



Item: GC: A-M

GOVERNANCE COMMITTEE

Tuesday, November 15, 2022

SUBJECT: ROLL CALL and Approval of the June 7, 2022 Minutes

PROPOSED COMMITTEE ACTION

Initiate roll call to document member participation, ensure quorum and approve the June 7, 2022 Governance Committee minutes.

COMMITTEE MEMBERS

Mr. Piero Bussani, Chair	_____
Mr. Shaun Davis, Vice Chair	_____
Mrs. Barbara Feingold, ex-officio	_____
Mr. Robert Flippo	_____
Mr. Brad Levine, ex-officio	_____
Ms. Elycia Morris	_____
Mrs. Sherry Murphy	_____

PARTICIPATING BOT MEMBERS

Mr. Brent Burns	_____
Mr. Daniel Cane	_____
Dr. Kimberly Dunn	_____
Mr. Earnie Ellison	_____
Mr. Pierce Kennamer	_____
Mrs. Linda Stoch	_____


BOARD OF TRUSTEES
Florida Atlantic University

GOVERNANCE COMMITTEE

Meeting Minutes of June 7, 2022

GC: A-M – Roll Call and Approval for the November 16, 2021 Governance Committee Minutes

Mrs. Sherry Murphy, Vice Chair of the Board of Trustees Governance Committee, convened the meeting. Roll call commenced with the following committee members, in addition to Mrs. Murphy, participating:

Mr. Shaun Davis, Mrs. Barbara Feingold, and Mr. Brad Levine

Other Trustees attending the meeting included: Mr. Brent Burns, Mr. Daniel Cane, Dr. Kimberly Dunn, Mr. Earnie Ellison, Mr. Robert Flippo, Mr. Pierce Kennamer (student body president), Mrs. Elycia Morris, and Mrs. Linda Stoch

Vice Chair Murphy asked for approval of the November 16, 2021 meeting minutes. **A motion was made and seconded to approve the November 16, 2021 Governance Committee meeting minutes. With no further discussion, the motion passed unanimously.**

GC: A-1 Request for Approval of Newly Elected and Ex-Officio Directors of the FAU Clinical Practice Organization, Inc. Board of Directors

Mr. David Kian, VP of Legal Affairs & General Counsel, presented the item. Mr. Kian stated that the FAU Clinical Practice Organization (FAU CPO) is one of FAU's Direct Support Organizations (DSO). Each DSO has its own Board of Directors, however per Florida law they require approval by the University Board of Trustees.

Mr. Kian requested approval of Dr. Julie Pilitsis, Dean of College of Medicine, Ms. Crista Eitel, MBA, University Chief Financial Officer and Associate VP for Financial Affairs, Dr. Curtis Whitehair, Associate Dean for Graduate Medical Education, Dr. Jennifer Foster, Director of Year 3 Curriculum and practicing clinician at FAUMedicine Primary Care, Ms. Maria Ortega, DNP, APRN, GNPBC, Director of the Green Memory and Wellness Center, Dr. Leonard Berkowitz, Medical Director of FAUMedicine Primary Care and Dr. Lawrence Brickman, Director of Clinical Integrated Clerkship. **A motion was made and seconded to approve the Newly Elected and Ex-Officio Directors of the FAU CPO Board of Directors. With no further discussion, the motion passed unanimously.**

GC: A-2 Request for Approval of the Reappointments of Directors of the FAU Finance Corporation (“FAUFC”) Board of Directors

Mr. David Kian, VP of Legal Affairs & General Counsel, presented the item. Mr. Kian stated that the FAUFC is one of FAU’s Direct Support Organizations (DSO). Each DSO has its own Board of Directors and per Florida law the Directors must be approved by the University Board of Trustees.

Mr. Kian requested approval of re-appointments of Mr. Robert K. Rollins, Jr., Mr. J. Michael Woody Jr., and Mr. Thomas Workman, Jr. to the FAUFC Board of Directors. **A motion was made and seconded to approve the Reappointments of Directors of the FAUFC Board of Directors. With no further discussion, the motion passed unanimously.**

There was one question from a Trustee: When looking at board member representation, are we looking at the diversity element as well? Answer: we do not have a specific criterion, however we are cognizant of it and various boards are making great efforts to enhance the diversity of their boards. Additionally, this is something we can convey to the boards as they recruit new members. Further discussions were made on how to implement a procedure to ensure we have diverse boards and agreement was made to take this as an action item.

GC: A-3 Request for Approval of Amendments to Regulation 1.007, Agency Clerk

Mr. David Kian, VP of Legal Affairs & General Counsel, presented the item. Mr. Kian stated that this regulation was last amended in 2007 and the office number of the agency clerk has changed which requires Board of Trustee approval. **A motion was made and seconded to approve the Amendments to Regulation 1.007, Agency Clerk. With no further discussion, the motion passed unanimously.**

GC: A-4 Request for Approval of election of New Foundation Board Members

Mr. Chris Delisio, VP of Advancement, presented the item. Mr. Delisio stated that a new slate of board members was approved at the FAUF Nominating and Governance Committee meeting, FAUF Executive Committee meeting and FAUF Full Board meeting. The approval of board members of Direct Support Organizations require approval by the University Board of Trustees.

Mr. Delisio requested approval of Mr. Keith Sanders, Mr. Rick Stone, Mr. Daniel Joseph and Mr. Michael Yoon (Limited Director) to the FAUF Board of Directors. **A motion was made and seconded to approve the election of New Foundation Board Members. With no further discussion, the motion passed unanimously.**

GC: A-5 Request for Approval of Re-election of Foundation Board Members

Mr. Chris Delisio, VP of Advancement, presented the item. Mr. Delisio stated that the University Board of Trustees are required to approve all appointments to any direct support organization and there are four current board members who would like re-election. The slate of re-elected board members was approved at the FAUF Nominating and Governance Committee meeting, FAUF Executive Committee meeting and FAUF Full Board meeting

Mr. Delisio requested re-election of Mr. Steward Martin, Mr. Peter Moore, Mr. Ed Ventrice and Mr. Zach Berg to the FAUF Board of Directors. **A motion was made and seconded to approve the re-election of FAUF Board Members. 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.