



FLORIDA POLYTECHNIC
UNIVERSITY

Governance Committee Meeting

Tuesday, December 10, 2019

2:45 PM – 3:45 PM

or upon the conclusion of the Academic & Student Affairs committee meeting

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

Dial In Number: 1-415-655-0001 | Access Code: 648 625 684#

Rear Admiral Philip Dur, Chair
Cliff Otto

Dr. Louis Saco, Vice Chair
Bob Stork

Frank Martin
Henry McCance

AGENDA

- | | |
|--|--------------------------------|
| I. Call to Order | Rear Admiral Philip Dur, Chair |
| II. Roll Call | Sherri Pavlik |
| III. Public Comment | Rear Admiral Philip Dur, Chair |
| IV. Approval of the September 11, 2019 Minutes
Action Required | Rear Admiral Philip Dur, Chair |
| V. 2018-20 Governance Committee Work Plan Review
Action Required | Rear Admiral Philip Dur, Chair |
| VI. Discuss Board Training Needs | Rear Admiral Philip Dur, Chair |
| VII. Continued Discussion: President's Evaluation Instrument Review
Action Required | Rear Admiral Philip Dur, Chair |
| VIII. Closing Remarks and Adjournment | Rear Admiral Philip Dur, Chair |

Florida Polytechnic University
Board of Trustees

Governance Committee Meeting

DRAFT 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 Martin seconded the motion; a vote was taken, and the motion passed unanimously.

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. Delulio give an overview of what changes were made.

Ms. Delulio 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.

**Florida Polytechnic University
Governance Committee
Board of Trustees
December 10, 2019**

Subject: Governance Committee Work Plan 2018-2020

Proposed Committee Action

Approve updates to Governance Committee Work Plan 2018-2020.

Background Information

The Committee's Work Plan is being revised to reflect the following:

1. The item for February 2020 is being amended to indicate that the process of making nominations is for nominations for the Board Chair and Vice Chair
2. The item for May 2020 is being amended to provide for the discussion of the evaluation with the President and to provide for formulating the recommendation to the Board on the renewal of the President's employment agreement in accordance with the timeline recently approved by the Board.

Supporting Documentation: Proposed Governance Committee Work Plan 2018-2020

Prepared by: Gina Delulio, General Counsel



FLORIDA POLYTECHNIC
UNIVERSITY

**Proposed Governance Committee
2018-2020 Work Plan**

Proposed 2018-2020 Work Plan

February 28, 2018	May 22-23, 2018	September 5, 2018	December 5, 2018
	<ul style="list-style-type: none"> • Make recommendations to Board on President's proposed goals for 2018-2019, President's 2017-2018 evaluation outcome and compensation • Consultant report on BOT self-assessment survey 	<ul style="list-style-type: none"> • 2019 Government Relations Plan • Discussion on BOT self-assessment 	<ul style="list-style-type: none"> • Discuss board training needs
March 13, 2019	May 21-22, 2019	September 11, 2019	December 11, 2019
<ul style="list-style-type: none"> • Make recommendation on renewal of President's employment agreement 	<ul style="list-style-type: none"> • Make recommendations to Board on President's proposed goals for 2019-2020, President's 2018-2019 evaluation outcome and compensation 	<ul style="list-style-type: none"> • 2020 Government Relations Plan 	<ul style="list-style-type: none"> • Discuss board training needs
February 26, 2020	Conference call early May May 19-20 2020	September 9, 2020	December 2, 2020
<ul style="list-style-type: none"> • Start process of making nominations <u>for Board Chair and Vice Chair</u> 	<ul style="list-style-type: none"> • <u>Discuss evaluation with President</u> • Make recommendations to Board on President's proposed goals for 2020-2021, President's 2019-2020 evaluation outcome and compensation • <u>Make recommendation on renewal of President's employment agreement</u> 	<ul style="list-style-type: none"> • 2021 Government Relations Plan 	<ul style="list-style-type: none"> • Discuss board training needs

Today's Work Plan Discussion

February 28, 2018	May 22-23, 2018	September 5, 2018	December 5, 2018
	<ul style="list-style-type: none"> • Make recommendations to Board on President's proposed goals for 2018-2019, President's 2017-2018 evaluation outcome and compensation • Consultant report on BOT self-assessment survey 	<ul style="list-style-type: none"> • 2019 Government Relations Plan • Discussion on BOT self-assessment 	<ul style="list-style-type: none"> • Discuss board training needs
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February 28, 2020	Conference call early May May 19-20, 2020	September 9, 2020	December 2, 2020
<ul style="list-style-type: none"> • Start process of making nominations for <u>Board Chair and Vice Chair</u> 	<ul style="list-style-type: none"> • <u>Discuss evaluation with President</u> • Make recommendations to Board on President's proposed goals for 2020-2021, President's 2019-2020 evaluation outcome and compensation • <u>Make recommendation on renewal of President's employment agreement</u> 	<ul style="list-style-type: none"> • 2021 Government Relations Plan 	<ul style="list-style-type: none"> • Discuss board training needs

Florida Polytechnic University
Governance Committee
Board of Trustees
December 10, 2019

Subject: Board Training Needs

Proposed Committee Action

Discussion on Board training needs – no action required

Background Information

Each year, the Committee discusses topics for training for the full Board. Some topics that might be considered are:

- How to be an effective and engaged advocate for the university
- What shared governance means in higher education

Supporting Documentation: N/A

Prepared by: Regina Delulio, General Counsel

Florida Polytechnic University
Governance Committee
Board of Trustees
December 10, 2019

Subject: President's Evaluation Instrument Review

Proposed Committee Action

Make recommendations on revisions to the draft evaluation instrument and evaluation process to the Board of Trustees.

Background Information

The Committee has been discussing the Evaluation Instrument related to the President's annual evaluation at the past two meetings.

- a. The Committee discussed the appropriate number of options should be provided for scoring the President on each of the goals- currently there are three- Exceeds Expectation, Meets Expectation and Below Expectation. The Committee determined that they would like to have five options.
- b. The Committee asked staff to research the wording used at the other SUS institutions for the options. The information on wording for the options used at other SUS institutions is provided in the chart in the supporting documentation.
- c. The Committee also discussed the weighting to be given to each option and whether the weighting should be varied when the goal was a goal was one in which the expectations could not be exceeded as the numerical outcome of the trustees' responses would be used to determine the outcome of the evaluation and possibly be used to determine the President's bonus. The Committee did not reach a conclusion.

Supporting Documentation: PowerPoint Presentation that includes:

- Comparison of President Evaluation Process in the SUS
- SUS President's Bonus Calculations
- President's Annual Review DRAFT

Prepared by: Gina DeLulio, General Counsel



FLORIDA POLYTECHNIC
UNIVERSITY

Governance Committee
Evaluation Instrument Review

Comparison of President Evaluation Process in the SUS

	Evaluation method	Evaluation Scale
FIU	Self-evaluation score card used	Not Achieved, Partially Achieved, Achieved, Exceeded, Far Exceeded
FSU	Evaluation form used	Unsatisfactory, Satisfactory, Strong Point/Excellent
UCF	HR meets with each trustee to ask questions	unsatisfactory, conditional, satisfactory, above satisfactory, and outstanding
USF	Discussion of President's Annual Goals from previous year	Scale of 1-10
UWF	Presidential Evaluation Trustee Survey	Below expectations, meets expectations, exceed expectations

SUS President's Bonus Calculations

University	Bonus structure	Amount of bonus recently awarded	Method to determine amount of bonus	President's overall evaluation
FAMU	Up to 20% of the annual base salary in effect	15% performance bonus	Discussion of board's evaluation of president and history of increases in president's salary	6 meets expectations, 5 exceeds expectations, and 0 does not meet expectations.
FGCU	Up to \$100,000 performance bonus	\$100,000 performance bonus	Discussion of board's evaluation of president	Board voted president performed in an outstanding manner
FIU	Up to \$100,000 annual incentive bonus	\$100,000 incentive bonus	Discussion of president's completion of incentive goals	Board voted president had superior performance
FSU	Up to \$100,000 performance bonus and \$225,000 retention bonus	\$300,000 performance bonus	Discussion of board's evaluation of president	10 satisfactory, 0 unsatisfactory, 331 strong point/excellent ratings
NCF	\$30,000 retention bonus if president remains through term of employment (1 yr)	n/a	n/a	n/a
USF	Up to \$300,000 performance stipend	Committee: 100% of the 70% allowed (\$210,000) Board Chair: 95% of the 30% allowed (\$85,500) Total: \$295,500 (98.5%)	Discussion of president's performance on goals	Evaluation unavailable
UWF	Up to 20% of base salary employment incentive	20% of base salary (\$70,218)	Discussion of board's evaluation of president, salary history, and comparison to other SUS presidents' salaries	Total Average Score 4.33 (Exceeds expectations)

*USF's governance committee has authority to award up to 70% and board chair has authority to award up to 30% of performance stipend of \$300,000.

President's Annual Review (July 1, 2019 to June 30, 2020)

Trustee's name _____

DEGREE ALIGNMENT: BUILD PROMINENT PROGRAMS IN HIGH PAYING INDUSTRIES

Priority 1: Enroll a high-quality and diverse incoming class

- Exceeds Expectation Meets Expectation Below Expectation

Comments:

Priority 2: Grow a faculty body committed to excellence

- Exceeds Expectation Meets Expectation Below Expectation

Comments:

Priority 3: Improve instructional effectiveness and consistency of quality

- Exceeds Expectation Meets Expectation Below Expectation

Comments:

President's Annual Review (July 1, 2019 to June 30, 2020)

Priority 4: Grow the number of academic programs in strategic disciplines

- Exceeds Expectation Meets Expectation Below Expectation

Comments:

Priority 5: Mature and grow the graduate program

- Exceeds Expectation Meets Expectation Below Expectation

Comments:

STUDENT SUCCESS: PREPARE STUDENTS FOR A LIFETIME OF SUCCESS

Priority 6: Help students achieve academic goals

- Exceeds Expectation Meets Expectation Below Expectation

Comments:

President's Annual Review (July 1, 2019 to June 30, 2020)

Priority 7: Build essential skills in communication, leadership, design, and business

- Exceeds Expectation Meets Expectation Below Expectation

Comments:

Priority 8: Embed projects in a sustainable manner to enhance professional development

- Exceeds Expectation Meets Expectation Below Expectation

Comments:

Priority 9: Support students through work experience programs and career opportunities

- Exceeds Expectation Meets Expectation Below Expectation

Comments:

President's Annual Review (July 1, 2019 to June 30, 2020)

ECONOMIC DEVELOPMENT: GROW A HIGH-TECHNOLOGY ECONOMY AROUND FLORIDA POLY

Priority 10: Conduct and execute a realistic and sustainable industry interaction model

Exceeds Expectation Meets Expectation Below Expectation

Comments:

Priority 11: Conduct applied research to strengthen University impact

Exceeds Expectation Meets Expectation Below Expectation

Comments:

Priority 12: Develop extended campus to support University growth

Exceeds Expectation Meets Expectation Below Expectation

Comments:

President's Annual Review (July 1, 2019 to June 30, 2020)

AFFORDABILITY: MAXIMIZE VALUE FOR THE STUDENT

Priority 13: Create a strong student user experience

- Exceeds Expectation Meets Expectation Below Expectation

Comments:

Priority 14: Concentrate spending on academic programs

- Exceeds Expectation Meets Expectation Below Expectation

Comments:

Priority 15: Continue advocacy efforts to support University growth and reputation

- Exceeds Expectation Meets Expectation Below Expectation

Comments:

President's Annual Review (July 1, 2019 to June 30, 2020)

Priority 16: Ensure a highly effective organization

- Exceeds Expectation Meets Expectation Below Expectation

Comments:

OVERALL RATING

- Exceeds Expectation Meets Expectation Below Expectation

Comments

GENERAL COMMENTS
