

Full Board Meeting September 14, 2023 UWF Conference Center **Minutes**

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Board Meeting 9:00 a.m.

The public was provided with information on the UWF Board of Trustees website to join this public meeting in person in the UWF Conference Center or virtually through Zoom Webinar.

I. Call to Order

A. The meeting of the UWF Board of Trustees was called to order at 9:00 a.m. by Chair Suzanne Lewis.

II. Roll Call

- A. Chair Lewis asked Anna Lochas to conduct roll call. Trustees Dick Baker, Susan James, Suzanne Lewis, Ariauna Range, Alonzie Scott, and Stephanie White were in attendance in person and Trustees Paul Hsu, Jill Singer, and Robert Sires were in attendance virtually.
- B. Others in attendance included:



1. Dr. Martha Saunders, President; Dr. Gary Liguori, Provost and Senior Vice President; Howard Reddy, Vice President of University Advancement; Dr. Greg Tomso, Vice President of Academic Engagement and Student Affairs; Betsy Bowers, Vice President of Finance & Administration; Susan Woolf, General Counsel; Jamie Sprague, Associate Vice President of Human Resources: Dave Scott, Associate Vice President for Intercollegiate Athletics; Dr. Ed Ranelli, CEO of Business Enterprises, Inc.; Dr. Michelle Williams, Vice Provost; Jeffrey Djerlek, Associate Vice President and Controller; Cindy Talbert, Chief Auditing Executive; Matthew Packard, Chief Compliance Officer; Christophe Lizen, Director of Institutional Research; Dr. Angela Bryan, Director of Institutional Effectiveness; Daniel Lucas, Associate Vice President of Advancement; Dr. Mary Anderson, Associate Vice President and Dean of Students; Katherine Condon Assistant Vice President of Enrollment Affairs; Brittany Sherwood, Director of Strategic and Presidential Communication; Michael Wyatt, Assistant General Counsel; Sandra Thompson, Director for ITS; Allen Pierce, Lead Help Desk Analyst for ITS; Angel Sedillo Program Manager for the University Commons; John Macdonell, Desktop Systems Specialist for WUWF; Anamarie Mixson, Assistant Vice President of the Office of the President; and Anna Lochas, Board of Trustees Liaison.

III. Greeting

A. Chair Lewis welcomed everyone to the meeting. Chair Lewis identified that some formatting changes had been made to the agenda to streamline the meetings.

IV. Public Comment

A. Chair Lewis opened the floor for public comment. There were none.

V. Approval of Minutes

- A. Chair Lewis reminded the trustees that they had been given the opportunity ahead of time to review the minutes of the June 15, 2023, Board of Trustees Meeting and the August 17, 2023, Special Board Meeting. Chair Lewis asked for a motion to approve the minutes for both meetings if there were no changes or corrections.
 - 1. Motion by: Trustee Scott
 - 2. Seconded by: Trustee Baker
 - 3. Motion passed unanimously.

VI. Reports

- A. President's Report
 - Chair Lewis called on Dr. Martha Saunders to give the President's Report.
 - 2. Dr. Saunders presented the University Strategic Plan.
 - a. Strategic Direction 1: Student Centered and Focused



- i. UWF has had another record year for enrollment. As of drop/add, UWF has 14,377 students enrolled. This is a 6% increase to last year.
- ii. This fall UWF welcomed the 14th National Merit Finalist in seven years, five Pace Presidential Scholarship recipients, and five Argo Spirit Scholarship recipients.
- b. Strategic Direction 2: Employee Success
 - UWF was named a 2023 "Great College to Work For," marking the institution's eleventh appearance on the list. UWF was recognized in nine categories.
- c. Strategic Direction 3: Exceptional Academic Programming and Scholarship Aligned with State Needs
 - UWF lunched new academic programs including the Entry into Practice Master of Science in Nursing, the Master of Science in Administration with a specialization in sport administration, and the Executive Master of Business Administration: Leadership Practice and Purpose.
 - ii. The UWF Center for Cybersecurity received an \$8.3 million grant to launch the UWF Florida Cybersecurity Training Program and a a \$2.5 million grant to expand the National Cybersecurity Workforce Development program, CyberSkills2Work.
 - iii. UWF was awarded a \$460,000 grant by the Florida Defense Support Task Force to support the training efforts of the Florida Air National Guard and various military units based and operating in and around Florida.
- d. Strategic Direction 4: Community and Economic Engagement
 - UWF launched the Office of Workforce Development, aimed at aligning education with career success and economic growth.
- e. Strategic Direction 5: Infrastructure
 - UWF is investing performance funding to not only continue meeting the metrics, but also to exceed performance in various areas. For fiscal year 23-24, \$6 million was allocated to hiring faculty in programs of strategic emphasis; \$3 million to enhance academic and financial advising for students; \$5



million to student success initiatives; \$3 million to increase funds towards student financial aid, grants and scholarships; and \$4 million towards faculty and staff retention.

- ii. A new mural has been added to our pretty campus between the Aquatic Center and the UWF Field House.
- iii. Pen Air Field has new artificial turf, additional seating, and video boards.
- iv. Campus Drive was repaved at the end of the summer.
- f. Strategic Direction 6: Operational Excellence
 - Dr. Karen Evans has been appointed interim director of the School of Education and will lead the School as it begins its first year as a standalone unit in Academic Affairs.
- g. Strategic Direction 7: Culture of Inclusion and Civility
 - i. The Division of Academic Engagement and Student Affairs has created the new Office of Campus Culture and Access, which will provide a range of services to the campus community to promote civility and equal access to programs, classes, and services.
- B. Provost's Metrics Report
 - 1. Chair Lewis called on Dr. Gary Liguori, Provost and Senior Vice President, to give the Metrics Report.
 - 2. Dr. Liguori provided an update on the ten metrics.
 - Metric 1: Percent of Bachelor's Graduates Enrolled or Employed Earning \$40,000+ in the U.S. One Year After Graduation.
 - Metric 2: Median Wages of Bachelor's Graduates Employed Full-time One Year After Graduation.
 - c. Metric 3: Average Cost to the Student Net tuition and Fees for Resident Undergraduates per 120 Credit Hours.
 - d. Metric 4: Four-Year Graduation Rate for First Time in College Students (Full-Time).
 - e. Metric 5: Academic Progress Rate 2nd Year Retention with GPA at 2.0 or Above.



- f. Metric 6: Percent of Bachelor's Degrees Awarded in Programs of Strategic Emphasis.
- g. Metric 7: University Access Rate Percent of Undergraduates with a Pell Grant.
- h. Metric 8: Percent of Graduate Degrees Awarded in Programs of Strategic Emphasis.
- Metric 9A: Florida College System AA Transfer Three-Year Graduation Rates (Full and Part-Time Students).
- j. Metric 9B: FTIC Pell Recipients 6-Year Graduate Rate (Full and Part-Time Students).
- k. Metric 10: Percent of Baccalaureate Graduates Completing 2+ Types of High Impact Practice.

C. Student Report

- 1. Chair Lewis called on Taylor Vaneekeren to present her student experience to the board.
- 2. Taylor Vaneekeren shared her experiences as an undergraduate and graduate student at UWF. She also shared some of her experiences as a student athlete at UWF.

D. Committee Reports

- 1. Academic Affairs Committee
 - a. Chair Lewis called on Trustee Stephanie White to give the Academic Affairs Committee Report.
 - b. Trustee White explained that the Academic Affairs Committee met on Thursday, August 17, 2023, via Zoom Webinar. The committee had six action items and one information item on their agenda.
 - c. The action items were as follows:
 - ACA-1: Approval of Tenure as a Condition of Employment for Dr. Hossain Shahriar and Dr. Meng Yu, presented by Dr. Gary Liguori, Provost and Senior Vice President.
 - ACA-2: Approval of the 2022-2023 UWF Institutes & Centers Annual Report, presented by Dr. Michelle Williams, Vice Provost.
 - iii. ACA-3: Approval of the New UWF Regulation 5.070 Linking Industry to Nursing Education Fund,



- presented by Dr. Michelle Williams.
- iv. ACA-4: Approval of the New UWF Regulation 2.001 Post-Tenure Review, presented by Dr. Michelle Williams.
- v. ACA-5: Approval of the Revised UWF Regulation 3.040 Textbook and Instructional Materials Affordability, presented by Dr. Michelle Williams.
- vi. ACA-6: Approval of the 2023 UWF Textbook and Instructional Materials Affordability Report, presented by Dr. Michelle Williams.
- d. The information item was as follows:
 - i. INFO-1: Summary of Degree Program Changes, presented by: Dr. Michelle Williams.
- e. Trustee White explained that the Academic Affairs Committee recommended approval of all action items by the full Board of Trustees at the September 14, 2023, meeting.
- 2. Audit and Compliance Committee
 - a. Chair Lewis called on Trustee Dick Baker to give the Audit and Compliance Committee Report.
 - b. Trustee Baker explained that the Audit and Compliance Committee met on Thursday, August 17, 2023, via Zoom Webinar. The committee had three action items and two information items on their agenda.
 - c. The action items were as follows:
 - AUD-1: Acceptance of the Internal Auditing PCard Reports for the 4th Quarter and Fiscal Year Summary of PCard Audits for fiscal year 2022/2023, presented by Cindy Talbert, Chief Audit Executive.
 - AUD-2: Approval of the 2022/2023 Office of Compliance and Ethics Annual Report, presented by Matthew Packard, Chief Compliance Officer.
 - iii. AUD-3: Approval of the Updated Office of Compliance and Ethics Work Plan, presented by Matthew Packard.
 - d. The information items were as follows:



- INFO-1: Office of Compliance & Ethics Update on Activities, presented by Matthew Packard.
- ii. INFO-2: Internal Auditing and Management Consulting – Update on Activities, presented by Cindy Talbert.
- e. Trustee Baker explained that the Audit and Compliance Committee recommended approval of all action items by the full Board of Trustees at the September 14, 2023, meeting.
- 3. Finance, Facilities, and Operations Committee
 - a. Chair Lewis called on Trustee Bob Sires to give the Finance, Facilities, and Operations Committee Report.
 - b. Trustee Sires explained that the Finance, Facilities, and Operations Committee met on Thursday, August 17, 2023, via Zoom Webinar. The committee had one action item and one information item on their agenda.
 - c. The action items were as follows:
 - i. FFO-1: Conditionally Approve the Updated UWF Regulation 6.0054, Competitive Solicitation Requirements, in anticipation of BOG approval of revisions to BOG Regulation 18.001, Purchasing Regulations, increasing the competitive solicitation threshold from \$75,000 to \$150,000 and to review this regulation every three years using the Consumer Price Index for All Urban Consumers (CPI-U), presented by Betsy Bowers, Vice President of Finance and Administration.
 - d. The information item was as follows:
 - INFO-1: Update on University Efficiencies, presented by Betsy Bowers.
 - Trustee Sires explained that the Finance, Facilities, and Operations Committee recommended approval of all action items by the full Board of Trustees at the September 14, 2023, meeting.
- 4. Student Affairs Committee
 - a. Chair Lewis called on Trustee Alonzie Scott to give the Student Affairs Committee Report.
 - Trustee Scott explained that the Student Affairs Committee met on Thursday, August 17, 2023, via Zoom Webinar. The committee had one action item and no information items on



their agenda.

- c. The action item was as follows:
 - STU-1: Approval of the 2023 Florida Educational Equity Act Report, presented by Aurora Osborn, Interim Director of the Office of Campus Culture and Access
- d. Trustee Scott explained that the Student Affairs Committee recommended approval of all action items by the full Board of Trustees at the September 14, 2023, meeting.
- 5. Presidential Performance Evaluation & Metrics Ad Hoc Committee
 - a. Chair Lewis called on Trustee Jill Singer to give the Presidential Performance Evaluation and Metrics Ad Hoc Committee Report.
 - Trustee Singer explained that the Presidential Performance Evaluation and Metrics Ad Hoc Committee met several times over the summer.
 - c. Trustee Singer summarized the July 19, 2023, Presidential Performance Evaluation and Metrics Ad Hoc Committee meeting explaining that the committee had one action item and one information item on the agenda. The action item was to review and approve the 2022-2023 UWF Presidential Evaluation that would be sent to the Trustees to complete. The information item was to review the next steps for the committee.
 - d. Trustee Singer summarized the August 17, 2023, Presidential Performance Evaluation and Metrics Ad Hoc Committee meeting and explained that the committee had two action items and no information items on the agenda. The first action item was to review the results of the 2022-2023 UWF Presidential Evaluation and to approve the 2022-2023 UWF Presidential Evaluation Report. The second action item was to review the 2024 Presidential Employment Agreement and make recommendations for changes as needed. Trustee Singer noted that the August 17, 2023, committee meeting ran over time and a second meeting was scheduled for September 7, 2023, to finalize these action items.
- E. Direct Support Organization Reports
 - 1. UWF Foundation. Inc.
 - Chair Lewis called on Trustee Dick Baker to give the Foundation report.



b. Trustee Baker provided highlights of Advancement activities for fiscal year 2023 and reviewed the plans for fiscal year 2024. Trustee Baker also reviewed recent gifts made to the University. Trustee Baker reported on the Foundation Board and committees' activities and provided a brief report on Alumni Relations activities.

2. UWF Historic Trust, Inc.

- a. Chair Lewis presented the UWF Historic Trust report to the board.
- Chair Lewis provided a summary of the July 24, 2023, UWF Historic Truste bord meeting and provided information on the organization's events and activities.
- 3. UWF Business Enterprises, Inc
 - a. Chair Lewis called on Trustee Bob Sires to give the BEI report.
 - b. Trustee Sires provided an overview of BEI's finances and discussed current activities and plans for the organization.

VII. Unfinished Business

- A. Consent Agenda
 - 1. Chair Lewis noted there were ten items on the consent agenda.
 - a. ACA-1: Approval of Tenure as a Condition of Employment
 - b. ACA-2: Approval of the 2022-2023 UWF Institutes & Centers Annual Report
 - ACA-3: Approval of New UWF Reg. 5.070 Linking Industry to Nursing Ed. Fund
 - d. ACA-4: Approval of New UWF Regulation 2.001 Post-Tenure Review
 - e. ACA-5: Approval of Revised UWF Reg. 3.040 Textbook & Instr. Materials Affordability
 - f. ACA-6: Approval of the 2023 UWF Textbook & Instr. Materials Affordability Report
 - g. AUD-1: Acceptance of the Internal Auditing PCard Reports and Annual Report
 - h. AUD-2: Approval of the Office of Compliance & Ethics Annual Report
 - AUD-3: Approval of the Office of Compliance & Ethics Work Plan
 - j. STU-1: Approval of the 2023 Florida Educational Equity Act Report
 - Chair Lewis informed the Trustees that they may pull any individual item from the consent agenda below for further review, if needed. Chair Lewis explained that each item was fully discussed during the



committee meetings and all of the recommendations of the committees reflect the proposed action provided within the agenda. Chair Lewis asked if there were any requests to pull any consent agenda items for further discussion. There were no requests.

- 3. Chair Lewis asked for a motion for the Board to approve and adopt the recommendations of the Academic Affairs; Audit & Compliance; Finance, Facilities & Operations; and Student Affairs Committees made during their meetings with respect to the matters set forth on the consent agenda?
 - a. Motion by: Trustee White
 - b. Seconded by: Trustee Scott
 - c. Motion passed unanimously.

VIII. New Business

- A. Action Items
 - 1. BOT-1: Approve Updated UWF Reg. 6.0054, Competitive Solicitation Requirements
 - a. The first action item was presented by Betsy Bowers.
 - b. Chair Lewis asked for a motion to approve the updated UWF Regulation 6.0054, Competitive Solicitation Requirements.
 - i. Motion by: Trustee White
 - ii. Seconded by: Trustee Baker
 - iii. Motion passed unanimously.
 - BOT-2: Approve Final FY 22-23 University Carryforward & Fixed Capital Outlay
 - The second action item was presented by Jeffrey Djerlek, Associate Vice President for Finance and University Controller.
 - b. Chair Lewis asked for motion to approve the updated and final fiscal year 2022-23 University Carryforward Spending Plan as of June 30, 2023, and the updated and final fiscal year 2022-23 University Fixed Capital Outlay Budget as of June 30, 2023.
 - i. Motion by: Trustee Singer
 - ii. Seconded by: Trustee Sires
 - iii. Motion passed unanimously.
 - BOT-3: Approve FY 23-24 Carryforward, Fixed Capital Outlay, & Certification
 - a. The third action item was presented by Jeffrey Djerlek.
 - b. Chair Lewis asked for motion to approve the Estimated Fiscal Year 2023-24 University Carryforward Spending Plan; the Estimated Fiscal Year 2023-24 University Fixed Capital



Outlay Plan; and the Certification Document for University Fixed Capital Outlay, Operating, and Carryforward Budgets?

- i. Motion by: Trustee Baker
- ii. Seconded by: Trustee Hsu
- iii. Motion passed unanimously.
- c. Chair Lewis asked for motion to authorize the President to make future adjustments to the Fiscal Year 2023-24 Carryforward Spending Plan and the Fiscal Year 2023-24 Fixed Capital Outlay Plan as institutional needs warrant?
 - i. Motion by: Trustee Baker
 - ii. Seconded by: Trustee Singer
 - iii. Motion passed unanimously.
- 4. BOT-4: Approve Annual Report of Self-Supporting & Market Tuition Rate Programs
 - a. The fourth action item was presented by Jeffrey Djerlek.
 - Chair Lewis asked for motion to approve the Annual Report of Self-Supporting and Market Tuition Rate Programs for Fiscal Years 2021-2022 and 2022-2023.
 - i. Motion by: Trustee White
 - ii. Seconded by: Trustee Scott
 - iii. Motion passed unanimously.
- 5. BOT-5: Ratify the UFF Collective Bargaining Agreement for 2023-2026
 - a. The fifth action item was presented by Jamie Sprague, Associate Vice President of Human Resources.
 - Chair Lewis asked for motion to ratify the Collective Bargaining Agreement for 2023-2026 between the University of West Florida and the United Faculty of Florida, UWF Chapter.
 - i. Motion by: Trustee Scott
 - ii. Seconded by: Trustee Hsu
 - iii. Motion passed unanimously.
- 6. BOT-6: Ratify the 2023 UWF-AFSCME Collective Bargaining Agreement Reopener
 - a. The sixth action item was presented by Jamie Sprague.
 - b. Chair Lewis asked for motion to ratify the 2023 Collective Bargaining Agreement reopener between the University of West Florida and the American Federation of State, County, and Municipal Employees Council 79 (AFSCME).
 - i. Motion by: Trustee Baker
 - ii. Seconded by: Trustee White



- iii. Motion passed unanimously.
- 7. BOT-7: Ratify the 2023 UWF-PBA Collective Bargaining Agreement Reopener
 - a. The seventh action item was presented by Jamie Sprague.
 - b. Chair Lewis asked for motion to ratify the 2023 Collective Bargaining Agreement reopener between the University of West Florida and the Florida Police Benevolent Association, Inc.
 - i. Motion by: Trustee Hsu
 - ii. Seconded by: Trustee Scott
 - iii. Motion passed unanimously.
- 8. BOT-8: Approve Revisions to BOT-12 Board of Trustees Public Comment Policy
 - a. The eighth action item was presented by Susan Woolf, General Counsel.
 - b. Chair Lewis asked for motion to approve the revisions to University Policy BOT-12 Board of Trustees Public Comment.
 - i. Motion by: Trustee White
 - ii. Seconded by: Trustee James
 - iii. Motion passed unanimously.
- BOT-9: Approve 2022-23 Presidential Performance Evaluation & Compensation
 - a. The nineth action item was presented by Vice-Chair Jill Singer.
 - b. Chair Lewis asked for motion to approve the 2022-2023 Presidential Performance Evaluation Report and the 20% performance incentive compensation recommendation presented by the UWF Board of Trustees Presidential Performance Evaluation and Metrics Ad hoc Committee and delegate authority to the Board of Trustees Chair to submit the report to the Board of Governors.
 - i. Motion by: Trustee White
 - ii. Seconded by: Trustee Scott
 - iii. Motion passed unanimously.
- 10. BOT-10: Approve 2024 Employment Agreement for President Saunders
 - a. Chair Lewis presented the tenth action item.



- b. Chair Lewis asked for motion to approve the renewal terms to the employment agreement for President Martha D. Saunders for the time period January 1, 2024, through December 31, 2024, which includes an 8% base salary increase, and, subject to approval by the Board of Governors, authorize the Chair of the UWF BOT to execute on behalf of the BOT an employment agreement with the president for the same time frame.
 - i. Motion by: Trustee White
 - ii. Seconded by: Trustee Scott
 - iii. Motion passed unanimously.
- 11. BOT-11: Approve March 2024 Board of Trustees Meeting Date Change
 - a. Chair Lewis presented the eleventh action item.
 - b. Chair Lewis asked for motion to approve the rescheduling of the March 28, 2024, Board of Trustees meeting to March 7, 2024, at the UWF Conference Center as presented.
 - i. Motion by: Trustee White
 - ii. Seconded by: Trustee Hsu
 - iii. Motion passed unanimously.
- 12. BOT-12: Resolution 2023.4 in Recognition of Distinguished Service
 - a. Chair Lewis presented the twelfth and final action item which was BOT Resolution 2023.4 which was presented to Dr. Sherry Schneider in recognition of distinguished service.
 - b. Chair Lewis read the resolution as follows:
 - Whereas Trustee Sherry Schneider served with distinction and good humor on the University of West Florida Board of Trustees from August 2019 through August 2023; and
 - ii. Whereas Trustee Schneider used her position as trustee to encourage discussion and interest in the issues affecting UWF students, faculty, and staff, serving on numerous committees such as the Board of Trustees Academic Affairs Committee, the university COVID-19 Advisory Committee, and the Provost Search Committee; and
 - iii. Whereas Trustee Schneider has served as President of the Faculty Senate for two terms, the principal governing body of the UWF faculty, encouraging faculty and student involvement in developing the new UWF Strategic Plan and 10-year Campus Master Plan, and initiating the first Argo Pantry "Food Fight"



- competition between Faculty Senate, Staff Senate, and the Student Government Association; and
- iv. Whereas Trustee Schneider has served to promote the interests of the UWF faculty and university as a whole through her participation in the Advisory Council of Faculty Senates for the Florida State University System; and
- Whereas Trustee Schneider is a valued Assistant Professor in the UWF Department of Psychology, dedicated to her students, research, and service, receiving the UWF Faculty Service Award for 2021-2022; and
- vi. Now, therefore be it resolved that the University of West Florida Board of Trustees, at its regular meeting on this 14th day of September, the year of 2023, does hereby recognize and commend Trustee Sherry Schneider for her many contributions to the University of West Florida; and
- vii. Be it further resolved that this resolution is included in the minutes of the meeting and a copy presented to Trustee Sherry Schneider as a token of the Board's appreciation and sincerest thanks.
- c. Chair Lewis asked for motion to adopt BOT Resolution 2023.4 in Recognition of Distinguished Service by Dr. Sherry Schneider, past President of the UWF Faculty Senate.
 - i. Motion by: Trustee James
 - ii. Seconded by: Trustee Scott
 - iii. Motion passed unanimously.

B. Information Items

- 1. INFO-1: Update on Sunshine Laws and Ethics
 - a. Chair Lewis called on Susan Woolf to present the first information item which was an update on Sunshine laws and ethics.
- 2. INFO-2: Update on Annual Fraud Risk Management Program at UWF
 - a. Chair Lewis called on Betsy Bowers to present the second information item which was a review of the annual fraud risk management program at UWF.
- 3. INFO-3: FY 2022-2023 Final Operating Budget Summary Performance



- a. Chair Lewis called on Jeffrey Djerlek to present the third information item on the fiscal year 2022-2023 final operating budget summary performance.
- 4. INFO-4: DSO Operating Budgets FY 2022/23 & DSO Resources Utilized
 - Jeffrey Djerlek presented the fourth information item on Direct Support Organizations operating budgets for fiscal year 2022-2023 and the DSO resources utilized report.
- 5. INFO-5: UWF Bonuses Report for 2022-2023
 - Chair Lewis called on Jamie Sprague to present the fifth information item which was the UWF bonuses report for 2022-2023.
- INFO-6: Review of UWF's Commitment to the NCAA Principles of Conduct
 - a. Chair Lewis called on Dave Scott, Associate Vice President of Intercollegiate Athletics to present the sixth and final information item which was a review of UWF's commitment to the NCAA principles of conduct.

IX. Announcements

A. Chair Lewis identified that all agenda items had been discussed. Chair Lewis provided the board with a brief update on the Board of Governors Trustee Summit, and she provided the board with the date for UWF's fall 2023 Commencement ceremonies. Chair Lewis then asked if the board members had any additional business to discuss. No other business was discussed.

X. Adjournment

12:12 p.m.

A. Chair Lewis thanked those in attendance for their participation. With no other business to discuss, Chair Lewis adjourned the meeting at 12:12 p.m.