

**Special Full Board Meeting
February 15, 2024
Zoom Webinar
Minutes**

Table of Contents

Board Meeting.....	1
I. Call to Order.....	1
II. Roll Call.....	1
III. Greeting.....	2
IV. Public Comment.....	3
V. New Business.....	3
A. Action Items.....	3
1. BOT-1: Amendments to Board of Trustees Bylaws.....	3
2. BOT-2: Revision to BOT-01, Bestowing Honorary Awards Policy.....	4
3. BOT-3: Revision to BOT-08, Naming Opportunities Policy.....	4
4. BOT-4: Performance Based Funding Data Integrity 2023 Audit Report.....	4
B. Information Item.....	5
1. INFO-1: Review the Proposed UWF BOT Meeting Dates 2024-2025.....	5
VI. Announcements.....	5
VII. Adjournment.....	5

Board Meeting

10:40 a.m.

The public was provided with information on the UWF Board of Trustees website to join this public meeting virtually through Zoom Webinar.

I. Call to Order

A. The meeting of the UWF Board of Trustees was called to order at 10:40 a.m. by Chair Suzanne Lewis.

II. Roll Call

A. Chair Lewis asked Anna Lochas to conduct roll call. Trustees Dick Baker, Paul Hsu, Susan James, Suzanne Lewis, Ariauna Range, Alonzie Scott, Jill Singer, Robert Sires, and Stephanie White.

B. Others in attendance included:

1. Martha Saunders, President; Jaromy Kuhl, Provost; Gregory Tomso, Vice President of Academic Engagement & Student Affairs; Howard Reddy, Vice President of University Advancement; Betsy Bowers, Vice President of Finance and Administration; Dave Scott, Associate Vice President for Athletics; Jamie Sprague, Chief Human Resource Officer; Susan Woolf, General Counsel; Anamarie Mixson, Assistant Vice President for the Office of the President; Abigail Megginson, Director, Government Relations; Cindy Talbert, Chief Audit Executive; Matt Packard, Chief Compliance Officer; Dallas Snider, Vice Provost; Dan Lucas, Associate Vice President for Advancement; Jeffrey Djerlek, Associate Vice President of Finance and Controller; Christophe Lizen, Director of Institutional Research; Angela Bryan, SACSCOC Liaison and Director of Institutional Effectiveness; Chris Martin, Assistant Vice President of Facilities Management; Ethan Henley, Director of Undergraduate Admissions; Aurora Osborn, Interim Director, Campus Culture and Access; Brittany Sherwood, Director of Strategic and Presidential Communication; Mary Anderson, Associate Vice President & Dean of Students; Melissa Brodee, Associate Dean of the College of Business; Scott Keller, Chair of the Department of Commerce; Robert Overton, Executive Director of the UWF Historic Trust; Pat Crawford, Executive Director of WUWF; Judy Neubrandner, ACE Fellow; Allan Pierce, Lead Help Desk Analyst; and Anna Lochas, BOT Liaison and Director of Public Policy Events.

III. Greeting

- A. Chair Lewis welcomed everyone to the meeting. Chair Lewis announced that Trustee Robert Sires has decided to resign from the Board of Trustees. Chair Lewis asked Trustee Sires to share more information.
- B. Trustee Sires stated that this was not an easy decision for him to make, but that it is in the best interest of everyone. Trustee Sires mentioned that the University has great staff and professors, excellent leadership, a strong and supportive board, and an amazing student body. Trustee Sires identified that the university continues to impress him, and that the university does everything with one hundred percent effort. Trustee Sires thanked everyone for the privilege of serving on the Board of Trustees at UWF. Trustee Sires added that he knows that the University will continue to be successful going forward and “Go Argos.”
- C. Chair Lewis thanked Trustee Sires for his eight years of service and leadership to the University of West Florida.
- D. Chair Lewis identified that with this change to the board, other changes need to be made to the committee appointments. Chair Lewis identified that Trustee Jill Singer would no longer serve on the Audit and Compliance Committee. Chair Lewis asked Trustee Paul Hsu to join the Audit and Compliance Committee. Chair Lewis asked Trustee Jill Singer to serve as Chair of the Finance, Facilities, and Operations Committee. Chair Lewis asked Stephanie White to join the Finance, Facilities, and

Operations Committee. Lastly, Chair Lewis asked Trustee Dick Baker to serve as the representative on UWF's Business Enterprises, Inc. board.

IV. Public Comment

A. Chair Lewis opened the floor for public comment. There was none.

V. New Business

A. Action Items

1. BOT-1: Amendments to Board of Trustees Bylaws

- a. Chair Lewis asked Susan Woolf, General Counsel, to present the first action item on the amendments to the Board of Trustees Bylaws.
- b. Susan Woolf identified that the Board of Trustees bylaws were last amended in November of 2022. The November 2022 amendments reduced the quorum requirement from a super majority (9 members) of the prescribed board to a quorum of seven members (a simple majority) of the prescribed board of 13 members (Section 2.7). Susan Woolf stated that despite the reduction, it still can be difficult to meet the quorum requirement due to the current size of the board. Accordingly, the proposed amendments to the bylaws will require a quorum of a simple majority of the duly appointed members of the prescribed board; however, in order to have a floor, there will be a minimum requirement of five trustees to create a quorum. Susan Woolf further identified that the November 2022 amendments revised the voting requirements so that, for most actions of the Board, a majority of the duly appointed members of the Board is required. To create a floor for action of the Board, a proposed amendment requires a minimum of four votes of approval. Susan Woolf stated that the floors minimum requirements for a quorum and voting are intended to recognize that the intention of the legislature and the Board of Governors is for the Boards of Trustees of the state universities to consist of thirteen members and thus to create minimum requirements for the Board of Trustees to take action. Susan Woolf stated that by reducing the number of trustees to a majority of the duly appointed trustees, the Board will be able to conduct the business of the University more effectively while awaiting the appointment of additional persons to fill vacancies.
- c. Chair Lewis asked for a motion to approve the amendments to the Board of Trustees Bylaws.
 - i. Motion by: Trustee Singer

- ii. Seconded by: Trustee Baker
- iii. Motion passed unanimously.

2. BOT-2: Revision to BOT-01, Bestowing Honorary Awards Policy

- a. The second action item was presented by Susan Woolf on the revisions to BOT-01 Bestowing Honorary Awards Policy.
- b. Susan Woolf identified that this policy was identified as needing review to update and clarify approval requirements for specified awards and recognitions, including clarification of the approval vote required by the Board of Trustees. Susan Woolf also identified that additional revisions were made to align positions and colleges with current titles, align the policies with the current processes, and clean up the organization of the policy.
- c. Chair Lewis asked for a motion to approve the revisions to BOT-01, Bestowing Honorary Awards and Recognitions policy.
 - i. Motion by: Trustee Scott
 - ii. Seconded by: Trustee White
 - iii. Motion passed unanimously.

3. BOT-3: Revision to BOT-08, Naming Opportunities Policy

- a. The third action item was presented by Susan Woolf on the revisions to BOT-08 Naming Opportunities Policy.
- b. Susan Woolf explained that this policy was identified as requiring review to bring it into alignment with the recently revised BOT-01, Bestowing Honorary Awards and Recognitions, and to retain in this policy the information concerning naming opportunities. Susan Woolf identified that the revisions primarily restructure the policy for easier understanding and implementation. Susan Woolf stated that the naming opportunities are in accordance with Florida Statutes, BOG Regulation 9.005, and policies of the UWF Foundation, Inc.
- c. Chair Lewis asked for a motion to approve the revisions to UWF Policy BOT-08 Naming Opportunities.
 - i. Motion by: Trustee Singer
 - ii. Seconded by: Trustee Baker
 - iii. Motion passed unanimously.

4. BOT-4: Performance Based Funding Data Integrity 2023 Audit Report

- a. Chair Lewis called on Cindy Talbert, Chief Audit Executive, to present the fourth action item on the Performance Based Funding Data Integrity 2023 audit.
- b. Cindy Talbert explained that in June 2023, the Board of Governors Inspector General and Director of Compliance directed state universities to conduct an audit of processes that ensure the completeness, accuracy, and timeliness of data submissions. UWF's Internal Auditing & Management Consulting (IAMC) conducted such an audit and issued a report on January 29, 2024. The audit was performed in accordance with the International Standards for the Professional Practice of Internal Auditing. Cindy Talbert identified that the report was presented to the Audit and Compliance Committee early that day and that the committee recommended approval by the full board.
- c. Chair Lewis asked for a motion to accept the Performance Based Funding Data Integrity 2023 audit and approve the Chair and President to sign the Data Integrity Certification.
 - i. Motion by: Trustee Hsu
 - ii. Seconded by: Trustee Baker
 - iii. Motion passed unanimously.

B. Information Item

1. INFO-1: Review the Proposed UWF BOT Meeting Dates 2024-2025

- a. Chair Lewis presented the information item which was the proposed Board of Trustees meeting dates for 2024-2025. Chair Lewis asked the trustees to check the proposed dates against their calendars and advise Anna Lochas of any conflicts. Chair Lewis identified that the trustees will be asked to approve the final 2024-2025 BOT meeting dates at the March 7, 2024, BOT meeting.

VI. Announcements

- A. Chair Lewis identified that all agenda items had been discussed. Chair Lewis reminded the board of the upcoming Board of Trustees meeting on Thursday, March 7, 2024, at the UWF Conference Center. Chair Lewis then asked if the board members had any additional business to discuss. No other business was discussed.

VII. Adjournment

11:12 a.m.

- A. Chair Lewis thanked those in attendance for their participation. With no other business to discuss, Chair Lewis adjourned the meeting at 11:12 a.m.