



Item: IX.

Wednesday, January 30, 2008

SUBJECT: FAU BOARD OF TRUSTEES POLICES AND PROCEDURES

PROPOSED BOARD ACTION

No action required. This presentation is for Board information.

BACKGROUND INFORMATION

Today is the first full board meeting for Tom Workman. Chairman Tripp felt it would be a good opportunity to review with all of the board members the BOT Handbook of Policies and Procedures.

Specifically, this presentation will cover the materials available on the website, the information covered in the handbook, the impact of Florida's Sunshine law, and who to contact regarding day to day operations.

IMPLEMENTATION PLAN/DATE

Ongoing

FISCAL IMPLICATIONS

None

Supporting Documentation:

outline

Presented by: David Kian, General Counsel

Phone: 561-297-3007

Cell: 561-715-8717

Email: dkian@fau.edu

Florida Atlantic University Board of Trustees

Overview of Board Resources and Protocols

January 30, 2008

BOT Website: <http://wise.fau.edu/bot/>

- Meeting Notices, Agendas, and Backup Materials
- Trustee Bios
- Meeting Archives
- Internal Audit Recommendations Follow-Up Reports
- Links to President's Office, General Counsel's Office, and University Regulations
- Board Policies and Procedures

Board Operations Policies and Procedures

- Purpose and Principles
 - To effectively govern and set policy for Florida Atlantic University.
 - To establish and implement FAU's Vision, Mission, and Values.
 - To support the principle of academic freedom and the search for and effective dissemination of knowledge.
- Powers and Duties of the BOT
 - As set forth in the Florida Constitution and by the Florida Board of Governors, the BOT serves as the governing body of FAU.
 - The BOT is authorized to adopt regulations to carry out its lawful functions and obligations.
 - The BOT must select the President of FAU and hold the President responsible for the University's operation and management, performance, fiscal accountability, and compliance with federal and state laws and rules.
 - Individual Trustees are public officers of the State of Florida holding their positions for the benefit of the public. Therefore, by virtue of their office, Trustees stand in a fiduciary relationship with the University and must serve the best interests of the University at all times.
- Officers
 - Chair and Vice Chair
 - President of FAU serves as Secretary to the BOT
- Committees
 - Standing Committees:
 - Academic and Student Affairs
 - Audit and Finance
 - Strategic Planning
 - BOT may establish additional standing committees as it deems appropriate.
 - BOT chair may appoint ad-hoc committees.

Board Operations Policies and Procedures (continued)

- Meetings
 - Conducted in accordance with the Florida Open Meetings Law.
 - Quorum: seven members present. No proxies permitted for any purpose.
 - All members present must vote on all matters unless identified conflict.
- Amendment or Suspension of Procedures
 - BOT procedures may be amended by majority vote.
 - Any provision of BOT procedures not required by law may be suspended in connection with the consideration of a matter before the BOT by a majority vote of BOT members in attendance.
- Code of Ethics and Conflict of Interest
 - BOT policy incorporates the State of Florida's Code of Ethics for Public Officers and Employees (Chapter 112, Florida Statutes).
 - Per BOT policy, Trustees may not
 - have any interest, financial or otherwise, direct or indirect; engage in any business transaction, contractual relationship or professional activity; or incur any obligation of any nature, which is in substantial conflict with the proper discharge of his or her duties as it relates to the University or its affiliated organizations;
 - rent, lease or sell any goods, services or realty to the University or its affiliated organizations, either directly or indirectly;
 - participate in any part of a purchase request or influence the content of any specification or procurement standard, or contract with or become an agent contracting with the University or its affiliated organizations;
 - permit the sale or lease of anything to the University or its affiliated organizations through spouses or minor children, or through any business entity of which the Trustee's spouse or minor children have a material interest or direct or indirect ownership of more than 5 percent of the total assets or capital stock of any business entity.

Communication/Sunshine Laws

- BOT is subject to the Florida Open Meetings Act and Public Records Law
 - Trustees may not communicate with one another about any matter likely to come before the BOT for action.
 - Any documents (including emails) that communicate or perpetuate information made or received by any Trustee in his or her official capacity are public records.
- Speaking with the media
 - BOT policy provides that Chair serves as Spokesperson for the BOT.
 - Assistance regarding media inquiries can be obtained from the FAU Media Relations Department under VP for Communications Aileen Izquierdo.

Day to Day Operations

- Primary Contacts: President Brogan and Jennifer O’Flannery
- Additional Contacts: Individuals who report to the President
 - Ken Jessell, Vice President for Finance and liaison with the Audit and Finance Committee
 - John Pritchett, Provost and co-liaison with the Academic and Student Affairs committee
 - Charles Brown, Vice President for Student Affairs and co-liaison with the Academic and Student Affairs Committee
 - David Kian, General Counsel
 - Morley Barnett, Inspector General
 - Campus Vice Presidents
 - Joyanne Stephens, Broward Campuses
 - Kristen Murtaugh, Jupiter Campus
 - Gerri McPherson, St. Lucie Campus
- Community Interactions
 - Representing FAU at Chamber of Commerce meetings or similar public events.
 - Speaking with elected representatives and community leaders regarding FAU’s legislative priorities and issues of local interest.
 - Receiving inquiries about particular matters (e.g., the status of individual admission applications, university program matters, etc.).
 - Refer all such inquiries to Jennifer O’Flannery, who will coordinate with the appropriate University officials.