



Item: GC: A-M

GOVERNANCE COMMITTEE

Tuesday, June 10, 2025

SUBJECT: ROLL CALL and Approval of the June 4, 2024 Minutes

PROPOSED COMMITTEE ACTION

Initiate roll call to document member participation, ensure quorum and approve the June 4, 2024 Governance Committee minutes.

COMMITTEE MEMBERS

Ms. Tina Vidal-Duart, Chair	_____
Mr. Pablo Paez, Vice Chair	_____
Mr. Shaun Davis	_____
Mr. Jon Harrison	_____
Mr. Piero Bussani, ex-officio	_____
Mrs. Sherry Murphy, ex-officio	_____

PARTICIPATING BOT MEMBERS

Mr. Robert Flippo	_____
Mr. Darsham Gonzalez	_____
Mr. Brad Levine	_____
Mr. Scott McCleneghen	_____
Mr. Jonathan Satter	_____
Mrs. Linda Stoch	_____
Dr. William Trapani	_____

GOVERNANCE COMMITTEE

Meeting Minutes of June 4, 2024

GC: A-M – Roll Call and Approval for the November 14, 2023 Governance Committee Minutes

Ms. Elycia Morris, Chair of the Board of Trustees Governance Committee, convened the meeting. Roll call commenced with the following committee members, in addition to Ms. Morris, participating:

Mr. Piero Bussani, Mr. Pablo Paez, Mr. Shaun Davis, Mr. Robert Flippo, and Ms. Sherry Murphy

Other Trustees attending the meeting included: Mr. Brad Levine, Mr. Earnie Ellison, Mr. Daniel Cane, Dr. Kimberly Dunn, Mrs. Linda Stoch and Mr. Stefan Andjelkovic.

Chair Morris asked for approval of the November 14, 2023, meeting minutes. **A motion was made and seconded to approve the November 14, 2023, Governance Committee meeting minutes. With no further discussion, the motion passed unanimously.**

GC: A-1 Request for Approval of Re-election of Foundation Board Members

Mr. David Green, Interim VP Institutional Advancement, presented the item. Mr. Green expressed gratitude to the nominating committee for their time and efforts recruiting and interviewing members. This will be Paul Kilgallon's second term on the Foundation's board and was approved unanimously by the Foundation's nominating committee and subsequently at the Foundation's full board meeting. Paul Kilgallon is currently the founder and managing partner of Mainstreet Capital Partners, Inc.

Mr. Green requested approval of re-elected board member Paul Kilgallon to the Foundation Board of Directors. **A motion was made and seconded to approve the re-elected Board Member of the Foundation Board of Directors. With no further discussion, the motion passed unanimously.**

GC: A-2 Request for Approval of Election of New Foundation Board Members

Mr. David Green, Interim VP Institutional Advancement, presented the item to request approval of election of three new Foundation Board Members. All three were approved unanimously by the Foundation's nominating committee and subsequently at the Foundation's full board meeting.

First, Mr. Green discussed Marilyn Wallach's biography. **A motion was made and seconded to approve the new Board Member Marilyn Wallach of the Foundation Board of Directors. With no further discussion, the motion passed unanimously.**

Second, Mr. Green discussed Bruce Allen's biography. **A motion was made and seconded to approve the new Board Member Bruce Allen of the Foundation Board of Directors. With no further discussion, the motion passed unanimously.**

Lastly, Mr. Green discussed Gary Rubin's biography. **A motion was made and seconded to approve the new Board Member Gary Rubin of the Foundation Board of Directors. With no further discussion, the motion passed unanimously.**

GC: A-3 Request for Approval of Amendments to FAU Foundation, Inc. Bylaws

Mr. Green requested approval of the amendments to the FAU Foundation, Inc. Bylaws. Mr. Green stated that per FAU Regulation 6.013, University Direct Support Organizations, amendments to the bylaws of all university direct support organizations must be submitted to the Board of Trustees for approval before becoming effective. The proposed amendments to the bylaws were approved by the Foundation's full board meeting on May 15, 2024. The three items being amended are: 1) eliminating the position of second vice chair; 2) expanding the second term of elected officers to two years and 3) clarifying the limitations on the Foundation's ability to make loans.

Mr. Green requested approval of the amendments to FAU Foundation, Inc. bylaws. **A motion was made and seconded to approve the amendments to the bylaws. With no further discussion, the motion passed unanimously.**

With no further discussion or action, the meeting of the Board of Trustees Governance Committee was adjourned.