



Board of Trustees
Nominating and Governance Committee
University of Central Florida
UCF *FAIRWINDS* Alumni Center
May 31, 2016

MINUTES

Trustee William Yeárgin, chair of the Nominating and Governance Committee, called the meeting to order at 10:21 a.m. Committee member Beverly Seay was present. Committee members Alex Martins, Ray Gilley, and John Sprouls attended by teleconference call. Trustees Marcos Marchena, Clarence Brown, and Joseph Conte were present.

MINUTES APPROVAL

The minutes of the March 24, 2016, Nominating and Governance Committee meeting were approved as submitted.

NEW BUSINESS

Sixth Amended and Restated Bylaws

Scott Cole asked the committee to approve several changes to the Board of Trustees bylaws. These changes are requirements from the Board of Governors as required by statute. Section 4.2 requires a two-thirds vote to elect the chair to additional consecutive terms beyond the initial two terms. Section 4.3 requires the Chair to notify the Board of Governors or Governor whenever a board member has three consecutive unexcused absences from regular board meetings. Section 4.3 requires the minutes of each meeting to be posted on the university's website within two weeks of the meeting. The motion passed unanimously.

UCF Academic Health, Inc.

Scott Cole asked the committee to approve the certification of UCF Academic Health, Inc. as a direct support organization of the University. Cole also asked the committee to approve the Articles of Incorporation and the Bylaws of UCF Academic Health, Inc. This new entity will allow the College of Medicine to pursue partnerships and joint ventures with other entities to create new opportunities. The committee requested that "or designee" be added to Section 1(c) of the Bylaws. The motion passed unanimously.

Review of Nominating and Governance Committee Charter

Cole reviewed the Committee Charter and suggested that the committee meet further to discuss updating some of the functions of the committee.

Review of Board of Trustees Bylaws

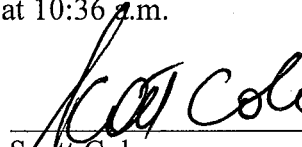
Cole reviewed the bylaws and stated that it was an annual function to be performed by this committee.

Review of the Presidential Selection Process

Cole reviewed the Presidential Selection Process. The Board of Governors is in the process of issuing new guidelines and the committee will review this document again when the new regulation is approved.

The meeting adjourned at 10:36 a.m.

Respectfully submitted:



Scott Cole

Vice President and General Counsel

10/21/16
Date