

Governance Sub-Committee Minutes
Trustee Thomas Dortch, Chair
August 9, 2022

The Governance Sub-Committee on Operating Procedures met on Tuesday, August 9, 2022. A quorum was established, with the following sub-committee members in attendance: Thomas Dortch, Kimberly Moore, and Belvin Perry. Trustee Kristin Harper also attended the meeting.

Trustee Dortch stated that the Committee expected to review the Board of Trustees (BOT) election process and procedures, chair term limits, executive committee membership, and committee roles. He then recognized Attorney Shira Thomas to guide the Committee through the review of the Board’s Operating Procedures. Attorney Thomas confirmed that she had reviewed the Operating Procedures at the other universities in the Florida State University System (SUS) and she noted that Articles 1, and 2.1 – 2.4 are the same in all of the Operating Procedures.

The sub-committee reviewed the Operating Procedures and made the following recommendations:

Article	Action
1 Statement of Purpose	No changes were recommended.
2.1 Corporation/Corporate Name	No changes were recommended
2.2 Composition/Trustees	No changes were recommended.
2.3 Powers and Duties	No changes were recommended.
2.4 Corporate Seal	No changes were recommended.
3.2 Selection and Removal	<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. • 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 subject to the will of the body. • Notice for proposed candidacy – A trustee must notice the Board that they plan to run for chair during June BOT meeting. This requirement

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	<p>should be included in the master calendar. <i>(Note: The General Counsel will research whether a trustee is precluded from being nominated from the floor the day of the election since the June BOT meeting notice period ended.)</i> Also, if all members of the Governance Committee want to run for office, the Faculty Senate President or the Student Government President will run the election.</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.
New 3.2.2	The Governance Committee shall oversee the election. The chair of the Governance Committee cannot run for chair or vice chair. They must resign as the committee chair if they decide to run for office.
3.3 Chair	No changes were recommended.
3.4 Vice Chair	No changes were recommended, as this language is consistent with other SUS institutions.
4.1 Executive Committee	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.
4.3 Special Committees	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	Appointment of a parliamentarian by the chair. The BOG’s general counsel serves as the parliamentarian.

Trustee Dortch closed the meeting by thanking the participants and suggesting that a review of the Operating Procedures needs to occur every few years. With there being no further business, the meeting adjourned.