

DRAFT

**FLORIDA POLYTECHNIC UNIVERSITY
BOARD OF TRUSTEES
GOVERNANCE COMMITTEE
MEETING MINUTES**

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

**February 28, 2018 @ 12:30 PM
*or upon the conclusion of the previous meeting***

I. Call to Order

Committee Chair Hallion called the Governance Committee meeting to order at 12:30 p.m.

II. Roll Call

Maggie Mariucci called the roll: Committee Chair Dick Hallion, Committee Vice-Chair Philip Dur, Trustee Mark Bostick, and Trustee Cliff Otto were present (Quorum).

Other trustees present: Chair Frank Martin, Trustee Gary Wendt, Trustee Henry McCance, Trustee Bob Stork, Trustee Louis Saco, Trustee Jim Dewey and Trustee Jacob Livingston.

Staff present: President Randy Avent, Dr. Terry Parker, Mr. Mark Mroczkowski, Ms. Gina DeIulio, Mr. Rick Maxey, Mr. Kevin Aspegren and Ms. Maggie Mariucci were present.

III. Public Comment

There were no requests received for public comment.

IV. Approval of Minutes

Trustee Cliff Otto made a motion to approve the Governance Committee meeting minutes of December 6, 2017. Trustee Gary Wendt seconded the motion; a vote was taken, and the motion passed unanimously.

V. 2016-18 Governance Committee Work Plan

Ms. Gina DeIulio reviewed minor additions to the work plan.

Trustee Gary Wendt made a motion to approve the revised 2016-2018 Governance Committee Work Plan to the Board of Trustees. Trustee Philip Dur seconded the motion; a vote was taken, and the motion passed unanimously.

VI. Approval of Retirement Plan

Ms. Gina DeIulio explained that the President's employment contract provides for a supplemental retirement plan and that Melanie Hancock Brown, outside counsel who drafted the plan, and Carolyn Dower, representing TIAA, proposed trustee of the plan, were on the call to respond to any questions

Trustee Philip Dur made a motion to approve the Florida Polytechnic University Retirement Plan (“Retirement Plan”) and resolutions as stated in the Secretary’s Certificate of Florida Polytechnic University. Trustee Louis Saco seconded the motion; a vote was taken, and the motion passed unanimously.

Trustee Mark Bostick made a motion to approve the designation of the Governance Committee as plan administrator and accept the responsibilities as plan administrator as indicated in the Resolutions of the Governance Committee of the Florida Polytechnic University Board of Trustees indicating the same contingent upon the BOT’s adoption of the Florida Polytechnic University Retirement Plan and the BOT’s designation of the Governance Committee as the Plan Administrator of the Plan. Trustee Cliff Otto seconded the motion; a vote was taken, and the motion passed unanimously.

Trustee Louis Saco made a motion to recommend to the Board that the Chair and Vice Chair of the Governance Committee (currently Trustee Richard Hallion and Trustee Philip Dur) have the authority to sign any documents on behalf of the Plan Administrator of the Retirement Plan. Trustee Philip Dur seconded the motion; a vote was taken, and the motion passed unanimously.

VII. Review and Revise Board of Trustees Bylaws

Ms. Gina DeIulio gave a brief overview of the proposed changes.

Trustee Gary Wendt made a motion to recommend adoption of the Second Amended and Restated Bylaws to the Board. Trustee Louis Saco seconded the motion; a vote was taken, and the motion passed unanimously.

VIII. Regulation: FPU-6.005 Sick Leave

Ms. Gina DeIulio presented the regulation.

Trustee Louis Saco made a motion to recommend approval of revised regulation FPU-6.005 Sick Leave to the Board. Trustee Philip Dur seconded the motion; a vote was taken, and the motion passed unanimously.

IX. Regulation: FPU-6.002 Personnel Code of Conduct

Ms. Gina DeIulio presented the regulation.

Trustee Louis Saco made a motion to recommend approval of revised regulation FPU-6.002 Personnel Code of Conduct and Ethics to the Board. Trustee Philip Dur seconded the motion; a vote was taken, and the motion passed unanimously.

X. Closing Remarks and Adjournment

With no further comments, the Governance Committee meeting adjourned at 12:50 p.m.