

From: **Susan Woolf** <swoolf@uwf.edu>

Date: Wed, Jul 30, 2025 at 12:05 PM

Subject: presidential search committee - outside counsel

To: Rebecca Matthews <rmatthews@uwf.edu>, Chris Young <cyoung@perry-young.com>, Dick Baker <dbaker@heronsforest.com>, Paul Bailey <Paul@weltonlawfirm.com>, Ed Fleming <epfleming@pensacolalaw.com>, Paul Hsu <paul.hsu@hsu-foundation.org>, Adam Kissel <akissel@uwf.edu>, Rachel Moya <rmoya@uwf.edu>, Ashley Ross <ashley@rossconsult.net>, Alonzie Scott <focushawk@gmail.com>, Zack Smith <zsmith@uwf.edu>, [sgapres] SGA President <sgapres@uwf.edu>, Susan James <sjames1@uwf.edu>

Good morning, Trustees.

As your attorney, it is my obligation to keep my client informed of matters in accordance with Professional Responsibility Rule 4-1.4. My client is the UWF organization. Pursuant to Professional Responsibility Rule 4-1.13, I represent the organization acting through its duly authorized constituents. By Florida law, the Board of Trustees is the authorized constituent of the University and the Board, as single entity, acts for the University.

Through Resolution 2017.5, the Board has given authority to the President (or Interim President) to act on its behalf on the matters described in the resolution. The President has delegated authority down to the Vice Presidents, General Counsel, and other Cabinet members. The UWF organization has adopted regulations and policies that provide further requirements and guidance.

Pursuant to UWF Policy GC-03, the authority to hire outside counsel rests with the General Counsel. "External legal counsel may be retained only through the Office of the General Counsel and where appropriate to protect the University's legal interests." Chair Matthews has requested that outside counsel be retained to advise the presidential search committee. While I believe that I have the experience and qualifications to provide the necessary legal services to the search committee, I have provided Chair Matthews with the names of two attorneys at different law firms. Both attorneys are well-qualified for this work. Both attorneys have years of experience advising universities and colleges, both attorneys have advised colleges and/or universities during presidential searches, and both attorneys are well-versed advising governmental boards on the requirements of sunshine law and public records law. Chair Matthews has identified another attorney and his firm that she wants hired against my advice. My concern is that the attorney is neither as qualified as the other two attorneys nor as experienced for this work. I have not discussed this situation with Interim President Diaz because he has

indicated that he will be applying for the permanent position of President of UWF.

The presidential search will be closely watched and potentially audited, as occurred at Florida Atlantic University. The process of the selection of UWF's next president is, in my opinion, as important as the selection itself. Other universities have not hired outside counsel for the purpose of acting as the legal advisor for their presidential search committees. If UWF is going to hire outside counsel for this purpose, then I want to ensure that the counsel is well-qualified and very experienced in higher education law and issues that arise when advising a board on the Sunshine law and public records law.

The Board of Trustees of course has the authority to disagree with my advice and to retain the outside counsel of its choice. It is the Board's prerogative. No individual trustee has the authority to make that decision for the Board. An item can be added to the agenda for the scheduled August 14 board meeting or a special Board meeting can be called with a minimum of 7 days' notice to address this item and obtain the required direction from the Board.

Susan

--

Susan A. Woolf

General Counsel

Office of the General Counsel

University of West Florida