FLORIDA GULF COAST UNIVERSITY BOARD OF TRUSTEES

Special Committee on Delegations of Authority to University President

Friday, April 29, 2016
Cohen Center, Room #213
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 Robbie Roepstorff.
Staff: President Wilson Bradshaw; Provost and Vice President for Academic Affairs Ron Toll; Associate Vice President for Administrative Services and Finance Joe McDonald; Vice President for University Advancement and Executive Director of FGCU Foundation Chris Simoneau; Vice President and General Counsel Vee Leonard; Vice President and Chief of Staff Susan Evans; 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, Roll Call, and Opening Remarks
Special Committee on Delegations of Authority to University President Chair Christian Spilker called the meeting to order at 9:01 a.m. Roll call was taken with five Trustees present, thus meeting quorum requirements.

Item 2: Consent Agenda (Tab #1)
Chair Spilker noted the one item on the Consent Agenda as Minutes of March 29, 2016 Committee Meeting.

Trustee Goodlette made a motion to approve the Consent Agenda. Trustee Smith seconded the motion. There was no public comment. The vote was unanimous in favor of the motion.
Chair Spilker called on Vice President and General Counsel Vee Leonard to present Presentation on Delegations of Authority to University President. He indicated that he worked with Ms. Leonard on the Resolutions based on the University of Florida (UF) model, and the input from Committee members given during the last meeting on March 29, 2016. He stated that he and Ms. Leonard had extracted information from the UF model that was not applicable to FGCU, and inserted existing FGCU Resolutions. He requested the Committee to review each delegation to be sure that they are right for FGCU.

Ms. Leonard stated that this is an annotated version that incorporates references to previous actions of the Board, and all University Regulations. She stated that the Resolutions are indicated by item number and date the Board action occurred. She noted that the Regulations are referenced by number.

Ms. Leonard said that these Resolutions start with general requirements, general limitations, and general authority of the President; and then go through the specifics by subject of the President’s authority. She stated that it starts with “Part I – Authorization of the President,” which states the authority that the Board delegates to the University President; she noted, however, that the Board does not delegate all of its power. She said that “Part II – Retained Authorities of the Board” are authorities reserved by the Board. She indicated that when it states under Part I, “Recommend to the Board,” there is a corresponding provision under Part II that indicates what action the Board should take.

The Committee discussed each resolution separately as follows:

I. Authorization of the President.

A. General Requirement
Trustee Smith asked if there should be a stipulation added to indicate that the Resolutions should be reviewed by a sub-committee of the Board every two to three years. He stated that it would be a good practice as some things change year to year.

Trustee Roepstorff agreed with Trustee Smith’s suggestion and added that as the Board of Governors (BOG) changes, their expectations of university boards also change.

Ms. Leonard stated that an update is required and asked how often it should occur.

Trustees Smith and Roepstorff suggested a three-year review.
Chair Spilker agreed and stated that it should be a living document.

B. General Limitation
Ms. Leonard presented Section (B) General Limitation. The Committee made no suggested revisions.

C. General Authority of the President
Trustee Felton requested that the previous Resolutions as referenced in this section should be provided in full text within the document.

Chair Spilker agreed and stated that it should be an all-encompassing document.

Trustee Smith asked if the previous Resolutions could be hyperlinked to prevent the final document from being too large.

Trustee Goodlette suggested using footnotes.

The Committee discussed the use of footnotes when referencing previous Resolutions and Regulations.

D. Academic and Research Authorities of the President
Ms. Leonard noted that the word “shared” was used to replace the word “joint” when referring to Shared Governance in Item (1) since that language is consistent with FGCU’s structure.

Trustee Smith suggested using the word “vet” instead of “approve” in Item (2). He stated that he felt it would put the President in an awkward position if the Board were to deny a program that has been approved by the President.

Trustee Roepstorff agreed and asked if any program would come before the Board without the President’s approval.

President Bradshaw stated that all programs require approval from the President before going before the Board for final approval.

Trustee Felton suggested the word “endorse.”

Chair Spilker stated that the language came from the Board of Governors (BOG).

The Committee agreed to keep the word “approve.”

Chair Spilker stated that non-degree programs do not come before the Board for approval. Ms. Leonard added that neither do student exchange programs.

Trustee Roepstorff asked for an example of a non-degree program.

Ms. Leonard stated that it could be a certificate program or a continuing education program, which do not offer degrees.
Trustee Felton added that it could be a program offered by the Renaissance Academy.

Ms. Leonard stated that Item (6) was added due to a previous Board request for the Administration to approve faculty promotions. She said that there is an exclusion for the President’s direct reports, which will still come to the Board for approval.

Trustee Price asked if the Board had approved the framework for determining faculty promotions.

Ms. Leonard stated that the criteria for faculty promotions is covered by the Collective Bargaining Agreement (CBA), which is approved by the Board.

Chair Spilker indicated that he had asked Ms. Leonard to include language about honorary degrees under Item (7) as there have been controversies at other institutions regarding the recipients of honorary degrees.

The Committee agreed that the Board should have final approval as to the recipients of honorary degrees.

Trustee Roepstorff asked if Item (8) was referring to the minimum requirements for admitting students as prescribed by the BOG. She stated that it sends the wrong signal to potential applicants when the University is not accepting students based solely on the minimum requirements.

President Bradshaw stated that it was referring to the minimum requirements as set by the BOG and that all institutions include this. He also noted that the typical profile of an entering freshman class is almost always higher than the minimum requirements.

Chair Spilker asked if Trustee Roepstorff was suggesting that the Board should review academic criteria.

Trustee Roepstorff asked if the Board reviews academic criteria through the Work Plan, which must be approved by the Board.

President Bradshaw stated that academic criteria is not included within the Work Plan, but rather the goals of raising the test scores and GPAs of the entering class. He said also there is language on the University website that states admittance is not guaranteed based on meeting the minimum requirements. He noted that the language used would be reviewed to address Trustee Roepstorff’s concerns.

Chair Spilker suggested approving this resolution as to give the authority to the President and respective positions to evaluate academic criteria for admissions.
Ms. Leonard noted that where it states “Report to the Board,” there is corresponding language on page 18, under Section (Q,) which stipulates that the Chair of the Board and the President will determine the appropriate vehicle for reporting to the Board. She stated that the Committee would need to indicate more specifically if it wishes for an item to be brought to the full Board.

Trustee Smith agreed and stated it was important, as the Board Chair will change every two years. He asked who is responsible for keeping track of reporting.

Ms. Leonard suggested removing Section (Q) to clarify that reporting will always be to the full Board or to the Chair of the Board.

Chair Spilker agreed with Trustee Smith’s thoughts, and suggested keeping Section (Q). He stated that instead, the Committee should be explicit about which items should go before the full Board.

Ms. Leonard recommended that she and Vice President and Chief of Staff Susan Evans keep a record of reports.

Chair Spilker suggested an appendix to the document that keeps a record of reports.

Trustee Smith suggested there may be a strategic reason to have certain reports come to the full Board during specific meetings.

Ms. Leonard stated that enrollment goals, programs, and implementation strategies, as stated in Item (9a), comes to the full Board through the Strategic Plan.

Trustee Smith stated that he thought the enrollment report was more a part of the Work Plan than the Strategic Plan.

President Bradshaw agreed and stated that a four- to five-year enrollment projection is reported through the Work Plan as required by the BOG.

Trustee Smith recommended removing “Board’s approval” from Item (13b) as he stated that the President and staff are better suited to determine how to collect tuition and fees.

Chair Goodlette suggested removing just the word “Board’s” and replacing it with “prior.” The Committee agreed.

**E. Research, Intellectual Property and Technology Authorities of the President**

Chair Spilker noted that this item deals with the President’s authority to govern or make decisions related to intellectual property without Board approval. He stated, however, that there is a reporting requirement which stipulates that the President
must report at least annually to the Board. The Committee made no suggested revisions.

**F. Student Affairs Authorities of the President**

Ms. Leonard presented Section (F) Student Affairs Authorities of the President. The Committee made no suggested revisions.

**G. Human Resources Authorities of the President**

Trustee Smith asked if the President’s decision to change his Cabinet would come before the Board.

Ms. Leonard stated that it would be ratified by the Board.

Trustee Smith suggested including language that refers to the Board’s approval under Item (2) to be more consistent with the language used in the “Masters and Undergraduate Programs” section.

Chair Spilker suggested including the language “subject to final approval from the Board” to Item (2).

Chair Spilker suggested that a compensation list of Direct Reports as stated in Item (4) should be left up to the discretion of the Chair of the Board as to whether or not it should be brought before the full Board.

Chair Spilker suggested that the organizational structure as stated in Item (1) under Sub-Section (G-1) should come before the Board for approval.

**H. Financial and Asset Management and Debt Authorities of the President**

Vice President and Chief of Staff Susan Evans stated that the use of the terms “regular” v. “special” when referring to Board meetings has become somewhat blurred, and suggested specifying that reports as stated in Item (1) of Section (H) be made quarterly.

Chair Spilker agreed and stated that it sets a minimum standard.

The Committee revisited the discussion regarding the inclusion of regulations to the final document and decided to incorporate footnotes with appendices.

Ms. Leonard asked if there should be a dollar amount included in Item (2d).

Chair Spilker indicated that Ms. Leonard had consulted with other general counsels from other institutions regarding whether or not to include a dollar amount. He clarified that this Item is referring to the President’s operating with a budget that has already been approved by the Board, and cautioned that putting in an amount may place an unnecessary burden on the President. He suggested removing the language “In an amount not to exceed…”

Approved May 10, 2016
Trustee Smith agreed with Chair Spilker’s suggestion.

Chair Spilker stated that he would like the Board to have the final approval of the naming of buildings. He asked Vice President for University Advancement and Executive Director of FGCU Foundation Chris Simoneau to clarify his concerns with this resolution.

Mr. Simoneau explained that there is a historical precedent wherein the Board’s approval for gift-related building namings has never been required. He indicated that there are processes in place that identify the dollar amount given to each building in terms of naming them, which takes into consideration the precedent set, and the market value, as well as the potential donors. He stated that gift conversations are done confidentially, and there is a potential negative consequence to the donor who now must have their conversation held publicly. He also mentioned that there is a lot of negotiating regarding the naming of a building.

Chair Spilker stated that the resolution is clarifying that the Board has the final approval of the naming of a building, and it should not affect the confidential conversations or negotiations that occur prior to the Board’s approval.

Mr. Simoneau expressed concern on the timeliness of the conversation with the donor when an agreement has been met and final approval must wait until the next Board meeting. He also expressed concern if there was a negative action by the Board on a recommendation. He stated that if the Board rejects a naming opportunity based on either an insufficient dollar amount or that the donor is not someone the Board would like the University associated with, there could be negative consequences to the fundraising operation of the University.

Chair Spilker said that is the reason he would like the Board to have final approval.

Trustee Felton stated that he agrees with both sides but that due to controversy experienced by a sister institution in the naming of a football stadium, he agrees more with the Board’s having final approval.

Trustee Goodlette asked Mr. Simoneau if at some point during conversations with a donor he can discuss the potential of the gift’s becoming public, as well as being subject to final approval of the Board.

Mr. Simoneau stated that the potential for it to become public is discussed. He said that how the announcement will become public, and how their philanthropy will be celebrated is often part of the negotiating process. He mentioned that having their gift announced publicly when the Board approves it during a public meeting takes some of the luster off, as it would take away from an event that would celebrate and announce their gift. He said that there are donors who wouldn’t mind their gifts to be revealed publicly during a Board meeting, but that
there are others who would prefer to keep it confidential as long as possible and to have their gift revealed publicly during an event.

Trustee Smith asked what the current process is for approving the naming of a building.

Mr. Simoneau stated that it occurs in two ways: (1) the naming of a facility for a gift or recognition of philanthropy; and (2) honorary naming. He said that his main concern is regarding the first way. He stated that internally there is a set of processes which determine the naming rights and dollar amounts of buildings on campus, which are then shared across the development spectrum with Athletics, WGCU, Academic Affairs, etc., so that they are all comparable. He said that the President has the authority to name a building or space on campus based on the recommendation of the Executive Director of the Foundation. He indicated that the second way for honorary naming of buildings or spaces could come from the recommendation of the Board of Trustees or from somewhere else to the President. These namings are approved by the Board.

Trustee Smith expressed his concern that the Foundation Board of Directors and the FGCU Financing Corporation are not included in the process of naming buildings. He suggested that a meeting could be called as needed for the Board’s approval of the naming of buildings. He recommended contacting University of Florida (UF) or Florida State University (FSU) to see how they handle the naming of buildings or spaces.

Ms. Leonard stated that she had discussed the matter with other institutions and was told that a telephonic meeting is held the day that the press release occurs. She clarified that a telephonic meeting would occur first, followed by a press release and then a public event.

Chair Spilker stated that the Committee needs to decide whether or not to keep this language within the resolution. He indicated that he does not want to overly burden someone, but that there is precedent for including this resolution as demonstrated by other institutions.

Trustee Price asked if the Board Chair could make the decision as to whether or not a meeting of the full Board would be necessary to approve the naming of a building or space.

Ms. Leonard stated that the Board of Governors (BOG) requires the Board of Trustees to approve the naming of buildings.

Trustee Roepstorff asked if this is only for an honorary naming.

Ms. Leonard stated that the BOG regulation does not make the distinction.

President Bradshaw stated that the University will find a way procedurally to incorporate the approval of the Board.
Ms. Leonard clarified that the BOG regulation does not require Board approval if the building is not named for an individual, corporation, or entity.

Chair Spilker stated that this resolution will be presented to the full Board as is.

I. Insurance and Indemnification Authorities of the President

Chair Spilker stated that some renewals on policies occur bi-annually so it doesn’t need to be revisited every year, but the reporting mechanism is to ensure they are adequate.

Trustee Price requested that the Committee revisit Section (H) to finalize a dollar amount on carry-forward money.

The Committee concluded that a dollar amount was not necessary as the concern regarding carry-forward money was regarding the list of items to be purchased using carry-forward money, and that this list would be brought before the Board.

Trustee Smith suggested including the President’s 5% spending discretion.

The Committee discussed that it was not necessary as it is included in the annual budget presentation to the Board.

J. Compliance Responsibilities of the President

Ms. Leonard presented Section (J) Compliance Responsibilities of the President. The Committee made no suggested revisions.

K. Contracting for Commodities, Goods and Services, and Travel and Purchasing Authorities of the President

Ms. Leonard stated that the spending of carry-forward money could be included within Item (1).

Chair Spilker stated that since the President will bring to the Board the list of items to be purchased with carry-forward money, it does not need to be included here.

Trustee Smith asked if Item (2) was going to be included.

Chair Spilker indicated that it would not.

L. Information Systems and Dissemination, and Recordkeeping Authorities of the President

Chair Spilker stated that this does have to be in line with the Strategic Plan.

Trustee Smith recommended that every two to three years, a third party should be utilized to review the adequacy of the systems or Strategic Plan.
M. President’s Authority for Research Centers for Child Development
Ms. Leonard presented Section (M) President’s Authority for Research Centers for Child Development. The Committee made no suggested revisions.

N. Athletics Program Authority of the President
Trustee Roepstorff asked if this resolution gives the President the authority to develop a football program without Board approval.
President Bradshaw discussed the Football Feasibility study that was conducted, and that he recommended to the Board to not proceed with a football program. He stated that new sports, such as beach volleyball, have been added without Board approval.
Chair Spilker asked if this was a Board of Governors (BOG) requirement.
Ms. Leonard stated that it only stipulates that Athletics reports to the President.
Trustee Goodlette pointed out that the resolution does not preclude the President from bringing a new sports program to the Board for approval.
Chair Spilker asked if a dollar threshold should be included.
Trustee Price suggested that the Board should have approval of new sports programs as they do with new degree programs.
The Committee discussed and agreed that NCAA sports should be brought to the Board for approval.

O. Authorities of the President Concerning Affiliated Organizations
Chair Spilker read Items (1-4) and stated that they do not come before the Board for approval.
President Bradshaw noted that there are only two Direct Support Organizations, and that the Board appoints a member of the FGCU BOT to each of those boards.
Trustee Felton asked why “Faculty Practice Plans” had been struck from the language.
Ms. Leonard stated that it had been struck because FGCU does not currently have Faculty Practice Plans.

P. Authorities of the President Regarding Regulatory Development
Chair Spilker clarified that this resolution gives authorization to University President or designee to recommend a regulation for approval.
Q. Reporting
Chair Spilker clarified that the word “Board” as used in this section is referring to the full Board.

II. Retained Authorities of the Board
Ms. Leonard stated that the language added to this section came from the language added by the Committee at the March 29, 2016 meeting.

A. Strategic Oversight
Chair Spilker indicated that the language “within six (6) months prior to submission to the BOG” was added.

B. Masters and Undergraduate Programs
Chair Spilker indicated that this section already had been reviewed.

C. Doctoral and Professional Graduate Programs
Chair Spilker stated that the language “methodology and” was added.

D. Graduation Criteria and Awarding Honorary Degrees
Ms. Leonard presented Items (1-2) The Committee made no suggested revisions.

E. Non-academic Admissions Criteria
Ms. Leonard presented Section (E) Non-academic Admissions Criteria. The Committee made no suggested revisions.

F. Tuition and Student Fees
Ms. Leonard presented Section (F) Tuition and Student Fees. The Committee made no suggested revisions.

G. Hiring and Evaluating the President
Ms. Leonard presented Section (G) Hiring and Evaluating the President. She said this states the Board will establish a search committee to hire the President. She asked if it should be the Chair that establishes the committee instead as demonstrated by the Chair’s appointments to the Presidential Search Advisory Committee.

Trustee Smith indicated that there will be a new BOG regulation on presidential searches that will clarify this, but suggested that the Chair should establish the committee.

H. Vice President Organization, Tenure, and Collective Bargaining
Ms. Leonard presented Section (H) Vice President Organization, Tenure, and Collective Bargaining.
I. Operating and Capital Budgets and Plan, Campus Master Plan, and Investment Policy

Ms. Leonard presented Section (I) Operating and Capital Budgets and Plan, Campus Master Plan, and Investment Policy.

Trustee Smith suggested including the Board’s approval of carry-forward money.

Sections (J-Q)

Chair Spilker read Sections (J-Q) including: Naming Buildings; Real Estate Transactions, Other Than Non-financing Leases, Easements, and Licenses, and Power Of Eminent Domain; Serving As Trustee of Trusts of Real and Personal Property; Construction of Facilities Needing State Operations and Maintenance Funding; Depository Accounts; Debt; Affiliated Organizations; and Regulation Development. He stated that the Committee had already discussed these earlier related to authority delegated to the President.

III. Delegation Authority

Ms. Leonard presented Part (III) and read Sections (A-C).

Ms. Leonard clarified that under Item (1c) of Section (A) the President or the Director of Human Resources (HR) will determine the equivalency of seniority.

President Bradshaw suggested to include language in Item (1c) that specifies that the equivalency of seniority will be determined by the President in consultation with the Director of HR.

Ms. Leonard stated Section (B) stipulates that a specific timeframe must established.

Chair Spilker noted that an important subset of this is “Attachment A,” which reflects more specific policy and control relative to those delegations.

Trustee Smith asked if this was consistent with the University of Florida (UF) model.

Chair Spilker replied that it was consistent with the UF model but that it has been amended to reflect FGCU’s structure.

IV. Authorization and Incumbency Certificates Issued by the President and Certain Other Officers

Ms. Leonard presented Part (IV) and stated that it is a document that is attached to an agreement or contract where someone within the University has to verify that the person signing a particular document has the authority to do so.
V. Authorization and Incumbency Certificates Issued by the Vice President and Chief of Staff

Ms. Leonard presented Part (V) Authorization and Incumbency Certificates Issued by the Vice President and Chief of Staff. The Committee made no suggested revisions.

VI. Effective Date

Chair Spilker presented Part (VI) and stated that language discussing ratifying prior actions of the Board had been eliminated, and that instead an Effective Date was included.

Item 5: ACTION ITEM: Adoption of Any Recommendation(s) to Full Board on May 10, 2016

Trustee Smith made a motion to accept the document with today’s changes by the Special Committee, and to recommend its approval to the full Board. Trustee Goodlette seconded the motion.

Trustee Felton asked to review “Attachment A.”

Chair Spilker stated there is one item that warrants discussion and that is regarding a dollar amount limitation on purchasing authority.

Ms. Leonard stated that “Attachment A” is regarding purchasing authority and explained that at the University of Florida (UF) there is a de-centralized system, whereas FGCU has a centralized system. She explained that at FGCU, all expenditures go through Procurement Services. She indicated that the ability to sign contracts and spend money is not at the unit level but is held by Procurement Services. She stated that the Director of Procurement Services has a $500,000 limitation on purchasing authority while the Assistant Director and other purchasing agents have a $250,000 limitation.

Chair Spilker asked who has the authority to purchase above the $500,000 limit.

Ms. Leonard responded that it is the Vice President for Administrative Services and Finance.

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

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 thanked the Committee members for their time and consideration.

The meeting was adjourned at 11:16 a.m.

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

Agenda Items:

B. [Link to B item]

C. [Link to C item]