

**FLORIDA STATE UNIVERSITY ATHLETICS ASSOCIATION
MEETING MINUTES**

June 27, 2019
1:00 pm

Florida State University
201 Westcott Building
Tallahassee, FL

Members Present: David Coburn, Pam Perrewé and John Thrasher

I. CALL TO ORDER AND WELCOME

President John Thrasher, Chair

Chair Thrasher called the meeting to order at 1:00 pm and welcomed all of those present. All Board members were identified as present which constituted a quorum.

President Thrasher began by explaining the history of the Florida State University Athletics Association (FSUAA), a direct support organization (DSO) created in 2012 and approved by the Board of Trustees. President Thrasher referenced an item in the meeting packet, available for everyone's review, which included historical information related to the FSUAA.

President Thrasher then explained that the purpose of today's meeting is to expand the scope of the FSUAA consistent with work that has been done over the past year with FSU Athletics and Seminole Boosters, Inc. The members of the existing FSUAA board are Chair John Thrasher, President of Florida State University; President & CEO David Coburn, Director of Athletics; and Director Dr. Pam Perrewé, Professor of the College of Business and Faculty Athletics Representative.

Additional individuals present at the meeting were introduced by President Thrasher: Mr. Ed Burr, Chair of the FSU Board of Trustees; Mr. Doug Russell, Chair of the Board of Directors of Seminole Boosters, Inc.; Mr. Mark Hillis, Vice Chair of the Board of Trustees; and Mike Pierce, Assistant General Counsel of Florida State University.

II. PUBLIC COMMENTS

No public comment requests were submitted.

III. ADOPTION OF REVISED BYLAWS

President Thrasher discussed proposed amendments to the FSUAA Bylaws presented in the meeting packet, which incorporates a Memorandum of Understanding (MOU) that has been developed with the Seminole Boosters organization. The proposed amendments would create new oversight and governance responsibilities for the FSUAA, and would expand the Board of Directors to include additional voting members. Under the revised bylaws, the FSUAA would now be governed by a five-member board as follows:

- A. The University President;
- B. The University Faculty Athletics Representative (FAR);
- C. A member of the University Board of Trustees;
- D. The Chair of the Seminole Boosters, Inc.
- E. A member of the University faculty or administration, appointed by the President, who does not directly report to the President. This appointee shall serve a two (2) year term.

Mr. Coburn moved that the revised bylaws be adopted. Dr. Perrewé seconded the motion.

Before the motion was voted upon, there was discussion of Article II. D., regarding the need for the Chair of Seminole Boosters, Inc., to appoint a designee if necessary.

After discussion, Mr. Coburn moved that the bylaws be adopted as amended to allow a Booster designee and Dr. Perrewé seconded the motion. With no further objections or discussion, the revised, amended bylaws were approved unanimously.

With this adoption, Mr. Coburn, as Director of Athletics, will no longer serve on the FSUAA Board, and Ed Burr, Doug Russell and Dr. James Clark will assume places on the Board as members. (Dr. Clark was out of town but present via conference call).

IV. ADOPTION OF BOARD POLICY ON GOVERNANCE

President Thrasher referenced the Policy on Governance which is being proposed after discussions with the representatives from Seminole Boosters, Inc., the Athletics Department and Chair Burr. President Thrasher emphasized the importance of this policy and the integral role it will play in how the two organizations will come together

and be governed as one unit under the FSUAA. The Board Policy reaffirms the core principles of institutional control required by law and regulations, including the rules of the NCAA and the Board of Governors.

Mr. Russell moved that the policy be adopted. Dr. Perrewé seconded the motion and after no request for discussion, it was approved unanimously.

V. ADOPTION OF 2019-20 FSUAA BUDGET

President Thrasher presented the next order of business, which was the 2019-20 proposed budget for FSUAA.

Mr. Burr moved that the budget be adopted. Dr. Perrewé seconded the motion and after no request for discussion, it was unanimously approved.

VI. OPEN FORUM FOR BOARD MEMBERS

With no further items to be approved, President Thrasher spoke to the issue of transparency. He emphasized that the FSUAA will continue to operate with noticed, open meetings and continue to conform to the Sunshine Laws of the State of Florida.

From there, the meeting was open for discussion of any new business. Chair Burr acknowledged Seminole Boosters Chair Doug Russell, and incoming Chair Bob Davis, for their efforts in moving discussion forward with the FSUAA. He also thanked President Thrasher and David Coburn for their participation, as well as Carolyn Egan.

Current Seminole Boosters President Andy Miller, incoming Boosters Board Chair Bob Davis, Chair Doug Russell, and Dr. Pam Perrewé all spoke to their confidence in the new FSUAA structure. They are optimistic that these changes will result in better communication, enhanced efficiency and alignment of priorities, and greater success overall for the University.

VII. ADJOURNMENT

The next meeting is planned for the fall with a date to be determined. With there being no further business, the meeting was adjourned at 1:19 pm.