



**Board of Trustees  
Nominating and Governance Committee  
President's Boardroom  
October 20, 2016, 9:00 a.m.  
Call-in Number: 800-442-5794, Passcode: 463796**

**Agenda**

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| <b>I. CALL TO ORDER</b>   | William Yeargin<br><i>Chair, Nominating and<br/>Governance Committee</i> |
| <b>II. ROLL CALL</b>  | Tanya Perry<br><i>Coordinator, Legal Affairs</i>                         |
| <b>III. MEETING MINUTES</b>   |  |
| • <a href="#">Approval</a> of the September 7, 2016, Nominating<br>And Governance Committee meeting minutes | Chair Yeargin  |
| <b>IV. NEW BUSINESS</b>   |  |
| • Approval of the Presidential Selection Process<br>and Leadership Statement ( <a href="#">NGC-1</a> )      | Scott Cole, <i>Vice President<br/>and General Counsel</i>                |
| • Discussion of presidential authority guidelines<br>( <a href="#">INFO-1</a> )                             | Scott Cole   |
| <b>V. CLOSING COMMENTS</b>  | Chair Yeargin  |



Board of Trustees  
Nominating and Governance Committee  
President's Boardroom, Millican Hall, 3<sup>rd</sup> floor  
September 7, 2016

**MINUTES**

Trustee William Yeargin, chair of the Nominating and Governance Committee, called the meeting to order at 9:00 a.m. Committee member Alex Martins was present. Committee member Ray Gilley attended by phone.

**MINUTES APPROVAL**

The minutes of the August 5, 2016, Nominating and Governance Committee meeting were approved as submitted.

**NEW BUSINESS**

**Review of Presidential Selection Process**

Scott Cole reviewed the Presidential Selection Process and its accompanying leadership statement. He also reviewed Board of Governors regulation 1.002 on the same topic that was recently implemented. Several changes were suggested to update the selection process. The revisions will be brought forth at the next committee meeting for approval.

**Board policy on Naming of Buildings and Facilities**

The Board of Governors requires the university to have a policy in place addressing the naming of buildings and facilities. Cole reviewed the proposed policy and the committee suggested referencing the Board of Governors policy in the university policy. The committee unanimously approved the policy subject to incorporating the reference.

The meeting adjourned at 9:51 a.m.

Respectfully submitted: \_\_\_\_\_

Scott Cole  
Vice President and General Counsel

\_\_\_\_\_ Date

**ITEM: NGC-1**

**University of Central Florida  
BOARD OF TRUSTEES  
Nominating and Governance Committee**

**SUBJECT: Presidential Selection Process**

**DATE: October 20, 2016**

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**PROPOSED COMMITTEE ACTION**

Recommend to the Board of Trustees revisions to the Presidential Selection Process and accompanying Leadership Statement.

**BACKGROUND INFORMATION**

One of the functions of the Nominating and Governance Committee is to review and update the Presidential Selection process on an annual basis.

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**Supporting documentation:** Attachment A: Presidential Selection: Process Guide for the  
University Of Central Florida  
Attachment B: Board of Governors Regulation 1.002  
Presidential Search and Selection

**Prepared by:** W. Scott Cole, Vice President and General Counsel

**Submitted by:** W. Scott Cole, Vice President and General Counsel

Attachment A

## PRESIDENTIAL SELECTION: PROCESS GUIDE FOR THE UNIVERSITY OF CENTRAL FLORIDA

The university will adhere to Board of Governors regulation 1.002 Presidential Search and Selection.

### I. Roles in Presidential Selection Process

- A. **Selecting President:** This is the sole responsibility of the UCF Board of Trustees, with the selection subject to ratification by the Florida Board of Governors.
- B. **Screening of Candidates:** This responsibility is delegated by the UCF Board of Trustees to a search committee whose members are appointed by the board and are charged with conducting specific activities.
- C. **Searching for Applicants:** This is a critical activity in which all members and friends of the UCF academic community may participate.

### II. Background Steps

- A. **Preparation and Updating of Institutional Analysis:** This committee appraised the present condition of UCF and detailed the reasons for its success to determine qualities needed in a future president. As Judith McLaughlin and David Reisman indicate in *The Presidential Search: A Guide to the Process of Selecting and Appointing College and University Presidents*, "If a successful search is to be conducted, the search committee must have a clear sense of the sort of person for whom they are searching. The starting point of the search process, then, should be introspection concerning what the institution needs in order to reorganize strengths and to cope with weaknesses, both in terms of history and tradition, and future prospects and dilemmas. . . . Without an institutional assessment and leadership definition, the search committee is also at a loss to know who will be the best choice for them. They run the risk of choosing someone totally inappropriate for their institution, someone whose attractiveness lies in the fact that his or her style differs (or mirrors) the departing president, or someone whose understanding of the college or university is too limited for effective leadership."

With significant and thoughtful input from President John Hitt and the UCF leadership team, the Nominating Committee enumerated the Critical Success Factors that have been key to UCF's prominence. This document will be reviewed and updated annually until such time as the board undertakes a presidential search.

- B. **Development Leadership Statement:** A Leadership Statement developed by the president and the committee provides a description of the qualities sought in a president at this stage of UCF's development. Representing the board's consensus on the work to be done in a next presidency, the statement serves as a single grid against which candidates will be measured.

The Nominating Committee has adopted the Leadership Statement This document will be reviewed and updated annually until such time as the board undertakes a presidential search.

- C. **Appointment of Interim President (If Needed):** The board chair will appoint a selection committee to select an interim president as expediently as possible, should such an appointment be needed. In order that the subsequent presidential search be completely open and robust, the individual appointed as interim president would agree not to be a candidate for president.
- D. **Decisions on Compensation Range:** The Compensation and Labor Committee annually reviews the president's compensation package and recommends changes to the board. At the time of a search, the committee will update the compensation data as may be needed.
- E. **Decisions on Search Consultant:** A search consultant will be used for a presidential search. *(Continue discussions of best practices through AASCU and others.)*
- F. **Size and Composition of Board of Trustees' Search Committee:** A search committee composed of eight to fifteen members will be appointed by the board chair with input from the trustees and the leadership of the university. A chair and vice chair of the search committee, both of whom will be trustees, will be appointed by the board chair. All appointments will be ratified by the full board.

The search committee will also include representatives from the faculty, student body, staff, and the broader community, as well as others who are identified as helpful to the process. Additionally, the board chair will ask the Florida Board of Governors appoint a representative to serve on the search committee. The board chair also will ask the presidents of the community colleges who participate in the consortium with UCF to appoint a representative to the search committee.

The search committee will select a search consultant, work with the consultant to solicit and screen applicants using the Leadership Statement adopted by the board, interview semi-finalists, and recommend three to five finalists to the full board. In all of its actions, the search committee will act in a manner consistent with the requirements of the sunshine law.

- G. **Development of Search Committee Charge:** Please see the attached Exhibit A. This charge will be presented to all members of the search committee.
- H. **Establishment of Timeline**

### III. Implementation

- A. **Appointment of Search Committee:** See description above.
- B. **Retention of Search Consultant:** The search committee may interview as many as five search firms or consultants and will retain the firm or consultant that it believes will best meet its needs.
- C. **Advertising of Position and Development of Candidate List:** The search consultant will solicit nominations for the position from his or her various sources. Additionally, the position will be advertised broadly through *The Chronicle of Higher Education* and other appropriate media. All nominations and applications will be directed to the search consultant. Applications and nominations will be considered to be open until the finalist selection process is completed.
- D. **Screening and Selection of Semifinalists:** The search consultant will review all of the nominations and applications based on the agreed-upon leadership criteria and will narrow the applicant pool to a reasonable number (12-20 candidates). The search consultant will discuss these candidates informally and separately with the chair and vice chair of the search committee. Assuming positive feedback, the search consultant will then confirm with each of these candidates that he or she understands the public nature of the process and agrees to be a semifinalist. The search consultant will then forward all semifinalist applications to the search committee.
- E. **Semifinalist Interview:** Members of the search committee will conduct semifinalist interviews at an off-campus location.
- F. **Reference and Background Checks:** These checks will be conducted by the search consultant and members of the search committee, with the assistance

of others as may be appropriate.

- G. **Determination of Finalists:** The search committee will select up to five finalists.
- H. **Campus Visits:** Members of the search committee, with the aid of the search consultant, will arrange campus visits for all finalists. These visits will feature multiple opportunities for the candidates to interact with representatives from the board, faculty, students, staff, and the broader community. The search committee will solicit and summarize campus and community reactions to the finalist candidates.
- I. **Recommendation by Search Committee:** The search committee will forward to the Board of Trustees an unranked list of up to five individuals who, in the committee's judgment, are well qualified to serve as president.
- J. **Final Selection by Board of Trustees and Negotiations**
- K. **Ratification by the Florida Board of Governors**
- L. **Welcome and Transition Activities:** The Board will oversee the announcements of the selection of the new President, with notification to those most directly affected (e.g., faculty, student and administrative staff leaders) preceding the public announcements. The Board and the new President will discuss mutual expectations regarding Board culture, processes, communication and operations. Additional reading material about the University will be provided to the President. A series of introductions to the University and the broader community will be scheduled, affording the President the opportunity both to increase his or her understanding of the University and the community and to express his or her goals and viewpoints on a variety of issues. The Board and the President will consider the desirability of a series of familiarization workshops and of a transition team or committee.

## **EXHIBIT A: DRAFT OF BOARD'S CHARGE TO PRESIDENTIAL SEARCH COMMITTEE**

The search committee, appointed to advise the Board of Trustees of the University of Central Florida, is composed of \_\_\_\_\_ members. The committee's chair is Trustee \_\_\_\_\_, and its vice chair is Trustee \_\_\_\_\_.

The search committee is charged with recommending to the trustees not later than (date), an unranked list of three to five individuals who are well qualified to lead UCF as its next president. The search committee is asked to base its recommendations upon the Leadership Statement adopted by the Board of Trustees, as well as the trustees' established equal opportunity and affirmative action policies.

The board asks the search committee to conduct the following activities in discharging its duties:

- Select and retain a search consultant who will assist the search committee throughout the process.
- Draft and place advertisements for the position, using the statement of leadership qualities as the basis for advertising.
- Actively solicit nominations and applications from a diverse group of well-qualified persons.
- Oversee the receipt of and responses to applications and nominations from all sources.
- Screen applications using the leadership criteria as the basis for choice.
- Select and interview semifinalist candidates.
- Assist in checking references of semifinalists.
- Assist in arranging campus visits for finalists.
- Report to the board a summary of campus and community reactions to finalists.
- Ensure that appropriate information about the university and the presidency is provided to candidates at each stage of the screening process.
- Ensure that confidentiality is strictly observed with respect to applicants and to the committee's internal deliberations.

The Board of Trustees extends its gratitude to the members of the search committee for accepting this demanding assignment. You have the trustees' warmest wishes for a successful conclusion. The future of the university rests upon your wisdom.



Leadership Statement

University Of Central Florida

Board of Trustees' Nominating Committee

~~July 21, 2008~~ November 17, 2016

The successful candidate will demonstrate the following characteristics:

- A high level of integrity
- A strong personal and professional academic background
- A sense of commitment to undergraduate education, as well as a dedication to and understanding of graduate education, ~~and~~ research, and professional
- A respect and concern for students
- Commitment to inclusion and diversity
- A commitment to student success in all areas of the collegiate experience
- An understanding and respect for the roles and responsibilities of the faculty
- A demonstrated record of building, nurturing, and working with a high caliber leadership team
- A demonstrated record of partnership and spirit of entrepreneurship
- A willingness to make strategic choices, timely decisions, and responsive actions
- The ability to acquire resources from a variety of sources, including fundraising
- The ability to work with a variety of governmental agencies
- A keen understanding of the unique mission and the ability to lead a multisite of a metropolitan research university
- Desire and ability to include access and inclusion
- Appreciation for the significant role of intercollegiate athletics in the life of the university

Attachment B

**1.002 Presidential Search and Selection**

- (1) Pursuant to a delegation of authority from the Board of Governors, each board of trustees is responsible for conducting a search and selecting a candidate to serve as the president of the institution, subject to confirmation of the candidate by the Board of Governors. To ensure that the search process is transparent, robust, and designed to attract highly qualified individuals, each university board of trustees must conduct the search process in accordance with the following criteria:
  - (a) The Chair of the board of trustees, in consultation with the Chair of the Board of Governors, shall appoint the members of a search committee comprised of no more than 15 members, one of whom must be a member of the Board of Governors and at least three of whom are members of the board of trustees. Committee members selected to serve on the search committee should consist of individuals from the institution's faculty, the student body, the institution's foundation board, and, if applicable, the institution's financing corporation board. However, none of the individuals selected to serve on the search committee should hold positions that report directly to the president. In addition, the Chair of the board of trustees should consider appointing alumni, donors, and/or members from the community where the institution is located to serve on the search committee. The Chair of the board of trustees will appoint a trustee member of the search committee to serve as chair of the committee.
  - (b) After the search committee is formed, the board of trustees or its designee:
    - i. shall obtain an executive compensation analysis that encompasses all components (salary, benefits, bonuses, and all other forms of remuneration) and that takes into consideration compensation paid to the current president, presidents of peer institutions, as well as other relevant factors (such as market trends, the available qualified pool and relevant competition for candidates), from which the search committee will establish a range of compensation that will be submitted to the board of trustees for approval and use by the board of trustees or its designee in negotiating the employment contract with the final candidate;
    - ii. may retain the services of an executive search firm/consultant, subject to a competitive procurement process or use of a competitively procured, pre-qualified list, if total compensation will exceed the threshold established in Board Regulation 18.001; and any search firm/consultant that is retained should be familiar, or demonstrate its ability to become familiar, with Florida's Sunshine laws in chapters 119 and 286, Florida Statutes, as applicable to executive searches; and
    - iii. shall provide a charge to the search committee that outlines the scope of the search, the estimated timeline for the search, and the committee's responsibilities.
  - (c) The search committee, assisted by the executive search firm/consultant (if retained), will be responsible for:
    - i. oversight of a webpage on the institution's website that includes a link to the home page for meetings of the search committee (notices, agendas and materials), updated lists of persons who have submitted applications, and information on the means of providing stakeholder input, which shall be maintained for purposes of transparency;
    - ii. establishing a calendar of public events for the process as they are planned that takes into account the need to align the timing of the selection process with the

- estimated timeline specified by the board of trustees to the extent feasible, and meeting dates of the board of trustees, and of the Board of Governors for purposes of the confirmation process;
- iii. developing recommended position criteria that are consistent with the institution's mission, strategic plan and aspirational goals, which shall be approved by the board of trustees;
  - iv. approving a marketing plan, that will be submitted to the board of trustees;
  - v. identifying individuals who may apply, be nominated, or recruited, taking into consideration their experience, qualifications and leadership capabilities under the position criteria to produce a pool of qualified applicants;
  - vi. vetting applicants by, at a minimum, ensuring that available public records and online resources are checked in order to narrow the pool of qualified applicants who will be invited to participate in interviews with the search committee and that the references of candidates to be referred to the board of trustees are thoroughly checked;
  - vii. determining, under the position criteria, the applicants to be interviewed by the search committee and conducting those first applicant interviews; and
  - viii. recommending an unranked list of applicants who are qualified under the position criteria to further the institution's mission, goals and priorities for on-campus meetings or forums with faculty, students, and other stakeholders and for consideration and on-campus interviews by the board of trustees. The search committee is required to submit more than two qualified applicants to the board of trustees for consideration, other than in exceptional circumstances making fulfillment of this requirement infeasible. If more than one candidate is not coming forward, the board of trustees must be notified of the reason and may decline to act.
- (d) The board of trustees or its designee, with the assistance of the executive search firm/consultant (if retained), shall then be responsible for:
- i. ensuring that at least a preliminary criminal, financial, education and professional background check is conducted for the candidates who are recommended by the search committee to interview with the board of trustees; ensuring that additional screening of those candidates is conducted by contacting other persons or entities that can provide additional information relevant to the position criteria on the candidate's job performance in his or her current and past positions, an assessment of the candidate's leadership capabilities and management style, ability to work with various stakeholders, and expected effectiveness as an advocate for the institution and the State University System; and ensuring that a background check of the president-elect is finalized prior to recommendation of the president-elect to the Board of Governors for confirmation;
  - ii. selecting final candidates for on-campus meetings with faculty, students, the board of trustees, and other stakeholders;
  - iii. selecting a final qualified candidate under the position criteria as president-elect for recommendation to the Board of Governors for confirmation;
  - iv. drafting an employment contract or a detailed term sheet covering the financial and key performance terms, to be reviewed by the Board of Governors general counsel prior to execution for compliance with state law, that is consistent with the compensation range approved by the board of trustees, and that is contingent upon

- confirmation of the candidate by the Board of Governors (with any term sheet being followed by such a contract); and
- v. submitting a written description of the selection process and criteria, the president-elect's qualifications, and a summary of the material employment contract terms to the Board of Governors for consideration in the confirmation process. The president-elect is not eligible to commence employment with the institution prior to confirmation by the Board of Governors and execution of the employment contract required under subparagraph (1)(d)(iv) with a copy provided to the Board of Governors.
- (2) The Chancellor shall brief the president-elect in preparation for the meeting at which the candidate shall be presented to the Board of Governors for confirmation.
- (3) The president-elect shall personally appear before the Board of Governors at a scheduled meeting for an interview as part of the confirmation process. The Chair of the board of trustees, or designee, will describe the search process and introduce the president-elect to the Board. The president-elect should be prepared to respond to questions related to the institution's mission under its strategic plan, general awareness of institutional and system metrics, and any priorities established by the Board of Governors for the institution. As provided in Board of Governors Regulation 1.001(5)(c), a two-thirds vote of the Board of Governors shall be required to deny confirmation of a candidate selected by a board of trustees.

Authority: Section 7(d), art. IX, Fla. Const.; History: New 06-23-16.

**ITEM: INFO-1**

**University of Central Florida  
BOARD OF TRUSTEES  
Nominating and Governance Committee**

**SUBJECT: Review the Presidential Authority Guidelines**

**DATE: October 20, 2016**

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**PROPOSED COMMITTEE ACTION**

Review the resolution delegating authority to the president of the University of Central Florida.

**BACKGROUND INFORMATION**

Board of Governors Resolution 1.001(f) provides that the Board of Trustees shall establish the power and duties of the President. By resolution dated July 29, 2004, the Board of Trustees delegated certain powers and duties to the President which were previously provided in statute (F.S. 1001.75, since repealed).

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**Supporting documentation:** Attachment A: Resolution of University of Central Florida Board of Trustees Delegating Authority to the President of the University

**Prepared by:** W. Scott Cole, Vice President and General Counsel

**Submitted by:** W. Scott Cole, Vice President and General Counsel

Attachment A

**RESOLUTION OF  
UNIVERSITY OF CENTRAL FLORIDA BOARD OF TRUSTEES  
DELEGATING AUTHORITY TO THE PRESIDENT OF THE  
UNIVERSITY**

Upon motion duly made and seconded, the following resolution was unanimously adopted:

**WHEREAS**, the voters of the State of Florida passed Amendment 11 to Article IX, Section 7 of the Florida Constitution, thereby creating the Board of Governors; and

**WHEREAS**, Amendment 11 provides, among other provisions, that the Board of Governors shall operate, regulate, control, and be fully responsible for the management of the whole university system, and that a board of trustees shall administer each public university; and

**WHEREAS**, Amendment 11 provides that the Board of Governors shall establish the powers and duties of the board of trustees; and

**WHEREAS**, by resolution dated January 7, 2003, the Board of Governors delegated to each university board of trustees those powers previously granted to the trustees by section 1001.74, Florida Statutes; and

**WHEREAS**, the board of trustees desires to delegate to the president of the university those powers and duties provided in Section 1001.75, Florida Statutes and further delegate to the president the authority to approve the development of university institutes and centers.

**NOW THEREFORE**, based upon foregoing, the Board of Trustees hereby delegates the following powers and duties to the president and ratifies those actions taken by the president prior to this resolution which are consistent with the powers delegated herein:

The president is the chief executive officer of the state university, shall be corporate secretary of the university board of trustees, and is responsible for the operation and administration of the university. The president shall:

- (1) Recommend the adoption of rules, as appropriate, to the university board of trustees to implement provisions of law governing the operation and administration of the university, which shall include the specific powers and duties enumerated in this section. Such rules shall be consistent with the mission of the university and the rules and policies of the Board of Governors.
- (2) Prepare a budget request and an operating budget for approval by the university board of trustees.
- (3) Establish and implement policies and procedures to recruit, appoint, transfer, promote, compensate, evaluate, reward, demote, discipline, and remove personnel, within law and rules of the Board of Governors and in accordance with rules or policies approved by the university board of trustees.
- (4) Govern admissions subject to law and rules or policies of the university board of trustees and the Board of Governors.
- (5) Approve, execute, and administer contracts for and on behalf of the university board of trustees for licenses; the acquisition or provision of commodities, goods, equipment, and services; leases of real and personal property; and, planning and construction to be rendered to or by the university, provided such contracts are within law and rules of the Board of Governors, and in conformance with policies of the university board of trustees, and are for the implementation of approved programs of the university. University presidents shall comply with the provisions of s. 287.055 for the procurement of professional services and may approve and execute all contracts on behalf of the board of trustees for planning, construction, and equipment. For the purposes of a university president's contracting authority, a "continuing contract" for professional services under the provisions of s. 287.055 is one in which construction costs do not exceed \$1 million or the fee for study activity does not exceed \$100,000.
- (6) Act for the university board of trustees as custodian of all university property.
- (7) Establish the internal academic calendar of the university within general guidelines of the Board of Governors.
- (8) Administer the university's program of intercollegiate athletics.
- (9) Recommend to the board of trustees the establishment and termination of undergraduate and master's-level degree programs within the approved role and scope of the university.
- (10) Award degrees.

- (11) Recommend to the board of trustees a schedule of tuition and fees to be charged by the university, within law and rules of the Board of Governors.
- (12) Organize the university to efficiently and effectively achieve the goals of the university.
- (13) Review periodically the operations of the university in order to determine how effectively and efficiently the university is being administered and whether it is meeting the goals of its strategic plan adopted by the Board of Governors.
- (14) Enter into agreements for student exchange programs that involve students at the university and students in other postsecondary educational institutions.
- (15) Provide purchasing, contracting, and budgetary review processes for student government organizations.
- (16) Ensure compliance with federal and state laws, rules, regulations, and other requirements that are applicable to the university.
- (17) Maintain all data and information pertaining to the operation of the university, and report on the attainment by the university of institutional and statewide performance accountability goals.
- (18) Adjust property records and dispose of state-owned tangible personal property in the university's custody in accordance with procedures established by the university board of trustees. Notwithstanding the provisions of s. 273.055(5), all moneys received from the disposition of state-owned tangible personal property shall be retained by the university and disbursed for the acquisition of tangible personal property and for all necessary operating expenditures. The university shall maintain records of the accounts into which such moneys are deposited.
- (19) Have vested with the president or the president's designee the powers, duties, and authority that is vested with the university.
- (20) Approve the development of university institutes and centers.

Approved by the University of Central Florida Board of Trustees at its regular meeting, held on the 29th day of July 2004, at which time a quorum was present.

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Richard A. Nunis, Chair