

**FLORIDA POLYTECHNIC UNIVERSITY
BOARD OF TRUSTEES
GOVERNANCE COMMITTEE
MEETING MINUTES
Florida Polytechnic University
Circle B Bar Reserve
4399 Winter Lake Road
Lakeland, FL 33803
June 2, 2016 @ 8:30 AM**

I. Call to Order and Roll Call

Committee Chair, Don Wilson, called the Governance Committee meeting to order at 8:42 a.m.

Maggie Mariucci called the roll: Chair Don Wilson, Trustee Frank T. Martin, and Trustee Cliff Otto were present (Quorum).

Other trustees present: Trustee Mark Bostick, Trustee Christina Drake, Trustee Philip Dur, Trustee Sandra Featherman, Trustee Dick Hallion, Trustee Veronica Perez-Herrera, Trustee Henry McCance and Trustee Bob Stork were present.

Staff present: President Randy Avent, Gina DeJulio, Maggie Mariucci, Rick Maxey, Mark Mroczkowski, Dr. Elhami Nasr, and Scott Rhodes were present.

II. Approval of Minutes

Trustee Frank Martin made a motion to approve the Governance Committee meeting minutes of April 25, 2016. Trustee Cliff Otto seconded the motion; a vote was taken, and the motion passed unanimously.

III. Public Comment

There were no requests received for public comment.

IV. President's Evaluation for 2015-2016 and Related Compensation

A. President's Evaluation for 2015-2016

Committee Chair, Don Wilson, stated each of the Board of Trustees members were provided an evaluation form to complete and return to the General Counsel's office for compilation. The summary report was then provided to the trustees for review. It was noted Dr. Avent either met or exceeded the trustees' expectations in every category.

Discussion occurred regarding the President's evaluation for 2015-2016. Trustee Frank Martin stated Dr. Avent is doing a great job and the Board of Trustees made the right decision when selecting him as President of Florida Polytechnic University. Trustee Sandra Featherman concurred and stated she is proud of President Avent's performance.

Trustee Frank Martin made a motion to recommend to the full Board the adoption of the compilation summary report as the President's evaluation for 2015-2016. Trustee Cliff Otto seconded the motion; a vote was taken, and the motion passed unanimously.

B. President's Compensation

Committee Chair, Don Wilson, stated the contract negotiated upon the hiring of Dr. Avent provided for a set minimum 3.5% increase in the base salary annually, and an additional payment of up to 20% of the base salary based upon performance.

Discussion regarding the President's compensation occurred. Trustee Cliff Otto stated Dr. Avent's performance has been very impressive, especially considering the charge before him and is in favor of the increase as stated.

Trustee Cliff Otto made a motion to recommend to the full Board the President be granted a 3.5% increase in base salary and 20% of his annual base salary as a performance bonus. Trustee Frank Martin seconded the motion; a vote was taken, and the motion passed unanimously.

V. Removal of Members of the Board of Trustees Policy

Committee Chair, Don Wilson, stated as part of the SACSCOC accreditation requirements, the Board of Trustees must have in place a policy whereby members can be dismissed only for appropriate reasons and by a fair process.

Gina DeJulio, Vice President and General Counsel, stated attorney Heather Ramos was hired to draft the policy. Gina stated the policy outlines the possible appropriate reasons a trustee may be dismissed and the process for dismissal that is governed by, and consistent with, the Florida Constitution and Florida Statutes.

Trustee Frank Martin made a motion to recommend to the full Board the adoption of the Removal of Members of the Board of Trustees Policy. Trustee Sandra Featherman seconded the motion; a vote was taken, and the motion passed unanimously.

VI. Annual Certification of Compliance with the Code of Ethics for Public Officers

Committee Chair, Don Wilson, introduced Gina DeJulio, Vice President and General Counsel. Gina stated pursuant to SACSCOC core requirement, the Board of Trustees must have a policy addressing conflicts of interest and evidence must be presented to show that the trustees are periodically informed of the policy and indicate their understanding of and compliance with the policy. If approved, the form, along with a copy of the Ethics Policy, will be provided to the trustees on an annual basis, beginning in June 2016, so that the trustees may sign the form and forward it to the Board Office where it will be maintained.

Trustee Sandra Featherman stated it is routine for accrediting bodies to request copies of such documents during their onsite accreditation visits.

Trustee Frank Martin made a motion to recommend to the full Board the adoption of the Certification of Compliance with the Code of Ethics for Public Officers form. Trustee Cliff Otto seconded the motion; a vote was taken, and the motion passed unanimously.

VII. President's Position Description

Committee Chair, Don Wilson, reported that SACSCOC requires that a position description be on file for all positions at the University. The position description for the President outlines major areas of responsibility and is consistent with Board of Trustees Resolution 2014-001 Powers and Duties of the President.

Trustee Cliff Otto made a motion to recommend to the full Board the approval of the President's Position Description. Trustee Frank Martin seconded the motion; a vote was taken, and the motion passed unanimously.

VIII. Other Business

Further discussion took place regarding the SACSCOC accreditation timeline. In an effort to update the three new trustees, Chair Mark Bostick provided information regarding the accreditation process thus far and the likely timeline moving forward.

There was a general consensus that Florida Poly has done everything to thoroughly meet every objective and accreditation requirement and the University is looking forward to the potential of achieving candidacy on June 17, 2016.

With no further business to discuss, the Governance Committee meeting adjourned at 9:09 a.m.