



STRATEGIC PLANNING COMMITTEE

Minutes

Wednesday, May 7, 2008

Trustee Scott Adams, Chair of the Strategic Planning Committee, convened the meeting at 10:05 a.m. with the following Committee members present:

Trustees Scott Adams, Lalita Janke, Rajendra Gupta, Sherry Plymale, Eric Shaw, Tony Teixeira, and Tom Workman.

Other Board Members Present: Trustees Nancy Blosser, William Bryant, David Feder, Armand Grossman, and Robert Stilley.

The following university officials participated:

Mr. Frank T. Brogan, President; Dr. John Pritchett, Provost; Mr. David Kian, General Counsel; Dr. Jennifer O'Flannery, Chief of Staff; Dr. Ken Jessell, Vice President for Financial Affairs; Mr. Tom Donaudy, Vice President for Facilities.

Chair's Comments

Trustee Nancy Blosser announced that Norman Tripp had resigned as a member of the Florida Atlantic University Board of Trustees and has been appointed to the Florida Board of Governors effective Wednesday, April 1, 2008. Trustee Nancy Blosser has moved to the Chairperson position from the Vice Chairperson's position. At the May full board meeting there will be an election for the Vice Chair. There is a BOG-appointed opening on the BOT; it is an open application process that started on April 9, 2008 and will end May 9, 2008.

Trustee Blosser acknowledged Trustee Tony Teixeira for his service as Student Government President and Student Representative on the BOT. Trustee Teixeira was presented with a resolution from the Board. Trustee Teixeira thanked the BOT and presented each member with a resolution from Student Government. Trustee Teixeira presented President Frank Brogan with a plaque of appreciation from Student Government.

Trustee Blosser acknowledged Dr. Jennifer O'Flannery, the President's Chief of Staff and BOT Liaison. Dr. O'Flannery accepted a position with the United Way of Broward County. Trustee Blosser presented Dr. O'Flannery with a resolution from the BOT.

Trustee Blosser stated that she has been meeting with President Brogan and the administration for updates on critical projects at FAU. Trustee Blosser mentioned that she participated in the Donor Recognition Reception, the Honors Recital, and the Annual Distinguished Alumni event. Trustee Blosser reviewed the BOT meeting schedule for June, with a committee meeting on June 11, 2008 and a full board meeting conference call on June 25, 2008. She asked the Board to think of topics that would be beneficial in discussing at the annual BOT retreat in September.

Trustee Blosser invited the BOT to the installation of the new Student Government officials and the reception honoring Dr. O'Flannery immediately following the committee meetings.

Trustee Blosser introduced President Brogan for comment. President Brogan acknowledged Trustee Blosser for her new role as BOT Chairperson. He thanked Trustee Teixeira for his service as the Student Government President and a BOT member. President Brogan thanked Dr. O'Flannery for her service as the President's Chief of Staff and BOT Liaison. President Brogan commented that Mr. Norman Tripp will be acknowledged at the May 28, 2008 BOT meeting for his service on the Board. He thanked the faculty and staff for their accommodation and cooperation in relation to the shooting that occurred on the Boca Raton campus. He also commended the Boca Raton Police Department and the Florida Atlantic University Police Department. President Brogan noted that Florida Atlantic University secured \$8.75 million in addition to the \$5 million received for a Center of Excellence award for FAU's Center of Excellence in Ocean Energy Technology. FAU received \$3.3 million recurring funding to complete the \$15 million per year funding for FAU's medical education program.

SP: A-M: Approval of Minutes

There was a motion made by Trustee Lalita Janke to approve the Strategic Planning Committee Minutes of the February 20, 2008 meeting. The motion was seconded by Trustee Eric Shaw. There was no further discussion. **The motion passed unanimously.**

SP: A-1: Certification of Harbor Branch Oceanographic Institute Foundation as a Direct Support Organization

Trustee Adams asked Mr. David Kian to present the item to the Strategic Planning committee. This is the final item being brought before the BOT for action with respect to the merger of the operations of the Harbor Branch Oceanographic Institute (HBOI) into FAU. As of December 31, 2007 all of the operating assets were formally integrated into FAU. HBOI is now functioning as the Harbor Branch Oceanographic Institute at FAU. HBOI previously was governed by a not-for-profit corporate board, which remained in existence as a 501c3 organization.

The former HBOI corporate entity has been formally reorganized and renamed the Harbor Branch Oceanographic Institute Foundation (HBOIF). The HBOIF have amended their by-laws and articles to provide that the purpose of the organization is to receive, hold, invest, and administer property and to make expenditures to or for the benefit of FAU and HBOI at FAU. These are the required purposes under Florida law for a not for profit organization to become a direct support organization (DSO). The HBOIF will assume a legal status equivalent to the Florida Atlantic University Foundation. The HBOIF articles and by-laws provide that the FAU BOT Chair appoint a member of the BOT to serve on the HBOIF Board of Directors. The HBOIF articles and by-laws also provide that the President of the university or his designee will serve of the HBOIF Board of Directors.

The administration asked that the Strategic Planning committee to recommend to the full board that the BOT adopt the resolution certifying HBOIF as a DSO. This will enable the FAU to allow HBOIF to utilize university resources, equipment, and personnel.

Trustee Sherry Plymale asked if HBOIF is going from a governing board to a strictly fundraising board. Mr. Kian responded that HBOIF has certain functions as to the disposition of retained assets pertaining mostly to property. The operational aspect of HBOI is an institute that reports to the Provost's office at FAU. Trustee Plymale asked if the staff of HBOI will also staff the HBOIF or will FAU's foundation staff work with HBOIF. Mr. Kian responded that currently

FAU's foundation personnel is working with HBOIF's board to coordinate fundraising activities and to contractually provide services as parallel organizations. FAUF employees will not become HBOIF employees. Trustee Plymale asked why the appointments to the HBOIF board are ex-officio. Mr. Kian stated that the ex-officio refers to those positions being held by virtue of their office (i.e., FAU BOT or President); it does not restrict their voting rights. Trustee Scott Adams asked what the process is to ensure that the HBOIF board is operating in the manner consistent with the goals of FAU and the State of Florida. Mr. Kian responded that HBOIF will be handled identically to the FAUF with annual reports to the BOT. Mr. Kian added that the resolution certifies the HBOIF board may be revoked at any time.

There was a motion to recommend to the Board of Trustees adoption of the resolution certifying that the Harbor Branch Oceanographic Institute Foundation, Inc. is operating in a manner consistent with the goals of the university and in the best interest of the state, and establishing HBOIF as a direct-support organization of FAU, pursuant to Section 1004.28, Florida Statutes, by Trustee Lalita Janke. The motion was seconded by Trustee Nancy Blosser. The motion passed unanimously.

SP: I-1: FAU "Mission Green" Campus Sustainability

Trustee Adams introduced Mr. Tom Donaudy. Mr. Donaudy gave the history behind the campus sustainability effort. He introduced Ms. Azita Dashtaki, Assistant Vice President of Facilities to present the "Mission Green" campus sustainability program. Ms. Dashtaki presented the PowerPoint that was provided in the BOT background materials.

The Strategic Planning Committee meeting adjourned at 11:05 a.m.