Governance is the combination of processes and structures implemented by the board to inform, direct, manage, and monitor the activities of the organization toward the achievement of its objectives.
Governance:

- Financial Reporting Accuracy
- Asset Safeguarding
- Operating Efficiency
- Legal Compliance
The IIA’s Three Lines Model

**GOVERNING BODY**
Accountability to stakeholders for organizational oversight

**Governance roles:** integrity, leadership, and transparency

**MANAGEMENT**
Actions (including managing risk) to achieve organizational objectives

**First line roles:**
Provision of products/services to clients; managing risk

**Second line roles:**
Expertise, support, monitoring and challenge on risk-related matters

**INTERNAL AUDIT**
Independent assurance

**Third line roles:**
Independent and objective assurance and advice on all matters related to the achievement of objectives

**EXTERNAL ASSURANCE PROVIDERS**

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**Principles**

1. Governance
2. Governing Body Roles
3. Management and first and second line roles
4. Third line roles
5. Third line independence
6. Creating and protecting value
- Organizational Structure
- Board Governance
- Senior Leadership
- Strategic Planning
- Performance Mgmt
- Policy-setting

- Integration
- Oversight
- Appetite/Tolerance
- Leadership

- Tone at the Top
- Ethics
- Internal/External Reporting
- Risk Culture

- Laws
- Regulations
- Policy
- Anti-fraud Program

Oversight
Culture
Risk
Compliance
1905-1965 Board of Control
The original board was statutorily authorized to manage the early university system, which consisted of UF, FSU, and FAMU at the time.

1965-2001 Board of Regents
The Board of Control was refashioned into the Board of Regents, which was also statutorily authorized to manage a much expanded university system.

Florida Higher Education Governance
2001-2002 Florida Board of Education
Division of Colleges and Universities

With a goal toward creating a more seamless K-20 system, the short-lived “Super Board” was created in statute to oversee all levels of education.

2003-Present State University System of Florida
Board of Governors

This represents the first time that the governing body was constitutionally authorized to oversee all aspects of the university system and to define the powers and duties of the university boards of trustees.
The Board of Governors is authorized in Article IX, Section 7(d), Florida Constitution, to “operate, regulate, control, and be fully responsible for the management of the whole university system.”
SECTION 7. State University System.—(a) PURPOSES. In order to achieve excellence through teaching students, advancing research and providing public service for the benefit of Florida’s citizens, their communities and economies, the people hereby establish a system of governance for the state university system of Florida.

(b) STATE UNIVERSITY SYSTEM. There shall be a single state university system comprised of all public universities. A board of trustees shall administer each public university and a board of governors shall govern the state university system.

(c) LOCAL BOARDS OF TRUSTEES. Each local constituent university shall be administered by a board of trustees consisting of thirteen members dedicated to the purposes of the state university system. The board of governors shall establish the powers and duties of the boards of trustees. Each board of trustees shall consist of six citizen members appointed by the governor and five citizen members appointed by the board of governors. The appointed members shall be confirmed by the senate and serve staggered terms of five years as provided by law. The chair of the faculty senate, or the equivalent, and the president of the student body of the university shall also be members.

(d) STATEWIDE BOARD OF GOVERNORS. The board of governors shall be a body corporate consisting of seventeen members. The board shall operate, regulate, control, and be fully responsible for the management of the whole university system. These responsibilities shall include, but not be limited to, defining the distinctive mission of each constituent university and its articulation with free public schools and community colleges, ensuring the well-planned coordination and operation of the system, and avoiding wasteful duplication of facilities or programs. The board’s management shall be subject to the powers of the legislature to appropriate for the expenditure of funds, and the board shall account for such expenditures as provided by law.

(e) FEES. Any proposal or action of a constituent university to raise, impose, or authorize any fee, as authorized by law, must be approved by at least nine affirmative votes of the members of the board of trustees of the constituent university, if approval by the board of trustees is required by general law, and at least twelve affirmative votes of the members of the board of governors, if approval by the board of governors is required by general law, in order to take effect. A fee under this subsection shall not include tuition.

History.—Proposed by Initiative Petition filed with the Secretary of State September 28, 2001; adopted 2002; Am. proposed by Constitution Revision Commission, Revision No. 2, 2018, filed with the Secretary of State May 9, 2018; adopted 2018.
University Board of Trustees Powers & Duties

1. Overview
2. Composition of Boards; Membership and Organization
3. University Administration and Oversight
4. Academic Programs and Student Affairs
5. Personnel
6. Financial Management
7. Property and Purchasing
8. Miscellaneous Powers and Duties

Board of Governors – Regulation 1.001
Article 1: Statement of Purpose
Article 2: The Board
Article 3: Officers of the Board
Article 4: Committees
Article 5: Meetings
Article 6: Code of Ethics
Article 7: Amendments to the Operating Procedures
Article 8: Appearances Before the Board
Article 9: Indemnification
Article 10: General

Appendices
A. Audit and Compliance Committee Charter
B. Governance Committee Charter
C. Amendment Notes
HE Governance in Florida

**SUS Board of Governors**
12 State Universities

**State Board of Education**
K-12
28 State Colleges

**Independent Colleges and Universities of Florida**
30 Institutions

- Strategic Planning
- Information Systems
- Articulation
- STEM Plan

Florida Talent Development Council

Articulation Coordinating Committee

Commission on Independent Education
State University System of Florida (SUS): Governance Structure

Board of Governors – Operate, Regulate, and Control
- Audit and Compliance Committee
- Chancellor
- Inspector General

Board of Trustees – Administer
- Audit and Compliance Committee
- President
- CAE, General Counsel, CCEO
Recognized Shared Constitutional Authority for SUS
Dismissed Lawsuit (Case No. 2007-CA-1818)
Agreement Addresses:
• Establish Higher Education Coordinating Council
• Strategic Planning
• University Governance and Accountability
• Financial Aid Programs
• BOG Regulations
• Tuition
• Fees, Fines, Deposits, and Surcharges
**FAMU: Governance Structure**

**President**
- Chief Executive Officer
- Corporate Secretary
- Operations of University
- Setting BOT Agenda
- Administration – Intercollegiate Athletics

**Board of Trustees**
- University Oversight
- Collective Authority and Action
- Fiduciary
- Establish Powers and Duties of President
- Selects and Evaluates the President (BOG Confirmation)
- Strategic Planning
- Adopt Regulations and Policies

**President**

**Board of Trustees**

**Chief of Staff/BOT Liaison**

**General Counsel**

**Chief Audit Executive**

**Chief Compliance and Ethics Officer**
FAMU Governance Structure

President
- Chief Executive Officer
- Corporate Secretary
- Operations of University
- Setting BOT Agenda
- Administration – Intercollegiate Athletics

Board of Trustees
- University Oversight
- Collective Authority and Action
- Fiduciary
- Establish Powers and Duties of President
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- Strategic Planning
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Chief of Staff/BOT Liaison
General Counsel
Chief Audit Executive
Chief Compliance and Ethics Officer
Elements of Good Governance

Essential Principles:

1. Accountability
2. Actions
3. Assurance and Advice
PRINCIPLE:
The institution publishes and implements policies on the authority of faculty in academic and governance matters.

- Collective Bargaining Agreement
- Faculty Handbook
- Constitution & By-laws
Shared Governance

- Culture of transparency and open communications
- Commitment to jointly consider issues and jointly develop strategic directions
- Shared set of metrics to measure success
- Set of checks and balances to ensure that the institution remains mission-focused
Thank you!

FLORIDA A&M UNIVERSITY

Founded in 1887 as the State Normal College for Colored Students, Florida A&M University (FAMU) is the only historically black college in the state of Florida. It has always been co-educational. In 1890, the second Morrill Act was passed. This enabled the Black Land Grant College for the State of Florida to become the Black Land Grant College for the State of Florida. In 1891, the college was moved from its original location to its present location which was once the site of the town of "Highwood," Territorial Governor W.P. Duval's slave plantation. The site is one of the highest hills in Tallahassee. The school was known as Florida A&M College from 1909 until 1953, when it attained university status.
Questions? More information?

Please send all questions and requests for further information on governance to the Division of Audit: DivisionofAudit@famu.edu