FLORIDA GULF COAST UNIVERSITY BOARD OF TRUSTEES
CONFERENCE CALL MEETING

Tuesday, February 20, 2018 9:10 a.m.

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

Meeting Minutes

Members:
Present: Trustee Blake Gable (by phone) – Chair; Trustee Robbie Roepstorff (by phone) – Vice Chair; Trustee Darleen Cors (in person); Trustee Richard Eide, Jr. (by phone); Trustee Joe Fogg III (in person); Trustee Mike McDonald (in person); Trustee Leo Montgomery (in person); Trustee Kevin Price (in person); Trustee Russell Priddy (by phone); Trustee Kenneth Smith (by phone); Trustee Stephen Smith (by phone); Trustee Christian Spilker (by phone) and Trustee Jalisa White (by phone).

Others:
Staff: President Mike Martin; Provost and Vice President for Academic Affairs James Llorens; Vice President for Administrative Services and Finance, and Executive Director of FGCU Financing Corporation 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; Chief Compliance and Ethics Officer Stacey Chados; Director of Internal Audit Bill Foster; Assistant Director of Board Operations Tiffany Jackson; Project Manager Melissa Pind; Director of Operations Tiffany Reynolds; and Executive Assistant to the Vice President and Chief of Staff Bruna Ugolotti.

Item 1: Call to Order, and Roll Call
Chair Blake Gable called the meeting to order at 9:10 a.m. and stated that the noticed meeting was originating from Edwards Hall Room 309 on the campus of Florida Gulf Coast University. Roll call was taken with all members present, thus meeting quorum requirements. He called for a moment of silence in recognition of what occurred at Marjorie Stoneman Douglas High School in Parkland, Florida last week. A moment of silence was held to honor those killed and wounded in the school shooting.

Chair Gable said he would ask Trustee Jalisa White to share with the Board later in the meeting details about the event the students had organized in response to this incident.
**Item 2: Welcome to New Trustee Stephen Smith**
Chair Gable welcomed new Trustee Stephen Smith who had been recently appointed by Governor Rick Scott. He said since this was a conference call meeting, he would ask Trustee Smith to say a few words about himself at the next regular FGCU Board of Trustees (BOT) meeting in April.

**Item 3: Consent Agenda (See Tab #1)**
Chair Gable stated there was one item on the Consent Agenda, the Minutes of the FGCU Board of Trustees meeting on January 9, 2018. He called for a motion to approve.
Trustee Russell Priddy made a motion to approve the Consent Agenda. Trustee Mike McDonald seconded the motion. There was no public comment, or Board discussion. The vote was 12-0 in favor of the motion, with one abstention from Trustee Stephen Smith, who noted for the record that he was not a member of the Board at the time of the January 9 meeting.

**Item 4: Student Success – Enrollment Management Initiative**
Chair Gable said at the last FGCU Board of Trustees meeting, he had expressed one of the things he wanted the Board to focus on at each meeting was the Student Success - Enrollment Management Initiative. He said this had been rolled out recently by President Mike Martin and Marieb College of Health & Human Services Dean Mitch Cordova. He asked President Martin to say a few words about this initiative.
President Martin introduced Dr. Cordova and noted he will move to a new position to direct the Initiative. President Martin said last week the Initiative was rolled out in a public forum on campus, and plans were to re-energize, re-focus, and re-commit to student success with a serious focus on both four-year and within six-year graduation rates.
President Martin provided some background saying there had been real success in improving FGCU graduation rates through 2010. He said with the incoming class of 2010, there had been a slight decline. He said he will share with the Board a list of places where they could look at data and track what FGCU is doing. He said the Integrated Postsecondary Education Data System (IPEDS) data was consistently the best nationally, and this showed FGCU had not done as well as it had been doing in terms of improvement. He said this sent a signal the University had to not only get better, but reverse a trend.
President Martin said that given Pillar – “Student Success” -- of the FGCU Strategic Plan, a firm commitment had been made this would be central to what will be done in the next five years. He said as a result of this information, a task force led by Dr. Cordova had been formed to put action items in place around this commitment and
future plans. He said this was the tactical implementation of strategy for Pillar 1 of the FGCU Strategic Plan.

President Martin stated that there had been recommendations provided by President Bradshaw’s Task Force on Student Success Report last spring. He indicated that the subsequent Student Success – Enrollment Management Action Task Force (SS-EMATF) had analyzed and added to the previous recommendations, which led to a draft report. He noted that the SS-EMATF then held open forums on the draft report; and using the feedback received from these forums, the Task Force submitted its final report. He said a copy of the report was online, and Dr. Cordova was working on some design teams around initial principal items which could be accomplished in a relatively short period of time.

President Martin added there had been some angst on campus because everyone wanted to see a new organizational chart, and how the Initiative would affect individual positions and departments. He said his position, also shared by Dr. Cordova, was that form will follow substance. First, he said it would be to figure out what was going to be done and how they were going to do it, and then worry about creating organizational boxes. He said the bottom line was that this initiative was an all-hands-on-deck program and everyone at FGCU needed to participate. He said as an example that he had spoken to a campus police officer and told him he was involved in this initiative and was an educator as well as a safety officer.

President Martin stated that Chair Gable was on campus and participated last week when the Task Force rolled out its plans. He concluded he would continue to communicate updates across the campus. He said as the design teams came together, they would report out to the campus and to the Board; they would continue working until some genuine progress was made. He said it was important to the FGCU mission and essential for the institution’s financial future.

President Martin stated the students have been incredibly supportive, and he appreciated Trustee White and her team’s participation in the process. He said the FGCU Faculty Senate and the United Faculty of Florida (UFF)/FGCU Chapter leadership also had played a part. He appreciated Dr. Cordova’s willingness to step into a new role and take on this Initiative.

President Martin said it was his hope by next fall, the Board would see a different approach to all things FGCU did in terms of advancing students expeditiously and efficiently through, not only course work which gave a degree, but a campus experience which gave students a jump-start in life.

President Martin thanked the Task Force for its hard work and Dr. Cordova for the enthusiasm and insight he brought to the exercise. He stated he thought that the campus understood that everyone had to commit to making the Initiative successful. He said he would make sure that the Board kept track of that success and held them to their commitment to the FGCU Strategic Plan. Chair Gable commented that more time
would be spent on this topic at the April 10, 2018 FGCU Board of Trustees meeting, as well as at the start of all Board meetings.

**Item 5: Audit and Compliance Committee Report** (See Tabs #2-6)

Chair Gable introduced Chair of the Audit and Compliance Committee Trustee Joe Fogg to give the Audit and Compliance report.

Trustee Fogg said he would start with two information items, which President Martin would present. He said the items previously were discussed briefly at the January 9 FGCU BOT meeting, and were covered extensively earlier this morning at the Audit and Compliance Committee Meeting. Trustee Fogg now wanted to bring the entire Board up to date.

**Complaints Processing**

President Martin stated FGCU had been trying to better track various types of complaints, grievances, whistleblower issues and Title IX issues over the last several months. He stated the volume had picked up a bit, and he confessed from time to time it was hard to track the progress of any particular case, whether it had been appropriately responded to, or if an outcome had been determined. He said to try to smooth this out and provide both the Audit and Compliance Committee and the FGCU Board of Trustees with continual updates, and in an attempt to be able to respond to inquiries more efficiently, he would try out a three-person council. This council would review incoming complaints, distribute them to the appropriate office for response, track the outcomes and keep necessary individuals informed. He said Chief Compliance and Ethics Officer Stacey Chados, University Ombuds and Assistant to the President Monique McKay, and Director and Title IX Coordinator Precious Gunter would form the council which would oversee, coordinate, and delegate to the appropriate offices as needed. He said this council would decide where the complaints should be referred to for handling, keep track of how these complaints were responded to, and advise when the issues were closed. He said he would see how this worked, and if it did not work, then he would try something else.

**Relationship between FGCU Board of Trustees and Direct Support Organizations**

President Martin explained there were two Direct Support Organizations (DSOs) for FGCU—the FGCU Foundation, and the FGCU Financing Corporation, and that each had a liaison from the FGCU Board of Trustees. He said Audit and Compliance Committee Chair Fogg had appropriately asked what was the role of a liaison to these DSOs. He said there had been some questions regarding how the relationship is defined between the Boards that oversee the two DSOs, their activities, and the FGCU Board of Trustees. President Martin said he had a conference call with the State University System (SUS) of Florida Chancellor Marshall Criser III and Board of Governors (BOG) General Counsel and Corporate Secretary Vikki Shirley, and, they understood the confusion. He said the BOG referred to guidance and policy within the BOG, which he stated was not particularly detailed in terms of answering this question. He said the Chancellor pointed out there currently was legislation related to DSOs...
moving through the process, and depending on how the legislation resolved, all
universities would receive more guidance on the relationship to DSOs. He said he
would keep the FGCU Board of Trustees posted and would follow up with the
Chancellor, and with some presidential colleagues to determine how other universities
may be handling this.

President Martin said both of the Direct Support Organization (DSO) Boards were very
good, and he wanted to make sure they remained empowered; however, he also
understood both the President’s Office and the FGCU Board of Trustees had
responsibility for the greater good of the institution to which the DSOs contributed. He
said the two liaisons would continue to be involved, and he would stay directly involved
and wait for guidance from the Chancellor’s office on how to manage this.

Trustee Fogg asked for questions or comments.

Trustee Kevin Price said he was thinking through the last topic regarding the
clearinghouse of the three individuals for complaint processing. He said it was good
there were multiple individuals involved to help triage, but he also would encourage
making sure that the expectation around this new initiative was reflected in employee
performance goals and objectives. President Martin responded that this would be done.

Trustee Fogg thanked President Martin and stated he would proceed to the action
items, which were being recommended to the Board from the Audit and Compliance
Committee this morning. He said a vote would be taken at the conclusion of each item.

He reminded the Board the first three items had been tabled at the January 9 Board
meeting because additional comments needed to be sought from various interested
parties around the University. He said comments had been obtained and incorporated
in the documents.

**Compliance and Ethics Program Plan (TAB #2)**

Trustee Fogg began with Tab #2 and asked Chief Compliance and Ethics Officer
Stacey Chados to present this item.

Ms. Chados said Tab #2 was the Compliance and Ethics Program Plan, which outlined
how her Office would implement the seven elements of an effective compliance and
ethics program at FGCU. She said the program plan incorporated the Code of Conduct
and described the governance structure, how compliance and ethics training would be
rolled out to the workforce, and how employees could report concerns without fear of
retaliation. The plan also explained how the University would self-assess and monitor
against regulatory requirements and incentivize and discipline the workforce; and how
the Office of Compliance and Ethics would respond to detected offenses.

She stated on recommendation of the Audit and Compliance Committee, she asked the
Board’s approval of the program plan. She noted upon approval, a copy of the Program
Plan, and the Code of Conduct would be provided to the Board of Governors.
Trustee Fogg called for questions or comments. Hearing none, he called for a motion. Trustee Leo Montgomery made a motion to approve the Program Plan for the Compliance and Ethics Office. Trustee Darleen Cors seconded the motion. There was no public comment, or Board discussion. The vote was 13-0 in favor of the motion.

**Code of Ethics (TAB #3)**

Trustee Fogg called on Ms. Chados to present this item.

Ms. Chados stated the regulation on the Code of Ethics summarized standards of conduct information contained in the Florida statutes, and outlined certain prohibitions for which employees should be aware, such as acceptance of gifts, hiring of relatives, and post-employment matters. She said it also outlined filing requirements for certain employees to make a public disclosure of financial interest to the Florida Commission on Ethics. She said the intention of the regulation was to assist employees with understanding and avoiding conflict of interest situations.

Ms. Chados said the regulation had been removed from the January 9, 2018 FGCU Board of Trustees (BOT) agenda to allow faculty additional time to review and comment on the document. She said she met with the FGCU Faculty Senate and the United Faculty of Florida (UFF)/FGCU Chapter and made changes to the document as necessary.

Ms. Chados said on recommendation by the Audit and Compliance Committee, she asked to approve the regulation on the Code of Ethics.

Trustee Fogg called for questions or comments. Hearing none, he called for a motion.

Trustee Montgomery made a motion to approve the regulation on the Code of Ethics. Trustee Cors seconded the motion. There was no public comment, or Board discussion. The vote was unanimous in favor of the motion and the motion carried.

**Code of Conduct (TAB #4)**

Trustee Fogg asked Ms. Chados to present this item.

Ms. Chados said the Code of Conduct served as a guidance document and highlighted many of the requirements which employees were expected to follow. She said the Code also served as a resource for employees when faced with ethical dilemmas.

Ms. Chados added the Code had been removed from the January 9, 2018, FGCU BOT agenda to allow faculty additional time to review the document. She said as a result of meetings with the Faculty Senate and the UFF/FGCU Chapter representatives, changes were made primarily to the section on “Outside Activities.” In addition, she said at the suggestion of Trustee Price, an acknowledgement form was developed and will accompany distribution of the Code; and at the suggestion of Trustee Fogg, a memo reminding Trustees about conflict of interest situations accompanied distribution of the Code to the FGCU BOT.
Ms. Chados thanked the faculty and staff who commented on the document as it had improved the document from the original. She said a special thank you to the FGCU Faculty Senate, United Faculty of Florida (UFF)/FGCU Chapter, Undergraduate Studies Dean Dawn Kirby, Associate Vice President of Human Resources Pam Bowman, Associate Director of Photo and Design Dave Anderson, and FGCU student Michael Dunbar.

Trustee Fogg said there was a memo to him following the Code of Conduct from Ms. Chados which he encouraged all Trustees to read since it highlighted the portions of the Code which were specifically applicable to the members of the FGCU Board of Trustees. He called for questions and comments.

Trustee McDonald commented he wanted to reciprocate the acknowledgement Ms. Chados gave to the Faculty Senate and said the Faculty Senate had appreciated her efforts to meet with its members and hear their concerns.

Trustee Montgomery said it was his understanding that in the future FGCU would be considering whether to get employee acknowledgements signed annually.

Trustee Fogg responded it had been discussed at the Audit and Compliance Committee Meeting, and it had been recommended to the administration to consider having an annual acknowledgement.

Trustee Fogg called for a motion on this item.

Trustee Price made a motion to approve the Code of Conduct. Trustee Montgomery seconded the motion. There was no public comment, or Board discussion. The vote was 13-0 in favor of the motion.

**Florida Department of Highway Safety and Motor Vehicles Agreed on Procedures Audit (TAB #5)**

Trustee Fogg called on Director of Internal Audit Bill Foster to present this item.

Mr. Foster said this was the audit with the Florida Department of Highway Safety and Motor Vehicles where the Departments of Undergraduate Admissions, Graduate Admissions, and the Registrar accessed drivers’ licenses and motor vehicle information to verify the qualification for residency for in-state tuition purposes. He said part of this arrangement required the University to provide adequate controls over access to, use of, and safeguarding of the driver information. He said during the audit, opportunities had been identified for the three departments to further strengthen internal controls. He said detailed observations and recommendations were discussed which pertained to quarterly quality control reviews, annual confidential data access training and acknowledgment, and timely removal of employee access upon termination or reassignment. He said prior to the conclusion of this work, it had been determined the three departments had effectively implemented stronger controls for the areas identified; therefore, his department was satisfied the current internal controls were adequate to
protect the personal data obtained from the database from unauthorized access, distribution, use, modification or disclosure.

Trustee Fogg called for comments or questions. Hearing none, he called for a motion.

Trustee Price made a motion to accept the Florida Department of Highway Safety and Motor Vehicles Agreed on Procedures Audit. Trustee McDonald seconded the motion. There was no public comment, or Board discussion. The vote was 13-0 in favor of the motion.

**Florida Board of Governors University Data Integrity Audit (TAB #6)**

Trustee Fogg reiterated this item along with all the previous items have already been discussed and approved with the Audit and Compliance Committee, and was being recommended to the FGCU Board of Trustees. He called on Mr. Foster to present this item.

Mr. Foster stated the Data Integrity Audit was performed in accordance with the Board of Governors and the legislature’s increased emphasis on the quality of data which supported the Performance Funding Metrics. He said there had been two observations, and one submission which had been 27 business days late due to an additional review by the Academic Administration to ensure the data was correct. He said there had been one application by a student who self-reported as first time in college, but when the transcript arrived from France it was later determined this student did not qualify for this qualification.

Trustee Fogg called for comments or questions.

Trustee Dick Eide asked if there had ever been a mistake or a fraudulent claim made on the Performance Based Funding by anyone in the State University System, or in other words, an audit that had been questioned after it was submitted. Mr. Foster responded this had never happened to his knowledge.

Trustee Fogg called for a motion.

Trustee Cors made a motion to approve the Florida Board of Governors University Data Integrity Audit. Trustee Price seconded the motion. There was no public comment, or Board discussion. The vote was 13-0 in favor of the motion.

**Item 6: Finance, Facilities and Administration Committee Report (Tab #7)**

Chair Gable called on Finance, Facilities, and Administration Chair Ken Smith to give this report.

Trustee Ken Smith said there was one information item which would be presented by Vice President and General Counsel Vee Leonard.

Ms. Leonard stated the issue before them was her request that if there were any Trustees who desired to make a proposal for a new academic degree program which
could involve a potential conflict of interest, they have a conversation with her and Chief Compliance and Ethics Officer Stacey Chados prior to submitting such a proposal.

Trustee Ken Smith called for any questions or comments. Hearing none, he concluded his report.

**Item 7: Old Business**

There was no old business for discussion.

**Item 8: New Business**

There was no new business for discussion.

**Item 9: Chair’s Concluding Remarks, and Meeting Adjournment**

Chair Gable asked Trustee White to take a moment to tell the Board about the student event that was scheduled for that evening.

Trustee White explained the students would be hosting a vigil for the Marjory Stoneman Douglas students and their families. She said FGCU had students who were alumni of this high school, so the student body wanted to share its condolences and prayers with them. She said the vigil would begin at 9 p.m. on the Great Campus Lawn. There would be speakers, a candlelight vigil, and the University choir. She said the vigil would begin with prayer and then would allow students to share stories if they wished. She said the FGCU Counseling and Psychological Services (CAPS) staff was invited and would be available should any student have a need for their services. She added some of the legislative delegation also had been invited. She anticipated a good turnout for the event.

Chair Gable commented this was a wonderful gesture and asked President Martin or Vice President Evans to reiterate to the Board the close relationship between FGCU and this high school.

President Martin stated there were 91 current students at FGCU who were alumni from Marjory Stoneman Douglas High School, and many had connections with students who had been in the line of fire. He said grief counselors had been counseling some of those students and offering their assistance. He said FGCU had been recognized by the Chancellor’s Office for being one of the first institutions to offer help. He said he was proud of individuals on campus for reacting very appropriately in the wake of a real tragedy. He stated that FGCU is continuing to work with any student as a result of this traumatic occurrence to make sure that everyone has the opportunity to receive the assistance needed to make it through a difficult time.

President Martin added it was unfortunate that on the same night of the Parkland tragedy, an FGCU student also was killed in a car accident; it has been a difficult time
for the University. Dean of Students Michele Yovanovich has been in contact with that student’s family. He said FGCU would always recognize: “Once you’re an Eagle, you’re always an Eagle.” He finished by saying that it spoke to the commitment of many people across the FGCU campus that the University is connected with the students who were here and those that would come to FGCU from Marjorie Stoneman Douglas High School in the future.

Chair Gable thanked President Martin for his comments. He stated the next FGCU Board of Trustees meeting was scheduled for Tuesday, April 10, 2018. He said there would be a great deal to cover and to make sure to block off the majority of the day.

President Martin said the night before the next meeting he was considering a strictly social reception with no business transacted. He said it might be held at WGCU, so the Board members could see this facility.

President Martin commented on an email he had sent regarding individuals who come to campus and sometimes disrupt the lives of the students. He said there was one particular group led by one particular individual about whom the University had received numerous complaints from both students and their parents. He said FGCU respected the First Amendment, but also respected the rights of its students to feel safe and not harassed by outsiders. He said his Office was exploring with Vice President and General Counsel Vee Leonard and others the parameters available concerning people who behave in a less than acceptable fashion when visiting campus. He concluded that they would determine what could be done within the spirit of the First Amendment while also recognizing that the students deserve to have a place where they are comfortable.

Trustee Stephen Smith thanked President Martin and his team for the orientation session provided to him yesterday, and said he learned a great deal about the University and its needs and priorities.

Chair Gable called for other comments, and hearing none, he adjourned the meeting at 9:52 a.m.

Minutes prepared by Transcription Experts, and reviewed by Tiffany Jackson, FGCU Assistant Director of Board Operations.

Agenda Items:
   A. See Tabs #1 – 7

Attachment:
   A. Record of Votes
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*See page two of the Minutes