

**Committee on Governance Minutes**  
**University of Florida**  
**Board of Trustees**  
**December 2, 2004**

Chair Mac McGriff called a meeting of the Governance Committee to order on December 2, 2004. The minutes of the September meeting were approved.

Mr. McGriff discussed with the committee the schedule for the remaining direct support organization reviews. The committee decided that due to the press of other business, the review of UAA and Gator Boosters, Inc. would be deferred to the March meeting. The committee then discussed the need to understand affiliated corporations' function and authority, the necessity of a corporate legal existence for its functions, and whether a different structure or reporting relationship can be recommended. To help the committee set its priorities about the DSO/affiliated entities it should focus on next, the committee will send to all remaining entities a questionnaire addressing these issues. The responses will be analyzed and the remaining entities will be scheduled as appropriate.

The committee next discussed the Ethics Disclosure Statement. To implement the Board's adoption of its Ethics Policy, the committee developed and approved two ethics disclosure statements that will be submitted to trustees and administration (President Machen will define who is to be included from the administration). The statement will include an ethics affirmation. The second form will disclose business relationships to identify potential ethical conflicts. These forms will be distributed on an annual fiscal year basis.

Next the committee determined the process to conduct the evaluation of the president for the 2004 calendar year. It was decided that the president would evaluate his performance as of 12/31/04 and present it to the Board of Trustees in early January. Board members will assess the president's performance and against the goals previously set by the Board. Prior to the February Board Retreat, the committee chair will summarize the assessments and report back to the Board.

Mr. McGriff asked the committee to consider in future years a more detailed presidential evaluation process, including the use of outside resources. Ms. Morgan suggested that using a 360-degree evaluation mechanism could be helpful. Dr. Machen noted that it also would be helpful to him to have in-depth interactions with trustees about performance.

The committee next discussed whether it would be beneficial to engage in additional board training, particularly about national and state trends impacting key issues such as graduate education and other strategic issues. It was the committee's view that the inward evaluation of the university's strategic progress is essential and should be the primary focus of the upcoming retreat but that the retreat possibly should be expanded to include external issues as well.

The meeting was adjourned.