

Florida Polytechnic University
Board of Trustees

Governance Committee Meeting

MEETING MINUTES

**Wednesday, September 11, 2019
11:00 AM-11:45 AM**

**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 11:00 a.m.

II. Roll Call

Sherri Pavlik called the roll: Committee Chair Philip Dur, Trustee Frank Martin, Trustee Cliff Otto, and Trustee Bob Stork were present (Quorum).

Committee Members Absent: Vice Chair Louis Saco and Trustee Henry McCance

Other Trustees Present: Board Chair Don Wilson

Staff present: Ms. Gina Delulio, Mr. Rick Maxey, Ms. Kathy Mizereck, Mr. David Brunell, Mrs. Melaine Schmitz, Ms. Lydia Guzman, Ms. Sherri Pavlik and Mrs. Kris Wharton.

III. Public Comment

There were no requests received for public comment.

IV. Approval of Minutes

Trustee Philip Dur made a motion to approve the Governance Committee meeting minutes of May 1, 2019. Trustee Otto seconded the motion; a vote was taken, and the motion passed unanimously.

V. 2018-2020 Governance Committee Work Plan Review

Chair Dur led the discussion of adding to the Work Plan a time to review progress on the President's goals and objectives on a regular basis. Prior to making a change to the Work Plan, the committee agreed to do a trial run at the December meeting; two weeks prior to the December meeting, President Avent will provide a document listing progression of his goals and objectives. This will allow the committee to review the process before bringing a recommendation to the Board.

There were no changes to the Work Plan at this time.

VI. Base Salary Waiver for Dr. Avent

Chair Dur reiterated that the Governance Committee requested the President's waiver of the 3.5% increase to his base salary for June 2019 be memorialized in a legal document. The signed waiver was included in the materials and it is noted as being received.

VII. President Evaluation Timeline

Chair Dur opened the floor to Ms. Regina Delulio to discuss the proposed alternate evaluation timeline.

Ms. Delulio took the existing policy and timeline and correlated it with upcoming board meetings and the Board of Governors in-person meetings. The purpose achieved in revising the timeline is to have the President's evaluation completed at the same time as the Board's vote on renewal of the President's contract. The Board of Governors requires the University to submit the agenda item related to renewal of the President's contract at least three weeks prior to the Board of Governors' in-person meeting.

The Board Policy on Evaluation of the President and the Governance Committee's Work Plan would be slightly changed with the evaluation process starting a month early; the President would present a list of his accomplishments by April 1st to the Committee Chair. This would allow the Board time to complete the review before the end of the President's contract, make a decision on renewal, and submit the agenda item to the Board of Governors for the June 2020 meeting.

The Committee discussed and noted that completing the process by May results in a very compressed time, however, it cannot be avoided due to the Board of Governors' deadline.

Chair Dur expressed his concerns of making sure that the Board is meeting their fiduciary responsibilities.

President Randy Avent addressed a concern about the time period being cut short and how that might factor into the bonus.

Trustee Cliff Otto made a motion to recommend approval of the proposed timeline and process to the full Board. Trustee McCance seconded the motion; a vote was taken, and the motion passed with all members approving except for Trustee Martin who voted against the motion.

VIII. Evaluation Instrument Review

A draft of the Evaluation Instrument for the 2019-20 evaluation period was presented to the Committee for discussion.

Ms. Delulio reported assistant general counsel Melaine Schmitz researched the processes used by other institutions in the State University System (SUS). One consistent item among all the universities was that the President had to submit a presentation on his/her goals and accomplishments. This report was presented to the committee or the chair charged with the evaluation of the president. Some of the universities used an evaluation instrument and others did not.

The discussion opened to the floor on what the various options for providing feedback/scale should be. Chair Dur discussed the importance of the Board to have granularity as that would give the Committee a better indication on how well the President did. He suggested a scale of 5. Two options would be under "Exceeds Expectation"; two under "Meets Expectation" and 1 would be under "Below Expectation".

The Committee decided to continue its discussion and requested that the Office of the General Counsel look further into other options for the scale and to present the findings at the next Committee meeting. This will allow the committee to decide which scale they would like to use in the evaluation tool and to present their recommendation to the Board.

Fourth Amended and Restated Bylaws

Chair Dur opened the discussion on the draft 4th Amended & Restated Bylaws by having Ms. DeJulio give an overview of what changes were made.

Ms. DeJulio reminded the trustees that the existing Amended and Restated Bylaws were adopted by the Board on January 16, 2019. At that time, the Board elected to institute an Executive Committee, among other items. Based on an Attorney General Opinion discovered by David Brunell, the changes might have the unintended consequence of making discussions between the President and individual members of the Executive Committee subject to the open meeting laws. The proposed amended bylaws would make the President's role as to the Executive Committee a supporting role, the same as his role currently is as to the Board and the other Board committees. In addition, there are some changes that were made for purposes of cleaning up the bylaws.

Chair Dur requested that Board staff draft minutes of the Executive Committee Meetings and send them to the entire board shortly after those meetings in order to keep all members of the Board apprised of the actions taken by the Executive Committee.

Trustee Otto made a motion to recommend adoption of the Fourth Amended and Restated Bylaws to the Board. Trustee Martin seconded the motion; a vote was taken, and the motion passed unanimously.

- IX. Committee Chair Dur thanked the Committee and with no further business to discuss, adjourned the meeting at 11:30 a.m.