

**OPERATING PROCEDURES OF  
THE ADVISORY BOARD FOR UF ONLINE**

**ARTICLE I. NAME**

The Advisory Board is to be known as the “Advisory Board for UF Online.”

**ARTICLE II. AUTHORITY AND RESPONSIBILITY**

The Advisory Board is vested with all of the powers, duties and authority specified in law and such other powers, duties, and authorities as may be designated by the Board of Governors.

**ARTICLE III. MEMBERSHIP OF THE ADVISORY BOARD**

The Advisory Board is comprised of five members appointed pursuant to s. 1001.7065(4)(c), Florida Statutes:

1. The chair of the Board of Governors or the chair’s permanent designee.
2. A member with expertise in online learning, appointed by the Board of Governors.
3. A member with expertise in global marketing, appointed by the Governor.
4. A member with expertise in cloud virtualization, appointed by the President of the Senate.
5. A member with expertise in disruptive innovation, appointed by the Speaker of the House of Representatives.

In the event of a vacancy of a member by whatever cause, the vacancy shall be filled by the mechanism whereby the position was originally filled.

**ARTICLE IV. OFFICERS OF THE ADVISORY BOARD AND THE EXECUTIVE DIRECTOR**

**Section A. Officers**

The officers of the Advisory Board shall consist of the Chair and Vice Chair.

## **Section B. Selection of Officers and Term of Office**

The Chair and Vice Chair shall be elected by a majority vote of the Board at a meeting held during the month of October of each even-numbered year. The term of office shall commence on the first day of November following the October election.

## **Section C. Vacancy in Office**

In the event of a vacancy in the office of the Chair, the Vice Chair shall assume the position of Chair and shall serve out the remainder of the Chair's term of office. In the event of a vacancy in the office of the Vice Chair, the Advisory Board shall hold a special election as soon as practicable to select a successor who shall serve out the remainder of the Vice Chair's term of office.

## **Section D. Chair**

- (1) The Chair shall preside at all meetings of the Advisory Board and shall have the authority to call any regular, special or emergency meetings of the Advisory Board.
- (2) The Chair shall appoint the members of all standing and ad hoc committees of the Advisory Board and select the chairs of such committees.
- (3) The Chair is authorized to execute all instruments and documents approved or issued by the Advisory Board or as delegated by the Advisory Board.
- (4) The Chair shall serve as the official spokesperson of the Advisory Board.

## **Section E. Vice Chair**

The Vice Chair shall perform the duties of the Chair and have the same power and authority in the absence or disability of the Chair.

## **Section F. Executive Director**

- (1) Upon recommendation of the Chancellor of the State University System, the Advisory Board shall appoint an Executive Director.
- (2) The Executive Director is the chief executive officer of the Advisory Board. The Executive Director shall perform all such duties as necessary to assist with the Advisory Board's implementation of its duties and responsibilities.

The Executive Director is responsible for the prompt and effective execution of all Advisory Board policies, guidelines, and resolutions.

- (3) The Executive Director shall serve as the Advisory Board's liaison for communications with employees of the Board of Governors, the University of Florida, the Legislature, the Governor's Office, other state entities, and the public.
- (4) The Executive Director shall keep the Advisory Board informed of all issues affecting or that may affect UF Online and make such recommendations to the Advisory Board for the development of any new policies or guidelines and any amendments to existing policies or guidelines.
- (5) The Executive Director shall attend and participate in all meetings of the Advisory Board and its committees, and prepare and submit such reports as may be required by the Advisory Board, the Chancellor of the Board of Governors, the Board of Governors, by law, or as deemed necessary by the Executive Director.

#### **Section G. Corporate Secretary**

- (1) Upon recommendation of the Chancellor of the State University System, the Chair shall designate a Corporate Secretary.
- (2) The Corporate Secretary shall serve at the pleasure of the Advisory Board and shall:
  - (a) Maintain an accurate record of the proceedings of the Advisory Board;
  - (b) Have custody of all official records and documents of the Advisory Board; and
  - (c) Notice all meetings of the Advisory Board as required by applicable law.

### **ARTICLE V. MEETINGS OF THE ADVISORY BOARD**

#### **Section A. Regular Meetings**

There shall be no fewer than two regular meetings per year which shall be open and noticed to the public in accordance with the Article I, Section 24 of the Florida Constitution and the requirements of Chapter 286, Florida Statutes.

## **Section B. Special Meetings**

The Chair may convene special meetings, including workshops or retreats, of the Advisory Board as deemed appropriate. Such meetings shall be open and noticed to the public in accordance with the Article I, Section 24 of the Florida Constitution and the requirements of Chapter 286, Florida Statutes.

## **Section C. Emergency Meetings**

The Chair may convene a meeting of the Advisory Board for the purpose of acting on emergency matters affecting UF Online. Such meetings shall be open to the public and the Advisory Board shall provide such notice of the meeting as is reasonable under the circumstances.

## **Section D. Use of Technology**

Any meeting of the Advisory Board may be conducted through a telephone conference call or by any other technological means. Any such meetings shall be open and noticed to the public in accordance with the Article I, Section 24 of the Florida Constitution and the requirements of Chapter 286, Florida Statutes.

## **Section E. Agenda**

The Chair, in consultation with the Executive Director, shall approve items to be placed on the agenda for each Advisory Board meeting. Any member may request items to be placed on the agenda for discussion or action at a meeting, subject to approval by the Advisory Board. All agenda items and supporting documentation must be submitted to the Executive Director with sufficient time for distribution to the Advisory Board members at least seven days in advance of the meeting where the item will be considered.

## **Section F. Quorum and Voting**

A majority of the members of the Advisory Board must be present to constitute a quorum to transact official business. The decision of the majority of members in attendance and voting on an issue shall prevail, unless otherwise provided herein. In the event of a tie vote, the vote of the Chair shall be the deciding vote on the issue. The vote upon any resolution, motion or other matter may be by voice vote, but the Chair may require a roll call vote if deemed appropriate. A member may abstain from voting only under those circumstances prescribed by law. Voting by proxy or by mail is not permitted.

## **Section G. Minutes**

Minutes of the meetings of the Advisory Board shall be kept by the Corporate Secretary who shall file and preserve all minutes, agendas and agenda materials, notices, resolutions, and other documents pertaining to the business and proceedings of the Advisory Board. Records of the meetings, including any video or audio recordings, are public records subject to Chapter 119, Florida Statutes.

## **Section H. Appearances before the Advisory Board**

Individuals or groups who desire to appear before the Advisory Board to initiate a subject within the Advisory Board's jurisdiction shall submit a request specifying the matter on which they wish to be heard to the Corporate Secretary, 325 West Gaines Street, Tallahassee, FL 32399. The Chair, in consultation with the Executive Director, will determine whether the item will be considered and, if so, the timing of when such item will be placed on the agenda. The Chair may place time limits on any presentation and the number of speakers permitted to present the item.

## **Section I. Parliamentary Rules**

When not in conflict with any of the Advisory Board's Operating Procedures, policy, or state law, Robert's Rules of Order shall be utilized as a guide in conducting the meetings of the Advisory Board.

## **ARTICLE VI. COMMITTEES**

### **Section A. Purpose**

The Chair shall have the authority to establish standing and ad hoc committees of the Advisory Board. Standing and ad hoc committees of the Advisory Board shall consider matters that are encompassed within the subject matters assigned to each committee and make recommendations to the Advisory Board. Unless specifically delegated or otherwise provided by Advisory Board policy, authority to act on all matters related to its statutory responsibilities for UF Online is reserved to the Advisory Board.

### **Section B. Membership and Quorum**

The Chair of the Advisory Board shall have the authority to appoint and remove members of each committee, and select committee chairs. A majority of committee members present at a committee meeting constitutes quorum for purposes of committee business.

## **ARTICLE VII. CONFLICT OF INTEREST**

Members of the Advisory Board shall adhere to the provisions of the Code of Ethics for Public Officers in Chapter 112, Part III, Florida Statutes.

## **ARTICLE VIII. AMENDMENT OR SUSPENSION OF PROCEDURES**

### **Section A. Amendments**

The Advisory Board's Operating Procedures may be amended or repealed by a majority vote of the members present at any regular meeting, provided there is a quorum and that such proposed amendment or repeal has been publicly noticed prior to the meeting at which the proposed action is to be taken.

### **Section B. Suspension of Operating Procedures**

Any provision of the Advisory Board's Operating Procedures may be suspended by a majority vote of the members present in considering any matter to come before the Advisory Board, provided there is a quorum.