



**Subject/Title:** Policy regarding Policies and Procedures; Definitions

**Policy Number:** 1.01

**Date First Adopted:** October 2, 2020; February 3, 2023

**Date Revised:**

**A. PURPOSE:**

The purpose of this policy is to provide guidance in the overall and daily operations of the Foundation and to provide interpretation of other Foundation policies.

**B. DEFINITIONS:**

The following definitions apply throughout these policies and procedures:

- **Board** – the Board of Directors of the Foundation
- **Board of Governors (BOG)** – the Board of Governors of the State University System of Florida
- **Board of Trustees or BOT** – the University Board of Trustees
- **Chair** – the Chair of the Foundation Board or any committee or subcommittee of the Board, as context requires
- **Chief Executive Officer or CEO** – the Chief Executive Officer of the Foundation. In Foundation policies, it is sometimes represented as the Vice President of Advancement, Executive Director, Executive President or Executive Vice President
- **Chief Operating Officer or COO** – the Chief Operating Officer of the Foundation
- **Directors** – both elected Directors and ex-officio Directors of the Board
- **Foundation** – Florida Polytechnic University Foundation, Inc.
- **Office of the General Counsel or OGC** – the University’s legal counsel that provides services to the Foundation and may be represented in these policies as legal counsel, counsel, or General Counsel. It does not include outside counsel that are not employees of either the Foundation or the University.
- **Officers** – the Chair, Vice Chair, Chief Executive Officer, Secretary, and any other officers deemed necessary by the Board
- **Policy** – a statement of management philosophy or practice established to provide direction and assistance to the Foundation community in the conduct of Foundation business or activities. Policies are formal and binding documents governing Foundation operations.
- **Technical Change**- nonmaterial changes to a policy that do not result in a change in meaning such as: typographical, clerical, and stylistic changes, or changes to names or titles
- **University** – Florida Polytechnic University
- **University President** – the President of Florida Polytechnic University

**C. POLICY ADOPTION, REVISION, AND REPEAL PROCEDURE:**

1. Any Officer or Committee may draft a Foundation policy, or initiate revisions to or the repeal of a Foundation policy.
2. If a new policy or proposed revision or repeal of an existing policy is within the purview of a particular Committee, the draft will be added to the agenda for its next scheduled

- meeting (or any meeting held for the purpose of adopting, revising, or repealing the policy) for discussion, review, and comment (except if the Committee itself has drafted the policy).
3. The policy or proposed revision or repeal of an existing policy is also placed on the Governance Committee’s agenda for discussion, review, comment, and approval).
  4. Upon approval of Governance Committee, the policy will be placed on the Board agenda for approval at its next regularly scheduled meeting or any meeting held for the purpose of adopting, revising, or repealing the policy.

**D. TECHNICAL REVISIONS**

- a. Notwithstanding the above, the following process will be used when a policy is revised exclusively to make Technical Changes:
  - i. Any Officer or Committee may make a recommendation for a Technical Change to the CEO. The CEO may initiate Technical Changes.
  - ii. The CEO reviews the recommendation and if needed, will make the Technical Change to the policy.
  - iii. The date of Technical Changes will be notated at the bottom of the policy.
  - iv. The CEO will report to the Governance Committee as an information item only any Technical Changes made to a policy.
  - v. The Governance Committee’s and Board’s approval are not required when only Technical Changes are made.

**E. ORDER OF PRECEDENCE:**

In the case of conflict, resolution of the conflict will be in the following order of precedence: First, a statute of the Florida Legislature or a regulation of the Board of Governors; second, a University rule or regulations; third, the Articles of Incorporation of the Foundation; fourth, the Bylaws of the Foundation; and finally, the Foundation’s policies. Foundation procedures may not contravene a Foundation policy. Foundation policies should be interpreted in harmony with one another and other authorities to minimize conflict wherever possible.

Any questions regarding conflicts should be directed to the Office of the General Counsel. Non-legal policy decisions interpreting the Bylaws, or any policies or procedures will be made by the Foundation’s Policy and Governance Committee.

<b>POLICY APPROVAL</b>	
Policy: 1.01 – Policy regarding Policies and Procedures; Definitions	
Approval Date: October 2, 2020; February 3, 2023	
<div style="display: flex; justify-content: space-between;"> <div style="width: 80%;"> <p style="margin: 0;"><u><i>E. Blake Paul</i></u></p> <p style="font-size: small; margin: 0;">E. Blake Paul (Feb 10, 2023 08:06 EST)</p> </div> <div style="width: 15%; text-align: center;"> <p style="font-size: large; margin: 0;"><b>Feb 10, 2023</b></p> </div> </div> <hr style="border: 0.5px solid black; margin: 5px 0;"/> <p style="margin: 0;">Governance Committee Chair</p>	<hr style="border: 0.5px solid black; margin: 0 0 5px 0;"/> <p style="margin: 0;">Date</p>
<div style="display: flex; justify-content: space-between;"> <div style="width: 80%;"> <p style="margin: 0;"><u><i>Alice Idant</i></u></p> </div> </div> <hr style="border: 0.5px solid black; margin: 5px 0;"/> <p style="margin: 0;">Foundation Board Chair</p>	<div style="display: flex; justify-content: space-between;"> <div style="width: 80%;"> <p style="margin: 0;"><u><i>3/5/2023</i></u></p> </div> </div> <hr style="border: 0.5px solid black; margin: 5px 0;"/> <p style="margin: 0;">Date</p>