AGENDA

1. Call to Order and Chair’s Remarks
   Dean C. Colson

2. Review Presidential Executive Search Firms/Consultants
   Roger Tovar

3. New Business (If Any)
   Dean C. Colson

4. Concluding Remarks and Adjournment
   Dean C. Colson
THE FLORIDA INTERNATIONAL UNIVERSITY
BOARD OF TRUSTEES
Governance Committee
March 17, 2022

Subject: Review Presidential Executive Search Firms/Consultants

Proposed Committee Action:
Pursuant to the delegation of authority from the Florida International University Board of Trustees, as approved by the Board of Trustees on March 3, 2022, (i) review potential presidential executive search firms/consultants and (ii) recommend presidential executive search firms/consultants for interviews with the Florida International University Board of Trustees Governance Committee.

Background Information:
Pursuant to Florida Board of Governors Regulation 1.002, Presidential Search and Selection, the Florida International University Board of Trustees, or its designee, may retain the services of an executive search firm/consultant.

At its March 3, 2022 Full Board meeting, the Florida International University Board of Trustees delegated to the Governance Committee the authority, in a manner consistent with the applicable Board of Governors Regulations, to review potential presidential executive search firms/consultants and to select the presidential executive search firm/consultant to be retained.

Supporting Documentation: Florida Board of Governors Regulation 1.002, Presidential Search and Selection

Facilitator/Presenter: Roger Tovar
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, robust, and designed to attract highly qualified individuals, 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, shall appoint the members of a search committee comprised of no more than 15 members, one of whom must be a member of the Board of Governors 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 a trustee member of the search committee to serve as chair of the committee.

(b) After the search committee is formed, the board of trustees or its designee:
   i. shall obtain an executive compensation analysis that encompasses all components (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;
   ii. 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 should be familiar, or demonstrate its ability to become familiar, with Florida’s Sunshine laws in chapters 119 and 286, Florida Statutes, as applicable to executive searches; and
   iii. 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:
i. oversight of a webpage on the institution’s website that includes a link to the home page for meetings of the search committee (notices, agendas and materials), updated lists of persons who have submitted applications, and information on the means of providing stakeholder input, which shall be maintained for purposes of transparency;

ii. 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;

iii. 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;

iv. approving a marketing plan, that will be submitted to the board of trustees;

v. 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;

vi. vetting applicants by, at a minimum, ensuring that available public records and online resources are checked in order to narrow the pool of qualified applicants who will be invited to participate in interviews with the search committee and that the references of candidates to be referred to the board of trustees are thoroughly checked;

vii. determining, under the position criteria, the applicants to be interviewed by the search committee and conducting those first applicant interviews; and

viii. recommending an unranked list of 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. 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. If more than one candidate is not coming forward, the board of trustees must be notified of the reason and may decline to act.

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

i. ensuring that at least a preliminary criminal, financial, education and professional background check is conducted for the candidates who are recommended by the search committee to interview with the board of trustees; ensuring that additional screening of those candidates is conducted by contacting other persons or entities that can provide additional
information relevant to the position criteria on the candidate’s job
performance in his or her current and past positions, an assessment of the
candidate’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;

  ii. selecting final candidates for on-campus meetings with faculty, students, the
      board of trustees, and other stakeholders;

  iii. selecting a final qualified candidate under the position criteria as president-
       elect for recommendation to the Board of Governors for confirmation;

  iv. 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, and that is contingent
      upon confirmation of the candidate by the Board of Governors; and

  v. 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 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.

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

(4) 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.

Authority: Section 7(d), art. IX, Fla. Const.; History: New 06-23-16, Amended 08-31-17.