

Florida Polytechnic University
Board of Trustees

Governance Committee Meeting

MEETING MINUTES

Wednesday, May 1, 2019
3:36 – 4:54 PM

4700 Research Way, Lakeland, FL 33805

I. Call to Order

Committee Chair Dur called the Governance Committee meeting to order at 3:26 p.m.

II. Roll Call

Sherri Pavlik 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, Jim Dewey and Gary Wendt

Staff present: President Randy Avent, Ms. Gina Delulio, Mr. Rick Maxey, Ms. Sherri Pavlik and Ms. Kris Wharton.

III. Public Comment

There were no requests received for public comment.

IV. Approval of Minutes

Trustee Louis Saco made a motion to approve the Governance Committee meeting minutes of March 13, 2019. Trustee Cliff Otto seconded the motion; a vote was taken, and the motion passed unanimously.

V. 2018-2020 Governance Committee Work Plan Review

There were no changes to the work plan at this time.

VI. Foundation Board Bylaws Revisions

Ms. Gina Delulio explained that the Foundation Board Bylaws were brought to the committee as the Board of Trustees has to approve any changes to a direct support organizations bylaws. She noted that many of the revisions were minor to clean up the document and that the material changes made were not out of the ordinary for bylaws.

Trustee Henry McCance made a motion to recommend approval of the Foundation Board Bylaws revisions to the full board. Trustee Saco seconded the motion; a vote was taken, and the motion passed unanimously.

VII. President's Evaluation for 2018-19

Chair Dur discussed the two different reports for President's evaluation for 2018-19. The first report is a compilation of all the Trustees grades and comments in each of the objective categories that constitute the presidents evaluation.

The second report is a mathematical average of the individual trustee votes in each category using a value of 4 assigned to each vote for exceeds expectation; a value of 3 assigned to each vote for meets expectation; and a value of 2 assigned to each vote for below expectation. This report used an aggregate rating/vote on the President's performance with weighted averages of 3.5 or more for exceeds expectation, 2.5 to 3.5 for meets expectations and less than 2.5 for below expectations. Trustee Dur suggested that the committee use this evaluation to present to the Board.

Overall, using the mathematical average, President Avent has meet expectations on all but one category and in that one he exceeded expectations.

Trustee Otto made a motion to recommend approval of the Average of Trustees' Ratings of the President with Comments, without initials, to the full board. Trustee Saco seconded the motion; a vote was taken, and the motion passed unanimously.

Discussion continued in regards to suggestions for improvement for next year's survey. **Trustee ??** stated that in order for the Trustees to do a better job in the evaluation, it's important that they receive more periodic updates throughout the year. The suggestion of a quarterly report from the President on his accomplishments vs a year-end report along with resuming his monthly report with a general view, if something significant is worthy of the trustees attention, would give a much better picture to the trustees of his accomplishments and offer the Board a larger opportunity to ask questions throughout the year.

Trustee Otto feels the Governance Committee needs to outline how much detail the trustees would require and a time frame of when they would need it. Keeping in mind not to burden the President with an over bearing amount of paperwork thus taking him away from his duties. Chair Dur agreed.

Trustee McCance would like to see future surveys have more gradiance in the scaling, such as a scale of 1-10. In response, Trustee Dur recommended adding to the Work Plan a time to reconfigure the rating system on the president's objectives for next year's evaluation moving to a 3 to 5 scale. This would also allow trustees to discuss any other changes they would like to make to the survey.

VIII. President's 2019-20 Compensation

Prior to the discussion on the President's 2019-2020 Compensation, President Avent stated to the Committee that he wanted to waive the 3.5% raise for this year, after which he excused himself from the room.

Trustee Dur pointed out that under 4.2 in the President's Employment Agreement it states "in no event shall the Base Salary increase be less than Three and One-Half Percent (3.5%) of the prior year's Base Salary". In order to abide by the President's comment, the committee would like to have a legally defensible document from the President stating that he is waiving his base salary increase.

Trustee Dur moved onto the performance compensation, which is a one-time payment up to 20% of his annual base salary of \$426,886.

Prior to comments, Trustee Wilson educated, for the newer trustees, how the Board of Governors made a big push for a portion of compensation to be based on performance which is different from the automatic type increases. So the bonus was really a reduction in what his base salary really would have been.

After discussions, Chair Dur suggested that the performance compensation be based upon the rating of the trustee survey. A vote for 20% should be used for exceeds expectation. As the Presidents overall rating is meets expectation, the percentage rate should reflect as such.

Ms. Delulio reminded the committee that they are making a recommendation to the Board, however the Board as a whole can accept the recommendation or change the percentage. The authority resides with the Board as a whole.

Trustee Frank Martin made a motion to recommend approval of 12% increase of the president's annual base salary for performance compensation to the full board. Trustee Stork seconded the motion; a vote was taken, and the motion passed unanimously.

Discussions then continued in regard to the president's contract. Trustee ?? would like the contract to be updated in reflection of today's world and today's university. Trustee Dur agreed that this initiative could be worked on over the next year. Trustee Martin then reminded the board that the contract cannot be redone as the Board of Governors (BOG) has set guidelines that must be followed. Any annual ratifications needs to be presented to the BOG for annual ratifications. Terms within the contract can be negotiated or revised, but terms triggers are a one year renewal.

Ms. Delulio reminded the committee that at March's BOG meeting the Board approved changes to the 201920 contract which will be presented at the BOG's June meeting. This had to be approved at the time as deadline to get materials to the BOG is May 21st, which is the first day of the Board of Trustees retreat.

Trustee Martin would like to change the timing of the evaluation so that is happens prior to the discussion of the contract renewal. Chair Dur agreed and noted that the committee will add this to their Work Plan.

IX. President Avent rejoined the meeting to discuss his goals and objectives for the 2019-2020 year.

Trustee Dur opened the floor for comments or questions for the president that relates to his goals and objectives.

Trustee Stork questioned the increase in UG Incoming Class Size. President Avent stated that attendance for this year and last year has been down. He stated that Internally Florida Poly is positioned better to increase the class size. He also noted that scores for SAT and ACT will not be increased.

Trustee Stork inquired about the Graduate Class Size. President Advent stated that the University started with a masters in engineering and a masters in technology. Florida Poly has been through a sequence of events turning the masters programs to be more specialized which will continue. President Avent is committed to use the 1M received to grow the graduate program to fund syphons and to get Grad students in. The toughest goal and objective will be 5.2 - building a dedicated infrastructure to support graduate student education and research. Building the program capacity is really to redo the programs

to make them more specialized, increasing the faculty, and expanding the graduate programs. These concentrations will lead to new master degrees.

Trustee Stork brought forth the open position of VP Advancement to make sure that having staffing vacancies will not impact the abilities to achieve these priorities. President Avent gave a brief summary of the process in place for the search for the VP Advancement position and the raising of funds. He stated that the first 45 minutes of the upcoming Board of Trustees meeting will be discussing Foundation and Advancement as well as the plans for raising funds. A discussion will also take place on the Balance Score Card using metrics for a driven operational plan and assessment.

Trustee Otto asked for clarification on the metrics for the Financial resources. President Avent explained that the 2019-20 column is what we did and the 2020-21 column is what we are hoping for. In 2019-20, \$465K was raised for the endowment, and the target for 2020-21 is set at \$150K. The reason the \$465 is so high is due to the scholarship funds being transferred into endowment.

Trustee Dur would like to see more emphasis placed on category 10 in relationship with industry. He stated that there are articles about large grants having been made to local universities in STEM categories (FL State, FL A&M & Northwest FL University). He would like to see a bullet point that suggest aligning future curriculum development to the stated needs of large potential contributors. He pointed out that was what happened with FL A&M and Northwest FL University.

Trustee ?? inquired about the Student:Faculty ration 18:01 in relation to peer universities where are at 14:01 and SUS at 21:01. President Avent stated that by maintaining the student count this year and increasing the faculty we should actually see the ration go down. He stated that keeping the ratio at 18:01 is the goal and commented that quality of faculty continue to improve each year.

There were no further comments or questions for the president. At this time Trustee Dur reminded the committee that Dr. Saco will be chairing the meeting in late May.

Trustee Stork made a motion to recommend approval of the President's 2019-20 Goals and Objectives to the full board. Trustee McCance seconded the motion; a vote was taken, and the motion passed unanimously.

- X. Committee Chair Dur thanked the committee and with no further business to discuss, adjourned the meeting at 4:54 p.m.