



Item: II

Wednesday, November 19, 2008

SUBJECT: APPROVAL OF MINUTES

PROPOSED BOARD ACTION

Approve the meeting minutes for July 30, 2008, September 10, 2008, and September 16, 2008.

BACKGROUND INFORMATION

N/A

IMPLEMENTATION PLAN/DATE

N/A.

FISCAL IMPLICATIONS

N/A.

Supporting Documentation: July 30, 2008 Minutes
September 10, 2008 Minutes
September 16, 2008 Minutes

Presented by: Randy Goin, BOT Liaison

Phone: 561-297-3450



Meeting Minutes
Wednesday, July 30, 2008
Conference Call – Boca Raton Campus

Chairwoman Nancy Blosser convened the meeting of the Florida Atlantic University Board of Trustees (BOT) via conference call with the following members participating:

Trustees Scott Adams, Anthony Barbar, David Feder, Armand Grossman, Rajendra Gupta, Lalita Janke, Sherry Plymale, Eric Shaw, and Tom Workman.

Absent: Trustees Abraham Cohen, Bill Bryant and Robert Stilley.

The following university officials participated:

Mr. Frank T. Brogan, President; Dr. John Pritchett, Provost; Mr. David Kian, General Counsel; Mr. Randy Goin, Chief of Staff & BOT Liaison; Dr. Ken Jessell, Vice President for Financial Affairs; Dr. Joyanne Stephens, Vice President for FAU's Broward Campuses; Ms. Gerri McPherson, Vice President for FAU's Treasure Coast Campus; Dr. Shirley Pomponi, Executive Director of HBOI; Mr. Tom Donaudy, Vice President for Facilities; and Dr. Charles Brown, Vice President for Student Affairs.

I. Call to Order

Chairwoman Nancy Blosser convened the meeting at 10:05 a.m.

II. Approval of the meeting minutes.

Trustee Scott Adams requested that the minutes of the June 25, 2008 meeting be updated to show he was not in attendance. **With the change there was a motion to approve the minutes from the June 25, 2008 meeting by Trustee Lalita Janke. The motion was seconded by Trustee Eric Shaw. The motion passed unanimously.**

III. Chair's Report

Trustee Nancy Blosser reminded the board that summer commencement will be held on August 5, 2008 and Trustees Armand Grossman and Sherry Plymale will represent the Board. Since the BOT's last meeting, Trustee Blosser met with each of the campus Vice Presidents, the Honors College Dean, CAUPA's Dean, the Athletics Department, Chief Charles Lowe, and Thomas Barlow of Government Relations. She also had the opportunity to tour the Palm Pointe Research School on the Treasure Coast. Trustee Blosser participated in the Legislative Staff Luncheon at the Baldwin House on. She discussed the annual Board Retreat. The retreat will take place September 16-17, 2008 in the Student Union on the Boca Raton Campus. Chancellor Mark Rosenberg and Board of Governor Chair Sheila McDevitt will participate in the BOT retreat. A tentative agenda will be distributed in the next month. The BOG meeting will be held in Jacksonville, August 6 through August 7, 2008.

IV. President's Report

President Brogan discussed the preparations for the Fall term and incoming students. It is anticipated that FAU will have approximately 2,500 incoming freshmen chosen from a record number of 11,000 applications. Student housing has a waiting list of over 500 students. The Housing Department is working with students on the waiting list to find alternate housing near the university. President Brogan discussed the possibility of acquiring WXEL Public Broadcast Station; prior to moving forward with this possibility the administration will seek the approval of the BOT. He reported on his trip to the United Kingdom, hosted by Governor Charlie Crist, which centered on issues of climate change and renewable energy. President Brogan invited BOT, faculty, and staff to participate in move-in day August 19, 2008 in Jupiter and August 21, 2008 on the Boca Raton Campus.

V. Audit and Finance Committee

Trustee Nancy Blosser

Trustee Nancy Blosser reported that the Audit and Finance Committee met on June 11, 2008. Two agenda items resulted in motions to come before the committee for approval. Due to the excellent attendance at that meeting, these items were fully vetted.

AF: A-1. Approval of Amendment to University Regulation 8.001 Increasing Student Health Fees

AF: A-2. Approval of Amendment to University Regulation 8.001 Implementing Legislative and Board of Governors Established Increases in Student Tuition and Financial Aid Fees for Academic Year 2008-2009

With no further discussion there was a motion by Trustee Anthony Barbar to approve agenda items listed. The motion was seconded by Trustee Sherry Plymale. The motion passed unanimously.

VI. Approval of Cooperative Agreement with Max Planck Florida (MPFC) Corporation

President Brogan discussed the cooperative agreement with MPFC and FAU. The agreement will (1) establish the research and academic affiliation between the University and MPFC in the areas of biomedical sciences and related fields; (2) establish a framework for the negotiation of a short-term facilities use agreement for the Scripps' T-2 building and for a portion of the Scripps' T-1 building; and (3) establish the frame work for the negotiation of a long-term ground lease for the construction of a permanent 100,000 gross square foot facility for MPFC which will include 10,000 gross square feet to be jointly used by FAU and MPFC in support of the collaborative research and educational efforts.

Trustee William Bryant asked if there was going to be participation and sharing of intellectual properties that will be developed by both MPFC and FAU. President Brogan affirmed that the cooperative agreement will include sharing of intellectual property.

With no further discussion there was a motion by Trustee Lalita Janke to approve the cooperative agreement with Max Planck Florida Corporation. The motion was seconded by Trustee Thomas Workman. The motion passed unanimously.

VII. Approval of Amendment of the Effective Date of the Certification of Harbor Branch Oceanographic Institution Foundation, Inc. as a Direct-Support Organization of Florida Atlantic University from May 28, 2008 to July 1, 2008.

Dr. Jessell stated that this was a technical change to the certification that took place on May 28, 2008 by the BOT certifying the HBOIF as a direct support organization (DSO) of FAU. The HBOIF's reporting period is January 1 through December 31 and FAU's reporting period is July 1 through June 30, so it would be necessary to complete a separate audit for thirty four days if the effective date of May 28, 2008 is kept. The State auditor recommended that FAU change the effective date to July 1. HBOIF board has already approved the July 1 effective date.

With no further discussion there was a motion by Trustee Thomas Workman to approve the amendment of the effective date of the certification of the Harbor Branch Oceanographic Institution Foundation, Inc. as a direct-support organization of Florida Atlantic University from May 28, 2008 to July 1, 2008. The motion was seconded by Trustee Armand Grossman. The motion passed unanimously.

VIII. Approval of FAU's Football Head Coach Contract Mr. Craig Angelos

The administration is seeking approval for Coach Howard Schnellenberger's contract extension as Head Football Coach and Director of Football Operations. The contract currently has a year left and the administration would like to have it extended for two additional years. The terms of the contract are basically the same with the exception of the academic progress rate (APR) clause. There are incentives and other pay that are based on the APR score. Trustee Armand Grossman asked if the APR was standard for the NCAA. President Brogan responded that APR is a fairly new initiative by the NCAA to promote a greater transparency around the issue of graduation rates at universities participating under the NCAA. The administration used language that will also be added in other FAU coaches' contracts regarding APR. Trustee Eric Shaw asked what it means to be in the top 25% of NCAA teams. President Brogan stated that there is a cut score of 925 that is developed by a formula. Each individual sport is expected to achieve at or above the cut score. If individual sports are not achieving at or above the cut score there is a possibility of losing scholarships associated with that sport. If FAU falls in the upper quartile of all of the NCAA Division I football programs then Coach Schnellenberger will receive a bonus. Mr. David Kian added that similar bonus provisions are in Coach Michael Jarvis' contract as well. As other coaches' contracts are negotiated it will be added.

With no further discussion there was a motion by Trustee Eric Shaw to approve the FAU's Head Football Coach Contract. The motion was seconded by Trustee Lalita Janke. The motion passed unanimously.

IX. Old Business

There was no old business.

X. New Business

There was no new business.

XI. BOT Member Comments

Trustee Blosser reminded the board that there are committee meetings on September 10.

XIII. Public Comments

There were no public comments.

XIV. Adjournment

The meeting adjourned at 10:43 a.m.

**Committee of the Whole
Meeting Minutes
Wednesday, September 10, 2008**

Chairwoman Nancy Blosser convened the meeting of the Florida Atlantic University Board of Trustees (BOT) at with the following members participating:

Trustees Scott Adams, Anthony Barbar, William Bryant, Abraham Cohen, David Feder, Armand Grossman, Rajendra Gupta, Lalita Janke, Sherry Plymale, Eric Shaw, Robert Stilley, and Tom Workman.

The following university officials participated:

Mr. Frank T. Brogan, President; Dr. John Pritchett, Provost; Mr. David Kian, General Counsel; Mr. Randy Goin, Chief of Staff & BOT Liaison; Dr. Ken Jessell, Vice President for Financial Affairs; Dr. Joyanne Stephens, Vice President for FAU's Broward Campuses; Ms. Gerri McPherson, Vice President for FAU's Treasure Coast Campus; Mr. Tom Donaudy, Vice President for Facilities; and Dr. Charles Brown, Vice President for Student Affairs.

I. Call to Order

Chairwoman Nancy Blosser convened the meeting at 10:00 a.m.

II. Chair's Report

Trustee Blosser thanked deans and department heads for taking the time to meet with her and show her around the university. She discussed the Board of Governor's meeting and workshop on August 6-7, 2008, in which she participated via teleconference. She thanked Trustees Sherry Plymale, Robert Stilley, and Armand Grossman for attending on behalf of the BOT. Trustee Blosser informed the BOT that Chancellor Mark Rosenburg and BOG Chair Sheila McDevitt will be participating in the 2008 BOT Retreat. The next BOG meeting is September 24-25, 2008. The Board retreat will be held September 16-17, 2008. Trustees received a draft of the BOT retreat agenda. Also participating in the 2008 BOT retreat are Dr. Edward Massey, Indian River State College; Dr. Dennis Gallon, Palm Beach Community College; and President J. David Armstrong, Broward College for a panel discussion. Trustee Blosser reviewed the BOT draft agenda. Trustee Blosser reminded the BOT that football season has begun and encouraged the board to attend the home games. Trustee Blosser introduced the new intern for the BOT, Rachel Mondesir.

III. President's Report

President Frank Brogan and Provost, Dr. John Pritchett met with the partner college Presidents and their chief academic officers from FAU's service area to discuss the changes in higher education in Florida. President Brogan provided an update on the budget situation. Governor Crist has established

the fact that he is meeting with the legislative budget committee to tap additional reserve funds to assist with the additional budget reductions. Fall term has begun with a record 11,000 applications for 2,400 spots for the freshman class, making FAU 27,000 students strong. Transfer student applications were up by 9%. The incoming freshman class' average GPA, SAT, and ACT scores are up. There is a waiting list of 500 for housing on FAU's Boca Raton campus. First time in college (FTIC) and graduate enrollment is up by 5%. FTIC retention and six year graduation rate is slightly higher. There was an increase in participation at the Parent and Family weekend and freshman convocation. The State of the University Address will be held on Monday, September 22, 2008 at 10:00 a.m. There will be a reception following. President Brogan also reminded the board about attending football games or supporting by watching the games on ESPN2. President Brogan commended Trustee Lalita Janke on her leadership on helping FAU join the "Any Soldier" national campaign. He also congratulated Trustee Eric Shaw on receiving the George Washington's Honor Medal for his entry in the 2008 Freedom's Foundation National Award Program. President Brogan asked Trustee Abraham Cohen to introduce the Student Government Representative. Trustee Abraham Cohen introduced Boca Campus Governor, Tiffany Weimar.

IV. Action Agenda

A-1. Recommend Approval of FAU's Treasure Coast Campus Development Agreement

Trustee Blosser asked Mr. Tom Donaudy to present. Mr. Donaudy gave the background information of the Treasure Coast Campus Development agreement (CDA). President Brogan asked Mr. Donaudy to give an update on the status of the new building on the Treasure Coast Campus and to provide an update on the CDA for other campuses. Ms. Gerri McPherson invited the BOT to the dedication of the new building on the Treasure Coast Campus on November 13, 2008 at 3:00 pm. Mr. Donaudy gave updates on the CDA for the other campuses.

With no further discussion there was a motion to recommend approval of FAU's Treasure Coast Campus Development Agreement between FAU and the City of Port St. Lucie by Trustee Nancy Blosser. The motion was seconded by Trustee Armand Grossman. The motion passed unanimously.

V. Information Agenda

I-1. Educational Broadband Service Licenses and Strategic Academic Enhancement Initiative

Trustee Blosser asked Mr. David Kian to provide an overview and Dr. John Pritchett to present. FAU currently has seven active Educational Broadband Service (EBS) licenses. FAU conducted a publicly open Invitation to Negotiate (ITN) in order to determine the best value for FAU with respect to the channels, both educationally and financially. Contemporaneously with the ITN, FAU entered into a Spectrum Coordination Agreement regarding certain of the channels held by FAU for the benefit of the Palm Beach County School Board.

Clearwire Corporation, the parent company of Clearwire Spectrum Holding II, LLC was the successful bidder in the ITN process and entered into a long term lease with FAU. The lease provides of an initial 10 year term with two renewal terms of 10 years, for a maximum term allowable by the FCC of 30 years. The lease provides for two forms of lease payments from Clearwire to FAU, with initial payments to be made upon FCC approval for the long-term lease and application for each license and annual/monthly payments thereafter. The administration proposes investing the leases revenue in six strategic areas during the first five years. All of the areas are derived from the BOT's strategic plan:

- Fostering Student Success – \$2.4 million
- Strengthening the Information Technology Infrastructure - \$11.8 million
- Strategic Investment in Research – \$7.6 million
- University-wide Academic Enhancement \$2.5 million
- Establishing an Academic Enhancement Endowment – \$3.9 million
- Reward Faculty and Staff Contributions to FAU’s Mission – \$3.08 million

VI. Adjournment

The meeting adjourned at 12:36 p.m.

DRAFT

Meeting Minutes
Wednesday, September 16, 2008
Boca Raton Campus

Chairwoman Nancy Blosser convened the meeting of the Florida Atlantic University Board of Trustees (BOT) at with the following members participating:

Trustees Scott Adams, Anthony Barbar, William Bryant, Abraham Cohen, David Feder, Armand Grossman, Rajendra Gupta, Lalita Janke, Sherry Plymale, Eric Shaw, Robert Stilley, and Tom Workman.

The following university officials participated:

Mr. Frank T. Brogan, President; Dr. John Pritchett, Provost; Mr. David Kian, General Counsel; Mr. Randy Goin, BOT Liaison; Dr. Ken Jessell, Vice President for Financial Affairs; Dr. Joyanne Stephens, Vice President for FAU's Broward Campuses; Ms. Gerri McPherson, Vice President for FAU's Treasure Coast Campus; Mr. Tom Donaudy, Vice President for Facilities; and Dr. Charles Brown, Vice President for Student Affairs.

I. Call to Order

Chairwoman Nancy Blosser convened the meeting at 10:05 a.m.

II. Approval of the Treasure Coast Campus Development Agreement

Trustee Nancy Blosser reported that the approval of the Treasure Coast Campus Development Agreement was fully vetted at the Committee of the Whole meeting on September 10, 2008.

With no further discussion there was a motion by Trustee Lalita Janke to approve agenda items listed. The motion was seconded by Trustee Sherry Plymale. The motion passed unanimously.

III. Approval of Proposed Extension of Employment Agreement for President Frank Brogan

Last November the BOT authorized the former BOT Chair, to retain Dr. James Fisher to perform a compensation study of other University Presidents as well as advise the BOT in the preparation of President Brogan's contract. Trustee Blosser provided background information on Dr. Fisher. Trustee Blosser affirmed that FAU's General Counsel assisted her with the negotiations. She advised President Brogan that the University Counsel could only represent the BOT. President Brogan retained his own outside counsel. Trustee Nancy Blosser gave background information on President Frank Brogan's employment agreement. She reviewed the information listed in the appendices:

- Appendix I – Median Salaries of College Administrators by Job Category and Type of Institution
- Appendix II – Presidential Salaries for Peer Institutions

- Appendix III – Presidential Salaries at Florida’s Public Universities
- Appendix IV – Presidential Compensation and Benefits

Trustee Blosser also reviewed a worksheet she created that reflected the salary, performance bonuses, and retention bonuses and deferred compensation in 2008 for Presidents at Florida public universities. Due to President Brogan’s extraordinary performance, it is the recommendation of the Chair that it is in FAU’s best interest to secure his continued services. The term of the Revised Employment Agreement would commence on March 5, 2009, and continue until March 4, 2015. She discussed the fiscal implications of the approval of the Revised Employment Agreement.

1. Salary - President Brogan will be paid an annual base salary of \$357,000, plus standard employment benefits. This represents an increase of slightly less than 10%. Pursuant to state law, the University will pay \$225,000 of the total amount, and will request that the Florida Atlantic University Foundation pay the remainder. His salary will be reviewed annually by the Board in conjunction with the Board’s annual evaluation of job performance. President Brogan shall also be eligible for any legislative salary increases applicable to University employees in his employment classification and for annual bonuses, at the Board’s sole discretion, for the achievement of annual goals and objectives to be agreed upon by the Board.
2. Performance Bonuses – President Brogan will receive annual bonuses at the BOT’s sole discretion, for the achievement of annual goals and objectives to be agreed upon by the BOT. Annual bonus payment will be requested from the Florida Atlantic University Foundation (FAUF).
3. Supplemental Compensation – The BOT will use its best efforts to cause the FAUF to provide President Brogan with supplemental compensation of 12% of his annual base salary during each year of his contract, to be applied towards the annual premium for a permanent life insurance policy; provide President Brogan with a basic long term disability policy; and contribute the portions of all payments to President Brogan provided for in the contract that exceed applicable statutory limitations.

There was a motion by Trustee Nancy Blosser to approve the Revised Employment Agreement for President Frank T. Brogan. The motion was seconded by Trustee William Bryant. Trustee Blosser opened the floor for discussion. Trustee Eric Shaw expressed concern that faculty has not received a raise in three years. He stated that it is better to keep good faculty rather than hire more faculty and it needs to be taken into consideration when considering faculty salaries. Trustee William Bryant asked Dr. Fisher were there considerations about comparable contracts by other institutions. Dr. Fisher stated he could not say what type of compensation package has been offered to President Brogan but he can confirm that he has been approached by other institutes of higher education. Trustee David Feder stated that when you look at how much other individuals are making in comparable positions, it was apparent that money is not the only reason President Brogan is staying at FAU and he recommends the BOT move forward with an approval. Trustee Janke asked what other severance packages for comparable positions looked like. Dr. Fisher stated that the severance package FAU offered was consistent with other comparable institutions, with no sabbatical provision and conditions of severance with or without fault. Trustee Janke asked what was on President Brogan’s prior contract regarding severance. Trustee Blosser responded that was not changed from 24 months. Trustee Robert Stilley addressed the increase in the President’s

Revised Employment Agreement. He stated that he is in support of the motion and that it is reflective of what President Brogan has accomplished. Trustee Armand Grossman added that the vision President Brogan has brought to FAU and the fulfillment of the vision has advanced the university significantly. Trustee Grossman endorsed the decision to approve the Revised Employment Agreement. Trustee Janke asked how the BOT will tie the Strategic Plan to the President's bonuses. Trustee Blosser responded that it is President Brogan's responsibility to provide to the BOT his goals and objectives for the year. The Chair will work with the President to ensure that those goals and objectives are tied to the Strategic Plan. In addition President Brogan will complete a self evaluation of how he met his goals and objectives for the year. The BOT will use the evaluation as a basis for any performance bonus. Trustee Scott Adams added that he feels President Brogan is doing a great job and endorses the Revised Employment Agreement. Trustee Sherry Plymale asked if after the self evaluation and evaluation was a separate exercise. Trustee Blosser clarified the Revised Employment Agreement will be in effect in March 2009. Trustee Abraham Cohen stated that President Brogan deserves the increase for the work he has done. Trustee Rajendra Gupta agreed with approving the Revised Employment Agreement. **The motion passed unanimously.**

IX. Old Business

There was no old business.

X. New Business

There was no new business.

XI. BOT Member Comments

There were no BOT member comments.

XIII. Public Comments

There were no public comments.

XIV. Adjournment

The meeting adjourned at 10:43 a.m.