



Item: GC: A-M

GOVERNANCE COMMITTEE

Friday, December 6, 2019

SUBJECT: ROLL CALL and Approval of the June 4, 2019 Minutes

PROPOSED COMMITTEE ACTION

Initiate roll call to document member participation, ensure quorum and approve the June 4, 2019 Governance Committee minutes.

COMMITTEE MEMBERS

Mr. Abdol Moabery, Chair	_____
Mr. Shaun Davis, Vice Chair	_____
Mr. Anthony Barbar (ex-officio)	_____
Mr. Brent Burns	_____
Mrs. Mary Beth McDonald	_____
Mr. Robert Rubin	_____
Mr. Robert Stilley	_____
Dr. Kevin Wagner	_____

PARTICIPATING BOT MEMBERS

Mr. Kevin Buchanan	_____
Dr. Michael Dennis	_____
Dr. Malcolm Dorman	_____
Dr. Jeffrey Feingold	_____
Mr. Brad Levine	_____



GOVERNANCE COMMITTEE

Meeting Minutes of June 4, 2019

GC: A-M – Roll Call and Approval for the January 29, 2019 Governance Committee

Mr. Abdol Moabery, Chair of the Board of Trustees Governance Committee, convened the meeting. Roll call commenced with the following committee members, in addition to Mr. Moabery, participating: Mr. Shaun Davis, Vice Chair; Mr. Anthony Barber (ex-officio), Mr. Brent Burns, Ms. MaryBeth McDonald, Mr. Robert Rubin, Mr. Robert Stilley and Mr. Kevin Wagner.

Other Trustees attending the meeting included: Mr. Kevin Buchanan, Dr. Michael Dennis, Dr. Malcolm Dorman, Dr. Jeffrey Feingold, and Mr. Brad Levine.

Chair Moabery asked for approval of the January 29, 2019 meeting minutes. **A motion was made and seconded to approve the January 29, 2019 Governance Committee meeting minutes. With no further discussion, the motion passed unanimously.**

GC: A-1 Request for Approval of Newly Elected Members of the Florida Atlantic University Foundation Board of Directors

Trustee Moabery invited Ms. Danita Nias, VP for Institutional Advancement and CEO of FAU Foundation, Inc. to the podium. Ms. Nias asked the Committee to recommend full Board approval of the election of the following new board members to the Florida Atlantic University Foundation Board of Directors:

- **Arlene Fine Klepper, Retired Attorney.** Arlene is a retired lawyer and is a resident of both Boca Raton and Washington, D.C.
- **Paul A. Pagnato '86 Founder and CEO at PagnatoKarp, Wealth Management Firm, Reston, Virginia.**

A motion was made and seconded to approve the Newly Elected Members of the Florida Atlantic University Foundation Board of Directors. With no further discussion, the motion passed unanimously.

GC: A-2 Request for Approval of Newly Appointed or Elected Directors of the FAU Clinical Practice Organization (“FAU CPO”) Board of Directors

Mr. David Kian, VP of Legal Affairs, presented the item. Mr. Kian stated that the FAU CPO is not a DSO, but it is very similar to one. It is a wholly controlled, not-for-profit corporation that this Board authorized the University to establish in conjunction with FAU’s medical school and creation of our clinical practice. It is a volunteer board comprised primarily of University employees and chaired by the Dean of the College of Medicine.

At their April 3 meeting, the FAU CPO board approved unanimously the reappointment of four directors and the new appointment of a fifth director. The four reappointments are Dr. Stuart Markowitz, Dr. Lawrence Brickman, Dr. Maria Ordonez, and Mr. Robert Wechsler. The new member is Dr. Leonard Berkowitz, who is the newly appointed director of the FAU Medicine Primary Care facility.

Chair Moabery asked what is the reason for the difference in terms from 1-3 years. Mr. Kian replied the bylaws provide differences in terms to allow more frequent choice in whether we want to bring in new voices to the board.

Trustee Levine asked who selects the members. Mr. Kian replied that the first two members are selected by the Dean by the College of Medicine and presented to the CPO board, which votes whether to approve or not. Dr. Ordonez was selected by the Dean of the College of Nursing and Mr. Wechsler was appointed by the CPO board in a nomination process. Dr. Berkowitz was appointed by the Dean of the College of Medicine. Each appointment or election was pursuant to the corporation’s bylaws.

A motion was made and seconded to approve the Newly Appointed or Elected Directors of the FAU Clinical Practice Organization Board of Directors. With no further discussion, the motion passed unanimously.

GC: A-3 Amendments to FAU Regulation 2.006 – Institutes and Centers

Mr. Kian presented the item. This set of proposed amendments was developed through the Division of Research and the Provost’s Office. It updates language that has gotten outdated, makes clarifications to certain procedures, and incorporates three substantive changes. The first is it requires institutes and centers at FAU to be reviewed on an annual basis, which will help to maintain an assessment of their activity. The second is that it authorizes the provost to take certain actions after each of those annual reviews, up to and including the disbanding of any institute or center. Third, it eliminates an FAU requirement that institutes and centers first be established as university organizations before they can be allowed to become State of

Florida organizations pursuant to the Board of Governors regulations. This process is not required by BOG regulation. There is no benefit to FAU to continue it.

All of the amendments were properly posted on the university regulation noticed website for the required period of time. There was no public comment on any of the regulations.

A motion was made and seconded to approve the Amendments to FAU Regulation 2.006 – Institutes and Centers. No discussion or commentary followed. The motion passed unanimously.

GC: A-4 Amendments to FAU Regulation 4.003 – Traffic Regulations (Repeal)

Mr. Kian presented the item. This is to formalize the repeal of a regulation that in substance was repealed many years ago. It was merged into University Regulation 7.003, which deals with university traffic and parking. We did not repeal this regulation when it was merged. This will put the repeal into our records.

A motion was made and seconded to approve the Amendments to FAU Regulation 4.003 – Traffic Regulations (Repeal). No discussion or commentary followed. The motion passed unanimously.

With no further discussion or action, the meeting of the Board of Trustees Governance Committee was adjourned.