

**AGENDA**  
**UWF Board of Trustees**  
**Conference Call Meeting**  
Building 12, Alumni Room  
8:30 a.m., Friday, January 7, 2005

Roll Call

Chair's Greetings

Mr. K. C. Clark

President's Report

Dr. John Cavanaugh

Student Achievements

Dr. Debbie Ford, VP Student Affairs

Vice Presidential Update

Dr. Hal White, Executive Vice President

Approval of Minutes

November 5, 2004

Action Items

- |    |                                 |                                   |
|----|---------------------------------|-----------------------------------|
| 1. | Approve Committee Appointments  | Chair Clark                       |
| 2. | FIHMC negotiations and addendum | Ms. Gina DeIulio, General Counsel |

Discussion Items

**FOR DISCUSSION ONLY- NO ACTION**

- |    |                                 |                                   |
|----|---------------------------------|-----------------------------------|
| 1. | Revised BOT Bylaws              | Ms. Gina DeIulio, General Counsel |
| 2. | BOT Development Plan            |                                   |
| 3. | Planning for Workshop June 2005 |                                   |

Informational Items

- |    |  |  |
|----|--|--|
| 1. | Hurricane Ivan Update on Repairs & Impacts | Ms. Betsy Bowers, Associate VP<br>IAMC |
| 2. | Cash Flow & Summary Statements             | Dr. Cornelius Wooten, VP Admin Affairs |

Other Business

New Trustee Orientation

Adjournment

## MINUTES

University of West Florida Board of Trustees Meeting  
November 5, 2004  
10:00 a.m.  
UWF Conference Center

UWF Board Chair Collier Merrill called the meeting to order at 10:05a.m., announcing that Retired General Chuck Horner would not be in attendance due to a conflict in schedule. Chair Merrill requested Roll Call by Faye Bowers.

Trustees attending:

Honor Bell  
K.C. Clark  
Dr. Lornetta Epps  
Marny Gilluly  
Sharon Hess Herrick  
Collier Merrill  
JoAnn Morgan  
Eddie Phillips  
Steven Russell  
Roy Smith  
Dr. Pat Wentz

Others attending:

Dr. John Cavanaugh, President  
Dr. Sandra Flake, Provost  
Dr. Hal White, Executive Vice President  
Dr. Cornelius Wooten, Vice President for Administrative Affairs  
Dr. Debbie Ford, Vice President for Student Affairs  
Dr. Dean Van Galen, Vice President for Development  
Dr. Wes Little, Vice Provost  
Ms. Gina Delulio, General Counsel  
Ms. Faye Bowers, Assistant Corporate Secretary/BOT  
Ms. Kim Spear, Assistant Corporate Secretary/BOT

### Chair's Greetings

Chair Merrill wished everyone a good morning and welcome to the University of West Florida Board of Trustees meeting. He said that in the future, all face to face meetings will be held in these rooms. Chair Merrill gave a special thank you to the University Commons Reservations Staff, Sodexo, ITS Crew and all others who made it possible for such comfortable settings.

**Approve minutes of October 19, 2004 BOT meeting.** (Grammatical corrections noted by Trustee Gilluly to Faye Bowers.)

Motion by: Trustee Bell  
Second by: Trustee Morgan  
It carried unanimously.

### Student Achievements

Dr. Debbie Ford, Vice President for Student Affairs, introduced Jake Boone who shared his experiences as a UWF student. Jake said he arrived at UWF in 2000 and stayed on to get a second major. He conveyed that getting involved on campus was the most important step he took at UWF, and it has been a truly rewarding experience. Jake will be one of the Student Coordinators for Orientation and is overwhelmed with the possibilities that UWF has offered him. Chair Merrill asked Jake where he was from, with his response being he's a military brat. Chair Merrill thanked Jake for being at the BOT meeting and attending UWF.

## **Vice President's Report**

Dr. Debbie Ford, Vice President for Student Affairs reported that the Student Affairs division is under reorganization and she asked her staff to stand and be recognized for all of their hard work. Dr. Ford said that during a division-wide meeting, excellence was discussed, as well as the specific roles that Student Affairs plays on campus. Although there have been many accomplishments in prior years, Dr. Ford said that she hopes to get the right people on the bus and in the right seats by attracting top candidates as well as recognizing talent already in her division, with 12 promotions for opportunities of growth. She asked "Where are we going?" She said that the residential life/culture can enhance the living/learning experience at UWF and that housing has grown from 700 in 1998 to over 1300 today. Student Affairs' programs and services compliment what happens in the classroom.

In addition, Dr. Ford's division is preparing a Strategic Growth Plan for residential life and preparing to launch the Voyages – Leadership Development Program. In collaboration with Facilities and Academic Affairs, UWF will open the Health, Leisure and Exercise Sciences building in Spring 2005. In addition, a proactive health and wellness program is being created to educate students.

We will continue our award winning athletics programs and focus on further development of programs for students with disabilities and student transition. Dr. Ford called on Associate VP for Student Affairs, Dr. Jim Hurd, who related a story from summer freshman orientation with parents. Dr. Hurd, during lunch with parents received the following compliment: "*Well, you all have put my heart at ease about leaving my baby with you.*" Dr. Hurd further said that this is the promise of UWF, and we are all a part of making this a reality. Dr. Ford followed with the story, capturing UWF's role in each student's life and noted that we will continue to deliver on that promise with excellence and learning opportunities for our students.

## **President's Report**

Dr. Cavanaugh welcomed everyone to the meeting and followed Dr. Debbie Ford's message, saying a collaboration of Student Affairs and Academic Affairs is indicative of the new level of cooperation of two incredible divisions at UWF.

President Cavanaugh reported that UWF is still working diligently to recover from Hurricane Ivan. Again, he thanked all employees for going above and beyond to get the university through the transition period. He highlighted WUWF by saying it recently held the most successful campaign in history, believing this is a result of our unique unending coverage during Ivan.

President Cavanaugh reported that the Capital Campaign is continuing, though UWF may slightly revise the schedule due to Hurricane Ivan. He and Dr. Dean Van Galen, VP for Development made trips to Atlanta and Tampa for focus group sessions which were very successful regarding the case statement.

Dr. Cavanaugh extended a special 'Thank You' to Trustee K.C. Clark and his wife, Lori for hosting an event the week prior in their home near Tampa. The evening enabled discussion for the upcoming campaign with UWF's leading volunteers and donors in the Tampa area. The President believes there are significant alumni bases outside our region just waiting to be tapped.

As a reminder to those trustees whose appointment terms end at the close of this calendar year, Dr. Cavanaugh said that should they choose to seek reappointment, they must apply to the Governor's Office, and that application packets are due on or before November 19 in the Governor's Office. UWF has been informed that the Governor will notify the University of the continuing and/or new members in early January 2005. Board members may take office in January 2005 but will not have voting privileges until their paperwork is ratified by the Secretary of the State, which takes approximately two weeks.

Also, Dr. Cavanaugh announced that Commencement will be held on December 11 in the Civic Center, and that Congressman Jeff Miller will be the keynote speaker.

## **Committee Reports**

### **Finance, Administration and Audit Committee**

Committee Chair K.C. Clark presented as a joint resolution for approval the **Certification of West Florida Historic Preservation, Inc.** and the **Charter for the Finance, Administration and Audit Committee**. Chair Clark especially thanked Ms. Betsy Bowers, Associate VP for Internal Auditing and Management Consultation and Dr. Cornelius Wooten, VP for Administrative Affairs for such a comprehensive charter.

Motion by: Committee Chair Clark

Second by: Trustee Gilluly

It passed unanimously.

### **Informational**

Committee Chair Clark, regarding the Hurricane Ivan Financial Recovery Report, expressed kudos to the folks maintaining documentation for reimbursement for damages. He reported that Dr. Wooten presented, at committee level, a preliminary cash flow and summary statement which will be fine tuned and shared with the Board in the future. Chair Clark also announced that Dr. Van Galen, VP for Development had received an abundance of American Flags from Woodmen of the World. He suggested we send a Thank You note for their willingness to step up to the plate in assisting UWF to meet legislative deadlines regarding the Kerry Baker Flag Act.

Lastly, Chair Clark said that in regard to deferring payments for Banner, that Bond Counsel has advised that it would not be appropriate. Ms. Betsy Bowers confirmed that the university did not defer any payments.

### **Academic & Student Affairs Committee**

Committee Chair Roy Smith presented for **approval** the **Action Plan for Developing Academic Learning Compacts (ALC)** and said the administration has talked about accountability to the Board of Governors and legislature. He further said that the BOG has requested each university BOT adopt an ALC, like the one reviewed at committed level today and seek implementation in the Fall of 2005 with steps taken to assess student achievement. This is not new but something which has been discussed regarding assessment of student outcomes. Chair Smith said we are seeking approval to proceed with this plan. In addition, Chair Smith reported that President Cavanaugh met with Governor Bush on 11/4/04 regarding ALC and that we will be hearing more on testing and student achievements to enable UWF to assess rather than having one standard that fits all.

Motion by: Committee Chair Smith

Second by: Trustee Clark

It passed unanimously.

### **Informational**

Committee Chair Smith said the SACS Substantive Change Review – MBA Program in Germany and more than half of the MBA programs are offsite, with a considerable number of faculty in Germany with students from both entities participating. We are anticipating a very favorable SACS review and formal approval shortly. This is a good way to indoctrinate our faculty and students, enabling expansion and more opportunities. Chair Smith, in regard to the New Degree Programs – First Year Follow-up, said we review after the first and third year. We reviewed three programs, including actual operation, costs, and student enrollment versus what we projected. Hospitality enrollment was below projections previously, but this year we have 50% more than projected. Chair Smith reported that Dr. Jerry Norris presented to the committee an SUS Strategic Planning Y-Axis Report which outlines goals indicative that our programs are consistent with the legislature and other universities. Lastly, Chair Smith said that Provost Flake outlined the key positions/roles in Academic Affairs and Dr. Debbie Ford outlined the Student Affairs structure.

## Other

**Approve the UWF state legislative issues** for Special Session 2004 and 2005 Regular Session as presented by Mrs. Janice Perkins Gilley, Director of UWF Governmental Relations with the following:

- **UWF Issues**

Florida Network of Public Archaeology Centers funding needed for implementation of statewide network based out of UWF under the direction of Dr. Judy Bense  
Health, Leisure and Exercise Sciences facility, re-appropriation of funds not encumbered by 1/31/2005 deadline

Hurricane Ivan – recovery of \$3 to \$4 million not reimbursable

FIHMC – support separate appropriation while maintaining existing allocations to UWF

- **System-wide Issues**

Access (enrollment, targeted degrees, excess hours policies)

PECO (Courtelis Matching program)

Competitive and Educated Workforce (salaries, administered funds, graduate student support-health benefits and waivers, research and economic development)

University Funding Policies (technology fee, block and alternative tuition, funding formula, matching gift program – maintain \$100,000 gift level)

Governance (local authority over tuition and fees except for Florida resident undergraduates)

Then, President Cavanaugh said regarding SUPA issues that not much happened for higher education in the legislature and he highlighted areas of concern: fully funded enrollment growth for nursing and computer science engineering; policy of charging full out of state tuition is revised to 25% surcharge if student takes more than 110%, and SUPA is still debating if this is the right number for each university campus; PECO, continue matching programs and put dollars into capital outlay; the last Board of Governor's Meeting revealed no new programs in the next three years, and this will be the first time for all universities to have no new projects on any campus; health benefits for graduate students; funding for research and development projects (technology); alternative tuition, with the BOG requiring universities to have a policy regarding 9-12 credits; funding formula will be to our benefit, and SUPA and the BOG will work on local control except UCF, the most expensive university.

Motion by: Trustee Clark

Second by: Trustee Morgan

It passed unanimously.

## Election of Officers

Board Chair Collier Merrill said that he and Vice Chair Eddie Phillips were elected in August 2001 to serve in these respective positions. He is not seeking re-election, nor is Vice Chair Phillips, who is not seeking re-appointment to the BOT. Chair Merrill will remain on the Board and continue to be as supportive as previously.

Chair Merrill asked for nominations for **UWF BOT Chair**, at which time Trustee Roy Smith placed the name of **Trustee K.C. Clark**, saying he is an outstanding choice.

Nomination by: Trustee Smith

Second by: Trustee Epps

It passed unanimously.

Chair Merrill asked Trustee Clark if he would accept this nomination and he replied that he appreciated it and accepted.

Then, Chair Merrill asked for nominations for **UWF BOT Vice-Chair**, at which time Trustee Marny Gilluly placed the name of **Trustee Honor Bell**, saying he is and has been a true supporter of UWF and great leader in the community.

Nomination by: Trustee Gilluly

Second by: Trustee Clark

It passed unanimously.

Chair Merrill asked Trustee Bell if he would accept this nomination and he replied yes, gladly.  
**Resolutions 2004-6 and 2004-7**

Chair Merrill called on President Cavanaugh for the presentation of **Resolution 2004-6 to Vice Chair Eddie E. Phillips** in recognition and profound appreciation for distinguished service on the BOT. Chair Merrill complimented Vice Chair Phillips for his dedication and loyalty to UWF. President Cavanaugh concurred with Chair Merrill's comments and said he echoed the board's sentiments. Dr. Cavanaugh further said to Vice Chair Phillips that it has been a pleasure working with him and that his contribution will be long-lasting at UWF. He said that Vice Chair Phillips has made a marked difference to UWF and we sincerely appreciate his service. Faye Bowers was called upon to read the resolution while President Cavanaugh presented Trustee Phillips with a token of appreciation. Trustee Phillips expressed his appreciation and continued support for UWF. (Adoption motion below)

RESOLUTION 2004-6

In Recognition and Profound Appreciation of Distinguished Service

Mr. Eddie Earl Phillips

WHEREAS, the Honorable Eddie E. Phillips has served as an inaugural member of the University of West Florida Board of Trustees since July 1, 2001, as Vice Chair, and

WHEREAS, Trustee Phillips loyally served for 20 years in the United States Air Force, and

WHEREAS, Trustee Phillips is a distinguished alumnus of the State University of New York and Golden State University, Los Angeles, California, and

WHEREAS, Trustee Phillips has used his position to encourage discussion and interest in the issues affecting students, staff and faculty at the University of West Florida, and


WHEREAS, Trustee Phillips served as President of Fort Walton Beach Chamber of Commerce, was committee chair of FWB Rotary Club and is a member of the Air Force Association, and

WHEREAS, Trustee Phillips continues to serve at the helm of Phillips Consulting in Shalimar, Florida, and is a devoted husband, friend and mentor, and

NOW, THEREFORE, BE IT RESOLVED, that the University of West Florida Board of Trustees at its regular meeting on the 5th day of November, 2004, does hereby recognize and commend Eddie E. Phillips for his contributions to the University of West Florida, and

BE IT FURTHER RESOLVED that this resolution be included in the minutes of this meeting, and a copy presented to Mr. Eddie E. Phillips as a token of the Board's appreciation and thanks.

  
Mr. J. Collier Merrill, Chair  
UWF Board of Trustees

  
Dr. John C. Cavanaugh, UWF President &  
Corporate Secretary UWF Board of Trustees

President Cavanaugh continued with the presentation of **Resolution 2004-7 to Board Chair J. Collier Merrill** in recognition and profound appreciation for distinguished service on the BOT. He said, Mr. Chairman, I would like to express my personal gratitude for your honorable service as chair of the UWF Board of Trustees. It has been a privilege and honor to work with you. President Cavanaugh said to Chair Merrill that his contributions will long be a hallmark for others to follow and that he has guided us through some challenging and rewarding times at UWF. We will always remember the legacy with fondness. Please accept this gift with our gratitude. Faye Bowers was called upon to read the resolution while President Cavanaugh presented Trustee Merrill with a token of appreciation. (Adoption motion below)



## **Discussion**

### **BOT Development**

President Cavanaugh addressed the board, saying as we continue implementation of the Board Development Plan, he would like to propose the following items to the board for consideration. First, he proposed reconstituting the Executive Committee to be the officers of the Board and chairs of the standing committees. Secondly, he suggested folding the proposed committee on trusteeship into the newly constituted Executive Committee. Third, he recommended dropping the proposed strategic planning committee and instead presenting quarterly strategic planning reports to the Board. He said that he would like for every committee and every vice president to have responsibilities. If necessary, as a result of additional committee and Board responsibilities, the meetings could be lengthened. We could possibly extend the BOT meetings to continue after lunch in the afternoon. However, he said, all the appropriate changes would need to be made in the bylaws. President Cavanaugh proposed these changes now to ensure the BOT has time to discuss and consider approving and/or accepting them in January or February 2005. Chair Merrill said all questions will be addressed at the January 7, 2005 BOT Conference Call. Trustee Morgan asked for a new draft to be distributed to trustees. President Cavanaugh concluded by saying a draft will be sent to all trustees as soon as possible.

### **Announcements**

Commencement, December 11, 2004 at Pensacola Civic Center

Holiday Gathering, December 15, 2004 from 5-8 p.m. in University Commons

This is being done as a result of Hurricane Ivan, and it will bring the university community together casually.

BOT Conference Call, January 7, 2005 Alumni Room, B12

BOT Meeting at Ft. Walton Beach, February 25, 2005

UWF Day at Capitol, March 15, 2005 Tallahassee

AGB Conference on Trusteeship, April 2-5, 2005 in San Diego, CA

Collective Bargaining Unit will meet in closed session immediately following adjournment

Buffet lunch in the lounge

Approve Resolutions 2004-6 and 2004-7.

Motion by: Trustee Clark

Second by: Trustee Morgan

It passed unanimously.

Adjournment occurred at 11:20 a.m.

Respectfully submitted,

Faye H. Bowers



**UWF Board of Trustees**

**Conference Call Meeting**

**January 7, 2005**

Issue: UWF Board of Trustees Committees

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Proposed action: Approve committee appointments

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Background information:

The BOT at its June 17, 2004 meeting accepted a tentative and working Board Development Plan which re-structured committees by continuing with an Executive Committee; Finance, Administration and Audit Committee and Academic and Student Affairs Committee. Elimination of the Governmental Affairs Committee was approved in this plan and it ceased operations at this time. It is now proposed that the duties of the Governmental Affairs committee and the Trustees committee be absorbed into the functions of an expanded Executive Committee.

In addition, the BOT at its November 5, 2004 meeting nominated and approved a new BOT Chair who has the authority to appoint committee chairs and committee members.

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**Supporting documentation:** Prior agendas/minutes are accessible via UWF BOT website detailing initial organizational committee assignments which were directed by acting BOT Chair, Mr. J. Collier Merrill and the UWF BOT Board Development Plan, also, via UWF BOT website [www.trustees/agendas/minutes](http://www.trustees/agendas/minutes).

Prepared by: Faye H. Bowers (850) 474 2009

**UWF Board of Trustees**  
**January 7, 2005**

**Issue:** Approval of Addendum to Affiliation Agreement with FIHMC

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**Proposed action:** Approval of Addendum to Affiliation Agreement

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**Background information:** On January 6, 2005, the Finance, Administration and Audit Committee met with FIHMC's Finance Committee to discuss, negotiate and clarify the terms of the existing Affiliation Agreement (signed April 30, 2004) between UWF and FIHMC. The Addendum memorializes the clarifications, additions and changes to the Agreement.

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**Supporting documentation:** Proposed Addendum will be distributed via email and hard copies will be available as well.

**Prepared by:** Regina DeIulio, (850) 474-3420

# UWF Board of Trustees

Conference Call Meeting

January 7, 2005

**Issue:** Revision of UWF BOT Bylaws

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**Proposed action:** Discussion

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**Background information:** The UWF BOT adopted a working Board Development Plan in June 2004 for the purpose of becoming more efficient, effective, streamlined and technology savvy. Revisions proposed during the November 5, 2004 BOT meeting for discussion.

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**Supporting documentation:** Revised UWF BOT Bylaws

**Prepared by:** Gina DeIulio, General Counsel (850) 474 3420

**Proposed Draft 1-7-04  
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" or "Board") 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. The Board shall perform all duties prescribed by the Board of Governors, applicable law and rules.

**Membership**

The Board of Trustees is composed of thirteen persons, six members appointed by the governor of the State of Florida, five members appointed by the Board of Governors, the president of the University of West Florida Student Government Association ("UWF SGA"), and the president of the University of West Florida Faculty Senate.

Board of Trustees members who are appointed by the governor and the Board of Governors shall be appointed for staggered five-year terms. The president of the University of West Florida Student Government Association will serve for as long as he or she is president of the UWF SGA., and the president of the Faculty Senate usually shall serve for as long as he or she remains president.

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 January 7, 2003 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 calendar year for a two- year term to begin January 1. The chair and vice-chair shall be eligible for reselection for one consecutive term, after which they may not be an officer for two years before being eligible for selection again.

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 appoint trustees to standing and ad hoc committees 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 of Trustees, the Board of Governors and Florida statute.

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 university president may designate an individual to serve as deputy corporate 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, unless exempt from the open meetings law. The schedule of meetings is available on the University of West Florida website at <http://www.uwf.edu/trustees>.

Special Meetings—The Board may 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. In addition, notice will be given to the public. 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 and to the public.

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—As provided by law, the Board may conduct closed sessions when it meets to consider or discuss such matters as pending litigation with the Board attorney, collective bargaining, evaluations of claims filed with a risk management program, or 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 in attendance to constitute a quorum for the transaction of business.

Voting—A majority vote of the full Board is required for appointing and removing the president. On all other matters, a majority of voting members is required for approval. 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 seven days prior to the meeting. If additional items or supporting documentation become available, a supplemental agenda will be provided at least three days prior to the meeting.

## Minutes

Minutes of the meetings of the Board of Trustees shall be kept by the corporate secretary or designee, 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

Trustees appointed to committees shall serve at the pleasure of the board chair.

The Executive Committee shall have five/six (5/6) 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, the chair of the Finance, Administration and Audit Committee, and the chair of the Academic and Student Affairs Committee shall be members. In addition, one trustee/ shall be appointed by the Board chair at the annual meeting in the month of \_\_\_\_\_ or upon vacancy to serve at-large on the executive committee. *[Comment: in making the chairs of the standing committees a part of the Executive Committee, the resulting number of voting members becomes 4. Consider leaving the addition appointment to make the number odd for purposes of determining majority vote.]*

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 will also be responsible for professional board development and recruitment of potential Board members, *[Comment: Board Development Plan also calls for executive committee to be responsible for "ethics, bylaws and responsibilities of board members." Please be more specific.]*

The executive committee shall meet as often as necessary to conduct its business as determined by the chair and university president, 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 three (3) 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. The chair will serve as an ex-officio member of the following committees established by the Board of Trustees: Finance, Administration and Audit Committee; and the Academic and Student Affairs Committee.

## 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.

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 the president or the president's designee.

**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 is governed by the provisions of the Public Records Law in Chapter 119, F.S. Board meetings are 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."

Adopted 2-21-03, Revised \_\_\_\_\_.



**UWF Board of Trustees  
Conference Call Meeting  
January 7, 2005**

**Issue:** BOT Development

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**Proposed action:** Discussion

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**Background information:** The Board of Trustees adopted in concept a Board Development plan at their June 17, 2004 meeting. Many of the plan's concepts have been put into practice. However, many of the elements need further review and discussion as they have implications on meeting schedules, committee structures and require modification of the Board of Trustee Bylaws.

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**Supporting documentation:** Revised Board Development Plan

**Prepared by:** Kim Spear (850) 474-2473

## **Board development plan**

**(Adopted by UWF Board of Trustees on June 17, 2004)**

### **Board meetings and agendas**

The goal is to streamline the meetings, eliminate duplicative conversation on committee items by allowing the committees to discuss in detail their agenda items and provide additional time for the full board to engage in strategic discussions on key topics and major policy issues.

All face-to-face meetings will be webcast beginning with the August meeting in the Bowden Building.

Each meeting shall include:

- 1) Chair's greetings and report
- 2) President's greetings and report
- 3) Student recognition, to be selected by the vice president for Student Affairs
- 4) Faculty recognition, to be selected by the provost
- 5) Staff recognition, to be selected by the president and cabinet
- 6) Vice President Report
- 7) Approval of minutes from previous meeting
- 8) Committee reports.
- 9) Action items for full board consideration
- 10) Federal and state legislative report
- 11) Report on strategic plan dashboard indicators
- 12) Strategic planning discussion on key topics and major policy issues
- 13) Reports from the UWF Foundation Board of Directors, West Florida Historic Preservation Board, Florida Institute for Human and Machine Cognition, Research Foundation and the National Alumni Association should be given at the time their Financial Statements are certified by the UWF Board of Trustees.
- 14) Acknowledgement of receipt of written reports.
- 15) Other business

## **BOT committee structure**

- 1) Retain the Executive; Finance, Administration and Audit; and Academic and Student Affairs committees
- 2) Eliminate the Governmental Relations Committee and treat governmental relations as a full-board function.
- 3) Broaden the responsibility of the Executive Committee to include professional board development, recruitment of potential members, ethics, bylaws and responsibilities of board members.
- 4) Create charters for each of the committees
- 5) Committees should explore agenda items in detail.
- 6) University vice presidents and their staffs will work directly with the individual committees and their chairs in developing agendas and other work products.

## **Strategic Plan**

- 1) Each Vice President will work with their respective committees to provide appropriate updates as to the progress toward the strategic plan at each BOT meeting.
- 2) The BOT Chair will designate a trustee to be a liaison to the University Planning Council to assist the BOT in dialogue regarding higher education trends and future planning.
- 3) Hold joint Strategic Planning Session annually with all UWF boards
- 4) The role of the BOT is not to develop a Strategic plan but to provide visionary guidance on its development and to approve it.

## **Budget**

- 1) The university administration will hold a separate budget meeting with the Finance, Administration and Audit Committee well in advance of the meeting when it is to be brought to the board for approval before submission to the state.

## **Bylaws**

- 1) Review bylaws to ensure they conform to state statute.

## **Board policies**

- 1) Codify all BOT policies.  
Develop a public records policy, with special attention given to Trustee email practices.

## **Board performance and assessment**

- 1) BOT monitors its progress toward the development items detailed within this document on an annual basis.
- 2) Adopt an internal board assessment tool, which is used annually. The assessment by individual trustees and senior university administrators compiles information provided anonymously. (Models exist)
- 3) Every five years, the Board uses a consultant to do a formal board evaluation.

## **Trustee ethics policy**

- 1) Ensure trustees have read and understand the State of Florida ethics policy.  
Review this material at all new member orientations.

## **Trustee orientation and professional development**

- 1) Develop an orientation session for new members, which is given within two months of appointment and includes meetings with the president and each of the vice presidents, who provide information on campus operations, general counsel, who provides information on the public records/meetings and ethics policy, and the board manager, who provides logistical information on how the business of the board is conducted.
- 2) Send at least three trustees to the annual AGB Conference on Trusteeship.
- 3) Conduct small workshop in conjunction with the annual strategic planning session to discuss board development and operational issues.

## **Trustee expectations**

- 1) Develop a list of expectations of board members, which outlines the time and travel requirements for meetings, conference calls, commencement and other university events. It also should include information on:
  - a. Travel and other cost reimbursements: What is and what isn't covered.
  - b. Expectation to provide an annual gift to the university and to participate in all capital campaigns on campus with the donation of time and a financial gift.
  - c. Expectation to participate in university activities outside of board functions and to be available as a speaker on behalf of the board and/or university.
  - d. Role as ambassador of the university within the community
  - e. Promotion of the legislative agenda with business community, other boards on which trustees may sit and elected officials.

- f. Occasionally contacting top student recruits and faculty and administrators applying for positions at UWF.

## **Trustee recognition**

- 1) Develop a policy and procedure on how one becomes a trustee emeritus and the privileges that accompany the title.
- 2) Begin a tradition on a gift for outgoing trustees.

## **Board-to-board communications**

- 1) Use portals to create communication links to other boards' activities, such as linking their websites.
- 2) Social event in conjunction with the yearly joint strategic planning session, which, in addition to those invited to the strategic planning session, includes members of the college advisory boards, budget permitting.

## **President's communication with the Board**

- 1) President gives report at every board meeting.
- 2) President briefs trustees prior to board meetings.
- 3) President has open dialogue with trustees as needed and appropriate.

## **University communications with the Board**

- 1) Develop a university-contact policy so campus is informed on how to get in touch with trustees. Some items that could be included:
  - a. Emphasis that the board is a policy making board and not an administrative board.
  - b. The board is a policy board and all administrative functions rest with the president.
  - c. University employees are encouraged to work through their vice presidents to bring issues to the board, but they can contact trustees directly, provided they inform the president's office of the contact, unless the issue pertains to presidential conduct.
  - d. Trustees should notify the president's office when contacted by a university employee.
  - e. Employees should notify the president's office when a trustee contacts them.
- 2) The board hosts at least one lunch annually on campus for faculty and staff to informally discuss issues.
- 3) The board hosts at least one lunch annually on campus for students to informally discuss issues.

**UWF Board of Trustees  
January 7, 2004**

**Issue:** UWF Hurricane Ivan Financial Recovery

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**Proposed action:** None

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**Background Information:** To ensure we maximize our reimbursement for costs related to Hurricane Ivan, Dr. Cavanaugh appointed an Ivan Financial Recovery team on October 6, 2004. We are to ensure all documentation, justification; photos, etc are compiled, analyzed, coordinated and filed with the appropriate agencies. The following report was prepared on December 10, 2004.

**1. Legislative Special Session Summary of Hurricane Costs for UWF:**

Item	Submitted	Per BOG	Difference
Total Estimated Loss	11,572,336	10,803,825	768,511
Estimated Coverage By FEMA	6,018,844	6,018,844	0
Estimated Recovery by Insurance	<u>639,997</u>	<u>639,997</u>	<u>0</u>
Cost Not Covered	4,913,495	4,144,984	768,511
Revenue Loss	<u>0</u>	<u>768,511</u>	<u>(768,511)</u>
	4,913,495	4,913,495	0

**2. Insurance Filings to Date:**

State risk has 54 claims on file, for a total of **\$11,804,113**. This is based on our preliminary Notice of Loss filings.

There are an additional 54 claims that have not been assigned claim numbers. This is primarily related to each individual residence hall building being assigned a separate claim number for state insurance purposes. The State Risk Engineer (Dan Jones) reviewed 31 buildings while on campus after Hurricane Ivan.

UWF has submitted claims and supporting documentation of **\$5,410,301** to date; however, we only estimate receipts of approximately **\$600,000** from Risk. No payments have been received to date by Risk.

**3. FEMA Filings to Date:**

Category A - Debris Removal	\$491,117	
Category B - Emergency Protective Procedures	665,962	
Category E - Buildings and Equipment	88,201	pending Risk Insurance settlement
Category F - Utilities	91,781	
Category G - Parks, Recreational, and Other	<u>591,614</u>	
	\$1,928,675	

Additional filings with an estimated total of \$4,000,000 are being prepared. No payments have been received to date by FEMA.

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**Supporting documentation:** none

**Prepared by:** Betsy Bowers (850) 474-2637

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