



## Florida State University Policy 1-1

## BOT Operating Procedures

<b>Title of Policy:</b>	Operating Procedures
<b>Responsible Executive:</b>	University Board of Trustees
<b>Approving Official:</b>	University Board of Trustees
<b>Effective Date:</b>	September 24, 2021
<b>Revision History:</b>	New Adopted January 24, 2003; Amended, June 9, 2006, September 24, 2021

## I. Introduction

The laws of the State of Florida establish the Florida State University Board of Trustees (hereinafter Board).

## II. Policy

### Article I - Membership

#### Section 101 - Governing Law

The membership of the Board shall be determined in accordance with State of Florida law.

#### Section 102 - Board Officers and Executive Officer/Corporate Secretary

(a) The Board shall have a Chair and a Vice Chair. The Board will elect a Chair and a Vice Chair every two years at the first regular meeting held in June, or at such other time as deemed necessary by a majority vote of the Board to fill a vacancy. The length of the Chair's term and the number of terms served by the Chair are established by regulation of the Florida Board of Governors.

(b) The Chair of the Board shall preside at meetings of the Board, call special and emergency meetings, sign and execute all documents and instruments on behalf of the Board, and perform such other duties as may be required by law or directed by the Board. The Chair may delegate the authority to sign and execute documents and instruments on behalf of the Board to the Corporate Secretary.

(c) The Vice Chair of the Board shall have the powers and perform such duties as may be delegated to that individual by the Board and in the event of the death, absence or inability of the Chair to act, perform such duties and exercise the powers of the chair.

(d) The University President is the Executive Officer and Corporate Secretary of the Board and shall be responsible for ensuring meeting minutes are kept. The Secretary shall attest to the signature of other officers of the Board when required or necessary and shall affix the seal of the Board when necessary. The Secretary shall perform the duties customarily performed by the secretary to a public body corporate as well as such other duties as may be prescribed by the Board. As Executive Officer, the University President shall serve as the principal liaison and official contact between the Board and the faculty, staff and students of the university. The President shall exercise such powers as are appropriate to that position in promoting, supporting and protecting the interests of the University and in managing and directing its affairs. The President shall be responsible for all management functions of the University consistent with the policies established by the Board and shall exercise such other powers, duties and responsibilities as are delegated or assigned by the Board and Florida statutes. The Corporate Secretary may delegate to university staff duties related to meeting organization and recordkeeping.

## **Article II -- Meetings**

### **Section 201 - Scheduling of Meetings of the Board and Board Committees**

(a) There shall be an organizational meeting of the Board every two (2) years for the election of the Chair, Vice Chair, and such other additional officers as the Board may decide are necessary and appropriate. If the organizational meeting of the Board is not held as stated above, the election of officers may be held at any meeting called pursuant to these internal practices and procedures. Normally, to be eligible for election as Chair or Vice Chair, a member of the Board shall have at least two years remaining on his or her term of appointment, provided that this requirement may be waived by a majority vote of the Board.

(b) Regular meetings of the Board shall be held as needed, with a minimum of four (4) meetings per year. (c) Meetings of the Board and of board committees may be held at the Florida State University or other locations as deemed necessary and appropriate by the Board, including but not limited to locations in the vicinity of university campuses or facilities located outside of Tallahassee.

(d) Meetings of the board and of board committees may be conducted through conference call, teleconference, or video conference.

(e) Meetings of the Board may be held for the purpose of acting on emergency matters affecting the university or public health, safety, or welfare. Special and emergency meetings of the Board shall be held when directed by the Chair or by any seven (7) members of the Board.

### **Section 202 - Notice of Meeting**

(a) Reasonable notice of all meetings shall be made in accordance with Chapters 286 and 120, Florida Statutes, by publication in the Tallahassee Democrat newspaper, other major publication of general circulation in the area where the meeting will be held, or on the Florida State University website. Notice may also be given by media advisory issued by the University.

(b) Reasonable notice of a regular meeting of the Board shall be made one (1) week before the meeting is scheduled to take place.

(c) Notice of meetings to consider emergency matters will be posted on the University web site as early as practicable prior to the meeting.

(d) Such notice shall state the date, time and place of the meeting, a brief description of the purpose, and the address where interested persons can write to obtain a copy of the agenda.

### **Section 203 -- Agendas**

(a) The University President shall be responsible for setting the agenda for meetings of the Board in consultation with the Chair.

(b) At least seven (7) days prior to each regular meeting of the Board of Trustees, a copy of the agenda, including (insofar as is practicable) copies of all reports and other written materials to be presented to the meeting, shall be sent to each member of the Board by the Secretary. Supplemental material should be sent to members not later than three (3) days prior to the meeting.

(c) The Secretary or designee shall prepare and make publicly available the agenda for meetings of the Board.

(d) The agenda shall list the items in the general order they are intended to be considered. Items may be considered out of their stated order at the discretion of the Chair.

(e) The agenda shall consist of the following, as appropriate:

1. Call to Order and Roll Call
2. Review and Approval of Previous Meeting Minutes
3. Public Comment
4. President's Report
5. President's Remarks
6. Reports, Consent Items, Standing Committee Reports, Action Items and Informational Items
7. New Business
8. Executive Session
9. Chair's Report
10. Open Forum for Board Members
11. Adjournment

### **Section 204 -- Attendance**

All trustees are expected to attend board and committee meetings. If a trustee has four absences in a two-year time period, the Chair will ensure that the trustee is still willing and able to serve

and will notify the appointing authority of the specific trustee's attendance record. The chair will provide an annual report on trustee attendance to the Governor and Board of Governors.

## **Article III - Conduct of Business**

### **Section 301 - Call to Order and Roll Call**

At the hour appointed for the meeting, the Chair shall call the Board to order and the Chair or the Secretary shall call the roll.

### **Section 302 -- Quorum**

A quorum of the Board shall consist of a majority of the members of the Board. No action shall be taken by the Board without the affirmative vote of at least seven (7) members.

### **Section 303 - Presiding Officer**

The Chair shall preside over all regular and special meetings of the Board. In the absence of the Chair, the Vice Chair shall preside. In the absence of both the Chair and the Vice Chair, the Secretary shall determine whether a quorum is present and, in that event, shall call for the election of a temporary presiding officer, who shall be elected by and from the membership of the Board upon a majority vote. Upon arrival of the Chair or Vice Chair, the temporary Chair shall relinquish the chair after concluding the business then before the Board.

### **Section 304 -- Member Voting**

(a) All members of the Board shall vote on all matters coming before the Board for consideration in accordance with section 286.012, Florida Statutes, unless a member abstains due to a disclosed conflict of interest. No member may vote by proxy. Each member having the right and entitled to vote at a meeting of the Board shall be entitled, at each meeting and upon each proposal presented at such meeting, to one vote.

### **Section 305 - Procedures**

(a) The business of the Board shall be taken up for consideration and disposition in accordance with the agenda for the meeting.

(b) The vote upon any resolution, motion or other matter may be by voice vote, provided that each trustee's individual vote is recorded in the minutes. The Chair or any Board member may require a roll call vote.

### **Section 306 -- Minutes**

(a) The Secretary shall ensure minutes are kept of all regular meetings of the Board of Trustees; shall file and preserve all minutes, rules, orders, papers, and documents pertaining to the business

and proceedings of the Board; shall be custodian of all records of the Board; and, when required, shall attest the execution of all legal documents and instruments of Florida State University.

(b) The Secretary shall develop minutes of the meeting to be sent to the members of the Board with the next meeting agenda.

(c) Records of the meetings of the Board, including any tape recording or video recording, are subject to Chapter 119, Florida Statutes, unless otherwise confidential or exempt under Florida law.

### **Section 307 - Communications**

All communications from the Board or any of its committees addressed to any employee or student of the University shall be transmitted through the President. This section does not preclude individual members of the Board from contacting any member of the university community.

### **Section 308 - Applicability of Robert's Rules of Order**

Robert's Rules of Order Newly Revised shall be used to conduct meetings of the Board, except where these internal operating procedures specifically provide otherwise.

### **Section 309 – Public Comment**

The Board shall adopt procedures for public comment at Board meetings.

## **Article IV - Powers and Duties**

### **Section 401 - General Powers and Duties**

(a) The Board is vested with the authority to govern and set policy for the Florida State University as necessary to provide proper governance and improvement of the University in accordance with law and rules of the Florida Board of Governors.

(b) The Board may adopt regulations and policies consistent with the University's mission, with law, and with regulations of the Florida Board of Governors.

### **Section 402 - Other Powers and Duties**

The Board shall have such other powers and duties, not inconsistent with applicable provisions of State law, as presently or as shall be defined and delegated by the Florida Board of Governors.

## **Article V - Committees**

### **Section 501 -Committees**

(a) The Chair of the Board shall have the power to establish committees and appoint members. Standing committees are charged specifically with the immediate care and supervision of the subject matters assigned to them.

(b) *Ex Officio* Members: The Chair of the Board of Trustees, or in the Chair's absence the Vice Chair of the Board, shall be an *ex officio* voting member of all standing committees and subcommittees.

### **Section 502 - Notice and Records**

The Secretary of the Board shall notice meetings of standing, special, and *ad hoc* Committees in the same manner as for meetings of the Board of Trustees. The Secretary shall ensure that minutes of all committee meetings are kept.

## **Article VI - Conflict of Interest**

### **Section 601-- Disclosure of Potential Conflict of Interest by Members of the Board of Trustees:**

(a) The Board shall adopt an Ethics Policy governing conflicts of interest of individual Board members.

(b) The Chair shall, at the start of each meeting, read a statement reminding Board members of the requirements of the Board Ethics Policy.

## **Article VII - Adoption, Amendment and Rescission of Internal Operating Practices and Procedures**

Following initial adoption, the Internal Operating Procedures may be amended or rescinded at any regular meeting of the Board by a two-thirds vote of the total voting membership of the Board, provided that written notice containing the wording of each procedure to be adopted, amended, or rescinded shall have been presented at the preceding regular meeting of the Board.

## **III. Legal Support, Justification, and Review of This Policy**

Article IX, Section 7 Florida Constitution, BOG 1.001, 1001.71 Florida Statutes.

Policy will be reviewed by Board at least every five years.