

**Agenda**  
**University of West Florida Board of Trustees**  
**4 p.m., August 23, 2001 (Foundation Room)**  
**8:30 a.m., August 24, 2001 (Alumni Room)**  
**Pensacola, Florida**

President's greetings

Action items

1. Election of chair
2. Election of vice chair
3. Discussion and adoption of UWF Board of Trustees bylaws.
4. Proposed meeting schedule
5. Discussion of presidential searches
6. Other issues
7. Orientation

Adjournment

Agenda item: 1

UWF Board of Trustees  
August 23-24, 2001

Issue: Board officers

Proposed action: Elect chair

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Background information:

The enabling legislation (SB 1162) for the creation of university boards of trustees states: "Each board of trustees shall select its chair and vice chair from the appointed members at its first regular meeting after July 1. The chair shall serve for 2 years and may be reselected for one additional consecutive term. The duties of the chair shall include presiding at all meetings of the board, calling special meetings of the board, attesting to actions of the board, and notifying the Governor in writing whenever a board member fails to attend three consecutive regular board meetings in any fiscal year, which failure may be grounds for removal."

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Supporting documentation: None

Prepared by: Keith Goldschmidt  
850-474-2368

Agenda item: 2

UWF Board of Trustees  
August 23-24, 2001

Issue: Board officers

Proposed action: Elect vice chair

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Background information:

The enabling legislation (SB 1162) for the creation of university boards of trustees states: "Each board of trustees shall select its chair and vice chair from the appointed members at its first regular meeting after July 1. The chair shall serve for 2 years and may be reselected for one additional consecutive term. The duties of the chair shall include presiding at all meetings of the board, calling special meetings of the board, attesting to actions of the board, and notifying the Governor in writing whenever a board member fails to attend three consecutive regular board meetings in any fiscal year, which failure may be grounds for removal. The duty of the vice chair is to act as chair during the absence or disability of the chair."

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Supporting documentation: None

Prepared by: Keith Goldschmidt  
850-474-2368

Agenda item: 3

UWF Board of Trustees  
August 23-24, 2001

Issue: Board bylaws

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Proposed action: Adopt bylaws

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Background information:

The Legislature established the 13-member Board of Trustees for the University of West Florida, charging it with certain duties and responsibilities in the governance of the institution. An adopted set of bylaws is necessary in order for the Board to conduct business.

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Supporting documentation: Proposed bylaws

Prepared by: Julie Sheppard  
850-474-3420

BYLAWS OF  
THE UNIVERSITY OF WEST FLORIDA  
BOARD OF TRUSTEES

ARTICLE I  
ORGANIZATION

The Corporation

The University of West Florida Board of Trustees ("Board of Trustees") is established as a body corporate, with all powers of a body corporate as provided by Florida law. The Board of Trustees is a corporation primarily acting as an instrumentality or an agency of the state, pursuant to s. 768.28 (2), for purposes of sovereign immunity. It shall perform all duties prescribed by law or Florida Board of Education rule

Membership

The Board of Trustees shall be composed of thirteen persons, twelve members appointed by the Governor of the State of Florida and one member who is the President of the University of West Florida Student Government Association.

Board of Trustees' members who are appointed by the Governor shall be appointed for staggered 4-year terms and may be reappointed for additional terms not to exceed eight (8) years of

service. The President of the University of West Florida Student Government Association will normally serve for a 1-year term or until replaced by Student Government Association election.

Members of the Board shall serve without compensation but may be reimbursed for travel and per diem expenses in accordance with state law.

#### Powers and Duties of Officers

The officers of the Board of Trustees are the Chair, Vice-Chair, Executive Officer and Corporate Secretary. The Chair and Vice-Chair shall be selected by the Board of Trustees at its first regular meeting after July 1, 2001 and shall serve for a two-year term to begin immediately upon selection. Thereafter, the Board of Trustees shall select the Chair and Vice Chair at the last regularly scheduled meeting of the fiscal year for a two- year term to begin September 1. The Chair and Vice-Chair shall be eligible for reselection for one additional consecutive term. The university president shall serve as Executive Officer and Corporate Secretary of the Board of Trustees.

#### Chair/Vice Chair

The Chair shall preside at all meetings of the Board of Trustees, call special meetings of the Board when necessary, attest to actions of the Board and notify the Governor in writing whenever a Board member fails to attend three consecutive meetings in any fiscal year, which failure may be grounds for removal. The Vice-Chair shall act as Chair during the absence or disability of the Chair.

#### Executive Officer/Corporate Secretary

The university president, as Executive Officer and Corporate Secretary, 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.

As Executive Officer, the university president shall serve as the principle liaison officer and official contact between the Board and the faculty, staff and students of the university. The university president shall exercise such powers as are appropriate to his/her position in promoting, supporting and protecting the interests of the University and in managing and directing its affairs. The university president may issue directives and executive orders not in contravention of existing Board policies. The university president shall be responsible for all educational, financial, business and administrative functions of the University consistent with the policies established by the Board and shall exercise such other powers, duties and responsibilities as are delegated or assigned by the Board.

As Corporate Secretary, the university president shall be responsible for noticing meetings of the Board and its committees, setting the Agenda and compiling supporting documents for meetings of the Board, recording and maintaining the minutes of any Board or committee meeting, including a record of votes cast, executing or attesting to all documents which have been executed by the Board, and shall be custodian of the corporate seal. The Secretary may designate an individual to serve as Assistant Secretary to the Board.

## ARTICLE II MEETINGS

Regular meetings-The Board will meet no fewer than four times per fiscal year, at a time and place designated by the Chair. Meetings of the Board are open to the public and all official acts will be taken at public meetings. The schedule of meetings is available on the University of West Florida website at <http://www.uwf.edu/trustees>.

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

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 Corporate Secretary. The Corporate Secretary 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.

Notice of Meetings . Notice of regular meetings, committee meetings, and special meetings of the Board will be given not less than seven days before the event, and will include a statement of the general subject matter to be considered. Whenever an emergency meeting is scheduled to be held, the Corporate Secretary will post a notice at the University Library and at <http://www.uwf.edu/trustees> of the time, date, place, and purpose of the meeting.

Closed Sessions. The Board may conduct closed sessions when it meets to consider or discuss pending litigation with the Board attorney, collective bargaining, matters related to the evaluation of a claim filed with a risk management program, or to hear challenges to the content of student records or reports. The minutes of attorney-client sessions and risk management meetings shall be exempt from public disclosure until termination of the litigation and settlement of all claims arising out of the same incident. All work products developed for the Board and the University in preparation for, and during, collective bargaining negotiations shall be exempt from disclosure.

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

- a. 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.
- b. The notice of any meeting conducted by means of communication media technology will state where and how members of the public may gain access to the meeting.

Quorum-Nine (9) members of the Board must be present to constitute a quorum for the transaction of business.

Voting- No business will be transacted without an affirmative vote of the Board, and a majority vote of all members of the Board is required for establishing policy, for making rules and regulations, for appointing and removing the president and for approving or discontinuing programs. The decision of the majority of the Trustees voting on the question shall prevail. A Trustee may abstain from voting only under those circumstances proscribed by law. Voting by proxy or by mail shall not be permitted

Parliamentary rules-Roberts Rules of Order, newly revised, will be followed in conducting meetings of the Board, unless otherwise provided by the Board.

### Agenda

The agenda for each meeting of the Board shall be prepared by the university president or his/her designee. Every request for inclusion of an item on the agenda of a meeting shall be put in writing and filed, together with any supporting documents, with the university president sufficiently far in advance of the meeting to permit a determination to be made by the university president with respect to the propriety and practicability of including that item on the agenda for the meeting. The university 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 10 days prior to the meeting. If additional items or supporting documentation become available, a supplemental agenda will be provided at least 5 days prior to the meeting.

### Minutes

Minutes of the meetings of the Board of Trustees shall be kept by the Corporate Secretary, who shall cause them to be printed and preserved and who shall transmit copies to the members of the Board of Trustees and to other places where deemed appropriate. All lengthy reports shall be referred to in the minutes and shall be kept on file as part of the University records, but such reports need not be incorporated in the minutes except when so ordered by the Board of Trustees.

## ARTICLE III COMMITTEES

The Executive Committee shall have four (4) members, all of whom shall be voting trustees, except for the president of the university, who shall be ex-officio without vote and not counted as part of a quorum for the purpose of transacting business. The chair and vice chair of the board of trustees shall be members. In addition, one trustee shall be nominated and elected by the Board at the annual meeting to serve at-large on the executive committee.

The purpose of the executive committee is twofold: to conserve time, it shall serve at the pleasure of the board as the board's agent in helping the president to address routine business between regular board meetings; and it shall assist the chair and the university president in their joint responsibility to help the board to function effectively and efficiently by suggesting board meeting agenda items and periodically assessing the quality of committee work. The executive

committee shall have authority to act for the board of trustees on all matters except for the following, which shall be reserved for the board: presidential selection and termination; trustee and board officer selection; changes in institutional mission and purposes; changes to the bylaws; incurring of corporate indebtedness; and adoption of the annual budget. These bylaws or other board policy may reserve other powers for the board of trustees. In addition to its authority to take action on emergency matters that cannot or should not be deferred to the next scheduled meeting of the board, the executive committee shall oversee the work of other board committees, the university's planning process or progress on planning goals, and the board's responsibility to support the president and assess his or her performance, and it shall review annually the university president's compensation and conditions of employment.

The executive committee shall meet as often as necessary to conduct its business as the chair and university president shall determine, and it shall ensure that minutes are taken and promptly distributed to all trustees for subsequent ratification by the board of trustees at its next regular meeting. A majority of voting trustee executive committee members shall constitute a quorum.

The Board of Trustees may establish such other committees as deemed necessary for the orderly conduct of the business of the Board.

#### ARTICLE IV AMENDMENT OR SUSPENSION OF BYLAWS

The Bylaws may be altered, amended or repealed by a majority vote of all members of the Board at any regular meeting, when notice of the proposed amendment or repeal is provided in the meeting notice. Any provision of these Bylaws may be suspended in connection with the consideration of a matter before the Board by an affirmative vote of not less than nine (9) members of the Board.

#### ARTICLE V APPEARANCES BEFORE THE BOARD

Individuals or group representatives who desire to appear before the Board to initiate a subject within the Board's jurisdiction may submit their requests to the university president, as Corporate Secretary, at 11000 University Parkway, Pensacola, Florida 32514, for the matter to be included in the agenda. The university president, in consultation with the Chair, will determine whether the item will be heard and when the item will be heard. The Board may place time limits on any presentation or decline to hear any matter determine by it to be outside its jurisdiction.

The Chair may recognize any individual or representative of groups to address the Board.

In order to proceed with the essential business of the Board in an orderly manner, any individual or group representative who attempts to disrupt a Board meeting will be subject to appropriate action pursuant to law.

#### ARTICLE VI CODE OF ETHICS



## Code of Ethics-Conflict of Interest

A Trustee shall be considered to have a conflict of interest if (1) such Trustee has existing or potential financial or other interests that impair or might reasonably appear to impair such member's independent, unbiased judgment in the discharge of his or her responsibilities to the university, or (2) such trustee is aware that a member of his or her family, or any organization in which such Trustee (or member of his or her family) is an officer, director, employee, member, partner, trustee, or controlling stockholder, has such existing or potential financial or other interests. For the purposes of this provision, a family member is defined as a spouse, parents, siblings, children, and any other relative if the latter resides in the same household as the trustee. All Trustees shall disclose to the board any possible conflict of interest at the earliest practical time. Furthermore, the Trustee shall absent himself or herself from discussions of, and abstain from voting on, such matters under consideration by the Board of Trustees or its committees. The minutes of such meeting shall reflect that a disclosure was made and that the Trustee who has a conflict or possible conflict abstained from voting. Any Trustee who is uncertain whether a conflict of interest may exist in any matter may request that the board or committee resolve the question in his or her absence by majority vote. Each Trustee shall annually complete and sign a disclosure form.

Members of the Board of Trustees shall be guided by the provisions set forth in Florida law for the conduct of public officers.

## ARTICLE VII MISCELLANEOUS PROVISIONS

### Indemnification

The Board shall, to the extent legally permissible, indemnify and defend each of its trustees, officers, employees, volunteers and other agents against all liabilities and expenses incurred in the connection with the disposition of defense of any action, suit or other proceeding, whether civil or criminal, in which such person may be involved by reason of university service, except with respect to any matter in which such person shall have been adjudicated in any proceeding not to have acted in good faith; and further provided that no settlement shall be entered into without the prior consultation and approval of a duly authorized representative of the Board.

### Fiscal Year

The fiscal year of the Board shall commence on July 1 of each year and end on June 30.

### Sunshine Laws

Public access to Board records will be governed by the provisions of the Public Records Law in Chapter 119, F.S. Board meetings shall be governed by the provisions of the Open Meetings Law in Chapter 286, F.S.

### Corporate Seal

The corporation shall have a seal on which shall be inscribed "The University of West Florida Board of Trustees."

Agenda item: 4

UWF Board of Trustees  
August 23-24, 2001

Issue: Board meeting schedule

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Proposed action: Adopt a meeting schedule through August 2002.

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Background information:

The bylaws for the University of West Florida Board of Trustees require that the board shall have no fewer than four regular meetings during the year. Each of the proposed meeting dates falls on a Friday, anticipating that the meetings will be from 9 a.m. until about 3 p.m.

The proposed schedule through August 2002 is:

November 9

February 22

June 7

August 23

The Board also will conduct other meetings, as necessary, via a telephone conference.

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Supporting documentation: None

Prepared by: Keith Goldschmidt  
850-474-2368

Agenda item: 5

UWF Board of Trustees  
August 23-24, 2001

Issue: Presidential search

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Proposed action: Discussion of search timeline and process

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Background information:

UWF President Morris Marx has declared his intention to relinquish the presidency and join the university faculty ranks. Because the former Board of Regents has been dissolved, the responsibility for the presidential search has been given to the Board of Trustees.

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Supporting documentation: Presidential search timeline  
Board of Regents timeline for 2000 presidential search

Prepared by: Keith Goldschmidt  
850-474-2368  
PRESIDENTIAL SEARCH PROCESS AND TIMELINE

This timeline assumes that a search firm is available to the Board, should it choose to use one.

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Note: TSC is the Trustee Search Committee, a group of trustees chosen to oversee the search and nominate candidates to the full board.

SAC is the Search Advisory Committee, a group of campus and community members who manage the search and select the final pool of candidates for consideration by the TSC.

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Weeks 1-2

Develop recommended membership of TSC and SAC.  
UWF BOT chair appoints SAC members and SAC chair.  
Notice first meeting of TSC.

Week 3

BOT meeting/conference call to appoint TSC and give charge.

TSC meets to approve draft process, timeline, search criteria.  
Organize for first SAC meeting.

Weeks 4-8

SAC first meeting.

SAC works on search announcement and advertisements.

SAC develops marketing oriented position description.

Week 9

TSC receives SAC report and approves work products.

Weeks 10-26

Outreach program launched (Note: If a search firm is used, much of this will be done by the firm.).

Place advertisements in Chronicle, Black Issues, National Associations, University web page.

Solicit nomination/applications by personal and written contact.

Accept/respond to nominations/applications.

Communicate with nominators/nominees/applicants.

Examine/screen nominations/applications.

Narrow pool of potential candidates; send them campus information, interview selected candidates.

Alert individuals of potential dates for campus visits, home site visits, and TSC interviews should they be one of the recommended candidates.

Ascertain true viability of potential candidates.

Week 27

SAC to present and discuss no more than 6 recommended, affirmed candidates.

Send TSC/Staff candidate dossiers, etc.

Continue due diligence and background review processes.

Schedule and notice campus visits.

Weeks 28-30

2-day campus interviews/visits by candidates.

Send videos to TSC following each candidate's SAC interview.

Week 31

TSC interviews candidates.

TSC selects 3 candidates for home campus visits.

Home campus visits for 3 candidates.

Background checks on recommended candidates.

Further research and consideration.

Weeks 32-33

Home visits continued.

Send BOT dossiers of 3 candidates.

Background checks on recommended candidates continued.

Further research, consideration, decisions

Week 34

TSC meets to make final decision; joined by BOT to appoint president.

BOR mock-up of Year 2000

#### PRESIDENTIAL SEARCH TIMELINE

Jan - March RFP development, solicitation, opening and award

Weeks 1-2 Logistics, details (develop recommended membership of RSC & SAC, appoint SAC members and Chair, notice 1st meeting of RSC).

Week 3 BOR conference call to appoint RSC and give charge.  
RSC conference call to approve draft process, timeline, broad criteria.  
Execute consulting contract.  
Organize for 1st SAC meeting.

Weeks 4-8 SAC 1st meeting.  
SAC works on criteria/advertisement.  
Develop marketing oriented position description.

Week 9 RSC receives SAC report and approves ad/criteria.

Weeks 10-26 Outreach program launched:  
Place advertisements in Chronicle, Black Issues, National Associations, SUS Vacancy Listing, University web page.  
Solicit nomination/applications by personal and written contact.  
Accept/respond to nominations/applications.  
Communicate with nominators/nominees/applicants.  
Examine/screen individuals.  
Narrow pool of potential candidates, send them campus information, interview them.  
Alert individuals of potential dates for campus visits, home site visits, and RSC interviews should they be one of 6 recommended candidates.  
Ascertain true viability of potential candidates.  
Week 27 Meet with SAC to present and discuss 6 recommended, affirmed candidates.  
Send RSC/Staff candidate dossiers, etc.  
Continue due diligence and background review processes.  
Schedule and notice campus visits.

Weeks 28-30 2-day campus interviews/visits by candidates.  
Fed Ex videos to RSC/Chancellor/Staff following each candidate's SAC interview.

Week 31 RSC interviews candidates. SAC reports to Chancellor and RSC.  
RSC selects 3-4 candidates for Chancellor/Staff to visit.

Home Visits - 3 or 4 candidates.  
Background checks on recommended candidates.  
Further research, consideration.

Weeks 32-33 Home visits continued.  
Send BOR dossiers of 3-4 candidates.  
Background checks on recommended candidates continued.  
Further research, consideration, decisions.

Week 34 RSC meets to receive Chancellor's report/recommendation, joined by BOR to appoint president.

Agenda item: 6

UWF Board of Trustees  
August 23-24, 2001

Issue: Other issues

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Proposed action: None

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Background information:

Members of the Board of Trustees have an opportunity to present additional issues at each Board meeting.

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Supporting documentation: None

Prepared by: Keith Goldschmidt  
850-474-2368



Agenda item: 7

UWF Board of Trustees  
August 23-24, 2001  
Issue: Orientation

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Proposed action: None

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Background information:

The enabling legislation for university boards of trustees (SB1162) states: "Upon appointment, each board of trustees shall commence professional orientation, training, and board development activities, and shall begin setting direction for its university in keeping with accountability and performance expectations of the seamless K-20 education system."

The state orientation for all boards of trustees was held July 25, 2001.

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Supporting documentation: To be sent under separate cover

Prepared by: Keith Goldschmidt  
850-474-2368  
Orientation activities  
UWF Board of Trustees  
August 23-24, 2001

Thursday, August 23 - Foundation Room

5 - 5:20 p.m.

University mission and vision  
President Morris Marx.

5:20 - 5:45 p.m.

Community partnership in university strategic planning  
Dr. Ed Ranelli, former chair of Community Liaison Committee, currently dean of College of Business.

5:45 - 6:15 p.m.

The UWF Partnership Strategic Plan  
Dr. Parks Dimsdale, chair of the University Planning Council, provost and executive vice president.  
Dr. Jerry Norris, associate vice president for Planning.

6:15 - 7:15 p.m.

Reception by invitation only in UWF Conference Center with UWF employees (About 50 people)

Studio set up for BOT photos in conference center

7:15 - 8:15 p.m.

Trustee dinner by invitation only in UWF Conference Center Lounge with president, vice presidents, deans, general counsel and deputy corporate secretary.

Friday, August 24 - Alumni room

8:30 - 9:15 a.m.

Programs of Distinction: Meeting the educational, research and service needs of the region through the UWF niche and brand

Dr. Parks Dimsdale, provost and executive vice president.

9:15 - 9:30 a.m.

Travel to John C. Pace Jr. Hall, second floor, TV room

9:30 - 10:15 a.m.

Enrollment and retention

Dr. Pete Metarko, associate vice president for Enrollment Services

Susan Neeley, director of admissions.

Angela McCorvey, assistant professor/assistant dean of the Student Success Program.

Dr. Alice D. Barlar, director of the Fort Walton Beach Campus.

10:15 - 10:45 a.m.

A student-centered university: Programs and the Students First initiative

Dr. Linda Dye, vice president for Student Affairs.

10:45 - 11:15 a.m.

Travel to commons - Nautilus pictures for those who want card

11:15 - 11:30 a.m.

Travel to Archaeology Institute

11:30 - 12:15 p.m.

Lunch at Institute

Pensacola's living history

Dr. Judith Bense, director of the Archaeology Institute and chair of the Sociology and Anthropology Department.

12:15 - 1 p.m.

Research and economic development in building communities

Dr. Rick Harper, director of the Haas Center for Business, Research and Economic Development.

Dr. Jack Hansen, executive director of the UWF Research Foundation and associate director of the Institute for Human and Machine Cognition.

1 - 1:15 p.m.

Travel to Alumni Room

1:15 - 1:30 p.m.

A technological campus for the digital age

Michael Dieckmann, associate vice president for Information Technology.

1:30 - 1:45 p.m.

The faculty role on campus

Dr. Klaus Meyer-Arendt, president of the Faculty Senate.

1:45 - 3 p.m.

An overview of UWF's financial, administrative and support operations.

Dr. Cornelius Wooten, vice president for Administrative Affairs.