

Minutes

Presidential Compensation & Contract Committee Meeting

UWF Board of Trustees

August 22, 2016

Chair Dave Cleveland called the meeting to order at 2:05 p.m. with the following committee members present: Dave Cleveland, Dick Baker, Lewis Bear, Jr., Ted Fox, Suzanne Lewis and Susan O'Connor.

Bob Jones joined by conference call.

LuTimothy May was unable to attend.

Others in attendance: Pat Lott, General Counsel; Jamie Sprague, Associate Director Human Resources; and Becky Luntsford, Assistant Corporate Secretary to the Board of Trustees.

CHAIR'S GREETING

Chair Cleveland welcomed everyone and thanked all for being here today.

I. Approval of Minutes

Chair Cleveland asked for a motion to *Approve the August 1, 2016 Presidential Compensation & Contract Committee Meeting.*

Motion by: Susan O'Connor

Seconded by: Ted Fox

Motion carried unanimously.

II. Compensation Policy Statement

Chair Cleveland explained at the last meeting, the committee came up with a range for each component of the compensation recommendation totaling \$475,000. Base Salary \$325,000; Performance Incentive \$65,000; Total Base & Performance \$390,000; Deferred/Retirement \$47,000; Housing & Car 438,000. The Committee had asked the staff to wordsmith the policy statement and recommendation and those documents were provided to the committee prior to the meeting.

Bob Jones explained that he feels strongly that when a president is compensated at the level indicated there is an expectation that the president performs at an excellent level. He added

that bonus compensation should be tied to performance and the performance should be extraordinary, not just good. Additionally, he asked the committee to seriously look at the post-term arrangements. He believes if compensation is paid fairly for the performance expected, awarding a president tenure, based on their academic qualification is acceptable, but he strongly disagrees with high post compensation beyond granting tenure.

Chair Cleveland thanked Bob Jones for his comments and stated the committee has had similar conversations on this matter.

Pat Lott explained that Dr. Jan Greenwood of Greenwood/Asher & Associates, Inc. said it is not customary to require five years of satisfactory performance of a president prior to granting tenure. It is customary to grant tenure to a qualified incoming president as a condition of employment.

There was much discussion on the definition of “with cause” for dismissal, voluntary dismissal and tenure.

Suzanne Lewis asked Bob Jones for clarification on his thoughts on the president’s contract length.

Bob Jones stated he supports a one-year contract, respecting other committee members felt differently.

Susan O’Connor stated that she supports a three-year contract to give the new president the opportunity to settle in and show improvements in the metrics under their leadership.

Chair Cleveland and other committee members made a recommendation to the post-employment benefits to state, *After three years as president, employee will be eligible for appointment as tenured professor in area of expertise...*

Suzanne Lewis stated the word “sabbatical” is an academic term, not a business term. She supported Chair Cleveland’s recommendations and she asked the committee to consider alternatives that a non-academic president could be entitled to other than a sabbatical.

Pat Lott explained the terms of UWF’s policy for professional development.

Ted Fox suggested the term “sabbatical” be changed to “professional development per UWF policy” throughout the documents. The committee agreed.

III. Presidential Compensation & Contract Committee Recommendation of Presidential Compensation

Pat Lott explained that Dr. Jan Greenwood was comfortable with the compensation package being recommended by the Committee.

Pat Lott clarified that the housing and car allowance is only offered during presidency. Suzanne Lewis asked that strong language be used in the document to clearly state that. Pat Lott agreed.

Chair Cleveland asked staff to add SUS and rearrange the peers, aspirants and comparables on the compensation chart. Staff agreed.

Pat Lott stated she will also add the three-year contract recommendation to the documents.

Chair Cleveland offered to Chair Bear that the BOT Compensation & Contract Committee is willing to continue their work on structuring the performance-based bonus for the new president.

Chair Cleveland asked for a motion to *Approve the Presidential Compensation & Contract Committee Recommendation of Presidential Compensation and Policy Statement with the amendments discussed. The proposed amendments will be made by staff and circulated to the the Committee. Barring no additional changes, the Presidential Compensation Recommendation and Policy Statement stands approved.*

Motion by: Dick Baker

Seconded by: Dave Cleveland

Approved by: Dave Cleveland, Lewis Bear, Jr., Suzanne Lewis, Susan O'Connor, Ted Fox

Opposed by: Bob Jones

Motion passed.

Chair Cleveland and BOT Chair Bear explained a Special BOT Meeting will be held to approve the Compensation & Contract Committee's Recommendation so the compensation package and philosophy can be provided to the final Presidential candidates in a timely fashion.

With no further Presidential Compensation & Contract Committee business to discuss, the meeting was adjourned at 2:56 p.m.

Respectfully submitted,

Becky Luntsford, recording secretary