

ITEM: 15

**Florida Gulf Coast University Board of Trustees
January 20, 2009**

SUBJECT: Bylaws Amendment to Create Audit Committee

PROPOSED BOARD ACTION

Approve the amended FGCU Board of Trustee Bylaws to reflect the addition of the Audit Committee as the Board's third committee

BACKGROUND INFORMATION

At the June 17, 2008 meeting, the FGCU Board of Trustees established an Audit Committee and directed staff to amend the Bylaws to reflect the addition of the new committee. The Bylaws have been so amended and are presented to the Board of Trustees for approval.

Supporting Documentation Included: Third Amendment and Restatement of Florida Gulf Coast University Board of Trustees Bylaws

Prepared by: Director of Internal Audit Carol Slade

Legal Review by: General Counsel Vee Leonard **(Need Date)**

Submitted by: General Counsel Vee Leonard

~~SECOND~~THIRD AMENDMENT AND
RESTATEMENT

OF

FLORIDA GULF COAST UNIVERSITY

BOARD OF TRUSTEES

BYLAWS



Approved: *June 17, 2008*

I. Organization

The Florida Gulf Coast University Board of Trustees (“the Board”) is established as a body corporate, with all of the powers of a body corporate as provided by Florida law. The Board is vested with the authority to administer Florida Gulf Coast University (“University” or “FGCU”) in accordance with the Florida Constitution, Florida law and delegation of the Florida Board of Governors. The Board is a corporation primarily acting as an instrumentality of the State of Florida pursuant to Section 768.28(2), Florida Statutes, for purposes of sovereign immunity.

II. Trustees

- A. The Board is composed of thirteen (13) trustees, six appointed by the Governor, five appointed by the Florida Board of Governors, one member who is the president of the Faculty Senate and one member who is the president of the Student Government. Trustees who are appointed by the Governor and the Florida Board of Governors shall be appointed for staggered five-year terms and are subject to confirmation by the Florida Senate. The presidents of the Faculty Senate and Student Government will be appointed each year. Trustees shall continue to hold office until their successors have been appointed.
- B. The Chair of the Florida Gulf Coast University Foundation, Inc., a direct support organization, serves as a non-voting ex officio trustee of the Board. The Foundation Chair or designee will attend all meetings of the Board except closed executive sessions.

III. Officers

- A. The corporate officers are the Chair, the Vice-Chair, and the University President (“President”) who serves as the Chief Executive Officer and Corporate Secretary of the Board. The Chair and Vice-Chair shall be elected from the appointed members at the first meeting after January 7, 2003. Bi-annually thereafter in odd numbered years, the Board shall select the Chair and Vice-Chair. The term of office for Chair and Vice-Chair shall begin on February 1 and expire on the last day of January in the final year of said term. The Chair shall serve for two (2) years and may be re-elected to serve three (3) additional consecutive two-year terms. Vacancies may be filled at any time by a majority vote of the members of the Board. The Chair and Vice-Chair will continue to hold office until their successors have been elected. Officers may be removed at any time by the affirmative vote of a majority of the members of the Board.

- B. The Chair appoints the members of and serves as an ex officio voting member of all committees of the Board. The Chair will appoint all committee chairs. The Chair shall appoint a representative to the Board of Directors and the executive committee of each direct support organization.
- C. The Vice-Chair performs the duties of the Chair with full authority during the absence or disability of the Chair.
- D. The President serves as the Corporate Secretary of the Board. The President shall be responsible to the Board for all operations of the University and for setting the agenda for meetings of the Board in consultation with the Chair.

IV. Meetings

- A. Regular Meetings – At the annual meeting, the Board shall establish a schedule of meetings for the ensuing year which shall provide for a minimum of four regular meetings; at least one scheduled in each quarter of the fiscal year (July 1 – June 30).
- B. Annual Meeting – The annual meeting shall be the last regular meeting scheduled in the fiscal year.
- C. Special Meetings – The Board will meet in special meetings, including hearings and workshops, at a time and place designated by the Chair.
- D. Emergency Meetings – An emergency meeting of the Board may be called by the Chair of the Board upon no less than twenty-four (24) hours notice whenever, in the opinion of the Chair, an issue requires immediate Board action. Whenever such emergency meeting is called, the Chair will notify the President who will immediately serve either verbal or written notice upon each member of the Board, stating the date, hour and place of the meeting and the purpose for which the meeting has been called. No other business will be transacted at the meeting unless additional emergency matters are agreed to by a majority of those Board members in attendance. The minutes of each emergency meeting will show the manner and method by which notice of such emergency meeting was given to each member of the Board.
- E. Meetings of the Board are open to the public and all official acts, other than those exempted by Florida Statutes, shall be taken at public meetings. As required by law, minutes of Board meetings shall be kept by the Corporate Secretary or designee, who shall

cause them to be printed and preserved. The schedule of meetings shall be available on the University's website at <http://www.fgcu.edu> (Board of Trustees).

F. Executive Sessions – As provided by law, the Board may conduct closed executive sessions when it meets to consider or discuss such matters as pending litigation, collective bargaining or evaluation of claims filed with a risk management program.

G. Notice of Meetings

1. Notice of regular meetings, committee meetings, and special meetings of the Board will be given not less than seven (7) days before the event and will include a statement of the general subject matter to be considered.
2. Whenever an emergency meeting is scheduled to be held, the Corporate Secretary will notify with a press release all media outlets in the five (5) county FGCU service area, including the time, date, place, and purpose of the meeting.
3. Notwithstanding anything in these bylaws to the contrary, all such notice matters shall meet the requirements of Florida law regarding public meetings and public records.

H. Meetings by means of Telephone Conference Calls and other Communications Media Technology

1. The Board may use telephone conference calls and other communications media technology to conduct Board business in the same manner as if the proceeding were held in person.
2. To attend a meeting of the Board by telephone conference or other means of communications media technology, the member shall provide the President a written request to attend the board meeting by telephone conference or other means of communications media technology at least fourteen (14) days in advance. A member may attend a meeting by telephone conference or other means of communications media technology provided that the member can hear and speak to all other members (allowing for simultaneous transmission). Participation by a member by telephone conference or other means of communications media technology shall constitute attendance in person at the meeting.

3. The Board may participate in and hold a meeting of which all members participating in the meeting can hear and speak to each other (allowing for simultaneous transmission) provided that thirty (30) days notice is given to the President. Participation in such meeting shall constitute attendance in person at the meeting. The notice of any meeting which is to be conducted by means of communication media technology, will state where and how members of the public may gain access to the meeting and such notice shall meet the requirements of paragraph IV(G) above.
- I. Quorum – Seven (7) members of the Board must be present and voting to constitute a quorum for the transaction of business. No business will be transacted without an affirmative vote of the majority of the members of the Board present at a meeting where a quorum of the Board is present. The use of proxies for purposes of determining a quorum, for voting or any other purpose is prohibited.
- J. Parliamentary rules – The most recent edition of “Roberts Rules of Order” will be followed in conducting the meetings of the Board, unless otherwise provided by the Board.

V. Agenda

- A. The President shall prepare the agenda for meetings of the Board in consultation with the Chair. Any request by a trustee to include an item on the agenda shall be made in writing to the President sufficiently in advance of the meeting to permit a determination to be made as to the propriety and practicability of including that item on the agenda. In consultation with the Chair, the President will assemble the items received with sufficient time to prepare the agenda in advance of each meeting and provide a copy of the agenda to each member of the Board at least seven (7) days prior to the meeting. If additional items or supporting documentation become available, a supplemental agenda will be provided at least two (2) days prior to the meeting.
- B. Unless otherwise stated by the Board, the agenda for the Board meetings shall be:
 1. Opening Remarks by the Chair
 2. Standing Reports
 3. President’s Report
 4. Consent Agenda
 5. Academic/Student/Faculty Affairs Committee
 6. Administration and Finance Committee
 7. Old Business

8. New Business
 9. Closing Remarks by the Chair
 10. Adjourn
- C. Unless otherwise noted on the agenda, public comment on an agenda item will be heard during the appropriate committee in accordance with Section VI, Appearances Before The Board.
- D. Upon approval of the Chair, Board committees may bring additional items not included on the published agenda to the full Board meeting.
- E. The Board may also consider agenda items, not included in the published agenda, that are emergencies. The agenda item will include a statement of the nature of the emergency requiring Board action. Information relating to an emergency item will be distributed to the Board prior to or at the beginning of the meeting.

VI. Appearances Before The Board

- A. The Board will afford to each individual and representatives of groups a reasonable opportunity to be heard on any agenda item being considered by the Board. Public input will be accepted by the Board immediately following committee deliberation on each item and before the committee votes. An individual or representatives of groups may be heard on any specific agenda item being considered by the Board by completing a request form and submitting it to the President at any time prior to the Board meeting. The request form will include the individual's name, address, and agenda item to be addressed. Speaker's comments will be subject to a three (3) minute maximum time limitation. Speakers shall confine their remarks only to the agenda item being addressed. If it appears that there are more speakers desiring to speak than may be accommodated, the Board may reduce the maximum amount of time allowed each speaker, or limit the number of speakers that may address an agenda item or topic. In order to proceed with the essential business of the Board in an orderly manner, any speaker who attempts to disrupt a Board meeting will be subject to appropriate action (including removal) pursuant to law.
- B. An individual or group representative who desires to speak during the period of public comment or submit an item on the Board's agenda concerning a subject within the Board's jurisdiction must submit a written request to the President, 10501 FGCU Blvd. South, Fort Myers, FL 33965-6565. The written requests must state the individual's name, address, the item that they would like

the Board to consider placing on the agenda, and the reasons thereof. Requests received later than twenty-one (21) days before the meeting may be deferred to the next meeting. The President in consultation with the Chair will determine whether the item will be heard and when the item will be heard. The Board may decline to hear any matter determined by it to be outside its jurisdiction.

VII. Committees

- A. The Administration & Finance Committee shall review and recommend for consideration by the Board policies related to the administrative functions of the University. The Chair of the Board shall appoint any number of members to the Administration & Finance Committee and designate one (1) to serve as the Committee Chair. The Vice President of Administrative Services shall serve as a non-voting ex officio member of the Administration & Finance Committee. The Director of Internal Audit shall serve as a liaison to the Committee for purposes of audit responsibilities and functions.
- B. The Academic/Student/Faculty Affairs Committee shall review and recommend for consideration by the Board policies related to the academic functions of the University. The Chair of the Board shall appoint any number of members to the Academic/Student/Faculty Affairs Committee and designate one (1) to serve as the Committee Chair. The Provost shall serve as a non-voting ex officio member of the Academic/Student/Faculty Affairs Committee for purposes of academic and faculty affairs matters. The Vice President for Student Affairs shall serve as a non-voting ex officio member of the Committee for purposes of student affairs issues.
- C. The Audit Committee shall review and recommend for consideration by the Board policies related to the audit functions of the University. The Chair of the Board shall serve as the Committee Chair. The Board of Trustees may act as a Committee of the Whole. The Director of Internal Audit shall serve as a liaison to the Committee for purposes of audit responsibilities and functions.
- ~~D.~~ The Chair of the Board may establish additional ad hoc committees as deemed necessary for the orderly conduct of the business of the Board. Each ad hoc committee shall have a minimum of three members of the Board. In addition, the Chair of the Board may appoint to any standing or ad hoc committee (including the Administration & Finance Committee and the Academic/Student/Faculty Affairs Committee) one or more non-

voting ex officio member(s), who shall serve on said committee(s) for a term designated by the Chair of the Board, or if no term is designated until removed by the Chair of the Board. Appointment and removal of non-voting ex officio members of a committee, unless otherwise required under these bylaws, shall be in the Chair of the Board's sole discretion.

- DE.** Authority – No committee has the power or authority to commit the Board to any policy or action unless specifically granted such power or authority by the Board. Committee Chairs will report committee action as a recommendation for consideration and action by the Board. If the Board, however, authorizes a committee to act on a matter referred to it, the Committee Chair will report the action taken to the Board at its next scheduled meeting.
- EF.** The Board of Trustees may act as a Committee of the Whole. In the event the full Board is serving on any committee, the action of the committee by a majority of the committee members where a quorum is present shall constitute the action of the Board without further action.

VIII. Committee Meetings

- A. Any committee of the Board may meet upon call of its Chair to carry out its duties and responsibilities. Meetings shall be noticed under the procedures established for the Board.
- B. Quorum – A majority of the members of a committee must be present and voting to constitute a quorum for the transaction of business.
- C. Persons desiring to appear before a committee of the Board shall make such written request to the President, Florida Gulf Coast University, 10501 FGCU Blvd., Fort Myers, FL, 33965-6565 following the procedure specified for Board meetings in paragraph VI above.
- D. Persons desiring to place a new item before a committee shall make such a written request to the President, Florida Gulf Coast University, 10501 FGCU Blvd., Fort Myers, FL, 33965-6565 following the procedure specified for Board meetings in paragraph VI above.

IX. Communications Policy

- A. Communication with Board – It is the policy of the Board that there shall be a useful exchange of information between the Board and

the various constituencies served by the University. The purpose of this policy is to enable the Board to make informed judgments in taking actions that affect the governance of the University. To this end, the President, as chief executive officer, is charged with the responsibility of maintaining communication between the Board and the various University constituencies, including students, faculty, staff, alumni and others, as appropriate.

- B. The President is expected to inform the Board in an accurate and timely fashion of the views of various University constituencies and to apprise and educate the Board concerning significant issues, opportunities, achievements, and concerns that have or will confront the University and those constituencies. To aid in that process, the President is encouraged to invite other members of the University community to attend and participate in meetings of the Board or its committees. The President, in choosing representatives of constituencies to participate in meetings, may select representatives from existing support organizations now serving the University, such as: Faculty Senate, Student Government, Staff Advisory Council, Alumni Association, the Florida Gulf Coast University Financing Corporation and the Florida Gulf Coast University Foundation. In addition, when relevant and appropriate, the President may, from time to time, arrange for other informed students, faculty, staff, alumni, benefactors, and interested parties to present views to the Board or its committees.
- C. Spokesperson for the Board – The Board’s designated spokesperson shall be its duly elected chair, or if delegated by the chair, its vice chair. Individual Board members may speak as such to the public and media, but speaking for the Board is the responsibility of the chair.
- D. Any public records requests made of the Board are to be directed to the University President or designee, in accordance with Florida’s statutorily-defined terms and provisions related to records of public entities. The University President or designee will inform the Board of any such request, and provide copies of responses as applicable.

X. Miscellaneous Provisions

- A. Amendments – These bylaws may be altered, amended, or repealed by the affirmative vote of a majority of the Board members voting in any regular or special meeting having a quorum.
- B. Indemnification – FGCU shall indemnify, defend, and hold harmless each member of the Board of and from any and all claims,

demands, civil or criminal actions, rights, defenses, counterclaims, proceedings, administrative actions, agreements, contracts, covenants, accounts, offsets, attorneys' fees, costs, damages, liabilities, losses, expenses, suits, debts, judgments, awards, duties, or obligations, of any nature whatsoever, at law or in equity (collectively referred to as "Claims"), that arise from or relate in any way to his or her position on the Board, or any act undertaken or omitted in connection with his or her service as a member of the Board. At the direction of the Board, FGCU may procure and may maintain, at FGCU's expense, adequate insurance coverage, including separate Directors and Officers ("D&O") coverage, for the defense and payment of any such Claims.

- C. Ethics Policy – Trustees stand in a fiduciary relationship to the University. Therefore, Trustees shall act in good faith with due regard for the interests of the University and shall be guided by the provisions set forth in Florida law for the conduct of public officers. The Board shall adopt a written ethics policy that will be reviewed periodically and revised as necessary.
- D. Suspension of bylaws – Any provision of these bylaws may be suspended in connection with the consideration of a matter before the Board by a majority vote of the members in attendance.
- E. Service of Process – Service of process may be made on the University's General Counsel on the Main Campus located at 10501 FGCU Boulevard South, Fort Myers, FL.
- F. Corporate Seal – The Board's corporate seal shall be used only in connection with the transaction of business of the Board and the University. The President may affix the seal on any document signed on behalf of the corporation. Permission may be given by the President for the use of the seal in the decoration of any University Building or in other special circumstances. The corporate seal of the Board shall be consistent with the following form and design:

