



AGENDA

**THE UNIVERSITY OF WEST FLORIDA
BOARD OF TRUSTEES**

**BOT Bylaws Ad Hoc Committee Meeting
February 13, 2020**

**University of West Florida
UWF Conference Center, Bldg. 22
11000 University Parkway, Pensacola, FL 32514**

Call to Order/Roll Call. Dick Baker, Chair

Chair's Greeting Dick Baker

Action Items:

1. Approval of January 24, 2020 BOT Bylaws Ad Hoc Committee Meeting Minutes
2. Approval of Amendments to UWF BOT Bylaws

Information Items:

Other Committee Business:

Adjournment

DRAFT Minutes
BOT Bylaws Ad Hoc Committee Meeting
UWF Board of Trustees
UWF Crosby Hall, Building 10, Room 131
January 24, 2020

BOT Bylaws Ad Hoc Committee Chair Dick Baker called the meeting to order at 10:35 a.m.

Committee Members Trustees Alonzie Scott Jill Singer joined by teleconference.

BOT Chair Dave Cleveland was present.

Others in attendance:

Ms. Pam Langham, General Counsel and Mr. Michael Wyatt, Assistant General Counsel

CHAIR'S GREETING

Chair Baker welcomed all those present and on the phone and read the charge from the BOT Chair to the Committee. Chair Baker commended the General Counsel Office of their good work revising the BOT Bylaws.

General Counsel Langham thanked Chair Baker and remarked that bylaws should be reviewed regularly and revised sparingly. She added that the changes made are necessary based on updates to the law. General Counsel Langham went through the bylaws and explained each revision, taking suggestions and questions from trustees and answering any concerns.

Trustee Jill Singer said she was comfortable with the changes made by General Counsel. She stated the bylaws are easy to interpret and understand. Trustee Scott agreed.

The trustees and members of the Office of General Counsel engaged in lengthy conversation and trustees made suggestions for a few editorial additions and changes to the revisions. General Counsel Langham agreed to do so and will provide the Committee with the changes made as soon as possible for their approval.

Chair Baker asked if there were any other questions or need for additional discussion. There was none.

ADJOURNMENT

With no further agenda items to discuss, Chair Baker adjourned the meeting 3:17 p.m.

Respectfully submitted,
Becky Luntsford, Assistant Corporate Secretary

**UWF Board of Trustees Meeting
UWF BOT Bylaws Ad Hoc Committee Meeting
February 13, 2020**

Issue: UWF BOT Ad Hoc Committee to review BOT Bylaws
Proposed Amendments

Proposed Action: Approval of amendments

Background Information:

The Bylaws of the UWF Board of Trustees provide that the Chair may appoint trustees to standing and ad hoc committees. Past-Chair O’Sullivan formed an ad hoc committee for the purpose of reviewing and recommending proposed amendments to the UWF BOT Bylaws, if appropriate. The committee met on January 23, 2020 and discussed the following amendments to the UWF BOT Bylaws:

- Miscellaneous changes to the formatting for organization including adding section numbers and consistency of citations to the Florida Statutes
- Section 1.3 – amendments to conform with Florida Statute Section 1001.71(1) and Florida Board of Governors Regulation 1.001(2).
- Section 1.5 – provides clarity in the event a vacancy occurs in the Chair position.
- Section 1.6 – provides clarity
- Section 2.3 – clearly states that an emergency meeting requires the posting of a notice at the university library and on the UWF BOT website.
- Section 2.4 – “Notice of Meeting” – amendments to conform to the requirements of the Sunshine Law in section 286.011, Florida Statutes.
- Section 2.8 – amendments to conform with the requirements of the Sunshine Law and chapter 112, Part III, Florida Statutes which require all members of the Board to vote unless a trustee is abstaining from the vote because of a conflict of interest. Requiring members of the Board to disclose and resolve potential conflicts of interest and ethical concerns in accordance with Chapter 112, Part III, Florida Statutes and the Board policy on conflicts of interest.
- Section 3.2 – changes to the membership of the executive committee; removing the President as a non-voting member of the executive committee, but requiring attendance of the President or designee at the executive committee meeting.

Recommendation: Approve the amendments to the bylaws.

Implementation Plan: After approval of the amendments by the committee, the BOT will need to approve at the March 2020 full board meeting.

Fiscal Implications: None

Prepared by: Pamela E. Langham, Esquire
General Counsel
plangham@uwf.edu
1.850.341.1369

Facilitator/Presenter: Dick Baker, Chair
Bylaws Ad Hoc Committee

UNIVERSITY OF WEST FLORIDA

BOARD OF TRUSTEES

BYLAWS

ARTICLE I ORGANIZATION

Section 1.1 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), **Florida Statutes**, for purposes of sovereign immunity. The Board shall perform all duties prescribed by the Board of Governors, applicable law and rules.

Section 1.2 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 (SGA) 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.

Section 1.3 Power 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 from the members appointed by the Governor or the Board of Governors by the Board of Trustees at the last regularly scheduled meeting of the calendar year for a two- year term to begin January 1.

The chair and vice-chair **may serve for one additional consecutive two-year term by majority vote, and for each additional consecutive term beyond two terms, may be reelected by a two-thirds vote. 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. Notwithstanding the previous provision, however, the chair may be selected for additional consecutive terms upon a two thirds vote of the Board of Trustees.**

The university president shall serve as executive officer and corporate secretary of the Board of Trustees, **but is not a member of the Board.**

Section 1.4 - 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 chair shall notify the Governor or the Board of Governors, as applicable, in writing whenever a Board member has three consecutive unexcused absences from regular Board meetings in any fiscal year, which may be grounds for removal by the Governor or the Board of Governors, as applicable.

Section 1.5 Chair Vacancy During Term - a permanent vacancy of the chair shall be filled by the then-serving vice chair for the remainder of the term. A permanent vacancy of the vice chair shall be filled for the remainder of the term by election of a majority vote of the members of the Board.

Section 1.6 Vice Chair - The duty of ~~the~~ vice-chair is to ~~shall~~ act as chair during the absence or disability of the chair.

Section 1.7 - 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, at the direction of the Board, recording and maintaining the minutes of any Board or meeting, including a record of attendance and 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

Section 2.1 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 <https://www.uwf.edu/trustees>.

Section 2.2 Special Meetings - The Board may meet in special meetings, including hearings and workshops, at a time and place designated by the chair.

Section 2.3 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 **by posting a notice at the university library and at <https://www.uwf.edu/trustees> of the time, date, place, and purpose of the meeting.** 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.

Section 2.4 Notice of Meetings - ~~All meetings of the Board and its committees shall be open to the public at all times, and no resolution, regulation, or other formal action shall be considered binding except as taken or made at such meeting in accordance with s. 286.011, Florida Statutes, unless the matter being discussed falls within the provisions of law allowing closed sessions. 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 also post~~ a notice **will be posted** at the university library and at <https://www.uwf.edu/trustees> of the time, date, place, and purpose of the meeting.

Section 2.5 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.

Section 2.6 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.

Section 2.7 Quorum - Nine (9) members of the Board must be in attendance to constitute a quorum for the transaction of business.

Section 2.8 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 **present at the meeting in person or otherwise** is required for approval. **All members of the Board shall vote on all matters coming before the Board for consideration in accordance with s. 286.012, Florida Statutes. A member is authorized, but not required, to abstain from voting because of a conflict of interest under chapter 112, Part III, Florida Statutes. Members of the Board shall disclose and resolve potential conflicts of interest and ethical concerns in accordance with Chapter 112, Part III, Florida Statutes and the Board policy on conflicts of interest.**

A trustee may abstain from voting only under those circumstances proscribed by law. Voting by proxy or by mail shall not be permitted.

Section 2.9 Parliamentary rules - Roberts Rules of Order, newly revised, will be followed in conducting meetings of the Board, unless otherwise provided by the Board.

Section 2.10 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.

Section 2.11 Minutes - The Board of Trustees shall keep, and within two weeks after a meeting, post prominently on the University's website detailed meeting minutes for all meetings, including the vote history and attendance of each trustee. The corporate secretary or designee, shall cause the minutes to be printed and preserved and 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

Section 3.1 Appointments - Trustees appointed to committees shall serve at the pleasure of the Board chair.

Section 3.2 Executive Committee - The Executive Committee shall have a minimum of six (6) members, ~~all 5 of whom shall be voting trustees, and one of whom shall be 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, and the chairs of the standing committees of the Board, shall ~~also~~ serve **as members**. The Board chair may appoint one additional trustee 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.

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. **The president or president designee shall attend all Executive Committee meetings.**

Section 3.3 Other committees - The Board of Trustees may establish such other committees as deemed necessary for the orderly conduct of the business of the Board. The chair may serve as an *ex-officio* member of any committee so established.

Section 3.4 Quorum for committee meetings - A majority of voting trustee committee members shall constitute a quorum.

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

Section 5.1 Appearances - 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.

Section 5.2 Chair's Role - The chair may recognize any individual or representative of groups to address the Board.

Section 5.3 Board Policy and law - The Board will permit individuals to address the Board as required by Board policy and Florida law.

Section 5.4 Orderly Conduct - 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

Section 6.1 Code of Ethics - Conflict of Interest - Trustees stand in a fiduciary relationship to the University. Therefore, Trustees shall act in good faith with due regard for the interests of the University and shall be guided by the provisions set forth in Florida law for the conduct of public officers. The Board shall adopt a written ethics policy that will be reviewed periodically and revised as necessary.

ARTICLE VII MISCELLANEOUS PROVISIONS

Section 7.1 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.

Section 7.2 Fiscal Year - The fiscal year of the Board shall commence on July 1 of each year and end on June 30.

Section 7.3 Sunshine Laws - Public access to Board records is governed by the provisions of the Public Records Law in Chapter 119, **Florida Statutes. F.S.** Board meetings are governed by the provisions of the Open Meetings Law in Chapter 286, **Florida Statutes. F.S.**

Section 7.4 Corporate Seal - The corporation shall have a seal on which shall be inscribed “The University of West Florida Board of Trustees.”

History: _____, revisions 2/25/05, revisions 9/18/09; revision 12/09/11; revisions 6/15/16; revisions 03/20.