USF Board of Trustees

Issue: Board of Trustees Operating Procedures

Proposed action: Approval of Amended Operating Procedures

Background information:

The proposed operating procedures are editorial changes regarding the state governance structure, changes in statutory citations and changes in local structure.

The Operating Procedures describe Board procedures related to organizational matters, meetings, committees, workgroups, regional campus boards, and other matters.

Changes were reviewed and approved by Vice Chair Law and General Counsel Prevaux.

Workgroup review:
Supporting documentation: Operating Procedures
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OPERATING PROCEDURES OF
THE UNIVERSITY OF SOUTH FLORIDA
BOARD OF TRUSTEES

ARTICLE I
ORGANIZATION

A. Legal Status of Board of Trustees

The University of South Florida Board of Trustees (“Board of Trustees”) is established as a body corporate, with all powers of a body corporate as provided by Florida law. The Board of Trustees is a corporation primarily acting as an instrumentality or agency of the state, pursuant to Florida Statutes §768.28(2), for purposes of sovereign immunity.

B. Members

The Board of Trustees shall be composed of thirteen persons, six members appointed by the Governor of the State of Florida and five members appointed by the Board of Governors. The other two members shall be the President of a University of South Florida Student Government Association and the President of the University of South Florida Faculty Senate.

Board of Trustees’ members who are appointed by the Governor and Board of Governors shall be appointed for staggered 5-year terms. Initially, there are:

- 1 Member appointed for 5 years by the Governor
- 1 Member appointed for 5 years by the Board of Governors
- 3 Members appointed for 3 years by the Governor
- 2 Members appointed for 3 years by the Board of Governors
- 2 Members appointed for 2 years by the Governor
- 2 Members appointed for 2 years by the Board of Governors

Members may be reappointed for additional terms not to exceed ten (10) years of service. The President of a University of South Florida Student Government Association and the Faculty Senate will serve a one-year (1) term, unless re-elected by the respective constituents and the President of the Faculty Senate will serve concurrent with the term of the President under the Faculty Senate bylaws.

Members of the Board of Trustees shall not serve on any other Board of the University system or its Direct Support Organizations during their appointed term(s). This does not apply to the president of the student body member and the faculty senate member of the Board, and does not include organizations of Boards with which the University has an affiliation agreement.
Members of the Board of Trustees shall serve without compensation but may be reimbursed for travel and per diem expenses in accordance with state law.

C. Officers

The officers of the Board of Trustees are the Chairperson, Vice-Chairperson and the Corporate Secretary. The Chairperson and Vice-Chairperson shall be elected by the Board of Trustees at its appropriate times—first regular meeting after July 1 and shall each serve two-year terms to begin immediately upon election. The Chairperson and Vice-Chairperson shall be eligible for election for one additional consecutive term. The University President shall serve as Corporate Secretary of the Board of Trustees.

The officers shall have the following responsibilities:

1. Chairperson
   a. The Chairperson serves as Chairperson of the Executive Committee, appoints the members thereof, serves as an ex officio voting member of all University Strategic Priority Workgroups, Standing Committees and Ad Hoc Committees of the Board, and appoints members thereof.
   b. The Chairperson shall preside at all meetings of the Board of Trustees, call special meetings of the Board when necessary, and attest to actions of the Board. and notify the Governor in writing whenever a Board member fails to attend three consecutive meetings in any fiscal year, which failure may be grounds for removal.

2. Vice-Chairperson
   The Vice-Chairperson shall act as Chairperson during the absence or disability of the Chairperson and, in that event, shall perform those duties of the Chairperson described hereinabove.

3. Corporate Secretary
   a. The University President, as Corporate Secretary, shall be responsible to the Board for all operations and administration of the University system and for setting the agenda for meetings of the Board in consultation with the Chairperson. During the absence or disability of the University President, the Provost and Vice President for Academic Affairs will function as Corporate Secretary.
b. The President shall serve as the official contact between the Board and the faculty, staff, students and support organizations of the University system. 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 President may issue directives and executive orders not in contravention of existing Board policies. The President shall be responsible for all educational, financial, business and administrative functions of the University, consistent with University policy, and shall exercise such other powers, duties and responsibilities as are delegated or established by the Board. The President shall appoint the Director of Board Operations as Assistant Corporate Secretary to the Board.

D. Board of Trustees

The Board of Trustees shall be responsible for cost-effective policy decisions, implementing and maintaining high-quality education programs consistent with the university’s mission, measuring University performance and providing input regarding compliance with state policy, budgeting and education standards. The Board of Trustees sets policy for the university and serves as its legal owner and final authority. As the “body corporate” for the university system, the Board holds the university’s financial, physical and human assets and operations in trust and is responsible for efficient and effective use of resources. It must ensure the performance of all duties assigned by law and rules of the Florida Board of Governors. The Board may adopt rules and policies consistent with the university’s mission, with law, and with rules of the Florida Board of Governors. Board members will establish policy and assess the implementation of Board policies. The specific statutory powers and duties of the Board are enumerated in Article 9, Section 7 of the Florida Constitution, Florida Statutes 1001.71, 1001.72, 1001.73, 1001.74.

ARTICLE II

MEETINGS OF THE BOARD OF TRUSTEES

A. **Regular Meetings** – The Board will meet no fewer than four times per fiscal year, at a time and place designated by the Chairperson. Meetings of the Board are open to the public and all official acts will be taken at public meetings. The schedule of meetings is available on the University of South Florida website at http://www.usf.edu.

B. **Special Meetings** – The Board will meet in special meetings, including hearings and workshops, at such times and places designated by the Chairperson.
C. **Emergency Meetings** – An emergency meeting of the Board may be called by the Chairperson of the Board upon such notice as is fair under the circumstances whenever, in the opinion of the Chairperson, an issue requires immediate Board action. Whenever such emergency meeting is called, the Chairperson will notify the Corporate Secretary. The Corporate Secretary 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.

D. **Notice of Meetings** – Notice of regular meetings shall be posted on the USF Website and shall be published in a newspaper of general circulation. Notice of committee meetings and special meetings shall be posted on the USF Website, USF list serve and with the University Media Relations Office. Notice will be given not less than seven days, if practicable, before the event and will include a statement of the general subject matter to be considered. In addition, copies shall be mailed to all persons who have made requests. Whenever an emergency meeting is scheduled to be held, the Corporate Secretary will post a notice on the USF Website, USF list serve and with the University Media Relations Office, 4202 E. Fowler Avenue, ADM 264, Tampa, Florida, 33620, of the time, date, place and purpose of the meeting.

E. **Meetings by Means of Telephone Conference Calls and other Communications Media Technology**

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. The notice of any meeting conducted by means of communication media technology will state where and how members of the public may gain access to the meeting. Such notice will be in accordance with the notice procedures set forth above.

F. **Quorum** – A majority of the members of the Board must be present to constitute a quorum for the transaction of business.

G. **Voting** – The decision of the majority of the Trustees in attendance and voting on an issue shall prevail, except that a majority vote of all members of the Board is required for appointing and removing the president and for approving or discontinuing programs. A Trustee may abstain from voting only under those circumstances prescribed by law. Voting by proxy or by mail shall not be permitted.

H. **Parliamentary Rules** – Roberts Rules of Order, newly revised, will be followed in conducting meetings of the Board, unless otherwise provided by the Board.
I. **Agenda** – The agenda for each meeting of the Board shall be prepared by the President or his/her designee. Every request for inclusion of an item on the agenda of a meeting shall be put in writing and filed, together with any supporting documents, with the President sufficiently far in advance of the meeting to permit a determination to be made by the President with respect to the propriety and practicability of including that item on the agenda for the meeting. The President will assemble the agenda and provide a copy of the agenda to each member of the Board at least ten (10) days prior to the meeting and will post the agenda to the USF list serve, the USF website and with the University Media Relations Office prior to the meeting. If additional items or supporting documentation become available, a supplemental agenda may be provided at least five (5) days prior to the meeting.

J. **Minutes** – Minutes of the meetings of the Board of Trustees shall be kept by the Corporate Secretary or designee, who shall cause them to be printed and preserved and who shall transmit copies to the members of the Board of Trustees and to other places where deemed appropriate. All lengthy reports shall be referred to in the minutes and shall be kept on file as part of the University records, but such reports need not be incorporated in the minutes except when so ordered by the Board of Trustees.

**ARTICLE III**

**COMMITTEES**

A. **The Executive Committee**

The Executive Committee shall have five (5) voting members, all of whom shall be trustees. In addition, the President of the University shall be an ex-officio member of the Executive Committee, without vote and not counted as part of a quorum for the purpose of transacting business. The Chairperson and Vice-Chairperson of the Board of Trustees shall be members. In addition, three (3) trustees shall be appointed by the Chairperson at the annual meeting to serve on the executive committee. A majority of executive committee members shall constitute a quorum.

The purpose of the Executive Committee is twofold: to conserve time, it shall serve at the pleasure of the Board as the Board’s agent in helping the President to address routine business between regular Board meetings; and it shall assist the Chairperson and the President in their joint responsibility to help the Board to function effectively and efficiently by suggesting board meeting agenda items and periodically assessing workgroup work. The Executive Committee shall have authority to act for the Board of Trustees on all matters except for the following, which shall be reserved for the full Board: appointing and removing the President; approving or discontinuing programs; board officer selection; Campus Board membership; changes in institutional mission and purposes; changes to the
bylaws; incurring of corporate indebtedness; and adoption of the annual budget. These operating procedures or other board policy may reserve other powers for the Executive Committee.

The Executive Committee shall meet as often as necessary to conduct its business as the Chairperson and President shall determine, and it shall ensure that minutes are taken and distributed to all Trustees for information at the next regular meeting of the Trustees.

B. University Strategic Priority Workgroups

The Chairperson of the Board may establish such University Strategic Priority Workgroups as deemed necessary for the orderly conduct of the business of the Board. University Strategic Priority Workgroups will relate directly to the strategic priorities of the University of South Florida system. The Chairperson of the Board appoints the members, selects a Chairperson of the Workgroup, and serves as an ex officio voting member of all workgroups.

University Strategic Priority Workgroups’ action is reported as a recommendation for consideration and action by the full Board. If the full Board, however, authorizes a strategic priority workgroup to take final action on a matter referred to it, the Chairperson of the Workgroup shall report the action taken to the Board at its next scheduled meeting.

The University Strategic Priority Workgroups shall meet as often as the Chairperson of the Workgroup shall determine. Minutes shall be taken and distributed to all Trustees. A majority of University Strategic Priority Workgroup members shall constitute a quorum for transaction of business. The Chairperson of the Workgroup may recognize any individual or representative of groups to address the workgroup.

In order to proceed with the essential business of the Board in an orderly manner, any individual or group representative who attempts to disrupt a Board meeting will be subject to appropriate action pursuant to law.

C. Standing Committees

Standing Committees may be appointed by the Board Chairperson. Each standing committee shall consist of no less than three (3) members. Members of standing committees shall hold office until the appointment of their successors. Any vacancies on standing committees shall be filled by appointment of the Board Chairperson. Unless specifically delegated or as otherwise provided in these Operating Procedures, authority to act on all matters is reserved to the Board and the duty of each standing committee shall be to consider and to make recommendations to the Board upon matters referred to it. Each standing committee shall have a written statement of purpose and primary responsibilities.
as approved by the Board. The Chairpersons of all standing committees shall perform their duties in consultation with the University President. Minutes shall be taken and distributed to all Trustees.

D. **Ad Hoc Committees**

Ad Hoc Committees may be appointed by the Board Chairperson with such powers and duties and period of service as the Board Chairperson may determine. Unless specifically delegated or as otherwise provided in these Operating Procedures, authority to act on all matters is reserved to the Board and the duty of each ad hoc committee shall be to consider and to make recommendation to the Board upon matters referred to it. Each ad hoc committee shall have a written statement of purpose and primary responsibilities as approved by the Board. The Chairpersons of any ad hoc committees shall perform their duties in consultation with the University President. Minutes shall be taken and distributed to all Trustees.

**ARTICLE IV**

**REGIONAL CAMPUS BOARDS**

The Board shall appoint members to the Campus Boards, from recommendations of the President, for USF St. Petersburg Campus, USF Sarasota/Manatee Campus and USF Lakeland Campus at its first regular meeting after July 1, 2001. Consonant with the State Constitution, members shall hold no other State office. Members shall be appointed for staggered 4-year terms as follows: Initially there are:

- 2 Members appointed for 4 years
- 1 Member appointed for 3 years
- 1 Member appointed for 2 years

Members may be reappointed for additional terms not to exceed eight (8) years of service.

In addition, a member of the USF Board of Trustees shall serve as provided below.

A. **USF St. Petersburg** -- If a resident of Pinellas County is appointed to the Board of Trustees of the University, the Board shall appoint that member to serve jointly as a member of the Campus Board. If more than one Pinellas County resident is appointed to the Board of Trustees, the Board shall select one joint member.

B. **USF Sarasota/Manatee** -- If a resident of Sarasota/Manatee Counties is appointed to the Board of Trustees of the University, the Board shall appoint that member to serve jointly as a member of the Campus Board. If more than one
Sarasota/Manatee County resident is appointed to the Board of Trustees, the Board shall select one joint member.

C. **USF Lakeland** -- If a resident of Polk County is appointed to the Board of Trustees of the University, the Board shall appoint that member to serve jointly as a member of the Campus Board. If more than one Polk County resident is appointed to the Board of Trustees, the Board shall select one joint member.

D. **Authority** -- The Regional Campus Boards shall have the authority to:

1. Review and approve an annual campus legislative budget request, which will be submitted to the Commissioner Secretary of Education as a separately identified section to the USF legislative budget request. The Campus Executive Officer shall prepare the legislative budget request in accordance with guidelines established by the Florida Board of Education Governors. This request must include items for campus operations and fixed capital outlay.

2. Approve and submit an annual operating plan and budget for review and consultation by the University Board of Trustees. The campus operating budget must reflect the actual funding available to that campus from separate line-item appropriations contained in each annual General Appropriations Act, which line-item appropriations must initially reflect the funds reported to the Legislature for the Regional Campus for fiscal year 2000-01 and any additional funds provided in the fiscal year 2001-02 legislative appropriation.

3. Enter into central support services contracts with the University Board of Trustees for any services that the Regional Campus cannot provide more economically, including payroll processing, accounting, technology, construction administration, and other desired services. However, all legal services for the campus must be provided by a central services contract with the University. The University Board of Trustees and the Campus Board shall determine in a letter of agreement any allocation or sharing of student fee revenue between the University’s main Tampa campus and each Regional Campus. In addition, various University units may enter into contracts with the Regional Campus for any services that the University desires the Regional Campus to provide.

4. The Campus Board will consult with the University President and Campus Executive Officer in the development of a Campus Strategic Plan, and periodic updates to the plan, to ensure campus development that is consonant with regional needs and that the campus meets the requirements necessary for separate accreditation by the Southern Association of Colleges and Schools. The Campus Strategic Plan and updates will be submitted to the University President for review, approval and inclusion in
the University Strategic Plan, which will go to the Board of Trustees for consideration. The Campus Strategic Plan will guide the development of Legislative Budget Requests and Campus Operating Budgets.

5. The Campus Board will regularly review enrollment patterns to ensure that the campus builds the full-time-equivalent student base required for the long-term support of existing and planned programs.

6. The Campus Board will exercise other such powers as are lawfully delegated by the University Board of Trustees to provide for the efficient operation and improvement of the campus.

E. Upon enactment of the state budget, the Executive Committee will consult with the Campus Boards to develop for each regional campus an operating budget that advances the strategic goals for the campus, consistent with state law.

At the next regular meeting of the Board of Trustees, the Committee will present the operating budget for each Regional Campus that was developed through the consultative process. Upon approval by the Board of Trustees, the regional campus operating budgets will be reflected in the University of South Florida system’s operating budget.

ARTICLE V
AMENDMENT OF OPERATING PROCEDURES

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

ARTICLE VI
APPEARANCES BEFORE THE BOARD

Individuals or group representatives, who desire to appear before the Board to initiate a subject within the Board’s jurisdiction may submit their requests to the Assistant Corporate Secretary, c/o Office of Board of Trustees Operations, 4202 E. Fowler Avenue, ADM 247, Tampa, FL 33620, specifying the matter they wish to be placed on the agenda. The President in consultation with the Chairperson will determine whether the item will be heard and when the item will be heard. The Board may place time limits on any presentation or decline to hear any matter determined by the Chairperson and President to be outside its jurisdiction.

The Chairperson may recognize any individual or representative of groups to address the Board.
In order to proceed with the essential business of the Board in an orderly manner, any individual or group representative who attempts to disrupt a Board meeting will be subject to appropriate action pursuant to law.

**ARTICLE VII**
**CODE OF ETHICS**

A Trustee shall be considered to have a conflict of interest if (1) such Trustee has existing or potential financial or other interests that impair or might reasonably appear to impair such member’s independent, unbiased judgment in the discharge of his or her responsibilities to the university, or (2) such Trustee is aware that a member of his or her family, or any organization in which such Trustee (or member of his or her family) is an officer, director, employee, member, partner, trustee, or controlling stockholder, has such existing or potential financial or other interests. For the purposes of this provision, a family member is defined as a spouse, parents, siblings, children and any other relative if the latter resides in the same household as the Trustee. All Trustees shall disclose to the Board any possible conflict of interest at the earliest practical time. Furthermore, the Trustee shall absent himself or herself from discussions of, and abstain from voting on, such matters under consideration by the Board of Trustees or its committees. The minutes of such meeting shall reflect that a disclosure was made and that the Trustee who has a conflict or possible conflict abstained from voting. Any Trustee who is uncertain whether a conflict of interest may exist in any matter may request that the Board or committee resolve the question in his or her absence by majority vote. Each Trustee shall annually complete and sign a disclosure form.

In addition to the foregoing, members of the Board of Trustees shall be guided by the provisions set forth in Florida law for the conduct of public officers.

**ARTICLE VIII**
**MISCELLANEOUS PROVISIONS**

A. **Indemnification**

The University of South Florida (University) shall indemnify, defend, and hold harmless each Trustee 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 of Trustees, or any act undertaken or omitted in connection with his or her service as a Trustee. The University shall procure and shall maintain, at the University's expense, adequate insurance coverage, including separate D&O coverage, for the defense and payment of any such Claims.
B. **Fiscal Year**

The fiscal year of the Board shall commence on July 1 of each year and end on June 30.

C. **Sunshine Laws**

Public access to Board records will be governed by the provisions of the Public Records Law, Chapter 119, F.S. Board meetings shall be governed by the provisions of the Open Meetings Law, Chapter 286, F.S.

D. **Corporate Seal**

The corporate seal shall be used only in connection with the transaction of business of the Board and of the University system. The Secretary may affix the seal on any document signed on behalf of the corporation. Permission may be granted by the Secretary for the use of the seal in the decoration of any University building or in other special circumstances. The corporation shall have a seal on which shall be inscribed “The University of South Florida Board of Trustees”.

Approved 01/21/03; Amended 12/02/04