTORS FLORIDA POLYTECHNIC UNIVERSITY FOUNDATION, INC.

WHEREAS, the Florida Polytechnic University Foundation, Inc. (the "Foundation") is a Florida not-for-profit corporation and the certified Direct Support Organization ("DSO") for Florida Polytechnic University pursuant to Section 1004.28, Florida Statutes, as amended;

WHEREAS, the Bylaws of the Foundation were last restated on November 5, 2021;

WHEREAS, the Governance Committee has reviewed the Bylaws, recommended certain revisions to enhance governance, ensure alignment with best practices and applicable law, and otherwise improve operational clarity, and has approved such revisions;

WHEREAS, written notice of the proposed amendments was provided to the Board in accordance with Article 11 of the Bylaws; and

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors hereby approves and adopts the Revised and Restated Bylaws of the Florida Polytechnic University Foundation, Inc. (as set forth in the document presented to the Board, which is incorporated herein as Exhibit A), subject to approval by the University President or his or her designee and the Board of Trustees approval at their next meeting February 13, 2026.

**Florida Polytechnic University Foundation, Inc. and
Florida Polytechnic University
Memorandum of Understanding**

May 5, 2023

Preamble

This Memorandum of Understanding (MOU) is created between Florida Polytechnic University Foundation, Inc. (Foundation), a 501(c)(3) not-for-profit direct-support organization of Florida Polytechnic University, and the Florida Polytechnic University Board of Trustees (University), a public body corporate.

I. Governance

- a. University. The University is one of Florida's 12 state universities and a premier educational institution with a mission ~~is to serve students and industry through educational~~ excellence and the discovery, advancement, and application of knowledge in science, technology, engineering, and mathematics. The University Board of Trustees is responsible for setting the mission, vision, and strategic plan for the University. The University Board of Trustees is responsible for the oversight of all aspects of University operations, and the employment, compensation, and evaluation of all University employees, including the President.
- a. Foundation. The Foundation was organized and incorporated in October 2012 ~~as a separately incorporated 501(c)(3) not-for-profit organization~~, exclusively to receive, hold, invest, and administer property and to make expenditures to or for the benefit ~~of~~ the University. ~~The Foundation Board of Directors is responsible for the control and management of all assets of the Foundation, including the prudent management of all gifts consistent with donor intent. by encouraging alumni and friends to provide private funds and other resources for the University's benefit, to manage those assets, to provide volunteer leadership in support of the University's objectives and to perform all business matters to accomplish these purposes, and to exercise rights in intellectual property for the benefit of the University.~~
- b. The Foundation is certified as a direct support organization of the University as authorized in section 1004.28, Florida Statutes, and Florida Board of Governors Regulation 9.011.
- c. The sole purpose of the Foundation is to serve the University. Therefore, the Foundation is dedicated to assisting the University's academic mission, vision, and other priorities of the University through financial support. The University is dedicated to supporting the Foundation in its daily operations. through services used by the University to support it.

II. Guiding Principles

- a. **Separate Entities.** The Foundation operates as a separately incorporated and tax-exempt organization in accordance with state and federal law.
- b. **University Mission and Vision.** The Foundation supports the University's mission and vision by encouraging alumni and friends to provide private funds and other resources for the University's benefit, to manage those assets, to provide volunteer leadership in support of the University's objectives and to perform all business matters to accomplish these purposes, and to exercise rights in intellectual property for the benefit of the University.
- c. **Collaboration.** The University and the Foundation, under the authority of the University President, agree to work collaboratively to ensure transparency, accountability, and compliance with applicable laws, regulations, and ethical standards. The University's Vice President and Chief Financial Officer is invited to attend all Foundation Board meetings and serves as advisor to the Foundation Board.

II-III. Roles and Responsibilities

a. Foundation

1. **Fundraising and Resource Development.** The Foundation partners with the University to engage the community, inspire investment, and steward resources to build a world class University. The Foundation conducts fundraising campaigns, donor cultivation, and stewardship activities on behalf of the University. The Foundation secures, manages, and disburses private gifts, grants, and bequests in accordance with donor intent and University priorities. The Foundation actively engages alumni, donors, and other stakeholders to promote the University's mission and programs. The Foundation may, as appropriate, explore current opportunities, including acquisition and management of real estate on behalf of the University for future allocation, transfer, or use. The Foundation may hold licensing agreements and other forms of intellectual property.
2. **Asset Management.** The Foundation oversees the investment and management of funds, including endowments, in compliance with applicable laws and the Foundation's policies. The Foundation will provide regular financial reports to the University detailing the status of funds and disbursements.
3. **Operations Management.** The Foundation is responsible for the performance and oversight of all aspects of its operations based on a comprehensive set of bylaws that clearly address the Foundation Board of Directors' Fiduciary responsibilities, including reporting of any conflict of interest from individual board members. The Foundation maintains accurate and up-to-date records of donations and donor information. The Foundation ensures compliance with IRS regulations and other reporting requirements. The Foundation is responsible for complying with all applicable laws, bylaws, regulations, and policies.
4. **Financial Support.** Based on collaborative discussions with the University President and the availability of funds, the Foundation may provide a portion of University employee compensation, payment for lobbying services, and reasonable

entertainment expenses and travel not covered by the University.~~—based on collaborative discussions and availability of funds.~~

5. Communication. The Foundation commits to proactively providing information to the University, and providing information upon the University's request.

2.

b. University

1. Selection of CEO. The Foundation's ~~C~~hief ~~E~~xecutive ~~O~~fficer, ~~currently the Vice President of Advancement~~, is selected and appointed by the University President in consultation with the Foundation ~~Board's Board of Directors Chair and serves as a member of the President's cabinet~~.

2. Communication. The University President, directly or through the ~~CEO/ Vice President of Advancement~~, is responsible for communicating the University priorities and long-term fundraising plans to the Foundation. ~~The University will include the Foundation in University planning and discussion related to fundraising priorities and donor relations. The University will provide the Foundation with regular updates on University priorities, goals, and strategic initiatives.~~

3. Alumni Relations. The University will work with the Foundation to foster, maintain, and support a mutually beneficial relationship between the University alumni and the University. The University may create an Alumni Group that provides feedback and support relating to the planning, coordination, and implementation of community building and engagement, student support, University advancement, and promotion of the University. The University and the Foundation will work together to collect any data related to alumni needed and to comply with any reporting requirements.

4. Compliance and Oversight. The President, directly or in coordination with the ~~CEO~~, monitors and controls the use of University resources by the Foundation, the use of the University name, and compliance with federal and state laws. The CEO is tasked with maintaining the independence of the Foundation while providing oversight to ensure that the Foundation's activities align with University policies and applicable laws.

3. Use of University Resources. The University has expertise in multiple areas that can be of use to the Foundation. ~~The University is committed to sharing that expertise with the Foundation.~~ The University agrees that it will permit reasonable use of University equipment, software (to the extent permitted in the third-party license agreement), and personnel as needed to coordinate the activities of Foundation with its educational operations. ~~Further,~~ University officers and employees may reasonably assist from time to time in development programs as may be needed or helpful in coordinating those Foundation activities with the operations of the University. The University allows the Foundation the use of its space as governed by University regulation without the requirement of a facility use agreement; Foundation may be required to fill out any documents similar to a department or other affiliated entity.

5.

- i. The University will provide services upon request of the Foundation or may volunteer to do so. The Foundation will seek support in the areas of information technology services, strategic communications, and financial services from the University prior to seeking services from outside the University. Services provided to Foundation will be on par with services rendered to other University departments.
- ii. The University or its personnel may opt not to provide services where a conflict may be created between the Foundation and the University or in their duties to the University whether fiduciary or otherwise (e.g., Chief Audit Executive, General Counsel). The University will not charge the Foundation for services under this MOU except as it would internally charge its departments for the same or similar services or unless as otherwise agreed by the parties in writing.
- iii. Any University employee providing services to the Foundation will record the time spent providing such services in Workday.

III. University Services

~~More specifically, University will provide the following services to the Foundation:~~

- a. ~~Academic Affairs~~
 - 1. ~~Coordinate with appropriate personnel to schedule meetings with donors and potential donors as needed.~~
 - 2. ~~Operational and administrative support at Foundation sponsored events.~~
- b. ~~Division of the President~~
 - 1. ~~University Audit and Compliance~~
 - a. ~~Coordinate with the Office of Audit and Compliance for available time on required and requested audits.~~
 - 2. ~~University Relations~~
 - a. ~~Coordinate with University Relations for available time on marketing and communication services as needed to ensure strategic alignment with the University.~~
- c. ~~Administration and Finance~~
 - 1. ~~Finance and Accounting~~
 - a. ~~Coordinate with Office of Administration and Finance for available time on general finance and accounting needs.~~
 - b. ~~Transfer to or allow Foundation to cash checks made out by donors to the University instead of the Foundation where the donor's intent was to donate to the Foundation.~~
 - 2. ~~Procurement and Contract Support~~

- a. ~~Coordinate with Procurement for available time to provide comparable services for Foundation procured goods and services including cost savings and initial contract review and feedback.~~
- b. ~~Where Procurement is conducting a competitive solicitation for a University-wide agreement such as for food service, pouring rights, and particularly where a grant of exclusivity is contemplated, Procurement will involve the Foundation in the development of the pertinent portion of the competitive solicitation when the successful vendor will be asked to indicate in its response whether it will be providing donations to the Foundation, in kind or otherwise, as part of the agreement.~~

A. General Counsel

- 3. ~~Coordinate with the Office of the General Counsel for available time to provide legal services and representation for the Foundation.~~
- d. Technology Support
 - 1. ~~Where Foundation aligns hardware or software with University systems, service will be “full service” comparable to any University department; otherwise, services will be rendered as may be accommodated.~~
 - 2. Enterprise Systems
 - a. ~~The University may provide the Foundation support regarding the University’s enterprise resource system, if needed.~~

IV. The Foundation Services

A. The Foundation agrees that it will provide the University:

- 3. ~~Information to Institutional Research and effectiveness about alumni from Foundation’s surveys; and~~
- 4. ~~Fundraising initiatives and activities that further the University’s mission such as support for scholarships and student support, facilities, research, programs, and unrestricted funding to support University initiatives including entertainment expenses and travel not covered by the University.~~

V. Licenses

VI. IV.

- a. Name and Logo. Each party allows the other party a non-exclusive, royalty-free, fully paid-up license to use the other party’s name, logotypes, or trademarks for non-commercial purposes. Foundation’s use of anything governed by this clause for purposes of soliciting gifts will be deemed non-commercial so long as the Foundation remains a direct-support organization of the University.

b. **Termination of License.** If the Foundation is ever decertified as a direct-support organization of the University, the license granted in this MOU will terminate.

VII-V. General Terms

- a. As separate entities, neither party is responsible for the other party's liabilities arising from any actions or inactions.
- b. For any obligations under this MOU in which the Foundation agrees to provide fundraising support, such obligation will be construed only to make best efforts to raise funds and is not a commitment to any amount. In the event the Foundation does not have sufficient funds to meet funding requests of individual University departments, the Foundation CEO and University President will determine the funding priorities. Foundation, in consultation with the University President or the President's designee, will determine fundraising priorities to the extent Foundation cannot meet requests of individual University departments.
- c. This MOU and any amendments to it are governed by Florida law and any University or Board of Governors regulations.
- d. This MOU supersedes any prior written or oral agreements and is effective immediately upon execution by the parties. The MOU will remain in effect from year to year unless modified in writing by mutual agreement of the parties.
- e. In the event of conflict between the parties, representatives of the parties will meet to discuss the conflict prior to any termination of this MOU. The MOU will automatically terminate if the Foundation is decertified as a direct-support organization of the University.
- f. The Foundation and University recognizes that this MOU is a public record.

For the University:

For the Foundation:

**Florida Polytechnic University Foundation, Inc. and
Florida Polytechnic University
Memorandum of Understanding**

Preamble

This Memorandum of Understanding (MOU) is created between Florida Polytechnic University Foundation, Inc. (Foundation), a 501(c)(3) not-for-profit direct-support organization of Florida Polytechnic University, and the Florida Polytechnic University Board of Trustees (University), a public body corporate.

I. Governance

- a. **University.** The University is one of Florida's 12 state universities and a premier educational institution with a mission to serve students and industry through educational excellence and the discovery, advancement, and application of knowledge in science, technology, engineering, and mathematics. The University Board of Trustees is responsible for setting the mission, vision, and strategic plan for the University. The University Board of Trustees is responsible for the oversight of all aspects of University operations, and the employment, compensation, and evaluation of all University employees, including the President.
- b. **Foundation.** The Foundation was organized and incorporated in October 2012 as a separately incorporated 501(c)(3) not-for-profit organization, exclusively to receive, hold, invest, and administer property and to make expenditures to or for the benefit of the University. The Foundation Board of Directors is responsible for the control and management of all assets of the Foundation, including the prudent management of all gifts consistent with donor intent. The Foundation is certified as a direct support organization of the University as authorized in section 1004.28, Florida Statutes, and Florida Board of Governors Regulation 9.011.
- c. The sole purpose of the Foundation is to serve the University. Therefore, the Foundation is dedicated to assisting the University's mission, vision, and other priorities of the University through financial support. The University is dedicated to supporting the Foundation in its daily operations.

II. Guiding Principles

- a. **Separate Entities.** The Foundation operates as a separately incorporated and tax-exempt organization in accordance with state and federal law.
- b. **University Mission and Vision.** The Foundation supports the University's mission and vision by encouraging alumni and friends to provide private funds and other resources for the University's benefit, to manage those assets, to provide volunteer leadership in support of the University's objectives and to perform all business matters to accomplish these purposes, and to exercise rights in intellectual property for the benefit of the University.

- c. **Collaboration.** The University and the Foundation, under the authority of the University President, agree to work collaboratively to ensure transparency, accountability, and compliance with applicable laws, regulations, and ethical standards. The University's Vice President and Chief Financial Officer is invited to attend all Foundation Board meetings and serves as advisor to the Foundation Board.

III. Roles and Responsibilities

a. Foundation

- 1. **Fundraising and Resource Development.** The Foundation partners with the University to engage the community, inspire investment, and steward resources to build a world class University. The Foundation conducts fundraising campaigns, donor cultivation, and stewardship activities on behalf of the University. The Foundation secures, manages, and disburses private gifts, grants, and bequests in accordance with donor intent and University priorities. The Foundation actively engages alumni, donors, and other stakeholders to promote the University's mission and programs. The Foundation may, as appropriate, explore current opportunities, including acquisition and management of real estate on behalf of the University for future allocation, transfer, or use. The Foundation may hold licensing agreements and other forms of intellectual property.
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- 4. **Financial Support.** Based on collaborative discussions with the University President and the availability of funds, the Foundation may provide a portion of University employee compensation, payment for lobbying services, and reasonable entertainment expenses and travel not covered by the University.
- 5. **Communication.** The Foundation commits to proactively providing information to the University and providing information upon the University's request.

b. University

- 1. **Selection of CEO.** The Foundation's Chief Executive Officer is selected and appointed by the University President in consultation with the Foundation Board Chair.
- 2. **Communication.** The University President, directly or through the CEO, is responsible for communicating the University priorities and long-term fundraising plans to the Foundation. The University will include the Foundation in University planning and

Florida Polytechnic University Foundation, Inc.
and Florida Polytechnic University
Memo of Understanding

discussion related to fundraising priorities and donor relations. The University will provide the Foundation with regular updates on University priorities, goals, and strategic initiatives.

3. **Alumni Relations.** The University will work with the Foundation to foster, maintain, and support a mutually beneficial relationship between the University alumni and the University. The University may create an Alumni Group that provides feedback and support relating to the planning, coordination, and implementation of community building and engagement, student support, University advancement, and promotion of the University. The University and the Foundation will work together to collect any data related to alumni needed and to comply with any reporting requirements.
4. **Compliance and Oversight.** The President, directly or in coordination with the CEO, monitors and controls the use of University resources by the Foundation, the use of the University name, and compliance with federal and state laws. The CEO is tasked with maintaining the independence of the Foundation while providing oversight to ensure that the Foundation's activities align with University policies and applicable laws.
5. **Use of University Resources.** The University has expertise in multiple areas that can be of use to the Foundation. The University is committed to sharing that expertise with the Foundation. The University agrees that it will permit reasonable use of University equipment, software (to the extent permitted in the third-party license agreement), and personnel as needed to coordinate the activities of Foundation with its educational operations. University officers and employees may reasonably assist from time to time in development programs as may be needed or helpful in coordinating those Foundation activities with the operations of the University. The University allows the Foundation the use of its space as governed by University regulation without the requirement of a facility use agreement; Foundation may be required to fill out any documents similar to a department or other affiliated entity.
 - i. The University will provide services upon request of the Foundation or may volunteer to do so. The Foundation will seek support in the areas of information technology services, strategic communications, and financial services from the University prior to seeking services from outside the University. Services provided to Foundation will be on par with services rendered to other University departments.
 - ii. The University or its personnel may opt not to provide services where a conflict may be created between the Foundation and the University or in their duties to the University whether fiduciary or otherwise (e.g., Chief Audit Executive, General Counsel). The University will not charge the Foundation for services under this MOU except as it would internally charge its departments for the same or similar services or unless as otherwise agreed by the parties in writing.
 - iii. Any University employee providing services to the Foundation will record the time spent providing such services in Workday.

Florida Polytechnic University Foundation, Inc.
and Florida Polytechnic University
Memo of Understanding

IV. Licenses

- a. **Name and Logo.** Each party allows the other party a non-exclusive, royalty-free, fully paid-up license to use the other party's name, logotypes, or trademarks for non-commercial purposes. Foundation's use of anything governed by this clause for purposes of soliciting gifts will be deemed non-commercial so long as the Foundation remains a direct-support organization of the University.
- b. **Termination of License.** If the Foundation is ever decertified as a direct-support organization of the University, the license granted in this MOU will terminate.

V. General Terms

- a. As separate entities, neither party is responsible for the other party's liabilities arising from any actions or inactions.
- b. For any obligations under this MOU in which the Foundation agrees to provide fundraising support, such obligation will be construed only to make best efforts to raise funds and is not a commitment to any amount. In the event the Foundation does not have sufficient funds to meet funding requests of individual University departments, the Foundation CEO and University President will determine the funding priorities.
- c. This MOU and any amendments to it are governed by Florida law and any University or Board of Governors regulations.
- d. This MOU supersedes any prior written or oral agreements and is effective immediately upon execution by the parties. The MOU will remain in effect from year to year unless modified in writing by mutual agreement of the parties.
- e. In the event of conflict between the parties, representatives of the parties will meet to discuss the conflict prior to any termination of this MOU. The MOU will automatically terminate if the Foundation is decertified as a direct-support organization of the University.
- f. The Foundation and University recognizes that this MOU is a public record.

For the University:

For the Foundation:

Florida Polytechnic University
Board of Trustees
February 13, 2026

Subject: Consent Agenda

Proposed Board Action

Approve the consent agenda.

Each of the following items comes before the Board with unanimous approval from the respective Committees, and, as such, there is no need for a second.

- A. Governance Committee
 - 1. Approve the PBF Audit and Data Integrity Certification
- B. Finance and Facilities Committee
 - 1. Approve the Out-of-State Increase, Inc. to Existing Fees or New Fees
 - 2. Approve the Budget Amendment Request for the Gary C. Wendt Engineering Center Construction Project
- C. Board of Trustees
 - 1. Approve the Board of Trustees Meeting minutes from January 22, 2026
 - 2. Approve the Ad Hoc Committee Meeting minutes from December 9, 2025
 - 3. Approve the Board of Trustees Meeting minutes from November 19, 2025
 - 4. Approve the Board of Trustees Retreat minutes from November 18, 2025

Background Information

For additional information about any of the items listed above, please see that committee's meeting materials.

Supporting Documentation:

- 1. Board of Trustees Meeting minutes from January 22, 2026
- 2. Ad Hoc Committee Meeting minutes from December 9, 2025
- 3. Board of Trustees Meeting minutes from November 19, 2025
- 4. Board of Trustees Retreat minutes from November 18, 2025

Prepared by: Kristen Wharton, Corporate Secretary and Special Assistant to the President



BOARD OF TRUSTEES

Board of Trustees

DRAFT Meeting Minutes

January 22, 2026
10:00 A – 10:30 A

Virtual via Microsoft Teams

I. Call to Order

Chair Beth Kigel called the meeting to order at 10:01 a.m. She welcomed the Board's four new trustees to their first meeting.

II. Roll Call

Kristen Wharton called the roll: Chair Beth Kigel, Vice Chair Jesse Panuccio, Trustee Patrick Hagen, Trustee Eliot Peace, Trustee Sumanth Neelam, Trustee Colby Manrodt, Trustee Edwar Romero, Trustee Ilya Shapiro, Trustee Rob Kincart and Trustee Sid Theis were present (Quorum).

Trustees not present: Vice Chair Jesse Panuccio, Trustee Jack Harrell, III

Staff Present: President Devin Stephenson, Provost Brad Thiessen, Bryan Brooks, Dr. Tanner McKnight, Kelli Stargel, Kristen Wharton, David Blanton, Kevin Calkins

III. Public Comment

There were no requests received for public comment.

IV. Performance-Based Funding (PBF) Metrics

Dr. Brad Thiessen, Vice President and Provost, provided an overview of Performance-Based Funding (PBF) metrics for Florida's State University System (SUS). It was noted that while the two metrics under consideration will begin to be measured now, they will not impact Florida Poly's PBF funding until 2027.

The Board of Governors (BOG) requested Florida Poly to propose a replacement metric for Metric 8. All universities within the State University System were also asked to propose a replacement metric for Metric 10.

For Metric 10, each university was provided with eight alternative options. The provost recommended selecting "percentage of graduates with internships," citing direct alignment with Priority 1 of the University's strategic plan. The strategic plan establishes a goal that by 2030, 100% of graduates will complete an internship. Current performance is reported at 97%.

Trustee Rob Kincart inquired about the basis for confidence in achieving 100% performance on the internship metric. Provost Thiessen indicated that completion of an internship will be required for graduation.

Trustee Christie Bassett inquired about internship standards, including required hours and timing within the academic program. It was explained that the internship course typically occurs during the junior or senior year and must be completed as part of degree requirements. The requirement will specify participation in an actual internship, with many students completing internships during the summer term. Internship requirements do not include a weekly minimum hour threshold but require completion of one hundred total hours within the academic term.

Questions were raised by Trustee Sumanth Neelam regarding licensure and whether transfer students entering from two-year technical programs could qualify under an alternative metric. Provost Thiessen indicated that further review is needed to determine whether such experience would meet internship criteria.

Chair Kigel inquired whether the proposed metrics had been reviewed with the Board of Governors (BOG). It was confirmed that the institution has been working with the BOG, which has advocated on the institution's behalf with the Chancellor.

Trustee Sidney Theis motioned to approve Florida Poly's Performance-Based Funding Metric number 10 as "internships with rigorous benchmarks." Trustee Sumanth Neelam seconded the motion; a vote was taken, and the motion passed unanimously.

Metric 8 currently measures graduate degrees in areas of strategic emphasis. The University consistently receives the maximum score for this metric, as all graduate degrees fall within areas of strategic emphasis. A recommended alternative metric is the median starting salary of master's graduates. Adoption of this metric would influence program offerings and admissions strategies, with an emphasis on high-quality programs that lead to strong employment outcomes.

Trustee Neelam inquired about how the University's median starting salary of master's graduates compares to other institutions within the State University System (SUS). It was noted that average starting salaries across the SUS are in the mid-\$60,000 range, and the University ranks at the upper end for graduate student outcomes.

Trustee Colby Manrodt motioned to approve Florida Poly's Performance-Based Funding Metric number 8 as "median salary for master's graduates one year after graduation." Trustee Ilya Shapiro seconded the motion; a vote was taken, and the motion passed unanimously.

VI. Closing Remarks and Adjournment

With no further business to discuss the meeting adjourned at 10:37 a.m.

Respectfully submitted:

Kristen Wharton
Corporate Secretary



BOARD OF TRUSTEES

Board of Trustees | Ad Hoc Committee

DRAFT Meeting Minutes

December 9, 2025
1:00 P – 2:00 P

Virtual via Microsoft Teams

I. Call to Order

Ad Hoc Committee Chair Jesse Panuccio called the meeting to order at 1:00 p.m.

II. Roll Call

Kristen Wharton called the roll: Committee Chair Jesse Panuccio, Trustee Patrick Hagen, Trustee Eliot Peace, Trustee Sumanth Neelam, and Trustee Sid Theis were present (Quorum).

Committee members not present: n/a

Other trustees present: Trustee Colby Manrodt, Trustee Edwar Romero

Staff Present: President Devin Stephenson, Bryan Brooks, Maggie Mariucci, Kristen Wharton, Dr. Tanner McKnight, Provost Brad Thiessen, David Blanton

III. Public Comment

There were no requests received for public comment.

IV. Property Review

Maggie Mariucci, AVP for External Relations, provided an overview of current construction activity surrounding the University's campus to the west, east, and south. She also summarized the zoning status of nearby properties owned by the Williams Corporation.

Mariucci reported that The Lincoln Group is constructing two 225,000-square-foot data centers along Pace Road. The firm recently acquired Capstone, developer of the University's Phase 3 housing. President Stephenson noted his recent conversation with representatives of The Lincoln Group at the conference he just attended, during which the company expressed strong interest in future collaboration with the University.

In response to Trustee Sumanth Neelam's questions regarding potential short- or long-term proposals with neighboring developers, staff confirmed that discussions are ongoing and that the University is maintaining positive relationships with all parties. Land-related proposals have been explored, though outreach to Williams will resume once the University's plans are more defined.

When asked whether the acreage to the south of campus is developable, Mariucci confirmed that it is, except for designated wetland portions. She also reviewed the nearby "interchange activity

center” zoning district adjacent to the Polk Parkway and University Boulevard, noting its broad allowance for commercial uses.

A question was raised regarding the potential impact of nearby data centers on the University’s power capacity, given the significant energy demands of such facilities. Trustees noted that clarity is still needed on how the data centers’ usage may affect the University’s future power needs.

To refocus the conversation, Committee Chair Panuccio emphasized the importance of defining the University’s goals for additional property. He asked what purposes additional land would serve, how much would be required, and what types of parcels would be most beneficial including whether non-contiguous land would meet the University’s needs. He stressed the need to clearly establish institutional priorities before advancing further discussions.

V. Partnership Update

Bryan Brooks, Vice President for Student Affairs, Enrollment Management, and Strategic Communications, provided an overview of recent partnership discussions. He explained that these discussions prompted reflection on what the University could look like by 2040. Currently, the University needs an additional \$62M to complete the Student Achievement Center (StAC), plus \$80M for the construction of two additional residence halls within the next four years. He emphasized that the University’s growth trajectory is accelerating. Broad conceptual ideas have been exchanged with a potential partner.

The Committee discussed the potential of several land parcels and reviewed preliminary cost estimates for their purchase. Trustee Patrick Hagen recommended securing independent appraisals for the University-owned 360 acres as well as for the two additional parcels under consideration.

Committee Chair Panuccio noted that securing additional land appears essential to support future growth. He emphasized the need for flexibility in long-term planning and cautioned against committing to a development vision that may later prove limiting. He recommended acquiring land now but postponing development until the University’s needs are more clearly defined.

Trustee Eliot Peace asked whether the University had considered securing purchase options or collaborating with a donor to acquire and hold property for future use. Brooks confirmed that this approach aligns with recommendations made by the University’s prospective partner.

Committee Chair Panuccio asked President Stephenson how the Committee could best support advancing these initiatives. President Stephenson responded that the Committee’s questions and recommendations have already been valuable. Panuccio emphasized the importance of retaining the University-owned 360 acres and proactively seeking additional land to meet long-term needs, noting that the institution must think fifty years ahead.

VI. Closing Remarks and Adjournment

With no further business to discuss the meeting adjourned at 2:09 p.m.

Respectfully submitted:

Kristen Wharton
Corporate Secretary



BOARD OF TRUSTEES

Board of Trustees

DRAFT Meeting Minutes

November 19, 2025
8:30 A – 12:00 P

Florida Polytechnic University
Barnett Applied Research Center (BARC)
and Virtual via Microsoft Teams

I. Call to Order

Chair Beth Kigel called the Board of Trustees Meeting to order at 8:31 a.m.

II. Roll Call

Kristen Wharton called the roll: Chair Beth Kigel, Trustee Ilya Shapiro, Trustee Patrick Hagen, Trustee Sam Neelam, Trustee Eliot Peace, Trustee Sidney Theis, Trustee Colby Manrodt, and Trustee Edwar Romero-Ramirez were present (Quorum).

Board Trustees not present: Vice Chair Jesse Panuccio

Staff Present: President Devin Stephenson, Provost Brad Thiessen, Dr. Tanner McKnight, Bryan Brooks, Cole Allen, Kelli Stargel, David Blanton, Joshua Millikin, and Kristen Wharton

III. Public Comment

There were no requests received for public comment.

IV. 2025-2026 Board of Trustees Work Plan

Chair Beth Kigel reviewed the Board of Trustees Annual Work Plan. She drew trustees' attention to the Code of Ethics compliance form which all trustees must review and sign annually. There were no other comments or questions on this item.

V. Chair's Remarks

Chair Kigel highlighted the ribbon cutting for the Gary C. Wendt Engineering Center and expressed appreciation for Mr. Wendt's generosity. She also thanked President Stephenson, staff, and trustees for a productive Board retreat and announced the formation of an ad hoc committee, led by Vice Chair Panuccio, to collaborate with staff on development strategies for areas surrounding the University. She noted that the retreat produced strong alignment on academic priorities, partnership approaches, and future fundraising direction for the Foundation. Chair Kigel also reported on last week's Board of Governors' meeting, encouraging trustees to review the SUS System Efficiency Study and noting several areas where the University performed exceptionally well.

VI. President's Remarks

President Devin Stephenson reviewed key activities since the last University Board meeting. He noted that Florida Poly hosted the Higher Education Innovation President's Conference, an MOU signing with Sittadel, and Representative Scott Franklin's "Capture the Flag" cybersecurity competition for high-school students. The admissions team also hosted Phoenix Discovery Day with 145 prospective students and families. Additional highlights include progress from the Fulbright cohort and participation in the Select Florida Trade Mission, where Secretary Kelly has already provided two promising global trade leads. Finally, Florida Poly senior, Valerie Fontanez, received recognition for her campus-parking analysis, which enabled the cancellation of a \$120,000 contract, a significant cost-savings to the University.

VII. Faculty Senate President's Report

Trustee Edwar Romero presented his faculty report. He highlighted Florida Poly's recent USNWR rankings and recognized the notable achievements of several mechanical and environmental engineering faculty, students, and alumni. Trustee Romero commended the faculty's dedication to student success and the University's rising reputation in STEM.

VIII. Student Government Association President's Report

Trustee Colby Manrodt reported that he has tasked his SGA officers with creating a Shark Tank-style pitch night for the spring semester. They are also exploring a maker's fair and establishing a future homecoming tradition. He noted collaboration with Facilities on revitalizing the Oak Grove outdoor space and highlighted the upcoming "Rally in Tally," where he and other SUS SGA presidents will advocate for university student priorities.

Trustee Manrodt shared that overall student sentiment and campus culture is positive, crediting Dr. Stephenson for his leadership. He concluded by announcing plans for Florida Poly's SGA to pursue the Florida Student Association chair position, noting that serving as FSA Chair would mark a significant milestone for the university.

IX. Faculty Presentation: Dr. Chris Kelley

Dr. Chris Kelley, Assistant Professor in Mechanical Engineering, provided an overview of his current research on human movement using engineering control theory, with a focus on applications in Parkinson's disease (PD). Supported in part by an NSF grant, his work investigates how the brain generates and sends signals that produce movement, and how disruptions in these signals contribute to PD symptoms.

X. Economic Impact Study

Dr. Rick Harper presented the latest analysis of Florida Polytechnic University's economic impact on the state of Florida. His findings show that the University generates \$523 million in annual GDP at both the local and state levels and supports 6,168 jobs. These figures represent a threefold increase since the previous economic impact study conducted in 2019.

Dr. Harper also highlighted that Florida Poly delivers the highest return on investment (ROI) among SUS institutions, combining the highest graduate earnings one year after graduation with the lowest net tuition and fees. He shared a series of charts and graphs illustrating economic trends and providing trustees with broader context on both state and national economic conditions.

XI. Consent Agenda

Chair Kigel brought forward the consent agenda for trustee approval.

A. Finance and Facilities Committee

- 1. Approve the Student Achievement Center Construction Manager at Risk Request for Qualifications (RFQu)**

B. Board of Trustees

- 1. Approve Board of Trustees Meeting minutes from September 26, 2025**

As each of the consent agenda items comes before the Board with unanimous approval from the respective Committees, there is no need for a second. A vote was taken, and the motion passed unanimously.

XII. Committee Reports

A. Strategic Initiatives and External Relations Committee

Committee Chair Beth Kigel reported that on November 10, the Committee received two updates from Kelli Stargel, Vice President of Strategic Initiatives, Development and External Relations. Stargel presented a report on Corporate and Industry Partnerships, highlighting current engagement activity and announcing the addition of a new “pursuing” stage within the partnership engagement strategy.

Stargel also provided an update on Government Relations, covering recent legislative committee meetings, plans for Florida Poly Day, and developments related to federal funding and the appropriations process.

The Committee had no items requiring action by the full Board.

B. Finance and Facilities Committee

Committee Vice Chair Eliot Peace reported that the University ended the first quarter of FY25 with strong finances, showing \$9.6 million in revenues over expenditures and a \$8.6 million increase in net position.

Updates on capital projects included progress on the Public Safety & Operations Center, Parking Lot 6 Expansion, and planning for the Student Achievement Center, along with several smaller facility upgrades.

The Committee also received an Advancement and Foundation update, including the formation of a special Campaign Committee and plans for a January retreat. Finally, in today's consent agenda, the Board approved the Committee's recommendation of the two-step process for selecting a construction management firm for the Student Achievement Center.

C. Governance, Audit, and Compliance Committee

Committee Chair Ilya Shapiro reported that David Blanton, CAE and CCO, provided an update on current and upcoming University and Foundation audits. Blanton also confirmed compliance with Fall 2025 Textbook Affordability and Transparency requirements and noted that all corrective actions from the Auditor General's IT audit have been completed or appropriately addressed.

Chair Shapiro presented two items requiring Board action: (1) approval of the Composite of

Trustees' Evaluation of President Stephenson, and (2) approval of the President's compensation adjustment and bonus.

1. Composite of the Trustees' Evaluation. Chair Shapiro reported that all nine trustees participated in the President's Annual Review. The Committee recommended approval of the Composite of the Trustees' Evaluations as the President's 2024–25 evaluation. Chair Kigel shared positive feedback on the president's performance from Board of Governors Chair Lamb.

As this item, approval of the “President’s Annual Review, July 2024 to June 2025, Composite of the Trustees’ Evaluations” as the document reflecting the President’s Evaluation, comes before the Board with unanimous approval from the Governance, Audit, and Compliance Committee, there is no need for a second. A vote was taken, and the motion passed unanimously.

2. Compensation and Bonus. At the Committee's recommendation, the Board of Trustees quickly reached consensus to award the President a 3.5% base salary increase. Discussion regarding the President's bonus ranged from 25% to 28% of his current base salary. Some trustees favored the lower percentage given that this was the President's first year, while others supported a higher percentage in recognition of his strong performance and foundational accomplishments. Chair Kigel emphasized several key achievements—including the development of a new strategic plan, legislative successes, administrative and academic improvements, enhanced faculty recruitment, positive student engagement, and record enrollment—as reasons to support a higher bonus percentage.

Rather than voting on both the compensation adjustment and bonus in the same motion, Chair Kigel chose to separate them into two motions:

Trustee Eliot Peace motioned to award President Devin Stephenson a 3.5% increase to his base salary. Trustee Sid Theis seconded the motion; a vote was taken, and the motion passed unanimously.

Trustee Ilya Shapiro motioned to award a performance compensation bonus in the amount of 27.5% of the President's current annual base salary. Trustee Patrick Hagen seconded the motion; after additional discussion, a vote was taken, and the motion failed to pass, 5-3.

Additional, yet brief, discussion occurred before a second motion was made:

Trustee Sumanth Neelam motioned to award a performance compensation bonus in the amount of 28% of the President's current annual base salary. Trustee Colby Manrodt seconded the motion; a vote was taken, and the motion passed unanimously.

XIII. 2025-2030 Strategic Plan: Progress 2025

Dr. Tom Dvorske, Vice Provost for Academic Affairs, provided an update on the progress of the 2025–2030 Strategic Plan, noting that most initiatives remain on schedule for completion. He highlighted several key areas of advancement, including the development of specialized alumni networks, the expansion of academic programming, and the modernization of information systems. He also outlined ongoing efforts to increase resources that support research, strengthen faculty retention, and expand collaboration with industry and academic partners.

XIV. Legislative Advocacy Plan

Kelli Stargel reviewed the goals and objectives for the upcoming legislative session. She noted that the year is expected to bring a tighter state budget and increased competition for available funding.

Florida Poly's 2026 legislative priorities include requesting \$15 million in operational support, and \$42.4 million in capital outlay for the Student Achievement Center (StAC), as well as the advancement of initiatives that further the University's mission. Stargel also outlined the key messages to share with legislators and invited trustees to participate in Florida Poly Day at the Capitol, encouraging them to help deliver these messages alongside students. Trustee Patrick Hagen remarked that the students were the "stars" of last year's Florida Poly Day.

XV. Faculty Presentation: Dr. Jun Kim

Dr. Jun Kim, assistant professor of civil and environmental engineering, presented his students' work in water research, including sample collection, laboratory analysis, and development of a solution for a water issue in the city of Winter Haven. Their efforts received "impressive" feedback, and the contract has been extended for another year. Dr. Kim is also collaborating with FIPR on phosphate mining process water treatment, aiming to treat the water while extracting rare earth elements.

He highlighted his student team—students who already hold job offers with environmental engineering firms, have partnered with national labs, and have earned scholarships to continue their education.

Trustee Sidney Theis asked whether the research focuses on surface or ground water. Dr. Kim explained that it centers on drinking-water plant operations, which use groundwater. The team is conducting a pilot test with Winter Haven to address odor issues in the city's water, with plans to scale up if successful.

XVI. Board of Trustees Meeting Calendar

Chair Kigel reviewed the upcoming Board calendar, noting that the next round of Committee and Board meetings will take place in February 2025.

XVII. Board of Governors Meeting Calendar

Chair Kigel announced that the next Board of Governors meeting is scheduled for January 29–30, 2025, at Florida State University in Tallahassee.

XVIII. Closing Remarks and Adjournment

With no further business to discuss the meeting adjourned at 11:49 a.m.



BOARD OF TRUSTEES

Board of Trustees | Annual Retreat

DRAFT Meeting Minutes

November 18, 2025
12:30 P – 5:00 P

The Terrace Hotel Conference Center
329 Main Street, Lakeland, FL

I. Call to Order

Chair Beth Kigel called the Board of Trustees Annual Retreat to order at 12:30 p.m.

II. Roll Call

Kristen Wharton called the roll: Chair Beth Kigel, Vice Chair Jesse Panuccio, Trustee Ilya Shapiro, Trustee Patrick Hagen, Trustee Sam Neelam, Trustee Eliot Peace, Trustee Sidney Theis, Trustee Colby Manrodt, and Trustee Edwar Romero-Ramirez were present (Quorum).

Board Trustees not present: N/A

Staff Present: President Devin Stephenson, Provost Brad Thiessen, Dr. Tanner McKnight, Bryan Brooks, Cole Allen, Kelli Stargel, David Blanton, Maggie Mariucci, Stephen Weingart, Hannah Morris, and Kristen Wharton

III. Public Comment

There were no requests received for public comment.

IV. Chair Remarks

Chair Beth Kigel delivered opening remarks, noting that this retreat serves as a continuation of the strategic planning process undertaken over the past year. She expressed appreciation to President Stephenson and the Strategy Circle for their commitment and the progress achieved to date. Chair Kigel encouraged trustees to actively participate in the discussion, emphasizing that the work completed today would further advance the Strategic Plan, streamline committee and Board efforts, and provide clear direction to the administration.

The strategic planning video was presented as a refresher for trustees prior to commencing their work. Following the video, Chair Kigel stated that the primary goal for the day was to conclude the meeting with alignment on program priorities among all trustees.

V. President's Remarks

President Devin Stephenson delivered a brief presentation highlighting the origins of the University and Senator J.D. Alexander's founding vision for a 100% STEM institution—one designed to serve as a distinctive economic engine rather than simply another university. He reviewed the institution's mission and vision and encouraged trustees to consider opportunities for expanding the University's reach, particularly through STEM+M which adds "medical" to the traditional STEM. President Stephenson spoke about the University's potential entry into the medical sector and challenged trustees to be "possibility thinkers," poised to pursue future-forward initiatives.

IV. Strategic Plan Priorities

A. Comprehensive Institutional Growth

Dr. Brad Thiessen, Vice President and Provost, reviewed the University's current academic programs and the metrics used to assess their ongoing viability, followed by an overview of proposed programs aligned with the Strategic Plan. Dr. Thiessen asked trustees to consider where ideas for new programs should originate and how their viability should be evaluated, prompting engaged discussion. He then outlined the criteria he uses to identify the most promising program opportunities and revisited the list of programs the Board directed him to explore at the May 2025 meeting as part of the Legislative Budget Request. Dr. Thiessen shared the current academic planning timeline, including new programs anticipated for launch in Fall 2026, such as Biomedical Sciences, and highlighted areas of emerging importance, including Quantum Technology. He discussed potential growth areas such as STEM-focused B.A. degrees and Aerospace Engineering. Additional topics included reducing credit hour requirements, offering a three-year B.A. pathway with a 3+1 master's option, and pursuing private-sector partnerships due to declining federal funding.

Dr. Thiessen continued by addressing the broader question of Florida Poly's institutional identity and future direction, highlighting the value of doctoral programs designed in partnership with industry, ensuring impactful research rather than traditional dissertations with limited readership. Dr. Thiessen also discussed U.S. News & World Report rankings, recommending that the University transition from classification at the college level to the university level, which would require expanding its portfolio of master's programs.

Trustees engaged in discussion regarding potential industry partners who could support program development and the strategic recruitment of preeminent scholars capable of attracting external funding. Trustees individually identified one to three priority program areas, with Aerospace Engineering, Biomedical/Bioengineering, and Financial-related STEM fields emerging as the three strongest programs to pursue.

B. Advancement Through Intentional Resource Development

Stephen Weingart, Chief Development Officer and CEO of the University Foundation, provided an overview of historical and projected gift income, emphasizing the need to build and retain a strong donor base to support the University's long-term priorities. Dr. Tanner McKnight, Vice President and CFO, outlined the University's current needs and noted that many of these cannot be supported through E&G funds. He highlighted housing constraints, including the University's inability to issue new bonds until 2028, making public-private

partnerships essential for near-future housing development. Dr. McKnight also discussed the potential benefits of NAIA athletics for student engagement, while noting that any athletic programs must be financially sustainable through revenue sources such as ticket sales.

Weingart then reviewed plans for a comprehensive fundraising campaign—distinct from a capital campaign—and stressed the importance of increasing unrestricted giving. He shared a list of campaign focus areas and presented trustees with several options for enhancing Board engagement in fundraising efforts.

C. Academic & Industry Collaborative Partnerships

Kelli Stargel, Vice President, Strategic Initiatives, Development, and External Relations, provided an overview of current academic and industry partnership initiatives, noting that while these partnerships are not yet monetized, today's discussion will help her team refine their approach and identify priority partners. Maggie Mariucci, AVP External Relations, presented an update on land opportunities, focusing on two parcels contiguous to campus that may support future strategic development.

An ad hoc committee was established to advance this work, with Vice Chair Jesse Panuccio appointed as Chair. Committee members will be appointed by Chair Kigel.

V. Executive Leadership for Modern Learners

Joe Sallustio, Chief of Industry Engagement and Senior Vice President at Ellucian, delivered a dynamic presentation on the growing influence of artificial intelligence in higher education. He discussed current AI tools and demonstrated their practical applications for improving workplace efficiency. Sallustio encouraged trustees to cultivate an innovation-ready organization and to embrace the transformational opportunities driven by AI.

VI. Closing Remarks and Adjournment

With no further business to discuss the meeting adjourned at 5:13 p.m.

Respectfully submitted:

Kristen Wharton
Corporate Secretary

Florida Polytechnic University
Board of Trustees
February 13, 2026

Subject: Committee Reports

Proposed Board Action

Information only – no action required.

Background Information

The following committees' Chairs will give a verbal report of the committee's activities:

1. Governance, Audit, and Compliance Committee
2. Academic Enterprise, Research, and Student Success (AERSS) Committee
3. Finance and Facilities Committee

Supporting Documentation: N/A

Prepared by: Kristen Wharton, Corporate Secretary and Special Assistant to the President

AGENDA ITEM: XVI.

Florida Polytechnic University
Board of Trustees
February 13, 2026

Subject: Board of Trustees Meeting Calendar

Proposed Board Action

Information only. No action required.

Background Information

Chair Kigel will review the 2026-2027 Board meeting calendar and make note of upcoming meetings.

Supporting Documentation: Board of Trustees 2026-2027 Meeting Calendar

Prepared by: Kristen Wharton, Corporate Secretary and Special Assistant to the President



BOARD OF TRUSTEES

2026-2027 Board Meeting Schedule

2026

Friday, February 6	Committee Meetings (Virtual)
Friday, February 13	Full Board Meeting (In-person) (student engagement)
Thursday, April 30	Academic and Student Affairs Committee and Full Board Meeting (Virtual)
Friday, May 15	Committee Meetings (Virtual)
Friday, May 22	Full Board Meeting (In-person) (BOT/Foundation Board Event)
Friday, September 18	Committee Meetings (Virtual)
Friday, September 25	Full Board Meeting (In-person) (faculty engagement)
November 10	Committee Meetings (Virtual)
November 17-18	Annual Board Retreat and Full Board Meeting (In-person) (industry engagement/annual Board dinner)

2027

Friday, February 12	Committee Meetings (Virtual)
Friday, February 19	Full Board Meeting (In-person) (student engagement)
Friday, April 30	Academic and Student Affairs Committee and Full Board Meeting (Virtual)
Friday, May 28	Committee Meetings (Virtual)
Friday, June 4	Full Board Meeting (In-person) (BOT/Foundation Board Event)



2026 Meeting Schedule

January 28-29	Florida State University, Tallahassee
February 23	<i>Virtual Meeting via Zoom</i>
March 25-26	University of West Florida, Pensacola
May 14	<i>Virtual Meeting via Zoom</i>
June 24-25	University of South Florida, Tampa Florida Atlantic University (Location Change)
September 2-3	Florida Gulf Coast University, Fort Myers
September 30	Committee Workshop University of Florida, Gainesville
October 28-29 November 12-13 <i>(Date Change)</i>	Florida International University, Miami