

DRAFT MINUTES
UWF Board of Trustees
Finance, Administration and Audit Committee Meeting
UWF Conference Center
December 12, 2008

Committee Chair Sharon Hess Herrick called the Finance, Administration, and Audit Committee meeting to order at 8:45 a.m. on December 12, 2008 asking Faye Bowers to call roll. Trustee J. T. Young was unable to attend due to a conflict in his schedule.

Committee members present were:

Mrs. Sharon Hess Herrick

Ms. Nancy Fetterman

Mrs. Marny Gilluly

Ms. Jeanne Godwin*

*Participation by Conference Call

Also attending:

Mr. K.C. Clark, BOT Chair

Mr. Honor Bell, BOT Vice Chair

Dr. Judy Bense, President

Dr. Hal White, Executive Vice President

Dr. Dean Van Galen, Vice President for Development

Mrs. Patricia Lott, General Counsel

Ms. Faye Bowers, Executive Specialist/Assistant Corporate Secretary/BOT

Mr. Michael White, ITS

Mr. Matt McKinney, UC Sound

Chair's Greetings

Chair Hess Herrick welcomed everyone and thanked them for attending.

Action Items

1. **Minutes - A motion** was made to approve the **September 4, 2008 minutes as presented.**

http://uwf.edu/trustees/Dec12_08/090408FNMN.pdf

Motion by: Trustee Fetterman

Seconded by: Trustee Gilluly

Motion carried unanimously.

2. **Interlocal Agreement between UWF & City of Pensacola** was presented by Mr. Richard Brosnaham, Executive Director for West Florida Historic Preservation, Inc. (WFHPI) and Ms. Pat Lott, General Counsel. **A motion was made to (i) Approve form of Interlocal Agreement between the University of West Florida Board of Trustees and the City of Pensacola Florida, relating to use of the City's Code**

Enforcement Offices; and (ii) authorize execution of the Interlocal Agreement in substantially the form (link below) with such modifications and amendments as may be approved by Chair Clark and General Counsel prior to execution.

Agreement: http://uwf.edu/trustees/Dec12_08/Interlocal_Agreement.pdf

Motion by: Trustee Gilluly

Seconded by: Trustee Godwin

Motion carried unanimously.

- 3. BOT Internal Improvement Trust Fund (BTIITF) Lease Agreement** was presented by Mr. Brosnaham and Ms. Lott. **A motion was made to (i) Approve form of amendment to lease agreement between the Board of Trustees of the Internal Improvement Trust Fund of the State of Florida and the University of West Florida Board of Trustees to add West Florida Historic Preservation properties and (ii) authorize execution of lease agreement by Chair Clark in substantially the form (links below), with such modifications and amendments as may be approved by Chair Clark and General Counsel prior to execution.**

Bill Amendment -

http://uwf.edu/trustees/Dec12_08/BTIITF_WFHPI_Bill_Amend267_173_12_2008.pdf

Lease Amendment

http://uwf.edu/trustees/Dec12_08/BTIITF_WFHPI_Amend4Lease_2722_12_2008.pdf

Motion by: Trustee Fetterman

Seconded by: Trustee Gilluly

Motion carried unanimously.

- 4. Amendment to Operating Agreement between UWF BOT and WFHPI** was presented by Mr. Brosnaham and Ms. Lott. **A motion was made to (i) Approve form of First Amendment to Operating Agreement between the University of West Florida Board of Trustees and West Florida Historic Preservation, Inc., and (ii) authorize execution of First Amendment to Operating Agreement in substantially the form (link below), with such modifications and amendments as may be approved by Chair Clark and General Counsel prior to execution.**

Amendment - http://uwf.edu/trustees/Dec12_08/Agreement_First_Amend.pdf

Motion by: Trustee Gilluly

Seconded by: Trustee Fetterman

Motion carried unanimously.

- 5. Merger of the Pensacola Historical Society, Inc. & West Florida Historic Preservation, Inc.** was presented by Mr. Brosnaham and Ms. Sandra Johnson-Jordan. **A motion was made to (i) Approve the Plan of Merger between the Pensacola Historical Society, Inc. and West Florida Historic Preservation, Inc. in substantially the form (link below), with such revisions as shall be approved by the President prior to her execution thereof, and; (ii) Approve the attached Funding Mechanism (link below) for the Merger of the PHS into WFHPI. This does not take effect until the President reviews and consults with staff, per General Counsel.**

Plan of Merger - http://uwf.edu/trustees/Dec12_08/Plan.pdf

Funding Mechanism - http://uwf.edu/trustees/Dec12_08/Funding_Mechanism.pdf

Motion by: Trustee Fetterman

Seconded by: Trustee Gilluly

Motion carried unanimously.

- 6. UWFREG 6.0054 Competitive Solicitation Requirements** was presented by Mr. Dave O'Brien, Associate Vice President. **A motion was made to adopt the amendment to UWF Regulation 6.0054 Competitive Solicitation requirements.**

UWF REG - http://uwf.edu/trustees/Dec12_08/UWFREG6_0054_Amend.pdf

BOG REG - http://uwf.edu/trustees/Dec12_08/BOGRG_18_002.pdf

Motion by: Trustee Gilluly

Seconded by: Trustee Fetterman

Motion carried unanimously.

- 7. Campus Master Plan Update** –*submitted as a supporting document for Campus Development Plan, Item 8.*

- 8. Campus Development Agreement between Escambia County and University of West Florida** was presented by Dr. Hal White, Executive Vice President and Dr. Jim Barnett, Associate Vice President.

Campus Master Plan (approved 3/11/08) - <http://uwf.edu/facservices/facilities/CMP.cfm>

Campus Development Agreement - http://uwf.edu/trustees/Dec12_08/CDA.pdf

Motion by: Trustee Gilluly

Seconded by: Trustee Fetterman

Motion carried unanimously.

- 9. West Campus Land Exchange Authorization** was presented by Dr. White and Dr. Barnett who reviewed maps with the Board. **A motion was made to approve the West Campus Land Exchange Authorization.** General Counsel Lott noted that a public hearing regarding re-zoning is standard procedure.

Maps - http://uwf.edu/trustees/Dec12_08/West_Campus_Land.pdf

Motion by: Trustee Gilluly

Seconded by: Trustee Fetterman

Motion carried unanimously.

- 10. FY2009-10-2013-14 Amended Fixed Capital Outlay Plan** was presented by Dr. White and Dr. Barnett addressed the Board. **A motion was made to approve the FY2009-10 – 2013-14 Amended Fixed Capital Outlay Plan.**

June 2008 Approved Plan http://uwf.edu/trustees/Dec12_08/June08_Approved_5YR_Plan.pdf

Proposed Amended Plan - http://uwf.edu/trustees/Dec12_08/Prop_Amend_5YR_Plan.pdf

Motion by: Trustee Fetterman

Seconded by: Trustee Gilluly

Motion carried unanimously.

10:03 - Chair Hess Herrick called for a short break.

10:10 – The meeting resumed.

11. Acquisition of Additional Student Housing Facilities was presented by Dr. White and Dr. Debbie Ford, Vice President for Student Affairs. General Counsel Lott addressed the board as well. **A motion was made to adopt the resolution approving the design, construction, equipping and financing of additional student housing facilities located on the campus of the University.**

Construction and acquisition of additional student housing facilities are necessary and desirable to serve the needs and purposes of the University of West Florida (“UWF”) as determined by UWF’s master plan.

This resolution provides UWF BOT (Board) approval of two possible options for acquisition of additional student housing facilities:

Resolution 2008.3 – http://uwf.edu/trustees/Dec12_08/Housing_Resolution.pdf

Below are two options:

- i. The first option would be to request the UWF Foundation, Inc. (“Foundation”), to proceed with the issuance of not exceeding \$15,000,000 in housing revenue bonds to finance a portion of the cost of construction of additional housing facilities.
- ii. The second option provides in the alternative for approval of a sublease of UWF property, after receiving competitive proposals, to a private developer to construct a student housing facility using private financing.

The resolution authorizes and directs staff of the University to examine market studies, financial analyses, and competitive proposals to determine which structure is the most advantageous to the University. The resolution provides that whichever construction method or structure is chosen, the University will work with the Board and staff of the Foundation to ensure that projected proceeds from housing system operations remain sufficient to meet all requirements of the Foundation’s outstanding bonds and/or additional debt undertaken at the University’s request.

The details of the fiscal implications of the two structures will be known in more detail following the receipt of reports from the planning and financial consultants and will be shared at future meetings.

Motion by: Trustee Gilluly

Seconded by: Trustee Fetterman

Abstained: Trustee Godwin

Motion passed.

12. Certification and Financial Audits of Direct Support Organizations (DSO) was presented by Ms. Betsy Bowers, Associate Vice President. **A motion was made to accept and certify audits with correction of findings in place for UWF Foundation and West Florida Historic Preservation, Inc.**

UWF Foundation - http://uwf.edu/trustees/Dec12_08/FND_08_MGTLTR.pdf

West FL Historic Preservation, Inc. http://uwf.edu/trustees/Dec12_08/2008_WFHPI_FINSTM.pdf

Motion by: Trustee Fetterman

Seconded by: Trustee Gilluly

Motion carried unanimously.

13. Amended 'Guidelines for Naming Opportunities' was presented by Dr. Dean Van Galen, Vice President for University Advancement, followed by comments by General Counsel Lott. **A motion was made to approve the amended Guidelines for Naming Opportunities which does not require legislative approval for naming facilities after living donors, in accordance with recent amendments to state law.**

Guidelines - http://uwf.edu/trustees/Dec12_08/Naming_Opportunities.pdf

Motion by: Trustee Gilluly

Seconded by: Trustee Fetterman

Motion carried unanimously.

14. Student Activity & Service, Athletic and Health Fee Increase was presented by Dr. Tammy McGuckin, Assistant Vice President. **A motion was made to approve the proposed Student Activity & Service, Athletic, and Health Fee increases effective Fall semester, 2009.**

UWF Fee History & Comparison SUS 2008-09 fees http://uwf.edu/trustees/Dec12_08/Exhibit_A.pdf

Minutes of Student Fee Committee Mtg http://uwf.edu/trustees/Dec23_08/Exhibit_B.pdf

Motion by: Trustee Fetterman

Seconded by: Trustee Gilluly

Motion carried unanimously.

15. UWF Regulation 4.002 Waiver of Tuition & Fees was presented by Dr. Pete Metarko, Associate Vice President. **A motion was made to (1) adopt the Amendment to UWF Regulation 4.002 as an Emergency Regulation; (2) delegate the Authority to Approve the Amendment to UWF Regulation 4.002 promulgated under regular regulation procedures; and (3) approve the Freshman Leadership Scholarship and the Freshman Academic Merit Scholarship.**

Notice of Proposed Regulation, with Text of Proposed Regulation –

http://uwf.edu/trustees/Dec12_08/UWFREG4_002_W_TnF_Amend.pdf

Proposal for New FTIC Freshman Academic Merit Scholarship -

http://uwf.edu/trustees/Dec12_08/Academic_Merit_Scholarship.pdf

Proposal for New FTIC Freshman Leadership Scholarship -

http://uwf.edu/trustees/Dec12_08/Freshman_Leadership_Scholarship.pdf

Motion by: Trustee Gilluly

Seconded by: Trustee Fetterman

Motion carried unanimously.

Informational/Discussion Items

1. **PCard Audits Quarterly Update (July-September 08)** was presented as information by Ms. Betsy Bowers.
2. **Update on SUS Audit Committee Activities** was presented as information by Ms. Bowers, as well. The Office of Inspector General and Director of Compliance Mr. Derry Harper, under the direction of the Board of Governors, is working on two charters. One for the Board of Governor's Audit & Compliance Committee; the second is for the Office of the Inspector General. Draft documents were sent to the BOTs audit committee chairs Nov 24, 2008 with a response date of Dec 8, 2008 with a very general response noting:
 - a) our need to be responsive/flexible at the campus level,
 - b) our campus's culture would be better served with audit and compliance as separate activities,
 - c) a desire not to duplicate efforts, and
 - d) increased communication/collaboration between BOG and BOT/universities various stakeholders before the two documents are finalizedMs. Bowers' department will receive revised drafts, which other key stakeholders' input will be sought. There may a need for a brief Administration, Finance & Audit committee meeting perhaps in February 2009 prior to the March 6, 2009 meeting. Ms. Bowers looks forward to working collaboratively to develop resource documents that will support good audit and compliance practices within the SUS.
3. **FY08-09 Operating Budget Summary** was presented as information by Ms. Colleen Asmus, Assistant Vice President who reviewed the Consolidated Operating – Actual Summary for Quarter 1 which is compared annually. FY 2008-09 Operating Budget Summary, including the Life-to-Date Capital Budget - http://uwf.edu/trustees/Dec12_08/FY09_1Q.pdf

Committee Chair Hess Herrick requested that future updates be provided quarterly to the Full Board and not just the Finance, Administration & Audit Committee.
4. **2007-08 Annual Report to the State of Florida** was presented by Ms. Asmus, as an informational item, as well. Adjustment Form – http://uwf.edu/trustees/Dec12_08/SOF_F78.pdf

Adjournment

With no further items to be brought before the committee a motion was made at 11:15 a.m. for adjournment.

Motion by: Trustee Gilluly

Seconded by: Trustee Fetterman
Motion carried unanimously.

Respectfully submitted,

Recording Secretary
Faye H. Bowers
12/19/08 8:40 a.m.