

**MINUTES**  
UWF Board of Trustees  
Executive Committee Meeting  
February 25, 2005  
UWF/OWC Campus  
Fort Walton Beach, Florida

Board Chair K.C. Clark called the meeting to order at 11:30 a.m. with the following trustees in attendance.

Honor Bell  
KC Clark  
Dr. Lornetta Epps  
Sharon Hess Herrick  
Roy Smith  
Dr. John Cavanaugh

Others attending:

Dr. Hal White, Executive Vice President  
Regina DeIulio, General Counsel/Assistant Corporate Secretary/BOT  
Faye Bowers, Executive Specialist/Assistant Corporate Secretary/BOT  
Michael White, ITS

Chair Clark said he had a couple of items he wanted to outline and talk about stating that we (Executive Committee) have a responsibility to John (President Cavanaugh) to prepare a performance review. He said the Executive Committee hasn't given a performance review in a while and suggested that the Board get direction from the Association of Governing Boards for Trusteeship prior to evaluating the President in the fall of 2005. Clark further said that ABG may suggest polling certain individuals. Chair Clark said he would like to go from start to finish within 90 days. Trustee Roy Smith suggested hiring a consultant and Clark responded saying that AGB is a consultant and might recommend hiring a consultant to conduct the evaluation. Clark said the Executive Committee must first talk about the process of evaluation. At that time Clark asked if the President had any comments. The President did not. Executive Vice President Hal White said that some universities have a mid-term evaluation, which AGB may suggest, and noted that AGB will be of great assistance to the UWF BOT. Clark suggested listening to AGB and move toward finalization of evaluation.

Chair Clark asked for comments/direction on the adopted Board Development Plan. President Cavanaugh responded saying the BOT needs to have a function of the nominating committee taken over by the Executive Committee because there weren't enough trustees, in addition to every so many years the BOT needs to look at trustees. The Governance committee has been absorbed by Executive Committee which will guide the full BOT regarding nominations. Cavanaugh said internally the executive committee must look to the Board Development Plan relative to what our board needs to do as internal evaluations, which are typically done every 5 years. Chair Clark suggested that

the executive committee follow AGB's guidance. Trustee Smith said we need a plan in place and cultivation of prospective trustees to consider. Dr. Cavanaugh said the university actually had someone to fill Travis Bowden's vacancy, but that person was appointed to another board. Chair Clark said trustee Smith is right, that we should have an active list of individuals and that this is critical. Clark further said the BOT should involve such prospects and includes them as we can, and it might behoove us to appoint someone to another board prior to appointment to BOT. Vice Chair Honor Bell mentioned rotating someone off this BOT to the FIHMC Board. Chair Clark said let's not drop the institutional knowledge those people have gained. Vice Chair Bell said we might rotate someone off the BOT to serve on another board. Trustee Smith mentioned the BOG vacancy created by Pam Bilbrey's resignation. President Cavanaugh said vacancies have been appointed to the BOG already. Clark said that Orlando received 2 BOG appointments.

Chair Clark said the new bylaws would permit the Executive Committee to have conference calls to make any necessary decisions in lieu of having to call full BOT meetings,. By focusing on using the Executive Committee through conference calls, the BOT will see more activity. Clark said the Executive Committee has the right to take certain actions and it is easier to get a quorum than the full BOT as was experienced today.

Chair Clark, regarding prospective trustees, said that Executive Committee should begin funneling names in and start some conversations to develop future trustees. President Cavanaugh said keep in mind the BOT can use other boards like the Foundation and Alumni as a place to review prospective trustees' involvement and commitment to specific boards.

Vice Chair Honor asked if there was some way to get guidelines. President Cavanaugh said the basic guidelines are geographic, diversity desire and interest in the university.

Hess Herrick said that time is another factor and that orientation for new members is critical. She said she would like the Finance Committee to spend time understanding the financial aspect of the university.

Dr, Cavanaugh said to keep in mind that we are changing BOT meeting times, and committees will meet in the mornings and the full BOT in the afternoons. Dr, Hal White said AGB's coming in and Kim Spear and staff's informational CD will be of great advantage to the BOT. White said that AGB recommended a trusteeship committee; today we substituted the executive committee because we are a small board.

Clark said we need to have a BOT self-evaluation with Hess Herrick suggesting it be anonymous. President Cavanaugh said since we are going to a more mature level of board maybe give it a year with the new bylaws. Hess Herrick asked if the committees have by-laws. General Counsel said the Finance Committee has a charter and that a copy would be available to the BOT.

Clark followed saying that he told the General Counsel that the trustee resource manual she prepared for him would be of benefit to the other trustees. Having the CD/manual handy and the newly revised bylaws means this would be a good time to revise the reference manual.

Hess Herrick asked about shredding individual documentation saying she is reluctant to dispose of anything. "Is this something that I can put in office trash?" Ms. DeIulio suggested the trustees' box it and send it to the Office of the General Counsel for shredding and specifics can be kept in file for retention with two years or more, or if it was just materials provided to all trustees (like the meeting binders) they could just shred them, as the BOT office will maintain a copy. Anything unusual and specific might be kept permanently in a file.

Clark asked for further items, if not the meeting is adjourned at 11:30 a.m. for the unveiling and raising of the UWF flag on the FWB Campus.