AGENDA

FLORIDA GULF COAST UNIVERSITY BOARD OF TRUSTEES

Special Committee on Delegations of Authority to University President

Thursday, February 11, 2016
Edwards Hall, Room #309
Florida Gulf Coast University

Minutes

Members:
Present: Trustee Christian Spilker – Chair; Trustee Shawn Felton; Trustee Dudley Goodlette; Trustee Kevin Price; Trustee Ken Smith.

Not Present: None

Others:
Trustees: Trustee Russell Priddy; and Trustee Robbie Roepstorff (arrived at 1:20 p.m.)
Staff: President Wilson Bradshaw; 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 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
Special Committee on Delegations of Authority to University President Chair Christian Spilker called the meeting to order at 1:00 p.m. Roll call was taken with all 5 Trustees present, thus meeting quorum requirements.

Item 2: Opening Remarks, including Applicable Draft Minutes from January 12, 2016 Meeting of FGCU Board of Trustees (Tab #1)
Chair Spilker made opening remarks and reviewed the establishment of the Special Committee on Delegations of Authority to University President which was created during the January 12, 2016 FGCU Board of Trustees (BOT) meeting. He stated that an applicable set of partial draft minutes from the January 12, 2016 meeting of the FGCU BOT was provided as a reminder of the charge to the Committee. He stated that he had asked President Bradshaw and his staff to
provide relevant documents, including research regarding practices of our sister
institutions’ boards of trustees. He said the information was to establish baselines
for: (1) what FGCU currently has in place, and (2) how others within the State
University System (SUS) operate along these lines with the goal of ensuring best
practices. He noted three areas that would be important to discuss including: (1)
degradations of authority; (2) Regulation on Statement of Agency Organization
and Operation; and (3) clarifying language for the President’s authority for
employment contracting as approved by the BOT at its January 12, 2016
meeting. He said that as he read through the documents it stood out to him the
potential for individuals whose delegated authority from the President permitted
their ability to enter into employment contracts, and he wanted to ensure the
language was revised with a clarification to be consistent with the motion
approved at the January 12 Board meeting.

Item 3: Presentation on Delegations of Authority (Tab #2)
Chair Spilker called on Vice President and General Counsel Vee Leonard to lead
the presentation on Delegations of Authority.

Ms. Leonard stated that she provided as supporting documentation Board of
Governors (BOG) Regulation 1.001, which outlines the powers and duties of the
University Board of Trustees; the January 2008 agenda item where the FGCU
Board of Trustees (BOT) delegated to the President in broad terms the authority
he uses to manage the operations of the University; a spreadsheet summary of
all delegations of authority from the President to his direct reports; and materials
describing our sister institutions’ delegations of authority. She said the sister
institutions have used a variety of methods to summarize delegations of authority
to their respective university presidents, including regulations, resolutions, and
the incorporation of a paragraph into the BOT bylaws. She said the Committee
could use any one of those options.

Chair Spilker said he would like to discuss all of the FGCU delegations of
authority individually and have the Committee make a recommendation on each
one.

Trustee Smith asked if the vote regarding employment contracts for direct reports
to the President was going to be memorialized. Ms. Leonard stated that she was
waiting for the recommendation of the Committee as to how to implement it.

Chair Spilker stated that based on what other State University System of Florida
(SUS) schools have done, the Board has some discretion as to how they would
implement the Delegations of Authority, but that his primary focus was regarding
what they were implementing rather than how it was implemented.
Item 4: Committee Discussion and Adoption of Any Recommendation(s) to Full Board on February 23, 2016 for: Delegations of Authority

Each Delegation of Authority from the FGCU Board of Trustees to the University President was discussed individually:

Delegation: Commencement of Legal Proceedings or Appeal of Adverse Rulings (Approved April 20, 2004):

Vice President and General Counsel Vee Leonard presented Commencement of Legal Proceedings or Appeal of Adverse Rulings.

Ms. Leonard said the delegation gives the President the authority to initiate lawsuits and respond to appeals. She said an example is if the University was to lose a case, the delegation allows the University the ability to decide internally if it would like to appeal a case without coming to the Board. Chair Spilker said the delegation currently indicates the President or designee shall report the commencement or appeal of legal proceedings as soon as practicable to the Board of Trustees. Trustee Smith asked if this delegation was put into place because of possible time constraints when the Board doesn’t meet so that the President could make a decision that was best for the University. President Bradshaw stated that historically, there hasn’t been a time when the Board couldn’t be consulted prior to a final decision, and that it’s always been handled through Executive Session of the Board.

Trustee Goodlette asked why the delegation was initiated. Vice President and Chief of Staff Susan Evans clarified that there were no pending cases or threats of legal action when this 2004 Board decision was made to delegate the authority to the President, and that former General Counsel Wendy Morris made the recommendation at the time based on what other boards of trustees had been delegating to their university presidents.

Chair Spilker asked Ms. Leonard if the policy was similar to what the sister institutions have in place. Ms. Leonard stated that most of them have the Delegations of Authority outlined in one document, and that she has not seen delegations presented as agenda items like the ones currently being discussed for FGCU. She said she believes other institutions do not initiate such a legal decision without consulting with the Board or Board Chair.

Trustee Smith asked Ms. Leonard if she thought that the University still needed this delegation. Ms. Leonard stated that it was good to have it, but there hasn’t been a need to utilize it since the Board has always been consulted prior to any final decisions.

Chair Spilker suggested that the Committee recommend to the full Board to amend this delegation to reinforce that the President informs at least the Board Chair of legal proceedings.
Trustee Smith suggested that all delegations be given a timeline for regular review by the Board. Chair Spilker agreed and stated that the Delegations of Authority should be consolidated into an official policy or document that would require approval after 5 years, for example. Trustee Felton spoke in support of a single document format and suggested a 3-5 year timeline for review and noted additional changes may be necessary on an as-needed basis as a result of directives received from the Board of Governors.

Trustee Felton made a motion to recommend centralizing the Delegations of Authority from the Board of Trustees to the President into one document with an ongoing 3-year review period. Trustee Price seconded the motion.

President Bradshaw asked if the motion was to consolidate all of the Delegations of Authority into one regulation. Ms. Leonard stated it was her understanding that the motion was for all Delegations of Authority from the Board to the University President to be described in one document which would be reviewed every 3 years. She stated that regulation development is prescribed by the Board of Governors which indicates a posting requirement of 30 days in advance of approval by the Board of Trustees, whereas resolutions do not require a 30-day notice and can be approved at any Board meeting. Chair Spilker asked about policies. Ms. Leonard stated that policies are developed as a result of regulations and they do not usually come before the Board, as they are more procedural in nature. She said policies are more detailed in contrast to regulations, which are broader. She said that resolutions provide more flexibility with regard to implementing required changes when necessary.

Trustee Felton amended his motion to make the document a regulation with a 3-year review schedule. Trustee Price accepted the amendment to his second.

The Committee discussed the advantages of using a resolution format for the Delegations of Authority. President Bradshaw clarified that the 30-day notice for regulations and policies is designed to get feedback prior to their implementation. He said he believed preparing the delegations in the form of a regulation ensures thoughtful consideration is given to potential changes and ensures modifications cannot be made easily.

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

**Delegation: Authorization to President or Designee regarding Regulation Development (Approved September 13, 2005):**

Vice President and General Counsel Vee Leonard presented Authorization to President or Designee regarding Regulation Development (Approved September 13, 2005).
Trustee Goodlette asked if the Committee could return to the delegation relating to Commencement of Legal Proceedings or Appeal of Adverse Rulings. Chair Spilker thanked Trustee Goodlette for the reminder and said the Committee would return to that item in just a moment.

Trustee Smith made a motion to recommend reauthorizing the delegation authorization to President or Designee regarding Regulation Development. Trustee Goodlette seconded the motion.

Ms. Leonard asked whether or not this delegation would simply be reviewed in 3 years since the guidelines for regulation development is provided by the Board of Governors. Chair Spilker said yes.

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

Delegation: Commencement of Legal Proceedings or Appeal of Adverse Rulings (Approved April 20, 2004) (continued):

Chair Spilker asked the Committee to resume discussion regarding the Delegation: Commencement of Legal Proceedings or Appeal of Adverse Rulings.

Trustee Smith made a motion to amend the authorization as described by the Chair (see above minutes). Trustee Felton seconded the motion. There was no public comment. The vote was unanimous in favor of the motion.

Chair Spilker reminded members that decisions made by the Committee at today’s meeting will be presented as recommendations to the full Board for action.

Delegation: Memorandum of Agreement with South Florida Water Management District (Approved April 18, 2006):

Vice President for Administrative Services and Finance Steve Magiera presented Memorandum of Agreement with South Florida Water Management District (Approved April 18, 2006).

Chair Spilker asked if this delegation was referring to conservation areas on the main campus. Mr. Magiera clarified that it was referring to conservation areas just on the main campus and explained that as the University grows, more land parcels are acquired, which are not referenced in the current delegation.

Trustee Smith made a motion to recommend reauthorizing this delegation with an amendment. He said the language reading “on the main campus” should be changed to “on all University properties.” Trustee Price seconded the motion. There was no public comment. The vote was unanimous in favor of the motion.
Delegation: Investing FGCU Funds with the State Board of Administration
(Approved September 12, 2006):

Vice President for Administrative Services and Finance Steve Magiera presented
Investing FGCU Funds with the State Board of Administration (Approved
September 12, 2006).

Trustee Goodlette asked if changes to the State Board of Administration (SBA)
funds are noticed. Mr. Magiera said that he didn’t believe they were noticed.
Trustee Goodlette asked if this delegation was still needed, and suggested that if
the SBA provides ample notice, then the Board would have time to review the
change and make a decision. He said, therefore, he recommends that this
delegation not be renewed.

Mr. Magiera indicated that not renewing the delegation might make it necessary
to close the account at the State Board of Administration (SBA). He stated that
sometimes the SBA and the Special Purpose Investment Account (SPIA) do not
allow for new accounts, and if the accounts are closed then he might not be able
to open new ones.

Trustee Goodlette asked for clarification between the SBA account and the SPIA
account. There was discussion among the Committee on both account types and
the effects of closing the SBA account.

Trustee Smith asked what would make the University want to invest back into the
SBA. Mr. Magiera stated that if the SBA became a more beneficial account
versus the SPIA, then he would move funds from the SPIA to the SBA.

Trustee Price asked if there were any costs associated with keeping the account
open. Mr. Magiera said there were not.

President Bradshaw said he believes the accounts over two decades have been
well managed with the type of structure currently in place.

Chair Spilker asked if other institutions maintained both accounts and if someone
is designated. Mr. Magiera said he believed that they would, but that he did not
know and would check.

Trustee Priddy asked if reserve funds were being used in the active account. Mr.
Magiera stated that some of the Financing Corporation money was being used
as well as University reserve money.

Trustee Smith made a motion to reauthorize this delegation in its current form.
Trustee Goodlette seconded the motion. There was no public comment. The vote
was unanimous in favor of the motion.
Delegation: Delegation of Authority (Approved January 15, 2008):

Vice President and General Counsel Vee Leonard presented Delegation of Authority (Approved January 15, 2008).

Ms. Leonard stated that this delegation provides the basis for the President’s authority including but not limited to contracts. She said that prior to this delegation, the President’s authority was statutory and referenced Section 1001.74 of the FL Statutes. She said that due to a lawsuit against the Board of Governors (BOG), statutory authority given to all university presidents was removed, and as a result of this litigation, each university had to create its own specific authority for their presidents. She mentioned that some universities addressed the authority broadly while others addressed it more specifically. She said that to prevent a lapse in authority, FGCU provided a very broad delegation of authority to the President so that the University could continue to operate. She indicated that the State Auditor reviews this delegation when the University is being audited.

Chair Spilker said the full Board recently revised only the contract portion of this delegation. He indicated that the language was very broad and suggested that this was an opportunity to make a recommendation on each item within this delegation. He asked for clarification on the statement regarding: “President or designee to act on behalf of Florida Gulf Coast University Board of Trustees, with all the powers of the public body corporate.” Ms. Leonard clarified that this statement simply states that the President has the same authority as the Board of Trustees, including contracts, and filing and responding to lawsuits.

Chair Spilker said the document also states “the president or designee” with regard to the delegations outlined in the document, which means the President can subsequently delegate those authorities to other individuals. Ms. Leonard agreed and said the delegations from the President to the Vice Presidents are also based on the authority described in this delegation. Chair Spilker stated that it is not the intention of the FGCU Board of Trustees to broadly delegate all authority to the President, but it is also not its intention to micromanage the President. He asked what other institutions had done with the broad authority of the public body corporate. Ms. Leonard stated that a number of institutions had created one document that mirrors the Delegation of Authority from the Board of Governors (BOG) to the Board of Trustees, such as personnel matters, management of finances, and matters relating to campus development agreements and campus master plans.

Chair Spilker recommended that the Committee take a look at what other institutions have done, and that in order to ultimately make a recommendation to the full Board, reconvene to specifically review the information.

Trustee Price asked if there were any resources provided by the Board of Governors (BOG) with regard to outside counsel. Chair Spilker indicated that the BOG was in favor of the delegations review but wasn’t sure what resources
would be available. He said he believed internal counsel, and potentially outside counsel, would be needed to weigh in on the topics.

Trustee Smith requested Vice President Leonard look at the delegation’s spending level aspect with a report showing other universities’ most restrictive, least restrictive, and somewhere-in-the-middle restrictive approaches.

Ms. Leonard stated that she would look for the most restrictive, least restrictive, and intermediate approaches and present them to the Committee. She also suggested that she would present the information in different formats such as a University Regulation; Board Resolution; and paragraph/narrative for the Committee’s consideration.

Trustee Felton suggested including the context of each institution regarding their different approaches.

Trustee Smith suggested speaking with the state auditor to determine best practices for institutions inside and outside of the State University System, and to ensure potential changes to the process do not impact the University’s ability to satisfy audit requirements in the future.

Trustee Priddy cautioned that only looking at what sister institutions do assumes that the system was correct to begin with, and he agreed with the suggestion of using the state auditor as a resource.

Trustee Goodlette made a motion to recommend keeping the current delegation in place for now, and to take up this broad delegation of authority in a next meeting of the Committee. Trustee Felton seconded the motion.

Trustee Smith asked if a single regulation with multiple policies would be more efficient than having multiple resolutions. Ms. Leonard said that it could and would be more efficient.

Ms. Leonard asked if the President is given a spending limit or when he delegates an authority to a designee, then the designee would have a spending limit. Chair Spilker stated that it should be examined and discussed at a subsequent meeting.

Chair Spilker called the vote. There was no public comment. The vote was unanimous in favor of the motion.
State University Research Commercialization Grant Program within the 21\textsuperscript{st} Century Technology, Research, and Scholarship Enhancement Act (F.S. 1004.226)

Vice President and General Counsel Vee Leonard presented State University Research Commercialization Grant Program within the 21\textsuperscript{st} Century Technology, Research, and Scholarship Enhancement Act (F.S. 1004.226).

The Committee discussed whether or not this delegation was needed, and noted the need for additional information from the University. Chair Spilker suggested tabling the matter until the Committee can meet again.

Delegation: Delegation of Authority (Amended April 15, 2008):

Vice President and General Counsel Vee Leonard presented Delegation of Authority (Amended April 15, 2008).

Ms. Leonard stated that this delegation was an amendment to the Delegation of Authority (Approved January 15, 2008). She said that the original delegation limited the President’s authority to sign contracts in excess of $1 million. She stated that the Board removed this limitation at the April 15, 2008 meeting at the request of Dr. Joe Shepard, who was the Vice President for Administrative Services and Finance at the time. She explained that this was because most contracts, such as research grants or construction, typically exceed $1 million.

Chair Spilker asked if there was currently a limitation on signature authority. Ms. Leonard stated that there was not.

Trustee Smith reiterated that this was regarding contracts.

Trustee Goodlette asked whether or not this item should be taken up at the same time as the previous one. Chair Spilker specified that the Committee should review the delegation of authority.

Trustee Goodlette then asked what harm would be done if this Delegation of Authority were not renewed. Ms. Leonard stated that if it were not renewed then it would need to be addressed elsewhere. She stated that if the limitation were removed then items in excess of $1 million would have to go before the full Board for action.

Trustee Smith said his only suggested edit to the current delegation would be for the Board to have brought it to for approval items considered outside of the approved budget.

Trustee Priddy stated that he agreed with Trustee Smith, and that if there is a line item within an already approved budget then no action would be needed.

Trustee Smith made a motion to recommend keeping the current delegation in place for now, and including it in the Committee’s further review in its next
meeting. Trustee Price seconded the motion. There was no public comment. The vote was unanimous in favor of the motion.

**Delegation: University Institutes and Centers (Approved January 20, 2009):**

Vice President and General Counsel Vee Leonard presented Delegation: University Institutes and Centers (Approved January 20, 2009).

Trustee Smith asked if the Board is notified about University Institutes and Centers. President Bradshaw stated that the Board is informed when one is created or eliminated, and that the University follows the criteria set forth by the Board of Governors (BOG) when one is established.

Trustee Felton stated that there is also a faculty committee that conducts peer reviews as to whether or not an Institute or Center should be continued and makes recommendations to the Provost and Vice President of Academic Affairs Ron Toll.

Chair Spilker asked how other institutions handle University Institutes and Centers. Ms. Leonard said she did not know, but that she believes all institutions must follow the guidelines outlined by the BOG.

Trustee Roepstorff asked for examples of an Institute or Center. President Bradshaw mentioned the Institute of Entrepreneurship in the Lutgert College of Business, and the Lucas Center for Faculty Development. Trustee Roepstorff asked if the FGCU Board of Trustees (BOT) has the final approval for the development of Institutes or Centers. President Bradshaw stated that the BOT is only informed about the establishment of an Institute or Center.

Trustee Smith asked about naming rights. President Bradshaw stated that there are regulations that direct naming rights. Ms. Leonard said the University’s regulation is based on a regulation developed by the BOG.

Trustee Priddy asked how they are funded. President Bradshaw stated that to implement an Institute or Center, the funding is within the University’s operating budget. He said that private money is donated to name the Institute or Center such as the Lucas Center for Faculty Development, but that the Center was already being developed prior to the $2 million donation. President Bradshaw indicated that there is an annual report sent to the BOG regarding the University Institutes and Centers.

Chair Spilker inquired as to what the workload would be for the Trustees if this delegation were to be removed. President Bradshaw stated that there hasn’t been more than one or two created during his time at FGCU.
The Committee discussed whether or not the current Delegation of University Institutes and Centers should be removed; the internal vetting process; and the infrequent nature by which Centers and Institutes are established.

Trustee Smith asked if the delegation could be amended to indicate that a copy of the annual report required by the Board of Governors be provided to the BOT prior to its being submitted. He said the BOT should also be provided a list of current Centers, details as to their respective missions, and their productivity rates with regard to income and expenditures. He suggested the details be presented during the budget review process as an information item to provide the Board an opportunity to ask questions related to the Centers’ impact on the University’s finances.

Trustee Roepstorff agreed and reiterated the need for an information item to be presented to the Board around the time the annual report is provided to the BOG. Dr. Bradshaw listed other University Institutes and Centers to give the Committee an idea of their scope including the Whitaker Center for Science Technology Engineering and Math (STEM) Education; the Institute of Government; the Center for Leadership and Innovation; and the Emergent Technologies Institute (ETI).

Trustee Smith made a motion to recommend reauthorizing this delegation with an amendment to require the University President annually present to the Board as an information item the annual report required by the Board of Governors. Trustee Goodlette seconded the motion. There was no public comment. The vote was unanimous in favor of the motion.

Delegation: Signature Authority for Checks (Approved June 21, 2011):
Vice President for Administrative Services and Finance Steve Magiera presented Signature Authority for Checks (Approved June 21, 2011). He stated that this item only states the appointment of himself (Steve Magiera) as Vice President for Administrative Services and Finance, and to substitute himself for Dr. Joe Shepard as an authorized signatory for checks. He also stated the previous authorization identified Dr. William Merwin as an employee authorized to sign checks; no authorization was issued for the current President, Dr. Bradshaw. Mr. Magiera indicated that checks are electronically signed, and segregation of duties and internal controls are all in place as reviewed by the auditors.

Trustee Smith made a motion to recommend reauthorizing this delegation in its current form. Trustee Felton seconded the motion. There was no public comment. The vote was unanimous in favor of the motion.
Vice President for Administrative Services and Finance Steve Magiera presented 5% Budget Amendment Authority for Operating Budget, which delegates to the University President an 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.

Trustee Priddy expressed concern regarding the use of carry-forward money at the end of the fiscal year. Mr. Magiera stated that a presentation on the carry-forward money was presented to the Board at the September 8, 2015 meeting.

Chair Spilker recommended to keep the delegation as is until it can be reviewed further and stated that this delegation hasn’t been used by the current administration.

Trustee Goodlette made a motion to recommend reauthorizing this delegation for the present time, but include them in the Committee’s next meeting’s discussion on previously-referenced broad Delegation of Authority. Trustee Smith seconded the motion.

Trustee Smith asked for clarification regarding what would be further reviewed. Chair Spilker clarified that it could change just by virtue of other modifications to the Delegations of Authority.

Trustee Felton asked for clarification regarding Trustee Priddy’s question about carry-forward funds. Trustee Priddy said his concern pertains specifically to the use of end-of-year carry-forward funds on projects that were not previously presented to or approved by the Board. He said he understands a wish list may be developed by the President’s Cabinet, but he believes the list should be brought to the Board for review.

The Budget Amendment Authority for Sponsored Research, and Financial Aid was included in the discussion, as both delegations have to do with the Operating Budget.

Trustee Goodlette amended his motion to include both the 5% Budget Amendment Authority for Operating Budget and the Budget Amendment Authority for Sponsored Research, and Financial Aid. Trustee Smith amended his second.

Vice President and Chief of Staff Susan Evans indicated that historically this item is voted on annually at the time of the Board’s action on the proposed operating budget, and that there is no over-arching Delegation of Authority for this.
Chair Spilker called the vote. There was no public comment. The vote was unanimous in favor of the motion.

Item 5: Committee Discussion and Adoption of Any Recommendation(s) to Full Board on February 23, 2016 for: Regulation: FGCU-PR1.001 Statement of Agency Organization and Operation (Tab #3)

Chair Spilker called on Vice President and General Counsel Vee Leonard to present Regulation: FGCU-PR1.001 Statement of Agency Organization and Operation.

Ms. Leonard indicated that this revised Regulation presented for Board action at the January 12, 2016 meeting was postponed until a review was conducted to ensure it conforms with the January 12 approval of the revised FGCU organizational chart, which includes a dotted reporting line to the FGCU Board of Trustees for the positions of Vice President and General Counsel; Director of Internal Audit; and Director of Compliance and Risk Management.

Trustee Goodlette made a motion to recommend approving the Regulation as conforming with the new organizational chart. Trustee Smith seconded the motion. There was no public comment. The vote was unanimous in favor of the motion.

Item 6: 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 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. (Tab #4)

Chair Spilker stated that this language would clarify that the University President’s employment contracting authority approved by the Board on January 12 cannot be re-delegated and would require the President to obtain approval from the Board Chair.

Trustee Goodlette made a motion to recommend approving the new clarifying language as presented. Trustee Felton seconded the motion.

Trustee Smith asked if all coaches had employment contracts. President Bradshaw said that both head coaches and assistant coaches have employment contracts. Trustee Smith asked if the revised delegation will require that the Board Chair see all such contracts. President Bradshaw said yes.

Trustee Priddy asked how the coaches are paid at FGCU. President Bradshaw stated that the athletic coaches, and the Athletic Director salaries are funded from three sources including: the athletic fee, ticket sales, and private contributions. He reiterated that State funds are not used to fund the salaries of...
Chair Priddy discussed athletic multi-year contracts and the repercussions for terminating contracts early. President Bradshaw indicated that the athletic contracts include a liquidated damages clause.

Chair Spilker clarified that the motion was not intended to take away the authority of negotiating such contracts but to require the approval of the Board Chair first.

Chair Spilker called the vote. There was no public comment. The vote was unanimous in favor of the motion to recommend this clarifying language to the full Board.

**Item 7: Old Business**
There was no old business for discussion.

**Item 8: New Business**
There was no new business for discussion.

**Item 9: Closing Remarks, and Adjournment**
Chair Spilker thanked the Committee and stated that he looks forward to presenting the Committee's recommendations to the full Board for discussion and action at the February 23, 2016 meeting.

The meeting was adjourned at 2:50 pm.

Minutes submitted by Tiffany Reynolds, Executive Assistant to the Vice President and Chief of Staff

Agenda Items:
A. See Tabs # 1 – 4