Governance Committee Meeting

University of North Florida
Thursday, June 6, 2024 at 1:00 PM to 2:00 PM
Virtual

Agenda

I. Call to Order

Chair Hyde will call the meeting to order.

II. Public Comment

Chair Hyde will offer those in attendance the opportunity for public comment.

III. Consent Agenda

- Draft February 15, 2024 Governance Committee Meeting Minutes

Proposed Action: Approval; Motion and Second Required

IV. Approval of Newly Appointed and Reappointed Board Members for UNF Direct Support Organizations (DSOs) 1:00 PM

Pursuant to UNF's Regulation governing University Direct Support Organizations, the Board of Trustees shall approve all appointments to the board of a University direct support organization other than the Chair's representative(s) and the President or President's designee. As a condition to approval by the Board of Trustees, the designated officer or executive director of the direct support organization shall certify that each appointee has been selected in accordance with a documented process established by the direct support organization.

UNF Foundation

- Raj Goswami *(New Appointment: June 1, 2024-June 30, 2027)*
- Sam Inman *(New Appointment: June 1, 2024-June 30, 2027)*
- Tom Lightcap *(New Appointment: June 1, 2024-June 30, 2027)*
- Whitney Meyer *(New Appointment: June 1, 2024-June 30, 2027)*
- Clint Pyle *(New Appointment: June 1, 2024-June 30, 2027)*

Proposed Action: Approval; Motion and Second Required

UNF Financing Corporation

- John "Jack" Allen *(Renewal of Appointment: July 1, 2024-June 30, 2026)*
- Rad Lovett *(Renewal of Appointment: July 1, 2024-June 30, 2026)*
- Joseph P. "Chuck" Moorer *(Renewal of Appointment: July 1, 2024-June 30, 2026)*

Proposed Action: Approval; Motion and Second Required

UNF Training & Services Institute (TSI)

- Anthony Marinatos *(Renewal of Appointment: July 1, 2024-June 30, 2026)*
- E. Lanny Russell (Renewal of Appointment: July 1, 2024-June 30, 2026)

Proposed Action: Approval; Motion and Second Required

MOCA Jacksonville

- Dita Domonkos *(New Appointment: July 1, 2024-June 30, 2029)*
- Marilyn Gilman *(New Appointment: July 1, 2024-June 30, 2029)*
- Dr. Steven Wilson *(New Appointment: July 1, 2024-June 30, 2029)*
- Anne Joseph *(Extension of Appointment: July 1, 2024-June 30, 2025)*

Proposed Action: Approval; Motion and Second Required

V. UNF Institutional Accreditation Review and Update — 1:15 PM

On September 22, 2022, the UNF Board of Trustees approved the initiation of a four-step process to transition the University's institutional accreditation from SACSCOC to HLC. Provost Patterson will present a brief overview of the accreditation process. The University will seek Board approval at its June 13, 2024 meeting to submit UNF's application to the U.S. Department of Education.

Proposed Action: No Action Required

VI. Review of Governance Committee Charter — 1:20 PM

The Committee reviewed proposed changes to the Governance Committee Charter at its February 15, 2024 meeting. Robyn Blank, Chief Compliance Officer, will present the final draft for committee consideration.

Proposed Action: Approval; Motion and Second Required

VII. Review of Board of Trustees Bylaws — 1:25 PM

At the February 15, 2024 Governance Committee meeting, Robyn Blank, Chief Compliance Officer, presented recommended revisions to the University of North Florida Board of Trustees Bylaws. Robyn Blank will present a final draft of the Board of Trustees Bylaws for committee consideration.

Proposed Action: Approval; Motion and Second Required

VIII. Review of Resolution on Presidential Authority — 1:35 PM

Minor revisions to the Resolution on Presidential Authority are being made to correspond to an update to University Policy 7.0060P and the President's authority to bring and settle legal claims. An additional revision provides that the Board will review the Resolution upon the appointment of a new University President, notwithstanding

regular reviews pursuant to the Board Action Plan. This item will be presented by Robyn Blank, AVP and Chief Compliance and Ethics Officer and Vice President Karen Stone.

Proposed Action: Approval; Motion and Second Required

IX. Review of Board Self Assessment Tool **1:40 PM**

As part of the requirements of SACSCOC and for good governing practices, the board regularly conducts a self-assessment. A Board assessment can be extremely beneficial, as it enables the Board collectively and trustees individually to reflect on their performance and effectiveness. It also identifies issues and questions that need to be addressed, as well as ensures that outcomes drive an actionable plan for Board improvements.

At the February 15, 2024, the Committee reviewed and provided input on the BOT Self-Assessment Tool. The Committee will review and provide any final feedback on the Self-Assessment Tool which Chair Hyde will present at the June 13, 2024 Board of Trustees meeting.

Vice President Karen Stone will present this item.

Proposed Action: No Action Required

X. Annual Update on Progress of Board Action Plan [1] **1:55 PM**

Per the 2023-2026 University of North Florida Board of Trustees Action Plan for Continuing Performance Improvement, the committee will annually assess progress in meeting goals and expectations of the Board Action Plan. Vice President Karen Stone will present this item.

Proposed Action: No Action Required

[1] *Document available upon request.*

XI. Adjournment **2:00 PM**

University of North Florida

Board of Trustees

Governance Committee Charter

Section 1: ROLE AND PURPOSE

The primary function of the Governance Committee of the University of North Florida Board of Trustees is to review and recommend for consideration by the Board various Board functions and to provide oversight of the corporate governance, administrative operations, and delegations of the Board and the University's affiliated organizations.

Section 2: AUTHORITY

The Board authorizes the committee to:

2.0 Perform activities within the scope of its charter.

2.1 Engage advisors as it deems necessary to carry out its duties.

2.2 Have unrestricted access to management, faculty, and employees of the University ofNorth Florida and its Direct Support Organizations and affiliates.

Section 3: MEMBERSHIP AND MEETINGS

3.0 The Chair of the Board will appoint the chair and members of the committee.

3.1 Members will serve on the committee until their resignation or replacement by the Chairof the Board.

3.2 Meetings will be held not less than two times per year.

3.3 The committee may request special reports from the members of the University or DirectSupport Organization management personnel on topics that may enhance its understanding of their activities and operations as it relates to the committee's mission.

Section 4: COMMITTEE RESPONSIBILITIES

The Committee will:

4.0 Review every other year and recommend changes as necessary to the Board Bylaws.

4.1 Review annually the committee charter and discuss any required changes

with the Board to ensure that the charter is approved or reapproved by the Board annually.

4.2 Inform members of corporate governance best practices' and make recommendations tothe Board and its committees.

4.3 Develop and recommend to the Board the number and structure of committees.

4.4 Review and approve recommendations from staff regarding Board member education,including new member orientation and regularly scheduled Board member training; provide suggestions on and feedback of same.

4.5 Review and provide feedback on the Board's self-evaluation process.

4.6 Review charter documents for new committees formed pursuant to BOT Bylaws.

4.7 Recommend to the Board appointments to the University's affiliated organizations and Direct Support Organizations.

4.8 Receive updates and provide review of the University's accreditation status and obligations.

4.9 Fulfill any other responsibilities as subsequently may be assigned by the University ofNorth Florida Board of Trustees and/or the Board Chair.

ADOPTION OF CHARTER

I HEREBY CERTIFY that the University of North Florida Board of Trustees reviewed and approved this charter at its regularly scheduled meeting on [DATE].

_____

Moez Limayem
President

_____

Kevin Hyde
Chair, Governance Committee

_____

Kevin Hyde
Chair, Board of Trustees

History: New 10-26-2015. Amended 01-16-2020, 01-28.2021, 01-27-2022, 2-27-23

University of North Florida

Board of Trustees

Fifth Amended and Restated Bylaws

June 13, 2024

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Statement of Purpose

The laws of the State of Florida established the University of North Florida Board of Trustees in 2001. The Board of Trustees serves as the governing body of the University and discharges its governance responsibilities. The Board of Trustees selects the President for ratification by the Board of Governors, evaluates the performance of the President, and ensures implementation and maintenance of quality education programs and the sound fiduciary operation of the University.

Article I
Organization

Section 1. The Corporation

The University of North Florida Board of Trustees ("Board of Trustees" or "Board") is established as a public body corporate, with all powers of a body corporate as provided by the Florida Constitution, Florida law and by delegation of the Florida Board of Governors ("Board of Governors"). The Board of Trustees is not a department of the executive branch of state government within the scope and meaning of s. 6, Art. IV of the State Constitution.

The Board of Trustees is constituted as a public instrumentality, and the exercise by the corporation of the power conferred by the Board of Governors is the performance of an essential public function. The Board of Trustees shall constitute an agency for the purposes of s. 120.52, Florida Statutes.

The Board of Trustees is a corporation primarily acting as an instrumentality or an agency of the state, pursuant to s. 768.28 (2), Florida Statutes, for purposes of sovereign immunity. It shall have and exercise those powers and duties prescribed by law.

Section 2. Membership

The Board of Trustees shall be composed of thirteen (13) persons. Six (6) members of the Board of Trustees shall be appointed by the Governor of the State of Florida and five (5) members shall be appointed by the Florida Board of Governors. The President of the University of North Florida Faculty Association and the President of the University of North Florida Student Government shall serve ex officio as voting members of the Board of Trustees.

Board of Trustees' members who are appointed by the Governor or the Florida Board of Governors shall be appointed for staggered 5-year terms as provided by law. The appointed members shall be subject to confirmation by the Florida Senate.

Members of the Board shall serve without compensation but may be reimbursed for travel and per diem expenses in accordance with state law.

Section 3. Powers and Duties of the Board of Trustees
The Board of Trustees shall serve as the governing body of the University of North Florida ("University"). It shall select the President of the University of North Florida to serve at the pleasure of the Board of Trustees and shall hold the President responsible for the University's operation and management, performance, fiscal accountability, and compliance with federal and state laws and regulations, including those of the Florida Board of Governors.

The Board of Trustees shall have the authority to carry out all lawful functions permitted by the Bylaws, its operating procedures, Board of Governors regulations, or law. The Board may adopt regulations, rules, and policies consistent with the University mission, with law, and with the regulations and rules of the Florida Board of Governors, in order to effectively fulfill its obligations under the law.

The Board of Trustees shall approve the mission statement and strategic plan for the University, each of which must be consistent with the strategic plan developed by the Florida Board of Governors.

The Board of Trustees shall also work to preserve the institution's and its own independence from undue political, religious, or outside influence; to ensure academic freedom; and to support the President of the University in discharging Presidential responsibilities for the operation and administration of the University.

The Board of Trustees may delegate and provide for further delegation of any and all powers, subject to limits provided by law.

Section 4. Duties of the President
The University President shall serve as the Chief Executive Officer of the University. The University President shall be responsible for the operation and administration of the University, including efficient and effective budget and program administration, leading the University to accomplish its education mission and goals, monitoring educational and financial performance, consulting with the Board in a timely manner on matters appropriate to its policy-making and fiduciary functions, and serving as the University's key spokesperson. The University President shall exercise such powers as are appropriate to their position in promoting, supporting, and protecting the interests of the University and in managing and directing its affairs. The President shall have the authority to execute all documents on behalf of the University and the Board consistent with law, Board policies, and the best interests of the University. The President shall further serve as the principal liaison officer and official contact between the Board and the faculty, staff and students of the University.

Section 5. Powers and Duties of Officers

The officers of the Board of Trustees are the Chair, Vice-Chair, and corporate secretary.

A. Chair
The Chair (or "Board Chair") shall preside at all meetings of the Board of Trustees and call special meetings of the Board when necessary. The Board Chair will have the responsibility to appoint standing and ad-hoc committees, including the Chairs of these committees, and will serve as an ex-officio voting member of all Board committees. The Board Chair shall also attest to actions taken by the Board and serve as the spokesperson for the Board.

B. Vice Chair
The Vice-Chair shall act as Chair and perform duties of the Board Chair during the absence or disability of the Board Chair.

C. Corporate Secretary
The Board Chair, jointly with the University President, shall select a University employee to serve as corporate secretary of the Board. The corporate secretary shall be responsible for giving notice of all meetings of the Board and its committees, setting the agenda and compiling the supporting documents for meetings of the Board, in consultation with the Board Chair, recording and maintaining the minutes of any Board or committee meeting, including a record of all votes cast as required by law, executing or attesting to all documents which have been executed by the Board, and shall be custodian of the corporate seal. The corporate secretary may designate an individual to serve as assistant secretary to the Board.

Section 6. Selection of Officers and Terms of Office
The Board shall elect a Board Chair and Vice Chair from the appointed members at its first regular meeting after January 1. The Chair and Vice Chair shall serve a 2-year term to begin immediately upon selection. The Chair and Vice-Chair shall be eligible for re-election for an additional consecutive 2-year term, except that for each additional consecutive term beyond two terms, by a two-thirds vote, the Board of Trustees may re-elect the Board Chair for additional consecutive 2-year terms.

Section 7. Vacancies
Vacancies in the Board Chair and Vice Chair offices may be filled at any time by a majority vote of the members of the Board, but election or reelection shall normally take place at the Board's first regular meeting after January 1. Vacancies in the positions of committee Chair and Vice Chair may be filled by appointment of the Board Chair at any time as may be necessary.

Section 8. Standing Board Committees
Finance and Facilities Committee

The Finance and Facilities Committee shall review and recommend for consideration by the Board policies related to the financial functions of the University, and its affiliated organizations, and policies affecting physical plant and real property. In carrying out these responsibilities, the committee will monitor the University's financial and facilities operations, oversee annual and long-range operating budgets, oversee requests and plans for debt and capital projects, and oversee master planning and major obligations of institutional resources. The Board Chair shall appoint the members of the Finance and Facilities Committee and designate one (1) to serve as the committee Chair and one (1) as the committee Vice Chair.

To the best of their ability, the Board Chair will ensure that the Chair of the Finance and Facilities Committee has applicable financial knowledge and that the membership of the committee includes the most fiscally knowledgeable trustees.

Audit and Compliance Committee
The Audit and Compliance Committee shall assist the Board in discharging its oversight responsibilities. The Audit and Compliance Committee will oversee the financial operations and reporting process for both the University and its direct support organizations ("DSO"). The committee will review: 1) the University's internal financial controls and processes; 2) the internal audit function; 3) the independent audit process; and 4) the DSO and University processes for monitoring compliance with applicable laws and regulations, meeting regulatory requirements, and promoting ethical conduct. The Board Chair shall appoint the members of the Audit and Compliance Committee, which shall include the Board Chair , and designate one (1) to serve as the committee Chair and one (1) as the committee Vice Chair.

Academic and Student Affairs Committee
The Academic and Student Affairs Committee shall review and recommend for consideration by the Board policies related to the academic functions, and the quality of nonacademic student life, encouraging innovation in such programs and initiatives. The committee will provide strategic input to the Provost and the President to ensure that curricular and co-curricular educational programs, student life, support services, faculty personnel appointments and promotion systems, academic policies and procedures, academic budget, library resources, learning resources, and assessment systems are of high-quality and that they support and strengthen the institution's mission, strategies, and academic priorities. The Board Chair shall appoint the members of the Academic Affairs Committee and designate one (1) to serve as the committee Chair and one (1) as the committee Vice Chair.

Governance Committee
The Governance Committee shall review and recommend for consideration by the Board various Board functions. The Committee's responsibilities shall include, but not be limited to, periodically reviewing the Board's by-laws and operating procedures, initiating Board training when appropriate, initiating the evaluation of

Board performance, periodically reviewing Board governance, and providing recommendations concerning best practices in corporate governance. The Governance Committee shall review charter documents for new committees formed pursuant to the Board's by-laws and recommend to the Board appointments to the University's affiliated organizations and Direct Support Organizations and shall provide review of the University's accreditation status and obligations. The Board Chair shall appoint the members of the Governance Committee and designate one (1) to serve as the committee Chair and one (1) as the committee Vice Chair.

Strategic Plan Implementation and Monitoring Committee
The Strategic Plan Implementation and Monitoring Committee shall review, support, and make recommendations to the Board regarding monitoring of the progress toward strategic plan goals for the University; provide oversight of the implementation of the strategic plan and monitor its performance; and review key performance indicators and performance metrics, making proposed revisions when appropriate. The Board Chair shall appoint the members of the Strategic Plan Implementation and Monitoring Committee and designate one (1) to serve as the committee Chair and one (1) as the committee Vice Chair.

Ad Hoc Committees
The Chair of the Board may establish additional ad hoc committees, composed of a minimum of three (3) members, as deemed necessary for the orderly conduct of the business of the Board. The Board Chair shall designate one (1) member to serve as committee Chair and one (1) as the committee Vice Chair of any ad hoc committee.

Section 9. Board Committee Functions
Authority
Committee action is reported as a recommendation for consideration and action by the Board. If the Board, however, authorizes a committee to act on a matter referred to it, the Chair of the committee shall report the action taken to the Board at its next scheduled meeting.

Meetings
Any committee of the Board may meet upon call of its Chair to carry out its duties and responsibilities. Meetings shall be noticed under the procedures established for the University Board of Trustees.

Article II
Meetings

All meetings of the Board and its committees shall be open and noticed to the public in accordance with Chapter 286, Florida Statutes. No resolution, regulation, or other formal or official action shall be considered binding except as taken or made at such meeting in accordance with section 286.011, Florida Statutes, unless the matter being discussed falls within the provision of law allowing closed sessions.

Section 1. Regular Meetings
The Board of Trustees will meet no fewer than four (4) times per fiscal year, at a time and place designated by the Board Chair. A regular meeting means business meetings and Board retreats held at regular intervals; provided that time shall be made available when needed for the conduct of business at or around the time of any retreats. Meetings of the Board are open to the public and all official acts will be taken at public meetings. The schedule of meetings is available on the University of North Florida Board of Trustees website.

Section 2. Special Meetings
Special meetings of the Board, including hearings and workshops, may be called by the Board Chair, the University President, or upon request of seven (7) Trustees. The corporate secretary shall send written notice of such special meeting to all Trustees, along with a statement of the purpose of the meeting, at least 48 hours in advance. No matter may be considered at any special meeting that was not included in the call of that meeting except by a vote of nine (9) trustees.

Section 3. Emergency Meetings
Emergency meetings of the Board may be called by the Board Chair upon such notice as is reasonable under the circumstances whenever in the opinion of the Board Chair, an issue requires immediate Board action. Such meetings shall be open to the public and the Board shall provide such notice of the meeting as is reasonable under the circumstances. Whenever such emergency meeting is called, the Board Chair will notify the corporate secretary. The corporate secretary will immediately serve either verbal or written notice upon each member of the Board, stating the date, hour and place of the meeting and the purpose for which the meeting has been called. No other business will be transacted at the meeting unless additional emergency matters are agreed to by a majority of those Board members in attendance. The minutes of each emergency meeting will show the manner and method by which notice of such emergency meeting was given to each member of the Board.

Section 4. Notice of Meetings
Notice of meetings will be provided in accordance with the requirements of Chapter 286, Florida Statutes. Notice of meetings will be posted on the Board of Trustees website and the University of North Florida calendar.

Section 5. Special Notice Requirements

In the event the Board of Trustees will consider a proposal to increase tuition or fees at an upcoming board meeting, notice of such proposal shall be posted at least 28 days before its consideration at a Board of Trustees meeting. The notice must:

(i) Include the date and time of the meeting at which the proposal will be considered,

(ii) Specifically outline the details of existing tuition and fees, the rationale for the proposed increase, and how the funds from the proposed increase will be used, and

(iii) Be posted on the University's website and issued in a press release.

Section 6. Absences.
The Board Chair shall notify the Governor or the Board of Governors, as applicable, in writing whenever a board member has three (3) consecutive unexcused absences from regular board meetings in any fiscal year, which may be grounds for removal by the Governor or the Board of Governors, as applicable.

Section 7. Use of Technology
The Board may use telephone conference calls and other communications media technology to conduct Board business in the same manner as if the proceeding were held in person. The notice of any meeting which is to be conducted by means of communication media technology will state where and how members of the public may gain access to the meeting.

Section 8. Quorum
A quorum for the conduct of business by the full Board shall consist of seven (7) trustees. A quorum for all standing committees shall consist of three (3) members of the committee. A quorum for all ad hoc committees shall consist of a majority of the voting members of the committee.

Section 9. Voting
The decision of the majority of the trustees in attendance and voting on an issue shall prevail. A trustee may abstain from voting only under those circumstances prescribed by law. Voting by proxy or by mail is prohibited.

Section 10. Parliamentary Rules
Roberts Rules of Order, newly revised, will be followed in conducting the meetings of the Board, unless otherwise provided by the Board.

Section 11. Agenda
The University President shall be responsible for setting the agenda for meetings of the Board in consultation with the Board Chair.

A. Consent Agenda
Items that are routine, procedural, informational and self-explanatory may be placed on the consent agenda. Items proposed for the consent agenda will be made available to all Board members in advance of the complete Board meeting materials.

Minutes from the prior Board meeting and unanimously approved action items from committee meetings will also be placed on the agenda as consent agenda items. Prior to the full Board meeting, the Board Chair or either committee Chair may choose to have any specific item from a committee meeting placed on the discussion section of the agenda. In addition, any trustee may request that a specific item be moved to the discussion section of the agenda.

B. Additional Agenda Items
Requests for inclusion of other items on the agenda of a meeting shall be put in writing and filed, together with any supporting documents, with the University President sufficiently far in advance of the meeting to permit a determination to be made by the University President, in consultation with the Board Chair, with respect to the propriety and practicability of including that item on the agenda for the meeting. The University President will assemble the items received, with sufficient time to prepare the agenda in advance of each meeting and provide a copy of the agenda to each member of the Board at least three (3) days prior to the meeting. If additional items or supporting documentation become available, a supplemental agenda may be provided at least one (1) day prior to the meeting. When needed, additional items may be placed on the agenda at the time of a meeting, at the discretion of the Board Chair.

Section 12. Minutes
Minutes of the meetings of the Board of Trustees shall be kept by the corporate secretary, who shall cause them to be printed and preserved and who shall transmit copies to the members of the Board of Trustees and to other places as deemed appropriate. All lengthy reports shall be referred to in the minutes and shall be kept on file as part of the University records, but such reports need not be incorporated in the minutes except when so ordered by the Board of Trustees.

No later than two (2) weeks following a meeting of the Board of Trustees, an unapproved draft of detailed minutes shall be posted prominently on the University's website, which shall include the vote history and attendance of each trustee.

Article III
Appearances Before the Board

The Board shall allow for a public comment period during each Board and committee meeting. Individuals or representatives of groups who desire to appear before the Board regarding any item being considered on a meeting agenda of the Board of Trustees must submit their requests by email to unf-bot@unf.edu or through such other means as may be identified on the Board of Trustees website. Such a request must be submitted at least three (3) working days prior to the start

of the meeting and must specify the agenda item about which the speaker wishes to speak. The corporate secretary, in consultation with the Board Chair, will determine whether the item will be heard and when it will be heard. There will be a three (3) minute time limit on any presentation and the public comment period shall be limited to fifteen (15) minutes. As permitted by section 286.0114, Florida Statutes, the Board Chair may decline to hear any matter that does not relate to a particular agenda item; is not practicable for a particular meeting; or is outside the Board's jurisdiction. Those requesting to speak shall be called upon on a first-come first-serve basis. The Board Chair is authorized to implement other reasonable procedures for the smooth and effective operation of the public comment period.

At their discretion the Board Chair may further recognize any individual to address the Board during the discussion of a particular agenda item.

In order to proceed with the essential business of the Board in an orderly manner, any individual who attempts to disrupt a Board meeting will be subject to appropriate action pursuant to law.

Article IV
Amendment or Suspension of Bylaws

These bylaws may be altered, amended or repealed by a vote of seven (7) trustees in attendance and voting at any regular or special meeting, when notice of the proposed amendment or repeal is provided in the meeting notice.

Any provision of these bylaws may be suspended at any time in connection with the consideration of a matter before the Board by an affirmative vote of not less than nine (9) members of the Board.

Article V
Code of Ethics

Section 1. Preamble
Authority rests with the Board of Trustees as a whole in meetings of the Board and not with individual Board members. Trustees shall conduct relationships with University staff, students, the citizenry and the media on that basis. Trustees will confine their Board action to policy-making, planning and appraisal, recognizing that their responsibility is to ensure that the University is well run and not to run the University.

Trustees stand in a fiduciary relationship to the University. Therefore, members of the Board of Trustees shall be guided by the provisions set forth in Florida law for the conduct of public officers, including the Code of Ethics for Public Officers and Employees, Chapter 112, Part III, Florida Statutes.

Section 2. Conflicts of Interest
A trustee shall be considered to have a conflict of interest if (1) such trustee has existing or potential financial or other interest that impairs or might reasonably appear to impair such member's independent, unbiased judgment in the discharge of his or her responsibilities to the University, or (2) such trustee is aware that a member of his or her family, or any organization in which such trustee (or member of his or her family) is an officer, director, employee, member, partner, trustee, or controlling stockholder, has such existing or potential financial or other interest. For the purposes of this provision, a family member is defined as a spouse, parents, siblings, children, and any other relative if the latter resides in the same household as the trustee.

All trustees shall disclose to the Board any possible conflicts of interest at the earliest practical time. In such cases, the trustee shall absent themself from discussions of, and abstain from voting on, such matters under consideration by the Board of Trustees or its committees. The minutes of such meeting shall reflect that a disclosure was made and that the trustee who has a conflict or possible conflict abstained from discussion and voting.

Furthermore, a trustee shall not use the authority, title, influence, or prestige of his or her position to solicit business for others or otherwise obtain a private financial, social, or political benefit, which in any manner would be inconsistent with the interest and mission of the University, nor shall a trustee disclose confidential information gained by reason of the trustee's position for personal gain, benefit or to secure special privileges or exemption for him or herself or others.

Any trustee who is uncertain whether a conflict of interest may exist in any matter may seek guidance from the University's General Counsel or Ethics Officer, or request that the Board of Trustees or committee resolve the question in his or her absence by majority vote. Each trustee shall annually complete and sign a disclosure form provided by the University, any forms required by the Florida Commission on Ethics, and comply with any other reasonable disclosure or information requests related to ethical matters.

Section 3. Employees, Students and Special Interest Groups
Trustees shall use appropriate channels when dealing with employees, students, citizens and special interest groups. Trustees will not give directions or instructions to University employees, but will provide input and suggestions to the President who is responsible for the day-to-day management of the University.

Trustees should refer any grievances or complaints received from or about employees, students or University matters to the President. Trustees shall not attempt to influence hiring or other personnel decisions (e.g. tenure recommendations, promotions, retention, pay, work assignments, evaluations, disciplinary actions) affecting University employees, except with respect to the President. Trustees shall not attempt to influence decisions related to the admission of students to the University or degree programs, or decisions related to the award of financial aid or scholarships.

Section 4. Commitment of Time
In undertaking the duties of office, trustees shall make the necessary commitment of time and diligence to carry out public governance and policy-making responsibilities. It is, thus, the responsibility of trustees to attend all regularly scheduled Board meetings, insofar as possible, and become informed concerning issues to be considered at those meetings. In doing so, trustees will endeavor to stay informed about local, state and national issues affecting higher education.

Article VI
Miscellaneous

Section 1. Indemnity
The Board shall, to the extent legally permissible, indemnify and defend each of its trustees, officers, employees, volunteers and other agents against all liabilities and expenses incurred in the connection with the disposition of defense of any action, suit or other proceeding, whether civil or criminal, in which such person may be involved by reason of University service, except with respect to any matter in which such person shall have been adjudicated in any proceeding not to have acted in good faith; and further provided that no settlement shall be entered into without the prior consultation and approval of a duly authorized representative of the Board.

Section 2. Fiscal Year
The fiscal year of the Board shall commence on July 1 of each year and end on June 30.

Section 3. Sunshine Laws
Public access to Board records will be governed by the provisions of the Public Records Law in Chapter 119, F.S. Board meetings shall be governed by the provisions of the Open Meetings Law in Chapter 286, F.S.

Section 4. Corporate Seal
The corporation shall have a seal on which shall be inscribed “The University of North Florida.” The corporate seal shall be used only in connection with the transaction of business of the Board and of the University.

Resolution on Presidential Authority

Updated & Approved June 13, 2024

WHEREAS, Article IX, section 7(c), Florida Constitution provides that the Board of Governors shall establish the powers and duties of the university board of trustees as set forth therein and as may be established in Board of Governors' regulations, and

WHEREAS, the Board of Governors amended Regulation 1.001, University Boards of Trustees Powers and Duties (the Regulation), at its November 2022 meeting which supersedes the delegation of authority to the boards of trustees contained in the Board of Governors' Resolution dated January 7, 2003, and

WHEREAS, the Regulation delegates powers and duties to the university boards of trustees so that the university boards have all of the powers and duties necessary and appropriate for the direction, operation, management, and accountability of each state university, and

WHEREAS, the Regulation provides that the university president shall serve as the chief executive officer to the board of trustees and shall be responsible to the board of trustees for all operations of the university and for setting the agenda for meetings of the board of trustees in consultation with the chair, and

WHEREAS, the University of North Florida is responsible for cost-effective policy decisions as appropriate to the university's mission, the implementation and maintenance of high-quality education programs within law, the measurement of performance, the reporting of information and the provision of input regarding state policy, budgeting, and education standards, and

WHEREAS, the University of North Florida Board of Trustees has revised and updated its delegation of certain authorities to the University President, consistent with state law, regulations and policies of the Board of Governors, and regulations and policies of this Board, and

WHEREAS the University of North Florida Board of Trustees intends that any power or duty not delegated to the University President in this Resolution be reserved in the Board of Trustees.

NOW THEREFORE, Be it resolved:

Effective November 30, 2023, the UNF Board of Trustees hereby delegates to the University President, who serves as Chief Executive Officer of the Board of Trustees, responsibility for the operation and administration of the University of North Florida, consistent with the authority delegated in this regulation and any additional delegation as may be made by the Board of Trustees from time to time. In carrying out these duties and responsibilities, the President shall:

- (1) University Administration and Oversight.
    - (a) Direct the day-to-day operations of the University.

- (b) Organize the University to efficiently and effectively achieve its goals, and periodically review and provide reports to the Board of Trustees on University operations in order to determine how effectively and efficiently the University is being administered and whether it is meeting the goals of its strategic plan adopted by the Florida Board of Governors.
- (c) Prepare a strategic plan in alignment with the Board of Governors' systemwide strategic plan and regulations, and the University's mission.
- University strategic plans shall first be considered and approved by the Board of Trustees and then submitted to the Board of Governors for approval.
- (d) Prepare a multi-year workplan for consideration and approval by the Board of Trustees, and for submission to the Board of Governors, that outlines UNF's top priorities, strategic directions, and specific actions and financial plans for achieving those priorities, as well as performance expectations and outcomes on institutional and systemwide goals. The workplan shall reflect UNF's distinctive mission and focus on core institutional strengths within the context of State University System goals and regional, statewide, national, and international needs.
- (e) Prepare and periodically update a policy addressing conflicts of interest for the Board of Trustees and University employees.
- (f) Maintain an effective information system to provide accurate, timely, and cost-effective information about UNF, and requiring that all data and reporting requirements of the Board of Trustees and Board of Governors be met.
- (g) Take routine administrative actions on behalf of the Board of Trustees related to the development, adoption, amendment or repeal of University regulations, or any action required under the Florida Administrative Procedures Act, Chapter 120, F.S. This authority does not include the final approval of University regulations.
- (h) Propose regulations for approval by the Board of Trustees, when appropriate.
- (i) Establish procedures related to data and technology, including information systems, communications systems, computer hardware and software, and networks.
- (j) Secure comprehensive general liability insurance pursuant to ss. 1001.706(4)(d) and 1004.24, F.S.
- (k) Provide for payment of the cost of civil actions against officers, employees, or agents of the Board of Trustees.
- (l) Govern traffic on the grounds of the University and in other areas in accordance with law and any mutual aid agreements entered into with other law enforcement agencies.

- (m) Establish the program for campus safety and emergency preparedness, including safety and security measures for University personnel, students, and campus visitors.
- (n) Close all or portions of the University campus and cease normal operations and services in the event of an emergency, when, in the President's judgment, such action would protect the safety, health and welfare of the University faculty, students and staff, and the University facilities and grounds. In exercising this authority, the President is authorized to determine and assign those employees who are required to provide essential services.
- (o) Consult with the Chancellor of the State University System prior to recommending any acquisition, establishment, reclassification, relocation, or closure of additional campuses or special purpose centers to the Board of Trustees.
- (p) Set the agenda for meetings of the Board of Trustees in consultation with the chair.
- (q) Consult with the Board of Trustees in a timely manner on any matters appropriate to its policy-making and fiduciary functions.
- (r) Execute all documents on behalf of the University or the Board of Trustees.

- (2) Academic Programs and Student Affairs.
  - (a) Propose for adoption by the Board of Trustees, as appropriate, university regulations or policies in areas including, but not limited to:
    - (1)Authorization and discontinuance of degree programs;
    - (2)Articulation and access;
    - (3)Admission and enrollment of students;
    - (4)Minimum academic performance standards for the award of a degree;
    - (5)Student financial assistance;
    - (6)Student activities and organizations;
    - (7)Student records and reports;
    - (8)Anti-hazing, related penalties, and program for enforcement;
    - (9)Reasonable accommodation of religious observances;
    - (10)Textbook and instructional materials affordability; and
    - (11)Uniform student code of conduct and related penalties.

        - Such regulations or policies shall be consistent with any applicable Board of Governors' regulations.

    - (b) Develop, approve, and implement non-degree and non-college credit granting educational programs of the University.
    - (c) Award degrees, including posthumous, in memoriam and honorary degrees.
    - (d) Develop, approve, and implement student exchange programs, including without limitation those that are ancillary to the degree and non-degree and non-college credit granting programs of the University.
    - (e) Establish the internal academic calendar of the University within general guidelines of the Board of Governors.
    - (f) Establish a committee to periodically review and evaluate the student disciplinary system. At least one-half of the members of the committee shall be students appointed in consultation with the Student Government President.
    - (g) Approve the internal procedures of student government organizations.
    - (h) Approve the establishment of an educational research center for child development in accordance with the provisions of s. 1011.48, F.S.
    - (i) Administer all aspects of the UNF intercollegiate athletics program, with periodic reports to the Board of Trustees on the operations of the program including, but not limited to, finances, audit and compliance, and changes in key personnel.

- (3) Personnel.
    - (a) Establish and implement policies and procedures to recruit, appoint, transfer, promote, compensate, evaluate, reward, demote, discipline, and remove personnel, in accordance with regulations and policies of the Board of Trustees and the Board of Governors.
    - (b) Except as provided in section 3(c) below, hold final authority for hiring of the Provost, deans, and all full-time faculty. The President may delegate hiring authority to individuals on the University's executive management team, the Provost, or individual deans.
    - (c) Consult with the chair of the Board of Trustees, or other trustee designee, on the hiring, dismissal, and compensation of any person to serve in a Vice President capacity, as the Athletic Director, , or other senior executive direct report position to the President or the Board of Trustees. In addition to directly reporting to the President, the following positions shall have a reporting

relationship to the Board of Trustees: the General Counsel, the Chief Audit Executive and the Chief Compliance Officer.

- (d) Approve travel in accordance with s. 112.061, F.S.
- (e) Serve as the University representative with regard to administering collective bargaining matters; appointing members to the collective bargaining teams to negotiate agreements on behalf of the Board of Trustees; and signing final agreements for the Board of Trustees after ratification by collective bargaining units.
- (f) Report on evaluation and compensation of staff and faculty in accordance with ss. 1001.706, 1001.741, and 1012.978, F.S.

- (4) Financial Management
  - (a) Keep the Board of Trustees apprised of the financial condition of the University and any direct support organizations certified by the Board of Trustees or affiliated organizations subject to the oversight of the Board of Trustees.
  - (b) Prepare an institutional budget request, including a request for fixed capital outlay, and an operating budget for approval by the Board of Trustees.
  - (c) Recommend to the Board of Trustees a schedule of tuition and fees to be charged by the University, within law and regulations of the Board of Governors, and regulations and policies of the Board of Trustees. The President may establish the fee schedules for services and equipment provided on a cost recovery basis and which are not a part of the required costs for enrolling in academic coursework or for housing. Examples of these fees and fines include, but are not limited to, child care services provided to the public, fines or penalties for lost or damaged property and facility rentals.
  - (d) Recommend to the Board of Trustees a regulation for the waiver for tuition and fees pursuant to law and regulations established by the Board of Governors.
  - (e) Account for expenditures of all state, local, federal, and other funds in accordance with guidelines or regulations established by the Board of Governors, and as provided by state or federal law.
  - (f) In accordance with the provisions of s. 1011.40, F.S., prepare the operating budget of the University as prescribed by law, regulations of the Board of Governors, policies of the Board of Trustees, and provisions of the General Appropriations Act, for approval by the Board of Trustees. The proposed expenditures, plus transfers, and balances shall not exceed the estimated income, transfers, and balances. The budget and each part thereof shall balance. If at any time the unencumbered balance in the education and general fund of the Board

of Trustees approved operating budget goes below 5 percent, the President shall provide written notification to the Board of Governors.

- (g) Enter into agreements for, and accept, credit card payments as compensation for goods, services, tuition, and fees.
- (h) Establish policies and procedures for the performance of annual internal audits of University finances and operations. All reports generated from such audits must be submitted to the Board of Governors after review and acceptance by the Board of Trustees.
- (i) Transfer funds from one depository to another, within a depository, to another institution, or from another institution to a depository for investment purposes; transfer funds in a similar manner when the transfer does not represent an expenditure, advance, or reduction of cash assets in accordance with s. 1011.42(6), F.S. and Delegation of Authority approved April 20, 2006. All budget transfers related to this delegation will be reported as part of the quarterly report to the Board of Trustees.
- (j) In accordance with s. 1011.42(6), F.S. authorize budget transfers from reserve accounts (other than the President's reserves over which the President shall exercise full discretion) in amounts not exceeding $200,000. Budget transfers in amounts exceeding $200,000 but less than $500,000 require the approval of the Chair of the Board of Trustees Finance and Facilities Committee; amounts exceeding $500,000 require prior approval of the Board of Trustees.
- (k) Sign checks to pay legal obligations of the University in accordance with s. 1011.42(7), F.S.
- (l) Perform banking transactions, which authority shall also be delegated to the Vice President and Assistant Vice President for Administration and Finance, the University Controller and Associate Controller, and the University Treasurer, and other positions deemed by the President or senior designee reporting to the President to have responsibility for financial matters.
- (m) Employ private attorney services after consulting with UNF's General Counsel.
- (n) Employ the services of collection agencies when deemed advisable in collecting delinquent accounts and to charge off and settle accounts for amounts not exceeding $10,000 when uncollectible. The President will annually report the status of accounts receivable charge-offs to the Board.
- (o) Ensure the Board of Trustees is presented with sufficient information for prudent decision-making for projects subject to the Board of Governors Debt Management Guidelines and Public-Private Partnership Guidelines, and University guidelines.

- (p) Establish policies and procedures to implement appropriate financial controls with review by the university's internal auditor.

- (5) Property and Purchasing.
  - (a) Administer a program for the maintenance and construction of facilities pursuant to Chapter 1013, F.S.; certify to the Board of Governors or Department of Education, as requested, a project's compliance with the requirements for expenditure of Public Education Capital Outlay (PECO) funds.
  - (b) Act for the Board of Trustees as custodian of all University property.
  - (c) Approve and execute contracts for the purchase, sale, lease, license, or acquisition of commodities, goods, equipment, and contractual services, leases of real and personal property, and construction. The acquisition may include purchase by installment or lease-purchase. Such contracts may provide for payment of interest on the unpaid portion of the purchase price. A contract for the purchase of goods and services exceeding $1,000,000 requires approval by the chair of the Finance and Facilities Committee.
  - (d) In accordance with the provisions of s. 1013.48, F.S., approve change orders in the name of the Board of Trustees for amounts not exceeding $100,000 in accordance with the provisions of the Board of Trustees delegation of authority approved January 26, 2006. All such approvals shall be for the purpose of expediting the work in progress and shall be exercised in accordance with the President's further delegation of change order approval authority to the Office of Administration and Finance. The President or designee may make change orders for an amount exceeding $100,000 after consultation and approval of the chair of the Finance and Facilities Committee. Change orders exceeding $1 million require the prior approval of the Finance and Facilities Committee. All change orders shall be reported to the Board of Trustees and entered into the official minutes as soon as practicable at a regular meeting of the Board of Trustees.
  - (e) Regulate the use, maintenance, protection, and control of, and the imposition of charges for, University-owned or University-controlled buildings and grounds, property and equipment, name trademarks and other proprietary marks, and the financial and other resources of the University.
  - (f) Adjust property records and dispose of state-owned tangible personal property in the University's custody in accordance with the procedures established by the Board of Trustees. Notwithstanding the provisions of s. 273.055(5), F.S., all moneys received from the disposition of state-owned tangible personal property shall be retained by the University and disbursed for the acquisition of tangible personal property and for all necessary operating expenditures. The University shall maintain records of the accounts into which such moneys are deposited.

- (g) Protect, develop, and transfer the work products of University personnel and other University agents and contractors, which authority shall include but not be limited to licensing, assigning, selling, leasing, or otherwise allowing the use of or conveying such work products and securing and enforcing patents, copyrights, and trademarks on such products.
- (h) In accordance with s. 705.18, F.S., and Board of Governors' regulation, take charge of any lost or abandoned personal property found on the University campus or on premises owned or controlled by the University or any direct support organization thereof. If the property is not claimed by the owner within 30 days after it is found, or a longer period of time as may be deemed appropriate by the President, the President or designee shall dispose of or make use of the property in accordance with established policies and procedures that best meet the needs of the University.
- (i) Prepare a campus master plan for adoption by the Board of Trustees, and prepare a campus development agreement for execution by the Board of Trustees, pursuant to s. 1013.30, F.S., and report on progress under the master plan.
- (j) Recommend for adoption and promulgation by the Board of Trustees, regulations establishing basic criteria related to procurement, including procedures and practices to be used in acquiring commodities and contractual services, in accordance with Board of Governors' regulations.
- (k) Exercise responsibility for the fire safety and sanitation of public educational and ancillary plants.

- (6) Miscellaneous Powers and Duties.
  - (a) In accordance with s. 1004.28, F.S. and Board of Governors Regulation, recommend to the Board of Trustees for final approval, the creation and certification, as well as the de-certification and dissolution, of direct support organizations, and any other affiliated organization of the University whose authorizing legislation, bylaws, or agreement with the University so requires, in order to serve the needs or further the interests of the University.
  - (b) Appoint a representative to the governing boards of each direct support organization or any other affiliated organization of the University. Prior to appointing representatives to the governing boards of direct support organizations or any other affiliated organization of the University, the President shall consult with the Chair of the Board of Trustees, or other trustee designee.
  - (c) Accept gifts, grants, bequests, and devises on behalf of the University.
  - (d) In accordance with the terms specified by the donor, to designate the purpose for which, and the location at which, the income and/or principal of a gift shall be used and to make allocations in accordance therewith.

- (e) To determine, consistent with any expressed intent of the donor, the purpose for which and the location at which a gift shall be used, to determine whether income and/or principal shall be used, and to make allocations and reallocation in accordance therewith, to the extent not specified by the donor of a gift.
- (f) Approve donor and non-donor naming opportunities except for naming of University Facilities, as defined by Board of Governors Regulation 8.009 and University Policy 7.0010P.
- (g) Establish policies regulating the administration and operation of the UNF Division of Sponsored Research. The President or designee is authorized to negotiate, enter into, and execute research contracts; to solicit and accept research grants and donations; and to fix and collect fees, other payments, and donations that may accrue by reason thereof. The President or designee may negotiate, enter into, and execute contracts on a cost-reimbursement basis and may provide temporary financing of such costs prior to reimbursement from moneys on deposit in a sponsored research development fund, except as may be prohibited elsewhere by law.
- (h) All purchases of a division of sponsored research shall be made in accordance with the policies and procedures of the University pursuant to guidelines of the Board of Governors; however, upon certification addressed to the President that it is necessary for the efficient or expeditious prosecution of a research project, the President may exempt the purchase of material, supplies, equipment, or services for research purposes from the general purchasing requirement of the Florida Statutes.
- (i) Comply with all applicable laws, rules, regulations, and requirements.
- (j) Minimize university risk and manage the university's risk management program.
- (k) Delegate electronically or in writing to any employee of the University who:
    - 1. is a Vice President with responsibility in an area relating to the subject matter of the delegation; or
    - 2. is a manager with responsibility in an area relating to the subject matter of the delegation who reports directly to a position at or above the level of Vice President; or
    - 3. holds a position at the University that is equivalent in seniority or responsibility to a Vice President or such manager, as determined by the President or the Chief Human Resources Officer; or
    - 4. is deemed by the President to have the appropriate capabilities, provided that the delegation specified the date of the delegation, the name and title of the delegee, the particular authority or portion of

authority being delegated and a copy of such delegation is filed with the delegee and with the Vice President and General Counsel of the University, and a table of the delegations is provided to the Board of Trustees. Although the president may re-delegate to appropriate officials, the president retains the final authority and responsibility for the administration of the university and may condition, limit, or revoke any delegated signature authorities at any time. Authorities the President reserves may not be exercised by any other person, unless expressly authorized by administrative policy or presidential directive.

- (l) Initiate and settle lawsuits and claims, and appeal adverse rulings in accordance with the provisions of the UNF Board of Trustees Delegation of Authority approved June 20, 2006, when doing so would be in the best interests of the University; join amicus briefs after consultation with the Chair of the Board of Trustees.
    - For claims up to $250,000, the President or designee may take action.
    - For claims above $250,000, the President will consult with the Chair of the Board of Trustees.
    - The President or designee shall report all actions above $250,000 to the full Board.

- (m) Perform such other duties as the Board of Trustees may determine are necessary or appropriate for the administration of the University, in compliance with any applicable laws and Board of Governors' regulations and policies, and resolutions.
- (n) Nothing in this resolution should be construed as limiting or divesting the Board of Trustees' right to exercise any authority or responsibility as deemed appropriate.
- (o) If any additional contract or other matter of the University, a direct support organization, or other University affiliated entity, beyond ordinary standards and not covered by specific standards, would be considered material to the University and/or a direct support organization or University affiliated entity, including its resources or reputation, or would generate significant media attention, the President or designee is expected to confer with the Chair of the Board of Trustees and to notify the Vice Chair of the Board of Trustees. Also, if any matter is expected to generate significant media attention outside of the ordinary course, the President is expected to notify the full Board of Trustees. The Chair of the Board and the President shall collaborate over time to support their mutual understanding of this expectation, recognizing that there are judgments involved for both of them.

- (7) Review.
    - The Board of Trustees shall review this Resolution upon the appointment of a new University President.

UNF Board of Trustees: Self-Assessment Survey:

High-performing boards commit to regular self-assessment, both of the group and of individual board members. A board assessment can be extremely beneficial, as it:

- Enables the board collectively and trustees individually to reflect on their performance and effectiveness.
- Identifies issues and questions that need to be addressed.
- Ensures that outcomes drive an actionable plan for board improvements.
- Demonstrates the board's commitment to evaluation as an organizational value.

Timeline

Feb. 15, 2024 Governance Committee Meeting - Committee reviews and provides input on BOT Self-Assessment Tool

June 6, 2024 Governance Committee Meeting - Committee considers the final draft of the Self-Assessment Tool.

June 13, 2024 Board of Trustees Meeting - Full Board considers the final draft of the Self-Assessment Tool based on the Governance Committee's recommendation.

June 17, 2024 – June 30, 2024 - Self-Assessment Tool link is provided. Trustees complete Self-Assessment by deadline.

Sept. 26, 2024 Board of Trustees Meeting - Self-Assessment Results are delivered to the Board.

Board of Trustees Self-Assessment Survey

Directions: Indicate the extent to which you agree or disagree with the following statements.

1. Strongly Agree
2. Agree
3. Neither Agree or Disagree
4. Disagree
5. Strongly Disagree

Please share your comments in the comment section.

The Board Oversight/Board Effectiveness:

1. I have a clear understanding of UNF's strategic plan and its priorities and goals.

2. I believe the Board's meeting agenda reflects the institution's strategic priorities.
3. I believe the Board effectively delegates responsibility for institutional management to the President and refrains from involvement in operational matters.
4. I believe the Board members receive appropriate information to allow them to accomplish their responsibilities.
5. My time and talents are well used when participating in university engagements.
6. I feel the Board promotes an environment where members feel engaged, respected and empowered to raise topics for discussion.
7. I feel the Board ensures fiscal integrity and sound financial practices.
8. I feel the Board members avoid conflicts of interest and the perception of conflicts of interest.

Other questions to consider:

1. I believe the board serves as a sounding board and thought partner to the administration by providing advice, offering new perspectives, lending support and by making connections.
2. I feel the Board members come to each meeting prepared and ready to discuss issues fully and openly.
3. The Board assesses and manages risk to safeguard the well-being of the university.
4. Board members receive appropriate training to allow them to discharge their responsibilities.
5. The Board interacts regularly with major constituencies of the University.

Open-Ended Questions:

1. What is the most important thing you feel the Board can improve upon?
2. What do you think the Board does well?

Other questions to consider:

1. What would you like to see the Board accomplish in the next two years?
2. In what ways have you found your role as a board member rewarding?
3. What do you think the university administration can do to enhance your experience as a board member?