

BOARD OF DIRECTORS - EXECUTIVE COMMITTEE MEETING

UWF Historic Trust – J. Earle Bowden Building, Classroom #1
Tuesday, Nov. 14, 2023, at 3:30 p.m.

MINUTES APPROVED by Committee Feb. 13, 2024

Present

Members: BOT Rep Dick Baker, IPC Jason Crawford, Alumni Assoc. Board President Whitney Fike, Secretary Megan Fry, Board Chair James Hosman, UWF President Dr. Martha Saunders, Treasurer Rodney Sutton, and Vice Chair Bruce Vredenburg

Staff: UWF Foundation President Howard Reddy, Foundation CFO Dan Lucas, Foundation Director E. Jan Butts, Admin Specialist Peggy Do-Malden, and Foundation Board Secretary Geri Battist

Guests: Office of the President Assistant Vice President, Anamarie Mixson; Jessica Scholl, Legal Counsel; no public guests present

Public access to this meeting was available by contacting Geri Battist (gbattist@uwf.edu) (850) 474-3306 to request the conference call-in number and passcode, or to attend in person on site.

Call to Order: Board Chair James Hosman called the meeting to order at 3:32 p.m. Staff performed a roll call to determine quorum. Quorum was established with eight committee members present.

Minutes: Board Chair Hosman verified that the minutes had not been changed and called for a motion to accept the August 31, 2023, committee meeting minutes as presented. Mr. Rodney Sutton made the motion, and Mr. Bruce Vredenburg seconded the motion. Hearing no objections or changes needed, the motion carried with all voting in favor.

University Report: President Saunders provided an update on university highlights. Spring 2024 enrollment is currently 9% up over Spring 2023 enrollment. UWF Athletic teams are performing well and winning; and the workforce alignment initiative is progressing very well as the University continues to receive requests from companies and organizations to hire UWF graduates. The Board of Governors unanimously approved UWF’s Board of Trustees’ recommendation for an extension of President Saunders’ contract through December 31, 2024. The President called together an advisory council with the initiative to broaden UWF’s community engagement. The advisory council is tasked with making a “UWF Be There” list that would include areas in the Northwest Florida region where the University could engage the community. President Saunders responded to questions and concluded her report.

Advancement Report: Vice President Howard Reddy provided University Advancement highlights. Mr. Reddy reported that Advancement received \$4.1 million in new major gifts for fiscal year 2023-2024 (July 1, 2023 – Nov. 8, 2023) and shared a summary of some recent major gifts received ranging from \$10,000 up to \$100,000. The Foundation Board’s giving is at 85% (23 of 27 board members). Advancement is experiencing a very successful silent campaign to date. The public phase of the campaign will be launched on April 11, 2024. Mr. Reddy responded to questions and concluded Advancement’s report.

CFO Report: Chief Financial Officer Dan Lucas provided a brief update. Five applicants of the Foundation Student Fellows Program attended the Investment Committee meeting today and presented an “elevator speech” to the committee. All applicants were outstanding, making it difficult to choose the finalists. The Foundation will add three new finance students to the Foundation Student Fellowship program if they accept the expectancies of the investment committee. Housing is performing well, and investments are beginning to trend upward again. Mr. Lucas reported that he provided a brief overview of “Internal Audit: A Tool for the Audit Committee” along with an overview of “Fraud and the Responsibilities of the Audit Committee” to the committee. CFO Lucas responded to comments and questions. This concluded the CFO report.

Investment Committee Report: Committee Chair Bruce Vredenburg provided updates on CAPTRUST’s market summary and quarterly performance report ending Sept. 30, 2023. Total market value assets were \$117,778,080 at the start of the quarter and ended the quarter at \$115,834,335 with net returns -1.7% for quarter ending Sept. 30, 2023. CAPTRUST did not have any recommendation instructions for this quarter. The committee reviewed the Earnings vs. Expenses and Other Assets (Charitable Gift Annuities) which are also slightly down this quarter. The committee invited the Foundation Student Fellow Program (“FSFP”) applicants to the investment committee meeting. Each provided a 2-minute “elevator speech” on their background and what they hope to gain from the program. 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. After a lengthy discussion, the committee decided on three students and one alternate. The committee also determined the expectations of each student fellow in the program to be stated in an acceptance letter. The three selected applicants will receive the letter with the expectations and will be accepted into the program once the Foundation receives their signed acceptance letter. If a student is not able to accept the expectancies and withdraws, then the alternate student applicant will receive the acceptance letter. Chair Vredenburg responded to comments and questions. This concluded the Investment Committee report.

Audit/Budget Committee Report: Committee Chair Rodney Sutton provided the update from the Audit Budget committee. Housing reported that they are at 99% occupancy and working through their waitlist. He reviewed the proposed Summer 2024 project list with a projected known cost estimate of \$847,849 and an additional \$184,427 from the FY23 budget for Pace Hall chiller replacement. **ACTION ITEM:** Board Chair Hosman asked for a motion to approve the Summer 2024 projects as stated by Housing. Mr. Dick Baker made the motion, seconded by Mr. Jason Crawford. Hearing no questions or discussion, Board Chair Hosman accepted a vote all in favor. Housing will commit 20 rooms towards a Nursing Living Learning Community in Heritage Hall by Fall 2024. Housing’s expectation is that there will be a need for additional 250+ units soon.

Currently, Housing's revenues exceed budget and expenses are under budget. The Foundation is required to maintain a debt covenant ratio (DCR) of 1.2; the current debt ratio is 1.324. The committee chair reported that the Foundation budget and carry forward is in line. Chair Sutton responded to comments and questions. This concluded the Audit Budget Committee report.

Nominating Committee Report: Committee Chair Jason Crawford (Immediate Past Chair) reported that the Nominating Committee reviewed the status of board membership. The board will have six board member openings to fill as follows: 3 Board-elected appointment openings, 2 Presidential appointments and one UWF Alumni Association Board appointment. Current board members eligible for reappointment are as follows:

Chris Roney, eligible for reappointment, accepted second four-year term (7/01/24 - 6/30/2028)
Gerald Adcox, eligible for reappointment, accepted second four-year term (7/01/24 - 6/30/2028)
Darrell Gooden, eligible for reappointment, accepted second four-year term (7/01/24-6/30/2028)
Cyndi Warren, eligible for reappointment, first four-year term (7/01/2024 – 6/30/2028)
(Cyndi will complete a two-year partial term [7/1/2023 – 6/30/2024] at the end of the fiscal year.)

Committee Chair Crawford shared a list of potential nominees that committee members will connect with to gauge their interest in serving on the board. The committee's goal is to have a confirmed list of nominees at the February committee meeting. The committee discussed board composition and is open to suggestions. Chair Crawford responded to comments and questions. This concluded the Nominating Committee report.

Other Business: UWF President's Club: Assistant Vice President, Office of the President, Anamarie Mixson and Foundation staff, provided an update on the UWF President's Club along with a summary of the carrying and maintenance costs as requested by the Board chair.

ACTION ITEM: After lengthy discussion, Mr. Rodney Sutton made a motion to authorize management to sell the real estate property at the best possible net value, but not less than a gross sales price at the appraised value. He clarified that the motion is applicable to real property only and not the contents. Purchase of contents would be a separate item. The motion was seconded by Mr. Bruce Vredenburg. Board Chair Hosman opened the motion for discussion. Hearing no further discussion nor objections, Board Chair Hosman called for a vote. The motion carried with a unanimous all-in favor vote.

UWF Upcoming Events: Board Chair Hosman reviewed the UWF upcoming events with the executive committee, noting the upcoming UWF football games.

Adjournment: There being no further business, the meeting adjourned at 4:46 p.m.

Executive Committee Minutes prepared by Geri Battist