

**Board of Trustees Governance Committee**  
**August 27, 2019**  
**Meeting Notes**

Meeting called to order at 8:01 a.m.

Members present: Les Muma, Chair; Stephanie Goforth, Hal Mullis, Jordan Zimmerman.

Committee Chair Muma welcomed everyone and stated that there were no public comments.

**New Business – Action Items**

**FL 101 – Approve 5/14/19 minutes**

Committee Chair Muma introduced the item and asked for a motion.

Motion made by Hal Mullis, 2<sup>nd</sup> by Stephanie Goforth; no discussion occurred and approved by all committee members present.

**FL 102 – Approve USF Institute of Applied Engineering Board Members**

Chair Muma stated that to continue to ensure tight integration with USF stakeholders and consistent with other USF Direct Support Organizations, the Institute of Applied Engineering requests three new members of the USF leadership team to be added to its Board of Directors, which must be approved by the BOT. He then called on Eric Forsyth, the Executive Director of IAE to present the item.

Mr. Forsyth then stated to the Board that President Currall and Provost Wilcox want to formalize membership with other DSO's balanced with USF and non-leadership members. The DSO requests that David Lechner, USF Senior Vice President for Business and Financial Strategy, Dr. Pritish Mukherjee, USF Vice Provost and Associate Vice President for Strategic Talent Recruitment, University Reputation and Impact, and Dr. Paul Sanberg, USF Senior Vice President for Research, Innovation & Knowledge Enterprise, all be made members of the DSO Board.

Chair Muma asked for a motion to accept the item as presented. Hal Mullis makes a motion, 2<sup>nd</sup> by Stephanie Goforth. No discussion occurred and approved by all committee members present.

**FL 103 – Amendments to the USF Board of Trustees' Operating Procedures**

Chair Muma reminded the members of the June 6, 2019 Board meeting where they stated the Board's expectation that decisions affecting the structure, curriculum, budget, personnel and performance of our university system will be approved by the President, who is at all times accountable to the Board within our governance processes.

This expectation is consistent with Board of Governors Regulation 1.001 and the recommendations of the Consolidation Implementation Task Force that the "President of USF has ultimate accountability for all actions within USF and all lines of authority should ultimately end at the President."

They then directed Board Operations and General Counsel to propose changes to the Board's Operating Procedures to align with this expectation.

Chair Muma then remind the Trustees that it is the practice of the Governance Committee to review proposed changes to the Operating Procedures in a redline format so there is no confusion about the exact changes under consideration. He then asked General Counsel Gerard Solis to present the changes.

Counsel Solis gave a summary of the roundtable discussion and then walked through the redline changes.

Trustee Watkins recommended changes to page 2 regarding vacancy of a chair. She stated that it does not have language qualifying the term of a successor and should say “or until a successor is elected.”

Trustee Jordan Zimmerman recommended that best practices be researched regarding this portion.

Trustee Watkins also recommended that on page 7, the number of trustees on the Governance Committee should read “at least three.”

Chair Muma asked for a motion to approve the amendments to the Operating Procedures as presented, including discussed committee membership requirement changes. Trustee Mullis made a motion, 2<sup>nd</sup> by Trustee Tokarz, then Chair Muma asked for any additional discussion.

Trustee Deanna Michael and others then discussed the portion that lists the President as the only communication point between the Board and the Campus Boards. There was further discussion regarding Board members roles as liaisons to their Campus Boards if they belong to one.

The committee agreed to pass these changes on to the full Board with the request that Counsel Solis provide a more detailed account of the role of the Campus Boards. There was no further discussion and the motion was passed.

#### **New Business – Information Item**

Chair Muma reminded the committee that over the next year, the Board will be formalizing a self-evaluation process that is very similar to the one the Board of Governors just went through. This is in compliance with Section 4 of the Southern Association of Colleges and Schools Commission on Colleges 2018 Principles of Accreditation requires governing boards to define and regularly evaluate their responsibilities and expectations as a Board. Since we are currently going through the reaccreditation process, SACS will be looking to see that we have implemented a process.

Having no further business, Chair Muma adjourned the meeting at 9:30 a.m.