BOARD OPERATIONS

POLICIES AND PROCEDURES

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TABLE OF CONTENTS

ARTICLE I
STATEMENT OF PURPOSE AND PRINCIPLES

Section 1.1 PURPOSE 5

Section 1.2 VISION, MISSION, AND VALUES 5

Section 1.3 PRINCIPLE OF ACADEMIC FREEDOM 6

ARTICLE II
THE BOARD

Section 2.1 CORPORATE NAME 6

Section 2.2 COMPOSITION OF THE BOARD 6

Section 2.3 POWERS AND DUTIES OF THE BOARD 6

Section 2.4 CORPORATE SEAL 7

ARTICLE III
THE TRUSTEES

Section 3.1 FIDUCIARIES 8

Section 3.2 TERM OF OFFICE 8

Section 3.3 COMPENSATION 8

Section 3.4 REMOVAL 8

Section 3.5 VACANCIES 8

ARTICLE IV
OFFICERS OF THE BOARD

Section 4.1 OFFICERS 8

Section 4.2 SELECTION OF OFFICERS AND TERMS OF OFFICE 9

Section 4.3 PERMANENT VACANCIES IN CHAIR AND VICE CHAIRS OFFICES....9

Section 4.4 CHAIR....9

Section 4.5 VICE CHAIR....10

Section 4.6 UNIVESITY PRESIDENT AND CORPORATE SECRETARY....10

ARTICLE V
COMMITTEES

Section 5.1 COMMITTEE MEMBERSHIP AND DUTIES....12

Section 5.2 STANDING COMMITTEES....13

Section 5.3 AD-HOC COMMITTEES....14

Section 5.4 PRESIDENTIAL SEARCH COMMITTEE....14

ARTICLE VI
MEETINGS

Section 6.1 NOTICE AND AGENDA....14

Section 6.2 REGULAR MEETINGS....15

Section 6.3 SPECIAL MEETINGS....15

Section 6.4 EMERGENCY MEETINGS....15

Section 6.5 QUORUM AND VOTING....16

Section 6.6 PROXIES....16

Section 6.7 RULES OF PROCEDURE....16

Section 6.8 SUBMISSION OF ITEMS BY THE PUBLIC FOR BOT CONSIDERATION....16

Section 6.9 PUBLIC COMMENT....16

Section 6.10 MEETINGS BY MEANS OF TECHNOLOGY....17

ARTICLE VII
CODE OF ETHICS AND CONFLICT OF INTEREST

Section 7.1 CODE OF ETHICS 17

Section 7.2 CONFLICT OF INTEREST POLICY 17

Section 7.3 WAIVER OF CONFLICT 18

ARTICLE VIII
AMENDMENT OR SUSPENSION OF PROCEDURES

Section 8.1 AMENDMENTS 18

Section 8.2 SUSPENSION OF OPERATING PROCEDURES 18

ARTICLE IX
MISCELLANEOUS

Section 9.1 INDEMNIFICATION 18

Section 9.2 INSURANCE 19

Section 9.3 LIMITATION OF LIABILITY 19

ARTICLE I
STATEMENT OF PURPOSE AND PRINCIPLES

Section 1.1
PURPOSE

The Florida Atlantic University Board of Trustees ("BOT") is vested by law with all the powers and authority to effectively govern and set policy for Florida Atlantic University ("FAU") in accordance with the laws and constitution of the State of Florida and with resolutions, regulations, rules, or policies of the Board of Governors ("BOG"). To more effectively discharge its responsibilities and duties, in connection with its governance of the University, the Florida Atlantic University Board of Trustees has resolved to adopt the following operating procedures.

Section 1.2
VISION, MISSION AND VALUES

VISION: Florida Atlantic University aspires to be recognized as a university of first choice for excellent and accessible undergraduate and graduate education, distinguished for the quality of its programs across multiple campuses, emulated for its collaborations with regional partners, and internationally acclaimed for its contributions to creativity and research.

MISSION: Florida Atlantic University is a public research university with multiple campuses along the southeast Florida coast serving a uniquely diverse community. It promotes academic and personal development, discovery and lifelong learning. FAU fulfills its mission through excellence and innovation in teaching, outstanding research and creative activities, public engagement and distinctive scientific and cultural alliances, all within an environment that fosters inclusiveness.

VALUES: Florida Atlantic University values an academic environment that facilitates intellectual growth through open and honest expression. The University is committed to excellence at all levels of the educational and creative experience, to success for all students and to development of the capacity to make reasoned and discriminating judgments with respect for differences and diversity in ideas. The University is dedicated to lifelong learning, which encourages the continual use of the mind. The University plays a vital role in the life of the surrounding community, in society and as an engine for economic development. More specifically, the University commits to:

- Prepare students to fulfill a productive destiny in the workplace and in society;
- Promote academic freedom and an atmosphere of free and open inquiry;
- Recognize and reward superior performance, creativity, innovation and entrepreneurship in all facets of University activity;
- Support all those who rely on the University, such as parents, employers of students and graduates, and community partners;

- Account for the sound use and careful stewardship of the resources provided to the University;
- Provide equal access, equal rights and equal justice, and encourage mutual regard for the rights and liberties of all persons;
- Respect all persons and display civility in all interactions;
- Provide a secure environment for the pursuit of learning;
- Foster community service and social responsibility;
- Promote honesty in all spheres, social and moral development, and ethical standards in all areas of human activity;
- Assure clear and open communication and sharing of information.

Section 1.3
PRINCIPLES OF ACADEMIC FREEDOM

The Florida Atlantic University Board of Trustees supports the principle of academic freedom and is committed to the search for new knowledge and to the effective dissemination of that which came before it. In furtherance of this commitment, the BOT will defend the right of faculty and students to pursue their academic goals free from constraints that hinder lawful intellectual inquiry and discourse, and will protect the freedom of faculty to teach and of students to learn from ideas that might be unpopular or not in the mainstream of accepted thought. In turn, faculty and students must exercise this freedom in a responsible manner so that honesty and integrity in their inquiries and discourse are maintained.

ARTICLE II
THE BOARD

Section 2.1
CORPORATE NAME

The Board of Trustees is a public body corporate called "The Florida Atlantic University Board of Trustees."

Section 2.2
COMPOSITION OF THE BOARD

Article IX, Section 7 of the Florida Constitution establishes the composition of the BOT. It provides that the BOT consists of thirteen (13) Trustees, with six (6) Trustees appointed by the Governor, five (5) appointed by the BOG and two (2) serving by virtue of their offices, the President of the FAU Student Government and the President of the equivalent of the faculty senate. All appointed members are confirmed by the Senate of the State of Florida.

Section 2.3
POWERS AND DUTIES OF THE BOARD

Article IX, Section 7 of the Florida Constitution posits in the BOG the responsibility to establish the powers and duties of the board of trustees of each university. By regulation the BOG delegated to the board of trustees of the state universities the power to administer each constituent university.

The BOT shall serve as the governing body of FAU. It shall select the President of FAU to serve at the pleasure of the BOT and shall hold the President responsible for the University's operation and management, performance, its fiscal accountability, and its compliance with federal and state laws, rules, and regulations. The BOT shall have the authority to carry out all lawful functions permitted by these policies and procedures, by delegation from the BOG, or by law.

The BOT may adopt resolutions, regulations, rules, and policies consistent with the University's mission, with law, and with the resolutions, regulations, rules, and policies of the BOG, in order to effectively fulfill its obligations under the law.

Section 2.4
CORPORATE SEAL / LOGO

The Florida Atlantic University Board of Trustees logo will be used on appropriate items including PowerPoint presentations, signage, promotional items, web site, name tags, etc. The BOT adopts the following mark as its official logo:

FAU
BOARD OF TRUSTEES
Florida Atlantic University

The Florida Atlantic University Board of Trustees corporate seal shall be used only in connection with the transaction of business of the BOT and of the University. The Secretary may affix the seal on any document signed on behalf of the corporation and may utilize the mark on its official letterhead. All other uses are prohibited unless otherwise stated in FAU's Visual Standards Manual. The BOT adopts the following mark as its official corporate seal:

BOARD OF TRUSTEES
Florida Atlantic University

ARTICLE III
THE TRUSTEES

Section 3.1
FIDUCIARIES

Section 112.311(6) of the Florida Statutes provides that it is the declared policy of the state that public officers are agents of the people and hold their positions for the benefit of the public. Therefore, by virtue of their office, Trustees stand in a fiduciary relationship to the University and must serve the best interests of the University at all times.

Section 3.2
TERM OF OFFICE

Appointed trustees shall serve for staggered 5-year terms, as provided by law and as specified in their appointment. The President of the FAU Student Government and the President of the equivalent of the faculty senate shall serve for terms equivalent to the terms of their respective offices.

Section 3.3
COMPENSATION

Trustees shall receive no compensation but may be reimbursed upon request for travel and per diem expenses as provided in Section 112.061, Florida Statutes.

Section 3.4
REMOVAL

The Governor or the Board of Governors may remove a Trustee. The BOT Chair shall notify the Governor or the Board of Governors, as applicable, in writing whenever a BOT member has three (3) consecutive unexcused absences from regular board meetings in any fiscal year, which may be grounds for removal by the Governor or Board of Governors, as applicable.

Section 3.5
VACANCIES

The BOT Chair shall report any vacancies to the Governor and the BOG.

ARTICLE IV
OFFICERS OF THE BOARD

Section 4.1
OFFICERS

The elected Officers of the BOT shall be the Chair and Vice Chair. The University President or designee shall serve as the Corporate Secretary.

Section 4.2
SELECTION OF OFFICERS AND TERMS OF OFFICE

Bi-annually at its September meeting during even-numbered years the BOT shall select the Chair and Vice Chair through nomination and election by majority vote from the appointed members of the Board. The elected Officers shall serve two-year terms that run from October 1 through September 30 of each even-numbered year. If the September meeting is cancelled or any elected Office is not filled at the September meeting, the Chair shall schedule a special meeting to hold elections at the earliest date that at least three-fourths of the Board members can attend. If an elected Office is not filled by September 30, the term of Trustee serving in that Office shall be extended until such time as a successor is elected, whose term shall begin immediately and conclude on the next even-year September 30. The elected Officers shall be eligible for re-election for one additional consecutive two-year term by majority vote of the Board. The elected Officers may be re-elected for additional consecutive two-year terms beyond two terms by a two-thirds vote of the Board. There shall not be automatic succession by virtue of holding an office, except as otherwise provided in Section 4.3.

Section 4.3
PERMANENT VACANCIES IN CHAIR AND VICE CHAIRS OFFICES

A permanent vacancy of the Chair shall be filled for the remainder of the term by a majority vote of the members of the Board as the first action item at a meeting to occur within seven calendar days after the vacancy occurs. If a meeting of the Board was not previously scheduled to occur within the time required, the Corporate Secretary shall schedule a Special Meeting of the Board in accordance with Section 6.3 to conduct the required election within seven calendar days after the vacancy occurs. A permanent vacancy of the Vice Chair shall be filled for the remainder of the term by a majority vote of the members of the Board, at its next regular meeting. Assumption to an unfinished term created by a permanent vacancy shall not preclude that officer from being eligible to be selected and re-selected as provided in Section 4.2.

Section 4.4
CHAIR

The duties of the Chair shall include presiding at all meetings of the BOT, calling special meetings of the BOT, appointing committee chairs, determining the composition of all non-statutory BOT committees, attesting to actions of the BOT, and otherwise serving as spokesperson for the BOT. The Chair shall perform such duties in consultation with the University President. The Chair may delegate the authority to sign and execute documents and instruments on behalf of the Board to the Corporate Secretary and may delegate or assign any other duty or authority of the Chair to the Vice Chair. o. The Chair is responsible for causing the Board to conduct an annual evaluation of the University President.

Section 4.5
VICE CHAIR

The duty of the Vice Chair is to act as Chair during the absence, vacancy, or disability of the Chair. The Vice Chair shall have all powers and perform all duties of the Chair when serving as Chair.

Section 4.6
UNIVERSITY PRESIDENT AND CORPORATE SECRETARY

The BOT hereby establishes the powers and duties of the President of Florida Atlantic University and authorizes the President as follows:

(1) To serve as the Chief Executive Officer of the University.

(2) To be responsible for the organization, operation, and administration of the University, including efficient and effective budget and program administration, leading the University to accomplish its educational missions and goals, including regional and disclipline-specific accreditations; monitoring educational and financial performance; consulting with the BOT in a timely manner on matters appropriate to its policy-making and fiduciary functions; and serving as the University's key spokesperson.

(3) To execute all documents on behalf of the University and the BOT consistent with law, BOG and BOT resolutions, rules, regulations, and policies, and the best interests of the University. No such document may purport to limit any BOT member’s individual discretion in discharging the responsibilities of a Trustee.

(4) To 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.

(5) To serve as the principal liaison officer and official contact between the BOT and the faculty, staff and students of the university.

(6) To issue directives and executive orders. Such directives and orders shall not violate existing BOT policies.

(7) To serve as Corporate Secretary of the BOT, and in the capacity of Secretary, shall be responsible for giving notice of all meetings of the BOT and its committees, setting the Agenda and compiling the supporting documents for meetings of the BOT in consultation with the Chair, recording, posting, and maintaining the minutes of any BOT or committee meeting, including a record of all votes cast, in accordance with all requirements under Florida law, executing or attesting to all documents which have been executed by the BOT, and acting as custodian of the Corporate Seal.

(8) To recommend the adoption of regulations to the BOT to implement provisions of law governing the operation and administration of the University.

(9) To prepare a budget request and an operating budget for approval by the BOT.

(10) To establish and implement policies and procedures to recruit, appoint, transfer, promote, compensate, evaluate, reward, demote, discipline, and remove personnel, in accordance with regulations, rules or policies approved by the BOT and applicable collective bargaining agreements. The President shall consult with the Chair of the BOT on the appointment and removal of the senior principal officers and other senior personnel reporting directly to the President.

(11) To govern admissions, subject to law and regulations, rules or policies of the BOT and BOG.

(12) To approve, execute, and administer contracts for and on behalf of the BOT for licenses; the acquisition or provision of commodities, goods, equipment, and services; leases of real and personal property; and planning and construction to be rendered to or by the University, provided such contracts are in conformance with regulations or policies of the BOT and BOG.

(13) To enter into agreements for and accept credit card or other electronic payments as compensation for goods, services, tuition and fees; to secure comprehensive general liability and other forms of insurance as necessary; to employ private attorney services for the benefit of the University; to initiate, defend, or settle lawsuits and claims when doing so would be in the best interests of the University; and to provide for the payment of the cost of civil actions against officers, employees or agents of the BOT acting within the course and scope of their University duties.

(14) To authorize budget transfers from depositories or accounts; to sign checks or otherwise authorize payment of legal obligations of the University; and to perform banking transactions, provided that all such transactions are in conformance with regulations or policies of the BOT.

(15) To act for the BOT as custodian of all University property, and to adjust property records and dispose of University-owned tangible personal property in accordance with procedures established by the BOT or BOG.

(16) To establish the internal academic calendar of the University.

(17) To administer the University's program of intercollegiate athletics in compliance with the rules and regulations of the National Collegiate Athletic Association.

(18) To recommend to the BOT the establishment and termination of undergraduate and graduate degree programs.

(19) To award degrees.

(20) To recommend to the BOT a schedule of tuition and fees to be charged by the University, within law and regulations of the BOG.

(21) To review periodically the operations of the University in order to determine how effectively and efficiently the University is being

administered and whether it is meeting the goals of its strategic plan adopted by the BOG.

(22) To enter into agreements for student exchange programs with other postsecondary educational institutions.

(23) To ensure compliance with federal and state laws, rules, regulations, and other requirements which are applicable to the University.

(24) To maintain all data and information pertaining to the operation of the University, and report on the attainment by the University of institutional and statewide performance accountability goals.

(25) In accordance with federal and state law, to negotiate, enter into, and execute research contracts; to solicit and accept research grants and donations; and to fix and collect fees, other payments, and donations that may accrue by reason thereof.

(26) To perform all things necessary to secure letters of patent, copyrights, and trademarks on any work products and to enforce the University's rights therein in accordance with applicable federal and state law.

(27) To have vested with the University President or the President's designee the powers, duties, and authority that is vested with the University; to exercise the authority and duties delegated by the BOT to the President in accordance with University regulations, policies and conditions contained in the BOT written delegations of authority; to further delegate to vice presidents and other appropriate University personnel the authority as described herein so long as such delegation is in writing, specifies whether the authority can be further delegated, and the conditions for same, and a copy of such delegation is filed in the Office of the General Counsel.

No person, except as provided elsewhere by law, rule, regulation, or these policies and porcedures, or as otherwise delegated by the University President, is authorized to enter into any agreement, obligation, program, or other legally-enforceable commitment which purports to bind the University. The BOT's delegation of any authority or duty to the President or designee shall not limit or divest the BOT's right to exercise any such authority or duty.

ARTICLE V
COMMITTEES

Section 5.1
COMMITTEE MEMBERSHIP AND DUTIES

The BOT Chair shall appoint and remove committee members and their chairs and may make changes, at any time, unless otherwise provided by these procedures or law. A member of a committee shall hold office until the BOT Chair appoints a successor. The BOT Chair shall determine the length of the term of service of committee members and chairs.

Each committee shall consist of no less than three members. The BOT Chair and the

BOT Vice Chair shall be ex officio voting members of all standing committees, subcommittees, or ad hoc committees. University staff with appropriate expertise in a committee's area of responsibility shall be appointed by the BOT Chair in consultation with the President to help the committees in their business.

Two members of a committee shall constitute a quorum for purposes of transacting committee business. Chair and Vice Chair may be counted for purposes of establishing a committee quorum. All Trustees who are not members of a particular committee are invited to attend that committee meeting and may comment, but not vote, on matters berore the committee.

The duty of each committee shall be to consider and to make recommendations to the BOT upon matters under its jurisdiction or referred to it. Unless specifically delegated, or as otherwise provided in these policies and procedures, authority to act on all matters is reserved to the BOT. All committee chairs shall perform their duties in consultation with the University President and may appoint subcommittees to bring matters before the committee for further consideration.

Section 5.2
STANDING COMMITTEES

The following committees are the standing committes of the BOT:

Academic and Student Affairs: oversees academic programs and services administered by the University Provost and Chief Academic Officer and the non-academic programs and services provided in support of student welfare administered by the Senior Vice President for Student Affairs. Develops and monitors academic performance accountability measures.

Audit and Compliance: oversees the University's audit, ethics, financial- and fraud-related compliance, controls, and investigative matters; receives internal and external audit results; recommends special audits; and develops and monitors accountability measures.

Budget and Finance: oversees the University budget and all revenue sources, and monitors financial performance and accountability measures.

Community and Governmental Relations: oversees matters related to (i) the University's community relations and support for economic development within its service area; (ii) local, state, and federal legislation and governmental activities that may affect the University; and (iii) the University's public relations, branding, advertising, marketing, and communications activities.

Governance: oversees the corporate governance, administrative operations, and delegations or limitations of authority of the BOT and University affiliated organizations.

Personnel and Compensation: oversees the University's personnel and compensation policies and services administered by Human Resources and the Provost, including employment agreements, and provides guidance and authorization to the University collective bargaining negotiators. Oversees the allocation of resources for personnel and compensation goals consistent with the

University's budget and strategic plan.

Strategic Planning and Initiatives: oversees the university's major infrastructure initiatives and strategic planning process to assure managed academic, enrollment, and physical growth and development of the necessary resources to meet the mission of the University.

The BOT may establish additional standing committees as it deems appropriate to discharge its responsibilities.

Section 5.3
AD-HOC COMMITTEES

Ad-hoc committees shall be appointed by the BOT Chair with such powers and duties and period of service as the BOT Chair may determine, provided that no ad-hoc committee shall be created to act upon any matter appropriate to be acted upon by a standing committee.

Section 5.4
PRESIDENTIAL SEARCH COMMITTEE

It is the duty of the BOT to select the University president in accordance with BOG procedures, subject to ratification by the BOG. Candidates for the position of University president shall be recommended to the BOT by a presidential search committee. The members of the presidential search committee shall be appointed by the Chair of the BOT in consultation with the Chair of the BOG.

ARTICLE VI
MEETINGS

Section 6.1
NOTICE AND AGENDA

All meetings of the BOT and its committees shall be noticed and open to the public at all times. No resolution, rule, or formal action shall be considered binding except as taken or made at a public meeting in accordance with Sections 286.011 and 1009.24 of the Florida Statutes. However, these notice or public meeting requirements shall not apply where the matters being considered are exempt by law from the notice or open meetings requirements, or both. The General Counsel or his or her designee shall be present at all BOT and Committee Meetings, whether open or not, unless otherwise provided by the BOT. All meetings required to be noticed will be posted on the Florida Atlantic University website at http://www.fau.edu.

Agenda items requiring action by Trustees must be submitted to the Corporate Secretary or his/her designee with sufficient time for the agenda and supporting information to be forwarded and received by the Trustees at least seven (7) days prior to the meeting requiring their vote. The time for submission of agenda items may be shortened only with the permission of the Corporate Secretary or his/her designee. No item requiring BOT action at a regular meeting may be included in the agenda without consideration by the committee having jurisdiction over the subject matter, unless

previously approved by the BOT Chair and the Corporate Secretary in consultation with each other. Unanimously approved action items from committee meetings will be placed on the agenda as consent agenda items. Prior to the full BOT meeting, the BOT Chair or the committee chair may choose to have any specific item from a committee meeting placed as a separate item on the discussion section of the agenda. Likewise, prior to or at the time of the meeting, any Trustee may request that a specific item be moved to the discussion section of the agenda.

Section 6.2
REGULAR MEETINGS

There shall be no fewer than five (5) regular meetings a year, or as otherwise determined by the BOT. For each calendar year, the schedule of meetings shall be set no later than the last meeting of the prior calendar year. Once established in accordance with these procedures, the time and date of a regular meeting may be changed only by an affirmative vote of a quorum of the BOT, or where deemed a necessity by the BOT Chair or the corporate Secretary in consultation with each other.

Section 6.3
SPECIAL MEETINGS

Special public meetings of the BOT may be held at the call of the BOT Chair, or in the absence of the Chair by the Vice Chair, the Corporate Secretary, or upon the written request of five (5) Trustees. The Corporate Secretary shall send written notice of such special meeting or request by a Trustee and include the purpose of the meeting to all Trustees. No matter may be considered at any special meeting that was not included in the call of that meeting except by an affirmative vote of a majority of the Trustees.

Section 6.4
EMERGENCY MEETINGS

An emergency public meeting of the BOT may be called by the Chair or Vice Chair or President upon a finding by the Chair or Vice Chair or President of the University, respectively, that immediate action is required to preserve the health, safety or welfare of the public. Whenever such emergency meeting is called, the Corporate Secretary will immediately notify either verbally or in writing each member of the BOT stating the date, hour and place of the meeting and the purpose for which the meeting has been called. As provided by Section 120.525 of the Florida Statutes, an emergency meeting shall also be noticed by any procedure that is fair under the circumstances. Only action necessary to protect the interest of the University and the community it serves shall be taken. At the time of the emergency meeting, or prior to the meeting, if possible, the specific facts and reasons for finding an immediate danger, as well as the reasons for concluding that the notice procedure is fair under the circumstances shall be published in writing. The minutes of the emergency meeting shall include the manner and method by which notice of such emergency meeting was given to each member of the Board.

Section 6.5
QUORUM AND VOTING

A quorum for the conduct of business by the full BOT shall consist of seven (7) Trustees. A quorum having been established, no business shall be transacted without a majority vote of all Trustees present, except as otherwise provided in these procedures. The decision of the majority of the Trustees in attendance and voting on an issue shall prevail. A Trustee may abstain from voting only under those circumstances prescribed by law. A roll call vote shall be taken to document vote history for any issues that are not approved by a unanimous vote of the Trustees.

For committee business, two members of the committee shall constitute a quorum. The Chair and Vice Chair may be counted for purposes of establishing a committee quorum.

Section 6.6
PROXIES

The use of proxies for purposes of determining a quorum, for voting, or for any other purposes is prohibited.

Section 6.7
RULES OF PROCEDURE

At the hour appointed for the meeting, the chair shall call the meeting to order and call the roll. *The New Robert's Rules of Order,* newly revised, latest edition, will be followed in conducting all meetings of the BOT, unless otherwise provided by the BOT or law.

Section 6.8
SUBMISSION OF ITEMS BY THE PUBLIC FOR BOT CONSIDERATION

Individuals or representatives of groups who desire to appear before the BOT regarding any item must submit their written requests to the appropriate committee having subject matter jurisdiction over the item. The request must be submitted to the Corporate Secretary at the Administration Building, Room 339 FAU, 777 Glades Road, Boca Raton, Florida 33431. The request must specify the matter about which they wish to speak. Such a request, along with any supporting documentation, must be submitted at least fourteen (14) working days prior to the committee meeting. After presentation to the committee and a favorable recommendation by the committee that the matter be forwarded to the BOT for consideration, the BOT Chair, in consultation with the Corporate Secretary, will determine whether the item will be included in the agenda.

Section 6.9
PUBLIC COMMENT

Individuals, organizations, and groups who desire to appear before the BOT to be heard on a proposition pending before the BOT shall complete a public comment form specifying the matter on which they wish to be heard. Public comment forms will be available at each BOT meeting and must be submitted prior to the start of the meeting. For meetings held telephonically, public comment forms can be obtained from the

Corporate Secretary and must be submitted prior to the date of the meeting. An organization or group wishing to address the BOT on a proposition shall designate a representative to speak on its behalf to ensure the orderly presentation of information to the BOT. The BOT will reserve a maximum of fifteen minutes during each plenary meeting of the BOT to take public comment. Individuals and representatives of organizations or groups shall be allotted three minutes to present information; however, these time limits may be extended or shortened depending upon the number of speakers at the discretion of the Chair.

Section 6.10
MEETINGS BY MEANS OF TECHNOLOGY

Any BOT business may be conducted by telephone conference call or any other technological means as if the proceeding were held in person. The notice of any meeting conducted by means of technological communication will state where and how members of the public may gain access to the meeting.

ARTICLE VII
CODE OF ETHICS AND CONFLICT OF INTEREST

Section 7.1
CODE OF ETHICS

Article 2, Section 8 of the Florida Constitution provides that a public office is a public trust and that the people of the State of Florida shall have the right to secure and sustain that trust against abuse. As appointed public officers, Trustees stand in a fiduciary relationship to the University and the people of the State of Florida. Therefore, Trustees shall act in good faith, with due regard to the interests of the University and shall comply with the ethical principles adopted in these policies, as well as those required by law and set forth in the Code of Ethics for Public Officers and Employees, Section 112.311-112.326 of the Florida Statutes (“Code of Ethics”).

Section 7.2
CONFLICT OF INTEREST POLICY

It is the policy of this board that no Trustee may have any interest, financial or otherwise, direct or indirect; engage in any business transaction, contractual relationship or professional activity; or incur any obligation of any nature which is in substantial conflict with the proper discharge of his/her duties as it relates to the University or its affiliated organizations. Transactions relating to expenditure of public funds require the highest degree of public trust to protect the interests of the University and the taxpayers of the State of Florida. Therefore, no Trustee may rent, lease or sell any goods, services or realty to the University or its affiliated organizations, either directly or indirectly. Furthermore, no Trustee shall participate through decision, approval, recommendation or preparation of any part of a purchase request or influence the content of any specification or procurement standard, or contract with or become the agent contracting with the University or its affiliated organizations, and no Trustee shall permit the sale or lease of anything to the University or its affiliated organizations through his or her spouse or minor children, or through any business entity of which the

Trustee's spouse or minor children, in any combination, have a material interest or direct or indirect ownership of more than 5 percent of the total assets or capital stock of any business entity.

Trustees shall disclose and resolve potential conflicts of interest and ethical concerns in accordance with the Code of Ethics and shall disclose to the BOT any possible conflict of interest at the earliest practical time by providing written notice to the Corporate Secretary. At the next Board meeting, the notice of such conflict shall be read and the minutes of the meeting shall duly note the nature of the conflict and disclosure.

Section 7.3
WAIVER OF CONFLICT

Notwithstanding the prohibitions or requirements with respect to conflict of interest contained in Article VII, to the extent that these prohibitions or requirements may exceed the requirements of Chapter 112, the BOT may, upon motion, vote to waive such stricter prohibitions or requirements. A trustee desiring a waiver shall submit a written request to the Corporate Secretary at least two (2) weeks prior to the BOT meeting at which the request would be considered. The written request shall outline the nature of the proposed activity that would create a conflict and an explanation of how such conflict would be managed. The Corporate Secretary shall distribute the written materials to all trustees as far in advance of the meeting as practicable.

ARTICLE VIII
AMENDMENT OR SUSPENSION OF PROCEDURES

Section 8.1
AMENDMENTS

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

Section 8.2
SUSPENSION OF OPERATING PROCEDURES

Any provision of these procedures not required by law may be suspended in connection with the consideration of a matter before the BOT by a majority vote of the Board members in attendance.

ARTICLE IX
MISCELLANEOUS

Section 9.1
INDEMNIFICATION

The BOT shall, to the extent legally permissible, indemnify and defend each of its Trustees, officers, employees, volunteers, and other agents against all liabilities and expenses incurred in connection with the disposition of defense of any action, suit or

other proceeding, whether civil or criminal, in which such person may be involved by reason of university service, except with respect to any matter in which such person shall have been adjudicated in any proceeding to have acted unlawfully or not in good faith. Claims based on such actions or omissions may, in the discretion of the BOT, be settled prior to or after the filing of suit.

Section 9.2
INSURANCE

The BOT may arrange for and pay the premium for appropriate insurance to cover all losses and expenses of actions referred to in Section 9.1.

Section 9.3
LIMITATION OF LIABILITY

The BOT is a public body corporate primarily acting as an instrumentality or agency of the state pursuant to section 768.28(2), Florida Statutes, for purposes of sovereign immunity.