

**Special Full Board Meeting  
February 12, 2026  
Minutes**

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**Board Meeting****9:34 a.m.**

The public was provided with information on the UWF Board of Trustees website to attend this public meeting virtually through Zoom Webinar.

**I. Call to Order**

The meeting of the UWF Board of Trustees was called to order at 9:34 a.m. by Chair Rebecca Matthews.

**II. Roll Call**

Chair Matthews asked Kristie Johnson to conduct roll call. Trustees Paul Bailey, Trista Bennett, Ed Fleming, Janice Gilley, Adam Kissel, Kevin Mason, Rebecca Matthews, Kishane Patel, Heather Riddell, Ashley Ross, Zack Smith and Chris Young attended in person and Trustee Rachel Moya attended virtually.

Others in attendance included:

Manny Diaz, Jr., President; Jaromy Kuhl, Senior Vice President and Provost; Clifford Humphrey, Chief of Staff and Vice President of Strategic Initiatives; Tori Bennett, Interim Vice President of University Advancement; Dan Lucas, Vice President of Finance and Administration; Mary Anderson, Interim Vice President and Dean of Students for Academic Engagement and Student Affairs; Dave Scott, Associate Vice President for Athletics; Jamie Sprague, Senior Associate VP, Human Resources; Julie Sheppard, Interim General Counsel; Cass Boatwright, Assistant Vice President and Chief Operating Officer; Alex Smith, Director of External Affairs; David Bryant, Chief Audit Executive; Matt Packard, Chief Compliance Officer; Dallas Snider, Vice Provost; Jeffrey Djerlek, Senior Associate Vice President and Controller; Denise Soares, Dean of School of Education; Angela Bryan, Assistant Vice President, Planning and Institutional Performance; Anna Lochas, Director of Events; and Kristie Johnson, Board of Trustees Liaison.

**III. Greeting**

Chair Matthews welcomed everyone to the meeting and stated there were four action items on the agenda. She welcomed new Trustee, Kevin Mason, CEO of Acentria and former baseball player and alumnus from UWF. She also praised the football stadium groundbreaking.

**IV. Public Comment**

Chair Matthews opened the floor for public comment. Alyssa James Gray, a UWF student from Cantonment, FL, commented on BOT-1 Charter School Approver Application and Mike Sanderson, resident of Brooklyn, NY, commented on BOT-3 President's Performance Goals.

**V. Approval of Minutes**

Chair Matthews reminded the committee members that they had been given the opportunity ahead of time to review the minutes of the December 11, 2025 and

January 8, 2026 Full Board Meetings. Chair Matthews asked for a motion to approve the minutes as presented if there were no changes or corrections.

- i. Motion by: Trustee Young
- ii. Seconded by: Trustee Bennett
- iii. Motion passed unanimously.

## **VI. Unfinished Business**

### **A. Consent Agenda**

#### **1. AUD-1: Internal Audit Report: PBF Data Integrity Audit 2025**

Chair Matthews noted there was one item on the consent agenda, the acceptance of the Data Integrity Audit 2025 for Performance-Based funding, advanced from the Audit and Compliance committee meeting earlier that was fully discussed during the committee meeting. She asked if anyone wished to pull this item for further discussion and seeing none, asked for a motion to adopt the recommendation of the Audit and Compliance Committee to accept the Data Integrity Audit 2025 for Performance-Based funding.

- i. Motion by: Trustee Smith
- ii. Seconded by: Trustee Riddell
- iii. Motion passed unanimously.

## **VII. New Business**

### **A. Action Items**

#### **1. BOT-1: Charter School Approver Application**

President Diaz presented a request for the board to authorize the university to apply to the Department of Education (DOE) to become a Charter School Authorizer. He clarified that this item is unrelated to the pilot school that is a tuition free, philanthropic partnership with the School of Education.

Chair Matthews asked for a motion to authorize submission of an application to become a charter school sponsor and local educational agency through the Florida Department of Education.

- i. Motion by: Trustee Kissel
- ii. Seconded by: Trustee Gilley
- iii. Motion passed unanimously.

#### **2. BOT-2: Loan from Foundation to UWF Board of Trustees**

UWF CFO, Mr. Dan Lucas, presented the item, BOT-2: Loan from Foundation to UWF Board of Trustees. He reviewed highlights of the

loan which would provide needed capital to finish construction of a new stadium with an explanation of interest charged, plan for repayment, and other significant loan terms and noted that all was crafted with consultation from Board of Governors staff. No student or faculty support would be affected.

Chair Matthews asked for a motion to approve the loan from the UWF Foundation to the UWF Board of Trustees.

- i. Motion by: Trustee Fleming
- ii. Seconded by: Trustee Moya

Trustee Riddell questioned if there was any increase in building estimate for the stadium since last approved and thus required this loan. Mr. Lucas replied that the original expectation was that the foundation would be called on to assist but that the project plan is not finished and therefore the original estimate may need revision. President Diaz clarified that the interest paid matches the interest earned for the Foundation and the loan is for up-front costs that should be repaid with incoming income.

- iii. Motion passed unanimously.

### 3. BOT-3: President's Performance Goals

Chair Matthews introduced this item with historical information on Presidential evaluations in the past including the final abbreviated evaluation for President Saunders. An abbreviated evaluation for President Diaz is also planned since his year is in progress, previously as interim President. The ad hoc committee for Presidential Performance will meet to begin the evaluation for his performance for the next academic year consistent with our updated strategic plan and BOG 2030 plan.

President Diaz presented his Performance Goals for the 2025-2026 (retroactive) year with an explanation for each item included.

Chair Matthews asked for a motion for the board to approve the President's Performance Goals for the current fiscal year.

- i. Motion by: Trustee Fleming
- ii. Seconded by: Trustee Smith

During discussion, Trustee Riddell shared technical concerns, desiring to improve the goals for specificity, details, and defined measurements. Chair Matthews and Dr. Clifford Humphrey clarified the dates the evaluation is due to the Board of Governors.

MOTION: Trustee Riddell made a motion to table the approval of the Presidential goals to March to allow for the statements to be revised for clarity, define successes with measurements, be an accurate reflection of the work that President Diaz has put in since his tenure here at UWF and so that the goals can be aligned with the current Strategic Plan.

Chair Matthews asked for a second. There was no second. Motion to amend failed.

Trustee Gilley commented she would like to move forward for the current year and set up a matrix for the next year that includes more specificity and benchmarks. Chair Matthews and Dr. Humphrey clarified further before discussion ended.

- iii. Motion to approve passed 12-1 on a roll call vote with Trustee Riddell casting the dissenting vote.

#### 4. BOT- 1: Charter School Approver Application

Trustee Riddell moved to reopen item BOT-1 to complete unrecognized discussion. Motion was seconded by Trustee Bennett.

Motion to reopen carried via roll call vote 10 to 3 with Trustees Bailey, Fleming, and Smith casting the dissenting votes.

Discussion from Trustees Bennett (questioned the effects on student space/access), Gilley (in support providing examples of successful lab and development schools across SUS and thus great opportunity for UWF), and Ross (addressed small nonprofit pilot school provider that could have a shared use agreement with UWF – not covered by this motion). Clarification included assurance that any future on-campus charter school would be required to provide their own space and no student space would be negatively affected as well as providing further definition for lab schools versus charter schools authorizer (latter only is covered under this item).

Chair Matthews asked for a motion to approve submission of an application to become a charter school sponsor and local educational agency through the Florida Department of Education.

- i. Motion by: Trustee Fleming
- ii. Seconded by: Trustee Kissell
- iii. Motion carried unanimously via roll call vote.

5. BOT-4: Hire Vice President, Division of Academic Engagement and Student Affairs

President Diaz commended Dr. Mary Anderson for her work as interim Vice President in the Division of Academic Engagement and Student Affairs and requested approval to hire her as the permanent Vice President.

Chair Matthews asked for a motion to approve hiring Dr. Mary Anderson for the position of Vice President of the Division of Academic Engagement and Student Affairs.

- i. Motion by: Trustee Young
- ii. Seconded by: Trustee Kissel

Trustees Bennett and Matthews commented in favor of the motion, praising Dr. Anderson.

- iii. Motion passed unanimously.

Chair Matthews congratulated Dr. Anderson.

**VIII. Good of the Order**

Chair Matthews identified that all agenda items had been discussed. She mentioned the Board of Governors meeting March 25-26 on the UWF campus, the next in-person Board of Trustees meeting on campus April 23<sup>rd</sup>, asked Trustees to complete the annual conflict of interest forms sent earlier that morning and brought attention to event invitations extended. Chair Matthews asked if the board members had any additional business to discuss. No other business was discussed.

**IX. Adjournment**

**10:47 a.m.**

With no other business to discuss, Chair Matthews adjourned the meeting at 10:47 a.m.