

Northwest Regional Data Center Charter

Revised and approved by the NWRDC Policy Board on September 12, 2025

Mission

The mission of the Northwest Regional Data Center (NWRDC) is to be the most efficient and innovative data center in the State of Florida through state-of-the-art technology, leadership and partnerships. We are a dedicated service organization committed to providing a wide range of technology support for primarily public and not-for-profit entities on a cost recovery basis. We fulfill our mission by supporting our customers in accomplishing their goals and missions.

Core Values

- Provide a secure, enterprise-class computing environment that meets our customers' current and future needs, thereby allowing them to focus on their core missions.
- Deliver consistent, best-in-class support by managing, resolving, and preventing problems efficiently, communicating effectively and exceeding customer expectations.
- Work with our customers to engineer flexible approaches when their needs require unique solutions.
- Optimize costs and overhead by consolidating technology solutions for all customers.
- Build and retain a diverse team of highly skilled and motivated staff.
- Foster a results-oriented, collaborative atmosphere.
- Establish and maintain positive, long-term relationships with our customers through open communication and continuous feedback.
- Create an environment that nurtures staff members' professional and personal growth.
- Strive to make every customer interaction a positive one.

Operational Directives

NWRDC is committed to the principle of shared governance.

The Policy Board is the governing body of the Data Center and is separate from any of the participating customer entities or the administrative host institution, and responsible equitably to the customer entities' needs.

The Data Center is self-funding. Customer entities that use the Data Center are charged for their use of Data Center resources through a cost recovery process approved by the Policy Board, which provides for full cost recovery of operating expenses each fiscal year. In addition, the Data Center will maintain an operating reserve fund that will span fiscal years.

The Data Center provides a utility mode of operation. The processing power and services the Data Center provides are used by the customer for the purposes the customer requires. The Data Center must be prepared to support the largest and the smallest customers, evenhandedly allocating resources and charging for services.

The customer entities continue to be the owners and stewards of their data, responsible for the quality, security, archival, and disaster recovery protection of that data. The Data Center is the caretaker and protector of the platforms holding the customer data, but never the owner of the data.

Policy Board Membership

Policy Board Membership is defined as follows:

Four (4) Large Customer Seats:

The four largest customers shall have one vote each. Customer size is determined based on the actual and projected revenues from the current fiscal year plus projected (as of June 30th) revenues for the first six months of the next fiscal year. For purposes of this determination, revenue is defined as the amount billed by the data center. For all existing agreements and change orders, projected revenues will be calculated using the current fiscal year's May billing. Any new agreement or change order for which billing will not begin until the upcoming fiscal year will also be included in the revenue projection calculation if a signed change order or letter of intent is received by June 30th of the current fiscal year. Representatives must ensure that their respective entities commit the revenue as budgeted and utilized. Institutions with named seats are excluded from holding revenue-based seats.

A review of usage will be done annually to determine percentage of use by the customer entities to identify the four largest customers.

Four (4) Cohorts of Customers Seats:

The Policy Board may define cohorts of users. Where a defined cohort exists, the Policy Board will select a member from that cohort to invite as the Policy Board member. Four permanent cohorts are:

- K-12 Districts
- City, County and Local Governments
- Midrange Customers, defined as non-K12 cohort, non-City/County cohort customers with annual revenue of at least \$500,000, up to the fourth largest customer
- Small Customers, defined as non-K12 cohort, non-City/County cohort customers with annual revenue up to \$499,999.

Each cohort shall have one vote each.

One (1) SUS System Office Seat:

As the constitutional administrative body for the SUS system, the SUS\Board of Governors shall have one vote. This representative shall be appointed by the Chancellor of the State University System of Florida.

One (1) DOE Office Seat:

As the constitutional body for the FCS System, the Department of Education shall have one vote. This representative shall be appointed by the Commissioner for the Department of Education.

One (1) Host Institution Seat

As the fiscal agent for NWRDC, the administrative host institution shall have one vote.

Four (4) FLVC Committee Seats:

Seats shall be filled by two representatives from the Members Council on Library Services, and two representatives from the Distance Learning Student Services Council. Each representative shall have one vote. Each Membership Council may include one additional non-voting representative.

One (1) At-large Seat

An at-large representative seat shall be offered to the Chief Information Officer of the State of Florida. If the State CIO is unwilling or unable to serve, the at-large seat may be filled at the Board's discretion.

The Assistant Vice President shall identify a staff member to serve as the staff secretary to the Policy Board.

Policy Board members shall be appointed by the agency heads or chief executive officers of the respective institutions or their designees. Representatives of the four Large Customer Seats may be removed if their usage no longer places them among the four largest customers. In the event that a member will not continue service, and the Chair has not been notified of a replacement, the Chair will request a replacement from the institution.

Policy Board members have a responsibility to provide NWRDC with full information about their future plans for new, additional or reduced services.

The Policy Board may adopt a policy by a simple majority vote of members present at a Policy Board meeting with a proper quorum as defined below.

Policy Board

The Policy Board is the governing body for the NWRDC and the major role of the Board is to establish and promulgate policies for the NWRDC. Its functions are:

- Set strategic direction for the organization.
- Approve long-term financial plans and the annual operating budget for the organization and amendments as needed.
- Approve rate structures, provided that such rates will result in full cost recovery during each fiscal year.
- Approve additional services for the organization to provide.
- Establish formal and informal advisory groups and committees as needed.
- Advise the administrative host on the selection of the Assistant Vice President for NWRDC & FLVC responsible to the Policy Board for the implementation of policies and the operation of the Data Center.
- Communicate policies in writing to the Assistant Vice President for NWRDC & FLVC, who is responsible for their implementation.

- Provide input on the annual performance appraisal and recommends salary, discipline and contract renewal for the Assistant Vice President for NWRDC & FLVC to the assigned administrative host institution executive.
- Select the Chair and Vice Chair of the Policy Board, each for two-year terms commencing at the beginning of the fiscal year. The Chair and Vice Chair shall be from different entities. Election of these officers will take place at the meeting where the operating budget is approved. An election to fill the remainder of a vacated term will be held at the next scheduled meeting.

Administration

The Policy Board shall meet at least quarterly or more often as deemed necessary by the Chair. For the Board to consider action items, a quorum must be present at the meeting. A quorum is defined as two thirds (66%) of the Policy Board votes. In order to alter this charter document, three fourths (75%) of the Policy Board voting members must agree. For all other items, a simple majority of the voting members present is required.

Board meetings may be held in person, or via audio/video conferencing. In the event of a meeting with members present both by conferencing and physical presence, votes from all members will be equally considered.

In the event a voting Policy Board member cannot attend a meeting, a designated representative may sit for that member. Provided the member has notified the Chair in writing prior to the meeting, the representative will have the right to vote for the absent member. In the event a Policy Board member does not attend three consecutive meetings, the Chair may request the customer entity agency head or chief executive officer appoint another member.

Committees and Ad Hoc Workgroups

The Board may create standing committees and ad hoc workgroups as required. The charge and appointment of committee members will be established by the Board. Board members may serve on committees and ad hoc workgroups. The Board may appoint a committee or workgroup chair that shall be responsible for ensuring the committee performs the assigned tasks and reports back to the Board.

One standing committee shall be the Management Committee of the Policy Board, which shall work closely with the Assistant Vice President on matters involving finances, contractual agreements, and personnel issues. The Vice Chair of the Policy Board shall serve as the ex officio chair of the Management Committee. The committee must maintain a membership of at least three members.

Officer Responsibilities

The Board Chair shall be the official spokesperson for the Board. The Chair shall preside at the meetings of the Board and provide general oversight for the Assistant Vice President. The administrative host institution will designate the Executive Director's supervisor of record.

The Vice Chair will preside over the Board meetings in the absence of the Chair. The Chair and Vice Chair are authorized accountable officers for NWRDC. The Chair and Vice Chair shall make arrangements for the preparation of accurate minutes of all proceedings and meetings.

Assistant Vice President's Responsibilities

The Assistant Vice President for NWRDC & FLVC is responsible for the overall administration of the organization. The Assistant Vice President's responsibilities include:

- Implement policy from Policy Board.
- Prepare budgets for Policy Board approval. Work with the administrative host for spending authority, personnel actions, contract review, etc. Recommend execution of contracts, memoranda of understanding or other documents approved by the Policy Board to the administrative host institution. The Assistant Vice President is the authorized department head for the Data Center.
- Notify Policy Board of changes to the operating budget that result in a reallocation of funds but do not affect the overall budget.
- Implement a cost accounting system supporting the rate structure and cost recovery algorithms approved by the Policy Board.
- Coordinate the communication and computing environments between the customers and NWRDC.

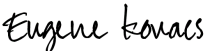
- Recommend additional services based on institution plans.
- Hire and manage all staff for Data Center.
- Maintain the fiscal records.
- Work with the administrative host institution to coordinate personnel, payroll, billing, and contractual responsibilities.
- Maintain adequate security and business resumption facilities and work with customers to implement them.
- Provide for maintenance of the physical facilities.

Administrative Host Institution

Florida State University (FSU) is the administrative host institution and fiscal agent for NWRDC. In this capacity, FSU is the contracting authority, and provides legal support and executive oversight. All positions in the NWRDC are employees of the administrative host institution and handled as such for payroll, leave, and other personnel actions. The Data Center must follow all administrative rules and procedures of the administrative host institution. The Data Center will comply with Florida Public Records Law (Section 119.07 F.S.) and Florida Open Meetings Law (Section 286.011 F.S.). The Data Center is not a separate legal entity from the administrative host institution and cannot sue or be sued.

Audit issues will be addressed jointly by the Data Center Assistant Vice President, the Policy Board Chair, the assigned administrative host institution’s executive, and as needed the appropriate customer entity.

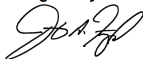
This Charter shall be reviewed by the Policy Board on an annual basis.

Signed by:

6AC4720E6A8E4DB...

Eugene Kovacs
Policy Board Chair

11/13/2025 | 9:34 AM EST

Date

Signed by:

96A07C1088D044D...

Jonathan Fozard
Administrative Host Institution Representative

11/14/2025 | 8:57 AM EST

Date