

## **Minutes**

### **UWF Special Board of Trustees Teleconference Meeting**

**UWF Alumni Room, Bldg. 12**

**April 23, 2020**

The teleconferenced special meeting of the UWF Board of Trustees was called to order at 9:00 a.m. by Chair Dave Cleveland.

#### **APPROVAL OF MINUTES BY COMMITTEES**

Chair Cleveland welcomed everyone and called on each committee chair to convene his/her committee for adoption of their minutes.

**Academic Affairs Committee:** Jill Singer, Academic Affairs Committee Chair called the meeting to order and asked for a motion to approve their February 13, 2020 minutes.

Motion by: Trustee Sherry Schneider

Seconded by: Trustee Bob Sires

Motion carried.

**Audit and Compliance Committee:** Bob Jones, Audit and Compliance Committee Chair called the meeting to order and asked for a motion to approve their February 13, 2020 minutes.

Motion by: Trustee Dick Baker

Seconded by: Trustee Bob Jones

Motion carried.

**Finance, Facilities & Operations Committee:** Greg Britton, Finance and Facilities Committee Chair called the meeting to order and asked for a motion to approve their February 13, 2020 minutes.

Motion by: Trustee Lewis Bear, Jr.

Seconded by: Trustee Suzanne Lewis

Motion carried.

**Student Affairs Committee:** Alonzie Scott, Student Affairs Committee Chair called the meeting to order and asked for a motion to approve their February 13, 2020 minutes.

Motion by: Trustee Stephanie White

Seconded by: Trustee Jordan Negron

Motion carried.

**BOT Bylaws Ad Hoc Committee:** Dick Baker, BOT Bylaws Ad Hoc Committee Chair called the meeting to order and asked for a motion to approve their February 13, 2020 minutes.

Motion by: Trustee Jill Singer

Seconded by: Trustee Alonzie Scott

Motion carried.

## **FULL BOARD**

### **1. CALL TO ORDER AND CHAIR'S REMARKS**

Chair Cleveland called the full Board meeting to order at 9:22 a.m.

Becky Luntsford called roll with the following trustees present as noted here. Dick Baker, Lewis Bear, Jr., Greg Britton, Dave Cleveland, Bob Jones, Suzanne Lewis, Jordan Negron, Sherry Schneider, Alonzie Scott, Jill Singer, Bob Sires and Stephanie White were present via teleconference.

Others participating via teleconference:

Dr. Martha Saunders, President; Dr. George Ellenberg, Provost and Senior Vice President; Ms. Pam Langham, General Counsel; Ms. Betsy Bowers, VP, Finance & Administration; Mr. Howard Reddy, VP, University Advancement; Dr. Kim LeDuff, VP Academic Engagement; Dr. Ed Ranelli, AVP External Affairs; Dr. Kimberly McCorkle, Vice Provost; Ms. Melinda Bowers, VP, Facilities; Ms. Megan Gonzalez, Executive Director, Institutional Communications; Mr. Dave Scott, Director Athletics; Ms. Jamie Sprague, Director, Human Resources, Dr. Brandon Frye, Dean of Students; Ms. Cindy Talbert, Interim Director, Internal Auditing and Management Consulting; Dr. Steve Brown, Dean, CASSH, Dr. Matthew Schwartz, AVP, Research Administration and Engagement; Ms. Jenny Hamilton, Assistant Director, Student Involvement; Mr. Andrew Romer, Governmental Relations; Ms. Lauren Loeffler, Executive Director, Career Development and Community Engagement; Mr. Matt Packard, Compliance Officer, Internal Auditing; Ms. Jennifer McCaul, Executive Director, Center for Academic Success; Mr. Dan Lucas, CFO, UWF Foundation; Ms. Angela Bryan, Director, Institutional Research; Ms. Stephanie Clark, Dean of Libraries; Ms. Anamarie Mixson, Director, Office of the President; Ms. Carri Jewell, Executive Assistant, Division of Academic Engagement and Student Affairs; Mr. Christophe Lizen, Associate Director, Institutional Research; Mr. Keith King, Director, Institutional Research; Mr. Jeffrey Djerlek, Controller; Ms. Sandra Thompson, Director, ITS; Ms. Becky Luntsford, Assistant Corporate Secretary to BOT.

Chair Cleveland welcomed everyone and opened the meeting by making the following special remarks. *Before I turn the meeting over to President Saunders for her report, I would like to make a few comments. I would, again, like to express my deep respect and appreciation for President Saunders and her entire cabinet and leadership team. This Board can continue to take great pride in our university's response to the crisis, and the manner in which our leadership team has addressed and handled the challenges thrown at them.*

*Often working remotely and always outside of any semblance of normalcy, the administration, the faculty, and the staff have made a remarkably efficient and effective shift to 100% online learning, addressed critical student needs and hardships, and assessed and responded to the emotional and financial tolls that are continuing to impact the university.....and have just generally kept the engine*

*running. My hat is off to them, and I can tell you that I have never appreciated the quality of our leadership team more than I do today.*

*As difficult a challenge as closing the campus has been, the timing and execution of re-opening the campus will be exponentially more difficult....and I am absolutely depending on this Board's leadership to support and assist President Saunders and her team through challenging days and weeks ahead, as that process unfolds.*

*Yesterday, when I received BOG Chair Syd Kitson's remarks to the Re-Opening Florida Task Force, I felt compelled to share them with all of you just as quickly as possible. In those comments, Chair Kitson provides an excellent overview of all that has already been done across the SUS in response to the crisis. However, just as importantly, he provides an excellent framework and succinct summary of the big decisions that we will all be making over the coming weeks, as we begin to move towards re-opening the campus.*

*In order to support our administration as fully and completely as possible, as those unprecedented decisions present themselves, I have also asked to have a WebEx Special Meeting of this Board noticed and scheduled for May 13<sup>th</sup>, in conjunction with our regularly scheduled Committee meetings. By then, we should have a clearer picture of the path ahead, perhaps have some guidance from the Governor's Re-Opening Task Force (and/or the Board of Governors), and be in a position to help our administration formulate and approve an effective, safe, well timed, and responsible re-opening plan of action. So, stand by for notices of that meeting.*

*As I said at our last meeting, there is still much to do, and many difficult challenges ahead of us. I continue to be grateful for and reassured by Martha's leadership, her decisiveness, and the quality of the team around her..... sentiments that I know that all of you share.*

Chair Cleveland continued the meeting by announcing that the meeting was being held via teleconference. He then extended a special welcome to newly-elected UWF SGA President and Trustee Jordan Negrón. Jordan is a senior majoring in Cultural Anthropology. He is from Milford, Connecticut and chose UWF for its size and location. Jordan has been active in SGA and other areas of the campus and community since arriving at UWF. His primary goals are to serve as a voice while representing students within underserved and marginalized communities and enhancing the student experience through advocacy on the state level. Jordan's career goal is to work as a chief diversity officer for a company or university. Chair Cleveland said the Board of Trustees is looking forward to having Jordan serve on the Board.

Following his remarks, Chair Cleveland called on Dr. Martha Saunders to give her President's Report.

### **III. PRESIDENT'S REPORT**

President Saunders provided her report. Chair Cleveland thanked President Saunders for her report and moved on with the agenda.

**IV. APPROVAL OF MINUTES**

Chair Cleveland reminded the trustees they had been given the opportunity ahead of time, to review the minutes of the December 5, 2019 Board of Trustees Meeting, the February 13, 2020 Special Board of Trustees Meeting and the March 18, 2020 Board of Trustees Teleconference Meeting. He asked for a motion to approve all three sets of minutes if there were no changes or corrections.

- |                          |                     |
|--------------------------|---------------------|
| Motion by:               | Trustee Jill Singer |
| Seconded by:             | Trustee Dick Baker  |
| Trustee Dick Baker       | Aye                 |
| Trustee Lewis Bear, Jr.  | Aye                 |
| Trustee Greg Britton     | Aye                 |
| Trustee Dave Cleveland   | Aye                 |
| Trustee Bob Jones        | Aye                 |
| Trustee Suzanne Lewis    | Aye                 |
| Trustee Jordan Negron    | Aye                 |
| Trustee Sherry Schneider | Aye                 |
| Trustee Alonzie Scott    | Aye                 |
| Trustee Jill Singer      | Aye                 |
| Trustee Bob Sires        | Aye                 |
| Trustee Stephanie White  | Aye                 |
- Motion passed unanimously.

**V. COMMITTEE REPORTS**

**Academic Affairs Committee – Jill Singer, Chair**

The Academic Affairs Committee met on February 13, 2020. They had two action items and one information item.

**ACTION ITEMS**

Dr. Kimberly McCorkle, UWF Vice Provost, presented all our agenda items.

- 1. Approval of Request to Terminate Academic Degree Program – Bachelor of Science in Workforce and Program Development.** Dr. McCorkle explained that UWF is proposing to terminate the B.S. in Workforce & Program Development degree program effective fall 2020.

Dr. McCorkle went on to explain that the remaining specialization in this degree program was converted to a stand-alone degree program, B.S. in Instructional Design & Technology in CIP Code 13.0501 which started in fall 2019. The decision to terminate this program is consistent with University Policy AC-08.02-04/14 Academic Program Termination and with the Florida Board of Governors Regulation 8.012 Academic program Termination and Temporary Suspension of New Enrollments.

### **Implementation Plan:**

- The Faculty Senate approved new stand-alone degree program in CIP Code 13.0501 in fall 2018.
- The UWF Board of Trustees approved new stand-alone degree program in CIP Code 13.0501 in spring 2019.
- New stand-alone degree program in CIP Code 13.0501 began in fall 2019.
- The UWF Board of Trustees Academic Affairs Committee considers termination of degree program in CIP Code 13.1320 on February 13, 2020.
- The UWF Board of Trustees considers termination of degree program in CIP Code 13.1320 on March 18, 2020.
- Notification to Board of Governors staff to remove terminated program in CIP Code 13.1320 from the State University System of Florida Academic Program Inventory.

The Committee recommended the full Board approve the Request Terminate Academic Degree Program Bachelor of Science in Workforce and Program Development.

## **2. Approval of Request to Offer New Degree Program – Master of Arts in International Affairs.**

The University of West Florida proposes to offer the MA in International Affairs degree program in CIP Code 45.0901, a program of strategic emphasis in the category of Economic Development – Global Competitiveness, effective fall 2020.

Dr. McCorkle explained that the MA in International Affairs is a master's level degree program consisting of 33 semester credit hours beyond a bachelor's degree. The program is currently being taught as a track within the MA in Political Science. Elevating this specialization to a stand-alone degree program will serve to better identify the program to students and employers. The degree program will be housed in the Reuben O'D. Askew Department of Government within the College of Arts, Social Sciences and Humanities (CASSH). The degree program will be offered using a blend of face-to-face and synchronous online delivery formats.

The MA in International Affairs will emphasize international politics, including relations between countries, trade and diplomatic negotiations, foreign policy, military conflict and engagement, as well as policy guidance and decision-making. An MA in International Affairs is highly sought after by employers including national defense contractors, multi-national corporations, and the military, with all these sectors operating in the Northwest Florida region. This degree program will help students to meet their career goals and enable employers to better identify and recruit our graduates. Graduates of UWF's MA in International Affairs program will find employment opportunities in jobs with mean annual wages ranging from \$72,520 to \$112,030. The U.S. Bureau

of Labor Statistics expects national demand for individuals with advanced education in international affairs to grow between 5-9% through 2026.

Graduates with a master's degree in international affairs are employed in both the public and private sectors under a variety of titles that include intelligence analyst, policy analyst, political scientist, international relations specialist, and regulatory affairs specialist. Additionally, the Florida Department of Economic Opportunity data estimates growth between 6.2% and 10.1% for graduates with a master's degree and training in international affairs within the state of Florida through 2026. Northwest Florida has a high concentration of military bases and military employment by private contractors with growth for these occupations between 1.9% and 9.4% through 2026. The MA in International Affairs will also benefit mid-career military members stationed in Northwest Florida who need master's level credentials to advance in their careers or who are transitioning out of military careers into the civilian sector.

The Reuben O'D. Askew Department of Government has a strong advisory committee that includes the military leadership at Naval Air Station Pensacola, Hurlburt Field, Eglin Air Force Base, and Whiting Field. UWF's proposed MA in International Affairs will leverage the university's relationships with local military installation personnel as well as industry along with existing strengths in the department and college.

The addition of the MA in International Affairs degree program at UWF will provide clear benefits to the state, university, and the local community including:

- Increasing the number of degrees awarded in areas of strategic emphasis identified in the current SUS Strategic Plan.
- Providing a degree program at the master's level that responds to student demand.
- Meeting local, state, and national workforce needs for graduates with advanced education in international affairs and national security.
- Providing interdisciplinary research opportunities for faculty and students, including the UWF Center for Cybersecurity, on topics such as cyberwar threats to governments and national security policy.

#### **Implementation Plan:**

- The CAVP approved the MA in International Affairs on February 29, 2019.
- The UWF Faculty Senate approved the curriculum on November 8, 2019.
- The UWF Board of Trustees Academic Affairs Committee considers the Request to Offer a New Degree Program February 13, 2020.
- The UWF Board of Trustees considers the Request to Offer a New Degree Program March 18, 2020.
- The Florida Board of Governors reviews the Request to Offer a New Degree Program March 2020 for inclusion on the approved program inventory for UWF.
- New degree program implemented fall 2020.

The Committee recommended the full Board approve the Request to Offer New Degree Program – Master of Arts in International Affairs.

## **INFORMATION ITEM**

1. Provost George Ellenberg provided an overview of the **UWF Faculty Salary Comparison**.

### **Audit & Compliance Committee – Bob Jones, Chair**

Chair Jones reported that on January 13, 2020, the Audit & Compliance Committee held a special meeting with one agenda item presented, **A Complete Florida Plus Program Audit Update**.

President Martha Saunders; Vice President for Finance and Administration, Betsy Bowers; and UWF Interim Director of Internal Auditing, Ms. Cindy Talbert who also serves as the university's liaison to Saltmarsh, Cleveland and Gund, provided updates on the Complete Florida Plus Program Audit.

Chair Jones stated that university staff member made reports, shared the audit timeline, and answered questions on the audit from committee members and BOT Chair Dave Cleveland. Ms. Pam Langham, UWF General Counsel, explained that she would continue to provide audit updates to the Board of Trustees and remains available to trustees who may have questions or concerns regarding the audit.

Chair Jones reported that the Audit and Compliance Committee conducted their regularly-scheduled meeting on February 13, 2020. The committee had nine action items and three information items presented.

## **ACTION ITEMS**

Ms. Cindy Talbert, Interim Audit Director presented all action items.

1. **Acceptance of the UWF Internal Auditing Report Issued: Performance Based Funding Data Integrity 2019.** Ms. Talbert reported that the audit period was "as of September 30, 2019." The audit was part of the approved work plan for 2019/20 and required by the Board of Governors. Internal Auditing & Management Consulting (IAMC) issued the audit report on January 27, 2020. The audit's objectives were to 1) evaluate internal controls designed to ensure the accuracy, completeness, and timeliness of data submissions to the Board of Governors, and 2) provide an objective basis of support for the President and Chair of the Board of Trustees to sign the representations included in the *Performance Based Funding – Data Integrity Certification*, to be filed with the Board of Governors by March 2, 2020. IAMC found that internal controls over all processes were strong. We made no recommendations.

The Committee recommended the full Board approve the Acceptance of the UWF Internal Auditing Report Issued: Performance Based Funding Data Integrity 2019.

**2. Acceptance of UWF Internal Auditing Report Issued: Scholarships 18-19 005. Ms. Talbert presented this item.** Ms. Talbert reported that Internal Auditing & Management Consulting's (IAMC) audit period for this audit was Fall Semester 2017 through Summer Semester 2018, and was part of the approved work plan for 2018/19. IAMC issued the audit report on December 6, 2019. The audit's primary objectives were to evaluate internal controls over policies and procedures; compliance with federal, state, and University regulations; packaging and award process; tax reporting, application of aid, eligibility, and collaboration between units to identify and centrally report the extent of scholarships available and awarded.

IAMC noted that internal controls were strong. IAMC found that one department, the Center for Applied Psychology, had awarded a University-funded scholarships for which they were unable to provide any documentation to demonstrate that the award was made in accordance with established criteria; however, the Center had been since that time been suspended and no recommendation was necessary.

The Committee recommended Acceptance of UWF Internal Auditing Report Issued: Scholarships 18-19 005 as presented.

**3. Acceptance of Internal Auditing and Accounting Control and Business Process Assessment, Crowe, LLP.** Ms. Talbert presented this item. The Florida Board of Governors engaged Crowe LLP to perform a system-wide "Internal Management and Accounting Control and Business Process Assessment." The purpose of this Assessment was to evaluate existing internal controls and review business processes to identify any areas of risk for the State University System. Their focus was on financial and operational risks, and regulatory compliance risks. A report was also issued for all State universities combined.

While Crowe LLP did not issue an opinion on UWF's system of internal controls, they described specific opportunities to improve controls or risk mitigation activities. These opportunities can be summarized as follows:

Risk Rating of "Moderate":

- Processes for executing shared service contracts should be documented.
- Vendor set-up operating procedures should be documented, including vendor performance monitoring.
- The cybersecurity incident response program should be updated.

Risk Rating of "Low":

- Personnel should use encrypted devices, their use should be restricted, and removable media should be centrally managed.
- Security awareness training should be required for users annually.
- A policy should be developed related to security controls over cell phone email access.

The Committee recommended Acceptance of Internal Auditing and Accounting Control and Business Process Assessment, Crowe, LLP. as presented.

**4. Acceptance of NCAA Agreed-Upon Procedures Engagement of Intercollegiate Athletics.** Ms. Talbert presented this item.

Once every three years NCAA Bylaw 6.2.3 requires institutions to have an independent accountant perform certain Agreed-Upon Procedures (AUP) related to the Statement of Revenues and Expenses. The independent accountant's AUP were performed to assist the University in evaluating whether the Intercollegiate Athletics Program Statement of Revenues and Expenses was in compliance with the National Collegiate Athletic Program (NCAA) Bylaw 6.2.3 for the year ended June 30, 2019. No exceptions were noted in the Independent Accountant's AUP report.

The Committee recommended Acceptance of NCAA Agreed-Upon Procedures Engagement of Intercollegiate Athletics.

**5. Acceptance of External Audit: Financial Statement Audit – Florida Institute of Human and Machine Cognition for Fiscal Year Ending June 30, 2019.** Ms. Talbert presented this item.

The Florida Institute for Human and Machine Cognition (IHMC) audit has been completed for fiscal year ending June 30, 2019. In reference to the IHMC, section 1004.447(9), Florida Statutes provides: "The Board of Trustees of the University of West Florida shall annually certify to the Governor, the President of the Senate, the Speaker of the House of Representatives, and the Board of Governors that the corporation and its authorized subsidiaries are complying with the requirements of this section and are acting in the best interests of the state."

To ensure compliance with the statute, IAMC performed a cursory review and determined that compliance regarding the annual financial audit exists.

The independent auditor's report expressed an unmodified opinion. The audit report did not identify any material weaknesses in the internal control system and no instances of non-compliance were noted. The auditor's report on compliance for each major federal award program for IHMC expressed an unmodified opinion.

Financial Highlights:

- Net property and equipment as of June 30, 2018 was \$18,487,437.
- Long term debt as of June 30, 2019 was \$9,555,938. During 2019, the County refunded the \$12,000,000 industrial development revenue note and issued \$7,700,000 Capital Improvement Refunding Revenue Bonds, Series 2018. The refunding resulted in a gain of \$869,000.

The Committee recommended Acceptance of External Audit: Financial Statement Audit – Florida Institute of Human and Machine Cognition for Fiscal Year Ending June 30, 2019.

**6. Acceptance of External Audit: WUWF-FM Financial Statement Audit for Fiscal Year Ending June 30, 2019.** Ms. Talbert presented this item.

Annually, a financial audit is conducted of the WUWF-FM, a public telecommunications entity operated by UWF. This is to comply with the Corporation for Public Broadcasting (CPB) community service grant requirements. The audit report was issued on December 20, 2019. To ensure compliance with these requirements, IAMC performed a cursory review of these special purpose financial statements and determined WUWF was in compliance.

WUWF received a clean unqualified opinion. No deficiencies were identified in the internal controls over financial reporting that were considered to be material weaknesses. Results of testing disclosed no instances of noncompliance or other matters that were required to be reported.

Financial Highlights:

- Operating revenues decreased \$392,314 compared to last year mainly due to a decrease in appropriations from UWF which was related to the prior year's one-time appropriation of approximately \$200,000 for replacement of the damaged radio transmitter, and a decrease in membership income due to a prior year one-time estate gift of \$150,000.
- The decrease in operating expenses of \$147,836 was spread among the categories of programming and production, broadcasting, and program information and promotion functional expenses, with broadcasting seeing the largest share of the decrease due to the prior years' loss on disposal of asset for writing off the old damaged transmitter.

The Committee recommended Acceptance of External Audit: WUWF-FM Financial Statement Audit for Fiscal Year Ending June 30, 2019 as presented.

**7. Acceptance of External Audit of Financial Statement of Direct Support Organization – Business Enterprises, Inc.** Ms. Talbert presented this item.

Pursuant to Florida Statute 1004.28(5)<sup>1</sup> and BOG Regulation BOG-9.011(5)<sup>2</sup>, organizations affiliated with or through the University of West Florida must be audited annually and presented to the University of West Florida Board of Trustees. As required in the Bylaws of UWF Business Enterprises, Inc. (BEI), the financial statements of BEI have been audited by independent certified public accountants for the fiscal year ending June 30, 2019.

Master Management Agreement dated December 9, 2011 between the University of West Florida and UWF Business Enterprises, Inc. (BEI) Section 5 of the agreement states: *“Financial and Other Reports. The Corporation shall provide the University such reports and audits as are required by the Act or which the University shall request from the Corporation.”*

BEI received a clean unqualified opinion. The audit was performed in accordance with auditing standards generally accepted in the United States and in accordance with Government Auditing Standards. The audit report did not identify any material weaknesses in the internal control system. Additionally, no instances of non-compliance were reported.

Significant Financial Highlights:

- Dining Services commissionable sales were consistent with the prior year, but the higher commission rate yielded a higher commission for fiscal year 2019.
- BEI received \$2.335 million in capital retail and dining improvements from the new dining services vendor and donated these to the University.
- The signing incentives paid to BEI from the dining services vendor and the bookstore services vendor and all other capital investments made under the new dining services agreement are recorded as unearned income and amortized to revenue over the remaining life of the respective agreements. Unearned service and management arrangement income as of June 30, 2019 was approximately \$8.9 million.

The Committee recommended Acceptance External Audit of Financial Statement of Direct Support Organization – Business Enterprises, Inc. as presented.

**8. Acceptance of External Audit of Financial Statement of Direct Support Organization – UWF Foundation, Inc.** Ms. Talbert presented this item.

Pursuant to Florida Statute 1004.28(5) and BOG Regulation BOG-9.011(5), organizations affiliated with or through the University of West Florida must be audited annually and presented to the University of West Florida. As required, the financial statements of the UWF Foundation, Inc. have been audited by independent certified public accountants for the fiscal year ending June 30, 2019.

A cursory review was performed by IAMC to evaluate compliance with the Florida Statute and BOG Regulation. It was determined that compliance appears to exist regarding the annual financial audit.

UWF Foundation received a clean unqualified opinion. The audit was performed in accordance with accounting principles generally accepted in the United States and in accordance with *Government Auditing Standards*. The audit report did not identify any material weaknesses in the internal control system. Additionally, no instances of non-compliance were reported.

Financial Highlights:

- Changes made to Florida Statute Section 1004.28 required the Foundation to follow standards of accounting and financial reporting that are generally accepted for governmental entities. In these financial statements, management has restated the prior period in accordance with the Governmental Accounting Standards Board (“GASB”). As such, prior year net income increased by \$784,283 and prior year beginning net position decreased by \$7,536,898.

- The fair value of investments as of June 30, 2019 was \$94,555,093, an increase of \$2,705,480 from the prior year.

During fiscal year 2019, the net investment in capital assets increased by \$1 million. Contributing to the change, capital assets decreased \$1.6 million (net of depreciation) and bonds payable reduced by \$2.6 million.

The Committee recommended Acceptance of External Audit of Financial Statement of Direct Support Organization – UWF Foundation, Inc. as presented.

**9. Acceptance of Internal Auditing PCard Audit Reports: Quarter 2 Update (October – December 2019).** Ms. Talbert presented this item.

To provide UWF Senior leadership an overview of audit results for the PCard review completed during the quarter. Our main objective is to report the status of PCard audits and any issues or findings requiring action.

Internal Auditing has been charged with auditing PCard holder and approver activity as well as departmental activities and internal controls. The objectives of these audits were to determine if departments complied with UWF PCard policies and procedures, as well as to evaluate the level of understanding of PCard policies among PCard holders and approvers. UWF presently has 383 PCard holders distributed across 143 departments.

Departments Audited during Quarter 2 2019 included Continuing Education; Finance and Administration; and Mechanical Engineering; Electrical and Computer Engineering; Financial Aid & Scholarships; Registrar; English; Housing & Residence Life; and Undergraduate Admissions. Files were well organized. Staff was well trained in PCard procedures. There was strong separation of duties.

Nine departments encompassing 54 cardholders were examined on a sample basis. The number of transactions occurring totaled 1,991 and the number of transactions tested totaled 446. The total PCard expenditures of the departments were \$529,487 and the total PCard transaction amount tested was \$299,365. Individual reports were distributed to department heads and Procurement & Contracts upon completion of the audits. All reports are available from Internal Auditing.

The Committee recommended Acceptance of Internal Auditing PCard Audit Reports: Quarter 2 Update (October – December 2019). as presented.

**INFORMATION ITEMS**

1. Cindy Talbert provided the committee with a report on the **Florida Small Business Development Center’s Financial Examination 2019.**
2. Cindy Talbert provided the committee with an **Internal Auditing & Management Consulting Update on Activities.**

3. UWF Compliance Officer, Matt Packard provided the committee with a **Compliance & Ethics Update on Activities**.

### **Finance, Facilities & Operations Committee – Greg Britton, Chair**

The Finance, Facilities & Operations Committee met on February 13. The Committee had one action item and one information item presented.

#### **ACTION ITEM**

##### **1. Approval of Estimated FY2019-20 University Carryforward Spending Plan Update as of November 30, 2019.**

Senate Bill 190, which became law effective July 1, 2019, requires the Board of Trustees (BOT) and Board of Governors (BOG) approval of carryforward expenditure plans starting in FY 2019-2020. However, the Board of Governors believes there is value in the preparation and certification of our University's 2019-20 budgetary information in compliance with provisions outlined in the bill. Accordingly, BOG required by September 23, 2019, the UWF BOT's approval and certification of university operating, carryforward, and fixed capital outlay budgets for FY 2019-20.

The Trustees approved the original Carryforward Spending Plan at the full board meeting on September 19, 2019, and authorized the President to make changes to the plan accordingly. Additionally, BOT requested updates on any changes including authorizing any those exceeding \$250K.

This agenda item is an update to the Carryforward Spending Plan through November 30, 2019, with indicated changes for approval.

Once approved by the BOT, the university would implement spending according to the strategic priorities of the BOT. Follow-up reporting would be made to the BOT and the Board of Governors.

The Committee recommended Approval of Estimated FY2019-20 University Carryforward Spending Plan Update as of November 30, 2019 as presented.

#### **INFORMATION ITEM**

1. **FY 2019-20 Operating Budget Summary.** Controller, Jeffrey Djerlek presented this summary report from the end of the second quarter with budget-to-actual results for each fund group.

### **Student Affairs Committee – Alonzie Scott, Chair**

The Student Affairs Committee met on February 13. The Committee had three Information items presented.

## INFORMATION ITEMS

- 1. Student Government Association Update.** This presentation was made by UWF SGA President and Trustee Zenani D. Johnson. Ms. Johnson made a presentation on the “Semester in Review”, providing the Committee with updates on the activities and initiatives of UWF’s Student Government Association.
- 2. Argo2Pro Program.** This item was presented by Ms. Lauren Loeffler, Executive Director, Career Development and Community Engagement. Ms. Loeffler explained, in an effort to address the “soft skills gap” identified by employers who hire new college graduates, the office of Career Development and Community Engagement has launched the Argo2Pro Program.  
**This program includes the creation of a student’s individualized career development plan, an emphasis on high-impact learning opportunities, and a way for students to earn necessary career readiness skills.** Peer leaders help student develop plans to refine their career readiness skills relevant to the industry he or she plans to pursue.
- 3. Mardi Gras Campus Parade.** This presented was made by UWF Vice President for Academic Engagement and Student Affairs, Dr. Kim LeDuff. Dr. LeDuff explained that UWF brought Mardi Gras to the UWF campus. The first ever Mardi Gras Parade brought festivities and culture of carnival season to the campus. UWF partnered with Pensacola Mardi Gras to bring the exciting event to UWF. The inaugural event was a huge success.

## VI. DIRECT SUPPORT ORGANIZATIONS REPORT

Trustee Greg Britton serves on the UWF BEI Board of Directors. He gave a report of the highlights from the April 27, 2020 BEI board meeting. Items presented at the meeting included BEI financials; contract negotiations with dining services vendor Aramark due to the COVID-19 event; board nominations; and the approval of the 2021 proposed BEI budget. Informational items addressed were a fiscal year 2020 audit entrance presentation by CPA firm Clifton Larsen Allen; an introduction of new BEI board member, Greg Britton; a budget to actual financial comparison through the 3<sup>rd</sup> quarter; the annual review of the conflict of interest policy, and an expenditure update.

Trustee Dick Baker serves on the UWF Foundation, Inc. Board. He provided a report on UWF Foundation’s fundraising and advancement activities; updates from the Investment, Audit/Budget, and Nominating Committees; Alumni Report and upcoming events.

Trustee Suzanne Lewis serves on the West Florida Historic Trust Board. She provided a report on the Trust’s special events, upcoming projects and the Arcadia Mill’s fundraising initiative.

## **VII. PUBLIC COMMENT**

Chair Cleveland asked if anyone had submitted a request to address the Board. There were no requests.

## **VIII. CONSENT AGENDA ITEMS FOR APPROVAL**

Chair Cleveland noted there were twelve items on the consent agenda. Trustees may pull any individual item from the consent agenda below for further review, if they desire. However, each item was fully discussed during the committee meetings and all of the recommendations of the committees reflect the proposed action provided with the agenda backup documentation.

Chair Cleveland asked if there were any requests to pull any consent agenda items for further discussion. There were none.

Chair Cleveland asked for a motion that the Board approve and adopt the recommendations of the Academic Affairs; Audit & Compliance; Finance, Facilities and Operations; and Student Affairs Committees made during their meetings with respect to the matters set forth on the consent agenda.

- a. Approval of Internal Auditing and Management Consulting Audit – Scholarships 18-19 005
- b. Acceptance of the Internal Management and Accounting Control and Business Process Assessment, Crowe, LLP
- c. Acceptance of NCAA Agreed-Upon Procedures Engagement of Intercollegiate Athletics
- d. Acceptance of External Audit: Financial Statement Audit – Florida Institute of Human and Machine Cognition (IHMC) for Fiscal Year Ending June 30, 2019
- e. Acceptance of External Audit: WUWF-FM Financial Statement Audit for Fiscal Year Ending June 30, 2019
- f. Acceptance of External Audit of Financial Statement of Direct Support Organization – Business Enterprises, Inc.
- g. Acceptance of External Audit of Financial Statement of Direct Support Organization – University of West Florida Foundation, Inc.
- h. Acceptance of Internal Auditing PCard Audit Reports: Quarter 2 Update (October-December 2019)
- i. Approval of Estimated FY 2019-2020 University Carryforward Spending Plan Update as of November 30, 2019
- j. Approval of Request to Terminate Academic Degree Program: Bachelor of Science in Workforce and Program Development
- k. Approval of Request to Offer a New Degree Program: Master of Arts in International Affairs
- l. Approval of the Amendments to the Bylaws of the UWF Board of Trustees

Motion by: Trustee Greg Britton  
Seconded by: Trustee Dick Baker  
Trustee Dick Baker Aye  
Trustee Lewis Bear, Jr. Aye  
Trustee Greg Britton Aye  
Trustee Dave Cleveland Aye  
Trustee Bob Jones Aye  
Trustee Suzanne Lewis Aye  
Trustee Jordan Negron Aye  
Trustee Sherry Schneider Aye  
Trustee Alonzie Scott Aye  
Trustee Jill Singer Aye  
Trustee Bob Sires Aye  
Trustee Stephanie White Aye  
Motion passed unanimously.

## IX. ACTION ITEMS

- 1. Approval of the UWF 2020 Accountability Plan.** Provost and Senior Vice President, Dr. George Ellenberg presented this item. The Accountability Plan is an annual report that is closely aligned with the Board of Governors' 2025 System Strategic Plan. This report enhances the System's commitment to accountability and strategic planning by fostering greater coordination between institutional administrators, University Boards of Trustees and the Board of Governors regarding each institution's direction and priorities as well as performance expectations and outcomes on institutional and system-wide goals.

Once an Accountability Plan is approved by each institution's respective Boards of Trustees, the Board of Governors will review and consider the plan's narrative strategy, metric goals and enrollment plans for approval, excluding those sections of the Plan that require additional regulatory or procedural approval pursuant to law or Board regulations.

The UWF Board of Trustees' acceptance of this Accountability Plan does not constitute approval of any particular component, nor does it supersede any necessary approval processes that may be required for each component (e.g., new academic programs).

Dr. George Ellenberg, Provost and Senior Vice President, also provided an update on the Performance Based Funding Metrics.

After the presentation, Chair Cleveland asked for a motion to Approve the UWF 2020 Accountability Plan as presented.

Motion by: Trustee Dick Baker  
Seconded by: Trustee Suzanne Lewis  
Trustee Dick Baker Aye  
Trustee Lewis Bear, Jr. Aye  
Trustee Greg Britton Aye  
Trustee Dave Cleveland Aye  
Trustee Bob Jones Aye  
Trustee Suzanne Lewis Aye  
Trustee Jordan Negron Aye  
Trustee Sherry Schneider Aye  
Trustee Alonzie Scott Aye  
Trustee Jill Singer Aye  
Trustee Bob Sires Aye  
Trustee Stephanie White Aye  
Motion passed unanimously.

2. **Approval of New Academic Calendars.** Shana Gore, Executive Director, Enrollment Management and Services presented this item. Board of Governors Regulation 8.001 requires that: “(4) An official copy of the annual calendar adopted by each university shall be filed with the Board.” The proposed Academic Calendars for 2021-22, 2022-23, 2023-24, 2024-25, and 2025-26 were provided in the agenda packet.

Chair Cleveland asked for a motion to Approve the New Academic Calendars as presented.

Motion by: Trustee Jill Singer  
Seconded by: Trustee Dick Baker  
Trustee Dick Baker Aye  
Trustee Lewis Bear, Jr. Aye  
Trustee Greg Britton Aye  
Trustee Dave Cleveland Aye  
Trustee Bob Jones Aye  
Trustee Suzanne Lewis Aye  
Trustee Jordan Negron Aye  
Trustee Sherry Schneider Aye  
Trustee Alonzie Scott Aye  
Trustee Jill Singer Aye  
Trustee Bob Sires Aye  
Trustee Stephanie White Aye  
Motion passed unanimously.

**3. Approval of Temporary Emergency Modification to UWF/Regulation 3.031 Grading Information.** Vice Provost, Dr. Kimberly McCorkle presented this item.

On March 9, 2020, the Governor issued Executive Order 20-52, declaring a state of emergency in response to the COVID-19 pandemic. Therefore, the University is invoking the emergency regulation procedure in accordance with the Florida Board of Governors Regulation Development Procedure for State University Boards of Trustees.

On March 11, 2020, the University was ordered by the State University System Board of Governors (BOG) to conduct all classes remotely. In order to support our students through this challenging time, we seek to implement an emergency modification to UWF Regulation 3.031 Grading Information for the spring 2020 semester. This request comes after consultation with other Florida universities, the Florida Board of Governors staff, the Office of the Registrar, the Faculty Senate, the Student Government Association, and the college deans. We propose to temporarily amend our existing University grading regulation, UWF/REG 3.031 Grading Information, and catalog policy for the spring 2020 semester.

Chair Cleveland asked for a motion to Approve the Temporary Emergency Modification to UWF Regulation 3.031 Grading Information.

Motion by:	Trustee Alonzie Scott
Seconded by:	Trustee Dick Baker
Trustee Dick Baker	Aye
Trustee Lewis Bear, Jr.	Aye
Trustee Greg Britton	Aye
Trustee Dave Cleveland	Aye
Trustee Bob Jones	Aye
Trustee Suzanne Lewis	Aye
Trustee Jordan Negron	Aye
Trustee Sherry Schneider	Aye
Trustee Alonzie Scott	Aye
Trustee Jill Singer	Aye
Trustee Bob Sires	Aye
Trustee Stephanie White	Aye

Motion passed unanimously.

**4. Approval of Housing and Dining Refunds Due to COVID-19 Closures.** Vice President of Finance and Administration, Ms. Betsy Bowers and Vice President for University Advancement, Mr. Howard Reddy presented this item.

On March 11, the State University System (SUS) announced a requirement for state universities to provide remote instruction to their students to minimize the spread of the COVID-19 virus. On March 14, 2020, UWF announced that it would be moving to remote operations in response to COVID-19 and all students living in University housing must return to permanent home residences or a non-campus alternative housing arrangement, effective at 5 pm March 15, 2020. On March 17, 2020, the BOG provided guidance on funding sources allowed to be used to cover refunds to students for housing and meal plans. (See attached communication from the Chancellor). On March 25, 2020, the University announced to the students that it will be providing refunds for all residential students who vacated campus housing through the rest of the Spring 2020 semester at a flat rate based on the type of housing unit. Additionally, all meal plan programs will be refunded on a prorated basis. UWF Housing and Meal Plans will be prorated from March 15, 2020, through May 2, 2020, at the end of the semester.

Discussions are being held with dining services vendor Aramark concerning refunds for students no longer able to utilize their University meal plan; however, the University will refund those students and the details with the vendor will be worked out in the future.

Implementation Plan: UWF Housing, UWF Business Auxiliary Services (Dining), Financial Aid, and UWF Student Accounts in the Controller's Office calculated the refunds and loaded this information into the accounting system to disburse to students. UWF paid these from a clearing account and awaited clarity from the US Department of Education regarding the CARES Higher Education Emergency Relief Fund act and how the \$6,801,388 is to be spent on the students. The CARES Higher Education Emergency Relief Fund Act requires at least 50% of the funding must be given directly to students as emergency financial aid grants including but not limited to grants for food, course materials, housing, technology, healthcare, and child care. These monies cannot be used for refunds for university housing and meal plans. The other 50% is institutional support that should be focused on students; specific guidelines are being developed. Regardless, some portion of these refunds may need to be paid from carryforward funds.

Fiscal Implications: The current refunds total \$2.044 million. Should the University receive reimbursement from any other sources (e.g., Aramark, Foundation, CARES 50% institutional aid, etc.), these will offset the need for carryforward use. The breakdown of the \$2.044 million is \$1,497,275 for housing and \$546,451 for meal plans. There are 1,398 students receiving refunds.

Housing: The \$1,497,275 calculation is a proration of the housing contract start date of March 15<sup>th</sup>, to the end of the spring housing contract date of May 2, 2020, rounded (seven weeks). 1,820 students are receiving the housing refunds. The amount of the refunds are Residence Hall Single, \$1,300 refund amount; Residence Hall Double, \$1,175 refund amount; Apartment 2 Bedroom, \$1,450 refund amount; Apartment 4 Bedroom, \$1,300 refund amount.

Dining (Meal Plans): Students are being refunded for the unused portion of their meal plans and block plans (7-week period of the 16-week semester). The calculated refund amount is \$546,451 for 862 students. Estimates of the meal and block plan payments have been communicated to Aramark, with whom the University is in discussions.

Funding source: Refunds will be paid using some amount of the University's carryforward funds not to exceed the \$2.044 million. The BOT needs to approve this action and the University will update the current FY19/20 Carryforward Spending Plan. The revised Carryforward Spending Plan will be presented to the Board of Trustees at the next meeting. This proposal is in keeping with the guidance provided by the BOG in their March 17, 2020, communication.

Chair Cleveland asked for a motion to Approve the Housing and Dining Refunds Due to COVID-19 Closures as presented.

Motion by:	Trustee Suzanne Lewis
Seconded by:	Trustee Greg Britton
Trustee Dick Baker	Aye
Trustee Lewis Bear, Jr.	Aye
Trustee Greg Britton	Aye
Trustee Dave Cleveland	Aye
Trustee Bob Jones	Aye
Trustee Suzanne Lewis	Aye
Trustee Jordan Negron	Aye
Trustee Sherry Schneider	Aye
Trustee Alonzie Scott	Aye
Trustee Jill Singer	Aye
Trustee Bob Sires	Aye
Trustee Stephanie White	Aye

Motion passed unanimously.

5. **Approval of Amendments to UWF Regulation 3.018 Anti-Hazing Regulation: Prohibition and Prevention of Hazing – Procedures and Penalties.** Dr. Brandon Frye, Associate Vice President, Academic Engagement and Student Affairs presented this item.

This regulation is amended to add new language concerning the prohibition on hazing. The changes are proposed to conform to recent changes in the Florida Statute and the Florida Board of Governors' Regulation on hazing. The BOT approve a prior draft of proposed changes. However, BOG requested that UWF track the language in the statute that defines hazing to include in our regulation. Changes include:

- An updated definition of hazing as provided in Florida Statutes and FL BOG Regulation 6.021.
- Adding language identifying hazing as a crime in the state of Florida.
- Identifying unavailable defenses to hazing.
- Rules regarding hazing and prohibition of retaliation.
- Provision indicating that student athletes and student organizations are also subject to their respective organizations' policies on hazing and providing that the UWF Regulation on hazing and the UWF Student Code of Conduct control in the event of a conflict.
- Identifying examples of actions and situations that may constitute hazing.
- Identifying and defining student organizations and groups that are subject to the hazing regulation.
- Defining rights of those who report.
- Identifying the University officials that should receive reports of hazing.
- Providing an explanation and process for investigations and the appropriate responses including sanctions, expulsion, discipline.
- Providing for education and training of all students and student organizations/groups.
- Requiring all registered student organizations to include UWF's Regulation prohibiting hazing into their bylaws or governing documents.

Chair Cleveland asked for a motion to Approve the Amendments to UWF Regulation 3.018 Anti-Hazing Regulation: Prohibition and Prevention of Hazing – Procedures and Penalties.

Motion by:	Trustee Lewis Bear, Jr.
Seconded by:	Trustee Alonzie Scott
Trustee Dick Baker	Aye
Trustee Lewis Bear, Jr.	Aye
Trustee Greg Britton	Aye
Trustee Dave Cleveland	Aye
Trustee Bob Jones	Aye
Trustee Suzanne Lewis	Aye
Trustee Jordan Negron	Aye
Trustee Sherry Schneider	Aye
Trustee Alonzie Scott	Aye
Trustee Jill Singer	Aye
Trustee Bob Sires	Aye
Trustee Stephanie White	Aye

Motion passed unanimously.

**6. Approval of Amendments to UWF Regulation 3.010 Student Code of Conduct.** Dr. Brandon Frye presented this item.

Substantive revisions and updates to UWF Regulation 3.010 are proposed to align with changes in the statute and FL BOG regulation on hazing and other miscellaneous amendments defined more fully below. This board approved a prior proposed draft in the fall 2019. However, BOG requested that UWF track the language in the statute defining hazing in UWF's Student Code of Conduct.

All of the proposed amendments to this regulation are as follows:

- Numbering and lettering changes were made to the entire document to make formatting consistent.
- Typographical and/or grammatical errors were corrected throughout the document
- Vice President for Enrollment and Student Affairs was changed to Vice President for Academic Engagement and Student Affairs.
- Student Disability Resource Center was changed to Student Associability Resources
- Gender inclusive language was added throughout the document.
- The term "group" was listed beside student organizations throughout the document to add clarity.
- The term complainant was combined with victim throughout the document to add clarity.

Article I

- Language regarding "The Good Samaritan Policy" was removed.
- Language was added regarding respecting the First Amendment rights of others.

Article II

- The term "staff" was defined.
- The definition of a student was expanded to include the following: "students who have been suspended from UWF and do not require readmission to the University."
- The definition of Student Organizations/Groups was expanded by adding "athletic teams."

Article IV

- Anti-Semitism was added to the list of protected classes in IV.2.i.
- The hazing definition in IV.2.k. was updated to be consistent with BOG regulation and legislative changes.
- UWF Electronic Communications Policy was added to IV.7.j.

- IV.8.h was added to the document (Engages in or offers games of chance for money or other gain in violation of the laws of the State of Florida) to comply with legislative updates regarding gambling.

#### Article V

- Sexual assault as changed in sexual misconduct in V.1.e.
- The definition of Student Advocate was expanded to include that the Student Advocate shall not serve as the Adviser during any hearing.
- The definition of the term witness was expanded to include that the witness could “participate via telephone or electronic means.”
- The definition of “student status” was expanded to include “in cases where the sanction(s) determined by the University in the disciplinary decision include either suspension or expulsion, the student’s privileges at the University, including the ability to attend classes and engage in University activities may be revoked and the student’s permanent status on campus will change.”

#### Article VI

- The definition of Student Advocate was expanded to include that the Student Advocate shall not serve as the Adviser during any hearing.
- The definition of the term witness was expanded to include that the witness could “participate via telephone or electronic means.”
- In VI.4.k, the “presentation of information” was edited and clarified to show that the investigative report would be shared and not the findings.
- The definition of “student status” was expanded to include “in cases where the sanction(s) determined by the University in the disciplinary decision include either suspension or expulsion, the student’s privileges at the University, including the ability to attend classes and engage in University activities may be revoked and the student’s permanent status on campus will change.”

Chair Cleveland asked for a motion to Approve the Amendments to UWF Regulation 3.010 Student Code of Conduct as set forth in the supporting documentation provided.

Motion by:	Trustee Lewis Bear, Jr.
Seconded by:	Trustee Dick Baker
Trustee Dick Baker	Aye
Trustee Lewis Bear, Jr.	Aye
Trustee Greg Britton	Aye
Trustee Dave Cleveland	Aye
Trustee Bob Jones	Aye

Trustee Suzanne Lewis      Aye  
Trustee Jordan Negron      Aye  
Trustee Sherry Schneider      Aye  
Trustee Alonzie Scott      Aye  
Trustee Jill Singer      Aye  
Trustee Bob Sires      Aye  
Trustee Stephanie White      Aye  
Motion passed unanimously.

**7. Approval of 2020-2021 Board of Trustees Meeting Dates.** Chair Cleveland presented this item.

The UWF Board of Trustees (BOT) is scheduled to meet four (4) times annually during FY2020/2021. BOT committee meetings are scheduled two-three weeks prior to full Board meetings when possible. The 2020-2021 meeting dates were chosen with the Board of Governors', UWF BEI Board and UWF Foundation Board meeting dates in mind. BOT conference calls, special meetings and emergency meetings will be scheduled as needed.

Trustees were provided tentative dates at the February 13, 2020 Special Full Board of Trustees meeting and were directed by the Board Chair to share any conflicts or concerns with Board of Trustees staff. Based on that feedback, the final dates were selected for the Board's approval.

Chair Cleveland asked for a motion to Approve the 2020-2021 Board of Trustee Meeting Dates.

Motion by:                      Trustee Suzanne Lewis  
Seconded by:                  Trustee Jill Singer  
Trustee Dick Baker              Aye  
Trustee Lewis Bear, Jr.        Aye  
Trustee Greg Britton            Aye  
Trustee Dave Cleveland        Aye  
Trustee Bob Jones              Aye  
Trustee Suzanne Lewis        Aye  
Trustee Jordan Negron        Aye  
Trustee Sherry Schneider      Aye  
Trustee Alonzie Scott        Aye  
Trustee Jill Singer              Aye  
Trustee Bob Sires              Aye  
Trustee Stephanie White      Aye  
Motion passed unanimously.

**X. INFORMATION ITEM**

- 1. Update on UWF's Triumph Proposal** was presented by Associate Vice President for External Affairs, Dr. Ed Ranelli.

**OTHER BUSINESS**

There was no other business to be conducted.

**ADJOURNMENT**

Chair Cleveland stated if there was no further business to come before the Board, the meeting was adjourned.

The meeting adjourned at 11:48 a.m.

Respectfully submitted,  
Becky Luntsford, recording secretary