



AGENDA

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

Executive Committee Meeting

May 23, 2014 - 12:00 p.m.

**Scenic Hills Country Club
8891 Burning Tree Rd. Pensacola, FL 32514**

Call to Order/Roll Call. Lewis Bear, Jr., Chair

Chair's Greeting. Lewis Bear, Jr., Chair

Action Item(s):

- 1. Approval of Revision and Updates to the UWF Foundation, Inc. BYLAWS**

Information Item(s):

- 1. Joint Boards Strategic Planning Retreat Update**
- 2. Legislative Report**
- 3. BOG Metrics and UWF Improvement Plan**

Other Committee Business:

Adjournment

UWF Board of Trustees Meeting
Executive Committee
May 23, 2014

Issue: Revision and Updates to the UWF Foundation, Inc. BYLAWS

Proposed action: Review and approve revisions/updates to UWF Foundation, Inc. BYLAWS

Background information: The revision of the BYLAWS is focused on refining the organizational structure of the UWF Foundation to take advantage of enhanced development opportunities, align policy with current practice, and more closely mirror the structure of larger and more mature university foundations in the Florida State University system and elsewhere.

Currently, the UWF Foundation, Inc. has an Executive Director (ED) that is largely focused on business operations and finance. This position is not deeply involved in development, donor relations or community engagement. The ED reports to the Vice President for University Advancement, which is the position largely focused on development. However, the Vice President for University Advancement is not referenced in the bylaws of the UWF Foundation.

In the Florida SUS, the vast majority of universities have the Vice President for University Advancement serving, dually, as the Executive Director or President of the respective foundation. This organizational outline ensures that the Chief Philanthropic Officer of the university is also the Chief Executive Officer of the university Foundation. With the upcoming retirement of the current Executive Director, the opportunity was taken to hire a Chief Financial Officer (CFO) as the replacement for the current ED. Upon the retirement/hiring, the Vice President for University Advancement will assume the additional title of President of the UWF Foundation, Inc.

The refined organizational outline will produce a Chief Executive Officer for the UWF Foundation, Inc. that is largely focused on board engagement, development and donor relations, and a Chief Financial Officer that is focused on finance, tax, and business operations. The refined structure will clarify duties and create enhanced development opportunities.

The following updates and revisions have been made to the UWF Foundation BYLAWS:

- The board officer positions of *President* and *Vice President* shall be updated to *Chair* and *Vice Chair*, respectively. This will align the officer titles with the organizational outline of other UWF boards (BOT, BEI, UWF Historic Trust) and differentiate board officers from staff.
- The position of UWF Foundation, Inc. Executive Director shall be updated to CFO. This position is selected by, and reports to, the Vice President for University Advancement.
- The position of *President* shall be added to the BYLAWS.
- Upon the advice of UWF Foundation legal counsel, the extraneous provisions and legacy language shall be removed.

Revisions and updates to Section 5: Executive Director and Officers:

The newly constructed position of President of the UWF Foundation, Inc. is selected by the President of the University in accordance with Florida Law and University policy. The President of the University of West Florida Foundation is the chief executive officer of the UWF Foundation, Inc., and also serves as Vice President for University Advancement for the University of West Florida. The responsibilities of this role are listed in Section 5.01. President.

Additionally, upon the advice of UWF Foundation legal counsel, legacy language that is not relevant to UWF Foundation is removed from the BYLAWS.

Recommendation: BOT to approve updates and revisions to the UWF Foundation, Inc. BYLAWS proposed and approved by UWF Foundation, Inc., Executive Committee and subject to the approval of UWF Foundation, Inc. Board of Directors.

Implementation Plan: Upon approval of FBOD and BOT, implementation of the revised BYLAWS shall begin with the new fiscal year and with the hiring of the new CFO of the Foundation.

Fiscal Implications: None

Supporting documents: BYLAWS of University of West Florida Foundation, Inc. (22 pages)
http://uwf.edu/trustees/May23_14/AmendedUWFFoundationByLaws.pdf

Prepared by: Germaine Battist, Executive Specialist, Office of the Vice President for University Advancement, 474-3306; gbattist@uwf.edu

Presenter: Dr. Brendan Kelly, Interim Vice President for University Advancement, 474-3306,
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**BYLAWS OF
UNIVERSITY OF WEST FLORIDA FOUNDATION, INC.**

ARTICLE I

MISSION

The mission of the University of West Florida Foundation, Inc. (the "Foundation") is to exclusively support and enhance the University of West Florida's mission of teaching, research, and service as determined by the University of West Florida Board of Trustees, by encouraging alumni and friends to provide private funds and other resources for the University's benefit, managing those assets, providing volunteer leadership in support of the University's objectives, and performing all business-related matters to accomplish these purposes.

ARTICLE II BOARD OF

DIRECTORS

The Articles of Incorporation refer to the governing body of the Foundation as the Board of Trustees. In order to distinguish the governing body of the Foundation from the University of West Florida Board of Trustees, the governing body of the Foundation is referred to herein as the Board of Directors and its members as Directors.

Section 2.01. Number of Directors.

The number of Elected Directors must be no fewer than five (5) or more than twenty-two (22), selected in the manner prescribed in these Bylaws. The total number of Directors, Elected and *Ex Officio*, shall not exceed 28.

Section 2.02. Elected Directors.

Ten of the Elected Directors shall be elected upon nomination of the President of the

University of West Florida ("University"). Two of the Elected Directors shall be elected upon nomination by the Alumni Association from its membership. Barring unforeseen circumstances, the remaining ten of the Elected Directors shall be elected by the Elected Directors at the last quarterly noticed meeting of the fiscal year of the Board of Directors.

Section 2.03. Ex Officio Directors.

Ex Officio Directors include the following: (i) one representative of the University of West Florida Board of Trustees ("BOT"), as designated by the BOT Chair; (ii) the President of the University; (iii) the Vice President of the Faculty Senate of the University; (iv) one student representative from the Student Government Association ("SGA") of the University, as designated by the SGA President; (v) the Immediate Past ~~President-Chair~~ of the Foundation Board, and (vi) the President of the Alumni Association. *Ex Officio* Directors are entitled to a vote upon all matters, except the election of Elected Directors and officers of the corporation.

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Section 2.04. Terms of Office.

(a) *Terms.* The term of office of Elected Directors is four (4) years.

(b) *Term Limits:* Elected Directors cannot serve more than two (2) consecutive terms

unless the Director is (1) serving as ~~President-Chair~~ or Vice ~~President-Chair~~ or (2)

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has served an initial partial term. *Serving as ~~President-Chair~~ or Vice*

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~~PresidentChair~~: Then the Elected Director's term of office is extended to include the time in which the Director

serves as ~~President-Chair~~ or Vice ~~PresidentChair~~. *Serving an initial partial term:*

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Only full 4- year terms will be counted toward term limits. In the event a vacancy is filled before the expiration of the term, the remainder of that term shall not count against the term limits imposed by these Bylaws.

(c) *Staggered Terms.* The terms of office of Elected Directors shall be staggered so

that approximately one fourth of the Directors terms are elected each year.

(d) *Initial Board.* The initial Directors shall serve until the first election held under the provisions of the Articles of Incorporation and Bylaws of the Foundation. It shall be the duty of the Board of Directors to determine the class of Elected Directors into which each such Director shall be placed and to arrange for the election of additional Directors for each class as provided herein. As the terms of the present Directors expire, the terms of their successors shall be adjusted so as to permit the orderly rotation of Directors thereafter as provided in subsection (b) of this Section.

(e) *Resignation.* A Director may resign at any time by submitting a written resignation to the ~~President Chair~~ of the Board of Directors, with a copy to the ~~Executive Director~~ President of the Foundation.

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(f) *Removal.* An Elected Director may be removed by a two-thirds vote of the Elected Directors present at a duly noticed meeting at which there is a quorum, whenever in the Board's judgment, the interests of the Foundation would be best served. Any Director may be removed for cause by the University President after consultation the Executive Committee of the Foundation.

Section 2.05. Vacancies.

(a) *Filling Vacancies.* When vacancies occur on the Board or among the Officers, the vacancy shall be filled by the Board for the unexpired term in the same manner as provided for in Section 2.02 of these Bylaws, for the class of Directors in which the vacancy occurs.

Section 2.06. Responsibilities of Directors.

The responsibilities of all Directors include the following duties:

- (i) Fulfill the primary duties of UWF Foundation Directors as described in the currently adopted UWF Foundation Board of Directors Position Description.
- (ii) Perform such other duties as may be required from time to time for the operation and governance of the Foundation.

Section 2.07. Compensation.

While board members provide an invaluable service to the Foundation, University, and community, there shall be no compensation for Board service of Elected Directors or *Ex Officio* Directors by the Foundation. However, reimbursement of out-of-pocket expenses and funding for supplemental compensation of the University President are allowed.

ARTICLE III

MEETINGS OF THE BOARD OF DIRECTORS

Section 3.01. Meetings.

- (a) *Regular meetings.* The Board of Directors shall meet quarterly, barring any unforeseen circumstances. At each meeting, the Board shall hear all committee reports, consider any committee action items, and conduct the general business of the Foundation, as needed. The time and place shall be determined by the ~~President Chair~~ of the Foundation ~~Board of Directors~~ in consultation with the ~~Executive Director~~ ~~President of the Foundation and Chief Financial Officer (CFO)~~.
- (b) *Special meetings.* Special meetings may be called by the President of the Foundation or by one-fourth of the voting interests of the Elected Directors upon written notice in accordance with subsection (c) below.
- (c) *Notice to Individual Directors.* Written notice to all Directors and Foundation staff to the Board must state the date, time, place of the meeting, and purpose of the meeting, and must be provided to the address provided. Electronic delivery of notices to

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Directors can be utilized unless a Director requests another means of delivery of notice.

Any such notice must be provided to Directors not less than fourteen (14) days if a regular meeting and not less than ten (10) days before the meeting to which the notice pertains. Public notice of all meetings shall be provided as required by Florida law.

(d) *Waiver of Notice to Individual Directors.* The Directors may waive notice of any meeting or the purposes of the meeting. When a quorum is present at any meeting, a waiver of notice of the meeting or the purposes of the meeting can be authorized by a majority of all Directors present at the meeting, and the waiver shall be as effective and have the same force and effect as though all Directors had waived the notice requirements; provided, however, notice to the public must be adequate to satisfy the requirements of Florida law.

Section 3.02. Quorum.

One third of all Directors shall constitute a quorum at any meeting of the Board of Directors and all questions shall be determined by a majority vote of those present at a duly noticed meeting, unless otherwise provided in these Bylaws.

Section 3.03. Conduct of Meeting.

(a) *Order of Business.* The order of business at all meetings of the Board of Directors shall be as follows unless otherwise determined by the ~~President Chair~~ or a majority of the Directors present:

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University of West Florida Foundation, Inc.
Board of Directors Meeting
Location/Time

Agenda

Opening Remarks / Announcements

BOD ~~President Chair~~

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Call to Order / Agenda
Roll Call / Quorum / Approval of Minutes

~~BOD President~~Chair
BOD Secretary

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Information Reports

University Update
Development/ Campaign
~~Adv/Pres, FND~~
Alumni
Foundation Business Operations
~~Officer, Foundation~~

UWF President (or designee)
VP ~~Advancement~~Univ

Alumni Association President
~~Executive Director~~Chief Financial

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Committee/Officers' Reports

Executive Committee
~~Chair~~ Investment Committee
Audit/Budget Committee
Nominating Committee
~~President~~Chair
Grant Committee

~~BOD President~~

Committee Chair

BOD Treasurer

~~BOD Immediate Past~~

Committee Chair

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Other Business

~~BOD President~~Chair

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(b) *Chair of Meetings.* The ~~Foundation President~~Chair of the Foundation Board of

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~~Directors~~, or in his or her absence, the ~~Foundation Vice President~~Vice Chair of the

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~~Foundation Board of Directors~~, shall act as Chair of all meetings of the Board of

Directors. In the absence of either the ~~Chair of the Foundation Board of Directors~~

~~Foundation President or and~~ Vice ~~President~~Chair from any meeting, the Board may

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appoint any member to act as Chair. The Foundation Secretary shall act as

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secretary of all meetings of the Board of Directors, but in the event of his or her

absence from any meeting, the presiding officer may appoint any person to act as

Secretary of the meeting.

(c) *Minutes.* Minutes must be kept of all meetings, and available for inspection by any person at reasonable times and in compliance with Florida law.

ARTICLE IV

COMMITTEES

All Committees shall be duly noticed and minutes shall be kept as provided in Article

III of these Bylaws.

Section 4.01. Standing Committees Generally.

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The Executive Committee, the Audit/Budget Committee, the Investment Committee, the Nominating Committee, and the Grant Committee are the standing committees of the Foundation, with the duties and responsibilities as indicated by these Bylaws. Under no circumstances will a quorum consist of fewer than three Board members. The Board may override any decision made by a standing committee by a majority of votes at a duly noticed meeting of the Board of Directors, unless otherwise provided in these Bylaws. If needed, a Waiver of Notice to Individual Directors for committee meetings can be authorized in the same manner as provided for in Section 3.01(d) of these Bylaws. Committee meeting shall be held with the frequency necessary to fulfill their governance and fiduciary responsibility to the Board, typically, a minimum of two to four times per year. Special meetings may be called at the discretion of the committee chair in consultation with Foundation staff.

Section 4.02. Executive Committee.

(a) *Membership.* The Executive Committee of the Board of Directors shall consist of

the following eight (8) Directors: the Chair of the Foundation Board of Directors

Foundation President who shall be Chair of the Executive Committee; the Vice

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Chair of the Foundation Board of Directors Foundation Vice President; the President

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of the University or designee; a representative of the BOT, as designated by the

BOT; the immediate Past President-Chair of the Foundation; the President of the

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UWF Alumni Association; the Foundation Secretary; and the Foundation

Treasurer.

(b) *Meetings.* The Executive Committee shall meet at the call of the Foundation

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President Chair. The presence of three members shall constitute a quorum. The

affirmative vote of three (3) members of the Executive Committee is necessary for

the adoption of any resolution or the approval of any action. No revision or

alteration by the Board of Directors of action taken at the Executive Committee

shall affect the rights of third parties.

(c) *Powers.* The Executive Committee shall have and may exercise all powers and authority of the Board of Directors when the Board is not in session, including: (i) filling all unexpired terms on the Board of Directors if not in conflict with the provisions of these Bylaws; (ii) making funding decisions after reviewing the Board of Trustees' due diligence with respect to the President's compensation; (iii) follow a process in keeping with IRS regulations for determining compensation of the following persons to include a review and approval of comparability data and contemporaneous substantiation of the deliberation and decision for the Foundation's ~~President, CFO, CEO Executive Director,~~ or top management official and other officers and key employees of the organization; and (iv) taking such other action as may be required from time to time for the expeditious operation of the Foundation.

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However, the Executive Committee shall have no authority to alter, amend or repeal the Foundation Articles of Incorporation or the Foundation Bylaws. The powers and authority of the Executive Committee are subject to the full Board of Directors being unable to meet in a timely manner to conduct business of the Foundation.

The powers and authority granted to the Executive Committee is further subject to such restrictions or limitations as the Board of Directors may from time to time specify by Resolution. All actions of the Executive Committee shall be reported in writing to the Directors individually within thirty (30) days after such action is taken, or at a meeting of the Board of Directors if a meeting is held within thirty (30) days of such action. Minutes of the Executive Committee shall be included as an information item in the Executive Committee report at the next occurring regular

meeting of the Board of Directors.

(d) *Non-Cash Gifts.* The Executive Committee shall accept non-cash gifts in accordance with Foundation Gift Acceptance policy. The nature and acceptance of non-cash gifts with a value greater than \$10,000 or having a related cost to the Foundation shall be reported to the Board of Directors at its next meeting. The Executive Committee shall review and amend for approval by the full Board, as necessary, the Foundation Gift Acceptance Policy no less than every 3 years.

(e) *BOG Regulations.* The Executive Committee shall periodically, review and ensure that the Foundation is in compliance with the requirements established under Board of Governors Regulation 9.011, University Direct Support Organizations and Health Services Support Organizations and Rule 6C6-5.016, Florida Administrative Code; Section 1004.28, Florida Statutes; as these may be amended.

(f) *Board Action.* The Board of Directors may override or negate any Executive Committee action by a majority vote of the Directors present at a duly noticed meeting of the Board of Directors, subject to subsection (b) above.

Section 4.03. Audit/Budget Committee.

The Audit/Budget Committee shall consist of no fewer than six (6) Directors with the Foundation Treasurer acting as Chair of the Committee. The Committee shall adhere to the Audit/Budget Committee Charter and all the requirements therein. The Committee shall prepare an annual Foundation budget for review and approval by the Board of Directors. The Committee shall conduct a process for the selection of the independent auditor for recommendation to the Board of Directors. The Committee will review the annual audit and, upon completion, recommend the audited financial statement for approval of by the Foundation Board. The

Committee shall review spending proposals (except as specifically described elsewhere in these Bylaws) and review no less than every five years the Foundation Spending Policy and the Audit/Budget Committee Charter to make recommendations to the Board of Directors in this regard.

Section 4.04. Investment Committee.

The Investment Committee shall consist of no fewer than six (6) Directors with the Chair appointed by the Board ~~President Chair~~ and meet no less than four (4) times per year. The Committee shall adhere to and act within the Board approved Investment Policy and all the requirements therein. The Committee shall conduct a process for the selection of the investment consultant for recommendation to the Board of Directors. The Investment Committee in consultation with the investment advisor shall determine investment goals and objectives of the Foundation; review performance in relation to established goals; implement investment of all Foundation funds; and report in writing quarterly to the Board of Directors. The Investment Committee is authorized to act on behalf of the Foundation and the Board to undertake rebalancing of the portfolio within the approved investment targets and managers. The Investment Committee shall have the power to change investment managers on behalf of the Board of Directors within the approved Investment Policy guidelines, but only after performing required due diligence and consultation with the investment consultant. However, all changes undertaken to rebalance the portfolio and/or changes in investment managers will be reported to the Board of Directors within 30 days. All changes to the Investment Policy must be approved by the Board of Directors before being implemented. The Investment Committee shall fully explain any proposed new types of investments to the Board. If the Board of Directors approves the new types of investments, these investments shall be incorporated into the Investment Policy, including the percentage of the portfolio to be invested in the new types of investments, and mechanisms for quarterly

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performance monitoring by the Investment Committee.

Section 4.05. Nominating Committee.

The Nominating Committee shall consist of no fewer than six (6) Directors with the Foundation's ~~Immediate Past~~ ~~President Chair~~ acting as its Chair. Through the efforts of the ~~Nominating Committee~~, the Board has an obligation to build a competent board and articulate prerequisites for candidates, orient and mentor new members, and periodically and comprehensively evaluate their own performance. Recommendations for potential nominees shall be submitted to the Nominating Committee no later than the end of January ~~or as stated by the board approved policy.~~ In keeping with the Board approved nominating process and Board of Director Position Description, The Nominating Committee shall meet and nominate Directors as well as the officers of the Foundation. All such nominations are to be advanced to the ~~Executive Director~~ ~~President of the Foundation~~ of the Foundation thirty (30) days prior to the Board's June meeting. The Nominating Committee shall review and amend, as necessary, the nominating process and Board of Director Position Description no less than every 3 years.

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Section 4.06. Grant Committee.

The Grant Committee shall consist of no fewer than six (6) Directors. The Grant Committee shall be chaired by a Director appointed by the ~~President Chair~~ of the Board.

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Section 4.07. Ad Hoc Committees.

Ad hoc committees may be created by the Board to perform a specific task that is not within the purview of a Standing Committee. Ad hoc committees may investigate or research a matter, or carry out an action adopted by the Board. The composition and duties of ad hoc committees shall be determined by the Board. Ad hoc committees may be comprised of as few as one Director working with Foundation staff.

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ARTICLE V

EXECUTIVE ADMINISTRATIONDIRECTOR AND OFFICERS

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Section 5.01. President

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The President of the UWF Foundation is selected by the President of the University in accordance with Florida law and University policy. The Foundation President reports directly to the President of the University.

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The President of the University of West Florida Foundation is the chief executive officer of the UWF Foundation, Inc., and also serves as Vice President for University Advancement for the University of West Florida. The Foundation President sets the vision and guides the Foundation strategically with oversight from the UWF Foundation Board of Directors and in alignment with the University's mission. Additionally, the President is responsible for overseeing Board development and orientation activities for Directors. The President works collaboratively with the Foundation Board of Directors and Chair of the Foundation Board of Directors, as well as the leaders throughout the University to ensure that all activities and resources are aligned with the University's priorities.

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The President of the Foundation leads, develops and oversees university-wide development/fundraising and secures private support for the benefit of the University and its mission. This person is responsible for activities constituting effective and trustworthy stewardship of UWF's assets, including effective governance of the investment portfolio.

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Section 5.02. Chief Financial Officer~~Executive Director~~.

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(a) *Selection.* The Chief Financial Officer~~Executive Director~~ of the Foundation is selected by the ~~President~~Vice President of the University Advancement in accordance with Florida law and University policy. The Chief Financial Officer~~Executive Director~~ reports to ~~the~~ the President or a designee reporting directly to the President of the University~~Vice President of University Advancement~~.

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(b) *Duties.* The Chief Financial Officer~~Executive Director~~ shall be responsible for the management of the affairs of the Foundation and is authorized to accept gifts pursuant to Foundation Gift

Acceptance policy, collect revenues, and make routine expenditures as may be delegated to him or her by the Vice President of University Advancement~~Board of Directors or the Executive Committee~~. The Chief Financial Officer~~Executive Director~~ shall advise, inform, and serve as a key liaison to the Board of Directors, especially with respect to business and fiduciary matters. The Chief Financial Officer~~Executive Director~~, in concert with the Foundation President, shall be responsible for implementing Foundation policies and actions taken by the Board of Directors.

Section 5.032. President Chair.

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The Foundation Board President Chair shall preside at all meetings of the Board of Directors, including the Executive Committee, ~~and shall act as the chief executive officer of the Foundation~~, and shall do and perform such other duties as from time to time may be assigned to the President Chair by the Board of Directors. The President's Chair's term of office shall be two years or until a successor is chosen and qualifies.

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Section 5.043. Vice President Chair.

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The Foundation Board Vice President Chair shall preside at all meetings and perform the duties of the President Chair in the absence of the President Chair. The Vice President Chair shall have full authority to act for the President Chair in the President's Chair's absence or incapacity. The Vice President's Chair's term of office e

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is two years or until a successor is chosen and qualifies.

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Section 5.054. Secretary.

The Foundation Board Secretary or designee shall keep the minutes of all meetings of the Board of Directors and the Executive Committee. As may be required, the Secretary may sign with the ~~President~~ Chair all contracts authorized by the Board of Directors in the name of the Foundation, and if required, affix the seal of the Foundation. The Secretary shall be responsible for working with the ~~Executive Director~~ President and Chief Financial Officer to maintain compliance with Florida law and regulations related to the retention and availability of Foundation records as may be required by Florida law. Within the limits of the term of their appointment, the Secretary's term of office is two years, or until a successor is chosen and qualifies.

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Section 5.065. Treasurer.

The Foundation Board Treasurer shall review the fiscal affairs of the Foundation and serve as the Chair of the Audit/Budget Committee. The Treasurer shall review all disbursements made by the Foundation. The Treasurer shall, with the assistance of the ~~Executive Director~~ Chief Financial Officer, prepare financial reports to the Board of Directors for each regular meeting of the Board, or as may be required by the Board or Executive Committee. The Treasurer shall report the actions taken by the Audit/Budget Committee to the Board. Within the limits of the term of their appointment, the Treasurer's term of office is two years, or until a successor is chosen and qualifies.

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Section 5.076. Absence or Incapacity of Officers.

In the event of absence, inability, or refusal to act of any officer of the Foundation, the Board of Directors may appoint another Director to perform the officer's respective duties.

Section 5.087. Bond.

Each officer, ~~the President of the Foundation and Chief Financial Officer and the Executive Director~~, if authorized to collect, hold, or disburse funds of the Foundation, shall be bonded for the faithful discharge of his or her duties, the adequacy of which shall be determined by the Executive Committee. The Foundation shall pay for the bonds.

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Section 5.098. Directors and Officers Liability Insurance.

The Foundation shall maintain Directors and Officers Liability Insurance on behalf of the Board.

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ARTICLE VI

DUTIES OF THE UNIVERSITY

Section 6.01. University of West Florida Resources.

The University President or designee shall have the following powers and duties related to University resources:

(i) Monitor and control the use of University resources by the Foundation.

(ii) Establish fundraising priorities that are consistent with the University's Mission and ensure coordination of all fundraising activities among all direct support organizations of the University.

(iii) Control the use of the University name by the Foundation.

(iv) Monitor compliance of the Foundation with federal and State laws and regulations.

(v) The University board of trustees or designee shall review and approve the Foundation's annual operating budget prepared by the Foundation's Audit/Budget Committee and approved by the Foundation Board of Directors.

(vi) Approve contributions of funds or supplements to support Intercollegiate Athletics.

~~Section 6.02. Employees:~~

~~Any person employed by the Foundation shall not be considered to be an employee of the State of Florida by virtue of such employment unless specific agreements have been executed by~~

~~the University Vice President for Administrative Affairs.~~

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* Which VP is appropriate

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ARTICLE VII

CHARTER DIRECTORS

Section 7.01. Original Charter Directors.

The Charter Directors of the University of West Florida Foundation, Inc. shall include all members of the Board of Directors as of December 20, 1972, and the original group elected by the Board to Charter membership. No additions may be made to this group which has distinguished itself for its leadership, financial support, and the demonstrated character and achievements of its membership.

Section 7.02. Eligibility for Service.

The Charter Directors shall be eligible to serve on committees established by the Board of Directors for the conduct of the affairs of the Foundation. They may be consulted individually or collectively by the President of the University, ~~President Chair of the Foundation Board of~~
~~Directors~~, or the Board of Directors upon important matters or policy relating to the purposes of the Foundation or the objectives of the University. They shall perform such other functions as the Board of Directors may from time to time designate.

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ARTICLE VIII

UNIVERSITY OF WEST FLORIDA FOUNDATION FELLOWS

Section 8.01. Fellows

The persons constituting the University of West Florida Foundation Fellows shall be elected upon the nomination of the Board of Directors of the Foundation and confirmation by the President of The University of West Florida. Their number shall be limited only by the high standards to be used in their selection to assure that this honor be extended to persons of merit

and distinction.

Section 8.02. Nomination Process

Board members wanting to recommend individuals for membership as a Foundation Fellows should contact the ~~Executive Director~~President of the Foundation. The ~~President~~Chair of the Foundation Board will identify the appropriate standing or ad hoc committee to review the nomination(s). Throughout the nomination process, the nominator retains responsibility for presenting a strong case for the nominee's induction.

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Section 8.03. Nomination Criteria

When considering potential Foundation Fellows, those involved in the nomination and confirmation process should consider the following qualifications:

- Service on the Foundation Board (both quality and quantity)
- Service to the university (including, but not limited to, service on other university boards, employment at the university, etc.)
- Support of the university (including, but not limited to, contributions of time and financial resources)
- Other as deemed appropriate by the Foundation Board.

Section 8.04. Duties

The University of West Florida Foundation Fellows shall have no fixed duties but they may be consulted, individually or collectively, by the President of The University of West Florida, the ~~President~~Chair of the Foundation Board of Directors, or the Board of Directors on important matters of policy related to the purposes of the Foundation or the objectives of the University. Fellows may also be called upon to act as ambassadors for the Foundation at various university and community functions.

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Section 8.05. Meetings

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The ~~President of the Foundation~~Chair of the Foundation Board of Directors and the President of The University of West Florida may at any time jointly call a special meeting of the Foundation Fellows for the purpose of obtaining their advice and counsel, but it shall not be mandatory to call any such meeting. The agenda for such meetings shall be prepared jointly by the President of the Foundation and the President of the University.

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Add President of Foundation, Chair of BOD

Section 8.06. Nonbinding nature of advice

The University of West Florida Foundation Fellows may, subject to the Articles of Incorporation and these bylaws, communicate their suggestions, advice and counsel to the Board of Directors and to the President of The University of West Florida. While the advice of the Foundation Fellows is nonbinding on the Foundation Board and the University administration, any advice and counsel given by the Foundation Fellows shall be duly considered by the Board of Directors and the President of the Foundation in determining any matters of policy or in the transaction of any business to which the advice and counsel pertains.

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ARTICLE IX

SEAL

The seal of the Foundation shall be inscribed with the words "University of West Florida Foundation, Inc.," the figures "1965," and the words "Corporation Not For Profit."

ARTICLE X

COMPLIANCE WITH FOUNDATION BOARD POLICIES

Section 10.01. Conflict of Interest Policy.

The purpose of a conflict of interest policy is to protect the Foundation's interests when entering into a transaction or arrangement that might benefit the private interests of an Officer

Director, Charter Director, or Foundation Fellow. All Board members are responsible for maintaining updated conflict of interest forms in compliance with the Foundation Board Conflict of Interest Policy. The Executive Committee will monitor overall Board compliance with the policy and state and federal regulations.

Section 10.02. Whistleblower Policy.

The Foundation strives to maintain the highest level of stewardship. Directors and employees are expected to observe the applicable provisions of the Code of Ethics for Public Officers and Employees, Part III of Chapter 112, Florida Statutes, and are herein advised that fraudulent and other wrongful acts will not be tolerated. In accordance with this goal the Foundation subscribes to all applicable University and State of Florida policies regarding the protection of whistleblowers. If any employee reasonably believes that some policy, practice, or activity of the Foundation is in violation of law, a written complaint must be filed by that employee with the ~~Foundation President or Foundation Vice President~~ Chair, or Vice Chair, of the Foundation Board of Directors.

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It is the intent of Foundation to adhere to all laws and regulations that apply to the organization and the underlying purpose of this policy is to support the organization's goal of legal compliance. The support of all Directors and employees is necessary to achieving compliance with various laws and regulations. An employee or Director is protected from retaliation if the person brings the alleged unlawful activity, policy, or practice to the attention of the ~~Chair, or Vice Chair, of the Foundation Board of Directors, Foundation President or~~ Foundation Vice President and provides the Foundation with a reasonable opportunity to investigate and correct the alleged unlawful activity. The protection described below is available to employees that comply with this requirement.

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The Foundation will not retaliate against an employee or Director who in good faith, has made a protest or raised a complaint against some practice of the Foundation, Director, or of

another individual or entity with whom the Foundation has a business relationship, on the basis of a reasonable belief that the practice is in violation of law, or a clear mandate of public policy.

The Foundation will not retaliate against persons who disclose or threaten to disclose to a supervisor or a public body, any activity, policy, or practice of the Foundation or a Director thereof that the person reasonably believes is in violation of a law, or a rule, or regulation mandated pursuant to law or is in violation of a clear mandate of public policy concerning the health, safety, welfare, of the Foundation or the University.

If the ~~Chair, or Vice Chair, of the Foundation Board of Directors Foundation President or Foundation Vice President~~ receives a complaint in accordance with this policy, the ~~Chair, or Vice Chair, of the Foundation Board of Directors Foundation President or Foundation Vice President~~

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has a duty to investigate the complaint and, if deemed legitimate or likely so, to rectify the situation or take appropriate and immediate steps to begin to rectify the situation.

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Section 10.03. Document Retention.

The Foundation shall comply with all applicable Foundation, University, State of Florida, and federal laws, regulations, and policies regarding document retention and destruction.

Documents shall never be destroyed or removed for illicit or unethical purposes.

Section 10.04. Other Approved Policies.

Board members will comply with all other such policies as may be adopted by the Board from time to time to remain in compliance with best practices, laws, or regulations.

ARTICLE XI

CONFIDENTIALITY AND DISCLOSURE OF DOCUMENTS

As stated in Florida Statutes Section 1004.28, as it may be amended, certain Foundation records are confidential and exempt from Florida public records laws. Upon receipt of a reasonable and specific request in writing, the Foundation will provide financial information

such as expenditures from Foundation funds, documentation regarding completed business transactions, information about the management of Foundation assets, and information required to be disclosed by the Internal Revenue Code or other applicable law. The Foundation will furnish this information in a format reasonably responsive to the request, at a reasonable cost to the requesting party. The Foundation will not, however, release any record or information that includes personal or financial information about a donor, prospective donor, alumnus, volunteer, or employee, unless otherwise required by law. All fundraising activities undertaken by University staff, faculty, or students, or by volunteers, are undertaken on behalf of the Foundation. All documents associated with such activities in possession of any University staff, faculty, or student, or any volunteer, are records of the Foundation and are confidential as provided by law.

ARTICLE XII

AMENDMENTS

These Bylaws may be altered, amended, rescinded, or repealed at any duly noticed regular or special meeting of the Board of Directors by the affirmative vote of a majority of the members of the Board present. Any amendments to these Bylaws shall be approved by the BOT as may be required by Florida law, regulation, or policy.

Revised: July, 2003

Adopted by UWF Foundation Board of Directors: September 26, 2003

Approved by UWF Trustees: May 21, 2004

Revised: June, 2005

Adopted by UWF Foundation Board of Directors: June 10, 2005

Approved by UWF Trustees: June 10, 2005

Revised and Adopted: December 8, 2005

Approved by UWF Board of Trustees: December 9, 2005

Revised and Adopted: December 10, 2009

Approved by UWF Board of Trustees: March 5, 2010

UWF Board of Trustees
Executive Committee
May 23, 2014

Issue: Joint Boards Strategic Planning Retreat

Proposed Action: Information

Background Information: Each year all of the boards associated with the University of West Florida come together for an annual retreat. This year we are suggesting working with a consultant from the Association of Governing Boards to lead our retreat. We have established a planning team to work with the consultant to develop an agenda that will be productive and useful for all involved.

Recommendation: Review draft agenda and offer comments or suggestions.

Implementation Plan: Hold Joint Boards Retreat on June 13

Fiscal Implications: TBD

Supporting documents: Bio of AGB Consultant, Ellen Chaffee
http://uwf.edu/trustees/May23_14/EllenChaffee.pdf

Prepared by: Dr. Kimberly Brown, Vice President and Chief of Staff, kimbrown@uwf.edu,
850-474-2200

Presented by: Dr. Kimberly Brown, Vice President and Chief of Staff, kimbrown@uwf.edu,
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ELLEN-EARLE CHAFFEE

Ellen Chaffee's distinguished career spans institutional, system, policy, and national professional leadership in both public and private higher education, as well as extensive research and publication. Past president of two universities and two national professional associations, she has led executive, academic affairs, student affairs, research, and equal opportunity functions. She has served on and consulted with more than 50 governing boards as well as national organizations in higher education research, health care, allied health, and foundations. Chaffee is a member of the Board of Trustees of Des Moines University.

Chaffee is a senior fellow at the Association of Governing Boards of Universities and Colleges (AGB). From 2009-2011, she directed a Lumina Foundation project for AGB that helped presidents and governing boards work together to meet key goals by improving academic, strategic, and financial performance in an environment of scarce resources. She co-directs a Teagle Foundation project for AGB to assist boards in defining how they can best oversee educational quality.

Chaffee was president of Valley City State University for 15 years and served nine of those years simultaneously as president of Mayville State University. Her leadership created an award-winning culture of innovation, change, and accountability. She then spent a year as president in residence at Harvard University. Previous positions include academic vice-chancellor for the North Dakota University System and director of organizational studies at the National Center for Higher Education Management Systems (NCHEMS). Chaffee was president of the Association for Institutional Research and the Association for the Study of Higher Education, as well as the public member of the American Council on Pharmaceutical Education (ACPE), the accrediting board for pharmacy. Trustee of a major healthcare system for eight years, Chaffee chaired the board and guided its 50/50 merger that resulted in a \$2 billion healthcare system.

Throughout her career, Chaffee has focused on leadership and organizational effectiveness, strategic thinking, organizational change, turnaround management, innovation, continuous quality improvement, accountability, decision making, and the role of information and technology. Chaffee has published five books and dozens of articles in refereed journals, as well as 750 weekly columns in community newspapers. Chaffee earned both the MA and PhD in higher education administration and policy analysis at Stanford University.

DRAFT preliminary WORKING agenda – version 2 for Joint Boards Strategic Retreat, June 13, 2014

Advance reading: Top 10 Strategic Issues for Boards (AGB); Regional comprehensives (CHE)

Advance request: Right now, what is the most important issue on your mind regarding the university?

Retreat Goals: Educate on the national context of rankings and performance based systems; Discuss how UWF can be nimble and strategic to face today's and future challenges; Develop plan for BOT

Retreat Outcome: Better understanding of what we can do as an institution/BOT to meet the BOG metrics while protecting the UWF identity and moving the institution forward.

MORNING All Boards

8:30 **Welcome, Remarks** – President, Chair

8:45 **National perspective** (Ellen), with focus on impact on regional comprehensives; performance funding, ratings and rankings, accreditation pressure

9:15 **Florida perspective** (UWF) – president – performance funding, impact on regional comprehensives and UWF specifically

9:45 **What others have done/are doing about it** (Ellen) – national – METRICS focus...in-state competition, strategies and challenges (including bureaucratic speed bumps), success stories

10:15 **Break**

10:30 **What we are doing about it** (UWF) – Provost – perspective on challenges and achievements, recognition of progress, give/take credit for good, hard work

11:00 **The plan going forward for UWF** (President) 2014-15 improvement plan to get held-back funds returned

Exercise- What are 1-2 ideas we could explore further as we move forward?

11:30 **Lunch**

AFTERNOON Board of Trustees Only

12:30 **Reflections and Q&A** on the morning's discussions and "big picture" perspective - President

12:45 **The Chair's perspective**

1:00 **Thriving in a Volatile, Uncertain, Complex, and Ambiguous (VUCA) World** – Chaffee – Shifting gears from "aircraft carrier" to "sailboat in rough seas." What's involved and what are the appropriate and effective roles of the Board?

1:30 **UWF Case Study** – What are some of the key opportunities and challenges facing UWF? How do they relate to the BOG metrics?

2:15 **Break**

2:30 **Five-year plan** – (facilitated discussion) With our current understanding of conditions and our short-term strategy, how can we ensure that UWF is on target with funding metrics within the next 3-5 years?

- What changes are required at UWF now? Impact on mission?
- What are the board's primary roles in supporting the university's work/success given these conditions?
- How can the board best help ensure that the president is appropriately focused, supported, guided, and assessed?

3:30 Next steps/action plan/FY2015 goals for the board (and president)

4:00 Adjourn

UWF Board of Trustees
Executive Committee
May 23, 2014

Issue: Legislative Update

Proposed Action: Information Only

Background Information:

Update on the outcomes UWF's legislative agenda.

Supporting documents: None

Prepared by: Janice Gilley, Assistant Vice President for Government Relations and Community Relations, jgilley@uwf.edu, 850-474-2218.

Presented by: Janice Gilley, Assistant Vice President for Government Relations and Community Relations, jgilley@uwf.edu, 850-474-2218.

UWF Board of Trustees
Executive Committee
May 23, 2014

Issue: Board of Governors Metrics

Proposed Action: Update

Background Information: We will provide an update regarding the Board of Governors Accountability Metrics and the UWF Improvement Plan for 2014-15.

Recommendation: Review improvement plan which must be provided to the Board of Governors on June 2, 2014 and presented at the Board of Governors meeting on June 17-19, 2014.

Implementation Plan: UWF will take steps to implement an improvement plan and to recover the \$3.8m withheld from our base budget for 2014/15. We will present the improvement plan to the BOG in June 2014 and submit updates in December 2014 and May 2015.

Fiscal Implications: TBD

Supporting documents: N/A

Prepared by: Dr. Kimberly Brown, Vice President and Chief of Staff, kimbrown@uwf.edu,
850-474-2200

Presented by: Dr. Judy Bense, President