



Board of Trustees
UNIVERSITY *of* WEST FLORIDA

Full Board Meeting

Thursday, December 14, 2023

Zoom Webinar

10:00 a.m. CT



Board of Trustees
UNIVERSITY of WEST FLORIDA

Full Board Meeting
Thursday, December 14, 2023
Zoom Webinar
10:00 a.m. CT

[Zoom Webinar](#) | Passcode: 165296

Agenda

- | | |
|--|-------------------------------|
| I. Call to Order | Suzanne Lewis, Chair |
| II. Roll Call | Anna Lochas |
| III. Greeting | Suzanne Lewis, Chair |
| IV. Public Comment | Anna Lochas |
| V. Approval of Minutes | Suzanne Lewis, Chair |
| VI. Reports | |
| a. President's Report | Dr. Martha Saunders |
| b. Provost's Metrics Report | Dr. Gary Liguori |
| c. Committee Reports | |
| i. Academic Affairs Committee | Stephanie White, Chair |
| ii. Audit and Compliance Committee | Dick Baker, Chair |
| iii. Finance, Facilities, & Operations Committee | Jill Singer, Committee Member |
| iv. Student Affairs Committee | Alonzie Scott, Chair |
| v. Officer Nominations Ad Hoc Committee | Dick Baker, Chair |
| d. Direct Support Organization Reports | |
| i. UWF Business Enterprises, Inc. | Suzanne Lewis |

ii. UWF Foundation, Inc.

Dick Baker

iii. UWF Historic Trust, Inc.

Suzanne Lewis

VII. Unfinished Business

Suzanne Lewis, Chair

a. Consent Agenda

- i. [ACA-1](#): Revised UWF Regulation 2.001 Post-Tenure Review
- ii. [AUD-1](#): Acceptance of Internal Audit Reports
- iii. [AUD-2](#): Acceptance of PCard Quarter 1 Audit Report
- iv. [AUD-3](#): Acceptance of BEI Audited Financial Statements 2023
- v. [AUD-4](#): Acceptance of UWF Historic Trust Audited Financial Statements 2023
- vi. [FFO-1](#): Approve CDA between Escambia County and UWF
- vii. [STU-1](#): Endorsement of the SUS Statement of Free Expression

VIII. New Business

Suzanne Lewis, Chair

a. Action Item

- i. [BOT-1](#): Statewide Mutual Aid Agreement and Corresponding Resolution
- ii. [BOT-2](#): Approve Real Property to be Marketed to Sell
- iii. [BOT-3](#): UWF Board of Trustees Election of Officers

IX. Announcements

Suzanne Lewis, Chair

X. Adjournment

Suzanne Lewis, Chair



Board of Trustees
UNIVERSITY *of* WEST FLORIDA

Call to Order



Board of Trustees
UNIVERSITY *of* WEST FLORIDA

Roll Call



Board of Trustees
UNIVERSITY *of* WEST FLORIDA

Greeting



Board of Trustees
UNIVERSITY *of* WEST FLORIDA

Public Comment



Board of Trustees
UNIVERSITY *of* WEST FLORIDA

Approval of Minutes

❖ September 14, 2023



**Full Board Meeting
September 14, 2023
UWF Conference Center
DRAFT Minutes**

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Board Meeting

9:00 a.m.

The public was provided with information on the UWF Board of Trustees website to join this public meeting in person in the UWF Conference Center or virtually through Zoom Webinar.

I. Call to Order

A. The meeting of the UWF Board of Trustees was called to order at 9:00 a.m. by Chair Suzanne Lewis.

II. Roll Call

A. Chair Lewis asked Anna Lochas to conduct roll call. Trustees Dick Baker, Susan James, Suzanne Lewis, Ariauna Range, Alonzie Scott, and Stephanie White were in attendance in person and Trustees Paul Hsu, Jill Singer, and Robert Sires were in attendance virtually.

B. Others in attendance included:

1. Dr. Martha Saunders, President; Dr. Gary Liguori, Provost and Senior Vice President; Howard Reddy, Vice President of University Advancement; Dr. Greg Tomso, Vice President of Academic Engagement and Student Affairs; Betsy Bowers, Vice President of Finance & Administration; Susan Woolf, General Counsel; Jamie Sprague, Associate Vice President of Human Resources; Dave Scott, Associate Vice President for Intercollegiate Athletics; Dr. Ed Ranelli, CEO of Business Enterprises, Inc.; Dr. Michelle Williams, Vice Provost; Jeffrey Djerlek, Associate Vice President and Controller; Cindy Talbert, Chief Auditing Executive; Matthew Packard, Chief Compliance Officer; Christophe Lizen, Director of Institutional Research; Dr. Angela Bryan, Director of Institutional Effectiveness; Daniel Lucas, Associate Vice President of Advancement; Dr. Mary Anderson, Associate Vice President and Dean of Students; Katherine Condon Assistant Vice President of Enrollment Affairs; Brittany Sherwood, Director of Strategic and Presidential Communication; Michael Wyatt, Assistant General Counsel; Sandra Thompson, Director for ITS; Allen Pierce, Lead Help Desk Analyst for ITS; Angel Sedillo Program Manager for the University Commons; John Macdonell, Desktop Systems Specialist for WUWF; Anamarie Mixson, Assistant Vice President of the Office of the President; and Anna Lochas, Board of Trustees Liaison.

III. Greeting

- A. Chair Lewis welcomed everyone to the meeting. Chair Lewis identified that some formatting changes had been made to the agenda to streamline the meetings.

IV. Public Comment

- A. Chair Lewis opened the floor for public comment. There were none.

V. Approval of Minutes

- A. Chair Lewis reminded the trustees that they had been given the opportunity ahead of time to review the minutes of the June 15, 2023, Board of Trustees Meeting and the August 17, 2023, Special Board Meeting. Chair Lewis asked for a motion to approve the minutes for both meetings if there were no changes or corrections.
 1. Motion by: Trustee Scott
 2. Seconded by: Trustee Baker
 3. Motion passed unanimously.

VI. Reports

- A. President's Report
 1. Chair Lewis called on Dr. Martha Saunders to give the President's Report.
 2. Dr. Saunders presented the University Strategic Plan.
 - a. Strategic Direction 1: Student Centered and Focused

- i. UWF has had another record year for enrollment. As of drop/add, UWF has 14,377 students enrolled. This is a 6% increase to last year.
 - ii. This fall UWF welcomed the 14th National Merit Finalist in seven years, five Pace Presidential Scholarship recipients, and five Argo Spirit Scholarship recipients.
- b. Strategic Direction 2: Employee Success
 - i. UWF was named a 2023 “Great College to Work For,” marking the institution’s eleventh appearance on the list. UWF was recognized in nine categories.
- c. Strategic Direction 3: Exceptional Academic Programming and Scholarship Aligned with State Needs
 - i. UWF launched new academic programs including the Entry into Practice Master of Science in Nursing, the Master of Science in Administration with a specialization in sport administration, and the Executive Master of Business Administration: Leadership Practice and Purpose.
 - ii. The UWF Center for Cybersecurity received an \$8.3 million grant to launch the UWF Florida Cybersecurity Training Program and a \$2.5 million grant to expand the National Cybersecurity Workforce Development program, CyberSkills2Work.
 - iii. UWF was awarded a \$460,000 grant by the Florida Defense Support Task Force to support the training efforts of the Florida Air National Guard and various military units based and operating in and around Florida.
- d. Strategic Direction 4: Community and Economic Engagement
 - i. UWF launched the Office of Workforce Development, aimed at aligning education with career success and economic growth.
- e. Strategic Direction 5: Infrastructure
 - i. UWF is investing performance funding to not only continue meeting the metrics, but also to exceed performance in various areas. For fiscal year 23-24, \$6 million was allocated to hiring faculty in programs of strategic emphasis; \$3 million to enhance academic and financial advising for students; \$5

million to student success initiatives; \$3 million to increase funds towards student financial aid, grants and scholarships; and \$4 million towards faculty and staff retention.

- ii. A new mural has been added to our pretty campus between the Aquatic Center and the UWF Field House.
 - iii. Pen Air Field has new artificial turf, additional seating, and video boards.
 - iv. Campus Drive was repaved at the end of the summer.
- f. Strategic Direction 6: Operational Excellence
 - i. Dr. Karen Evans has been appointed interim director of the School of Education and will lead the School as it begins its first year as a standalone unit in Academic Affairs.
 - g. Strategic Direction 7: Culture of Inclusion and Civility
 - i. The Division of Academic Engagement and Student Affairs has created the new Office of Campus Culture and Access, which will provide a range of services to the campus community to promote civility and equal access to programs, classes, and services.

B. Provost's Metrics Report

1. Chair Lewis called on Dr. Gary Liguori, Provost and Senior Vice President, to give the Metrics Report.
2. Dr. Liguori provided an update on the ten metrics.
 - a. Metric 1: Percent of Bachelor's Graduates Enrolled or Employed Earning \$40,000+ in the U.S. One Year After Graduation.
 - b. Metric 2: Median Wages of Bachelor's Graduates Employed Full-time One Year After Graduation.
 - c. Metric 3: Average Cost to the Student Net tuition and Fees for Resident Undergraduates per 120 Credit Hours.
 - d. Metric 4: Four-Year Graduation Rate for First Time in College Students (Full-Time).
 - e. Metric 5: Academic Progress Rate 2nd Year Retention with GPA at 2.0 or Above.

- f. Metric 6: Percent of Bachelor's Degrees Awarded in Programs of Strategic Emphasis.
- g. Metric 7: University Access Rate Percent of Undergraduates with a Pell Grant.
- h. Metric 8: Percent of Graduate Degrees Awarded in Programs of Strategic Emphasis.
- i. Metric 9A: Florida College System AA Transfer Three-Year Graduation Rates (Full and Part-Time Students).
- j. Metric 9B: FTIC Pell Recipients 6-Year Graduate Rate (Full and Part-Time Students).
- k. Metric 10: Percent of Baccalaureate Graduates Completing 2+ Types of High Impact Practice.

C. Student Report

- 1. Chair Lewis called on Taylor Vaneekeren to present her student experience to the board.
- 2. Taylor Vaneekeren shared her experiences as an undergraduate and graduate student at UWF. She also shared some of her experiences as a student athlete at UWF.

D. Committee Reports

- 1. Academic Affairs Committee
 - a. Chair Lewis called on Trustee Stephanie White to give the Academic Affairs Committee Report.
 - b. Trustee White explained that the Academic Affairs Committee met on Thursday, August 17, 2023, via Zoom Webinar. The committee had six action items and one information item on their agenda.
 - c. The action items were as follows:
 - i. ACA-1: Approval of Tenure as a Condition of Employment for Dr. Hossain Shahriar and Dr. Meng Yu, presented by Dr. Gary Liguori, Provost and Senior Vice President.
 - ii. ACA-2: Approval of the 2022-2023 UWF Institutes & Centers Annual Report, presented by Dr. Michelle Williams, Vice Provost.
 - iii. ACA-3: Approval of the New UWF Regulation 5.070 Linking Industry to Nursing Education Fund,

presented by Dr. Michelle Williams.

- iv. ACA-4: Approval of the New UWF Regulation 2.001 Post-Tenure Review, presented by Dr. Michelle Williams.
- v. ACA-5: Approval of the Revised UWF Regulation 3.040 Textbook and Instructional Materials Affordability, presented by Dr. Michelle Williams.
- vi. ACA-6: Approval of the 2023 UWF Textbook and Instructional Materials Affordability Report, presented by Dr. Michelle Williams.

- d. The information item was as follows:
 - i. INFO-1: Summary of Degree Program Changes, presented by: Dr. Michelle Williams.
- e. Trustee White explained that the Academic Affairs Committee recommended approval of all action items by the full Board of Trustees at the September 14, 2023, meeting.

2. Audit and Compliance Committee

- a. Chair Lewis called on Trustee Dick Baker to give the Audit and Compliance Committee Report.
- b. Trustee Baker explained that the Audit and Compliance Committee met on Thursday, August 17, 2023, via Zoom Webinar. The committee had three action items and two information items on their agenda.
- c. The action items were as follows:
 - i. AUD-1: Acceptance of the Internal Auditing PCard Reports for the 4th Quarter and Fiscal Year Summary of PCard Audits for fiscal year 2022/2023, presented by Cindy Talbert, Chief Audit Executive.
 - ii. AUD-2: Approval of the 2022/2023 Office of Compliance and Ethics Annual Report, presented by Matthew Packard, Chief Compliance Officer.
 - iii. AUD-3: Approval of the Updated Office of Compliance and Ethics Work Plan, presented by Matthew Packard.

- d. The information items were as follows:

- i. INFO-1: Office of Compliance & Ethics – Update on Activities, presented by Matthew Packard.
 - ii. INFO-2: Internal Auditing and Management Consulting – Update on Activities, presented by Cindy Talbert.
 - e. Trustee Baker explained that the Audit and Compliance Committee recommended approval of all action items by the full Board of Trustees at the September 14, 2023, meeting.
- 3. Finance, Facilities, and Operations Committee
 - a. Chair Lewis called on Trustee Bob Sires to give the Finance, Facilities, and Operations Committee Report.
 - b. Trustee Sires explained that the Finance, Facilities, and Operations Committee met on Thursday, August 17, 2023, via Zoom Webinar. The committee had one action item and one information item on their agenda.
 - c. The action items were as follows:
 - i. FFO-1: Conditionally Approve the Updated UWF Regulation 6.0054, Competitive Solicitation Requirements, in anticipation of BOG approval of revisions to BOG Regulation 18.001, Purchasing Regulations, increasing the competitive solicitation threshold from \$75,000 to \$150,000 and to review this regulation every three years using the Consumer Price Index for All Urban Consumers (CPI-U), presented by Betsy Bowers, Vice President of Finance and Administration.
 - d. The information item was as follows:
 - i. INFO-1: Update on University Efficiencies, presented by Betsy Bowers.
 - e. Trustee Sires explained that the Finance, Facilities, and Operations Committee recommended approval of all action items by the full Board of Trustees at the September 14, 2023, meeting.
- 4. Student Affairs Committee
 - a. Chair Lewis called on Trustee Alonzie Scott to give the Student Affairs Committee Report.
 - b. Trustee Scott explained that the Student Affairs Committee met on Thursday, August 17, 2023, via Zoom Webinar. The committee had one action item and no information items on

their agenda.

- c. The action item was as follows:
 - i. STU-1: Approval of the 2023 Florida Educational Equity Act Report, presented by Aurora Osborn, Interim Director of the Office of Campus Culture and Access
 - d. Trustee Scott explained that the Student Affairs Committee recommended approval of all action items by the full Board of Trustees at the September 14, 2023, meeting.
5. Presidential Performance Evaluation & Metrics Ad Hoc Committee
- a. Chair Lewis called on Trustee Jill Singer to give the Presidential Performance Evaluation and Metrics Ad Hoc Committee Report.
 - b. Trustee Singer explained that the Presidential Performance Evaluation and Metrics Ad Hoc Committee met several times over the summer.
 - c. Trustee Singer summarized the July 19, 2023, Presidential Performance Evaluation and Metrics Ad Hoc Committee meeting explaining that the committee had one action item and one information item on the agenda. The action item was to review and approve the 2022-2023 UWF Presidential Evaluation that would be sent to the Trustees to complete. The information item was to review the next steps for the committee.
 - d. Trustee Singer summarized the August 17, 2023, Presidential Performance Evaluation and Metrics Ad Hoc Committee meeting and explained that the committee had two action items and no information items on the agenda. The first action item was to review the results of the 2022-2023 UWF Presidential Evaluation and to approve the 2022-2023 UWF Presidential Evaluation Report. The second action item was to review the 2024 Presidential Employment Agreement and make recommendations for changes as needed. Trustee Singer noted that the August 17, 2023, committee meeting ran over time and a second meeting was scheduled for September 7, 2023, to finalize these action items.

E. Direct Support Organization Reports

- 1. UWF Foundation, Inc
 - a. Chair Lewis called on Trustee Dick Baker to give the Foundation report.

- b. Trustee Baker provided highlights of Advancement activities for fiscal year 2023 and reviewed the plans for fiscal year 2024. Trustee Baker also reviewed recent gifts made to the University. Trustee Baker reported on the Foundation Board and committees' activities and provided a brief report on Alumni Relations activities.
- 2. UWF Historic Trust, Inc
 - a. Chair Lewis presented the UWF Historic Trust report to the board.
 - b. Chair Lewis provided a summary of the July 24, 2023, UWF Historic Truste bord meeting and provided information on the organization's events and activities.
- 3. UWF Business Enterprises, Inc
 - a. Chair Lewis called on Trustee Bob Sires to give the BEI report.
 - b. Trustee Sires provided an overview of BEI's finances and discussed current activities and plans for the organization.

VII. Unfinished Business

A. Consent Agenda

- 1. Chair Lewis noted there were ten items on the consent agenda.
 - a. ACA-1: Approval of Tenure as a Condition of Employment
 - b. ACA-2: Approval of the 2022-2023 UWF Institutes & Centers Annual Report
 - c. ACA-3: Approval of New UWF Reg. 5.070 Linking Industry to Nursing Ed. Fund
 - d. ACA-4: Approval of New UWF Regulation 2.001 Post-Tenure Review
 - e. ACA-5: Approval of Revised UWF Reg. 3.040 Textbook & Instr. Materials Affordability
 - f. ACA-6: Approval of the 2023 UWF Textbook & Instr. Materials Affordability Report
 - g. AUD-1: Acceptance of the Internal Auditing PCard Reports and Annual Report
 - h. AUD-2: Approval of the Office of Compliance & Ethics Annual Report
 - i. AUD-3: Approval of the Office of Compliance & Ethics Work Plan
 - j. STU-1: Approval of the 2023 Florida Educational Equity Act Report
- 2. Chair Lewis informed the Trustees that they may pull any individual item from the consent agenda below for further review, if needed. Chair Lewis explained that each item was fully discussed during the

committee meetings and all of the recommendations of the committees reflect the proposed action provided within the agenda. Chair Lewis asked if there were any requests to pull any consent agenda items for further discussion. There were no requests.

3. Chair Lewis asked for a motion for the Board to approve and adopt the recommendations of the Academic Affairs; Audit & Compliance; Finance, Facilities & Operations; and Student Affairs Committees made during their meetings with respect to the matters set forth on the consent agenda?
 - a. Motion by: Trustee White
 - b. Seconded by: Trustee Scott
 - c. Motion passed unanimously.

VIII. New Business

A. Action Items

1. BOT-1: Approve Updated UWF Reg. 6.0054, Competitive Solicitation Requirements
 - a. The first action item was presented by Betsy Bowers.
 - b. Chair Lewis asked for a motion to approve the updated UWF Regulation 6.0054, Competitive Solicitation Requirements.
 - i. Motion by: Trustee White
 - ii. Seconded by: Trustee Baker
 - iii. Motion passed unanimously.
2. BOT-2: Approve Final FY 22-23 University Carryforward & Fixed Capital Outlay
 - a. The second action item was presented by Jeffrey Djerlek, Associate Vice President for Finance and University Controller.
 - b. Chair Lewis asked for motion to approve the updated and final fiscal year 2022-23 University Carryforward Spending Plan as of June 30, 2023, and the updated and final fiscal year 2022-23 University Fixed Capital Outlay Budget as of June 30, 2023.
 - i. Motion by: Trustee Singer
 - ii. Seconded by: Trustee Sires
 - iii. Motion passed unanimously.
3. BOT-3: Approve FY 23-24 Carryforward, Fixed Capital Outlay, & Certification
 - a. The third action item was presented by Jeffrey Djerlek.
 - b. Chair Lewis asked for motion to approve the Estimated Fiscal Year 2023-24 University Carryforward Spending Plan; the Estimated Fiscal Year 2023-24 University Fixed Capital

- Outlay Plan; and the Certification Document for University Fixed Capital Outlay, Operating, and Carryforward Budgets?
- i. Motion by: Trustee Baker
 - ii. Seconded by: Trustee Hsu
 - iii. Motion passed unanimously.
- c. Chair Lewis asked for motion to authorize the President to make future adjustments to the Fiscal Year 2023-24 Carryforward Spending Plan and the Fiscal Year 2023-24 Fixed Capital Outlay Plan as institutional needs warrant?
- i. Motion by: Trustee Baker
 - ii. Seconded by: Trustee Singer
 - iii. Motion passed unanimously.
4. BOT-4: Approve Annual Report of Self-Supporting & Market Tuition Rate Programs
- a. The fourth action item was presented by Jeffrey Djerlek.
 - b. Chair Lewis asked for motion to approve the Annual Report of Self-Supporting and Market Tuition Rate Programs for Fiscal Years 2021-2022 and 2022-2023.
 - i. Motion by: Trustee White
 - ii. Seconded by: Trustee Scott
 - iii. Motion passed unanimously.
5. BOT-5: Ratify the UFF Collective Bargaining Agreement for 2023-2026
- a. The fifth action item was presented by Jamie Sprague, Associate Vice President of Human Resources.
 - b. Chair Lewis asked for motion to ratify the Collective Bargaining Agreement for 2023-2026 between the University of West Florida and the United Faculty of Florida, UWF Chapter.
 - i. Motion by: Trustee Scott
 - ii. Seconded by: Trustee Hsu
 - iii. Motion passed unanimously.
6. BOT-6: Ratify the 2023 UWF-AFSCME Collective Bargaining Agreement Reopener
- a. The sixth action item was presented by Jamie Sprague.
 - b. Chair Lewis asked for motion to ratify the 2023 Collective Bargaining Agreement reopener between the University of West Florida and the American Federation of State, County, and Municipal Employees Council 79 (AFSCME).
 - i. Motion by: Trustee Baker
 - ii. Seconded by: Trustee White

- iii. Motion passed unanimously.
7. BOT-7: Ratify the 2023 UWF-PBA Collective Bargaining Agreement Reopener
 - a. The seventh action item was presented by Jamie Sprague.
 - b. Chair Lewis asked for motion to ratify the 2023 Collective Bargaining Agreement reopener between the University of West Florida and the Florida Police Benevolent Association, Inc.
 - i. Motion by: Trustee Hsu
 - ii. Seconded by: Trustee Scott
 - iii. Motion passed unanimously.
8. BOT-8: Approve Revisions to BOT-12 Board of Trustees Public Comment Policy
 - a. The eighth action item was presented by Susan Woolf, General Counsel.
 - b. Chair Lewis asked for motion to approve the revisions to University Policy BOT-12 Board of Trustees Public Comment.
 - i. Motion by: Trustee White
 - ii. Seconded by: Trustee James
 - iii. Motion passed unanimously.
9. BOT-9: Approve 2022-23 Presidential Performance Evaluation & Compensation
 - a. The ninth action item was presented by Vice-Chair Jill Singer.
 - b. Chair Lewis asked for motion to approve the 2022-2023 Presidential Performance Evaluation Report and the 20% performance incentive compensation recommendation presented by the UWF Board of Trustees Presidential Performance Evaluation and Metrics Ad hoc Committee and delegate authority to the Board of Trustees Chair to submit the report to the Board of Governors.
 - i. Motion by: Trustee White
 - ii. Seconded by: Trustee Scott
 - iii. Motion passed unanimously.
10. BOT-10: Approve 2024 Employment Agreement for President Saunders
 - a. Chair Lewis presented the tenth action item.

- b. Chair Lewis asked for motion to approve the renewal terms to the employment agreement for President Martha D. Saunders for the time period January 1, 2024, through December 31, 2024, which includes an 8% base salary increase, and, subject to approval by the Board of Governors, authorize the Chair of the UWF BOT to execute on behalf of the BOT an employment agreement with the president for the same time frame.
 - i. Motion by: Trustee White
 - ii. Seconded by: Trustee Scott
 - iii. Motion passed unanimously.
11. BOT-11: Approve March 2024 Board of Trustees Meeting Date Change
- a. Chair Lewis presented the eleventh action item.
 - b. Chair Lewis asked for motion to approve the rescheduling of the March 28, 2024, Board of Trustees meeting to March 7, 2024, at the UWF Conference Center as presented.
 - i. Motion by: Trustee White
 - ii. Seconded by: Trustee Hsu
 - iii. Motion passed unanimously.
12. BOT-12: Resolution 2023.4 in Recognition of Distinguished Service
- a. Chair Lewis presented the twelfth and final action item which was BOT Resolution 2023.4 which was presented to Dr. Sherry Schneider in recognition of distinguished service.
 - b. Chair Lewis read the resolution as follows:
 - i. Whereas Trustee Sherry Schneider served with distinction and good humor on the University of West Florida Board of Trustees from August 2019 through August 2023; and
 - ii. Whereas Trustee Schneider used her position as trustee to encourage discussion and interest in the issues affecting UWF students, faculty, and staff, serving on numerous committees such as the Board of Trustees Academic Affairs Committee, the university COVID-19 Advisory Committee, and the Provost Search Committee; and
 - iii. Whereas Trustee Schneider has served as President of the Faculty Senate for two terms, the principal governing body of the UWF faculty, encouraging faculty and student involvement in developing the new UWF Strategic Plan and 10-year Campus Master Plan, and initiating the first Argo Pantry “Food Fight”

competition between Faculty Senate, Staff Senate, and the Student Government Association; and

- iv. Whereas Trustee Schneider has served to promote the interests of the UWF faculty and university as a whole through her participation in the Advisory Council of Faculty Senates for the Florida State University System; and
 - v. Whereas Trustee Schneider is a valued Assistant Professor in the UWF Department of Psychology, dedicated to her students, research, and service, receiving the UWF Faculty Service Award for 2021-2022; and
 - vi. Now, therefore be it resolved that the University of West Florida Board of Trustees, at its regular meeting on this 14th day of September, the year of 2023, does hereby recognize and commend Trustee Sherry Schneider for her many contributions to the University of West Florida; and
 - vii. Be it further resolved that this resolution is included in the minutes of the meeting and a copy presented to Trustee Sherry Schneider as a token of the Board's appreciation and sincerest thanks.
- c. Chair Lewis asked for motion to adopt BOT Resolution 2023.4 in Recognition of Distinguished Service by Dr. Sherry Schneider, past President of the UWF Faculty Senate.
 - i. Motion by: Trustee James
 - ii. Seconded by: Trustee Scott
 - iii. Motion passed unanimously.

B. Information Items

- 1. INFO-1: Update on Sunshine Laws and Ethics
 - a. Chair Lewis called on Susan Woolf to present the first information item which was an update on Sunshine laws and ethics.
- 2. INFO-2: Update on Annual Fraud Risk Management Program at UWF
 - a. Chair Lewis called on Betsy Bowers to present the second information item which was a review of the annual fraud risk management program at UWF.
- 3. INFO-3: FY 2022-2023 Final Operating Budget Summary Performance

- a. Chair Lewis called on Jeffrey Djerlek to present the third information item on the fiscal year 2022-2023 final operating budget summary performance.
4. INFO-4: DSO Operating Budgets FY 2022/23 & DSO Resources Utilized
 - a. Jeffrey Djerlek presented the fourth information item on Direct Support Organizations operating budgets for fiscal year 2022-2023 and the DSO resources utilized report.
 5. INFO-5: UWF Bonuses Report for 2022-2023
 - a. Chair Lewis called on Jamie Sprague to present the fifth information item which was the UWF bonuses report for 2022-2023.
 6. INFO-6: Review of UWF's Commitment to the NCAA Principles of Conduct
 - a. Chair Lewis called on Dave Scott, Associate Vice President of Intercollegiate Athletics to present the sixth and final information item which was a review of UWF's commitment to the NCAA principles of conduct.

IX. Announcements

- A. Chair Lewis identified that all agenda items had been discussed. Chair Lewis provided the board with a brief update on the Board of Governors Trustee Summit, and she provided the board with the date for UWF's fall 2023 Commencement ceremonies. Chair Lewis then asked if the board members had any additional business to discuss. No other business was discussed.

X. Adjournment

12:12 p.m.

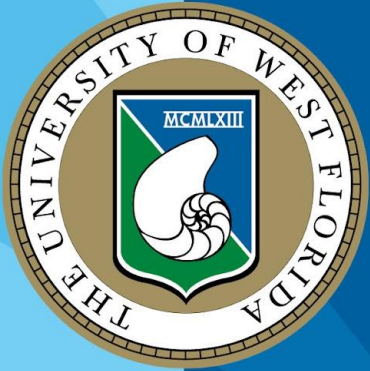
- A. Chair Lewis thanked those in attendance for their participation. With no other business to discuss, Chair Lewis adjourned the meeting at 12:12 p.m.



Board of Trustees
UNIVERSITY *of* WEST FLORIDA

Reports

- ❖ **President's Report**
- ❖ **Provost's Metrics Report**
- ❖ **Committee Reports**
- ❖ **DSO Reports**



President's Report to the Board of Trustees

MARTHA D. SAUNDERS, PH.D.
PRESIDENT

December 2023



UNIVERSITY *of* WEST FLORIDA

2022-2027 Strategic Plan

Culture of Inclusion & Civility

Community & Economic Engagement

Student-Centered & Focused

Academic Programs & Scholarship

Employee Success

Operational Excellence

Infrastructure

Strategic Direction | 1
Student Centered and Focused

Dr. Frank and
Dale Silver
Distinguished
Chemistry
Endowment



Program
t Florida

Strategic Direction | 1
Student Centered and Focused



Argo Growth
Fund Stock
Pitch

Strategic Direction | 1

Student Centered and Focused



Best for Vets



HR Florida Conference Student Case Competition

Strategic Direction | 1
Student Centered and Focused

Strategic Enrollment Plan Annual Report



Strategic Direction | 2
Employee Success



Holidayfest

Strategic Direction | 3

Exceptional Academic Programming and Scholarship Aligned with State Needs



Leidos
Cybersecurity
Infrastructure
Lab

Strategic Direction | 3

Exceptional Academic Programming and Scholarship Aligned with State Needs

Cancer Treatment Research Program



Strategic Direction | 3

Exceptional Academic Programming and Scholarship Aligned with State Needs



Immersive Nursing Experience

Strategic Direction | 3

Exceptional Academic Programming and Scholarship Aligned with State Needs

\$6.68M
Triumph
Grant





Strategic Direction | 4
Community and Economic Engagement

\$1.6M
Grant to
Support
Student-
Parents

Strategic Direction | 4
Community and Economic Engagement



Educational
Service
Agreement
with
U.S. Navy



CASSH Dean Search

Strategic Direction | 7
Culture of Inclusion and Civility



Office of Public Policy Events

Provost's Metrics Report

- ❖ **Metric 1:** Percent of Bachelor's Graduates Enrolled or Employed Earning \$40,000+ in the U.S. One Year After Graduation
- ❖ **Metric 2:** Median Wages of Bachelor's Graduates Employed Full-time One Year After Graduation
- ❖ **Metric 3:** Average Cost to the Student Net tuition and Fees for Resident Undergraduates per 120 Credit Hours
- ❖ **Metric 4:** Four-Year Graduation Rate for First Time in College Students (Full-Time)
- ❖ **Metric 5:** Academic Progress Rate 2nd Year Retention with GPA at 2.0 or Above
- ❖ **Metric 6:** Percent of Bachelor's Degrees Awarded in Programs of Strategic Emphasis
- ❖ **Metric 7:** University Access Rate Percent of Undergraduates with a Pell Grant
- ❖ **Metric 8:** Percent of Graduate Degrees Awarded in Programs of Strategic Emphasis
- ❖ **Metric 9A:** Florida College System AA Transfer Three-Year Graduation Rates (Full and Part-Time Students)
- ❖ **Metric 9B:** FTIC Pell Recipients 6-Year Graduate Rate (Full and Part-Time Students)
- ❖ **Metric 10:** Percent of Baccalaureate Graduates Completing 2+ Types of High Impact Practice

Academic Advocacy & Graduation Success

- The **Office of Academic Advocacy and Graduation Success (AAGS)** is dedicated to serving undergraduate students in their pursuit of timely progression to graduation.
- **AAGS** provides central coordination for several academic outreach initiatives throughout the year.
- **AAGS** provides students with timely feedback, connects students to appropriate resources, works with students in academic distress, and collaborate with academic departments, colleges, and university personnel to improve retention and progression to graduation.





FALL 2023



Office of Academic Advocacy
and Graduation Success
UNIVERSITY of WEST FLORIDA

- Convened an extension of the Retention team to the Graduation Workgroup
 - Developed 25 strategies for the Graduation Success Plan to support cohort timely degree completion
 - Implemented withdrawal process to track reasons and intervene where necessary
 - Implemented Argo Transfer Mentor Network Metric 9A, peer to peer mentoring
 - Accepting nominations for spring 2024, Stay the Course Student Advisory Board
- Hired & trained four academic advocates assigned to each college and the School of Education

ACADEMIC ADVOCATE'S JOB:

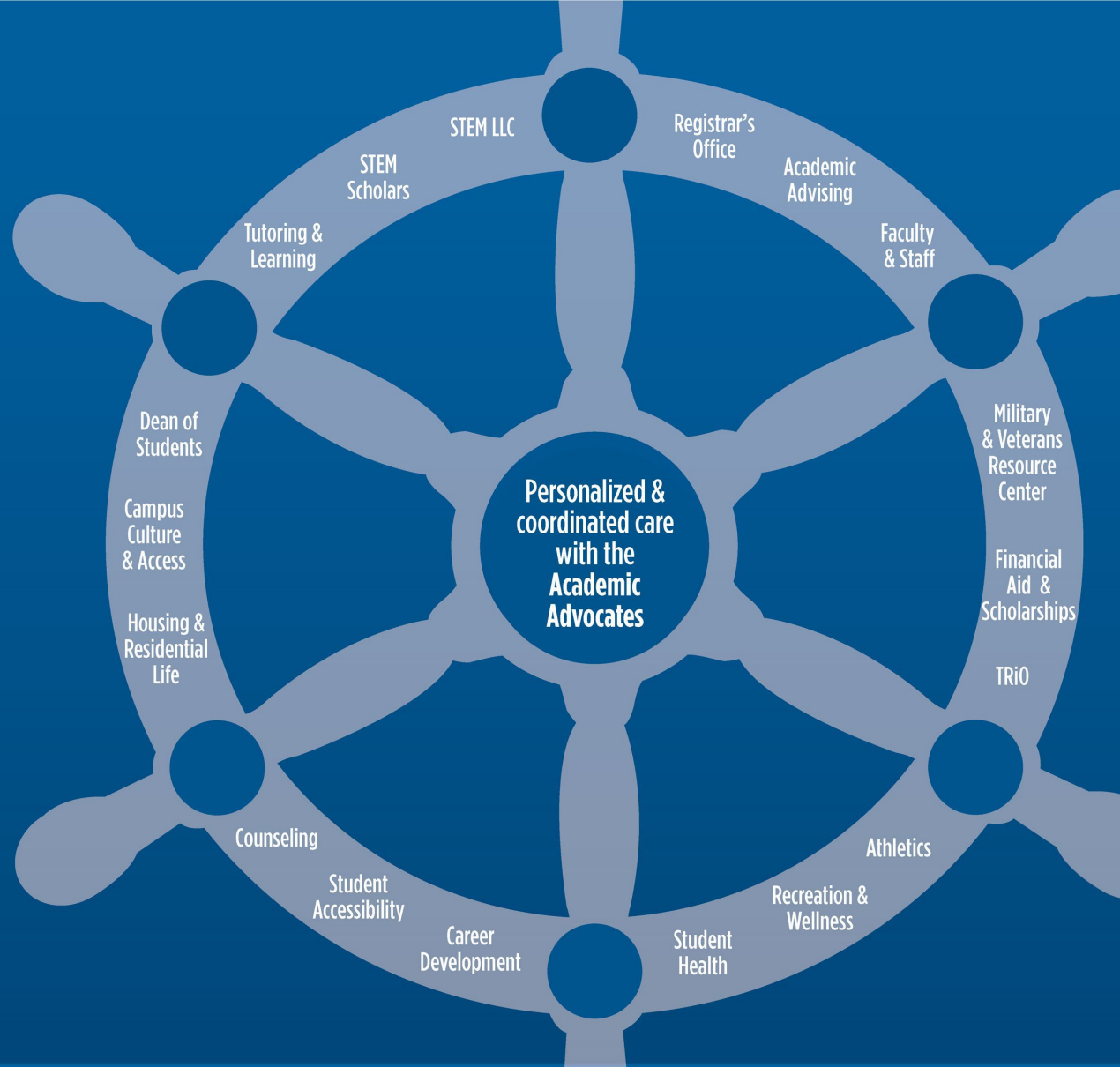
- Proactively identify students who may be at-risk and intervene
- Advocate for students on procedural matters that impact persistence
- Respond to individual student inquiries and faculty/staff referrals to assess and address academic matters that may be barriers to graduation
- Utilize the PAM Lab dashboard to proactively identify at-risk cohort students

STAY the COURSE

Offering personalized support to navigate the graduation journey.



Office of Academic Advocacy
and Graduation Success
UNIVERSITY of WEST FLORIDA



Academic Affairs Committee Report

Committee:

- Stephanie White, Chair
- Paul Hsu
- Susan James

Meeting:

The Academic Affairs Committee met on Thursday, November 16, 2023 via Zoom Webinar.

Agenda:

The Academic Affairs Committee had one action item and one information item on their agenda.

- Action Item:
 - [ACA-1](#): Revised UWF Regulation 2.001 Post-Tenure Review
 - Presented by Dr. Michelle Williams, Vice Provost
- Information Item:
 - [INFO-1](#): Academic Program Reviews for the 2023-2024 Academic Year
 - Presented by: Dr. Michelle Williams, Vice Provost

The Academic Affairs Committee recommended approval of the action item by the full Board of Trustees at the December 14, 2023 meeting.

Audit and Compliance Committee Report

Committee:

- Dick Baker, Chair
- Alonzie Scott
- Jill Singer

Meeting:

The Audit and Compliance Committee met on Thursday, November 16, 2023 via Zoom Webinar.

Agenda:

The Audit and Compliance Committee had four action items and three information items on their agenda.

- Action Items:
 - [AUD-1](#): Acceptance of Internal Audit Reports
 - Presented by Cindy Talbert, Chief Audit Executive
 - [AUD-2](#): Acceptance of PCard Quarter 1 Audit Report
 - Presented by Cindy Talbert, Chief Audit Executive
 - [AUD-3](#): Acceptance of BEI Audited Financial Statements 2023
 - Presented by Cindy Talbert, Chief Audit Executive
 - [AUD-4](#): Acceptance of UWF Historic Trust Audited Financial Statements 2023
 - Presented by Cindy Talbert, Chief Audit Executive
- Information Items:
 - [INFO-1](#): IAMC Quality Assurance Review - Annual Self-Assessment 2023
 - Presented by Cindy Talbert, Chief Audit Executive
 - [INFO-2](#): Internal Auditing and Management Consulting Update
 - Presented by Cindy Talbert, Chief Audit Executive
 - [INFO-3](#): Office of Compliance & Ethics - Update on Activities
 - Presented by Matthew Packard, Chief Compliance Officer

The Audit and Compliance Committee recommended approval of all action items by the full Board of Trustees at the December 14, 2023 meeting.

Finance, Facilities, and Operations Committee Report

Committee:

- Bob Sires, Chair
- Paul Hsu
- Jill Singer

Meeting:

The Finance, Facilities, and Operations Committee met on Thursday, November 16, 2023 via Zoom Webinar.

Agenda:

The Finance, Facilities, and Operations Committee had one action item and two information items on their agenda.

- Action Item:
 - [FFO-1](#): Approve CDA between Escambia County and UWF
 - Presented by Betsy Bowers, Vice President of Finance and Administration
- Information Items:
 - [INFO-1](#): Update on FY2023/24 Current Modified Operating Budget
 - Presented by Jeffrey A. Djerlek, Associate Vice President and University Controller
 - [INFO-2](#): Update on Preliminary FY2023 UWF Financial Reports
 - Presented by Jeffrey A. Djerlek, Associate Vice President and University Controller

The Finance, Facilities, and Operations Committee recommended approval of the action item by the full Board of Trustees at the December 14, 2023 meeting.

Student Affairs Committee Report

Committee:

- Alonzie Scott, Chair
- Dick Baker
- Ariauna Range

Meeting:

The Student Affairs Committee met on Thursday, November 16, 2023 via Zoom Webinar.

Agenda:

The Student Affairs Committee had one action item and one information items on their agenda.

- Action Item:
 - [STU-1](#): Endorsement of the SUS Statement of Free Expression
 - Presented by Aurora Osborn, Interim Director of the Office of Campus Culture and Access
- Information Item:
 - [INFO-1](#): Student Health and Wellbeing Update from the Dean of Students
 - Presented by: Dr. Mary Anderson, Associate Vice President and Dean of Students

The Student Affairs Committee recommended approval of the action item by the full Board of Trustees at the December 14, 2023 meeting.

Officer Nominations Ad Hoc Committee Report

Committee:

- Dick Baker, Chair
- Alonzie Scott
- Susan James

Meetings:

The Officer Nominations Ad Hoc Committee met on Monday, September 11, 2023 via Zoom Webinar.

Agenda:

The Officer Nominations Ad Hoc Committee had two action items and no information items on their agenda.

- Action Items:
 - [OFF-1](#): UWF Board of Trustees Chair Nomination
 - Presented by Dick Baker, Committee Chair
 - [OFF-2](#): UWF Board of Trustees Vice Chair Nomination
 - Presented by Dick Baker, Committee Chair

The Officer Nominations Ad Hoc Committee will present their nominations at the full Board of Trustees meeting on December 14, 2023.



Business Enterprises, Inc. Report

BEI Financial Overview

- BEI continues to generate sustainable and positive net income and cash balances which are available to advance the mission of UWF. As of the end of 11/30/2023, BEI generated net income of \$195,180, after donations of bookstore and dining services commissions to UWF. BEI estimate cash and investments as of 11/30/2023 are valued at \$913,682.

Aramark Contract Amendments and contract Renewal

- BEI and Aramark are currently negotiating amendments and renewal terms for the dining service contract. Issues under review include price increases for meal plans, BEI's dining service commission rate, Aramark's capital investments for dining service improvements and the amortization of capital improvements under the contract amendments and contract renewal.

Follett Contract Renegotiation and Transition to EAP

- Follett's current bookstore contract expires on 9/24. Under the new contract Follett will provide an unrestricted cash signing bonus to UWF BEI upon transition to the EAP program. Under the EAP program Follett will provide online access to all of a student's assigned instructional materials for a reduced total cost of \$270 per student per semester. Follett's general counsel is drafting the new contract for review by UWF/BEI general counsel.

Argo Village and Building 8

- Argo Village is 100% leased with desirable long-term tenants and is generating sustainable and stable cash flow. BEI and Argo tenant CBA have agreed to a five-year renewal of its lease at Argo Village.
- UWF/BEI has agreed to sell the office building at 9999 University Parkway (previously occupied by SBDC) to IUEC Local 124 for a cash price of \$461,500 which is above appraised value, subject to approvals of Local 124's membership on 1/12/24 and UWF/BEI's board of directors.

Quarterly Capital Expenditure Report

- In January 2024 as required by DSO regulations, BEI will submit to the UWF President and the BEI Board of Directors a Quarterly Capital Expenditure Report confirming that there have been "No Significant" Commitment of BEI or UWF Resources.

UWF Infant Childcare Center Expansion

- As previously reported BEI, UWF Student Affairs, and UWF Facilities and UWF childcare staff continue to explore and evaluate the feasibility of expansion of childcare services for UWF faculty and staff at the UWF childcare center.



Division of University Advancement Reports

Advancement Report:

FY24 How are we doing:

- Total New Cash, New Pledges and New Planned Gifts since July 1 - as of Nov 30th
\$4,582,390
- Annual Fund: **\$757,905 represents 3901 donors YTD**
- **29** gifts over \$10k received
- **195** Nautilus level donors (donors at \$1,000 or more) received YTD

Some Recent Gift Highlights:

- \$228K from Ascension Sacred Heart to support an immersive nursing education initiative.
- \$100K from the late Dr. Frank Silver to support Chemistry
- \$60K from Corteva Agriscience
- \$52K to support the Franzalia Stem Scholarship
- \$51K from Christine Carson to establish a Women's Tennis endowment
- \$30K from Chris Kucharski to support football.

December is a busy month for the Foundation with the end of calendar year giving. As a trustee, if you have not already made a gift since July 1st, now would be a great time to do so.



Foundation Board Updates:

The UWF Foundation Board of Directors held their committee meetings on Tuesday, Nov. 14, 2023, at the UWF Historic Trust - J. Earle Bowden Building.

Executive Committee: Executive Committee received committee chair reports and had two action items that were presented to the Board of Directors on Dec. 6, 2023, for ratification: 1) RE: Summer 2024 Housing Projects - to approve budget for Summer 2024 Housing project as listed estimated around \$1 million. 2) RE: UWF President's Club - After discussion, the Executive Committee voted to authorize management to sell the real estate and contents. Proceeds will fund scholarships. The full Foundation board also approved the sale. Per Foundation policy, you will be asked to approve the Foundation Board's decision as the real estate is valued at more than \$1M.

Investment Committee: CAPTRUST provided the quarter ending September 30th investment pool performance report. Total market value assets were \$117,729,885 at the start of the quarter and ended the quarter at \$115,834,335 with net returns of -1.7% for the quarter. CAPTRUST did not have any recommendation instructions for this quarter. The committee

reviewed the Earnings vs. Expenses, which were in line, and Other Assets (Charitable Gift Annuities), which were down slightly this quarter. The committee invited the seven Foundation Student Fellow Program (“FSFP”) applicants to the investment committee meeting, five of whom were present and provided a 2-minute “elevator speech” on their background and what they hope to gain from the program. The committee determined the expectations of each student fellow in the program to be stated in an acceptance letter. The committee sent three acceptance letters to the selected applicants, all of whom accepted the Foundation Student Fellowship: Aaron Korel, Nicolas Mielke and Quinton Amaral. The committee also received a report on the Argo Student Growth and Bond Fund followed by Q&A from Student Trustees Ms. Ada Turemis and Mr. Luke Racine, accompanied by Dr. K C Ma, Professor of Finance.

Audit / Budget Committee: Housing Director Leigh Prouty provided a Housing update to the committee. With 99% occupancy (1538 residents), Housing is backfilling with residents on the waitlist. Housing plans to commit 20 rooms towards a Nursing Living Learning Community in Heritage Hall by Fall 2024. The committee was provided with a proposed list of Summer 2024 Housing projects with estimates totaling \$847,849. This does not include the \$184,427 for the Pace Hall chiller replacement budgeted to FY23, which will be installed during winter break. Currently Housing is over revenue and under budget, and the current debt ratio is 1.324 The Foundation is required to maintain a debt covenant ratio (DCR) of 1.2. Expectations are that there will be a need for 250 or more units soon. The Auditor’s Management Letter for the final FY23 Financial Statements was signed on Nov. 14th.

Nominating Committee: The board will have six board member openings to fill as follows: three Board-elected appointment openings, two Presidential appointments and one UWF Alumni Association Board appointment. Currently there are four board members eligible for reappointment. The nominating committee is actively working on a list of potential board nominees to fill the six board member positions with terms starting July 1, 2024.

Grant Committee: The Grant Committee met on Nov. 29th to review eight student applications received for the Foundation Study Abroad grant scholarship, award amounts ranging from \$2,000 to \$2,500 to be used for Spring 2024 Study Abroad programs. The committee decided on five awards totaling \$ 12,000.

UWF Foundation Full Board Meeting - Dec. 6, 2023

The UWF Foundation Board of Directors voted to accept all committee-approved action items as stated in the reports.



Alumni Report (From September through November 2023)

- The Alumni Association had a tailgate tent at each home football game as well as a watch party at Seville Quarter for all away games.
- The Alumni Association and Athletics hosted a pregame tailgate party in Tallahassee before the UWF Football @ FAMU game in September. There were over 300 people in attendance making it one of the largest non-Pensacola-area events ever!

- Homecoming 2023 was a success with our annual Alumni Breakfast on Museum Plaza, the 2023 Spirit of UWF Alumni and Community Awards and the official Alumni Homecoming Tailgate. We collected donations for Argo Pantry at breakfast and the Spirit T-Shirts were also available at all events. The Alumni Association assisted with and/or sponsored multiple alumni affinity group events such as: UWF Softball's Alumni Weekend, Recreation's Outstanding Alumni Award Reception, Catholic Argos' Homecoming Mass & Dinner and the Black Alumni Network's Homecoming Tailgate BBQ.
- The Spirit of UWF Alumni & Community Awards Luncheon was held on October 6 as part of Homecoming week. UWF honored 17 alumni and community partners who are making a significant impact on both UWF and their communities.
- Still promoting UWF License Plates. Limited opportunity to get a FREE UWF License Plate- email kstanley@uwf.edu if you know anyone interested.
- New Alumni trips have been announced for 2024-2025 including Italy, Great Britain, Christmas Markets, Costa Rica and Iceland. Information can be found on the Alumni webpage.

Upcoming UWF Alumni Events:

- December 9: Fall Commencement & Golden Graduates Celebration for the class of 1973.
- January 18: "Live Like a Donor" Night at Basketball
- February 16: UWF Alumni at the Ice Flyers



UNIVERSITY of WEST FLORIDA
HISTORIC TRUST

UWF Historic Trust Report

The UWF Historic Trust Board met on Monday November 27, 2023

Action Items – There were four action items on the agenda:

1. **Treasurer’s Report** –The Treasurer presented the Income Statement and Balance Sheet for October 31, 2023. The UWFHT had a monthly income over expense of \$130,775.94 and a year-to-date income over expense of \$96,850.73. We have been covering a larger portion of utilities and deferred maintenance costs, so expenses are high, but we did receive our county disbursements from the prior period last month and this has put us in a positive position. **The Treasurer’s report was approved with unanimous support.**
2. **Gifts and loans** – Eight gifts to the museum’s permanent collection were presented to the board for approval. **The board unanimously approved the request.**
3. **Presti/Bruce Planned Gift** - Dr. Charles D. Presti and Mr. Richard Michael Bruce would like to donate, at their deaths, two historic houses, 415 E. Government St. and 211 S. Florida Blanca Street. To the UWF Historic Trust. Both houses are located in the Pensacola Historic District and are contributing structures. Staff have inspected both structures and both are in great shape. **After discussion, the board unanimously approved a motion directing the Executive Director to sign the donation agreement.**
4. **Florida Department of State National Register Nomination Grant** - Dr. Judy Bense would like to partner with the UWF Historic Trust in applying for a small matching grant by June 1, 2024, to prepare a national register district nomination for the Luna Settlement and shipwrecks starting in 2025. The grant would not require any matching funds and the request would be for close to \$50,000. She would like to bring in Sidney Johnston of Stetson University to head up the work, have town halls with the neighborhood, and write the nomination. She would serve as the Primary Point of Contact. **After discussion the board approved a motion to partner with Dr. Judy Bense on submitting a National Register Nomination grant for the Luna Settlement and shipwrecks.**
5. **End of year collections donations** - Occasionally items are donated to the museum in December that the donor would like to take advantage of any tax credits the donor may be eligible for the year. In the past the board has allowed the Executive Director to approve these last-minute donations allowing the donor to include them in their tax filings. **The board unanimously approved a motion allowing the Executive Director to sign the donation agreement.**

Informational Items:

1. **Report by the Executive Director** –

- a. We are still waiting for the state to release our \$1,025,000 one-time legislative appropriation. The funds are being awarded in the form of two grants from the Florida Department of State, Division of Historical Resources. We continue to reach out with the division as to when we can begin receiving the funds.
- b. Overall Site visitation FY 2023/24 is down 25% over the same period from last year.
- c. We are in the final phase of our Operational/Compliance Audit being conducted by the UWF internal auditor. We expect to receive a DRAFT report in mid-December and hope to share a final report with the board in January.

2. Committee Reports:

- a. **PMA Report** – PMA Board Chairman Chris Heaney PMA’s report updating the Board on building updates and visitation. He shared that the painting in the cage area is underway, and it is looking great. Visitation has waned a bit as the season has shifted. August saw almost 700 visitors and Sept almost 500. We had a great Community Day open house event on Sept 9th. We have Spooktacular coming up this weekend and are excited to open Perdido by Richard McCabe on November 3rd.
- b. **Property and Collections Committee Report** – The Property and Collections Committee reported the following.
 - i. In September, Austin Historical removed all the windows and three sets of exterior doors from the Dorr House. They are back this week to reinstall them. This is part of a Special Category Grant. The house will remain closed until February so additional interior work can be completed. Visitors can scan a QR code to get a virtual tour of the house while it is closed.
 - ii. Painting at the Art Museum will conclude this week and work will start on replacing the brick pavers in the cage, along with removing all light fixtures.
 - iii. The final punch list items for the exterior work at the Bowden Building are being completed.
 - iv. The proposed wood ramp at the Barkley House came in at a very high price. Staff and Wescon are looking at ways to reduce the cost and possibly change the type of lift. The UWF Archaeologist will start fieldwork this week for the ramp. The plan is still to move forward if the price can come down to a reasonable amount.



Board of Trustees
UNIVERSITY *of* WEST FLORIDA

Unfinished Business

❖ Consent Agenda

Consent Agenda

Consent Agenda Items:

1. [ACA-1](#): Revised UWF Regulation 2.001 Post-Tenure Review
2. [AUD-1](#): Acceptance of Internal Audit Reports
3. [AUD-2](#): Acceptance of PCard Quarter 1 Audit Report
4. [AUD-3](#): Acceptance of BEI Audited Financial Statements 2023
5. [AUD-4](#): Acceptance of UWF Historic Trust Audited Financial Statements 2023
6. [FFO-1](#): Approve CDA between Escambia County and UWF
7. [STU-1](#): Endorsement of the SUS Statement of Free Expression

Trustees may pull any individual item from the consent agenda for further review as needed. Each item was fully discussed during the committee meetings and all recommendations of the committees reflect the proposed action provided on the agenda.



Board of Trustees
UNIVERSITY *of* WEST FLORIDA

New Business

❖ Action Items

❖ Information Items

**Board of Trustees
Full Board Meeting
December 14, 2023****Statewide Mutual Aid Agreement and Corresponding Resolution**

Recommended Action:

Approve the signing of the Florida Statewide Mutual Aid Agreement and authorize the chair of the UWF Board of Trustees to sign on behalf of the board; and further, adopt the resolution authorizing the approval of the Statewide Mutual Aid Agreement.

Background Information:

Mutual aid agreements codify how agencies share resources. Pursuant to Chapter 252, Florida Statutes, the Emergency Management Act, the State of Florida Division of Emergency Management has developed a Statewide Mutual Aid Agreement for political subdivisions, local governmental entities, state agencies, state colleges, and state universities. The purpose is to coordinate and direct emergency management assistance between participating parties and concentrate available resources where needed. Under this agreement, any participating party, including the Florida Division of Emergency Management, may request assistance for a 'major disaster' or 'catastrophic disaster' as defined in 252.34, Florida Statutes, minor disasters, and other such emergencies as lawfully determined by a participating party. The ultimate responsibility for the reimbursement of costs incurred under this Agreement shall rest with the requesting party. An assisting party shall bill the Division or other Requesting Party as soon as practicable, but not later than 30 days after the Period of Assistance has closed.

Implementation Plan:

Upon approval and authorization, the UWF BOT chair will sign the Statewide Mutual Aid Agreement for the university and the Resolution for the Board of Trustees.

Fiscal Implications:

None

Relevant Authority:

Chapter 252, Florida Statutes

Supporting Documents:

Statewide Mutual Aid Agreement and Resolution 2023.5

Prepared by:

Doug Hirsch, Director, Emergency Management, 850-474-2182, dhirsch@uwf.edu

Presenter:

Betsy Bowers, Vice President, Finance & Administration, 850-474-2210, bbowers@uwf.edu



STATE OF FLORIDA DIVISION OF EMERGENCY MANAGEMENT



Ron DeSantis, Governor

Kevin Guthrie, Executive Director

STATEWIDE MUTUAL AID AGREEMENT - 2023

This Agreement is an acknowledgment of receipt by the Florida Division of Emergency Management (“the Division”) and the local government (“Participating Party”) signing this Agreement. Execution of this agreement replaces all previous iterations and is active until a new agreement is drafted and requested by The Division.

This Agreement is based on the existence of the following conditions:

- A. The State of Florida is vulnerable to a wide range of emergencies and disasters that are likely to cause the disruption of essential services and the destruction of the infrastructure needed to deliver those services.
- B. Such emergencies and disasters often exceed the emergency response and recovery capabilities of any one county or local government.
- C. Such incidents may also give rise to unusual and unanticipated physical and technical needs which a local government cannot meet with existing resources, but that other local governments within the State of Florida may be able to provide.
- D. The Emergency Management Act, chapter 252, *Florida Statutes*, provides each local government of the state the authority to develop and enter into mutual aid agreements within the state for reciprocal emergency aid in case of emergencies too extensive to be dealt with unassisted, and through such agreements ensure the timely reimbursement of costs incurred by the local governments which render such assistance.
- E. Pursuant to chapter 252.32, *Florida Statutes*, the Division renders mutual aid among the political subdivisions of the state to carry out emergency management functions and responsibilities.
- F. Pursuant to chapter 252, *Florida Statutes*, the Division has the authority to coordinate and direct emergency management assistance between local governments and concentrate available resources where needed.

Based on the existence of the foregoing conditions, the Parties agree to the following articles:

ARTICLE I: DEFINITIONS

As used in this Agreement, the following expressions shall have the following meanings:

- A. The “Agreement” is this Agreement, which shall be referred to as the Statewide Mutual Aid Agreement (“SMAA”).



STATE OF FLORIDA DIVISION OF EMERGENCY MANAGEMENT



Ron DeSantis, Governor

Kevin Guthrie, Executive Director

- B. The “Division” is the Florida Division of Emergency Management.
- C. A “Requesting Party” to this Agreement is a Participating Party who requests assistance under this agreement.
- D. An “Assisting Party” to this Agreement is a Participating Party who provides assistance to a Requesting Party under this agreement.
- E. The “Period of Assistance” is the time during which an Assisting Party renders assistance to a Requesting Party under this agreement and includes the time necessary for the resources and personnel of the Assisting Party to travel to the place specified by the Requesting Party and the time necessary to return to their place of origin.
- F. A “Mission” is a documented emergency response activity performed during a Period of Assistance, usually in reference to one operational function or activity.
- G. A “local government” is any educational district, special district, or any entity that is a “local governmental entity” within the meaning of section 11.45(1)(g), *Florida Statutes*.
- H. An “educational district” is any school district within the meaning of section 1001.30, *Florida Statutes*, and any Florida College System Institution or State University within the meaning of section 1000.21, *Florida Statutes*.
- I. A “special district” is any local or regional governmental entity which is an independent special district within the meaning of section 189.012(3), *Florida Statutes*, established by local, special, or general act, or by rule, ordinance, resolution, or interlocal agreement.
- J. A “tribal council” is the respective governing bodies of the Seminole Tribe of Florida and Miccosukee Tribe of Indians recognized as special improvement district by section 285.18(1), *Florida Statutes*.
- K. An “interlocal agreement” is any agreement between local governments within the meaning of section 163.01(3)(a), *Florida Statutes*.
- L. A “Resource Support Agreement” as used in this Agreement refers to a supplemental agreement of support between a Requesting Party and an Assisting Party.
- M. “Proof of work” as used in this Agreement refers to original and authentic documentation of a single individual or group of individuals’ emergency response activity at a tactical level.



STATE OF FLORIDA DIVISION OF EMERGENCY MANAGEMENT



Ron DeSantis, Governor

Kevin Guthrie, Executive Director

- N. "Proof of payment" as used in this Agreement refers to original and authentic documentation of an emergency response expenditure made by an Assisting Party.
- O. A "Reimbursement Package" as used in this Agreement refers to a full account of mission response documentation supported by proof of work and proof of payment.
- P. Any expressions not assigned definitions elsewhere in this Agreement shall have the definitions assigned them by the Emergency Management Act, Chapter 252, *Florida Statutes*.

ARTICLE II: APPLICABILITY OF THE AGREEMENT

Any Participating Party, including the Division, may request assistance under this Agreement for a "major disaster" or "catastrophic disaster" as defined in section 252.34, *Florida Statutes*, minor disasters, and other such emergencies as lawfully determined by a Participating Party.

ARTICLE III: INVOCATION OF THE AGREEMENT

In the event of an emergency or anticipated emergency, a Participating Party may request assistance under this Agreement from any other Participating Party or the Division if, in the judgement of the Requesting Party, its own resources are inadequate to meet the needs of the emergency or disaster.

- A. Any request for assistance under this Agreement may be oral, but within five (5) calendar days must be confirmed in writing by the Requesting Party. All requests for assistance under this Agreement shall be transmitted by the Requesting Party to another Participating Party or the Division. If the Requesting Party transmits its request for Assistance directly to a Participating Party other than the Division, the Requesting Party and Assisting Party shall keep the Division advised of their activities.
- B. The Division shall relay any requests for assistance under this Agreement to such other Participating Parties as it may deem appropriate and coordinate the activities of the Assisting Parties to ensure timely assistance to the Requesting Party. All such activities shall be carried out in accordance with the State's Comprehensive Emergency Management Plan.

ARTICLE IV: RESPONSIBILITIES OF REQUESTING PARTIES

To the extent practicable, all Requesting Parties shall provide the following information to their respective county emergency management agency, the Division, and the intended Assisting Party or Parties. In providing such information, Requesting Parties should utilize Section I of the



STATE OF FLORIDA DIVISION OF EMERGENCY MANAGEMENT



Ron DeSantis, Governor

Kevin Guthrie, Executive Director

Resource Support Agreement (RSA) Form, available via the [Division approved documents SharePoint site](#)¹.

- A. A description of the Mission to be performed by the Assisting Party;
- B. A description of the resources and capabilities needed to complete the Mission successfully;
- C. The location, date, and time personnel and resources from the Assisting Party should arrive at the incident site, staging area, facility, or other location designated by the Requesting Party;
- D. A description of the health, safety, and working conditions expected for deploying personnel;
- E. Lodging and meal availability;
- F. Any logistical requirements;
- G. A description of any location or facility outside the territorial jurisdiction of the Requesting Party needed to stage incoming resources and personnel;
- H. The location date, and time for personnel of the Requesting Party to meet and receive the personnel and equipment of the Assisting Party; and
- I. A technical description of any communications equipment needed to ensure effective information sharing between the Requesting Party, any Assisting Parties, and all relevant responding entities.

ARTICLE V: RESPONSIBILITIES OF ASSISTING PARTIES

Each Party shall render assistance under this Agreement to any Requesting Party to the extent practicable that its personnel, equipment, resources, and capabilities can render assistance. If upon receiving a request for assistance under this Agreement a Party determines that it has the capacity to render some or all of such assistance, it shall provide the following information without delay to the Requesting Party, the Division, and the Assisting Party's County emergency management agency. In providing such information, the Assisting Party should utilize the Section II of the Resource Support Agreement (RSA) Form, available via the [Division approved documents SharePoint site](#).

¹ FDEM approved documents such as activity logs and mutual aid forms can be found at:
https://portal.floridadisaster.org/projects/FROC/FROC_Documents/Forms/AllItems.aspx?View=%7B6F3CF7BD%2DC0A4%2D4BE2%2DB809%2DC8009D7D0686%7D



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Kevin Guthrie, *Executive Director*

- A. A description of the personnel, equipment, supplies, services and capabilities it has available, together with a description of the qualifications of any skilled personnel;
- B. An estimate of the time such personnel, equipment, supplies, and services will continue to be available;
- C. An estimate of the time it will take to deliver such personnel, equipment, supplies, and services to the location(s) specified by the Requesting Party;
- D. A technical description of any communications and telecommunications equipment available for timely communications with the Requesting Party and other Assisting Parties;
- E. The names and contact information of all personnel whom the Assisting Party has designated as team leaders or supervisors; and
- F. An estimated cost for the provision of assistance.

ARTICLE VI: RENDITION OF ASSISTANCE

The Requesting Party shall afford the emergency response personnel of all Assisting Parties, while operating within the jurisdictional boundaries of the Requesting Party, the same powers, duties, rights, and privileges, except that of arrest unless specifically authorized by the Requesting Party, as are afforded the equivalent emergency response personnel of the Requesting Party. Emergency response personnel of the Assisting Party will remain under the command and control of the Assisting Party, but during the Period of Assistance, the resources and responding personnel of the Assisting Party will perform response activities under the operational and tactical control of the Requesting Party.

- A. Unless otherwise agreed upon between the Requesting and Assisting Party, the Requesting Party shall be responsible for providing food, water, and shelter to the personnel of the Assisting Party. For Missions performed in areas where there are insufficient resources to support responding personnel and equipment throughout the Period of Assistance, the Assisting Party shall, to the fullest extent practicable, provide their emergency response personnel with the equipment, fuel, supplies, and technical resources necessary to make them self-sufficient throughout the Period of Assistance. When requesting assistance, the Requesting Party may specify that Assisting Parties send only self-sufficient personnel and resources but must specify the length of time self-sufficiency should be maintained.



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- B. Unless the Requesting Party has specified the contrary, it shall, to the fullest extent practicable, coordinate all communications between its personnel and the responding personnel of the Assisting Parties, and shall determine and share the frequencies and other technical specifications of all communications equipment to be used, as appropriate, with the deployed personnel of the Assisting Parties.
- C. Personnel of the Assisting Party who render assistance under this Agreement shall receive the usual wages, salaries, and other compensation as are normally afforded to personnel for emergency response activities within their home jurisdiction, and shall have all the immunities, rights, interests, and privileges applicable to their normal employment. If personnel of the Assisting Party hold local licenses or certifications limited to the jurisdiction of issue, then the Requesting Party shall recognize and honor those licenses or certifications for the duration of the Period of Assistance.

ARTICLE VII: REIMBURSEMENT

After the Period of Assistance has ended, the Assisting Party shall have 45 days to develop a full reimbursement package for services rendered and resources supplied during the Period of Assistance. All expenses claimed to the Requesting Party must have been incurred in direct response to the emergency as requested by the Requesting Party and must be supported by proof of work and proof of payment.

To guide the proper documentation and accountability of expenses, the Assisting Party should utilize the Claim Summary Form, available via the [Division approved documents SharePoint site](#) as a guide and summary of expense to collect information to then be formally submitted for review by the Requesting Party.

To receive reimbursement for assistance provided under this agreement, the Assisting Party shall provide, at a minimum, the following supporting documentation to the Requesting Party unless otherwise agreed upon between the Requesting and Assisting Parties:

- A. A complete and authentic description of expenses incurred by the Assisting Party during the Period of Assistance;
- B. Copy of a current and valid Internal Revenue Service W-9 Form;
- C. Copies of all relevant payment and travel policies in effect during the Period of Assistance;
- D. Daily personnel activity logs demonstrating emergency response activities performed for all time claimed (for FDEM reimbursement Division approved activity logs will be required for personnel activity claims);



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- E. Official payroll and travel reimbursement records for all claimed personnel expenses;
- F. Neat and comprehensive fringe benefit calculations for each position class or category of claimed personnel;
- G. Written justification for all additional expenses/purchases incurred during the Period of Assistance;
- H. Proof of payment for additional/miscellaneous expenses incurred during the Period of Assistance
- I. Equipment activity logs demonstrating equipment use and operation in support of emergency response activities for all time claimed (for FDEM reimbursement Division approved forms will be required for equipment activity claims);
- J. Proof of reimbursement to all employees who incurred emergency response expenses with personal money;
- K. Justification for equipment repair expenses; and
- L. Copies of any applicable supporting agreements or contracts with justification.

If a dispute or disagreement regarding the eligibility of any expense arises, the Requesting Party, Assisting Party, or the Division may elect binding arbitration. If binding arbitration is elected, the Parties must select as an arbitrator any elected official of another Participating Party, or any other official of another Participating Party whose normal duties include emergency management, and the other Participating Party shall also select such an official as an arbitrator, and the arbitrators thus chosen shall select another such official as a third arbitrator.

The three (3) arbitrators shall convene by teleconference or videoconference within thirty (30) calendar days to consider any documents and any statements or arguments by the Division, the Requesting Party, or the Assisting Party concerning the protest, and shall render a decision in writing not later than ten (10) business days after the close of the hearing. The decision of a majority of the arbitrators shall bind the parties and shall be final.

If the Participating Parties do not elect binding arbitration, this agreement and any disputes arising thereunder shall be governed by the laws of the State of Florida and venue shall be in Leon County, Florida. Nothing in this Agreement shall be construed to create an employer-employee relationship or a partnership or joint venture between the participating parties. Furthermore, nothing contained herein shall constitute a waiver by either Party of its sovereign immunity or the provisions of section 768.28, Florida Statutes. Nothing herein shall be construed as consent by either Party to be sued by third parties.



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ARTICLE VIII: COST ELIGIBLE FOR REIMBURSEMENT

The costs incurred by the Assisting Party under this Agreement shall be reimbursed as needed to make the Assisting Party whole to the fullest extent practicable.

- A. Employees of the Assisting Party who render assistance under this Agreement shall be entitled to receive from the Assisting Party all their usual wages, salaries, and any and all other compensation for mobilization, hours worked, and demobilization. Such compensation shall include any and all contributions for insurance and retirement, and such employees shall continue to accumulate seniority at the usual rate. As between the employees and the Assisting Party, the employees shall have all the duties, responsibilities, immunities, rights, interests, and privileges incident to their usual employment. The Requesting Party shall reimburse the Assisting Party for these costs of employment.
- B. The costs of equipment supplied by the Assisting Party shall be reimbursed at the rental rate established in FEMA's Schedule of Equipment, or at any other rental rate agreed to by the Requesting Party. In order to be eligible for reimbursement, equipment must be in actual operation performing eligible work. The labor costs of the operator are not included in the rates and should be approved separately from equipment costs. The Assisting Party shall pay for fuels, other consumable supplies, and repairs to its equipment as needed to keep the equipment in a state of operational readiness. Rent for the equipment shall be deemed to include the cost of fuel and other consumable supplies, maintenance, service, repairs, and ordinary wear and tear. With the consent of the Assisting Party, the Requesting Party may provide fuels, consumable supplies, maintenance, and repair services for such equipment at the site. In that event, the Requesting Party may deduct the actual costs of such fuels, consumable supplies, maintenance, and services from the total costs otherwise payable to the Assisting Party. If the equipment is damaged while in use under this Agreement and the Assisting Party receives payment for such damage under any contract of insurance, the Requesting Party may deduct such payment from any item or items billed by the Assisting Party for any of the costs for such damage that may otherwise be payable.
- C. The Requesting Party shall pay the total costs for the use and consumption of any and all consumable supplies delivered by the Assisting Party for the Requesting Party under this Agreement. In the case of perishable supplies, consumption shall be deemed to include normal deterioration, spoilage, and damage notwithstanding the exercise of reasonable care in its storage and use. Supplies remaining unused shall be returned to the Assisting Party in usable condition upon the close of the Period of Assistance, and the Requesting Party may deduct the cost of such returned supplies from the total costs billed by the Assisting Party for such supplies. If the Assisting Party agrees, the Requesting Party may also replace any and all used consumable supplies with like



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supplies in usable condition and of like grade, quality and quantity within the time allowed for reimbursement under this Agreement.

- D. The Assisting Party shall keep records to document all assistance rendered under this Agreement. Such records shall present information sufficient to meet the audit requirements specified in the regulations of FEMA and any applicable circulars issued by the State of Florida. Upon reasonable notice, the Assisting Party shall make its records available the Requesting Party for inspection or duplication between 8:00 a.m. and 5:00 p.m. on all weekdays, except for official holidays.

ARTICLE IX: INSURANCE

Each Participating Party shall determine for itself what insurance to procure, if any. With the exceptions in this Article, nothing in this Agreement shall be construed to require any Participating Party to procure insurance.

- A. Each Participating Party shall procure employers' insurance meeting the requirements of the Workers' Compensation Act, as amended, affording coverage for any of its employees who may be injured while performing any activities under the authority of this Agreement, and shall be provided to each Participating Party.
- B. Any Participating Party that elects additional insurance affording liability coverage for any be provided to each Participating Party. activities that may be performed under the authority of this Agreement shall
- C. Subject to the limits of such liability insurance as any Participating Party may elect to procure, nothing in this Agreement shall be construed to waive, in whole or in part, any immunity any Participating Party may have in any judicial or quasi-judicial proceeding.
- D. Each Participating Party which renders assistance under this Agreement shall be deemed to stand in the relation of an independent contractor to all other Participating Parties and shall not be deemed to be the agent of any other Participating Party.
- E. Nothing in this Agreement shall be construed to relieve any Participating Party of liability for its own conduct and that of its employees.
- F. Nothing in this Agreement shall be construed to obligate any Participating Party to indemnify any other Participating Party from liability to third parties.



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Ron DeSantis, *Governor*

Kevin Guthrie, *Executive Director*

ARTICLE X: GENERAL REQUIREMENTS

Notwithstanding anything to the contrary elsewhere in this Agreement, all Participating Parties shall be subject to the following requirements in the performance of this Agreement:

- A. All Participating Parties shall allow public access to all documents, papers, letters, or other materials subject to the requirements of the Public Records Act, as amended, and made or received by any Participating Party in conjunction with this Agreement.
- B. No Participating Party may hire employees in violation of the employment restrictions in the Immigration and Nationality Act, as amended.
- C. No costs reimbursed under this Agreement may be used directly or indirectly to influence legislation or any other official action by the Legislature of the State of Florida or any of its agencies.
- D. Any communication to the Division under this Agreement shall be sent via either email, the Division of Emergency Managements Enterprise System (DEMES), or mail to the Response Bureau, Florida Division of Emergency Management, 2555 Shumard Oak Boulevard, Tallahassee, Florida 32399-2100.
- E. Any communication to a Participating Party shall be sent to the official or officials specified by that Participating Party. For the purpose of this section, any such communication may be sent by the U.S. Mail, e-mail, or other electronic platforms.

ARTICLE XI: EFFECTS OF AGREEMENT

Upon its execution by a Participating Party, this Agreement shall have the following effect with respect to that Participating Party:

- A. The execution of this Agreement by any Participating Party which is a signatory to the Statewide Mutual Aid Agreement of 1994 shall terminate the rights, interests, duties, responsibilities, and obligations of that Participating Party under the Statewide Mutual Aid Agreement of 1994, but such termination shall not affect the liability of the Participating Party for the reimbursement of any costs due under the Statewide Mutual Aid Agreement of 1994, regardless of whether such costs are billed or unbilled.
- B. The execution of this Agreement by any Participating Party which is a signatory to the Public Works Mutual Aid Agreement shall terminate the rights, interests, duties, responsibilities and obligations of that Participating Party under the Public Works Mutual Aid Agreement, but such termination shall not affect the liability of the Participating Party for the reimbursement of any costs due under the Public Works Mutual Aid Agreement,



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regardless of whether such costs are billed or unbilled.

- C. Upon the activation of this Agreement by the Requesting Party, this Agreement shall supersede any other existing agreement between it and any Assisting Party to the extent that the former may be inconsistent with the latter.
- D. Upon its execution by any Participating Party, this Agreement will continue in effect for one (1) year from its date of execution by that Participating Party, and it shall automatically renew each year after its execution, unless within sixty (60) calendar days before the renewal date the Participating Party notifies the Division, in writing, of its intent to withdraw from the Agreement.
- E. The Division shall transmit any amendment to this Agreement by sending the amendment to all Participating Parties not later than five (5) business days after its execution by the Division. Such amendment shall take effect not later than sixty (60) calendar days after the date of its execution by the Division and shall then be binding on all Participating Parties. Notwithstanding the preceding sentence, any Participating Party who objects to the amendment may withdraw from the Agreement by notifying the Division in writing of its intent to do so within that time in accordance with section E of this Article.
- F. A Participating Party may rescind this Agreement at will after providing the other Participating Party a written SMAA withdrawal notice. Such notice shall be provided at least 30 days prior to the date of withdrawal. This 30-day withdrawal notice must be: written, signed by an appropriate authority, duly authorized on the official letterhead of the Participating Party, and must be sent via email, the Division of Emergency Managements Enterprise System (DEMES), or certified mail.

ARTICLE XII: INTERPRETATION AND APPLICATION OF AGREEMENT

The interpretation and application of this Agreement shall be governed by the following conditions:

- A. The obligations and conditions resting upon the Participating Parties under this Agreement are not independent, but dependent.
- B. Time shall be of the essence of this Agreement, and of the performance of all conditions, obligations, duties, responsibilities, and promises under it.
- C. This Agreement states all the conditions, obligations, duties, responsibilities, and promises of the Participating Parties with respect to the subject of this Agreement, and there are no conditions, obligations, duties, responsibilities, or promises other than those expressed in this Agreement.



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- D. If any sentence, clause, phrase, or other portion of this Agreement is ruled unenforceable or invalid, every other sentence, clause, phrase, or other portion of the Agreement shall remain in full force and effect, it being the intent of the Division and the other Participating Parties that every portion of the Agreement shall be severable from every other portion to the fullest extent practicable. The Division reserves the right, at its sole and absolute discretion, to change, modify, add, or remove portions of any sentence, clause, phrase, or other portion of this Agreement that conflicts with state law, regulation, or policy. If the change is minor, the Division will notify the Participating Party of the change and such changes will become effective immediately; therefore, please check these terms periodically for changes. If the change is substantive, the Participating Parties may be required to execute the Agreement with the adopted changes. Any continued or subsequent use of this Agreement following the posting of minor changes to this Agreement shall signify implied acceptance of such changes.
- E. The waiver of any obligation or condition in this Agreement by a Participating Party shall not be construed as a waiver of any other obligation or condition in this Agreement.

NOTE: This iteration of the State of Florida Statewide Mutual Aid Agreement will replace all previous versions.

The Division shall provide reimbursement to Assisting Parties in accordance with the terms and conditions set forth in this Article for missions performed at the direct request of the Division. Division reimbursement eligible expenses must be in direct response to the emergency as requested by the State of Florida. All required cost estimations and claims must be executed through the DEMES Mutual Aid Portal and assisting agencies must use all required [FDEM forms](#) for documentation and cost verification. If a Requesting Party has not forwarded a request through the Division, or if an Assisting Party has rendered assistance without being requested to do so by the Division, the Division shall not be liable for the costs of any such assistance.

FDEM reserves the right to deny individual reimbursement requests if deemed to not be in direct response to the incident for which asset was requested.

IN WITNESS WHEREOF, the Parties have duly executed this Agreement on the date specified below:



STATE OF FLORIDA DIVISION OF EMERGENCY MANAGEMENT



Ron DeSantis, Governor

Kevin Guthrie, Executive Director

FOR ADOPTION BY COMMUNITY COLLEGE OR STATE UNIVERSITY

STATE OF FLORIDA
DIVISION OF EMERGENCY MANAGEMENT

By: _____ Date: _____

Kevin Guthrie, Executive Director or
Ian Guidicelli, Authorized Designee

ATTEST:

BOARD OF TRUSTEES
OF _____
COMMUNITY COLLEGE,
STATE OF FLORIDA

BOARD OF TRUSTEES
OF _____
UNIVERSITY,
STATE OF FLORIDA

By: _____

Clerk

By: _____

Chairman

Date: _____

Approved as to Form:

By: _____

Attorney for Board



STATE OF FLORIDA DIVISION OF EMERGENCY MANAGEMENT



Ron DeSantis, Governor

Kevin Guthrie, Executive Director

SAMPLE AUTHORIZING RESOLUTION FOR ADOPTION OF STATEWIDE MUTUAL AID AGREEMENT

RESOLUTION NO. _____

WHEREAS, the State of Florida Emergency Management Act, Chapter 252, authorizes the State and its political subdivisions to provide emergency aid and assistance in the event of a disaster or emergency; and

WHEREAS the statutes also authorize the State to coordinate the provision of any equipment, services, or facilities owned or organized by the State or its political subdivisions for use in the affected area upon the request of the duly constituted authority of the area; and

WHEREAS this Resolution authorizes the request, provision, and receipt of interjurisdictional mutual assistance in accordance with the Emergency Management Act, Chapter 252, among political subdivisions within the State; and

NOW, THEREFORE, be it resolved by _____

_____ that in order to maximize the prompt, full and effective use of resources of all participating governments in the event of an emergency or disaster we hereby adopt the Statewide Mutual Aid Agreement which is attached hereto and incorporated by reference.

ADOPTED BY: _____

DATE: _____

I certify that the foregoing is an accurate copy of the Resolution adopted by

_____ on _____.

BY: _____

TITLE: _____

DATE: _____



RESOLUTION AUTHORIZING THE ADOPTION OF THE STATEWIDE MUTUAL AID AGREEMENT

The undersigned, being the duly appointed and acting University of West Florida Board of Trustees, at a meeting duly held pursuant to notice and a quorum being present, do hereby make the following resolutions:

BE IT RESOLVED:

WHEREAS, the State of Florida Emergency Management Act, Chapter 252, authorizes the State and its political subdivisions to provide emergency aid and assistance in the event of a disaster or emergency; and

WHEREAS, the statutes also authorize the State to coordinate the provision of any equipment, services, or facilities owned or organized by the State or its political subdivisions for use in the affected area upon the request of the duly constituted authority of the area; and

WHEREAS, this Resolution authorizes the request, provision, and receipt of inter-jurisdictional mutual assistance in accordance with the Emergency Management Act, Chapter 252, among political subdivisions within the State; and

NOW, THEREFORE, in order to maximize the prompt, full, and effective use of resources of all participating governments in the event of an emergency or disaster, The University of West Florida Board of Trustees hereby adopt the Statewide Mutual Aid Agreement, which is attached hereto and incorporated by reference.

PASSED AND ADOPTED this 14th day of December, 2023.

**UNIVERSITY OF WEST FLORIDA
BOARD OF TRUSTEES**

BY: _____
Board of Trustees Chair

ATTEST:

BY: _____
President and Corporate Secretary

**Board of Trustees
Full Board Meeting
December 14, 2023****Approve Real Property to be Marketed to Sell**

Recommended Action:

Approve the decision of the UWF Foundation Board to authorize management to market and sell the UWF President's Club.

Background Information:

Early 2018, the University accepted Real Property located at 835 Tanglewood Dr, Pensacola, FL, as a gift from now deceased donor Fredric G. Levin. This property has served as the UWF President's Club for the past five years. After hearing valid reasons and discussion at the Nov. 14, 2023, Executive Committee meeting and the Dec. 6, 2023, FBOD board meeting, the UWF Foundation Board of Directors approved to authorize management to market and sell the UWF President's Club. Per the donors wishes, proceeds from the sale will establish scholarships.

Implementation Plan:

Upon BOT approval, the President's Office and UWF Foundation will market and sell the property.

Fiscal Implications:**Relevant Authority:**

UWF Foundation Gift Acceptance Policy: UWF Board of Trustee approval is required for a gift, purchase or sale of real property having a value greater than \$1,000,000.
BOT-10.02-06/18 UWF Real Property Policy.

Supporting Documents:

1. Summary of Costs to Maintain UWF President's Club.
2. UWF Foundation Gift Acceptance Policy
3. BOT-10.02-06/18 UWF Real Property Policy

Prepared by:

Geri Battist, Office of the Vice President, University Advancement, 474-3306, gbattist@uwf.edu

Presenter:

Howard Reddy, Vice President, University Advancement, and President, UWF Foundation, Inc.
Anamarie Mixson, Assistant Vice President, Office of the President

SUMMARY OF COSTS TO MAINTAIN UWF PRESIDENT'S CLUB PROPERTY

ANNUAL COSTS:

Property Insurance Expense:	\$ 50,000 expected
Salary plus benefits for property manager:	\$100,000
Property Event Coordinator/Maintenance Assistant salary/benefits:	\$75,000
Utilities and operations:	\$100,000
Property Taxes:	\$ 9,755
House Inspection: Repairs / updates expected.	<u>\$ unknown</u>
Estimated annual costs to maintain property:	<u>\$350,000</u> est.

University of West Florida Foundation Gift Acceptance **General Policy and Specific Policies**

Overview

The University of West Florida Foundation, Inc. (the “Foundation”) is a tax-exempt entity receiving charitable gifts for the benefit of the University of West Florida (the “University” or “UWF”) and is required to follow federal, state, and board approved state rules and regulations regarding charitable contributions.

The Foundation Business Office must determine if a gift meets the criteria for acceptance. In general, a charitable contribution is a gift that has three essential elements: donative intent, delivery, and acceptance. The following outlines the general rules that the Foundation must consider in order to accept a gift.

I. Criteria for Acceptance

- a. The gift substantially benefits the University and/or a program under the University.
- b. In general, a gift is something that is voluntarily transferred by a donor to the Foundation without compensation. There must be donative intent by the donor; therefore, the donor must release control over the gift. The gift should be complete, voluntary, and unconditional; provided, however, there may be contingencies appropriate to the nature of the gift before the gift is accepted by the Foundation. In addition, to have donative intent, there should not be any substantial benefit transferred to the donor in return for the gift. Exceptions are noted in the Gift Planning section.
- c. Before accepting a gift, restrictions on the gift imposed by the donor need to be considered by the Foundation. Generally, if a donor imposes substantial restrictions on the use of the donated item, the charitable deduction may be disallowed by the IRS. Any specific restriction associated with a gift needs to be accepted by the University as well as the Foundation.

II. Contributions Not Allowed

- a. The Foundation cannot accept sponsored research funds specifically if they involve contract deliverables, fee-for-services, proprietary research, or drug protocol since the Foundation does not have adequate controls to monitor such funds.
- b. The Foundation cannot accept scholarship funds where the donor selects the recipient or if a gift is earmarked for a specific person attending the University. Payments of this nature are not qualified charitable gifts and should be made payable directly to the University cashier.
- c. The Foundation does not accept funds submitted from other University departments or centers which represent proceeds from the sale of goods or services, no matter how worded.
- d. The Foundation does not accept funds submitted for other activities outside of the Foundation operating purposes as established in its Article of Incorporation.

e. The Foundation does not accept funds to benefit a particular individual. Consequently, gifts made to support the scholarly activities of a particular faculty member are made irrevocably to the institution, and will not be transferred to another organization or institution in the event that the faculty member leaves the university.

III. Conflicts of Interest

- a. Donor Conflicts. A gift shall not be accepted by the Foundation if such acceptance would not be in the interest of the donor. Prospective donors are urged and advised to seek the assistance of personal and financial legal counsel in matters relating to his/her charitable, financial and estate planning, including any resulting tax or estate consequences. It is within the province of neither the Foundation nor its staff to give legal, accounting, tax or other advice to prospective donors.
- b. Board and Staff Conflicts. All University personnel must be circumspect in all dealings with donors in order to avoid even the appearance of any act of self-dealing. Any transaction in which a University employee has a “material financial interest” with a donor is an act of self-dealing. In reviewing self-dealing transactions, the Foundation Board shall consider a financial interest material to an employee if it is sufficient to create even an appearance of a conflict.
- c. Acts of Self-Dealing. The Foundation Board or Audit / Budget Committee will examine all acts of self-dealing including, but not limited to:
 1. Personal Benefit. Individuals who normally engage in solicitation of gifts or grants on behalf of the University shall not personally benefit by way of commission, contract fee, salary, or any other form of benefits from any donor in the performance of their duties on behalf of UWF or the Foundation. (Individuals include faculty, administrators, staff, or their family members.)
 2. Purchase, Sale, or Leasing from a Donor. The relationship between donors and University personnel are developed over time and unique; consequently, purchases, sales, exchanges, or leasing property from an individual donor by a member of the faculty, administration, or staff will be subject to review for potential conflict.
 3. Borrowing from a Donor. Faculty, administrators or staff of the University or Foundation are prohibited from borrowing funds or entering into any form of credit extension with an individual donor.
 4. Finder’s Fees or Commissions. The Foundation will pay no fees or commissions to any person in consideration of directing a gift to the University or the Foundation.
 5. Administration of Gifts. Employees may not make gifts to funds used to support a program or department over which they have discretion, can direct use of, or have signature authority.

IV. Policy for Gifts and Solicitations

- a. The fundraising program of the University encompasses all gift solicitations on behalf of the University and its colleges/units or affiliated entities. All fundraising on behalf of the University shall be conducted in accordance with the University and Foundation’s policies.

- b. All bequests or other gifts of \$100,000 or more received by the UWF Foundation without specific restrictions or written documentation may be used to establish endowed funds or to meet strategic needs of the university as agreed on by the President of the Foundation and the UWF President.
- c. The administration of all gifts for the benefit of the University is the responsibility of the Foundation. The Foundation fund management and financial policies are overseen by the Foundation Board through the Executive Committee, Investment Committee and the Audit / Budget Committee.
- d. Gifts will be invested in accordance with the Foundation policies, and donors may not control the investment of specific gifts. This is particularly true in cases where the donor wishes to direct that a specific investment be made or that a specific investment manager be used. Gifts will be invested in accordance with the Board approved Investment Policy at the discretion of the Investment Committee.
- e. The Foundation Business Office and Advancement Services will process and record gifts, deposit gifts into the proper funds, and issue gift receipts to donors.
- f. Naming authority lies with the UWF President and the UWF Board of Trustees. A recommendation to name or change or alter in any way the name of a previously named facility, activity or program must follow the UWF Naming Opportunities Policy.
- g. The UWF President, the President of the Foundation, and the Foundation Board each retain the right to approve or disapprove the return of any gift to a donor, as may be necessary, in serving the best interest of the University.
- h. Any changes in naming opportunities will be reviewed by the Foundation Board of Directors and approved by the UWF Board of Trustees.

V. Policy for Gift Agreements

- a. The terms of all endowment gifts will be documented in a written gift agreement (or other written form) that outlines the program to be supported and the schedule of contributions. Non-endowed gifts may be documented in pledge forms, gift agreements, or other writings.
- b. Gift agreements will be prepared by the President of the Foundation and the Foundation Business Office in accordance with Foundation policies and procedures. All agreements will be reviewed by the Chief Financial Officer of the Foundation. Advice from legal counsel will be sought as needed.
- c. All donors are presumed to have directed the Foundation to apply for any matching funds from federal, state, or private sources that might be available as a result of their gifts.

VI. Policy for Planned Giving

a. Planned gifts include: charitable gift annuities, charitable lead and remainder trusts, insurance policies, charitable bargain sales and life estates.

b. Development's Planned Giving staff provides expertise in planning, cultivation, and solicitation of "planned gifts" to the Foundation. UWF and the Foundation cannot, under any circumstances, provide tax advice to a donor. The donor will always be advised to seek his or her own outside legal and tax advice before executing a planned gift. The documentation and execution of many planned gifts may be complex in terms of protecting the Foundation, UWF and the donor. Advice from legal counsel will be sought as needed.

c. Life Income Gift Types

1. Charitable Gift Annuities (CGA). A charitable gift annuity is a contract between the Foundation and the donor where the Foundation agrees to pay the annuitant an income for the rest of his/her lifetime. Annuity agreements issued by the Foundation will be subject to all applicable Florida laws, specifically Chapter 626 of the Florida Statutes. In offering gift annuities, the Foundation follows payment rates recommended by the American Council on Gift Annuities (ACGA). The rate is based on the annuitant's age and the fair market value of the contribution made by the donor. Payments may be made quarterly, biannually, or annually, as well as deferred. When an annuity matures, the remaining gift asset will be designated for the purpose as indicated in the Gift Annuity Contract. The minimum gift to establish a CGA is \$10,000 and shall be limited to one life or two lives in being at the time of the gift. The minimum age for the annuitants shall be 65 for immediate annuities and 55 for deferred with the commencement of payments at 65. An annuity may be funded with cash, securities, life insurance cash surrender value, and/or real estate in accordance with the respective policies herein and considered on a case by case basis.

2. Charitable Remainder Trusts. A basic Unitrust provides for payment to the donor and/or beneficiary of an amount equal to a set percentage of fair market value of the assets of the trust, valued annually. The percentage is determined at the time the trust is created, is stated in the trust, and is permanent. The payout range will be a minimum of 5% up to 7% annually. The value of the charitable tax deduction must be at least 10% of the fair market value of the property transferred to the trust on the date of the transfer (in accordance with IRS regulations). Life income beneficiaries must be age 65 or older. If a beneficiary is under 65, a term of years not to exceed 20 years charitable remainder trust must be used. The minimum gift to establish a Charitable Remainder Trust is \$100,000. The Foundation must be at least a 50% irrevocable beneficiary of the trust if it is to serve as trustee. The unitrust may be funded with cash, securities or life insurance cash surrender value unless a Net Income Charitable Remainder Unitrust or a Net Income with Makeup Charitable Remainder Trust (NIMCRUT).

An annuity trust is similar to a unitrust and subject to the same policies and procedures, except that the donor and/or beneficiary annually receives a payout that is fixed irrevocable at the time of the gift and stated in the trust agreement. The payout must equal at least 5% of the fair market value of the assets placed in the trust when it is created. Income in excess of the annual payment is added to the principal.

3. Charitable Lead Trust. A trust established to make periodic income payments for a specified number of years, after which the trust terminates and the assets pass to the designated individuals either outright or in trust. This trust may be established with cash, stock, or real estate (or combination of these assets). A minimum gift to establish this trust is \$250,000.

d. Changes in suggested gift levels and amounts may be reviewed and modified by the President of the Foundation, Assistant Vice President for Advancement, and Foundation Chief Financial Officer and presented to the Foundation Board of Directors for approval.

e. Donors are discouraged from naming UWF or the UWF Foundation as the personal representative of their estate.

Gift Acceptance Policy for Cash

I. Policy Statement

Cash will be defined as to include cash, checks, credit card transactions, wire transfers, and payroll deductions.

II. Delivery Methods

a. Cash. The Foundation recommends that all donations of cash collected on campus be hand delivered to the Foundation Business Office on campus, located at 11000 University Parkway, Bldg. 12, Pensacola, FL 32514. Once the cash is received at the office, it will be counted, verified, and receipted.

b. Checks. Contributions made by check are considered to be effective for income tax purposes when the check is unconditionally delivered or mailed as long as the check clears the donor's bank. Donors should be encouraged to indicate the purpose of their gift on the check and enclose any related documents needed to process their gift. Contributions should be mailed and made payable to the following:

**UWF Foundation, Inc.
11000 University Parkway
Building 12
Pensacola, FL 32514**

c. Credit Cards. The Foundation accepts the following credit cards as payment for a contribution: Visa, MasterCard, and American Express. The IRS has ruled that a contribution charged to a bank credit card is deductible by the donor when the amount is actually charged since the cardholder becomes immediately indebted on the date of the charge. To make a donation via credit card on the web, donors may use the Foundation's secure website.

d. Wires. Cash contributions made by wire are accepted by the Foundation under special circumstances. Donors should contact a development officer or the Foundation Business Office at 850-474-3118 to discuss this type of transaction.

e. ACH. Cash contributions made by ACH are accepted by the Foundation in limited circumstances. Donors should contact the Foundation Business Office at 850-474-3118 to discuss this type of transaction.

f. Payroll Deductions. UWF employees can make charitable contributions to the Foundation via a payroll deduction. An online Payroll Deduction Form may be completed or a paper Employee Payroll Deduction Pledge Form, distributed during Annual Fund and WUWF pledge drives. To sign up for payroll deduction online, employees may use the secure website at: https://nautical.uwf.edu/utility/development/internal/payroll_deduction/

Many companies offer payroll deduction programs to their employees, enabling them to benefit UWF. The companies process the donations and typically send a check or remittance to the

Foundation with a list of employees and the amount each donated. The Foundation processes these gifts once received.

g. Matching Gifts. Individuals making gifts and pledges that are eligible for company matching gifts are encouraged to utilize these programs to maximize the value of their gift or pledge to the Foundation. Donors will be notified by the Foundation if they receive any benefits in exchange for their gift that are more than IRS threshold.

The Foundation will acknowledge and recognize all gifts appropriately according to its gift acknowledgement and recognition procedures. Unless contrary to the UWF Naming Opportunities Policy, a donor whose gift is matched by the donor's company will be recognized for the total amount of the individual gift plus the matching portion on the gift record. They will receive the name recognition associated with the appropriate gift club for that total amount. The Foundation will credit an individual donor for the matching gift associated with their personal gift at the time the matching gift is received from the company. At this time the corporation will also be credited with the matching gift so that it can be recognized appropriately.

Matching gifts will be recorded as gift income when the matching gift check is received. Matching gifts will only be recorded as pledges if and when an intent-to-pay / acknowledgement letter is received from the corporation prior to receiving a matching gift check.

Gift Acceptance Policy for Securities

I. Policy Statement

The Foundation accepts gifts of marketable securities. Gifts of marketable securities may be physically or electronically delivered to the Foundation. The Foundation calculates the contribution based on the value of the average of the highest and lowest prices of the security on the date of the contribution received.

II. Delivery Methods

a. Physical Delivery of Marketable Securities. A contribution of stock should have a properly endorsed stock power to “The University of West Florida Foundation, Inc.” and signature guarantee, if applicable. The signature on the stock power must correspond with the name written upon the face of the stock certificate in every particular without alteration or enlargement or any change whatever and must be guaranteed by a commercial bank or trust company or by a firm having membership in the New York or American Stock Exchange. Donors should contact their banking institution for proper endorsement instructions. If mailed to the Foundation, the donor may want to mail the stock and the guaranteed stock power separately.

For physically delivered securities, the transfer is complete when the Foundation or an authorized representative actually receives the stock, stock power, and signature guarantee, if applicable. Donors should contact a development representative or the Foundation Business Office at 850-474-3118 to discuss the delivery of the stock. If the donor delivers the stock certificate to the donor’s broker, the transfer is not complete until the stock is actually transferred to the Foundation or Foundation’s agent.

b. Electronic Delivery through the DTC of Marketable Securities & Mutual Funds. This method is the preferred method and information can be obtained by contacting a development representative or the Foundation Business Office at 850-474-3118. Contributions of stock held for a donor by a brokerage firm is not considered completed until the shares are transferred to the Foundation’s custodian account or other approved Foundation brokerage account. This information can be obtained by calling as noted above.

c. Privately Held Stock. See “Gift Acceptance Policy for Partnership Interest, Non-publicly Trade Stock, and Restricted or Non-vested Securities”.

Gift Acceptance Policy for Partnership Interests, Non-publicly Traded Stock, and Restricted or Non-vested Securities

I. Policy Statement

All gifts of partnership interests, non-publicly traded stock, and restricted securities should be for the sole benefit of The University of West Florida and will be evaluated on a case by case basis. Approval by the President, the President of the Foundation, and the Foundation Board must be obtained for any acceptance and transfer to UWF of a partnership interest, stock that is not publicly-traded or restricted stock.

II. Policy Guidelines

a. Interest in a Closely Held Company. A gift of interest in a limited or general partnership, or of stock in a corporation that is not publicly-traded, or of restricted stock of a publicly-traded corporation, may be accepted on behalf of the University following consultation with Foundation Legal Counsel and appropriate due diligence.

b. Non-Vested Stock. Non-vested stock and other non-vested securities shall not be accepted by the University of West Florida Foundation, Inc.

c. Restricted Securities. “Restricted” means a security that is not fully vested and the transfer of which is subject to restrictions under SEC applicable law, SEC rules, agreement, or otherwise. A team consisting of the President of the Foundation, Foundation Chief Financial Officer, Foundation Legal Counsel, and Foundation staff will investigate such matters as follows:

- Possible liability to the Foundation as a partner or owner.
- The assets of the entity.
- The liquidity of the assets.
- The entity’s past and current financial condition (based on such things as audited financial statements and filed tax returns).
- The partnership or shareholders’ agreement.
- The nature of the restrictions.
- And any other information that the team deems reasonably necessary.

d. Conditional Note. Closely held stock bear burdens of evaluation by Certified Public Accountants and Lawyers on an ongoing basis, and additional financial reporting and tax reporting by the Foundation will be required by state and federal regulations.

Only closely held stock with a willing buyer to purchase the closely held stock should be accepted. Approval of the sale transaction of the closely held companies’ stock should include the current shareholders or members of the closely held company, the donor, the President of the Foundation, and the Foundation Chief Financial Officer.

Gift Acceptance for Life Insurance

I. Policy Statement

The Foundation will accept a myriad of types of life insurance. If a donor plans to contribute a life insurance policy and designate the owner and beneficiary of the policy to be the Foundation, certain criteria must be met.

II. Policy Guidelines

- a. The owner and beneficiary will be designated on the policy as follows: The University of West Florida Foundation, Inc.

- b. The minimum present value will be the current minimum amount required in order to establish a named endowment. In the case of policies with a lesser present value, these may be accepted if they will be immediately surrendered for cash value. Any exceptions on minimum value will be approved by the Chief Financial Officer of the Foundation, the President of the Foundation, and the Foundation Board of Directors.

- c. If the donor does not intend to pledge to make additional gifts for the payment of premiums, the expected earnings on the cash value of the policy must be sufficient to pay the ongoing premiums. In the event sufficient revenues are not available, the Foundation may withdraw the cash surrender value and cancel the policy or review other alternatives available to continue the policy.

- d. If additional charitable contributions are required from the donor to the Foundation to pay scheduled or unscheduled premiums, the donor will agree to make the payments and submit the donation prior to the required premium payment due date. If, for unforeseen circumstances, the donor cannot continue to make donations to fund the policy premium payments, the Foundation may withdraw the cash surrender value and cancel the policy or review other alternatives available to continue the policy.

- e. Restrictions on the use of the gift will be documented and reviewed for acceptance. If the purpose is intended to fund an endowment, then the present value of the policy must meet the minimum funding standards for endowments as set by the Board.

- f. The original policy must be forwarded to the Foundation Business Office at the time of the gift.

If, however, the donor plans to designate the Foundation as one of the beneficiaries and not as owner of the policy, then the following criteria must be met:

- g. The beneficiary will be designated on the policy as follows: The University of West Florida Foundation, Inc. Furthermore, the donor is encouraged to speak with the President of the Foundation, the Assistant Vice President for Advancement, or another major gift officer to provide written guidance as to how the gift is to be utilized. Absent any guidance, the gift will be considered unrestricted.

Gift Acceptance for Gifts-In-Kind and Gifts of Tangible Personal Property

I. Policy Statement

Gifts-in-kind can be valuable additions to the University and must be handled in the appropriate manner so that the gift can be tracked and the donor recognized. Gifts of securities and real estate have separate policies and procedures. See “Gift Acceptance Policy for Real Estate” and “Gift Acceptance Policy for Securities”. The Foundation must approve in advance the acceptance of all non-cash gifts. A Gift-In-Kind Form must be completed and signed by all appropriate personnel in order for the Foundation to accept the gift. Exceptions may be made if it is preferable for the University to receive gifts-in-kind instead of the Foundation. The Foundation Business Office will review the gifts prior to acceptance for expenses and costs associated with accepting the gift, and the costs associated with any ongoing maintenance of accepting the gift. The Foundation Business Office may use an independent third party recommendation of the associated costs of accepting and maintaining the gift.

II. Policy Guidelines

- a. All gifts-in-kind donated on behalf of UWF will be made to the Foundation rather than to the University. Only the Foundation is authorized to accept gifts-in-kind, and each such gift must be approved by the President of the Foundation or Chief Financial Officer of the Foundation. By processing gifts-in-kind through the Foundation, the donor will receive an acknowledgement receipt for his or her tax records. The donor may also be eligible to be included in the Foundation’s donor recognition program. Gifts-in-kind are generally not eligible for state match except when specifically allowed by the state guidelines for the Trust Fund for Matching gifts.
- b. Unless otherwise specified as a condition of the gift, the Foundation, in assuring that the donor’s intent for the gift is honored, is empowered to retain the gift of property, transfer it to the University, or liquidate it for the benefit of the University. When property is transferred from the Foundation to the University, it is subject to restrictions on University property.
- c. The official tax receipt sent to the donor from the Foundation for a non-cash gift will describe the gift, but will not assign value to the non-cash gift. For non-cash gifts (except publicly traded securities) with a value in excess of \$5,000, it is necessary for the donor to complete and file an IRS Form 8283 to be eligible for a charitable contribution income tax deduction. IRS Form 8283 will be signed by the Chief Financial Officer of the Foundation. All appraisal fees associated with the gift-in-kind shall be borne by the donor and not the Foundation or the University. If subsequently required, the Foundation will also use IRS Form 8282 to report information to the IRS and donors about the disposition of certain charitable deduction property made within 3 years after the donor contributed the property.
- d. If a gift-in-kind is accepted, such gift should be consistent with the mission of the University, or may be readily liquidated and the proceeds used by the Foundation to support the University. Acceptance of such gift will not involve significant additional expense in its present or future use, display, maintenance, or administration; no financial or other burdensome obligation or expense is or will be directly or indirectly incurred by the Foundation or the University as a result of the gift.

Because donors' charitable tax deductions may be impacted by the Foundation's use or disposition of such gifts, the Foundation shall notify donors in writing prior to acceptance of the gift one of the following options:

(a) Your gift will be retained by the Foundation for use in furtherance of its mission for a minimum of three years and until and unless a change of circumstances arises; or

(b) Your gift may not be retained by the Foundation, and the Foundation has the right to sell or otherwise transfer your gift for such consideration and at such time as the Foundation may determine.

Notwithstanding any provision of this Gift Acceptance Policy, whenever such a gift is accepted after providing a donor with the notice described in subsection (a), the gift shall be retained by the Foundation unless and until an unforeseen change of circumstances arises that would subject the Foundation to a recurring financial loss. In such event, the Foundation shall only sell or transfer any such property after the Foundation Board of Directors has approved the proposed sale or other disposition.

e. If a gift-in-kind is accepted and approved by the President of the Foundation and Foundation Chief Financial Officer and then subsequently transferred to the University, the department accepting the property is liable for any associated costs of keeping the gift and use of the gift. A letter of acceptance of the property must be provided by the department to the Foundation Business Office.

Gift Acceptance for Gifts of Works of Art

I. Policy Statement:

Gifts of works of art must be approved in advance of the acceptance on behalf of the University by the Foundation according to the following policies. In addition to the policy for "Gift Acceptance for Gifts-In-Kind and Gifts of Tangible Personal Property", the Foundation, in accepting works of art, will adhere to the criteria outlined here. Proof of ownership is a condition of acceptance for any artwork due to increasing problems of repatriation lawsuits for certain ethnic and cultural categories.

II. Policy Guidelines

- a. Works of high quality, individually or in whole collections, may be given to and accessioned by the Art Gallery at the Center of Fine & Performing Arts at the University of West Florida (Art Gallery) or the Pensacola Museum of Art (PMA), the official collectors and keepers of important works of art for the University. To be "accessioned" indicates the University's commitment to care for and use the work for their purposes. Art accepted by the University must be approved by the relevant Director or Curator prior to acceptance and, if appropriate, the relevant collections committee. The principal criteria for acceptance, besides quality are condition, ownership, authenticity, and relatedness to the purpose and collections of the PMA or the Art Gallery.
- b. In addition, generally, the work must be unencumbered by any restrictions as to use, attribution, exhibition, and disposal. The University will, however, give consideration to the donor's wishes regarding gift recognition. Works of art should also be accompanied by a bill of sale or other proof of ownership and complete provenance (the artwork's history of ownership), where available, and must be transferred to the Foundation by a properly prepared and executed deed of gift.
- c. Works not meeting the PMA or Art Gallery standards may still be of value to units of the University for decorative, instructional, or resale purposes. However used, title to these works remains with the Foundation until transferred, where appropriate, by the Foundation to the University; decisions regarding disposition rest with the titleholder.
- d. For work with a value in excess of \$5,000, it is necessary for the donor to complete and file an IRS Form 8283 to be eligible for a charitable contribution income tax deduction. A qualified appraisal is required for all art work with a value of \$10,000 or greater and all appraisal fees associated with the work of art shall be borne by the donor and not the Foundation or the University.
- e. If the work of art is accepted, such gift should be consistent with the mission of the University, or may be readily liquidated and the proceeds used by the Foundation to support the University. Acceptance of such gift will not involve significant additional expense in its present or future use, display, maintenance, or administration; no financial or other burdensome obligation or expense is or will be directly or indirectly incurred by the Foundation or the University as a result of the gift.

Because donors' charitable tax deductions may be impacted by the Foundation's use or disposition of such gifts, the Foundation shall notify donors in writing prior to acceptance of the gift one of the following options:

(a) Your gift will be retained by the Foundation for use in furtherance of its mission for a minimum of three years and until and unless a change of circumstances arises; or

(b) Your gift may not be retained by the Foundation, and the Foundation has the right to sell or otherwise transfer your gift for such consideration and at such time as the Foundation may determine.

Notwithstanding any provision of this Gift Acceptance Policy, whenever such a gift is accepted after providing a donor with the notice described in subsection (a), the gift shall be retained by the Foundation unless and until an unforeseen change of circumstances arises that would subject the Foundation to a recurring financial loss. In such event, the Foundation shall only sell or transfer any such property after the Foundation Board of Directors has approved the proposed sale or other disposition.

Gift Acceptance for Real Estate and/or Real Property

I. Policy Statement

Some gifts received by the Foundation for the University include gifts of real property in which the proceeds are used for the charitable purpose specified by the donor. To ensure compliance with the UWF Real Property Policy, the UWF Vice President for Business, Finance and Facilities/CFO will take part in the review of real property transactions. Additionally, UWF Board of Trustee approval is required for a gift, purchase or sale of real property having a value greater than \$1,000,000. No gift of real estate is deemed accepted until the Foundation issues a written acceptance signed by the Chief Financial Officer or the President of the Foundation.

The following policies relate to the acceptance, management, and liquidation of real property gifts. The Foundation Business Office or the President of the Foundation. will make all appropriate inquiries concerning the condition of real property, including marketability, carrying costs, and environmental risks, prior to its acquisition as set forth in a donation or acquisition agreement.

Any college or unit benefiting from a gift or other acquisition of real property must agree, in writing prior to acceptance or acquisition, to pay any taxes, insurance, mortgage payments, non-donor appraisal required by the Foundation, and all other holding and carrying costs incurred by the Foundation until the real property is liquidated. The written approval will authorize the Foundation to disburse monies for these expenses and will identify an appropriate Foundation account number of the college or unit from which the monies are to be disbursed

II. Requirements

The Foundation must enter into a donation or acquisition agreement that includes the requirements that must be met before a gift of real property is accepted. The following requirements must be met for the acquisition of any interest in real property, in any capacity, prior to acceptance at closing of the transaction or recording of any documents:

a. Foundation and Development Staff Site Visit and Analysis. For all real property gifts the Foundation Chief Financial Officer, the Assistant Vice President for Advancement, or the President of the Foundation will inspect the real property. Staff will review all required documentation, and will analyze the following:

1. Market conditions for disposal of the property if so elected.
2. The condition of any improvements located on or attached to the property.
3. Current and potential zoning, land use, and concurrency issues related to the property.
4. Costs associated with holding the property for resale if so elected.
5. Considerations specific to the acquisition of the property or donor restrictions.

Staff will consult with the real estate professionals as appropriate. A real estate team should be formed, comprised of the Foundation Chief Financial Officer, Foundation legal counsel, President of the Foundation, UWF CFO, and the Assistant Vice President for Advancement. Staff will report to the real estate team. The real estate team will review the information pertaining to each of the above when considering recommendation for acceptance of the property by the Foundation Board's Executive Committee.

b. General Warranty Deed. Title will be transferred to the Foundation by general warranty deed unless transfer is by a trustee, personal representative, or other fiduciary that will provide a deed with warranties appropriate to its capacity. Legal counsel will review all deeds prior to acceptance.

c. Appraisal. Prior to donation or sale of real property greater than \$500,000, an appraisal by an appraiser with Members of Appraisal Institute (MAI) status is required. The IRS requires the donor to obtain a qualified appraisal if the value of the real property is over \$5,000 and the donor wishes to claim a charitable contribution income tax deduction (IRS Form 8283). The fees for appraisals are to be incurred by the donor. For proper accounting, marketing, and donor recognition purposes, an appraisal is requested for all real property gifts.

d. Title Search and Title Insurance. A title search will be required for any real property transaction with the cost incurred by the donor. Title insurance may be required for any gift and will be required for gift acquisitions of mortgaged property. The Foundation generally discourages donations of mortgaged property, instead it is suggested that the property be sold before donation occurs.

e. Owner's Affidavit. An owner's affidavit is required for all real property acquisitions.

f. Survey. A survey may be required for any real property transaction but will be required for gift acquisitions of mortgaged property. The cost of survey is to be incurred by the donor.

g. Real Property Taxes and Other Carrying Costs. Evidence must be provided by the donor that all real property taxes and other carrying costs are paid and current. Donors will pay all or prorate the taxes and other carrying costs for the year of the donation.

h. Environmental Requirements. No interest in real property, whether outright, in trust, by bequest, as a secured interest, or otherwise, will be accepted by or on behalf of the Foundation without first complying with the following procedures:

- 1) An environmental review as described below shall be performed on every potential real property asset prior to acceptance by the Foundation. The environmental review will be performed by the person or firm selected by the real estate team. Each environmental review will be reviewed and approved by the real estate team and Foundation legal counsel.
 - (a) Residential, Rural, or Agricultural: For real property located in a developed residential community, a rural area, or an agricultural area, an environmental risk assessment will be performed by an approved consultant.
 - (b) Industrial: For real property located in a developed area where manufacturing or any class of industrial activity may have taken place, a Phase I audit will be performed by an approved consultant.
 - (c) High Risk Operations: For real property with present or past high-risk operations, a Phase I audit will be performed by an approved consultant.

If the environmental review indicates areas of significant concern, an additional investigation, including a Phase I, Phase II, or Phase III audit, as recommended, will be performed by an approved consultant prior to acceptance of the real property.

- 2) If the above procedures disclose risk of liability, the real property will only be accepted with the approval of the Executive Committee.
- 3) All contracts for environmental audits will be prepared and reviewed by the Foundation legal counsel.
- 4) The donor will pay for any assessments and audits in connection with a gift of real property.

i. Insurance. The Foundation will secure adequate hazard and liability insurance coverage for real property upon the transfer of the gift from the donor to the Foundation if required.

j. Tax Exempt Filing. Following the real property closing the Foundation's legal counsel will file, as necessary, the Statement of Owner of Real Estate Claimed to be Exempt from Taxation with the appropriate city and county offices for properties acquired.

k. Unsolicited Deeds. Unsolicited deeds will not be accepted. Upon the receipt of an unsolicited deed, the grantor will immediately be notified in writing that the real property has not been accepted and will not be accepted until the requirements of this policy are met, and the deed will be returned to the donor, along with a quitclaim deed from the Foundation if necessary.

l. Special Types of Acquisitions. In addition to the above requirements, the following types of real property require additional items prior to acquisition:

1) Properties Valued at Less than \$10,000

For real property valued at less than \$10,000, the donor must pay all costs of transfer to the Foundation, including those incurred through environmental assessments and title searches, and all real estate taxes. For purposes of complying with the \$10,000 limit, real property value will be determined either by a qualified appraisal, the ad valorem tax-assessed value, or determination by staff.

2) Real Property Given to Fund Charitable Remainder Unitrusts

Real property will only be accepted to establish net income unitrusts or flip trusts, with conditions acceptable to the President of the Foundation, Inc. and the Chief Financial Officer of the Foundation. IRS rules prohibit the acceptance of mortgaged property to fund charitable remainder unitrusts.

3) Real Property Given to Fund Charitable Gift Annuities

Real property will not be accepted to fund charitable gift annuities.

4) Time Share Units

Time-share units will not be accepted by the Foundation.

m. Management and Transfer of Real Property All real property held by the Foundation in any capacity will be managed in a manner designed to comply with all federal and state

regulations and to minimize or eliminate any liability resulting from hazardous materials. The sale or transfer of real property by the Foundation will be handled in a manner designed to eliminate any future liability by the Foundation for hazardous substance remediation. The Foundation will fully disclose to a prospective transferee for any and all information concerning the condition of any hazardous substances existing on the real property. The Foundation may convey title to real property only by means of a special warranty deed or (where appropriate) a trustee's deed without warranties or a quitclaim deed.

n. Non-Discrimination. The Foundation will not discriminate or condone discrimination in its real property activities. The Foundation will conduct all affairs in compliance with all applicable state and federal Equal Opportunity, Fair Housing, Equal Credit Opportunity, and other anti-discrimination laws.

o. Exceptions. Upon written request, after consultation with the real estate team and Executive Committee, exceptions to these policies and procedures will be considered on an individual basis by the Foundation Board of Directors.

p. Notification of Options. If the real property is accepted, such gift should be consistent with the mission of the University, or may be readily liquidated and the proceeds used by the Foundation to support the University. Acceptance of such gift will not involve significant additional expense in its present or future use, display, maintenance, or administration; no financial or other burdensome obligation or expense is or will be directly or indirectly incurred by the Foundation or the University as a result thereof.

Because donors' charitable tax deductions may be impacted by the Foundation's use or disposition of such gifts, the Foundation shall notify donors in writing prior to acceptance of the gift one of the following options:

(a) Your gift will be retained by the Foundation for use in furtherance of its mission for a minimum of three years and until and unless a change of circumstances arises; or

(b) Your gift may not be retained by the Foundation, and the Foundation has the right to sell or otherwise transfer your gift for such consideration and at such time as the Foundation may determine.

Notwithstanding any provision of this Gift Acceptance Policy, whenever such a gift is accepted after providing a donor with the notice described in subsection (a), the gift shall be retained by the Foundation unless and until an unforeseen change of circumstances arises that would subject the Foundation to a recurring financial loss. In such event, the Foundation shall only sell or transfer any such property after the Foundation Board of Directors has approved the proposed sale or other disposition.

Approved by the UWF Foundation Board of Directors on June 3, 2010.

Revised and adopted: June 14, 2012

Revised and adopted: June 11, 2013

Revised and adopted: September 29, 2015

Revised and adopted: December 17, 2017



Policy

UNIVERSITY OF WEST FLORIDA REAL PROPERTY POLICY

BOT -10.02-06/18

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Board of Trustees Policy BOT-10.02-06/18

TO: The University of West Florida Community
FROM: The University of West Florida Board of Trustees
SUBJECT: UWF Real Property Policy

1.0 DEFINITIONS

Words and terms used herein shall have the same meanings, for the purpose of this Real Property Policy, ascribed to them in Exhibit A attached hereto or elsewhere defined in this Real Property Policy unless the context or use clearly indicates a different meaning.

2.0 PURPOSE AND INTENT

The University of West Florida Board of Trustees is the public body corporate created by Article IX, Section 7 of the Constitution of the State of Florida and empowered to administer the University of West Florida (the “Trustees” or “Board of Trustees”). As the administering body corporate of the University of West Florida (the “University” or “UWF”), the Trustees hold the assets of the University in trust and are responsible for the efficient and effective use of its resources.

Direct Support Organizations are separately incorporated and operate exclusively for the benefit of the University. The Trustees, pursuant to Section 1004.28, Florida Statutes, are authorized to establish, decertify and provide oversight of the University’s Direct Support Organizations (“DSO”s) and they establish the conditions with which these entities must comply in order to use property of the University. This policy is intended to provide guidance to the University and its DSOs in in connection with these assets.

3.0 STATEMENT OF POLICY

3.1 This Policy is intended to permit the purchase, sale or leasing of improved or unimproved real property covered by this Policy in a manner that provides the best value.

3.2 This Policy is intended to ensure that the use of real property covered by this Policy (consisting of land, buildings, leaseholds, water rights, air rights and mineral rights) supports UWF’s mission, minimizes financial risk, and avoids inappropriate use.

3.3 The University Vice President of Business, Finance, and Facilities/CFO (“CFO”), on behalf of the Board of Trustees, is charged with primary responsibility for administering this Policy.

3.4 This Policy is intended to exclude real estate transactions entered into for investment purposes from this Policy, as they are covered by applicable investment policies.

3.5 This Policy is not intended to replace or amend the University's Debt Management Guidelines (the "Guidelines"). As set forth therein, debt of the University and its DSOs may only be incurred pursuant to the provisions of the Guidelines and applicable law. Conventional mortgages may be granted by the University's DSOs for real property acquisition without further approvals, provided that the University reserves the right to approve the grant of such mortgages in excess of \$1,000,000.

4.0 ENTITIES COVERED BY THIS POLICY

4.1 The Policy applies to all University centers, institutes, departments, and DSOs.

4.2 Real property activities covered by this Policy, require approval by the appropriate center, institute, department, or DSO Board of Directors and, in certain instances defined later in this Policy, review by the Board of Trustees.

5.0 ACQUIRING, LEASING AND DISPOSING OF REAL PROPERTY

5.1 The University's real property (land, buildings, leaseholds, air rights, water rights, and mineral rights) is held in trust by the State of Florida or other State entity, the University or DSO, and is managed, as appropriate, by the University Board of Trustee or the Board or the Boards of Directors of the DSOs.

5.2 The Board of Trustees reserves to itself the right to review and has an obligation to review, in a timely manner, material real property transactions covered by this Policy. Final approval of material real property transactions is the obligation of the Board of Trustees. Material real property transactions of UWF entities covered by this Policy are generally space leases for total cumulative rentals over the term of the lease exceeding \$500,000, ground leases with cumulative rentals in excess of \$100,000 or for property upon which improvements will be constructed with an estimated value exceeding \$2,000,000, privatized development projects exceeding \$2,000,000 in construction cost, and the gift, purchase or sale of real property having a value greater than \$1,000,000.

5.3 The Board of Trustees' review of material real property transactions will be conducted prior to the execution of agreements and follows a review by the University institute, center, department, DSO Board (if applicable), and the University CFO, to ensure that the use of the facilities supports the mission, minimizes insurance risk, clarifies legal responsibilities and avoids inappropriate use. Material real property transactions consisting of a gift or donation to the UWF Foundation are exempt from Section 5.3, if entered into, executed and conducted according to the "University of West Florida Foundation Gift Acceptance" policy for real estate and real property. Nothing herein shall be deemed to restrict the Board of Trustees' right to and obligation of final review and approval of material real property transactions to the UWF Foundation regardless of type, i.e. purchase, lease, privatized development project, gift or donation.

5.4 The University CFO is responsible for facilitating the Board of Trustees' prior review of material real property transactions in a timely manner. Upon submission for review, the

submitting entity will be notified of the anticipated Board of Trustees review date in a timely manner.

5.5 Acquisitions of real property covered by this Policy must support the educational, research or outreach mission. Dispositions of real property may occur when it is determined that the real property is not needed (nor will it be in the future) to fulfill the mission.

5.6 A privatized development project involving private sector owner/operators must serve a UWF institutional purpose, serve a demonstrated institutional need, and meet appropriate design and construction standards. The University CFO shall review and approve design and construction standards for all privatized development projects of UWF entities covered by this Policy prior to the execution of agreements and/or commencement of the selected solicitation process.

5.7 UWF entities covered by this Policy will minimize their exposure to legal and financial claims for damages under applicable laws, including those governing the environment and hazardous materials, by ensuring that all appropriate due diligence is conducted concerning the proposed real property asset, prior to acquisition.

5.8 UWF entities covered by this Policy will dispose of property expeditiously and in a manner that maximizes returns, considers public purposes and avoids conflicts of interest.

6.0 LEASING AND USING NON-UWF REAL PROPERTY

6.1 UWF entities covered by this Policy may lease (acting as lessee) non-UWF real property (land or building space) only for institutional purposes. Such leasing activities will comply with UWF's regulation and policy pertaining to leased property. (See UWF Reg. 6.002). UWF institutes, centers, departments, and DSOs are responsible for the proper use of leased property under their control.

7.0 UWF REAL PROPERTY TRANSACTIONS

7.1 Prior to the approval of real property transactions by UWF entities covered by this Policy, the following practices will be considered to ensure that the use of covered facilities supports the institutional mission, minimizes financial and insurance risks, clarifies the legal responsibilities and avoids inappropriate use.

7.2 Each real property transaction covered by this Policy shall be reviewed by University CFO to ensure compliance with the following:

- a. Consistency with the UWF Strategic Plan.
- b. Responsible decision-making and coordinating communications regarding the transaction at issue.
- c. A designated budget source or appropriate funding source for the transaction.

d. Compliance with Florida Statutes and Regulations, as applicable, and University Regulations and Policies.

e. Prior to acquisition of real property, the University shall obtain at least one appraisal by an appraiser with Members of Appraisal Institute (MAI) status, for each purchase in an amount greater than \$100,000 and not more than \$500,000. For each purchase in an amount in excess of \$500,000, the University shall obtain at least two appraisals. If the agreed to purchase price exceeds the average appraised value, the purchase must be approved by an affirmative vote of 2/3 or more of the members of the Board in attendance at the meeting at which the vote is taken. If the acquisition of real property is by the University, the appraisals described herein must be performed by an appraiser approved pursuant to Section 253.025(6)(b), Florida Statutes. If the acquisition of real property is by a DSO, prior to acquisition of real property, the DSO shall obtain at least one appraisal by an appraiser with Members of Appraisal Institute (MAI) status. If the agreed to purchase price exceeds the appraised value, the purchase must be approved by an affirmative vote of 2/3 or more of the members of the DSO Board in attendance at the meeting at which the vote is taken.

f. Prior to the acquisition of real property, a qualified consultant, acceptable to the CFO, shall perform an environmental review on each parcel of real property to determine if there are any environmental problems affecting the property and, if the environmental review indicates concerns, additional investigations will be performed as recommended.

g. Prior to sale or donation of real property, the University or DSO shall obtain at least one appraisal by an appraiser with Members of Appraisal Institute (MAI) status, for each sale or donation in an amount greater than \$500,000.

h. Prior to acquisition of real property, necessary documentation concerning the property should be provided by the seller, including but not limited to evidence of title, land survey, soil and other surveys and tests, and verification of legal access.

i. Prior to acquisition of real property, a determination will be made concerning availability of insurance for the facility and improvements, and arrangements will be made for appropriate insurance upon acquisition.

j. Following the real property closing, the Office of General Counsel or counsel to the DSO will file the Statement of Owner of Real Estate Claimed to be Exempt from Taxation with the appropriate city and county offices for properties acquired.

k. Prior to approval of a sublease of UWF property, proposals for sublease shall be received and evaluated in a manner consistent with Florida Statutes and competitive practices, including receipt of appropriate appraisal(s). In any event appraisals will be obtained in connection with subleases for space with cumulative rentals over \$500,000, ground leases with cumulative rentals in excess of \$100,000, and ground leases for land upon which improvements with an estimated value of \$2,000,000 or more will be constructed. Subleases will contain standard terms and conditions appropriate to subleases of State property, including provision for title to improvements to vest with the

state upon completion of construction or expiration/termination of the sublease.

8.0 EXCEPTIONS TO POLICY

8.1 Exceptions to some of the requirements specified in this Policy may occasionally occur. The University CFO and respective DSO Board, if applicable, shall be informed immediately of any potential exception.

8.2 Each proposal for exception shall be reviewed by the University CFO and other officials he/she deems appropriate. Exceptions may be temporary or more permanent; they may be self-correcting, require specific action or require no action. If specific action is required, the University's CFO will determine the course of action that will correct exceptions.

8.3 The Board of Trustees and the DSO Board, as appropriate, will review exceptions and the course of action to correct the exceptions. The Board of Trustees reserves to itself the exclusive right to revise or grant exceptions to this Policy.

Specific Authority: Florida Statute §§ 1001.706, 1001.72, 1001.73, Florida Board of Governors Regulation 1.001.

History – initially adopted by the by the University of West Florida Board of Trustees March 2013; amended June 2018.

EXHIBIT A - DEFINITIONS

“**Board**” of the University means the University of West Florida Board of Trustees. “Board” of the University shall include the Executive Committee, provided that the Board has delegated appropriate authority to an Executive Committee.

“**Board**” of the DSO means the governing body for such entity and shall include the Executive Committee, provided that the Board has delegated appropriate authority to an Executive Committee.

“**DSO**” means a direct support organization certified by the University Board of Trustees in accordance with the provisions of Section 1004.28, Florida Statutes.

“**Executive Committee**” means the Executive Committee of the University of West Florida Board of Trustees or DSO Board, provided that the Board has delegated appropriate authority to an Executive Committee.

“**Office of General Counsel**” means the University General Counsel, Office of the University General Counsel, outside counsel retained by the Office of General Counsel or counsel of the DSO.

“**Statutes**” mean the Federal and State of Florida laws and regulations, the State of Florida Administrative Code Rules of the Department of Education applicable to the University, the Board of Governors’ regulations/policies, and any Statutes and Rules applicable to DSOs, including Section 1004.28, Florida Statutes, and any applicable University regulations.

“**Trustees**” means the members of the University of West Florida Board of Trustees.

**Board of Trustees
Full Board Meeting
December 14, 2023**

UWF Board of Trustees Election of Officers

Recommended Action:

Elect the UWF Board of Trustees Chair and Vice Chair for the two-year term from January 1, 2024, to December 31, 2025

Background Information:

The Bylaws of the UWF Board of Trustees indicate that the Chair and Vice-Chair of the Board are to be selected at the last regularly scheduled meeting of the calendar year for a two-year term to begin January 1.

Powers and Duties of Officers

The officers of the Board of Trustees are the chair, vice-chair, executive officer, and corporate secretary. The chair and vice-chair shall be selected from the members appointed by the Governor or the Board of Governors by the Board of Trustees at the last regularly scheduled meeting of the calendar year for a two-year term to begin January 1. The chair and vice-chair may serve for one additional consecutive two-year term by majority vote, and for each additional consecutive term beyond two terms, may be reelected by a two-thirds vote. The university president shall serve as executive officer and corporate secretary of the Board of Trustees but is not a member of the Board. [Powers and Duties of Officers; Article I Organization; Bylaws of UWF Board of Trustees Revision Adopted 11/17/22].

On August 17, 2023, BOT Chair Suzanne Lewis appointed members to the Officer Nominations Ad Hoc Committee to nominate the next officers of the Board to serve January 1, 2024 to December 31, 2025. Chair Lewis appointed Trustee Dick Baker to serve as chair of the Committee and Trustee Alonzie Scott and Trustee Susan James to serve on the Committee. On September 11, 2023, the Committee met, deliberated, and unanimously selected Trustee Suzanne Lewis to be considered by the full board for the position of Chair. The committee unanimously selected Trustee Jill Singer to be considered for the position of Vice Chair. In accordance with the UWF BOT Bylaws, the election of officers will take place at the December 14, 2023, Board of Trustees meeting. Nominations may also be taken from the floor at that time.

Implementation Plan:

The Chair and Vice Chair will serve beginning January 1, 2024, to December 31, 2025.

Fiscal Implications:

None

Relevant Authority:

UWF BOT Bylaws

Supporting Documents:

1. UWF BOT Bylaws

Prepared by:

Anna Lochas, BOT Liaison, Office of the President, alochas@uwf.edu, 850.474.2449

Presenter:

Dick Baker, Committee Chair

UNIVERSITY OF WEST FLORIDA BOARD OF TRUSTEES

BYLAWS

ARTICLE I ORGANIZATION

Section 1.1 The Corporation - The University of West Florida Board of Trustees (“Board of Trustees” or “Board”) 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 an agency of the state, pursuant to s. 768.28(2), Florida Statutes, for purposes of sovereign immunity. The Board shall perform all duties prescribed by the Board of Governors, applicable law and rules.

Section 1.2 Membership - The Board of Trustees is composed of thirteen persons, six members appointed by the governor of the State of Florida, five members appointed by the Board of Governors, the president of the University of West Florida Student Government Association (“UWF SGA”), and the president of the University of West Florida Faculty Senate.

Board of Trustees members who are appointed by the governor and the Board of Governors shall be appointed for staggered five-year terms. The president of the UWF SGA will serve for as long as he or she is president of the UWF SGA, and the president of the Faculty Senate usually shall serve for as long as he or she remains president.

Members of the Board shall serve without compensation but may be reimbursed for travel and per diem expenses in accordance with state law.

Section 1.3 Power and Duties of Officers - The officers of the Board of Trustees are the chair, vice-chair, executive officer and corporate secretary.

The chair and vice-chair shall be selected from the members appointed by the Governor or the Board of Governors by the Board of Trustees at the last regularly scheduled meeting of the calendar year for a two-year term to begin January 1. The chair and vice-chair may serve for one additional consecutive two-year term by majority vote, and for each additional consecutive term beyond two terms, may be reelected by a two-thirds vote.

The university president shall serve as executive officer and corporate secretary of the Board of Trustees, but is not a member of the Board.

Section 1.4 Chair - The chair shall preside at all meetings of the Board of Trustees, call special meetings of the Board when necessary, attest to actions of the Board and appoint trustees to standing and ad hoc committees.

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

Section 1.5 Chair Vacancy During Term - A permanent vacancy of the chair shall be filled by the then-serving vice chair for the remainder of the term. A permanent vacancy of the vice chair shall be filled for the remainder of the term by election of a majority vote of the members of the Board. The completion of an unexpired term of the chair or vice-chair shall not apply towards the term limits of the chair and vice-chair described in Section 1.3.

Section 1.6 Vice Chair - The duty of the vice-chair is to act as chair during the absence or disability of the chair.

Section 1.7 Executive Officer/Corporate Secretary - The university president, as executive officer and corporate secretary, shall be responsible to the Board for all operations of the university and for setting the agenda for meetings of the Board in consultation with the chair.

As executive officer, the university president shall serve as the principle liaison officer and official contact between the Board and the faculty, staff and students of the university. The university 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 university president may issue directives and executive orders not in contravention of existing Board policies. The university president shall be responsible for all educational, financial, business and administrative 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 of Trustees, the Board of Governors and Florida statute.

As corporate secretary, the university president shall be responsible for noticing meetings of the Board and its committees, setting the agenda and compiling supporting documents for meetings of the Board, at the direction of the Board, recording and maintaining the minutes of any Board or meeting, including a record of attendance and votes cast, executing or attesting to all documents which have been executed by the Board, and shall be custodian of the corporate seal. The university president may designate an individual to serve as deputy corporate secretary to the Board.

ARTICLE II MEETINGS

Section 2.1 Regular Meetings - The Board will meet no fewer than four times per fiscal year, at a time and place designated by the chair. Meetings of the Board are open to the public and all official acts will be taken at public meetings, unless exempt from the open meetings law. The schedule of meetings is available on the University of West Florida website at <https://www.uwf.edu/trustees>.

Section 2.2 Special Meetings - The Board may meet in special meetings, including hearings and workshops, at a time and place designated by the chair.

Section 2.3 Emergency Meetings - An emergency meeting of the Board may be called by the chair of the Board upon no less than twenty-four (24) hours' notice whenever, in the opinion of the chair, an issue requires immediate Board action. Whenever such emergency meeting is called, the chair 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. In addition, notice will be given to the public by posting a notice at the university library and at <https://www.uwf.edu/trustees> of the time, date, place, and purpose of the meeting. 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 and to the public.

Section 2.4 Notice of Meetings - All meetings of the Board and its committees shall be open to the public at all times, and no resolution, regulation, or other formal action shall be considered binding except as taken or made at such meeting in accordance with s. 286.011, Florida Statutes, unless the matter being discussed falls within the provisions of law allowing closed sessions. Whenever an emergency meeting is scheduled to be held, a notice will be posted at the university library and at <https://www.uwf.edu/trustees> of the time, date, place, and purpose of the meeting.

Section 2.5 Closed Sessions - As provided by law, the Board may conduct closed sessions when it meets to consider or discuss such matters as pending litigation with the Board attorney, collective bargaining, evaluations of claims filed with a risk management program, or challenges to the content of student records or reports. The minutes of attorney-client sessions and risk management meetings shall be exempt from public disclosure until termination of the litigation and settlement of all claims arising out of the same incident. All work products developed for the Board and the university in preparation for, and during, collective bargaining negotiations shall be exempt from disclosure.

Section 2.6 Meetings by Means of Telephone Conference Calls and Other Communications Media Technology -

- a. 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.
- b. 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.

Section 2.7 Quorum – A majority of the members of the full Board must be in attendance to constitute a quorum for the transaction of business.

Section 2.8 Voting - A majority vote of the full Board is required for appointing and removing the president. On all other matters, unless otherwise required by law or regulation, a majority vote of all duly appointed members is required for approval. All members of the Board shall vote on all matters coming before the Board for consideration in accordance with s. 286.012, Florida Statutes. A member is authorized, but not required, to abstain from voting because of a conflict of interest under chapter 112, Part III, Florida Statutes. Members of the Board shall disclose and resolve potential conflicts of interest and ethical concerns in accordance with Chapter 112, Part III, Florida Statutes and the Board policy on conflicts of interest. A trustee may abstain from voting only under those circumstances proscribed by law. Voting by proxy or by mail shall not be permitted.

Section 2.9 Parliamentary Rules - Roberts Rules of Order, newly revised, will be followed in conducting meetings of the Board, unless otherwise provided by the Board.

Section 2.10 Agenda - The agenda for each meeting of the Board shall be prepared by the university 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 university president sufficiently far in advance of the meeting to permit a determination to be made by the university president with respect to the propriety and practicability of including that item on the agenda for the meeting. The university president will assemble the items received, with sufficient time to prepare the agenda in advance of each meeting and provide a copy of the agenda to each member of the Board at least seven days prior to the meeting. If additional items or supporting documentation become available, a supplemental agenda will be provided at least three days prior to the meeting.

Section 2.11 Minutes - The Board of Trustees shall keep, and within two weeks after a meeting, post prominently on the University's website detailed meeting minutes for all meetings, including the vote history and attendance of each trustee. The corporate secretary or designee, shall cause the minutes to be printed and preserved and 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

Section 3.1 Appointments - Trustees appointed to committees shall serve at the pleasure of the Board chair.

Section 3.2 Executive Committee - The Executive Committee shall have a minimum of six (6) members, all of whom shall be voting trustees. The chair and vice chair of the Board of Trustees and the chairs of the standing committees of the Board shall serve as members. The Board chair may appoint one additional trustee to serve at-large on the Executive Committee.

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 chair and the university president in their joint responsibility to help the Board to function effectively and efficiently by suggesting Board meeting agenda items and periodically assessing the quality of committee 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 Board: presidential selection and termination; trustee and Board officer selection; changes in institutional mission and purposes; changes to the bylaws; incurring of corporate indebtedness; and adoption of the annual budget. These bylaws or other Board policy may reserve other powers for the Board of Trustees.

The Executive Committee shall meet as often as necessary to conduct its business as determined by the chair and university president, and it shall ensure that minutes are taken and promptly distributed to all trustees for subsequent ratification by the Board of Trustees at its next regular meeting. The president or president designee shall attend all Executive Committee meetings.

Section 3.3 Other Committees - The Board of Trustees may establish such other committees as deemed necessary for the orderly conduct of the business of the Board and the Board may dissolve such committees. The chair may serve as an ex-officio member of any committee so established and may vote.

Section 3.4 Quorum for Committee Meetings - A majority of voting trustee committee members shall constitute a quorum.

ARTICLE IV AMENDMENT OR SUSPENSION OF BYLAWS

The Bylaws may be altered, amended or repealed by a majority vote of the full Board at any regular or special meeting of the Board when notice of the proposed amendment or repeal is provided in the meeting notice. Any provision of these Bylaws may be suspended in connection with the consideration of a matter before the Board by an affirmative vote of not less than nine (9) members of the Board.

ARTICLE V APPEARANCES BEFORE THE BOARD

Section 5.1 Appearances - 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 university president, as corporate secretary, at 11000 University Parkway, Pensacola, Florida 32514, for the matter to be included in the agenda. The university president, in consultation with the chair, 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.

Section 5.2 Chair's Role - The chair may recognize any individual or representative of groups to address the Board.

Section 5.3 Board Policy and Law - The Board will permit individuals to address the Board as required by Board policy and Florida law.

Section 5.4 Orderly Conduct - 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 VI CODE OF ETHICS

Section 6.1 Code of Ethics - Conflict of Interest - Trustees stand in a fiduciary relationship to the University. Therefore, Trustees shall act in good faith with due regard for the interests of the University and shall be guided by the provisions set forth in Florida law for the conduct of public officers. The Board shall adopt a written ethics policy that will be reviewed periodically and revised as necessary.

ARTICLE VII MISCELLANEOUS PROVISIONS

Section 7.1 Indemnification - The Board 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 the 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 not to have acted in good faith; and further provided that no settlement shall be entered into without the prior consultation and approval of the president or the president's designee.

Section 7.2 Fiscal Year - The fiscal year of the Board shall commence on July 1 of each year and end on June 30.

Section 7.3 Sunshine Laws - Public access to Board records is governed by the provisions of the Public Records Law in Chapter 119, Florida Statutes. Board meetings are governed by the provisions of the Open Meetings Law in Chapter 286, Florida Statutes.

Section 7.4 Corporate Seal - The corporation shall have a seal on which shall be inscribed "The University of West Florida Board of Trustees."

History: Revised 2/25/05, 9/18/09, 12/09/11, 6/15/16, 04/20, 4/29/21, 11/17/22



Board of Trustees
UNIVERSITY *of* WEST FLORIDA

Announcements

2023 – 2024 Meetings and Events

August 17, 2023 Committee Meetings @ 9:00 a.m. via Zoom

September 14, 2023 Full Board Meeting @ 9:00 a.m. at the Conference Center

November 16, 2023 Committee Meetings @ 9:00 a.m. via Zoom

December 14, 2023 Full Board Meeting @ 10:00 a.m. via Zoom

February 15, 2024 Committee Meetings @ 9:00 a.m. via Zoom

March 7, 2024 Full Board Meeting @ 9:00 a.m. at the Conference Center

May 16, 2024 Committee Meetings @ 9:00 a.m. via Zoom

June 20, 2024 Full Board Meeting @ 9:00 a.m. at the Conference Center

BOG Trustee Summit

@ UCF in Orlando, FL

November 7:

- Check-in and Trustee Dinner

November 8:

- Trustee Summit

November 9:

- BOG Meeting and Checkout

Rooms reserved @ the Celeste
Hotel on the UCF campus.

Save the Date

August 18, 2023 New Student Convocation

September 28, 2023 State of the University

December 6, 2023 UWF Holidayfest

December 9, 2023 Fall Commencement

March 22, 2024 Honors Convocation

April 4, 2024 Employee Awards Program

April 15 - 19, 2024 Founders Week

May 4, 2024 Spring Commencement



Board of Trustees
UNIVERSITY *of* WEST FLORIDA

Adjournment