



UNIVERSITY OF CENTRAL FLORIDA

**Board of Trustees  
Nominating and Governance Committee  
FAIRWINDS Alumni Center  
October 26, 2017  
11:30 a.m. – 12:00 p.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<br/>Affairs</i>                     |
| <b>III. MEETING MINUTES</b>  |  |
| • <a href="#">Approval of the July 20, 2017, Nominating and Governance Committee meeting minutes</a> | Chair Yeargin  |
| <b>IV. NEW BUSINESS</b>  |  |
| • Board policy on Delegation of Authority to the President ( <a href="#">NGC-1</a> )                 | Scott Cole<br><i>Vice President and<br/>General Counsel</i>              |
| • Amend Nominating and Governance Committee charter ( <a href="#">NGC-2</a> )                        | Scott Cole   |
| <b>V. CLOSING COMMENTS</b>   | Chair Yeargin  |



UNIVERSITY OF CENTRAL FLORIDA

Board of Trustees  
Nominating and Governance Committee  
Live Oak Center  
July 20, 2017

**MINUTES**

Trustee William Yeargin, chair of the Nominating and Governance Committee, called the meeting to order at 10:50 a.m. Committee members John Lord and Beverly Seay were present. Committee members Alex Martins and John Sprouls attended by teleconference call.

**MINUTES APPROVAL**

The minutes of the May 9, 2017, Nominating and Governance Committee meeting were approved as submitted.

**NEW BUSINESS**

Approval of Honorary Doctor of Public Service for Leonard Williams

Trustee Yeargin asked the committee to approve an honorary Doctor of Public Service for Leonard Williams for his significant support to the university and the community. The degree motion passed unanimously.

The meeting adjourned at 10:53 a.m.

Respectfully submitted: \_\_\_\_\_  
W. Scott Cole

\_\_\_\_\_  
Date

**ITEM: NGC-1**

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

**SUBJECT: Board Policy on Delegation of Authority to the President**

**DATE: October 26, 2017**

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**PROPOSED COMMITTEE ACTION**

Adopt a board policy detailing delegation of authority to the president of the University of Central Florida.

**BACKGROUND INFORMATION**

Article IX, Section 7 of the Florida Constitution provides that the Board of Governors shall establish the powers and duties of the university boards of trustees. Board of Governors Regulation 1.001 delegates those powers and duties to the boards of trustees. The Board of Trustees may further delegate certain powers and duties to the President. This policy outlines the authority delegated to the president, as well as specifying the items that require specific approval of the board of trustees or consultation with the chair of the Board of Trustees.

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**Supporting documentation:** Attachment A: UCF Board of Trustees Policy Delegation of Authority to the President

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

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

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

**Delegation of Authority to the President**

**POLICY STATEMENT**

Article IX, Section 7 of the Florida Constitution provides that the Board of Governors shall establish the powers and duties of the university boards of trustees. Board of Governors Regulation 1.001, copy attached as Exhibit A, delegates those powers and duties to the boards of trustees.

The Board of Trustees desires to further delegate certain of its powers and duties to the President as more particularly described below. Any power or duty delegated by the Board to the President may be rescinded at any time by majority vote of the Board. Except as otherwise provided herein, the President may further delegate his or her powers and duties to employees of the University in accordance with the University's Policy on Delegation of Authority.

**DEFINITIONS**

Affiliated Entities: Direct support organizations, practice plan corporations, or self-insurance trust funds of the University of Central Florida.

Board: UCF Board of Trustees

BOG: Florida Board of Governors

President: President of UCF

UCF or University: University of Central Florida

**PROCEDURES:**

Except as provided herein, the Board delegates to the President all usual and customary powers of a President to administer the day to day operations of the University. This includes the powers and duties described in Board of Governors Regulation 1.001 and those reasonably implied therefrom, which are not required to be directly performed by the Board.

**The President's authority also includes the following:**

1. Propose regulations for approval by the Board.
2. Govern Traffic on the grounds of the University.
3. Close and/or suspend operations of the campus as deemed necessary.
4. Set the agenda for Board meetings in consultation with the Chair of the Board.
5. Establish the University calendar.
6. Administer the personnel program subject to Board and BOG policies and regulations.
7. Administer University travel in accordance with Section 112.061, Florida Statutes.
8. Administer the collective bargaining process.
9. Administer the financial activities of the university including proposing university budgets and managing university revenues and expenditures.
10. Administer the purchasing and construction programs and act as custodian for university property.
11. Execute contracts on behalf of the Board.
12. Oversee the research activities of the University, including managing the intellectual property of the university.
13. Oversee the philanthropic activities of the University.
14. Perform such other duties related to the above not specifically retained by the Board.

**Items requiring specific approval of the Board:**

1. All duties required to be undertaken directly by the Board pursuant to BOG Regulation 1.001.
2. Financial commitment, obligation, or contingent risk of five million dollars or .5% percent of the University budget, whichever amount is smaller.
3. Contractual obligation of either more than five (5) years' duration or an aggregate net value of five million or more dollars.
4. Changes requiring SACS substantive-change approval.
5. Acquisition (including gifts), sale, or encumbrance of real property.
6. Matters with potential for significant damage to the reputation of the University.
7. Any material change to the University's investment program.
8. Approval of capital projects valued at two million dollars or more and any material changes to such projects.
9. Borrowing of funds by the University or Affiliated Entities and any changes to the term of existing indebtedness.
10. Public Private Partnerships.
11. Use of University funds for capital improvement projects exceeding two million dollars in construction costs and all changes to such projects that increase project costs by more than 10 percent of the original estimate.
12. Creation, dissolution or amendment of governing documents of Affiliated Entities.
13. Review and confirmation of all appointments by the President to affiliated entities other than President or designee as provided in Section 1004.28 F.S.
14. Adoption of or amendment to the University strategic plan.

15. Annual operating and capital budgets for the University and Affiliated Entities and amendments to any line item of two million dollars or greater that exceeds 10% of the value of such line item.
16. University works plans, accountability plans and all other significant reports required to be submitted to the BOG.
17. Creation or termination of degree programs.
18. Naming of Buildings.
19. Establishment or closure of educational sites.
20. Amendment to University governing documents.
21. Establishment or elimination of Board Committees.
22. Hiring, supervision, termination and annual evaluation of the President.
23. University regulations and Board policies.
24. Annual institutional budget request and changes thereto in an amount greater than the lower of five million dollars or .5% of the budget
25. Adoption of new or changes in existing tuition and fees.
26. Internal and external audits of the University and Affiliated Entities.
27. Campus master plan, capital improvement plans, and amendments thereto.
28. Adoption or amendments to Committee charters.
29. Awarding of Tenure.
30. Collective bargaining agreements and impasse.
31. Conferral of degrees.
32. Transfer of university funds to, from, or among Affiliated Entities.
33. Performance unit plan adoption, amendment and cancellation as well as participation, goals and payments under the performance unit plan.
34. Hiring and firing or reduction of compensation of the Vice President and General Counsel, Chief Compliance Officer, and Chief Audit Executive, who shall report to the Board as well as the President.
35. Selection of Chair and Vice Chair of the Board.
36. All items required by the BOG or Florida Legislature to be approved by the Board.
37. Any additional items required by the Board to be approved by it.

**Items requiring President to consult with the Board Chair before implementation:**

1. Hiring, dismissal (except for Vice President and General Counsel, Chief Compliance officer and Chief Audit Executive) and any annual increase of more than 5% in the compensation of any Vice President or other direct report to the President, the head football coach or the head men's basketball coach. The President and Chair shall review and agree annually on the individuals that are governed by this provision.
2. Initiation, appeal or settlement of lawsuits involving the University or Affiliated Entities other than tort claims handled by the State Division of Risk Management.
3. Any matter which has the potential to create significant political or reputational issues for the University.

4. Employment contract with an employee of the University or an Affiliated Entity with a term greater than one year

INITIATING AUTHORITY

UCF Board of Trustees

**History:** New \_\_\_\_-2017.

Authority: Section 7(c), Art. IX, Fla. Const.; FL BOG Regulation 1.001; FL BOG Delegation Best Practices and Principles.

**ITEM: NGC-2**

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

**SUBJECT: Amend Nominating and Governance Committee Charter**

**DATE: October 26, 2017**

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**PROPOSED COMMITTEE ACTION**

Amend the Nominating and Governance Committee charter to add the function of reviewing and approving university regulations.

**BACKGROUND INFORMATION**

Universities are required by Board of Governors regulations to implement constitutional and Board of Governors delegated functions. In the past, multiple board committees have approved regulations. Because regulations are a key component of university governance, it is appropriate for them to be approved by the Nominating and Governance Committee.

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**Supporting documentation:** Attachment A: Nominating and Governance Committee Charter

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

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



**Second~~First~~ Amended and Restated Nominating and Governance Committee Charter**

**1. Overall Purpose and Objectives**

The Nominating and Governance Committee is appointed by the University of Central Florida Board of Trustees with the responsibility to:

- 1.1 propose for consideration by the full board a process by which presidents of the University of Central Florida would be selected
- 1.2 nominate a chair and vice chair of the University of Central Florida Board of Trustees for consideration by the full board
- 1.3 recommend candidates for designation as Trustee Emeritus for consideration by the full board
- 1.4 recommend candidates for designation as Honorary Doctor for consideration by the full board
- 1.5 review annually and recommend changes as necessary to the Board Bylaws.
- 1.6 review the annual evaluation of the performance of the Board, Board committees, and Board members
- 1.7 review and provide recommendations to the Board regarding Board member education, including new member orientation and regularly scheduled board member training
- 1.8 inform members of corporate governance “best practices” and make recommendations to the Board and its committees
- 1.9 review and recommend to the Board the number and structure of committees
- 1.10 review and make recommendations regarding delegation of authority to the President
- 1.11 review and make recommendations regarding amendments to the bylaws of direct support organizations
- 1.12 review and approve university regulations
- ~~1.13~~ fulfill any other responsibilities as subsequently may be assigned by the University

of Central Florida Board of Trustees and/or the board chair.

## **2. Authority**

The board authorizes the committee to:

- 2.1 perform activities within the scope of its charter
- 2.2 engage advisors as it deems necessary to carry out its duties
- 2.3 have unrestricted access to management, faculty, and employees of the University of Central Florida and its direct support organizations and affiliates.

## **3. Organization/Membership**

- 3.1 The chair of the board will appoint the chair and members of the committee.
- 3.2 The committee will consist of at least five members.
- 3.3 Members will serve on the committee until their resignation or replacement by the chair of the board.

### **Meetings**

- 3.4 A majority of the members of the committee will constitute a quorum for the transaction of business.
- 3.5 Meetings will be held not less than two times per year.
- 3.6 The committee will maintain written minutes of its meetings.
- 3.7 The committee may request special reports from members of the university or Direct Support Organization management personnel on topics that may enhance its understanding of their activities and operations as it relates to the committee's mission.

## **4. Governance**

The committee will review the committee charter annually and discuss any required changes with the board to ensure that the charter is approved or reapproved by the board annually.

### **Adoption of Charter**

I HEREBY CERTIFY that the University of Central Florida Board of Trustees adopted this First

Amended and Restated charter at its regularly scheduled meeting on October 26,  
2017~~September 15, 2016~~.

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Secretary  
University of Central Florida Board of Trustees