

Minutes
UWF Board of Trustees
Conference Call Meeting

May 4, 2007

Call to Order

Chair K.C. Clark called the UWF BOT conference call meeting to order at 1:37 p.m. Central Time on Friday May 4, 2007 in Building 10/Room 131 located at 11000 University Parkway, Pensacola, Florida.

Roll Call

Chair Clark asked Faye Bowers to call roll. Trustees Nancy Fetterman and Christina Genualdi had a scheduling conflict. The following trustees attended:

Mr. K.C. Clark, Board Chair

Mr. Honor Bell, Vice Chair

Mrs. Marny Gilluly, trustee

Mrs. Jeanne Godwin, trustee

Dr. Jay Gould, trustee

Mrs. Sharon Hess Herrick, trustee

Retired General Chuck Horner, trustee

Mrs. Catherine Kelly, trustee

Mr. Collier Merrill, trustee

Mr. Roy Smith, trustee

Mr. J.T. Young, trustee

Others who attended:

Dr. John C. Cavanaugh, President

Dr. Hal White, Executive Vice President

Dr. Debbie Ford, Vice President for Student Affairs

Dr. Dean Van Galen, Vice President for Development

Dr. Barbara Lyman, Associate Vice President for Academic Affairs

Dr. Susan Stephenson, Executive Director, UWF Foundation

Ms. Anita Schonberger, General Counsel

Ms. Kim Spear, Chief of Staff, Office of the President

Ms. Faye Bowers, Executive Specialist, Office of the President

Mr. James Burton, Office of General Counsel

Chair's Greetings

Chair Clark welcomed everyone for attending the conference call and asked if there were others on the call that had not identified themselves.

- 1. Memorial Resolution (2007.1) for Virginia Polytechnic Institute and University** – Dr. John Cavanaugh read the memorial resolution, saying it was a thoughtful means to communicate our support. It which will be sent to the President of Virginia Tech to be shared publicly. A motion was made to adopt Resolution 2007.1 as a memorial to the Virginia Tech students and faculty who died recently.

http://uwf.edu/trustees/Jun14_07/Mem_Resolution.pdf

Motion by: Trustee Smith

Seconded by: Trustee Horner

Motion carried unanimously.

- 2. Legislative Update** – President Cavanaugh reported that the bill for the MSW and MSN are pending Governor Crist's signature. In addition, the President and Chair Clark noted that a 5% tuition increase has been sent to the governor for all state universities with the possibility of UF, FSU and UFS being able to increase tuition an additional 5%. Also, UWF will receive \$800,000 in funding for the Science and Technology building and \$6.5 million non-recurring dollars for the Emerald Coast Campuses.
- 3. Presidential Contract** – Presidential Contract – Following a lengthy discussion, including consideration of a comprehensive compensation study commissioned by the Board from an outside consultant, a motion was made to approve a contract offer for President John C. Cavanaugh, contingent upon approval of funding by the UWF Foundation, with a delegation to Chair KC Clark to work with General Counsel Anita Schonberger and UWF staff to develop and execute an actual contract with President Cavanaugh so long as the document of contract is consistent with the offer approved by the Board of Trustees.

The offer approved by the Board embraces the fundamental essence of the draft contract supplied to the Board for its consideration, with the following changes: a) a 5 year employment term, b) base salary of \$295,000, c) deferred compensation of 15%, d) an annual performance bonus ranging between \$25,000 to \$75,000, at the discretion of the Board, and assuming satisfactory performance, e) a signing bonus of \$50,000; f) a contingent retention bonus in an amount reflected in the draft contract except that the amount shall vest 100% at the end of 5 years unless Dr. Cavanaugh is removed for cause; g) a provision to be added to the termination clauses so that each side will provide the other with notice and opportunity to cure in the event of a breach where appropriate; and h) a comprehensive physical exam for the president in the first contract year and annual update exams thereafter at the university's expense.

Motion by: Trustee Smith

Seconded by: Trustee Horner

Motion carried unanimously.

Other Business – Ms. Anita Schonberger, General Counsel reminded all trustees that she had emailed the Form 1 (Financial Disclosure) to each one and the penalty for not submitting a Form 1 within time period.

Adjournment - A motion for adjournment occurred at 2:37 p.m.

Motion by: Trustee Gould

Seconded by: Trustee Gilluly

Motion carried unanimously.

Respectfully submitted,

Faye H. Bowers, Recording Secretary

May 7, 2007