

Second Amended and Restated UCF 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.

Approved by the UCF Board of Trustees on October 26, 2017