

**BOT Presidential Candidate Interviews and Special Meeting
Summary Notes and Minutes
March 22, 2019**

The Board of Trustees preparation meeting prior to the interviews was called to order at 8 a.m. with the following Trustees present:

Trustees Horton, Mullis, Lamb, Zimmerman, Muma, Michael, Carrere, Kheireddine, Ramil, Goforth, Shinn, and Tokarz.

Chair Lamb provided background on format and logistics of interviews

- Trustee Muma will do introductions of candidates
- Rhea Law will moderate and ask a series of preset questions. Trustees are encouraged to ask follow-up questions. Last 15 minutes will be devoted to candidate to ask trustees questions, would like additional discussion.

Dutta Interview – 8 – 9:15 a.m.

- Self introduction
- RL questions and trustees' follow-up

Vitter Interview – 9:45 – 11 a.m.

- Self introduction
- RL questions and trustees' follow-up

Break for lunch

Blanchett Interview – 11:45 a.m. – 1 p.m.

- Self introduction
- RL questions and trustees' follow-up

Currall Interview – 1:30 – 2:45 p.m.

- Self introduction
- RL questions and trustees' follow-up

After a short break, the Board of Trustees convened a special meeting. Chair Lamb reviewed the search process over the last several months – “covered a lot of ground” and called the meeting to order at 3:13 p.m. He asked Dr. Visot to call roll.

The following trustees were present: Carrere, Goforth, Horton, Khierdine, Lamb, Michael, Mullis, Muma, Ramil, Shinn, Tokarz and Zimmerman. Trustee Watkins joined the call prior to candidate discussion and Trustee Goforth had to leave meeting prior to vote due to flight taking off.

Action Items:

FL 101 – Approval of compensation range and package for new President, based on the Compensation Study. Chair Lamb called on Vice Chair Zimmerman to present the item.

Vice Chair Zimmerman reviewed the study and shared that the new president's compensation must be consistent with valid compensation study, as per the BOG policy. He shared the following:

The compensation study provides comparative data for the financial terms the Board may choose to offer the successful candidate. The compensation study includes comparison data for:

- USF's national and aspirational peers as defined by our Strategic Plan;
- our Florida Preeminent peers;
- other large, public metropolitan Florida universities; and
- data for public universities classified as very high research activity with a medical school. This classification allows for comparison in this highly complex peer group. Given USF's strategic emphasis on research and health this data is highly relevant.

There are several areas of compensation that should be considered before finalizing the compensation terms of the contract. Some areas will be familiar to the Board, such as the mix of guaranteed and performance based pay. Other areas are new to the Board not because they are uncommon in executive compensation, but because with our excellent, long serving president, we have not had to consider compensation for relocation expenses.

Our objective for this agenda item is to identify the ranges for a competitive compensation package addressing:

1. base compensation;
2. performance based compensation;
3. deferred compensation;
4. relocation expenses, such as housing and moving; and
5. automobile for official use.

Regardless of the relative mix of compensation, the Board has consistently put a significant percentage of the president's total compensation into an at risk performance-based bonus. I think we all recognize this model has served the University well and should be appealing to the type of individual we intend to hire.

1. base compensation range: \$550,000.00 - \$600,000.00

- This is competitive to our market and our peers, especially those with our same research classification and with medical schools. It puts more in base than our current contract, but it communicates confidence in our next president and recognizes the challenges and opportunities present.

2. performance based compensation range: \$250,000.00-\$300,000.00

- This level of bonus opportunity is consistent with current levels and continues the Board's practice of placing significant amounts of compensation at risk. This also communicates the high value the Board places on the achievement of these goals. The price of failure on these goals is equally significant.

3. deferred compensation (% of base salary): 20% of base accrued annually

- Deferred compensation creates a mutual incentive to retain a high performing president while also providing USF's next president a level of security in personal financial planning.

4. one-time relocation expenses: \$100,000.00

- This one-time payment is routine in relocating executives and allows our next president to plan for a smooth transition and to focus on immediate workplace duties. This payment could be used to cover costs such as moving, storage, temporary housing and/or the sale of a residence.

5. housing: \$84,000.00/year

- This is a recurring payment common in executive compensation packages. It is not unusual for a president to routinely use a personal residence for work functions. The fact of the matter is that USF does not currently have a suitable on-campus presidential home. This payment is deliberately not tied to base and will not increase over the term of the contract. Should the President elect to live in the Lifsey House, then the housing allowance would not be paid.

6. automobile: \$12,000.00/year

An automobile allowance is in the current contract at approximately the same level as presented. Discussion occurred with trustees asking questions:

- Are recommendations consistent with the data provided in the form of the compensation study?— yes;
- Could moving expense and how it could be used in the event of old home not being sold? – yes, even though markets are good ; it was confirmed this is a one-time payment;
- Do the recommendations seem to position next president favorably with respect to UF and FSU presidents' compensation – yes

Several trustees expressed support of proposed package; noting that it hits in the middle of the market as presented in the compensation study. Several trustees commented they are supportive of the package.

A motion was made by Trustee Muma to approve the compensation ranges presented by Vice Chair Zimmerman with the understanding that the Board Chair would have the discretion to negotiate the final numbers within the approved ranges. The motion was seconded by Trustee Ramil and unanimously approved by those in attendance (person/call).

FL 102 – Contract Approval

Chair Lamb called on Vice Chair Zimmerman and General Counsel Solis to discuss contract.

GC Solis gave an overview of new terms to contract including differences to the current presidential contract.

Motion by Trustee Mullis to (1) approve the substantive terms and form of the presidential contract; and (2) delegate authority to the Board Chair to make non-material changes to the contract as needed in negotiations with the final candidate. Any non-material changes will be consistent with the Board's motion on presidential compensation.

The motion was seconded by Trustee Horton and was unanimously approved.

FL 103 – Approval on 7th USF President of USF

Chair Lamb introduced Jan Greenwood to speak about background checks, referencing, etc. and thanked her for her work.

Dr. Greenwood shared: over 269 prospects initially reviewed by the Presidential Search Committee; of the candidates brought to campus for interviews, all were considered qualified and competent to do the job – all have AAU and a wide breadth of experience (multi-campus); soft skills assessment was done and all did well.

Dr. Greenwood indicated that based on referencing and background checks performed, all candidates brought to campus were qualified for the position and were recommend and eligible for consideration. She indicated that the final candidate would undergo an additional background check.

Questions and comments to Dr. Greenwood from Trustees:

Multiple Trustees expressed gratitude to search consultants for work done; Trustee Muma stated that he communicated often with consultants as permitted under the sunshine laws, which give public confidence and credibility in how university operates, but he questioned if the sunshine law can hurt the search – yes sunshine laws often knock out sitting presidents and chancellors as it hurts donor relations with the universities for a sitting president to publically have it known that they may be leaving their current institution. Dr. Greenwood stated, however, that it does not mean candidates are better or worse, just different candidates from a search not covered by the sunshine laws.

The Chair felt the Board was ready to discuss where everyone is about candidates and thinks they are ready to make this decision. He shared that approximately 500 pages were sent out to prospects over 200 profiles examined to determine USF qualifications, all in 180 days, 15 search committee members narrowed the field to 4 candidates for on campus interviews. The Chair stressed a lot has gone into getting Board to the number 1 candidate – stressing a lot of work and effort has occurred. The Chair asked the trustees to think about positive themes that have informed their personal decision as a trustee in selecting the president and where they saw distinguishing themes or characteristics to help make a decision; and think about the profile that was previously established. He turned to Trustee Muma who chaired the search committee.

Trustee Muma acknowledged work done by Chair Lamb and search committee Vice Chair Rhea Law. He stressed that he feels they came up with outstanding final candidates but none were better than the final four. He shared that there were a lot of the positive characteristics from the profile in the finalists and believes any of the four could run USF and keep up the current trajectory. He requested that only positive comments be shared as negative comments will not help the process and could hurt future searches for finalists.

The Chair started with Trustee Watkins due to being on phone with limited time.

Trustee Watkins: regretted not being able to be present in person, but had one on one time with finalists after their search committee interview; each candidate has uniqueness over the other – it is all about finding the right balance and providing right leadership. Similar theme throughout the trustees.

Chair Lamb asked each trustee to provide their recommendation:

- Trustee Muma: Currall
- Trustee Ramil: Currall
- Trustee Horton: Currall
- Trustee Mullis: Currall
- Trustee Zimmerman: Currall
- Trustee Michael: Currall
- Trustee Carrere: Currall
- Trustee Kheireddine: Dutta
- Trustee Shinn: Currall
- Trustee Tokarz: Vitter, will not oppose Currall (was #2)
- Trustee Watkins: Currall

The Chair thinks alignment and consensus are important therefore wanted to clarify the recommendations. Both Trustee Tokarz and Trustee Kheireddine clarified that they would fully support Dr. Currall's selection as the next president notwithstanding their own recommendations.

Trustee Muma moved to select Steven Currall as the 7th President of the University of South Florida.

Trustee Mullis seconded the motion. The motion was unanimously approved of all present in person and on the phone with no one dissents. Dr. Steven Currall was named 7th President of the University of South Florida pending Board of Governors' confirmation.

The Board took a break so that a call to all finalists could be made and Dr. Currall can return to campus.

President Genshaft provided introductory remarks to the Board and USF community before introducing Dr. Steven Currall and his spouse Dr. Cheyenne Currall.

President-elect Currall provided remarks, thanking the Trustees for their faith in him and that he looks forward to meeting with the Florida Board of Governors next Thursday for confirmation.

The Chair congratulated the President-elect and adjourned the meeting.