



**Board of Trustees
Nominating and Governance Committee
President's Boardroom
September 7, 2016, 9:00 a.m.
Call-in Number: 800-442-5794, Passcode: 463796**

Agenda

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| I. CALL TO ORDER | William Yeargin
<i>Chair, Nominating and
Governance Committee</i> |
| II. ROLL CALL | Tanya Perry
<i>Coordinator, Legal Affairs</i> |
| III. MEETING MINUTES | |
| • Approval of the August 5, 2016, Nominating
And Governance Committee meeting minutes | Chair Yeargin |
| IV. NEW BUSINESS | |
| • Review of Presidential Selection Process
(NGC-1) | Scott Cole, <i>Vice President
and General Counsel</i> |
| • Board Policy on Naming of Buildings and
Facilities (NGC-2) | Scott Cole |
| V. CLOSING COMMENTS | Chair Yeargin |



Board of Trustees
Nominating and Governance Committee
University of Central Florida
UCF *FAIRWINDS* Alumni Center
August 5, 2016

MINUTES

Trustee William Yeargin, chair of the Nominating and Governance Committee, called the meeting to order at 9:00 a.m. Committee members Beverly Seay and Alex Martins were present. Committee member Ray Gilley attended by teleconference call. Chairman Marcos Marchena and Trustee Joseph Conte were also present.

MINUTES APPROVAL

The minutes of the May 31, 2016, Nominating and Governance Committee meeting were approved as submitted.

NEW BUSINESS

Review of Nominating and Governance Committee Charter

Scott Cole reviewed the Committee Charter. Several changes were suggested to better reflect the role of the committee. The committee unanimously approved the suggested revisions.

Review of Board of Trustees Bylaws

Cole reviewed the bylaws and stated that it was an annual function to be performed by this committee. The only change suggested was to add the Compensation and Labor committee to the list of standing committees. The committee unanimously approved the suggested change.

The meeting adjourned at 9:31 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: Review of the Presidential Selection Process

DATE: September 7, 2016

PROPOSED COMMITTEE ACTION

Review and recommend to the Board of Trustees any 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. Any proposed revisions will be forwarded to the Board of Trustees for action.

Supporting documentation: Attachment A: Presidential Selection: Process Guide for the University Of Central Florida

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

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

The successful candidate will demonstrate the following characteristics:

- a high level of integrity
- a strong personal academic background
- a sense of commitment to undergraduate education, as well as a dedication to and understanding of graduate education and research
- a respect and concern for students
- 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 entrepreneurship
- a willingness to make strategic choices, timely decisions, and responsive actions
- the ability to acquire resources from a variety of sources
- a keen understanding of the unique mission of a metropolitan research university

ITEM: NGC-2

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

SUBJECT: Board Policy on Naming of Buildings and Facilities

DATE: September 7, 2016

PROPOSED COMMITTEE ACTION

Adopt a board policy titled Naming of Buildings and Facilities.

BACKGROUND INFORMATION

Florida Board of Governors Regulation 9.005 provides that each Board of Trustees shall have established procedures for the naming of university facilities (such as buildings, roads, parks, recreational facilities, and educational sites).

Supporting documentation: Attachment A: UCF Board of Trustees Policy Naming of Buildings and Facilities

Prepared by: Youndy C. Cook, Deputy General Counsel

Submitted by: Rick Schell, Vice President and Chief of Staff

Attachment A

**UNIVERSITY OF CENTRAL FLORIDA
BOARD OF TRUSTEES
POLICY**

01-2016

Naming of Buildings and Facilities

This Board policy applies to the naming of any university facility for any individuals or groups who have made significant contributions to the University of Central Florida or the State of Florida.

The university president or his designee will be responsible for the implementation of this board policy.

POLICY STATEMENT

The naming of any university facility must be approved by the University of Central Florida Board of Trustees as a noticed, non-consent agenda item.

Non-gift related honorary naming of a university facility should be reserved for individuals who have made significant contributions to the University of Central Florida or to the State of Florida or to the fields of education, government, science or human betterment and who are of recognized accomplishment and character. Honorary naming of a university facility is not allowed for any active board member or employee of the SUS Board of Governors or for any active employee, student, or trustee of the university.

Gift-related naming of a university facility requires a donation which makes a significant contribution to the cost of the university facility or to the cost of significant improvements to an existing university facility.

The University of Central Florida Advancement Division and the University of Central Florida Foundation are responsible for the applicable donor recognition of gifts made to benefit the University. UCF Advancement and the UCF Foundation will maintain policies and procedures as needed for the acceptance and recognition of gifts. The university may adopt other policies necessary or useful to the implementation of this board policy.

DEFINITIONS

University Facility. A university facility is any university or state-owned building, road, bridge, park, recreational complex, or other similar facility at the University of Central Florida. University facility also includes any educational sites, as that term is defined by Board of Governors Regulation 8.009, operated by the University of Central Florida.

History: New 01-2016.

Authority: BOG Regulations 1.001 and 9.005