PROPOSED BOARD ACTION

Approve the repeal of Rule 6C10-1.002, Public Business with the University

BACKGROUND INFORMATION

Rule 6C10-1.002, Florida Administrative Code, Public Business with the University, describes the University’s contact information for members of the general public having business with the University. The Rule identifies the Agency Clerk and specifies certain administrative procedures, pursuant to Chapter 120, Florida Statutes. The Rule also sets forth procedures for inspecting and obtaining copies of public records. Since promulgation of the Rule in 1997, changes in statutory authority have eliminated the requirement to present the above-mentioned information in rule format.

In lieu of the Rule, the University is developing a Statement of Agency Organization and Operation, in accordance with Florida Administration Commission Rule 28-101.001, F.A.C., which will provide updated information to the public on these topics.

Supporting Documentation Included: (1) Notice of Proposed Rule Repeal, and (2) Rule Text

Prepared by: General Counsel Wendy Morris

Legal Review by: N/A

Submitted by: General Counsel Wendy Morris
NOTICE OF PROPOSED RULE REPEAL
Florida Gulf Coast University Board of Trustees

CHAPTER TITLE: Agency Administration CHAPTER NUMBER: 6C10-1

RULE TITLE: Public Business with the University RULE NO: 6C10-1.002

PURPOSE AND EFFECT In the interests of streamlining and efficiency, the University is proposing to repeal this rule.

SUMMARY: The Rule describes the University’s contact information for members of the general public having business with the University. The Rule identifies the agency clerk, pursuant to Chapter 120, FS, and sets forth procedures for inspecting and obtaining copies of public records. Due to changes in statutory authority, it is no longer necessary to present this information in rule format. The University will address these matters in a Statement of Agency Organization and Operation, in accordance with Florida Administration Commission Rule 28-101.001, F.A.C.

SUMMARY OF STATEMENT OF ESTIMATED REGULATORY COST: None. Any person who wishes to provide information regarding the statement of estimated regulatory costs, or to provide a proposal for a lower cost regulatory alternative must do so in writing within 21 days of the notice.

SPECIFIC AUTHORITY: 120.54, 1001.74(4), FS
LAW IMPLEMENTED/INTERPRETED: 119.07, 120.53, 120.533, 120.54(5), 1001.74(4), FS

IF REQUESTED WITHIN 21 DAYS OF THE DATE OF THIS NOTICE, A HEARING WILL BE HELD AT THE TIME, DATE AND PLACE SHOWN BELOW (IF NOT REQUESTED, THIS HEARING WILL NOT BE HELD):

DATE AND TIME: Tuesday, September 9, 2003, 2:30 PM
PLACE: Reed Hall, Room 250
Florida Gulf Coast University
10501 FGCU Blvd. South
Fort Myers, FL 33965

THE PERSON TO BE CONTACTED REGARDING THE PROPOSED RULE IS:
Wendy S. Morris, General Counsel
Florida Gulf Coast University
10501 FGCU Blvd. South
Fort Myers, FL 33965-6565
(239) 590-1100

(continued)
A COPY OF THIS NOTICE AND THE CURRENT RULE TEXT IS POSTED ON THE WEB AT: www.fgcu.edu/rules/

Pursuant to the provisions of the Americans with Disabilities Act, any person requiring special accommodations to participate in this program must at least seven (7) calendar days prior to the event notify Julie Heuer, Senior Administrative Assistant, at (239) 590-1100. If you are hearing or speech impaired, please call (239) 590-1405 (TDD).

NAME OF PERSON ORIGINATING PROPOSED RULE REPEAL:
Wendy S. Morris, General Counsel

NAME OF SUPERVISOR OR PERSON WHO APPROVED THE PROPOSED RULE REPEAL: William C. Merwin, President, Florida Gulf Coast University

DATE PROPOSED RULE REPEAL APPROVED BY AGENCY HEAD: August 8, 2003

DATE NOTICE OF PROPOSED RULE DEVELOPMENT PUBLISHED IN THE FORT MYERS NEWS PRESS: July 18, 2003
6C10-1.002. Public Business with the University.

(1) Applicable Statutory Chapters and Rules. The University's operations are conducted in accordance with Chapters 110, 112, 119, 120, 215, 235, 240, and 287 of the Florida Statutes, and the administrative rules promulgated pursuant to these authorities. The Board of Regents' rules found in Chapter 6C, Florida Administrative Code, are of particular interest to those persons who wish employment by, admission to, and to conduct business with the University.

(2) Public Information and Inspection of Records. The University's records are subject to the Public Records Act, Chapter 119, Florida Statutes. Records are available for inspection and copying by any member of the public with the exception of those records which are exempt by law from inspection and copying. Generally, the academic records of students and documents which are evaluative of the performance of University faculty are among the classes of records which are not available for public inspection and copying. The University charges a fee of $.15 per page for copies of public records. If the nature or volume of public records requested to be inspected, examined or copied requires a member of the University's staff to expend more than twenty (20) minutes fulfilling the request or requires extensive use of information technology services, then a special service charge will be added. The special service charge will be calculated in accordance with Section 119.07(1)(b), Florida Statutes. Requests for public records should be directed to the Vice President of Administrative Services who will make arrangements for inspection, copying or delivery of documents. Requests for inspection and copying of University Records should be addressed to the clerk of the University.

(3) Clerk of the Agency.

(a) The University designates the Vice President of Administrative Services as its agency clerk. The office of the agency clerk is located at 10501 FGCU Blvd. South, Fort Myers, FL 33965-6565, Telephone (941) 590-1000. The office of the clerk is open to the public between the hours of 8:00 a.m. to 5:00 p.m., excluding holidays and weekends.

(b) The duties and responsibilities of the agency clerk are those mandated by Chapter 120, Florida Statutes, and other applicable law and rules.
(c) All petitions and/or requests to the University made pursuant to Chapter 120, Florida Statutes, must be filed with the agency clerk. These include, but are not limited to, the following:

1. Petitions to adopt, amend or repeal a rule;
2. Requests for the information required by Section 120.53(2), Florida Statutes;
3. Requests for copies of proposed rules;
4. Requests for public hearings on proposed rules;
5. Petitions for declaratory statements; and
6. Requests for adjudicatory proceedings under Section 120.57, Florida Statutes.

(d) Petitions or requests shall be deemed received when clocked in and filed in the office of the agency clerk. When the deadline to file a document falls on a weekend or legal holiday, the time for filing shall be extended to 5:00 p.m. on the following business day.

(e) Unless the University has requested assignment of a hearing officer from the Division of Administrative Hearings, all subsequent pleadings, documents or papers used in relation to such petitions or requests must also be filed with the clerk of the University.

(4) Indexing, Management and Availability of Agency Final Orders.

(a) All University final orders are either indexed or listed as provided for in this rule. University final orders are those documents signifying final action by the University on issues that affect substantial interests. For purposes of this rule, the term "final order" has the same definition as contained in Rule 1S-6.002, F.A.C. The clerk of the University is responsible for docketing, indexing, filing and listing of final orders of the University.

(b) Numbering of Final Orders. All final orders that are required to be indexed or listed shall be sequentially numbered at the time of filing with the clerk of the University as required by Section 120.52(11), Florida Statutes.

1. The numbering system for final orders indexed will include the designation "FGCU" followed by a two part number separated by a dash. The first part before the dash indicates the last two numbers of the year in which the proceeding was initiated and the second part indicates the numerical sequence of the orders issued and filed during that year.
2. An applicable order category is added following the University's designated final order docket number to aid in identifying the nature of the order. The final order categories are as follows:
   DS -- Declaratory Statement
   IP -- Final Order, Informal Proceeding
   FP -- Final Order, Formal Proceeding

3. All final orders are open for inspection and copying with the exception of orders that concern issues or matters for which there is an exemption from inspection or copying under the Public Records Act. Such orders shall be reviewed and redacted prior to indexing and release to protect identifying and exempt information.

4. The clerk of the University shall prepare a master index to the University's final orders which shall be arranged alphabetically by name of the petitioner, by subject heading and by citation to any Florida Statutes referenced therein. The index shall be updated every one hundred twenty (120) days and made accessible to the public. The master index shall be cumulative and kept in perpetuity.

(c) The clerk of the University shall provide information and assistance to the general public concerning any agency rule or order and will receive and act on requests for public inspection and copying.

(5) Procedures for Conducting Hearings. The University adopts by reference the Model Rules of Procedure contained in Chapter 28, F.A.C., as the means by which administrative proceedings initiated pursuant to Chapter 120, Florida Statutes will be conducted.

Specific Authority 120.53, 240.227(1) FS. Law Implemented 120.53, 120.533, 240.227(1) FS. History--New 4-17-97.
Florida Gulf Coast University Board of Trustees
September 16, 2003

SUBJECT: FGCU Board of Trustees Bylaws

PROPOSED BOARD ACTION

Adopt revised FGCU Board of Trustees Bylaws

BACKGROUND INFORMATION

The FGCU Board of Trustees adopted its original bylaws in October 2001 and updated the bylaws in April 2002 and April 2003. Two changes are proposed to the bylaws in this agenda item. First, the 2003 Legislature passed House Bill 51A, effective July 1, 2003, that amends Section 1001.71(1), Florida Statutes, and aligns the staggered terms of members of university boards of trustees with the State of Florida’s fiscal year (July 1 – June 30). The proposed change to Article III (A) of the bylaws similarly aligns the two-year terms of the Board’s Chair and Vice-Chair with the fiscal year. If the change is approved, the current terms of Chair Scott Lutgert and Vice-Chair Linda Taylor will run through June 30, 2005, rather than January 6, 2005.

The second proposed change to the bylaws is the addition of a statement of board policy on academic freedom and responsibility in new Article IX.

For purposes of convenience, two versions of the proposed revised bylaws are provided with this agenda item: A marked up version illustrating the changes and a clean version incorporating the changes. In the event of an inadvertent conflict between the two versions, the clean version of the bylaws will govern.

Supporting Documentation Included: (1) Marked Up Version of Revised Bylaws, and (2) Clean Version of Revised Bylaws.

Prepared by: General Counsel Wendy Morris

Legal Review by: N/A

Submitted by: General Counsel Wendy Morris
I. Organization

The Florida Gulf Coast University Board of Trustees (“the Board”) is established as a body corporate, with all of the powers of a body corporate as provided by Florida law. The Board is vested with the authority to administer Florida Gulf Coast University (“University” or “FGCU”) in accordance with the Florida Constitution, Florida law and delegation of the Florida Board of Governors. The Board is a corporation primarily acting as an instrumentality of the State of Florida pursuant to Section 768.28(2), Florida Statutes, for purposes of sovereign immunity.

II. Trustees

A. The Board is composed of thirteen (13) trustees, six appointed by the Governor, five appointed by the Board of Governors, one member who is the president of the Faculty Senate and one member who is the president of the Student Government Association. Trustees who are appointed by the Governor and the Board of Governors shall be appointed for staggered five-year terms and are subject to confirmation by the Florida Senate. The presidents of the Faculty Senate and Student Government Association will be appointed each year. Trustees shall continue to hold office until their successors have been appointed.

B. The Chair of the Florida Gulf Coast University Foundation, Inc., a direct support organization, serves as a non-voting ex officio trustee of the Board. The Foundation Chair or designee will attend all meetings of the Board except closed executive sessions.

III. Officers

A. The corporate officers are the Chair, the Vice-Chair, and the University President (“President”) who serves as the Chief Executive Officer and Corporate Secretary of the Board. The Chair and Vice-Chair shall be elected from the appointed members at the first meeting after January 7, 2003. Bi-annually thereafter, the Board shall select the Chair and Vice-Chair at its Annual Meeting of the Board. The Chair and Vice-Chair shall serve for two (2) years to run concurrently with the University's fiscal year (July 1 through June 30) and may be re-elected to serve one (1) additional consecutive two-year term. Vacancies may be filled at any time by a majority vote of the members of the Board. The Chair and Vice-Chair will continue to hold office until their successors have been elected. Officers may be removed at any time by the affirmative vote of a majority of the members of the Board.
B. The Chair appoints the members of and serves as an ex officio voting member of all committees of the Board. The Chair shall appoint a representative to the governing body and the executive committee of each direct support organization.

C. The Vice-Chair performs the duties of the Chair with full authority during the absence or disability of the Chair.

D. The President serves as the Corporate Secretary of the Board. The President shall 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.

IV. Meetings

A. Regular Meetings -- At the annual meeting, the Board shall establish a schedule of meetings for the ensuing year which shall provide for a minimum of four regular meetings; at least one scheduled in each quarter of the fiscal year (July 1 - June 30).

B. Annual Meeting -- The annual meeting shall be the last regular meeting scheduled in the fiscal year.

C. Special Meetings -- The Board will meet in special meetings, including hearings and workshops, at a time and place designated by the Chair.

D. Emergency Meetings -- An emergency meeting of the Board may be called by the Chair of the Board upon no less than twenty-four (24) hours notice whenever, in the opinion of the Chair, an issue requires immediate Board action. Whenever such emergency meeting is called, the Chair will notify the President who will immediately serve either verbal or written notice upon each member of the Board, stating the date, hour and place of the meeting and the purpose for which the meeting has been called. No other business will be transacted at the meeting unless additional emergency matters are agreed to by a majority of those Board members in attendance. The minutes of each emergency meeting will show the manner and method by which notice of such emergency meeting was given to each member of the Board.

E. Meetings of the Board are open to the public and all official acts, other than those exempted by Florida Statutes, shall be taken at public meetings. The schedule of meetings shall be available on the University's website at http://www.fgcu.edu.

F. Executive Sessions -- As provided by law, the Board may conduct closed executive sessions when it meets to consider or discuss such matters as pending litigation, collective bargaining or evaluation of claims filed with a risk management program.
G. Notice of Meetings

1. Notice of regular meetings, committee meetings, and special meetings of the Board will be given not less than seven (7) days before the event and will include a statement of the general subject matter to be considered.

2. Whenever an emergency meeting is scheduled to be held, the Corporate Secretary will notify with a press release all media outlets in the five (5) county FGCU service area, including the time, date, place, and purpose of the meeting.

3. Notwithstanding anything in these bylaws to the contrary, all such notice matters shall meet the requirements of Florida law regarding public meetings and public records.

H. Meetings by Means of Telephone Conference Calls and other Communications Media Technology

1. The Board may use telephone conference calls and other communications media technology to conduct Board business in the same manner as if the proceeding were held in person.

2. To attend a meeting of the Board by telephone conference or other means of communications media technology, the member shall provide the President a written request to attend the board meeting by telephone conference or other means of communications media technology at least thirty (30) days in advance. A member may attend a meeting by telephone conference or other means of communications media technology provided that the member can hear and speak to all other members (allowing for simultaneous transmission). Participation by a member by telephone conference or other means of communications media technology shall constitute attendance in person at the meeting.

3. The Board may participate in and hold a meeting of which all members participating in the meeting can hear and speak to each other (allowing for simultaneous transmission) provided that thirty (30) days notice is given to the President. Participation in such meeting shall constitute attendance in person at the meeting. The notice of any meeting which is to be conducted by means of communication media technology, will state where and how members of the public may gain access to the meeting and such notice shall meet the requirements of paragraph II. F. above.
I. Quorum -- Seven (7) members of the Board must be present and voting to constitute a quorum for the transaction of business. No business will be transacted without an affirmative vote of the majority of the members of the Board present at a meeting where a quorum of the Board is present. The use of proxies for purposes of determining a quorum, for voting or any other purpose is prohibited.

J. Parliamentary rules -- The most recent edition of “Roberts Rules of Order” will be followed in conducting the meetings of the Board, unless otherwise provided by the Board.

V. Agenda

A. The President shall prepare the agenda for meetings of the Board in consultation with the Chair. Any request by a trustee to include an item on the agenda shall be made in writing to the President sufficiently in advance of the meeting to permit a determination to be made as to the propriety and practicability of including that item on the agenda. In consultation with the Chair, the President will assemble the items received with sufficient time to prepare the agenda in advance of each meeting and provide a copy of the agenda to each member of the Board at least seven (7) days prior to the meeting. If additional items or supporting documentation become available, a supplemental agenda will be provided at least two (2) days prior to the meeting.

B. The agenda for the Board meetings shall be:

1. Opening Remarks by the Chair
2. President's Report
3. Special Reports
4. Academic/Student/Faculty Affairs Committee (Includes Public Input)
5. Administration & Finance Committee (Includes Public Input)
6. Consent Agenda
7. Action Items
8. Old Business
9. New Business
10. Public Comment
11. Closing Remarks by the Chair

C. Upon approval of the Chair, Board committees may bring additional items not included on the published agenda to the full Board meeting.

D. The Board may also consider agenda items, not included in the published agenda, that are emergencies. The agenda item will include a statement of the nature of the emergency requiring Board action. Information relating to an emergency item will be distributed to the Board prior to or at the beginning of the meeting.
VI. Appearances before the Board.

A. The Board will afford to each individual and representatives of groups a reasonable opportunity to be heard on any agenda item being considered by the Board. Public input will be accepted by the Board immediately following committee deliberation on each item and before the committee votes. An individual or representatives of groups may be heard on any specific agenda item being considered by the Board by completing a request form and submitting it to the Board Liaison at any time prior to the Board meeting. The request form will include the individual’s name, address, and agenda item to be addressed. Speaker’s comments will be subject to a three (3) minute maximum time limitation. Speakers shall confine their remarks only to the agenda item being addressed. If it appears that there are more speakers desiring to speak than may be accommodated, the Board may reduce the maximum amount of time allowed each speaker, or limit the number of speakers that may address an agenda item or topic. In order to proceed with the essential business of the Board in an orderly manner, any speaker who attempts to disrupt a Board meeting will be subject to appropriate action (including removal) pursuant to law.

B. An individual or group representative who desires to speak during the period of public comment or submit an item on the Board’s agenda concerning a subject within the Board’s jurisdiction must submit a written request to the President, 10501 FGCU Blvd., Fort Myers, FL, 33965-6565. The written requests must state the individual’s name, address, the item that they would like the Board to consider placing on the agenda, and the reasons thereof. Requests received later than twenty-one (21) days before the meeting may be deferred to the next meeting. The President in consultation with the Chair will determine whether the item will be heard and when the item will be heard. The Board may decline to hear any matter determined by it to be outside its jurisdiction.

VII. Committees.

A. The Administration & Finance Committee shall review and recommend for consideration by the Board policies related to the administrative functions of the University. The Chair of the Board shall appoint any number of members to the Administration & Finance Committee and designate one (1) to serve as the Committee Chair. The Vice President of Administrative Services shall serve as a non-voting ex officio member of the Administration & Finance Committee.

B. The Academic/Student/Faculty Affairs Committee shall review and recommend for consideration by the Board policies related to the academic functions of the University. The Chair of the Board shall
appoint any number of members to the Academic/Student/Faculty Affairs Committee and designate one (1) to serve as the Committee Chair. The Provost shall serve as a non-voting ex officio member of the Academic/Student/Faculty Affairs Committee.

C. The Chair of the Board may establish additional ad hoc committees as deemed necessary for the orderly conduct of the business of the Board. In addition, the Chair of the Board may appoint to any standing or ad hoc committee (including the Administration & Finance Committee and the Academic/Student/Faculty Affairs Committee) one or more non-voting ex officio member(s), who shall serve on said committee(s) for a term designated by the Chair of the Board, or if no term is designated until removed by the Chair of the Board. Appointment and removal of non-voting ex officio members of a committee, unless otherwise required under these bylaws, shall be in the Chair of the Board’s sole discretion.

D. Authority – No committee has the power or authority to commit the Board to any policy or action unless specifically granted such power or authority by the Board. Committee Chairs will report committee action as a recommendation for consideration and action by the Board. If the Board, however, authorizes a committee to act on a matter referred to it, the Committee Chair will report the action taken to the Board at its next scheduled meeting.

E. In the event the full Board is serving on any committee, the action of the committee by a majority of the committee members where a quorum is present shall constitute the action of the Board without further action.

VIII. Committee Meetings.

A. Any committee of the Board may meet upon call of its Chair to carry out its duties and responsibilities. Meetings shall be noticed under the procedures established for the University Board of Trustees.

B. Quorum -- A majority of the members of a committee must be present and voting to constitute a quorum for the transaction of business.

C. Persons desiring to appear before a committee of the Board shall make such written request to the Board Liaison, Florida Gulf Coast University, 10501 FGCU Blvd., Fort Myers, FL, 33965-6565 following the procedure specified for Board meetings in paragraph IV. A. above.

D. Persons desiring to place an new item before a committee shall make such a written request to the President, Florida Gulf Coast University, 10501 FGCU Blvd., Fort Myers, FL, 33965-6565 following the procedure specified for Board meetings in paragraph IV. B. above.
IX. Statement of Board Policy on Academic Freedom and Responsibility.

Academic freedom and responsibility are essential to the fulfillment of the mission and strategic directives of Florida Gulf Coast University. The common good of society depends upon the search for knowledge and truth and its free expression in institutions of higher education. It is the policy of the Board that the University protect the fundamental right of faculty members to academic freedom in the lawful pursuit of their respective areas of scholarly and professional interest. Academic freedom is the freedom to engage in research, scholarship, or other creative work, to publish research findings, to engage in service to the University and the Community, and to teach in an atmosphere of unfettered free inquiry and exposition. The University shall not penalize or discipline faculty members because of the exercise of such rights.

The Board further recognizes that the right to academic freedom is accompanied by the special obligation to uphold academic responsibility. Academic responsibility implies the faithful performance of academic duties by faculty members including participating in the shared system of collegial governance, upholding the ethical standards of their disciplines, respecting the relationship between professor and student and indicating that they are not spokespersons for the University. In the classroom, faculty members should strive to be accurate, to exercise appropriate restraint, to show respect for the opinions of others and to introduce only material that has a clear relationship to the subject field.

IX. Communications Policy.

A. Communication with Board -- It is the policy of the Board that there shall be a useful exchange of information between the Board and the various constituencies served by the University. The purpose of this policy is to enable the Board to make informed judgments in taking actions that affect the governance of the University. To this end, the President, as chief executive officer, is charged with the responsibility of maintaining communication between the Board and the various University constituencies, including students, faculty, staff, alumni and others, as appropriate.

B. The President is expected to inform the Board in an accurate and timely fashion of the views of various University constituencies and to apprise and educate the Board concerning significant issues, opportunities, achievements, and concerns that have or will confront the University and those constituencies. To aid in that process, the President is encouraged to invite other members of the University community to attend and participate in meetings of the Board or its committees. The President, in choosing representatives of constituencies to participate in meetings, may select representatives from existing support organizations now serving the University, such as: Faculty Senate, Student Government Association, Staff Advisory Council, Alumni Association, and the Florida Gulf Coast University Foundation. In addition, when relevant and appropriate, the President may, from time to time, arrange for other informed students, faculty,
staff, alumni, benefactors, and interested parties to present views to
the Board or its committees.

C. Spokesperson for the Board -- The Board’s designated spokesperson
shall be its duly elected chair, or if delegated by the chair, its vice
chair. Individual Board member may speak as such to the public and
media, but speaking for the Board is the responsibility of the chair.

D. Any public records requests made of the Board are to be directed to
the University President or his designee, in accordance with Florida’s
statutorily-defined terms and provisions related to records of public
entities. The University President or his designee will inform the
Board of any such request, and provide copies of responses as
applicable.

XI. Miscellaneous Provisions.

A. Amendments -- These bylaws may be altered, amended, or repealed
by the affirmative vote of a majority of the Board members voting in
any regular or special meeting having a quorum.

B. Indemnification -- FGCU shall indemnify, defend, and hold harmless
each member of the Board of and from any and all claims, demands,
civil or criminal actions, rights, defenses, counterclaims, proceedings,
administrative actions, agreements, contracts, covenants, accounts,
offsets, attorneys’ fees, costs, damages, liabilities, losses, expenses,
suits, debts, judgments, awards, duties, or obligations, of any nature
whatsoever, at law or in equity (collectively referred to as “Claims”),
that arise from or relate in any way to his or her position on the Board,
or any act undertaken or omitted in connection with his or her service
as a member of the Board. At the direction of the Board, FGCU may
procure and may maintain, at FGCU’s expense, adequate insurance
coverage, including separate Directors and Officers (“D&O”) coverage,
for the defense and payment of any such Claims.

C. Ethics Policy -- Trustees stand in a fiduciary relationship to the
University. Therefore, Trustees shall act in good faith with due regard
for the interests of the University and shall be guided by the provisions
set forth in Florida law for the conduct of public officers. The Board
shall adopt a written ethics policy that will be reviewed periodically and
revised as necessary.

D. Suspension of bylaws -- Any provision of these bylaws may be
suspended in connection with the consideration of a matter before the
Board by a majority vote of the members in attendance.

E. Service of Process -- Service of process may be made on the Chair of
the Board, the President or the General Counsel.

F. Corporate Seal -- The Board’s corporate seal shall be used only in
connection with the transaction of business of the Board and the
University. The President may affix the seal on any document signed on behalf of the corporation. Permission may be given by the President for the use of the seal in the decoration of any University Building or in other special circumstances. The corporate seal of the Board shall be consistent with the following form and design:
FLORIDA GULF COAST UNIVERSITY
BOARD OF TRUSTEES
BYLAWS

I. Organization

The Florida Gulf Coast University Board of Trustees ("the Board") is established as a body corporate, with all of the powers of a body corporate as provided by Florida law. The Board is vested with the authority to administer Florida Gulf Coast University ("University" or "FGCU") in accordance with the Florida Constitution, Florida law and delegation of the Florida Board of Governors. The Board is a corporation primarily acting as an instrumentality of the State of Florida pursuant to Section 768.28(2), Florida Statutes, for purposes of sovereign immunity.

II. Trustees

A. The Board is composed of thirteen (13) trustees, six appointed by the Governor, five appointed by the Board of Governors, one member who is the president of the Faculty Senate and one member who is the president of the Student Government Association. Trustees who are appointed by the Governor and the Board of Governors shall be appointed for staggered five-year terms and are subject to confirmation by the Florida Senate. The presidents of the Faculty Senate and Student Government Association will be appointed each year. Trustees shall continue to hold office until their successors have been appointed.

B. The Chair of the Florida Gulf Coast University Foundation, Inc., a direct support organization, serves as a non-voting ex officio trustee of the Board. The Foundation Chair or designee will attend all meetings of the Board except closed executive sessions.

III. Officers

A. The corporate officers are the Chair, the Vice-Chair, and the University President ("President") who serves as the Chief Executive Officer and Corporate Secretary of the Board. The Chair and Vice-Chair shall be elected bi-annually at the Annual Meeting of the Board. The Chair and Vice-Chair shall serve for two (2) years to run concurrently with the University’s fiscal year (July 1 through June 30) and may be re-elected to serve one (1) additional consecutive two-year term. Vacancies may be filled at any time by a majority vote of the members of the Board. The Chair and Vice-Chair will continue to hold office until their successors have been elected. Officers may be removed at any time by the affirmative vote of a majority of the members of the Board.
B. The Chair appoints the members of and serves as an ex officio voting member of all committees of the Board. The Chair shall appoint a representative to the governing body and the executive committee of each direct support organization.

C. The Vice-Chair performs the duties of the Chair with full authority during the absence or disability of the Chair.

D. The President serves as the Corporate Secretary of the Board. The President shall 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.

IV. Meetings

A. Regular Meetings -- At the annual meeting, the Board shall establish a schedule of meetings for the ensuing year which shall provide for a minimum of four regular meetings; at least one scheduled in each quarter of the fiscal year (July 1 - June 30).

B. Annual Meeting -- The annual meeting shall be the last regular meeting scheduled in the fiscal year.

C. Special Meetings -- The Board will meet in special meetings, including hearings and workshops, at a time and place designated by the Chair.

D. Emergency Meetings -- An emergency meeting of the Board may be called by the Chair of the Board upon no less than twenty-four (24) hours notice whenever, in the opinion of the Chair, an issue requires immediate Board action. Whenever such emergency meeting is called, the Chair will notify the President who will immediately serve either verbal or written notice upon each member of the Board, stating the date, hour and place of the meeting and the purpose for which the meeting has been called. No other business will be transacted at the meeting unless additional emergency matters are agreed to by a majority of those Board members in attendance. The minutes of each emergency meeting will show the manner and method by which notice of such emergency meeting was given to each member of the Board.

E. Meetings of the Board are open to the public and all official acts, other than those exempted by Florida Statutes, shall be taken at public meetings. The schedule of meetings shall be available on the University's website at http://www.fgcu.edu.

F. Executive Sessions -- As provided by law, the Board may conduct closed executive sessions when it meets to consider or discuss such matters as pending litigation, collective bargaining or evaluation of claims filed with a risk management program.
G. Notice of Meetings

1. Notice of regular meetings, committee meetings, and special meetings of the Board will be given not less than seven (7) days before the event and will include a statement of the general subject matter to be considered.

2. Whenever an emergency meeting is scheduled to be held, the Corporate Secretary will notify with a press release all media outlets in the five (5) county FGCU service area, including the time, date, place, and purpose of the meeting.

3. Notwithstanding anything in these bylaws to the contrary, all such notice matters shall meet the requirements of Florida law regarding public meetings and public records.

H. Meetings by Means of Telephone Conference Calls and other Communications Media Technology

1. The Board may use telephone conference calls and other communications media technology to conduct Board business in the same manner as if the proceeding were held in person.

2. To attend a meeting of the Board by telephone conference or other means of communications media technology, the member shall provide the President a written request to attend the board meeting by telephone conference or other means of communications media technology at least thirty (30) days in advance. A member may attend a meeting by telephone conference or other means of communications media technology provided that the member can hear and speak to all other members (allowing for simultaneous transmission). Participation by a member by telephone conference or other means of communications media technology shall constitute attendance in person at the meeting.

3. The Board may participate in and hold a meeting of which all members participating in the meeting can hear and speak to each other (allowing for simultaneous transmission) provided that thirty (30) days notice is given to the President. Participation in such meeting shall constitute attendance in person at the meeting. The notice of any meeting which is to be conducted by means of communication media technology, will state where and how members of the public may gain access to the meeting and such notice shall meet the requirements of paragraph II. F. above.

I. Quorum -- Seven (7) members of the Board must be present and voting to constitute a quorum for the transaction of business. No business will be transacted without an affirmative vote of the majority of the members of
the Board present at a meeting where a quorum of the Board is present. The use of proxies for purposes of determining a quorum, for voting or any other purpose is prohibited.

J. Parliamentary rules -- The most recent edition of “Roberts Rules of Order” will be followed in conducting the meetings of the Board, unless otherwise provided by the Board.

V. Agenda

A. The President shall prepare the agenda for meetings of the Board in consultation with the Chair. Any request by a trustee to include an item on the agenda shall be made in writing to the President sufficiently in advance of the meeting to permit a determination to be made as to the propriety and practicability of including that item on the agenda. In consultation with the Chair, the President will assemble the items received with sufficient time to prepare the agenda in advance of each meeting and provide a copy of the agenda to each member of the Board at least seven (7) days prior to the meeting. If additional items or supporting documentation become available, a supplemental agenda will be provided at least two (2) days prior to the meeting.

B. The agenda for the Board meetings shall be:

1. Opening Remarks by the Chair
2. President's Report
3. Special Reports
4. Academic/Student/Faculty Affairs Committee (Includes Public Input)
5. Administration & Finance Committee (Includes Public Input)
6. Consent Agenda
7. Action Items
8. Old Business
9. New Business
10. Public Comment
11. Closing Remarks by the Chair

C. Upon approval of the Chair, Board committees may bring additional items not included on the published agenda to the full Board meeting.

D. The Board may also consider agenda items, not included in the published agenda, that are emergencies. The agenda item will include a statement of the nature of the emergency requiring Board action. Information relating to an emergency item will be distributed to the Board prior to or at the beginning of the meeting.
VI. Appearances before the Board.

A. The Board will afford to each individual and representatives of groups a reasonable opportunity to be heard on any agenda item being considered by the Board. Public input will be accepted by the Board immediately following committee deliberation on each item and before the committee votes. An individual or representatives of groups may be heard on any specific agenda item being considered by the Board by completing a request form and submitting it to the Board Liaison at any time prior to the Board meeting. The request form will include the individual’s name, address, and agenda item to be addressed. Speaker’s comments will be subject to a three (3) minute maximum time limitation. Speakers shall confine their remarks only to the agenda item being addressed. If it appears that there are more speakers desiring to speak than may be accommodated, the Board may reduce the maximum amount of time allowed each speaker, or limit the number of speakers that may address an agenda item or topic. In order to proceed with the essential business of the Board in an orderly manner, any speaker who attempts to disrupt a Board meeting will be subject to appropriate action (including removal) pursuant to law.

B. An individual or group representative who desires to speak during the period of public comment or submit an item on the Board’s agenda concerning a subject within the Board’s jurisdiction must submit a written request to the President, 10501 FGCU Blvd., Fort Myers, FL, 33965-6565. The written requests must state the individual’s name, address, the item that they would like the Board to consider placing on the agenda, and the reasons thereof. Requests received later than twenty-one (21) days before the meeting may be deferred to the next meeting. The President in consultation with the Chair will determine whether the item will be heard and when the item will be heard. The Board may decline to hear any matter determined by it to be outside its jurisdiction.

VII. Committees.

A. The Administration & Finance Committee shall review and recommend for consideration by the Board policies related to the administrative functions of the University. The Chair of the Board shall appoint any number of members to the Administration & Finance Committee and designate one (1) to serve as the Committee Chair. The Vice President of Administrative Services shall serve as a non-voting ex officio member of the Administration & Finance Committee.

B. The Academic/Student/Faculty Affairs Committee shall review and recommend for consideration by the Board policies related to the academic functions of the University. The Chair of the Board shall appoint any number of members to the Academic/Student/Faculty Affairs Committee and designate one (1) to serve as the Committee Chair.
Chair. The Provost shall serve as a non-voting ex officio member of the Academic/Student/Faculty Affairs Committee.

C. The Chair of the Board may establish additional ad hoc committees as deemed necessary for the orderly conduct of the business of the Board. In addition, the Chair of the Board may appoint to any standing or ad hoc committee (including the Administration & Finance Committee and the Academic/Student/Faculty Affairs Committee) one or more non-voting ex officio member(s), who shall serve on said committee(s) for a term designated by the Chair of the Board, or if no term is designated until removed by the Chair of the Board. Appointment and removal of non-voting ex officio members of a committee, unless otherwise required under these bylaws, shall be in the Chair of the Board’s sole discretion.

D. Authority – No committee has the power or authority to commit the Board to any policy or action unless specifically granted such power or authority by the Board. Committee Chairs will report committee action as a recommendation for consideration and action by the Board. If the Board, however, authorizes a committee to act on a matter referred to it, the Committee Chair will report the action taken to the Board at its next scheduled meeting.

E. In the event the full Board is serving on any committee, the action of the committee by a majority of the committee members where a quorum is present shall constitute the action of the Board without further action.

**VIII. Committee Meetings.**

A. Any committee of the Board may meet upon call of its Chair to carry out its duties and responsibilities. Meetings shall be noticed under the procedures established for the University Board of Trustees.

B. Quorum -- A majority of the members of a committee must be present and voting to constitute a quorum for the transaction of business.

C. Persons desiring to appear before a committee of the Board shall make such written request to the Board Liaison, Florida Gulf Coast University, 10501 FGCU Blvd., Fort Myers, FL, 33965-6565 following the procedure specified for Board meetings in paragraph IV. A. above.

D. Persons desiring to place an new item before a committee shall make such a written request to the President, Florida Gulf Coast University, 10501 FGCU Blvd., Fort Myers, FL, 33965-6565 following the procedure specified for Board meetings in paragraph IV. B. above.
**IX. Statement of Board Policy on Academic Freedom and Responsibility.**

Academic freedom and responsibility are essential to the fulfillment of the mission and strategic directives of Florida Gulf Coast University. The common good of society depends upon the search for knowledge and truth and its free expression in institutions of higher education. It is the policy of the Board that the University protect the fundamental right of faculty members to academic freedom in the lawful pursuit of their respective areas of scholarly and professional interest. Academic freedom is the freedom to engage in research, scholarship, or other creative work, to publish research findings, to engage in service to the University and the Community, and to teach in an atmosphere of unfettered free inquiry and exposition. The University shall not penalize or discipline faculty members because of the exercise of such rights.

The Board further recognizes that the right to academic freedom is accompanied by the special obligation to uphold academic responsibility. Academic responsibility implies the faithful performance of academic duties by faculty members including participating in the shared system of collegial governance, upholding the ethical standards of their disciplines, respecting the relationship between professor and student and indicating that they are not spokespersons for the University. In the classroom, faculty members should strive to be accurate, to exercise appropriate restraint, to show respect for the opinions of others and to introduce only material that has a clear relationship to the subject field.

**IX. Communications Policy.**

A. Communication with Board -- It is the policy of the Board that there shall be a useful exchange of information between the Board and the various constituencies served by the University. The purpose of this policy is to enable the Board to make informed judgments in taking actions that affect the governance of the University. To this end, the President, as chief executive officer, is charged with the responsibility of maintaining communication between the Board and the various University constituencies, including students, faculty, staff, alumni and others, as appropriate.

B. The President is expected to inform the Board in an accurate and timely fashion of the views of various University constituencies and to apprise and educate the Board concerning significant issues, opportunities, achievements, and concerns that have or will confront the University and those constituencies. To aid in that process, the President is encouraged to invite other members of the University community to attend and participate in meetings of the Board or its committees. The President, in choosing representatives of constituencies to participate in meetings, may select representatives from existing support organizations now serving the University, such as: Faculty Senate, Student Government Association, Staff Advisory Council, Alumni Association, and the Florida Gulf Coast University Foundation. In addition, when relevant and appropriate, the President may, from time to time, arrange for other informed students, faculty,
staff, alumni, benefactors, and interested parties to present views to the Board or its committees.

C. Spokesperson for the Board -- The Board’s designated spokesperson shall be its duly elected chair, or if delegated by the chair, its vice chair. Individual Board member may speak as such to the public and media, but speaking for the Board is the responsibility of the chair.

D. Any public records requests made of the Board are to be directed to the University President or his designee, in accordance with Florida’s statutorily-defined terms and provisions related to records of public entities. The University President or his designee will inform the Board of any such request, and provide copies of responses as applicable.

XI. Miscellaneous Provisions.

A. Amendments -- These bylaws may be altered, amended, or repealed by the affirmative vote of a majority of the Board members voting in any regular or special meeting having a quorum.

B. Indemnification -- FGCU shall indemnify, defend, and hold harmless each member of the Board of and from any and all claims, demands, civil or criminal actions, rights, defenses, counterclaims, proceedings, administrative actions, agreements, contracts, covenants, accounts, offsets, attorneys’ fees, costs, damages, liabilities, losses, expenses, suits, debts, judgments, awards, duties, or obligations, of any nature whatsoever, at law or in equity (collectively referred to as “Claims”), that arise from or relate in any way to his or her position on the Board, or any act undertaken or omitted in connection with his or her service as a member of the Board. At the direction of the Board, FGCU may procure and may maintain, at FGCU’s expense, adequate insurance coverage, including separate Directors and Officers (“D&O”) coverage, for the defense and payment of any such Claims.

C. Ethics Policy -- Trustees stand in a fiduciary relationship to the University. Therefore, Trustees shall act in good faith with due regard for the interests of the University and shall be guided by the provisions set forth in Florida law for the conduct of public officers. The Board shall adopt a written ethics policy that will be reviewed periodically and revised as necessary.

D. Suspension of bylaws -- Any provision of these bylaws may be suspended in connection with the consideration of a matter before the Board by a majority vote of the members in attendance.

E. Service of Process -- Service of process may be made on the Chair of the Board, the President or the General Counsel.

F. Corporate Seal -- The Board’s corporate seal shall be used only in connection with the transaction of business of the Board and the
University. The President may affix the seal on any document signed on behalf of the corporation. Permission may be given by the President for the use of the seal in the decoration of any University Building or in other special circumstances. The corporate seal of the Board shall be consistent with the following form and design:
Florida Gulf Coast University Board of Trustees  
September 16, 2003

SUBJECT:  Authorization to Initiate and Settle Lawsuits and Claims

PROPOSED BOARD ACTION

Authorize the president or designee to initiate and settle lawsuits and claims when necessary or desirable to protect the University’s interests.

BACKGROUND INFORMATION

Section 1001.72(1), Florida Statutes, designates the FGCU Board of Trustees as a public body corporate “with all of the powers of a body corporate including the power . . . to sue and be sued, and to plead and be impleaded in all courts of law or equity.” To protect the interests of the University, it may be necessary or desirable from time to time to initiate or settle lawsuits and claims in the name of the FGCU Board of Trustees. Most lawsuits and claims initiated by or against a university are routine in nature, and time generally is of the essence with these matters.

The FGCU Board of Trustees has the authority to approve this delegation, and doing so will expedite the handling of important legal matters and alleviate the need to schedule emergency meetings of the Board. By giving the president or designee the authority to initiate and settle these matters, legal issues can be resolved swiftly and the integrity of settlement negotiations is preserved.

Supporting Documentation Included:  None

Prepared by:  General Counsel Wendy Morris

Legal Review by:  N/A

Submitted by:  General Counsel Wendy Morris