

Florida Polytechnic University
Board of Trustees

Governance Committee Meeting

MEETING MINUTES

Tuesday, February 25, 2020

2:45 PM – 3:45 PM

**Florida Polytechnic University - Student Development Center
4700 Research Way, Lakeland, FL 33805**

I. Call to Order

Committee Chair Dur called the Governance Committee meeting to order at 2:45 p.m.

II. Roll Call

Kristen Wharton called the roll: Committee Chair Philip Dur, Vice Chair Louis Saco, Trustee Frank Martin, Trustee Henry McCance, Trustee Cliff Otto, and Trustee Bob Stork were present (Quorum).

Other Trustees present: Chair Don Wilson

Staff present: Ms. Gina Delulio, Mr. David Brunell, Mrs. Melaine Schmiz, and Mrs. Kris Wharton

III. Public Comment

There were no requests received for public comment.

IV. Approval of Minutes

Vice Chair Louis Saco made a motion to approve the December 10, 2019 minutes. Trustee Henry McCance seconded the motion; a vote was taken, and the motion passed unanimously.

V. 2018-20 Governance Committee Work Plan Review

Ms. Gina Delulio reviewed changes to the Committee Work Plan which will result in the evaluation process taking place after completion of the fiscal year. This will allow for additional time to collect relevant data.

Chair Philip Dur further explained that the proposed changes to the President's employment agreement will also be available for discussion in early May. During the May meeting, the Committee will use a report on the President's year-to-date accomplishments to make a

recommendation on renewal of the President's employment agreement for July 2020-July 2021 only.

Trustee Henry McCance made a motion to approve 2018-20 Governance Work Plan with changes as discussed. Vice Chair Louis Saco seconded the motion; a vote was taken, and the motion passed unanimously.

VI. Nominations for Chair and Vice Chair

The Board of Trustees Chair and Vice Chair two-year terms will expire August 1, 2020. The Governance Committee discussed the process for making nominations to the board for the office of Chair and Vice Chair in preparation for the election that will take place at the May meeting.

Ms. Delulio explained the process used in the past and the committee discussed the qualities the Chair and Vice Chair should have as well as the time commitment required for the positions.

Chair Dur instructed the General Counsel to send out an email to all trustees eligible to serve as officers in order to allow them to express their interest and willingness to be considered in the nomination process. Ms. Delulio will report the responses at the next committee meeting. The Committee will then discuss those names and recommend nominees to the full board.

VII. Proposed Revisions to the President's Employment Agreement

On February 26, 2019 the Board of Trustees approved an amendment to the President's Employment Agreement ("Agreement") with a term ending July 7, 2020. In preparation for the next renewal term, the Governance Committee discussed the proposed revisions to the original Agreement.

One of the changes was related to the performance compensation (bonus).

Discussion ensued of the evaluation criteria. Using the new criteria (Not Achieved, Partially Achieved, Achieved, Exceeded and Far Exceeded), the Committee proposed amending the language under section 5.3.1 as follows:

1. Add the word "Achieved" in the second sentence, after "an overall evaluation of....or higher", which relates to the Twenty Percent (20%) bonus.
2. Add the language after the second sentence of "If the President receives an overall evaluation of "Exceeded" or higher from the Board in his annual evaluation, the amount may be up to Thirty Percent (30%)."

The President's Employment Agreement will be revised as discussed and forwarded to the Committee members for review. If the Committee would like to have a conference call prior to the May meeting, they are to contact Ms. Delulio.

Final recommendations on the Agreement and on the renewal of Agreement will take place at the May meeting.

VIII. Regulation FPU-1.01 Service of Process

Mr. David Brunell presented an overview of the regulation.

Florida Statutes and the Board's bylaws require that service of process related to lawsuits against the University or its board of trustees, officers, directors or employees serving in their official capacities must be made on the Office of the General Counsel when the Board Chair is not present. However, process servers have recently attempted to make service on various other departments at the J.D. Alexander Campus instead of serving the documents at the Office of the General Counsel, which is located at Poly South. By adopting a regulation which provides specific notice of the requirement and information necessary to assist process servers in complying with the requirement (such as the physical address and the mailing address of the Office of the General Counsel) the institution hopes to ensure the administration has immediate notice of lawsuits and the General Counsel has adequate time to respond to each lawsuit.

The Notice of Proposed Regulation was published on the University's website on January 23, 2020. No comments were received during the review and comment period.

Trustee Henry McCance made a motion to recommend approval of Regulation FPU-1.01 Service of Process to the Board of Trustees. Vice Chair Louis Saco seconded the motion; a vote was taken, and the motion passed unanimously.

IX. Closing Remarks and Adjournment

With no further comments, the meeting adjourned at 3:53 p.m.