



**BOARD OPERATIONS
POLICIES AND PROCEDURES
DRAFT**

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TABLE OF CONTENTS

PART I

FAU BOARD OF TRUSTEES POLICIES AND PROCEDURES

ARTICLE I

STATEMENT OF PURPOSE AND PRINCIPLES

Section 1.1	PURPOSE.....	7
Section 1.2	VISION, MISSION, AND VALUES	
Section 1.3	PRINCIPLE OF ACADEMIC FREEDOM.....	7

ARTICLE II

THE BOARD

Section 2.1	CORPORATE NAME.....	8
Section 2.2	COMPOSITION OF THE BOARD.....	8
Section 2.3	POWERS AND DUTIES OF THE BOARD.....	8
Section 2.4	CORPORATE SEAL.....	9

ARTICLE III

THE TRUSTEES

Section 3.1	FIDUCIARIES.....	10
Section 3.2	TERM OF OFFICE.....	10
Section 3.3	COMPENSATION.....	10
Section 3.4	REMOVAL.....	10
Section 3.5	VACANCIES.....	11

ARTICLE IV

OFFICERS OF THE BOARD

Section 4.1 OFFICERS.....12

Section 4.2 SELECTION OF OFFICERS AND
TERMS OF OFFICE.....12

Section 4.3 PERMANENT VACANIES IN
CHAIR AND VICE CHAIR OFFICES.....12

Section 4.4 CHAIR.....12

Section 4.5 VICE CHAIR.....13

Section 4.6 UNIVESITY PRESIDENT AND
CORPORATE SECRETARY.....13

ARTICLE V

COMMITTEES

Section 5.1 COMMITTEE MEMBERSHIP AND DUTIES.....14

Section 5.2 STANDING COMMITTEES.....14

Section 5.3 AD-HOC COMMITTEES.....15

Section 5.4 PRESIDENTIAL SEARCH COMMITTEE.....15

ARTICLE VI

MEETINGS

Section 6.1 NOTICE AND AGENDA.....16

Section 6.2 REGULAR MEETINGS.....16

Section 6.3 SPECIAL MEETINGS.....17

Section 6.4 EMERGENCY MEETINGS.....17

Section 6.5 QUORUM AND VOTING.....17

Section 6.6 PROXIES.....18

Section 6.7 RULES OF PROCEDURE.....18

Section 6.8 SUBMISSION OF ITEMS BY THE PUBLIC
FOR BOT

CONSIDERATION.....	18
Section 6.9 PUBLIC COMMENT.....	18
Section 6.10 MEETINGS BY MEANS OF TECHNOLOGY.....	19

ARTICLE VII

CODE OF ETHICS AND CONFLICT OF INTEREST

Section 7.1 CODE OF ETHICS.....	20
Section 7.3 CONFLICT OF INTEREST POLICY.....	20

ARTICLE VIII

AMENDMENT OR SUSPENSION OF PROCEDURES

Section 8.1 AMENDMENTS.....	22
Section 8.2 SUSPENSION OF OPERATING PROCEDURES.....	22

ARTICLE IX

MISCELLANEOUS

Section 9.1 INDEMNIFICATION.....	23
Section 9.2 INSURANCE.....	23
Section 9.3 LIMITATION OF LIABILITY.....	23

PART II

FLORIDA BOARD OF GOVERNORS
DEVOLUTION OF POWERS AND DUTIES

Summary of Duties and Powers.....25-30
Resolution Devolving Powers and Duties (Full Text).....32-40

PART III

CONSTITUTION, STATUTES AND RULES

FAU Ethics Rule 6C5-5.013, F.A.C.42-46
Florida Constitution, Ethics Provision.....48
Code of Ethics, Chaper 112, Florida Statutes.....51-115

PART I

**FAU BOARD OF TRUSTEES
POLICIES AND PROCEDURES**

POLICIES AND PROCEDURES

ARTICLE I

STATEMENT OF PURPOSE AND PRINCIPLES

Section 1.1

PURPOSE

The Florida Atlantic University Board of Trustees ("BOT") is vested by law with all the powers and authority to effectively govern and set policy for Florida Atlantic University ("FAU") in accordance with the laws of the State of Florida and with rules or policies of the Board of Governors ("BOG"). To more effectively discharge its responsibilities and duties, in connection with its governance of the University, the Florida Atlantic University Board of Trustees has resolved to adopt the following operating procedures.

Section 1.2

VISION, MISSION AND VALUES

VISION: Florida Atlantic University aspires to be recognized as a university of first choice for excellent and accessible undergraduate and graduate education, distinguished for the quality of its programs across multiple campuses, emulated for its collaborations with regional partners, and internationally acclaimed for its contributions to creativity and research.

MISSION: Florida Atlantic University is a public research university with multiple campuses along the southeast Florida coast serving a uniquely diverse community. It promotes academic and personal development, discovery and lifelong learning. FAU fulfills its mission through excellence and innovation in teaching, outstanding research and creative activities, public engagement and distinctive scientific and cultural alliances, all within an environment that fosters inclusiveness.

VALUES: Florida Atlantic University values an academic environment that facilitates intellectual growth through open and honest expression. The University is committed to excellence at all levels of the educational and creative experience, to success for all students and to development of the capacity to make reasoned and discriminating judgments with respect for differences and diversity in ideas. The University is dedicated to lifelong learning, which encourages the continual use of the mind. The University plays a vital role in the life of the surrounding community, in society and as an engine for economic development. More specifically, the University commits to:

- Prepare students to fulfill a productive destiny in the workplace and in society;
- Promote academic freedom and an atmosphere of free and open inquiry;
- Recognize and reward superior performance, creativity, innovation and entrepreneurship in all facets of University activity;
- Support all those who rely on the University, such as parents, employers of students and graduates, and community partners;
- Account for the sound use and careful stewardship of the resources provided to the University;
- Provide equal access, equal rights and equal justice, and encourage mutual regard for the rights and liberties of all persons;
- Respect all persons and display civility in all interactions;
- Provide a secure environment for the pursuit of learning;
- Foster community service and social responsibility;
- Promote honesty in all spheres, social and moral development, and ethical standards in all areas of human activity;
- Assure clear and open communication and sharing of information.

Section 1.3

PRINCIPLES OF ACADEMIC FREEDOM

The Florida Atlantic University Board of Trustees supports the principle of academic freedom and is committed to the search for new knowledge and to the effective dissemination of that which came before it. In furtherance of this commitment, the BOT will defend the right of faculty and students to pursue their academic goals free from constraints that hinder lawful intellectual inquiry and discourse, and will protect the freedom of faculty to teach and of students to learn from ideas that might be unpopular or not in the mainstream of accepted thought. In turn, faculty and students must exercise this freedom in a responsible manner so that honesty and integrity in their inquiries and discourse are maintained.

ARTICLE II

THE BOARD

Section 2.1

CORPORATE NAME

The Board of Trustees is a public body corporate called "the Florida Atlantic University Board of Trustees."

Section 2.2

COMPOSITION OF THE BOARD

Article IX, Section 7 of the Florida Constitution establishes the composition of the BOT. It provides that the BOT consists of thirteen (13) Trustees, with six (6) Trustees appointed by the Governor, five (5) appointed by the BOG and two (2) serving by virtue of their offices, the President of the FAU Student Government and the Chair of the equivalent of the faculty senate. All appointed members are confirmed by the Senate of the State of Florida.

Section 2.3

POWERS AND DUTIES OF THE BOARD

Article IX, Section 7 of the Florida Constitution posits in the BOG the responsibility to establish the powers and duties of the board of trustees of each university. By resolution the BOG delegated to the board of trustees of the state universities the power to administer each constituent university.

The BOT shall serve as the governing body of FAU. It shall select the President of FAU to serve at the pleasure of the BOT and shall hold the President responsible for the University's operation and management, performance, its fiscal accountability, and its compliance with federal and state laws and rules.

The BOT shall have the authority to carry out all lawful functions permitted by these policies and procedures, by delegation from the BOG, or by law. The specific statutory powers and duties of the BOT are enumerated in the BOG' resolution passed and adopted on January 7th, 2003.¹

¹ The full text of the resolution and a summary appear at the end of this document, starting on page 19.

The BOT may adopt rules and policies consistent with the University mission, with law, and with the rules of the BOG, in order to effectively fulfill its obligations under the law.

Section 2.4

CORPORATE SEAL/ LOGO

The Florida Atlantic University Board of Trustees logo will be used on appropriate items including PowerPoint presentations, signage, promotional items, web site, name tags, etc. The BOT adopts the following mark as its official logo:



The Florida Atlantic University Board of Trustees corporate seal shall be used only in connection with the transaction of business of the BOT and of the University. The Secretary may affix the seal on any document signed on behalf of the corporation and may utilize the mark on its official letterhead. All other uses are prohibited unless otherwise stated in FAU's Visual Standards Manual. The BOT adopts the following mark as its official corporate seal:



ARTICLE III

THE TRUSTEES

Section 3.1

FIDUCIARIES

Section 112.311 (6) of the Florida Statutes provides that it is the declared policy of the state that public officers are agents of the people and hold their positions for the benefit of the public. Therefore, by virtue of their office, Trustees stand in a fiduciary relationship to the University and must serve the best interests of the University at all times.

Section 3.2

TERM OF OFFICE

Trustees shall serve for staggered 5-year terms, as provided by law and as specified in their appointment.

Section 3.3

COMPENSATION

Trustees shall receive no compensation but may be reimbursed upon request for travel and per diem expenses as provided in Section 112.061, Florida Statutes.

Section 3.4

REMOVAL

The Governor may remove a Trustee. Failure to attend three (3) consecutive regular board meetings in any fiscal year shall be grounds for removal.

Section 3.5

VACANCIES

The BOT Chair shall report any vacancies to the Governor and the BOG.

ARTICLE IV

OFFICERS OF THE BOARD

Section 4.1

OFFICERS

The Officers of the BOT shall be the Chair, Vice Chair, and University President, who serves as the Corporate Secretary.

Section 4.2

SELECTION OF OFFICERS AND TERMS OF OFFICE

The Chair and Vice-Chair shall be selected by the BOT at its first regular meeting after January 7, 2003, and shall serve for a 2-year term to begin immediately upon selection. Bi-annually thereafter, the BOT shall select the Chair and Vice Chair through nomination and selection from the members of the Board. The Chair and Vice-Chair shall be eligible for re-selection for one additional consecutive term by vote of the Board. There shall not be automatic succession by virtue of holding an office, except as otherwise provided in Section 4.3.

Section 4.3

PERMANENT VACANCIES IN CHAIR AND VICE CHAIR OFFICES

A permanent vacancy of the Chair shall be filled by the Vice Chair for the remainder of the term. A permanent vacancy of the Vice Chair shall be filled for the remainder of the term by a majority vote of the members of the Board, at its next regular meeting. Assumption to an unfinished term created by a permanent vacancy shall not preclude that officer from being eligible to be selected and re-selected as provided in Section 4.2.

Section 4.4

CHAIR

The duties of the Chair shall include presiding at all meetings of the BOT, calling special meetings of the BOT, appointing committee chairs, determining the composition of all non-statutory BOT committees, attesting to actions of the BOT, and otherwise serving as spokesperson for the BOT. The Chair shall perform such duties in consultation with the University President. The Chair may delegate the authority to sign and execute documents and instruments on behalf of the Board to the Corporate Secretary. The Board of Trustee Chair is responsible for causing the Board to conduct an annual evaluation of the University President.

Section 4.5

VICE CHAIR

The duty of the Vice Chair is to act as Chair during the absence or disability of the Chair.

Section 4.6

UNIVERSITY PRESIDENT AND CORPORATE SECRETARY

The University President shall serve as the Chief Executive Officer of the University. The University President shall be responsible for the operation and administration of the University, including efficient and effective budget and program administration, leading the University to accomplish its education missions and goals, monitoring educational and financial performance, consulting with the BOT in a timely manner on matters appropriate to its policy-making and fiduciary functions, and serving as the University's key spokesperson.

The President shall have the authority to execute all documents on behalf of the University and the BOT consistent with law, BOT policies, and the best interests of the University. The President shall exercise such powers as are appropriate to his/her position in promoting, supporting and protecting the interests of the University and in managing and directing its affairs. The specific statutory powers and duties of the President are enumerated in Section 1001.75, Florida Statutes. The President shall serve as the principal liaison officer and official contact between the BOT and the faculty, staff and students of the university. The President may issue directives and executive orders. Such directives and orders shall not violate existing BOT policies. The President shall serve as an ex-officio, non-voting member of all BOT Committees.

The University President shall serve as Corporate Secretary of the BOT, and in the capacity of Secretary, shall be responsible for giving notice of all meetings of the BOT and its committees, setting the Agenda and compiling the supporting documents for meetings of the BOT in consultation with the Chair, recording and maintaining the minutes of any BOT or committee meeting, including a record of all votes cast, in accordance with Section 286.011(2) of the Florida Statutes, executing or attesting to all documents which have been executed by the BOT, and acting as custodian of the Corporate Seal. The Secretary may designate an individual to assist him or her in this role.

ARTICLE V

COMMITTEES

Section 5.1

COMMITTEE MEMBERSHIP AND DUTIES

The BOT Chair shall appoint and remove committee members and their chairs and may make changes, at any time, unless otherwise provided by these procedures or law. A member of a committee shall hold office until the BOT Chair appoints a successor. The BOT Chair shall determine the length of the term of service of committee members and chairs.

Each committee shall consist of no less than three members. The BOT Chair and the BOT Vice Chair shall be ex officio voting members of all standing committees, subcommittees, or ad hoc committees. University staff with appropriate expertise in a committee's area of responsibility shall be appointed by the BOT Chair in consultation with the President to help the committees in their business.

Two members of a committee shall constitute a quorum for purposes of transacting committee business. Chair and Vice Chair may be counted for purposes of establishing a committee quorum. All Trustees who are not members of a particular committee are invited to attend that committee meeting and may comment, but not vote, on matters before the committee.

The duty of each committee shall be to consider and to make recommendations to the BOT upon matters under its jurisdiction or referred to it. Unless specifically delegated, or as otherwise provided in these policies and procedures, authority to act on all matters is reserved to the BOT. All committee chairs shall perform their duties in consultation with the University President and may appoint subcommittees to bring matters before the committee for further consideration.

Section 5.2

STANDING COMMITTEES

The following committees were established and approved in January of 2005 and are the standing committees of the BOT:

Academic and Student Affairs: oversees academic programs and services administered by the University Provost and Chief Academic Officer and the non-academic programs and services provided in support of student welfare administered by the Senior Vice President for Student Affairs. Develops and monitors academic performance accountability measures.

Audit and Finance: oversees the University budget and all revenue sources, receives internal and external audit results, recommends special audits, and develops and monitors financial performance and accountability measures.

Strategic Planning: oversees the university's strategic planning process to assure managed academic, enrollment, and physical growth and development of the necessary resources to meet the mission of the University.

The BOT may establish additional standing committees as it deems appropriate to discharge its responsibilities.

Section 5.3

AD-HOC COMMITTEES

Ad-hoc committees shall be appointed by the BOT Chair with such powers and duties and period of service as the BOT Chair may determine, provided that no ad-hoc committee shall be created to act upon any matter appropriate to be acted upon by a standing committee.

Section 5.4

PRESIDENTIAL SEARCH COMMITTEE

It is the duty of the BOT to select the University president, subject to ratification by the BOG. Candidates for the position of University president shall be recommended to the BOT by a presidential search committee. The members of the presidential search committee shall be appointed by the BOT. The selection of the members of the committee may be delegated to the Chair of the BOT.

ARTICLE VI

MEETINGS

Section 6.1

NOTICE AND AGENDA

All meetings of the BOT and its committees shall be noticed and open to the public at all times. No resolution, rule, or formal action shall be considered binding except as taken or made at a public meeting in accordance with Section 286.011 of the Florida Statutes. However, these notice or public meeting requirements shall not apply where the matters being considered are exempt by law from the notice or open meetings requirements, or both. The General Counsel or his or her designee shall be present at all BOT and Committee Meetings, whether open or not, unless otherwise provided by the BOT. All meetings required to be noticed will be posted on the Florida Atlantic University website at <http://www.fau.edu>.

Agenda items requiring action by Trustees must be submitted to the Corporate Secretary or his/her designee with sufficient time for the agenda and supporting information of the forwarded and received by the Trustees at least seven (7) days prior to the meeting requiring their vote. The time for submission of agenda items may be shortened only with the permission of the Corporate Secretary or his/her designee. No item requiring BOT action at a regular meeting may be included in the agenda without consideration by the committee having jurisdiction over the subject matter, unless previously approved by the BOT Chair and the Corporate Secretary in consultation with each other.

Section 6.2

REGULAR MEETINGS

There shall be no less than five (5) regular meetings a year, or as otherwise determined by the BOT.² For each calendar year thereafter, the schedule of meetings shall be set no later than the last meeting of the prior calendar year. Regular meetings shall be scheduled at 10:00 A.M. on the second Wednesday of the month in which the meeting is being held. Once established in accordance with these procedures, the time and date of a regular meeting may be changed only by an affirmative vote of a quorum of the BOT, or where deemed a necessity by the BOT Chair or the corporate Secretary in consultation with each other.

² Upon adoption of these policies and procedures, the BOT shall set, at its next regular meeting, the schedule for regular BOT meetings for the remainder of the calendar year.

Section 6.3

SPECIAL MEETINGS

Special public meetings of the BOT may be held at the call of the BOT Chair, or in the absence of the Chair by the Vice Chair, the Corporate Secretary, or upon the written request of five (5) Trustees. The Corporate Secretary shall send written notice of such special meeting or request by a Trustee and include the purpose of the meeting to all Trustees. No matter may be considered at any special meeting that was not included in the call of that meeting except by an affirmative vote of a majority of the Trustees.

Section 6.4

EMERGENCY MEETINGS

An emergency public meeting of the BOT may be called by the Chair or Vice Chair or President upon a finding by the Chair or Vice Chair or President of the University, respectively, that immediate action is required to preserve the health, safety or welfare of the public. Whenever such emergency meeting is called, the Corporate Secretary will immediately notify either verbally or in writing each member of the BOT stating the date, hour and place of the meeting and the purpose for which the meeting has been called. As provided by Section 120.525 of the Florida Statutes, an emergency meeting shall also be noticed by any procedure that is fair under the circumstances. Only action necessary to protect the interest of the University and the community it serves shall be taken. At the time of the emergency meeting, or prior to the meeting, if possible, the specific facts and reasons for finding an immediate danger, as well as the reasons for concluding that the notice procedure is fair under the circumstances shall be published in writing. The minutes of the emergency meeting shall include the manner and method by which notice of such emergency meeting was given to each member of the Board.

Section 6.5

QUORUM AND VOTING

A quorum for the conduct of business by the full BOT shall consist of seven (7) Trustees. A quorum having been established, no business shall be transacted without a majority vote of all Trustees present, except as otherwise provided in these procedures. The decision of the majority of the Trustees in attendance and voting on an issue shall prevail. A Trustee may abstain from voting only under those circumstances prescribed by law.

For committee business, two members of the committee shall constitute a quorum. The Chair and Vice Chair may be counted for purposes of establishing a committee quorum.

Section 6.6

PROXIES

The use of proxies for purposes of determining a quorum, for voting, or for any other purposes is prohibited.

Section 6.7

RULES OF PROCEDURE

At the hour appointed for the meeting, the chair shall call the meeting to order and call the roll. *The New Robert's Rules of Order*, newly revised, latest edition, will be followed in conducting all meetings of the BOT, unless otherwise provided by the BOT or law.

Section 6.8

SUBMISSION OF ITEMS BY THE PUBLIC FOR BOT CONSIDERATION

Individuals or representatives of groups who desire to appear before the BOT regarding any item must submit their written requests to the appropriate committee having subject matter jurisdiction over the item. The request must be submitted to the Corporate Secretary at the Administration Building, Room 339 FAU, 777 Glades Road, Boca Raton, Florida 33431. The request must specify the matter about which they wish to speak. Such a request, along with any supporting documentation, must be submitted at least fourteen (14) working days prior to the committee meeting. After presentation to the committee and a favorable recommendation by the committee that the matter be forwarded to the BOT for consideration, the BOT Chair, in consultation with the Corporate Secretary, will determine whether the item will be included in the agenda.

Section 6.9

PUBLIC COMMENT

Public comment may be presented at a regular meeting upon submission of a comment card. Cards may be obtained at the meeting place and submitted no later than five (5) minutes prior to the scheduled time for commencement of the meeting, so that at the Chair's discretion, the meeting may be opened for public comment as appropriate. During the meeting, any Trustee may move to recognize individuals for purposes of commenting on agenda items under discussion. If the motion passes, comments should be limited to three (3) minutes. At the conclusion or every BOT meeting, anyone who has submitted a public comment card shall be afforded three (3) minutes to comment.

Section 6.10

MEETINGS BY MEANS OF TECHNOLOGY

Any BOT business may be conducted by telephone conference call or any other technological means as if the proceeding were held in person. The notice of any meeting conducted by means of technological communication will state where and how members of the public may gain access to the meeting.

ARTICLE VII

CODE OF ETHICS AND CONFLICT OF INTEREST

Section 7.1

CODE OF ETHICS

Article 2, Section 8 of the Florida Constitution provides that a public office is a public trust and that the people of the State of Florida shall have the right to secure and sustain that trust against abuse. As appointed public officers, Trustees stand in a fiduciary relationship to the University and the people of the State of Florida. Therefore, Trustees shall act in good faith, with due regard to the interests of the University and shall comply with the ethical principles adopted in these policies, as well as those required by law and set forth in the Code of Ethics for Public Officers and Employees, Section 112.311-112.326 of the Florida Statutes¹. To that end, the terms used in these policies and procedures are to be given the broadest definitions appropriate, so as to best implement the BOT's policy and to avoid even the appearance of impropriety in transactions and relationships involving any Trustee and as they may pertain to the University or its affiliated organizations.

Section 7.2

CONFLICT OF INTEREST POLICY

It is the policy of this board that no Trustee may 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/her duties as it relates to the University or its affiliated organizations. Transactions relating to expenditure of public funds require the highest degree of public trust to protect the interests of the University and the taxpayers of the State of Florida. Therefore, no Trustee may rent, lease or sell any goods, services or realty to the University or its affiliated organizations, either directly or indirectly. Furthermore, no Trustee shall participate through decision, approval, recommendation or preparation of any part of a purchase request or influence the content of any specification or procurement standard, or contract with or become the agent contracting with the University or its affiliated organizations, and no Trustee shall permit the sale or lease of anything to the University or its affiliated organizations through his or her spouse or minor children, or through any business entity of which the Trustee's spouse or minor children, in any combination, 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.

Trustees shall disclose and resolve potential conflicts of interest and ethical concerns in accordance with the Code of Ethics for Public Officers and Employees, Section 112.311-112.326 of the Florida Statutes and shall disclose to the BOT any possible conflict of interest at the earliest practical time by providing written notice to

¹ Pertinent sections may be found as an exhibit at the end of these policies and procedures.

the Corporate Secretary. At the next Board meeting, the notice of such conflict shall be read and the minutes of the meeting shall duly note the nature of the conflict and disclosure.

Section 7.2

Waiver of Conflict

Notwithstanding the prohibitions or requirements with respect to conflict of interest contained in Article VII, to the extent that these prohibitions or requirements may exceed the requirements of Chapter 112, the BOT may, upon motion, vote to waive such stricter prohibitions or requirements. A trustee desiring a waiver shall submit a written request to the Corporate Secretary at least two (2) weeks prior to the BOT meeting at which the request would be considered. The written request shall outline the nature of the proposed activity that would create a conflict and an explanation of how such conflict would be managed. The Corporate Secretary shall distribute the written materials to all trustees as far in advance of the meeting as practicable.

**ARTICLE VIII
AMENDMENT OR SUSPENSION OF PROCEDURES**

Section 8.1

AMENDMENTS

These policies and procedures may be amended or repealed by a majority vote of the Board members in attendance at any regular meeting, when notice of the proposed amendment or repeal is provided in the meeting notice.

Section 8.2

SUSPENSION OF OPERATING PROCEDURES

Any provision of these procedures not required by law may be suspended in connection with the consideration of a matter before the BOT by a majority vote of the Board members in attendance.

ARTICLE IX

MISCELLANEOUS

Section 9.1

INDEMNIFICATION

The BOT shall, to the extent legally permissible, indemnify and defend each of its Trustees, officers, employees, volunteers, and other agents against all liabilities and expenses incurred in connection with the disposition of defense of any action, suit or other proceeding, whether civil or criminal, in which such person may be involved by reason of university service, except with respect to any matter in which such person shall have been adjudicated in any proceeding to have acted unlawfully or not in good faith. Claims based on such actions or omissions may, in the discretion of the BOT, be settled prior to or after the filing of suit.

Section 9.2

INSURANCE

The BOT may arrange for and pay the premium for appropriate insurance to cover all losses and expenses of actions referred to in Section 9.1.

Section 9.3

LIMITATION OF LIABILITY

The BOT is a corporation primarily acting as an instrumentality or agency of the state pursuant to section 768.28(2), Florida Statutes, for purposes of sovereign immunity.