FLORIDA GULF COAST UNIVERSITY BOARD OF TRUSTEES
CONFERENCE CALL MEETING

Thursday, June 29, 2017

CALL ORIGINATED FROM EDWARDS HALL, CONFERENCE ROOM #309
FLORIDA GULF COAST UNIVERSITY

Meeting Minutes

Members:

Present: Trustee Dudley Goodlette – Chair (in person); Trustee Kenneth Smith – Vice Chair (by telephone); Trustee Darleen Cors (by telephone); Trustee Joe Fogg (by telephone); Trustee Blake Gable (by telephone); Trustee Leo Montgomery (by telephone); Trustee Kevin Price (by telephone); Trustee Russell Priddy (by telephone); Trustee Robbie Roepstorff (by telephone); Trustee Christian Spilker (by telephone) and Trustee Jalisa White (by telephone).

Not Present: Trustee Shawn Felton (Excused Absence)

Others:

Staff: President Wilson Bradshaw; Provost and Vice President for Academic Affairs Ron Toll; Vice President for Administrative Services and Finance, and Executive Director of FGCU Financing Corporation Steve Magiera; Vice President for University Advancement, and Executive Director of FGCU Foundation Chris Simoneau (by telephone); Vice President and Chief of Staff Susan Evans; Vice President and General Counsel Vee Leonard; Chief Compliance and Ethics Officer Stacey Chados; Director of Internal Audit Bill Foster; Assistant Director of Board Operations Lauren Schuetz; and Executive Assistant to the Vice President and Chief of Staff Tiffany Reynolds.

Item 1: Call to Order, Roll Call, and Opening Remarks

Chair Dudley Goodlette called the meeting to order at 10:00 a.m. Roll call was taken with 11 of 12 members present, thus meeting quorum requirements. Chair Goodlette said all members were on the line, and he was the only Trustee in the room where the conference call was originating.

Item 2: Finance, Facilities and Administration Committee (See Tabs #1-4)

Chair Goodlette stated there were four action items on the agenda, and that the Board would not be discussing the 2018 Legislative Budget Request, as it was still a work in progress. He said as the Chair he would be reaching out to all of the members of the legislative delegation. He stated there would be another FGCU Board of Trustees conference call meeting on July 7, and at that time, the Board would be acting on this item since it was due to the Board of Governors on Monday, July 10, 2017.
Chair Goodlette called on Vice President for Administrative Services and Finance and Executive Director of FGCU Financing Corporation Steve Magiera to present the first two action items.

**Regulation: FGCU-PR7.001 Tuition and Fees** (See Tab #1)

Mr. Magiera explained this item came before the Board each year even though there were no changes in tuition and fees. He stated there were, however, a few changes to note. He said he was asking the Board to continue the tuition waiver of $1.75 and to change the Repeat Course Fee, which the Board of Governors had increased to $3.55.

Trustee Blake Gable made a motion to accept FGCU-PR7.001 as presented. Trustee Jalisa White seconded the motion. There was no public comment or Board discussion. The vote was 11-0 in favor of the motion.

**Regulation: FGCU-PR7.006 Waivers of Tuition and Fees** (See Tab #2)

Mr. Magiera explained there was only one change as found in section 5, which was changed by the Board of Governors, and therefore, the FGCU Board of Trustees must also make the change.

He said the changes were dealing with waivers for Florida Department of Children and Families. He stated the waiver of associated fees now would also include lab fees, and there would be no limit to the number of credit hours. He added there were currently 44 FGCU students receiving this waiver.

Trustee Darleen Cors made a motion to accept FGCU-PR7.006 as presented. Trustee Leo Montgomery seconded the motion. There was no public comment or discussion. The vote was 10-0 in favor of the motion, with one abstention from Trustee Spilker, who noted for the record he has two children who potentially may be FGCU Eagle Scholars.

**Regulation: FGCU-PR1.001 Statement of Agency Organization and Operation** (See Tab #3)

Chair Goodlette called on Vice President and General Counsel Vee Leonard to present this item.

Ms. Leonard stated throughout this Regulation several changes had been identified. Some of these were housekeeping changes and some were adjustments within the various University Divisions. She also brought to the Board's attention an error on page 4, in the second sentence: “The person in this position is also the University’s designated responder for public records requests made by the media.” She said this modification meant all public records requests would be handled by the General Counsel’s Office, with the exception of the media’s requests, which would be managed by Vice President and Chief of Staff Susan Evans’ Office.

Trustee Joe Fogg said page 6, section I, did not mention the relationship between the Audit and Compliance Committee and the Chief Compliance and Ethics Office, yet it was a part of the charter. He said he was concerned about the consistency between
committees so there would be no question of authority. He suggested this section be reworded to: “…also maintains a dotted line through the Audit and Compliance Committee to the Board of Trustees.”

Ms. Leonard stated it would not be a problem to make the change as he suggested.

Chief Compliance and Ethics Officer Stacey Chados said to have consistency between the three charters of the Office of Internal Audit, the FGCU Compliance and Ethics Office, and the Audit and Compliance Committee, the rewording should be:

“…functionally to the Chair of the Audit and Compliance Committee of the Board and administratively to the President.”

Ms. Leonard clarified the suggested wording by Trustee Fogg would now be replaced by the suggested wording of Ms. Chados.

Trustee Fogg made a motion to accept FGCU-PR1.001 as amended. Trustee Russell Priddy seconded the motion.

Ms. Leonard restated the changes: under section D, subsection H Director of Internal Audit, the second sentence will read, “As such, s/he reports functionally to the Chair of the Audit and Compliance Committee, and administratively to the President, and also maintains a dotted line to the Board of Trustees.” She said the same language would be repeated under subsection I for the Chief Compliance and Ethics Officer.

Chair Goodlette called for further discussion. There was no Board discussion or public comment. The vote was 11-0 in favor of the motion.

Florida Gulf Coast University Board of Trustees Ethics Policy (See Tab #4)

Chair Goodlette recognized General Counsel Vee Leonard to present this item.

Ms. Leonard said there had been several changes made to the FGCU Board of Trustees Ethics Policy beginning with the Conflict of Interest section. She stated she had made changes to the definitions on page 2 using language from the Statute. On page 4, under section 5, adjustments had been made in light of the Audit and Compliance Committee Charter, which was created and approved subsequent to the Inspector General’s recommendation. She said the second sentence reads, “Trustees will not give directions or instructions to University employees, except those employees provided for in the Audit and Compliance Committee Charter, but will provide input and suggestions to the President, who is responsible for the day to day management of the University.” She stated similar language was in the following paragraph, “While Trustees are at liberty to communicate their concerns, Trustees shall not attempt to influence the employment status of University employees, except the President, and those employees identified in the Audit and Compliance Committee Charter.” Ms. Leonard asked for questions.
Ms. Chados clarified that in essence “relative” had been substituted for “family member.” She noted other places where this correction needed to be made.

Trustee Robbie Roepstorff asked for clarification in section 5 of who was the individual referenced in the Audit and Compliance Charter. Ms. Leonard responded in the Audit and Compliance Committee Charter that would be the Director of Internal Audit and the Chief Compliance and Ethics Officer.

Trustee Roepstorff asked Chair Goodlette who specifically hires the legal counsel. He responded the President.

Trustee Roepstorff said the Board of Governors had stated legal counsel worked for the FGCU Board of Trustees. She asked when the FGCU Board of Trustees could discuss with the President the specific employment status of legal counsel.

Ms. Leonard commented even though the Director of Internal Audit and the Chief Compliance and Ethics Officer reported functionally to the Audit and Compliance Committee and administratively to the President, they were all hired by the President, and had dotted lines to the Chair of the Board of Trustees.

Chair Goodlette stated at the next Trustee Summit in November the Board of Trustees could seek further clarification from the Board of Governors.

Trustee Fogg said he had a fundamental problem with the statement which read, “The Trustees shall not attempt to influence the employment status of University employees.” He said hypothetically if he had a conversation with President Martin, who might ask his opinion about his “team,” would this be influencing employment status. Trustee Fogg stated he felt he should be able to provide that feedback, and that this sentence was inconsistent with other Board of Governors regulations regarding the responsibilities of Trustees.

Trustee Roepstorff said that was what she was asking also.

Trustee Fogg asked if he should say to the President that he could not discuss employees with him according to the FGCU Board of Trustees Ethics Policy. He said he did not think this was what the policy meant, nor what the Board of Governors expected.

Chair Goodlette suggested the Board return to this item on July 7.

Trustee Fogg made a motion to table this item for clarification until the July 7 Conference Call. Trustee Roepstorff seconded the motion.

Trustee Fogg asked that clarification be sought from the Board of Governors prior to the July 7 meeting.
Ms. Leonard restated, in an effort to clarify, it was her understanding that prior to the next meeting the Board of Governors would be consulted on this issue as it related to the Trustees’ communications with the President regarding employees of the University. She added she would make necessary adjustments to the statement so the language in the Ethics Policy was consistent with the direction provided. Ms. Leonard stated she would distribute a draft of the language prior to the July 7 meeting.

There was no public comment or discussion. The vote was 11-0 in favor of the motion to table the item.

Item 3: Old Business

There was no old business for discussion.

Item 4: New Business

There was no new business for discussion.

Item 5: Chair’s Closing Remarks & Meeting Adjournment

Chair Goodlette commented he and President Bradshaw had a meeting with the Chair of the Board of Governors, and members of the Chancellor’s staff, as well as the Presidents and Chairs of the other state universities’ Boards in Orlando on June 15.

Chair Goodlette also stated at the Board of Governors meeting on June 21 a presentation had been made on the Work Plan by President-elect Martin, Provost and Vice President for Academic Affairs Ron Toll, Senior Associate Provost and Associate Vice President Paul Snyder, and Vice President for Administrative Services and Finance Steve Magiera. He said he was not able to attend and expressed appreciation to Trustee Felton for representing the FGCU Board of Trustees.

Chair Goodlette announced President-elect Martin and his wife had arrived in town, and President-elect Martin and President Bradshaw were completing the transition with President-elect Martin’s first day on Monday, July 3.

Chair Goodlette adjourned the meeting at 10:36 a.m.

Minutes prepared by Transcription Experts, and reviewed by Lauren Schuetz, FGCU Assistant Director of Board Operations.

Agenda Items:

A. See Tabs #1 – 20
B. Handouts

Attachment:

A. Record of Votes
# Record of Votes

**FGCU Board of Trustees**  
**DATE: 6/29/2017**

<table>
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<tr>
<th>Regulation: FGCU-PR7.001 Tuition and Fees (Tab #1) 1- Gable 2- White</th>
<th>Regulation: FGCU-PR7.006 Waivers of Tuition and Fees (Tab #2) 1- Cors 2- Montgomery</th>
<th>Regulation: FGCU-PR1.001 Statement of Agency Organization and Operation (Tab #3) 1- Fogg 2- Priddy</th>
<th>Florida Gulf Coast University Board of Trustees Ethics Policy (Tab #4) 1- Fogg 2- Roepstorff</th>
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*See page two of the Minutes*