



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.