



BOARD OF TRUSTEES

Governance, Audit, and Compliance Committee Meeting Minutes

November 10, 2025
2:15 P – 3:15 P

Florida Polytechnic University
Virtual via Microsoft Teams

I. Call to Order

Committee Chair Ilya Shapiro called the Governance, Audit, & Compliance Committee meeting to order at 2:15 p.m.

II. Roll Call

Kristen Wharton called the roll: Committee Chair Ilya Shapiro, Committee Vice Chair Sidney Theis, Trustee Patrick Hagen, and Trustee Jesse Panuccio were present (Quorum)

Committee members not present: n/a

Other Trustees present: Board Chair Beth Kigel, Trustee Colby Manrodt, Trustee Sumanth Neelam

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

III. Public Comment

There were no requests received for public comment.

IV. Approval of the September 18, 2025, Minutes

Trustee Patrick Hagen made a motion to approve the Governance, Audit, and Compliance Committee meeting minutes for September 18, 2025. Trustee Jesse Panuccio seconded the motion; a vote was taken, and the motion passed unanimously.

V. 2024-2026 Governance, Audit, and Compliance Committee Work Plan

Committee Chair Shapiro reviewed the Governance, Audit, and Compliance Committee Work Plan. There was no discussion on this item.

VI. Audit and Compliance

A. Audit and Compliance Update

David Blanton, CAE and CCO, provided an update on both external and internal audit activities. Committee Chair Shapiro asked whether anything in the audit reviews had been unexpected. Blanton reported that no audit reports have been issued to date and that he is not aware of any findings that would cause concern.

B. Textbook Affordability Monitoring Report (Fall semester)

Blanton reviewed requirements and results of this year's monitoring review. Ninety-five percent of textbooks were posted within 45 days of the first day of classes. Additionally, requirements for general education syllabi postings and faculty attestations were in compliance with State requirements.

C. IT Audit: Follow-up Review

Blanton reminded trustees that the IT audit identified one public and six confidential findings. The public finding on security awareness training has been resolved, and the confidential findings have either been corrected or mitigated through compensating controls.

In response to President Stephenson, Blanton confirmed that the audit was conducted in April 2023. Blanton noted that most issues stemmed from legacy systems that lacked adequate security capabilities. Committee Chair Shapiro instructed him to elevate any significant issues to the President and, when appropriate, to the Board.

VII. Governance

A. President's Annual Evaluation for FYE25

Committee Chair Shapiro introduced outside counsel Michael Pierce and invited him to present the results of the President's FY25 annual evaluation. Before beginning his review, Pierce asked Board Chair Beth Kigel to share her recent conversation with Brian Lamb, Chair of the Board of Governors (BOG).

Board Chair Kigel reported that Chair Lamb expressed strong appreciation for President Stephenson's increased engagement with both the BOG and his peers within the SUS. Chair Lamb also commended the President for the significant positive changes at the University and the substantial accomplishments achieved over the past year.

Pierce then presented the evaluation results, including charts illustrating trustee ratings of President Stephenson's performance. Of the nine trustees who completed the survey, one trustee rated the President as "Achieved," and eight rated him as "Exceeded."

Trustee Sid Theis made a motion to recommend approval of the document "*President's Annual Review, July 2024-2025, Composite of the Trustees' Evaluations*" reflecting the President's annual evaluation for 2024-2025 to the Board of Trustees. Trustee Patrick Hagen seconded the motion; a vote was taken, and the motion passed unanimously.

B. President's Compensation and Bonus

President Stephenson recused himself for this portion of the meeting.

Committee Chair Shapiro noted that, under the President's employment agreement, he is entitled to an annual base salary increase of at least 3.5% and is eligible for performance compensation when his overall rating is "Achieved" or higher.

Chair Shapiro opened the floor for discussion regarding the base salary; no comments were offered. He then turned to the performance compensation bonus and reviewed the aggregated evaluation results. The combined scores placed the President's performance between "Achieved" and "Exceeded," trending closer to "Achieved," which would correspond to a mid-range bonus of approximately 25%.

Chair Kigel advocated for a bonus in the range of 27-28%, citing President Stephenson's exceptional first year. Trustee Hagen agreed, noting the President's strong work ethic, vision, and drive, and

expressed support for a bonus of 27–28%. Vice Chair Panuccio acknowledged the President’s outstanding year but expressed concern that awarding a bonus at the top of the scale so early could limit room for future performance-based recognition. He suggested presenting a range for the Board’s consideration. Chair Kigel also recommended that the Committee consider conducting the evaluation earlier in the year and potentially refining the overall process.

Trustee Sid Theis commented that trustees weigh evaluation components differently and suggested a more statistical approach in the future. Trustee Theis then recommended a 27.5% bonus. Vice Chair Panuccio proposed that the Committee recommend a performance compensation range of 25–28% to the Board for further discussion.

Trustee Ilya Shapiro made a motion to recommend approval to the Board:

- 1. Award the President a 3.5% increase to his base salary; and**
- 2. Award the President a performance compensation/bonus in the range of 25-28% of his current annual base salary.**

Vice Chair Jesse Panuccio seconded the motion; a vote was taken, and the motion passed unanimously.

VIII. Closing Remarks and Adjournment

With no further business to discuss the meeting adjourned at 2:56 p.m.

Respectfully submitted:
Kristen Wharton
Corporate Secretary