

Minutes

Delegation of Authority to the President Ad hoc Committee Meeting

UWF Board of Trustees

The Lewis Bear Company Board Room

6120 Enterprise Drive, Pensacola, FL 32505

October 11, 2017

Committee Chair Lewis Bear, Jr. called the meeting to order at 9:05 a.m. with the following committee members present: Lewis Bear, Jr. and Dick Baker.

Trustee Greg Britton was unable to attend the meeting.

Other trustees in attendance: BOT Chair Mort O'Sullivan

Others attending: General Counsel Pamela Langham, Janice Gilley and Becky Luntsford.

### **GREETING**

Chair Bear welcomed everyone in attendance and explained that when the committee last met it was decided that General Counsel Pamela Langham would develop the draft that had been provided to each committee member for today's meeting.

### **DISCUSSION OF DELEGATION OF AUTHORITY TO THE PRESIDENT**

General Counsel Langham reviewed with the committee the history and content of the drafted proposed resolution. She answered questions and addressed any concerns. She explained that the resolution allows for all authorities delegated to the president to be referenced in one place.

General Langham went on to explain that the resolution does not supersede, cancel or withdraw any existing policy or regulation the university has and the document is meant to be a summary statement that can act as a clarifying document for the Board of Trustees to adopt.

BOT Chair O'Sullivan asked that when the resolution is presented to the full Board for approval, General Counsel Langham please restate this clarification.

General Counsel Langham agreed to do so.

Chair Bear and Trustee Baker thanked General Counsel Langham for her diligence and hard work in researching and developing the resolution.

General Counsel Langham stated that UWF's current practices are solid and the university is currently complying with Florida Statutes.

BOT Chair O'Sullivan stated that he believed the resolution allows UWF to tell the story what the university is already doing well.

General Counsel Langham provided the committee with information they had requested on the reporting structure for the University Auditor and the University General Counsel. She explained that UWF's reporting structure of both positions are closely aligned with the other State University System.

#### **OTHER AD HOC COMMITTEE BUSINESS**

Chair Bear expressed his concern over the timing of corrective actions on poor audit findings on the university's internal audits, such as Pcard and student audits.

BOT Chair O'Sullivan asked Becky Luntsford to work with Trustee Bob Jones to set up a special meeting of the BOT Audit & Compliance Committee and members of the university internal auditing division to discuss these concerns as soon as possible.

She agreed to do so.

General Counsel Langham provided the committee with information they had requested on how board members are appointed to each UWF Direct Support Organization (DSO). She referred to UWF Regulation 5.016 and explained how the regulation mirrors the Florida Statute 1004.28 regarding BOT Chair appointments to DSO Boards.

After much discussion among the Committee, General Counsel and BOT Chair O'Sullivan regarding DSO appointments, bylaws, and flow of information and the fiduciary responsibility of the Board of Trustees for all UWF Boards, BOT Chair O'Sullivan asked Becky Luntsford to communicate with Trustee Suzanne Lewis [UWF Historic Trust Board of Directors], Trustee Jay Patel [BEI Board of Directors], and Trustee Dave Cleveland [UWF Foundation Board of Directors] and asked that beginning in December, 2017, each trustee to give a brief quarterly report to the Board of Trustees from the DSO to which they are appointed to.

Chair Bear thanked everyone for their participation in the meeting and he asked General Counsel Langham to have a final 'color version' of the Resolution and Recommendation for the full Board ready to present at the next committee meeting.

#### **ADJOURNMENT**

With no further business to discuss, the meeting was adjourned at 11:03 p.m.

Respectfully submitted,  
Becky Luntsford, Assistant Corporate Secretary