



FIRST AMENDMENT TO THE FLORIDA GULF COAST UNIVERSITY BOARD OF TRUSTEES ETHICS POLICY

ARTICLE I PREAMBLE

The Florida Gulf Coast University Board of Trustees governs Florida Gulf Coast University in the public trust and is responsible for conducting its affairs in a manner that exemplifies the behavior it expects of other participants in institutional governance. The Trustees give of their time and talent for the benefit of the University and serve in a fiduciary capacity. Trustees are expected to set aside personal, business and parochial interests and keep the welfare of the entire University, not a particular constituency, paramount. All decisions of the Board are to be made solely to advance the best interests of the University. This Ethics Policy has been adopted to provide a framework for guiding ethical conduct and procedures for disclosing conflicts of interest.

ARTICLE II ETHICS POLICY

Section I. Conflict of Interest

Introduction. Trustees shall be governed by the requirements of the Code of Ethics for Public Officers and Employees in Sections 112.311-.112.3261, Florida Statutes. Particular adherence is required to the provisions of Section 112.313, Florida Statutes, as it relates to: solicitation or acceptance of gifts; doing business with one's agency; unauthorized compensation; salary and expense; misuse of public position; conflicting employment or contractual relationship; and disclosure of financial and gift information to the Commission on Ethics. This policy is intended to supplement and implement these requirements. In the event of a conflict between this policy and the Code, the Code will control.

Elements of a Conflict. A Trustee has a conflict of interest whenever a Trustee, a Trustee's relative or a business associated with a Trustee or Trustee's relative has an existing or potential financial interest, or other personal advantage, in a matter pending before the Board of Trustees or the University.

The following definitions are provided:

- “Relative” includes spouse, parents, siblings, aunts/uncles, father-in-law, mother-in-law, son-in-law, daughter-in-law, children, domestic partner and any person residing in a Trustee’s household.
- “Business Associated with a Trustee” means an organization, corporation, partnership, joint venture, proprietorship or other entity or associate(s) with respect to which either the Trustee or Trustee’s Relative:
 1. Receives compensation or has any contractual right to future income (excluding compensation from the University), investment or substantial non-financial consideration and benefits; or
 2. Serves as an owner, officer, director, partner, trustee, agent, employee or has a material economic interest.
- “Principal by whom retained” means an individual or entity, other than an agency . . . that for compensation, salary, pay, consideration, or similar thing of value, has permitted or directed another to act for the individual or entity, and includes, but is not limited to, one’s client, employer, or the parent, subsidiary, or sibling organization of one’s client or employer.

Restraint on Participation. If a conflict arises regarding a matter coming before the board for a vote, the Trustee shall refrain from participating in any deliberations or voting on the matter. “Participation” or any derivation thereof means any attempt to influence the decision by oral or written communication, whether made by the Trustee or at the Trustee’s direction. The Trustee shall disclose the conflict in writing. Such disclosure, indicating the nature of the conflict, shall be made in a written memorandum filed with the person responsible for recording the minutes of the meeting, prior to the meeting in which consideration of the matter will take place, and shall be incorporated into the minutes. Any such memorandum shall become a public record upon filing, shall immediately be provided to the other members of the Board, and shall be read publicly at the next meeting held subsequent to the filing of this written memorandum.

In the event that disclosure has not been made prior to the meeting or that any conflict is unknown prior to the meeting, the disclosure shall be made orally at the meeting when it becomes known that a conflict exists. A written memorandum disclosing the nature of the conflict shall then be filed within 15 days after the oral disclosure with the person responsible for recording the minutes of the meeting and shall be incorporated into the minutes of the meeting at which the oral disclosure was made.

“Special private gain or loss” means an economic benefit or harm that would inure to the officer, his or her relative, business associate, or principal, unless

the measure affects a class that includes the officer, his or her relative, business associate, or principal, in which case, at least the following factors must be considered when determining whether a special private gain or loss exists:

1. The size of the class affected by the vote.
2. The nature of the interests involved.
3. The degree to which the interests of all members of the class are affected by the vote.
4. The degree to which the officer, his or her relative, business associate, or principal receives a greater benefit or harm when compared to other members of the class.

Consultation. Prior to any meeting, Trustees will disclose to the President and the General Counsel any actual or potential conflicts of interest or uncertainty regarding a conflict. When there is a failure to agree on whether a conflict exists and how it is to be managed, the President may consult the Board Chair and General Counsel.

Section II. Authority of Board Members

Trustees will remember that authority rests with the Board as a whole in meetings of the Board and not with individual board members. Trustees shall conduct relationships with University staff, students, the citizenry and the media on that basis. Consistent with best practices supported by the Association of Governing Boards (AGB), Trustees will confine their Board action to policy-making, planning and appraisal and recognize that their responsibility is to ensure that the University is well run, not to run the University. Consistent with the Southern Association of Colleges and Schools Commission on Colleges (SACSCOC or SACS), Trustees will recognize, in practice, the distinction between policy-making functions of the Board and the responsibility of the administration to implement policy.

Section III. Compliance with Laws

It is the firmly established policy of this Board to comply fully with all laws affecting the University and its operations. The consequences to the University and its officers, administrators, faculty and staff of any departure from this policy can be very serious. The effort, energy and expense required to defend University actions in court or to respond to government inquiries diverts the talents and energy of its employees from the pursuit of the academic mission. **Section IV. Use of Official Authority**

Trustees shall not use the authority, title, influence or prestige of their position to solicit business for themselves or others or to otherwise obtain a private financial, social or political benefit, which in any manner would be inconsistent with the interest or mission of the University.

With the exception of the Trustees representing the faculty senate and student government, Trustees are not eligible for employment or service contracts with the University or its direct support organizations. If a Trustee wishes to apply for a position with the University or its direct support organizations, the Trustee must immediately resign from the Board.

Section V. Employees, Students and Special Interest Groups

As outlined in the Board's Bylaws, Trustees shall use proper channels when dealing with employees, students, citizens and special interest groups. The Board has the legal authority to give direction to the President as well as the Vice President and General Counsel. However, Trustees will not give directions or instructions to University employees, except as to those employees so provided for in the Audit and Compliance Committee Charter, but will provide input and suggestions to the President who is responsible for the day-to-day management of the University.

Additionally, Trustees should direct any grievances or complaints they may receive from or about employees, students or University matters to the President. While Trustees are at liberty to communicate their concerns, unless specifically referred by the President, Trustees should not intervene in relations with other administrators, faculty, staff, and students. Trustees will support employees in the proper performance of their duties. Trustees shall not attempt to influence decisions related to the admission of students to the University or degree programs, or decisions related to the award of financial aid or scholarships.

Section VI. Confidential and Other Information

The Board will frequently receive information in connection with proceedings of the Board or as a result of other official Board duties. Trustees shall not use information acquired as a result of their position to their own advantage or profit.

The Board may occasionally receive confidential information relating to an executive session of the Board or otherwise. Confidential information includes all non-public information that is protected by federal or state law such as work products prepared for collective bargaining negotiations, records containing information reflecting academic evaluations of faculty performance, and student education records. Trustees will not disclose confidential information, in any form, to anyone who does not need to know it to conduct the University's business, except when disclosure is authorized or legally mandated. Trustees will protect the privacy rights of students and employees granted under federal and state law.

Section VII. Time Commitment

In undertaking the duties of office, Trustees shall make the necessary commitment of time and diligence to carry out public governance responsibilities. It is the responsibility of Trustees to attend all regularly scheduled Board meetings, insofar as possible, and become informed concerning issues to be considered at those meetings. Trustees will endeavor to stay informed about local, state and national issues affecting higher education.

Section VIII. Outside Employment and Activities of the President

The Board Chair or designee shall approve in advance any outside employment of the President, including serving on the board of directors of a corporation.

Section IX. Application and Administration of Policy

This policy shall be interpreted in a manner that will serve the best interests of the University and will be administered by the Board of Trustees.

Section X. Distribution of Policy

A copy of this policy shall be sent to each Board member and the President and shall be electronically posted on the University's www.fgcu.edu website (Board of Trustees). Subsequently, this policy will be provided to any new Board member or President, and Board members will be reminded of this policy during annual meetings of the Board.

Approved October 10, 2017