

**OPERATING PROCEDURES OF
THE UNIVERSITY OF SOUTH FLORIDA SARASOTA-MANATEE
CAMPUS BOARD**

**ARTICLE I
ORGANIZATION**

A. Legal Status of Campus Board

The University of South Florida Sarasota-Manatee Campus Board (“Campus Board”) is established pursuant to Section 1004.341, Florida Statutes.

B. Membership

The University of South Florida Board of Trustees (“Board of Trustees”) shall appoint members to the Campus Board from recommendations of the USF President. Members shall be appointed for 4-year terms beginning with the date of appointment. Members may be reappointed, at the discretion of the Board of Trustees, for one additional term.

In addition, a member of the USF Board of Trustees shall serve as provided below.

A member of the Board of Trustees of the University of South Florida who resides in Manatee County or Sarasota County shall be selected by the Chair of the Board of Trustees of the University of South Florida to serve jointly as a member of the Board of Trustees and as chair of the campus board.

C. Removal of a Campus Board member

Campus Board members serve at the will of the Board of Trustees and may be removed by the Board of Trustees for non-fulfillment of Campus Board duties, other than the Chair of the Campus Board.

D. Officers

The officers of the Campus Board are the Chair, Vice-Chair and the Secretary. The Board of Trustees appointed member shall serve as chair of the Campus Board. The Vice Chair shall be elected by the Campus Board at appropriate times and shall serve a 2-year term to begin immediately upon election. The Vice Chair shall be eligible for election for one additional consecutive term.

The Regional Chancellor shall serve as Secretary of the Campus Board and is not an elected officer of the Campus Board.

The officers shall have the following responsibilities:

1. **Chair**

The Chair shall preside at all meetings of the Campus Board, call special meetings of the Campus Board when necessary and attest to actions of the Campus Board.

2. **Vice-Chair**

The Vice-Chair shall act as Chair during the absence or disability of the Chair and, in that event, shall perform those duties of the Chair described hereinabove.

3. **Secretary**

The Regional Chancellor, as Secretary, shall attend all Campus Board meetings and is responsible for setting the agenda for the Campus Board meetings, in consultation with the Chair. During the absence or disability of the Regional Chancellor, the Regional Vice Chancellor for Academic Affairs will function as Secretary. The Secretary will not be counted as part of a quorum for the purpose of transacting business and shall not vote.

**ARTICLE II
MEETINGS OF THE CAMPUS BOARD**

- A. **Regular Meetings** – The Campus Board will meet no fewer than four (4) times per fiscal year, at a time and place designated by the Chair. Meetings of the Campus Board are open to the public and all official acts will be taken at public meetings.
- B. **Special Meetings** – The Campus Board may meet in special meetings, including workshops, at such times and places designated by the Chair.
- C. **Emergency Meetings** – An emergency meeting of the Campus Board may be called by the Chair of the Campus Board upon such notice as is reasonable under the circumstances whenever, in the opinion of the Chair, an issue requires immediate Campus Board action.

Whenever such emergency meeting is called, the Chair will notify the Secretary. The Secretary will immediately serve either verbal or written notice upon each member of the Campus Board, stating the date, hour and place of the meeting and the purpose for which the meeting has been called. No other business will be transacted at the meeting unless additional emergency matters are agreed to by a majority of those Campus Board members in attendance. The minutes of each emergency meeting will show the manner and method by which notice of such emergency meeting was given to each member of the Campus Board.

- D. Notice of Meetings** – Notice of regular meetings shall be posted on the USF Sarasota-Manatee campus website. Notice of committee meetings and special meetings shall be posted on the USF Sarasota-Manatee campus website. Notice will be given not less than seven days, if practicable, before the meeting and will include a statement of the general subject matter to be considered. In addition, copies of the agenda shall be provided to all persons who have made requests.
- E. Meetings by Means of Telephone Conference Calls, Microsoft Teams and other Communications Media Technology** - The Campus Board may use telephone conference calls, Microsoft Teams and other communications media technology to conduct Campus Board business in the same manner as if the proceedings were held in person. The notice of any meeting conducted by means of communication media technology will state where and how members of the public may gain access to the meeting. Such notice will be in accordance with the notice procedures set forth above.
- F. Quorum** - A majority of the members of the Campus Board must be present physically or by means of communication media technology to constitute a quorum for the transaction of business.
- G. Voting** – The decision of the majority of the Campus Board in attendance and voting on an issue shall prevail. A Campus Board member may abstain from voting only under those circumstances prescribed by law. Voting by proxy or by mail shall not be permitted.
- H. Parliamentary Rules** – Roberts Rules of Order, newly revised, will be followed in conducting meetings of the Campus Board, unless otherwise provided by the Campus Board.
- I. Agenda** – The agenda for each meeting of the Campus Board shall be prepared by the Regional Chancellor or designee, in consultation with the Chair of the Campus Board. The Regional Chancellor or designee will assemble the agenda and provide a copy of the agenda to each member of the Campus Board prior to the meeting and will post the agenda to the USF Sarasota-Manatee campus website. If additional items or supporting documentation become available, a supplemental agenda will be provided.

J. Minutes - Minutes of the meetings of the Campus Board shall be kept by the Secretary or designee, who shall cause them to be printed and preserved and who shall transmit copies to the members of the Campus Board and to other places where deemed appropriate.

K. Authority – The Campus Board shall have all powers and duties provided by law, which include authority to:

1. Approve and submit an annual operating plan, budget and legislative budget request to the Board of Trustees of the University of South Florida.
2. Exercise powers as are lawfully delegated by the University Board of Trustees to provide for the efficient operation and improvement of the institution.

The Campus Board shall send all recommendations, plans, requests and budgets (collectively, “Campus Board Materials”) to the University President in his/her capacity as Corporate Secretary to the Board of Trustees under Board of Governors Regulation 1.001. Campus Board Materials are non-binding and advisory on the University Board of Trustees. The President shall promptly forward to the University Board of Trustees any Campus Board Materials relating to a matter that will come before the University Board of Trustees for action in its original form along with the President’s recommendation to the University Board of Trustees to approve, revise or reject any portion or all of the Campus Board Materials. Consistent with the powers and duties delegated to the President by the University Board of Trustees, the President will review and consider Campus Board Materials that do not relate to a matter that will come before the University Board of Trustees for action.

ARTICLE III AMENDMENT OF OPERATING PROCEDURES

These operating procedures may be altered, amended, or repealed by a majority vote of Campus Board members in attendance at any regular meeting, when notice of the proposed amendment or repeal is provided in the meeting notice.

ARTICLE IV APPEARANCES BEFORE THE CAMPUS BOARD

Individuals or group representatives who desire to appear before the Campus Board to initiate a subject within the Campus Board’s jurisdiction may submit their requests in writing at least three (3) days in advance to the Regional Chancellor, i.e. Secretary of the Campus Board, University of South Florida Sarasota-Manatee campus, 8350 N Tamiami Trail, Sarasota Florida 34243, specifying the matter they wish to be placed on the agenda. The Regional Chancellor, in consultation with the Chair, will determine whether the item will be heard and when the item

will be heard. As permitted by Sec. 286.0114, F.S., the Campus Board may place time limits on any presentation or decline to hear any matter that does not relate to a particular agenda item or is determined by the Chair and Regional Chancellor to be outside its jurisdiction or not practicable for a particular meeting. The total time allotted for all comments shall not exceed a period of time of fifteen minutes, unless approved by the Chair.

The Chair may recognize any individual or representative of groups to address the Campus Board.

In order to proceed with the essential business of the Campus Board in an orderly manner, any individual or group representative who attempts to disrupt a Campus Board meeting will be subject to appropriate action pursuant to law.

ARTICLE V CODE OF ETHICS

Members are Public Officers of the State of Florida who are invested with the public trust and appointed as fiduciaries of the University. Members will exercise their powers and duties in the best interests of the University and avoid actions or situations that result in or create the appearance of using their positions with the University for private gain, unwarranted preferential treatment to themselves or any outside individual or organization, or that calls into question a member's independence and impartiality, or adversely affects the University's reputation.

At the same time, members have a range of professional and personal associations and interests with individuals and other entities. These associations and interests routinely benefit the University and enhance the effectiveness of the Campus Board. However, members should also avoid situations where external associations or interests could compromise, or reasonably appear to compromise, the University's academic values or business decisions, including but not limited to admissions and employment matters.

Accordingly, it is the policy of the Campus Board that all members will act in a manner consistent with their fiduciary responsibilities to the University and avoid circumstances in which their external financial or other ties could present an actual or potential conflict of interest.

1. Presumed Conflict of Interest

No policy statement can address every conceivable situation that might entail a conflict of interest. However, the following are presumed to create a conflict of interest:

- a. The member's financial interests or other opportunities for personal benefit may compromise, or reasonably appear to compromise, the member's independence of judgment in fulfilling his/her Campus Board duties; or
- b. The member or a member of his or her family, has an existing or potential financial interest or other opportunities for personal benefit relative to a University matter or initiative.

2. Conflict of Interest Disclosure

If a member believes that he/she may have a conflict of interest, the member shall fully and promptly disclose the conflict to the Regional Chancellor or General Counsel.

The Regional Chancellor or General Counsel shall inform the Board Chair of all conflict of interest matters disclosed by a member. If it is determined that a conflict of interest exists, the Campus Board Chair, Secretary, and General Counsel shall work with the affected member to address the conflict.

In addition, all members shall annually list on the Conflict of Interest Disclosure form the following relationships.

- a. Relationships that they or members of their family maintain with organizations that do business with the University; or
- b. Relationships and external interests that could be construed to affect their independent, unbiased judgment in light of their decision-making authority and responsibility. If a member is uncertain as to whether to list a particular relationship, the General Counsel should be consulted.

Information shared or gathered as a result of such consultations (including information provided on the disclosure form) shall not be released except: in accordance with the applicable public records laws; or when the institution's best interests would be served by disclosure, or as required by court order. Any such required disclosure will be made only after informing the affected member.

3. Voting

Members are required to disclose all potential conflicts of interests as described above, but

members are still required to vote on all matters before the Campus Board unless an actual conflict of interest prescribed by law exists.

In situations that involve the appearance or potential of a conflict of interest and a member is present and required to vote, the appearance or potential of the conflict of interest will be disclosed publicly at the Campus Board meeting in which the affected matter is being considered.

4. Public Officers

In addition to the foregoing, members of the Campus Board shall be guided by the principles set forth in Florida law for the conduct of public officers.

5. Definitions

The terms used in this Article should be interpreted and defined as provided in Chapter 112, Part III, Florida Statutes: Code of Ethics for Public Officers and Employees (“Code of Ethics”). In the event of a conflict between these Operating Procedures and the Code of Ethics, the Code of Ethics shall control. These Operating Procedures will be reviewed on an annual basis for alignment with the Code of Ethics.

ARTICLE VI MISCELLANEOUS PROVISIONS

A. Indemnification

The University of South Florida (University) shall indemnify, defend, and hold harmless each member of and from any and all claims, demands, civil or criminal actions, rights, defenses, counterclaims, proceedings, administrative actions, agreements, contracts, covenants, accounts, offsets, attorneys’ fees, costs, damages, liabilities, losses, expenses, suits, debts, judgments, awards, duties or obligations, of any nature whatsoever, at law or in equity (collectively referred to as “Claims”), that arise from or relate in any way to his or her position on the Campus Board, or any act undertaken or omitted in connection with his or her service as a member.

B. Fiscal Year

The fiscal year of the Campus Board shall commence on July 1 of each year and end on June 30.

C. Sunshine Laws

Public access to Campus Board records will be governed by the provisions of the Public Records Law, Chapter 119, F.S. Campus Board meetings shall be governed by the provisions of the Open Meetings Law, Chapter 286, F.S.

Approved September 21, 2001

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Revised and Approved April 26, 2018

Revised and Approved April 14, 2021

Revised and Approved by USF Sarasota-Manatee October 21, 2021

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