AGENDA

FLORIDA GULF COAST UNIVERSITY BOARD OF TRUSTEES

Special Committee on Delegations of Authority to University President

Thursday, February 11, 2016 1 – 3 p.m.
Edwards Hall, Room #309
Florida Gulf Coast University

Committee Members:
• Trustee Christian Spilker – Chair
• Trustee Shawn Felton
• Trustee Dudley Goodlette
• Trustee Kevin Price
• Trustee Ken Smith

NOTE: Indicated times within the agenda are approximate and are subject to change. Agenda items may be taken out of order at the call of the Chair and with the concurrence of the Committee.

1 p.m. Call to Order, and Roll Call – Chair Christian Spilker

1:05 p.m. Opening Remarks, including Applicable Draft Minutes from January 12, 2016 Meeting of FGCU Board of Trustees – Chair Christian Spilker (TAB #1)

1:15 p.m. Presentation on Delegations of Authority – Vice President and General Counsel Vee Leonard (TAB #2)

1:30 p.m. ACTION ITEM: Committee Discussion and Adoption of Any Recommendation(s) to Full Board on February 23, 2016 for: Delegations of Authority (Includes Public Comment) – Chair Christian Spilker
2:20 p.m.  **ACTION ITEM:**
Committee Discussion and Adoption of Any Recommendation(s) to Full Board on February 23, 2016 for:  Regulation:  FGCU-PR1.001 Statement on Agency Organization and Operation (Includes Public Comment) – Chair Christian Spilker, and Vice President and General Counsel Vee Leonard (TAB #3)

2:35 p.m.  **ACTION ITEM:**
Committee Discussion and Adoption of Any Recommendation(s) to Full Board on February 23, 2016 for:  Clarifying Language for January 12, 2016 Board Action Requiring the President to Obtain Approval of the Board Chair prior to Entering into an Employment Agreement, or the Renewal or Extension of any Employment Agreement, with any Individual whose Position is One that Reports Directly to the President (Includes Public Comment) – Chair Christian Spilker (TAB #4)

2:50 p.m.  **Old Business** – Chair Christian Spilker

2:55 p.m.  **New Business** – Chair Christian Spilker

3 p.m.  **Closing Remarks, and Adjournment** – Chair Christian Spilker

(END)
ITEM: 1

Florida Gulf Coast University Board of Trustees’ Special Committee on Delegations of Authority to University President

February 11, 2016

SUBJECT: Applicable Draft Minutes from January 12, 2016 Meeting of FGCU Board of Trustees

PROPOSED BOARD ACTION

Information only

BACKGROUND INFORMATION

The applicable portion of the draft minutes of the January 12, 2016 meeting of the FGCU Board of Trustees is provided to provide context for the work of the Board’s Special Committee on Delegations of Authority to University President.

The complete set of draft minutes for January 12, 2016 will be provided for Board approval at the next full meeting on February 23, 2016.

Supporting Documentation Included: (1) Applicable Draft Minutes from January 12, 2016 Meeting of FGCU Board of Trustees.

Prepared by: Tiffany Reynolds, Executive Assistant to the Vice President and Chief of Staff

Legal Review by: N/A

Submitted by: Vice President and Chief of Staff Susan Evans
FLORIDA GULF COAST UNIVERSITY BOARD OF TRUSTEES

Tuesday, January 12, 2016 8:00 a.m. – 3:15 p.m.

COHEN CENTER BALLROOM, ROOM # 203-B
FLORIDA GULF COAST UNIVERSITY

Regular Meeting Minutes

Members:
Present: Trustee Robbie Roepstorff – Chair; Trustee Dudley Goodlette – Vice Chair; Trustee Joe Catti (arrived at 8:29 a.m.); Trustee Thieldens Elneus (arrived at 8:35 a.m.); Trustee Shawn Felton; Trustee Dick Klaas (left at 2:00 p.m.); Trustee Russell Priddy; Trustee Ken Smith; and Trustee Christian Spilker.

Not Present: Trustee Blake Gable; Trustee Kevin Price and Trustee Rob Wells.

Others:
FGCU Foundation Board of Directors Chair David Call; and FGCU Financing Corporation Executive Director Curtis Bullock.

Staff: President Wilson Bradshaw; Provost and Vice President for Academic Affairs Ron Toll; Vice President for Administrative Services and Finance Steve Magiera; Vice President for Student Affairs Mike Rollo; Vice President for University Advancement and Executive Director of FGCU Foundation Chris Simoneau; Vice President and Chief of Staff Susan Evans; Vice President and General Counsel Vee Leonard; Director of Internal Audit Carol Slade; Director of Board Operations, and Special Projects Amber Pacheco; Director of Media Relations Lillian Pagan; and Executive Assistant to the Vice President and Chief of Staff Tiffany Reynolds.

Item 1: Call to Order, and Roll Call
Chair Robbie Roepstorff called the meeting to order at 8:00 a.m. Roll call was taken with 7 of 12 Trustees present, thus meeting quorum requirements.

Item 2: December 22, 2015 Letter and Report from Board of Governors
Chair Mori Hosseini (See Tab A)

Chair Roepstorff began the discussion of the December 22, 2015 Letter from Board of Governors Chair Mori Hosseini by stating it was clear there were two areas of concern within the body of the letter: first being, in 2008 the FGCU Board of Trustees (BOT) had granted broad authority to the President in the area of contracting on behalf of the University. She said as fiduciaries and current trustees of the University, this resolution should be revisited to ensure there is always appropriate oversight by the Board.
Trustee Goodlette indicated he had received calls from Chair Mori Hosseini and Chancellor Criser. Trustee Goodlette stated that from his conversations with each of them, he has concluded there are really four issues that require further review: (1) the 2008 resolution; (2) the direct report employment contracts; (3) the content of the Henderson, Franklin, Starnes and Holt letters; and (4) the need for a revised organizational chart to show a dotted line of reporting between the Office of Internal Audit and the FGCU Board of Trustees (BOT), as well as the Office of General Counsel and the BOT.

Trustee Goodlette stated that in January 2008, the FGCU Board of Trustees (BOT) did delegate the authority to the President to act on behalf of the BOT with all powers of the Board as a public body corporate. He said the delegation included the authority to enter into contracts on behalf of the University, and it initially had a $1 million dollar limitation which was removed in a subsequent meeting in April 2008. He said since that time, the Board has made other specific delegations to the President unrelated to contracts which are captured in the Board minutes and on the Office of the General Counsel webpage. He suggested a special committee be formed to review the various delegations, and to review each delegation in light of the Board’s oversight authority, and the role of the President as Chief Executive Officer of the University. He stated the committee needs to determine two things: (1) whether or not the delegation of authority needs to be amended, and (2) whether the delegation represents a best practice among other public universities and standards recognized by entities such as the Association of Governing Boards (AGB). He said it would be preferable to capture the delegation details in one document either as a Board resolution or as an amendment to the Board’s operating procedures. He indicated he would like to make a motion to form that special committee.

Chair Roepstorff stated the key areas of concern expressed by the Board of Governors were the resolution for delegation of authority to the President, and the lines of communication for direct reports.

Trustee Goodlette recommended a special committee complete a comprehensive review of all of the delegations and report back to the full Board next month.

Chair Roepstorff said it was her understanding from the letter that the Board of Governors’ key concerns were about contracts. She stated there weren’t any contracts currently being negotiated by the President, but in order to respond to the letter, she wanted to see if the Board preferred to defer or take action on the item.

Trustee Goodlette said the second item he wanted to address, and the more immediate concern Chair Roepstorff was referring to, relates to the authority of the President with respect to employment agreements. He said the Chancellor’s office believes there needs to be some FGCU Board of Trustees oversight in that area. He indicated one university board of trustees within the State University System (SUS) has adopted a resolution which requires the President to obtain the approval of its Board Chair before determining the initial compensation of a direct report or any subsequent adjustment to related compensation. He said
other universities’ resolutions address just one aspect of an employment agreement, but don’t touch upon the other terms and conditions of a contract. He said another motion he would like to make at the appropriate time is to amend the current delegation of contracting authority to the President to require the President to obtain the approval of the Board Chair prior to entering into any employment contract, or the renewal or the extension of any employment agreement, with any individual whose position is considered a direct report to the President.

Chair Roepstorff stated that it would be prudent for the Board to address the resolution for delegation of authority at hand and then form a committee to look at all of such delegations that exist. She said it would be an appropriate time for Trustee Goodlette to make his motion regarding contracts as relates to direct reports of the President.

Trustee Goodlette stated he would make his motions in the reverse order that he presented them. Trustee Klaas agreed with the revised order and said direct reports of the President should be encouraged to talk with the Chair if there are concerns. Chair Roepstorff indicated she would address that aspect as her second item.

Chair Roepstorff asked for discussion and invited Trustee Goodlette to make his motions.

Trustee Goodlette made a motion to amend the current delegation of contracting authority to the President to require the President to obtain the approval of the Board Chair prior to entering into an employment agreement, or the renewal or extension of any employment agreement, with any individual whose position is one that reports directly to the President. Trustee Priddy seconded the motion. There was no public comment. The vote was unanimous in favor of the motion.

Trustee Goodlette then made a motion to form a Special Committee of the Board to review the various delegations of authority that have been captured in the Board minutes and listed on the General Counsel’s webpage. He said the Committee should review each delegation in light of the oversight authority as a Board and the role of the President as the Chief Executive Officer of the University, and determine two things: (1) whether or not the delegations of authority need to be amended, and (2) whether or not the delegations represent a best practice among other public universities, and standards recognized by entities such as the Association of Governing Boards (AGB). Trustee Spilker seconded the motion.

Trustee Priddy asked if this would include visiting the budgetary authority of the President. He stated as a matter of policy, the Board needs to visit the budgetary practices of the University.

Chair Roepstorff stated it could be determined by the Committee itself.
Trustee Goodlette stated it would be an amendment to the motion and it should be voted on first. He said the Special Committee would need direction from the Board as to its priorities.

Trustee Spilker asked if the budgetary authority is among the delegation of authority already delegated to the President as a fiduciary.

Trustee Goodlette stated he wasn’t sure of all of the delegations of authority. He reiterated they exist within the Board minutes and on the General Counsel’s webpage. He said if the budgetary authority of the President is already included in the broad delegations given to the President then the Committee could review that authority without an amendment to the motion.

Chair Roepstorff asked that current delegations of authority be reviewed and addressed first. She suggested anything not considered a delegation of authority be addressed at a later date.

Trustee Spilker asked for the motion to include a timeline for the Committee to meet prior to, and report at, the next Board meeting.

Chair Roepstorff stated the next full Board meeting is Tuesday, February 23, 2016.

Trustee Smith asked how many pages of delegation documents would need to be reviewed.

Vice President and General Counsel Vee Leonard stated there are about 10 documents that are each approximately one page in length.

Chair Roepstorff asked if Trustee Goodlette would agree to an amendment to his motion to include a timeline for the Committee.

Trustee Goodlette said he agreed to the friendly amendment made by Trustee Spilker to include a deadline of February 23, 2016 for the Special Committee’s recommendations to the full Board.

There was no public comment. The vote was unanimous in favor of the motion.

Chair Roepstorff stated the next issue raised by the BOG letter relates to establishing appropriate lines of communication between the Board, the President, and persons who by virtue of their positions should have the ability to communicate directly with the Board. She said the relationship between a university board of trustees and the General Counsel is one of attorney-client. She said the Director of Internal Audit and the Director of Compliance and Risk Management should have the ability to directly communicate to the Board of Trustees and the Board’s Audit Committee to maintain the independence of these positions and ensure accountability to the Board. Chair Roepstorff stated she believed these lines of communication were already in place but, to address the Board of Governors’ concern, she asked the President to make available for the Board’s review and approval an organizational chart that clearly reflects the
lines of communication with the General Counsel, the Director of Internal Audit, and the Director of Compliance and Risk Management.

Trustee Klaas asked for the President’s view on the matter.

President Bradshaw indicated these are appropriate positions that should have the dotted line of communication to the FGCU Board of Trustees.

Trustee Smith asked that the Whistleblower Policy be reviewed by the University’s General Counsel, and potentially outside counsel, to ensure it is current and a reflection of best practices. He also suggested the University have all employees review and sign the document to ensure everyone is aware of the reporting process.

Trustee Priddy made a motion to revise the Organizational Chart to establish dotted lines between the Board, the President, and persons who by virtue of their positions should have the ability to communicate directly with the Board, including: (1) Vice President and General Counsel, (2) Director of Internal Audit, and (3) Director of Compliance and Risk Management. Trustee Smith seconded the motion. There was no public comment. The vote was unanimous in favor of the motion.

Trustee Goodlette stated there was another issue flagged by the Henderson Franklin law firm in its letter dated November 6, 2015. He said the letter noted a conflict between University regulations and the terms of Vice President and Chief of Staff Susan Evans’ and Director of Athletics Ken Kavanagh’s contracts. He said the letter recommended a proactive approach be taken to avoid any disputes about the University’s obligations regarding contracts. He stated the Board should seek further advice and counsel from Henderson Franklin on this issue. He stated the Board Chair could do this on behalf of the University.

Chair Roepstorff asked whether or not Henderson Franklin suggested a review of the current contracts or all contracts going forward.

Trustee Goodlette clarified that the Board should seek additional advice or counsel from the same law firm.

Chair Roepstorff asked if the Board Chair would need to seek counsel from Henderson Franklin when a contract comes to the Chair for review.

Trustee Smith stated the Board Chair has the right to retain counsel.

President Bradshaw stated that the University has historically and routinely consulted with the Board Chair when hiring outside counsel. He recommended the Board Chair work with him to identify and hire outside counsel.

Trustee Smith indicated more universities are moving toward one-year contracts which is commonplace in the business world. He suggested the Board Chair consider moving toward one-year contracts for staff positions. He stated he had reviewed the job descriptions for Vice President and General Counsel Vee.
Leonard and Director of Internal Audit Carol Slade. He said their job descriptions should be updated to reflect the lines of communication recently approved. He specified it will be important to have these updated by July 1, 2017, when the new President will take office.

Chair Roepstorff agreed and suggested it be discussed during “Tab 8."

President Bradshaw stated job descriptions are updated routinely to reflect changes in regulations.

Trustee Klaas asked if the Board would only review future contracts.

Chair Roepstorff stated she believed the motion only referred to direct reports of the President and not the President’s authority to hire other faculty and staff.

Trustee Spilker said the letter points out conflicts with the existing contracts and further recommendation is needed from Henderson Franklin.

Trustee Goodlette read the letter from Henderson Franklin which states, “A question does arise as to how a without cause termination of employment, without reassignment of the subject employee by the University, should be viewed under the Contracts.” He stated the letter goes on to say, “We would recommend that this apparent conflict between the University Regulations and the express terms of the Contracts be addressed.” He said he would like to go back to Henderson Franklin to seek further direction. He said the Chair could request clarification from the law firm and the existing contracts would be a part of that review.

Chair Roepstorff gave authority to Trustee Goodlette to work directly with Henderson Franklin to gain clarity regarding its recommendation to address current contracts and regulation conflicts, and to discuss how future contracts would be handled on behalf of the Board.

Trustee Priddy reiterated the need to seek further clarification from Henderson Franklin to address all matters discussed within the letters.

The Board discussed whether or not a motion was made or required. Vice President and General Counsel Vee Leonard indicated a motion was not necessary regarding Chair Roepstorff’s interacting with the Henderson Franklin law firm as it relates to addressing current contracts of direct reports and regulation conflicts. She said the Chair has the authority to interact with Henderson Franklin, as they are already under contract with the University. She clarified that only a direction from Chair Roepstorff to Trustee Goodlette to interact with Henderson Franklin was needed.

(END OF PARTIAL DRAFT MINUTES)
Florida Gulf Coast University Board of Trustees’ Special Committee on Delegations of Authority to University President

February 11, 2016

SUBJECT: Delegations of Authority

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PROPOSED BOARD ACTION

For recommendation to the full FGCU Board of Trustees on February 23, 2016, review existing delegations of authority and consider whether amendments are needed.

BACKGROUND INFORMATION

The FGCU Board of Trustees on January 12, 2016 approved the creation of a Board special committee to review the various delegations of authority currently in place, and to recommend to the full Board any needed amendments. Chair Roepstorff named the following Trustees to the special committee: Trustees Christian Spilker as Chair, Shawn Felton, Dudley Goodlette, Kevin Price and Ken Smith.

Committee Chair Christian Spilker and President Wilson Bradshaw asked Vice President and General Counsel Vee Leonard to provide copies of existing delegations of authority for FGCU, as well as comparative information from the other state universities in Florida. These materials are included, as well as pertinent others listed below.

Supporting Documentation Included: (1) Board of Governors Regulation 1.001 “University Board of Trustees Powers and Duties;” (2) Delegations of Authority from FGCU Board of Trustees to University President; (3) Delegations of Authority from University President to Vice Presidents/Direct Reports; and (4) Comparative Delegations of Authority from other State Universities in Florida.

Cover Sheet Prepared by: Vice President and Chief of Staff Susan Evans
Materials Prepared by: Vice President and General Counsel Vee Leonard

Legal Review by: N/A

Submitted by: Vice President and General Counsel Vee Leonard
1.001 University Board of Trustees Powers and Duties

(1) Pursuant to Article IX, section 7(c), Florida Constitution, the Board of Governors shall establish the powers and duties of the board of trustees as set forth herein and as may be established in Board of Governors’ regulations. This regulation supersedes the delegation of authority to the boards of trustees contained in the Board of Governors’ Resolution dated January 7, 2003. The intent of this regulation is to delegate 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.

(2) Composition of Boards; Membership and Organization.
   (a) Each university shall be administered by a board of trustees, consisting of thirteen members dedicated to the purposes of the State University System. Each university board of trustees includes six members appointed by the Governor and five members appointed by the Board of Governors, all of whom must be confirmed by the Senate. All trustees are required to attend a Board of Governors orientation session, preferably prior to service on the university board. The chair of the faculty senate, or the equivalent, and the president of Student Government, or the equivalent, are also members. Board of trustee members shall serve staggered terms of five years and may be reappointed for subsequent terms, except for the faculty and student representatives who shall serve for the duration of the term of their respective elected offices. All members are public officers subject to the requirements of the Florida Code of Ethics.
   (b) Each board of trustees shall select its chair and vice chair from the appointed members. Each chair shall serve for two years and may be reselected for one additional consecutive two-year term. Any exception to this term of office must be approved by a two-thirds vote of the board of trustees. The duties of the chair shall include presiding at all meetings of the board of trustees, calling special meetings of the board of trustees, attesting to actions of the board of trustees, and notifying the Board of Governors or the Governor, as applicable, in writing whenever a board member has three consecutive unexcused absences from regular board meetings in any fiscal year, which may be grounds for removal.
   (c) The university president shall serve as the chief executive officer and corporate secretary of 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.
Members of the boards of trustees shall receive no compensation but may be reimbursed for travel and per diem expenses as provided in s. 112.061, Florida Statutes.

Each board of trustees shall establish the powers and duties of the university president.

Each board of trustees shall be a public body corporate with all the powers of a body corporate, including the power to adopt a corporate seal, to contract and be contracted with, to sue and be sued, to plead and be impleaded in all courts of law and equity, and to give and receive donations. In all suits against the board of trustees, service of process shall be made on the chair of the board of trustees or on a university designee.

Each board of trustees shall be primarily acting as an instrumentality of the state pursuant to s. 768.28, Florida Statutes, for purposes of sovereign immunity.

Each board of trustees is subject to the public records and open meetings requirements set forth in Article I, section 24 of the Florida Constitution and laws implementing that section.

University Administration and Oversight.

Each board of trustees shall be responsible for the administration of its university in a manner that is dedicated to, and consistent with the university’s mission which shall be otherwise consistent with the mission and purposes of the State University System as defined by the Board of Governors.

Each board of trustees may establish committees of the board to address matters including, but not limited to, academic and student affairs, strategic planning, finance, audit, property acquisition and construction, personnel, and budgets.

Each board of trustees shall adopt a strategic plan in alignment with the Board of Governors’ systemwide strategic plan and regulations, and the university’s mission. University strategic plans shall be submitted to the Board of Governors for approval.

Each board of trustees shall prepare a multi-year workplan/report for the Board of Governors that outlines its university’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/report shall reflect the university’s distinctive mission and focus on core institutional strengths within the context of State University System goals and regional and statewide needs.

Each board of trustees shall have a policy addressing conflicts of interest for its members.
(f) Each board of trustees shall maintain an effective information system to provide accurate, timely, and cost-effective information about the university, and shall require that all data and reporting requirements of the Board of Governors are met.

(g) Each board of trustees may promulgate regulations and procedures related to data and technology, including information systems, communications systems, computer hardware and software, and networks.

(h) Each board of trustees is authorized to secure comprehensive general liability insurance.

(i) Each board of trustees may provide for payment of the cost of civil actions against officers, employees, or agents of its board.

(j) Each board of trustees is authorized to promulgate university regulations in accordance with the Regulation Development Procedure adopted by the Board of Governors.

(k) Each board of trustees may 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.

(l) Each board of trustees shall be responsible for campus safety and emergency preparedness, to include safety and security measures for university personnel, students, and campus visitors.

(m) Each board of trustees is authorized to create divisions of sponsored research and establish policies regulating the administration and operation of the divisions of sponsored research.

(4) Academic Programs and Student Affairs.

(a) Each board of trustees shall adopt university regulations or policies, as appropriate, 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. antihazing, related penalties, and program for enforcement;
   9. reasonable accommodation of religious observances; and
   10. uniform student code of conduct and related penalties.

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

(b) Each board of trustees shall establish a committee to periodically review and evaluate the student judicial system. At least one-half of
the members of the committee shall be students appointed by the student body president.

(c) Each board of trustees shall approve the internal procedures of student government organizations.

(d) Each board of trustees shall require that institutional control and oversight of its intercollegiate athletics program is in compliance with the rules and regulations of the National Collegiate Athletic Association. The university president is responsible for the administration of all aspects of the intercollegiate athletics program.

(5) Personnel.

(a) Each board of trustees shall provide for the establishment of the personnel program for all the employees of the university, including the president, which may include but is not limited to: compensation and other conditions of employment, recruitment and selection, nonreappointment, standards for performance and conduct, evaluation, benefits and hours of work, leave policies, recognition and awards, inventions and works, travel, learning opportunities, exchange programs, academic freedom and responsibility, promotion, assignment, demotion, transfer, tenure, and permanent status, ethical obligations and conflicts of interest, restrictive covenants, disciplinary actions, complaints, appeals and grievance procedures, and separation and termination from employment. To the extent allowed by law, university employees shall continue to be able to participate in the state group insurance programs and the state retirement systems.

(b) Each board of trustees shall act as the sole public employer with regard to all public employees of its university for the purposes of collective bargaining, and shall serve as the legislative body for the resolution of impasses with regard to collective bargaining matters.

(c) Each board of trustees shall select its university president subject to confirmation of the candidate by the Board of Governors. A presidential search committee shall be appointed to make recommendations to the full board of trustees. The board of trustees shall select a candidate for confirmation by the Board of Governors. Prior to confirmation, the board of trustees shall submit a written description of the selection process and criteria, and the qualifications of the selected candidate to the Board of Governors for its consideration in confirming the candidate. The candidate selected by the board of trustees shall be required to appear before the Board of Governors at the meeting where confirmation of the candidate will be considered. Such meeting will be held as soon as practicable to ensure a timely transition. A two-thirds vote of the Board of Governors shall
be required to deny confirmation of a candidate selected by a board of trustees.

(d) In the event that a board of trustees selects an interim president, such selection is subject to confirmation of the candidate by the Board of Governors. If it is determined by the board of trustees to be in the best interests of the university, the interim president selected by the board may be delegated full authority to serve as the interim president during the period prior to confirmation by the Board of Governors. Continued service as interim president requires confirmation by the Board of Governors, and the candidate selected by the board of trustees shall be required to appear before the Board of Governors at the meeting where confirmation will be considered. Such meeting will be held as soon as practicable to ensure a timely transition.

(e) Each board of trustees shall develop guidelines for the annual evaluation of the president.

(f) Each board of trustees shall conduct an annual evaluation of the president. The chair of the board of trustees shall request input from the Chair of the Board of Governors, who may involve the Chancellor, during the annual evaluation process pertaining to responsiveness to the Board of Governors’ strategic goals and priorities, and compliance with systemwide regulations.

(6) Financial Management.

(a) Each board of trustees shall be responsible for the financial management of its university and shall submit an institutional budget request, including a request for fixed capital outlay, and an operating budget to the Board of Governors for approval in accordance with the guidelines established by the Board of Governors.

(b) Each board of trustees shall establish tuition and fees in accordance with regulations established by the Board of Governors.

(c) Each board of trustees shall establish waivers for tuition and fees pursuant to regulations established by the Board of Governors.

(d) Each board of trustees shall engage in sound debt management practices for the issuance of debt by the university and its direct support organizations, and shall comply with the guidelines established by the Board of Governors in connection with the authorization, issuance and sale of university and direct support organization debt.

(e) Each board of trustees shall 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) Each board of trustees may enter into agreements for, and accept, credit card payments as compensation for goods, services, tuition, and fees.

(g) Each board of trustees shall 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, or its designee.

(h) Each board of trustees and each direct support organization shall submit annual financial statements to the Board of Governors.

(7) Property and Purchasing.

(a) Each board of trustees and university direct support organization must obtain prior approval from the Board of Governors before entering into a binding contractual obligation to improve real property that will result in the board or the direct support organization seeking a commitment of state funds for the development, construction, operation, or maintenance of an educational or research facility.

(b) Each board of trustees shall have the authority to acquire real and personal property and contract for the sale and disposal of same, and approve and execute contracts for 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.

(c) With respect to state-funded real property acquisitions, each board of trustees may, with the consent of the Board of Trustees of the Internal Improvement Trust Fund, sell, convey, transfer, exchange, trade, or purchase real property and related improvements necessary and desirable to serve the needs and purposes of the university.

1. The board of trustees may secure appraisals and surveys in accordance with the policies and procedures of the Board of Trustees of the Internal Improvement Trust Fund. Whenever the board of trustees finds it necessary for timely property acquisition, it may contract, without the need for competitive selection, with one or more appraisers whose names are contained on the list of approved appraisers maintained by the Division of State Lands in the Department of Environmental Protection.

2. The board of trustees may negotiate and enter into an option contract before an appraisal is obtained. The option contract must state that the final purchase price may not exceed the
maximum value allowed by law. The consideration for such an option contract may not exceed 10 percent of the estimate obtained by the board of trustees or 10 percent of the value of the parcel, whichever is greater, unless otherwise authorized by the board of trustees.

3. Title to property acquired by a university board of trustees prior to January 7, 2003, and to property acquired thereafter with state funds shall vest in the Board of Trustees of the Internal Improvement Trust Fund. With respect to all other real property acquired by a university, such property shall be titled in the name of the university board of trustees, or as the trustees of the university may deem appropriate.

(d) Each board of trustees shall submit to the Board of Governors, for approval, plans for all new campuses and instructional centers.

(e) Each board of trustees shall administer a program for the maintenance and construction of facilities.

(f) Each board of trustees may exercise the right of eminent domain pursuant to the provisions of chapter 1013, Florida Statutes.

(g) Each board of trustees shall be responsible for 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.

(h) With respect to any funds or real or personal property designated by will, deed, agreement, or court appointment to be held in trust for the benefit of the university, or its students, faculty members, officers, or employees, or otherwise, or for any educational purpose, a university board of trustees is authorized to act as trustee with full legal capacity as trustee to administer such trust property and, in such event, the title thereto shall vest in the board of trustees as trustee. In all such cases, the university board of trustees shall have the power and capacity to do and perform all things as fully as any individual trustee or other competent trustee might do or perform, and with the same rights, privileges, and duties including the power, capacity, and authority to convey, transfer, mortgage, or pledge such property held in trust and to contract and execute all other documents relating to said trust property which may be required for or appropriate to the administration of such trust or to accomplish the purposes of any such trust. Nothing herein shall be construed to authorize a board of trustees to contract a debt on behalf of, or in any way to obligate, the state; and the satisfaction of any debt or obligation incurred by the board as trustee under the provisions of this section shall be exclusively from the trust property, mortgaged or encumbered.
(i) Each board of trustees shall prepare and adopt a campus master plan pursuant to section 1013.30, Florida Statutes.

(j) Each board of trustees shall prepare, adopt, and execute a campus development agreement pursuant to section 1013.30, Florida Statutes.

(k) Each board of trustees may authorize the rent or lease of parking facilities, provided that such facilities are funded through parking fees or parking fines imposed by a university. A board of trustees may authorize a university to charge fees for parking at such rented or leased parking facilities and parking fines.

(l) Each board of trustees shall promulgate regulations that establish basic criteria related to the procurement of commodities and contractual services.

(m) Each board of trustees shall be responsible for the fire safety and sanitation of public educational and ancillary plants.

(8) Miscellaneous Powers and Duties.

(a) Each board of trustees is authorized to form such corporate entities as are necessary to establish and maintain faculty practice plans for the collection, distribution, and regulation of fees generated by faculty members engaged in the provision of healthcare services to patients as an integral part of their academic activities and employment as faculty. Each such faculty practice plan must be adopted by the board of trustees in accordance with regulations of the Board of Governors and approved by the Board of Governors.

(b) Each board of trustees is authorized to establish direct support organizations and university health services support organizations and certify them to use university property, facilities, and services.

(c) Each board of trustees may establish educational research centers for child development.

(d) Each board of trustees is authorized to 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. Each board of trustees shall have policies and procedures concerning the work products of university personnel that facilitate technology development and transfer for the public benefit. Such policies must include, without limitation, provisions that take into account the contributions of university personnel in the development of work products and that require any proceeds from such work products be used to support the research and sponsored training programs of the university.
(e) Each board of trustees is responsible for compliance with all applicable laws, rules, regulations, and requirements.

(f) Each board of trustees shall perform such other duties as provided by the Board of Governors, or as each board of trustees may determine are necessary or appropriate for the administration of the university so long as the trustees comply with any applicable laws and Board of Governors’ regulations and policies.

Authority: Section 7(c), Art. IX, Fla. Const.; History: Resolution 1-07-03, New 3-26-09, Amended 09-16-10.
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*Information retrieved from FGCU’s Office of the General Counsel’s website as of January 29, 2016. *(http://www.fgcu.edu/generalcounsel/delegations.asp)*
ITEM: 9

Florida Gulf Coast University Board of Trustees
April 20, 2004

SUBJECT: Commencement of Legal Proceedings or Appeal of Adverse Rulings

PROPOSED BOARD ACTION

Authorize the President or designee, after receiving the advice of the General Counsel, to approve the commencement of legal proceedings or the appeal of an adverse ruling against the University when so doing is in the best interests of the University or is necessary to avoid application of a legal time bar such as a statute of limitations. The President or designee shall report the commencement or appeal of legal proceedings to the Board of Trustees as soon as practicable following such action.

BACKGROUND INFORMATION

To protect the interests of the University, it may be necessary or desirable from time to time to initiate legal proceedings or appeal from an adverse ruling in the name of the FGCU Board of Trustees. Most lawsuits and claims initiated by a state university are routine in nature, and time generally is of the essence with these matters.

The FGCU Board of Trustees has the authority to approve this delegation, and doing so will expedite the handling of important legal matters and alleviate the need to schedule emergency meetings of the Board.

Supporting Documentation Included: None

Prepared by: Wendy S. Morris, General Counsel

Legal Review by: N/A

Submitted by: Wendy Morris, General Counsel
Florida Gulf Coast University Board of Trustees
September 13, 2005

SUBJECT: Authorization to President or Designee regarding University Regulation Development

PROPOSED BOARD ACTION

For purposes of actions to be taken in accordance with the Florida Board of Governors Regulation Development Procedure for State University Boards of Trustees, authorize the President or designee to act on behalf of the FGCU Board of Trustees with respect to the development of regulations, except that the Board of Trustees reserves the authority to approve, modify or reject the proposed adoption, amendment or repeal of a regulation.

BACKGROUND INFORMATION

The Florida Board of Governors Regulation Development Procedure for State University Boards of Trustees (“BOG Development Procedure”), in Section K, Designee, allows a university board of trustees to name a designee or designees for any action to be taken with respect to the development of regulations, except that a university board of trustees may not delegate the authority to adopt regulations. The FGCU Board of Trustees is requested to exercise this delegation opportunity by authorizing the President or designee to handle routine actions related to regulation development.

Approval of such authorization would facilitate the University’s timely processing, adoption and ongoing management of regulations in matters such as: (1) upgrading and updating the University’s regulation website, (2) posting regulation notices, (3) determining that initiation of regulation adoption procedures is appropriate, (4) accepting and reviewing comments from members of the public relating to proposed regulations, (5) accepting the filing of petitions and challenges to regulations, and (6) functioning as liaison with representatives of the Florida Board of Governors for purposes of proposed or adopted FGCU regulations. However, the Board reserves its authority to engage in the policymaking function of approving, modifying or rejecting the proposed adoption, amendment or repeal of a regulation.
The FGCU Board of Trustees may recall that, on October 10, 2002, the Board approved similar delegations of authority with respect to the rulemaking procedures under the Administrative Procedure Act, Chapter 120, Florida Statutes. These earlier delegations of authority enabled the University to initiate and complete necessary rule changes in a swift manner while reserving the policymaking activity of rule adoption for the Board of Trustees.

Supporting Documentation Included:  N/A

Prepared by: Wendy S. Morris, General Counsel

Legal Review by: N/A

Submitted by: Wendy S. Morris, General Counsel
Florida Gulf Coast University Board of Trustees
April 18, 2006

SUBJECT: Memorandum of Agreement with South Florida Water Management District

PROPOSED BOARD ACTION

Authorize the President to execute the Memorandum of Agreement between the Florida Gulf Coast University Board of Trustees and the South Florida Water Management District and in so doing designate conservation areas on campus in accordance with the Agreement; and, authorize the President to continue discussions with the District and to designate additional conservation areas, if necessary.

BACKGROUND INFORMATION

The University and the South Florida Water Management District (the “District”) have been collaborating to draft a memorandum of agreement to designate conservation areas on the main campus. The purpose of the conservation areas will be to preserve, enhance, restore and/or mitigate wetlands and/or uplands on the main campus. The designation of these areas for conservation purposes was required as part of the various environmental resource permits issued by the District for construction of the University.

The University and the District have identified five (5) conservation areas: Three small areas inside the campus loop road and two larger areas adjacent to the campus entrance at Ben Hill Griffin Parkway (“BHG”). The smaller areas consist of approximately 3.139, 4.931 and 0.644 acres, respectively, and are located near the campus core. The larger designated areas consist of a 17.4807 acre parcel located south of the main entrance road just east of BHG and a 22.5326 acre parcel located north of the main entrance road just east of BHG. Sketches of these five areas are included.
At the time of agenda item submission, the University and the District are reviewing whether additional areas are to be included in the designated conservation areas. During the meeting, the Board will be updated as to the status of this continued review.

Supporting Documentation Included: (1) Memorandum of Agreement, and (2) Sketches of Five Identified Conservation Areas.

Prepared by: General Counsel Wendy S. Morris, Esq.

Legal Review by: N/A

Submitted by: Vice President for Administrative Services Joe Shepard
ITEM: 12

Florida Gulf Coast University Board of Trustees
September 12, 2006

SUBJECT: Investing FGCU Funds with the State Board of Administration

PROPOSED BOARD ACTION

Adopt resolution authorizing the President or designee to invest and administer funds with the State Board of Administration, and to take all actions and execute any instruments or other documents necessary, convenient or proper to effectuate the intent and purposes of the resolution.

BACKGROUND INFORMATION

Florida Gulf Coast University currently invests funds in a Special Purpose Investment Account (SPIA) with the State of Florida Treasury as allowed by devolution. After monitoring by the university controller, it has become apparent that the State Board of Administration consistently provides higher yields than funds invested with SPIA. The State Board of Administration provides an alternative for FGCU to invest funds to return the highest yield consistent with proper safeguards. In order to invest with the State Board of Administration a resolution is required by the FGCU Board of Trustees.

Supporting Documentation Included: Resolution by the FGCU Board of Trustees

Legal Review by: General Counsel Wendy Morris (August 21, 2006)

Prepared by: FGCU Financing Corporation Executive Director Curtis Bullock

Submitted by: Vice President for Administrative Services Joe Shepard
RESOLUTION

WHEREAS THE __Florida Gulf Coast University__ from time to time has funds on hand in excess of current needs, and

WHEREAS, it is in the best interest of __Florida Gulf Coast University__ and its inhabitants that funds be invested to return the highest yield consistent with proper safeguards,

NOW THEREFORE, BE IT RESOLVED AS FOLLOWS:

1. That the __President__ and/or his/her designee(s), as legal representative(s) of __Florida Gulf Coast University__, are hereby authorized to act as the administrator(s) for funds held at the State Board of Administration.

2. Administrator(s) shall have the authority to establish an account(s) on behalf of __Florida Gulf Coast University__, withdraw funds from or transmit funds to said account(s) at the State Board of Administration, establish funds transfer instructions, name designee(s), and initiate changes to this information via the Investment Pool Input Document.

3. That this authorization shall be continuing in nature until revoked by the __Florida Gulf Coast University Board of Trustees__.

THIS RESOLUTION INTRODUCED and ADOPTED by the Florida Gulf Coast University Board of Trustees at its regular meeting on September 12, 2006.

CERTIFICATE OF THE CORPORATE SECRETARY

The undersigned, Corporate Secretary of The Florida Gulf Coast University Board of Trustees, does hereby certify that the attached resolution is a true and accurate copy as adopted by The Florida Gulf Coast University Board of Trustees on September 12, 2006.
THE FLORIDA GULF COAST UNIVERSITY BOARD OF TRUSTEES

Dated: __9-12__, 2006

By: ________________________________
William C. Merwin
Corporate Secretary
ITEM: 24

Florida Gulf Coast University Board of Trustees
January 15, 2008

SUBJECT: Delegation of Authority

PROPOSED BOARD ACTION

For purposes of actions to be taken in accordance with Florida Statutes, authorize the President or designee to act on behalf of Florida Gulf Coast University Board of Trustees, with all the powers of the public body corporate, including the power to contract and be contracted with, to sue and be sued and to plead and be impleaded in all courts of law or equity.

BACKGROUND INFORMATION

Section 1001.72, Florida Statutes provides that, as a public body corporate, the FGCU Board of Trustees is invested with all the powers of a body corporate. The FGCU Board of Trustees is requested to authorize the President or designee to address routine matters related to the operation and management of the University as such matters related to contracts and lawsuits. To protect the interest of the University, it may be necessary or desirable from time to time to file or respond to claims or lawsuits, as well as contractual matters. Generally, time is of the essence with these matters.

In a lawsuit between the Floridians for Constitutional Integrity, Inc. v. State Board of Education and Board of Governors, on February 1, 2007 the Court of the Second Judicial Circuit declared that, among other statutes, Sections 1001.74 and 1001.75 were unconstitutional in their entirety. Section 1001.75, in particular, granted specific statutory authority to University Presidents. Since the President no longer has direct authority on some matters from the statutes, the FGCU Board of Trustees, in order to expedite the handling of important legal matters, has the authority to approve this delegation, and alleviate the need to schedule emergency meetings of the Board.
Supporting Documentation Included:  N/A

Prepared by:  General Counsel Vee Leonard

Legal Review by:  N/A

Submitted by:  General Counsel Vee Leonard
Florida Gulf Coast University Board of Trustees
January 15, 2008

SUBJECT: State University Research Commercialization Grant Program within the 21st Century Technology, Research, and Scholarship Enhancement Act (F.S. 1004.226)

PROPOSED BOARD ACTION

Approve delegation of authority to President for submission of proposals under the State University Research Commercialization Assistance Grant Program.

BACKGROUND INFORMATION

The State University Research Commercialization Assistance Grant Program was established by the 2007 Florida Legislature within the 21st Century Technology, Research, and Scholarship Enhancement Act (F.S. 1004.226). The Program is designed to promote the commercialization of university research products for the purpose of enhancing the state’s economy and creating a more vital link between venture capitalists, industry, and Florida’s state universities. Under the Program, a state university, or a cooperative of state universities, may apply for early stage capital funding for the purpose of developing products and services resulting from university research.

Addressing the grant proposal submission process, the legislation (Section 1004.226(7) (b)) states that, “Any state university, upon approval of its board of trustees, may submit a request....”

In order to facilitate the submission of grant proposals to the Florida Technology, Research, and Scholarship Board and to avoid potential delays, it is recommended that the University Board of Trustees delegate approval authority to the President for the submission of Research Commercialization Assistance Grant Program proposals.
Supporting Documentation Included:  F.S.1004.226

Prepared by:  Associate Vice President for Research Thomas Roberts

Legal Review by:  General Counsel Vee Leonard (December 28, 2007)

Submitted by:  Interim Provost and Vice President for Academic Affairs Peg Gray-Vickrey
The 2007 Florida Statutes

1004.226 The 21st Century Technology, Research, and Scholarship Enhancement Act.--

(1) LEGISLATIVE FINDINGS AND INTENT.--

(a) The Legislature finds that diversifying this state's economy requires a focus on building a growing base of high-wage jobs and on nurturing those technologies and clusters that will be the foundation of Florida's growing economic diversity and prosperity.

(b) The Legislature further finds that special programs are needed to facilitate the recruitment of exceptional talent to Florida's research universities and centers and to provide the infrastructure and resources that precipitate joint efforts and coinvestment among state research and development institutions, private industry, and government. Florida needs consistent commitment and investment in order to further the state's strategy of capitalizing on innovative research and development to build a thriving, technology-rich economy.

(2) CREATION.--The 21st Century Technology, Research, and Scholarship Enhancement Act is created for the purpose of:

(a) Investing in programs that attract world class scholars and building Centers of Excellence as an important means of increasing technology-based business in this state;

(b) Requiring coinvestment as a means of leveraging state dollars;

(c) Aligning research and development efforts with established, statewide economic development strategies, including an emphasis on identified economic clusters;

(d) Facilitating value-added job creation through continuous improvement in university research, as well as entrepreneurship and capital development programs; and

(e) Establishing Florida as a leading state for entrepreneurship and innovation, with continued commitment to university Centers of Excellence and an expanding base of research and development.

(3) DEFINITIONS.--As used in this section, the term:

(a) "A 21st Century World Class Scholar" means a principal researcher/investigator who has high academic credentials, demonstrated competence, and experience that meets the requirements established by the board for a 21st Century World Class Scholar.

(b) "Applicant" means any state university, private university located in this state, or any private or public research center, community college, or training center in this state which coordinates with a state university for purposes of this act.

(c) "Board" means the Florida Technology, Research, and Scholarship Board.

(d) "Center of Excellence" means an organization of personnel, facilities, and equipment established to accomplish the purposes and objectives of this act.
(e) “Community college” means a public community college in this state as defined in s. 1000.21.

(f) “Private university” means a baccalaureate degree-granting independent nonprofit university that is accredited by the Commission on Colleges of the Southern Association of Colleges and Schools and that is located in and chartered as a domestic corporation by the state.

(g) “Research center” means an institute, center, or clinic that includes research and development or education as a principal mission of the organization.

(h) “State university” means a public university in this state as defined in s. 1000.21.

(4) FLORIDA TECHNOLOGY, RESEARCH, AND SCHOLARSHIP BOARD.--The Florida Technology, Research, and Scholarship Board is created within the Board of Governors of the State University System to guide the establishment of Centers of Excellence, the attraction of world class scholars, and the commercialization of products and services developed from the research and development conducted at state universities.

(a) The board shall consist of 11 members. Five members shall be appointed by the Governor, one of whom the Governor shall appoint as chair of the board, one of whom must be a member of the board of directors of Enterprise Florida, Inc., and one of whom must be a member of the Board of Governors of the State University System. Three members shall be appointed by the President of the Senate, and three members shall be appointed by the Speaker of the House of Representatives. Appointed members must be representative of business leaders, industrial researchers, academic researchers, scientists, and leaders in the emerging and advanced technology sector. Appointed members may not serve for more than 4 years, and any vacancy that occurs during these appointees’ terms shall be filled in the same manner as the original appointment. A majority of members constitutes a quorum.

(b) Members of the board shall serve without compensation, but are entitled to receive reimbursement for per diem and travel expenses in accordance with s. 112.061 while in the performance of their duties.

(c) The Board of Governors shall provide staff support for the activities of the board and per diem and travel expenses for board members.

(d) The board is charged with recommending criteria to the Board of Governors for the 21st Century World Class Scholars Program and with providing guidance to the Board of Governors regarding the implementation and administration of the Centers of Excellence Program.

(e) The board shall recommend to the Board of Governors the qualifications, standards, and requirements for approval of investments in Centers of Excellence under this act. The board may form committees of its members and is encouraged to consult with Enterprise Florida, Inc., the Florida Research Consortium, Bio-Florida, IT Florida, the Florida Aviation Aerospace Alliance, and any other entity whose input may be helpful in determining the requirements and standards for the program.

(f) The board shall review and approve State University Research Commercialization Assistance Grants under subsection (7). The board is encouraged to consult with Enterprise Florida, Inc.; entities with prior experience in early stage business investment; and any other entity whose input may be helpful in evaluating grant proposals.

(g) Members of the board must agree to refrain from having any direct interest in any contract, franchise, privilege, or other benefit arising from a state university project receiving a State
University Research Commercialization Assistance Grant during the term of his or her appointment and for 2 years after the termination of such appointment. It is a misdemeanor of the first degree, punishable as provided in s. 775.082 or s. 775.083, for a person to serve on the board in violation of this paragraph or to accept a direct interest in any contract, franchise, privilege, or other benefit granted by the grant recipients within 2 years after the termination of his or her service on the board.

(5) THE 21ST CENTURY WORLD CLASS SCHOLARS PROGRAM.--

(a) This act allocates state matching funds to attract 21st Century World Class Scholars to state universities.

(b) The 21st Century World Class Scholars Program shall be used as a tool to develop the state’s capabilities in science and high-technology research, emphasizing Florida’s identified strengths in science and technology while also recognizing new technologies as they may emerge.

(c) The board, in consultation with senior administrators of state universities, state university foundation directors, the Office of Tourism, Trade, and Economic Development, the board of directors of Enterprise Florida, Inc., and leading members of private industry, shall develop and recommend to the Board of Governors criteria for the 21st Century World Class Scholars Program. Such criteria shall address, at a minimum, the following:

1. The presence of distinguished faculty members, including whether the university has a substantial history of external funding, along with the strong potential for attracting a scholar of national or international eminence.

2. The presence of academically outstanding students, along with the promise and potential for attracting additional highly qualified students.

3. The presence of adequate research and scholarly support services.

4. The existence of an academic environment having appropriate infrastructure, including buildings, classrooms, libraries, laboratories, and specialized equipment, that is conducive to the conduct of the highest quality of scholarship and research.

5. The demonstration of concordance with Florida’s strategic plan for economic development or an emphasis on one or more emerging sciences or technologies that could favorably impact the state’s economic future.

(d) A state university must raise a minimum of $1 million to be eligible for state matching funds to recruit a 21st Century World Class Scholar. Funds raised by the university shall be eligible for a one-to-one match from the state. Revenues received from state appropriations, student tuition and fees, and state-funded contracts or grants are not eligible for state match.

(e) Upon the verification by the Board of Governors that a state university has met the criteria for a 21st Century World Class Scholar, the Board of Governors shall release matching funds to the university. Funds shall be used for the purpose of recruiting a 21st Century World Class Scholar and shall be expended according to an expenditure plan approved by the Board of Governors.

(f) This act is not intended to replace or obviate existing programs.
(6) CENTERS OF EXCELLENCE.--

(a) The purposes and objectives of a Center of Excellence include:

1. Identifying and pursuing opportunities for university scholars, research center scientists and engineers, and private businesses to form collaborative partnerships to foster and promote the research required to develop commercially promising, advanced, and innovative science and technology and to transfer those discoveries to commercial sectors.

2. Acquiring and leveraging public sector and private sector funding to provide the totality of funds, personnel, facilities, equipment, and other resources needed to support the research required to develop commercially promising, advanced, and innovative science and technology and to transfer those discoveries to commercial sectors.

3. Recruiting and retaining world class scholars, high-performing students, and leading scientists and engineers in technology disciplines to engage in research in this state and to develop commercially promising, advanced, and innovative science and technology.

4. Enhancing and expanding science and technology curricula and laboratory resources at universities and research centers in this state.

5. Increasing the number of high-performing students in science and technology disciplines who graduate from universities in this state and pursue careers in this state.

6. Stimulating and supporting the inception, growth, and diversification of science and technology-based businesses and ventures in Florida and increasing employment opportunities for the workforce needed to support such businesses.

(b) The following entities are eligible to submit proposals for a center of excellence:

1. Any state university.

2. Any private university.

3. The H. Lee Moffitt Cancer Center and Research Institute.


5. Any community college, training center, or other public or private research center in the state which coordinates with a state university for purposes of this act.

(c) The board shall recommend to the Board of Governors criteria for approving proposals to create or expand a Center of Excellence. Such criteria shall consider:

1. The maturity of the applicant's existing programs relating to a proposed Center of Excellence.

2. The comprehensiveness and effectiveness of site plans relating to a proposed Center of Excellence.

3. The existing amount of the applicant's resources dedicated to activities relating to a proposed Center of Excellence.
4. The regional economic structure and climate.

5. The degree to which the applicant identifies and seizes opportunities to collaborate with other public or private entities for research purposes.

6. The presence of a comprehensive performance and accountability measurement system.

7. The use of an integrated research and development strategy using multiple levels of the educational system.

8. The ability of the applicant to raise research funds and leverage public and private investment dollars to support advanced and emerging scientific and technological research and development projects.

9. The degree to which the applicant transfers advanced and emerging sciences and technologies from its laboratories to the commercial sector.

10. The degree to which the applicant stimulates and supports the creation of new ventures.

11. The existence of a plan to enhance academic curricula by improving communication between academia and industry.

12. The existence of a plan to increase the number, quality, and retention rate of faculty and graduate students in advancing and emerging science and technology-based disciplines.

13. The existence of a plan to increase the likelihood of faculty and graduate students pursuing private sector careers in the state.

14. The ability of the applicant to provide capital facilities necessary to support research and development.

(d) To call for proposals, the board shall notify the president or chief executive officer of the eligible entities identified in paragraph (b). The board shall periodically solicit proposals for Centers of Excellence.

(e) The board shall recommend to the Board of Governors for approval and funding those proposals that meet the criteria approved by the Board of Governors.

(f) If no proposal is judged worthy of approval during a solicitation cycle, an approval need not be made. This act does not establish a limit for an investment amount; however, any approval for a single Center of Excellence exceeding $20 million must be documented to have superior prospects for success in its field of research and offer outstanding opportunities to leverage state dollars.

(7) STATE UNIVERSITY RESEARCH COMMERCIALIZATION ASSISTANCE GRANT PROGRAM.--The State University Research Commercialization Assistance Grant Program is established to promote the commercialization of university research products for the purpose of enhancing the state's economy and the state's public universities. All Phase Two and Phase Three grants established by this program require $1 in private investment for each $1 in state funding provided. A state university may apply for early stage capital funding for the purpose of developing products and services resulting from university research. An application may include joint participation in the development of products and services by a cooperating university. Grant funds awarded under this subsection may be used by the university for a variety of pre-marketing activities, including, but
not limited to, securing patents, establishing startup companies, developing license agreements, attracting private investment, and supporting other activities that are necessary to establish commercially viable ventures for the marketing and sale of products resulting from university research. Funds may not be used for research or development.

(a) State University Research Commercialization Assistance Grants may be provided under the following categories:

1. Phase One grants, which may not exceed $50,000 per project, shall be available to assist with early market research, independent evaluation, consultation, and other initial activities that may be required to develop an initial business model for a university research product that has the potential for commercialization.

2. Phase Two grants, which may not exceed $100,000 per project, shall be available to assist with the development of a complete business plan for the commercialization of a university research product.

3. Phase Three grants, which may not exceed $250,000 per project, shall be available for the implementation and execution of a completed business plan for a university research product.

(b) Based on the availability of funds, the board shall periodically solicit proposals from state universities for State University Research Commercialization Assistance Grants. The board shall establish guidelines prescribing the criteria and format for the submission of grant applications by state universities. Any state university, upon approval of its board of trustees, may submit a request to the board for a grant to facilitate the commercialization of a university research product or the commercialization of a patent held by a state agency under a cooperative agreement between the state agency and the university. A state university need not receive prior stage grants to be eligible for Phase Two or Phase Three grants. When evaluating the applications submitted for funding, the board shall consider the following criteria:

1. The potential return to the university which may be reasonably assumed based on the business case presented in support of the proposed project.

2. The potential for the creation of high-wage jobs resulting from the success of the proposed project.

3. The potential of the proposed project to address pressing needs of the residents of the state.

4. The potential of the proposed project to enhance the economic competitiveness of the state and the university.

5. The technical, financial, organizational, and marketing feasibility of the project and its business plan.

6. The potential of the proposed project to create other related business enterprises.

Each proposed project shall be evaluated on its individual merits.

(c) The board shall negotiate and execute contracts with state universities governing the terms of State University Research Commercial Assistance Grants. The board may not execute the contract unless the contract is approved by the affirmative vote of at least 6 of the 11 members of the board. Each contract, at a minimum, must contain provisions that:
1. Specify the procedures and schedules that govern the disbursement of funds under this section and specify the conditions or deliverables that the state university must satisfy before the release of each disbursement.

2. Require the state university to submit a business plan in a form and manner prescribed by the board.

3. Require the state university to submit data to the board concerning the activities and performance of projects funded pursuant to this section and to provide to the board an annual accounting of the expenditure of funds disbursed under this subsection.

4. Require the state university to negotiate repayment to the General Revenue Fund of the amount of the grant awarded to a project when the project generates sufficient revenues to sustain a profitable operation.

5. Require the state university to expend 95 percent of grant proceeds for described uses in the approved grant application and not otherwise reduce grant proceeds with facilities charges or fees by the university.

(d) Upon verification by the Board of Governors that a state university has executed a contract with the board for a State University Research Commercialization Assistance Grant, the Board of Governors shall release grant funds to the university.

(8) EXEMPTIONS FROM PUBLIC RECORDS AND PUBLIC MEETINGS REQUIREMENTS; STATE UNIVERSITY RESEARCH COMMERCIALIZATION ASSISTANCE GRANT PROGRAM.--

(a) The following information held by the Florida Technology, Research, and Scholarship Board is confidential and exempt from s. 119.07(1) and s. 24(a), Art. I of the State Constitution:

1. Materials that relate to methods of manufacture or production, potential trade secrets, patentable material, trade secrets as defined in s. 688.002, or proprietary information received, generated, ascertained, or discovered by or through state university research projects submitted for funding under the State University Research Commercialization Assistance Grant Program.

2. Information that would identify an investor or potential investor, who desires to remain anonymous, in projects reviewed by the Florida Technology, Research, and Scholarship Board.

3. Any information received from a person or another state or nation or the Federal Government which is otherwise confidential or exempt under the laws of that state or nation or under federal law.

(b)1. That portion of a meeting of the Florida Technology, Research, and Scholarship Board at which information is discussed that is confidential and exempt under subsection (1) is exempt from s. 286.011 and s. 24(b), Art. I of the State Constitution.

2. Any records generated during that portion of an exempt meeting are confidential and exempt from s. 119.07(1) and s. 24(a), Art. I of the State Constitution.

(c)1. Information made confidential and exempt pursuant to this section may be released to a governmental entity in the furtherance of its duties and responsibilities.

2. Any public officer or employee who willfully and knowingly releases such confidential and
exempt information, in violation of this subsection, commits a misdemeanor of the first degree, punishable as provided in s. 775.082 or s. 775.083.

(d) This section is subject to the Open Government Sunset Review Act in accordance with s. 119.15 and shall stand repealed on October 2, 2012, unless reviewed and saved from repeal through reenactment by the Legislature.

(9) ANNUAL REPORT.--The board, in cooperation with the Board of Governors of the State University System and the state universities or research centers receiving investments under this act, shall issue an annual report by December 31 each year of the activities conducted, including the accomplishments and overall economic benefits to the state, the number of 21st Century World Class Scholars attracted, the number of Centers of Excellence created or expanded, the success of collaborations with related industries, the number and amount of State University Research Commercialization Assistance Grants awarded and repaid, and the success of these programs. The annual report shall be presented to the Governor, the President of the Senate, and the Speaker of the House of Representatives. The annual report must include a copy of an independent audit of the board and a review of the progress of programs administered by the board.

History.--ss. 1, 6, ch. 2006-58; s. 2, ch. 2007-189; s. 3, ch. 2007-190.

¹Note.--Repealed June 30, 2011, by s. 6, ch. 2006-58.
Florida Gulf Coast University Board of Trustees
April 15, 2008

SUBJECT: Delegation of Authority

PROPOSED BOARD ACTION

For purposes of actions to be taken regarding contracts, remove the limitation of signature authority of $1,000,000.00.

BACKGROUND INFORMATION

On January 15, 2008 the FGCU Board of Trustees authorized the FGCU President to settle litigation involving the University in an amount not to exceed $100,000.00. Additionally, the Board limited the President’s authority to sign contracts in excess of $1,000,000.00. This limitation regarding contracts was inadvertent and was not in place for the previous FGCU Presidents. This modification returns the University to the procedure previously in place for the timely administration and processing of contracts.

Supporting Documentation Included: N/A

Prepared by: General Counsel Vee Leonard

Legal Review by: N/A

Submitted by: General Counsel Vee Leonard
Florida Gulf Coast University Board of Trustees  
January 20, 2009  

SUBJECT: Delegation of Authority  

PROPOSED BOARD ACTION  
Authorize the President to develop and implement university institutes and centers.  

BACKGROUND INFORMATION  
The Board of Governors (BOG) created a regulation establishing the criteria and guidelines desired to be implemented by state universities. Included in those criteria and guidelines is a directive that university institutes and centers must adopt policies consistent with the BOG’s goals. The BOG has also directed that the University’s policy specify whether the Board of Trustees has authorized the President or the Provost to develop and implement centers. This delegation is to authorize such development and implementation.  

Supporting Documentation Included: N/A  
Prepared by: General Counsel Vee Leonard  
Legal Review by: N/A  
Submitted by: General Counsel Vee Leonard
Florida Gulf Coast University Board of Trustees
June 21, 2011

SUBJECT: Signature Authority for Checks

PROPOSED BOARD ACTION

Revise approval for authorization to sign checks to pay the University’s legal obligations, to be effective July 1, 2011.

BACKGROUND INFORMATION

Section 1011.42(7), Florida Statutes, requires that the Florida Gulf Coast University Board of Trustees specifically designate, and document in the minutes of the Board, the legal name and title of any university employee authorized to sign checks to pay the legal obligations of the University. With the appointment of Steve Magiera as Vice President for Administrative Services and Finance, it is necessary to substitute Steve Magiera for Joseph D. Shepard as an authorized signatory for checks. Additionally, while the previous authorization identified William C. Merwin as an employee authorized to sign checks, no authorization was issued for the current President, Wilson G. Bradshaw. Accordingly, by approval of this item, the following University employees are authorized to sign checks to pay legal obligations of Florida Gulf Coast University:

- Wilson G. Bradshaw, President
- Steve Magiera, Vice President for Administrative Services and Finance

Supporting Documentation Included: None

Prepared by: General Counsel Vee Leonard

Submitted by: Vice President for Administrative Services and Finance Joe Shepard
ITEM: 16

Florida Gulf Coast University Board of Trustees
June 17, 2014

SUBJECT: 2014-2015 Operating Budget

PROPOSED BOARD ACTION

2. Delegate to the University President the ability to amend the Sponsored Research and Financial Aid Budgets in accordance with funding and awards that may be received during the fiscal year.
3. Delegate to the University President operating budget amendment authority, not to exceed 5% of the total operating budget less Sponsored Research and Financial Aid budgets, subject to the availability of resources.
4. The University President or his designee shall report on fiscal operations, amendments, and variances from the budget to the FGCU Board of Trustees at normally scheduled meetings.

Supporting Documentation Included: 2014-2015 Operating Budget

Prepared by: Director of University Budgets David Vazquez

Legal Review by: N/A

Submitted by: Vice President for Administrative Services and Finance Steve Magiera
Florida Gulf Coast University Board of Trustees
June 17, 2014

SUBJECT: 2014-2015 Operating Budget

PROPOSED BOARD ACTION

2. Delegate to the University President the ability to amend the Sponsored Research and Financial Aid Budgets in accordance with funding and awards that may be received during the fiscal year.
3. Delegate to the University President operating budget amendment authority, not to exceed 5% of the total operating budget less Sponsored Research and Financial Aid budgets, subject to the availability of resources.
4. The University President or his designee shall report on fiscal operations, amendments, and variances from the budget to the FGCU Board of Trustees at normally scheduled meetings.

Supporting Documentation Included: 2014-2015 Operating Budget

Prepared by: Director of University Budgets David Vazquez

Legal Review by: N/A

Submitted by: Vice President for Administrative Services and Finance Steve Magiera
Florida Gulf Coast University  
Delegations of Authority from University President to the Vice Presidents/Direct Reports

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Florida Gulf Coast University  
Delegations of Authority from University President to the Vice Presidents/Direct Reports

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*Information retrieved from FGCU’s Office of the General Counsel’s website as of January 29, 2016.  
(http://www.fgcu.edu/generalcounsel/delegations.asp)
MEMORANDUM

TO: Wendy S. Morris
General Counsel

FROM: William C. Merwin
President

DATE: September 13, 2005

SUBJECT: Delegation of Authority – Regulation Development

On July 21, 2005, the Florida Board of Governors adopted a Regulation Development Procedure for State University Boards of Trustees to remove the state universities from the rulemaking process contained in Florida’s Administrative Procedures Act, Chapter 120, Florida Statutes, and to prescribe a new regulation adoption procedure.

At its September 13, 2005 regular meeting, the Florida Gulf Coast University Board of Trustees delegated authority to the President or designee to act on behalf of the Board of Trustees with respect to the development of regulations, except that the Board of Trustees reserved the authority to approve, modify or reject the proposed adoption, amendment or repeal of a regulation.

I hereby designate the General Counsel as my designee for purposes of administering and overseeing the University’s regulation development process. In carrying out these responsibilities, please consult with the vice presidents regarding regulations affecting their respective areas of responsibility and keep me advised as to significant activities.

This delegation is effective immediately and supersedes any previous delegations relating to this subject matter. You may re-delegate this authority to your assistant or associate general counsels.

c: Dr. Bonnie L. Yegidis, Provost and Vice President, Academic Affairs
   Dr. Joseph D. Shepard, Vice President, Administrative Services
   Mr. Steve L. Magiera, Vice President, Advancement
MEMORANDUM

TO:  Don Ladner
     Director, Capitol Police
     Florida Department of Law Enforcement

FROM: William C. Merwin
      President

DATE: October 17, 2005

SUBJECT: Delegation of Authority for Capitol Access Card Applications

This memorandum serves as my delegation of presidential authority for the following individuals to sign applications for access cards to the Capitol for Florida Gulf Coast University. In so doing, I hereby revoke any previous delegations of authority relating to Capitol access cards for Florida Gulf Coast University.

This authority will remain with the below individuals until revoked by me in writing and delivered to the Capitol.

Curtis D. Bullock
Executive Director, FGCU Financing Corp.
10501 FGCU Blvd. South
Fort Myers, FL 33965
239-590-1120
cbullock@fgcu.edu

Jennifer Goen
Director, Government Relations
10501 FGCU Blvd. South
Fort Myers, FL 33965
239-590-1020
jgoen@fgcu.edu

c: Wendy S. Morris, Esq., General Counsel
MEMORANDUM

TO:    Dr. Bonnie L. Yegidis, Provost and Vice President, Academic Affairs
       Dr. Joseph D. Shepard, Vice President, Administrative Services
       Dr. J. Michael Rollo, Vice President, Student Affairs
       Mr. Steve L. Magiera, Vice President, Advancement

FROM: William C. Merwin
       President

DATE: June 19, 2006

SUBJECT: Delegation of Authority – Administrative Officer Succession

Effective July 1, 2006, in the absence or incapacity of the President, succession to the administrative authority and responsibility of the President shall be in the following order:

1. Provost and Vice President for Academic Affairs
2. Vice President for Administrative Services
3. Vice President for Student Affairs
4. Vice President for Advancement

In an emergency, the inability to contact an officer despite reasonable efforts to do so is adequate justification for the exercise of authority by the next designated officer.

c:    Wendy S. Morris, Esq., General Counsel
      Susan Evans, Special Assistant to the President
      Barbara Krell, Executive Assistant, Office of the President
MEMORANDUM

TO: J. Michael Rollo  
    Vice President for Student Affairs

FROM: William C. Merwin  
      President

DATE: June 19, 2006

SUBJECT: Delegation of Authority – Student Code of Conduct Final Appeals

The Florida Gulf Coast University Student Code of Conduct provides that appeal decisions of the Dean of Student Affairs may further be appealed to the University President or designee.

Effective July 1, 2006, I hereby designate the Vice President for Student Affairs as my designee for purposes of rendering final decisions with respect to student code of conduct appeals.

This delegation is effective immediately and supersedes any previous delegations relating to this subject matter. Any redelegation of this authority shall not be below the level of Dean/Director and shall be in writing with a copy sent to the General Counsel. Redelegation should align authority with effective organizational assignments of responsibility.

cc:  Wendy S. Morris, Esq., General Counsel  
     Michelle Yovanovich, Interim Dean, Student Affairs
MEMORANDUM

TO: J. Michael Rollo
   Vice President for Student Affairs

FROM: William C. Merwin
      President

DATE: June 19, 2006

SUBJECT: Delegation of Signature Authority for Personnel Actions

Effective July 1, 2006, I am delegating to you as Vice President for Student Affairs, the authority to approve personnel actions, in accordance with FGCU Regulations Chapter 6C10-5, Human Resources, concerning employees within your assigned area of responsibility. Your approval of personnel actions under this authority should include a review of the request by the Offices of Human Resources, Budget, and Equal Opportunity Programs, as appropriate.

It is essential that you obtain my concurrence for all salary or contract actions related to any employee who reports directly to you.

This delegation supersedes any prior delegations of authority for personnel actions.

c: Wendy S. Morris, Esq., General Counsel
   Steve Belcher, Director, Human Resources
   Cheryl Seals-Gonzalez, Director, Equity and Compliance
   David Vazquez, Director, Budget Office
MEMORANDUM

TO: Dr. Joseph D. Shepard  
Vice President, Administrative Services and Finance

FROM: William C. Merwin  
President

DATE: September 13, 2006

SUBJECT: Delegation of Authority – Investment and Administration of Funds with the State Board of Administration

On September 12, 2006, the Florida Gulf Coast University Board of Trustees delegated to the President or designee the authority to invest and administer funds on behalf of the University with the State Board of Administration. The Board further delegated the authority to take all actions and execute any instruments or other documents necessary, convenient or proper in support of such investment on administration of funds.

Effective immediately, I hereby authorize you or your designee to invest and administer funds as specified above to include but not be limited to establishing accounts, withdrawing funds, transmitting funds, depositing funds, naming designees, and establishing fund transfer instructions.

This delegation is effective provided that funds are available and handled in accordance with law and University policies. You may not redelegate this authority below the level of Director.

This delegation supercedes any previous delegation related to this subject matter.

c: Wendy S. Morris, General Counsel
MEMORANDUM

TO: Vee Leonard
   General Counsel

FROM: Wilson G. Bradshaw, Ph.D.
   President

DATE: February 8, 2008

SUBJECT: Delegation of Authority – Settlement of Lawsuits and Claims

On January 15, 2008, the Florida Gulf Coast University Board of Trustees granted the President the authority to settle lawsuits and claims on behalf of the University in amounts up to and including $100,000.00.

Effective immediately, I hereby authorize the General Counsel to settle lawsuits and claims on behalf of the University in amounts up to and including $50,000.00. For purposes of determining the settlement amounts, all consideration paid or received must be valued except that amounts paid by University insurance policies shall not be included.

This delegation is effective provided that funds are available and settlement agreements are issued in accordance with law and University rules. You may not redelegate this authority.

This delegation supercedes any previous delegation related to this subject matter.

c: Dr. Joseph Shepard, Vice President, Administrative Services & Finance
   Linda Bacheler, University Controller
MEMORANDUM

TO: Joseph D. Shepard, Ph.D.
   Vice President – Administrative Services & Finance

FROM: Wilson G. Bradshaw, Ph.D.
       President

DATE: February 8, 2008

SUBJECT: Delegation of Authority – Purchasing

On January 15, 2008, the Florida Gulf Coast University Board of Trustees granted
the President authority to approve, execute and administer contracts on behalf of the
Florida Gulf Coast University Board of Trustees, provided such contracts are in
concordance with law and the regulations of the Board of Trustees. In regulation
FGCU-PR6, the Board of Trustees has delegated to the President or designee the
authority to serve as the central procurement officer for the University and to
administer the University’s purchasing process.

I hereby designate the Vice President for Administrative Services and Finance, as the
central procurement officer for the University and as my designee for purposes of
administering the University’s procurement process. In so doing, I authorize you to
approve and execute contracts for the purchase of commodities and contractual
services up to and including the amount of $1,000,000. Contracts are construed to
include, but not be limited to, agreements, purchase orders, change orders, licenses,
lease-purchase agreements through the State of Florida’s Consolidated Equipment
Financing Program.

This delegation is effective provided that funds are available and the contracts are
issued in accordance with law and University regulations.

This delegation is effective immediately and supersedes any previous delegations
relating to this subject matter. You may redelegate this authority in writing up to and
including the amount of $500,000. Redelegation should align authority with effective
organizational assignments of responsibility.

c: Vee Leonard, General Counsel
   Maryan Egan, Director, Procurement Services
MEMORANDUM

TO: Joseph D. Shepard, Ph.D.
   Vice President – Administrative Services & Finance

FROM: Wilson G. Bradshaw, Ph.D., M.D.
      President

DATE: February 8, 2008

SUBJECT: Delegation of Authority – Business and Finance Agreements

On January 15, 2008, the Florida Gulf Coast University Board of Trustees granted the President authority to approve, execute and administer contracts on behalf of the Florida Gulf Coast University Board of Trustees, provided such contracts are in concordance with law and the regulations of the Board of Trustees.

I hereby designate the Vice President for Administrative Services and Finance as my designee for purposes of administering and executing agreements relating to the University's business and financial operations. Agreements are construed to include, but not be limited to, contracts, memorandum of understanding, leases, licenses, memorandum of agreement, forms, letters of agreement, applications, and extensions and renewals thereof, relating to business transactions and financial matters such as banking, debt obligations, risk management, insurance, law enforcement, personal property, equipment, vending, concessions, rental and use of university facilities, and tax issues.

This delegation is effective provided that funds are available and the contracts are issued in accordance with law and University regulations.

This delegation is effective immediately and supersedes any previous delegations relating to this subject matter. Any redelegation of this authority shall not be below the level of Dean/Director and shall be in writing with a copy sent to the General Counsel. Redelegation should align authority with effective organizational assignments of responsibility.

C: Vee Leonard, General Counsel
MEMORANDUM

TO: Joseph D. Shepard  
    Vice President – Administrative Services & Finance

FROM: Wilson G. Bradshaw, Ph.D.  
      President

DATE: July 21, 2008

SUBJECT: Delegation of Authority – Construction and Land Use Contracts

On January 15, 2008, the Florida Gulf Coast University Board of Trustees granted the President authority to approve, execute and administer contracts on behalf of the Florida Gulf Coast University Board of Trustees, to include contracts related to “planning and construction to be rendered to or by the University,” provided such contracts are in conformance with law and the regulations of the Board of Trustees.

I hereby authorize the Vice President for Administrative Services and Finance, to approve and execute contracts for the construction, repair and renovation of facilities, the prosecution and completion of public works projects, and the management of land use and real estate matters related to the University’s real property or buildings. This contracting authority extends up to and including the amount of twenty million dollars ($20,000,000.00). Contracts are construed to include but not be limited to agreements, memoranda of understanding, purchase orders, change orders, licenses, letters of authorization, lease-purchase agreements, leases, and contract amendments, extensions and renewals.

This delegation is effective provided that funds are available and the contracts are issued in accordance with law and University regulations.

This delegation is effective immediately and supersedes any previous delegations relating to this subject matter. You may redelegate this authority in writing up to and including the amount of two hundred fifty thousand dollars ($250,000.00). Redelegation should align authority with effective organizational assignments of responsibility.

C: Vee Leonard, General Counsel  
    Jack Fenwick, Director, Facilities Planning
MEMORANDUM

To:        Steve Magiota
            Vice President - University Advancement

From:      Wilson G. Bradshaw, Ph.D.,  President

Date:      March 20, 2009

Re:        Delegation of Authority – Trademark License and Use Agreements

On January 15, 2008, the Florida Gulf Coast University Board of Trustees granted the
President authority to operate and manage the University. Based on the needs of the
University, I hereby designate the Vice President for University Advancement as my
designee for purposes of administering and executing license/use agreements relating
to the use of FGCU’s trademarks and logos. Agreements are construed to include, but
not be limited to, contracts, memorandums of understanding, leases, licenses,
memorandums of agreement, forms, letters of agreement, applications, and extensions
and renewals thereof, relating to University related trademarks and logos.

This delegation is effective immediately. Any redelegation of this authority shall be in
writing with a copy sent to the General Counsel. Redelagation should align authority with
effective organizational assignments of responsibility.

c: Vcc Leonard, General Counsel
MEMORANDUM

TO: Susan Evans
Chief of Staff and University Spokesperson

FROM: Wilson G. Bradshaw, Ph.D.
President

DATE: May 21, 2012

SUBJECT: Delegation of Authority – Corporation Secretary Certifications

Section 1001.72(1)F.S., BOG Regulation 1001(2)(c) and Section III(D) of the Florida Gulf Coast University Board of Trustees Bylaws designate the University President as Corporate Secretary of the Board of Trustees.

Effective immediately, I hereby delegate authority to the Chief of Staff to act on my behalf as Corporate Secretary for purposes of setting the agenda for meetings of the Board in consultation with the President, certifying officer signatures and authority on legal documents and contracts, furnishing authenticated corporate documents, and any other appropriate duties as assigned by the President. This delegation is effective provided that such documents are executed in accordance with the law, University regulations and University delegations of authority.

This delegation supersedes any previous delegations relating to this subject matter. You may redelegate this authority in writing, and such redelegation should align authority with effective organizational assignments of responsibility.

c: Office of the General Counsel
MEMORANDUM

TO: Vee Leonard
   Vice President and General Counsel

FROM: Dr. Wilson G. Bradshaw

DATE: August 6, 2013

RE: Delegation of Authority – SP and A & P Employment Plans

To ensure the efficient operation of the University, I hereby designate the Vice President and General Counsel as my designee and authorized institutional representative for purposes of administering and executing the University Support Personnel System. This includes, but is not be limited to, executing offer of employment letters and notice of employment termination when such actions are taken upon the request of the respective Vice President or Senior Administrator, or his or her designee. You also are delegated the authority to execute forms and letters implementing authorized special pay increases, promotions, reclassifications and bonuses for A & P employees. This authority is construed to extend to execution of any amendments or modifications to such letters and notices and to the rescission thereof.

This delegation is effective provided that funds are available and the offers are issued in accordance with law and University regulations.

This delegation is effective immediately and supersedes any previous delegations relating to this subject matter. Any re-delegation of this authority shall be in writing with a copy sent to me. Re-delegation should align with effective organizational assignments of responsibility and should not be below the level of Assistant/Associate Director.

GC107200
MEMORANDUM

TO: J. Michael Rollo, Vice President for Student Affairs

FROM: Wilson G. Bradshaw, Ph.D., President

DATE: January 30, 2014

RE: Delegation of Authority – Contracts and Personnel Actions

On January 15, 2008, The Florida Gulf Coast University Board of Trustees granted the President authority to approve, execute and administer contracts on behalf of the Florida Gulf Coast University Board of Trustees.

I hereby authorize the Vice President for Student Affairs as my designee for purposes of administering and executing contracts related to Student Affairs matters. Notwithstanding, this delegation does not encompass procurement contracts. Procurement contracts are defined as any contract which requires the University to pay for services rendered or material received. This delegation is effective provided funds are available and the contracts are issued in accordance with law and University regulations.

Any agreement which the designee would like to execute must be on a form previously approved by the Office of the General Counsel. If it is not on a preapproved form, such contract must have been reviewed by the General Counsel's office before it can be executed.

I am also delegating to you as Vice President for Student Affairs the authority to approve personnel actions for employees within your assigned area of responsibility. Your approval of personnel actions under this authority should include a review of the request by the offices of Human Resources, Budget, and Equal Opportunity Programs, as appropriate.

It is essential that you obtain my approval for all salary or contract actions related to any employee who reports directly to you.

This delegation is effective immediately and supersedes any previous delegations relating to these subject matters. This delegation may not be redelegated.

cc: Vee Leonard, Vice President and General Counsel.
Christine Lloyd, Assistant Vice President and Director of Human Resources
David Vazquez, Director University Budgets

GC124428

(239) 590-1055  TTY: (239) 590-1450  FAX: (239) 590-1059  http://www.fgcu.edu
10501 FGCU Boulevard South • Fort Myers, Florida 33965-6565
An Affirmative Action Equal Opportunity Employer • A member of the State University System of Florida
MEMORANDUM

TO: Susan Evans, Vice President and Chief of Staff
FROM: Wilson G. Bradshaw, Ph.D., President
DATE: January 30, 2014
RE: Delegation of Authority – Contracts and Personnel Actions

On January 15, 2008, The Florida Gulf Coast University Board of Trustees granted the
President authority to approve, execute and administer contracts on behalf of the
Florida Gulf Coast University Board of Trustees.

I hereby authorize the Vice President and Chief of Staff as my designee for purposes of
administering and executing contracts related to the subject matter in your respective
organizational reporting areas. Notwithstanding, this delegation does not encompass
procurement contracts. Procurement contracts are defined as any contract which
requires the University to pay for services rendered or material received. This
delegation is effective provided funds are available and the contracts are issued in
accordance with law and University regulations.

Any agreement which the designee would like to execute must be on a form previously
approved by the Office of the General Counsel. If it is not on a preapproved form, such
contract must have been reviewed by the General Counsel's office before it can be
executed.

I am also delegating to you as Vice President and Chief of Staff the authority to approve
personnel actions for employees within your assigned area of responsibility. Your
approval of personnel actions under this authority should include a review of the request
by the offices of Human Resources, University Budget, and Institutional Equity and
Compliance, as appropriate.

It is essential that you inform me of all modifications to the terms and conditions of
employment related to any employee who reports directly to you.

This delegation is effective immediately and supersedes any previous delegations
relating to these subject matters. This delegation may not be redelegated.

C: Vee Leonard, Vice President and General Counsel,
Christine Lloyd, Assistant Vice President and Director of Human Resources
David Vazquez, Director University Budgets
Brandon Washington, Director, Office of Institutional Equity and Compliance
MEMORANDUM

TO: Vee Leonard, Vice President and General Counsel
FROM: Wilson G. Bradshaw, Ph.D., President
DATE: January 30, 2014
RE: Delegation of Authority – Contracts and Personnel Actions

On January 15, 2008, The Florida Gulf Coast University Board of Trustees granted the President authority to approve, execute and administer contracts on behalf of the Florida Gulf Coast University Board of Trustees.

I hereby authorize the Vice President and General Counsel as my designee for purposes of administering and executing contracts related to the subject matter in your respective organizational reporting areas. Notwithstanding, this delegation does not encompass procurement contracts. Procurement contracts are defined as any contract which requires the University to pay for services rendered or material received. This delegation is effective provided funds are available and the contracts are issued in accordance with law and University regulations.

Any agreement which the designee would like to execute must be on a form previously approved by the Office of the General Counsel. If it is not on a preapproved form, such contract must have been reviewed by the General Counsel's office before it can be executed.

I am also delegating to you as Vice President and General Counsel the authority to approve personnel actions for employees within your assigned area of responsibility. Your approval of personnel actions under this authority should include a review of the request by the offices of Human Resources, University Budget, and Institutional Equity and Compliance, as appropriate.

It is essential that you inform me of all modifications to the terms and conditions of employment related to any employee who reports directly to you.

This delegation is effective immediately and supersedes any previous delegations relating to these subject matters. This delegation may not be redelegated.

cc: Christine Lloyd, Assistant Vice President and Director of Human Resources
David Vazquez, Director University Budgets
Brandon Washington, Director, Office of Institutional Equity and Compliance
MEMORANDUM

TO: Ronald B. Toll, Ph.D., Provost and Vice President for Academic Affairs

FROM: Wilson G. Bradshaw, Ph.D., President

DATE: January 30, 2014

RE: Delegation of Authority
    Academic Agreements, Personnel Actions, Acting Capacity

On January 15, 2008, The Florida Gulf Coast University Board of Trustees granted the President authority to approve, execute and administer academic contracts on behalf of the Florida Gulf Coast University Board of Trustees, provided such contracts are in conformance with law and the regulations of the Board of Trustees.

ACADEMIC AGREEMENTS

I hereby authorize the Provost and Vice President for Academic Affairs as my designee for purposes of administering and executing the University's academic agreements. Academic agreements are construed to include, but not be limited to, affiliation and cooperation agreements, agency agreements, contracts with partner institutions, grants, memorandum of understanding, memorandum of agreement, letters of agreement, and extensions and renewals thereof, relating to academic matters such as sponsored research, radio and television broadcasting, continuing education, student internships and externships, academic programs and degrees, faculty members, curriculum instruction and articulation.

Any agreement which the designee would like to execute must be on a form previously approved by the Office of the General Counsel. If it is not on a preapproved form, such contract must have been reviewed by the General Counsel's office before it is executed.

This delegation is effective provided that funds are available and the academic contracts are issued in accordance with law and University rules.

PERSONNEL ACTIONS

I am also delegating to you as Provost and Vice President for Academic Affairs the authority to approve personnel actions for employees within your assigned area of responsibility. Your approval of personnel actions under this authority should include a review of the request by the offices of Human Resources, University Budget, and Institutional Equity and Compliance, as appropriate.
It is essential that you inform me of all modifications to the terms and conditions of employment related to any employee who reports directly to you.

**ACTING CAPACITY**

Additionally, I hereby designate the Provost and Vice President for Academic Affairs to perform as Acting President in my absence and unavailability in order to maintain the smooth and efficient running of the University.

These delegations are effective immediately and supersede and previous delegations relating to this subject matter. Any redelegation of these authorities shall not be below the level of Dean/Director and shall be in writing with a copy sent to the General Counsel's office. Redelegation should align authority with effective organizational assignments of responsibility. Notwithstanding, the Provost shall not redelegate his authority to act in the President’s absence.

c: Vee Leonard, Vice President and General Counsel.  
Christine Lloyd, Assistant Vice President and Director of Human Resources  
David Vazquez, Director University Budgets  
Brandon Washington, Director, Office of Institutional Equity and Compliance
MEMORANDUM

TO: Steve Magiera, Vice President for Administrative Services and Finance

FROM: Wilson G. Bradshaw, Ph.D., President

DATE: February 7, 2014

RE: Delegation of Authority – Procurement Related Matters and Personnel Actions

On January 15, 2008, the Florida Gulf Coast University Board of Trustees granted the President authority to approve, execute and administer contracts on behalf of the Florida Gulf Coast University Board of Trustees, provided such contracts are in concordance with law and the regulations of the Board of Trustees. More particularly, in regulation FGCU-PR6.014, the Board of Trustees has delegated to the President or designee the authority to serve as the central procurement officer for the University and to administer the University’s purchasing process.

I hereby designate the Vice President for Administrative Services and Finance, as the central procurement officer for the University and as my designee for purposes of administering the University’s procurement process. In doing so, I authorize you to approve and execute contracts for the purchase of commodities and contractual services. Contracts are construed to include, but are not limited to, agreements, purchase orders, change orders, licenses, lease-purchase agreements through the State of Florida’s Consolidated Equipment Financing Program.

Any agreement which the designee would like to execute must be on a form previously approved by the Office of the General Counsel. If it is not on a preapproved form, such contract must have been reviewed by the General Counsel’s office before it can be executed.

This delegation is effective provided that funds are available and the contracts are issued in accordance with law and University regulations.

I am also delegating to you as Vice President for Administrative Services and Finance the authority to approve personnel actions for employees within your assigned area of responsibility. Your approval of personnel actions under this authority should include a review of the request by the offices of Human Resources, University Budget, and Institutional Equity and Compliance, as appropriate.
It is essential that you inform me of all modifications to the terms and conditions of employment related to any employee who reports directly to you.

This delegation is effective immediately and supersedes any previous delegations relating to these subject matters. You may redelegate this authority in writing up to and including the amount of $500,000. Redelegation should align authority with effective organizational assignments of responsibility.

c:  Vee Leonard, Vice President and General Counsel.
    Christine Lloyd, Assistant Vice President and Director of Human Resources
    David Vazquez, Director University Budgets
    Brandon Washington, Director, Office of Institutional Equity and Compliance
MEMORANDUM

TO: Christopher Simoneau, Vice President for University Advancement

FROM: Wilson G. Bradshaw, Ph.D., President

DATE: February 7, 2014

RE: Delegation of Authority – Advancement, Foundation Agreements and Personnel Actions

On January 15, 2008, The Florida Gulf Coast University Board of Trustees granted the President authority to approve, execute and administer contracts on behalf of the Florida Gulf Coast University Board of Trustees.

I hereby designate the Vice President for University Advancement as my designee for purposes of administering and executing agreements relating to University Advancement and the Foundation. Notwithstanding, this delegation does not encompass procurement contracts. Procurement contracts are defined as any contract which requires the University to pay for services rendered or material received.

As to the Foundation, any gift with terms or conditions affecting an academic program shall be accepted only with the concurrence of the Provost or designee. Gifts of real estate or interests in real property, shall be accepted only with the concurrence of the Vice President for Administrative Services or designee.

Any agreement which the designee would like to execute must be on a form previously approved by the Office of the General Counsel. If it is not on a preapproved form, such contract must have been reviewed by the General Counsel’s office before it can be executed. This delegation is effective provided funds are available and the contracts are issued in accordance with law, University regulations, as well as FGCU Foundation, Inc. Bylaws. Certain types of transactions will require the approval and/or signature of the Foundation Board Chair and/or other appropriate officer.

I am also delegating to you as Vice President for University Advancement the authority to approve personnel actions for employees within your assigned area of responsibility. Your approval of personnel actions under this authority should include a review of the request by the offices of Human Resources, University Budget, and Institutional Equity and Compliance, as appropriate.

It is essential that you inform me of all modifications to the terms and conditions of employment related to any employee who reports directly to you.
This delegation is effective immediately and supersedes any previous delegations relating to these subject matters. This delegation may not be redelegated.

c: Vee Leonard, Vice President and General Counsel.
Christine Lloyd, Assistant Vice President and Director of Human Resources
David Vazquez, Director University Budgets
Brandon Washington, Director, Office of Institutional Equity and Compliance
MEMORANDUM

TO: Ken Kavanagh, Director of Intercollegiate Athletics

FROM: Wilson G. Bradshaw, Ph.D., President

DATE: July 27, 2015

RE: Delegation of Authority – Athletic Competition Agreements

On January 15, 2008, The Florida Gulf Coast University Board of Trustees granted the President authority to approve, execute, and administer contracts on behalf of the Florida Gulf Coast University Board of Trustees.

I hereby authorize the Director of Intercollegiate Athletics as my designee for purposes of administering and executing athletic competition agreements, e.g. “game day contracts”. Notwithstanding, this delegation does not encompass procurement contracts. Procurement contracts are defined as any contract which requires the University to pay for services rendered or materials received. This delegation is effective provided funds are available and the contracts are issued in accordance with law and University regulations.

Any agreement which the designee would like to execute must be on a form previously approved by the Office of the General Counsel. If it is not on a preapproved form, such contract must have been reviewed by the General Counsel’s Office before it can be executed.

This delegation is effective immediately and supersedes any previous delegations relating to this subject matter.

c: Vee H. Leonard, Vice President and General Counsel
FAMU

FAMU Regulation 1.021 – Authority of the President

FAMU BOT Operating Procedures
1.021 Authority of the President.

(1) In accordance with s. 7(c), Art. IX of the Florida Constitution, Florida Statutes and the rules, guidelines, procedures, regulations, and resolutions of the Florida Board of Governors, the Florida Agricultural and Mechanical University Board of Trustees (FAMU Board of Trustees) hereby delegates to the President, as the Chief Executive Officer and Corporate Secretary of the FAMU Board of Trustees, responsible for the operation and administration of Florida Agricultural and Mechanical University, the following authority and duties:

(a) To recommend the adoption of regulations, rules and policies, as appropriate, to the FAMU Board of Trustees to implement provisions of Florida law governing the operation and administration of the University. Such regulations, rules and policies shall be consistent with the mission of the University and the rules, guidelines, procedures, regulations, and resolutions of the Florida Board of Governors.

(b) In accordance with the provisions of Section 1011.40, F.S., to prepare a budget request and an operating budget for approval by the FAMU Board of Trustees and to implement the operating budget of the University as prescribed by Florida law, the provisions of the General Appropriations Act and rules, guidelines, procedures, regulations, resolutions and policies of the Florida Board of Governors and the FAMU 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 FAMU Board of Trustees approved operating budget goes below 5 percent (5%), the President shall provide written notification to the FAMU Board of Trustees and the Florida Board of Governors.

(c) To recommend and implement policies and procedures to recruit, appoint, transfer, promote, compensate, evaluate, reward, demote, discipline, and remove personnel, in accordance with Florida law and rules, guidelines, procedures, regulations, resolutions or policies approved by the FAMU Board of Trustees and the Florida Board of Governors.

(d) To govern admissions, subject to Florida law and rules, guidelines, procedures, regulations, and resolutions or policies of the FAMU Board of Trustees and Florida Board of Governors.

(e) To approve, execute, and administer contracts for and on behalf of the FAMU Board of Trustees for licenses; the acquisition or provision of commodities, goods, equipment, and services; leases of real and personal property; and planning and construction to be rendered to or by the University, provided such contracts are in conformance with Florida law and rules, guidelines, procedures, regulations, resolutions or policies of the FAMU Board of Trustees and the Florida Board of Governors, and are for the implementation of approved programs of the University. The President must comply with the provisions of Section 287.055, F.S., for the procurement of professional services and may approve and execute all contracts on behalf of the FAMU Board of Trustees for planning, construction, and equipment. For the purposes of the President’s contracting authority, a “continuing contract” for professional services under the provisions of Section 287.055, F.S., is one in which construction costs do not exceed $1 million or the fee for study activity does not exceed $100,000.

1. To sign checks to pay legal obligations of the University in accordance with
Section 1011.42(7), F.S.

2. To perform banking transactions, which authority shall also be delegated to the Vice President for Administration and Financial Services and the University Treasurer.

3. To sign contracts in accordance with University rules, regulations, procedures and policies.

(f) To act for the FAMU Board of Trustees as custodian of all University property.

(g) To establish the internal academic calendar of the University within general guidelines of the Florida Board of Governors.

(h) To administer the University’s program of intercollegiate athletics.

(i) To recommend to the FAMU Board of Trustees the establishment and termination of undergraduate and master’s-level degree programs within the approved role and scope of the University.

(j) To award degrees.

(k) To recommend to the FAMU Board of Trustees a schedule of tuition and fees to be charged by the University, within Florida law and rules, guidelines, procedures, regulations, resolutions and policies of the Florida Board of Governors.

(l) To organize the University to efficiently and effectively achieve the goals of the University.

(m) To review periodically the operations of the University in order to determine how effectively and efficiently the University is being administered and whether it is meeting the goals of its strategic plan approved by the FAMU Board of Trustees and adopted by the Florida Board of Governors.

(n) To enter into agreements for student exchange programs which involve students
at the University and students in other postsecondary educational institutions.

   (o) To provide purchasing, contracting, and budgetary review processes for student
government organizations.

   (p) To ensure compliance with federal and state laws, rules, regulations, and other
requirements which are applicable to the University.

   (q) To maintain all data and information pertaining to the operation of the University,
and report on the attainment by the University of institutional and statewide performance
accountability goals.

   (r) To adjust property records and dispose of state-owned tangible personal property
in the University’s custody in accordance with procedures established by the FAMU Board of
Trustees. Notwithstanding the provisions of Section 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.

   (s) To perform any powers, duties, and authority that is vested with the University.

   (t) To 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, and if the property is not claimed by the owner within a reasonable period
of time as designated by the President or President’s designee, to order it sold at public auction
after giving notice of the time and place of sale in a publication of general circulation on the
campus. In accordance with the provisions of Florida law, all moneys realized from such sale
shall be placed in an appropriate fund and used solely for student scholarship and loan purposes.
(u) In accordance with Section 1004.22, F.S., 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 President’s 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.

(v) To perform all things necessary to secure letters of patent, copyrights, and trademarks on any work products and to enforce the University’s rights therein in accordance with Section 1004.23, F.S.

(w) In accordance with the provisions of Section 1004.28, F.S., to serve, or to appoint a designee to serve on the board of directors and the executive committee of any direct-support organization established to benefit the University and to receive annual budgets and reports of such organizations, including the federal Internal Revenue Service Application for Recognition of Exemption form (Form 1023) and its federal Internal Revenue Service Return of Organization Exempt from Income Tax form (Form 990).

(x) To prepare and submit an annual equity report to the Chancellor of the State University System by April 1st of each year in accordance with the provisions of Section 1012.95, F.S.

(y) To certify to the Florida Board of Governors or State Department of Education, as requested, a project’s compliance with the requirements for expenditure of PECO funds prior to release of funds in accordance with Chapter 1013, F.S.

(z) To ensure that all plans for the construction, renovation, remodeling, or demolition of any educational or ancillary plants conform to the requirements of the Florida
Building Code and the Florida Fire Prevention Code. The President is authorized to submit documents to the Florida Board of Governors or State Department of Education, as appropriate, and to award contracts subsequent to and consistent with Board approval of the scope, timeframes, funding source, and budget of a survey-recommended project.

(aa) To approve the establishment of an educational research center for child development in accordance with the provisions of s. 1011.48, F.S.

(bb) To exercise the authority and duties presently delegated by the FAMU Board of Trustees to the President in accordance with University resolutions, regulations, rules, procedures or policies and conditions contained in the FAMU Board of Trustees written delegations of authority, including:

1. Approving travel under Section 112.061, F.S.

2. Taking routine administrative actions on behalf of the FAMU Board of Trustees actions related to the development, adoption, amendment or repeal of University regulations or rules, or any action required under the Florida Administrative Procedures Act, Chapter 120, F.S.

3. Closing 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.

4. In accordance with the provisions of Section 1013.48, F.S., approving change orders in the name of the FAMU Board of Trustees for amounts not exceeding $250,000
in accordance with the provisions of the FAMU Board of Trustees Policy No. 2005-06, delegating such authority.

5. Employing private attorney services pursuant to Section 287.059, F.S.

6. Entering into agreements for and accept credit card payments as compensation for goods, services, tuition and fees pursuant to Section 1001.74(3)(f), F.S.

7. Securing comprehensive general liability insurance pursuant to Sections 1001.74(3)(d) and 1004.24, F.S.

8. Providing for the payment of the cost of civil actions against officers, employees or agents of the FAMU Board of Trustees pursuant to Section 1012.965, F.S.

9. Entering into articulation agreements as encouraged by Section 1007.22, F.S.

10. Employing the services of collection agencies when deemed advisable in collecting delinquent accounts and to charge off and settle accounts in such amounts as approved by the FAMU Board of Trustees, when uncollectible pursuant to Section 1010.03, F.S. The President or President’s designee will annually report the status of accounts receivable charge-offs to the Board.

11. Settling lawsuits and claims in accordance with the provisions of the FAMU Board of Trustees Resolution No. 17-05, when doing so would be in the best interests of the University.

12. Preparing a capital outlay budget as a part of the annual budget, based upon and in harmony with the University’s capital outlay plan for approval by the FAMU Board of Trustees. This budget shall designate the proposed capital outlay expenditures by project for the year from all fund sources in accordance with Section 1013.62, F.S.

13. Administering a program for the maintenance and construction of facilities
pursuant to Chapter 1013, F.S.

(cc) The President may further delegate, in writing, authority to the Provost, Vice Presidents, Director of Purchasing and Dean of Students to serve as the President’s designee when deemed necessary to effectively and efficiently administer the University. This authority may not be further delegated. A copy of any and all such delegations shall be provided to and retained by the Office of the General Counsel. The Office of the General Counsel shall post such delegations on its webpage.

FLORIDA
AGRICULTURAL AND MECHANICAL
UNIVERSITY

BOARD OF TRUSTEES

OPERATING
PROCEDURES

Adopted September 24, 2001
Amendment Notes are provided as Appendix B
FLORIDA AGRICULTURAL AND MECHANICAL UNIVERSITY
BOARD OF TRUSTEES

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ARTICLE 1: STATEMENT OF PURPOSE

The Florida Agricultural and Mechanical University Board of Trustees (hereinafter referred to as the "Board") is vested with all powers and the authority to govern and set policy for "The Florida Agricultural and Mechanical University," as necessary to provide proper governance in accordance with the Constitution and laws of the State of Florida and with rules, regulations, and policies of the Florida Board of Governors, now existing or hereinafter established. In order to promote the effective discharge of its obligations and achieve its stated objectives, the Board hereby adopts these Board Operating Procedures.

ARTICLE 2: THE BOARD

2.1 CORPORATION/CORPORATE NAME - The Board is a public body corporate entitled "The Florida Agricultural and Mechanical University Board of Trustees" with all the powers of a body corporate.

The Board is a corporation primarily acting as an instrumentality or agency of the State, pursuant to Section 768.28, Florida Statutes.

2.2 COMPOSITION/TRUSTEES - The Board shall be comprised of thirteen (13) members, six (6) of whom shall be appointed by the Governor and five (5) of whom shall be appointed by the Florida Board of Governors. The President of the Student Government Association and the University Faculty Senate shall serve as trustees during their terms of office. The appointed members of the Board shall be confirmed by the Florida Senate.

2.2.1 Trustees shall serve for staggered 5-year terms, and may be reappointed for additional terms.

2.2.2 The Governor or Florida Board of Governors may remove a Trustee for cause. Failure of a Trustee to attend three consecutive regular Board Meetings in any fiscal year may also be grounds for removal by the Governor or Florida Board of Governors, as appropriate.

2.2.3 The Governor or Florida Board of Governors shall fill Board vacancies by appointment, as appropriate.

2.2.4 Trustees shall serve without compensation, but may be reimbursed for travel and per diem expenses in accordance with Section 112.061, Florida Statutes.

2.3 POWERS AND DUTIES - The Board shall serve as the governing body of "The Florida Agricultural and Mechanical University." It shall select the President of "The Florida Agricultural and Mechanical University" to serve at the pleasure of the Board and shall hold the President responsible for the university's operation and management, performance, its fiscal accountability, and its compliance with
federal and state laws and rules and regulations of the Board of Governors. The 
Board shall have the power to carry out all lawful functions permitted by these 
operating procedures, by regulation and policies of the Board of Governors, and 
by the Constitution and laws of the State of Florida, as now or hereafter 
established.

The Board may adopt rules, regulations, and policies consistent with the 
University’s mission, with law and with the rules and regulations of the Board of 
Governors, to fulfill its obligations under the law.

2.4 CORPORATE SEAL - The Corporate Seal shall be used only in connection with 
the transaction of business of the Board and of the University. The Corporate 
Secretary may affix the seal on any document signed on behalf of the Board.

ARTICLE 3: OFFICERS OF THE BOARD

3.1 OFFICERS - The Corporate Officers of the Board are the Chair, Vice Chair, and 
Executive Officer/Corporate Secretary.

3.2 SELECTION and REMOVAL - The Board shall select its Chair and Vice Chair 
from the appointed members at its first regular meeting after July in odd 
numbered years. The Chair shall serve for two (2) years and may be reselected for 
one (1) additional term. Officers may be removed after reasonable notice by an 
affirmative vote of no less than two-thirds (2/3) of the members of the Board.

3.3 CHAIR - The duties of the Chair shall include presiding at all meetings of the 
Board, calling special meetings of the Board, attesting to actions of the Board, 
appointing members of standing or other committees, accepting service of process 
in all suits filed against the Board, and serving as the spokesperson for the Board.

3.4 VICE CHAIR - The duty of the Vice Chair shall be to act as Chair during the 
absence or disability of the Chair.

3.5 EXECUTIVE OFFICER/CORPORATE SECRETARY - the University 
President shall serve as Executive Officer and Corporate Secretary of the Board. 
The Corporate Secretary shall be responsible for providing notice of all meetings 
of the Board and its Committees; setting the agenda and compiling pertinent 
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 in accordance with Section 286.011(2), Florida 
Statutes; executing or attesting to all documents which have been approved by the 
Board and/or executed by the Chair, file and preserve all minutes, rules, orders, 
papers, and documents pertaining to the business and proceedings of the Board; 
be the custodian of the corporate seal; be the Board’s records custodian; and in the 
absence of the Board Chair, accept service of process in all suits filed against the
Board. The Corporate Secretary may designate an individual to serve as Assistant Corporate Secretary to the Board.

3.5.1 The University President’s specific powers and duties are enumerated in Board Regulation 1.012, as now or hereafter amended.

3.5.2 As Executive Officer, the President shall serve as the principal liaison officer and official contact between the Board and the faculty, staff, students and direct support organizations of the University.

ARTICLE 4: COMMITTEES

The Board shall establish standing and ad hoc committees, as it deems appropriate to discharge its responsibilities. The Board Chair shall appoint members of committees and their Chairs. Members of the committees shall hold office until the appointment of their successors. Unless specifically delegated or as otherwise provided in these Operating Procedures, the authority to act on all matters is reserved to the Board and the duty of each committee shall be to consider and to make recommendations to the Board upon matters referred to it. Each committee shall have a written statement of purpose and primary responsibilities as approved by the Board.

4.1 EXECUTIVE COMMITTEE - The Executive Committee shall consist of seven (7) Trustees, which shall include the Board Chair, the Chairs of the Academic Affairs Committee, Audit and Compliance Committee, Budget/Finance Committee, Student Affairs Committee, Facilities Planning Committee and Direct Support Organization (DSO) Committee. The Corporate Secretary shall be an ex-officio member without a vote and not counted as part of a quorum for purpose of transacting business. Each Committee member shall serve for a term of two (2) years.

4.1.1 The Executive Committee shall meet upon the call of the Board Chair to conduct its business as the Board Chair and Corporate Secretary may determine, and minutes shall be taken.

4.1.2 The Executive Committee has the authority of the Board to act between regular Board meetings on matters which are either ministerial or which must be decided before the next Board meeting. The actions of the Executive Committee shall be reported to the Board at its next regular Board meeting and shall be confirmed and approved by the Board, if required.

4.2 STANDING COMMITTEES - Members of each standing committee shall be appointed by the Board Chair to serve for a term of two (2) years. Unless specifically delegated and except as otherwise provided in these Operating
Procedures, authority to act on all matters is reserved to the Board, and the duty of each standing committee shall only be to consider and make recommendations to the Board upon matters referred to it.

4.2.1 **Academic Affairs Committee** - The Academic Affairs Committee shall be responsible for oversight of educational policies and programs. It shall review and consider policies relating to new and existing degree programs, instruction, research, and continuing education, conditions affecting recruitment and retention of faculty members, including tenure, academic freedom and academic responsibility, codes of conduct and appropriate penalties for violations of University rules pertaining to academic dishonesty, and student admissions. It shall make recommendations to the Board on these and other matters referred to it by the Board. It shall make reports to the Board.

4.2.2 **Audit and Compliance Committee** - The Audit and Compliance Committee shall be responsible for reviewing and recommending to the Board policies affecting internal controls, accountability, and audit. The Audit and Compliance Committee shall have access to internal and external auditors to assess their performance, the scope of audit activities and the adequacy of the system of internal accounting controls to ensure compliance with state and federal laws, regulations and requirements. Internal auditors shall report to the President for administrative support and shall report to the Board as to the process and content of their internal audit reports. The committee shall make reports to the Board. The committee's responsibilities shall include, but not be limited to:

i. Reviewing internal audits of the University;
ii. Reviewing external audits performed by the State Office of Auditor General and other independent auditors, together with the University's responses and corrective actions;
iii. Advising the Board on all aspects of internal and external audit and the adequacy of accounting procedures, systems, controls, and financial reporting in accordance with laws and regulations of the state;
iv. Reviewing compliance reports of the University of all laws and regulations pertaining to matters such as research, environment, occupational health and safety, fiscal affairs, including the system of reporting established by the University; and
v. Recommending changes to the Audit Charter.

4.2.3 **Budget/Finance Committee** - The Budget/Finance Committee shall be responsible for oversight of all policies relating to the financial affairs of the University. It shall review and consider the annual budget and requests for appropriation of funds for the University as prepared by the President, policies relating to the external financing of projects, and the
schedule of tuition, fees, and other student charges, and make recommendations to the Board on these and other matters referred to it by the Board. This committee also shall monitor the University’s financial operations, debt level, and investment performance, if any. It shall make reports to the Board.

4.2.4 Student Affairs Committee - The Student Affairs Committee shall be responsible for oversight of policies relating to student affairs, including athletics. It shall review and consider policies relating to student conduct, student life, extracurricular activities, student health, career resources, and student financial affairs, and make recommendations to the Board on these and other matters referred to it by the Board. It shall make reports to the Board.

4.2.5 Facilities Planning Committee - The Facilities Planning Committee shall be responsible for overseeing the University’s physical assets (e.g. land, buildings, infrastructure and equipment), and shall make recommendations to the Board on these matters. The Committee’s responsibilities shall include, but not be limited to:

i. Reviewing proposed additions of and accepting new facilities, and reviewing proposed additions and renovations of existing facilities, after having evaluated appropriate utilization of existing available space and taking into consideration master plans, infrastructure, traffic, parking, appropriate land use and the effect upon overall University operations, both to include facilities of direct support organizations (DSOs), and other affiliated corporations of the University;

ii. Reviewing annually the Capital Improvement Program list for funding by the Legislature, including the PECO list, and the Capital Improvement Program for all other projects;

iii. Recommending appropriate action with regard to real property acquisition, sale, or lease;

iv. Recommending the naming of facilities;

v. Reviewing and approving the Campus Master Plan; and

vi. Reviewing and approving debt financing for property with the Budget/Finance Committee.

4.2.6 Direct Support Organization Committee - The Direct Support Organization (DSO) Committee shall primarily serve as the advisory body to the President related to the areas of direct support organizations, media and communications, and anti-hazing. It shall review and consider regulations, policies and procedures, and shall make recommendations to the Board concerning these areas and other matters referred to it by the Board. It shall further provide oversight concerning these matters and make reports to the Board as appropriate.
4.3 SPECIAL COMMITTEES - The Board Chair may establish such Special Committees as deemed necessary for the orderly conduct of the business of the Board. Special Committees shall have powers and duties and period of service as the Chair may determine; however, no Special Committee shall be created to act upon matters within the purview of a standing committee.

ARTICLE 5: MEETINGS

All meetings of the Board and its committees shall be open to the public and all official acts of the Board or its committees shall be taken at public meetings, unless otherwise provided by law. The Board attorney or designee shall be present at all Board and Committee meetings, as appropriately noticed. The provisions of Section 24, Article I of the Florida Constitution and Chapter 286, Florida Statutes, shall govern Board and committee meetings.

5.1 REGULAR MEETINGS - Regular meetings of the Board shall convene at least four (4) times each year, or as needed, at a date, time, and place designated by the Board.

5.2 SPECIAL MEETINGS - Special meetings of the Board, including hearings and workshops, shall be held at the call of the Board Chair or upon request of seven (7) members of the Board. The Board Chair shall designate the date, time, and place of such meetings. The Corporate Secretary shall send written notice of such special meetings to all Trustees, along with a statement of the purpose of the meetings. No matter may be considered at any special meeting that was not included in the call of the special meeting.

5.3 EMERGENCY MEETINGS - Emergency meetings of the Board or its Committees shall be called by the Board Chair or upon the request of seven (7) members of the Board, upon no less than twenty-four (24) hours' notice, whenever, in the opinion of the Board Chair or upon the request of seven (7) members of the Board, an issue requires immediate Board action. The Corporate Secretary shall notify the Board in writing upon the first and subsequent requests by members of the Board for an emergency meeting. The Board Chair shall notify the Corporate Secretary of such emergency meetings. The Corporate Secretary shall immediately serve verbal or written notice upon each Trustee, stating the date, time, 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 the Trustees in attendance. The minutes of each emergency meeting will reflect the manner and method by which notice of such emergency meeting was provided to each Trustee and will state the actions taken and the specific facts and reasons for calling the emergency meeting.
5.4 NOTICE OF MEETINGS - Notice of regular meetings and special meetings shall be given by mail or email not less than seven (7) days prior to the meeting. Notice of an emergency meeting shall be given by posting a notice at the Florida Press Center, 336 East College Avenue, Tallahassee, Florida 32301, of time, place, date, and purpose of the meeting.

5.4.1 Public Notice of Meetings - Notice of meetings and hearings shall be published in a newspaper of general circulation or the Florida Administrative Weekly and shall include a statement of the general subject matter to be considered.

5.5 QUORUM - A quorum for the transaction of business shall consist of seven (7) Trustees. A quorum for all Standing and Special Committees shall consist of a majority of the committee, except that in no case shall the number be fewer than two (2).

5.6 VOTING PROCEDURE - No business will be transacted without an affirmative vote of the Board, and a majority vote of all the members of the Board is required for establishing policy, for making rules and regulations, for appointing and removing the President, and for approving or terminating programs. Each Trustee shall have one (1) vote. A vote shall be recorded or counted for each Trustee present, except when, with respect to such Trustee, there is or appears to be, a possible conflict of interest under Sections 112.311, 112.313, and 112.3143, Florida Statutes. In such cases, the Trustee shall comply with disclosure requirements in Section 112.3143, Florida Statutes.

5.6.1 Proxies - The use of proxies for purposes of determining a quorum, for voting, or for any other purpose is prohibited.

5.7 MEETING BY TELEPHONE OR OTHER COMMUNICATIONS MEDIA TECHNOLOGY - With proper public notice, the Board or its Committees may participate in meetings by telephone conference call and other communications media technology, whereby all Trustees participating in the meeting can hear each other at the same time, to conduct business in the same manner as if the proceeding were held in person.

5.7.1 The notice of any meeting, which is to be conducted by means of communications media technology, will state where and how members of the public may gain access to the meeting.

5.8 RULES OF PROCEDURE - Meetings shall be conducted according to parliamentary rules in the latest edition of Robert's Rules of Order, unless otherwise modified by the Board and provided for within these operating procedures.
5.9 **AGENDA** - The agenda for each meeting of the Board shall be prepared by the Corporate Secretary, in consultation with the Board Chair. The agenda shall be prepared in sufficient time prior to the meeting to ensure that a copy of the agenda will be provided to the Trustees at least fourteen (14) days in advance of the meeting. Supporting documentation shall be prepared in sufficient time prior to the meeting to ensure that a copy of such documents will be provided to the Trustees at least seven (7) days prior to the meeting. The Corporate Secretary shall mail or email a supplemental agenda to the Trustees prior to the meeting, if additional items or supporting documentation become available.

5.9.1 **Addendum to Agenda.** Any Trustee may, at any regular meeting, propose an addendum to the agenda. The Board may, by a majority, vote to consider and to take final action on the addendum to the agenda.

5.10 **MINUTES** - The Corporate Secretary shall be responsible for recording the minutes of any Board or Committee meeting, including a record of all votes cast, and promptly transmitting a copy of the minutes to each Trustee or Committee member and to other parties deemed appropriate.

5.10.1 A court reporter shall be present at each Regular Meeting of the Board. A permanent record of each Regular Meeting of the Board shall be maintained.

5.11 **CLOSED SESSIONS AT PUBLIC MEETINGS** - The Board may conduct closed sessions when it meets to consider or discuss pending litigation with the Board attorney, pursuant to Section 286.011(8), Florida Statutes, as now or hereafter amended; collective bargaining matters pursuant to Section 447.605, Florida Statutes, as now or hereafter amended; matters related to the evaluation of a claim filed with or offers of compromise of claims filed with the University’s risk management program, pursuant to Section 768.28, Florida Statutes, as now or hereafter amended or to hear challenges to the content of student records and reports.

5.12 **CLOSED SESSIONS AND PUBLIC RECORDS** - The minutes of attorney-client sessions and risk management meetings shall be exempt from public disclosure until termination of the litigation and settlement of all claims arising out of the same incident. All work products developed by the Board and the University in preparation for and during collective bargaining negotiations shall be exempt from disclosure.

**ARTICLE 6: CODE OF ETHICS**

6.1 **CONFLICT OF INTEREST** - Trustees stand in a fiduciary relationship to the University. Therefore, Trustees shall act in good faith, with due regard to the
interest of the University, and shall comply with the fiduciary principles and laws set forth in the Code of Ethics for Public Officers and Employees, Sections 112.311-112.326, Florida Statutes, and Board Regulation 1.019. Such principles and laws include, but are not limited to, matters addressing contracts and transactions with the University; voting conflicts; disclosure and disclosure forms; solicitation and acceptance of gifts, favors, or compensation; misuse of public position or confidential information; employment of relatives; and exemptions.

ARTICLE 7: AMENDMENTS TO THE OPERATING PROCEDURES

7.1 VOTING, NOTICE AND FILING REQUIREMENTS. The Board shall review its Operating Procedures annually. The Board’s Operating Procedures may be amended or repealed at any regular meeting of the Board by an affirmative vote of no less than two-thirds (2/3) of the members of the Board, provided that written notice and a copy of any proposed amendment or repeal are filed with the Corporate Secretary of the Board and mailed or emailed to each Trustee at least seven (7) days in advance of the meeting at which the amendment or repeal is to be voted upon.

7.2 WRITTEN NOTICE BY CORPORATE SECRETARY. It shall be the responsibility of the Corporate Secretary to mail or email written notice and a copy of the proposed amendment or repeal to each Trustee at least seven (7) days in advance of the meeting at which the amendment or repeal is to be voted upon.

ARTICLE 8: APPEARANCES BEFORE THE BOARD

8.1 APPEARANCES BEFORE THE BOARD; WRITTEN COMMUNICATIONS - Individuals or group representatives who desire to appear before the Board to address a subject within the Board’s jurisdiction shall file a written request with the Corporate Secretary at least ten (10) days prior to the consideration of the matter by the Board. The Corporate Secretary, in consultation with the Board Chair, will determine whether the item will be heard and when the item will be heard. When addressing agenda matters, members of the public shall confine their comments to the subject of the agenda matter. The Board Chair shall have the authority to limit immaterial, unnecessary, or redundant presentations or requests. Nothing in this section prohibits a person from filing written communications to the Board in regard to matters then under consideration. However, unsigned communications shall not be introduced to the Board. The Board Chair may place time limits on any presentation or decline to hear any matter determined by it to be out of its jurisdiction.

The Board Chair may recognize any individual or representatives of groups to address the Board.
8.2 PUBLIC COMMENTS; TIME LIMITED - Individuals, organizations, groups or factions who desire to appear before the Board to be heard on a proposition pending before the Board shall complete a public comment form specifying the matter on which they wish to be heard. Public comment forms will be available at each meeting and must be submitted prior to the plenary meeting of the Board. For meetings held telephonically, public comment forms can be obtained from the Corporate Secretary and must be submitted prior to the date of the meeting. Organizations, groups or factions wishing to address the Board on a proposition shall designate a representative to speak on its behalf to ensure the orderly presentation of information to the Board. The Board will reserve a maximum of fifteen (15) minutes during the plenary meeting of the Board to take public comment unless the Board Chair or a majority of the Board grants additional time. Each person recognized for the purpose of public comments by the Board Chair shall limit his or her comments to agenda matters currently before the Board. The person shall step forward to the podium, and shall give his or her name in an audible tone for the record. Persons and representatives of organizations, groups or factions addressing the Board during the public comments section of the Board meeting shall limit their remarks to three (3) minutes, unless the Board Chair or a majority of the Board grants further time. All remarks shall be addressed to the Board as a body and not to any member thereof, nor to members of the audience. No person, other than the Board and the person having the floor, shall be permitted to enter into any debate or discussion, either directly or through a member of the Board, without the permission of the Chair.

8.3 ENFORCEMENT OF DECORUM - The University’s police chief, or such member of the University’s police department as the chief may designate, shall carry out orders and instructions given by the Chair or by a majority of the Board present for maintaining order and decorum at the Board meetings. Public members attending Board meetings shall observe the same rules of propriety, decorum and good conduct applicable to members of the Board. Any person making personal, impertinent or slanderous remarks or who becomes boisterous while addressing the Board or while attending the Board meeting shall be removed from the room if the police chief or officer is so directed by the Chair, and such person may be barred from further audience with the Board. Unauthorized remarks from the audience, stamping of feet, whistles, yells and similar demonstrations shall not be permitted by the Chair, who shall direct the removal of such offenders from the room.

ARTICLE 9: INDEMNIFICATION

9.1 PERFORMANCE OF OFFICIAL DUTIES. In any civil action brought against a Trustee for any act or omission arising out of and in the course of the performance of his or her duties and responsibilities, the Board may defray all cost of defending, including reasonable attorney’s fees and expenses, along with
costs of appeal, and may hold harmless and protect such Trustee from any financial loss resulting from the lawful performance of his or her duties and responsibilities. In the discretion of the Board, claims based on such actions or omissions may be settled prior to or after the filing of the suit.

9.2 **INSURANCE COVERAGE.** The Board may arrange for and pay for the premium for appropriate insurance to cover all such losses and expenses.

**ARTICLE 10: GENERAL**

10.1 **COLLECTIVE AUTHORITY AND ACTION** - The authority of the Trustees is conferred upon them as a Board, and Trustees bind the Board and the University only by acting together as a Board. No individual member shall commit the Board to any policy, declaration, or action without prior approval of the Board.

10.2 **FISCAL YEAR** - The fiscal year of the Board shall commence on July 1 of each year and end on June 30.

10.3 **BOARD RECORDS** - Public access to Board records shall be governed by the provisions of Section 24, Article I of the Florida Constitution and the Public Records Law, Chapter 119, Florida Statutes.

10.4 **REGULATION DEVELOPMENT, RULEMAKING AND POLICY** - The Board may adopt, amend, or repeal rules, regulations, and policies consistent with the University mission, with law, and with the rules and regulations of the Florida Board of Governors.
APPENDIX “A”

Florida Agricultural & Mechanical University
Board of Trustees

AUDIT COMMITTEE CHARTER

1. Purpose

The Board of Trustees has established the Audit Committee, pursuant to Section 4.2.2 of the Board of Trustees Operating Procedures. The primary function of the Audit Committee is to assist the Board of Trustees in discharging its oversight responsibilities for the financial reporting process, the system of internal control, the audit process, and the University’s process for monitoring compliance with laws and regulations. The Audit Committee’s principal activities will include:

- Oversight of the University’s business risk assessment, by reviewing procedures in place to assess and minimize significant risks;
- Oversight of the University’s internal control structure, to review the effectiveness and reliability of its business, financial and information system controls;
- Oversight of the quality and integrity of the University’s financial reporting processes to ensure the balance, transparency, and integrity of published financial information;
- Review of the internal audit function and overall audit process;
- Review and approval of the annual audit plan; and
- Review of the University’s process for monitoring compliance with laws, regulations and policies.

The Audit Committee’s role is one of oversight, not preparation or operation. Its members rely on the representations of Senior Management, the Division of Audit and Compliance, the General Counsel, other committees of the Board of Trustees, and other professional consultants.

2. Authority

The Audit Committee is authorized to:

- Perform activities within the scope of this charter.
- Appoint, compensate, and oversee the work of any public accounting firm employed by the University.
- Resolve any disagreements between management and the auditors regarding financial reporting.
- Retain independent counsel, accountants, or others to advise the committee or assist in the conduct of an investigation.
• Seek any information it requires from faculty, staff, and students of the University, all of whom are directed to cooperate with the committee's requests.
• Meet with University management, external auditors, or outside counsel as necessary.

Nothing in this Charter shall be construed to limit the authority of the Board of Trustees or the Audit Committee.

3. Organization and Composition

The Audit Committee shall be appointed and be comprised of members of the Board of Trustees as provided in the Board of Trustees Operating Procedures. The members will be free from any financial, family or other material personal relationship, including relationships with members of University management, University auditors, and other professional consultants that would interfere with the exercise of his or her independence from management or the institution. A majority of the Audit Committee members will be financially literate, with at least one member designated as a "financial expert".

University staff liaisons are the Vice President for Audit and Compliance and Vice President for Administrative and Financial Services.

4. Meetings

The Audit Committee will meet at least four times annually. Additional meetings may occur as circumstances dictate. The Audit Committee will invite members of management, auditors, or others to attend meetings and provide pertinent information as necessary. The meetings will be open to the public. Meeting agendas and appropriate briefing materials will be prepared and provided in advance to members.

5. Responsibilities and Duties

The Audit Committee believes its policies and procedures should remain flexible in order to best react to changing conditions and provide reasonable assurances to the Board of Trustees that the scope of audit activities and the adequacy of the system of internal controls ensure compliance with state and federal laws, regulations and requirements. The Audit Committee shall make reports to the Board of Trustees, as it deems necessary. In addition to the duties as provided in the Board of Trustees Operating Procedures, the Audit Committee will fulfill their duties and responsibilities as follows:

A. General

1. Adopt a charter that is approved by the Board of Trustees that specifies its scope of responsibility, process, etc. The charter shall be reviewed as necessary, but at least biannually, with recommended revisions being submitted to the Board for approval.
2. Maintain minutes and/or other records of meetings and activities.
3. Report Committee actions to the Board of Trustees with such recommendations as the Committee may deem appropriate.
4. Conduct or authorize investigations into any matters within the Committee's scope of
resolutions. The Committee shall be empowered to retain independent accountants, counsel or others to assist in the conduct of any investigation, upon approval of the Board of Trustees.

5. Review and monitor implementation of management’s responses to audit recommendations.

6. Require the Vice President of Audit and Compliance to report in writing annually on the activities of the office.

7. Confirm annually that all responsibilities outlined in this charter have been carried out.

8. Review any reports issued by the University that relate to the Audit Committee responsibilities.

9. Perform other governance oversight as assigned by the Board of Trustees.

10. The Vice President for Audit and Compliance, as the Chief Audit Executive, reports functionally to the Chair of the Board of Trustees and the Chair of the Audit Committee of the Board of Trustees and reports both administratively and functionally to the President.

B. Internal Audit

1. Review and approve the annual internal audit plan, ensuring that it addresses key areas of risk.

2. Approve and periodically review the charter, staffing, and activities of the internal audit function to ensure they comply with professional standards and address emerging audit issues.

3. Review a summary of significant findings and recommendations of completed internal audits, including management’s response and time frame for corrective action, to ensure appropriateness of actions taken.

4. Obtain a periodic progress report on the status of executing the internal audit plan and approve changes or deviations from the approved audit plan.

5. Determine the degree of implementation of past audit recommendations and the sufficiency of corrective actions taken in addressing those recommendations.

6. Ensure there are no unjustified restrictions or limitations, and concur in the appointment, replacement, or dismissal of the Vice President of Audit and Compliance.

7. Discuss with the Vice President of Audit and Compliance any difficulties encountered in the course of audits and investigations, including restrictions on the scope of work or access to required information, and any lack of cooperation.

8. Review the results of the quality assurance program.

9. Identify areas warranting improvements, if any, and make policy recommendations to the Board of Trustees.

10. Meet with the Vice President of Audit and Compliance regularly to discuss confidential matters.

11. Propose adequate controls and guidelines for receiving complaints regarding accounting controls and reports of financial fraud.

C. Compliance with Laws, Regulations and Policies
1. Review the effectiveness of the system for monitoring compliance with laws and regulations and the results of management's investigation and follow-up of any non-compliance or fraudulent activities.

2. Obtain regular updates from management and legal counsel regarding compliance matters that may have a material impact on the University's operations, financial statements, programs or compliance policies.

3. Review and approve procedures for the receipt, retention, and treatment of complaints regarding financial or operational matters.

4. Review the findings of any examinations by state and federal regulatory agencies.

5. Review the University's monitoring of compliance with University policies, including but not limited to policies regarding the conduct of research.

6. Review results of the University's monitoring and enforcement of compliance with University standards of ethical conduct and conflict of interest policies.

**D. Internal Controls and Risk Assessments**

Review with senior management, the Division of Audit and Compliance, and other relevant offices and committees:

1. The effectiveness of the University's process for identifying significant financial, operational, reputational, strategic and regulatory risks or exposures and management's plans and efforts to monitor and control such risks.

2. The effectiveness of the University's internal controls, including the status and adequacy of information systems and security and other relevant matters.

3. Major risks identified and other significant risk management issues that may require action.

4. The University's insurance coverage and the process used to manage any uninsured risks.

**E. Financial Statements and Reports**

Management is responsible for the preparation, presentation, and integrity of the University's financial statements and for the appropriateness of the accounting principles and reporting policies used by the University. The following shall be the principal duties and responsibilities of the Audit Committee regarding financial statements.

1. Review annual audited financial statements with management and ensure that significant findings and recommendations made by auditors and management's response are received, discussed and appropriately acted on.

2. Make inquiries and an assessment of management and auditors concerning the adequacy and effectiveness of the University's systems of financial reporting and internal control system, including information technology security and internal control.

3. Discuss with financial management, State Auditor General and other outside consultants the appropriateness of accounting principles used by the University, University Direct Support Organizations, and Intercollegiate Athletics.

4. Review the audit report on Federal Awards as required by OMB Circular A-133.

5. Review, with the Direct Support Organizations Committee, the annual audit reports of direct support organizations, including management response and corrective action plans to address the resulting recommendations.
6. Review annual financial statements and management letters from audits of Intercollegiate Athletics, including the corrective action plan to address the resulting recommendations.

7. Review the adequacy and completeness of financial disclosures made by management for reasonable portrayal of the University’s financial condition.

8. Review significant accounting and reporting issues and recent professional and regulatory pronouncements, and understand their impact on the financial statements of the University.

9. Review interim financial reports with management and auditors to determine completeness and consistency prior to filing with regulators.

10. Review compliance with federal and state guidelines for financial reporting.

F. Ethics and Business Conduct

1. Require management to report on procedures that provide assurance that the University’s mission and code of conduct are properly communicated to all employees on an annual basis.

2. Review the University’s code of conduct annually and direct management to establish a system reasonably designed to assure compliance with the code.

3. Review the programs and policies of the University designed by management to assure compliance with applicable laws and regulations and monitor the results of compliance efforts including those involving environmental health and safety.

4. Ensure internal and external auditors have access to necessary University records, personnel, space and equipment.

G. Legal

Periodically, meet with the University’s General Counsel to review any legal matters that may have a significant impact on the University’s overall financials or operations and its compliance with regulatory agencies.

6. Rescission of Prior Board Actions

The Audit Committee Charter and the Audit Committee Policy and Procedures adopted on September 7, 2006 by the Board of Trustees are hereby repealed or rescinded effective upon the adoption of this Audit Committee Charter.

President

Date

Board of Trustees Chair

Date

Audit Committee Chair

Date
APPENDIX “B” - OPERATING PROCEDURES AMENDMENT NOTES

February 17, 2003

June 30, 2005 - The following articles or sections were amended by the Board of Trustees

- Sections 2.3 and 3.5.1, amended to eliminate the statutory powers and duties for the Board of Trustees and President, and to provide the applicable Florida Statutes setting out the powers and duties of the Board of Trustees and the President.
- Section 4.1 amended to provide for the Chair of the Facilities Planning Committee as a member of the Executive Committee.
- Section 4.2.3 amended to include the duties of the Budget/Finance Committee to include "monitor the University’s financial operations, debt level and investment performance, if any."
- Section 4.2.5 created to provide for the Facilities Planning Committee as a standing committee of the Board, and to outline the duties and responsibilities of the committee.
- Preliminary statement to Article 5, to clarify the "open meetings" requirements for the Board and its committees.
- Section 5.2, amended to provide that special meetings may be called by the chair or 7 members of the Board, for the Corporate Secretary to provide written notice of the meeting along with a statement of the purpose of the meeting and to limit the meeting to its stated purpose.
- Section 5.9.1 created to permit a Trustee to propose an addendum to the agenda and to require a majority vote of the Board to consider and take final action on the addendum.
- Sections 5.11 and 5.12, amended to reference the applicable statutory provisions which permit closed sessions of the Board and to recognize the limited public records exemption for attorney-client sessions and risk management and the public records exemption for collective bargaining issues.
- Article 8 (Appearances before the Board) amended to clarify and distinguish between scheduled appearances and public comments before the Board. The article provides for a new section (Section 8.3) which provides for the enforcement of decorum during Board meetings.

March 2, 2006 - The following article was amended by the Board of Trustees.

- Section 3.5.2 created to provide the President as the principal liaison officer and official contact between Board and the faculty, staff, students and direct support organizations of the university.

September 7, 2006

- Audit and Compliance Charter of BOT adopted and incorporated as Appendix A.

December 8, 2011

- Section 5.3, amended to provide that emergency meetings may be called by the chair or upon request by 7 members of the Board, and for the Corporate Secretary to provide written notice of such requests to the Board.
August 6, 2012

- Appendix A, Audit Committee Charter and the Audit Committee Policy and Procedures adopted on September 7, 2006, were repealed and replaced as hereby incorporated in Appendix A.

October 3, 2013

- Section 5.3, amended to provide that emergency meetings may be called by the chair or upon request by 7 members of the Board, and for the Corporate Secretary to provide written notice of such requests to the Board.
- Article 3, amended to designate the Chair of the Board as the spokesperson for the Board.
- Article 5, amended to require the presence of the Board attorney or designee at all appropriately noticed meetings, that the Board will be provided the meeting agenda at least 14 days prior to the meeting and materials will be provided at least 7 days prior to the meeting, and adding the term “email” where appropriate.
- Article 6, amended to include reference to FAMU BOT Regulation 1.019.
- Article 7, amended to require the Board to review its Operating Procedures annually and adding the term “email” where appropriate.

January 9, 2014

- Article 4.1, amended to expand the number of Trustees from 6 to 7 as members of the Executive Committee; remove the Board Vice Chair as a member of the Executive Committee; and include the Chair of the Direct Support Organization Committee as a member of the Executive Committee.
- Article 4.2.6, created to include the Direct Support Organization as a standing committee.
- Article 8.2, amended to comply with Section 286.0114, Florida Statutes.
- Other technical and ministerial changes also were made to reflect accuracy, consistency and continuity.
FAU BOT Board Operations Policies and Procedures

FAU Policy 11.1, Signature Authority
BOARD OPERATIONS

POLICIES AND PROCEDURES
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ARTICLE I
STATEMENT OF PURPOSE AND PRINCIPLES

Section 1.1
PURPOSE

The Florida Atlantic University Board of Trustees ("BOT") is vested by law with all the powers and authority to effectively govern and set policy for Florida Atlantic University ("FAU") in accordance with the laws and constitution of the State of Florida and with resolutions, regulations, rules, or policies of the Board of Governors ("BOG"). To more effectively discharge its responsibilities and duties, in connection with its governance of the University, the Florida Atlantic University Board of Trustees has resolved to adopt the following operating procedures.

Section 1.2
VISION, MISSION AND VALUES

VISION: Florida Atlantic University aspires to be recognized as a university of first choice for excellent and accessible undergraduate and graduate education, distinguished for the quality of its programs across multiple campuses, emulated for its collaborations with regional partners, and internationally acclaimed for its contributions to creativity and research.

MISSION: Florida Atlantic University is a public research university with multiple campuses along the southeast Florida coast serving a uniquely diverse community. It promotes academic and personal development, discovery and lifelong learning. FAU fulfills its mission through excellence and innovation in teaching, outstanding research and creative activities, public engagement and distinctive scientific and cultural alliances, all within an environment that fosters inclusiveness.

VALUES: Florida Atlantic University values an academic environment that facilitates intellectual growth through open and honest expression. The University is committed to excellence at all levels of the educational and creative experience, to success for all students and to development of the capacity to make reasoned and discriminating judgments with respect for differences and diversity in ideas. The University is dedicated to lifelong learning, which encourages the continual use of the mind. The University plays a vital role in the life of the surrounding community, in society and as an engine for economic development. More specifically, the University commits to:

- Prepare students to fulfill a productive destiny in the workplace and in society;
- Promote academic freedom and an atmosphere of free and open inquiry;
- Recognize and reward superior performance, creativity, innovation and entrepreneurship in all facets of University activity;
- Support all those who rely on the University, such as parents, employers of students and graduates, and community partners;
• Account for the sound use and careful stewardship of the resources provided to the University;
• Provide equal access, equal rights and equal justice, and encourage mutual regard for the rights and liberties of all persons;
• Respect all persons and display civility in all interactions;
• Provide a secure environment for the pursuit of learning;
• Foster community service and social responsibility;
• Promote honesty in all spheres, social and moral development, and ethical standards in all areas of human activity;
• Assure clear and open communication and sharing of information.

Section 1.3
PRINCIPLES OF ACADEMIC FREEDOM

The Florida Atlantic University Board of Trustees supports the principle of academic freedom and is committed to the search for new knowledge and to the effective dissemination of that which came before it. In furtherance of this commitment, the BOT will defend the right of faculty and students to pursue their academic goals free from constraints that hinder lawful intellectual inquiry and discourse, and will protect the freedom of faculty to teach and of students to learn from ideas that might be unpopular or not in the mainstream of accepted thought. In turn, faculty and students must exercise this freedom in a responsible manner so that honesty and integrity in their inquiries and discourse are maintained.

ARTICLE II
THE BOARD

Section 2.1
CORPORATE NAME

The Board of Trustees is a public body corporate called "The Florida Atlantic University Board of Trustees."

Section 2.2
COMPOSITION OF THE BOARD

Article IX, Section 7 of the Florida Constitution establishes the composition of the BOT. It provides that the BOT consists of thirteen (13) Trustees, with six (6) Trustees appointed by the Governor, five (5) appointed by the BOG and two (2) serving by virtue of their offices, the President of the FAU Student Government and the President of the equivalent of the faculty senate. All appointed members are confirmed by the Senate of the State of Florida.

Section 2.3
POWERS AND DUTIES OF THE BOARD

Article IX, Section 7 of the Florida Constitution posits in the BOG the responsibility to establish the powers and duties of the board of trustees of each university. By regulation the BOG delegated to the board of trustees of the state universities the power to administer each constituent university.
The BOT shall serve as the governing body of FAU. It shall select the President of FAU to serve at the pleasure of the BOT and shall hold the President responsible for the University's operation and management, performance, its fiscal accountability, and its compliance with federal and state laws, rules, and regulations. The BOT shall have the authority to carry out all lawful functions permitted by these policies and procedures, by delegation from the BOG, or by law.

The BOT may adopt resolutions, regulations, rules, and policies consistent with the University mission, with law, and with the resolutions, regulations, rules, and policies of the BOG, in order to effectively fulfill its obligations under the law.

Section 2.4
CORPORATE SEAL/LOGO

The Florida Atlantic University Board of Trustees logo will be used on appropriate items including PowerPoint presentations, signage, promotional items, web site, name tags, etc. The BOT adopts the following mark as its official logo:

![FAU Logo](image)

The Florida Atlantic University Board of Trustees corporate seal shall be used only in connection with the transaction of business of the BOT and of the University. The Secretary may affix the seal on any document signed on behalf of the corporation and may utilize the mark on its official letterhead. All other uses are prohibited unless otherwise stated in FAU's Visual Standards Manual. The BOT adopts the following mark as its official corporate seal:

![Corporate Seal](image)
ARTICLE III
THE TRUSTEES

Section 3.1
FIDUCIARIES

Section 112.311(6) of the Florida Statutes provides that it is the declared policy of the state that public officers are agents of the people and hold their positions for the benefit of the public. Therefore, by virtue of their office, Trustees stand in a fiduciary relationship to the University and must serve the best interests of the University at all times.

Section 3.2
TERM OF OFFICE

Appointed trustees shall serve for staggered 5-year terms, as provided by law and as specified in their appointment. The President of the FAU Student Government and the President of the equivalent of the faculty senate shall serve for terms equivalent to the terms of their respective offices.

Section 3.3
COMPENSATION

Trustees shall receive no compensation but may be reimbursed upon request for travel and per diem expenses as provided in Section 112.061, Florida Statutes.

Section 3.4
REMOVAL

The Governor may remove a Trustee. Failure to attend three (3) consecutive regular board meetings in any fiscal year shall be grounds for removal.

Section 3.5
VACANCIES

The BOT Chair shall report any vacancies to the Governor and the BOG.

ARTICLE IV
OFFICERS OF THE BOARD

Section 4.1
OFFICERS

The Officers of the BOT shall be the Chair, Vice Chair, and University President, who serves as the Corporate Secretary.
Section 4.2
SELECTION OF OFFICERS AND TERMS OF OFFICE

The Chair and Vice-Chair shall be selected by the BOT at its first regular meeting after January 7, 2003, and shall serve for a 2-year term to begin immediately upon selection. Bi-annually thereafter, the BOT shall select the Chair and Vice Chair through nomination and selection from the members of the Board. The Chair and Vice-Chair shall be eligible for re-selection for one additional consecutive term by vote of the Board. There shall not be automatic succession by virtue of holding an office, except as otherwise provided in Section 4.3.

Section 4.3
PERMANENT VACANCIES IN CHAIR AND VICE CHAIR OFFICES

A permanent vacancy of the Chair shall be filled by the Vice Chair for the remainder of the term. A permanent vacancy of the Vice Chair shall be filled for the remainder of the term by a majority vote of the members of the Board, at its next regular meeting. Assumption to an unfinished term created by a permanent vacancy shall not preclude that officer from being eligible to be selected and re-selected as provided in Section 4.2.

Section 4.4
CHAIR

The duties of the Chair shall include presiding at all meetings of the BOT, calling special meetings of the BOT, appointing committee chairs, determining the composition of all non-statutory BOT committees, attesting to actions of the BOT, and otherwise serving as spokesperson for the BOT. The Chair shall perform such duties in consultation with the University President. The Chair may delegate the authority to sign and execute documents and instruments on behalf of the Board to the Corporate Secretary. The Board of Trustee Chair is responsible for causing the Board to conduct an annual evaluation of the University President.

Section 4.5
VICE CHAIR

The duty of the Vice Chair is to act as Chair during the absence or disability of the Chair.

Section 4.6
UNIVERSITY PRESIDENT AND CORPORATE SECRETARY

The BOT hereby establishes the powers and duties of the President of Florida Atlantic University and authorizes the President as follows:

(1) To serve as the Chief Executive Officer of the University.
(2) To be responsible for the organization, operation, and administration of the University, including efficient and effective budget and program...
administration, leading the University to accomplish its educational missions and goals, including regional and discipline-specific accreditations; monitoring educational and financial performance; consulting with the BOT in a timely manner on matters appropriate to its policy-making and fiduciary functions; and serving as the University’s key spokesperson.

(3) To execute all documents on behalf of the University and the BOT consistent with law, BOG and BOT resolutions, rules, regulations, and policies, and the best interests of the University. No such document may purport to limit any BOT member’s individual discretion in discharging the responsibilities of a Trustee.

(4) To exercise such powers as are appropriate to his/her position in promoting, supporting and protecting the interests of the University and in managing and directing its affairs.

(5) To serve as the principal liaison officer and official contact between the BOT and the faculty, staff and students of the university.

(6) To issue directives and executive orders. Such directives and orders shall not violate existing BOT policies.

(7) To serve as Corporate Secretary of the BOT, and in the capacity of Secretary, shall be responsible for giving notice of all meetings of the BOT and its committees, setting the Agenda and compiling the supporting documents for meetings of the BOT in consultation with the Chair, recording and maintaining the minutes of any BOT or committee meeting, including a record of all votes cast, in accordance with Section 286.011(2) of the Florida Statutes, executing or attesting to all documents which have been executed by the BOT, and acting as custodian of the Corporate Seal.

(8) To recommend the adoption of regulations to the BOT to implement provisions of law governing the operation and administration of the University.

(9) To prepare a budget request and an operating budget for approval by the BOT.

(10) To establish and implement policies and procedures to recruit, appoint, transfer, promote, compensate, evaluate, reward, demote, discipline, and remove personnel, in accordance with regulations, rules or policies approved by the BOT and applicable collective bargaining agreements. The President shall consult with the Chair of the BOT on the appointment and removal of the senior principal officers and other senior personnel reporting directly to the President.

(11) To govern admissions, subject to law and regulations, rules or policies of the BOT and BOG.

(12) To approve, execute, and administer contracts for and on behalf of the BOT for licenses; the acquisition or provision of commodities, goods, equipment, and services; leases of real and personal property; and planning and construction to be rendered to or by the University, provided
such contracts are in conformance with regulations or policies of the BOT and BOG.

(13) To enter into agreements for and accept credit card or other electronic payments as compensation for goods, services, tuition and fees; to secure comprehensive general liability and other forms of insurance as necessary; to employ private attorney services for the benefit of the University; to initiate, defend, or settle lawsuits and claims when doing so would be in the best interests of the University; and to provide for the payment of the cost of civil actions against officers, employees or agents of the BOT acting within the course and scope of their University duties.

(14) To authorize budget transfers from depositories or accounts; to sign checks or otherwise authorize payment of legal obligations of the University; and to perform banking transactions, provided that all such transactions are in conformance with regulations or policies of the BOT.

(15) To act for the BOT as custodian of all University property, and to adjust property records and dispose of University-owned tangible personal property in accordance with procedures established by the BOT or BOG.

(16) To establish the internal academic calendar of the University.

(17) To administer the University's program of intercollegiate athletics in compliance with the rules and regulations of the National Collegiate Athletic Association.

(18) To recommend to the BOT the establishment and termination of undergraduate and graduate degree programs.

(19) To award degrees.

(20) To recommend to the BOT a schedule of tuition and fees to be charged by the University, within law and regulations of the BOG.

(21) To review periodically the operations of the University 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 BOG.

(22) To enter into agreements for student exchange programs with other postsecondary educational institutions.

(23) To ensure compliance with federal and state laws, rules, regulations, and other requirements which are applicable to the University.

(24) To maintain all data and information pertaining to the operation of the University, and report on the attainment by the University of institutional and statewide performance accountability goals.

(25) In accordance with federal and state law, 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.
To perform all things necessary to secure letters of patent, copyrights, and trademarks on any work products and to enforce the University’s rights therein in accordance with applicable federal and state law.

To have vested with the University President or the President’s designee the powers, duties, and authority that is vested with the University; to exercise the authority and duties delegated by the BOT to the President in accordance with University regulations, policies and conditions contained in the BOT written delegations of authority; to further delegate to vice presidents and other appropriate University personnel the authority as described herein so long as such delegation is in writing, specifies whether the authority can be further delegated, and the conditions for same, and a copy of such delegation is filed in the Office of the General Counsel.

No person, except as provided elsewhere by law, rule, regulation, or these policies and procedures, or as otherwise delegated by the University President, is authorized to enter into any agreement, obligation, program, or other legally-enforceable commitment which purports to bind the University. The BOT’s delegation of any authority or duty to the President or designee shall not limit or divest the BOT’s right to exercise any such authority or duty.

ARTICLE V
COMMITTEES

Section 5.1
COMMITTEE MEMBERSHIP AND DUTIES

The BOT Chair shall appoint and remove committee members and their chairs and may make changes, at any time, unless otherwise provided by these procedures or law. A member of a committee shall hold office until the BOT Chair appoints a successor. The BOT Chair shall determine the length of the term of service of committee members and chairs.

Each committee shall consist of no less than three members. The BOT Chair and the BOT Vice Chair shall be ex officio voting members of all standing committees, subcommittees, or ad hoc committees. University staff with appropriate expertise in a committee’s area of responsibility shall be appointed by the BOT Chair in consultation with the President to help the committees in their business.

Two members of a committee shall constitute a quorum for purposes of transacting committee business. Chair and Vice Chair may be counted for purposes of establishing a committee quorum. All Trustees who are not members of a particular committee are invited to attend that committee meeting and may comment, but not vote, on matters before the committee.

The duty of each committee shall be to consider and to make recommendations to the BOT upon matters under its jurisdiction or referred to it. Unless specifically delegated, or as otherwise provided in these policies and procedures, authority to act on all matters is reserved to the BOT. All committee chairs shall perform their duties in consultation with the University President and may appoint subcommittees to bring matters before the committee for further consideration.
Section 5.2
STANDING COMMITTEES

The following committees are the standing committees of the BOT:

*Academic and Student Affairs:* oversees academic programs and services administered by the University Provost and Chief Academic Officer and the non-academic programs and services provided in support of student welfare administered by the Senior Vice President for Student Affairs. Develops and monitors academic performance accountability measures.

*Audit and Finance:* oversees the University budget and all revenue sources, receives internal and external audit results, recommends special audits, and develops and monitors financial performance and accountability measures.

*Community and Governmental Relations:* oversees and recommends to the Board policies or actions related to (i) the University’s community relations and support for economic development within its service area; (ii) local, state, and federal legislation and governmental activities that may affect the University; and (iii) the University’s public relations, branding, advertising, marketing, and communications activities.

*Personnel and Compensation:* oversees the University’s personnel and compensation policies and services administered by Human Resources and the Provost, including employment agreements, and provides guidance and authorization to the University collective bargaining negotiators. Oversees the allocation of resources for personnel and compensation goals consistent with the University’s budget and strategic plan.

*Strategic Planning:* oversees the university’s strategic planning process to assure managed academic, enrollment, and physical growth and development of the necessary resources to meet the mission of the University.

The BOT may establish additional standing committees as it deems appropriate to discharge its responsibilities.

Section 5.3
AD-HOC COMMITTEES

Ad-hoc committees shall be appointed by the BOT Chair with such powers and duties and period of service as the BOT Chair may determine, provided that no ad-hoc committee shall be created to act upon any matter appropriate to be acted upon by a standing committee.

Section 5.4
PRESIDENTIAL SEARCH COMMITTEE

It is the duty of the BOT to select the University president, subject to ratification by the BOG. Candidates for the position of University president shall be recommended to the BOT by a presidential search committee. The members of the presidential search
committee shall be appointed by the BOT. The selection of the members of the committee may be delegated to the Chair of the BOT.

ARTICLE VI
MEETINGS

Section 6.1
NOTICE AND AGENDA

All meetings of the BOT and its committees shall be noticed and open to the public at all times. No resolution, rule, or formal action shall be considered binding except as taken or made at a public meeting in accordance with Section 286.011 of the Florida Statutes. However, these notice or public meeting requirements shall not apply where the matters being considered are exempt by law from the notice or open meetings requirements, or both. The General Counsel or his or her designee shall be present at all BOT and Committee Meetings, whether open or not, unless otherwise provided by the BOT. All meetings required to be noticed will be posted on the Florida Atlantic University website at http://www.fau.edu.

Agenda items requiring action by Trustees must be submitted to the Corporate Secretary or his/her designee with sufficient time for the agenda and supporting information to be forwarded and received by the Trustees at least seven (7) days prior to the meeting requiring their vote. The time for submission of agenda items may be shortened only with the permission of the Corporate Secretary or his/her designee. No item requiring BOT action at a regular meeting may be included in the agenda without consideration by the committee having jurisdiction over the subject matter, unless previously approved by the BOT Chair and the Corporate Secretary in consultation with each other. Unanimously approved action items from committee meetings will be placed on the agenda as consent agenda items. Prior to the full BOT meeting, the BOT Chair or the committee chair may choose to have any specific item from a committee meeting placed as a separate item on the discussion section of the agenda. Likewise, prior to or at the time of the meeting, any Trustee may request that a specific item be moved to the discussion section of the agenda.

Section 6.2
REGULAR MEETINGS

There shall be no fewer than five (5) regular meetings a year, or as otherwise determined by the BOT. For each calendar year, the schedule of meetings shall be set no later than the last meeting of the prior calendar year. Once established in accordance with these procedures, the time and date of a regular meeting may be changed only by an affirmative vote of a quorum of the BOT, or where deemed a necessity by the BOT Chair or the corporate Secretary in consultation with each other.
Section 6.3
SPECIAL MEETINGS

Special public meetings of the BOT may be held at the call of the BOT Chair, or in the absence of the Chair by the Vice Chair, the Corporate Secretary, or upon the written request of five (5) Trustees. The Corporate Secretary shall send written notice of such special meeting or request by a Trustee and include the purpose of the meeting to all Trustees. No matter may be considered at any special meeting that was not included in the call of that meeting except by an affirmative vote of a majority of the Trustees.

Section 6.4
EMERGENCY MEETINGS

An emergency public meeting of the BOT may be called by the Chair or Vice Chair or President upon a finding by the Chair or Vice Chair or President of the University, respectively, that immediate action is required to preserve the health, safety or welfare of the public. Whenever such emergency meeting is called, the Corporate Secretary will immediately notify either verbally or in writing each member of the BOT stating the date, hour and place of the meeting and the purpose for which the meeting has been called. As provided by Section 120.525 of the Florida Statutes, an emergency meeting shall also be noticed by any procedure that is fair under the circumstances. Only action necessary to protect the interest of the University and the community it serves shall be taken. At the time of the emergency meeting, or prior to the meeting, if possible, the specific facts and reasons for finding an immediate danger, as well as the reasons for concluding that the notice procedure is fair under the circumstances shall be published in writing. The minutes of the emergency meeting shall include the manner and method by which notice of such emergency meeting was given to each member of the Board.

Section 6.5
QUORUM AND VOTING

A quorum for the conduct of business by the full BOT shall consist of seven (7) Trustees. A quorum having been established, no business shall be transacted without a majority vote of all Trustees present, except as otherwise provided in these procedures. 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.

For committee business, two members of the committee shall constitute a quorum. The Chair and Vice Chair may be counted for purposes of establishing a committee quorum.

Section 6.6
PROXIES

The use of proxies for purposes of determining a quorum, for voting, or for any other purposes is prohibited.
Section 6.7
RULES OF PROCEDURE

At the hour appointed for the meeting, the chair shall call the meeting to order and call the roll. *The New Robert's Rules of Order*, newly revised, latest edition, will be followed in conducting all meetings of the BOT, unless otherwise provided by the BOT or law.

Section 6.8
SUBMISSION OF ITEMS BY THE PUBLIC FOR BOT CONSIDERATION

Individuals or representatives of groups who desire to appear before the BOT regarding any item must submit their written requests to the appropriate committee having subject matter jurisdiction over the item. The request must be submitted to the Corporate Secretary at the Administration Building, Room 339 FAU, 777 Glades Road, Boca Raton, Florida 33431. The request must specify the matter about which they wish to speak. Such a request, along with any supporting documentation, must be submitted at least fourteen (14) working days prior to the committee meeting. After presentation to the committee and a favorable recommendation by the committee that the matter be forwarded to the BOT for consideration, the BOT Chair, in consultation with the Corporate Secretary, will determine whether the item will be included in the agenda.

Section 6.9
PUBLIC COMMENT

Individuals, organizations, and groups who desire to appear before the BOT to be heard on a proposition pending before the BOT shall complete a public comment form specifying the matter on which they wish to be heard. Public comment forms will be available at each BOT meeting and must be submitted prior to the start of the meeting. For meetings held telephonically, public comment forms can be obtained from the Corporate Secretary and must be submitted prior to the date of the meeting. An organization or group wishing to address the BOT on a proposition shall designate a representative to speak on its behalf to ensure the orderly presentation of information to the BOT. The BOT will reserve a maximum of fifteen minutes during each plenary meeting of the BOT to take public comment. Individuals and representatives of organizations or groups shall be allotted three minutes to present information; however, these time limits may be extended or shortened depending upon the number of speakers at the discretion of the Chair.

Section 6.10
MEETINGS BY MEANS OF TECHNOLOGY

Any BOT business may be conducted by telephone conference call or any other technological means as if the proceeding were held in person. The notice of any meeting conducted by means of technological communication will state where and how members of the public may gain access to the meeting.
ARTICLE VII
CODE OF ETHICS AND CONFLICT OF INTEREST

Section 7.1
CODE OF ETHICS

Article 2, Section 8 of the Florida Constitution provides that a public office is a public trust and that the people of the State of Florida shall have the right to secure and sustain that trust against abuse. As appointed public officers, Trustees stand in a fiduciary relationship to the University and the people of the State of Florida. Therefore, Trustees shall act in good faith, with due regard to the interests of the University and shall comply with the ethical principles adopted in these policies, as well as those required by law and set forth in the Code of Ethics for Public Officers and Employees, Section 112.311-112.326 of the Florida Statutes ("Code of Ethics").

Section 7.2
CONFLICT OF INTEREST POLICY

It is the policy of this board that no Trustee may have any interest, financial or otherwise, direct or indirect; engage in any business transaction, contractual relationship or professional activity; or incur any obligation of any nature which is in substantial conflict with the proper discharge of his/her duties as it relates to the University or its affiliated organizations. Transactions relating to expenditure of public funds require the highest degree of public trust to protect the interests of the University and the taxpayers of the State of Florida. Therefore, no Trustee may rent, lease or sell any goods, services or realty to the University or its affiliated organizations, either directly or indirectly. Furthermore, no Trustee shall participate through decision, approval, recommendation or preparation of any part of a purchase request or influence the content of any specification or procurement standard, or contract with or become the agent contracting with the University or its affiliated organizations, and no Trustee shall permit the sale or lease of anything to the University or its affiliated organizations through his or her spouse or minor children, or through any business entity of which the Trustee's spouse or minor children, in any combination, have a material interest or direct or indirect ownership of more than 5 percent of the total assets or capital stock of any business entity.

Trustees shall disclose and resolve potential conflicts of interest and ethical concerns in accordance with the Code of Ethics and shall disclose to the BOT any possible conflict of interest at the earliest practical time by providing written notice to the Corporate Secretary. At the next Board meeting, the notice of such conflict shall be read and the minutes of the meeting shall duly note the nature of the conflict and disclosure.

Section 7.3
Waiver of Conflict

Notwithstanding the prohibitions or requirements with respect to conflict of interest contained in Article VII, to the extent that these prohibitions or requirements may exceed the requirements of Chapter 112, the BOT may, upon motion, vote to waive such stricter prohibitions or requirements. A trustee desiring a waiver shall submit a
written request to the Corporate Secretary at least two (2) weeks prior to the BOT meeting at which the request would be considered. The written request shall outline the nature of the proposed activity that would create a conflict and an explanation of how such conflict would be managed. The Corporate Secretary shall distribute the written materials to all trustees as far in advance of the meeting as practicable.

ARTICLE VIII
AMENDMENT OR SUSPENSION OF PROCEDURES

Section 8.1
AMENDMENTS

These policies and procedures may be amended or repealed by a majority vote of the Board members in attendance at any regular meeting, when notice of the proposed amendment or repeal is provided in the meeting notice.

Section 8.2
SUSPENSION OF OPERATING PROCEDURES

Any provision of these procedures not required by law may be suspended in connection with the consideration of a matter before the BOT by a majority vote of the Board members in attendance.

ARTICLE IX
MISCELLANEOUS

Section 9.1
INDEMNIFICATION

The BOT 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 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 to have acted unlawfully or not in good faith. Claims based on such actions or omissions may, in the discretion of the BOT, be settled prior to or after the filing of suit.

Section 9.2
INSURANCE

The BOT may arrange for and pay the premium for appropriate insurance to cover all losses and expenses of actions referred to in Section 9.1.

Section 9.3
LIMITATION OF LIABILITY

The BOT is a public body corporate primarily acting as an instrumentality or agency of the state pursuant to section 768.28(2), Florida Statutes, for purposes of sovereign immunity.
SUBJECT: SIGNATURE AUTHORITY

Effective Date: 2-27-14
Amended: 2-9-15
Policy Number: 11.1

Supersedes: Presidential Memoranda 71 & 86

Responsible Authority: Vice President, Legal Affairs & General Counsel

APPLICABILITY/ACCOUNTABILITY:

The purpose of this policy is to provide clear guidelines regarding the authority to sign contracts, agreements, letters of understanding, and other documents or contracts regarding legal assurances, commitments, and obligations on behalf of Florida Atlantic University and its constituent units (colleges, divisions, departments, programs, etc., collectively, the “FAU System”). This policy does not apply to signature authority on behalf of FAU direct-support organizations, foundations, alumni associations, or other related but separate entities. Signature authority for such entities shall be governed by each organization’s own signature delegations.

POLICY STATEMENT:

The University Board of Trustees’ regulations and policies provide that the President is the chief executive officer responsible for the organization, operation and administration of the FAU System. The President’s authority includes the approval and execution of all documents on behalf of the University consistent with law, Board of Governors and Board of Trustees resolutions, regulations and policies (“Applicable Legal Authorities”), and in the best interest of the University. Such documents may include contracts, agreements, letters of understanding, and other items regarding legal assurances, commitments, and obligations on behalf of the University.

The President hereby delegates to the following University officials the authority to sign certain described contracts and other documents, subject to the Applicable Legal Authorities, as follows:

A. All Vice Presidents are authorized to approve and execute contracts in their respective areas of supervision with financial implications not to exceed Seventy-Five Thousand Dollars ($75,000). In addition, the Vice Presidents listed in subsection 1-4 below have authority to approve and execute contracts in excess of Seventy-Five Thousand Dollars ($75,000) as follows:
1. The Vice President for Financial Affairs, or designee(s), is authorized to approve and execute all contracts within his or her area of supervision and all contracts that involve the fiscal affairs of the FAU System.

2. The Provost and Vice President for Academic Affairs, or designee(s), is authorized to approve and execute all contracts within his or her area of supervision and all contracts relating to academic affairs including, without limitation, all instructional, internship, and other educational and clinical affiliation, services, and training contracts received on behalf of the FAU System.

3. The Vice President for Research, or designee(s), including the Director of Sponsored Research, is authorized to approve and execute all contracts within his or her area of supervision including, without limitation, research contracts, solicitations and acceptances of research grants, representations and certifications incidental to research contracts and grants, agreements related to intellectual property, and use of the sponsored research exemption.

4. The Vice President for Administrative Affairs, or designee(s), is authorized to approve and execute contracts within his or her area of supervision and all contracts that involve the business and administrative operations of the FAU System, including without limitation, authorized capital outlay projects and related services.

B. The General Counsel, or designee, is authorized to approve and execute all contracts for legal and related services and all legal and governance compliance certifications on behalf of the FAU System.

C. The Athletics Director, or designee, is authorized to approve and execute all game contracts for intercollegiate athletics contests with financial implications not to exceed Seventy-Five Thousand Dollars ($75,000).

D. The Director of Purchasing, or designee(s), is authorized to approve and execute all contracts for the FAU System for licenses, the acquisition or provision of commodities, goods, equipment, and services, and leases of real and personal property rendered to or by the FAU System.

E. The Dean of the University Library, or designee(s), is authorized to approve and execute purchase orders for the acquisition of copyrighted and single source instruction materials, tapes, publications, manuscripts, films and personal library collections acquired from library resource funds.

F. The Assistant/Associate Vice President of Facilities, the Director/Assistant Director of Space Utilization and Analysis, and the Associate Vice President/Dean of Student Affairs are authorized to review and approve facilities use agreements for the use of University space by third parties for limited purposes and events.

G. University employees who are issued University purchasing cards are authorized to use those cards in accordance with the terms of the University Purchasing Card Manual.
No person, except as provided elsewhere by the Applicable Legal Authorities or as delegated by the University President herein, is authorized to enter into any agreement, obligation, program, or other legally-enforceable commitment which purports to bind the FAU System. The President’s delegations of signature authority herein shall not limit or divest the President’s right to exercise any such authority.

FAU officers, employees, volunteers, affiliates, students, or other persons who do not have signature authority pursuant to this policy or Applicable Legal Authorities and who sign contracts or other documents of agreement or commitment that purport to bind the FAU System may be held personally responsible and liable for any unauthorized signatures.

DEFINITIONS:

Contract: An agreement between two or more persons or entities that creates an obligation to do or not to do a particular thing. A contract does not require the payment of money or other compensation to create an obligation. A contract includes a “click-through” agreement on a third-party website, a memorandum of understanding, and other legally-binding obligations, regardless of their title or format.

PROCEDURES:

All signature designations authorized by this policy, whether temporary or long-term in nature, shall be in writing. A copy of such written designation shall be forwarded to the General Counsel’s Office for further retention.

All contracts must be submitted to the Office of the General Counsel for review and approval as to form and legality prior to execution by an authorized University official. Sufficient time must be allowed for the General Counsel’s office and the authorized signing authorities to review and process all contracts so that proper legal review and document execution can be accomplished prior to the commencement of contemplated activities and expiration of deadlines.

RELATED INFORMATION: Regulation 6.008 (Purchasing), Purchasing Manual, Purchasing Card Manual; Delegation of Signature Authority Form

INITIATING AUTHORITY: Vice President, Legal Affairs & General Counsel

POLICY APPROVAL
(For use by the Office of the President)

Initiating Authority
Signature: __________________________ Date: ____________
Name: David L. Kian

Policies and Procedures Review Committee Chair
Signature: __________________________ Date: ____________
Name: Elizabeth F. Rubin

President
Signature: __________________________ Date: ____________
Name: Dr. John Kelly

Executed signature pages are available in the Office of the General Counsel
FGCU

FGCU BOT January ’08 Agenda Item (Tab 24)

FGCU BOT April ’08 Agenda Item (Tab 10)

FGCU BOT Bylaws
Florida Gulf Coast University Board of Trustees
January 15, 2008

SUBJECT: Delegation of Authority

PROPOSED BOARD ACTION

For purposes of actions to be taken in accordance with Florida Statutes, authorize the President or designee to act on behalf of Florida Gulf Coast University Board of Trustees, with all the powers of the public body corporate, including the power to contract and be contracted with, to sue and be sued and to plead and be impleaded in all courts of law or equity.

BACKGROUND INFORMATION

Section 1001.72, Florida Statutes provides that, as a public body corporate, the FGCU Board of Trustees is invested with all the powers of a body corporate. The FGCU Board of Trustees is requested to authorize the President or designee to address routine matters related to the operation and management of the University as such matters related to contracts and lawsuits. To protect the interest of the University, it may be necessary or desirable from time to time to file or respond to claims or lawsuits, as well as contractual matters. Generally, time is of the essence with these matters.

In a lawsuit between the Floridians for Constitutional Integrity, Inc. v. State Board of Education and Board of Governors, on February 1, 2007 the Court of the Second Judicial Circuit declared that, among other statutes, Sections 1001.74 and 1001.75 were unconstitutional in their entirety. Section 1001.75, in particular, granted specific statutory authority to University Presidents. Since the President no longer has direct authority on some matters from the statutes, the FGCU Board of Trustees, in order to expedite the handling of important legal matters, has the authority to approve this delegation, and alleviate the need to schedule emergency meetings of the Board.
Supporting Documentation Included: N/A

Prepared by: General Counsel Vee Leonard

Legal Review by: N/A

Submitted by: General Counsel Vee Leonard
Florida Gulf Coast University Board of Trustees
April 15, 2008

SUBJECT: Delegation of Authority

PROPOSED BOARD ACTION

For purposes of actions to be taken regarding contracts, remove the limitation of signature authority of $1,000,000.00.

BACKGROUND INFORMATION

On January 15, 2008 the FGCU Board of Trustees authorized the FGCU President to settle litigation involving the University in an amount not to exceed $100,000.00. Additionally, the Board limited the President’s authority to sign contracts in excess of $1,000,000.00. This limitation regarding contracts was inadvertent and was not in place for the previous FGCU Presidents. This modification returns the University to the procedure previously in place for the timely administration and processing of contracts.

Supporting Documentation Included: N/A

Prepared by: General Counsel Vee Leonard

Legal Review by: N/A

Submitted by: General Counsel Vee Leonard
FOURTH AMENDMENT
AND RESTATEMENT OF
FLORIDA GULF COAST UNIVERSITY
BOARD OF TRUSTEES
BYLAWS
Approved: January 20, 2015
I. Organization

The Florida Gulf Coast University Board of Trustees (“the Board”) is established as a body corporate, with all of the powers of a body corporate as provided by Florida law. The Board is vested with the authority to administer Florida Gulf Coast University (“University” or “FGCU”) in accordance with the Florida Constitution, Florida law and delegation of the Florida Board of Governors. The Board is a corporation primarily acting as an instrumentality of the State of Florida pursuant to Section 768.28(2), Florida Statutes, for purposes of sovereign immunity.

II. Trustees

A. The Board is comprised of thirteen (13) trustees, six appointed by the Governor, five appointed by the Florida Board of Governors, one member who is the president of the Faculty Senate and one member who is the president of the Student Government. Trustees who are appointed by the Governor and the Florida Board of Governors shall be appointed for staggered five-year terms and are subject to confirmation by the Florida Senate. The presidents of the Faculty Senate and Student Government will be appointed each year. Trustees shall continue to hold office until their successors have been appointed.

B. The Chair of the Florida Gulf Coast University Foundation, Inc., a direct support organization, serves as a non-voting ex officio trustee of the Board. The Foundation Chair or designee will attend all meetings of the Board except closed executive sessions.

C. The Chair of the Florida Gulf Coast University Financing Corporation, a direct support organization, serves as a non-voting ex officio trustee of the Board. The Financing Corporation Chair or designee will attend all meetings of the Board except closed executive sessions.

III. Officers

A. The corporate officers are the Chair, the Vice-Chair, and the University President (“President”) who serves as the Chief Executive Officer and Corporate Secretary of the Board. The Chair and Vice-Chair shall be elected from the appointed members at the first meeting after January 7, 2003. Bi-annually thereafter in even numbered years, the Board shall select the Chair and Vice-Chair. The term of office for Chair and Vice-Chair shall begin on February 1 and expire on the last day of January in the final year of said term. The Chair shall serve for two (2) years and may be re-elected to serve three (3) additional consecutive two-year terms. Vacancies may be filled at any time by a majority vote of the members of the Board. The Chair and Vice-Chair will continue to hold office until their successors have been elected. Officers may be removed at any time by the affirmative vote of a majority of the members of the Board.
B. The Chair appoints the members of and serves as an ex officio voting member of all committees of the Board. The Chair will appoint all committee chairs. The Chair shall appoint a representative to the Board and the executive committee of each direct support organization.

C. The Vice-Chair performs the duties of the Chair with full authority during the absence or disability of the Chair.

D. The President serves as the Corporate Secretary of the Board. The President shall be responsible to the Board for all operations of the University and for setting the agenda for meetings of the Board in consultation with the Chair. The President may designate certain functions of the Corporate Secretary.

IV. Meetings

A. Regular Meetings – At the first meeting of the calendar year, the Board shall establish a schedule of meetings for the ensuing year which shall provide for a minimum of four regular meetings; at least one scheduled in each quarter of the fiscal year (July 1 – June 30).

B. Annual Meeting – The annual meeting shall be the last regular meeting scheduled in the fiscal year.

C. Special Meetings – The Board will meet in special meetings, including hearings and workshops, at a time and place designated by the Chair.

D. Emergency Meetings – An emergency meeting of the Board may be called by the Chair upon no less than twenty-four (24) hours notice whenever, in the opinion of the Chair, an issue requires immediate Board action. Whenever such emergency meeting is called, the Chair will notify the President who 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.

E. Meetings of the Board are open to the public and all official acts, other than those exempted by Florida Statutes, shall be taken at public meetings. As required by law, minutes of Board meetings shall be kept by the Corporate Secretary or designee, who shall cause them to be printed and preserved. The schedule of meetings shall be available on the University’s website at http://www.fgcu.edu (Board of Trustees).
F. Executive Sessions – As provided by law, the Board may conduct closed executive sessions when it meets to consider or discuss such matters as pending litigation, collective bargaining or evaluation of claims filed with a risk management program.

G. Notice of Meetings

1. Notice of regular meetings, committee meetings, and special meetings of the Board will be given not less than seven (7) days before the event and will include the Agenda or a statement of the general subject matter to be considered.

2. Whenever an emergency meeting is scheduled to be held, the Corporate Secretary will notify with a press release all media outlets in the five (5) county FGCU service area, including the time, date, place, and purpose of the meeting.

3. Notwithstanding anything in these bylaws to the contrary, all such notice matters shall meet the requirements of Florida law regarding public meetings and public records.

H. Meetings by means of Telephone Conference Calls and other Communications Media Technology

1. 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.

2. To attend a meeting of the Board by telephone conference or other means of communications media technology, the member shall provide the President or designee a written request to attend the board meeting by telephone conference or other means of communications media technology at least fourteen (14) days in advance. A member may attend a meeting by telephone conference or other means of communications media technology provided that the member can hear and speak to all other members (allowing for simultaneous transmission). Participation by a member by telephone conference or other means of communications media technology shall constitute attendance in person at the meeting.

3. The Board may participate in and hold a meeting of which all members participating in the meeting can hear and speak to each other (allowing for simultaneous transmission) provided that thirty (30) days notice is given to the President. Participation in such meeting shall constitute attendance in person at the meeting. 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 and such notice shall meet the requirements of paragraph IV(G) above.
I. Quorum – Seven (7) members of the Board must be present and voting to constitute a quorum for the transaction of business. No business will be transacted without an affirmative vote of the majority of the members of the Board present at a meeting where a quorum of the Board is present. The use of proxies for purposes of determining a quorum, for voting or any other purpose is prohibited.

J. Parliamentary rules – The most recent edition of “Roberts Rules of Order” will be followed in conducting the meetings of the Board, unless otherwise provided by the Board.

V. Agenda

A. The President or designee shall prepare the agenda for meetings of the Board in consultation with the Chair. Any request by a trustee to include an item on the agenda shall be made in writing to the President sufficiently in advance of the meeting to permit a determination to be made as to the propriety and practicability of including that item on the agenda. In consultation with the Chair, the President or designee 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 seven (7) days prior to the meeting. If additional items or supporting documentation become available, a supplemental agenda will be provided at least two (2) days prior to the meeting.

B. Unless otherwise stated by the Board, the agenda for the Board meetings shall include:

1. Opening Remarks by the Chair
2. Standing Reports
3. President’s Report
4. Consent Agenda
5. Academic/Student/Faculty Affairs Committee
6. Finance, Facilities, and Administration Committee
7. Audit Committee
8. Old Business
9. New Business
10. Closing Remarks by the Chair
11. Adjourn

C. Unless otherwise noted on the agenda, public comment on an agenda item will be heard during the appropriate committee in accordance with Section VI, Appearances Before The Board.

D. Upon approval of the Chair, Board committees may bring additional items not included on the published agenda to the full Board meeting.
E. The Board may also consider agenda items, not included in the published agenda, that are emergencies. The agenda item will include a statement of the nature of the emergency requiring Board action. Information relating to an emergency item will be distributed to the Board prior to or at the beginning of the meeting.

VI. Appearances Before The Board

A. The Board will afford to each individual and representatives of groups a reasonable opportunity to be heard on any agenda item. Public input will be accepted by the Board immediately following committee discussion on each item and before any votes. An individual or representatives of groups may be heard on any Board agenda item by completing a request form and submitting it prior to the Agenda item being heard. The request form will include the individual’s name, address, and agenda item to be addressed. Speaker’s comments will be subject to a three (3) minute maximum time limitation. Speakers shall confine their remarks only to the agenda item being addressed. If it appears that there are more speakers desiring to speak than may be accommodated, the Board may reduce the maximum amount of time allowed each speaker, or limit the number of speakers that may address an agenda item or topic. In order to proceed with the essential business of the Board in an orderly manner, any speaker who attempts to disrupt a Board meeting will be subject to appropriate action (including removal) pursuant to law.

B. An individual or group representative who desires to submit an item for the Board’s Agenda concerning a subject within the Board’s jurisdiction must submit a written request to the President, 10501 FGCU Blvd. South, Fort Myers, FL 33965-6565. The written requests must state the individual’s name, address, the item that they would like the Board to consider placing on the agenda, and the reasons thereof. Requests received later than twenty-one (21) days before the meeting may be deferred to the next meeting for consideration. The President, in consultation with the Chair, will determine if and when the item will be heard and may decline to hear any matter determined to be outside the Board’s jurisdiction.

VII. Committees

A. The Finance, Facilities, and Administration Committee shall review and recommend for consideration by the Board policies related to the financial and administrative functions of the University. The Chair shall appoint any number of Trustees to the Finance, Facilities, and Administration Committee and designate one (1) to serve as the Committee Chair. The Vice President for Administrative Services and Finance shall serve as a non-voting ex officio member of the Finance, Facilities, and Administration Committee.

B. The Academic/Student/Faculty Affairs Committee shall review and recommend for consideration by the Board policies related to the academic and student affairs functions of the University. The Chair shall appoint any number of Trustees to the
Academic/Student/Faculty Affairs Committee and designate one (1) to serve as the Committee Chair. The Provost and Vice President for Academic Affairs shall serve as a non-voting ex officio member of the Committee for purposes of academic and faculty affairs matters. The Vice President for Student Affairs shall serve as a non-voting ex officio member of the Committee for purposes of student affairs issues.

C. The Audit Committee shall review and recommend for consideration by the Board policies related to the audit functions of the University. The Chair shall appoint any number of Trustees to the Audit Committee and shall serve as the Committee Chair. The Director of Internal Audit shall serve as a non-voting ex officio member of the Committee for purposes of audit responsibilities and functions.

D. The Chair may establish additional ad hoc committees as deemed necessary for the orderly conduct of the business of the Board. Each ad hoc committee shall have a minimum of three members of the Board. In addition, the Chair may appoint to any standing or ad hoc committee (including the Finance, Facilities, and Administration Committee, the Academic/Student/Faculty Affairs Committee, and the Audit Committee) one or more non-voting ex officio member(s), who shall serve on said committee(s) for a term designated by the Chair, or if no term is designated until removed by the Chair. Appointment and removal of non-voting ex officio members of a committee, unless otherwise required under these bylaws, shall be in the Chair’s sole discretion.

E. Authority – No committee has the power or authority to commit the Board to any policy or action unless specifically granted such power or authority by the Board. Committee Chairs will report committee action 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 Committee Chair will report the action taken to the Board at its next scheduled meeting.

F. The Board may act as a Committee of the Whole. In the event the full Board is serving on any committee, the action of the committee by a majority of the committee members where a quorum is present shall constitute the action of the Board without further action.

VIII. Committee Meetings

A. 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 Board.

B. Quorum – A majority of the members of a committee must be present and voting to constitute a quorum for the transaction of business.
C. Persons desiring to appear before a committee of the Board shall make such written request to the President, Florida Gulf Coast University, 10501 FGCU Blvd., Fort Myers, FL, 33965-6565 following the procedure specified for Board meetings in paragraph VI above.

D. Persons desiring to place a new item before a committee shall make such a written request to the President, Florida Gulf Coast University, 10501 FGCU Blvd., Fort Myers, FL, 33965-6565 following the procedure specified for Board meetings in paragraph VI above.

IX. Communications Policy

A. Communication with Board – It is the policy of the Board that there shall be a useful exchange of information between the Board and the various constituencies served by the University. The purpose of this policy is to enable the Board to make informed judgments in taking actions that affect the governance of the University. To this end, the President, as chief executive officer, is charged with the responsibility of maintaining communication between the Board and the various University constituencies, including students, faculty, staff, alumni and others, as appropriate.

B. The President is expected to inform the Board in an accurate and timely fashion of the views of various University constituencies and to apprise and educate the Board concerning significant issues, opportunities, achievements, and concerns that have or will confront the University and those constituencies. To aid in that process, the President is encouraged to invite other members of the University community to attend and participate in meetings of the Board or its committees. The President, in choosing representatives of constituencies to participate in meetings, may select representatives from existing support organizations now serving the University, such as: Faculty Senate, Student Government, Staff Advisory Council, Alumni Association, the Florida Gulf Coast University Financing Corporation and the Florida Gulf Coast University Foundation. In addition, when relevant and appropriate, the President may, from time to time, arrange for other informed students, faculty, staff, alumni, benefactors, and interested parties to present views to the Board or its committees.

C. Spokesperson for the Board – The Board’s designated spokesperson shall be its duly elected Chair, or if delegated by the Chair, its Vice-Chair. Individual Board members may speak as such to the public and media, but speaking for the Board is the responsibility of the Chair.

D. Any public records requests made of the Board are to be directed to the University President or designee, in accordance with Florida’s statutorily-defined terms and provisions related to records of public entities. The University President or designee will inform the Board of any such request, and provide copies of responses as applicable.
X. Miscellaneous Provisions

A. Amendments – These bylaws may be altered, amended, or repealed by the affirmative vote of a majority of the Board members voting in any regular or special meeting having a quorum.

B. Indemnification – FGCU shall indemnify, defend, and hold harmless each member of the Board of and from any and all claims, demands, civil or criminal actions, rights, defenses, counterclaims, proceedings, administrative actions, agreements, contracts, covenants, accounts, offsets, attorneys’ fees, costs, damages, liabilities, losses, expenses, suits, debts, judgments, awards, duties, or obligations, of any nature whatsoever, at law or in equity (collectively referred to as “Claims”), that arise from or relate in any way to his or her position on the Board, or any act undertaken or omitted in connection with his or her service as a member of the Board. At the direction of the Board, FGCU may procure and may maintain, at FGCU’s expense, adequate insurance coverage, including separate Directors and Officers (“D&O”) coverage, for the defense and payment of any such Claims.

C. Ethics Policy – Trustees stand in a fiduciary relationship to the University. Therefore, Trustees shall act in good faith with due regard for the interests of the University and shall be guided by the provisions set forth in Florida law for the conduct of public officers. The Board shall adopt a written ethics policy that will be reviewed periodically and revised as necessary.

D. Suspension of bylaws – Any provision of these bylaws may be suspended in connection with the consideration of a matter before the Board by a majority vote of the members in attendance.

E. Service of Process – In all suits against the Board, service of process shall be made on the Office of the General Counsel on the Main Campus located at 10501 FGCU Boulevard South, Fort Myers, FL, 33965-6565.

F. Corporate Seal – The Board’s corporate seal shall be used only in connection with the transaction of business of the Board and the University. The President or designee may affix the seal on any document signed on behalf of the corporation. Permission may be given by the President or designee for the use of the seal in the decoration of any University Building or in other special circumstances. The corporate seal of the Board shall be consistent with the following form and design:
A. General Information

Florida Gulf Coast University is a comprehensive public university located in Fort Myers, Florida, awarding associate degrees, bachelor degrees, master degrees, and doctoral degrees. The University’s functions are to educate students, to perform scholarship and research, and to render service to society. The principal office of the University is located at 10501 FGCU Blvd. South, Fort Myers, Florida, 33965-6565, (239) 590-1000. If you are hearing- or speech-impaired, call the appropriate FGCU office via the Florida Relay at 711 (TTY, VCO, HCO, ASCII or Speech-to-Speech). The University’s website is located on the Internet at http://www.fgcu.edu. The University’s administrative offices are open from 8:00 AM to 5:00 PM, Monday through Friday, except during University holidays.

B. The Florida Gulf Coast University Board of Trustees

The Florida Gulf Coast University Board of Trustees (“Board of Trustees”) is the governing body of the University and is vested with the authority to administer the University in accordance with Art. IX, § 7, Fla. Const., the Florida Education Code, Sections 1001-1013, Fla. Stat., and delegation of the Florida Board of Governors. The Board of Trustees is a public body corporate with all of the powers of a corporation, including the power to adopt a corporate seal, to contract and be contracted with, to sue and be sued, to plead and be impleaded in all courts of law or equity, and to give and receive donations. Pursuant to Section 768.28(2), Florida Statutes, and for purposes of sovereign immunity, the Board of Trustees acts primarily as an instrumentality of the State of Florida.

The Board of Trustees consists of thirteen members appointed as follows: six members appointed by the Governor subject to confirmation by the Florida Senate; five members appointed by the Board of Governors subject to confirmation by the Florida Senate; the president of the Florida Gulf Coast University Faculty Senate; and the president of the Florida Gulf Coast University Student Government. The corporate officers are the Chair, the Vice-Chair and the University President (“President”) who serves as the Chief Executive Officer of the University and Corporate Secretary of the Board. The Board of Trustees conducts its business in accordance with the Florida Gulf Coast University Board of Trustees Bylaws and Florida Law.

The Board of Trustees has oversight responsibilities for the University’s direct
support organizations ("DSO"), which are the Florida Gulf Coast University Foundation, Inc. and the Florida Gulf Coast University Financing Corporation. Florida Law requires that the Board of Directors for each DSO operate the entity in a manner consistent with the goals of the University and in the best interests of the State of Florida, as determined by the Board of Trustees and the President. The DSOs are formed as not for profit corporations under the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes. The Internal Revenue Service has recognized the DSOs as tax-exempt charitable organizations under Section 501(c)(3) of the Internal Revenue Code.

C. The University President

The President, as the Chief Executive Officer of the University and Corporate Secretary of the Board, is responsible for the operation and administration of the University and for setting Board meeting agendas, in consultation with the Board Chair. The President is appointed by the Board of Trustees and serves at its pleasure.

In the absence of the President, the order of succession to the administrative authority and responsibility of the President shall be as follows, pending action by the Board of Trustees:

1. Provost and Vice President for Academic Affairs;
2. Vice President for Administrative Services and Finance;
3. Vice President for Student Affairs;
4. Vice President for University Advancement;
5. Vice President and Chief of Staff; and
6. Vice President and General Counsel.

In an exigent, University emergency, the inability to contact an officer within three hours is adequate justification for the exercise of authority by the next designated officer to assume the authority and responsibility of the President until the Board of Trustees takes further action.

The President exercises his ability to delegate executive authority via delegation memoranda and the approval of official University policies.
D. Administrative Organization of the University

1. President’s Cabinet

Chaired by the President, the President’s Cabinet consists of the following senior administrators who are, individually and collectively, responsible to guide a shared vision and lead institutional operations for the advancement of the University: Provost and Vice President for Academic Affairs; Vice President for Administrative Services and Finance; Vice President for Student Affairs; Vice President for Advancement; Vice President and Chief of Staff; and Vice President and General Counsel.

2. President’s Direct Reports

   a) Provost and Vice President for Academic Affairs

   The Provost and Vice President for Academic Affairs (VPAA) is the chief academic officer of the University and advises the President on academic matters. The Provost assists the President and exercises the functions of the President in the President's absence. The Provost also serves as the President's liaison to the Faculty Senate. The Associate Provosts/Associate Vice Presidents all share the duties and responsibilities of the Provost, and may be delegated authority to act as the Provost's designee in his or her absence. The VPAA is assisted in his/her work by two associate provosts: one responsible for faculty affairs and one responsible for planning and institutional performance. In addition, the Director of Budgets and Management Services provides budgeting and accounting experience as well as administrative support concerning operations of the Division of Academic Affairs. Additionally there is an Associate Vice President for Academic and Curriculum Support. A number of key academic support functions report directly to the Provost and VPAA as well. These include the Deans of the five colleges and their associated offices, the Dean of Library Services, the Associate Vice President for Research and Dean of Graduate Studies, the University Registrar, and the Dean of Undergraduate Studies. The General Manager of the University’s public television and radio stations also reports directly to the Provost, as well as the deans of the five colleges. All of these positions and their associated offices (as they appear in the University’s Summary of Organization Chart) assist in the development of policies and ongoing operations in the Vice President's area of responsibility.

   b) Vice President for Administrative Services and Finance

   The Vice President for Administrative Services and Finance is the chief fiscal and business officer of the University and is advisor to the President on all fiscal and business matters pertaining to the University. The Vice President is also responsible for the University’s enrollment management program. To assist the Vice President for Administrative Services and
Finance in his/her responsibilities are an Associate Vice President for Business Services, an Assistant Vice President for Administrative Services and Controller, an Assistant Vice President for Business Technology Services, a Director of Student Financial Services, a Director of Public Safety, a Director of Network Services and Help Desk, a Director of Finance and Accounting, a Director of Procurement Services, a Director of Business Operations, a Director of Campus Reservations and Records Management, a Director of Telecommunications, a Director of University Budgets, a Director of Physical Plant, a Director of Facilities Planning, a Director of Undergraduate Admissions, and a Director of Environmental Health and Safety. These positions and their associated offices (as they appear in the University's Summary of Organization Chart) assist in the development of policies and ongoing operations in the Vice President’s area of responsibility.

c) Vice President for Student Affairs

The Vice President for Student Affairs is responsible for, and directs the operations and services associated with students, their physical and mental health, student conduct, campus residences, recreation, career development, student governance, and student clubs and organizations. To assist the Vice President for Student Affairs in his/her responsibilities are: a Dean of Students, a Director of Counseling and Health Services, a Director of Housing and Residence Life, a Director of New Student Programs, a Director of Campus Recreation, and a Director of Career Development Services. These positions and their associated offices (as they appear in the University’s Summary of Organization Chart) assist in the development of policies and ongoing operations in the Vice President’s area of responsibility.

d) Vice President for University Advancement and Executive Director of the FGCU Foundation

The Vice President for University Advancement also serves as Executive Director of the FGCU Foundation. He/She is responsible for, as well as directs and coordinates, the operations associated with the raising, receipt, management, investment and administration of gifts and other resources generated for the benefit of the University by the Florida Gulf Coast University Foundation, Inc. The Vice President and Executive Director of the FGCU Foundation is also responsible for increasing the involvement and support of alumni donors and other interested individuals, corporations and foundations in Florida Gulf Coast University and its programs. In support of the work of University Advancement and the FGCU Foundation, the Vice President for University Advancement’s direct reports include two Senior Directors of Advancement, a Director of Alumni Relations, an Assistant Vice President for Community Relations and Marketing, a
Director of Major Gifts, a Director of Planned Giving, a Director of Athletic Advancement, a Director of Special Events, and a Chief Financial Officer for the Foundation. These positions and their associated offices (as they appear in the University’s Summary of Organization Chart) assist in the development of policies and ongoing operations in the Vice President’s area of responsibility.

e) Vice President and Chief of Staff
The Vice President and Chief of Staff serves as the University’s Spokesperson, communicating to the media and others the University’s official position on matters of importance. The person in this position is also the University’s designated responder for public records requests made by the public and media. In addition, the Vice President and Chief of Staff has been delegated the responsibilities of addressing those of the University Corporate Secretary in matters related to the FGCU Board of Trustees, and provides support to the University President, as directed, in a wide range of duties. Reporting to the Vice President and Chief of Staff is a Director of Media Relations. This position and his/her associated office (as they appear in the University’s Summary of Organization Chart) assist in the development of policies and ongoing operations in the Vice President’s area of responsibility.

f) Vice President and General Counsel
The Vice President and General Counsel serves as the University’s chief legal officer and provides legal advice, counsel and representation necessary to the University. The Vice President and General Counsel manages the promulgation of University policies and regulations and provides advice on governance matters. The Vice President and General Counsel is also responsible for hiring outside legal counsel for all units of the University. The University’s Vice President and General Counsel also serves as General Counsel to the University’s direct support organizations. To assist the Vice President and General Counsel in his/her work is one Assistant General Counsel and one Associate General Counsel with the Office of the General Counsel. The Assistant Vice President and Director of Human Resources also reports to the Vice President and General Counsel. This position and his/her associated Human Resources office (as it appears in the University’s Summary of Organization Chart) assist in the development of policies and ongoing operations in the Vice President’s area of responsibility.

g) Director of Intercollegiate Athletics
The Director of Intercollegiate Athletics is responsible for maintaining a quality athletic program that fits within the mission of the University. The Director of Intercollegiate Athletics oversees fifteen (15) NCAA Division I sports and is responsible for a number of areas including, but not limited
to: budgeting and business operations, fund raising, academic and athletic compliance, sports medicine, strength and conditioning, personnel, facilities and operations and sports information/public relations. Florida Gulf Coast University’s intercollegiate athletic programs include: Men’s Baseball, Women’s Softball, Women’s Volleyball, Women’s Swimming & Diving, Women’s Sand Volleyball, Women’s and Men’s Cross County, Women’s and Men’s Basketball, Women’s and Men’s Golf, Women’s and Men’s Tennis, and Women’s and Men’s Soccer. The Director also oversees the University’s Cheerleading Program.

h) Director of Internal Audit

The Director of Internal Audit evaluates the adequacy and effectiveness of the University’s system of internal controls over University funds and assets with the purpose of improving operations and accountability.

i) Director of Government Relations

The Director of Government Relations is responsible for advocating the University’s government relations agenda at the local, state and federal governmental levels, and successfully securing financial and substantive support for the University.

j) Assistant to the President and University Ombuds

The Assistant to the President and University Ombuds provides an avenue for informal, impartial and non-adversarial alternatives for the resolution of problems and conflicts when the parties so request. The Assistant to the President and University Ombuds also handles informal resolution and formal grievances regarding student access to courses and credit toward degree.

k) Director of Equity and Diversity

The Director of Equity and Diversity is responsible for maintaining compliance for a diverse and harmonious educational and work environment that is representative of various communities and constituent groups. The Director of Equity and Diversity also receives and investigates complaints of discrimination and harassment from members of the University community.

l) Executive Director of the FGCU Financing Corporation

The Executive Director of the FGCU Financing Corporation is responsible to the President for the operational management of the Financing Corporation. This includes, but is not limited to, oversight of student housing planning, financing, construction, and managing the University’s general debt service and other payments as they relate to bonds held in
3. University Divisions

The University is divided into the following components:

a) The division of the Office of the President – comprised of the Office of the Vice President and Chief of Staff, Intercollegiate Athletics, Internal Audit, Government Relations, Ombuds, Equity and Diversity and the Financing Corporation.

b) The division of Academic Affairs – comprised of Planning and Institutional Performance, Academic and Curricular Support, Research and Graduate Studies, Undergraduate Studies, Continuing Education and Off-Campus Programs, International Services, WGCU Public Media, University Registrar, Library Services, as well as the five colleges, their constituent departments, schools and various interdisciplinary centers and institutes.

c) The division of Administrative Services and Finance – comprised of Business Technology Services, Business Operations, Procurement Services, Student Financial Services, Campus Reservations and Records Management, Network Services and Help Desk, Telecommunications, Finance and Accounting, University Budget, Physical Plant, Director of Public Safety, Facilities Planning, Environmental Health and Safety, and Undergraduate Admissions.

d) The division of Student Affairs – comprised of the Office of the Dean of Students, Counseling and Health Services, New Student Programs, Office of Housing and Residence Life, Campus Recreation, and Career Development Services.


f) The division of Legal Affairs – comprised of the Office of the General Counsel and the Office of Human Resources.

E. Collegial Governance

The University endorses a collegial system of governance, based on a concept of
authority and responsibility shared among colleagues. The University’s representative governance bodies are as follows:

1. The Faculty Senate

Faculty governance at Florida Gulf Coast University provides a structure and process for the faculty to promote a supportive and quality-oriented learning environment for students, staff, community, faculty, and administration, in furtherance of the mission and guiding principles of the University. The faculty governance structure facilitates faculty input to the complementary administrative units of the organizational structure. The Faculty Senate is an autonomous body representing the collective opinion of the faculty of the University to the administration and to the community. Pursuant to Florida Statute, the president of the Faculty Senate is a member of the Board of Trustees. The Provost and Vice President for Academic Affairs serves as the administrative liaison to the Faculty Senate.

2. The Student Government

The Student Government fosters an intellectual, social, and cultural environment that maximizes student potential and enhances student success. The purpose of the Student Government is to provide equal representation for all students at Florida Gulf Coast University by maintaining high levels of communication between the student body, faculty, staff, and the community. Pursuant to Florida Statute, the president of the Student Government serves as a member of the Board of Trustees. The Dean of Student Affairs serves as the administrative liaison to Student Government.

3. The Staff Advisory Council

The Staff Advisory Council (“SAC”) facilitates effective communication between the staff and University administration. SAC also provides a forum to address the issues and concerns of the staff at Florida Gulf Coast University and to ensure a campus climate that reflects a strong, enthusiastic and positive quality work life. The SAC consists of twenty-four elected members, twelve SP employees and twelve A&P employees. The Vice President for Student Affairs serves as the administrative liaison to SAC.

4. Colleges

A College is a unit of the University organized to conduct curricula of study, scholarship/research, and service both public and internal to the university. The faculty and college administration establishes requirements of the college for entrance, graduation, and degrees to be conferred. The faculty determines the arrangement and content of the curricula and recommends to the President, by at least a two-thirds vote, the granting of degrees to those students who have complied with the college’s requirements for degrees.
The dean is the chief administrative officer of a college. A school is a unit subordinate to a college organized for a special program of studies. The administrative officer of a school is the director. The colleges and schools of Florida Gulf Coast University are the following: College of Arts and Sciences and its Bower School of Music and the Arts, Lutgert College of Business and its School of Resort and Hospitality Management, College of Education, U.A. Whitaker College of Engineering, College of Health Professions and Social Work and its School of Nursing. Assistant and/or associate deans share administrative responsibilities for such matters as assessment, faculty affairs, and budgetary management at the direction of their respective dean.

A department is the fundamental unit of collegiate academic and administrative organization. Academic departments may be found in colleges and schools or they may exist independently and report to the VPAA through an associate vice president or administrative dean. The administrative officers of academic departments in a college are chairs. Directors are the administrative officers for units other than academic departments.

Chairs and directors have the authority and responsibility for the administration and supervision of activities of the department or unit. Chairs and directors are responsible to their deans.
FIU BOT Bylaws, Article V

FIU BOT Operating Procedures
BYLAWS OF
THE FLORIDA INTERNATIONAL UNIVERSITY
BOARD OF TRUSTEES

ARTICLE I

ORGANIZATION

The Florida International University Board of Trustees (the “Board”) is established as a public body corporate, with all powers of a public body corporate as provided by Florida law, acting as an instrumentality of the state, pursuant to s. 768.28, Florida Statutes, for purposes of sovereign immunity. It shall serve as the governing body of the Florida International University (the "University") and perform all duties prescribed by law and by the Board of Governors.

The Board is the final institutional authority and delegates the conduct of administration and management of the University to the President. The Board entrusts the functions of teaching and research through the President to the Faculty. The Board encourages student, faculty and staff participation in decision-making within the limits of attainable effectiveness.

To establish a governance structure for the conduct of Board business, the Board establishes these Bylaws. These Bylaws are intended to encourage efficiencies and to facilitate Board business. These Bylaws, University Regulations and Board approved-policies take precedence over all other policies of the University.

ARTICLE II

THE BOARD

Section 2.1 Corporate Name. The Board of Trustees is a public body corporate called "The Florida International University Board of Trustees," with all the powers of a public body corporate under the laws of the State of Florida.

Section 2.2 Composition. The Board shall be composed of thirteen Trustees, six of whom shall be appointed by the Governor of the State of Florida and five of whom shall be appointed by the Board of Governors of the State University System of Florida, and all of whom are subject to confirmation by the Senate of the State of Florida. The other two members shall be the Chair of the Faculty Senate and the President of the University's Student Government Association for the Modesto A. Maidique Campus and they shall also serve as voting Trustees during their terms of office.

Section 2.3 Powers and Duties. The Board shall serve as the governing body of the University. The Board shall have the authority to carry out all lawful functions permitted by these Bylaws, by regulations and policies of the Board of Governors and by law. The Board’s responsibilities include:

- Determining the mission of the University and ensuring that the mission is kept current and aligned with public purposes.
- Charging the President with the task of periodically leading a strategic planning process consistent with the Board’s strategic direction for the University; approving the strategic plan, and monitoring its effectiveness.
Selecting, supporting, and evaluating the President and reviewing the President’s compensation.

- Monitoring and overseeing the University’s fiscal integrity; overseeing the University’s financial resources and other assets; and preserving and protecting the University’s assets for posterity,

- Protecting, through monitoring and oversight, within the context of faculty shared governance, the educational quality of the University and its academic programs; and preserving and protecting the University’s autonomy, academic freedom, and the public purposes of higher education.

- Engaging regularly, in concert with senior administration, with the University’s major constituencies.

- Approving University regulations and Board policies.

- Conducting the Board’s business in a business-like fashion and with appropriate transparency, adhering to the highest ethical standards and complying with applicable open-meeting and public-record laws.

- Keeping Board governance policies and practices current.

- Periodically assessing the performance of the Board, its committees, and its members.

In fulfilling their Board duties, Trustees may rely on information, opinions, and reports provided by University administrators to the Board, so long as the Trustees reasonably and in good faith believe them to be reliable and competent.

The Board may delegate and provide for the further delegation of any and all powers and duties, subject to the limitations set forth in law.

Section 2.4 Corporate Seal. The University shall have a seal on which shall be inscribed “Florida International University”. The seal shall be used only in connection with the transaction of business of the Board and of the University. The Corporate Secretary may affix the seal on any document signed on behalf of the University. The seal of the University shall be consistent with the following form and design:

![Seal of Florida International University]

**ARTICLE III**

**THE TRUSTEES**

Section 3.1 Term of Office. Trustees shall serve for staggered 5-year terms, as provided by law and may be reappointed for subsequent terms, except for the faculty and student representatives who shall serve for the duration of the term of their respective elected offices.
Section 3.2 Attendance. All trustees are expected to attend board and committee meetings. If a trustee has three consecutive unexcused absences in any fiscal year, the Chair will ensure that the trustee is still willing and able to serve, and will notify the appointing authority of the specific Trustee’s attendance record.

Section 3.3 Vacancies. Vacancies shall be filled by the appointing authority, subject to confirmation by the Senate of the State of Florida.

Section 3.4 Compensation. Trustees shall serve without compensation but may be reimbursed for travel and per diem expenses in accordance with state law.

Section 3.5 Emeritus Status. The Board shall have the special member categories of Chairperson Emeritus and Trustee Emeritus for honorary purposes to recognize past Chairpersons and Trustees who have provided distinguished and extraordinary service and contributions to the University and are no longer serving in that capacity. Trustees shall be elected by a two-thirds vote of the Board for either of the above defined designations. Trustees receiving the Chairperson or Trustee Emeritus title may attend meetings of the Board but shall not have the right to vote and shall not be considered in constituting a quorum. This provision shall only be applicable to Trustees whose Board service commenced prior to June 30, 2014; thereafter, this provision shall no longer be effective.

ARTICLE IV

OFFICERS OF THE BOARD

Section 4.1 Officers. The officers of the Board are the Board Chair, Board Vice Chair, and the Executive Officer and Corporate Secretary.

Section 4.2 Selection / Term of Officers. The Board Chair and Vice Chair shall each serve for a two year term. The Board shall select, by majority vote, the Board Chair and Board Vice Chair from the appointed members at the last regularly scheduled meeting of the fiscal year and the Board Chair and Vice Chair will serve for the two fiscal years following thereafter. The Chair and Vice Chair shall be eligible for reselection for one additional consecutive two-year term. Normally, to be eligible for election as Chair or Vice Chair, a member of the Board shall have at least two years remaining on his or her term of appointment. Any additional term of office must be approved by a two-thirds vote of the Board. The University President shall serve as Executive Officer and Corporate Secretary of the Board.

Section 4.3 Duties of Chair. The duties of the Board Chair include presiding at all meetings of the Board, calling special or emergency meetings of the Board when necessary, appointing and removing Committee Chairs and Committee members, establishing and disbanding ad hoc committees, task forces or working groups of the Board, attesting to the actions of the Board, serving as the spokesperson for the Board and fulfilling other duties as assigned by the Board.

Section 4.4 Duties of Vice Chair. The Board Vice Chair shall act as Board Chair during the absence or disability of the Board Chair. While the Vice Chair shall be the presumptive successor to the Chair when a vacancy occurs, the Chair shall be selected by the full Board by a majority vote.
Section 4.5 Duties of Corporate Secretary. The University President, as Executive Officer and Corporate Secretary of the Board, is responsible for giving notice of all meetings of the Board, setting the agenda and compiling the supporting documents for the meetings of the Board in consultation with the Board Chair, recording and maintaining the minutes of any Board meeting, executing or attesting to all documents that have been executed by the Board, and shall be custodian of the University’s seal.

ARTICLE V

DUTIES OF THE PRESIDENT

The University President shall serve as the principal liaison officer and official contact between the Board and the faculty, staff and students 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 missions 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 President shall have the authority to execute all documents and take all actions on behalf of the University and the Board consistent with law, Board regulations, policies and delegations, these Bylaws and the best interests of the University.

ARTICLE VI

MEETINGS

Section 6.1 Applicability of Sunshine Law. All meetings of the Board and its Committees shall be open to the public at all times unless the matter being discussed or acted upon falls within the provisions of law allowing closed meetings. No formal action shall be considered binding except as taken or made in accordance with Section 286.011, Florida Statutes.

Section 6.2 Regular Meetings. Meetings of the Board shall be held as needed, with a minimum of four (4) regular meetings per year. Meetings may be held at the Florida International University or other locations as deemed necessary and appropriate by the Board, consistent with Section 286.011, Florida Statutes. The schedule of meetings is to be available on the Board’s website.

Section 6.3 Special Meetings. The Board may hold special meetings, including hearings and workshops, at times and places designated by the Board Chair. The Corporate Secretary shall send written notice of such special meetings to all trustees, along with a statement of the purpose of the meeting, at least 48 hours in advance. Only matters included in the Chair’s call of the meeting may be considered at a special meeting except a new matter may be added by an affirmative vote of a majority of the trustees at the meeting.

Section 6.4 Emergency Meetings. Meetings of the Board may be held for the purpose of acting on emergency matters affecting the university or public health, safety, or welfare. Notice of the time, date, place and purpose of an emergency meeting will be posted on the Board’s website and forwarded to a major newspaper of general circulation in the area where the meeting will take place. The media may also be notified through a press release issued by the Media Relations Office.
Section 6.5 Notice of Meetings. Reasonable prior notice of all meetings shall be provided in accordance with Florida law. Notice of regular and special meetings will be provided by posting the notice and agenda on the Board’s website and faxing such notice and agenda to a major newspaper of general circulation. Notice of emergency meetings shall be provided as described above.

Section 6.6 Telephonic Meetings. At the discretion of the Board Chair, Full Board and Committee meetings may be held through teleconferencing or other electronic means. Additionally, while Trustees are expected to attend most in person Board and Committee meetings, the Board Chair may give permission for participants to participate through teleconferencing or other electronic means when this is deemed necessary.

Section 6.7 Quorum. A majority of the members of the Board must be present to constitute a quorum for the transaction of business.

Section 6.8 Voting. Unless otherwise provided in these Bylaws, the decision of the majority of the Trustees in attendance and voting on the question shall prevail. No Trustee present at a Board meeting or Committee meeting may abstain from voting except for those circumstances when a Trustee has a specific recognized conflict of interest under Florida law. Trustees are prohibited from voting on any matters which the Trustee knows would inure to his or her individual special private gain or loss. A Trustee is encouraged to abstain from voting when a Trustee has any other conflict of interest recognized under the Florida Code of Ethics but Trustees are permitted by Florida law to vote when such a conflict of interest is present so long as the Trustee discloses the conflict of interest. Trustees with voting conflicts are required to inform the Board in the manner prescribed by the Florida Commission on Ethics. Voting by proxy or by mail is not permitted.

Section 6.9 Meeting Agendas. The Corporate Secretary or his/her designee, in consultation with the Board Chair, shall set the agenda for meetings. The Corporate Secretary will provide a copy of the agenda and supporting documentation to each member of the Board for regular meetings and, when possible, special meetings, at least seven (7) calendar days prior to the meeting, and for emergency meetings and all other special meetings, as soon as practical after the meetings are scheduled. Failure to provide an agenda by the time specified in these Bylaws will not affect the ability of the Board to vote on any items. If additional items or supporting documentation become available prior to the meeting, a supplemental agenda will be provided. Agendas shall list items in the order they are to be considered. Items may be considered out of their stated order at the discretion of the Chair. The Board may also consider and vote on items not included in the published agenda.

Normally, agenda items that come before the Board have been considered and recommended by a Committee of the Board. However, the Chair may, in consultation with the Corporate Secretary, allow an item to be presented to the full Board without prior consideration by a Board committee when circumstances warrant.

Section 6.10 Consent Agenda and Action Items. At regular meetings of the Board, the Board shall vote on matters appearing on the Consent Agenda in its entirety, unless an individual Trustee requests that a separate vote be taken on a particular item. A separate vote shall be taken on each item appearing as an Action Item on the Agenda.
Section 6.11 Rules of Procedure. *Roberts Rules of Order*, newly revised, will be followed in conducting meetings of the Board, unless otherwise provided by the Board Bylaws. The Chair shall resolve questions regarding interpretations under these Bylaws or Roberts Rules.

Section 6.12 Minutes. Minutes of the meetings of the Board shall be kept by the Corporate Secretary, who shall cause them to be preserved and who shall transmit copies to the members of the Board. 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 attached to the minutes except when so ordered by the Board.

ARTICLE VII

COMMITTEES

Section 7.1 Committees. Except for the Governance Committee, the membership of which is specified in these Bylaws, the Board Chair, in consultation with the President, shall appoint members of Committees, their Chairs, and Vice Chairs based upon their expertise in matters relating to that Committee and may also remove any members. All Committees shall have no fewer than three (3) members. Unless specifically delegated or as otherwise provided in these Bylaws, authority to act on all matters is reserved exclusively to the Board and the duty of each Committee shall be to consider and to make recommendations to the Board upon matters referred to it. Each Committee shall have a written statement of purpose and primary responsibilities, or charter, as approved by the Board. The chairs of all Committees shall perform their duties and shall have the responsibility and authority to place matters on the Board’s agenda, with approval of the Board chair.

Section 7.2 Standing Committees. The following Committees shall be standing Committees of the Board until dissolved by the Board:

The Academic Policy and Student Affairs Committee shall be responsible for oversight of all policies relating to the academic and student affairs of the University. It shall assist the Board in its oversight responsibilities relating to aspects of student life and student conduct. It shall review the infrastructure and resources necessary to deliver the academic and student life programs and for the accreditation of the University and professional programs. It shall be responsible for reviewing and considering policies relating to new and existing degree programs, instruction and research. It shall review and consider policies relating to the recruitment and retention of faculty members, including tenure, academic freedom and academic responsibility, codes of conduct and appropriate penalties for violations of University regulations pertaining to academic dishonesty, and student admissions, and make recommendations to the Board on these and other matters referred to it by the Board.

The Athletics Committee shall serve as the primary advisory body to the President in matters relating to intercollegiate athletics. It shall insure the proper role of athletics within the overall mission of the University. It shall insure the integrity of the athletics program with regard to NCAA, the University’s athletic conference, state and federal law compliance and gender equity on Intercollegiate Athletics. It shall work to maintain the proper perspective of athletic competition within the university life of the student-athlete. It shall monitor the academic performance and progress made by student-athletes. It shall oversee all programs designed to insure the academic success, personal development and personal welfare of student-athletes.
The External Relations Committee is responsible for reviewing and recommending to the Board policies relating to local, state and federal legislation; working to identify all major local, state and federal activities affecting the University; reporting to the Board recommended actions which will further the University’s mission; reviewing and recommending to the Board policies affecting communications with the media and with the public, including alumni of the institution; and reviewing and considering programs that advance the University’s reputation and further the University's teaching, research, and service missions in the local, state, national, and international communities.

The Finance and Audit Committee is responsible for providing oversight over the University’s financial resources and other assets and for reviewing internal and external audits of the University, direct support organizations, and the University’s faculty practice plan corporation, together with responses and corrective actions, as applicable. This includes receiving and reviewing information regarding the fiscal operations of the University and reviewing and, when appropriate, recommending to the Board for its approval: the University’s annual operating and capital outlay budgets; the University’s investment policy; the University’s Capital Improvement Program list for funding by the Legislature, including the Public Education Capital Outlay list; debt issuances; the University’s master plan(s); honorary and donative namings of University facilities; regulations and Board policies pertaining to the financial resources and other assets of the University; advising the Board on all aspects of internal and external audit; advising the Board on the adequacy of accounting procedures, systems, controls, and financial reporting in accordance with applicable laws and regulations; and overseeing and monitoring the University’s compliance program.

The Governance Committee is responsible for reviewing and making recommendations to the Board on various Board functions, including, periodically reviewing these Bylaws; evaluating the Board’s performance; overseeing governance of the University’s affiliated organizations; overseeing Presidential personnel matters, including the annual evaluation of the President; considering collective bargaining matters coming before the Board; and establishing regulations and Board policies regarding University governance. Furthermore, the Governance Committee shall have and may exercise all powers and authority of the Board on an as needed basis between regular Board meetings for time-sensitive matters, subject only to such restrictions or limitations as the Trustees may from time to time specify, except that the following matters shall be reserved to the full Board for approval: (i) Board officer selection, (ii) changes in the mission and purposes of the institution, (iii) presidential selection and termination, (iv) amendments to the Bylaws, (v) debt issuances, (vi) sale or other disposition of real property, (vii) the University’s annual operating and capital outlay budgets and the University’s Capital Improvement Program list for funding by the Legislature, including the Public Education Capital Outlay list, and (viii) any other matter required by law or Board of Governors’ regulation to be approved by the full Board. All actions taken by the Governance Committee pursuant to this authority shall be reported at the next meeting of the full Board, or when deemed sufficiently important by the Board Chair and the University President, such actions shall be reported to the Trustees within thirty (30) days after such action is taken, or at a meeting of the Trustees if a meeting is held within that period of time. The Governance Committee shall be comprised of the Board Chair, Board Vice Chair and all Committee Chairs.

The Health Affairs Committee is responsible for oversight of all policies relating to the Academic Health Center; assisting the Board in its oversight responsibilities relating to aspects of the Colleges of Medicine, Nursing and Health Sciences, Public Health and Social Work, Arts and Sciences (School of Integrated Science and Humanity), and Engineering and Computing (Department of Biomedical Engineering) that deal with health affairs; assisting the Board in its oversight responsibilities of the
University’s clinical activities, including the faculty practice plan and the delivery of student health services; reviewing the infrastructure and resources necessary for the operation and integration of the Academic Health Center; and assisting the Board in providing strategic direction regarding affiliation activities for clinical instruction and practice for all faculty and students in the Academic Health Center.

Section 7.3 Ad-Hoc Committees. Ad-Hoc Committees shall be appointed by the Board Chair with such powers and duties and period of service as the Board Chair may determine, provided that no ad-hoc committee shall be created to act upon any matter appropriate to be acted upon by a standing committee. The Chair of any ad-hoc committee shall be appointed by the Board Chair and shall perform his/her duties in consultation with the University President.

Section 7.4 Quorum. A majority of the regular committee members shall constitute a quorum for all committee meetings. A quorum having been established, no business shall be transacted without a majority vote of all committee members present.

ARTICLE VIII

AMENDMENT OR SUSPENSION OF BYLAWS

Section 8.1 Bylaw Amendments. These Bylaws may be altered, amended or repealed at any regular meeting of the Board by a two-thirds (2/3) vote of all members of the Board, when notice of the proposed amendment or repeal is provided in the meeting notice.

Section 8.2 Suspension of Bylaw Provisions. Any provision of these Bylaws may be suspended in connection with the consideration of a matter before the Board by an affirmative vote of not less than two-thirds (2/3) of the members of the Board.

ARTICLE IX

APPEARANCES BEFORE THE BOARD

Section 9.1 Registration Procedures. Individuals or group representatives who desire to be heard on a proposition before the Board shall register in advance of the meeting by completing a public comment form (“Form”) specifying the agenda item or specific matter on which they wish to be heard. The Form shall be available at the Board of Trustees Office at 11200 S.W. 8 Street, PC 548, Miami, Florida 33199, and must be submitted to the Board of Trustees Office no later than 11:00 a.m. on the business day preceding the Board meeting.

The Assistant Corporate Secretary, in consultation with the General Counsel, shall determine whether the speaker is entitled to be heard in accordance with applicable law. Each Trustee will be provided with an opportunity to review the list of individuals who are on the agenda to appear before the Board, as well as the names of any who were not placed on the agenda.

Only registered persons who timely submit a Form will be called on to speak during the public comment period of a Board meeting. Any person who has not timely registered to speak may request approval to be heard by submitting a Form to staff at a registration table at the Board meeting location no later than twenty (20) minutes prior to the scheduled commencement of the Board meeting.
Persons submitting any such untimely requests shall be required to show good cause as to why the person was unable to timely submit the Form in accordance with these procedures. Any such untimely requests shall be considered at the sole discretion of the Chair.

Section 9.2 Time Limits. As a general matter, speakers shall be allotted a maximum of two (2) minutes to be heard on a proposition before the Board. At the discretion of the Chair, time limits may be extended or shortened depending on the number of speakers requesting to be heard. Organizations or groups wishing to address the Board on a proposition shall designate one representative to speak on their behalf, to ensure the orderly presentation of information to the Board. If a speaker has requested to speak on more than one agenda item before the Board, the maximum time that will be allotted to any individual speaker during a Board meeting is five (5) minutes, regardless of the number of agenda items or topics to be addressed.

Section 9.3 Decorum. In order to proceed with the essential business of the Board in an orderly manner, the following rules of decorum shall be strictly observed:

1. Persons scheduled to speak shall be called by the Chair at the appropriate time during the meeting. Any person not immediately appearing at the podium when called upon by the Chair shall waive the right to any further participation at the Board meeting. Each speaker shall state for the record his or her name and the organization or group represented, if any. Substitutions for scheduled speakers will not be allowed except in exceptional circumstances as determined by the Chair.

2. Each speaker’s remarks must be directed to the Chair or the Board as a whole and not to individual board members.

3. Speakers shall confine their comments solely to the proposition before the Board they have asked to speak on. Speakers may not use any form of profanity or loud abusive comments. The Chair may notify and warn speakers that their comments have gone beyond the subject matter for which they had signed up to address. The Chair may turn off the microphone or recess the meeting if a speaker persists in addressing irrelevant topics or engaging in inappropriate comments. The Chair has the authority after one warning to order the removal of the speaker from the meetings.

4. Speakers may not refuse to yield the podium when the Chair has advised that their time is up.

5. No clapping, applauding, heckling, shouting comments from the audience, or verbal outbursts in support or opposition to a speaker or his/her remarks shall be permitted. No signs or placards shall be allowed in the Board meeting. Persons exiting the Board meeting shall do so quietly.

6. Personal cellular telephone conversations shall be prohibited during Board meetings. Ringers must be set to silent mode to avoid disruption of proceedings.

Any individual or group representative who attempts to disrupt a Board meeting will be subject to appropriate action pursuant to law.
ARTICLE X

ACADEMIC FREEDOM

Statement of Board Policy on Academic Freedom

Florida International University is dedicated to the transmission and advancement of knowledge and understanding. Academic freedom is essential to the achievement of these purposes. The University therefore supports and encourages freedom of inquiry for faculty members and students, to the end that they may responsibly pursue these goals through teaching, learning, research, discussion and publication, free from internal or external restraints that would unreasonably restrict their academic endeavors. The University shall protect faculty and students in their responsible exercise of freedom to teach and learn.

ARTICLE XI

MISCELLANEOUS

Section 11.1 Conflict of Interest Policy. Trustees stand in a fiduciary relationship to the University. Therefore, Trustees shall act in good faith, with due regard to the interests of the University, and shall comply with the fiduciary principles and law set forth in the Code of Ethics for Public Officers and Employees, Chapter 112, Part III, Florida Statutes. The Board shall adopt a written conflict of interest policy, which shall be reviewed periodically and revised as necessary.

Section 11.2 Limitation of Liability and Indemnification. The Board shall be a corporation primarily acting as an instrumentality of the state pursuant to Section 768.28, Florida Statutes, for purposes of sovereign immunity. The University shall, to the extent legally permissible, indemnify, defend and hold harmless each of its Trustees, against all liabilities and expenses incurred in the connection with the disposition or 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 11.3 Non-Discrimination. The University does not discriminate in its educational and employment policies against any person on the basis of gender, race, color, religion, age, disability, sexual orientation, national or ethnic origin, or on any other basis proscribed by federal, state or local law.

Adopted 13 January 2003; Amended 12 March 2003; Amended 22 November 2004; Amended 19 September 2005; Amended 28 June 2007; Amended 29 February 2008; Amended 31 March 2009; Amended 12 June 2009; Amended 20 February 2010; Amended 10 September 2013; Amended 10 September 2014
OPERATING PROCEDURES OF
THE FLORIDA INTERNATIONAL UNIVERSITY
BOARD OF TRUSTEES

ARTICLE I
ORGANIZATION

Board of Trustees

The Florida International University Board of Trustees (the “Board”) is established as a body corporate, with all powers of a body corporate as provided by Florida law, acting as an instrumentality of the state, pursuant to s. 768.28, Florida Statutes, for purposes of sovereign immunity. It shall serve as the governing body of the Florida International University (the "University") and perform all duties prescribed by law and by the Board of Governors. In consultation with the University President, it shall provide for academic freedom and academic responsibility at the University.

Membership

The Board shall be composed of thirteen persons, six members appointed by the Governor of the State of Florida, five citizen members appointed by the Board of Governors, subject to confirmation by the Senate. The Chair of the Faculty Senate and the President of the Florida International University Student Government Association shall also serve as voting Trustees during their terms of office.

Board members shall be appointed for staggered 5-year terms and may be reappointed for subsequent terms, except for the faculty and student representatives who shall serve for the duration of the term of their respective elected offices. The Chair of the Faculty Senate will be appointed each year by the first of August and the President of the Florida International University Student Government Association will be appointed each year by the first of May. Members of the Board shall serve without compensation but may be reimbursed for travel and per diem expenses in accordance with state law.

All Board members are public officers subject to the requirements of the Florida Code of Ethics.

Special Members of the Board

Following an individual's service as Chair or Trustee of the Board, the Board may designate such former Chair or Trustee as Chairperson Emeritus or Trustee Emeritus. The Board shall have the special member categories of Chairperson Emeritus and Trustee Emeritus for honorary purposes to recognize past Chairpersons and Trustees who have provided extraordinary service and contributions to the University and are no longer serving in that capacity.
Trustees shall be elected by a two-thirds vote of the Board for either of the above defined designations. Chairperson or Trustee Emeritus may be invited to attend meetings of the Board but shall not have the right to vote nor shall be considered in constituting a quorum.

**Powers and Duties of the Board**

The Board shall serve as the governing body of The Florida International University. It shall select the President of the Florida International University for ratification by the Board of Governors and shall hold the President responsible for the University’s operation and management, performance, its fiscal accountability, and its compliance with federal and state laws and regulations of the Board of Governors. The Board shall have the authority to carry out all lawful functions permitted by the FIU BOT Operating Procedures, by regulations and policies of the Board of Governors or by law. The Board may adopt regulations and policies consistent with the University mission, with law, and with the regulations and policies of the Board of Governors, in order to effectively fulfill its obligations under the law.

**Officers**

The officers of the Board are the Board Chair, Board Vice-Chair, Treasurer, and the Executive Officer and Corporate Secretary. The Board shall select the Board Chair and Board Vice-Chair at the last regularly scheduled meeting of the fiscal year for a two year term to begin September 1. The Board Chair and Board Vice-Chair shall be eligible for reselection for one additional consecutive term. Any exception to this term of office must be approved by a two-thirds vote of the Board. The Treasurer shall be appointed by the Board Chair. The University President shall serve as Executive Officer and Corporate Secretary of the Board.

**Board Chair:** The Board Chair shall preside at all meetings of the Board, call special meetings of the Board when necessary, attest to actions of the Board, and notify the Board of Governors or the Governor, as applicable, in writing whenever a Board member has three consecutive unexcused absences from regular board meetings in any fiscal year, which may be grounds for removal. The Board Chair shall also appoint Committee Chairs, determine composition of all Board Committees and otherwise serve as spokesperson for the Board.

**Board Vice-Chair:**
The Board Vice-Chair shall act as Board Chair during the absence or disability of the Board Chair.

**Treasurer:** The Treasurer shall be responsible for oversight of all policies relating to the financial affairs of the University; may present a financial report to the Trustees at each meeting of the Board; and perform such other duties as may be assigned to him/her by the Board Chair, or the Board.
The Florida International University
Board of Trustees
Operating Procedures
Page 3

Corporate Secretary: The University President, as Executive Officer and Corporate Secretary, shall be responsible to the Board for all operations and administration of the University and for setting the agenda for meetings of the Board in consultation with the Chair.

Executive Officer:
As Executive Officer, the President shall serve as the principal liaison officer and official contact between the Board and the faculty, staff and students of the University. The President shall exercise such powers as are appropriate to his/her position in promoting, supporting and protecting the interests of the University and in managing and directing its affairs. The President may issue directives and executive orders consistent with existing Board policies and law. The President shall be responsible for all educational, financial, business and administrative functions of the University consistent with the policies established by the Board and shall exercise such other powers, duties and responsibilities as are delegated or assigned by the Board.

ARTICLE II
MEETINGS

Regular meetings: The Board will meet no fewer than four times per fiscal year, at a time and place designated by the Board Chair. Meetings of the Board are open to the public and all official acts will be taken at public meetings. The schedule of meetings is to be available on the University website at http://bot.fiu.edu/.

A Trustee cannot participate in a regular board meeting via telephone or other communications media technology or video conferencing, unless such a meeting is conducted only via electronic means as provided below.

Meetings by Means of Telephone Conference Calls and other Communications Media Technology: Committees may, at the discretion of their Chairs, 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 conducted by means of communications media technology will state where and how members of the public may gain access to the meeting.

Special Meetings: The Board will meet in special meetings, including hearings and workshops, at a time and place designated by the Board Chair, or in the absence of the Board Chair by the Board Vice-Chair.

Notice of Regular, Special, and Committee Meetings: Notice of regular meetings, committee meetings, and special meetings of the Board will be given by posting on the University's website at http://bot.fiu.edu/ and faxing such notice and agenda to a newspaper of general circulation not less...
Emergency Meetings: An emergency meeting of the Board may be called by the Board Chair or the Board Vice-Chair in the Board Chair's absence, upon no less than forty-eight (48) hours notice whenever, in the opinion of the Board Chair or Board Vice-Chair, an issue requires immediate Board action. 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, post a notice on the University’s website at http://bot.fiu.edu/, and shall provide notice to the public, by any procedure that is fair under the circumstances, 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 and to the public.

Executive Session: The Legislature has provided limited exemptions from the Sunshine Law for certain meetings because of the confidential material that must be discussed. When the Board decides to avail itself of any such exemption, it will do so by convening an executive session of the Board.

A. Pending Litigation:

Meetings to discuss pending litigation in which the Board is presently a party before a court or administrative agency may be held in executive session outside the Sunshine, provided the following procedures and conditions are met.

1. Counsel for the Board must advise the Board at a public meeting that he or she desires an executive session and must state the basis therefor.

2. Only Board members, the Board’s attorney(s) and the President of the University may attend a closed executive session to discuss pending litigation. Staff members or consultants are not permitted to attend. The Board must give advance public notice, pursuant to its procedures, of the time and date of the executive session, and must identify the names of the persons who will be attending the closed session.

3. The session must commence with an open meeting at which the Board Chair or his/her designee shall announce the commencement of the meeting, the estimated length of the closed executive session, and the names of the persons attending. At that point, the meeting is closed to all except those whose names have been announced. The executive session may then commence. At the conclusion of the executive session, the meeting must be reopened.
to the public and the person chairing the meeting shall announce the termination of the closed executive session.

4. A certified court reporter must record the entire executive session. The reporter must record the times of commencement and termination of the executive session; all discussions and proceedings; the names of all persons present at any time; and the names of all persons speaking. No portion of any executive session may be held off the record. The Board must have the court reporter's notes fully transcribed, and the transcript filed with its records custodian. The transcript is exempt from Florida's public records law, and is not to be disclosed until the litigation concludes. Upon the conclusion of the litigation, the transcript becomes part of the public record.

5. The subject matter of the closed session must be confined to settlement negotiations or strategy sessions related to litigation expenditures. The Board may not go beyond these strict parameters. No final action, no vote, and no decisive action may be taken during the closed session. Any final decision to settle a lawsuit, for a certain amount of money, or under certain conditions, is a decision that must be voted upon in a public meeting.

B. Collective Bargaining:

1. Meetings to discuss collective bargaining strategy are completely exempt from the Sunshine law, and may be held in executive session without conforming to any of procedures and conditions required for an executive session to discuss litigation.

2. Attendance at the meeting by staff is limited to those named by the President as having involvement or oversight as to collective bargaining negotiations.

3. All documents created for an executive session on collective bargaining are confidential and exempt from the Public Records provisions.

**Quorum:** A majority of the members of the Board must be present to constitute a quorum for the transaction of business.

**Voting:** Unless otherwise provided in these Operating Procedures, the decision of the majority of the Trustees in attendance and voting on the question shall prevail, except that a majority vote of all members of the Board is required for establishing policy, for making rules and regulations, for appointing and removing the President and for approving or discontinuing programs. No Trustee present at a Board, Committee meeting, who is a member of the Committee, may abstain from voting except for those circumstances when a Trustee has a conflict of interest. If a Trustee has a conflict of interest with any agenda item, the Trustee shall advise the Chair of the conflict and abstain from voting. The Trustee shall complete a Memorandum of Voting Conflict Form within fifteen days of the meeting which shall be incorporated into the records of the meeting.
Voting by proxy or by mail shall not be permitted.

For purposes of these Operating Procedures the term "ex officio" shall mean that the person with such designation does not have a right to vote nor to be counted towards reaching a quorum.

At meetings of the Board, the Board shall vote on matters appearing on the Consent Agenda in its entirety, unless an individual Trustee requests that a separate vote be taken on a particular item. A separate vote shall be taken on each item appearing as an Action Item on the Agenda.

Parliamentary Rules: Roberts Rules of Order, newly revised, will be followed in conducting meetings of the Board, unless otherwise provided by the Board. The Chair shall resolve disputes regarding interpretations under Roberts Rules.

Agenda

The agenda for each meeting of the Board, or a Committee, shall be prepared by the Corporate Secretary or his/her designee, in consultation with the Board Chair, or the Chair of the Committee, as applicable. Every request for inclusion of an item on the agenda of a non-emergency meeting shall be put in writing and filed, together with any supporting documents, with the Corporate Secretary 30 days in advance of the meeting. The Corporate Secretary shall determine the propriety and practicability of including that item on the agenda for the meeting and may place time limits on any presentation or decline to place any matter on the agenda. The Corporate Secretary will assemble the items received, and provide a copy of the agenda to each member of the Board at least 7 days prior to the meeting. If additional items or supporting documentation become available, a supplemental agenda will be provided at least 3 days prior to the meeting. If a Trustee would like a non-agenda item to be placed on the agenda, he/she may do so through a written memorandum to the Corporate Secretary no later than 3 days before the non-emergency meeting of the Board or Committee.

No agenda item may come before the Board unless it has been previously considered and recommended by a Committee of the Board. However, an agenda item may be presented to the Board without prior consideration by a Committee if it is determined to be an emergency item by the Corporate Secretary in consultation with the Board Chair.

The agenda shall list the items in the order they are to be considered. Items may be considered out of their stated order at the discretion of the Chair.
Minutes

Minutes of the meetings of the Board or Committees, 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. 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 attached to the minutes except when so ordered by the Board.

ARTICLE III
COMMITTEES

The Board Chair may establish such committees as he/she deems necessary for the orderly conduct of the Board’s business.

The Board Chair, in consultation with the President, shall appoint members of Committees, their Chairs, and Vice-Chairs to substitute for the Chair of the Committee in his or her absence. Committee members, Chairs and Vice Chairs shall be appointed based upon their expertise in matters relating to that Committee. All Committees shall have no fewer than three members. A quorum for all Committees shall consist of a majority of the members.

The duty of each Committee shall be to consider and make recommendations to the Board on matters before it. Unless specifically delegated by the Board to a Committee, authority to act in all matters is reserved exclusively to the Board. The Chairs of the Committees shall perform their duties and shall have the responsibility and authority to place matters on the Board’s agenda, with the approval of the Board Chair.

The President shall be an ex officio member of every Committee.

The following Committees shall be standing Committees of the Board until dissolved by the Board:

The Academic Policy and Student Affairs Committee shall be responsible for oversight of all policies relating to the academic and student affairs of the University. It shall assist the Board in its oversight responsibilities relating to aspects of student life and student conduct. It shall review the infrastructure and resources necessary to deliver the academic and student life programs and for the accreditation of the University and professional programs. It shall be responsible for reviewing and considering policies relating to new and existing degree programs, instruction and research. It shall review and consider policies relating to the recruitment and retention of faculty members, including tenure, academic freedom and academic responsibility, codes of conduct and appropriate penalties for violations of University regulations pertaining to academic dishonesty, and student admissions, and make recommendations to the Board on these and other matters referred to it by the Board.
The Athletics Committee shall serve as the primary advisory body to the President in matters relating to intercollegiate athletics. It shall insure the proper role of athletics within the overall mission of the University. It shall insure the integrity of the athletics program with regard to NCAA, Sun Belt Conference, state and federal law compliance and gender equity on Intercollegiate Athletics. It shall work to maintain the proper perspective of athletic competition within the university life of the student-athlete. It shall monitor the academic performance and progress made by student-athletes. It shall oversee all programs designed to insure the academic success, personal development and personal welfare of student-athletes.

The Executive Committee shall be comprised of the Board Chair and Committee Chairs. The Executive Committee shall have and may exercise all powers and authority of the Board when the Trustees are not in session, subject only to such restrictions or limitations as the Trustees may from time to time specify, except that the Executive Committee shall have no authority to alter, amend, or repeal the Board of Trustees Operating Procedures. The Executive Committee shall meet at the call of the Chair of the Board. A majority of the voting members of the Executive Committee shall constitute a quorum and a majority vote of the voting members of the Committee present, after a quorum has been declared, shall be required to enact business of the Executive Committee. When urgency precludes a formal meeting, matters may be handled by telephone in accordance with provisions of these Operating Procedures. All actions of the Executive Committee shall be reported to the Trustees at the next ensuing meeting of the Board, or when deemed sufficiently important by the Board Chair and the University President, such actions shall be reported to the Trustees within thirty (30) days after such action is taken, or at a meeting of the Trustees if a meeting is held within that period of time. All actions of the Executive Committee shall be ratified by the Board and shall be included in the minutes of the Board. The Executive Committee shall constitute a presidential search committee of the Board to make recommendations to the Board upon the occurrence of a vacancy in the presidency and upon the selection of a president, constitute and appoint members to serve on a presidential transition team to organize an orderly transition of presidential leadership and introduction of the new president to the campus and local community.

The External Relations Committee shall be responsible for reviewing and recommending to the Board policies relating to local, state and federal legislation. It shall work to identify all major local, state and federal activities affecting the University and will report to the Board recommended actions which will further the University's mission. It shall be responsible for reviewing and recommending to the Board policies affecting communications with the media and with the public, including alumni of the institution. It shall review and consider programs that advance the University's reputation and further the University's teaching, research, and service missions in the local, state, national, and international communities.

The Finance and Audit Committee shall be responsible for oversight of all policies relating to the financial affairs of the University in accordance with the Board’s Finance and Audit Committee Charter, attached as Appendix “A”.

Adopted 13 January 2003
Amended 12 March 2003
Amended 22 November 2004
Amended 19 September 2005
Amended 28 June 2007
Amended 29 February 2008
Amended 31 March 2009
Amended 12 June 2009
Amended 20 February 2010
The Personnel Committee shall consider and recommend to the Board the compensation and other conditions of employment of the President and conduct annual evaluations of the President for consideration and adoption by the Board. The Committee shall make recommendations to the Board regarding the resolution of impasses in collective bargaining and, if and as required by law, the ratification of collective bargaining agreements. The Committee shall also make recommendations to the Board on the regulations pertaining to employees of the University.

Ad-Hoc Committees.

Ad-Hoc Committees shall be appointed by the Board Chair upon authority of the Board with such powers and duties and period of service as the Board Chair may determine, provided that no ad-hoc committee shall be created to act upon any matter appropriate to be acted upon by a standing committee. The Chair of any ad-hoc committee shall be appointed by the Board Chair and shall perform his/her duties in consultation with the University President.

ARTICLE IV
AMENDMENT OF OPERATING PROCEDURES

These Operating procedures may be altered, amended or repealed by a two thirds vote of all members of the Board at any regular meeting, when notice of the proposed amendment or repeal is provided in the meeting notice.

ARTICLE V
APPEARANCES BEFORE THE BOARD and BEFORE COMMITTEES OF THE BOARD

Individuals or group representatives who desire to appear before the Board to initiate a subject within the Board’s jurisdiction must submit their requests in writing at least seven (7) working days prior to the start of the meeting of the Board at The Florida International University Board of Trustees, 11200 S.W. 8 Street, PC 548, Miami, Florida 33199 at 11200 S.W. 8 Street, PC 528, Miami, Florida 33199, for the matter to be included in the agenda. The Corporate Secretary, in consultation with the Chair, will determine whether the item will be heard and when the item will be heard. Each Trustee will be provided with an opportunity to review the list of individuals who are on the agenda to appear before the Board, as well as the names of any who were not placed on the agenda.

The Board may place time limits on presentations or decline to hear any matter determined by it to be outside its jurisdiction or unrelated to a particular agenda item, or not practicable for a particular meeting.

The Chair may recognize any individual or representative of groups to address the Board.
In order to proceed with the essential business of the Board in an orderly manner, any individual or group representative who attempts to disrupt a Board meeting will be subject to appropriate action pursuant to law.

ARTICLE VI
CODE OF ETHICS

Code of Ethics—Conflict of Interest

Trustees stand in a fiduciary relationship to the University. Therefore, Trustees shall act in good faith, with due regard to the interests of the University, and shall comply with the fiduciary principles and law set forth in the Code of Ethics for Public Officers and Employees, Chapter 112, Part III, Florida Statutes. Trustees shall comport themselves in accord with the statutory Code of Ethics and the Conflict of Interest Policy attached to these Operating Procedures as Appendix “B”. Each Trustee shall annually complete and sign a disclosure form as required by said policy.

ARTICLE VII
ACADEMIC FREEDOM

Statement of Board Policy on Academic Freedom

Florida International University is dedicated to the transmission and advancement of knowledge and understanding. Academic freedom is essential to the achievement of these purposes. The University therefore supports and encourages freedom of inquiry for faculty members and students, to the end that they may responsibly pursue these goals through teaching, learning, research, discussion and publication, free from internal or external restraints that would unreasonably restrict their academic endeavors.

The University shall protect faculty and students in their responsible exercise of the freedom to teach and to learn.

It is the policy of the Florida International University to support and encourage full freedom within the law, of inquiry, discourse, teaching, research, and publication for all faculty. Members of the faculty are expected to recognize that accuracy, forthrightness and dignity benefit their association with the University and their position as men and women of learning. They should not represent themselves, without authorization, as spokespersons for the University.
The University shall not penalize or discipline members of their faculties because of the exercise of academic freedom in the lawful pursuit of their respective areas of scholarly and professional interest and responsibility.

ARTICLE VIII
MISCELLANEOUS PROVISIONS

Limitation of Liability and Indemnification

The Board shall be a corporation primarily acting as an instrumentality of the state pursuant to Section 768.28, Florida Statutes, for purposes of sovereign immunity. The University shall, to the extent legally permissible, indemnify, defend and hold harmless each of its Trustees, against all liabilities and expenses incurred in the connection with the disposition or 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.

Service of Process
Service of process may be made on the Corporate Secretary or his or her designee.

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

Sunshine Laws
Public access to Board records will be governed by the provisions of the Public Records Law, Chapter 119, Florida Statutes. Board Committee meetings shall be governed by the provisions of the Open Meetings Law, Chapter 286, Florida Statutes.

Corporate Seal
The corporation shall have a seal on which shall be inscribed “The Florida International University Board.” The Corporate seal shall be used only in connection with the transaction of business of the Board and of the University. The Corporate Secretary may affix the seal on any document signed on behalf of the corporation. Permission may be granted by the Corporate Secretary for use of the seal in the decoration of any University building or in other special circumstances. The Corporate seal of the Board shall be consistent with the following form and design:
Appendix “A”

THE FLORIDA INTERNATIONAL UNIVERSITY
BOARD OF TRUSTEES

FINANCE and AUDIT COMMITTEE
CHARTER

PURPOSE

This charter sets forth the operations and responsibilities of the Finance and Audit Committee of the Florida International University (the "University"). The Finance Committee’s primary function is to assist the University's Board of Trustees (the "Finance Board") in fulfilling its oversight responsibilities by reviewing procedures in place to assess and minimize significant risks, overseeing the quality and integrity of financial reporting practices (including the underlying system of internal controls, policies and procedures, regulatory compliance programs, and ethical code of conduct), and overseeing the overall audit process.

The Finance Committee’s role is one of oversight, not preparation or operation. Its members rely on the representations of Senior Management, General Counsel, the Office of Internal Audit and the Auditor General, other committees of the Board and other professional consultants. The Finance Committee promotes open communication among and between Senior Management, the Office of Internal Audit, the Auditor General, and the Board.

COMPOSITION AND MEMBER QUALIFICATIONS

- The Finance Committee consists of at least four members, all of whom are voting Trustees of the University.

- Members shall possess general accounting, business and financial knowledge, including the ability to read and understand fundamental financial statements. At least one member shall have accounting or financial expertise, as defined by the Board.
• Members shall be independent and objective in the discharge of their responsibilities. They are to be free of any financial, family, or other material personal relationship, including relationships with members of University management, University auditors and other professional consultants.

• A simple majority of the Finance Committee membership will constitute a quorum.

• It is the responsibility of the Finance Committee Chair to approve each meeting’s agenda and to update the Board on the significant matters discussed by the Finance Committee.

GENERAL ACTIVITIES AND RESPONSIBILITIES

The Finance Committee shall:

• Meet four times each year.

• Provide the Board with regular updates of Finance Committee activities and make recommendations to the Board for matters within the Finance Committee’s area of responsibility.

• Review the Finance Committee's charter periodically and recommend any proposed revisions for the Board’s approval.

• Meet separately with:
  – the Office of Internal Audit without the presence of management;
  – Senior Management, without the presence of the Office of Internal Audit to discuss any matters the Finance Committee or these individuals believe should be discussed privately. This should be performed at least two times annually, at the conclusion of a regularly scheduled Finance Committee meeting.

• Ensure that the Office of Internal Audit understands that they are ultimately responsible to the Finance Committee and the Board and they should communicate directly with the Finance Committee Chair when deemed prudent and necessary.

• Have the authority to conduct investigations into any matters within the Finance Committee's scope of responsibilities, set forth below. During such investigations, the Finance Committee shall have unrestricted access to the University’s independent auditors and anyone employed by
the University, and to all relevant information. The Finance Committee may retain, at the University’s expense, independent counsel, accountants and other professional consultants to assist with such investigations. The results of any such investigations must be reported to the Board by the Finance Committee Chair.

**SPECIFIC RESPONSIBILITIES: INTERNAL CONTROLS AND RISK ASSESSMENT**

The Finance Committee shall consider and review with Senior Management, the Office of Internal Audit, and other relevant offices, committees:

- The effectiveness of the University’s process for identifying significant financial, operational, reputational, strategic and regulatory risks or exposures and management’s plans and efforts to monitor and control such risks.

- The effectiveness of the University’s internal controls, including the status and adequacy of information systems and security and other relevant matters.

- The University’s oversight and monitoring of its subsidiaries, affiliates and joint ventures.

- The University’s insurance coverage and the process used to manage any uninsured risks.

**SPECIFIC RESPONSIBILITIES: COMPLIANCE WITH LAWS AND REGULATIONS**

The Finance Committee shall:

- Ascertain whether the University has an effective process for determining risks and exposure from asserted and unasserted litigation and other claims of noncompliance with laws and regulations.

- Review and discuss with Senior Management, General Counsel, University Compliance Officer and the Director of Internal Audit:
  - significant results of compliance audits;
  - any significant matters of litigation or contingencies that may materially affect the University’s financial statements; and
  - any legal, tax or regulatory matters that may have a material impact on University operations, financial statements, policies and programs.
SPECIFIC RESPONSIBILITIES: FINANCIAL REPORTING

The Finance Committee shall:

- Consult annually with the Office of Internal Audit regarding the integrity of the University’s financial reporting processes and related internal controls, including (but not limited to) the depth of experience and sufficiency of Finance and the Office of the Office of Internal Audit staff.

- Review and approve significant, non-mandated changes to accounting policies and practices.

- Advise Senior Management, based upon the Finance Committee’s review, whether the Finance Committee believes that the annual audited financial statements (including the footnotes) contain any material misstatements or omissions.

- Review with Senior Management at the completion of the annual financial statement audit:
  - the University’s annual financial statements and related footnotes, including their degree of clarity;
  - the Auditor General’s opinion regarding the financial statements;
  - any significant changes required to the state auditors audit plan;
  - any difficulties or disputes with management encountered during the audit, including an overall assessment of management cooperation;
  - the University’s accounting principles, including the consistency, appropriateness and quality (not just acceptability) thereof, with particular emphasis on sensitive accounting estimates and accruals;
  - the University’s overall level of compliance with governmental regulations;
  - reports concerning internal controls, including significant findings and recommendations and management’s response;
  - other matters that should be communicated to the Finance Committee under generally accepted generally accepted auditing standards; and
  - any other financial filings required by law or regulation.
SPECIFIC RESPONSIBILITIES: THE OFFICE OF INTERNAL AUDIT

The Finance Committee shall:

- Evaluate the Office of Internal Audit's role and scope of activities.
- Participation in the process of the appointment and dismissal of the Director of Internal Audit.
- Review and approve the Office of Internal Audit's annual audit plan (and any subsequent changes thereto), considering the University-wide risk assessment and the degree of coordination with the Auditor General's Office for an effective, efficient, non-redundant use of audit resources.
- Review and discuss with management and the Office of Internal Audit:
  - significant findings and recommendations, including management's response and timeframe for corrective action;
  - the degree of implementation of past audit recommendations; and
  - any difficulties encountered in the course of the audit activities such as restrictions on the scope of work or access to information.
- Assess the staffing of the Office of Internal Audit, including the annual budget.
- Review and approve modifications to the Office of Internal Audit.
- Review the organizational reporting lines related to the Office of Internal Audit, particularly related to confirming and assuring the continued independence of the Office of Internal Audit and its staff.

SPECIFIC RESPONSIBILITIES: COMPLIANCE WITH POLICIES AND STANDARDS

The Finance Committee shall review with the Office of Internal Audit, the University Compliance Officer, and:

- The University's monitoring of compliance with University policies, including (but not limited to) policies regarding the conduct of research.
- The results of the University's monitoring and enforcement of compliance with University standards of ethical conduct and conflict of interest policies.
The Finance Committee has the responsibilities and the powers set forth in this Charter. It is not the responsibility of the Finance Committee to conduct audits or other examinations and investigations, nor to provide assurance regarding compliance with laws, regulations, internal policies and codes of conduct, nor the completeness, accuracy or conformity with generally accepted accounting standards of the University’s financial statements generally accepted.

Appendix “B”

THE FLORIDA INTERNATIONAL UNIVERSITY
BOARD OF TRUSTEES
CONFLICT-OF-INTEREST POLICY

1. **Scope.** The following statement of policy applies to each member of the Board.

2. **Fiduciary Responsibilities.** Section 8 of Article II of the Constitution of the State of Florida states: “A public office is a public trust.” Board members of Florida International University serve the public trust and have a clear obligation to fulfill their responsibilities in a manner consistent with this fact. All decisions of the Board are to be made solely on the basis of a desire to advance the best interests of the institution and the public good.

Board members are generally involved in the affairs of other institutions and organizations. Effective boards will include individuals who have relationships and affiliations that may raise questions about perceived conflicts of interest. Although many such potential conflicts are and will be deemed inconsequential, each Trustee has the responsibility to comply with the Code of Ethics for Public Officers and Employees which is contained in Chapter 112, Part III (Sections 112.311 – 112.326) of the Florida Statutes.

3. **The Code of Ethics for Public Officers and Employees.** The Code of Ethics provides definitions and sets forth the various contexts in which conflicts arise. As defined in the Code, a “conflict of interest” arises in a situation in which regard for a private interest tends to lead to disregard of a public duty or interest.
Particular attention is required when public officers are in situations involving:

- solicitation and acceptance of gifts;
- favors or compensation;
- contracts and transactions with the University;
- unauthorized compensation;
- misuse of public position or confidential information;
- conflicting employment or consulting contractual relationships; and
- employment of relatives.

Thus, each Trustee has a continuing obligation to:

(a) be familiar with the Florida Statutes regarding ethics and conflicts of interest and the terms of this Policy;
(b) disclose to the Board Chair any possible personal, familial, or business relationships that might reasonably give rise to a conflict involving the University; and
(c) acknowledge by his or her execution of the attached “Conflict of Interest Disclosure Form” that he or she is in compliance with the letter and spirit of this Policy and applicable laws.

4. Disclosure. All Trustees shall list on the attached Conflict of Interest Disclosure Form, at least once a year, those relationships

(a) that they or members of their family maintain with organizations that do business with the University, or
(b) that could be construed to affect their independent, unbiased judgment in light of their decision-making authority and responsibility.

If a Trustee is uncertain as to whether to list a particular relationship, the Board chair and the General Counsel of the University should be consulted. Information shared or gathered as a result of such consultations (including information provided on the attached form) shall not be released except

- in accordance with applicable public records laws, or
- when the institution’s best interests would be served by disclosure, or
- as required by court order.

Any such required disclosure will be made only after informing the affected Trustee.
5. Definitions:

The following definitions apply to this policy:

**Business Relationship** – A business relationship is one in which a Trustee, or a Trustee’s spouse or child serves as an officer, director, or proprietor of, or has a material interest in, an organization that does business with Florida International University.

**Material Interest** - a direct or indirect ownership of more than 5 percent of the total assets or capital stock of any business entity constitutes a material interest.

Attached is The Florida International University Conflict of Interest Disclosure Form which each Trustee must file with the Secretary of the Board on or before July 1st of each year, unless a change necessitating an amendment occurs prior to July 1st of the following year.
THE FLORIDA INTERNATIONAL UNIVERSITY
BOARD OF TRUSTEES
CONFLICT OF INTEREST DISCLOSURE FORM

This Conflict of Interest Disclosure Form is intended to protect both the Board and the University, by affording the University ample opportunity to forestall any potential conflicts and assure that all Board decisions are above reproach.

To allow the Board and the University to monitor and promptly address any potential conflicts, please (i) identify below any relationships, financial or personal, that may constitute conflicts or potential conflicts of interest, or (ii) confirm that no such conflicts or potential conflicts are known to exist:

The following represent interests or relationships that are or may be in conflict with my position as Trustee of the University:

1. Personal, familial or business relationships that might reasonably give rise to a conflict involving the University.

_____________________________________________________________________________________
_____________________________________________________________________________________

2. Outside employment or service (any outside employment or provision of outside services by you or any member of your family that may be in conflict with your position as a Trustee of the University).

_____________________________________________________________________________________

2. Outside interests, financial and other (any interests or position which you or any member of your family hold in any outside concern from which the University obtains goods or services, or which provides services competing with the University):

_____________________________________________________________________________________

3. Any other potential issues or conflicts:

_____________________________________________________________________________________
_____________________________________________________________________________________

OR

As of today's date, I have no financial, professional, or personal relationships that reasonably hold the potential for a conflict of interest involving my service as a University Trustee.

I am familiar with The Florida International University Board of Trustees Conflict of Interest Policy pursuant to which this Disclosure Form is filed. I have disclosed all potential conflicts of interests of which I am aware, and I agree to promptly file a further Disclosure Form if any additional matters subject to disclosure arise before my next annual Disclosure Form is due.

Signature _______________________________ Date __________________________

Adopted 13 January 2003
Amended 12 March 2003
Amended 22 November 2004
Amended 19 September 2005
Amended 28 June 2007
Amended 29 February 2008
Amended 31 March 2009
Amended 12 June 2009
Amended 20 February 2010
FSU BOT Operating Procedures – Article IV, Section 403

FSU BOT Resolution Delegation of Authority to President
Florida State University
Operating Procedures

Introduction
The laws of the State of Florida establish The Florida State University Board of Trustees (hereinafter Board).

Article I - Membership

Section 101 - Governing Law
The membership of the Board shall be determined in accordance with State of Florida law.

Section 102 - Board Officers and Executive Officer/Corporate Secretary
(a) The Board shall have a Chair and a Vice Chair. The Board will elect a Chair and a Vice Chair every two years at the first regular meeting held in January, or at such other time as deemed necessary by a majority vote of the Board to fill a vacancy.

(b) The Chair of the Board shall preside at meetings of the Board, call special and emergency meetings, sign and execute all documents and instruments on behalf of the Board, and perform such other duties as may be required by law or directed by the Board. The Chair may delegate the authority to sign and execute documents and instruments on behalf of the Board to the Corporate Secretary.

(c) The Vice Chair of the Board shall have the powers and perform such duties as may be delegated to that individual by the Board and in the event of the death, absence or inability of the Chair to act, perform such duties and exercise the powers of the chair.

(d) The University President is the Executive Officer and Corporate Secretary of the Board, and shall be responsible for keeping the minutes of all regular meetings of the Board. The Secretary shall attest to the signature of other officers of the Board when required or necessary and shall affix the seal of the Board when necessary. The Secretary shall perform the duties customarily performed by the secretary to a public body corporate as well as such other duties as may be prescribed by the Board. As Executive Officer, the University President shall serve as the principal liaison and official contact between the Board and the faculty, staff and students of the university. The President shall exercise such powers as are appropriate to that position in promoting, supporting and protecting the interests of the University and in managing and directing its affairs. The President shall be responsible for all management functions of the University consistent with the policies established by the Board and shall exercise such other powers, duties and responsibilities as are delegated or assigned by the Board and Florida statutes.

Article II -- Meetings

Section 201 - Scheduling of Meetings
(a) There shall be an organizational meeting of the Board every two (2) years for the election of the Chair, Vice Chair, and such other additional officers as the Board may decide are necessary and appropriate. If the organizational meeting of the Board is not held as stated above, the election of officers may be held at any meeting called pursuant to these internal practices and procedures. Normally, to be eligible for election as Chair or Vice Chair, a member of the Board shall have at least two years remaining on his or her term of appointment, provided that this requirement may be waived by a majority vote of the Board.

(b) Meetings of the Board shall be held as needed.

(c) Special and emergency meetings of the Board shall be held when directed by the Chair or any seven (7) members of the Board.

(d) Meetings of the Board may be held for the purpose of acting on emergency matters affecting the university or public health, safety, or welfare. Notice of the time, date, place and purpose of an emergency meeting will be published in the Tallahassee Democrat newspaper, major newspaper of general circulation in the area where the meeting will take place, or on The Florida State University website. The media may also be notified through a press release issued by the Media Relations Office, The Florida State University.

(e) Meetings of the Board may be held at The Florida State University or other locations as deemed necessary and appropriate by the Board.

(f) Meetings may be conducted through conference call or teleconference.

Section 202 - Notice of Meeting

(a) Reasonable notice of all meetings shall be made in accordance with Chapter 286 and 120 Florida Statutes by publication in the Tallahassee Democrat newspaper, other major publication of general circulation in the area where the meeting will be held, or on The Florida State University website.

(b) Such notice shall state the date, time and place of the meeting, a brief description of the purpose and the address where interested persons can write to obtain a copy of the agenda.

Section 203 -- Agendas

(a) The University President shall be responsible for setting the agenda for meetings of the Board in consultation with the Chair.

(b) At least seven (7) days prior to each regular meeting of the Board of Trustees, a copy of the agenda, including (insofar as is practicable) copies of all reports and other written materials to be presented to the meeting, shall be sent to each member of the Board by the Secretary. Supplemental material should be sent to members not later than three (3) days prior to the meeting.

(c) The Secretary or designee shall prepare the agenda for meetings of the Board.

(d) The agenda shall list the items in the order they are to be considered. Items may be considered out of their stated order at the discretion of the Chair.

(e) The agenda shall consist of the following, as appropriate:

1. Call to Order and Roll Call
2. Review and Approval of Previous Meeting Minutes
3. Chairperson's Remarks
4. Standing Committee Reports
5. President's Remarks, Reports, Consent Items, Action Items and Information Items
6. New Business
Section 204 -- Attendance

All trustees are expected to attend board and committee meetings. If a trustee has four absences in a two-year time period, the Chair will ensure that the trustee is still willing and able to serve, and will notify the appointing authority of the specific trustee’s attendance record. The chair will provide an annual report on trustee attendance to the Governor and Board of Governors.

Article III - Conduct of Business

Section 301 - Call to Order and Roll Call

At the hour appointed for the meeting, the Chair shall call the Board to order and the Chair or the Secretary shall call the roll.

Section 302 -- Quorum

A quorum of the Board shall consist of a majority of the members of the Board. No action shall be taken by the Board without the affirmative vote of at least seven (7) members.

Section 303 - Presiding Officer

The Chair shall preside over all regular and special meetings of the Board. In the absence of the Chair, the Vice Chair shall preside. In the absence of both the Chair and the Vice Chair, the Secretary shall determine whether a quorum is present and, in that event, shall call for the election of a temporary presiding officer, who shall be elected by and from the membership of the Board upon a majority vote. Upon arrival of the Chair or Vice Chair, the temporary Chair shall relinquish the chair after concluding the business then before the Board.

Section 304 -- Member Voting

(a) All members of the Board shall vote on all matters coming before the Board for consideration in accordance with s. 286.012, Florida Statutes. No member may vote by proxy. Each member having the right and entitled to vote at a meeting of the Board shall be entitled, at each meeting and upon each proposal presented at such meeting, to one vote.

(b) A member is authorized, but not required, to abstain from voting because of a conflict of interest under Chapter 112, Part III, Florida Statutes. See Article VI. Should a member elect to abstain, the member may be counted for purposes of computing a quorum for a vote on that question.

Section 305 - Procedures

(a) The business of the Board shall be taken up for consideration and disposition in accordance with the agenda for the meeting.

(b) The vote upon any resolution, motion or other matter may be by voice vote, but the Chair or any Board member may require a roll call vote.

Section 306 -- Minutes

(a) The Secretary shall ensure minutes are kept of all regular meetings of the Board of Trustees; shall file and preserve all minutes, rules, orders, papers, and documents pertaining to the business and proceedings of the Board; shall be custodian of all records of the Board; and, when required, shall attest the execution of all legal documents and instruments of The Florida State University.
(b) The Secretary shall develop minutes of the meeting to be sent to the members of the Board with the next meeting agenda.

(c) Records of the meetings of the Board, including any tape recording or video recording, are subject to Chapter 119, Florida Statutes.

Section 307 - Communications

All communications from the Board or any of its committees addressed to any employee or student of the University shall be transmitted through the President. This section does not preclude individual members of the Board from contacting any member of the university community.

Section 308 - Applicability of Robert's Rules of Order

Robert's Rules of Order Newly Revised shall be used to conduct meetings of the Board, except where these internal operating procedures specifically provide otherwise.

Article IV - Powers and Duties

Section 401 - General Powers and Duties

(a) The Board is vested with the authority to govern and set policy for The Florida State University as necessary to provide proper governance and improvement of the University in accordance with law and rules of the Florida Board of Governors.

(b) The Board may adopt rules and policies consistent with the University’s mission, with law, and with rules of the Florida Board of Governors.

Section 402 - Other Powers and Duties

The Board shall have such other powers and duties, not inconsistent with applicable provisions of State law, as presently or as shall be defined and delegated by the Florida Board of Governors.

Section 403 - Duties of the President

(a) The President is responsible for the operation and administration of the University.

(b) The President shall exercise powers and assume responsibilities in accordance with State law.

Article V - Committees

Section 501 - Committees

(a) The Chair of the Board shall have the power to establish committees and appoint members, subject to the approval of the Board. Standing committees are charged specifically with the immediate care and supervision of the subject matters assigned to them.

(b) Ex Officio Members: The Chair of the Board of Trustees, or in the Chair’s absence the Vice Chair of the Board, shall be ex officio members of all standing committees and subcommittees.

Section 502 - Notice and Records

The Secretary of the Board shall notice meetings of standing, special, and ad hoc Committees in the same manner as for meetings of the Board of Trustees. The Secretary shall not maintain minutes of these meetings, but will ensure that the meeting is audiotaped and kept publicly available.
Article VI - Conflict of Interest

Section 601-- Disclosure of Potential Conflict of Interest by Members of the Board of Trustees:

Members of the Board shall disclose and resolve potential conflicts of interest and ethical concerns in accordance with Chapter 112, Part III, Florida Statutes.

Article VII - Adoption, Amendment and Rescission of Internal Operating Practices and Procedures

Following initial adoption, the Internal Operating Procedures may be amended or rescinded at any regular meeting of the Board by a two-thirds vote of the total voting membership of the Board, provided that written notice containing the wording of each procedure to be adopted, amended, or rescinded shall have been presented at the preceding regular meeting of the Board.

Adopted January 24, 2003
Amended June 9, 2006
THE FLORIDA STATE UNIVERSITY BOARD OF TRUSTEES

RESOLUTION

DELEGATION OF AUTHORITY TO PRESIDENT

March 30, 2007

WHEREAS, effective January 7, 2003, pursuant to Article IX, section 7, Florida Constitution, the Florida Board of Governors was empowered to govern the state university system; and

WHEREAS, effective January 7, 2003, pursuant to Article IX, section 7, Florida Constitution, The Florida State University Board of Trustees was empowered to administer The Florida State University; and

WHEREAS, by Resolution of the Florida Board of Governors on January 7, 2003, the Board of Governors vested The Florida State University Board of Trustees with powers and duties to govern and set policy for The Florida State University, including the authority to adopt rules and policies; and

WHEREAS, by Resolution of the Florida Board of Governors on January 7, 2003, the Board of Governors adopted Florida Statutes, which included Section 1001.75, Florida Statutes that prescribed the university president’s powers and duties, as well as other statutes in the K-20 Education Code, Title XLVIII, Florida Statutes; and

WHEREAS, on February 28, 2007, in the case of Floridians for Constitutional Integrity, Inc., et al. v. State Board of Education and Board of Governors, the Circuit Court of the Second Judicial Circuit in and for Leon County, Florida, declared Section 1001.75, Florida Statutes, among others, to be unconstitutional; and

WHEREAS, The Florida State University Board of Trustees wishes to assure that the President, as the Chief Executive Officer of the University and Corporate Secretary of the Board of Trustees, has the requisite powers and duties to execute his responsibilities for the operation and administration of the University;

NOW, THEREFORE, The Florida State University Board of Trustees hereby delegates to Dr. Thomas Kent (T. K.) Wetherell, as University President, Chief Executive Officer and Corporate Secretary of the Board of Trustees, responsible for the operation and administration of The Florida State University, the following authority, powers and duties:

(1) To recommend the adoption of regulations, as appropriate, to The Florida State University Board of Trustees to implement provisions of law governing the operation and administration of the University, which shall include the specific authority, powers and
duties stated in this Resolution. Such regulations shall be consistent with the mission of the University and the regulations and policies of the Florida Board of Governors.

(2) To prepare a budget request and an operating budget for approval by the University Board of Trustees.

(3) To establish and implement policies and procedures to recruit, appoint, transfer, promote, compensate, evaluate, reward, demote, discipline, and remove personnel, and generally administer the University's personnel program within law and regulations of the Florida Board of Governors and in accordance with regulations or policies approved by the University Board of Trustees.

(4) To govern admissions, subject to law and regulations or policies of the University Board of Trustees and the Florida Board of Governors.

(5) To approve, execute, and administer contracts for and on behalf of the University Board of Trustees for licenses; the acquisition or provision of commodities, goods, equipment, and services; leases of real and personal property; and planning and construction to be rendered to or by the university, provided such contracts are within law and regulations of the Florida Board of Governors and in conformance with policies of the University Board of Trustees, and are for the implementation of approved programs of the University. University presidents shall comply with the provisions of Section 287.055, Florida Statutes for the procurement of professional services and may approve and execute all contracts on behalf of the Board of Trustees for planning, construction, and equipment. For the purposes of a University President's contracting authority, a "continuing contract" for professional services under the provisions of Section 287.055, Florida Statutes is one in which construction costs do not exceed $1 million or the fee for study activity does not exceed $100,000.

(6) To act for the University Board of Trustees as custodian of all University property.

(7) To establish the internal academic calendar of the University within general guidelines of the University Board of Trustees.

(8) To supervise and administer the University's program of intercollegiate athletics.

(9) To recommend to the University Board of Trustees the establishment and termination of undergraduate and master's-level degree programs within the approved role and scope of the University.

(10) To award degrees.

(11) To recommend to the University Board of Trustees a schedule of tuition and fees to be charged by the University, within law and regulations of the Florida Board of Governors.
(12) To organize the University to efficiently and effectively achieve the goals of the University.

(13) To review periodically the operations of the university 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.

(14) To enter into agreements for student exchange programs that involve students at the University and students in other postsecondary educational institutions.

(15) To provide purchasing, contracting, and budgetary review processes for student government organizations.

(16) To ensure compliance with federal and state laws, regulations, regulations, and other requirements that are applicable to the University.

(17) To maintain all data and information pertaining to the operation of the University, and report on the attainment by the University of institutional and statewide performance accountability goals.

(18) To adjust property records and dispose of state-owned tangible personal property in the University's custody in accordance with procedures established by the University Board of Trustees. Notwithstanding the provisions of Section 273.055(5), Florida Statutes, the President shall ensure that all moneys received from the disposition of state-owned tangible personal property are retained by the University and disbursed for the acquisition of tangible personal property and for all necessary operating expenditures. The President shall ensure that the University maintains records of the accounts into which such moneys are deposited.

(19) To approve travel under Section 112.061, Florida Statutes.

(20) To take routine administrative actions on behalf of The Florida State University 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, Florida Statutes, except this authority does not include the final approval of University regulations.

(21) To exercise the authority and duties of the President set forth in Section 705.18, Florida Statutes (Disposal of personal property lost or abandoned on university campuses and disposition of proceeds from sale thereof).

(22) To employ private attorney services pursuant to Section 287.059, Florida Statutes.

(23) To enter into agreements for and accept credit card payments as compensation for goods, services, tuition and fees pursuant to the Florida Board of Governors Resolution dated January 7, 2003.
(24) To secure comprehensive general liability insurance pursuant to the Florida Board of Governors Resolution dated January 7, 2003, and to provide for the payment of the cost of civil actions against officers, employees or agents of The Florida State University Board of Trustees pursuant to Section 1012.965, Florida Statutes.

(25) To enter into articulation agreements pursuant to Section 1007.22, Florida Statutes.

(26) To employ the services of collection agencies when deemed advisable in collecting delinquent accounts and to charge off and settle accounts when uncollectible pursuant to Section 1010.03, Florida Statutes.

(27) To administer a program for the maintenance and construction of facilities pursuant to Chapter 1013, Florida Statutes, in accordance with policies of The Florida State University Board of Trustees.

(28) 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 his or her designee may negotiate, enter into, and execute contracts, including contracts on a cost-reimbursement basis, and may provide temporary financing of such contracts prior to reimbursement from moneys on deposit in a sponsored research development fund, except as may be prohibited elsewhere by law.

(29) To exempt purchase by a division of sponsored research of material, supplies, equipment, or services for research purposes from the general purchasing requirements of the Florida Statutes upon certification addressed to the President that it is necessary for the efficient or expeditious prosecution of a research project.

(30) To perform all things necessary to secure letters of patent, copyrights, and trademarks on any work products and to enforce the University's rights therein in accordance with Section 1004.23, Florida Statutes.

(31) To approve establishment of education research centers for childhood development pursuant to Section 1011.48, Florida Statutes.

(32) To appoint members to collective bargaining teams to negotiate agreements on behalf of The Florida State University Board of Trustees with bargaining agents duly certified to represent public employees, to regularly inform and consult with the Board on the status of negotiations, and to sign final agreements for the Board after ratification by collective bargaining units.

(33) To administer traffic regulations on the grounds of campuses operated and controlled by the University as prescribed by regulations promulgated by The Florida State University Board of Trustees pursuant to Section 1006.66, Florida Statutes.
(34) To administer faculty practice plans approved by The Florida State University Board of Trustees.

(35) To have vested with the President or the President’s designee the powers, duties, and authority that is vested with the University.

The Florida State University Board of Trustees hereby reaffirms and ratifies all actions within the scope of this Resolution that have been taken by the President or his designees from February 28, 2007 up to and including the date of this Resolution.

The Florida State University Board of Trustees authorizes the President to further delegate to appropriate University personnel the authority, powers and duties as described above in writing with a copy of such delegation to be filed in the Office of the General Counsel. Existing delegations by the President or his designees already in effect as of the date of this Resolution shall remain in effect until such time as they expire or are otherwise withdrawn or nullified in accordance with the terms of the delegation.

PASSED AND ADOPTED by The Florida State University Board of Trustees at a public meeting thereof duly called and held this 30th day of March 2007.
NCF

NCF Regulations Manual: Chapter 2 – The Board of Trustees
2-1001 General Provisions.

The NCF BOT is vested with the authority to govern and administer NCF as necessary to carry out its mission in accordance with law, and regulations and agreements of the BOG. Chapter 2 of the Regulations of NCF shall constitute the By-laws of the BOT.

New 11-5-05. Originally adopted 9-29-01 as By-laws of the Board of Trustees of NCF, amended 11-03-01, 5-25-01, 7-15-01, 8-24-02, 2-8-03, and 2-5-05; revised and adopted as Regulation 11-4-05. Revised 11-6-10.
NEW COLLEGE OF FLORIDA
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CHAPTER 2—The Board of Trustees

2-1002 Membership.

(1) Composition. The BOT is composed of thirteen (13) citizen members dedicated to the purposes of the State University System, six (6) of whom shall be appointed by the Governor, and five (5) of whom shall be appointed by the BOG. The appointed members shall be confirmed by the Senate. The BOT shall be a body corporate with the powers and duties established by Article IX, section 7 of the Constitution of the State of Florida, and the BOG resolution dated January 7, 2003. In addition, the student body president and the chair of the faculty senate, or the equivalent, shall be members. There shall be no residency requirement for College BOT members, but the Governor shall consider diversity and regional representation.

(2) Terms. BOT members will serve staggered terms of five (5) years as provided by law. BOT members shall receive no compensation but may be reimbursed for travel and per diem expenses as provided in section 112.061, Florida Statutes.

(3) Vacancy. A vacancy on the BOT is filled by appointment by the Governor for the unexpired term. Members shall continue to hold office until their successors have been appointed and have qualified.

(4) Removal. BOT members may be removed by the Governor for cause or upon recommendation of the BOG. Three (3) consecutive unexcused absences from regular Board meetings in any fiscal year may be grounds for removal. If any BOT member fails to attend three consecutive regular meetings in any fiscal year, the Chair shall notify the Governor of such failure to attend.

New 11-4-05. Originally adopted 9-29-01 as By-laws of the Board of Trustees of NCF, amended 11-03-01, 5-25-01, 7-15-01, 8-24-02, 2-8-03, and 2-5-05; revised and adopted as Regulation 11-4-05. Revised 11-6-10.
2-1003 Meetings.

Meetings of the BOT are of two kinds: regular meetings (of which one is the Annual Meeting) and special meetings.

(1) Regular Meetings. Regular meetings of the BOT shall be called by the Chair not less than four (4) times a year for the purpose of approving the minutes of regular BOT meetings and Executive Committee meetings, and for considering such other business as may properly be brought before it.

(2) Annual Meeting. The first regular meeting after July 1 shall be the Annual Meeting. The purpose of the Annual Meeting shall be to receive a report on the state of NCF by its President, to elect officers and the Executive Committee, and to conduct such other business as may properly come before the meeting. At the meeting at which a Chair is selected, the retiring Chair shall preside pro tempore if he/she is still a member of the BOT; if not, the retiring Vice Chair. If no officer or retiring officer remains on the BOT, the first named BOT member is the temporary Chair and will call for the election of a Chair pro tem. A Chair pro tem shall be elected by the BOT to preside at the election of a new Chair.

(3) Special Meetings. Special meetings of the BOT may be called by the Chair or any three (3) members at such dates, times and places as may be specified in the call for the meeting.

(4) Notice. Notice of the time and place of the Annual Meeting and all regular meetings of the BOT shall be sent by the Secretary to each member at least one (1) week before such meeting accompanied by an agenda of those matters scheduled to be raised for consideration and by the minutes of such Executive Committee meetings as may have been held since the BOT’s last annual or regular meeting. Written notice of all special meetings shall be sent by the Secretary at least three (3) days in advance of the meeting. All notices of special meetings shall be sent to the address of record of each member and shall include the item or items of business to be considered. No matter may be considered at any special meeting that was not included in the call of that meeting except by a two-thirds vote of the trustees present at the meeting.

(5) Quorum. Seven (7) members shall constitute a quorum for the conduct of business by the full BOT, except in those instances where a different quorum may be required by other statutory provisions. BOT members may participate via teleconference if they are unable to physically attend the meeting.

(6) Vote. Approval of any proposal at any meeting of the BOT shall require the affirmative vote of a majority of those members present. BOT members shall be required to vote on all proposals made at any meeting; provided, however, that no member shall participate in any matter in which that BOT member has a conflict of interest as set forth in section 112.3143, Florida Statutes, without first complying with the disclosure requirements set forth therein.

(7) Open Meeting Requirements. All meetings of the BOT and its committees will be considered open as provided in the Florida Government in the Sunshine Act.

(8) Agenda. For the Annual Meeting and each regular meeting, the President shall have prepared, in consultation with the Chair of the BOT, an agenda comprising such matters as the BOT, the Chair, the President and the chair of each standing committee shall refer for consideration. After receiving the Chair’s approval, the Secretary shall mail a copy of this agenda to each member of the BOT at
least one (1) week prior to the meeting of the BOT. Matters which arise subsequent to the sending of the agenda and prior to the convening of the meeting of the BOT shall be presented to the BOT at the time of the meeting as determined by the President in consultation with the Chair.

New 11-4-05. Originally adopted 9-29-01 as By-laws of the Board of Trustees of NCF, amended 11-03-01, 5-25-01, 7-15-01, 8-24-02, 2-8-03, and 2-5-05; revised and adopted as Regulation 11-4-05. Revised 11-6-10.
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CHAPTER 2—The Board of Trustees

2-1004 Powers and Duties of the BOT. Pursuant to Article IX, section 7 of the Constitution of the State of Florida and BOG resolution dated January 7, 2003, BOT Regulation 1-1001 and the State University System Governance Agreement dated March 24, 2010, the BOT shall have the following status, powers, duties and responsibilities:

(1) The BOT shall be a public body corporate by the name of "The New College of Florida Board of Trustees," with all the powers of a body corporate, including the power to adopt a corporate seal, to contract and be contracted with, to sue and be sued, to plead and be impleaded in all courts of law or equity, and to give and receive donations. In all suits against the BOT, service of process shall be made on the Chair of the BOT or, in the absence of the Chair, on the corporate secretary or designee.

(2) The BOT is not a department of the executive branch of state government within the scope and meaning of Article IV, section 6 of the Constitution of the State of Florida.

(3) The BOT is constituted as a public instrumentality, and the exercise by the BOT of the power conferred by this section is considered to be the performance of an essential public function. The corporation is subject to chapter 119, Florida Statutes, subject to exceptions applicable to it, and to the provisions of chapter 286, Florida Statutes; however, the corporation shall be entitled to provide notice of internal review committee meetings for competitive proposals or procurement to applicants by mail, email, web posting, or facsimile rather than by means of publication. The corporation is not governed by chapter 607, Florida Statutes. The corporation shall maintain coverage under the State Risk Management Trust Fund as provided in chapter 284, Florida Statutes.

(4) No bureau, department, division, agency, or subdivision of the State shall exercise any responsibility and authority to operate NCF except as specifically provided by law or regulation or agreement of the BOG. This regulation shall not prohibit any department, bureau, division, agency, or subdivision of the State from providing access to programs or systems or providing other assistance to NCF pursuant to an agreement between NCF and such department, bureau, division, agency, or subdivision of the State.

(5) The BOT shall be a corporation primarily acting as an instrumentality or agency of the state, pursuant to section 768.28(2), Florida Statutes, for purposes of sovereign immunity.

(6) Whenever appointed by any competent court of the State, or by any statute, or in any will, deed, or other instrument, or in any manner whatever as trustee of any funds or real or personal property in which any of the institutions or agencies under its management, control, or supervision, or their departments or branches or students, faculty members, officers, or employees, may be interested as beneficiaries, or otherwise, or for any educational purpose, the BOT is hereby authorized to act as trustee with full legal capacity as trustee to administer such trust property, and the title thereto shall vest in said board as trustee. In all such cases, the BOT shall have the power and capacity to do and perform all things as fully as any individual trustee or other competent trustee might do or perform, and with the same rights, privileges, and duties, including the power, capacity, and authority to convey, transfer, mortgage, or pledge such property held in trust and to contract and execute all other documents relating to said trust property which may be required for, or appropriate to, the administration of such trust or to accomplish the purposes of any such trust.

(7) Deeds, mortgages, leases, and other contracts of the BOT relating to real property of any such trust or any interest therein may be executed by the BOT, as trustee, in the same manner as is provided by the laws of the State for the execution of similar documents by other corporations or may
be executed by the signatures of a majority of the members of the BOT; however, to be effective, any such deed, mortgage, or lease contract for more than 10 years of any trust property, executed hereafter by the BOT, shall be approved by a resolution of the BOG; and such approving resolution may be evidenced by the signature of either the chair or the secretary of the BOG to an endorsement on the instrument approved, reciting the date of such approval, and bearing the seal of the BOG. Such signed and sealed endorsement shall be a part of the instrument and entitled to record without further proof.

(8) Any and all such appointments of, and acts by, the BOG as trustee of any estate, fund, or property prior to May 18, 1949, are hereby validated, and said board’s capacity and authority to act as trustee until July 1, 2001, in all of such cases is ratified and confirmed; and all deeds, conveyances, lease contracts, and other contracts heretofore executed by the BOG, either by the signatures of a majority of the members of the board or in the board’s name by its chair or chief executive officer, are hereby approved, ratified, confirmed, and validated.

(9) Nothing herein shall be construed to authorize the BOT to contract a debt on behalf of, or in any way to obligate, the State; and the satisfaction of any debt or obligation incurred by the BOT as trustee under the provisions of this section shall be exclusively from the trust property, mortgaged or encumbered; and nothing herein shall in any manner affect or relate to the authority of the State Board of Education.

(10) The BOT shall be responsible for cost-effective policy decisions appropriate to NCF’s mission, the implementation and maintenance of high quality education programs within law and rules of the BOG, the measurement of performance, the reporting of information, and the provision of input regarding state policy, budgeting, and education standards.

(11) The BOT is vested with the authority to govern NCF, as necessary to provide proper guidance and direction to carry out its mission in accordance with law and with regulations, resolutions and agreements of the BOG. The Board shall perform all duties assigned by law or by the BOG.

(12) The BOT shall have the power to take action without a recommendation from the President and shall have the power to require the President to deliver to the BOT all data and information required by the BOT in the performance of its duties.

(13) The BOT may adopt regulations pursuant to the regulation development procedure adopted by the BOG on July 19, 2005 to implement the provisions of law conferring duties upon it. Such regulations must be consistent with regulations, rules, and resolutions of the BOG.

(14) The BOT shall have the authority to acquire real and personal property and contract for the sale and disposal of same and approve and execute contracts for the purchase, sale, lease, license, or acquisition of commodities, goods, equipment, 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. Title to all real property acquired prior to January 7, 2003, and to all real property acquired with funds appropriated by the Legislature shall be vested in the Board of Trustees of the Internal Improvement Trust Fund and shall be transferred and conveyed by it. Notwithstanding any other provisions of this subsection, the BOT shall comply with the provisions of section 287.055, Florida Statutes for the procurement of professional services as defined therein.
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CHAPTER 2—The Board of Trustees

(15) The BOT shall have responsibility for the use, maintenance, protection, and control of NCF owned or NCF controlled buildings and grounds, property and equipment, name, trademarks and other proprietary marks, and the financial and other resources of NCF. Such authority may include placing restrictions on activities and on access to facilities, firearms, food, tobacco, alcoholic beverages, distribution of printed materials, commercial solicitation, animals, and sound. The authority vested in the BOT in this subsection includes the prioritization of the use of space, property, equipment, and resources and the imposition of charges for those items.

(16) The BOT has responsibility for the establishment and discontinuance of degree programs up to and including the master's degree level; the establishment and discontinuance of course offerings; provision of credit and noncredit educational offerings; location of classes; services provided; and dissemination of information concerning such programs and services. Approval of new programs must be pursuant to criteria established by the BOG.

(17) The BOT is authorized to create divisions of sponsored research pursuant to the provisions of section 1011.411, Florida Statutes to serve the function of administration and promotion of the programs of research.

(18) The BOT has responsibility for: ensuring that students have access to general education courses as identified in regulation and requiring no more than one hundred and twenty (120) semester hours of coursework for baccalaureate degree programs unless approved by the BOG. At least half of the required coursework for any baccalaureate degree must be offered at the lower-division level, except in program areas approved by the BOG.

(19) The BOT has responsibility for policies related to students, enrollment of students, student activities and organizations, financial assistance, and other student services. Specifically:

(a) The BOT shall govern admission of students pursuant to section 1007.261, Florida Statutes and regulations of the BOG. The BOT may consider the past actions of any person applying for admission or enrollment and may deny admission or enrollment to an applicant because of misconduct if determined to be in the best interest of NCF.

(b) The BOT shall establish student performance standards for the award of degrees and certificates.

(c) The BOT must identify its core curricula and work with school districts to ensure that its curricula coordinate with the core curricula and prepare students for college-level work.

(d) The BOT must adopt a written anti-hazing regulation, appropriate penalties for violations of such regulation, and a program for enforcing such regulation.

(e) The BOT may establish a uniform code of conduct and appropriate penalties for violations of its rules by students and student organizations, including rules governing student academic honesty. Such penalties, unless otherwise provided by law, may include fines, the withholding of diplomas or transcripts pending compliance with rules or payment of fines, and the imposition of probation, suspension, or dismissal.
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(f) The BOT shall establish a committee, at least one-half of the members of which shall be students appointed by the student body president, to periodically review and evaluate the student judicial system.

(g) The BOT must adopt a policy pursuant to section 1006.53, Florida Statutes that reasonably accommodates the religious observance, practice, and belief of individual students in regard to admissions, class attendance, and the scheduling of examinations and work assignments.

(h) The BOT may establish intrainstitutional and interinstitutional programs to maximize articulation pursuant to section 1007.22, Florida Statutes.

(i) The BOT shall approve the internal procedures of student government organizations.

(20) The BOT shall establish fees pursuant to the State University System Governance Agreement dated March 24, 2010, BOG regulation and delegation, and sections 1009.24 and 1009.26, Florida Statutes.

(21) The BOT shall submit an institutional budget request, including a request for fixed capital outlay, and an operating budget to the BOG for approval in accordance with guidelines established by the BOG.

(22) The BOT shall account for expenditures of all state, local, federal, and other funds in the manner described by the BOG.

(23) The BOT shall develop a strategic plan specifying institutional goals and objectives for NCF for recommendation to the BOG.

(24) The BOT shall develop an accountability plan pursuant to guidelines established by the BOG and statute.

(25) The BOT shall maintain an effective information system to provide accurate, timely, and cost-effective information about NCF, and shall ensure that all data and reporting requirements of the Chancellor of the State University System are met.

(26) The BOT is authorized to secure comprehensive general liability insurance pursuant to section 1004.24, Florida Statutes.

(27) The BOT may provide for payment of the costs of civil actions against officers, employees, or agents of the board pursuant to section 1012.965, Florida Statutes.

(28) The BOT shall establish the personnel program for all employees of NCF, including the President, pursuant to the provisions of chapter 1012, Florida Statutes and, in accordance with rules and guidelines of the BOG, including: compensation and other conditions of employment, recruitment and selection, nonreappointment, standards for performance and conduct, evaluation, benefits and hours of work, leave policies, recognition and awards, inventions and works, travel, learning opportunities, exchange programs, academic freedom and responsibility, promotion, assignment, demotion, transfer, tenure and permanent status, ethical obligations and conflicts of interest, restrictive covenants, disciplinary actions, complaints, appeals and grievance procedures, and separation and termination from employment. The Department of Management Services shall retain
authority over College employees for programs established in sections 110.123, 110.1232, 110.1234, and 110.1238 and in chapters 121, 122, and 238, Florida Statutes.

(29) The BOT may consider the past actions of any person applying for employment and may deny employment to a person because of misconduct if determined to be in the best interest of NCF.

(30) The BOT shall appoint a presidential search committee to make recommendations to the full BOT, from which the BOT may select a candidate for ratification by the BOG.

(31) The BOT shall conduct an annual evaluation of the President in accordance with rules of the BOG and submit such evaluations to the BOG for review. The evaluation must address the achievement of the performance goals established by the accountability process implemented pursuant to section 1008.46, Florida Statutes and the performance of the President in achieving the annual and long-term goals and objectives established in the institution's employment equity accountability program implemented pursuant to section 1012.95, Florida Statutes.

(32) The BOT constitutes the contracting agent of NCF.

(33) The BOT may enter into agreements for, and accept, credit card payments as compensation for goods, services, tuition, and fees.

(34) The BOT may establish educational research centers for child development pursuant to section 1011.48, Florida Statutes.

(35) The BOT may develop and produce work products relating to educational endeavors that are subject to trademark, copyright, or patent statutes pursuant to section 1004.23, Florida Statutes.

(36) The BOT shall submit to the BOG, for approval, plans for all new campuses and instructional centers.

(37) The BOT shall administer a program for the maintenance and construction of facilities pursuant to chapter 1013, Florida Statutes.

(38) The BOT shall ensure compliance with the provisions of section 287.09451, Florida Statutes for all procurement and sections 255.101 and 255.102, Florida Statutes for construction contracts, and rules adopted pursuant thereto, relating to the utilization of minority business enterprises, except that procurements costing less than the amount provided for in CATEGORY FIVE as provided in section 287.017, Florida Statutes shall not be subject to section 287.09451, Florida Statutes.

(39) The BOT may exercise the right of eminent domain pursuant to the provisions of chapter 1013, Florida Statutes. Any suits or actions brought by the BOT shall be brought in the name of the BOT, and the Department of Legal Affairs shall conduct the proceedings for, and act as the counsel of, the BOT.

(40) Notwithstanding the provisions of section 253.025, Florida Statutes, the BOT may, with the consent of the Board of Trustees of the Internal Improvement Trust Fund, sell, convey, transfer, exchange, trade, or purchase real property and related improvements necessary and desirable to serve the needs and purposes of NCF.
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(a) The BOT may secure appraisals and surveys. The BOT shall comply with the rules of the Board of Trustees of the Internal Improvement Trust Fund in securing appraisals. Whenever the BOT finds it necessary for timely property acquisition, it may contract, without the need for competitive selection, with one or more appraisers whose names are contained on the list of approved appraisers maintained by the Division of State Lands in the Department of Environmental Protection.

(b) The BOT may negotiate and enter into an option contract before an appraisal is obtained. The option contract must state that the final purchase price may not exceed the maximum value allowed by law.

The consideration for such an option contract may not exceed ten (10) percent of the estimate obtained by the BOT or ten (10) percent of the value of the parcel, whichever is greater, unless otherwise authorized by the BOT.

(c) This subsection is not intended to abrogate in any manner the authority delegated to the Board of Trustees of the Internal Improvement Trust Fund or the Division of State Lands to approve a contract for purchase of state lands or to require policies and procedures to obtain clear legal title to parcels purchased for state purposes. Title to property acquired by the BOT prior to January 7, 2003, and to property acquired with funds appropriated by the Legislature shall vest in the Board of Trustees of the Internal Improvement Trust Fund.

(41) The BOT shall prepare and adopt a campus master plan pursuant to section 1013.30, Florida Statutes.

(42) The BOT shall prepare, adopt, and execute a campus development agreement pursuant to section 1013.30, Florida Statutes.

(43) The BOT has responsibility for compliance with state and federal laws, rules, regulations, and requirements.

(44) The BOT may govern traffic on the grounds of that campus pursuant to section 1006.66, Florida Statutes.

(45) The BOT has responsibility for supervising faculty practice plans for the academic health science centers.

(46) The BOT shall prescribe conditions for direct-support organizations and NCF health services support organizations to be certified and to use NCF property and services. Conditions relating to certification must provide for audit review and oversight by the BOT.

(47) The BOT shall actively implement a plan, in accordance with guidelines of the State Board of Education, for working on a regular basis with the other university boards of trustees, representatives of the community college boards of trustees, and representatives of the district school boards, to achieve the goals of the seamless education system.

(48) Notwithstanding the provisions of section 216.351, Florida Statutes, the BOT may authorize the rent or lease of parking facilities, provided that such facilities are funded through parking fees or
parking fines imposed by NCF. The BOT may authorize NCF to charge fees for parking at such
rented or leased parking facilities.

(49) The BOT may adopt rules and procedures related to data and technology, including information
systems, communications systems, computer hardware and software, and networks. Such policies and
procedures shall ensure that each institution participate fully and efficiently in statewide management
information systems.

(50) The BOT shall ensure that each institution participates fully in statewide programs that advance
articulation, access, equity, financial assistance and accountability as provided by law or rule.

(51) The BOT shall perform such other duties as are provided by law or by the BOG.

(52) In addition to the duties and responsibilities enumerated herein, NCF and the BOT shall have
those duties and responsibilities as may be specifically delegated by the BOG and as may be provided
by law or agreement and shall act consistent with those responsibilities.

New 11-4-05. Originally adopted 9-29-01 as By-laws of the Board of Trustees of NCF, amended 11-03-
01, 5-25-01, 7-15-01, 8-24-02, 2-8-03, and 2-5-05; revised and adopted as Regulation 11-4-05. Revised
11-6-10.
2-1005 Officers of the BOT.

(1) Officers. The Officers of the BOT shall consist of the Chair, the Vice Chair, and the Secretary.

(2) Election. At the Annual Meeting, the BOT shall elect from its own body a Chair, who shall preside at meetings, a Vice Chair, and a Secretary. The President shall serve as Secretary of the BOT. However, the BOT may appoint assistant secretary to assist the President or to serve in the President’s stead.

(3) Term. The officers may serve two-year terms and may be reselected for one additional consecutive term. Where any officer is unable to complete the entire two-year term, an election shall be held to fill the unexpired portion.

(4) Chair. The duties of the Chair shall be as follows:

(a) To preside over all meetings of the BOT and, in that capacity, to fix the order of business, call special meetings of the BOT, attest to actions of the BOT, appoint all standing and special committees, require the proper preservation of records of the BOT’s proceedings by the Secretary, and notify the Governor in writing whenever a board member fails to attend three consecutive meetings in any fiscal year.

(b) Without diminishing the right of individual trustees to publicly express their personal views, the Chair of the BOT, unless otherwise determined by the BOT or the Chair, shall act as spokesman for the BOT.

(c) To sign all diplomas, certificates or degrees issued by the institution.

(d) To execute all deeds, contract, agreements or other legal documents authorized by the Board.

(e) To attend official functions of NCF as the representative of the BOT.

(f) To carry out such other acts and functions as the BOT may from time to time direct.

(g) Whenever the office of the President becomes vacant or a vacancy is impending, the Chair shall appoint a Special Committee on the Nomination of a President to seek and recommend to the BOT a person to fill the vacancy. This special committee shall be responsible to the Chair and shall consist of no fewer than five (5) members.

(5) Vice Chair. The duties of the Vice Chair shall be as follows:

(a) In the absence of the Chair, to preside at meetings of the BOT.
(b) To serve in the place and stead of the Chair upon the disability of the Chair or at such other times and circumstances when directed by the Chair.

(c) To perform such other duties as the BOT from time to time may direct.

(6) The President. The President is the chief executive officer of the corporation and the corporate Secretary of the BOT. The President is responsible for the operation and administration of NCF. The President is responsible to the BOT, and shall be charged with carrying out the policies and plan of the BOT in achieving the stated goals and objectives of NCF. In consultation with the Chair of the BOT, the President shall set the agenda for meetings of the BOT, as set out more fully under these By-laws. Specific duties of the President relating to the management of the affairs of NCF are set out in 2-2001 to 2-2003 of these regulations.

(7) Other Personnel. In addition, the BOT shall appoint, upon recommendation of the President, such other personnel of NCF as the BOT may from time to time deem appropriate.

(8) Selection and Removal of the President. The President shall be elected by the BOT and may be removed only by assent of two-thirds of the whole number of trustees. The President shall attend all meetings of the BOT and shall have notice of and the privilege of attending all meetings of its committees.

(9) Presidential Review. The BOT shall adopt a statement of priorities for the year which shall include the President’s initiatives and obligations. These statements, along with standards of performance to be developed by the BOT, will become the performance plan by which the BOT evaluates the President. At least once per year, the BOT will discuss the President’s performance. The BOT will provide the President with a written summary of its evaluation.

(10) Secretary. The duties of the Secretary—who is also the President—shall be as follows:

(a) To attend all meetings of the BOT and to provide for preparation and maintenance of all the minutes of the meetings of the BOT and of all other records or documents pertaining to actions of the BOT. The BOT may prescribe appropriate regulations with respect to access to said records.

(b) To provide for the issuance of all notices required pursuant to these By-laws.

(c) To be custodian of the corporate seal of NCF.

(d) To carry out such other duties as the BOT may from time to time prescribe.

New 11-4-05. Originally adopted 9-29-01 as By-laws of the Board of Trustees of NCF, amended 11-03-01, 5-25-01, 7-15-01, 8-24-02, 2-8-03, and 2-5-05; revised and adopted as Regulation 11-4-05. Revised 11-6-10.
2-1006 Committees. The committee system of the BOT shall be composed of the Executive Committee, standing committees and special committees. In addition to the appointed members, the Chair of the BOT shall be an ex officio member of all standing and special committees.

(1) Executive Committee. At each Annual Meeting, the BOT Chair shall appoint from among BOT membership an Executive Committee composed of eight (8) members. These eight members shall consist of the BOT Chair, who shall serve as Chair, BOT Vice Chair and the six (6) Chairs of the BOT’s standing committees to be elected by the Board. Nominations for these six (6) positions on the Executive Committee may be made by any trustee, and if there are more than six nominations, a vote shall be taken and the results shall be announced jointly by the Chair of the BOT and the Secretary. Any vacancy on the Executive Committee shall be filled for the unexpired term at the next regular meeting of the BOT and by vote if there is more than one nomination. The President shall serve as an ex-officio member of the Executive Committee.

(a) The Executive Committee shall meet upon the call of the Chair of the BOT. It shall consider all matters referred to it by the Chair or the President and shall, in the interim between meetings of the BOT, be vested with the powers and authority of the full BOT and shall take such action on all matters that may be referred to it as in its judgment is required. All such actions taken by the Executive Committee in the interim between meetings of the BOT shall be reported to the BOT at the next regular meeting and shall be confirmed and approved by the BOT at that time.

(b) All BOT members may fully participate in Executive Committee meetings. However, voting will be limited to members of the Executive Committee.

(c) The Executive Committee will act in the name of the BOT only on matters which need immediate action or are of an emergency nature. The Executive Committee will authorize expenditures only during times of emergency.

(2) Standing Committees. The standing committees of the BOT shall consist of the Finance and Administration Committee, Audit Committee, Academic Affairs Committee, Student Affairs and Athletics Committee, External Affairs Committee and the Strategic Planning Committee. The number to be appointed to each standing committee shall be determined by the Chair of the BOT at the time of appointment. However, no committee shall consist of fewer than three members. The Chair of the BOT may appoint non-BOT members to any standing committee, except that no College management or other employees may serve on the Audit Committee; provided, however, that only BOT members shall chair standing committees.

(a) The standing committees shall be nominated by the Chair of the BOT and appointed at the Annual Meeting of each year, and at the time of appointment, the BOT shall elect the chair of each committee. A vacancy on any committee shall be filled by the Chair of the BOT for the unexpired term, and the Chair of the BOT shall have the power to change the membership of any standing committee at any time. Each standing committee shall meet at the call of the committee chair, or the Chair or the Secretary of the BOT.

(b) The committee secretary shall prepare an agenda for each committee meeting in consultation with the Chair and shall attend the meeting.

(c) In addition to the duties of the standing committees as listed below, each committee shall consider such other matters as may be referred to it by the BOT, the Chair of the BOT, the
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President, or the committee chair, and shall make and report its recommendations as required to the BOT and to the President. No standing committee has power or authority to commit the BOT to any policy or action unless specifically granted such power or authority by the BOT.

(3) Finance and Administration Committee. The Finance and Administration Committee shall be responsible for all matters relating to NCF’s financial affairs and business operations, including all matters relating to buildings and grounds. The Committee shall continually analyze the various financial operations, activities, and plans of NCF and make appropriate recommendations to the BOT to ensure achievement of NCF’s stated goals and objectives. It shall be responsible for in-process guidance, review and analysis of the preparation of NCF’s annual budget, capital outlay budget, and other budget requests for submission to the BOG. The Committee shall conduct the same type of review and analysis of the annual maintenance and operation budget.

(a) It shall review and make a recommendation to the BOT concerning the annual budget and the setting of tuition rates, student fees, and other student charges. The Committee shall ensure that budget materials are submitted to the BOT in a way that is timely and facilitates BOT review.

(b) On behalf of the BOT, it shall approve the investment of endowment and other funds, the purchase of real and personal property, and it shall make progress reports to the BOT on its actions.

(c) The Committee shall review the contractual policies of NCF to ensure conformance with State regulations and with sound business and ethical practices. It shall review and make recommendations to the BOT on proposed contracts or agreements which are major and/or not routine and which the Committee shall consider to be of particular interest or concern to the BOT.

(d) It shall ensure that NCF complies with restrictions on gifts and report periodically to the BOT on those gifts.

(e) It shall exercise oversight over the care, maintenance, and security of NCF’s buildings and grounds; the selection of architects and the construction and naming of new buildings; the care and preservation of all furnishings and equipment; and such other matters relating to the buildings and grounds of NCF as may come before it.

(4) Audit Committee. The Audit Committee shall be responsible for all matters relating to NCF’s financial reporting and internal controls. It shall provide oversight of the integrity of NCF’s financial statements; the independence and qualifications of its Independent Auditor; the performance of NCF’s internal audit process; interaction with the State Auditor General’s Office; and NCF’s compliance with legal, regulatory and internal NCF policies. At least one member of the Committee shall be designated as the Committee’s financial expert.

(a) The Committee shall be responsible for the appointment, compensation, retention, dismissal and oversight of the work of any public accounting firm engaged (including the resolution of disagreements between management and the auditor regarding financial reporting) for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for NCF. The Independent Auditor shall report directly to the Committee.

(b) The Committee shall review the annual audited financial statements with management and the Auditor General, including NCF’s disclosures; review with management and the Independent
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Auditor the scope of any audit and significant accounting policies and audit conclusions; provide a basis for direct exchanges of views and information between the Committee and the Independent Auditor or Auditor General concerning unresolved differences between management and the Independent Auditor or Auditor General arising from any audit, any failure of internal controls, or any other significant financial or accounting matters or any other matter which, in the opinion of the Auditor, are not receiving adequate management attention.

(c) The Committee shall review and approve the audit plan prepared by the Independent Auditor regarding objectives and activities, including any major changes to the scope of the audit plan.

(5) Academic Affairs Committee. The Academic Affairs Committee shall have responsibility in all matters relating to educational policies and programs. Its powers shall include but not be limited to appraising all proposed new programs and degrees and monitoring the conduct of existing programs; reviewing policies concerning the selection, appointment, compensation, tenure, rights and responsibilities, conditions, development and retention of the faculty; developing procedures governing the appointment and promotion of faculty for use by the President; reviewing all proposals for the organization of the academic structure of NCF; reviewing the adequacy of instructional facilities; reviewing policies governing the admission of students to NCF and periodically reviewing experience with application of such policies and such other matters relating to the policies and programs as may be brought before it by the President or referred to it by the BOT.

(a) As a general matter, the Academic Affairs Committee will not sit in review of specific salary complaints or other faculty grievances. Faculty members will be expected to follow the procedures set out specifically for faculty to resolve such complaints.

(6) Student Affairs and Athletics Committee. The Student Affairs and Athletics Committee shall be responsible in all matters relating to nonacademic student affairs and athletics. It shall exercise oversight over student conduct, residential and social life, student government, student organizations and extracurricular activities, student publications, food services, health and such other matters relating to student affairs as may be brought to its attention. The Committee shall have oversight over athletic policy and programs, both intramural and intercollegiate.

(7) External Affairs Committee. The External Affairs Committee shall have responsibility in all matters pertaining to public communications. It shall consult and coordinate with the New College Foundation in matters pertaining to College development, alumni affairs, and programs that promote private donations to and alumni support of NCF, including related activities undertaken directly by NCF offices on NCF’s behalf.

(8) Strategic Planning Committee. The Strategic Planning Committee shall be responsible for defining and developing a strategic plan for NCF and recommending the plan to the full BOT, as provided by law, specifying the institutional goals and objectives of NCF.

(9) Special Committees. The Chair of the BOT may appoint special committees of the BOT as required for the benefit of the BOT and NCF. Such committees shall consist of no fewer than three members appointed by the Chair of the BOT and shall have a life of not to exceed one year unless renewed for a specific period by action of either the BOT or the Chair of the BOT. At the time a special committee is created, its mission shall be specifically established either by action of the BOT or written direction of the Chair of the BOT and the resolution shall specify the time the special
committee is to make its report to the BOT. The Chair may appoint non-BOT members to any special committees; provided, however, that only BOT members shall chair special committees.

(10) Quorum. A quorum for the Executive Committee and all standing and special committees of the BOT shall consist of one-third of the appointed members of the Committee, except in no case shall the number be fewer than two.

(11) Service on Committees. The maximum number of standing committees a trustee may serve on shall be three. Unless otherwise stipulated, committee members shall be appointed for one year. No BOT member shall be chair of more than one committee.

(12) BOT Discretion Regarding Committees. The duties and responsibilities and terms of membership on committees of the BOT shall be defined by the BOT and may be changed from time to time.

New 11-4-05. Originally adopted 9-29-01 as By-laws of the Board of Trustees of NCF, amended 11-03-01, 5-25-01, 7-15-01, 8-24-02, 2-8-03, and 2-5-05; revised and adopted as Regulation 11-4-05. Revised 11-6-10.
2-1007 Delegation of Certain Responsibilities. The BOT may extend authority in writing to other officers or entities pursuant to its statutory obligations. The BOT may, from time to time, amend or withdraw any such authorization issued pursuant to this article.

New 11-5-05. Originally adopted 9-29-01 as By-laws of the Board of Trustees of NCF, amended 11-03-01, 5-25-01, 7-15-01, 8-24-02, 2-8-03, and 2-5-05; revised and adopted as Regulation 11-4-05. Revised 11-6-10.
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2-1008 Indemnity. The BOT may pay civil costs for actions against trustees.

New 11-5-05. Originally adopted 9-29-01 as By-laws of the Board of Trustees of NCF, amended 11-03-01, 5-25-01, 7-15-01, 8-24-02, 2-8-03, and 2-5-05; revised and adopted as Regulation 11-4-05. Revised 11-6-10.
2-1009 Adoption and Amendment of By-laws.

(1) Amendment of By-Laws. The By-laws of the BOT may be amended by a two-thirds vote of the BOT at the Annual Meeting or at any regular or special meeting provided that the proposed amendments are conveyed to the members of the BOT at least ten days in advance of the meeting in which they are to be acted upon. Certified copies of amendments or of the amended By-laws shall be forwarded to the Governor.

(2) Subsequently Enacted Statues. The enactment of any statute by the Legislature, or the amendment of any existing statute, inconsistent with these By-laws shall take precedence over the provisions hereof.

(3) Service of Process. Service of process may be made on Chair of the BOT, or in the Chair’s absence, on the Secretary.

New 11-4-05. Originally adopted 9-29-01 as By-laws of the Board of Trustees of NCF, amended 11-03-01, 5-25-01, 7-15-01, 8-24-02, 2-8-03, and 2-5-05; revised and adopted as Regulation 11-4-05. Revised 11-6-10.
2-1010 Miscellaneous.

(1) Service of Process. Service of process may be made on the Chair of the BOT, or in the Chair’s absence, on the Secretary or his or her designee.

(2) Meeting Procedures According to Robert’s Rules of Order. The BOT will conduct all business according to the By-laws, as amended. All meetings shall be conducted in accordance with the principles of procedure prescribed in Robert’s Rules of Order.

New 11-4-05. Originally adopted 9-29-01 as By-laws of the Board of Trustees of NCF, amended 11-03-01, 5-25-01, 7-15-01, 8-24-02, 2-8-03, and 2-5-05; revised and adopted as Regulation 11-4-05. Revised 11-6-10.
2-1011 Ethics and Conflict of Interest.

(1) Purpose and Scope.

(a) Purpose. The purpose of this regulation is to establish clear policies for ethics and conflicts of interest on the part of NCF Trustees and the BOT.

(b) Scope. Trustees are “state officers” as defined in section 112.313(1), Florida Statutes, and are accordingly subject to the requirements of the Florida Code of Ethics for Public Officers and Employees set out in sections 112.311-112.326, Florida Statutes. This regulation is intended to supplement provisions of the Florida Code of Ethics for Public Officers and Employees.

(2) General Statement. The welfare of NCF shall at all times be paramount and take precedence over any and all personal, parochial, and business conflicts of interest thereby ensuring that a Trustee’s independence of judgment is not compromised, and that the public’s confidence and NCF’s confidence for the integrity of the BOT are preserved, and that NCF’s public mission is protected and served.

(3) Definition of Conflict of Interest. “Conflict of interest” means a situation in which regard for a private interest tends to lead to disregard of duties related to NCF or the interests of NCF. A Trustee shall be considered to have a conflict of interest if

(a) Such Trustee has existing or potential financial or other interests that impair or might reasonably appear to impair such member’s independent, unbiased judgment in the discharge of his or her responsibilities to the College, or

(b) 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 interests.

(4) Reporting and Prohibited Conduct.

(a) Any potential conflict of interest or uncertainty regarding a conflict of interest shall be brought to the immediate attention of the BOT.

(b) A trustee is not prohibited from voting on any matter, however a trustee voting upon any measure which would inure to the Trustee’s special private gain or loss, or the special gain or loss of a relative or business associate of the Trustee, shall disclose the nature of his or her interest in a public record in a memorandum filed with the Clerk, who shall incorporate the memorandum in the minutes of the BOT meeting.

(c) The BOT has legal authority to give direction to the President of NCF. Unless specifically referred by the President, Trustees shall not intervene in relations with other administrators, faculty, staff or students. Complaints made to any Trustee shall be referred directly to the President.

(d) Trustees are prohibited from soliciting or accepting gifts, loans, or anything of value based upon the understanding that the Trustee’s official action(s) or judgment would be influenced by such a gift. Further, a Trustee or a Trustee’s spouse or minor child may not accept any
compensation, payment or thing of value when the Trustee knows or with exercise of reasonable care should know is given to influence official actions of the Trustee.

New 11-4-05. Originally adopted 9-29-01 as By-laws of the Board of Trustees of NCF, amended 11-03-01, 5-25-01, 7-15-01, 8-24-02, 2-8-03, and 2-5-05; revised and adopted as Regulation 11-4-05. Revised 11-6-10.
2-2001 General Provisions—The President.

The President is the chief executive and academic officer of the NCF and corporate secretary to the BOT. The President is responsible for the operation and administration of NCF. The President is responsible to the Board, and shall be charged with carrying out the policies and plan of the Board in achieving the stated goals and objectives of NCF.

New 11-4-05. Originally adopted 9-29-01 as By-laws of the Board of Trustees of NCF, amended 11-03-01, 5-25-01, 7-15-01, 8-24-02, 2-8-03, and 2-5-05; revised and adopted as Regulation 11-4-05. Revised 11-6-10.
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2-2002 Powers. As the chief executive and academic officer of NCF and corporate secretary to the Board, the President shall have the power and duty to:

(1) Recommend the adoption of regulations, as appropriate, to the BOT to implement provisions of law governing the operation and administration of NCF, which shall include the specific powers and duties enumerated in this section. Such regulations shall be consistent with the mission of NCF and the rules, regulations, resolutions and policies of the Board of Governors.

(2) Prepare a budget request and an operating budget for approval by the BOT.

(3) Establish and implement policies and procedures to recruit, appoint, transfer, promote, compensate, evaluate, reward, demote, discipline, and remove personnel, within law and rules and resolutions of the BOG and in accordance with rules or policies approved by the BOT.

(4) Govern admissions, subject to law and rules, regulations, resolutions or policies of the BOT and the BOG.

(5) Approve, execute, and administer contracts for and on behalf of the BOT for licenses; the acquisition or provision of commodities, goods, equipment, and services; leases of real and personal property; and planning and construction to be rendered to or by NCF, provided such contracts are within law and rules, regulations, and resolutions of the BOG and in conformance with policies of the BOT, and are for the implementation of approved programs of NCF. The President shall comply with the provisions of section 287.055, Florida Statutes for the procurement of professional services and may approve and execute all contracts on behalf of the Board for planning, construction, and equipment. For the purposes of a President's contracting authority, a "continuing contract" for professional services under the provisions of section 287.055, Florida Statutes is one in which construction costs do not exceed $1 million or the fee for study activity does not exceed $100,000.

(6) Act for the Board as custodian of all College property.

(7) Establish the internal academic calendar of NCF within general guidelines of the BOG.

(8) Administer NCF’s program of intercollegiate athletics.

(9) Recommend to the Board the establishment and termination of undergraduate and master's-level degree programs within the approved role and scope of NCF.

(10) Award degrees.

(11) Recommend to the Board a schedule of tuition and fees to be charged by NCF, within law and rules and resolutions of the Board of Governors.

(12) Organize NCF to efficiently and effectively achieve the goals of NCF.

(13) Review periodically the operations of NCF in order to determine how effectively and efficiently NCF is being administered and whether it is meeting the goals of its strategic plan.

(14) Enter into agreements for student exchange programs that involve students at NCF and students in other postsecondary educational institutions.
CHAPTER 2—The Board of Trustees

(15) Provide purchasing, contracting, and budgetary review processes for student government organizations.

(16) Ensure compliance with federal and state laws, rules, regulations, and other requirements that are applicable to NCF.

(17) Maintain all data and information pertaining to the operation of NCF, and report on the attainment by NCF of institutional and statewide performance accountability goals.

(18) Adjust property records and dispose of state-owned tangible personal property in NCF’s custody in accordance with procedures established by the BOT. Notwithstanding the provisions of section 287.55(5), Florida Statutes, all moneys received from the disposition of state-owned tangible personal property shall be retained by NCF and disbursed for the acquisition of tangible personal property and for all necessary operating expenditures. NCF shall maintain records of the accounts into which such moneys are deposited.

(19) Have vested with the President or the President’s designee the powers, duties, and authority that is vested with NCF.

New 11-4-05. Originally adopted 9-29-01 as By-laws of the Board of Trustees of NCF, amended 11-03-01, 5-25-01, 7-15-01, 8-24-02, 2-8-03, and 2-5-05; revised and adopted as Regulation 11-4-05. Revised 11-6-10.
POLYTECH

POLYTECH BOT Bylaws, Article IV, Section 4.6

POLYTECH BOT Resolution 2014-001
FLORIDA POLYTECHNIC UNIVERSITY
BOARD OF TRUSTEES

AMENDED AND RESTATED BYLAWS

Adopted: December 10, 2014
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ARTICLE I
STATEMENT OF PURPOSE

Section 1.1
PURPOSE
The Florida Polytechnic University Board of Trustees (the "Board") is established as a public body corporate, with all the powers of a body corporate as provided by the Florida Constitution, Florida law and by delegation of the Florida Board of Governors (the "Board of Governors").

The Board has all the powers and authority to effectively govern and set policy for Florida Polytechnic University ("University") and has and exercises those powers and duties prescribed by law.

To more effectively discharge its responsibilities and duties, in connection with its governance of the University, the Florida Polytechnic University Board of Trustees has adopted the following bylaws.

ARTICLE II
THE BOARD

Section 2.1
CORPORATE NAME
The Board of Trustees is a public body corporate called "The Florida Polytechnic University Board of Trustees."

Section 2.2
COMPOSITION OF THE BOARD
Article IX, Section 7 of the Florida Constitution establishes the composition of the Board. It provides that the Board consists of thirteen (13) Trustees, with six (6) Trustees appointed by the Governor, five (5) appointed by the Board of Governors and two (2) serving by virtue of their offices, the president of the Florida Polytechnic University Student Government Association and the president of the equivalent of the faculty senate. All appointed members are confirmed by the Senate of the State of Florida. All Board members are public officers subject to the requirements of the Florida Code of Ethics.

Section 2.3
POWERS AND DUTIES OF THE BOARD
Article IX, Section 7 of the Florida Constitution posits in the Board of Governors the responsibility to establish the powers and duties of the boards of trustees of the state universities. By regulation, the Board of Governors delegated to the state universities' boards of trustees the power to administer each constituent university.

The Board serves as the governing body of the University and approves the University's mission. The Board selects the President of the University for ratification by the Board of Governors, evaluates the President's performance annually, and holds the President responsible for the University's operation and management, performance, fiscal accountability, and compliance with federal and state laws and rules and the Board of Governors' regulations. The Board is responsible for ensuring that the University has adequate financial resources to provide a sound educational program. The Board shall have the authority to carry out all lawful functions permitted by these bylaws, by delegation from the Board of Governors, or by law.

The Board is responsible for policy-making, planning and appraisal actions. Authority rests with the Board of Trustees as a whole in meetings of the board and not with individual board members. The Board is not controlled by a minority of Board members or by organizations separate from it. The Board of
Trustees shall work to preserve the University's and its own independence from undue political, religious, or outside influence; to ensure academic freedom; and to support the University President in discharging presidential responsibilities for the operation and administration of the University.

In order to effectively fulfill its obligations under the law, the Board may adopt resolutions, regulations, rules, and policies consistent with the University's mission, with law, and with the Board of Governors' resolutions, regulations, rules, and policies.

ARTICLE III
THE TRUSTEES

Section 3.1
FIDUCIARIES
Florida Statutes §112.311(6) provides that it is the declared policy of the state that public officers are agents of the people and hold their positions for the benefit of the public. Therefore, by virtue of their office, Trustees stand in a fiduciary relationship to the University and must serve the University's best interests at all times.

Section 3.2
TERM OF OFFICE
Appointed trustees shall serve for staggered 5-year terms, as provided by law and as specified in their appointment. The president of the University Student Government Association and the president of the equivalent of the faculty senate shall serve for terms equivalent to the terms of their respective offices.

Section 3.3
VACANCIES
The Board Chair shall report any vacancies in appointed trustee positions to the Governor and the Board of Governors. The appointing authority will fill the vacancies, subject to confirmation by the Senate of the State of Florida.

Section 3.4
REMOVAL
To the extent permitted by law, the Governor or the Board of Governors, whichever is the appointing authority, may remove a Trustee for cause. Unexcused failure to attend three (3) consecutive regular board meetings in any fiscal year shall be grounds for removal.

Section 3.5
COMPENSATION
Members of the Board shall serve without compensation but may be reimbursed upon request for travel and per diem expenses in accordance with state law.
ARTICLE IV
OFFICERS OF THE BOARD

Section 4.1
OFFICERS
The Officers of the Board shall be the Chair, Vice-Chair, and Executive Officer/Corporate Secretary.

Section 4.2
SELECTION OF OFFICERS AND TERMS OF OFFICE
The Chair and Vice-Chair shall be selected by the Board at its first regular meeting and shall serve for a two year term to begin immediately upon selection. Every two years thereafter, the Board shall select the Chair and Vice-Chair through nomination and selection from the members of the Board. The Chair and Vice-Chair shall be eligible for reselection for one additional consecutive term by vote of the Board, after which they may not be an officer for two years before being eligible for selection again. There shall not be automatic succession by virtue of holding an office, except as otherwise provided in Section 4.3. Selection or reselection shall normally take place at the last regularly scheduled Board meeting of the fiscal year.

Section 4.3
PERMANENT VACANCIES IN CHAIR AND VICE-CHAIR OFFICES
A permanent vacancy of the Chair shall be filled by the Vice-Chair for the remainder of the term. A permanent vacancy of the Vice-Chair shall be filled for the remainder of the term by a majority vote of the members of the Board at its next regular meeting. Assumption to an unfinished term created by a permanent vacancy shall not preclude that officer from being eligible to be selected and reselected as provided in Section 4.2. The Chair and Vice-Chair will continue to hold office until their successors have been selected. The Chair or Vice-Chair may be removed at any time by the affirmative vote of a majority of the members of the Board.

Section 4.4
CHAIR
The duties of the Chair shall include presiding at all meetings of the Board, calling special meetings of the Board, determining the composition of all Board committees, appointing committee chairs, serving as an ex officio voting member on all Board committees, appointing representatives to the board of directors and the executive committees of the direct support organizations, signing and executing documents and instruments on behalf of the Board, attesting to actions of the Board, serving as spokesperson for the Board, and fulfilling other duties as may be required by law or assigned by the Board or the Board of Governors. The Chair shall perform such duties in consultation with the University President. The Chair may delegate the authority to sign and execute documents and instruments on behalf of the Board to the Corporate Secretary. The Chair is responsible for causing the Board to conduct an annual evaluation of the University President.

Section 4.5
VICE-CHAIR
The duty of the Vice-Chair is to perform the duties of the Chair with full authority during the absence or disability of the Chair and to fulfill other duties as may be assigned by the Board. In the absence of both the Chair and the Vice-Chair, the Corporate Secretary shall determine whether a quorum is present and, in that event, shall call for the election of a temporary presiding officer, who shall be elected by and from the membership of the Board upon a majority vote. Upon arrival of the Chair or Vice-Chair, the temporary chair shall relinquish the chair after concluding the business then before the Board.
Section 4.6
EXECUTIVE OFFICER/CORPORATE SECRETARY

The University President shall serve as Executive Officer and Corporate Secretary of the Board. As Executive Officer, the University President shall serve as the principal liaison officer and official contact between the Board and the faculty, staff and students of the university. The University President shall exercise such powers as are appropriate to that position in promoting, supporting and protecting the interests of the University and in managing and directing its affairs and serve as the University's key spokesperson. 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 University President may issue directives and executive orders not in contravention of existing Board policies. The University President shall be responsible for all educational, financial, business and administrative functions of the University consistent with the policies established by the Board and shall exercise such other powers, duties and responsibilities as are delegated or assigned by the Board, the Board of Governors, and Florida law.

As Corporate Secretary, the University President shall be responsible for giving notice of all meetings of the Board and its committees; setting the agenda and compiling supporting documents for the meetings in consultation with the Chair; recording and maintaining the minutes of the meetings, which shall include a record of votes cast; executing documents or attesting to the signatures of other officers of the Board; and being custodian of the corporate seal. The Corporate Secretary shall perform the duties customarily performed by the secretary to a public body corporate as well as such other duties as may be prescribed by the Board. The Corporate Secretary may designate an individual to serve as Assistant Secretary to the Board.

ARTICLE V
COMMITTEES

Section 5.1
COMMITTEE MEMBERSHIP AND DUTIES

The Chair shall appoint and remove committee members and their chairs and may make changes, at any time, unless otherwise provided by these bylaws or law. A member of a committee shall hold office until the Chair appoints a successor. The Chair shall determine the length of the term of service of committee members and chairs.

Each committee shall consist of no less than three members. The Chair and the Vice-Chair shall be ex-officio voting members of all standing committees, subcommittees, or ad hoc committees. University staff with appropriate expertise in a committee's area of responsibility shall be appointed by the Chair in consultation with the University President to help the committee in its business.

A majority of the members of a committee shall constitute a quorum for purposes of transacting committee business. The Chair and the Vice-Chair may be counted for purposes of establishing a committee quorum. All Trustees who are not members of a particular committee are invited to attend that committee meeting and may comment, but not vote, on matters before the committee.

The duty of each committee shall be to consider and to make recommendations to the Board upon matters under its jurisdiction or referred to it. Unless specifically delegated, or as otherwise provided in these bylaws, authority to act on all matters is reserved to the Board. All committee chairs shall perform their duties in consultation with the University President and may appoint subcommittees to bring matters before the committee for further consideration.
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 procedure established for the Board.

Section 5.2
STANDING COMMITTEES
The following committees are the standing committees of the Board until dissolved by the Board:
- Academic and Student Affairs Committee
- Housing Committee
- Finance and Facilities Committee
- Strategic Planning Committee
- Audit and Compliance Committee
- Governance Committee

The Board may establish additional standing committees as it deems appropriate to discharge its responsibilities.

Section 5.3
AD-HOC COMMITTEES
The Chair may appoint ad-hoc committees and determine the powers and duties and period of service for each such committee, provided that no ad-hoc committee shall be created to act upon any matter appropriate to be acted upon by a standing committee. The Chair shall appoint the chairs of any ad-hoc committees and the ad-hoc committee chairs shall perform their duties in consultation with the University President.

Section 5.4
AUTHORITY
No committee has the power or authority to commit the Board to any policy or action unless specifically granted such power or authority by the Board. Committee chairs will report committee action as a recommendation for consideration and action by the Board. If the Board, however, authorized a committee to act on a matter referred to it, the committee chair will report the action taken to the Board at the Board’s next scheduled meeting.

Section 5.5
PRESIDENTIAL SEARCH COMMITTEE
It is the duty of the Board to select the University President, subject to ratification by the Board of Governors. Candidates for the position of University President shall be recommended to the Board by a presidential search committee. The members of the presidential search committee shall be appointed by the Board. The selection of the members of the committee may be delegated to the Chair of the Board.

ARTICLE VI
MEETINGS

Section 6.1
NOTICE AND AGENDA
Notice of regular meetings, committee meetings, and special meetings of the Board will be given not less than seven (7) days before the event and will include a statement of the general subject matter to be considered. Whenever an emergency meeting is scheduled, the Corporate Secretary will post a notice of the time, date, place, and purpose of the meeting on the Board of Trustees website. All meetings of the Board and its committees shall be noticed and open to the public at all times. No resolution, rule, or formal action shall be considered binding except as taken or made at a public meeting in accordance with Florida Statutes § 286.011. However, these notice or public meeting requirements shall not apply where the matters being considered are exempt by law from the notice or open meetings requirements (for example, executive sessions to discuss pending litigation.) Notice of meetings that are required to be
noticed will be posted on the Board of Trustees’ webpage on the Florida Polytechnic University website at http://florida.polytechnic.org/board-of-trustees/public-notices/.

Agenda items requiring action by Trustees must be submitted to the Corporate Secretary or his/her designee with sufficient time for the agenda and supporting information to be forwarded and received by the Trustees prior to the meeting requiring their vote. The Board may also consider agenda items not included in the published agenda.

Section 6.2
MINUTES
Minutes of the meetings of the Board or Board Committees 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. 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 attached to the minutes except when so ordered by the Board.

Section 6.3
REGULAR MEETINGS
There shall be no fewer than five (5) regular meetings a year, or as otherwise determined by the Board. 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 Board retreats. For each fiscal year, the schedule of meetings shall be set no later than the last meeting of the prior fiscal year. Once established in accordance with these bylaws, the time and date of a regular meeting may be changed only by an affirmative vote of a quorum of the Board, or where deemed a necessity by the Board Chair and the Corporate Secretary in consultation with each other.

Section 6.4
SPECIAL MEETINGS
The Board will meet in special meetings, including hearings and workshops, at a time and place designated by the Chair. Special meetings may be held by teleconference, at the discretion of the Chair.

Section 6.5
EMERGENCY MEETINGS
An emergency meeting of the Board may be called by the Chair, Vice-Chair or University President upon a finding by the Chair, Vice-Chair or University President, respectively, that immediate action is required to preserve the health, safety or welfare of the public. Whenever such emergency meeting is called, the Corporate Secretary will immediately notify either verbally or in writing each member of the Board stating the date, hour and place of the meeting and the purpose for which the meeting has been called. As provided by Florida Statutes §120.525, an emergency meeting shall also be noticed by any procedure that is fair under the circumstances. Only action necessary to protect the interest of the University and the community it serves shall be taken at such meeting.

Section 6.6
QUORUM AND VOTING
A quorum for the conduct of business by the full Board shall consist of seven (7) Trustees. A quorum having been established, no business shall be transacted without a majority vote of all Trustees present, except as otherwise provided in these bylaws. A majority vote of the full Board is required for appointing or removing the University President. A Trustee may abstain from voting only under those circumstances prescribed by law. Should a Trustee abstain from voting, the Trustee may be counted for purposes of computing a quorum for a vote on that question. Voting by proxy or mail shall not be permitted.
A majority of the regular (not ex-officio) committee members shall constitute a quorum for all committee meetings. The Chair and Vice-Chair may be counted for purposes of establishing a committee quorum. A quorum having been established, no business shall be transacted without a majority vote of all committee members present.

Section 6.7
PROXIES

The use of proxies for purposes of determining a quorum or for any other purposes is prohibited.

Section 6.8
USE OF COMMUNICATION MEDIA TECHNOLOGY

The Board may use telephone conference calls and other communications media technology ("communication media technology") to conduct Board business in the same manner as if the proceeding were held in person.

A Trustee intending to attend a meeting of the Board by communication media technology shall provide the University President a written request to attend the board meeting by communication media technology at least seven (7) days in advance. A Trustee may attend a meeting by communication media technology provided the member can both hear and speak to all other members (allowing for simultaneous transmission). Participation by a Trustee by communication media technology shall constitute attendance in person at the meeting.

The Board may participate in and hold a meeting of which all members participating in the meeting are attending via communication media technology provided that seven (7) days’ notice is given to the University President. Participation in such meeting shall constitute attendance in person at the meeting. The notice of any meeting which is to be conducted wholly by means of communication media technology will state where and how members of the public may gain access to the meeting.

Section 6.9
RULES OF PROCEDURE

At the hour appointed for the meeting, the chair shall call the meeting to order and call the roll. The latest edition of Robert’s Rules of Order will be followed in conducting all meetings of the Board, unless otherwise provided by the Board.

Section 6.10
APPEARANCES BEFORE THE BOARD

Individuals or group representatives who desire to appear before the Board regarding any item being considered on a meeting agenda of the Board of Trustees may submit their requests to the University President, as Corporate Secretary, specifying the agenda item about which they wish to speak. Such a request, along with the requestor’s name and contact information, any group or faction represented, and any supporting documentation, must be submitted at least twenty four (24) prior to the scheduled start of the meeting. The University President, in consultation with the Chair and complying with the law, will determine whether the item will be heard and when the item will be heard. A speaker’s comments will be subject to a three (3) minute maximum time limitation. Speakers shall confine their remarks to the agenda item being addressed.

There will be a no more than three (3) minute time limit on any presentation; the aggregate time for all public comments at a meeting need not exceed 15 minutes. If it appears that there are more speakers desiring to speak than may be accommodated, the Board Chair or President may reduce the maximum amount of time allowed each speaker, may limit the number of speakers that may address an agenda item
or topic, or may ask a group to designate a representative to speak on its behalf. The Board Chair or
President may decline to hear any matter determined by the President and Chair not to relate to a
particular agenda item or that is outside the Board’s jurisdiction, or because it is not practicable for a
particular meeting.

The Chair may recognize any individual or representative of a group to address the Board.

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

ARTICLE VII
CODE OF ETHICS

Section 7.1
CODE OF ETHICS
As appointed public officers, Trustees stand in a fiduciary relationship to the University and the people of
the State of Florida. Therefore, Trustees shall act in good faith, with due regard to the interests of the
University and shall be guided by the provisions set forth in Florida law for the conduct of public officers.
The Board has adopted a written ethics policy, which includes a conflict of interest policy, which will be
reviewed periodically and revised as necessary.

ARTICLE VIII
AMENDMENT OR SUSPENSION OF BYLAWS

Section 8.1
AMENDMENTS
Following initial adoption, these bylaws may be altered, amended or repealed by the affirmative vote of
two-thirds (2/3) of the Board members voting in any regular or special meeting, provided the notice for
the meeting states a proposed alteration, amendment or repeal of the bylaws will be considered, and
provided the Trustees are sent a copy of the draft of the altered or amended bylaws at least seven (7) days
prior to the meeting at which the alteration or amendment is to be voted on.

Section 8.2
SUSPENSION OF BYLAWS
Any provision of these bylaws not required by law may be suspended in connection with the
consideration of a matter before the Board by a majority vote of the Board members in attendance.

ARTICLE IX
MISCELLANEOUS

Section 9.1
INDEMNIFICATION
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 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 to have acted unlawfully or not in good faith.
Claims based on such actions or omissions may, in the discretion of the Board, be settled prior to or after
the filing of suit.
Section 9.2
INSURANCE
The Board may arrange for and pay the premium for appropriate insurance to cover all losses and expenses of actions referred to in Section 9.1.

Section 9.3
LIMITATION OF LIABILITY
The Board is a public body corporate primarily acting as an instrumentality or agency of the state pursuant to Florida Statutes §768.28(2) for purposes of sovereign immunity.

Section 9.4
SERVICE OF PROCESS
Service of process may be made on the Corporate Secretary or his or her designee.

Section 9.5
FISCAL YEAR
The fiscal year of the Board shall commence on July 1 of each year and end on June 30 of each year.

Section 9.6
CORPORATE SEAL
The corporation shall have a seal on which shall be inscribed “Florida Polytechnic University.” The corporate seal shall be used only in connection with the transaction of business of the Board and of the University. The University President may give permission for the use of the seal in the decoration of any University building or in other special circumstances.

I HEREBY CERTIFY that the foregoing Second Amended and Restated Bylaws of the Florida Polytechnic University Board of Trustees were approved by an affirmative vote of not less than two-thirds (2/3) of the members of the Board of Trustees at a regular meeting of the Board held on December 10, 2014.

Board Chair

Rev.9.29.14
The Florida Polytechnic University Board of Trustees hereby adopts the following Resolution:

The Florida Polytechnic University Board of Trustees hereby resolves to establish the powers and duties of the President of Florida Polytechnic University as follows:

The President shall perform the powers and duties in accordance with, and subject to, all applicable federal and state laws, and regulations, rules, policies or guidelines of the Florida Board of Governors (“BOG”) and the Board of Trustees (“BOT”).

The President is authorized:

(1) To serve as Corporate Secretary of the BOT, and in the capacity of Secretary, shall be responsible for giving notice of all meetings of the BOT and its committees, setting the Agenda and compiling the supporting documents for meetings of the BOT in consultation with the Chair, recording and maintaining the minutes of any BOT or committee meeting, including a record of all votes cast, in accordance with Florida Statutes §286.011(2), attesting to all documents which have been executed by the BOT, and acting as custodian of the Corporate Seal.

(2) To serve as the Chief Executive Officer of the University.

(3) To be responsible for the organization, operation, and administration of the University, including efficient and effective budget and program administration, leading the University to accomplish its educational missions and goals, including regional and discipline-specific accreditations; monitoring educational and financial performance; consulting with the BOT in a timely manner on matters appropriate to its policy-making and fiduciary functions; and serving as the University's key spokesperson.

(4) To execute all documents on behalf of the University and the BOT consistent with law, BOG and BOT resolutions, rules, regulations, and policies, and the best interests of the University. No such document may purport to limit any BOT member’s individual discretion in discharging the responsibilities of a Trustee.

(5) To recommend to the BOT the establishment and termination of undergraduate and graduate degree programs.
(6) To enter into articulation agreements. (F.S. §1117.22)
(7) To govern admissions.
(8) To establish the internal academic calendar of the University.
(9) To award degrees.
(10) To enter into agreements for student exchange programs with other postsecondary educational institutions.
(11) To provide purchasing, contracting, and budgetary review processes for student government organizations. (F.S. §1009.24)
(12) To approve the establishment of an educational research center for child development. (F.S. §1011.48)
(13) To 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 will protect the safety, health and welfare of the University’s students, faculty and staff and/or 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.
(14) To recommend the adoption of regulations to the BOT to implement provisions of law governing the operation and administration of the University. Such regulations shall be consistent with the mission of the University and the regulations and policies of the BOG.
(15) To take routine administrative actions on behalf of the BOT 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.
(16) To establish and implement policies and procedures to recruit, appoint, transfer, promote, compensate, evaluate, reward, demote, discipline, and remove personnel.
(17) To approve travel in accordance with state law. (F.S. §112.061)
(18) To recommend to the BOT a schedule of tuition and fees to be charged by the University.
(19) 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. (F.S. §1004.22)
(20) To perform all things necessary to secure letters of patent, copyrights, and trademarks on any work products and to enforce the University’s rights therein in accordance with applicable federal and state law. (F.S. §1004.23)
(21) To prepare a budget request and an operating budget for approval by the BOT. To implement the operating budget of the University as prescribed by law, regulations of the BOG, policies of the BOT, and provisions of the General Appropriations Act. 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 BOT approved operating budget goes below 5 percent, the President shall provide written notification to the Board of Governors. (F.S. §1011.40)
(22) To authorize budget transfers from depositories or accounts; to sign checks or otherwise authorize payment of legal obligations of the University; and to perform banking transactions. (F.S. §1011.42)
(23) To approve, execute, and administer contracts for and on behalf of the BOT for licenses; the acquisition or provision of commodities, goods, equipment, and services; leases of real
and personal property; and planning and construction to be rendered to or by the University.

(24) To secure comprehensive general liability and other forms of insurance as necessary. (F.S. §1004.24)

(25) To enter into agreements for and accept credit card or other electronic payments as compensation for goods, services, tuition and fees.

(26) To employ the services of collection agencies when deemed advisable in collecting delinquent accounts and to charge off and settle accounts when uncollectible pursuant to state law. The President will report the status of accounts receivable charge-offs to the BOT annually. (F.S. §1010.03)

(27) To administer a program for the maintenance and construction of facilities.

(28) To prepare a capital outlay budget as a part of the annual budget based upon and in harmony with the University’s capital outlay plan, for approval by the BOT. This budget shall designate the proposed capital outlay expenditure by project for the year from all fund sources in accordance with state law.

(29) To certify to the BOG or Department of Education, as requested, a project’s compliance with the requirements for expenditure of PECO funds prior to the release of funds. (F.S. §1013.31)

(30) To ensure that all plans for the construction, renovation, remodeling, or demolition of any educational or ancillary plants conform to the requirements of the Florida Building Code and the Florida Fire Prevention Code. The President is authorized to submit documents to the BOG or Department of Education, as appropriate, and to award contracts subsequent to and consistent with BOT approval of the scope, timeframes, funding source, and budget of a survey-recommended project. (F.S. §1013.371)

(31) In accordance with provisions of Florida Statutes §1013.48, approve change orders in the name of the BOT for amounts not exceeding $100,000. All such approvals shall be for the purpose of expediting the work in progress. Change orders for an amount exceeding $100,000 may be made by the President or designee after consultation with and approval of the Chair of the Finance Committee. All change orders shall be reported to the board and entered in to the official minutes as soon as practicable at a regular meeting of the BOT. (F.S. §1013.48)

(32) To act for the BOT as custodian of all University property, and to adjust property records and dispose of University-owned tangible personal property in accordance with procedures established by the BOT or BOG. The President has the authority to prioritize the use of university space, property, equipment and resources and the authority to impose charges for the use of those items.

(33) To 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, and if the property is not claimed by the owner within a reasonable period of time as designated by the President/designee, to sell it. (F.S. § 705.18)

(34) To control the University’s fund-raising activities.

(35) To serve or appoint a designee to serve on the board of directors and the executive committee of any direct-support organization established to benefit the University and to receive annual budgets and reports of such organizations. (F.S. § 1004.28)

(36) To periodically review the operations of the University 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 BOG.
(37) To maintain all data and information pertaining to the operation of the University, and report on the attainment by the University of institutional and statewide performance accountability goals.

(38) To employ private attorney services for the benefit of the University; to initiate, defend, or settle lawsuits and claims and appeal adverse rulings when doing so would be in the best interests of the University; and to provide for the payment of the cost of civil actions against officers, employees or agents of the BOT acting within the course and scope of their University duties. (F.S. § 287.059)

(39) To ensure compliance with federal and state laws, rules, regulations, and other requirements which are applicable to the University.

(40) To act on behalf of the University in those instances where Federal law, Florida law, Board of Governors or Board of Trustees guidelines or regulations designate the university president as having the authority to act.

(41) To exercise such powers as are appropriate to his/her position in promoting, supporting and protecting the interests of the University and in managing and directing its affairs.

(42) To issue directives and executive orders. Such directives and orders shall not violate existing BOT policies.

(43) To administer the University's program of intercollegiate athletics, if any, in compliance with the rules and regulations of the National Collegiate Athletic Association.

(44) To have vested with the University President or the President's designee the powers, duties, and authority that is vested with the University; to exercise the authority and duties delegated by the BOT to the President in accordance with University regulations, policies and conditions contained in the BOT written delegations of authority, and as required by BOG directives and state and federal law.

(45) To further delegate to vice presidents and other appropriate University personnel the authority as described herein so long as such delegation is in writing, specifies whether the authority can be further delegated, and the conditions for same, and a copy of such delegation is filed with the General Counsel.

No person, except as provided elsewhere by law, rule, regulation, or these policies and procedures, or as otherwise delegated by the University President, is authorized to enter into any agreement, obligation, program, or other legally-enforceable commitment which purports to bind the University. The BOT’s delegation of any authority or duty to the President or designee shall not limit or divest the BOT’s right to exercise any such authority or duty.

UCF BOT Bylaws, Article V, Section 5.1

UCF Policy 2-107.3, Signature Authority Policy
University of Central Florida
Board of Trustees

Fifth Amended and Restated Bylaws

September 26, 2013
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ARTICLE I

STATEMENT OF PURPOSE

The University of Central Florida Board of Trustees is vested by law with all the powers and authority to administer the University of Central Florida in accordance with Article IX, Section 7 of the Florida Constitution, the laws of the State of Florida and with rules and policies of the Florida Board of Governors. In order to more effectively discharge its responsibilities and duties in connection therewith, the University of Central Florida Board of Trustees hereby adopts these bylaws.

ARTICLE II

THE BOARD

Section 2.1 CORPORATE NAME – The Board of Trustees is a public body corporate called the University of Central Florida Board of Trustees, with all the powers of a body corporate under the laws of the State of Florida. The Board of Trustees shall be hereinafter referred to as the Board.

Section 2.2 COMPOSITION – The Board is composed of thirteen (13) trustees, six (6) citizen members appointed by the governor, and five (5) citizen members appointed by the Board of Governors, subject to confirmation by the Senate. The president of the Student Body and chair of the Faculty Senate shall also serve as voting trustees during their terms of office.

Section 2.3 POWERS AND DUTIES OF THE BOARD – The Board shall serve as the governing body of the University of Central Florida. It shall select the president of the University of Central Florida for ratification by the Board of Governors and shall hold the president responsible for the university’s operation and management, performance, fiscal accountability, and compliance with federal and state laws and rules of the Board of Governors. The Board shall have the authority to carry out all lawful functions permitted by the bylaws, its operating procedures, by rules and policies of the Board of Governors, or by law.

The Board may adopt rules and policies consistent with the university mission, with law, and with the rules and policies of the Board of Governors, in order to effectively fulfill its obligations under the law.

Section 2.4 CORPORATE SEAL – The corporate seal shall be used only in connection with the transaction of business of the Board and of the university. The secretary may affix the seal on any document signed on behalf of the corporation. Permission may be granted by the secretary for the use of the seal in the decoration of any university building or in other special circumstances. The corporate seal of the Board shall be consistent with the following form and design:
ARTICLE III

THE TRUSTEES

Section 3.1 TERM OF OFFICE – Trustees shall serve for staggered 5-year terms, as provided by law.

Section 3.2 VACANCIES – Vacancies shall be filled by appointing authority subject to confirmation by the Senate of the State of Florida.

Section 3.3 COMPENSATION – Trustees shall receive no compensation but may be reimbursed upon request for travel and per diem expenses.

ARTICLE IV

OFFICERS OF THE BOARD

Section 4.1 OFFICERS – The officers of the Board shall be the Chair, Vice Chair, Corporate Secretary, and the Associate Corporate Secretary. The Chair and Vice Chair shall be trustees, but no other Board officers shall be members of the Board.

Section 4.2 SELECTION – The Board shall elect its chair and vice chair from the appointed members at its first regular meeting after July 1 upon recommendation of the Nominating Committee. The chair shall serve for two years and may be reelected for one additional consecutive term.

Section 4.3 CHAIR – The duties of the chair shall include presiding at all meetings of the Board, calling special meetings of the Board, appointing committee chairs, determining the composition of all Board committees, attesting to actions of the Board, serving as spokesperson for the Board, and fulfilling other duties as assigned by the Board. The chair shall perform such duties in consultation with the university president.

Section 4.4 VICE CHAIR – The duty of the vice chair is to act as chair during the absence or disability of the chair. While the vice chair shall be the presumptive successor to the chair when a vacancy occurs, the chair shall be selected by the full board upon nomination of the Nominating Committee.

Section 4.5 CORPORATE SECRETARY – The university president shall serve as corporate secretary of the Board, and in the capacity of 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 chair, recording and maintaining the minutes of any Board meeting, including a record of all votes cast, in accordance with section 286.011(2), Florida Statutes, executing or attesting to all documents that have been executed by the Board, and shall be custodian of the corporate seal.

Section 4.6 ASSOCIATE CORPORATE SECRETARY – The secretary may designate an individual to serve as associate corporate secretary to the Board. This individual shall perform all duties
ARTICLE V

PRESIDENT

Section 5.1 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 of the university, including efficient and effective budget and program administration, leading the university to accomplish its educational missions 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, appointing staff liaisons for each board committee, and serving as the university’s key spokesperson. The president shall have the authority to execute all documents on behalf of the university and the Board consistent with law, applicable Board of Governors’ and Board of Trustees’ rules and policies, and the best interests of the university.

ARTICLE VI

COMMITTEES

Section 6.1 COMMITTEES – The Board shall establish standing and ad-hoc committees as it deems appropriate to discharge its responsibilities. The Board chair shall appoint members of committees, their chairs and vice chairs based upon their expertise in matters relating to that committee, and shall appoint a trustee representative to the board of directors of each direct support organization. The chair shall be an ex-officio member of each committee. Each committee shall consist of no fewer than three members. Members of committees shall hold office until the appointment of their successors. Any vacancies on the standing committees shall be filled by appointment of the Board chair. Unless specifically delegated or as otherwise provided in these bylaws, authority to act on all matters is reserved to the Board and the duty of each committee shall be to consider and to make recommendations to the Board upon matters referred to it. Each committee shall have a written statement of purpose and primary responsibilities, or charter, as approved by the Board. The chairs of all committees shall perform their duties and shall have the responsibility and authority to place matters on the Board’s agenda, with approval of the Board chair.

Section 6.2 STANDING COMMITTEES – The following committees shall be standing committees of the Board until dissolved by the Board:

Advancement Committee
Audit, Operations Review, Compliance, and Ethics Committee
Educational Programs Committee
Finance and Facilities Committee
Nominating and Governance Committee
Strategic Planning Committee

Section 6.3 EXECUTIVE COMMITTEES – The Executive Committee shall be comprised of the Board Chair and committee chairs. The Executive Committee shall be empowered to act on
matters that, in the opinion of the board chair, must be timely approved between regularly scheduled Board meetings. Actions taken by the Executive Committee shall be reported to the Board at the next Board meeting.

Section 6.4 AD-HOC COMMITTEES – Ad-hoc committees shall be appointed by the Board chair upon authority of the Board with such powers and duties and period of service as the Board chair may determine, provided that no ad-hoc committee shall be created to act upon any matter appropriate to be acted upon by a standing committee. The chairs of any ad-hoc committees shall be appointed by the Board chair and shall perform their duties in consultation with the university president. The chair of the Board shall serve as an ex-officio member of each ad hoc committee.

Section 6.5 DIRECT SUPPORT ORGANIZATIONS – Each Direct Support Organization of the university shall provide regular reports to a standing committee as assigned by the Board chair.

Section 6.6 QUORUM – A majority of the regular (not ex-officio) committee members shall constitute a quorum for all committee meetings. A quorum having been established, no business shall be transacted without a majority vote of all committee members present.

ARTICLE VII

MEETINGS

All meetings of the Board and its committees shall be open to the public at all times, and no resolution, rule, or formal 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 provisions of law allowing closed sessions.

Section 7.1 REGULAR MEETINGS – There shall be not less than five (5) regular meetings a year as the Board may determine. These meetings shall be held on such dates and at such times as the Board may determine. The time and date of a regular meeting may be changed by an affirmative vote of a quorum of the Board. At the discretion of the chair, meetings may be held by teleconference.

Section 7.2 SPECIAL MEETINGS – Special meetings of the Board may be held at the call of the Board chair, the secretary, or upon request of seven (7) trustees. The 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 an affirmative vote of not less than two-thirds (2/3) of the trustees at the meeting. At the discretion of the chair, special meetings of the Board may be held by teleconference.

Section 7.3 EMERGENCY MEETINGS – An emergency meeting of the Board may be called by the chair upon no less than twenty-four (24) hours’ notice whenever an issue requires immediate Board action. No other business will be transacted at the meeting unless additional emergency matters are agreed to by a majority of those Board members present.

Section 7.4 AGENDA – The President, in consultation with the chair, shall set the agenda for the meetings with the review of the General Counsel. Recommendations to the Board included in the
agenda are presented by the chair or committee chair designated by the chair, and include all matters of business or concern to the Board that have not been specifically delegated to the chair or the university president. The chair will provide a copy of the agenda to each member of the Board at least fourteen (14) days prior to the meeting. If additional items or supporting documentation become available, a supplemental agenda will be provided. The Board may also consider agenda items not included in the published agenda.

Section 7.5 CONSENT AGENDA – The Board chair may approve items to be placed on a consent agenda that may be approved by the Board without discussion. Committee items not recommended by the unanimous vote of the committee may not be placed on the consent agenda. Items may be removed from the consent agenda by any trustee, preferably at least two days prior to the Board meeting.

Section 7.6 APPEARANCE BEFORE THE BOARD – Individuals, groups or factions who wish to appear before the Board to discuss a subject pending before the Board shall complete a public comment form specifying the matter upon which they desire to be heard. Public comment forms will be available at each meeting and must be submitted prior to commencement of the meeting. For meetings held telephonically, public comment forms can be obtained from the Board website and emailed to the Assistant Secretary of the Board prior to the meeting. Organizations, groups, or factions wishing to address the Board shall designate a single representative to speak on its behalf to ensure an orderly presentation to the Board. The Board will reserve no more than fifteen minutes for public comments. Each speaker shall be allotted three minutes to present information unless modified by the Board chair.

Section 7.7 QUORUM – A quorum for the conduct of business by the full Board shall consist of seven (7) trustees. A quorum having been established, no business shall be transacted without a majority vote of all trustees present except as otherwise provided in these bylaws.

Section 7.8 RULES OF PROCEDURE – Except as modified by specific rules and policies enacted by the Board, Robert’s Rules of Order Newly Revised shall constitute the rules of parliamentary procedure applicable to all meetings of the Board and its committees.

ARTICLE VIII
MISCELLANEOUS

Section 8.1 CONFLICT OF INTEREST POLICY – Trustees stand in a fiduciary relationship to the university. Therefore, Trustees shall act in good faith, with due regard to the interests of the university, and shall comply with the fiduciary principles and law set forth in the Code of Ethics for Public Officers and Employees, Section 112.311-112.326, Florida Statutes. The Board shall adopt a written conflict of interest policy, to be included in the Board operating procedures or other policies, which shall be reviewed periodically and revised as necessary.

Section 8.2 INDEMNIFICATION – Whenever any civil or criminal action has been brought against a trustee for any act or omission arising out of and in the course of the performance of his or her duties and responsibilities, the Board may defray all costs of defending such action, including reasonable attorney’s fees and expenses together with costs of appeal, and may save harmless and protect such person from any financial loss resulting from the lawful performance of his or
her duties and responsibilities. Claims based on such actions or omissions may, in the discretion of the Board, be settled prior to or after the filing of suit thereon. The Board may arrange for and pay the premium for appropriate insurance to cover all such losses and expenses.

Section 8.3 LIMITATION OF LIABILITY – The Board shall be a corporation primarily acting as an instrumentality or agency of the state pursuant to section 768.28(2), Florida Statutes, for purposes of sovereign immunity.

Section 8.4 AMENDMENTS – These Bylaws may be amended at any regular meeting of the Board by the affirmative vote of not less than two-thirds (2/3) of the members of the Board, provided that notice of any proposed amendment including a draft thereof shall have been filed in writing with the secretary and a copy of the draft has been mailed to each trustee at least ten (10) days prior to the meeting at which the amendment is to be voted upon.

Section 8.5 SUSPENSION OF OPERATING PROCEDURES – Any provision of these bylaws may be suspended in connection with the consideration of a matter before the Board by an affirmative vote of not less than two-thirds (2/3) of the members of the Board.

Section 8.6 PROXIES – The use of proxies for purposes of determining a quorum, for voting, or for any other purposes is prohibited.

I HEREBY CERTIFY that the foregoing Fifth Amended and Restated Bylaws of the University of Central Florida Board of Trustees were approved by an affirmative vote of not less than two-thirds (2/3) of the members of the Board of Trustees at a regular meeting of the Board held on ___________.

______________________________
Secretary
APPLICABILITY/ACCOUNTABILITY

This policy applies to all written contracts relating to commercial and non-commercial transactions involving goods, supplies, equipment, services, programs, and real and personal property.

BACKGROUND

The proper delegation of authority to execute contracts with external entities is necessary to minimize legal, financial, and related risks to the university. This policy clarifies which employees of the university have authority to sign contracts and to whom such authority may be delegated.

POLICY STATEMENT

A valid delegation of authority from the president or other university official listed herein provides individuals with the authority to enter into contracts with external entities on behalf of the university. Individuals who enter into contracts without signature authority may subject their departments or units to fines. Such individuals may also be personally liable under the contract.

DEFINITIONS

Conflict of Interest. A divergence between an individual’s private interests and his or her employment obligations to the university such that an independent observer may reasonably
question whether the individual’s actions or decisions are influenced or determined by considerations other than the best interest of the university.

**Contract.** An agreement between two or more parties that creates an obligation to do or not do a particular thing. This includes memoranda of understanding, affiliation agreements, and leases. A contract does not require the payment of money or other compensation to create an obligation.

**Delegation.** The transfer of authority from one person to another.

**Signature Authority.** The authority to bind the university by contract.

**PROCEDURES**

I. **Authorized Signatories**

A. **Level I.**

The president has authority to sign all contracts on behalf of the university pursuant to Section 5.1 of the Bylaws of the University of Central Florida Board of Trustees. This authority is retained and may be exercised notwithstanding delegations of authority to sign certain contracts to other administrative officers.

B. **Level II.**

   (1) The vice president for administration and finance, as chief financial officer for the university, is responsible for all fiscal and nonacademic administrative operations of the university. The vice president for administration and finance may execute contracts involving all fiscal and administrative areas of the university up to $500,000 and has final authority to approve sole-source purchases.

   (2) The provost and vice president is the principal academic officer of the university and is the second-highest ranking officer of the university. The provost may execute all contracts and agreements, limited to $500,000 in expenditures or liability relating to academic affairs, including research, health care, and licensing matters.

   (3) The vice president for research and commercialization may execute all grants, contracts, and other agreements with terms and conditions for research, sponsored training, clinical trials, patents and licensing, technology transfer, and research compliance. Level III limits shall apply for all other contracts within the areas of responsibility of the vice president of research and commercialization. Notwithstanding paragraph III, the vice president for research and commercialization may delegate authority to those positions specifically stated in paragraph II(B).

   (4) The vice president for medical affairs and dean of the College of Medicine, as the chief medical officer, may execute contracts and documents directly related to the
clinical practice and clinical services of the College of Medicine, including clinical affiliations and service agreements relating to the development and operations of UCF Health, limited to $500,000 in expenditures or liability. This authority is limited to commitments of three years or less.

(5) The vice president and general counsel may execute settlement agreements, limited to $500,000 in expenditures or liability. This authority is limited to commitments of three years or less.

C. Level III.

(1) Other than the specific Level II authority designated above, vice presidents may execute contracts on behalf of the university within their areas of responsibility, limited to $250,000 in expenditures or liability.

II. Additional Contracting Authority

A. Procurement of Goods and Services. The UCF Purchasing Department is responsible for coordinating procurement for the university and for the development of procurement policies and procedures. All personnel are required to abide by the Purchasing Department’s policies and procedures when requisitioning goods and services unless otherwise exempted under those policies and procedures. The director of purchasing may execute contracts for the procurement of goods and services, limited to $500,000 in expenditures or liability.

B. Office of Research and Commercialization. To facilitate the operation of the Office of Research and Commercialization, the following positions within the Office of Research and Commercialization may be granted signatory authority by the vice president for research and commercialization pursuant to paragraph I(B)(3) and according to internal policy of the Office of Research and Commercialization:

(1) associate director research program services
(2) assistant director research program services
(3) coordinator research program services.

III. Delegation Limits

Individuals with Level I and Level II authority may delegate authority to positions no more than two reporting levels below their level. These delegates are then subject to the signatory limits of Level III positions as defined in Section I. Individuals with Level III authority may delegate authority to positions one reporting level below their level. These delegates are then subject to the signatory authority limits of Level III positions as defined in Section I. It is unacceptable to divide contracts for related purposes into multiple parts in order to circumvent this monetary limit.
IV. Delegation Responsibilities

A. As set forth above, the president, provost and vice president, chief financial officer of the university, and all vice presidents have the authority to execute certain agreements on behalf of the university. These individuals are also authorized to delegate such authority to subordinates for the initiation, management, or completion of the contract process.

B. Authority relating to transactions that require specific approval of the Board of Trustees may not be delegated.

C. The person to whom authority is delegated and who approves any contract or transaction that constitutes a commitment between the university and external entities has the responsibility to:
   (1) ensure that the contract or transaction complies with all federal or state statutes and university policies and regulations;
   (2) verify the availability of funds for the contract or transaction;
   (3) obtain legal review and approval;
   (4) ensure that there is no real or apparent conflict of interest on the part of any individual or organization involved in the contract or transaction, or, where there is a real or apparent conflict of interest, the issues have been resolved prior to entering into the contract or transaction;
   (5) secure all necessary signatures; and
   (6) oversee proper performance of all contract or transaction commitments.

D. Even if signature authority is delegated, the ultimate responsibility shall remain with the delegating individual.

V. Delegation Process

The procedures to follow for proper delegations of authority under this policy are outlined below.

A. All delegations of authority must be in writing.

B. The authority associated with an appointment may not be exercised by an individual prior or subsequent to the effective dates of employment and/or appointment. Delegation of authority does not transfer with the person, but remains with the position until changed or the delegation term expires.

C. The delegation must include (1) a specification of the scope, terms, and limitations of the delegation; (2) the contract or types of contracts the delegate is authorized to sign; and (3) the duration of the delegation, not to exceed the maximum limit as provided within this policy.

D. A copy of the delegation must be transmitted within three business days to the Office of the General Counsel. A copy must also be maintained in the office of both the
delegator and the delegate. The Office of the General Counsel will maintain a master list of all delegations.

E. All delegations of authority governed by this policy are considered in effect for a period of no more than three years unless otherwise specified and may be revoked or modified at any time by the delegator (in consultation with his or her supervisor and the Office of the General Counsel, as appropriate). Upon the expiration of this authority, the appropriate individual must reauthorize the delegation in writing.

F. Any senior administrative leadership change (to include an interim or acting leadership appointment) should precipitate a review of all existing delegations of authority to determine whether existing delegations of authority should continue under the new leadership.

G. At the beginning of each fiscal year, all university officers should review the written delegations governing their areas to ensure that such delegations are current, accurate, and consistent with the needs of the institution and its various units.

VI. Penalties for non-compliance

A. First violation- written reminder to the head of the department or unit of the requirements of the policy.

B. Second violation- five hundred dollar fine assessed against the department or unit.

C. Third and subsequent violation- one thousand dollar fine assessed against the department or unit.

D. In addition to the above and concurrent with each violation, the individual signing without authority shall be subject to progressive discipline consistent with existing policy, up to and including termination.

RELATED DOCUMENTS AND POLICY LINKS

The following policies or regulations should be consulted in conjunction with this policy.

A. BOG 1.001 University Board of Trustees Powers and Duties
   http://www.flbog.edu/documents_regulations/regulations/1_001_PowersandDuties_Final.pdf

B. Bylaws of the University of Central Florida Board of Trustees

2-107.3 Signature Authority Policy 5
C. Purchasing regulation UCF-7.130

D. Purchasing Procedure Manual
   http://www.purchasing.ucf.edu/Procurement%20Forms/Index/PURCH_PROC_MAN UAL_04_05_12.pdf

E. Conflict of interest regulation UCF-3.018

F. Contract review

CONTACTS

Office of the General Counsel, 4365 Andromeda Loop N, Millican Hall 360, Orlando, Florida, 32816-0015; (407) 823-2482.

FORMS

Delegation of Authority form:

INITIATING AUTHORITY Vice President and General Counsel

![Policy Approval Image]

History 2-107, 2-107.1

2-107.3 Signature Authority Policy 6
UF BOT Bylaws, Article IV, Section 4.6

UF BOT Resolution R07-37, Resolution on Presidential Authorizations
University of Florida
Board of Trustees Bylaws

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ARTICLE I
STATEMENT OF PURPOSE

The University of Florida (the “University”) Board of Trustees is vested by law with all the powers and authority to effectively govern and set policy for the University of Florida in accordance with the laws of the State of Florida and with regulations and rules of the Board of Governors. In order to more effectively discharge its responsibilities and duties in connection therewith, the University of Florida Board of Trustees hereby adopts these Bylaws.

ARTICLE II
THE BOARD

Section 2.1 CORPORATE NAME – The Board of Trustees is a public body corporate called “the University of Florida Board of Trustees,” with all the powers of a body corporate under the laws of the State of Florida. The Board of Trustees shall be hereinafter referred to as the “Board.”

Section 2.2 COMPOSITION – The Board is composed of thirteen (13) Trustees, six (6) of whom shall be appointed by the Governor and five (5) of whom shall be appointed by the Board of Governors. The other two (2) members shall be the President of the University of Florida Student Government and the Chair of the University of Florida Faculty Senate. The appointed members shall be confirmed by the Senate of the State of Florida.

Section 2.3 POWERS AND DUTIES OF THE BOARD – The Board shall serve as the governing body of the University of Florida. It shall select the President of the University of Florida to serve at the pleasure of the Board and shall hold the President responsible for the University’s operation and management, performance, its fiscal accountability, and its compliance with federal and state laws and regulations, including those of the Board of Governors. The Board 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 Board of Governors, in order to effectively fulfill its obligations under the law.

Section 2.4 CORPORATE SEAL – The corporate seal shall be used only in connection with the transaction of business of the Board and of the University. The Corporate Secretary may affix the seal on any document signed on behalf of the corporation. Permission may be granted by the Corporate Secretary for the use of the seal in the decoration of any University building or in other special circumstances. The corporate seal of the Board shall be consistent with the following form and design:
ARTICLE III
THE TRUSTEES

Section 3.1 TERM OF OFFICE – Trustees shall serve for staggered 5-year terms, as provided by law.

Section 3.2 REMOVAL – To the extent permitted by law, the Governor or the Board of Governors, whichever is the appointing authority, may remove a Trustee for cause. Unexcused failure to attend three (3) consecutive regular board meetings in any fiscal year shall be grounds for removal.

Section 3.3 VACANCIES – Vacancies shall be filled by appointment of the Governor or the Board of Governors, as appropriate under law, subject to confirmation by the Senate of the State of Florida.

Section 3.4 COMPENSATION – Trustees shall receive no compensation but may be reimbursed upon request for travel and per diem expenses as provided by Florida law and Board travel reimbursement policies.

ARTICLE IV
OFFICERS OF THE BOARD

Section 4.1 OFFICERS – The Officers of the Board shall be the Chair, Vice Chair, and President who serves as the Corporate Secretary, any Vice President and University Secretary and any Assistant Secretary. The Chair and Vice Chair shall be Trustees. No other Board Officers shall be members of the Board.

Section 4.2 SELECTION – The Board shall elect its Chair and Vice Chair from the appointed members at its regular meeting immediately preceding July 1 in the year when the term of the incumbent is due to expire. Except as otherwise provided in these Bylaws, the incumbents of the Chair and Vice Chair shall each serve for two years beginning on the July 1st immediately following the June 30th when his or her predecessor’s term expires, and may be reelected by a vote of two-thirds (2/3) of the Trustees then serving for one additional consecutive term.

Section 4.3 VACANCY DURING TERM – In the event of a vacancy in the position of Chair or Vice Chair prior to the expiration of the two-year term of the incumbent, the vacancy shall be filled as provided in this Section.

The Vice Chair then-serving, if any, shall fill the vacancy in and succeed to the position of Chair upon a vacancy in that position. If there is no Vice Chair then serving, the Board shall elect a successor to serve
as Chair. The Board shall elect a new Vice Chair to fill a vacancy in that position. The person filling a vacancy in the unexpired term of Chair or Vice Chair shall serve for the following period:

(a) If the vacancy occurs during the first six months of the first year of any two-year term, the person filling the vacancy shall serve for the remainder of the unexpired term.

(b) If the vacancy occurs during the second six months of the first year of any two-year term, the person filling the vacancy shall serve for the remainder of those six months, plus two years beginning on the July 1 first occurring after the vacancy.

(c) If the vacancy occurs in the first six months of the second year of any term, the person filling the vacancy shall serve for the remainder of the second year of the unexpired term, plus one year beginning on the July 1 first occurring after the vacancy.

(d) If the vacancy occurs in the second six months of the second year of any term, the person filling the vacancy shall serve for the remainder of those six months, plus two years beginning on the July 1 first occurring after the vacancy.

In the event the filling of a vacancy during an unexpired term requires election of a successor, the Board shall elect the successor at a special meeting called by the Chair or Corporate Secretary for that purpose or at the next regular Board meeting, whichever occurs first.

A vacancy shall be deemed to occur upon the incapacity, death, resignation or removal of the incumbent. Incapacity (which includes abandonment) shall be deemed to occur when, for any reason and regardless of intent, the incumbent does not or cannot fulfill the material duties of the position for 30 consecutive days or 45 days total in any six-month period, unless the Board resolves not to treat such circumstances as a vacancy. Incapacity shall also occur upon the incumbent’s acknowledgement in writing that he or she intends not to perform, or is or will be unable to perform, the material duties of the position for at least either of such period of days, unless the Board resolves not to treat such circumstances as a vacancy. Removal shall be deemed to occur upon the exercise of a legal right to remove the incumbent. The Corporate Secretary shall notify all Trustees upon the occurrence of a vacancy. If questioned, the Board’s determination, made at a special meeting held for that purpose within 14 days after the Corporate Secretary’s notice, shall be binding.

Section 4.4 CHAIR – The duties of the Chair shall include presiding at all meetings of the Board, calling special meetings of the Board, appointing committee chairs, determining the composition of all Board committees, attesting to actions of the Board, and otherwise serving as spokesperson for the Board. The Chair shall perform such duties in consultation with the University President.
Section 4.5 VICE CHAIR – The duty of the Vice Chair is to act as Chair during the temporary absence, incapacity or disability of the Chair (not meeting the definition of a vacancy) and to succeed the Chair in the event of a vacancy during the unexpired term of the Chair. The Vice Chair may or may not be elected to succeed the incumbent at the expiration of the incumbent's full two-year term as Chair.

Section 4.6 UNIVERSITY 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 missions 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 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.

Section 4.7 CORPORATE SECRETARY - The University President shall serve as Corporate Secretary of the Board, and in the capacity of 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 Chair, recording and maintaining the minutes of any Board or committee meeting, including a record of all votes cast, in accordance with section 286.011(2), Florida Statutes, 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 Vice President and University Secretary, who may also be the General Counsel, and individuals to serve as Assistant Secretary to the Board. The Vice President and University Secretary shall report to the President and Corporate Secretary of the University, advise and assist the Board, and serve as the executive administrator for the President in his or her role as Corporate Secretary of the Board (including by administratively supervising any Assistant Secretary in support of the Board). The Vice President and University Secretary may perform the foregoing duties of the Corporate Secretary regarding notices, materials, minutes and execution and attestation of Board action, as well as any other actions authorized by the President and Corporate Secretary.

ARTICLE V
COMMITTEES

Section 5.1 COMMITTEES – The Board shall establish standing and ad-hoc committees, as it deems appropriate to discharge its responsibilities. The Board Chair shall appoint members of committees and their chairs. Each committee shall consist of no less than three members. Members of committees shall hold office until the appointment of their successors. Any vacancies on the standing committees shall be
filled by appointment of the Board Chair. Unless specifically delegated or as otherwise provided in these Bylaws, authority to act on all matters is reserved to the Board and the duty of each committee shall be to consider and to make recommendations to the Board upon matters referred to it. Each committee shall have a written statement of purpose and primary responsibilities as approved by the Board. The Chairs of all committees shall perform their duties in consultation with the University President.

Section 5.2 AD-HOC COMMITTEES – Ad-hoc committees shall be appointed by the Board Chair upon authority of the Board with such powers and duties and period of service as the Board Chair may determine, provided that no ad-hoc committee shall be created to act upon any matter appropriate to be acted upon by a standing committee. The Chairs of any ad-hoc committees shall be appointed by the Board Chair and shall perform their duties in consultation with the University President.

Section 5.3 QUORUM – A quorum of any committee for the conduct of business shall be a majority of members then serving on the committee, and any committee so convened may act by majority vote of the members in attendance.

ARTICLE VI
MEETINGS

All meetings of the Board and its committees shall be open to the public at all times, and no resolution, regulation, or other formal 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 provisions of law allowing closed sessions. Notwithstanding any other provision of these Bylaws, and except to the extent a waiver is prohibited by Florida law, any infirmity in notice or other procedure relating to the calling or conduct of a meeting or particular business, shall be deemed waived by any participant in the relevant meeting who does not expressly object on the record to the infirmity at the beginning of the meeting. At the discretion of the Chair, any member of the Board may participate in any meeting by teleconference or other technology allowing all participants in the meeting to hear and be heard by one another and allowing the public attending the meeting to hear all participants.

Section 6.1 REGULAR MEETINGS – There shall be not less than four (4) regular meetings a year as the Board may determine. 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. These meetings shall be held on such dates and at such times as the Board may determine. The month of a regular meeting may be changed by an affirmative vote of a quorum of the Board; the time and date may be changed by the Chair upon sending notice to all Trustees at least five days in advance.
Section 6.2 SPECIAL MEETINGS – Special meetings of the Board may be held at the call of the Board Chair, the Corporate Secretary, 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 an affirmative vote of a majority of the Trustees at the meeting.

Section 6.3 QUORUM – A quorum for the conduct of business by the full Board shall consist of seven (7) Trustees. A quorum having been established, no business shall be transacted without a majority vote of all Trustees present except as otherwise provided in these Bylaws.

Section 6.4 RULES OF PROCEDURE – Except as modified by these Bylaws or any other specific resolution, rule or policy enacted by the Board, Robert’s Rules of Order Newly Revised, as in effect at the time, shall constitute the rules of parliamentary procedure applicable to all meetings of the Board and its committees.

Section 6.5 APPEARANCES BEFORE THE BOARD – 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 to the Assistant Corporate Secretary, 123 Tigert Hall, University of Florida, Gainesville, Florida 32611 or trustees@ufl.edu, specifying the agenda item about which they wish to speak. Such a request, along with the requestor’s name and contact information, any group or faction represented, and any supporting documentation, must be submitted at least three (3) working days prior to the start of the meeting. The President, in consultation with the Board Chair and complying with law, will determine whether the item will be heard and when (at what meeting and when on the agenda) it will be heard, and may require a representative for a group or faction if many members request to be heard. There will be a no more than 5 minute time limit on any presentation; the aggregate time for all public comments at a meeting need not exceed 15 minutes. The Board Chair or President may decline to hear any matter determined by the President and Chair not to relate to a particular agenda item or that is outside the Board’s jurisdiction, or because it is not practicable for a particular meeting.

ARTICLE VII
MISCELLANEOUS

Section 7.1 CONFLICT OF INTEREST POLICY – Trustees stand in a fiduciary relationship to the University. Therefore, Trustees shall act in good faith, with due regard to the interests of the University, and shall comply with the fiduciary principles and Florida law set forth in the Code of Ethics for Public Officers and Employees. The Board shall adopt a written conflict of interest policy, to be included in the
Board Operating Procedures or other policies, which shall be reviewed periodically and revised as necessary.

Section 7.2 INDEMNIFICATION – Whenever any civil (including administrative) or criminal action or threat of action has been asserted against a current or former Trustee or President for any act or omission arising out of and in the course of the performance of his or her University duties and responsibilities, the University shall defray all costs of defending such action or threat of action, including reasonable attorney’s fees and expenses together with costs of appeal, and shall save harmless and protect such person from any financial loss resulting from the performance of his or her duties and responsibilities unless (a) indemnification is prohibited by law, or (b) the Board determines by a vote of at least two-thirds (2/3) of its members then serving that said individual acted in bad faith or with willful misconduct. Claims based on such actions or omissions may be settled prior to, during, or after the filing of suit or commencement of other formal process thereon. The Board may arrange for and pay the premium for appropriate insurance to cover all such losses and expenses. University duties and responsibilities shall include service to other entities, including service on affiliate boards or committees, where such service is assigned, required or requested by the University or is due to University responsibilities or roles. Nothing in this Section shall waive or derogate from the application or protection of insurance, or of sovereign or other immunity under any law or constitution. Any available insurance and immunity shall provide primary protection. However, indemnification under this Section shall be provided to an affected current or former Trustee or President who qualifies for indemnification under this Section when he or she is not promptly or adequately protected by insurance or immunity on the following condition. The indemnified person shall first agree in writing to use best reasonable efforts to provide, to the extent possible, for the University to obtain the benefit of the indemnified person’s right to insurance coverage or other protection, whether by assignment, cooperation, subrogation or other means.

Section 7.3 LIMITATION OF LIABILITY – The Board is a public body corporate primarily acting as an instrumentality or agency of the state pursuant to Florida law for purposes of sovereign immunity.

Section 7.4 AMENDMENTS – These Bylaws may be amended at any regular meeting of the Board by the affirmative vote of not less than two-thirds (2/3) of the members of the Board then serving, provided that notice of any proposed amendment including a draft thereof shall have been filed in writing with the Corporate Secretary and a copy of the draft shall have been mailed to each Trustee at least ten (10) days prior to the meeting at which the amendment is to be voted upon.

Section 7.5 SUSPENSION OF OPERATING PROCEDURES – Any provision of these Bylaws may be suspended in connection with the consideration of a matter before the Board by an affirmative vote of not less than two-thirds (2/3) of the members of the Board then serving.
Section 7.6 PROXIES – The use of proxies for purposes of determining a quorum, for voting, or for any other purposes is prohibited.
The University of Florida Board of Trustees hereby adopts the following resolutions at a duly called meeting on June 15, 2007:

### 1. Authorization of the President

RESOLVED: That, effective as of June 15, 2007, any individual while holding the office of President of the University of Florida (“University”) is hereby authorized, in the name and on behalf of The University of Florida Board of Trustees (“Board”) and the University, to exercise the following authorities and to take the following actions, all as the President deems appropriate, advisable and in the interests of the University:

A) **General Requirement.** To exercise any and all authorities granted to the President by the Board subject to, and with accountability to the Board as required by, any applicable resolutions, regulations, operating memoranda and policies of the Board and the Florida Board of Governors (“BOG”) (which Board and BOG documents may provide additional authority as well as imposing additional restrictions), and in accordance with applicable law; and

The Vice President and General Counsel of the University from time to time as necessary, shall prepare, update and provide to the Board, the President, his delegees and their delegees on file in the Office of the Vice President and General Counsel, a schedule listing the principal Board and
BOG resolutions, regulations, operating memoranda, and policies that govern the authorities granted by the Board’s resolutions;

B) General Limitation. To exercise any and all of the authorities granted by the Board to the President within the overall, total spending limitations imposed by the University’s Board and BOG-approved capital and operating budgets;

C) General Authority of the President. To manage and administer the University and to exercise all of the powers, duties and authorities of the University, except to the extent that such powers, duties and authorities are required to be exercised by the Board or the BOG according to their respective resolutions, regulations, operating memoranda and policies and/or applicable law; and the fact that some actions are specifically authorized shall not derogate from this general authorization;

D) Academic and Research Authorities of the President.

1) Joint Governance. In the exercise of authorities related to relevant academic affairs, to effect and determine appropriate joint governance with the faculty;

2) Masters and Undergraduate Programs. (i) To develop, approve and recommend to the Board for its final approval (and, if and as required by law in connection with limited access programs and undergraduate programs requiring more than 120 credits for graduation, for the Board’s recommendation to the BOG for its final approval), the creation and termination of masters and undergraduate degree-granting programs of the University; (ii) To implement and govern or terminate such programs as approved by the Board and, as applicable, the BOG; and (iii) To develop, approve, implement and govern the curriculum and academic and administrative terms, policies, procedures and systems for any such approved programs consistently with their approvals;

3) Doctoral and Graduate Professional Programs. (i) To develop, approve and recommend to the Board for its approval (and, if and as required by law, for the Board’s recommendation to the BOG for its final approval), the creation and termination of doctoral and professional graduate degree-granting programs of the University; (ii) To develop, approve and recommend to the Board for its approval (and, if and as required by law, for the Board’s recommendation to the BOG for its approval and recommendation to the Legislature for its final approval), the creation of any new college, school or functional equivalent offering a program leading to a degree that is a credential for a specific license issued under a
state statute or the state constitution; (iii) To implement and govern or terminate such programs, schools and colleges as approved by the Board and, as applicable, the BOG and/or the Legislature; and (iv) To develop, approve, implement and govern the curriculum and academic and administrative terms, policies, procedures and systems for any such approved programs, schools and colleges consistently with the Board’s and, as applicable, the BOG’s and/or the Legislature’s approvals;

4) Other Programs. (i) To develop, approve, implement and govern non-degree granting educational programs of the University; and (ii) To develop, approve, implement and govern student exchange programs, including without limitation those that are ancillary to the degree and non-degree granting programs of the University;

5) Student Evaluations. To develop, approve, implement and govern grading, other academic performance criteria, and student evaluation criteria, policies, procedures and systems for all relevant programs of the University;

6) Awarding Degrees. To award degrees and certificates or other evidence of satisfying the graduation criteria approved by the Board for degree-granting programs or of satisfying the completion criteria approved by the President for non-degree granting programs; To initially approve and recommend to the Board for its final approval all honorary degrees; and To develop, approve, implement and govern the administrative and academic terms, policies, procedures and systems for awarding such degrees and certificates consistently with the Board’s approval as applicable;

7) Admissions. (a) To develop, approve, implement and govern the academic criteria for admitting students to degree-granting programs of the University; (b) To develop, approve, and recommend to the Board for its approval (and, if and as required by law, for the Board’s recommendation of related regulations to the BOG for its final approval), the non-academic criteria for admitting students to such degree-granting programs; (c) To implement and govern such Board and BOG-approved non-academic criteria for admitting students to such degree-granting programs, and to develop, approve, implement and govern the related administrative terms, policies, procedures and systems; (d) To consider an applicant’s misconduct in the admissions process and/or prior to applying to the University, in determining whether to admit the applicant; (e) To develop, approve, implement and govern the admissions process; and (f) To develop, approve,
implement and govern all of the criteria for admitting students to non-degree granting programs;

8) Enrollment. (i) To develop, approve, implement and govern student enrollment goals, programs and implementation strategies for the University consistently with the Board-approved strategic goals of the University, provided that the President shall report to the Board concerning any decision of the President to change enrollment goals, programs or strategies that will significantly affect the strategic goals of the University; and (ii) The President shall report annually to the Board concerning the status of enrollment as it relates to the University’s strategic goals;

9) Articulation. To provide for and recommend to the Board for its approval of related regulations (subject to the BOG’s final approval of such regulations, if and as required by law), the University’s participation in state-wide programs that advance articulation, access, financial assistance and accountability in and concerning the State of Florida’s higher education system; and To develop, approve, implement, and govern the associated terms, policies, procedures and systems consistently with such regulations and the University’s strategic goals;

10) Academic Calendar. To establish the academic calendar for the University;

11) Financial Aid. (i) To develop, approve, implement and govern financial aid goals, programs and strategies for students of the University consistently with the Board-approved strategic goals of the University, provided that the President shall report to the Board concerning any decision of the President to create a new, or make any substantial change in any existing, financial aid goal or program that will significantly affect the University’s strategic goals; and (ii) The President shall report to the Board annually concerning the adequacy of financial aid to meet the University’s strategic goals;

12) Tuition and Student Fees. (i) To develop, approve and recommend to the Board for its approval (and, if and as required by law, for the Board’s recommendation to the BOG for its final approval) the determination of tuition charges and the types and amounts of student fees, subject to appropriation by the Legislature if and as required by law; (ii) To develop, approve, implement and govern the administrative terms, policies, procedures and systems for assessing and collecting tuition and fees consistently with the Board’s approval, including without limitation by accepting credit
card payments for tuition and fees; and (iii) To develop, approve, implement and govern the application of tuition and fees to the needs of the University within the approved budgets and any required Legislative appropriations;

E) Research, Intellectual Property and Technology Authorities of the President. (i) To develop, approve, implement and govern the University’s research programs and agreements, terms, policies, procedures and systems, including without limitation, the solicitation, negotiation, and administration of contracts, grants and other awards by, to, with and from the University, the federal and state governments, foreign governments, and/or private individuals and entities, and the fixing, collection and use of associated direct and indirect cost recovery terms and fees; (ii) [a] To develop, approve, implement, and govern the programs and agreements, terms, policies, procedures and systems for the acquisition, development, sale, disposition, transfer, management, accounting, use, access to, and administration of work products, technology, and intellectual property interests by or of the University, including without limitation, licenses, leases, assignments, and other agreements relating to such work products, technology, and intellectual property; and [b] To impose fees and other charges, collect, expend, dispose of, manage, administer and utilize funding and any revenues associated with such work products, technology and intellectual property interests; and (iii) The President shall report to the Board periodically, at least annually, concerning the status and adequacy of the University’s research program and intellectual property programs, and their funding and associated costs and cost recovery, in relation to the University’s strategic goals and funding needs;

F) Student Affairs Authorities of the President. (i) To develop, approve, implement and govern programs, terms, policies, procedures and systems for student curricular and co-curricular affairs of the University, including without limitation [a] establishing a committee with at least half of the members being students appointed by the student body president to periodically review and evaluate the student judicial system; [b] approving the internal purchasing, contracting, budgetary and other procedures for student government, [c] prohibiting hazing, [d] creating a code of conduct and academic honesty for students and student organizations, [e] providing for reasonable accommodation of religious observance and belief in connection with admissions, class attendance, and scheduling examinations and work, [f] protecting the privacy of student education records, and [g] concerning other student affairs such as student services, activities, organizations, housing, discipline, and government; (ii) The Board shall have final approval of the code of conduct through its adoption of University regulations; and (iii) The President shall report periodically, at least annually, to the Board concerning the status of
student affairs at the University as they relate to the University’s strategic goals;

G) Human Resources Authorities of the President. (i) To develop, approve, implement and govern human resources and employment programs of the University, and the related terms, policies, procedures and systems, including without limitation those relating to the administrative and academic structure and organization of the University (subject to ratification by the Board of the organization of Vice Presidents as provided below), the creation of positions, recruiting, hiring, appointment and promotion (other than the granting of tenure to faculty), terms and conditions of employment, and discipline, demotion, termination of employment, compensation (subject to the requirements set forth below for compensation of Direct Reports to the President); (ii) To negotiate, enter into, amend, implement, terminate and govern related contracts and related collective bargaining agreements and relations with employee unions, subject to the Board’s retained authority to ratify collective bargaining agreements if and as required by applicable law and to resolve impasses in collective bargaining; (iii) To develop programs for, and approve and recommend to the Board for its final approval of, the granting of tenure to faculty of the University; (iv) To implement and govern tenure once approved by the Board; and (v) The President shall report to the Board concerning his or her decisions on those human resources matters that will significantly affect the strategic goals of the University, and the President shall report annually to the Board concerning the status of any human resources matters that significantly affect the strategic goals of the University; and (vi) As changes are approved by the Chair of the Board, and no less than once annually, the President shall provide a list to the Governance Committee of the Board setting forth the compensation of Direct Reports to the President and any changes thereto; and

G-1) Certain Human Resources Authorities of the President Concerning Senior Executives. In addition to the authorities under Part I.G relating to all employees of the University:

(i) To approve, and forward to the Governance Committee of the Board for final ratification, the organizational structure of the Vice Presidents of the University regarding their reporting relationship to the President;

(ii) To determine and adjust compensation of Direct Reports to the President, provided that [a] the President shall have market justification for any such compensation determination or adjustment (based on all relevant factors for each such determination including, without limitation, market data on comparable positions (if any), unique skills and contributions, marketability of the individual, relevant discipline, experience of the individual, and other relevant factors) and [b] the President shall discuss with and obtain the approval of the Chair of the Board
(or his or her designee) regarding any such compensation
determination or adjustment before implementing it; and

(iii) For purposes of the resolutions in Part I.G and I.G-1, the following
terms shall have the following meanings: [a] “Vice President”
shall mean any senior executive employed by the University who
reports to the President and has responsibility for managing a line
function or significant service area of the University and any
person with the title of full "Vice President" who has such senior executive responsibility but reports to a senior Vice President, and
shall not include “Staff Executives” or “Affiliate Executives”; [b]
“Staff Executive” shall mean any senior executive employed by the
University who reports to the President in a staff role in the Office
of the President, and who is not managing a line function or
significant service area of the University; [c] “Affiliate Executive”
shall mean any senior executive or other key position who is
employed by a separate but affiliated entity of the University,
whether or not such person jointly reports to the governing board
of the affiliated entity and the President of the University, and shall
include, without limitation, the athletic director and coaches of the
University Athletic Association, Inc. and the executives of the
University of Florida Investment Company; and [d] “Direct
Report” shall mean any Vice President and any Staff Executive;

H) Financial and Asset Management and Debt Authorities of the President.

(i) Accountability to the Board: The President shall report to the
Board at each of its regular meetings on the status, performance
and adequacy of the operating and capital budgets, investments,
debts, finances, assets, and facilities construction activities of the
University;

(ii) Operating Budget, Capital Budget and Plan, Campus Master Plan,
and Investment Policy: [a] To develop, approve and recommend
to the Board for its approval (and, if and as required by law, for the
Board’s recommendation to the BOG for its final approval and for
the BOG’s recommendation to the Legislature for appropriation)
the University’s annual operating budget and capital plan and
budget (including without limitation, facilities capital plan); [b] To
develop, approve and recommend to the Board for its final
approval the University’s campus master plan, development
agreement, and investment policy; [c] To develop, approve,
implement, govern and make investments, and to take actions
under the budgets, capital and campus master plans, and
development agreement, for the University consistently with their
Board approvals (and any additional authority and requirements
imposed in related Board operating memoranda or University
regulations) and, as applicable, consistently with their BOG
approvals; and [d] To develop, approve, implement and govern the
associated administrative programs, terms, policies, procedures and systems for, to impose fees and other charges for, and to expend funds under, such budgets, plans, agreement and policy, consistently with their Board approvals and, if applicable for the operating and capital budgets, consistently with their BOG approval;

(iii) Administration of Real and Personal Property and Other Assets:
[a] To develop, approve, implement and govern the programs, terms, policies, procedures and systems for, and to manage, account for, administer, impose charges for, determine and restrict the use of and access to, and govern all of the real, personal, tangible and intangible property, intellectual property, trademarks and other assets of the University; [b] To serve as the custodian of all property and assets of the University; [c] To develop, approve, implement and govern appropriate accounting and operational controls and systems for such assets and property of the University; [d] To approve and recommend to the Board for its final approval (and, if and as required by law, for the Board’s recommendation to the BOG and/or Legislature for its final approval in connection with living individuals), the name of any building, college, school, department, institute, center, park, bridge, recreational complex or road of the University when named for any individual, corporation or other entity; and [e] To approve [i] the name of any building, college, school, department, institute, center, park, bridge, recreational complex or road of the University when not named for an individual, corporation or other entity, [ii] the names of any space within a building or other facility, and [iii] any name of any other area or program of the University and the names of endowed chairs, which shall not require Board approval;

(iv) Land, Facilities and Equipment Construction and Operations; To develop, approve, implement and govern the programs, terms, policies, procedures and systems for the operation, use, maintenance and construction of land, facilities, furnished and equipment to meet the needs of the University, subject to any parameters established in the Board-approved campus master plan, budgets and development agreement; and To impose fees and other charges and collect, expend, dispose of, manage, administer and utilize funding and any revenues associated with such property;

(v) Real Property Acquisitions and Dispositions; [a] To approve and recommend to the Board for its approval (and, if and as required by law, for the Board’s recommendation to the Florida State Internal Improvement Trust Fund for its final approval), all acquisitions, dispositions and other transactions involving real property interests, including without limitation interests held in trust (other than donations of real property interests to the University, non-financing leases, easements, and licenses which
shall not require Board or Trust Fund approval, and leases of any kind which shall not require Trust Fund approval, unless Trust Fund approval is required under any applicable master lease between the University and the Trust Fund); and To implement and govern such transactions consistently with their Board and/or Trust Fund approvals, as applicable, and to develop, approve, implement and govern all associated programs, terms, policies, procedures and systems consistently with such approvals; [b] To approve and recommend to the Board for its approval (and, if and as required by law, for the Board’s recommendation to the BOG for its final approval) all real estate lease purchases; and To implement and govern such transactions consistently with their Board and, as applicable, BOG approvals, and to develop, approve, implement and govern all associated programs, terms, policies, procedures and systems consistently with such approvals; [c] To develop, approve, implement and govern all non-financing leases, easements, licenses, and donations of real property interests (unless Trust Fund approval is required under any applicable master lease between the University and the Trust Fund), and all associated programs, terms, policies, procedures and systems; and [d] To collect, expend, dispose of, manage, administer and utilize funding and any revenues associated with such property;

(vi) Personal Property Acquisitions and Dispositions: [a] To develop, approve, implement and govern all personal property acquisitions and dispositions for the University and all associated programs, terms, policies, procedures and systems; and [b] To collect, expend, dispose of, manage, administer and utilize funding and any revenues associated with such property;

(vii) Depository Accounts and Disbursements: To take the following actions, and to develop, approve, implement and govern all related programs, policies, procedures, terms, systems and dealings: [a] establish, manage, control, amend, and terminate all University depository accounts at State of Florida-qualified depository institutions, subject to ratification by the Board if and as required by law, [b] deposit, transfer, withdraw and control funds and other assets to, from and among any University depository accounts, and [c] sign checks and authorize and control disbursements and electronic and other forms of transfers, provided that there shall be no further delegation of the authority to withdraw funds or other assets from a University account at a depository institution given to any position other than the Controller or a Vice President of the University, except to transfer funds or other assets among University accounts or as permitted by the delegation criteria in Attachment A to these resolutions, by operating memoranda of the Board, by University regulations or by resolutions of the Board;
Debt: [a] To approve and recommend to the Board for its approval (and, if and as required by law, for the Board’s recommendation to the BOG for its final approval), all debt proposed to be incurred by the University or its Direct Support Organizations, other than debt for which neither Board nor BOG approval is required (i.e., equipment and software leases and debt secured solely by gifts and donations that satisfy any applicable term limitations, refunding to reduce debt service without extending debt terms, and fully collateralized lines of credit for temporary cash flow which do not require Board or BOG approval and shall be authorized by the President); [b] In connection with revenue bonds and other specialized debt if and as required by law, the President’s recommendation and the Board’s approval are for the BOG’s recommendation to the Legislature for its final approval; [c] To implement and govern all authorized debt consistently with the relevant Board and, as applicable, BOG and/or Legislative approvals; and [d] To develop, approve, implement and govern all associated programs, terms, policies, procedures and systems.

I) Insurance and Indemnification Authorities of the President. (i) To develop, approve, implement and govern insurance programs, terms, policies, procedures, systems and coverages, including without limitation the procurement of insurance contracts and the establishment of self-insurance programs, for the property, exposures and liabilities of the University, its affiliates and contractors, and their respective trustees, directors, officers, employees, students, and agents, as deemed appropriate by the President; and (ii) To develop, approve, implement and govern programs, terms, policies, procedures and systems providing for the civil indemnification of the University’s trustees, directors, officers, employees, students, agents and contractors in connection with their scope of activities for, or in furtherance of the interests of, the University and its affiliates, as deemed appropriate by the President; and (iii) The President shall report annually to the Board concerning the status and adequacy of such insurance programs and coverages, and on any uninsured indemnification provided by the University to any such trustees, directors, officers, employees, students, agents or contractors;

J) Compliance Responsibilities of the President. To develop, approve, implement and govern the programs, terms, policies, procedures and systems to support the University’s compliance with applicable federal, state and local laws and regulations;

K) Contracting for Commodities, Good and Services, and Travel and Purchasing Authorities of the President. To negotiate, enter into, implement, amend, terminate and govern all programs, terms, policies, procedures, systems and contracts for procuring commodities, goods and
services for the University, including without limitation outside professional and attorneys services and services of collection agencies; and To develop, approve, implement and govern the University’s travel and purchasing programs, terms, policies, procedures and systems;

L) Information Systems and Dissemination, and Recordkeeping Authorities of the President. (i) To develop, approve, implement and govern the programs, systems, terms, policies, procedures and strategies for obtaining, managing, maintaining and disseminating information for, about and of the University to support its undertakings and the University’s Board-approved strategic goals; (ii) To develop, approve, implement and govern the recordkeeping systems, terms, policies and procedures for the University; and (iii) The President shall report periodically, at least annually, to the Board on the status and adequacy of the University’s information systems and on the strategies for disseminating information about the University in furtherance of its strategic goals;

M) President’s Authority for Research Centers for Child Development. To establish, and to develop, approve, implement and govern the programs, terms, policies, procedures and systems for the establishment of, educational research centers for child development for the purpose of providing child care services for members of the University community as well as providing research and internship opportunities;

N) Athletics Program Authority of the President. To develop, approve, implement and govern the inter- and intra-collegiate athletics programs, policies, and procedures of the University;

O) Authorities of the President Concerning Affiliated Organizations. (i) To approve and recommend to the Board for its final approval, the creation and certification, as well as the decertification and dissolution, of Direct Support Organizations and University Health Services Support Organizations (and any other affiliated organization of the University whose authorizing legislation, bylaws or agreement with the University permits University approval), and the creation and dissolution of Faculty Practice Plans of the University, in order to serve the needs or in furtherance of the interests of the University; (ii) To develop, approve, implement and govern the programs, terms, policies, procedures, and systems for the University’s interactions with and oversight of such affiliates, consistently with the Board’s approvals; (iii) To serve, or to appoint one or more appointees to serve, on the governing boards and executive committees of such affiliates; (iv) To review the budgets, audit reports, and mission of all such affiliates, to approve the budgets, review the audit reports and approve the mission of Direct Support Organizations, University Health Service Support Organizations, and Faculty Practice
Plans (and any other affiliates whose authorizing legislation, bylaws or agreement with the University permits University approval of budgets and mission), and to review the performance of all affiliates; (v) To ratify or approve the appointment of the members of the governing boards, of members of the board committees, and of the chief executive officers of Direct Support Organizations, Health Services Support Organizations, and Faculty Practice Plans (and any other affiliate whose authorizing legislation, bylaws or agreement with the University permits University approval of such appointments) based on the recommendations of their governing boards, to ratify or approve the charters of such affiliates’ audit committees, and to remove any such affiliate’s board members, committee members and/or chief executive officer for cause and its chief executive officer for unacceptable performance; (vi) To require the chief executive officers of Direct Support Organizations, Health Services Support Organizations, and Faculty Practice Plans (and any other affiliate whose authorizing legislation, bylaws or agreements with the University permits such University oversight or supervision) to report to the University’s President or his or her delegate, as well as to the affiliates’ governing boards; (vii) To monitor Direct Support Organizations’ and University Health Services Support Organizations’ compliance with applicable laws, and to monitor and control such affiliates’ use of the University’s resources, name and trademarks; (viii) To accomplish any of the programs or undertakings of the University through agreements with its affiliates, provided that the President shall develop, approve, implement and govern appropriate oversight and controls to support achievement of the University’s objectives for programs or undertakings operated by its affiliates; and (ix) The President shall report to the Board periodically, at least annually, concerning the purpose, budget, financial performance and material audit results of each affiliate, and shall make the audit report and budget available to the Board;

P) Authorities of the President Regarding Regulatory Development. To develop, approve and recommend to the Board for its final approval all regulations of the University; and To implement and govern such Board-approved regulations, and to develop, approve, implement and govern the academic and administrative programs, terms, policies, procedures and systems for the implementation, application and administration of such regulations, consistently with the Board’s approval;

Q) Ancillary Authorities of the President. To negotiate, enter into, implement, amend, terminate and govern any and all contracts and other documents and to take any and all other actions in furtherance of the authorities granted to the President on June 15, 2007.

R) Reporting. Wherever reporting to the Board is required by the foregoing resolutions, reporting may be made to the Board, to a relevant Committee
of the Board, to the Chair of the Board, or to the relevant Committee Chair, as determined appropriate for the matter by the Chair of the Board and the President.

II. Retained Authorities of the Board.

RESOLVED: That the Board hereby confirms that it has retained the following authorities, which the Board shall exercise as a full Board or through any Board committees it may authorize and in accordance with applicable laws and Board and BOG resolutions, regulations, operating memoranda and policies; and the President shall exercise his or her authorities granted under resolutions of the Board consistently with the Board’s retention of these authorities:

A) **Strategic Oversight.** The responsibility to establish (subject to BOG approval as applicable, and with the benefit of the President’s advice as hereby deemed appropriate by the Board), and to oversee and govern the strategic goals of the University and to review the performance of the University against such goals, which the Board will exercise by requiring periodic reporting on strategic matters delegated to the President and/or by direct resolution or operating memoranda;

B) **Masters and Undergraduate Programs.** After considering the recommendation of the President as hereby deemed appropriate by the Board, to approve the creation and termination of masters and undergraduate degree-granting programs of the University, subject to BOG final approval of limited access programs and undergraduate programs requiring more than 120 credits for graduation if and as required by law;

C) **Doctoral and Professional Graduate Programs.** After considering the recommendation of the President as hereby deemed appropriate by the Board and, if and as required by law, subject to BOG final approval: (i) to approve the creation and termination of doctoral and professional graduate degree-granting programs of the University; and (ii) if and as required by law, to recommend and seek final Legislative approval for the creation of new colleges, schools and functional equivalents offering a program leading to a degree that is a credential for a specific license issued under a state statute or the state constitution;

D) **Graduation Criteria and Awarding Honorary Degrees.** After considering the recommendation of the President as hereby deemed appropriate by the Board, (i) to establish the criteria that must be satisfied to earn an undergraduate or graduate degree from the University; and (ii) to finally approve the awarding of honorary degrees by the University;
E) **Non-academic Admissions Criteria.** After considering the recommendation of the President as hereby deemed appropriate by the Board, to determine and adopt a regulation establishing the non-academic criteria for admission to degree-granting programs of the University and, if BOG approval is required by law, which regulation shall not become effective until the BOG approves the regulation (expressly or by the passage of time without action, as provided in the BOG’s regulation development procedure);

F) **Tuition and Student Fees.** After considering the recommendation of the President as hereby deemed appropriate by the Board, to approve the creation of tuition and fees by the University; To recommend to the BOG that it grant final approval of such tuition and student fees if and as required by law; and To approve the imposition of such approved tuition and student fees upon appropriation by the Legislature if and as required by law;

G) **Hiring and Evaluating the President.** To establish a search committee to make recommendations to the Board of candidates for the University’s presidency, and to hire an individual to serve as the University’s President after, if and as required by law, recommending such individual as President to the BOG and receiving the BOG’s ratification; and To evaluate the President’s performance annually against the strategic goals of the University, to approve compensation of the President, and, if and as required by law, to provide a copy of such evaluation to the BOG;

H) **Vice President Organization, Tenure, and Collective Bargaining.** (i) Through the Governance Committee of the Board, to ratify the organizational structure of the Vice Presidents of the University regarding their reporting relationship to the President as initially approved by the President for final ratification by the Governance Committee; (ii) After considering the recommendation of the President as the Board hereby deems appropriate, to approve the granting of tenure to faculty; and (iii) To resolve impasses in collective bargaining and, if and as required by law, to ratify collective bargaining agreements;

I) **Operating and Capital Budgets and Plan, Campus Master Plan, and Investment Policy.** After considering the recommendation of the President as the Board hereby deems appropriate (i) To approve the University’s operating budget and capital budget and plan; (ii) To recommend to the BOG that it grant final approval of such operating budget and capital budget and plan if and as required by law; (iii) To approve the University’s campus master plan and development agreement; and (iv) To approve the University’s investment policy;
J) **Naming Buildings.** After considering the recommendation of the President as the Board hereby deems appropriate (i) to approve the name of any building, college, school, department, institute, center, park, bridge, recreational complex or road of the University for any individual, corporation or other entity; and (ii) if and as required by law in connection with living individuals, to recommend such name to the BOG and/or Legislature for its final approval;

K) **Real Estate Transactions, Other Than Non-financing Leases, Easements and Licenses, And Power Of Eminent Domain.** After considering the recommendation of the President as the Board hereby deems appropriate (i) To approve all acquisitions, dispositions and other transactions involving real property interests and, if and as required by law, to seek final approval of such transactions from the Florida State Internal Improvement Trust Fund, [a] except that donations of real property interests to the University, non-financing leases, easements, and licenses shall not require Board or Trust Fund approval, and [b] except that leases of any kind shall not require Trust Fund approval, and [c] except that an applicable master lease between the University and the Trust Fund may require Trust Fund approval for transactions that otherwise do not require such approval; (ii) To seek final approval of the BOG of all lease purchases by the University if and as required by law; and (iii) To acquire real property interests for the University through the exercise of the power of eminent domain;

L) **Serving As Trustee of Trusts of Real and Personal Property.** To serve as the trustee of any trust of real and/or personal property; and If and as required by law, to recommend and seek BOG approval of any contracts respecting trust property for terms of more than 10 years (including all contracts conveying full title, permanent easements and other interests that last more than 10 years);

M) **Construction of Facilities Needing State Operations and Maintenance Funding.** After considering the recommendation of the President as the Board hereby deems appropriate, to approve the commencement of construction of any facility that requires and has not yet received state funding by the Legislature for facility operating and maintenance costs;

N) **Depository Accounts.** After considering the recommendation of the President as the Board hereby deems appropriate, and if and as required by law, to approve the University’s depository accounts with depository institutions.

O) **Debt.** After considering the recommendation of the President as the Board hereby deems appropriate, (i) To approve and, if and as required by law, to recommend to the BOG for its final approval, the issuance or incurrence
of debt by the University or its Direct Support Organizations, except for equipment and software leases and debt secured solely by gifts and donations that satisfy any applicable term limitations, refunding to reduce debt service without extending debt terms, and fully collateralized lines of credit for temporary cash flow, which do not require Board or BOG approval; and (ii) if and as required by law, to recommend the issuance of any revenue bonds and other specialized debt to the Legislature for its final approval;

P) **Affiliated Organizations.** (i) After considering the recommendation of the President as the Board hereby deems appropriate, [a] to approve the creation and certification, decertification, and dissolution of Direct Support Organizations, and University Health Services Support Organizations (and other affiliated organizations of the University whose authorizing legislation or agreement with the University permits University approval), and the creation and dissolution of Faculty Practice Plans of the University, and [b] to approve the construction of additional space for Faculty Practice Plans and Health Services Support Organizations on campus and the construction of any such affiliate’s off-campus facilities that will require state operating funding; (ii) To appoint a representative to the governing boards of each affiliate if desired by the University’s Board; and (iii) To receive and review reports of the President on the budgets and audits of each affiliate;

Q) **Regulation Development.** After considering the recommendation of the President as the Board deems appropriate, to adopt the regulations of the University including, without limitation, those relating to participation in state-wide programs for articulation, access, and accountability, the non-academic criteria for admissions (which, if and as required by law, shall not become effective until receiving BOG approval), the code of student conduct, and those relating to human resources.

### III. Delegation Authority.

**RESOLVED:** That any individuals while holding the offices of President and Senior Vice President for Administration of the University are, and either one of them acting singly is, hereby authorized, in the name and on behalf of the Board and the University, as he or she deems appropriate, advisable and in the interests of the University:

(1) [a] To delegate electronically or in writing to any employee of the University who--

(i) is a Vice President with responsibility in an area relating to the subject matter of the resolution or
(ii) is a manager with responsibility in an area relating to the subject matter of the resolution who reports directly to a position at or above the level of Vice President, or

(iii) 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 Senior Vice President for Administration or the Vice President for Human Resource Services of the University, and

(iv) is deemed to have appropriate capabilities by the President or the Senior Vice President for Administration, the authority (but not further delegation authority except as provided in the next resolution) granted to the President under that resolution, and

[b] provided that the delegation shall--

(i) specify the date of the delegation, the name and title of the delegee, the particular resolution and the authority or portion of authority thereunder being delegated, as permitted by this resolution on delegations as well as the particular resolution relating to the delegated authority, and

(ii) a copy of such delegation shall be filed with the delegee, in the records of the Board and with the Vice President and General Counsel of the University;

and

(2) To terminate electronically or in writing any such delegation of authority, provided that such termination shall specify the effective date of the termination and shall be filed with the delegee, in the records of the Board and with the Vice President and General Counsel;

and

(3) The delegation and termination of delegation filing requirements shall also apply to any further delegation authorized under the next resolution.

RESOLVED: That any such delegee of the President or the Senior Vice President for Administration under the immediately preceding resolution may further delegate electronically or in writing the authority delegated by the President or the Senior Vice President for Administration, or a portion thereof, to any employee of the University whom the President’s or the Senior Vice President for Administration’s direct delegee deems appropriate, provided that such employee and the authority being delegated satisfy the criteria set forth in any relevant Board resolution or operating memorandum, in any relevant University regulation or in Attachment A to the Board’s June 15, 2007 resolutions, as applicable, and also satisfy the filing requirements in the immediately preceding resolution.
IV. Authorization and Incumbency Certificates Issued by the President and Certain Other Officers.

RESOLVED: That any individuals while holding the offices of the President, the Senior Vice President for Administration of the University, and the Vice President and General Counsel of the University are, and each of them acting singly is, hereby authorized to certify as to the substance, date and continuing effectiveness of any Board authorization and any permitted related delegation (whether that authorization and/or delegation are given before, simultaneously with, or after this resolution) under which the President or any other individual or position is authorized, as to the incumbent of the office of President or other position, as to the individual authorized, and that a true copy of the authorization and any permitted related delegation are attached to the certification; and such certification shall be conclusive for any person receiving and relying on it as to the authority of the President or other position and individual.

RESOLVED: That, in making such a certification, the President, the Senior Vice President for Administration, and the Vice President and General Counsel are, and any one of them acting singly is, hereby authorized to certify as to his or her own authority under any Board authorization and any permitted related delegation.

V. Authorization and Incumbency Certificates Issued by the Secretary or Assistant Secretary.

RESOLVED: Without derogating from the authority of the Secretary or any Assistant Secretary of the Board under law in the absence of a specific authorization by the Board, it is hereby confirmed:

That any individuals while holding the positions of Secretary and Assistant Secretary of the Board are, and any one of them acting singly is, authorized, in connection with any authorization given by the Board and any permitted related delegation (whether that authorization and/or delegation are given before, simultaneously with or after this resolution) under which an individual or position is authorized, as to the position authorized, as to the individual authorized, and that a true copy of the authorization and any permitted related delegation are attached to the certification; and such certification shall be conclusive for any person receiving and relying on it as to the authority of the position and individual; and

That any individuals while holding the position of Assistant Secretary of the Board, and any one of them acting singly, may provide an incumbency and/or authority certificate for the Secretary of the Board and/or for any other Assistant Secretary of the Board, and the Secretary of the Board may provide an incumbency and/or authority certificate for any Assistant Secretary of the Board.
VI. Ratifying Prior Actions

RESOLVED: That any action taken before June 15, 2007 by any person who, at the time the action was taken, held a position authorized to take the action under any resolution adopted by the Board on or before June 15, 2007, or under a delegation authorized by and given under such resolution, is hereby ratified as authorized by the Board.

VII. Effective Date

RESOLVED: That the foregoing resolutions will become effective on June 15, 2007 with the following exceptions. The authority to make those particular further delegations of authority that are subject to parameters to be specified in Attachment A, shall become effective upon the Board of Trustees’ adoption of Attachment A at a subsequent meeting. Any delegation authority provided in other existing resolutions and operating memoranda shall continue to be effective unless and until the Board takes separate action to rescind such authority. Any delegations of authority that have been previously made to Vice Presidents or employees of the University, and any delegations of authority that are later made, under any delegation authority conferred by other resolutions or operating memoranda of the Board, under University regulations, or under applicable law, shall remain in effect unless and until further action to rescind such other delegation authority is taken by the Board or the President.
ATTACHMENT A
To University of Florida Board of Trustees Resolution
Of June 15, 2007 (R07-37)

Delegation Authority by Vice Presidents, Deans or their
Direct Reports to Other Employees

Pursuant to Part III of the above-referenced resolution, the President and the Senior Vice President for Administration are each authorized singly to delegate authority to Vice Presidents and their direct reports in the areas of their responsibility and capability, subject to the additional controls in Part III of the resolution and to the limitations on delegation of authority for disbursements and transfers of assets under Part I.H(vii).

A. **Sub-Delegations – Generally Applicable Controls.** In addition, (i) the President or Senior Vice President for Administration may singly delegate to Deans and their direct reports authority that is properly delegated to Vice Presidents and their direct reports under the same terms and conditions as apply in Part III of the resolution and (ii) Vice Presidents, Deans and their direct reports to whom authority is properly delegated under this Part A of Attachment A or Part III of the resolution (“direct delegee”) may further delegate limited authority to any individual who is an employee of the University (“sub-delegee”), subject to the following additional limitations:

1. The direct delegee must determine that the sub-delegee has responsibility in the relevant area and appropriate capabilities and the direct delegee shall retain responsibility for appropriate oversight of the sub-delegee’s activities.

2. The delegation to the sub-delegee must also satisfy (a) the filing requirements of Part III of the resolution, (b) all requirements of any applicable laws, University regulations, and Board resolutions and operating memoranda, and (c) any limitations established in the delegation made to the direct delegee.

3. The President or Senior Vice President for Administration may directly delegate or give any approval that a direct delegee may delegate or give, under any part of this Attachment.

4. If relating to making purchases of goods and services or imposing on the University financial obligations to third parties, then, unless the authority of (or delegation of authority to) an employee is authorized by any other Board resolution or operating memorandum or by any applicable University regulation or law, any delegation to a sub-delegee must satisfy all of the criteria set forth in Part B of this Attachment A and, as applicable, all of the criteria set forth in Part C or D.

B. **Sub-delegations for All Not Otherwise Authorized Purchases and Financial Obligations.** If relating to making a purchase of goods or services from a third party or imposing on the University financial obligations to a third party, unless otherwise
authorized in a relevant Board resolution or operating memorandum, University regulation or applicable law, a direct delegee may authorize a sub-delegee to make purchases of goods and services on behalf of the University or otherwise to incur or contractually bind the University to financial obligations only subject to the following limitations:

1. Such delegation to a sub-delegee shall be made to a named individual while s/he holds a particular position at the University and shall automatically lapse upon the individual’s ceasing to be employed by the University or ceasing to hold the relevant position at the University.

2. In addition, such delegation to a sub-delegee may be effective for up to one year, and may be renewed for successive periods of up to one-year each. Renewals must satisfy all requirements applicable to the initial delegation.

3. To the extent applicable, the sub-delegee of purchasing authority shall have acknowledged the University’s and the state’s conflict of interest regulations, policies and laws and signed the University’s and the state’s outside activities and financial interests disclosure forms, or certified that s/he has no outside activities or financial interests required to be disclosed, prior to the delegation taking effect and prior to each renewal (and shall have the obligation to update the forms as appropriate and to comply with the underlying policies and laws).

4. In addition, any sub-delegee who authorizes University expenditures internally (under University purchase orders or other obligation documents) shall be a different person than the person who signs any related contract or obligation document with third parties.

5. In addition, the sub-delegee’s purchase from third parties or imposition on the University of financial obligations to third parties on any particular occasion must (a) be subject to review and approval of an authorized employee of a University unit that is different than the sub-delegee’s unit (such as, without limitation, the central purchasing department’s approval of purchase orders or the human resource services department’s approval of hiring), or (b) be subject to the direct delegee’s approval, or (c) satisfy the requirements and limitations in Part C or D below.

C. Sub-delegations to University Purchasing Agents. If Part B.5(c) applies, a sub-delegee holding the title, authority and responsibility of Purchasing Director, Purchasing Coordinator, Purchasing Agent, Purchasing Assistant Director or Purchasing Associate Director in the University’s central purchasing unit (or a position of equivalent responsibility and authority as determined by the President, Senior Vice President for Administration or Vice President for Human Resources) may be authorized by a direct delegee with management or other oversight responsibility for the University’s purchasing function to make purchases and incur other financial obligations on behalf of
the University, subject to the following limitation. Any single purchase or contract may not require an expenditure in excess of $1,000,000.00.

D. Controls on Certain Purchasing and Financial Obligations That Have No Second Approval. If Part B.5(c) applies and Part C does not apply, the sub-delegee may be authorized to make purchases and/or incur other financial obligations if the direct delegee determines that the sub-delegee has responsibility for managing or administering the budget or other significant financial affairs of a University unit, subject to the following three limitations:

1. Any single purchase by the sub-delegee in a University fiscal year shall not exceed $100,000; however, the direct delegee may give prior approval of a higher purchase on a particular occasion.

2. Any contract entered into by the sub-delegee shall not bind the University to financial obligations exceeding $300,000 over the term of the contract, which term shall not exceed two years; however, the direct delegee may give prior approval of a higher obligation amount or a longer contract term on a particular occasion.

3. Third, the aggregate of all purchases and other financial obligations imposed on the University shall not exceed the funding over which the direct delegee has authority, without the prior approval of the President or Senior Vice President for Administration.

If the sub-delegee is an individual holding a position determined by the direct delegee to not have responsibility for managing or administering the unit’s budget or other significant financial affairs, but to have lesser financial responsibilities, the sub-delegee may be authorized to make purchases of goods and services subject to three limitations:

1. Any single purchase in a University fiscal year shall not exceed $2,000; however, the direct delegee may give prior approval of a higher purchase on a particular occasion.

2. All purchases in a month shall not exceed $25,000; however, the direct delegee may give prior approval of any particular purchase exceeding such limit.

3. Purchases shall not exceed the funding over which the direct delegee has authority, without the prior approval of the President or Senior Vice President for Administration.

If approved by the President or Senior Vice President for Administration, the dollar limitations in this Part D shall adjust at the beginning of each fiscal year to reflect any increases from the prior year in the “All Items” Consumer Price Index for Urban Consumers, 1982-84=100, compiled by the U.S. Department of Labor, Bureau of Labor Statistics (or its successor index) or to reflect any increase in the dollar limitations imposed in the University’s purchasing card policy.
of the adjustment, if any, shall be given annually by the Senior Vice President for Administration or his or her delegee.

The President or Senior Vice President for Administration may approve higher dollar and longer contract term limitations for the delegation authorities under this Part D or Part C if he or she deems such authority to be appropriate for a particular unit of the University or the responsibilities and capabilities of a particular sub-delegee, and to be in the best interests of the University; sets forth the higher limitations in writing; and files the writing in accordance with Part III of the resolution.

This Appendix A shall become effective on July 1, 2008.
UNF

UNF BOT Bylaws, Section 4

UNF BOT Resolution on Presidential Authority
University of North Florida Board of Trustees Bylaws

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.

Collapse All

Article I Organization

• Section 1. The Corporation

The University of North Florida Board of Trustees (“Board of Trustees”) 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.

The Board of Trustees is a corporation primarily acting as an instrumentality or an agency of the state, pursuant to s. 768.28 (2), 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 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"). In discharging its governance responsibilities, the Board of Trustees shall select the President of the university for ratification by the Board of Governors; evaluate the performance of the President; and ensure implementation and maintenance of quality education programs and the sound fiduciary operation of the university.

  In carrying out its responsibilities as a policy-making body, the Board of Trustees shall approve the specific 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 and shall adopt regulations and policies consistent with the mission of the university, state laws, and resolutions, regulations and policies established by the 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.

- **Section 4. Duties of the President**

  The President shall exercise such powers as are appropriate to his/her position in promoting, supporting and protecting the interests of the university and in managing and directing its affairs. The President may issue directives and executive orders not in contravention of existing Board policies. The President shall be responsible for all educational, financial, business and administrative functions of the university consistent with the policies established by the Board and shall exercise such other powers, duties and responsibilities as are delegated or assigned by the Board.

- **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 shall preside at all meetings of the Board of Trustees and call special meetings of the Board when necessary. The 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 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 chair during the absence or disability of the chair.

C. Corporate Secretary

The university President shall serve as executive officer and corporate secretary of the Board. In the capacity of secretary, the President 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 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.

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. The President shall serve as an ex-officio non-voting member of all standing committees.

- Section 6. Selection of Officers and Terms of Office

The chair and vice-chair shall be selected by the Board of Trustees at its first regular meeting after January 7, 2006 and shall serve for a 2-year term to begin immediately upon selection. Bi-annually thereafter, the Board of Trustees shall select the chair and vice chair. The chair and vice-chair shall be eligible for reelection for one additional consecutive term. Vacancies 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 January meeting.

The university President shall at all times serve as corporate secretary of the Board of Trustees.

- Section 7. Board Committees

Finance and Audit Committee
The Finance and Audit Committee shall review and recommend for consideration by the Board policies related to the financial, audit and risk management functions of the university. The chair of the Board shall appoint up to seven (7) members to the Finance and Audit Committee and designate one (1) to serve as the committee chair and one as the vice chair. These appointments will be made no later than one (1) month after the annual meeting.

To the best of her or his ability, the Board chair will ensure that the chair of the Finance and Audit Committee has applicable financial knowledge and that the membership of the committee includes the most fiscally knowledgeable trustees.

**Academic Affairs Committee**

The Academic Affairs Committee shall review and recommend for consideration by the Board policies related to the academic functions of the university. The chair of the Board shall appoint up to seven (7) members to the Academic Affairs Committee and designate one (1) to serve as the committee chair and one as the vice chair. These appointments will be made no later than one (1) month after the annual meeting.

**Student Life and Facilities Committee**

The Student Life and Facilities Committee shall review and recommend for consideration by the Board policies relating to the quality of nonacademic student life, and for encouraging innovation in such programs and initiatives. The committee shall review and recommend for consideration by the Board policies affecting the physical plant and real property and shall make recommendations to the Board on these and other matters referred to it by the Board. The Student Life and Facilities Committee shall be a committee of the whole and a simple majority of trustees shall constitute a quorum. The chair of the Board shall designate the committee chair, which appointment shall be made no later than one (1) month after the annual meeting.

**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.

- **Section 8. 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

- **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 chair. 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 chair, at a time and place designated by the chair. 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**

  An emergency meeting of the Board may be called by the chair of the Board upon no less than twenty-four (24) hours whenever, in the opinion of the chair, an issue requires immediate Board action. Whenever such emergency meeting is called, the 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 regular meetings, committee meetings, and special meetings of the Board will be given not less than seven (7) days before the event, and will include a statement of the general subject matter to be considered. Whenever an emergency meeting is scheduled, the corporate secretary will post a notice of the time, date, place, and purpose of the meeting at the University of North Florida Library and on the Board of Trustees website.

- Section 5. Meetings by Means of Telephone Conference Calls and Other Communications Media 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 6. 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 7. 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 shall not be permitted.

- Section 8. 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 9. Agenda

The university President shall be responsible for setting the agenda for meetings of the Board in consultation with the 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 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 chair.

- **Section 10. 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.

**Article III Appearances Before the Board**

- **Appearances Before the Board**

The Board shall allow for a public comment period during each Board and committee meeting. The public comment period shall be limited to individuals who desire to appear before the Board to address an agenda item currently before the Board. The public comment period shall be limited to a total of fifteen (15) minutes. Comments by individuals who wish to address the Board concerning an agenda item shall be limited to three (3) minutes. Those requesting to speak shall be called upon on a first-come first-serve basis. A public comment period shall not be provided for when the Board meets by telephone conference call. The chair is authorized to implement other reasonable
procedures for the smooth and effective operation of the public comment period.

The 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**

- **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.

Members of the Board of Trustees shall be guided by the provisions set forth in Florida law for the conduct of public officers.

- **Section 2. Conflict of Interests**

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 conflict of interest at the earliest practical time. In such cases, the trustee shall absent him or herself 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 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 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.

- **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., however, the Board shall be entitled to provide notice of internal review committee meetings for competitive proposals or procurement to applicants by mail or facsimile rather than by means of publication.

- **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

The University of North Florida Board of Trustees recognizes that, beginning in the year 2000, in response to the 1998 Blue Ribbon Committee on Education Governance and subsequently with a state constitutional amendment effective January 7, 2003, there have been significant, sweeping changes in the governance structure for Florida’s state universities.

Previous attempts to conform state law to the present day governance structure have been unsuccessful and as a result, the sources for legal authority for the university boards of trustees are convoluted and confusing. Moreover, a legal action to clarify the powers of the state legislature and the constitutionally-created Florida Board of Governors is currently pending.

The efforts of the University of North Florida in preparing for reaffirmation of accreditation in 2009 by the Commission on Colleges of the Southern Association of Colleges and Schools (SACS) have demonstrated the need for the UNF Board of Trustees to reaffirm in the form of a comprehensive resolution, the specific authority it has delegated to the University President pursuant to current state statutes and resolution of the Florida Board of Governors, approved on January 7, 2003, and by specific delegations of authority to the President from the University of North Florida Board of Trustees.

WHEREFORE, be it resolved:

The UNF Board of Trustees hereby delegates to John A. Delaney, as University President, Chief Executive Officer and Corporate Secretary of the Board of Trustees, responsible for the operation and administration of the University of North Florida, the following authority and duties:

NOTE: Except as otherwise noted, paragraphs (1) – (19) below are taken from 1001.75(1)-(19), F.S. University presidents; powers and duties

(1) To recommend the adoption of regulations, as appropriate, to the UNF Board of Trustees to implement provisions of law governing the operation and administration of the University. Such regulations shall be consistent with the mission of the University and the regulations and policies of the Florida Board of Governors.

(2) To prepare a budget request and an operating budget for approval by the UNF Board of Trustees.

(3) To establish and implement policies and procedures to recruit, appoint, transfer, promote, compensate, evaluate, reward, demote, discipline, and remove personnel, in accordance with regulations or policies approved by the UNF Board of Trustees.

(4) To govern admissions, subject to law and regulations or policies of the UNF Board of Trustees.

(5) To approve, execute, and administer contracts for and on behalf of the UNF Board of Trustees for licenses; the acquisition or provision of commodities, goods, equipment, and services; leases of real and personal property; and planning and construction to be rendered to or by the University, provided such contracts are in conformance with regulations or policies of the UNF Board of Trustees and are for the implementation of approved programs of the University. The president must comply with the provisions of s. 287.055, F.S. for the procurement of

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professional services and may approve and execute all contracts on behalf of the UNF Board of Trustees for planning, construction, and equipment. For the purposes of the president's contracting authority, a "continuing contract" for professional services under the provisions of s. 287.055, F.S. is one in which construction costs do not exceed $1 million or the fee for study activity does not exceed $100,000.

NOTE:
s. 287.055(g), F.S. provides: A "continuing contract" is a contract for professional services entered into in accordance with all the procedures of this act between an agency and a firm whereby the firm provides professional services to the agency for projects in which construction costs do not exceed $1 million, for study activity when the fee for such professional service does not exceed $50,000, or for work of a specified nature as outlined in the contract required by the agency, with no time limitation except that the contract must provide a termination clause. Firms providing professional services under continuing contracts shall not be required to bid against one another.

S. 1001.75(5), F.S. was written into law years ago to give university presidents more flexibility than s. 287.055(g)\]

NOTE:
Paragraph (5)(a) is a proposed new BOT Delegation of Authority
(5)(a) To transfer funds from one depository to another, within a depository, to another institution, or from another institution to a depository for investment purposes and may 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.

Paragraphs (5)(b) - (d) are from BOT Delegations of Authority
(5)(b) To 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 UNF Board of Trustees Finance and Audit Committee; amounts exceeding $500,000 require prior approval of the UNF Board of Trustees of Trustees.

5(c) To sign checks to pay legal obligations of the University in accordance with s. 1011.42(7), F.S. and Delegation of Authority approved April 20, 2006.

5(d) To 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.

(6) To act for the UNF Board of Trustees as custodian of all University property.

(7) To establish the internal academic calendar of the University within general guidelines of the Board of Governors.

(8) To administer the University's program of intercollegiate athletics.

(9) To recommend to the UNF Board of Trustees the establishment and termination of undergraduate and master's-level degree programs within the approved role and scope of the University.

(10) To award degrees.

(11) To recommend to the UNF Board of Trustees a schedule of tuition and fees to be charged by the University, within law and regulations of the Florida Board of Governors.
NOTE:
(11)(a) is from BOT Delegation of Authority

Pursuant to provisions of the September 18, 2003 Delegation of Authority, the President may set the amounts for the various “Miscellaneous University Fees” as described in s. 1009.24(12)-(14), F.S. Any changes to these fees will be made as authorized by law and in accordance with policy and procedures approved by the UNF Board of Trustees.

(12) To organize the University to efficiently and effectively achieve the goals of the University.

(13) To review periodically the operations of the University 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.

(14) To enter into agreements for student exchange programs which involve students at the University and students in other postsecondary educational institutions.

(15) To provide purchasing, contracting, and budgetary review processes for student government organizations.

(16) To ensure compliance with federal and state laws, rules, regulations, and other requirements which are applicable to the University.

(17) To maintain all data and information pertaining to the operation of the University, and report on the attainment by the University of institutional and statewide performance accountability goals.

(18) To adjust property records and dispose of state-owned tangible personal property in the University’s custody in accordance with procedures established by the UNF 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.

(19) To have vested with the University President or the President's designee the powers, duties, and authority that is vested with the University.

NOTE:
Paragraphs (20) – (28) are from various statutes which direct university/presidential action as specifically identified in each section.

(20) To 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, and if the property is not claimed by the owner within a reasonable period of time as designated by the president or designee, to order it sold at public outcry after giving notice of the time and place of sale in a publication of general circulation on the campus. In accordance with the provisions of s. 703.18, F.S., all moneys realized from such sale shall be placed in an appropriate fund and used solely for student scholarship and loan purposes.

(21) In accordance with s. 1004.22, F.S., 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 his or her 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.

(22) To perform all things necessary to secure letters of patent, copyrights, and trademarks on any work products and to enforce the University’s rights therein in accordance with s. 1004.23, F.S.

(23) In accordance with the provisions of s. 1004.28, F.S., to serve, or to appoint a designee to serve on the board of directors and the executive committee of any direct-support organization established to benefit the University and to receive annual budgets and reports of such organizations, including the federal Internal Revenue Service Application for Recognition of Exemption form (Form 1023) and its federal Internal Revenue Service Return of Organization Exempt from Income Tax form (Form 990).

(24) In accordance with the provisions of s. 1011.40, F.S., to prepare and implement the operating budget of the University as prescribed by law, regulations of the Board of Governors, policies of the UNF Board of Trustees, and provisions of the General Appropriations Act. 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 UNF Board of Trustees approved operating budget goes below 5 percent, the President shall provide written notification to the Board of Governors.

(25) To submit an annual equity report to the Chancellor of the State University System by April 1st of each year in accordance with the provisions of s. 1012.95, F.S.

(26) To certify to the Board of Governors or Department of Education, as requested, a project’s compliance with the requirements for expenditure of PECO funds for prior to release of funds in accordance with ch. 1013, F.S.

(27) To ensure that all plans for the construction, renovation, remodeling, or demolition of any educational or ancillary plants conform to the requirements of the Florida Building Code and the Florida Fire Prevention Code. The University President is authorized to submit documents to the Board of Governors or Department of Education, as appropriate, and to award contracts subsequent to and consistent with Board approval of the scope, timeframes, funding source, and budget of a survey-recommended project.

(28) To approve the establishment of an educational research center for child development in accordance with the provisions of s. 1011.48, F.S.

NOTE: Paragraphs (29)(a) – (n) are from BOT Delegations of Authority.

(29) To exercise the authority and duties presently delegated by the UNF Board of Trustees to the President in accordance with University regulations, policies and conditions contained in the UNF Board of Trustees written delegations of authority, including:

(a) Approving travel under Section 112.061, F.S.

(b) Taking routine administrative actions on behalf of the University of North Florida
Board of Trustees actions 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.

(c) Closing 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.

(d) In accordance with the provisions of s. 1013.48, F.S., approving change orders in the name of the UNF Board of Trustees for amounts not exceeding $100,000 in accordance with the provisions of the UNF 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 University President’s further delegation of change order approval authority to the Office of Administration and Finance. Change orders for an amount exceeding $100,000 may be made by the President or designee after consultation and approval of the chair of the Finance and Audit Committee. Change orders exceeding $1 million require the prior approval of the Finance and Audit Committee. All change orders shall be reported to the Board and entered in to the official minutes as soon as practicable at a regular meeting of the Board.

(e) Employing private attorney services pursuant to s. 287.059, F.S.

(f) Entering into agreements for and accept credit card payments as compensation for goods, services, tuition and fees pursuant to s. 1001.74(24), F.S.

(g) Securing comprehensive general liability insurance pursuant to ss. 1001.74(17) and 1004.24, F.S.

(i) Providing for the payment of the cost of civil actions against officers, employees or agents of the UNF Board of Trustees pursuant to s. 1012.965, F.S.

(j) Entering into articulation agreements pursuant to s. 1007.22, F.S.

(k) Employing 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 pursuant to s. 1010.03, F.S. and in accordance with the provisions of the UNF Board of Trustees delegation of authority approved January 26, 2006. The President will annually report the status of accounts receivable charge-offs to the Board.

(l) Initiating and settling lawsuits and claims and appealing 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.

1. For claims up to $100,000, the President or designee may take action.

2. For claims greater than $100,000, but less than $250,000, the President or designee may take action after consultation with the Chair of the Finance and Audit Committee or the Chair of the Board of Trustees, as appropriate.
3. For claims above $250,000, the President will consult with and seek the approval of the members of the Finance and Audit committee. The President or designee shall report all actions above $250,000 to the full Board.

(m) Preparing a capital outlay budget as a part of the annual budget, based upon and in harmony with the University’s capital outlay plan for approval by the UNF Board of Trustees. This budget shall designate the proposed capital outlay expenditures by project for the year from all fund sources in accordance with s. 1013.62, F.S.

(n) Administering a program for the maintenance and construction of facilities pursuant to Chapter 1013, F.S.

(o) Further delegating to divisional vice presidents and other appropriate University personnel the authority as described herein so long as such delegation is in writing, specifies whether the authority can be further delegated, and the conditions for same, and a copy of such delegation is filed in the Office of the General Counsel.
USF

USF BOT Operating Procedures, Article I, C.3.

Governance Policy for the USF System
ARTICLE I
ORGANIZATION

A.  Legal Status of Board of Trustees

The University of South Florida Board of Trustees (“Board of Trustees”) is established as a body corporate, with all powers of a body corporate as provided by Florida law. The Board of Trustees is a corporation primarily acting as an instrumentality or agency of the state, pursuant to Section 768.28(2), Florida Statutes, for purposes of sovereign immunity.

B.  Members

The Board of Trustees shall be composed of thirteen persons, six members appointed by the Governor of the State of Florida and six members appointed by the Board of Governors. The other two members shall be the elected representative of the University of South Florida System Student Advisory Council and the President of the University of South Florida System Faculty Council.

Board of Trustees’ members who are appointed by the Governor and Board of Governors shall be appointed for 5-year terms.

Members of the Board of Trustees shall not serve on any other Board of the University or its Direct Support Organizations during their appointed term(s). This does not apply to the president of the student body member and the faculty senate member of the Board, and does not include organizations of Boards with which the University has an affiliation agreement.

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

C.  Officers

The officers of the Board of Trustees are the Chair, Vice-Chair and the Corporate Secretary. The Chair and Vice-Chair shall be elected by the Board of Trustees at appropriate times and shall each serve two-year terms to begin immediately upon election. The Chair and Vice-Chair shall be eligible for election for one additional consecutive term. The University President shall serve as Corporate Secretary of the Board of Trustees.

The officers shall have the following responsibilities:
1. **Chair**

   a. The Chair serves as Chair of the Executive Committee, appoints the members thereof, serves as an ex officio voting member of all University Strategic Priority Workgroups, Standing Committees and Ad Hoc Committees of the Board, and appoints members thereof.

   b. The Chair shall preside at all meetings of the Board of Trustees, call special meetings of the Board when necessary, attest to actions of the Board and notify the Governor in writing whenever a Board member fails to attend three consecutive meetings in any fiscal year, which failure may be grounds for removal.

2. **Vice-Chair**

   The Vice-Chair shall act as Chair during the absence or disability of the Chair and, in that event, shall perform those duties of the Chair described hereinabove.

3. **Corporate Secretary**

   a. The University President, as Corporate Secretary, shall be responsible to the Board for all operations and administration of the University and for setting the agenda for meetings of the Board in consultation with the Chair. During the absence or disability of the University President, the Provost and Sr. Vice President for Academic Affairs will function as Corporate Secretary.

   b. The President shall serve as the official contact between the Board and the faculty, staff, students and support organizations of the University. The President shall exercise such powers as are appropriate to his/her position in promoting, supporting and protecting the interests of the University and in managing and directing its affairs. The President may issue directives and executive orders not in contravention of existing Board policies. The President shall be responsible for all educational, financial, business and administrative functions of the University, consistent with University policy, and shall exercise such other powers, duties and responsibilities as are delegated or established by the Board.
D. **Board of Trustees**

The Board of Trustees shall be responsible for cost-effective policy decisions, implementing and maintaining high-quality education programs consistent with the university’s mission, measuring University performance and providing input regarding compliance with state policy, budgeting and education standards. The Board of Trustees sets policy for the university and serves as its legal owner and final authority. As the “body corporate” for the university, the Board holds the university’s financial, physical and human assets and operations in trust and is responsible for efficient and effective use of resources. It must ensure the performance of all duties assigned by law and rules of the Florida Board of Governors. The Board, pursuant to Section 1004.28 Florida Statutes, provides budget and audit review and oversight of university Direct Support Organizations and establishes the conditions with which they must comply in order to use property, facilities or personal services at the University. The Board may adopt rules, regulations and policies consistent with established laws and the university’s mission and strategic plan. Board members will establish policy and assess the implementation of Board policies. When the Board, through majority vote at a public meeting, establishes a new rule, regulation or policy it will be promulgated as follows:

1. **Rules**- in accord with the requirements set forth in Ch. 120, F.S.;
2. **Regulations**- in accord with the provisions of the Board of Governor’s Regulation Development Procedure for State University Boards of Trustees;
3. **BOT Policies**- the Corporate Secretary shall assign each BOT policy a distinct number that includes the year in which the policy was established (e.g. 2007-01) and post the policy to the Board’s web page.

The specific powers and duties of the Board are authorized by Article 9, Section 7 of the Florida Constitution, and Sections 1001.71, 1001.72, 1001.73, and 1001.74 Florida Statutes.

**ARTICLE II**

**MEETINGS OF THE BOARD OF TRUSTEES**

A. **Regular Meetings** – The Board will meet no fewer than four times per fiscal year, at a time and place designated by the Chair. 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 South Florida website at http://www.usf.edu.

B. **Special Meetings** – The Board will meet in special meetings, including hearings and workshops, at such times and places designated by the Chair.
C. **Emergency Meetings** – An emergency meeting of the Board may be called by the Chair of the Board upon such notice as is fair under the circumstances whenever, in the opinion of the Chair, an issue requires immediate Board action. Whenever such emergency meeting is called, the 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.

D. **Notice of Meetings** – Notice, stating the time, date, place and agenda or purpose of the meeting, of regular meetings, special meetings and committee meetings shall be posted on the USF Website, and shall be distributed through the USF list serve. Notice will be given not less than seven days, if practicable, before the event and will include a statement of the general subject matter to be considered. Whenever an emergency meeting is scheduled, the Corporate Secretary will post a notice on the USF Website, and distribute same through the USF list serve as soon as practicable stating the time, date, place and agenda or purpose of the meeting.

E. **Meetings by Means of Telephone Conference Calls and other Communications Media 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 conducted by means of communication media technology will state where and how members of the public may gain access to the meeting. Such notice will be in accordance with the notice procedures set forth above.

F. **Quorum** – A majority of the members of the Board must be present to constitute a quorum for the transaction of business.

G. **Voting** – The decision of the majority of the Trustees in attendance and voting on an issue shall prevail, except that a majority vote of all members of the Board is required for appointing and removing the president and for approving or discontinuing programs. A Trustee may abstain from voting only under those circumstances prescribed by law. Voting by proxy or by mail shall not be permitted.

H. **Parliamentary Rules** – Roberts Rules of Order, newly revised, will be followed in conducting meetings of the Board, unless otherwise provided by the Board.
I. **Agenda** – The agenda for each meeting of the Board shall be prepared by the President or his/her designee. Every request for inclusion of an item on the agenda of a meeting shall be put in writing and filed, together with any supporting documents, with the President sufficiently far in advance of the meeting to permit a determination to be made by the President with respect to the propriety and practicability of including that item on the agenda for the meeting. The President will assemble the agenda and provide a copy of the agenda to each member of the Board at least ten (10) days prior to the meeting and will post the agenda to the USF list serve, the USF website and with the University Media Relations Office prior to the meeting. If additional items or supporting documentation become available, a supplemental agenda may be provided at least five (5) days prior to the meeting.

J. **Minutes** – Minutes of the meetings of the Board of Trustees shall be kept by the Corporate Secretary or designee, 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 where 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.

**ARTICLE III**

**COMMITTEES**

A. **The Executive Committee**

The Executive Committee shall have five (5) voting members, all of whom shall be trustees. In addition, the President of the University shall be an ex-officio member of the Executive Committee, without vote and not counted as part of a quorum for the purpose of transacting business. The Chair and Vice-Chair of the Board of Trustees shall be members. In addition, three (3) trustees shall be appointed by the Chair at the annual meeting to serve on the executive committee. A majority of executive committee members shall constitute a quorum.

The purpose of the Executive Committee is twofold: to conserve time, it shall serve at the pleasure of the Board as the Board’s agent in helping the President to address routine business between regular Board meetings; and it shall assist the Chair and the President in their joint responsibility to help the Board to function effectively and efficiently by suggesting board meeting agenda items and periodically assessing workgroup work. The Executive Committee shall have authority to act for the Board of Trustees on all matters except for the following, which shall be reserved for the full Board: appointing and removing the President; approving or discontinuing programs; board officer selection; Campus Board membership; changes in institutional mission and purposes; changes to the bylaws; incurring of corporate indebtedness; and adoption of the annual budget.
These operating procedures or other board policy may reserve other powers for the Executive Committee.

The Executive Committee shall meet as often as necessary to conduct its business as the Chair and President shall determine, and it shall ensure that minutes are taken and distributed to all Trustees for information at the next regular meeting of the Trustees.

B. **University Strategic Priority Workgroups**

The Chair of the Board may establish such University Strategic Priority Workgroups as deemed necessary for the orderly conduct of the business of the Board. University Strategic Priority Workgroups will relate directly to the strategic priorities of the University. The Chair of the Board appoints the members, appoints the faculty and community liaisons, selects a Chair of the Workgroup, and serves as an ex officio voting member when present of all workgroups.

University Strategic Priority Workgroups’ action is reported as a recommendation for consideration and action by the full Board. If the full Board, however, authorizes a strategic priority workgroup to take final action on a matter referred to it, the Chair of the Workgroup shall report the action taken to the Board at its next scheduled meeting.

The University Strategic Priority Workgroups shall meet as often as the Chair of the Workgroup shall determine. Minutes shall be taken and distributed to all Trustees. A majority of University Strategic Priority Workgroup members shall constitute a quorum for transaction of business.

C. **Standing Committees**

Standing Committees may be appointed by the Board Chair. Each standing committee shall consist of no less than three (3) members. Members of standing committees shall hold office until the appointment of their successors. Any vacancies on standing committees shall be filled by appointment of the Board Chair. Unless specifically delegated or as otherwise provided in these Operating Procedures, authority to act on all matters is reserved to the Board and the duty of each standing committee shall be to consider and to make recommendations to the Board upon matters referred to it. Each standing committee shall have a written statement of purpose and primary responsibilities as approved by the Board. The Chairs of all standing committees shall perform their duties in consultation with the University President. Minutes shall be taken and distributed to all Trustees.

D. **Ad Hoc Committees**
Ad Hoc Committees may be appointed by the Board Chair with such powers and
duties and period of service as the Board Chair may determine. Unless
specifically delegated or as otherwise provided in these Operating Procedures,
authority to act on all matters is reserved to the Board and the duty of each ad hoc
committee shall be to consider and to make recommendation to the Board upon
matters referred to it. Each ad hoc committee shall have a written statement of
purpose and primary responsibilities as approved by the Board. The Chair of any
ad hoc committees shall perform their duties in consultation with the University
President. Minutes shall be taken and distributed to all Trustees.

ARTICLE IV
REGIONAL CAMPUS BOARDS

The Board shall appoint members to the Campus Boards, from recommendations of the
President, for USF St. Petersburg and USF Sarasota-Manatee. Consonant with the State
Constitution, members shall hold no other State office. Members shall be appointed for
4-year terms.

Members may be reappointed for additional terms not to exceed eight (8) years of
service.

In addition, a member of the USF Board of Trustees shall serve as provided below.

A. USF St. Petersburg -- If a resident of Pinellas County is appointed to the Board
of Trustees of the University, the Board shall appoint that member to serve jointly
as a member of the Campus Board. If more than one Pinellas County resident is
appointed to the Board of Trustees, the Board shall select one joint member.

B. USF Sarasota-Manatee -- If a resident of Sarasota-Manatee Counties is
appointed to the Board of Trustees of the University, the Board shall appoint that
member to serve jointly as a member of the Campus Board. If more than one
Sarasota-Manatee County resident is appointed to the Board of Trustees, the
Board shall select one joint member.

C. Authority -- The Regional Campus Boards shall have the authority to:

1. Review and approve an annual campus legislative budget request, which
will be submitted to the Commissioner of Education as a separately
identified section to the USF legislative budget request. The Campus
Executive Officer shall prepare the legislative budget request in
accordance with guidelines established by the Florida Board of Governors.
This request must include items for campus operations and fixed capital
outlay.

2. Approve and submit an annual operating plan and budget for review and
consultation by the University Board of Trustees. The campus operating
budget must reflect the actual funding available to that campus from separate line-item appropriations contained in each annual General Appropriations Act.

3. Enter into central support services contracts with the University Board of Trustees for any services that the Regional Campus cannot provide more economically, including payroll processing, accounting, technology, construction administration, and other desired services. However, all legal services for the campus must be provided by a central services contract with the University. The University Board of Trustees and the Campus Board shall determine in a letter of agreement any allocation or sharing of student fee revenue between the University’s main campus and each Regional Campus. In addition, various University units may enter into contracts with the Regional Campus for any services that the University desires the Regional Campus to provide.

4. The Campus Board will consult with the University President and Campus Executive Officer in the development of a Campus Strategic Plan, and periodic updates to the plan, to ensure campus development that is consonant with regional needs and that the campus meets the requirements necessary for separate accreditation by the Southern Association of Colleges and Schools. The Campus Strategic Plan and updates will be submitted to the University President for review, approval and inclusion in the University Strategic Plan, which will go to the Board of Trustees for consideration. The Campus Strategic Plan will guide the development of Legislative Budget Requests and Campus Operating Budgets.

5. The Campus Board will regularly review enrollment patterns to ensure that the campus builds the full-time-equivalent student base required for the long-term support of existing and planned programs.

6. The Campus Board will exercise other such powers as are lawfully delegated by the University Board of Trustees to provide for the efficient operation and improvement of the campus.

D. Upon enactment of the state budget, the Executive Committee will consult with the Campus Boards to develop for each regional campus an operating budget that advances the strategic goals for the campus, consistent with state law.

At the next regular meeting of the Board of Trustees, the Committee will present the operating budget for each Regional Campus that was developed through the consultative process. Upon approval by the Board of Trustees, the regional campus operating budgets will be reflected in the University of South Florida operating budget.
The Board of Trustees appointed member shall chair their respective Campus Board unless otherwise approved by the Board of Trustees Chair.

Campus Board member not fulfilling their lawful responsibilities can be removed by majority vote of the Board of Trustees.

ARTICLE V
AMENDMENT OF OPERATING PROCEDURES

These Operating Procedures may be altered, amended or repealed by a majority vote of Board members in attendance at any regular meeting, when notice of the proposed amendment or repeal is provided in the meeting notice.

ARTICLE VI
APPEARANCES BEFORE THE BOARD

Individuals or representatives of groups, who desire to appear before the Board to comment on an agenda item prior to the Board taking action on the agenda item, must submit written requests to comment to the Corporate Secretary, c/o Office of Board of Trustees Operations, 4202 E. Fowler Avenue, CGS401, Tampa, FL 33620 or via e-mail to: board@trustees.usf.edu.

The request to comment should specify: (1) the agenda item upon which the requester wishes to comment; and (2) whether the comment will be offered in support, opposition or neutrality to the agenda item. Such a request, along with any supporting documentation, must be submitted at least three (3) business days (i.e. Monday-Friday excluding legal holidays) prior to the start of the Board Workgroup meeting in which the agenda item will be considered.

Comments shall be heard at Board Workgroups; however, the President, in consultation with the Board Chair, will determine whether the item will be heard and when it will be heard. As permitted by Section 286.0114 Florida Statutes the Board Chair may decline to hear any matter as well as any matter determined by the President and Chair not to relate to a particular agenda item or that is outside the Board’s jurisdiction, or because it is not practicable for a particular meeting.

There will be a three minute time limit on any presentation. The total time allotted for all comments shall not exceed a reasonable period of time of fifteen minutes, unless approved by the Chair.

In order to proceed with the essential business of the Board in an orderly manner, any individual or group representative who attempts to disrupt a Board meeting will be subject to appropriate action pursuant to law.
ARTICLE VII
CODE OF ETHICS

A Trustee shall be considered to have a conflict of interest if (1) such Trustee has existing or potential financial or other interests that impair 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 interests. 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 conflict of interest at the earliest practical time. Furthermore, the Trustee shall absent himself or herself 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 voting. Any Trustee who is uncertain whether a conflict of interest may exist in any matter may request that the Board or committee resolve the question in his or her absence by majority vote. Each Trustee shall annually complete and sign a disclosure form.

In addition to the foregoing, members of the Board of Trustees shall be guided by the provisions set forth in Florida law for the conduct of public officers.

ARTICLE VIII
MISCELLANEOUS PROVISIONS

A. Indemnification

The University of South Florida (University) shall indemnify, defend, and hold harmless each Trustee of and from any and all claims, demands, civil or criminal actions, rights, defenses, counterclaims, proceedings, administrative actions, agreements, contracts, covenants, accounts, offsets, attorneys' fees, costs, damages, liabilities, losses, expenses, suits, debts, judgments, awards, duties or obligations, of any nature whatsoever, at law or in equity (collectively referred to as "Claims"), that arise from or relate in any way to his or her position on the Board of Trustees, or any act undertaken or omitted in connection with his or her service as a Trustee.

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

C. Public Records and Sunshine Laws

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

D. Corporate Seal

The corporation shall have a seal on which shall be inscribed “The University of South Florida Board of Trustees”.

Approved 9/21/01; Amended 3/21/02; Amended 1/21/03; Amended 06/12/08; Amended 06/14/12; Amended 12/5/13
Governance Policy for the USF System

The University of South Florida (USF) Board of Trustees is committed to building, strengthening and sustaining a premier university system that adds value regionally, state-wide, nationally, and globally through enhancing access to higher education; advancing research which benefits society; contributing to regional unification; leveraging distinctive regional advantages; promoting partnership opportunities; assuring academic program quality; providing consistently high quality support programs and services; strengthening institutional control, legal compliance and ethics, and risk management; and maximizing the economies of scale. The USF System embraces a unified vision of cooperative excellence with institutions, regional campuses and direct support organizations (DSOs) developing distinct and complementary missions that are consistent with the overall USF mission. The USF System deeply values existing collegial groups, including Faculty Senates, Student Governments, and other governance groups that constructively contribute to the USF System strategic plan. The USF System is committed to working collaboratively with such groups to identify, develop and refine best practices on matters of shared interest. All USF institutions, regional campuses, DSOs and their employees benefit from a focused collegial enterprise and share accountability to the USF Board of Trustees, the Florida Board of Governors, the public and the students we serve.

1. The USF System is comprised of three separately accredited institutions: USF, USF St. Petersburg, and USF Sarasota-Manatee. USF consists of the main research campus in Tampa, which includes its College of Marine Science in St. Petersburg, and USF Health. The USF Board of Trustees is the public body corporate created by Article IX, Section 7 of the Constitution of the State of Florida and empowered (Florida Board of Governors Regulation 1.001) to administer the USF System. The USF Board of Trustees is responsible for cost-effective policy decisions appropriate to the System mission and the implementation and maintenance of high quality education programs within the laws, regulations and rules of the State. The USF Board of
Trustees’ charge is broad, including approval of System and institutional rules and regulations, establishing specific degree programs, fiscal oversight, monitoring of DSOs and strategic planning. The USF Board of Trustees appoints and evaluates the performance of the System President, who is authorized to implement policies, recommend regulations to the USF Board of Trustees, and is responsible for the operation of the USF System.

2. The USF System operates within the USF Board of Trustees governance structure. The Regional Chancellors of USF St. Petersburg and USF Sarasota-Manatee are appointed by and report directly to the System President who also serves as the President of the University of South Florida. Campus Boards are appointed by the USF Board of Trustees for USF St. Petersburg and USF Sarasota-Manatee University of South Florida Board of Trustees operating procedures and Sections 1004.33, 1004.34, and 1004.345 F.S. articulate the powers and duties of the Campus Boards.

3. The President is the Chief Executive Officer of the USF System and of the University of South Florida. The Provost and Executive Vice President, all Senior Vice Presidents, the Vice President for Communications, the Associate Vice President for System Initiatives, and the Regional Chancellors report directly to the System President. The System President delegates System-wide authority to the Provost and Executive Vice President, Senior Vice Presidents and Vice Presidents as appropriate. System Advisory Councils consisting of representatives from all USF institutions advise the System President and other System Officers. These include the Academics and Campus Environment Advisory Council, the Finance and Audit Advisory Council, the Research, Innovation, Engagement & Job Creation Advisory Council, and the Health Advisory Council. The USF System Faculty Council is chaired by a faculty governance leader and facilitates communication on System-wide faculty and academic issues. Each Advisory Council’s role and responsibilities, scope of activities, membership and operating procedures are established and approved by the System President. Each Advisory Council will post members, meeting dates, agendas, and summary notes on its website.

4. As part of the USF System, direct support organizations (DSOs) are separately incorporated by statute (Section 1004.28 F.S.), and operate exclusively for the benefit of USF consistent with
the USF System strategic plan approved by the Board of Trustees. The Board of Trustees is the ultimate governing entity authorized to establish and decertify DSOs and annually reviews and approves DSO budgets, audits and financial reports.

5. The USF System was formed to bring its member institutions together, so that collectively and collaboratively they could serve the region and beyond in optimal ways, resulting in a stronger presence and a distinctiveness that provides an unstoppable competitive differentiation. In addition to having a strong and unified voice for higher education, the USF System seeks to find and capitalize on synergies and economies of scale among its institutions that are of benefit to students, faculty, staff, alumni, and communities.

6. The USF System will develop, approve, promote and hold all institutions and DSOs accountable to a single, unified and transparent legislative agenda consistent with the strategic priorities approved by the USF Board of Trustees. All interaction with state, regional, national and international governing bodies will be conducted by the USF Board of Trustees, the System President, and their designees.

7. In order to achieve the desired synergies and economies of scale and ensure effective operations at all USF institutions, the USF System has defined a set of System-wide services. These are described in Attachment A, *USF System-wide Services Paradigm*.

8. In order to improve student retention and graduation rates, the USF System will manage access, transfer, and success through a unified student information system and clearly articulated admission, retention and graduation requirements, with formal System-level articulation agreements, where appropriate, to ensure coordination of enrollment planning and management.

9. The Dean of the Graduate School and Associate Vice President for Research and Innovation will coordinate graduate policies and programs for all USF institutions and campuses. As established by the Florida Board of Governors, USF (which includes the main campus in Tampa, its College of Marine Science and USF Health), is the only doctoral degree granting institution within the USF System. USF institutions and campuses may deliver “hosted” programs
collaboratively within the System as well as with other research institutions when deemed appropriate.

10. USF System institutions will articulate differentiated, yet complementary, missions through the development of strategic plans, compact plans, and work plans. These plans will be consistent with the USF System strategic plan and will be approved by the Board of Trustees. Enrollment profiles may reflect these differentiated missions. Each will have its own Integrated Postsecondary Education Data Systems (IPEDS) number and report separately to the National Center for Education Statistics. The System-wide reporting is coordinated through the Office of Decision Support. Each institution will participate as a separate reporting entity in the Voluntary System of Accountability. Each institution is classified separately by the Carnegie Foundation for the Advancement of Teaching.

11. As legislatively mandated, each regional campus will maintain SACS accreditation. The Office of the System Provost and Executive Vice President will facilitate fully informed choices by faculty in the event of a change of accreditation status for any USF institution. Faculty may be granted courtesy appointments in a program/department/college on a campus different from the faculty member’s primary place of employment. Upon separate accreditation of all campuses, the USF System established consistent terminology for persons in like positions who are accorded like authority, and fulfill like responsibilities.

______________________________________________________________________________

USF Board of Trustees, Adopted: May 31, 2007
Revised: July 1, 2008; February 17, 2011; June 8, 2011 (Attachment A added)
Attachment A: 

USF System-wide Services Paradigm

The USF System is designed to provide high-quality academic programs and services serving students across the Tampa Bay region and beyond. The USF System Strategic Plan 2010-2015, approved by the USF Board of Trustees, states: “The USF System was formed to bring four institutions together, so that collectively and collaboratively they could serve the region and beyond in optimal ways, resulting in a stronger presence and distinctiveness that provides an unstoppable competitive differentiation. In addition to having a strong and unified voice for higher education, the USF System seeks to find and capitalize on synergies and economies of scales among its institutions that are of benefit to students, faculty, staff, alumni, and communities.”

A critical element of creating the synergies and economies is defining and describing the USF System-wide services. The definition of USF System-wide services recognizes that the USF System consists of three separately accredited institutions, each of which met the standards of the Commission on Colleges of the Southern Association of Colleges and Schools. In addition, each of these institutions and the USF System as a whole must adhere to the policies and procedures of the Florida Board of Governors (BOG), the State University System (SUS), and the USF Board of Trustees (BOT), as well as with state and federal statutes and regulations.

Within the USF System there are two Campus Boards with statutory fiduciary roles, a System Leadership Council, four System Advisory Councils, and a USF System Faculty Council. The System Leadership Council consists of the USF System President; the USF System Provost and Executive Vice President; the USF System Senior Vice President for Research, Innovation and Global Affairs; the USF System Senior Vice President and Chief Operating Officer; the USF System Senior Vice President for Advancement; the USF System Senior Vice President for USF Health; and the Regional Chancellors of USF Sarasota-Manatee and USF St Petersburg.

Consistent with the best practices of systems, the USF System provides delegated authority to its institutions consistent with their current capacities and what is in the best interests of the
students. The USF System will periodically review those types and levels of delegated authority. Such delegations continually strive for a balance that will accommodate local needs while controlling those risks that could negatively impact not only an individual institution or entity, but also the USF System as a whole and likewise all its members. When USF System policies, delegations, and practices are periodically reviewed for changes, such reviews will involve participation of, and consultation with, the USF System institutions and, where appropriate, entities. All delegations will be made in the context of the USF System’s role as a single point of contact for BOG/SUS reporting purposes.

While this document provides definitions and descriptions of USF System-wide services, no single document can cover every eventuality. Also, over time, there may well need to be modifications to the document to reflect changed circumstances. At the end of the day, therefore, this document will need to be accompanied by a compelling and collective spirit of genuine collaboration, enhanced by constant communication and a deep commitment to mutual respect and understanding of respective roles and responsibilities.

In an environment of seriously constrained resources, the USF System has determined that it must add value by increasing both the efficiency and effectiveness of services, including the optimization of shared services. The following sections provide a description, by service area, of the paradigm for shared services in the USF System. This paradigm has been developed through a collaboration between the USF System leadership and the institutional leadership.

The System-wide services designated for the USF System and its institutions/entities include: (1) strategic leadership; (2) legal and risk management; (3) policy and procedural definition and interpretation; (4) performance, compliance, and fiduciary reporting and; (5) provision of a secure, resilient technology infrastructure and data network. The following sections describe the responsibilities of the offices designated to provide USF System-wide services as well as those of the institutions/entities. In all its activities and services, the USF System will always operate in the best interest of the students enrolled in its member institutions.

1 The term “entity” is used to encompass Direct Support Organizations (DSO) and auxiliary enterprises. Appendix A contains a list of DSOs. A list of auxiliary enterprises is a database maintained in the Controller’s Office.
I. Executive Services: The USF System President is responsible for leadership and promotion of the USF System, its institutions and entities as authorized by the BOT, including representing the USF System to external constituents and legislators at the federal, state, and regional levels. The USF System President also serves as the Corporate Secretary of the BOT.

Each Regional Chancellor and USF System Vice President is responsible for: carrying out the mission, vision and goals articulated in the USF System Strategic Plan and institutional Strategic Plans and understands that his/her performance evaluation is, in significant measure, tied to his/her commitment and service to the appropriate plans.

Chief of Staff/Assistant Corporate Secretary: Manages and directs the day-to-day operations, personnel and budgets of the Offices of the President and BOT. Directs BOT operations and provides operational support for the Board. Serves as liaison to Trustees, administrators, faculty and students. Provides coordination and organizes involvement of the President and/or BOT members at events and organizes USF System-wide events at the request of the President.

Each institution/entity is responsible for: providing the Chief of Staff information regarding issues that may require the immediate attention of the President; communicating Board-related issues to the Chief of Staff in accord with appropriate USF System policies and procedures; ensuring the institution/entity holding the event coordinates event organization with the President’s Office; supporting USF System events. Board member attendance is coordinated with the Assistant Corporate Secretary prior to issuing such invitations.

General Counsel: Provides legal advice, representation, and counsel to the USF System, including its component institutions and entities, and the BOT.

Each institution/entity is responsible for: bringing to the USF System General Counsel’s attention all legal issues that arise; acting in accord with legal advice.
USF System Initiatives: The Associate Vice President for USF System Initiatives serves as a liaison between the Regional Chancellors and USF System officers to ensure that issues are resolved; initiatives having USF System implications are implemented and transparently communicated across the USF System; and that processes for resolution of USF System issues by appropriate individuals and USF System-wide Councils are developed. Responsible for monitoring and reporting on the implementation of the USF System Strategic Plan. Ensures that USF System approved policies and procedures are accessible and understood System-wide. Oversees the contents and appearance of the USF System web pages. Collaborates with Regional Chancellors and USF System officers to promote and communicate the strategic value of the USF System.

*Each institution/entity is responsible for: identifying issues of concern and working to resolve them in a collegial manner; respecting, advancing, and working within the USF System Strategic Plan.*

Equal Opportunity: Responsible for state and federal diversity reporting and, in consultation with USF System institutions, developing appropriate policies and procedures and ensuring compliance.

*Each institution/entity is responsible for: complying with policies and procedures; providing training in compliance; enabling equal opportunity; enhancing diversity.*

Intercollegiate Athletics: The Athletic Director leads the National Collegiate Athletic Association (NCAA) intercollegiate athletic program for all USF System students in their role as participants or spectators. Athletic event access policies are the same for all USF System students, faculty and staff, regardless of institution.

*Each institution/entity is responsible for: encouraging students/faculty/staff to attend USF System intercollegiate athletic events and activities; providing opportunities for students to participate in recreation/intramural sports activities within available resources and facilities;*
setting student athletic fees through an athletic fee committee; working with the Athletic Director when opportunities for expansion of intercollegiate athletic programs arise.

Communications and Marketing: The Vice President for University Communications and Marketing will provide leadership for the development of policies for the USF System that establish guidelines for communications and marketing of the USF System and its member institutions, including mass communication and emergency communications; maintains the visual identity and graphic standards manual; and oversees USF System-wide publications. Each institution/entity is responsible for: adhering to the USF System policies in its respective communications and marketing strategies; providing its own logos for inclusion in the visual identity and graphic standards manual; contributing to USF System-wide publications. Collaboration in communications and marketing for purposes of strengthening the USF System is encouraged when deemed appropriate by all parties.

II. Office of the USF System Provost and Executive Vice President (EVP): Responsible for academic quality assurance across the USF System and, in consultation with USF System institutions, ensures compliance with USF System academic and student affairs policies. Coordinates development of strategic plans, enrollment plans, work plans, capital improvement plans, tuition and fee requests, legislative budget requests and related reporting to the BOG, the SUS, the BOT, state and federal agencies, and national/regional associations. The USF System Provost and EVP delegates System responsibilities to senior staff members for student affairs, program review and development, strategic planning, and collective bargaining (on behalf of the BOT) with the United Faculty of Florida and the Graduate Assistant Union. Works in collaboration with the USF System Faculty Council (SFC) and the USF System Academics and Campus Environment Advisory Council (ACEAC), the BOT/Academic and Campus Environment (ACE) Work Group and the BOT. Coordinates, reviews, and approves on behalf of the BOT domestic and international academic program inter-institutional agreements involving the USF System and its institutions. Administers Distinguished University Professor and Honorary Degree programs.
Each institution is responsible for: developing, delivering, reviewing, and assessing the quality of academic programs, consistent with USF System policies and approved institutional budget and enrollment management plans; proposing new academic degree programs; hiring, promoting, reviewing and evaluating faculty, in accord with USF System policies.

Graduate School: The Dean of the Graduate School coordinates policies and procedures for graduate education and postdoctoral affairs across the USF System. Generates required reports to the SUS and other agencies. Upon recommendation from USF System institutions, the Office of the USF System Provost and EVP coordinates graduate program planning, review, approval and termination processes. Provides for the development and maintenance of the USF System graduate course information system. The USF System Provost and EVP is responsible for quality assurance in graduate education and postdoctoral affairs across the USF System.

Each institution is responsible for: providing quality controls and for implementing and monitoring its own graduate admissions, registration, and degree certification processes, in accord with USF System policies and procedures.

Decision Support: Serves as the official USF System data source/repository and academic management information resource for the USF System (with the exception of those financial and human resource/payroll USF System data source/repository items that fall within the responsibility of the Chief Operating Officer). Provides USF System institutions with timely access to data feeds for management review and decision making. Responsible for collecting, consolidating, analyzing and reporting data on students, faculty, staff and academic programs for the USF System, BOT, BOG, and state and federal agencies including, but not limited to, the Florida Office of Program Policy Analysis and Government Accountability (OPPAGA), the US Department of Education (IPEDS), and the Carnegie Foundation for the Advancement of Teaching.
Each institution/entity is responsible for: collaborating with the USF System Office of Decision Support in timely and accurate submission and reporting of institutional data, consistent with federal, state and USF System regulations and guidelines.

Library: The USF Library, in consultation with other USF System institution libraries, licenses, acquires, and catalogs all electronic books, journals, databases, and all other electronic materials for USF System institutions/entities and ensures access through the online catalog to library collections, and library services for students and faculty across the USF System. In consultation with USF System institutions, maintains collaborative partnerships with state and national/international organizations such as the Florida Consortium for Library Automation (FCLA). Maintains authority control of all bibliographic records. Ensures all materials are accessible through the USF Library, MetaLib and SFX. Purchases the licenses for software tools on behalf of the USF System, including Scholar Commons, ILLIAD, RAPID, OCLC, WorldCat Local, OCLC Collection Analysis, and others as appropriate. Represents the USF System at the Council of State University Libraries.

Each institutional library is responsible for: participating in the development of an appropriate cost-sharing model; acquiring library resources to support its mission; adhering to the exchange program and shared electronic collection usage policies.

Registrar: In collaboration with USF System member institutions, the USF Registrar develops the USF System-wide academic calendar; coordinates USF System course scheduling; implements USF System registration policies and procedures; manages the System-wide format for student records; provides System-wide student data reports that adhere to appropriate state and federal privacy standards; and audits student records to verify accuracy and compliance with USF System policies. Responsible to state and federal agencies, BOG, and BOT for the records and registration component of the USF System student information system and for compliance with State Course Numbering System (SCNS). Establishes requirements and serves as data steward for the records and registration component of the USF System student information system.
Each institution is responsible for: registering students into classes; verifying student eligibility for graduation; issuing diplomas and transcripts; implementing the USF System calendar; adhering to policies and procedures for student records privacy; providing requested data into the student information system, including course grades in the proper format and in accord with the academic calendar and established deadlines; reviewing the graduation requirements for each academic degree offered by the institution; verifying enrollment data.

Admissions: Coordinates collaborative development of USF System-wide academic policies related to undergraduate admissions. Facilitates and promotes undergraduate student recruitment across the USF System, when appropriate. Administers initial merit awards for new undergraduate students in the USF System. Responsible for compliance with federal, state, and USF System regulations; the integrity of System admissions records; and reporting to the BOG. Establishes requirements and serves as data steward for the USF System admissions component of the student information system.

Each institution is responsible for: implementing its admissions criteria and procedures; making admission decisions in accord with policies approved by the BOT; responding to applicants’ admission questions; scheduling and participating in high school and transfer recruiting visits; preparing information materials for prospective students.

Student Financial Aid: In collaboration with all USF System institutions, responsible for ensuring that federal, state, institutional, and private financial aid is awarded, disbursed, and reported as required. Coordinates the establishment, implementation and on-going evaluation of a USF System-wide financial aid leveraging model. Ensures appropriate compliance with the regulations and policies of awarding agencies. Acts as a resource to assist USF System institutions in: managing, awarding, record keeping, and reporting scholarships for their students. Establishes requirements and serves as data steward for the financial aid component of the USF System student information system.
Each institution is responsible for: processing student financial aid files to determine eligibility for financial aid; resolving, collaboratively, student inquiries regarding financial aid applications, awards or disbursements; establishing scholarships for students through the USF Foundation, including selecting recipients, keeping records and reporting in accord with conditions set by the donor.

Student Affairs: The Vice President, in consultation with the member institutions of the USF System, coordinates the establishment of USF System student affairs policies and procedures. Works in collaboration with USF System institutional Student Affairs colleagues to ensure compliance with established USF System policy and, where applicable, with appropriate federal and state laws. Responsible for external reporting to the SUS, state and federal agencies.

Each institution/entity is responsible for: adhering to established USF System policies and procedures, as well as state and federal regulations and laws; developing programs and services that meet student needs, including student success.

Information Technology: In consultation with the USF System institutions/entities, the Vice President, reporting to both the Provost and EVP and the Chief Operating Officer, coordinates USF System information technology strategy, and provides leadership in developing standards, policies, and procedures to ensure delivery of a secure USF System data network, enterprise technology services, infrastructure, and applications. Ensures a robust, secure data and communications network that connects the institutions/entities (as well as connecting the USF System worldwide) and provides for redundancy to the demarcation point. Assures compliance and reporting specified in both the USF System Technology Acquisition Policy and any terms, conditions, and contracts of licensors.

Each institution/entity is responsible for: establishing its local technology topology in compliance with USF System standards, policies, network security access policies, USF System Technology Acquisition Policy, Acceptable Use Policy, as well as software vendor
license policies and USF System technology contracts and agreements; maintaining internal redundancy.

Information Systems: Each information system data steward is responsible for the definition of data elements, rules, policies and procedures, with support from the USF System Information Technologies Office. In its data custodian role, the Information Technology Office has responsibility for the safe custody, transport, storage, infrastructure of the data and implementation of business rules. Data stewards are responsible for what is stored in a data field, while data custodians are responsible for the technical environment, application, database structure, infrastructure and access.

Each institution/entity is responsible for: effectively managing its information resources to comply with USF System policies and procedures, information technology standards and procedures with regard to transactions involving USF System information services; utilizing the USF System infrastructure to enter required data that connects to each institution’s/entity’s portal.

III. Office of the USF System Senior Vice President for Research, Innovation and Global Affairs: The Senior Vice President provides USF System leadership through policy development, service, and advocacy of research, scholarship, innovation and global affairs.

Each institution/entity is responsible for: working in close collaboration with the Senior Vice President for Research, Innovation and Global Affairs.

Research and Innovation: Develops and negotiates USF System research policies with agencies, foundations, and companies regarding USF System-wide research awards, in collaboration with member institutions/entities. Promotes and coordinates new initiatives, seeds interdisciplinary research and economic development opportunities, and engages in public-private partnerships both domestically and internationally. Provides leadership for development of policies for the USF Research Park and business incubators across the USF System. Provides assistance to faculty, staff, and students at all USF System institutions in
locating research funding, preparing proposals, and training in research project administration, including assistance in developing intellectual property patents, licenses and start-up companies. Manages research integrity, compliance and animal facilities. Processes and monitors USF System research grants and contracts.

*Each institution/entity is responsible for: ensuring that faculty act in accord with the grant and contract award; disclosing new intellectual property and conflicts of interest; adhering to integrity and compliance policies; attending appropriate training; determining that all commitments included in grant and contract proposals submitted by faculty can be met by the institution/entity within available resources and facilities; processing and monitoring institution-based research grants and contracts.*

**Global Affairs:** Oversees “USF World,” which coordinates the activities of students, faculty, staff, alumni, and academic and research partners in the business and government communities in study abroad, student and faculty exchanges, collaborative research, internships, service learning and outreach and engagement. Provides assistance to international students and faculty studying and working at USF System institutions. Provides USF System students and faculty traveling abroad with appropriate documentation and advice/assistance to experience and adapt to cultural differences optimally. Provides leadership for collaborative development of USF System policies and procedures to encourage and assist students and faculty to take advantage of global opportunities.

*Each institution is responsible for: encouraging the development of global activities within its available resources and appropriate to its mission; assisting its matriculated international students, as well as its American students studying abroad to follow appropriate procedures; ensuring that faculty and staff engaged in global learning and study abroad programs act in accord with the appropriate USF System policies and procedures and, where applicable, state and federal rules and regulations.*

**IV. Office of the USF System Senior Vice President and Chief Operating Officer (COO):** In collaboration with all USF System institutions, the Senior Vice President and COO provides
strategic leadership for the implementation, coordination and, where applicable, the operation of USF System business, financial, human resources, facilities, and information technology services. Ensures that all such services are redesigned and regularly evaluated to respond to the operating, management and service needs of USF System users in the most effective and efficient manner possible. Provides USF System-wide services in accord with BOT policies and appropriate federal and state laws and regulations.

*Each institution/entity is responsible for: adhering to approved policies and procedures; identifying those USF System-wide services that require improvement.*

**Business and Finance:** In collaboration with all USF System institutions, the Vice President and Chief Fiscal Officer provides leadership for: USF System-wide financial transactions; cash management; investments; debt management; budget support; purchasing and payments transactions; equipment/property inventory; federal indirect cost rate studies for grants and contracts; providing required USF System, state, federal and other association/agency grants and contracts status reports. Defines policies and procedures to reduce risk and ensure appropriate stewardship of USF System resources. Establishes requirements and serves as data steward for USF System financial information systems.

*Each institution/entity is responsible for: developing its budget; adhering to its budget once approved by the BOT; making appropriate expenditure decisions that are within its available financial resources; managing assets in compliance with USF System policies and procedures.*

**Controller’s Office:** Provides oversight of financial operations in order to maintain the integrity of transactions. Generates and distributes official USF System financial reports and audited financial statements. Provides such USF System fiscal services as cost allocation, vendor payments, travel reimbursements, accounts receivable, grants/contracts post grant/contract award functions, student accounting, bank reconciliations, processing of refunds and student loan collections. Monitors compliance of procurement card expenditures. Prepares F&A indirect cost study and advises on state and federal tax issues. Prepares or
reviews required tax returns for the USF System. Serves as the official USF System repository for financial records and defines appropriate policies and procedures to minimize risk, maximize efficiency and remain in compliance with Financial Accounting Standards Board (FASB)/Governmental Accounting Standards Board (GASB), and state and federal laws/regulations.

Each institution/entity is responsible for: initiating financial transactions in accord with USF System policies and procedures; monitoring the results of transactions to verify their accuracy and timeliness; being accountable for inappropriate expenditures or losses.

Treasurer’s Office: Provides such USF System treasury functions as: banking relationships; management of cash, investments, loans, debt, and real property; strategic financial planning, capital budgeting and risk management in relation to bonded projects. Develops reporting policies and procedures to be in compliance with FASB, state and federal regulations and laws. Manages risk to the USF System.

Each institution/entity is responsible for: acting in accord with the USF System treasury policies, procedures, and advice; reviewing the accuracy of reports and other relevant information; minimizing risks to USF System assets.

Purchasing & Property Services: Provides the USF System interpretation of state and federal regulations and laws. Develops policies and procedures for the acquisition of supplies and equipment. Develops and facilitates purchasing processes, including purchase orders and PCards. Communicates state contract and qualified vendor lists to USF System institutions/entities. Reviews purchase orders exceeding regulatory amounts. Facilitates the competitive bidding process. Establishes requirements and serves as data steward for the USF System information system related to property and related property policies and procedures.
Each institution/entity is responsible for: complying with USF System purchasing and property policies and procedures to acquire services, supplies, equipment, and property; having available the funds required to pay for all incurred obligations.

Budget Support: Provides USF System support to its institutions/entities for the annual budget development process and its periodic revision. Generates reports to USF System leadership, institutions/entities, state and other agencies. Monitors actual performance versus the approved budget for each of the institutions/entities. Ensures that budget activities are reflective of approved budget plans, strategies and timelines. Manages the budget functionality of the USF System financial system including oversight of the input of the approved budget information for each institution/entity. In consultation with USF System institutions/entities, develops USF System budget policies and procedures and projections of revenues and expenditures for budget planning. Provides appropriate reports to the state in compliance with appropriate laws and regulations. Develops and produces the USF System operating budget, annual expenditure analysis, and salary category detail files, as prescribed by the BOG.

Each institution/entity is responsible for: developing its own budget in accord with Florida statute, BOT operating procedures, and USF System policies and procedures; managing that budget within the institution’s/entity’s approved budget of revenues and expenditures; submitting proposed changes to the approved budget in accord with USF System policies and procedures.

Business Systems Reengineering – Coordinates USF System continuous improvement of all enterprise business systems, including Oracle PeopleSoft Enterprise FSCM (FAST) and HCM (GEMS). Partners with institutional, technical and functional units to evaluate business related systems, to perform analysis of business processes, to assess system capabilities, to provide design guidance, to coordinate business system priorities, to manage project teams, and to ensure quality system implementations. Coordinates activities related to BOG’s State University System Data Administration for the USF System.
Each institution/entity is responsible for: adhering to enterprise system guidelines; participating and providing input related to business system and business process changes; providing appropriate responses to BOG’s data requests.

Audit and Compliance: Provides USF System internal audit and compliance reviews. Coordinates all external auditors’ reviews affecting USF System institutions/entities.

Each institution/entity is responsible for: facilitating audits and compliance reviews; implementing recommendations.

Administrative Services: In collaboration with USF System institutions/entities, the Vice President for Administrative Services provides leadership for development of USF System regulations, policies and procedures addressing human resources, environmental health and safety, facilities planning and construction, police, and emergency management. Coordinates the development of protocols, programs and procedures that relate to each of these activities and functions. Establishes requirements and serves as data steward for the USF System human resources information system.

Each institution/entity is responsible for: hiring staff and faculty in compliance with USF System policies and procedures and within the institution's/entity’s approved resources; providing a safe and healthy environment that meets or exceeds the standards set by the USF System; being prepared to respond to emergency situations; working in accord with state and federal law regarding law enforcement and regulations and policies established by the USF System; submitting for review and approval recommended plans for new construction or the renovation of existing facilities in accord with established policies and procedures.

Human Resources: In collaboration with USF System institutions/entities, ensures that all employees of the USF System are properly paid and receive authorized state and USF System benefits. Manages state benefit programs and ensures regulatory compliance for retirement, including monitoring contribution limits and performing non-discrimination testing. Serves as an employee relations resource to institutions/entities regarding
suspensions and dismissals to ensure compliance with federal, state, and local laws, as well as USF System regulations, policies and procedures. Oversees USF System compliance with workers’ compensation and unemployment compensation rules and regulations. Administers the Employee Assistance Program (EAP). Engages in collective bargaining with authorized unions for the USF System and manages resulting collective bargaining agreements. Coordinates the establishment of USF System human resources policies and procedures, including classification, compensation, recruitment and other terms of employment for all employees (except employment of faculty). Prepares reports required by state and federal regulations and laws. Facilitates the implementation and assessment of training and professional development programs. Establishes requirements and serves as data steward for the Human Resource Enterprise System (GEMS) by administering proper system/administrative controls and data security.

Each institution/entity is responsible for: defining staffing needs and hiring staff in accord with USF System policies; ensuring that submittals for payroll authorization accurately reflect the work performed by each employee; ensuring that performance expectations and evaluations are articulated and communicated regularly to each employee; providing access to appropriate and timely grievance procedures; providing employees access to training and professional development opportunities.

Environmental Health and Safety: Ensures USF System-wide compliance with federal, state, and local laws and regulations related to environmental health and safety, including fire safety, laboratory safety, industrial hygiene, hazardous waste management, occupational safety, and risk management/insurance. Develops appropriate policies and procedures. Conducts training. Provides compliance assistance to USF System institutions/entities. Acts as the USF System liaison to external regulatory agencies. Coordinates management of the disposal of chemical and biomedical waste. Coordinates mandatory and optional insurance coverage offered through the State of Florida.

Each institution/entity is responsible for: ensuring the health and safety of its employees, students and visitors. (If the institution/entity can demonstrate that it can perform required
activities locally and receives delegated authorization, some inspections may be performed locally with periodic USF System audits to ensure that performance meets or exceeds defined standards.)

Emergency Management: In consultation with USF System institutions/entities, provides leadership for all-hazard emergency operations plans and policies. Facilitates the development of public safety programs and training across the USF System, including emergency awareness/preparedness education campaigns. Serves as the primary staff liaison to the USF System Continuity of Operations Plan (COOP) and Comprehensive Emergency Management Plan (CEMP). Serves as the central coordinating entity and liaison among USF institutions/entities for asset protection with federal, state, and local governmental and non-governmental agencies. Provides USF System all-hazard warning and notification and serves as the USF Coordinating Officer regarding emergencies and disasters, including activation of the USF Emergency Operations Center.

Each institution/entity is responsible for: having an approved emergency response plan that is effectively communicated; training key individuals responsible for the implementation of the plan; coordinating the response plan with local public safety agencies.

Facilities Planning and Construction: In consultation with USF System institutions/entities, coordinates USF System campus design and construction policies and procedures. Provides all routine and ad hoc reports required by the BOG and the state. Oversees the USF System Building Code Administration Program. Facilitates USF System policies and procedures for USF institution/entity design and construction submittals to the BOG/state. Files USF System state reports as required.

Each institution/entity is responsible for: submitting priorities and the required documentation for inclusion in the USF System Fixed Capital Outlay Legislative Budget Request; providing requested data in the proper format and in accord with reporting requirements and established deadlines; providing project management support for approved capital projects to ensure that construction of the approved scope is done within
budget, on schedule, and with the necessary funding to meet all the specified conditions of project program, scope, and expenditures.

Information Technology (see Section II Office of the USF System Provost and Executive Vice President (EVP) above)

V. USF System Office for Advancement: In collaboration with USF System institutions/entities, the Senior Vice President provides USF System leadership in the creation of a strategic approach to securing donations from private individuals, corporations and foundations in support of USF System institutions/entities as well as strategies to encourage continuing involvement and support of alumni. Coordinates contacts of potential donors in the best interests of the USF System. Defines policies and procedures to ensure that the USF System demonstrates good stewardship of all gifts received and appropriate donor recognition. Coordinates Governmental Relations activities under the leadership of the President of the USF System.

Each institution/entity is responsible for: working collaboratively with the Senior Vice President for Advancement; acting in accord with established policies and procedures.

Advancement: Provides USF System leadership in the development of strategies to secure private donations from individuals, corporations and foundations. Coordinates outreach to potential donors in the overall best interests of the USF System. Defines policies and procedures to ensure that the USF System demonstrates good stewardship of all gifts received and appropriate donor recognition.

Each institution/entity is responsible for: proposing gift opportunities; identifying prospective donors; initiating gift solicitations in accord with USF System policies, procedures and with the approval of the Senior Vice President for Advancement.

Government Relations: In consultation with USF System institutions/entities, develops guidelines for positioning the USF System and its institutions with legislative bodies and
agencies. Provides coordination for relations with local, state and federal legislative bodies and agencies.

Each institution/entity is responsible for: ensuring that the USF System and its institutions/entities has a single voice with governmental bodies/offices; being supportive of the agreed upon priorities and approaches.
APPENDIX A

University of South Florida
Direct Support Organizations and Component Units
March 31, 2009

Direct Support Organization Defined

A Direct Support Organization (DSO) is a separate, not-for-profit corporation organized and operated exclusively to assist the University to achieve excellence by providing supplemental resources from private gifts and bequests, and valuable educational support services. These organizations are authorized by Florida Statute to receive, hold, invest and administer property and to make expenditures to or for the benefit of the University. An independent certified public accountant conducts an annual audit of each organization’s financial statements and the annual audit report is submitted to the Board of Trustees, the Board of Governor’s Office and the Auditor General. Information on each DSO is provided below.

Component Unit Defined

A Component Unit (CU) is an entity for which the Primary Government (PG) is financially accountable or any organization for which the nature and significance of their relationship with the PG is such that exclusion would cause the PG’s financial statements to be misleading or incomplete. Information on each CU is provided below.

USF Foundation, Inc. (DSO & CU)

Mission
The USF Foundation is a private, not-for-profit corporation chartered under Florida Statutes to function as the legal conduit for the raising, acceptance, investment, and distribution of all private gifts made to the University of South Florida. The USF Foundation promotes higher education in general and specifically encourages the advancement of teaching, research and community engagement through private support for the University’s academic, research and student development endeavors.

The USF Foundation is guided by a Board, composed of alumni, business and community leaders who are vitally interested in higher education in the greater Tampa Bay region and beyond. The Board directs the receipt and administration of private funds, properties, and services contributed to USF. It accepts gifts in support of activities directly related to the mission of the University of South Florida, including cash, property (real and otherwise), securities, bequests, and trust and life income agreements.

**USF Alumni Association, Inc. (DSO & CU)**

**Mission**

The USF Alumni Association seeks to maintain and enhance a mutually beneficial, lifelong relationship between the University and its alumni. The mission of the Alumni Association is to connect alumni, support students, and strengthen USF.

**University Medical Service Association, Inc. (CU Only)**

**Mission**

The Corporation is organized as a not-for-profit corporation under Chapter 617, Florida Statutes (2002). The Corporation shall be operated exclusively for scientific and educational purposes and not for pecuniary profit, and exclusively for the support and benefit of the University. The
Corporation shall possess all powers and authority as are now or may hereafter be granted to not-for-profit corporations under the laws of the State of Florida. The specific purposes for which the Corporation is organized shall include the collection, administration and distribution of funds exclusively for the support of the objectives of the College, the University’s Health Center, and the University in accordance with the College Faculty Practice Plan adopted in accordance with BOG Regulation 9.017, or corresponding provisions of any subsequent laws or rules.

**USF Medical Services Support Corporation (DSO & CU)**

**Mission**

USF MSSC provides non-physician personnel and services in support of the operation of the facilities utilized by the University’s College of Medicine for its approved programs of medical education, research, and clinical service. USF MSSC has also been authorized to function as the fiscal agent for the administration of USF Health Sciences Center Continuing Professional Education program funds.

**USF Health Professions Conferencing Corporation (DSO & CU)**

**Mission**

The USF Health Professions Conferencing Corporation assists healthcare professionals with the development and maintenance of professional excellence through the ethical, innovative and efficient dissemination of knowledge and enhancement of skills required for clinical practice, research and education. The Health Professions Conferencing Corporation is committed to sponsoring quality activities/events to meet the needs of USF faculty, alumni and healthcare professionals practicing throughout the state, nationally and internationally.

**USF Research Foundation, Inc. (DSO & CU)**
Mission
The USF Research Foundation, Inc. exists to support technology research as a catalyst for economic development and advocates the development and construction of facilities for high-technology companies and related support functions. The Research Foundation facilitates the commercialization of university inventions and is responsible for administering all royalties related to intellectual property. The Research Foundation also serves as the fiduciary entity for private contracts and grants on behalf of the University.

USF Financing Corporation, Inc. (DSO & CU)
Mission
The USF Financing Corporation is a Florida not-for-profit corporation organized to receive, hold, invest and administer property for the benefit of the University.

USF Property Corporation (CU Only)
Mission
The USF Property Corporation is a Florida not-for-profit corporation formed to support the University and the Financing Corporation by assisting in acquiring and constructing facilities.

Sun Dome, Inc. (DSO & CU)
Mission
Sun Dome, Inc. is organized to operate and administer for and on behalf of the University of South Florida certain facilities located on the campus of the University in Hillsborough County, Florida, as designated by the University, for the conduct of activities, events and entertainment on behalf of the University’s students, faculty and staff; provided however, that the Corporation
shall make space available for University personnel at such times as directed by the University’s President, or President’s designee.
UWF

UWF BOT Bylaws

UWF BOT Meeting Action Item, March 20, 2007
Bylaws of UWF Board of Trustees
Revision Adopted 2/25/05
Revision Adopted 9/18/09
Revision Adopted 12/9/11

ARTICLE I
ORGANIZATION

The Corporation
The University of West Florida Board of Trustees (“Board of Trustees” or “Board”) is established as a body corporate, with all powers of a body corporate as provided by Florida law. The Board of Trustees is a corporation primarily acting as an instrumentality or an agency of the state, pursuant to s. 768.28 (2), for purposes of sovereign immunity. The Board shall perform all duties prescribed by the Board of Governors, applicable law and rules.

Membership
The Board of Trustees is composed of thirteen persons, six members appointed by the governor of the State of Florida, five members appointed by the Board of Governors, the president of the University of West Florida Student Government Association (“UWF SGA”), and the president of the University of West Florida Faculty Senate.

Board of Trustees members who are appointed by the governor and the Board of Governors shall be appointed for staggered five-year terms. The president of the University of West Florida Student Government Association will serve for as long as he or she is president of the UWF SGA, and the president of the Faculty Senate usually shall serve for as long as he or she remains president.

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

Powers and Duties of Officers
The officers of the Board of Trustees are the chair, vice-chair, executive officer and corporate secretary. The chair and vice-chair shall be selected by the Board of Trustees at its first regular meeting after January 7, 2003 and shall serve for a two-year term to begin immediately upon selection. Thereafter, the Board of Trustees shall select the chair and vice chair at the last regularly scheduled meeting of the calendar year for a two- year term to begin January 1. The chair and vice-chair shall be eligible for reselection for one consecutive term, after which they may not be an officer for two years before being eligible for selection again.

The university president shall serve as executive officer and corporate secretary of the Board of Trustees.
Chair/vice chair

The chair shall preside at all meetings of the Board of Trustees, call special meetings of the Board when necessary, attest to actions of the Board and appoint trustees to standing and ad hoc committees. The vice-chair shall act as chair during the absence or disability of the chair.

Executive Officer/Corporate Secretary

The university president, as executive officer and corporate secretary, shall be responsible to the Board for all operations of the university and for setting the agenda for meetings of the Board in consultation with the chair. As executive officer, the university president shall serve as the principal liaison officer and official contact between the Board and the faculty, staff and students of the university. The university president shall exercise such powers as are appropriate to his/her position in promoting, supporting and protecting the interests of the university and in managing and directing its affairs. The university president may issue directives and executive orders not in contravention of existing Board policies. The university president shall be responsible for all educational, financial, business and administrative functions of the university consistent with the policies established by the Board and shall exercise such other powers, duties and responsibilities as are delegated or assigned by the Board of Trustees, the Board of Governors and Florida statute.

As corporate secretary, the university president shall be responsible for noticing meetings of the Board and its committees, setting the agenda and compiling supporting documents for meetings of the Board, recording and maintaining the minutes of any Board or committee meeting, including a record of votes cast, executing or attesting to all documents which have been executed by the Board, and shall be custodian of the corporate seal. The university president may designate an individual to serve as deputy corporate secretary to the Board.

ARTICLE II
MEETINGS

Regular meetings - The Board will meet no fewer than four times per fiscal year, at a time and place designated by the chair. Meetings of the Board are open to the public and all official acts will be taken at public meetings, unless exempt from the open meetings law. The schedule of meetings is available on the University of West Florida website at http://www.uwf.edu/trustees.

Special Meetings - The Board may meet in special meetings, including hearings and workshops, at a time and place designated by the chair.
Emergency Meetings - An emergency meeting of the Board may be called by the chair of the Board upon no less than twenty-four (24) hours notice whenever, in the opinion of the chair, an issue requires immediate Board action. Whenever such emergency meeting is called, the 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. In addition, notice will be given to the public. 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 and to the public.

Notice of Meetings - Notice of regular meetings, committee meetings, and special meetings of the Board will be given not less than seven days before the event and will include a statement of the general subject matter to be considered. Whenever an emergency meeting is scheduled to be held, the corporate secretary will post a notice at the university library and at http://www.uwf.edu/trustees of the time, date, place, and purpose of the meeting.

Closed Sessions - As provided by law, the Board may conduct closed sessions when it meets to consider or discuss such matters as pending litigation with the Board attorney, collective bargaining, evaluations of claims filed with a risk management program, or challenges to the content of student records or reports. The minutes of attorney-client sessions and risk management meetings shall be exempt from public disclosure until termination of the litigation and settlement of all claims arising out of the same incident. All work products developed for the Board and the university in preparation for, and during, collective bargaining negotiations shall be exempt from disclosure.

Meetings by Means of Telephone Conference Calls and other Communications Media Technology
a. 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.
b. The notice of any meeting conducted by means of communication media technology will state where and how members of the public may gain access to the meeting.

Quorum - Nine (9) members of the Board must be in attendance to constitute a quorum for the transaction of business.

Voting - A majority vote of the full Board is required for appointing and removing the president. On all other matters, a majority of voting members is required for approval. A trustee may abstain from voting only under
those circumstances proscribed by law. Voting by proxy or by mail shall not be permitted.

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

**Agenda**
The agenda for each meeting of the Board shall be prepared by the university president or his/her designee. Every request for inclusion of an item 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 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 seven days prior to the meeting. If additional items or supporting documentation become available, a supplemental agenda will be provided at least three days prior to the meeting.

**Minutes**
Minutes of the meetings of the Board of Trustees shall be kept by the corporate secretary or designee, 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 where 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.

**ARTICLE III COMMITTEES**
Trustees appointed to committees shall serve at the pleasure of the board chair.

The Executive Committee shall have a minimum of six (6) members, 5 of whom shall be voting trustees, and one of whom shall be the president of the university, who shall be ex-officio without vote and not counted as part of a quorum for the purpose of transacting business. The chair and vice chair of the board of trustees, and the chairs of the standing committees of the board shall also serve. The Board chair may appoint one additional trustee to serve at-large on the executive committee.

The purpose of the executive committee is twofold: to conserve time, it shall serve at the pleasure of the board as the board’s agent in helping the president to address routine business between regular board meetings; and it shall assist the chair and the university president in their joint responsibility to help the board to function effectively and efficiently by
suggesting board meeting agenda items and periodically assessing the quality of committee work. The executive committee shall have authority to act for the board of trustees on all matters except for the following, which shall be reserved for the board: presidential selection and termination; trustee and board officer selection; changes in institutional mission and purposes; changes to the bylaws; incurring of corporate indebtedness; and adoption of the annual budget. These bylaws or other board policy may reserve other powers for the Board of Trustees.

The executive committee shall meet as often as necessary to conduct its business as determined by the chair and university president, and it shall ensure that minutes are taken and promptly distributed to all trustees for subsequent ratification by the board of trustees at its next regular meeting. The Board of Trustees may establish such other committees as deemed necessary for the orderly conduct of the business of the Board. The chair may serve as an ex-officio member of any committee so established.

A majority of voting trustee committee members shall constitute a quorum.

ARTICLE IV
AMENDMENT OR SUSPENSION OF BYLAWS

The Bylaws may be altered, amended or repealed by a majority vote of all members of the Board at any regular meeting, when notice of the proposed amendment or repeal is provided in the meeting notice. Any provision of these Bylaws may be suspended 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
APPEARANCES BEFORE THE BOARD

Individuals or group representatives who desire to appear before the Board to initiate a subject within the Board’s jurisdiction may submit their requests to the university president, as corporate secretary, at 11000 University Parkway, Pensacola, Florida 32514, for the matter to be included in the agenda. The university president, in consultation with the chair, will determine whether the item will be heard and when the item will be heard. The Board may place time limits on any presentation or decline to hear any matter.

The chair may recognize any individual or representative of groups to address the Board.

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

ARTICLE VI
CODE OF ETHICS
Code of Ethics - Conflict of Interest

Trustees stand in a fiduciary relationship to the University. Therefore, Trustees shall act in good faith with due regard for the interests of the University and shall be guided by the provisions set forth in Florida law for the conduct of public officers. The Board shall adopt a written ethics policy that will be reviewed periodically and revised as necessary.

ARTICLE VII
MISCELLANEOUS PROVISIONS

Indemnification

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 the president or the president’s designee.

Fiscal Year

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

Sunshine Laws

Public access to Board records is governed by the provisions of the Public Records Law in Chapter 119, F.S. Board meetings are governed by the provisions of the Open Meetings Law in Chapter 286, F.S.

Corporate Seal

The corporation shall have a seal on which shall be inscribed “The University of West Florida Board of Trustees.”

Adopted Revision 2/25/05.
Adopted Revision 9/18/09
Adopted Revision 12/09/11
UWF Board of Trustees Meeting
Executive Committee
March 20, 2007

Issue: Delegation of Authority to President to Operate the University

Proposed action: Approve

Background information:

On February 28, 2007, in a case filed by Floridians for Constitutional Integrity, Inc. against the State Board of Education and the Board of Governors, the judge declared 10 Florida statutes unconstitutional. One of the statutes declared unconstitutional was section 1001.75, Florida Statutes which provides powers and duties of university presidents. The Board of Trustees has the authority, as is explained below, to delegate authority to the University President to operate and administer the University.

The Board of Governors has constitutional authority over the state universities through the state constitution. By resolution dated January 7, 2003, the Board of Governors delegated to the Boards of Trustees of each university the authority to govern the university in accordance with law and the rules/regulations of the Board of Governors. The University West Florida Board of Trustees has delegated various specific duties and powers to the President of the University from time to time to augment those authorities provided to the President through section 1001.75, F.S. There has been no express broad delegation of authority from the Board of Trustees to the University President to operate the University. In the absence of section 1001.75, Florida Statutes, such delegation is now necessary.

Therefore, the following language, delegating such authority to the University of West Florida President is proposed:

The University of West Florida Board of Trustees hereby delegates to the President of the University of West Florida the authority to operate and administer the University in accordance with applicable law, and with the resolutions, regulations, and policies of the Board of Governors and of the University of West Florida Board of Trustees.

Recommendation: Approve delegation of authority to President to operate and administer the University

Implementation Plan: N/A

Fiscal Implications: N/A

Supporting documents: None

Prepared by: Anita Schonberger, General Counsel, 850 474-3420, aschonberger@uwf.edu

Facilitator/Presenter: Anita Schonberger
Florida Gulf Coast University Board of Trustees’ Special Committee on Delegations of Authority to University President

February 11, 2016

SUBJECT: Regulation FGCU-PR1.001 Statement of Agency Organization and Operation

PROPOSED BOARD ACTION

Recommend approval of the amendment of the Regulation to further delineate the University’s organizational structure and operation, as well as to provide for a dotted reporting line to the FGCU Board of Trustees for the Vice President and General Counsel, the Director of Internal Audit, and the Director of Compliance and Risk Management.

BACKGROUND INFORMATION

The above-referenced Regulation was created in compliance with the Board of Governors guidance requiring a statement of the University’s organizational structure and operation. Additional changes were made to further provide for a dotted reporting line to the FGCU Board of Trustees for the Vice President and General Counsel, the Director of Internal Audit, and the Director of Compliance and Risk Management.

Supporting Documentation Included: (1) Regulation FGCU-PR1.001 Statement of Agency Organization and Operation, and (2) FGCU Organizational Chart with Dotted Reporting Lines to the FGCU Board of Trustees for the Vice President and General Counsel, the Director of Internal Audit, and the Director of Compliance and Risk Management, as approved by the FGCU Board of Trustees on January 12, 2016

Prepared by: Vice President and General Counsel Vee Leonard

Legal Review by: N/A

Submitted by: Vice President and General Counsel Vee Leonard
A. GENERAL INFORMATION

Florida Gulf Coast University is a comprehensive public university located in Fort Myers, Florida, awarding associate degrees, bachelor degrees, master degrees, and doctoral degrees. The University’s functions are to educate students, to perform scholarship and research, and to render service to society. The principal office of the University is located at 10501 FGCU Blvd. South, Fort Myers, Florida, 33965-6565, (239) 590-1000. If you are hearing- or speech-impaired, call the appropriate FGCU office via the Florida Relay at 711 (TTY, VCO, HCO, ASCII, or Speech-to-Speech). The University’s website is located on the Internet at http://www.fgcu.edu. The University’s administrative offices are open from 8:00 AM to 5:00 PM, Monday through Friday, except during University holidays.

B. THE FLORIDA GULF COAST UNIVERSITY BOARD OF TRUSTEES

The Florida Gulf Coast University Board of Trustees (“Board of Trustees”) is the governing body of the University and is vested with the authority to administer the University in accordance with Art. IX, § 7, Fla. Const., the Florida Education Code, Sections 1001-1013, Fla. Stat., and delegation of the Florida Board of Governors. The Board of Trustees is a public body corporate with all of the powers of a corporation, including the power to adopt a corporate seal, to contract and be contracted with, to sue and be sued, to plead and be impleaded in all courts of law or equity, and to give and receive donations. Pursuant to Section 768.28(2), Florida Statutes, and for purposes of sovereign immunity, the Board of Trustees acts primarily as an instrumentality of the State of Florida.

The Board of Trustees consists of thirteen members appointed as follows: six members appointed by the Governor subject to confirmation by the Florida Senate; five members appointed by the Board of Governors subject to confirmation by the Florida Senate; the president of the Florida Gulf Coast University Faculty Senate; and the president of the Florida Gulf Coast University Student Government. The corporate officers are the Chair, the Vice-Chair and the University President (“President”) who serves as the Chief Executive Officer of the University and Corporate Secretary of the Board. The Board of Trustees conducts its business in accordance with the Florida Gulf Coast University Board of Trustees Bylaws and Florida Law.

The Board of Trustees has oversight responsibilities for the University’s direct support organizations (“DSO”), which are the Florida Gulf Coast University Foundation, Inc. and the Florida Gulf Coast University Financing Corporation. Florida Law requires that the Board of Directors for each DSO operate the entity in a manner consistent with the goals of the University and in the best interests of the State of Florida, as determined by the Board of Directors.
Trustees and the President. The DSOs are formed as not for profit corporations under the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes. The Internal Revenue Service has recognized the DSOs as tax-exempt charitable organizations under Section 501(c)(3) of the Internal Revenue Code.

C. THE UNIVERSITY PRESIDENT

The President, as the Chief Executive Officer of the University and Corporate Secretary of the Board, is responsible for the operation and administration of the University and for setting Board meeting agendas, in consultation with the Board Chair. The President is appointed by the Board of Trustees and serves at its pleasure.

In the absence of the President, the order of succession to the administrative authority and responsibility of the President shall be as follows, pending action by the Board of Trustees:

1. Provost and Vice President for Academic Affairs;
2. Vice President for Administrative Services and Finance;
3. Vice President for Student Affairs;
4. Vice President for University Advancement;
5. Vice President and Chief of Staff; and
6. Vice President and General Counsel.

In an exigent, University emergency, the inability to contact an officer within three hours is adequate justification for the exercise of authority by the next designated officer to assume the authority and responsibility of the President until the Board of Trustees takes further action.

The President exercises his ability to delegate executive authority via delegation memoranda and the approval of official University policies.

D. ADMINISTRATIVE ORGANIZATION OF THE UNIVERSITY

1. President’s Cabinet

Chaired by the President, the President’s Cabinet consists of the following senior administrators who are, individually and collectively, responsible to guide a shared vision and lead institutional operations for the advancement of the University: Provost and Vice President for Academic Affairs; Vice President for Administrative Services and Finance; Vice President for Student Affairs; Vice President for University Advancement; Vice President and Chief of Staff; and Vice President and General Counsel.
2. President’s Direct Reports

a) Provost and Vice President for Academic Affairs

The Provost and Vice President for Academic Affairs (VPAA) is the chief academic officer of the University and advises the President on academic matters. The Provost assists the President and exercises the functions of the President in the President's absence. The Provost also serves as the President’s liaison to the Faculty Senate. The Associate Provosts/Associate Vice Presidents all share the duties and responsibilities of the Provost, and may be delegated authority to act as the Provost's designee in his or her absence. The VPAA is assisted in his/her work by two associate provosts: one responsible for faculty affairs and one responsible for planning and institutional performance. In addition, the Director of Budgets and Management Services provides budgeting and accounting experience as well as administrative support concerning operations of the Division of Academic Affairs. The Director of Strategic Initiatives acts as an external liaison for the Provost. Additionally, there is an Associate Vice President for Academic and Curriculum Support. A number of key academic support functions report directly to the Provost and VPAA as well. These include the Deans of the five colleges and their associated offices, the Dean of Library Services, the Associate Vice President for Research and Dean of Graduate Studies, the University Registrar, and the Dean of Undergraduate Studies. The General Manager of the University’s public television and radio stations also reports directly to the Provost, as well as the deans of the five colleges. All of these positions and their associated offices (as they appear in the University’s Summary of Organization Chart) assist in the development of policies and ongoing operations in the Vice President’s area of responsibility.

b) Vice President for Administrative Services and Finance

The Vice President for Administrative Services and Finance is the chief fiscal and business officer of the University and is advisor to the President on all fiscal and business matters pertaining to the University. The Vice President is also responsible for the University’s enrollment management program. To assist the Vice President for Administrative Services and Finance in his/her responsibilities are an Associate Vice President for Business Services and Finance, an Assistant Vice President for Administrative Services and Controller, an Assistant Vice President for Business Technology Services, a University Controller, a Director of Student Financial Services, a Director of Public Safety, a Director of Network Services and Help Desk, a Director of Finance and Accounting, a Director of Procurement Services, a Director of Business Operations, a Director of Campus Reservations and Records Management, a Director of Telecommunications, a Director of University Budgets, a Director of Physical Plant, a Director of Facilities Planning, a Director of Undergraduate Admissions, and a Director of Environmental Health and Safety. These positions and their associated offices (as they appear in the University’s Summary of Organization Chart) assist in
the development of policies and ongoing operations in the Vice President’s area of responsibility.

c) Vice President for Student Affairs

The Vice President for Student Affairs is responsible for, and directs the operations and services associated with students, their physical and mental health, student conduct, campus residences, recreation, career development, student governance, and student clubs and organizations. To assist the Vice President for Student Affairs in his/her responsibilities are: a Dean of Students, a Director of Counseling and Health Services, a Director of Housing and Residence Life, a Director of New Student Programs, a Director of Campus Recreation, and a Director of Career Development Services. These positions and their associated offices (as they appear in the University’s Summary of Organization Chart) assist in the development of policies and ongoing operations in the Vice President’s area of responsibility.

d) Vice President for University Advancement and Executive Director of the FGCU Foundation

The Vice President for University Advancement also serves as Executive Director of the FGCU Foundation. He/She is responsible for, as well as directs and coordinates, the operations associated with the raising, receipt, management, investment and administration of gifts and other resources generated for the benefit of the University by the Florida Gulf Coast University Foundation, Inc. The Vice President and Executive Director of the FGCU Foundation is also responsible for increasing the involvement and support of alumni, donors and other interested individuals, corporations and foundations in Florida Gulf Coast University and its programs. In support of the work of University Advancement and the FGCU Foundation, the Vice President for University Advancement’s direct reports include two Senior Directors of Advancement (Development and Stewardship), a Director of Alumni Relations, an Associate Vice President for University Marketing and Communications, an Assistant Vice President for Community Relations and Marketing, a Director of Major Gifts, a Director of Planned Giving, a Director of Athletic Advancement, a Director of Special Events, and an Assistant Vice President and Chief Financial Officer for the Foundation. These positions and their associated offices (as they appear in the University’s Summary of Organization Chart) assist in the development of policies and ongoing operations in the Vice President’s area of responsibility.

e) Vice President and Chief of Staff

The Vice President and Chief of Staff serves as the University’s Spokesperson, communicating to the media and others the University’s official position on matters of importance. The person in this position is also the University’s designated responder for public records requests made by the public and media. In addition, the Vice President and Chief of Staff has been delegated the responsibilities of addressing...
those of the University Corporate Secretary in matters related to the FGCU Board of Trustees, and provides in the Chief of Staff capacity support to the University President, as directed, in a wide range of duties, including coordination of the President’s Cabinet for meetings, materials, and communications. Reporting to the Vice President and Chief of Staff is a Director of Media Relations and a Director of Board Operations, and Special Projects. This position and his/her associated office (as they appear in the University’s Summary of Organization Chart) assist in the development of policies and ongoing operations in the Vice President’s area of responsibility.

f) Vice President and General Counsel

The Vice President and General Counsel serves as the University’s chief legal officer and provides legal advice, counsel, and representation necessary to the University. As such, s/he reports directly to the President, and also maintains a dotted line to the Board of Trustees. The Vice President and General Counsel manages the promulgation of University policies and regulations and provides advice on governance matters. The Vice President and General Counsel is also responsible for hiring outside legal counsel for all units of the University. The University’s Vice President and General Counsel also serves as General Counsel to the University’s direct support organizations. To assist the Vice President and General Counsel in his/her work is one Assistant General Counsel and one Associate General Counsel within the Office of the General Counsel. Also reporting to the Vice President and General Counsel is a Director for Institutional Equity and Compliance, and the Assistant Vice President and Director of Human Resources also reports to the Vice President and General Counsel. This position and his/her associated Human Resources offices (as it appears in the University’s Summary of Organization Chart) assist in the development of policies and ongoing operations in the Vice President’s area of responsibility.

g) Director of Intercollegiate Athletics

The Director of Intercollegiate Athletics is responsible for maintaining a quality athletic program that fits within the mission of the University. The Director of Intercollegiate Athletics oversees fifteen (15) NCAA Division I sports and is responsible for a number of areas including, but not limited to: budgeting and business operations, fund raising, academic and athletic compliance, sports medicine, strength and conditioning, personnel, facilities and operations, and sports information/public relations. Florida Gulf Coast University’s intercollegiate athletic programs include: Men’s Baseball, Women’s Softball, Women’s Volleyball, Women’s Swimming & Diving, Women’s Sand Volleyball, Women’s and Men’s Cross County, Women’s and Men’s Basketball, Women’s and Men’s Golf, Women’s and Men’s Tennis, and Women’s and Men’s Soccer. The Director also oversees the University’s Cheerleading Program.

h) Director of Internal Audit
The Director of Internal Audit serves as the University’s chief audit executive. As such, s/he reports directly to the President, and also maintains a dotted line to the Board of Trustees. The Director of Internal Audit evaluates the adequacy and effectiveness of the University’s system of internal controls over University funds and assets with the purpose of improving operations and accountability.

i) Director of Compliance and Risk Management

The Director of Compliance and Risk Management serves as the University’s chief compliance officer. As such, s/he reports directly to the President, and also maintains a dotted line to the Board of Trustees. The Director of Compliance and Risk Management oversees the University’s compliance and ethics program and works with all departments across the University to address compliance with federal and state regulations, as well as industry standards.

j) Director of Government Relations

The Director of Government Relations is responsible for advocating the University’s government relations agenda at the local, state, and federal governmental levels, and successfully securing financial and substantive support for the University.

k) Assistant to the President and University Ombuds

The Assistant to the President and University Ombuds provides an avenue for informal, impartial and non-adversarial alternatives for the resolution of problems and conflicts when the parties so request. The Assistant to the President and University Ombuds also handles informal resolution and formal grievances regarding student access to courses and credit toward degree.

a) Director of Equity and Diversity

The Director of Equity and Diversity is responsible for maintaining compliance for a diverse and harmonious educational and work environment that is representative of various communities and constituent groups. The Director of Equity and Diversity also receives and investigates complaints of discrimination and harassment from members of the University community.

k) Executive Director of the FGCU Financing Corporation

The Executive Director of the FGCU Financing Corporation is responsible to the President for the operational management of the Financing Corporation. This includes, but is not limited to, oversight of student housing planning, financing, construction, and managing the University’s general debt service and other payments as they relate to bonds held in the name of the Financing Corporation.

3. University Divisions
The University is divided into the following components:

a) The division of the Office of the President – comprised of the Office of the Vice President and Chief of Staff, Intercollegiate Athletics, Internal Audit, Compliance and Risk Management, Government Relations, Ombuds, Equity and Diversity and the Financing Corporation.

b) The division of Academic Affairs – comprised of Planning and Institutional Performance, Academic and Curricular Support, Research and Graduate Studies, Undergraduate Studies, Continuing Education and Off-Campus Programs, International Services, WGCU Public Media, University Registrar, Library Services, as well as the five colleges, their constituent departments, schools and various interdisciplinary centers and institutes.


d) The division of Student Affairs – comprised of the Office of the Dean of Students, Counseling and Health Services, New Student Programs, Office of Housing and Residence Life, Campus Recreation, and Career Development Services.

e) The division of University Advancement – comprised of Community Relations, University Marketing and Communications, Major Gifts Development, Stewardship and Donor Relations, Alumni Relations, Advancement Services, Planned Giving, Athletic Gifts, and Special Events.


E. COLLEGIAL GOVERNANCE

The University endorses a collegial system of governance, based on a concept of authority and responsibility shared among colleagues. The University’s representative governance bodies are as follows:

1. The Faculty Senate

Faculty governance at Florida Gulf Coast University provides a structure and process for the faculty to promote a supportive and quality-oriented learning environment for students, staff,
community, faculty, and administration, in furtherance of the mission and guiding principles of the University. The faculty governance structure facilitates faculty input to the complementary administrative units of the organizational structure. The Faculty Senate is an autonomous body representing the collective opinion of the faculty of the University to the administration and to the community. Pursuant to Florida Statute, the president of the Faculty Senate is a member of the Board of Trustees. The Provost and Vice President for Academic Affairs serves as the administrative liaison to the Faculty Senate.

2. The Student Government

The Student Government fosters an intellectual, social, and cultural environment that maximizes student potential and enhances student success. The purpose of the Student Government is to provide equal representation for all students at Florida Gulf Coast University by maintaining high levels of communication between the student body, faculty, staff, and the community. Pursuant to Florida Statute, the president of the Student Government serves as a member of the Board of Trustees. The Dean of Student Affairs serves as the administrative liaison to Student Government.

3. The Staff Advisory Council

The Staff Advisory Council (“SAC”) facilitates effective communication between the staff and University administration. SAC also provides a forum to address the issues and concerns of the staff at Florida Gulf Coast University and to ensure a campus climate that reflects a strong, enthusiastic, and positive quality work life. The SAC consists of twenty-four elected members, twelve SP employees, and twelve A&P employees. The Vice President for Student Affairs serves as the administrative liaison to SAC.

4. Colleges

A College is a unit of the University organized to conduct curricula of study, scholarship/research, and service both public and internal to the university. The faculty and college administration establishes requirements of the college for entrance, graduation, and degrees to be conferred. The faculty determines the arrangement and content of the curricula and recommends to the President, by at least a two-thirds vote, the granting of degrees to those students who have complied with the college’s requirements for degrees.

The dean is the chief administrative officer of a college. A school is a unit subordinate to a college organized for a special program of studies. The administrative officer of a school is the director. The colleges and schools of Florida Gulf Coast University are the following: College of Arts and Sciences and its Bower School of Music and the Arts, Lutgert College of Business and its School of Resort and Hospitality Management, College of Education, U.A. Whitaker College of Engineering, College of Health Professions and Social Work and its School of Nursing. Assistant and/or associate deans...
share administrative responsibilities for such matters as assessment, faculty affairs, and budgetary management at the direction of their respective dean.

A department is the fundamental unit of collegiate academic and administrative organization. Academic departments may be found in colleges and schools or they may exist independently and report to the VPAA through an associate vice president or administrative dean. The administrative officers of academic departments in a college are chairs. Directors are the administrative officers for units other than academic departments.

Chairs and directors have the authority and responsibility for the administration and supervision of activities of the department or unit. Chairs and directors are responsible to their deans.

5. Planning and Budget Council

The Planning and Budget Council (PBC) is a university-wide group chaired by the Provost and Vice President for Academic Affairs charged with updating of the University Strategic Plan. The PBC serves "as the University’s coordinating body for organized efforts, including Continuous Improvement teams, to implement the Florida Gulf Coast University’s Strategic Plan.” The Continuous Improvement teams are the six standing committees of the PBC, which includes enrollment and retention management (ERMC); budget; information resources; safety and facilities (SFC); environmental sustainability; and strategic planning and institutional effectiveness (SPIEC). The PBC and its six standing committees are comprised of representatives of all University constituencies including senior administration, faculty, staff, and students.

Action by Florida Gulf Coast University Board of Trustees:
Approved: 04/15/2014

Specific Authority:
Article IX of the Florida Constitution, Section 1001.706, Fla. Stat., Board of Governors Regulation 1.001

History of Rule:
New: 3/19/04

History of Regulation:
New: 09/17/2013; Amended 04/15/2014

Effective Date of Regulation:
04/15/2014
Florida Gulf Coast University Board of Trustees’ Special Committee on Delegations of Authority to University President

February 11, 2016

SUBJECT: Clarifying Language for January 12, 2016 Board Action
Requiring the President to Obtain Approval of the Board Chair prior to Entering into an Employment Agreement, or the Renewal or Extension of any Employment Agreement, with any Individual whose Position is One that Reports Directly to the President

PROPOSED BOARD ACTION

For recommendation to the full FGCU Board of Trustees on February 23, 2016, approve clarifying language that states the authority given to the President for employment contracting after obtaining approval of the Board Chair shall not be re-delegated by the President.

BACKGROUND INFORMATION

The FGCU Board of Trustees on January 12, 2016 approved the requirement that the President obtain approval of the Board Chair prior to entering into an employment agreement, or the renewal or extension of any employment agreement, with any individual whose position is one that reports directly to the President. A list of these direct report positions is provided for information.

Chair Christian Spilker of the Special Committee on Delegations of Authority to University President recommends the adoption of clarifying language that states this employment contracting authority shall not be re-delegated by the President.

Supporting Documentation Included: (1) See Tab #1 “Applicable Draft Minutes from January 12, 2016 Meeting of FGCU Board of Trustees” – lines 124 through 129; and (2) List of President’s Direct Report Positions

Cover Sheet Prepared by: Vice President and Chief of Staff Susan Evans

Legal Review by: N/A

Submitted by: Committee Chair Christian Spilker
Tab #4 - Supporting Document 1:

See Tab #1 "Applicable Draft Minutes from January 12, 2016 Meeting of FGCU Board of Trustees" – lines 124 through 129
List of Positions that Report Directly to
FGCU President Wilson Bradshaw

(As of February 6, 2016)

- Provost and Vice President for Academic Affairs
- Vice President for Administrative Services and Finance
- Vice President for Student Affairs
- Vice President for University Advancement
- Vice President and Chief of Staff
- Vice President and General Counsel
- Director of Internal Audit
- Director of Compliance and Risk Management
- Director of Government Relations
- Ombuds
- Director of Intercollegiate Athletics
- Executive Assistant to the President
- Executive Director of FGCU Financing Corporation