Minutes

Members:
Present: Trustee Christian Spilker – Chair; Trustee Shawn Felton; Trustee Dudley Goodlette; Trustee Kevin Price; Trustee Ken Smith (arrived at 9:08 a.m.).

Not Present: None

Others:
Trustees: Trustee Carol Moore (via conference call); and Trustee Russell Priddy (until 10:23 a.m.).
Staff: President Wilson Bradshaw; Vice President for Administrative Services and Finance Steve Magiera; Vice President for University Advancement and Executive Director of FGCU Foundation Chris Simoneau; 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 9:05 a.m. Roll call was taken with four Trustees present, thus meeting quorum requirements.

Item 2: Opening Remarks
Chair Spilker stated that on February 23, 2016 the full FGCU Board of Trustees unanimously approved all of the Committee’s recommendations of February 11, 2016. He said he indicated to the Board that there were some delegation items which the Committee decided needed additional information from staff, and Committee discussion. He noted the Committee had asked Vice President and General Counsel Vee Leonard to prepare examples of light, medium, and extensive resolutions, based on what other State University System (SUS) schools’ delegations of authority to the President. He indicated that any actions of the Committee today would be in the form of recommendations, which would be made to the full Board for action.
Item 3: Presentation of Proposed Resolutions on Presidential Powers and Duties (Tab #1)

Chair Spilker called on Vice President and General Counsel Vee Leonard to present Presentation of Proposed Resolutions on Presidential Powers and Duties.

Ms. Leonard stated that she used Board of Governors (BOG) “Regulation 1.001 University Board of Trustees Powers and Duties” as a framework for the three proposed resolutions. She stated that this Regulation delegates powers and duties to university boards, as granted to the BOG by the Legislature, including:

1. Composition of Boards, which states the university president is the Chief Executive Officer and Corporate Secretary of the Board;
2. University Administration and Oversight;
3. Academic Programs and Student Affairs;
4. Personnel;
5. Financial Management;
6. Property and Purchasing; and
7. Miscellaneous Powers and Duties.

She noted that she also created a spreadsheet to indicate what each school within the State University System (SUS) had in terms of resolutions. She specified that each school within the SUS, at a minimum, had delegated the powers and duties to the university president as given in the BOG regulation, and this was the framework of the medium version of proposed resolutions. She indicated that some schools had set restrictions such as spending limits that would require the information to be brought back before the Board. She stated that these restrictions provided the framework for the extensive version of the proposed resolution. She said the light version of the proposed resolution does not contain any restrictions, and is very broad. She asked the Committee for feedback regarding any restrictions they would like to set. She cautioned that anything that is not delegated to the University President would then have to be reviewed by the full Board for action.

Chair Spilker reviewed the light, medium, and extensive versions of the proposed resolutions and said it had been the will of the Committee to have these three versions. He provided the Committee with copies for review of the University of Florida (UF) Resolution on Presidential Authorizations approved June 15, 2007 and amended March 14, 2008. He said that he thought the Resolution from UF was very prescriptive and a good example to follow. He recommended two approaches for the Committee: (1) to review the extensive version as prepared by Vice President Leonard and then decide what information to keep or eliminate or (2) review the UF Resolution and decide if there are areas that should be supplemented.

Trustee Price asked what some areas of contention were between the two documents.

Trustee Felton stated the light version was too broad and suggested the need for more oversight, however he cautioned against micromanagement.

Trustee Smith echoed Trustee Felton’s sentiments and suggested reviewing the extensive version in comparison to the UF Resolution. He also suggested that
the Committee reconvene before the April 19, 2016 Board meeting so that Ms. Leonard can make any suggested edits, and to give the Committee time to review them before making a recommendation to the full Board.

Trustee Goodlette asked why there was a provision in each of the three versions that called for the Board to reaffirm and ratify all actions within the scope of the Resolution taken up by the President and his designees from January 2008, up to the date of the Resolution.

Ms. Leonard replied that the language came from Florida State University’s Resolution and that she wanted to be sure there would be no issues with the authority that the President previously exercised based on the Delegation of Authority received in January 2008, and so that none of those actions could be declared void.

Chair Spilker stated that he was comfortable going forward but was not comfortable ratifying something from the past.

Ms. Leonard stated that there have been actions taken based on the approval of the Board at the time and asked for clarification.

Trustee Smith agreed with Chair Spilker and suggested that the full Board could reaffirm and ratify the actions of the President annually.

Ms. Leonard inquired about the actions taken since the current Board has been in place.

Trustee Smith replied that everyone was on a different timeline with regard to appointment terms.

Chair Spilker stated that he would like to ratify actions taken by the President going forward and asked how this could be done.

Ms. Leonard replied that the Board could vote to have an annual ratification process at the end of each fiscal year to ratify the actions taken by the President based on the authority he is given.

Trustee Goodlette recommended that ratification should be done prospectively and not retroactively.

President Bradshaw asked for examples of what would be ratified annually that is not specified in the Delegations of Authority.

Chair Spilker gave an example of a delegation of authority given to the President regarding non-academic admission criteria. He stated that the ratification process would acknowledge that the Board agreed with the actions taken by the President.
Ms. Leonard stated that the ratification process would entail anything that was not specific in the Delegations of Authority to University President. She stated that there are some general delegations to ensure the President can operate the University, and that the Board would formally acknowledge the President’s actions through the ratification process.

Trustee Moore suggested there should be an itemized list of items to be ratified, and that the process should occur more frequently than annually.

Chair Spilker stated that a more frequent process could be seen as micromanaging.

Trustee Smith stated the ratification process is a good corporate governance practice and suggested reviewing what other schools within the SUS are doing along these lines. He also asked Ms. Leonard to report why it is a best management practice.

Ms. Leonard stated that ordinarily, an occasion where ratification would be necessary is in the case of a State audit. She explained that if the auditors had a question regarding something that there was no documentation for, in which action had already been taken, then through the ratification process the Board would be notified of those actions taken. She also stated that the President regularly consults with the Chair of the Board regarding University operations.

Chair Spilker suggested comparing the extensive version of delegations with the UF Resolution. He stated that Ms. Leonard had done a good job providing a one- to two-line summary of the delegations, and noted that the UF Resolution was more prescriptive as it had paragraphs for each delegation and also set limitations.

**Item 4: Committee Discussion on Proposed Resolutions on Presidential Powers and Duties**

Chair Spilker called on Vice President and General Counsel Vee Leonard to present Committee Discussion on “Proposed Resolutions on Presidential Powers and Duties.” He asked Ms. Leonard to present each Presidential Authority from the extensive version.

Ms. Leonard stated that the language for the first three authorities came from the Board of Governors (BOG) Regulation 1.001, and is used consistently by all universities within the State University System (SUS).

Chair Spilker read the first three authorities as follows:

1. Serve as the Chief Executive Officer and Corporate Secretary of the Board, 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.
2. Be responsible for the administration of the 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.

3. Execute all documents and take all actions on behalf of the University
and the Board, consistent with the law, Board regulations, policies, and
delegations in the best interests of the University.

Trustee Smith inquired as to why the role of the FGCU Board of Trustees (BOT)
and its oversight is not present within Item (2).

Ms. Leonard responded that this document represents the authority delegated to
the University President by the Board as delegated to it by the BOG.

Chair Spilker stated that the role of Board of Trustees is used consistently
throughout the UF Resolution.

Chair Spilker and Trustee Smith both suggested adding the Board of Trustees to
Item (2).

Ms. Leonard stated that Items (4-7) have to do with strategic and work plans.
She said the language for these also came from the BOG Regulation.

Chair Spilker suggested that the FGCU BOT should also be represented in Item
(4).

Trustee Smith recommended adding, “This will be submitted and approved six
months prior to the last year of the current strategic plan,” to the end of Item (4).
He also suggested adding, “Must be submitted and approved by the Board of
Trustees six months before the last year of the current plan,” to the end of Item
(6). He stated that a feedback mechanism should be added to these statements
to express the Board’s expectations for receiving these documents.

Chair Spilker indicated that the Committee would need to determine how much
detail to include in the authorities to the University President. He also stated that
the role and oversight of the Board of Trustees should be an overarching theme
throughout the document.

The Committee discussed that the University of Florida (UF) Resolution states
that strategic oversight is an authority retained by the Board.

Ms. Leonard stated that the University President would prepare the Strategic
Plan and Work Plan but they would both have to go before the Board for
approval.
Chair Spilker said that an appropriate place to include a six-month directive would be under Item (4) as the University President prepares it and the Board would retain strategic oversight.

Ms. Leonard noted the Board of Governors (BOG) Regulations state that universities should create a strategic plan that is aligned with their system-wide strategic plan. She explained that meant that a plan created locally would already be in alignment with the BOG’s regulations. She asked if she should still include the language “prepare strategic alignment with the Board of Trustees’ strategic plan and regulations which is consistent with the Board of Governors.”

Chair Spilker reiterated that the genesis of this authority was for powers and duties delegated to the Board of Trustees (BOT) from the BOG to create a strategic plan consistent with our University’s mission; and then the FGCU BOT delegates this authority to the University President to create that plan to bring back to the Board. He suggested to add that the University President will create this plan in alignment with the Board of Governors’ system-wide requirements and with the University’s mission; and it would be expected to be presented to the Board with the six-month directive as suggested by Trustee Smith.

The Committee was in agreement with the suggestion by Chair Spilker and Trustee Smith.

Ms. Leonard read Item (7) from the extensive version as follows:

7. Maintain an effective information system to provide accurate, timely, and cost-effective information about the University, and require that all data and reporting requirements of the Board of Governors are met.

Ms. Leonard indicated that this language is found in most State University System (SUS) schools’ delegations of authority but it is not found in all.

Trustee Smith also suggested adding the Board of Trustees to this delegation.

Ms. Leonard read Item (8) from the extensive version as follows:

8. Recommend the adoption of regulations and procedures related to data and technology, including information systems, communications systems, computer hardware and software, and networks

Ms. Leonard stated that this language was found in all but five SUS universities’ delegations of authority.

Trustee Smith asked which schools do not have this language, and also for a copy of the spreadsheet that Ms. Leonard had comparing the schools within the SUS and their delegations of authority.
Ms. Leonard provided copies of the spreadsheet. She replied that Florida International (FIU), University of Central Florida (UCF), University of Florida (UF), University of South Florida (USF), and University of West Florida (UWF), did not have language regarding data and information within their delegations.

Trustee Smith asked for clarification regarding this delegation.

Ms. Leonard replied that it could relate to how the University collects data for the various reports; how information about the University is collected; how technology is used to run the University, which may include technology used in admissions or technology used to generate reports for the Board of Governors (BOG); or anything related to data, security and privacy.

Trustee Smith asked if there was any delegation from the BOG to the Board in relation to this authority.

Chair Spilker stated that the genesis of most delegations comes from a general delegation given to the Board of Trustees from the BOG. He continued that when an incident occurs at a school, it requires additional language to address the issue. He stated that the Committee should decide if such language should be included.

Trustee Smith requested that Vice President for Administrative Services and Finance Steve Magiera and Provost and Vice President for Academic Affairs Ron Toll present on Information Technology (IT). He stated that it is important that the University be responsible for the data received, but that he would like to see that authority delegated to the President.

Chair Spilker asked if there was a general authority that would cover this language.

Ms. Leonard stated that the language comes from the BOG Regulation 1.001, which states:

- 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.
- 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.

Chair Spilker reiterated that if this authority is not delegated, then any matter relating to IT and security would have to come back before the Board for approval.

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Trustee Smith suggested using the language from Item (L) on page 11 of the University of Florida (UF) Resolution with more detail regarding security.

Trustee Price stated it was important to include the last line, which relates to the University’s information system and its furtherance of the strategic goals.

The Committee agreed to recommend substituting the language from Item (L) on page 11 of the University of Florida (UF) Resolution on Presidential Authorizations approved June 15, 2007, and amended on March 14, 2008 for Items (7) and (8) on the extensive version.

Trustee Felton echoed Trustee Price’s sentiments.

Trustee Moore asked if FGCU had implemented the ALICE (Alert, Lockdown, Inform, Counter, Evacuate) training in preparation of an active shooter.

Mr. Magiera responded that the University has a Continuity of Operations Plan (COOP) in place to respond to all emergencies on campus. He continued that there are also tutorials offered by the University Police Department (UPD) to students, faculty, and staff on how to respond to an active shooter.

President Bradshaw asked Mr. Magiera to send Trustee Moore the tutorial offered regarding responding to active shooters on campus.

Trustee Moore suggested having the ALICE program reviewed.

President Bradshaw agreed.

Vice President and General Counsel Vee Leonard stated that Item (9) of the extensive version was standard language used across all schools within the State University System (SUS). She read the delegation as follows:

9. Recommend for promulgation University regulations in accordance with the Regulation Development Procedure adopted by the Board of Governors.

Ms. Leonard read Item (10) as follows:

10. Take routine administrative actions on behalf of the Board 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.

She stated that this delegation allows the University President to create a rule and then go through the process created by the Joint Administrative Procedures Committee (JAPC) to create rules that govern the University.
Chair Spilker requested Chair’s privilege. He stated that he would like to work with Vice President and General Counsel Vee Leonard on aligning the extensive version with the University of Florida (UF) Resolution, and to include the specific recommendations already made by the Committee, including budget items, to then bring back to the full Committee for review. He asked that in the meantime Committee members review the information and handouts presented today; and to review some other resolutions of authority from other schools within the SUS.

Trustee Felton recommended grouping related authorities together under an inclusive header so that there would be a flow to the document that would be easier to read.

Trustee Smith suggested looking at what has already been discussed by the Committee so as not to reinvent the wheel.

Trustee Goodlette agreed with Chair Spilker’s recommendation. He asked why the power to hire and evaluate University President had been left out, as it had been included in the UF Resolution under authorities retained by the Board.

Ms. Leonard stated that it had been left out because the Board was not delegating that authority to the University President.

Trustee Goodlette suggested including authorities retained by the Board.

Chair Spilker agreed and stated that it would be included.

Trustee Price stated that the extensive version includes all authorities delegated to the President, but wasn’t specific on what authorities were retained by the Board, and agreed with Chair Spilker and Trustee Goodlette.

Ms. Leonard asked if the Committee preferred that the grouping of categories be modeled after the BOG Regulations or the UF Resolution. She stated that not all authorities as delegated from the BOG are included in the UF Resolution, such as the authority regarding traffic on University grounds. She suggested that the Committee review the spreadsheet to see which authorities were not included in the UF Resolution to decide if they should be included in the FGCU BOT resolution.

Chair Spilker recommended that he and Ms. Leonard review that information to bring back to the Committee for recommendation.

Chair Spilker asked for recommendations from other Trustees that are not on the Special Committee.

Trustee Priddy suggested that the end-of year-spending on carry-forward money should be brought before the Board for approval.
Vice President for Administrative Services and Finance Steve Magiera confirmed that in the past, a list of items that carry-forward monies were being spent on were brought before the Board as an information-only item.

Chair Spilker asked if it would be feasible to get that information before the monies were spent.

Mr. Magiera said that it would be possible; however, the question that arises is what to do if the total cost for an item ends up exceeding what the Board, based on estimates, initially approved.

Trustee Felton agreed with Trustee Priddy’s suggestion, and reiterated that budgets are estimates.

Trustee Priddy clarified that he wasn’t suggesting that the Board create the list of items to spend carry-forward monies, but that the items be brought to the Board for approval.

Trustee Felton suggested that the items are presented at the May Board of Trustees (BOT) meeting each year.

Chair Spilker stated that the Committee would make that recommendation.

Chair Spilker asked for further feedback from Trustees not on the Special Committee.

Trustee Moore suggested that language be added to Item (30) regarding no new tenure as she does not agree with tenure.

President Bradshaw stated that FGCU is one of only two schools within the State University System that does not offer tenure.

Trustee Smith suggested adding language to Item (14) of the extensive version that includes the methodologies of the Board of Governors (BOG). He agreed with Item (9) of the extensive version regarding the naming of buildings as an authority retained by the Board. He stated that the Board should have more of a role in the process.

Chair Spilker indicated that the University of Florida (UF) Resolution had appropriate language to address the naming of buildings.

Ms. Leonard stated that the BOG delegates the naming of buildings to boards of trustees when procedures are established to include certain categories such as a philanthropic gift, or contributions made to the University or State.

Chair Spilker said that it would be included for recommendation.
Vice President for University Advancement and Executive Director of FGCU Foundation Chris Simoneau stated that the delegation regarding the naming of buildings or any space within a building needs to be clear due to timing issues.

**Item 5: Adoption of Any Recommendation(s) to Full Board on April 19, 2016 for: Resolution on Presidential Powers and Duties**

There was no action taken for Adoption of Any Recommendation(s) to Full Board on April 19, 2016 for: Resolution on Presidential Powers and Duties.

**Item 6: Old Business**

There was no old business for discussion.

**Item 7: New Business**

There was no new business for discussion.

**Item 8: Closing Remarks, and Adjournment**

Chair Spilker stated that it was possible the Committee would not have a recommendation for the April 19, 2016 FGCU BOT meeting but that they would try.

The meeting was adjourned at 10:27 a.m.

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

**Agenda Items:**

A. [http://www.fgcu.edu/Trustees/AgendaFile/2016/03-29-2016(Delegations%20Cmt.)/DELEGATIONSOFAUTHORITYCMT_3-29-2016.pdf](http://www.fgcu.edu/Trustees/AgendaFile/2016/03-29-2016(Delegations%20Cmt.)/DELEGATIONSOFAUTHORITYCMT_3-29-2016.pdf)

B. [http://www.fgcu.edu/Trustees/AgendaFile/2016/03-29-2016(Delegations%20Cmt.)/DELEGATIONSOFAUTHORITYCMTHANDOHT_3-29-2016.pdf](http://www.fgcu.edu/Trustees/AgendaFile/2016/03-29-2016(Delegations%20Cmt.)/DELEGATIONSOFAUTHORITYCMTHANDOHT_3-29-2016.pdf)