

# **UWF Business Enterprises, Inc.**

## **Board of Directors Guidelines**

### **The Purpose and Goals of UWF Business Enterprises, Inc.**

As stated in the Articles of Incorporation Certification, UWF Business Enterprises, Inc., is a Florida non-profit corporation and is not organized for the private gain of any person. It is organized under non-profit corporation law for charitable purposes.

Operational purposes for which the corporation is formed.

- A. To assist in and promote the development, maintenance, and operation of UWF Business Enterprises; to assist with the educational objectives of the University; and to provide necessary and desirable equipment and facilities for the University's students, faculty and staff;
- B. To establish and operate Dining Services, Bookstores, faculty and student housing, hotel, transportation, administrative office space and such other facilities and revenue generating activities as would aid, assist or supplement the educational or extracurricular activities of the University's students, faculty and staff;
- C. To acquire and dispose of properties, and to perform such acts, as shall be necessary and proper in carrying out the purposes aforesaid; and to borrow and to lend money when, through doing so, the requirements of the foregoing purposes can be promoted or enhanced; and to do such other acts, as may be permissible under the laws of the State of Florida, which shall foster, facilitate or assist in the performance of the foregoing.

UWF Business Enterprises, Inc. Board of Directors' purposes and goals.

- A. Establish, approve, and review (continuously) policies and goals for UWF Business Enterprises, Inc.;
- B. Monitor the performance of UWF Business Enterprises, Inc. Chief Executive Officer (CEO);
- C. Ensure that UWF Business Enterprises, Inc. goals effectively support the mission of the University;
- D. Advise and make recommendations to the President of the University and the CEO of UWF Business Enterprises, Inc. on strategic initiatives that are relevant to UWF Business Enterprises, Inc.;
- E. Provide quality leadership for UWF Business Enterprises, Inc.;
- F. Promote UWF Business Enterprises, Inc. throughout the University and the wider community;
- G. Assist in developing the financial base of UWF Business Enterprises, Inc. and approve budget and financial plans;
- H. Respond to University requests for support and financial commitments.

## **Governing Style**

UWF Business Enterprises, Inc. Board of Directors emphasizes proactive strategic leadership focused on the future of UWF Business Enterprises, Inc. and the University. The Board initiates goals and policies in response to and in addition to initiatives introduced by the CEO and the University President.

In this spirit, the Board...

- A. Focuses on long-term goals, not on administrative or programmatic means of attaining those goals;
- B. Enforces upon itself whatever discipline is needed to govern with excellence; and,
- C. Monitors its own performance.

## **Role of the Board Chair**

The integrity of the Board's processes is the responsibility of the Chair of the Board. The Chair is authorized to speak for the Board. The Chair may appoint a designee to act for the Chair in his/her absence.

It is the responsibility of the Chair to ensure that the Board operates in a manner consistent with its own rules and those legitimately imposed upon it from outside UWF Business Enterprises, Inc. The Chair is empowered to preside at all Board meetings with all the commonly accepted authority of that position under *Robert's Rules of Order*.

The Chair of the Board in consultation with the CEO of UWF Business Enterprises, Inc. shall be responsible for orientating new board members prior to the first Board meeting.

## **Board Meetings Specifics**

The Chair of the Board, in consultation with the CEO of UWF Business Enterprises, Inc., is responsible for assisting in setting the agendas for meetings of the Board of Directors.

The agenda for each UWF Business Enterprises, Inc. Board meeting shall normally contain the following items.

- A. **Announcements:** by the Chair, and other announcements, inquiries and/or future agenda items from board members.
- B. **Report of the Chair**
- C. **Report of the CEO of UWF Business Enterprises, Inc.**
- D. **Committee Reports**
- E. **Consent Calendar:** (If Appropriate)
- F. **Old Business:** Covering all material listed on past agendas and discussed at previous Board meetings.

**G. New Business:** Covering all items and material not previously discussed.

The agenda for each meeting will be posted a minimum of one week before each scheduled board meeting. The posting location shall be in a place that will ensure a 24-hour/seven-day viewing.

The board packet consists of the agenda, minutes from the last board meeting and committee meeting minutes and attachments relating to agenda items, correspondence, and notes. The packet is to be distributed to Board members one week before each Board meeting.

Board minutes are recorded at each board meeting by UWF Business Enterprises, Inc. staff, and such minutes will be placed in upcoming board packets for approval by the Board of Directors and filed in the office of UWF Business Enterprises, Inc.

There is a Board orientation for new board members.

Normally, three board meetings are held each year. Special board meetings are called as needed. The meeting schedule of regular Board meetings is approved by the Board at the end of the preceding academic year.

The Board meetings are governed by *Robert's Rules of Order* unless superseded by Florida Corporate Code.

## **Committees Reporting to the Board of Directors**

### Board Committees

Board committees are normally formed as subparts of the Board to assist the Board in carrying out its functions. Board committees may include individuals who are not regular board members.

### Executive Committee

Charged with overseeing transitions in governance, in addition to the duties and responsibilities delineated in the Bylaws. This includes monitoring the flow of board work, supporting the CEO of UWF Business Enterprises, Inc., the Chair, and the Board as a whole in their roles, and determining board meeting agendas. Acts on behalf of the full Board as outlined in the Bylaws. Committee membership includes the officers and other members as appointed by the Board.

### Budget, Finance and Audit Committee

Responsible for reviewing and approving budgets and financial plans of UWF Business Enterprises, Inc. Committee membership typically includes the CEO of UWF Business Enterprises, Inc., and up to two additional board members.

### Project/Activity Committee

Responsible for reviewing project/activity grant proposals and making recommendations to the Board. Committee membership typically includes a Faculty Board Representative, Administrative Board Representative, and one Community Board Member.

### Personnel Committee (not necessary in initial year of operation)

Acts as an advisory group to the CEO of UWF Business Enterprises, Inc. It recommends policy on personnel matters and reviews and recommends changes to the *Personnel Policy and Procedures Manual*. The Personnel committee also assists the Board in addressing other personnel issues facing UWF Business Enterprises, Inc., such as recruitment, affirmative action, hiring policies, COLA/merit increases, and extra pay. Committee membership typically includes the Chair, Vice Chair, and up to two additional board members.

### **Board Committee Principles**

The Board may establish committees to help carry out its responsibilities.

- A. The Board committees may not speak or act for the Board except when formally given such authority. Such authority will be carefully delineated in order to not conflict with authority delegated to the Chief Executive Officer.
- B. Board committees are formed primarily to assist the Board, not the staff, do its job. Committees will assist the Board chiefly by preparing policy recommendations for Board deliberation.
- C. If a Board committee is used to monitor organizational performance in a given area, care should be taken to prevent committee over-identification with an organizational part rather than the whole.
- D. Board committees will not exercise authority over staff.

### **Board Members' Code of Conduct**

The Board expects ethical and business-like conduct from its members. This commitment includes proper use of authority and appropriate decorum in group and individual behavior when acting in the capacity of a member of the Board.

- A. Loyalty of Board members shall be in the interest of UWF Business Enterprises, Inc. and supersedes any personal interest or conflicting loyalty.
- B. Board members must avoid receiving, or creating the perception of receiving, any personal financial gain or favoritism from UWF Business Enterprises, Inc. or the University as a result of their position on the Board.
  - 1. There must be no private business or personal services conducted between a board member and UWF Business Enterprises except through normal procedures.
  - 2. Board members must not use their position to obtain for themselves, family members, or close associates, employment by UWF Business Enterprises.

3. Should a board member apply for UWF Business Enterprises, Inc. employment, s/he must temporarily withdraw from board deliberations, voting, and access to applicable board information. Should the board member become a UWF Business Enterprises, Inc. employee, the board member must resign from the Board.
  4. Board members must avoid any conflict of interest or appearance of a conflict of interest in any dealings with UWF Business Enterprises, Inc. administrators, staff or members of the Board, in any financial interest in any contract or other transaction entered into by the Board, or in utilizing any information, not a matter of public record. Board members shall be prepared to assist in the clarification of possible conflicts of interest that may arise in the course of Board deliberations, and to this end shall refrain from accepting gifts or favors, or engaging in private business or professional activities where there is or would appear to be a conflict between the Board members' private interests and the interests of UWF Business Enterprises, Inc.
- C. Board members may not attempt to exercise individual authority over UWF Business Enterprises, Inc. except as explicitly set forth in Board policies.
1. Board members interacting with the CEO, President of the University or with staff must recognize the lack of authority of any individual Board member or group of Board members except as noted above.
  2. Only the Chair of the Board should act as the spokesperson for the Board with the public, press, or other entities. All other Board members should direct inquiries to the Chair.

The Board of Directors Guidelines and Policies may be updated and amended (as needed) by a majority, affirmative vote at any business meeting where a quorum is present. A quorum is one more voting member than one-half of the total voting membership. A review of the guidelines shall be completed on a regular basis in order to ensure compliance of all applicable laws and governing policies.