



Meeting Minutes
Wednesday, January 21, 2009
Davie Campus
2912 College Avenue, Room 105
Davie Florida 33314

Chairwoman Nancy Blosser convened the full board meeting of the Florida Atlantic University Board of Trustees 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 Thomas Workman.

Absent: Trustee Sherry Plymale

The following university officials attended:

Mr. Frank T. Brogan, President; Mr. David Kian, General Counsel; Mr. Randy Goin, Chief of Staff & BOT Liaison; Dr. John Pritchett, University Provost; 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 Northern Campuses; Dr. Kristen Murtaugh, Vice President for Strategic Planning; and Dr. Charles Brown, Vice President of Student Affairs.

I. Call to Order and Roll Call

Chairwoman Nancy Blosser convened the full board meeting at 10:13 a.m.

II. Approval of the November 19, 2008 Meeting Minutes

There was a motion to approve the November 19, 2008 meeting minutes by Trustee Robert Stilley. The motion was seconded by Trustee Thomas Workman. With no corrections the motion passed unanimously.

III. Chair's Report

Chairwoman Blosser welcomed the BOT to the Davie campus. She thanked Dr. Joyanne Stephens, staff, and students for hosting the meeting. She asked Dr. Stephens to provide the official welcome. Dr. Stephens announced a new University initiative, the Public Ethics Academy, housed in the School of Public Administration. She introduced Dr. Hugh Miller, Chair of the School of Public Administration to give oversight on the new initiative. Dr. Miller invited the BOT to attend the academy opening on February 4, 2009.

Trustee Blosser notified the BOT of the passing of Trustee Sherry Plymale's mother and offered condolences. She also congratulated the FAU football team and Coach Howard Schnellenberger for their win at the Detroit Motor City Bowl.

IV. Election of Officers

There was a motion to elect Trustee Nancy Blosser as Chair of the FAU Board of Trustees by Trustee Armand Grossman. The motion was seconded by Trustee Eric Shaw. With no other nominations, the motion passed unanimously.

There was a motion to elect Trustee Scott Adams as Vice Chair of the FAU Board of Trustees by Trustee Lalita Janke. The motion was seconded by Trustee William Bryant. With not other nominations, the motion passed unanimously.

Trustee Blosser noted that she will be assigning committees and will be notifying the BOT via email within the next few weeks. She also stated that she will not be chairing the Audit and Financing Committee. She asked the BOT to inform her of any particular committee they would like to serve on.

V. President's Report

President Frank Brogan congratulated Trustees Blosser and Adams for their roles on the BOT. President Brogan gave an update on the budget situation. He discussed budget issues and stated that he traveled to Tallahassee for the special legislative session to meet with lawmakers to understand where FAU is heading for the next fiscal year as regards to the budget. In addition to the current years cuts FAU is facing up to \$15 million in cuts for 2009-10. The administration is working to come up with a plan to absorb the reduction for next year. He noted that the additional budget cuts will impact personnel at FAU. President Brogan stated that he will be bringing to the BOT the budget package over the next couple of months and the BOT will be simultaneously reviewing the new budget and the budget reduction plan. He noted that the budget reduction plan will put a new face to FAU, meaning reorganizing and redesigning the university for the future.

President Brogan discussed how the FAU community watched the inauguration of the new United States President Barack Obama. He noted that Black History Month kicks off in February. FAU will not be having a traditional FAU Days in Tallahassee. President Brogan will be traveling to Tallahassee for FAU Days, and encouraged the BOT to attend to show a support base on the Differential Tuition Bill. FAU Days will take place March 2 and 3, 2009. President Brogan congratulated the football team and Coach Schnellenberger for the Detroit Motor City Bowl win. He also added that John Delaney will serve as President-in-Residence for the Florida Board of Governors.

VI. Academic and Student Affairs

Trustee Armand Grossman reported that the Academic and Student Affairs Committee met on December 10, 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.

AS: A-1. Approval of the Student Government Constitutional Amendments

With no further discussion there was a motion by Trustee Lalita Janke to approve the agenda item listed. The motion was seconded by Trustee Thomas Workman. The motion passed unanimously.

VII. Approval of Amendment to the Revised Employment Agreement for President Brogan

Trustee Blosser reminded the BOT of the negotiation of President Brogan's employment agreement. On September 16, 2008 the BOT approved the revised employment agreement that begins March 5, 2009 and commences through March 4, 2015. Due to the current economic situation, President Brogan requested the BOT delay the implantation of his new base salary until March 2010. Trustee Blosser recommended the BOT approve the salary delay. Effective March 5, President Brogan will continue to be paid his base salary of \$328,187.14 plus standard employment benefits. Effective March 5, 2010, President Brogan will be paid an annual base salary of \$357,000 plus standard employment benefits. Pursuant to the laws of the State of Florida, the University will pay \$225,000 of the base salary, and the BOT requests the FAU Foundation to pay the balance. The President's supplemental compensation and benefits remain as stated in the employment agreement approved on September 16, 2008.

There was a motion to approve the Amendment to the Revised Employment Agreement for President Brogan by Trustee Armand Grossman. The motion was seconded by Trustee Robert Stillely. Trustee William Bryant concurred with Trustee Blosser and expressed his appreciation for President Brogan.

Trustee Rajendra Gupta commented that although it will not rectify the University's budget issues it is a good gesture on the President's part. The motion passed unanimously.

VIII. Approval of Addition of Consent Agenda Items to the Board Operating Policies and Procedures
Trustee Blosser provided background on the use of a consent agenda by boards in the the State University System. The purpose is to streamline the BOT's full board meetings.

There was a motion to approve the Addition of Consent Agenda Items to Section 6.1 on the Board Operating Policies and Procedures by Trustee Nancy Blosser. The motion was seconded by Trustee Robert Stilley. Trustee Eric Shaw asked for clarification on some redundancy in the background information. Mr. David Kian responded that there may be times when coming out of a committee, before the full board meeting agenda is prepared the BOT committee chair may inform the board staff that the item needs to be removed from the consent agenda. Trustee Shaw asked if a non committee chair can request before hand for an item to be removed from the consent agenda and added to the action agenda. Mr. Kian responded that a non committee chair on the board can request and item to be removed from the consent agenda. The motion passed unanimously.

IX. Termination of Affiliation Agreement Among Florida Atlantic University, University of Miami, and Boca Raton Community Hospital

Trustee Blosser asked Mr. Kian to present this item to the BOT. Mr. Kian provided the history of the affiliation agreement. Over the past year it has become apparent that Boca Raton Community Hospital (BRCH) would not be able to meet their obligations to the agreement. Therefore to enable FAU and UM to move forward and re-craft the affiliation agreement where the program is modified from an academic center based program to a community based program, BRCH has requested to withdraw from the affiliation agreement. The administrations from FAU and UM both recommend that BRCH withdraw from the affiliation agreement. The fiscal consequences of this request are negligible to FAU because BRCH has not provided any financial support to the development of the affiliation agreement to date. They also have not provided any significant or other support materials such as clinical rotations, or an expansive clinical faculty relationship. This allows FAU and UM to renegotiate the affiliation agreement bipartite as well as to negotiate with hospitals throughout the service district to allow the four year program to continue. BRCH still has a lease agreement in place with FAU through the end of next year without penalties. The administration has requested that the tripartite agreement be terminated; the lease agreement is a separate contract and is still in place. Trustee Shaw asked if BRCH has talked of any future agreements. President Brogan stated that the BRCH administration is focusing on their financial situation. Trustee Bryant asked if there were current students/residents at BRCH. Mr. Kian stated that the residency program did not begin with BRCH and was slated to begin in 2010. BRCH is not prepared to move forward with a residency program at this time. President Brogan added that there are no students being affected by the termination of the three-party affiliation agreement.

There was a motion to approve the Termination of Affiliation Agreement Among Florida Atlantic University, University of Miami, and Boca Raton Community Hospital by Trustee Anthony Barbar. The motion was seconded by Trustee Lalita Janke. The motion passed unanimously.

X. Old Business

There was no old business.

XI. New Business

In addition to the three standing committees on the BOT, Trustee Blosser proposed a new Personnel and Compensation Committee. The Personnel and Compensation Committee will handle matters relating with personnel and human resource issues such as collective bargaining, BOT level employment contracts, and any BOT personnel related employment initiatives. President Brogan added that this committee is a retooling of the Collective Bargaining subcommittee with additional responsibilities. Trustee Scott Adams asked how

many members would be on this committee compared to the other committees. Trustee Blosser responded that she is inclined to make it a smaller committee. Trustee Shaw asked if this committee would meet as frequently as the other committees. Trustee Blosser responded that the committee probably would not meet as often as the other committees. She added that the collective bargaining aspect of the committee would not be applicable to Florida Sunshine Laws. Mr. Kian stated that with the BOT approving the motion, the Personnel and Compensation Committee would serve as an ad hoc committee that the chair has the authority to appoint. The language would be included in the amendment of the BOT Policies and Operating Procedures for approval by the BOT.

There was a motion to add the ad hoc BOT Personnel and Compensation Committee to the current BOT committee structure by Trustee Nancy Blosser. The motion was seconded by Trustee Eric Shaw. The motion passed unanimously.

XII. BOT Member Comments

Trustee Abraham Cohen congratulated Trustees Blosser and Adams on their role on the BOT. He also expressed appreciation on behalf of the students for President Brogan for the example he set with the delay in his compensation in his new employment contract. Trustee Shaw congratulated Trustees Blosser and Adams and expressed appreciation on behalf of the faculty for President Brogan's gesture of delaying his compensation. Trustee Thomas Workman congratulated Trustees Blosser and Adams on their election to chair and vice chair of the BOT. He also commended the band that played at the Motor City Bowl. Trustee Robert Stilley commended President Brogan for leading by example with his delay in compensation. He stated that Dr. Kristen Murtaugh will be missed on the Jupiter campus as she is now located in Boca as the Vice President for Strategic Planning. Trustee Lalita Janke commented that she is excited about the Personnel and Compensation Committee. Trustee David Feder echoed the comments of the previous members congratulating Trustees Blosser and Adams. Trustee Rajendra Gupta commented that he hopes there could be a freeze on construction so there is no layoff of staff and faculty and no programs cut. Trustee Anthony Barbar congratulated Trustees Blosser and Adams. He expressed appreciation for President Brogan. Trustee William Bryant commented that there has been so many positive changes at FAU since he's been on the BOT. He expressed appreciation for Trustee Blosser's leadership on the BOT.

XIII. Public Comments

There were no public comments.

XIV. Adjournment

The meeting adjourned at 11:50 am.