

**SUBPART 2-3  
OFFICERS AND APPOINTEES OF THE BOARD**

**Sec. 2-301. Officers of the Board.** The Board shall elect the following three officers from among the Trustees: Chairperson, Vice Chairperson, Secretary.

*Cross References:*

Sec. 2-304. Duties of the Chairperson.

Sec. 2-305. Duties of the Vice Chairperson.

Sec. 2-306. Duties of the Secretary.

**Sec. 2-302. Election and Term of Office.** The Board shall elect officers at the formal biennial meeting of the Board. The officers elected shall take office on January 1 of the year following the year in which the formal biennial meeting at which they were elected was held, and shall hold office for a term of two (2) years and until their successors are elected and qualified.

**Sec. 2-303. Vacancies.** In the event of a vacancy in any office, the Board shall, by election, fill the vacancy for the unexpired term.

**Sec. 2-304. Duties of the Chairperson.** The Chairperson shall perform the following duties:

- (1) Preside at meetings of the Board.
- (2) Facilitate the business of the Board.
- (3) Arrange with the President for adequate resources to be available for Board information and discussion.
- (4) Provide reasonable opportunity for all parties or viewpoints to be heard on an issue, so that the issue is adequately addressed.
- (5) Appoint Trustees to committees of the Board consistent with this part, and appoint Trustees as representatives to other organizations except where specifically otherwise provided.
- (6) Sign official documents as required.
- (7) Represent the Board at University functions, or appoint Board representatives to University functions, as required.
- (8) Work with the President to establish the agenda for all Board meetings.
- (9) Serve as the official spokesperson on all matters relating to Board action.

- (10) Work with the President or his/her representative on legislative matters.
- (11) Establish and maintain rapport with the governing boards of other institutions of higher education.
- (12) Serve as an active participant at the state and national levels with regard to Board activities and concerns.
- (13) Contribute leadership and talents in fundraising activities for the University as required.
- (14) Act as liaison between the Board and the President on concerns of either party.
- (15) Provide leadership and seek to foster an esprit de corps among the Trustees, helping them to function as a unit.
- (16) Perform such other duties as may be prescribed by law or by the Board.

*Cross References:*

Subpart 2-2. Formal Meetings of the Board.

Sec. 2-401. Executive Committee.

Sec. 2-405. Finance Committee.

Sec. 2-408. Academic Affairs/Student Affairs Committee.

**Sec. 2-305. Duties of the Vice Chairperson.** The Vice Chairperson shall perform such duties as may be assigned by the Board and/or by Chairperson and shall assume the duties of the Chairperson during the Chairperson's absence.

*Cross Reference:*

Sec. 2-401. Executive Committee.

**Sec. 2-306. Duties of the Secretary.** The Secretary shall supervise and review the taking and recording of Board minutes by the Recording Secretary. The Secretary shall preside at meetings of the Board in the absence of the Chairperson and Vice Chairperson. In addition, the Secretary shall perform any other duties assigned to the Secretary by the Board.

*Cross Reference:*

Sec. 2-401. Executive Committee.

**Sec. 2-307. Election and Duties of the President.** Whenever a vacancy occurs in the office of President, the Board shall elect a President, who shall not be a Trustee. The President shall be the chief educational officer and the principal executive officer of the University. The

President shall be a member of the Board but shall not be deemed to be a Trustee and shall not have a right to vote.

*Cross Reference:*

Sec. 2-106. President of the University.

**Sec. 2-308. Appointment of Legal Counsel.** The Board may appoint general counsel and/or special counsel as necessary or as the occasion demands in the proper operation of the University.

**Sec. 2-309. Appointment and Functions of Board Counsel.** The Board has appointed Board Counsel, whose functions shall include:

- (1) Preparing code amendments, policies, procedures, and resolutions for the Board, upon request, and coordinating same with University General Counsel.
- (2) Attending Board meetings and advising the Board regarding questions on procedure and policies.
- (3) Reviewing materials submitted to the Board for Board action.
- (4) Negotiating and drafting contracts referred to Board Counsel, including liaison with University General Counsel. This normally would include major contracts, such as intergovernmental contracts, international contracts, all contracts involving the granting of joint degrees and/or FSU credit, conference center contracts and co-generation contracts.
- (5) Litigation:
  - (a) Handling litigation matters on behalf of the University in the federal and State courts and before administrative agencies as requested.
  - (b) Consulting with the President, the Board, and University General Counsel regarding the initiation, referral and settlement of litigation.
- (6) Providing skilled specialists for consultation on specialized legal matters.
- (7) Rendering opinions to the Board and the President as requested, including opinions on such matters as conflict of interest questions, the authority of the University to perform certain acts, and compliance by the University with various State and federal laws.
- (8) Providing such other services as may be requested by the Board or the President.

*Cross References:*

Sec. 2-308. Appointment of Legal Counsel.

Subpart 9-3. Provision of Legal Counsel for the President and Trustees; Indemnification.

Subpart 10-4. Provision of Legal Representation for Other Officers and Employees of the University; Indemnification.

Sec. 10-502. Engagement of Special Legal Counsel.

**Sec. 2-310. Appointment and Duties of the Recording Secretary.** The Board shall appoint a Recording Secretary, who shall be a person recommended by the President and who shall serve at the pleasure of the Board and the President. The Recording Secretary shall not be a Trustee. The Recording Secretary shall perform the following duties:

- (1) Keep the minutes of each meeting of the Board and of each meeting of a committee of the Board, showing the date, time, and place of the meeting; the members present; the members absent; any decisions made or actions taken at a meeting open to the public, and the purpose or purposes for which any closed session is held. The minutes shall include all roll call votes taken at the meeting.
- (2) Cause to be given and/or posted all required public notices of meetings of the Board or of its committees for which public notice must be given.
- (3) Have custody of all books, papers, documents, records, and other property deposited in the Office of the Board.
- (4) Be the custodian of the corporate seal, with the authority to affix said seal on all documents, the execution of which, on behalf of the University, shall have been duly authorized.
- (5) Perform such other duties as may be assigned by the President or the Board.

In the absence of the Recording Secretary, the Chairperson or other presiding officer of the Board may appoint a temporary secretary to perform the duties of the Recording Secretary.

*Cross References:*

Sec. 2-413. Minutes of Committee Meetings.

Sec. 2-404. Reports of Action taken by the Executive Committee.

*Prior Board Action:*

Entire Subpart 2-3 included in October 19, 2001 Codification, Phase I.

Entire Subpart 2-3 included in October 22, 2004 Codification, Phase II.

July 11, 2012.