



Item: II

Wednesday, January 21, 2009

SUBJECT: APPROVAL OF MINUTES

PROPOSED BOARD ACTION

Approve the minutes for the November 19, 2008, full board meeting.

BACKGROUND INFORMATION

N/A

IMPLEMENTATION PLAN/DATE

N/A.

FISCAL IMPLICATIONS

N/A.

Supporting Documentation: November 19, 2008 Minutes

Presented by: Randy Goin, BOT Liaison

Phone: 561-297-3450



**Meeting Minutes
Wednesday, November 19, 2008**

**Harbor Branch Oceanographic Institute
5600 US 1 North
Ft. Pierce, Florida 34946**

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

Trustees Scott Adams, Anthony Barbar, William Bryant, Abraham Cohen, Lalita Janke, Sherry Plymale, Eric Shaw, Robert Stilley, and Thomas Workman.

Absent: Trustees David Feder, Armand Grossman, and Rajendra Gupta.

The following university officials participated:

Mr. Frank T. Brogan, President; 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; and Dr. Dennis Hanisak, Director Center of Marine Ecosystems Health, HBOI.

I. Call to Order

Chairwoman Nancy Blosser convened the meeting at 10:19 a.m. Chairwoman Blosser introduced Dr. Dennis Hanisak to provide the official welcome to the BOT to Harbor Branch Oceanographic Institute in the absence of Dr. Shirley Pomponi. Trustee Sherry Plymale introduced Mr. James Sites, the new President of the Harbor Branch Oceanographic Institute Foundation.

II. Approval of the meeting minutes.

There was a motion to approve the minutes from the July 30, September 10, and the September 16, 2008 meetings by Trustee Lalita Janke. The motion was seconded by Trustee Thomas Workman. The motion passed unanimously.

III. Chair's Report

Chairwoman Blosser reviewed the activities she participated in and represented the BOT in which included:

- Provided greetings on behalf of the BOT at the President State of the University
- Attended the Board of Governors meeting held at the University of South Florida
- Attended the ribbon cutting for the Marlene and Harold Forkas Alumni Center
- Attended the Annual Business Leader of the Year Breakfast
- Provided greetings on behalf of the BOT at FAU's Talon Awards Ceremony
- Participated in FAU's Homecoming parade
- Served as Honorary Coach at FAU's Homecoming game
- Worked on the President's evaluation
- Met with David Gury, the Chair of Florida Atlantic University Foundation to discuss Presidential compensation
- Provided greetings on behalf of the BOT at the Treasure Coast Building dedication

IV. President's Report

President Frank Brogan thanked Ms. Gerri McPherson, Vice President of the Treasure Coast campuses and her staff for the wonderful celebration of the Treasure Coast building dedication. He thanked Dr. Hanisak and the HBOI staff for hosting the BOT meeting. President Brogan provided an update on the position search for the Vice President for Research, as well as announced the search for a new Chief Information Officer due to the retirement of Dr. Jeff Schilit. President Brogan informed the board that he is serving on the search committee for a new Chancellor for the State University System. He discussed the opening of the Marlene and Harold Forkas Alumni Center, the new student wellness center that will open in the spring, and the reopening of the Arena. President Brogan discussed differential tuition capability that may go to the Legislature for approval this year.

V. Strategic Planning Committee

Trustee Scott Adams

Trustee Scott Adams reported that the Strategic Planning Committee met on October 22, 2008. One agenda item resulted in motions to come before the committee for approval. Due to the excellent attendance at that meeting, this item was fully vetted.

SP: A-1. Approval of Ten-Year Update of the Campus Master Plan for FAU's John D. MacArthur Campus in Jupiter

With no further discussion there was a motion by Trustee Eric Shaw to approve the agenda item listed. The motion was seconded by Trustee Anthony Barbar. The motion passed unanimously.

VI. Academic and Student Affairs Committee

Trustee Robert Stilley

Trustee Robert Stilley reported that the Academic and Student Affairs Committee met on October 22, 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.

AS: A-1. Approval of Program Review for the College of Education for Submission to the Florida Board of Governors

With no further discussion there was a motion by Trustee Eric Shaw to approve the agenda item listed. The motion was seconded by Trustee Anthony Barbar. The motion passed unanimously.

AS: A-2. Approval of By-Laws of the New Florida Atlantic University Schools School Advisory Body

Trustee Stilley noted there were some minor changes to the By-Laws as a result of the committee meeting. President Brogan added the changes were an increase in parent representation on the advisory board. There was a motion by Trustee Nancy Blosser to approve the agenda item listed. The motion was seconded by Trustee Lalita Janke. Trustee Stilley asked Mr. David Kian to update the BOT on emails sent on the subject matter. Mr. Kian stated the email came from a parent of a student at AD Henderson asserting that the composition of the proposed School Advisory board violates a Florida Statute that requires that a majority of a school advisory body must not be employees of the school district. This parent filed an email with the Florida Department of Education (DOE) in September. The DOE sought a response from FAU's Administration, which was provided in September. The response that was sent to the DOE was provided electronically in the BOT back-up materials. The DOE has not indicated an objection to FAU's administration's response. The motion passed unanimously.

VII. Approval of the 2009 BOT Meeting Schedule

There was a motion to approve the 2009 BOT Meeting Schedule by Trustee William Bryant. The motion was seconded by Trustee Anthony Barbar. The motion passed unanimously.

VIII. President's 2007-2008 Evaluation

A summary of President Frank Brogan's evaluation was distributed to the BOT. Chairwoman Blosser reviewed the evaluation process. At the October 22, 2008 committee meetings, President Brogan submitted a written self-assessment and evaluation for the past academic year. At the same time the BOT was directed to an online evaluation form to complete and give their perception of the President's performance for the past year. Chairwoman Blosser used her personal observations, the summary of the BOT input, as well as the President's review of his goals for the past academic year.

Ten of the thirteen trustees completed the online evaluation form not including the chair. Trustees were asked to rate President Brogan's performance on twenty nine topics and provide comments regarding:

- Academic management and leadership
- Performance of administrative duties
- Personal qualities

The evaluation was based on a 4.0 scale with 4.0 being the highest score possible. President Brogan earned an overall average of 3.93 for all twenty nine topics. The summary of the inline questions are included in the evaluation summary. Chairwoman Blosser concluded that the evaluation next year should include an area that the BOT can comment on whether or not they felt the President accomplished the goals he set. Chairwoman Blosser reviewed President Brogan's goals for 2007-2008, his other accomplishments, and his goals for the next academic year as well as his compensation.

Chairwoman Blosser discussed President Brogan's compensation. The BOT consultant on presidential compensation completed a report that indicated that an annual bonus is substantial component of the presidential compensation package. Looking at comparative data from the other SUS institutions, if the BOT had decided to give President Brogan a performance bonus it would likely have exceeded \$50,000; however, given the economic conditions in the state and at the University, President Brogan and the Chair of the BOT, Nancy Blosser, agreed that he would decline such a bonus if offered for the 2007-2008 year. Trustee Plymale added that President Brogan has declined bonuses in the past and has only received one bonus under his six year contract. Trustee Bryant asked what was BOT rights in superseding President Brogan wishes in declining his bonus. Mr. David Kian stated under the existing contract the BOT has the legal authorization and contractual right to award President Brogan an annual performance bonus. He added that if the BOT chooses to award a bonus and President Brogan declined the bonus it would impose adverse tax consequences to him. Chair Blosser discussed the differences between the President's contract and contracts subject to collective bargaining. Chair Blosser discussed the President's current contract. She stated the BOT wanted to negotiate a contract that would retain President Brogan, was fair and equitable in comparison to other Presidents' contracts in the SUS, and wanted to have a good track record regarding how the BOT deals with presidential compensation. Chair Blosser stated that base salary negotiated was fair and reasonable and the \$32,000 pay increase stipulated in the new contract will be finance through the FAU Foundation. In addition to the President's request to deny a performance bonus this year, he also will delay acceptance of the portion the increase that exceeds his current compensation until he is satisfied that the compensation levels for all university employees are fully addressed. Chair Blosser commented that she concurs with the President's requests. Trustee Robert Stilley commented that he appreciates President Brogan's position and wanted to note that when the economic situation turns around the BOT hopes to compensate President Brogan accordingly. Trustee Sherry Plymale expressed concern as to how can the BOT express appreciate the work President Brogan has done, possibly in the form of a resolution. Trustee Lalita Janke asked if there could be a recurring award or plaque in President Brogan's name. Trustee Thomas Workman added that a resolution

would be an appropriate way to acknowledge the BOT's pleasure with President Brogan's hard work. Trustee Scott Adams added that at a later date the BOT needs to revisit the topic of President Brogan's bonus and compensation package when economic times are better.

It is the BOT's desire to implement a way to recognize President Brogan for his work. Trustee Janke asked if there could be a reoccurring award for students instituted in President Brogan's name. Mr. Kian added that if the BOT would like to create a recurring award or acknowledgement it could be taken up in either the Committee on Academic and Student Affairs or the Audit and Finance Committee.

With no further discussion there was a motion by Trustee Lalita Janke to accept that the BOT have formed a resolution to recognize their appreciation for President Frank Brogan's hard work and dedication and refer to staff to determine whether there is anything else the BOT can do to acknowledge the President. The motion was seconded by Trustee Sherry Plymale. 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 Eric Shaw expressed appreciation to President Brogan for showing sympathy with the faculty and staff by declining the potential bonus. He also thanked the HBOI staff. Trustee Thomas Workman commented on the quality of the faculty and staff and added that the BOT will do what possible to provide financial assistance within means. Trustee Lalita Janke presented President Brogan with a letter of appreciation and sample of money from Iraq from George Hudson in the Surgical Division in Iraq as a result of the Any Soldier campaign. Trustee Robert Stilley reiterated that the BOT is aware of the need to raise salaries for faculty and staff and will do everything within their power to do so. He asked that the faculty and staff please recognized the financial restraints the BOT operates under. Trustee Sherry Plymale echoed Trustee Stilley's comments and thanked the board for coming to HBOI. Trustee Anthony Barbar commended the Chair, President, faculty, and staff for their hard work in supporting FAU.

XIII. Public Comments

Mr. Jim Sites thanked the BOT for a enabling the HBOIF to serve HBOI as a DSO. He gave a brief update on what the foundation have completed to date as far as potential land sales and fundraising efforts.

XIV. Adjournment

The meeting adjourned at 12:15 p.m.