FLORIDA BOARD OF GOVERNORS
NOTICE OF PROPOSED REGULATION AMENDMENT

DATE: 9/18/24

REGULATION NUMBER AND TITLE: 1.002, Presidential Search and Selection

SUMMARY: Amendments will Establish the Chair of the Board of Governors as an ex officio member of a presidential search committee; increase Board of Governors designees from 1 to 2 members; require the search committee to submit for review and approval the proposed unranked list of final applicants to the Chair of Board of Governors prior to submission to the Board of Trustees; and clarify that amendments to this regulation are effective to active presidential searches and are applicable prospectively.

FULL TEXT OF THE REGULATION IS INCLUDED WITH THIS NOTICE.

AUTHORITY TO AMEND REGULATION(S): Section 7(d), Art. IX, Fla. Const.; Board of Governors Regulation Development Procedure dated March 23, 2006.

THE BOARD OF GOVERNORS' OFFICIAL INITIATING THE PROPOSED AMENDMENT TO THE REGULATION: Rachel Kamoutsas, General Counsel

COMMENTS REGARDING THE PROPOSED AMENDMENT SHOULD BE SUBMITTED WITHIN 14 DAYS OF THE DATE OF THIS NOTICE TO THE CONTACT PERSON IDENTIFIED BELOW. The comments must identify the regulation on which you are commenting:

General Counsel, Board of Governors, State University System, 325 W. Gaines Street, Tallahassee, Florida 32399 or generalcounsel@flbog.edu.

1.002 Presidential Search and Selection

(1) Pursuant to a delegation of authority from the Board of Governors, each board of trustees is responsible for conducting a search and selecting a candidate to serve as the president of the institution, subject to confirmation of the candidate by the Board of Governors. To ensure that the search process is transparent, effective, and consistent with state law and with the priorities of the Board of Governors and the constituent university, each university board of trustees must conduct the search process in accordance with the following criteria:

(a) The Chair of the board of trustees, in consultation with the Chair of the Board of Governors, as ex officio member of the search committee for the limited purpose of completing (1)(c)(9), shall appoint the members of a search committee comprised of no more than 15 members, ~~one~~ two of whom must be the Chair of the Board of Governors' designees, which will consist of a member of the Board of Governors and a committee member at-large, and at least three of whom are members of the board of trustees. Committee members selected to serve on the search committee should consist of individuals from the institution's faculty, the student body, the institution's foundation board, and, if applicable, the institution's financing corporation board. However, none of the individuals selected to serve on the search committee should hold positions that report directly to the president. In addition, the Chair of the board of trustees should consider appointing alumni, donors, and/or members from the community where the institution is located to serve on the search committee. The Chair of the board of trustees will appoint, with the concurrence of the Chair of the Board of Governors, a trustee member of the search committee to serve as chair of the committee. The Chair of the board of trustees may not serve as the search committee chair.

(b) The board of trustees or its designee:

1. shall obtain an executive compensation analysis that encompasses all components of compensation (salary, benefits, bonuses, and all other forms of remuneration) and that takes into consideration compensation paid to the current president, presidents of peer institutions, as well as other relevant factors (such as market trends, the available qualified pool and relevant competition for candidates), from which the search committee will establish a range of compensation that will be submitted to the board of trustees for approval and use by the board of trustees or its designee in negotiating the employment contract with the final candidate; may retain the services of an executive search firm/consultant, subject to a competitive procurement process or use of a competitively procured, pre-qualified list, if total compensation will exceed the threshold established in Board Regulation 18.001; and any search firm/consultant that is retained must confirm, in writing, that it is familiar with and will comply with Florida's Sunshine laws in chapters 119 and 286, Florida Statutes, and the confidentiality requirements in section 1004.098, Florida Statutes, applicable to executive searches; and

2. shall provide a charge to the search committee that outlines the scope of the search, the estimated timeline for the search, and the committee's responsibilities.

(c) The search committee, assisted by the executive search firm/consultant (if retained), will be responsible for:

1. oversight of a webpage on the institution's website that includes a link to the home page for meetings related to the search and information on the means of providing stakeholder input, which shall be maintained for purposes of transparency;
2. establishing a calendar of public events for the process as they are planned that takes into account the need to align the timing of the selection process with the estimated timeline specified by the board of trustees to the extent feasible, and meeting dates of the board of trustees, and of the Board of Governors for purposes of the confirmation process;
3. developing recommended position criteria that are consistent with the institution's mission, strategic plan and aspirational goals, which shall be approved by the board of trustees;
4. approving a marketing plan, that will be submitted to the board of trustees;
5. identifying individuals who may apply, be nominated, or recruited, taking into consideration their experience, qualifications and leadership capabilities under the position criteria to produce a pool of qualified applicants;
6. vetting applicants by, at a minimum, ensuring that:
    i. the committee reviews, as soon as possible but no later than seven (7) days prior to the interview of any applicant, available public records and online resources in order to narrow the pool of qualified applicants who will be invited to participate in interviews with the search committee;
    ii. any issues of concern identified in the public records or online resources are shared with and addressed by the committee and applicant, prior to the applicant being advanced to the board of trustees;
    iii. the references of candidates to be referred to the board of trustees are thoroughly checked and reviewed by the committee prior to advancing applicants to the board of trustees;
    iv. any information solicited from applicants in the vetting process is necessary to conduct a background check, or is germane to the position description.
7. determining, under the position criteria, the applicants to be interviewed by the search committee, which may be accomplished, for example, by categorizing applicants from highly qualified to unqualified and conducting a ranking or series of rankings of the applicants to determine where there is consensus. Any ranking process must be completed by search committee members, during a meeting, on the record and where contemporaneous discussion of such rankings can

take place;

8. conducting those first applicant interviews, based on the format and parameters set forth by the committee. If the interviews are in-person, at least one board of trustees committee member must attend the interviews in person. The committee will utilize the same preliminary questions for each applicant and is authorized to include additional applicant-specific questions related to the applicant's submitted materials or background vetting findings obtained through public records or online resources;

~~8.~~9. recommending an unranked list of final applicants who are qualified under the position criteria to further the institution's mission, goals and priorities for on-campus meetings or forums with faculty, students, and other stakeholders and for consideration and on-campus interviews by the board of trustees, subject to the prior review and approval by the Chair of the Board of Governors. The search committee is required to submit more than two qualified applicants, selected by a majority vote of the search committee, to the board of trustees for consideration, other than in exceptional circumstances making fulfillment of this requirement infeasible, in which case the committee must discuss why fewer than three applicants are being recommended and whether additional applications should be considered. If more than two candidates are not coming forward, the board of trustees must be notified of the reason and may decline to act;

~~9.~~10. informing all members of the committee if any applicant withdraws from consideration prior to the board of trustees' consideration of finalists; and

~~10.~~11. notifying the search committee chair and the Chancellor if, at any time during the search committee process, a member identifies concerns or issues related to the process or the search committee's compliance with law or Board of Governors regulations. The Chancellor, in consultation with the Chair of the Board of Governors and Board of Governors' General Counsel, will issue guidance on the appropriate course of action.

(d) The board of trustees or its designee, with the assistance of the executive search firm/consultant (if retained), shall then be responsible for:

1. ensuring that at least a preliminary criminal, financial, education and professional background check is conducted for the final applicants who are recommended by the search committee to interview with the board of trustees; ensuring that additional screening of those applicants is conducted by contacting other persons or entities that can provide additional information relevant to the position criteria on the applicant's job performance in his or her current and past positions, an assessment of the applicant's leadership capabilities and management style, ability to work with various stakeholders, and expected effectiveness as an advocate for the institution and the State University System; and

ensuring that a background check of the president-elect is finalized prior to recommendation of the president-elect to the Board of Governors for confirmation;

2. holding on-campus meetings with faculty, students, and other stakeholders and conducting final interviews with the board of trustees;
3. selecting a final qualified candidate under the position criteria as president-elect for recommendation to the Board of Governors for confirmation;
4. drafting an employment contract covering the financial and key performance terms, to be reviewed by the Board of Governors general counsel prior to execution for compliance with state law, that is consistent with the compensation range approved by the board of trustees, that is contingent upon confirmation of the candidate by the Board of Governors; and includes an express bonus structure that is in alignment with key performance terms. It is recommended that the terms be consistent with the university's performance based funding metrics and accountability plan, but universities are not limited to these standards. If a university chooses alternative criteria, such criteria and an estimated timeframe for the determination of the criteria must be communicated to the Board of Governors; and
5. submitting a written description of the selection process and criteria, the president-elect's qualifications, and a copy of the employment contract to the Board of Governors for consideration in the confirmation process. The president-elect is not eligible to commence employment with the institution or execute the employment contract prior to confirmation by the Board of Governors.

(2) The Board of Governors' member who serves on the search committee shall be responsible for:

(a) reporting on the progress of the search and selection process at each regularly scheduled meeting of the Board, and shall serve as a member of any search committee subcommittee established for the purpose of analyzing the appropriate range of compensation for the final candidate. As part of the member's report to the Board, the member will keep the Board informed on matters relating to the range of compensation and other material terms of any proposed employment contract discussed by the search committee or the board of trustees during the search process; and

(b) informing the search committee at a scheduled meeting of the committee of concerns raised by members of the Board of Governors related to compensation or other material terms of proposed employment contracts.

(3) All persons with access to confidential applicant information protected by section 1004.098, Florida Statutes, shall execute a non-disclosure agreement to ensure confidentiality of the information as required by law. Failure to abide by the requirements of the non-disclosure agreement may subject an individual to civil or criminal penalties under Florida's Sunshine Laws.

(4) The Chancellor shall brief the president-elect in preparation for the meeting at which the president-elect shall be presented to the Board of Governors for confirmation.

(5) The president-elect shall personally appear before the Board of Governors at a scheduled meeting for an interview as part of the confirmation process. The Chair of the board of trustees, or designee, will describe the search process and the material terms of the proposed employment contract, and introduce the president-elect to the Board. The president-elect should be prepared to respond to questions related to the institution's mission under its strategic plan, general awareness of institutional and system metrics, and any priorities established by the Board of Governors for the institution.

~~(5)~~(6) Amendments to this regulation are effective to active presidential searches and are applicable prospectively.

Authority: Section 7(d), art. IX, Fla. Const.; Fla. Stat. 1001.706, 1004.098; History: New 06-23-16, Amended 08-31- 17, Amended 11-09-22, Amended 09-08-23, Amended 03-27-24, Amended xx-xx-xx~~.~~