

Governance Committee Meeting
Wednesday, December 7, 2022
10:30 a.m.

Committee Members: Thomas Dortch, Chair
Michael Dubose, Kimberly Moore, Belvin Perry,
Kenny Stone, Nicole Washington

AGENDA

- | | | |
|-----|---------------|-------------------|
| I. | Call to Order | Trustee Dortch |
| II. | Roll Call | Linda Barge-Miles |

ACTION ITEMS

- | | | |
|------|---|-----------------------|
| III. | October 5, 2022, Minutes | Trustee Dortch |
| IV. | President Robinson's Employment Contract and Bonus | Chair Lawson |
| V. | Revisions to the Board of Trustees Operating Procedures | Attorney Shira Thomas |

INFORMATION ITEMS

- | | | |
|------|-----------------------------|-----------------|
| VI. | Government Relations Update | Danielle McBeth |
| VII. | Adjournment | |

FLORIDA **A&M** UNIVERSITY
Board of Trustees
ACTION ITEM

Governance Committee Minutes
December 7, 2022
Agenda Item: III

Subject: Governance Committee Meeting Minutes

Rationale: Section 5.10 of the Board of Trustees Operating Procedures provides that detailed minutes should be kept for any Board or Committee meeting. Those minutes should include a record of votes cast and attendance.

Recommendation: Approve the Board of Trustees meeting minutes for October 5, 2022.

Attachments: Yes, copies of the minutes are attached.

The Governance Committee met on Wednesday, October 5, 2022. Trustee Moore called the meeting to order, and the following committee members were in attendance: Trustees Michael Dubose, Kimberly Moore, Kenny Stone, and Nicole Washington.

The Committee approved the June 1, 2022 and August 9, 2022 minutes, unanimously. The motion for approval was offered by Trustee Dubose and was seconded by Trustee Stone.

The next item on the agenda was the recommendation to approve of the Board's evaluation of President Robinson. Trustee Dubose moved to recommend approval. His motion was seconded by Trustee Cavazos, and it was approved unanimously.

The Committee reviewed President Robinson's proposed goals for 2022-2023:

Goal One (1): Four-year Graduation Rate/Student Retention: Increase the University's four-year graduation rate (*PBF metric*) to 38%; increase second-year retention rate to 90.0%.

Goal Two (2): Improve Licensure Pass Rate: Execute action plans that deliver first-time licensure pass rates of:

- 4.1 Nursing: 85%
- 4.2 Law: 80%
- 4.3 Pharmacy: 90%
- 4.4 Physical Therapy: 88%

Goal Three (3): Annual Giving: Increase annual giving to \$15M

Goal Four (4): R&D Expenditures: Increase total R&D expenditures to \$45M

Goal Five (5): Organizational Leadership:

- 5.1 Strategy – Effectively implement the Year-One goals and priorities outlined in the new Strategic Plan. Ongoing improvement in the attainment of “Top 100” metrics.
- 5.2 Talent Acquisition, Development, Retention, Succession and Organizational Effectiveness
- 5.3 Create Culture of Accountability (performance matters)/Continue implementation of the Customer Service Improvement Initiative

- Goal Six (6): University Budget/Fiscal Management:**
- 6.1 Financial Health – Strengthen the University’s financial health by achieving or exceeding a minimum debt coverage ratio ≥ 1.0 .
 - 6.2 Strategic Resource Allocations – Continue to align resource allocations to adequately support the University’s annual strategic priorities in all areas including athletics.

Goal Seven (7): Internal/External Relations: Continue to expand relationship-building with key stakeholders, including students, faculty, staff, Boards, alumni, elected officials (local, state, national), corporations, and the local community.

The Committee approved President Robinson’s goals with a unanimous vote. The Board also approved its self-evaluation. Trustee Dubose offered a motion for approval. The motion was seconded by Trustee Lawson and passed unanimously.

Trustee Moore indicated that the Committee’s annual action plan was included in the meeting material and will be updated, as necessary.

With there being no further business, the meeting adjourned.

FLORIDA **A&M** UNIVERSITY
Board of Trustees
ACTION ITEM

Wednesday, December 7, 2022
Agenda Item: IV

Subject: Extension of Dr. Larry Robinson's Employment Agreement through and including December 31, 2023 and bonus.

Proposed Board Action: The Florida A&M University Board of Trustees and Dr. Larry Robinson agree to extend the employment of Dr. Larry Robinson as President of Florida A&M University through and including December 31, 2023, as set forth on the proposed Extension of Employment Agreement attached hereto.

In accordance with President Robinson's employment agreement, Article 5.3:

President Robinson may be eligible to receive an annual performance bonus of up to twenty percent (20) of the annual base salary then in effect, as provided for in subparagraph 4.0, contingent upon the availability of funds from the FAMU Foundation. The award of a performance bonus is discretionary and shall be awarded based on the Board's assessment, in its sole and absolute discretion, of the President's performance as President during the fiscal year under review. The Board may award any amount of performance bonus from zero (0) to the maximum of twenty percent (20%).

Attachments: No

V. Revisions to the BOT Operating Procedures

GOVERNANCE OPERATING PROCEDURE REVISIONS 2022

OPERATING PROCEDURES SECTION	BOARD COMMENT/INQUIRY	RESPONSE/RECOMMENDATION	Subcommittee Recommendations (August 9, 2022)
Article 1 - STATEMENT OF PURPOSE			
	<ul style="list-style-type: none"> VP Maleszewski suggested the removal of the last sentence as unnecessary. 	<ul style="list-style-type: none"> Language also included in operating procedures of FAU, FIU, Florida Poly, UCF, UF. 	<ul style="list-style-type: none"> No changes were recommended.
2.1 Corporation/Corp. Name	<ul style="list-style-type: none"> Does this need to be included in the OP? 	<ul style="list-style-type: none"> Language also included in operating procedures of 11 of the 12 SUS institutions (FAMU, FAU, FGCU, FIU, FL Poly, NC, UCF, UF, UNF, USF, UWF) 	<ul style="list-style-type: none"> No changes were recommended.
2.2 Composition/Trustees	<ul style="list-style-type: none"> Does this need to be included in the OP? 	<ul style="list-style-type: none"> Language also included in operating procedures of 12 SUS institutions (*FSU abbreviated language) 	<ul style="list-style-type: none"> No changes were recommended.
2.3 Powers and Duties	<ul style="list-style-type: none"> No Comments 	<ul style="list-style-type: none"> No additional action 	<ul style="list-style-type: none"> No changes were recommended.
2.4 Corporate Seal	<ul style="list-style-type: none"> No additional revisions. 	<ul style="list-style-type: none"> No additional action 	<ul style="list-style-type: none"> Addressed by Committee previously.
Article 3 - OFFICERS OF THE BOARD			
3.2 Selection, Vacancies During Term, and Removal	<ul style="list-style-type: none"> Check the usage of the word "selection" versus "election." The Board elects its officers, so is there a purpose for using the word "select" instead? 	<ul style="list-style-type: none"> The Board of Governors' Regulation 1.001(2)(b) uses the term "select." In addition, the term is used in section 1001.71(4), Florida Statutes, and exclusively in five of the other SUS institutions' operating procedures. The other seven SUS institutions use both "select" and "elect." However, the term "select" can be changed to "elect" if it is the will of the Board. 	<ul style="list-style-type: none"> Keep the term "selection" rather than change to "election", as the Board of Governors uses the term "selection", and the words have the same meaning.
	<ul style="list-style-type: none"> The Board suggested that 3.2 needs to be re-written for consistency and reflect the following: For the first two terms, election is by a simple majority and after that, election is by a supermajority or two-thirds vote. The language should also include a limit that would be applicable to the chair and vice-chair. It appears that the language does not limit the re-selection to only a third 	<ul style="list-style-type: none"> Proposed Language- <ul style="list-style-type: none"> The Chair and Vice-Chair shall be selected by the Board of Trustees from the members appointed by the Governor or the Board of Governors at the first regular 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 	<ul style="list-style-type: none"> Refer this issue to the full Governance Committee for it to decide whether a supermajority is also required for a vice-chair's third term. The subcommittee recommended that the language should specifically say whether a supermajority is or is not required for the vice chair's third term. Term limits for the chair and vice chair is

GOVERNANCE OPERATING PROCEDURE REVISIONS 2022

	<p>term, it could extend to more terms. It was pointed out that the Board has no control over when the Governor replaces a trustee that has termed-out and if that person is chair, a disruption in Board operations could result.</p>	<p>by majority vote, and for each additional consecutive term beyond two terms, may be reelected by a two-thirds vote.</p>	<p>subject to the will of the body.</p>
	<ul style="list-style-type: none"> The Board commented about allowing the Board Chair to serve a third consecutive term and how that impacts succession. Also, a third term for the vice-chair should be addressed. The Committee was reminded that the election of officers is always at the will of the Board. <p><i>Follow-up: Check with the other SUS institutions regarding how this is handled.</i></p>	<ul style="list-style-type: none"> See the Chart on SUS BOT Officer Selection. Note: <ul style="list-style-type: none"> FIU and FSU procedures, which state “Normally, to be eligible for election as Chair or Vice Chair, a member of the Board shall have at least two years remaining on his or her term of appointment, provided that this requirement may be waived by a majority vote of the Board.” FGCU- “Trustees shall continue to hold office until their successors have been appointed.” Alternatively: <ul style="list-style-type: none"> FGCU- “The Chair shall serve for two (2) years and may be re-elected to serve three (3) additional consecutive two-year terms. Vacancies may be filled at any time by a majority vote of the members of the Board. The Chair and Vice-Chair will continue to hold office until their successors have been elected.” 	<ul style="list-style-type: none"> Subcommittee is not in favor of term limits. See above.
	<ul style="list-style-type: none"> The seven-day notice to declare candidacy needs to be more explicit. Clarify seven days before what event or whether it is by a date certain. A revision to 3.2 which addresses the 7-day notice, could/would apply to all sections of Article 3. It was suggested that the two-year clock should begin upon election to a position and filling a vacant position should 	<ul style="list-style-type: none"> Board Liaison’s original recommendation based on Board members comments. However, this can be addressed by the Governance Committee’s election procedures, should it be the will of the Board. 	<ul style="list-style-type: none"> Notice for proposed candidacy – A trustee must notice the Board that they plan to run for chair during June BOT meeting. A form can be created to be filed by the June meeting. This requirement should be included in the master calendar. (Note: The General Counsel will research whether a trustee is precluded

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	<p>not start the clock. There was also a question regarding how being selected to fill an unexpired term should count. Another suggestion was that “full-term” or “two elections” could be used rather than “two terms.”</p>		<p>from being nominated from the floor the day of the election since the June BOT meeting notice period ended.)</p> <ul style="list-style-type: none"> • An unexpired term does not count as a full term when selecting the chair. Clarify that an “unexpired-term” is not equivalent to a “full term” and define both. • If the chair resigns, language should allow the vice-chair to take the role of the chair until an election is held.
<p>New Section 3.2.2</p>	<ul style="list-style-type: none"> • There should be provisions in the Operating Procedures regarding who oversees elections. 	<ul style="list-style-type: none"> • Proposed amendment designates the Governance Committee. (See 3.2.2). 	<ul style="list-style-type: none"> • The Governance Committee shall oversee the election. The chair of the Governance Committee cannot run for chair or vice chair and conduct elections. They must resign as the committee chair if they decide to run for office. The Faculty Senate President or the Student Government President may conduct the election.
	<ul style="list-style-type: none"> • It was shared that the Board needs to know who is seeking election, prior to the meeting and why the person is seeking the position. The Governance Committee should set the parameters and set the guidelines for elections in advance. That information should be sent to the Board before the election. The guidelines should establish various responsibilities. <p><i>Follow up: The Governance Committee needs to set guidelines for election.</i></p> <p><i>Follow-up: The Committee needs to add language in the Operating Procedures around when nominations are due. The Committee should also create a timeline and the Committee’s roles and responsibilities regarding all elections.</i></p>	<ul style="list-style-type: none"> • Board Liaison will propose a timeline in conjunction with Governance Committee Chair. • This can be addressed by the Governance Committee’s election procedures, should it be the will of the Board. 	
	<ul style="list-style-type: none"> • The Board inquired about whether Operating Procedures 		

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	language about term limits can be more restrictive than BOG regulations and statutes. One trustee opined that you can always be more restrictive than the letter; you can't be less restrictive. He then asked that the chair of the Committee, along with the general counsel review the comments and the points that have been brought up and then let the committee know where it stands.	Ongoing	
	<i>Follow-up: Trustee Perry asked that the General Counsel review the University of Florida's Operating Procedures, as they set out a procedure for the selection of their chair and vice-chair. Trustee Dortch indicated that it would be sent to everyone.</i>	University of Florida's Operating Procedures have been provided to the Board.	
	The Board asked what procedure would be followed if there was a vacancy in the chair or vice-chair position. It was suggested that the election/selection procedure should be consistent, whether on-cycle or off-cycle. There was also a question regarding whether it is necessary to require the recommendation of the Governance Committee when a vacancy occurs.	<ul style="list-style-type: none"> • Proposed Language- In the absence of both the Chair and the Vice-Chair, the Corporate Secretary shall determine whether a quorum is present and, in that event, shall call for the election of a temporary presiding officer, who shall be elected from the appointed membership of the Board upon a majority vote of those Trustees present. Upon arrival of the Chair or Vice-Chair, the temporary chair shall relinquish the chair after concluding the business then before the Board. 	<ul style="list-style-type: none"> •
3.3 Chair	<ul style="list-style-type: none"> • No comments 	<ul style="list-style-type: none"> • No additional action 	<ul style="list-style-type: none"> • No changes were recommended.
3.4 Vice Chair	<ul style="list-style-type: none"> • It was noted that the vice chair's roles and responsibilities need to be clear. • The word "vacancy" should not be deleted. There also needs to be a timeframe for when a vacancy will be filled. i.e. within 60-90 days of the notification. The Committee should consider adding that "in the absence of the chair, the vice chair will assume the chair's roles until the special election is held." • It was suggested that the Committee consider having a 	<ul style="list-style-type: none"> • Most SUS institutions' operating procedures state the Vice Chair acts in the absence or upon the disability of the chair. <ul style="list-style-type: none"> ○ FIU - temporary period of vacancy before a new chair elected ○ FSU - death, absence or inability of chair to act. ○ UCF - act when chair is not present 	<ul style="list-style-type: none"> • No changes were recommended, as this language is consistent with other SUS institutions.

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	lead director who would act as chair until an election. That person would be the senior person on the Board who would coordinate the activities of the rest of the Board.		
3.5 Executive Officer/ Corporate Secretary	<ul style="list-style-type: none"> No comments 	No additional action	
3.5.1	<ul style="list-style-type: none"> Title Change only 	No additional action	
3.5.2	<ul style="list-style-type: none"> No comments 	No additional action	
Article 4 - COMMITTEES			
4.1 Executive Committee	<ul style="list-style-type: none"> <i>Follow-up: There needs to be clarity re: the meaning of the 2-year term service limit on the executive committee. Is it intended for committee chairs to serve only two years and then is there an automatic rotation to someone different for each committee?</i> <i>Follow-up: The Committee requested that Attorney Wallace determine if the last sentence in 4.1 implies a term limit on committee chairs. What are the intention and the scope of that language?</i> 	The term limits service of executive committee thereby limiting the term of committee chairs. See below.	<ul style="list-style-type: none"> Delete current language. Replace with: Committee chairs serve at the pleasure of the chair. Term limits for the executive committee are within the purview of the chair's authority
	<ul style="list-style-type: none"> It was suggested that there should be a process regarding committee service and that there should not be a limit on service as a committee chair. 	Deleted the two-year limit in 4.2.	
4.2 Standing Committees	No comments	No additional action	
4.2.1 Academic and Student Affairs	No comments	No additional action	
4.2.2 Audit and	No comments	No additional action	

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Compliance			
4.2.3 Budget/Finance & Facilities Planning	No comments	No additional action	
4.2.4 Governance Committee	No comments	No additional action	
4.3 Ad Hoc/Special Committees	<ul style="list-style-type: none"> It was suggested that the Board needs to look at its language regarding special committees and ensure that it is in sync with the Board's practice. 	<ul style="list-style-type: none"> Board Liaison will report to the Board any overlap on matters being addressed by a special committee which fall within the purview of a standing committee and any ad hoc committees that may be changed to a standing committee. 	<ul style="list-style-type: none"> Review the role of special committees, as they might encroach on the role of a standing committee. The Committee should consider putting a time limit on the existence of a special committee.
5.8 Rules of procedure			<ul style="list-style-type: none"> Appointment of a parliamentarian by the chair. The BOG's general counsel serves as the parliamentarian.

FLORIDA
AGRICULTURAL AND MECHANICAL
UNIVERSITY



BOARD OF TRUSTEES

**OPERATING
PROCEDURES**

*Adopted September 24, 2001
Amendment Notes are provided as Appendix C*

FLORIDA AGRICULTURAL AND MECHANICAL UNIVERSITY
BOARD OF TRUSTEES

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Commented [MOU1]: Table will be amended after all revisions are made.

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ARTICLE 1: STATEMENT OF PURPOSE

The Florida Agricultural and Mechanical University Board of Trustees (hereinafter referred to as the "Board") is vested with all powers and the authority to govern and set policy for "The Florida Agricultural and Mechanical University," as necessary to provide proper governance in accordance with the Constitution and laws of the state of Florida and with rules, regulations, and policies of the Florida Board of Governors, now existing or hereinafter established. In order to promote the effective discharge of its obligations and achieve its stated objectives, the Board hereby adopts these Board Operating Procedures.

ARTICLE 2: THE BOARD

- 2.1 CORPORATION/CORPORATE NAME** – The Board is a public body corporate entitled "The Florida Agricultural and Mechanical University Board of Trustees" with all the powers of a body corporate under the laws of the State of Florida. The Board is a corporation primarily acting as an instrumentality or agency of the State, pursuant to Section 768.28, Florida Statutes, for the purposes of sovereign immunity.
- 2.2 COMPOSITION/TRUSTEES** – The Board shall be comprised of thirteen (13) members, six (6) of whom shall be appointed by the Governor and five (5) of whom shall be appointed by the Florida Board of Governors. The President of the Student Government Association and the University Faculty Senate **President** shall serve as trustees during their terms of office. The appointed members of the Board shall be confirmed by the Florida Senate.
- 2.2.1** Trustees shall serve for staggered 5-year terms and may be reappointed for additional terms.
- 2.2.2** The Governor or Florida Board of Governors may remove a Trustee for cause. Failure of a Trustee to attend three **(3)** consecutive regular Board Meetings in any fiscal year may also be grounds for removal by the Governor or Florida Board of Governors, as appropriate.
- 2.2.3** The Governor or Florida Board of Governors shall fill Board vacancies by appointment, as appropriate.
- 2.2.4** Trustees shall serve without compensation but may be reimbursed for travel and per diem expenses in accordance with Section 112.061, Florida Statutes.
- 2.3 POWERS AND DUTIES** - The Board shall serve as the governing body of "The Florida Agricultural and Mechanical University." It shall select the President of "The Florida Agricultural and Mechanical University" to serve at the pleasure of the Board and shall hold the President responsible for the University's operation and management, performance, its fiscal accountability, and its compliance with

federal and state laws and **rules and** regulations of the Board of Governors. The Board shall have the power to carry out all lawful functions permitted by these operating procedures, by regulation and policies of the Board of Governors, and by the Constitution and laws of the State of Florida, as now or hereafter established.

The Board may adopt rules, regulations, and policies consistent with the University's mission, with law and with the rules and regulations of the Board of Governors to fulfill its obligations under the law.

2.4 CORPORATE SEAL – The Corporate Seal shall be used only in connection with the transaction of business of the Board and of the University. The Corporate Secretary may affix the seal on any document signed on behalf of the Board. **Permission may be granted by the Corporate Secretary for the use of the seal in the decoration of any University building or in other special circumstances.**

ARTICLE 3: OFFICERS OF THE BOARD

3.1 OFFICERS - The Corporate Officers of the Board are the Chair, Vice Chair, and Executive Officer/Corporate Secretary.

3.2 SELECTION OF and VACANCIES DURING TERM, AND REMOVAL – The Board shall select its Chair and Vice Chair from the appointed members at its first regular meeting after July in odd numbered years **upon recommendation of Governance Committee.** The Chair shall serve for two (2) years and may be reselected for one (1) additional consecutive 2-year term. For each consecutive term beyond two **(2) full** terms, the Board may reselect the Chair by an affirmative vote of no less than two-thirds (2/3) of the members of the Board. **A trustee must declare his/her candidacy for Chair or Vice Chair during the June Board meeting in an election year.**

Commented [TSR2]: Does the Board with to include "Vice Chair"?

Commented [TSR3]: Does the Board with to include "Vice Chair"?

3.3 **3.3.1** The Chair and Vice Chair may be removed after reasonable notice by an affirmative vote of no less than two-thirds (2/3) of the members of the Board.

3.3.2.2 **The Governance Committee shall oversee the officer selection process. If the Chair of the Governance Committee declares candidacy for chair or vice chair, he/she must temporarily relinquish the Governance Committee Chair, and the selection process shall be chaired by the Faculty Senate President or Student Government President.**

3.3.3.2.3 **Officer Vacancies– A vacancy of the Chair or Vice Chair position, prior to the expiration of the two-year term of the incumbent, shall**

be deemed to occur upon the death, resignation, or removal of the incumbent. Resignation occurs upon the incumbent's acknowledgment in writing that he/she intends not to perform, or will be unable to perform, the material duties of the position. The Corporate Secretary or designee shall notify the Board upon the occurrence of a vacancy. A vacancy of the Chair or Vice Chair shall be filled at any time by a majority vote of the Board upon recommendation to the Governance Committee. The Trustee filling a vacancy in the unexpired term of Chair or Vice Chair shall serve for the remainder of the term for which he/she filled, and selection or reselection shall take place at the Board meeting designated in Article 3.2. Assumption to an unfinished term created by a permanent vacancy shall not preclude that officer from being eligible to be selected and re-selected as provided in Section 3.2. A full term is defined as two (2) years of service, and an unexpired term is defined as a period of less than two (2) years of service.

3.43.3 CHAIR - The duties of the Chair shall include presiding at all meetings of the Board, calling special meetings of the Board, attesting to actions of the Board, appointing members to standing or other committees, accepting service of process in all suits filed against the Board, and serving as the spokesperson for the Board. The Chair shall appoint at least one representative to the Board of Directors and the Executive Committee of each Direct Support Organization (DSO). The Chair shall perform such duties in consultation with the University President. The Chair shall provide written notice to the Governor or Board of Governors, as applicable, when a Trustee has three (3) consecutive unexcused absences from a regular Board Meeting in any fiscal year.

3.53.4 VICE CHAIR - The duty of the Vice Chair shall be to act as Chair due to the vacancy, temporary absence, or disability of the Chair. In the case of a vacancy, the Vice Chair shall serve until a Chair is selected.

3.63.5 EXECUTIVE OFFICER/CORPORATE SECRETARY - the University President shall serve as Executive Officer and Corporate Secretary of the Board. The Corporate Secretary shall be responsible for providing notice of all meetings of the Board and its Committees; setting the agenda and compiling pertinent documents for meetings of the Board, in consultation with the Board Chair; recording and maintaining the minutes of any Board or Committee meeting, including a record of all votes cast in accordance with Section 286.011(2) and 1001.71, Florida Statutes; executing or attesting to all documents which have been approved by the Board and/or executed by the Chair, file and preserve all minutes, regulations, resolutions, rules, orders, papers, and documents pertaining to the business and proceedings of the Board; be the custodian of the corporate seal; be the Board's records custodian; and in the absence of the Board Chair, accept service of process in all suits filed against the Board. The Corporate Secretary may designate an individual to serve as Assistant Corporate Secretary to the Board.

3.5.1 The University President's specific powers and duties are enumerated in **Board University Regulation 1.02112**, as now or hereafter amended.

3.5.2 As Executive Officer, the President shall serve as the principal liaison officer and official contact between the Board and the faculty, staff, students, and DSOs of the University. **The University President shall be responsible for the operation and administration of the University, including efficient and effective budget and program administration, leading the University to accomplish its education missions and goals, monitoring educational and financial performance, consulting with the Board in a timely manner on matters appropriate to its policy-making and fiduciary functions, and serving as the University's key spokesperson. The President shall have the authority to execute all documents on behalf of the University and the Board consistent with law, the governance standards, and the best interests of the University.**

ARTICLE 4: COMMITTEES

The Board shall establish standing and ad hoc/special committees, as it deems appropriate to discharge its responsibilities. **Each committee shall consist of no less than three members.** The Board Chair shall appoint members of committees and their chairs **and vice chairs, who serve at the pleasure of the Board Chair. The Board Chair may appoint Trustees to fill vacancies of committee chairs and/or vice chairs at any time as maybe necessary.** Members of the committees shall hold office until the appointment of their successors **by the Board Chair.** Unless specifically delegated or as otherwise provided in these Operating Procedures, the authority to act on all matters is reserved to the Board and the duty of each committee shall be to consider and to make recommendations to the Board upon matters referred to it. Each committee shall have a written statement of purpose and primary **responsibilities, or a charter** as approved by the Board. **The chairs of all committees shall perform their duties in consultation with the University President (or designated administrative liaison(s)). All Trustees who are not members of a particular committee are invited to attend that committee meeting and may comment, but not vote, on matters before the committee.**

4.1 **EXECUTIVE COMMITTEE** - The Executive Committee shall consist of seven (7) Trustees, which shall include the Board Chair **and Vice Chair,** the chairs of the Academic **Affairs and Student Affairs** Committee, Audit and Compliance Committee, Budget/Finance **and Facilities Planning** Committee, **Governance Committee, Student Affairs Committee, Facilities Planning Committee** and Direct Support Organization (DSO) Committee. The Corporate Secretary shall be an ex-officio member without a vote and not counted as part of a quorum for **the** purpose of transacting business. **Each Committee member shall serve for a term of two (2) years.**

4.1.1 The Executive Committee shall meet upon the call of the Board Chair to conduct committee business as the Board Chair and Corporate Secretary may determine. Minutes shall be taken of the meeting.

4.1.2 The Executive Committee has the authority of the Board to act between regular Board meetings on matters that are either ministerial or that must be decided before the next Board meeting. The actions of the Executive Committee shall be reported to the Board at its next regular Board meeting and shall be confirmed and approved by the Board, if required.

4.2 **STANDING COMMITTEES - The following Committees shall be standing committees of the Board until dissolved by the Board.** Members of each standing committee shall be appointed by the Board Chair to serve until the appointment of their successors by the Board Chair, for a term of two (2) years. Unless specifically delegated and except as otherwise provided in these Operating Procedures, the authority to act on all matters is reserved to the Board, and the duty of each standing committee shall only be to consider and make recommendations to the Board upon matters referred to it. Statement of committee purpose and primary responsibilities:

4.2.1 **Academic and Student Affairs Committee** - The Academic and Student Affairs Committee shall be responsible for the oversight of educational policies and programs, and policies relating to student affairs, including athletics. The committee shall review and consider policies relating to new and existing degree programs, instruction, research, and continuing education, conditions affecting recruitment and retention of faculty members, including tenure, academic freedom and academic responsibility, codes of conduct and appropriate penalties for violations of University regulations pertaining to academic dishonesty, student admissions, student conduct, student life, extracurricular activities, student health, career resources, and student financial affairs. The committee shall make recommendations to the Board on these and other matters referred to it by the Board. The committee shall make reports to the Board.

4.2.2 **Audit and Compliance Committee** – The primary function of the Audit and Compliance Committee is to assist the Board in discharging its oversight responsibilities for the financial reporting process, the system of internal control, the audit process, and the University’s process for monitoring compliance with laws, regulations, and ethical obligations. ~~Audit and Compliance Committee shall be responsible for reviewing and recommending to the Board policies affecting internal controls, accountability, and audit.~~ The Audit and Compliance Committee shall have access to internal and external auditors to assess

their performance, the scope of audit **and compliance** activities and the adequacy of the system of internal accounting controls to ensure compliance with state and federal laws, **regulations**, and requirements. **The Chief Audit Executive and the Chief Compliance and Ethics Officer Internal auditors** shall report to the President for administrative support and shall report to the Board as to the process and content of their **audit and compliance internal audit reports, respectively**. The committee shall make reports to the Board. The committee's responsibilities shall include, but not be limited to:

- i. **Oversight of the University's Enterprise Risk Management (ERM) program designed to ensure that risks are appropriately identified, assessed, managed, and considered in institutional decision making;**
- ii. **Oversight of the University's internal control structure, to review the effectiveness and reliability of its business, financial and information system controls;**
- iii. **Oversight of the quality and integrity of the University's financial reporting processes to ensure the balance, transparency, and integrity of published financial information;**
- iv. **Oversight of the implementation of the University's compliance and ethics program;**
- v. **Review of the internal audit function and overall audit process;**
- vi. **Review of the external audits performed by the State Office of Auditor General and other independent auditors;**
- vii. **Review and approval of the annual audit plan;**
- viii. **Review and approval of the annual compliance program plan;**
- ix. **Review of the Division of Audit and Office of Compliance and Ethics annual reports;**
- x. **Review of the University's process for monitoring compliance with laws, regulations and policies.**
- xi. **Review appropriate compliance and ethics guidelines and procedures;**
- xii. **Ensure that the University maintains clear channels of communication through policy, processes, and the University's Compliance and Ethics Hotline;**
- xiii. **Receive periodic reports regarding investigations of compliance and ethics violations;**
- xiv. **Reviewing internal audits of the University;**
- xv. **Review significant cases of employee misconduct;**
- xvi.
- xvii. **Reviewing**—external audits performed by the State Office of Auditor General and other independent auditors,

together with the University's responses and corrective actions;

~~xviii.~~ **Adviseing** the Board on all aspects of internal and external audit and the adequacy of accounting procedures, systems, controls, and financial reporting in accordance with laws and regulations of the state;

~~xix.~~ **Reviewing** compliance reports ~~of the University of all laws and regulations~~ pertaining to **compliance risks, including** matters such as research, environment, ~~occupational~~ health and safety, **and the Code of Conduct fiscal affairs**, including the system of reporting established by the University; and

~~xvii-xx.~~ **Recommending** changes to the Audit and Compliance Charter.

4.2.3 Budget/Finance and Facilities Planning Committee - The Budget/Finance and Facilities Planning Committee shall be responsible for oversight of all policies relating to the financial affairs of the University, and overseeing the University's physical assets (e.g. land, buildings, infrastructure and equipment). **The committee** shall review and consider the annual budget and requests for appropriation of funds for the University as prepared by the President, policies relating to the external financing of projects, and the schedule of tuition, fees, and other student charges, and make recommendations to the Board on these and other matters referred to **the committee** by the Board. This committee also shall monitor the University's financial operations, debt level, and investment performance, if any. **The committee** shall make reports to the Board. The ~~committee's~~ responsibilities shall also include, but not be limited to:

- i. Reviewing proposed additions of and accepting new facilities, and reviewing proposed additions and renovations of existing facilities, after having evaluated appropriate utilization of existing available space and taking into consideration master plans, infrastructure, traffic, parking, appropriate land use and the effect upon overall University operations, both to include facilities of ~~direct support organizations~~ (DSOs, and other affiliated corporations of the University;
- ii. Reviewing annually the Capital Improvement Program list for funding by the Legislature, including the PECO list, and the Capital Improvement Program for all other projects;
- iii. Recommending appropriate action with regard to real property acquisition, sale, or lease;
- iv. Recommending the naming of facilities;
- v. Reviewing and approving the Campus Master Plan; and
- vi. Reviewing and approving debt financing for property.

4.2.4 Governance Committee - The Governance Committee is responsible for reviewing and making recommendations to the Board on various Board functions. The Committee's responsibilities shall include, but not be limited to:

- i. ~~Approving annually in even numbered years review~~ the charters for standing ~~Board~~ committees;
- ii. Reviewing periodically Board Operating Procedures;
- iii. Initiating Board training when appropriate;
- iv. ~~Overseeing the performance evaluation processes of the Board of Trustees Evaluating the Board's performance; and the President;~~
- v. ~~Evaluating the President's performance;~~
- vi. Periodically reviewing Board governance;
- vii. Overseeing University collective bargaining agreements;
- viii. Recommending Board regulations pertaining to the employees of the University and overseeing public and governmental relations; and
- ix. Providing oversight concerning these matters and making reports to the Board as appropriate.

4.2.5 Strategic Planning and Performance Measures Committee - The Strategic Planning and Performance Measures Committee is responsible for making recommendations to the Board regarding strategic planning, performance metrics, measures, and performance-based funding initiatives. The Committee's responsibilities shall include, but not be limited to:

- i. Reviewing the University's strategic plan, and making proposed revisions when appropriate;
- ii. Making recommendations to the Board regarding the implementation of the strategic plan;
- iii. Assessing the progress made in achieving strategic goals and objectives;
- iv. Reviewing the Board of Governors ten performance-based funding metrics, including the University-specific metric chosen by the Board of Governors and the University-specific metric chosen by the Board;
- v. Assessing the University's performance funding initiatives and metric scores to ensure that the University is striving to excel and improve on key metrics; and
- vi. Making additional recommendations and reports to the Board, as appropriate.

4.3 AD HOC/SPECIAL COMMITTEES - The Board Chair may establish such Special Committees as deemed necessary for the orderly conduct of **Board** business. Special Committees shall have powers, duties and a period of service as

the Chair may determine; however, no Special Committee shall be created to act upon matters within the purview of a standing committee.

ARTICLE 5: MEETINGS

All meetings of the Board and its committees shall be open to the public and all official acts of the Board or its committees shall be taken at public meetings, unless otherwise provided by law. **No resolution, regulation, or other formal action shall be considered binding except as taken or made in accordance with Section 286.011, Florida Statutes.** The Board attorney or designee shall be present at all Board and committee meetings, as appropriately noticed. The provisions of Section 24, Article I of the Florida Constitution and Chapter 286, Florida Statutes, shall govern Board and committee meetings.

5.1 REGULAR MEETINGS - Regular meetings of the Board shall convene at least four (4) times each year, or as needed, at a date, time, and place designated by the Board. **At the discretion of the Board Chair meetings may be held virtually or by other communication technology allowing participants to be heard and the public to hear all participants. The schedule of meetings is available on the Board website.**

5.2 SPECIAL MEETINGS - Special meetings of the Board, including hearings and workshops, shall be held at the call of the Board Chair or upon the request of seven (7) ~~Trustees members of the Board~~. The Board Chair shall designate the date, time, and place of such meetings. The Corporate Secretary shall send written notice of such special meetings to all Trustees, along with a statement of the purpose of the meetings. No matter may be considered at any special meeting that was not included in the call of the special meeting, **except by an affirmative vote of a majority of the Trustees at the meeting.**

Commented [TSR4]: Special meetings of the Board, including hearings and workshops, may be called by the Chair or any seven (7) members at such dates, times and places as may be specified in the call for the meeting.

5.3 EMERGENCY MEETINGS - Emergency meetings of the Board or its Committees shall be called by the Board Chair or upon the request of seven (7) ~~Trustees members of the Board~~, upon such notice as is reasonable under the circumstances, whenever, in the opinion of the Board Chair or upon the request of seven (7) ~~Trustees members of the Board~~, an issue requires immediate Board action. The Corporate Secretary shall notify the Board in writing upon the first and subsequent requests by Trustees for an emergency meeting. The Board Chair shall notify the Corporate Secretary of such emergency meetings. The Corporate Secretary shall immediately serve verbal or written notice upon each Trustee, stating the date, time, and place of the meeting and the purpose for which the meeting has been called. No other business will be transacted at the meeting unless additional emergency matters are agreed to by a majority of the Trustees in attendance. The minutes of each emergency meeting will reflect the manner and method by which notice of such emergency meeting was provided to each Trustee and will state the actions taken and the specific facts and reasons for calling the emergency meeting.

5.4 **NOTICE OF MEETINGS** - Notice of meetings of the Board shall be given by posting a notice of the time, place, date, and general purpose of the meeting on the ~~University's~~ **Board's** website not less than seven (7) days prior to the meeting. The media may also be notified through a press release issued by the University whenever an emergency meeting is scheduled.

5.5 **QUORUM** - A quorum for the transaction of business shall consist of seven (7) Trustees. **A quorum having been established, no business shall be transacted without a majority vote of all Trustees present, except as otherwise provided in these Operating Procedures.**

A quorum for all standing and special committees shall consist of a majority of the committee, except that in no case shall the number be fewer than two (2). **A quorum having been established, no business shall be transacted without a majority vote of all committee members present.**

5.6 **VOTING PROCEDURE** - No business will be transacted without an affirmative vote of the Board, and a majority vote of all the members of the Board is required for establishing policy, for making rules and regulations, for appointing and removing the President, and for approving or terminating programs. Each Trustee shall have one (1) vote. A vote shall be recorded or counted for each Trustee present, except when, with respect to such Trustee, there is or appears to be, a possible conflict of interest under Sections 112.311, 112.313, and 112.3143, Florida Statutes. In such cases, the Trustee shall comply with disclosure requirements in Section 112.3143, Florida Statutes.

5.6.1 **Proxies** - The use of proxies for purposes of determining a quorum, for voting, or for any other purpose is prohibited.

5.6.2 **Mail – Voting by mail is prohibited.**

5.7 **MEETING BY TELEPHONE OR OTHER COMMUNICATIONS MEDIA TECHNOLOGY** - With proper public notice, the Board or its Committees may participate in meetings by telephone conference call and other communications media technology, whereby all Trustees participating in the meeting can hear each other at the same time, to conduct business in the same manner as if the proceeding were held in person.

5.7.1 The notice of any meeting, which is to be conducted by means of communications media technology, will state where and how members of the public may gain access to the meeting.

5.8 **RULES OF PROCEDURE** – Meetings shall be conducted according to parliamentary rules in the latest edition of *Robert's Rules of Order*, unless otherwise modified by the Board and provided for within these ~~o~~**Operating p**rocedures. **The Board Chair shall appoint a Parliamentarian. The Board is**

~~required to make a motion or formally announce that the meeting time will be extended at the time the meeting is scheduled to adjourn.~~

5.9 **AGENDA** - The agenda for each meeting of the Board shall be prepared by the Corporate Secretary, in consultation with the Board Chair. The agenda shall be prepared in sufficient time prior to the meeting to ensure that a copy of the agenda will be provided to the Trustees at least fourteen (14) days in advance of the regular meeting and as soon as practicable for special and emergency meetings. Supporting documentation shall be prepared in sufficient time prior to the meeting to ensure that a copy of such documents will be provided to the Trustees at least seven (7) days prior to the meeting. The Corporate Secretary shall mail or email a supplemental or revised agenda to the Trustees prior to the meeting, if additional items or supporting documentation become available.

5.9.1 **Addendum to Agenda**. - Any Trustee may, at any regular meeting, propose an addendum to the agenda. The Board may, by a majority, vote to consider and to take final action on the addendum to the agenda.

5.9.2 **Consent Agenda and Action Items**. - At regular meetings of the Board, the Board shall vote on matters appearing on the Consent Agenda in its entirety, unless an individual Trustee requests that a separate vote be taken on a particular item. A separate vote shall be taken on each item appearing as an Action Item on the Agenda.

5.10 **MINUTES** - The Corporate Secretary shall be responsible for recording the detailed minutes of any Board or Committee meeting, including a record of all votes cast and attendance of each Trustee, and promptly transmitting a copy of the minutes to each Trustee or Committee member and to other parties deemed appropriate. Such detailed minutes shall be posted to the University's Board of Trustees' website no later than two (2) weeks after the Board Meeting.

5.10.1 A court reporter shall be present at each Regular Meeting of the Board. A permanent record of each Regular Meeting of the Board shall be maintained.

5.11 **CLOSED SESSIONS AT PUBLIC MEETINGS** - The Board may conduct closed sessions when it meets to consider or discuss pending litigation with the Board attorney, pursuant to Section 286.011(8), Florida Statutes, as now or hereafter amended; collective bargaining matters pursuant to Section 447.605, Florida Statutes, as now or hereafter amended; matters related to the evaluation of a claim filed with or offers of compromise of claims filed with the University's risk management program, pursuant to Section 768.28, Florida Statutes, as now or hereafter amended; to hear challenges to the content of student records and reports; and to discuss security of data and information technology and systems pursuant to Section 1004.055(2), Florida Statutes, as now or hereafter amended.

- 5.12 **CLOSED SESSIONS AND PUBLIC RECORDS** - 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 by the Board and the University in preparation for and during collective bargaining negotiations shall be exempt from disclosure.

ARTICLE 6: CODE OF ETHICS

- 6.1 **CONFLICT OF INTEREST** - Trustees stand in a fiduciary relationship to the University. Therefore, Trustees shall act in good faith, with due regard to the interest of the University, and shall comply with the fiduciary principles and laws set forth in the Code of Ethics for Public Officers and Employees, Sections 112.311-112.326, Florida Statutes, and **Board University** Regulation 1.019. Such principles and laws include, but are not limited to, matters addressing contracts and transactions with the University; voting conflicts; disclosure and disclosure forms; solicitation and acceptance of gifts, favors, or compensation; misuse of public position or confidential information; employment of relatives; and exemptions. **Each Trustee shall annually complete and sign a disclosure form.**

ARTICLE 7: AMENDMENTS TO THE OPERATING PROCEDURES

- 7.1 **VOTING, NOTICE AND FILING REQUIREMENTS.** = The Board shall review its Operating Procedures **in even numbered years annually.** The Board's Operating Procedures may be amended or repealed at any regular meeting of the Board by an affirmative vote of no less than two-thirds (2/3) of the **Trustees,** provided that written notice and a copy of any proposed amendment or repeal are filed with the Corporate Secretary of the Board and mailed or emailed to each Trustee at least seven (7) days in advance of the meeting at which the amendment or repeal is to be voted upon.
- 7.2 **WRITTEN NOTICE BY CORPORATE SECRETARY.** = It shall be the responsibility of the Corporate Secretary to mail or email written notice and a copy of the proposed amendment or repeal to each Trustee at least seven (7) days in advance of the meeting at which the amendment or repeal is to be voted upon.
- 7.3 **SUSPENSION OF OPERATING PROCEDURES** - **Any provision of these Operating Procedures may be suspended in connection with the consideration of a matter before the Board by an affirmative vote of not less than two-thirds (2/3) of the Trustees then serving.**

ARTICLE 8: APPEARANCES BEFORE THE BOARD

8.1 APPEARANCES BEFORE THE BOARD; WRITTEN COMMUNICATIONS - Individuals or group representatives who desire to appear before the Board to address a subject within the Board's jurisdiction shall file a written request with the Corporate Secretary at least ten (10) days prior to the consideration of the matter by the Board. The Corporate Secretary, in consultation with the Board Chair, will determine whether the item will be heard and when the item will be heard. When addressing agenda matters, members of the public shall confine their comments to the subject of the agenda matter. The Board Chair shall have the authority to limit immaterial, unnecessary, or redundant presentations or requests. Nothing in this section prohibits a person from filing written communications to the Board in regard to matters then under consideration. However, unsigned communications shall not be introduced to the Board. The Board Chair may place time limits on any presentation or decline to hear any matter determined by it to be out of its jurisdiction.

The Board Chair may recognize any individual or representatives of groups to address the Board.

8.2 PUBLIC COMMENTS; TIME LIMITED - Individuals, organizations, groups or factions who desire to appear before the Board to be heard on a proposition pending before the Board shall complete a public comment form specifying the matter on which they wish to be heard. Public comment forms will be available at each meeting and must be submitted prior to the plenary meeting of the Board. For meetings held telephonically, public comment forms can be obtained from the Corporate Secretary and must be submitted prior to the date of the meeting. Organizations, groups, or factions wishing to address the Board on a proposition shall designate a representative to speak on its behalf to ensure the orderly presentation of information to the Board. The Board will reserve a maximum of fifteen (15) minutes during the plenary meeting of the Board to take public comment unless the Board Chair or a majority of the Board grants additional time. Each person recognized for the purpose of public comments by the Board Chair shall limit his or her comments to agenda matters currently before the Board. The person shall step forward to the podium and shall give his or her name in an audible tone for the record. Persons and representatives of organizations, groups or factions addressing the Board during the public comments section of the Board meeting shall limit their remarks to three (3) minutes, unless the Board Chair or a majority of the Board grants further time. Time limits may be extended or shortened depending on the number of speakers requesting to be heard. All remarks shall be addressed to the Board as a body and not to any member thereof, nor to members of the audience. No person, other than the Board and the person having the floor, shall be permitted to enter into any debate or discussion, either directly or through a member of the Board, without the permission of the Chair.

8.3 ENFORCEMENT OF DECORUM - The University's police chief, or such member of the University's police department as the chief may designate, shall carry out orders and instructions given by the Chair or by a majority of the Board present for maintaining order and decorum at the Board meetings. Public members attending Board meetings shall observe the same rules of propriety, decorum, and good conduct applicable to Trustees. Any person making personal, impertinent, or slanderous remarks or who becomes boisterous while addressing the Board or while attending the Board meeting shall be removed from the room if the police chief or officer is so directed by the Chair, and such person may be barred from further audience with the Board. Unauthorized remarks from the audience, stamping of feet, whistles, yells and similar demonstrations shall not be permitted by the Chair, who shall direct the removal of such offenders from the room.

ARTICLE 9: INDEMNIFICATION

9.1 PERFORMANCE OF OFFICIAL DUTIES. = In any civil action brought against a Trustee for any act or omission arising out of and in the course of the performance of his or her duties and responsibilities, the Board may defray all cost of defending, including reasonable attorney's fees and expenses, along with costs of appeal, and may hold harmless and protect such Trustee from any financial loss resulting from the lawful performance of his or her duties and responsibilities. In the discretion of the Board, claims based on such actions or omissions may be settled prior to or after the filing of the suit.

9.2 INSURANCE COVERAGE. = The Board may arrange for and pay for the premium for appropriate insurance to cover all such losses and expenses.

ARTICLE 10: GENERAL

10.1 COLLECTIVE AUTHORITY AND ACTION - The authority of the Trustees is conferred upon them as a Board, and Trustees bind the Board and the University only by acting together as a Board. No individual member shall commit the Board to any policy, declaration, or action without prior approval of the Board.

10.2 FISCAL YEAR - The fiscal year of the Board shall commence on July 1 of each year and end on June 30.

10.3 BOARD RECORDS - Public access to Board records shall be governed by the provisions of Section 24, Article I of the Florida Constitution and the Public Records Law, Chapter 119, Florida Statutes.

10.4 REGULATION DEVELOPMENT, RULEMAKING AND POLICY - The Board may adopt, amend, or repeal rules, regulations, and policies consistent with the University's mission, with law, and with the rules and regulations of the Board of Governors.

10.5 CHIEF LEGAL OFFICER – The Vice President for Legal Affairs, as Chief Legal Officer, reports functionally to the **Board** Chair and to the Chair of the Governance Committee, and reports both functionally and administratively to the President.

10.6 GUIDELINES FOR ANNUAL EVALUATION OF THE PRESIDENT'S PERFORMANCE – The policies and procedures outlined in this subsection are intended to promote consistency and objectivity in the Board's approach to evaluating the President's performance and to codify, for future reference, the process. Section 1.001(5)(f) of the Board of Governors' Regulations require each board of trustees to conduct an annual evaluation of the President and that the Chair of the Board of Trustees shall request input from the Chair of the Board of Governors, who may involve the Chancellor, during the annual evaluation process pertaining to the responsiveness to the Board of Governors' strategic goals and priorities and compliance with system-wide regulation.

~~The Board Chair, in accordance with the aforementioned said Section 1.001(5)(f) of the Board of Governors' Regulations and Section 4.3 of the B Operating Procedures, has established a Special the Governance Committee will on Presidential Evaluation or such committee appointed by the Board Chair to provide oversight~~ the annual evaluation process. The Committee's responsibilities are to:

- Recommend to the Board annual goals for the President.
- ~~Recommend to the Board an annual evaluation of the President's performance.~~
- Lead the discussion of the President's annual performance evaluation based on the President's achievement of the mutually agreed upon specified goals and objectives and such other criteria, as the Committee deems appropriate.
- Create or select an annual evaluation tool for the Board's approval.
- ~~Conduct an initial review of the President's performance and~~ Provide to the Board a copy of the President's self-appraisal.
- ~~Oversee the compilation of~~ Compile the evaluative information from each Board member.
- ~~Provide the President with a written assessment of its evaluation.~~
- ~~Present its written assessment and recommend performance rating for Board approval.~~
- Work with the President to provide to the Board a draft of a mutually agreed annual goals and objectives.

- Work with the General Counsel to ensure compliance with the Board's contractual obligations to the President.

10.6.1 GUIDING PRINCIPLES FOR ANNUAL EVALUATION PROCESS

The annual evaluation of the President shall be guided by the following core principles.

- **Objectivity**
Objectivity extends to the criteria to be assessed, the process for completion of the evaluation, and the selection of persons who will participate in the evaluation.

- **Clearly defined criteria that relate to the University's Missions & goals**
The criteria for evaluation encompass an appropriate scope. The criteria include outcome standards that relate the actions of the **President individual** to the **University's** mission and goals **of the University** as well as process criteria that describe the critical behaviors of effective leaders.

The Board of ~~Trustees~~ in the form of performance goals will set the major outcome criteria each year. In addition to the performance goals, the Board of Trustees will determine the performance indicators to be used to assess the President's attainment. Performance goals may vary from year to year; however, there are certain job-specific functions for each ~~administrative position~~ that will be evaluated each year whether selected for emphasis that year or not.

- **Well-planned schedule of implementation**
A timetable for evaluation shall be established annually that provides an adequate period for data collection, review, and feedback.
- **Clear policy for reporting and use**
The ~~Special Governance~~ Committee ~~on Presidential Evaluation~~ or such other committee as appointed by the Board Chair shall be the point of contact for receiving and reviewing the various types of information relevant to the job performance of the President.

- ~~Opportunity for response and self-assessment~~
~~By engaging in the performance planning process, i.e., the setting of performance goals, the presentation of evidence related to the attainment of those goals, each Board of Trustees~~

~~has, in effect, completed a self-assessment and had an opportunity for response.~~

- **Review of the evaluation process**

~~The Governance Committee will review and revise, as necessary, the evaluation process, itself must be periodically reviewed and revised as necessary. At the discretion of the Board Chair, a committee will be assigned the responsibility of reviewing the procedures and policies and making recommendations for continuous improvement.~~

10.6.2 PROCEDURES FOR THE ANNUAL EVALUATION OF THE PRESIDENT – Evaluation of the President will be performed on an annual basis as required by the Board of Governors. Components of evaluation include the President's self-appraisal, the compilation of results generated from responses to the President's Annual Evaluation Form completed by the Board, consultation with the Chair of the Board of Governors pursuant to Section 1.001(5)(f) of the Board of Governors' Regulations, and the President's report of performance attainment made at the end of the fiscal year.

Performance Goals and Indicators

~~Prior to May 2 of each year, the President shall submit a list of goals and objectives for the upcoming fiscal year to the Board Chair. The Chair shall disseminate the goals and objectives to the Governance Committee, chair of the Special Committee on Presidential Evaluation or such other committee as appointed by the Chair. The Special Governance Committee chair on Presidential Evaluation will meet with the President to discuss the evaluation process, the President's proposed performance goals and objectives, and any feedback or suggestions by the President that may contribute to the evaluation process or the performance goals and objectives. The Board and the President shall mutually agree upon the President's performance goals and objectives, in accordance with the President's employment agreement before June 30 of each year.~~

The President's yearly individual performance goals and suggested specific performance indicators shall be reflective of the long-term strategic goals for the University. ~~These goals will be reviewed with the Chair of the Special Committee on Presidential Evaluation or such committee as appointed by the Board Chair. Prior to June 30 of each year, the President will document to what extent the goals and indicators for the current fiscal year were achieved. This documentation will be shared with the Special Committee on Presidential Evaluation or such committee as appointed by the Board Chair.~~

President's Annual Evaluation Form

Between July 1 and September 30 of each year, the President's Annual Evaluation Form, which contains job specific and general performance rating scale items will be distributed to ~~all stakeholders~~ and completed by the Board of Trustees. Trustees will also be provided a copy of the President's Self-Appraisal.

Evaluation Review and Report

~~Between July 1 and September 30 of each year, the President will meet with the Special Committee on Presidential Evaluation or such committee as appointed by the Board Chair to discuss achievement of yearly goals and how they aid in meeting the University's long range strategic goals, and the results of the President's Annual Evaluation Form.~~

The Special Governance Committee ~~on Presidential Evaluation~~ will prepare a summary report using available evaluation data that consists of the completed Performance Planning Document (goals and indicators), the results of the President Annual Evaluation Form (specific and general items), and the President's self-appraisal.

~~The Chair of the Special Committee on Presidential Evaluation is responsible for submitting a copy of the report summarizing all activities to the President. This report will also be filed and maintained by the Office of Institutional Research and Assessment.~~

Payment of Performance Bonus

No later than October 31 of each year, the Board shall take a vote on the payment of a performance bonus to the President. Upon approval by the Board of a performance payment, such payment shall be paid within 60 days.

~~The Special Committee on Presidential Evaluation Review Committee~~
The Special Committee on Presidential Evaluation is a special committee established by the Board Chair. The Board Chair in accordance with Section 4.3 of the Board of Trustees Operating Procedures appoints members of the committee. The Board Chair selects the chair of the committee.

APPENDIX "A"

**Florida Agricultural and Mechanical University
Board of Trustees**

AUDIT AND COMPLIANCE COMMITTEE CHARTER

1. Purpose

The Board of Trustees has established the Audit and Compliance Committee (Committee), pursuant to Section 4.2.2 of the ~~Board of Trustees~~ Operating Procedures. The primary function of the Audit and Compliance Committee is to assist the Board of Trustees in discharging its oversight responsibilities for the financial reporting process, the system of internal controls, the audit process, and the University's process for monitoring compliance with laws and regulations. The Audit and Compliance Committee's principal activities will include:

- Oversight of the University's Enterprise Risk Management (ERM) program, **which is** designed to ensure that risks are appropriately identified, assessed, managed, and considered in institutional decision making;
- Oversight of the University's internal control structure, to review the effectiveness and reliability of its business, financial and information system controls;
- Oversight of the quality and integrity of the University's financial reporting processes to ensure the balance, transparency, and integrity of published financial information;
- Review of the internal audit function and overall audit process;
- Review of the external audits performed by the State Office of Auditor General and other independent auditors;
- Review and approval of the annual audit plan;
- Review and approval of the annual compliance program plan;
- Review of the Division of Audit and Office of Compliance and Ethics annual reports; and
- Review of the University's process for monitoring compliance with laws, **regulations**, and policies.

The Audit and Compliance Committee's role is one of oversight, not preparation or operation. Its members rely on the representations of the University's senior management, the Division of Audit, the Office of Compliance and Ethics, the General Counsel, other committees of the Board of Trustees, and other professional consultants.

2. Authority

The Audit and Compliance Committee is authorized to:

- Perform activities within the scope of this Charter.
- Appoint, compensate, and oversee the work of any public accounting firm employed by the University.
- Resolve any disagreements between University management and the auditors regarding financial reporting.
- Retain independent counsel, accountants, or others to advise the Committee or assist in the conduct of an investigation, upon approval of the Board of Trustees.
- Seek any information it requires from faculty, staff, and students of the University.
- Meet with University management, external auditors, or outside counsel as necessary.

3. Organization and Composition

The Audit and Compliance Committee shall be appointed and be comprised of members of the Board of Trustees as provided in the ~~Board of Trustees~~ Operating Procedures. The members will be free from any financial, family or other material personal relationship, including relationships with members of University management, University auditors, and other professional consultants that would interfere with the exercise of their independence from University management or the institution. A majority of the Audit and Compliance Committee members will be financially literate, with at least one member designated as a “financial expert.” University staff liaisons are the Vice President for Audit, Chief Compliance and Ethics Officer, and the Vice President for Finance and Administration.

4. Meetings

The Audit and Compliance Committee will meet at least four (4) times annually. Additional meetings may occur as circumstances dictate. The Audit and Compliance Committee will invite members of University management, auditors, or others to attend meetings and provide pertinent information as necessary. The meetings will be open to the public. Meeting agendas and appropriate briefing materials will be prepared and provided in advance to Committee members.

5. Responsibilities and Duties

The Audit and Compliance Committee believes its policies and procedures should remain flexible in order to best react to changing conditions and provide reasonable assurances to the Board of Trustees that the scope of audit activities and the adequacy of the system of

internal controls ensure compliance with state and federal laws, regulations, and requirements. The Audit and Compliance Committee shall make reports to the Board of Trustees, as it deems necessary. In addition to the duties as provided in the Board of Trustees Operating Procedures, the Audit and Compliance Committee will fulfill their duties and responsibilities as follows:

A. General

1. Adopt a Charter that is approved by the Board of Trustees that specifies its scope of responsibility, process, etc. The Charter shall be reviewed as necessary, but at least annually, with recommended revisions being submitted to the Board of Trustees for approval.
2. Maintain minutes and/or other records of meetings and activities.
3. Report Committee actions to the Board of Trustees with such recommendations as the Committee may deem appropriate.
4. Conduct or authorize investigations into any matters within the Committee's scope of responsibilities. The Committee shall be empowered to retain independent accountants, counsel or others to assist in the conduct of any investigation, upon approval of the Board of Trustees.
5. Review and monitor the implementation of the University management's responses to audit recommendations.
6. Require the Vice President of Audit and the Chief Compliance and Ethics Officer to report in writing annually on the activities of their offices.
7. Confirm annually that all responsibilities outlined in this Charter have been carried out.
8. Review any reports issued by the University that relate to the Audit and Compliance Committee responsibilities.
9. Perform other governance oversight as assigned by the Board of Trustees.
10. The Vice President for Audit (as the Chief Audit Executive) and the Chief Compliance and Ethics Officer report functionally to the Chair of the Board of Trustees and to the Chair of the Audit and Compliance Committee of the Board of Trustees and reports administratively to the President.
11. Provide an open avenue of communication between the Vice President of Audit, the Chief Compliance and Ethics Officer, the Chief Risk Officer, external auditors, and the Board of Trustees.

B. Internal Audit

1. Review and approve the annual risk-based internal audit plan, ensuring that it addresses key areas of risk. Review the internal audit activity's performance relative to the plan.

2. Approve and periodically review the Charter, staffing, and activities of the internal audit activity function to ensure they comply with professional standards and address emerging audit issues.
3. Review a summary of significant findings and recommendations of completed internal and external audits, including University management's response and time frame for corrective action, to ensure appropriateness of actions taken.
4. Obtain a periodic progress report on the status of executing the internal audit plan and approve major changes or deviations from the approved audit plan.
5. Determine the degree of implementation of past audit recommendations and the sufficiency of corrective actions taken in addressing those recommendations.
6. Approve decisions regarding the appointment and removal of the Vice President of Audit. Ensure there are no unjustified restrictions or limitations, and concur in the appointment, replacement, or dismissal of the Vice President of Audit.
7. Review with the Vice President of Audit the internal audit activity budget, resource plan, activities, and organizational structure of the internal audit function.
8. Within 60 days after the end of each fiscal year, review the performance of the Vice President of Audit and concur with the annual compensation and salary adjustment.
9. Discuss with the Vice President of Audit any difficulties encountered in the course of audits and investigations, including restrictions on the scope of work or access to required information, and any lack of cooperation.
10. Review the effectiveness of the internal audit function, including the results of the quality assurance program.
11. Identify areas warranting improvements, if any, and make policy recommendations to the Board ~~of Trustees~~.
12. The Chair of the Audit and Compliance Committee, or designee, should meet with the Vice President of Audit regularly to discuss confidential matters.
13. Propose adequate controls and guidelines for receiving complaints regarding accounting controls and reports of financial fraud.

C. Compliance with Laws, Regulations and Policies

1. Review the effectiveness of the system for monitoring compliance with laws and regulations and the results of ~~the~~ University management's investigation and follow-up of any non-compliance or fraudulent activities.
2. Obtain regular updates from ~~the~~ University management, the Chief Compliance and Ethics Officer, and legal counsel regarding compliance matters that may have a material impact on the University's operations, financial statements, programs, or compliance policies.
3. Review and approve procedures for the receipt, retention, and treatment of complaints regarding financial or operational matters.
4. Review the findings of any examinations by state and federal regulatory agencies.

5. Review the programs and policies of the University designed by its management to ensure compliance with applicable laws and ~~regulations,~~ **and regulations and** monitor the results of compliance efforts.
6. Review results of the University's monitoring and enforcement of compliance with **the** University standards of ethical conduct and conflict of interest policies.
7. Review with the Chief Compliance and Ethics Officer the compliance function, budget, resource plan, activities, and organizational structure.
8. Discuss with the Chief Compliance and Ethics Officer any difficulties encountered in the course of investigations, including restrictions on the scope of work or access to required information, and any lack of cooperation.
9. Identify areas warranting improvements, if any, and make policy recommendations to the Board ~~of Trustees.~~
10. The Chair of the Audit and Compliance Committee, or designee, should meet with the Chief Compliance and Ethics Officer regularly to discuss confidential matters.
11. Propose adequate controls and guidelines for receiving complaints regarding matter within the compliance function.

D. Internal Controls and Risk Management

Review with University senior management, the Division of Audit, and other relevant offices and committees:

1. The effectiveness of the University's process for identifying and responding to significant financial, operational, reputational, strategic and regulatory risks or exposures and University management's plans and efforts to monitor and control such risks.
2. The effectiveness of the University's internal controls, including the status and adequacy of information systems and security and other relevant matters.
3. Major risks identified and other significant risk management issues that may require action.
4. The University's insurance coverage and the process used to manage any uninsured risks.

E. Financial Statements and Reports

University management is responsible for the preparation, presentation, and integrity of the University's financial statements and for the appropriateness of the accounting principles and reporting policies used by the University. The following shall be the principal duties and responsibilities of the Audit and Compliance Committee regarding financial statements.

1. Review annual audited financial statements with University management and ensure that significant findings and recommendations made by auditors and University management's response are received, discussed and appropriately acted on.

2. Make inquiries and an assessment of University management and auditors concerning the adequacy and effectiveness of the University's systems of financial reporting and internal control system, including information technology security and internal control.
3. Discuss with the University's financial manager, State Auditor General and other outside consultants the appropriateness of accounting principles used by the University, ~~the University~~ Direct Support Organizations, and Intercollegiate Athletics.
4. Review the audit report on Federal Awards as required by OMB Circular A133.
5. Review the annual audit reports of ~~the University~~ Direct Support Organizations, including the University management's response and corrective action plans to address the resulting recommendations. As necessary, consult with the ~~University~~ Direct Support Organizations Committee regarding the audit reports.
6. Review annual financial statements and University management letters from audits of Intercollegiate Athletics, including the corrective action plan to address the resulting recommendations.
7. Review the adequacy and completeness of financial disclosures made by University management for reasonable portrayal of the University's financial condition.
8. Review significant accounting and reporting issues and recent professional and regulatory ~~pronouncements, and pronouncements and~~ understand their impact on the financial statements of the University.
9. Review compliance with federal and state guidelines for financial reporting.

F. Ethics and Business Conduct

1. Require University management to report on procedures that provide assurance that the University's mission and code of conduct are properly communicated to all employees on an annual basis.
2. Review the University's code of conduct annually and direct University management to establish a system reasonably designed to assure compliance with the code.
3. Ensure internal and external auditors have access to necessary University records, personnel, space and equipment.

G. Legal

Periodically, meet with the University's General Counsel to review any legal matters that may have a significant impact on the University's overall financials or operations and its compliance with regulatory agencies.

6. Rescission of Prior Board Actions

The Audit Committee Charter previously adopted by the Board of ~~Trustees~~ is hereby repealed or rescinded effective upon the adoption of this Audit and Compliance Committee Charter

APPENDIX "B"

FLORIDA AGRICULTURAL AND MECHANICAL UNIVERSITY

Board of Trustees

Governance Committee Charter

1. Purpose and Objectives

The Board of Trustees has established the Governance Committee, pursuant to Section 4.247 of the Board's ~~of Trustees~~ Operating Procedures. The primary function of the Governance Committee is to ensure the integrity of the Board and improve Board performance. The Governance Committee principal activities will include:

- Approving ~~annually the~~ charters for standing ~~Board~~ committees;
- Reviewing periodically ~~the Board~~ Operating Procedures;
- Initiating Board training when appropriate;
- Overseeing the performance evaluation processes for: the Board of Trustees Evaluating the Board's performance and the President.
- ~~Evaluating the Board's performance;~~
- Periodically reviewing Board's ~~of Trustees'~~ governance;
- Overseeing University collective bargaining agreements;
- Overseeing public and governmental relations; and
- Providing oversight concerning these matters and making reports to the Board as appropriate.

2. Authority

The Board authorizes the Committee to:

- 2.1 Perform activities within the scope of its charter.
- 2.2 Engage advisors as it deems necessary to carry out its duties.
- 2.3 Have unrestricted access to management, faculty, and employees of ~~the Florida A&M~~ University and its Direct Support Organizations and affiliates. The Committee may request special reports from members of the University or Direct Support Organization management personnel on topics that may enhance its understanding of their activities and operations as it relates to the Governance Committee's mission.

2.4 Nothing in this Charter shall be construed to limit the authority of the Board ~~of Trustees~~ or Governance Committee.

3. Organization and Composition

3.1 The ~~Board~~ Chair ~~of the Board~~ shall appoint the chair and members of the Governance Committee as provided in the ~~Board~~ Operating Procedures.

3.2 The Governance Committee will consist of at least three (3) but no more than seven (7) members.

3.3 Members will serve on the Governance Committee until their resignation or removal from the Committee by the ~~Board~~ Chair ~~of the Board~~.

4. Meetings, Agendas, and Minutes

4.1 A majority of the members of the Governance Committee will constitute a quorum for the transaction of business.

4.2 Meetings will be held not less than two (2) times per year.

4.3 The Governance Committee will maintain written minutes of its meetings.

4.4 The Chair of the Governance Committee, in collaboration with the staff designee, shall be responsible for establishing the agendas for meetings.- An agenda, together with relevant materials, shall be sent to Governance Committee members at least seven (7) days in advance of the meeting. Minutes of all meetings shall be drafted by the staff designee, reviewed by the Governance Committee Chair, and approved by Committee members at the next scheduled following meeting.

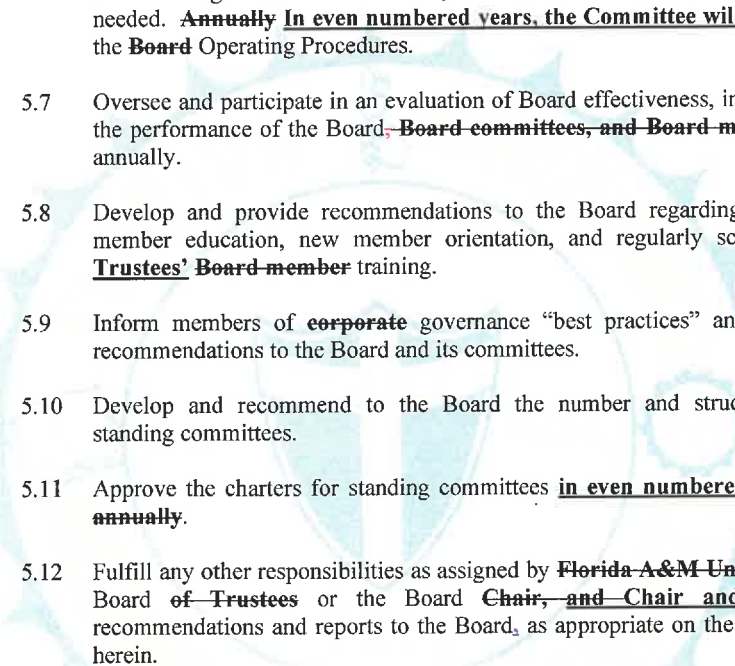
5. Responsibilities and Duties

In addition to the duties as provided in the ~~Board of Trustees~~ Operating Procedures, the Governance Committee will fulfill its duties and responsibilities as follows:

5.1 ~~Evaluate its own performance, both of individual members and collectively, annually.~~

5.2-1 Assess the achievement of the Governance Committee's duties specified in the charter and report findings to the Board.

5.3-2 Review the Governance Committee Charter periodically annually and recommend any required revisions to the Board as necessary. Ensure that any revisions to the charter are approved by the Board.

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- 5.4 ~~Recommend to the Governor of the State of Florida and the Florida Board of Governors candidates to be named as new or reappointed members of the Florida A&M University Board of Trustees.~~
- 5.5 Review and make recommendations on matters of Board governance.
- 5.6 Oversee the implementation and effectiveness of the Operating Procedures and other governance documents, and recommend modifications as needed. Annually in even numbered years, the Committee will review the ~~Board~~ Operating Procedures.
- 5.7 Oversee and participate in an evaluation of Board effectiveness, including the performance of the Board, ~~Board committees, and Board members~~ annually.
- 5.8 Develop and provide recommendations to the Board regarding Board member education, new member orientation, and regularly scheduled Trustees' Board member training.
- 5.9 Inform members of ~~corporate~~ governance "best practices" and make recommendations to the Board and its committees.
- 5.10 Develop and recommend to the Board the number and structure of standing committees.
- 5.11 Approve the charters for standing committees in even numbered years annually.
- 5.12 Fulfill any other responsibilities as assigned by ~~Florida A&M University Board of Trustees~~ or the Board ~~Chair, and Chair and~~ make recommendations and reports to the Board, as appropriate on the matters herein.

Adoption of Charter - June 10, 2016

APPENDIX "C" - OPERATING PROCEDURES AMENDMENT NOTES
(formerly Appendix "B")

February 17, 2003

June 30, 2005 – The following articles or sections were amended by the Board of Trustees.

- *Sections 2.3 and 3.5.1* amended to eliminate the statutory powers and duties for the Board of Trustees and President, and to provide the applicable Florida Statutes setting out the powers and duties of the Board of Trustees and the President.
- *Section 4.1* amended to provide for the Chair of the Facilities Planning Committee as a member of the Executive Committee.
- *Section 4.2.3* amended to include the duties of the Budget/Finance Committee to include "monitor the University's financial operations, debt level and investment performance, if any."
- *Section 4.2.5* created to provide for the Facilities Planning Committee as a standing committee of the Board, and to outline the duties and responsibilities of the committee.
- *Preliminary statement to Article 5* amended to clarify the "open meetings" requirements for the Board and its committees.
- *Section 5.2* amended to provide that special meetings may be called by the Chair or 7 Trustees members of the Board, for the Corporate Secretary to provide written notice of the meeting along with a statement of the purpose of the meeting and to limit the meeting to its stated purpose.
- *Section 5.9.1* created to permit a Trustee to propose an addendum to the agenda and to require a majority vote of the Board to consider and take final action on the addendum.
- *Sections 5.11 and 5.12* amended to reference the applicable statutory provisions which permit closed sessions of the Board and to recognize the limited public records exemption for attorney-client sessions and risk management, and the public records exemption for collective bargaining issues.
- *Article 8* (Appearances before the Board) amended to clarify and distinguish between scheduled appearances and public comments before the Board. The article provides for a new section (*Section 8.3*), which provides for the enforcement of decorum during Board meetings.

March 2, 2006 – The following article was amended by the Board of Trustees.

- *Section 3.5.2*, amended/created to provide the President as the principal liaison officer and official contact between Board and the faculty, staff, students, and direct support organizations of the University.

September 7, 2006 – The following articles or sections were amended by the Board of Trustees.

- Audit and Compliance Charter of Board adopted and incorporated as Appendix A.

December 8, 2011 – The following article was amended by the Board of Trustees.

- *Section 5.3*, amended to provide that emergency meetings may be called by the Board Chair or upon request by 7 Trustees members of the Board, and for the Corporate Secretary to provide written notice of such requests to the Board.

August 6, 2012 – The following article or section were amended by the Board of Trustees.

- *Appendix A*, Audit Committee Charter and the Audit Committee Policy and Procedures adopted on September 7, 2006 were repealed and replaced as hereby incorporated in Appendix A.

October 3, 2013— The following articles or sections were amended by the Board of Trustees.

- *Section 5.3* amended to provide that emergency meetings may be called by the Chair or upon request by 7 members of the Board, and for the Corporate Secretary to provide written notice of such requests to the Board.
- *Article 3* amended to designate the Board Chair of the Board as the spokesperson for the Board.
- *Article 5* amended to require the presence of the Board attorney or designee at all appropriately noticed meetings, that the Board will be provided the meeting agenda at least 14 days prior to the meeting and materials will be provided at least 7 days prior to the meeting, and adding the term “email” where appropriate.
- *Article 6* amended to include reference to FAMU Board of Trustees Regulation 1.019.
- *Article 7* amended to require the Board to review its Operating Procedures annually and adding the term “email” where appropriate.

January 9, 2014— The following articles or sections were amended by the Board of Trustees.

- *Article 4.1* amended to expand the number of Trustees from 6 to 7, as members of the Executive Committee; remove the Board Vice Chair as a member of the Executive Committee; and include the Chair of the Direct Support Organization Committee as a member of the Executive Committee.
- *Article 4.2.6*, created to include the Direct Support Organization as a standing committee.
- *Article 8.2* amended to comply with Section 286.0114, Florida Statutes.
- Other technical and ministerial changes also were made to reflect accuracy, consistency, and continuity.

June 10, 2015— The following articles or sections were amended by the Board of Trustees.

- *Appendix A*, Audit Committee Charter and the Audit Committee Policy and Procedures adopted on August 6, 2012, were repealed and replaced as hereby incorporated in Appendix A

August 6, 2015— The following articles or sections were amended by the Board of Trustees.

- *Article 10.5* created to define the joint reporting relationship of the General Counsel.

December 11, 2015— The following articles or sections were amended by the Board of Trustees.

- *Article 3.4* amended to authorize the Vice-Chair to act due to the “vacancy” of the Board Chair.
- *Article 4.2.7* created to include the Governance Committee as a standing committee.
- *Article 5.8* amended to require the Board to make a motion or formally announce that the meeting time will be extended at the time the meeting is scheduled to adjourn.

June 10, 2016— The following articles or sections were amended by the Board of Trustees.

- *Article 3.2* amended to define that the Board Chair may be reelected for one (1) additional consecutive 2-year term by an affirmative vote of no less than (2/3) of the Trustees members of the Board.

- *Article 3.3* amended to require that the Board Chair shall provide written notice to the Governor or Board of Governors, as applicable, when a Trustee has three (3) consecutive unexcused absences from a regular Board Meetings in any fiscal year.
- *Article 5.10* amended to require any Board or Committee meeting the recording of all votes cast by and attendance of each Trustee, and to require that such detailed minutes of any Board or Committee meeting shall be posted to the University's Board of Trustees' website no later than two (2) weeks after the Board Meeting.
- *Article 10.6* created to include consistent and objective guidelines for the annual evaluation of the President's performance.
- *Article 10.6.1* created to include guiding principles for the annual evaluation process of the President.
- *Article 10.6.2* created to include procedures for the annual evaluation of the President and the Special Committee on Presidential Evaluation Review Committee.
- *Appendix B*, Governance Committee Charter, was adopted on June 10, 2016, and hereby incorporated in Appendix B.

November 18, 2016 – The following articles or sections were amended by the Board of Trustees.

- *Article 4.2.1* amended to combine the Academic Affairs and Student Affairs Committees and provide updated Committee responsibilities.
- *Article 4.2.3* amended to combine the Budget/Finance and Facilities Planning Committees and provide updated Committee responsibilities.
- *Article 4.2.4* Governance Committee Provision, formerly Article 4.2.7, was renumbered to Article 4.2.4. Note: Article number 4.2.4 was previously assigned to the Student Affairs Committee.
- *Article 4.2.5* created a new Strategic Planning and Performance Measures Committee as a standing committee. Note: Article number 4.2.5 was previously assigned to the Facilities Planning Committee.
- *Article 4.2.6* removed the Direct Support Organization Committee as a standing committee and designated it as a special committee.
- *Article 5.3* amended to eliminate the 24-hour notice requirement and allows for emergency meetings to be called upon notice as is reasonable under the circumstances.
- *Article 5.4* amended to allow emergency meeting notices to be posted on the University's website or published in the Tallahassee Democrat newspaper or a newspaper of general circulation in the area where the meeting will take place in lieu of the Florida Press Center notice; and allows notice to the media by a press release.

March 8, 2018 – The following articles or sections were amended by the Board of Trustees.

- *Article 5.4* amended to allow notice of board meeting notices to be posted on the University's website solely and removed language regarding publishing in the Tallahassee Democrat newspaper or a newspaper of general circulation in the area where the meeting will take place; and allows notice to the media by a press release for scheduled emergency meetings.
- *Article 5.4.1* deleted in its entirety.

September 19, 2019 – The following article or section was amended by the Board of Trustees.

- *Appendix A*, the Audit Committee Charter, adopted on June 10, 2015, was repealed and replaced with the Audit and Compliance Charter, as hereby incorporated in Appendix A.

- *Article 4.2.2v.*, Technical Amendment, made to reflect accuracy, consistency and continuity in the name of the Charter; “Audit Charter” changed to “Audit and Compliance Charter.”

December 2, 2021– The following article or section was amended by the Board of Trustees.

- *Appendix A*, the Audit Committee Charter, adopted on September 19, 2021, was amended and replaced with the Audit and Compliance Charter as hereby incorporated in Appendix A.

February 17, 2022– The following articles or sections were amended by the Board of Trustees.

