UNIVERSITY OF CENTRAL FLORIDA

Board of Trustees Meeting
March 21, 2019
***FAIRWINDS* Alumni Center**
Agenda
9:45 a.m. – 4 p.m.
Lunch 12 p.m.
800-442-5794, passcode 463796

COMMITTEE MEETINGS

9:45 – 10:15 a.m.	Nominating and Governance, William Yeargin, Chair
10:15 – 11 a.m.	Educational Programs, Robert Garvy, Chair
11 a.m. – 12 p.m.	Finance and Facilities, Alex Martins, Chair

Please note that committee meetings may begin upon adjournment of previous meetings.

BOARD MEETING 1 – 4 p.m.

1. Welcome and call to order		Robert Garvy, Chairman
2. Roll Call		Grant J. Heston, Associate Corporate Secretary
3. Public Comment		Grant J. Heston
4. Minutes of January 18, 2019, January 24, 2019, February 12, 2019 and February 21, 2019 meetings		Chair Garvy
5. Remarks and introductions		Thad Seymour, Jr., Interim President
6. Reports		Chair Garvy
INFO – 1	Information	Central Florida Educator Federal Credit Union Arena Name Change
INFO – 2	Information	Board of Trustees Service to Direct Support Organization Boards

7.	Educational Programs Committee Report		Chair Garvy
8.	Finance and Facilities Committee Report		Chair Martins
	FF – 1	Approval	Update Signature Authority for Checks
	FF – 2	Approval	Autonomous Vehicle Shuttle Service and Minor Amendment to Align Campus Master Plan Update
9.	Nominating and Governance Report		Chair Yeargin
10.	Consent Agenda		Chairman Garvy
	EP – 1	Approval	Conferral of Degrees
	EP – 2	Approval	Tenure with Hire
	EP – 3a	Approval	New Degree Program – Bachelor of Science in Senior Living Management
	EP – 3b	Approval	New Degree Program – Master of Science in Systems Engineering
	EP – 4	Approval	2019 Accountability Plan
	NG – 1	Approval	Amendments to University Regulation UCF-2.009 Admission of International Students
	NG – 2	Approval	Nomination of Judy Duda for Honorary Doctoral Degree of Humane Letters
11.	Unfinished Business		Chairman Garvy
12.	New Business		Chairman Garvy
13.	Announcements and Adjournment		Chairman Garvy
	Eternal Knights Memorial Service		March 25, 2019 (Student Union, Pegasus Ballroom)
	BOG meeting		March 27 – 28, 2019

	(Florida A&M University, Tallahassee)
Order of Pegasus Induction	April 10, 2019 (Student Union, Pegasus Ballroom)
Spring Football Game	April 13, 2019 (Spectrum Stadium)
Spring Commencement	May 2 – 4, 2019 (CFE Arena)
BOT meeting	May 16, 2019 (*FAIRWINDS* Alumni Center)

Minutes
Board of Trustees Meeting
University of Central Florida
January 18, 2019

Chairman Marcos Marchena called the meeting of the Board of Trustees to order at 3 p.m. in the *FAIRWINDS* Alumni Center on the UCF Orlando campus.

Chairman Marchena reminded the board that the meeting was covered by the Florida Sunshine Law and that the public and press were invited to attend.

WELCOME

Marchena welcomed the board members and called on Grant Heston, Associate Corporate Secretary, to call the roll. Heston determined that a quorum was present.

The following board members attended the meeting: Chairman Marcos Marchena, Joshua Boloña, Ken Bradley, Joseph Conte, John Lord, Alex Martins, Beverly Seay, William Self, David Walsh, and William Yeargin.

Vice Chair Robert Garvy and Trustee Danny Gaekwad attended via teleconference.

PUBLIC COMMENT

There were no requests for public comment.

NEW BUSINESS

BOT – 1	Bryan Cave Investigation (Trustee Beverly Seay, Chair, Audit and Compliance Committee and Mr. R. Joseph Burby IV, Bryan Cave Leighton Paisner LLP)

Marchena indicated there was one new item of business, the investigative report from Bryan Cave. He reminded the board that Trustee Seay was appointed by the board to be the trustee to interact with Bryan Cave, and he asked Seay to make introductions and provide comments.

Seay stated that for transparency, all documents produced by the investigation were electronically housed in one location so that the Board of Governors (BOG) and House would have access to the same information. Seay asked Mr. Joey Burby from Bryan Cave to provide a summary of the report.

Burby stated the mandate the Board of Trustees (board) gave on September 20, 2018 was to find the facts. He stated that his firm and Pricewaterhouse Cooper (PwC) had not been influenced by any outside sources. The findings of the investigation are theirs and theirs alone. He noted that Seay oversaw the investigation, and although she assisted in gathering the requested information

from the university, she did not influence the investigation, drafting of the report, results, or decisions. He noted they have not been asked to make any recommendation to any actions, except for internal controls which is addressed in the report.

Burby specified that they retained the services of PwC to provide expertise in finance and accounting, including forensic accounting. Bob Gallagher, a partner at PwC, led the team and was available for questions. Burby stated the investigation was conducted over a period of three months, which included five trips to campus, and over 56 interviews with 43 different witnesses. (Appendix A) They reviewed tens of thousands of documents, including emails, text messages, board minutes, financial reports, accounting records and listened to hours of recordings of board meetings. A more detailed account of the document review and collection process is available in the report. Burby assured the board that they were thorough. He also noted that they worked with the Board of Governors (BOG) and its Inspector General, Julie Leftheris, who was present in the audience.

Burby said the organization of the report is divided into four sections:

1. Background and scope of the investigation

2. Summary of findings

3. Timeline of significant events

4. Internal controls analysis and recommendations

Burby summarized the key factual findings from the investigation. He noted his comments are not to serve as a substitute for the full report and nothing he says is to contradict the report. Education and General (E&G) funds are public funds used to run the operation of the 12 universities in the state of Florida. The University of Central Florida (UCF) receives E&G funds annually from the state through the General Appropriations Act. Under Florida law and BOG regulations, E&G funds can only be spent to support certain types of operations activities, which does not include construction of a new facilities. Between the years 2013-2016, the university allocated more than $38 million dollars in E&G funds including $37 million in carry forward funds toward a project which resulted in the construction of Trevor Colbourn Hall (TCH). He noted that TCH replaced a smaller Colbourn Hall that was built in the 1970s. Of the $38 million that was allocated to the project, $30.6 million in E&G funds was spent as of August 28, 2018. The vast majority of these funds were spent in fiscal year 2017-2018 on the design and construction of TCH (Appendix C).

The project was initially conceived as a renovation of Colbourn Hall, which was expected to cost between $5-8 million. In 2013, when the construction account for the project was first set up and the first transfer of E&G funds occurred, there were no plans to construct a new building. Over the next three years, however, the plan evolved in several iterations. In the spring of 2014, concerns over rising renovation estimates and the need to relocate employees led to a proposal to construct a new building next to Colbourn, move Colbourn's occupants into that building, and then renovate Colbourn at a later date. The board approved the construction phase of this

proposal, which was expected to cost $21.3 million, but did not address funding and decided to table any decision on Colbourn's fate. In 2015, a new plan emerged - to construct the new building and renovate Colbourn at the same time, at a combined cost of $38 million. The Finance and Facilities Committee (FFC) was informed about the project and its new price tag after the fact but was not asked to formally approve it or the source of funds. In May 2016, the plans changed for a final time, as it was decided to raze Colbourn rather than renovate it, and to increase the size of TCH, using the funds that would have been spent on the Colbourn renovation. The decision to raze Colbourn was approved by the board in July 2016. Since the estimated cost of the project was still $38 million, no decision with respect to funding the new construction or demolition was put before the board. Construction on TCH began in May 2017 and was completed in July 2018. The demolition of Colbourn began in late 2018.

Burby found that the key figure in all of the decisions outlined above was the University's former Vice President for Administration and Finance and Chief Financial Officer William J. "Bill" Merck II, who was asked to resign from his position effective immediately in September 2018. Merck oversaw the University's Finance & Accounting (F&A) department, which is responsible for managing E&G funds received by the State and accounting for and reporting on the use of E&G funds. He simultaneously oversaw the University's Facilities and Safety (Facilities) department, which among other things is responsible for planning and overseeing the university's capital projects. This dual role placed Merck in a position to make all of the important decisions with respect to the Colbourn and TCH projects and its funding, and to direct employees of F&A and Facilities to carry out all necessary tasks.

Burby stated when the Auditor General (AG) officials announced their audit findings regarding TCH at a meeting in August 2018, Merck took full responsibility for the decision to use E&G funds to build TCH. Since then, he has consistently and openly acknowledged his role in the matter, though he declined to be interviewed by Bryan Cave in connection with the investigation. He also has stated, after the fact, that he viewed the decision as necessary and justified because Colbourn presented an imminent health and safety risk to its occupants, and because there were no other options to fund the project. The report found both claims to be rooted in legitimate concerns that Merck and other university officials faced at the time of the decisions. However, the evidence does not support a conclusion that Colbourn presented an imminent health or safety risk requiring emergency action, nor does it support the claim that there was no other alternative but to use E&G funds.

Burby viewed it as more credible that Merck, and perhaps others, saw the university's E&G carryforward balance as a convenient solution to the problems created by the university's aging infrastructure and the decrease in available state funding. By transferring carryforward funds to the construction account - and $37 million was transferred to the account *before* any significant portion of it was actually spent - these funds no longer needed to be reported to the State as a carryforward balance. F&A officials were able to "report" the transfers as planned expenditures on deferred maintenance, even after it became clear that the project would involve new construction rather than repairs or renovation (Appendix D). Moreover, by 2016, the project was considered internally to be "funded," and university officials involved in the budgeting process could move on to other projects.

Burby stated that they found no evidence of any improper motive or that Merck stood to gain financially from any of his actions. While it is possible that Merck may have genuinely believed that he was acting in the best interest of the university, it is nonetheless clear that he understood the significance of the decision to use E&G funds for the TCH project, and that he took steps to conceal or downplay that significance. Bryan Cave found no evidence that Merck, or anyone acting at his direction, ever specifically told the board that the source of funding for TCH was E&G funds. More significantly, no evidence was found that Merck, or anyone acting at his direction, ever explained to the board that the funding of TCH was not permitted under BOG regulations and may lead to adverse consequences for the university. Merck clearly understood that state auditors might find the project to be in violation of the restrictions on the use of E&G funds. He told others close to the project that the project might result in an "audit comment," but downplayed the significance of this. After the 2018 state audit uncovered the use of E&G funds for TCH, Merck acknowledged on several occasions that he could not have disclosed the relevant risks to the board, because he knew the board would not have gone forward with the project had he done so.

Burby addressed the questions that he was charged with back on September 20.

1. What individuals, other than Merck, were involved in the decision to construct TCH using E&G funds for the project? Burby referred the board to the full report for that information. However, he did report the findings as they related to Dale Whittaker, the university's current president. Whittaker became provost in August 2014 and by that time, the board had already approved the construction of TCH, and a decision to commit $10 million in E&G funds toward that project had already been made and the funds had already been transferred to the construction account. Whittaker signed a budget document less than two weeks after his tenure as provost began in which he recommended for approval by President Hitt the allocation of an additional $18 million in E&G funds toward the project, and that document was later used by F&A as justification to transfer that amount to the project in June 2015. Burby stated that Whittaker could not have fairly understood the significance of the document he signed in August 2014, since he had just arrived at the university and funding decisions on capital projects are typically not made by the provost. As time passed, however, Whittaker developed at least some understanding of the university's strategies and decisions with respect to funding capital projects, in light of the decline in PECO funding. Bryan Cave found evidence that as provost, Whittaker took an interest in the backlog of unfunded capital projects, particularly those involving academic facilities, at one point calling a meeting in 2016 with President Hitt, Merck and the CEO of the UCF Foundation to discuss how to prioritize the university's planned capital projects. Whittaker also pushed for the formation of a Facilities Budget Committee in 2017, which he co-chaired along with Merck. Bryan Cave found that over time, Whittaker was provided with information accurately showing that E&G funds were being used to pay for the construction of TCH. However, they also found evidence that during the same time, Whittaker received vague and arguably misleading information about the source of funding for TCH from Merck and others. Perhaps more importantly, Whittaker stated that he was not familiar with restrictions on the use of E&G funds, and no persuasive evidence to the contrary was found. Whittaker also stated that at the time, he was primarily focused on unfunded

capital projects and making sure they were prioritized based on academic needs, and information about the funding source for funded projects like TCH would not have been important to him. Like others, Whittaker recalled hearing Merck state that the funding for TCH might lead to an "audit comment," which he said did not worry him because he was not familiar with state audits at the time and because Merck downplayed the significance of this.

2. Did anyone personally profit from this? No, they did not.

3. Were there controls in place that failed to prevent or detect this activity or that were violated? There were certain internal controls that were absent or inadequately designed (Section IV). Specifically, they found deficiencies in the areas of written policies and procedures regarding the use of state appropriated funding, training and education on such policies and applicable laws and regulations, oversight and approval of significant decisions involving the use of appropriated funds, auditing for proper funding of capital projects, monitoring and reporting. It was also found that the F&A department failed to foster a culture that encouraged challenging senior members of the administration and it did not encourage whistleblower activity.

4. What additional controls should be put in place to ensure that this does not happen again? Based on these control deficiencies, and in consultation with PWC, they have proposed certain enhancements to the university's internal controls for the board and university leadership to consider (Section IV).

Following are the board's questions and comments for Burby:

1. If there were any documents to which Burby was denied access that he needed to review (Marchena)? Burby said there was not.

2. Were there any employees that he did not get to interview (Marchena)? Burby said there were not, although there were some employees he would have liked to have interviewed more thoroughly.

3. Was he at any time pressured not to look in a certain area or denied access to a certain area (Marchena)? Burby said he was not.

4. If he had any interaction with Dr. Whittaker since he interviewed him (Marchena)? Burby said he did not.

5. Did he receive full corporation from the Board (Garvy)? Yes, he did, and it was not tainted.

6. Did the investigation look into these matters the same way it would at other universities (Garvy)? Yes, it did.

7. Could the investigation be expanded (Walsh)? Before Burby's answer, Walsh qualified

his request by restating the scope surrounding the TCH investigation. Walsh stated that since this investigation began, there has been a total of $85 million found either spent incorrectly or planned but not spent. Burby said they did not investigate the additional transfers but he hopes the board is able to use the report of how capital projects like this were handled. Walsh requested the board take a motion to accept the report and that it answers all the questions the board has. Marchena said they should take up the report next week after the board has had time to review it.

8. If there was anything that came up outside of the scope they were investigating that would be of interest or concern to the board (Yeargin)? He said there was nothing coming to mind.

9. Did Burby review the letters sent from Mr. Merck and Dr. Hitt (Yeargin)? Burby indicated they did review them and they are in the report.

10. What should the board do going forward (Bradley)? Burby suggested the university audit department add “capital project funding” as part of their audit report.

11. Bradley confirmed there was no personal gain found in the report.

12. Through the report, you provided an opinion on the culture in regard to lack of confidence to whistleblowing. Did you find anything relative to sharing or lack thereof of information to the board (Martins)? Burby stated there was an individual that did not share the funding sources accurately. He said the individual noted that Merck did not instruct her to keep quiet.

13. Do you feel like there was a culture of withholding information to the board (Martins)? Burby noted that he wouldn’t go to that extreme. There was one or two people that withheld information, but he wouldn’t say it was the whole department.

14. Did any of the outside audits conducted at the university contain comments or references to the funding of TCH for any of the years referenced (Conte)? No, he does not recall any comments in the audit reports that he reviewed.

15. Did you come across any reports that referred to Colbourn Hall as a catastrophic issue (Conte)? Burby did not see that in his reports.

16. Did you review state statutes as opposed to BOG statutes relative to the use of carry forward E&G funds (Conte)? Burby said they did review them. State law enables BOG to enact restrictions on the use of the funds and he did not see any inconsistency between the two.

17. Is there any information that could have lead Mr. Merck to translate the reports to Colbourn Hall being a safety risk (Boloña)? He did not see that in any of the reports.

18. Self commented that he believes the budget management at the university needs to be

reviewed in further detail.

19. Self commented that Appendix D was very unsettling in the report. He had a question for the board to see reports of where the other E&G funds were used?

20. Was TCH paid using interest funds (Self)? It was not, but Marchena clarified interest funds are also considered E&G carry forward funds.

21. How did the state auditor find we used state funding inappropriately (Walsh)? Burby said he believes they had impression there were incorrect funds used and decided to request information and use this for the audit.

22. Walsh commented that a whistleblower situation could have happened here. Someone may have tipped off the state and thinks it would be relevant to know.

23. Burby indicated they did not do an audit of the construction funds. They did audit that every dollar was spent on construction. Burby doesn't believe there was any indication anyone received financial gain from the construction company.

24. What is the next step (Gaekwad)? Marchena said he would be going into detail on the next steps.

Marchena gave statements and recommendations. He started by thanking Trustee Seay, Joey Burby and his team for their methodical and thorough investigation of this matter. Marchena indicated that there are two types of actions he is recommending to the board. The first and most important type is systemic. These include several procedural changes mentioned in the investigation and some already implemented:

1. The certification of funds form will remain in effect.

2. President Whittaker already separated the position of CFO and V.P. for Administration . Marchena recommends the board adopt the change as policy and approve the change to structure and responsibilities of the two positions.

3. The office of the General Counsel, the compliance, ethics and risk office and internal audit will develop updated specific written policies and procedures for the board's consideration to further ensure proper use of state appropriated E&G funds.

4. He recommends the review of the existing whistleblower program and update it to encourage reporting of known or suspected violations of law, regulation or University policy.

5. Real-time audits for all capital projects in excess of $2 million be formally adopted as board policy.

6. Marchena recommends a standard format be adopted for committee and board agenda

memoranda. The essential components of the recommendation are that all decision points relative to an agenda item be specifically identified, all pro and con facts relative to each decision point be disclosed and identified, that the specific source of funding and fiscal impact be included in the agenda item and any restrictions on the proposed funding source be identified and disclosed. Marchena distributed a copy of the requested agenda format document to the trustees.

7. He expects additional recommendations will come after the Association of Governing Boards (AGB) gives its report.

The second type of recommendation is retributive. Marchena stated that the report found the person primarily responsible for the decision to use restricted funds for the TCH project and for not informing the board was the former CFO Bill Merck. Marchena discussed CFO obligations with multiple CFOs. They informed Marchena that Merck had a duty to not only inform the committee and the board of the restricted nature of the funds but to highlight the restricted nature of the funds and ensure that a decision was made knowingly. The report makes it clear that the reason Merck hid the information was because he knew the board would say no.

1. Marchena recommends that Mr. Merck be stripped of all remaining unpaid performance bonus.

2. There were four additional employees who knew that this was inappropriate use of funds. Even though they are dedicated employees who have shown significant passion for their work, it must be made clear that concealing information from the board is unacceptable. Marchena concurs with the actions taken by President Whittaker in respect to all four employees.

3. Dr. Hitt requested to end his one-year employment agreement effective immediately. Marchena accepts this request as of January 10, 2019, the date Dr. Hitt's letter was received, and asks the board to ratify his action.

4. Marchena recommends that Dr. Whittaker's participation in the performance bonus program be suspended for two years, covering his time as provost.

Marchena stated that these recommendations have not been easy for him. He has no desire to injure any of the individuals impacted, but his obligation is to the university, ensuring that we behave appropriately within the law and to the regulations that apply to us and more importantly, that we continue to earn the community's trust, the Board of Governors' trust and the trust of the Legislature and Governor.

Bradley indicated he had several systematic recommendations he would like to bring forward. Marchena asked that any trustee recommendations be sent to Heston, who will compile them and bring them to the board as one document.

Bradley recommended the Audit department report to the Office of the President, that there is a plan made to review spending on campus to ensure it is following the law and for the capital

projects to be reviewed to see how projects go from $8 million to $38 million.

Boloña requested that any actions taken do not have secondary negative effects on students.

Walsh made a motion to extend the investigation which was initially seconded by Bradley for discussion. After discussion, Bradley made a motion to table the request which was seconded by Martins, and approved by the board with one opposition from Walsh.

Bradley made a motion to ratify the acceptance of President Hitt's request to end his one-year employment agreement. Martins clarified this was just ending the employment and not stripping him of his emeritus title. The board approved the motion with one opposition from Walsh.

Whittaker had comments for the board. The meeting today provided clarity about TCH but it is not the end of the accounting for how E&G funds are spent. Staff has identified additional projects during an internal look-back. Combined with TCH, this totals about $85 million of construction projects that were either built or planned to be built, with inappropriate funds. Whittaker stated this is about more than one building, and the university accepts responsibility for it. The report indicated a leadership culture in the Administration and Finance division that did not place enough value on integrity and competence. Per the report "failed to foster a culture that encouraged challenging senior members of the administration and whistleblower activity."

Whittaker committed to leading change that creates a stronger culture. That starts with knowing that everyone has a responsibility to report unethical or illegal activity. UCF has multiple ways employees can report – including anonymously. The flawed leadership culture purposefully prevented the board from exercising its oversight and governance roles which is completely unacceptable. The Governor, Legislature, Board of Governors and this board expects and deserves better. Ultimately, this is an issue of trust placed in UCF to properly manage its resources.

Whittaker accepted Chairman Marchena's recommendation about the performance unit plan from when he served as provost and asked the board to vote on it. He reiterated that although he knew E&G funds were used for TCH, he was never told and never knew that using E&G funds was inappropriate. As President, his responsibility is to guarantee that every dollar UCF spends in appropriate.

Whittaker reminded the board of the changes he already implemented:

1. Separating the position of vice president for Administration and Finance from the CFO position to ensure independence in fiscal oversight.

2. Requiring real-time audits for all major capital projects to ensure the funds we said would be used for projects are, in fact, being used.

3. Issuing a moratorium on new capital projects using more than $2 million of university funds.

4. Hiring Bob Caslen, retired Lt. General and former superintendent of West Point, to lead change at UCF by recommending and implementing new financial and operational structures, policies and procedures.

Whittaker stated he is immediately creating three new leadership positions.

1. A new Chief Operating Officer will be responsible for many operational areas.

2. A new Chief Financial Officer will oversee financial management services.

3. A new Chief Accountability Officer will oversee the Office of Compliance, Ethics and Risk.

These three new positions will bring more checks and balances to decision making and rebuild a culture of integrity and accountability.

Whittaker stated he is creating a culture where leadership serves the university with integrity, competency and openness. Together, we will make UCF a model for what higher education can be for the United States.

Yeargin made a motion to suspend Whittaker's performance unit plan for two years. Bradley commented he would prefer the board to wait until the next board meeting before voting on this. Trustees Gaekwad, Boloña, and Walsh agreed. Martins made a motion to table this item until the next meeting, which was approved by the board.

Boloña made a recommendation to research term limits for C-level employees.

ADJOURNMENT

Marchena reminded the board the next meeting is located at the UCF Rosen School of Hospitality Management and he adjourned the board meeting at 5:13 p.m.

Respectfully submitted: _____ Date: _____
Grant J. Heston
Associate Corporate Secretary

Minutes
Board of Trustees Meeting
University of Central Florida
January 24, 2019

Chairman Marcos Marchena called the meeting of the Board of Trustees to order at 1 p.m. at the UCF Rosen College of Hospitality Management.

Marchena reminded the board that the meeting was covered by the Florida Sunshine Law and that the public and press were invited to attend.

WELCOME

Marchena welcomed the board members and called on Grant Heston, Associate Corporate Secretary, to call the roll. Heston determined that a quorum was present.

The following board members attended the meeting: Chairman Marcos Marchena, Vice Chair Robert Garvy, Josh Boloña, Kenneth Bradley, Joseph Conte, John Lord, Alex Martins, Beverly Seay, William Self, John Sprouls, and William Yeargin. Trustee David Walsh joined via teleconference.

PUBLIC COMMENT

There were six public comments. Two members of the public commented on the results of the Bryan Cave Investigation; one on the negative impact to a university employee and the other on the completeness of the report. Three students and one member from the public provided comments disputing the effectiveness of the style and impact of the new hybrid teaching method in the College of Business.

MINUTES

Marchena called for approval of the November 15, 2018 and December 12, 2018, meeting minutes, which were approved.

REMARKS AND INTRODUCTIONS

Marchena thanked Dean Wang for hosting the board at the UCF Rosen School of Hospitality Management and recognized him for remarks. Wang gave an overview of the UCF Rosen College of Hospitality Management. Highlights included:

- Began with three faculty members and fewer than 75 students. Today, it has 72 full-time faculty members and 3,500 students
- Industry collaborations
- Comprehensive curriculum of the hospitality program
- One of the largest programs in the country

- High international reputation that is consistently ranked in the top five programs worldwide

Marchena thanked Dean Wang, his staff and students on behalf of the trustees.

Marchena asked to take an action item out of order, recognizing that Harris Rosen was in the audience.

- ADV-1 Naming of Adam M. Rosen Hall

Marchena called on Conte, Chair of the Advancement Committee, to bring the item from the Advancement Committee before the board. Conte called on Michael Morsberger, Vice President for Advancement and Chief Executive Officer of the UCF Foundation, Inc.:

- Morsberger recognized his special guests: Frank Santos, CFO of Rosen Hotels and Resorts, Glenn Rosen, Director of Planning for Rosen Hotels and Resorts, and the Honorable Harris Rosen.
- Morsberger provided a brief overview of the building expansion project at the UCF Rosen College of Hospitality Management and stated that today the board will be asked to act on the recommendation that the project be named Adam M. Rosen Hall in honor of Mr. Rosen's late son, who was a 2015 graduate of the UCF Rosen College of Hospitality Management.
- Conte stated that in their meeting this morning, the Advancement committee unanimously approved the naming.
- Conte made a motion for the naming of Adam M. Rosen Hall, with Bradley making the second. The board unanimously approved the motion.

Trustee comments on the naming included:

- Martins stated the board is grateful for not only Rosen's recent actions, but his long-time support of the university.
- President Whittaker indicated that the naming would have significant meaning to students of the Rosen campus.
- Marchena recognized Harris Rosen for remarks. Rosen thanked everyone that reached out to him to offer their condolences. He then spoke about his late son, Adam Rosen.

Marchena introduced Whittaker for his remarks. Whittaker echoed Dean Wang's welcome to the Rosen College of Hospitality Management. He expressed sincere appreciation to Harris Rosen for his personal generosity and thanked Morsberger for recognizing Adam Rosen in the naming that was just approved.

Whittaker turned to the matter discussed at last week's board meeting, the Bryan Cave investigation:

- Whittaker indicated the university commissioned two reports to take a hard look at operations, specifically in the areas of administration and finance and board/staff governance. Initial reports have been shared.
- He noted he already acted on making the separation of the Chief Financial Officer and Chief Operating Officer a permanent change, as recommended by both Bryan Cave and Accenture, the global consulting firm hired in October to review the administration and finance organizational structure.
- The Association of Governing Boards (AGB) provided eight immediate recommendations, with special attention to increasing staff's transparency in working with the board to ensure board members can execute its fiduciary responsibilities with full information and choice. AGB's recommendations also included clarifying the staff's role in board governance and improving workflow and formalizing the process for developing and distributing agenda items.
- Whittaker stated as president, one of his priorities has been to operate the university effectively, efficiently and to the highest standards. He said he could think of no better example of high standards and integrity than retired Lieutenant General Robert Caslen, a decorated Army veteran and former superintendent for the U.S. Military Academy at West Point. Whittaker hired Gen. Caslen earlier this month and charged him with leading change in Administration and Finance operations by working with the trustees and the university's leadership team to act on many of the findings in the Bryan Cave, Accenture and AGB reports, as well as anything yet to be worked on from the operations audit from the Facilities department.

Whittaker invited Gen. Caslen to share with the Board his role in changing the culture to one where accountability, integrity and transparency are the norm. Gen. Caslen thanked the president and the board and noted:

- His arrival at UCF included clear guidance from the president to take findings and recommendations from the reports, understand the culture and root causes, and then develop a plan/program to change the culture. This includes implementation of policies, procedures, structure and organizational changes as well as modifying or changing the culture, so it is as transparent as possible.
- Gen. Caslen would also like to meet with each of the trustees individually to obtain their insight and recommendations.
- Gen. Caslen reiterated the reports that are currently available for review: Bryan Cave, Accenture, AGB and the State of Florida Auditor General. Gen. Caslen also noted additional work that will be forthcoming from Tallahassee, which includes the Chancellor's Office review of financial management at all 12 universities in the SUS and the ongoing House investigation.
- Gen. Caslen shared some initial observations:
    - Accountability – oversight authorities are in the process of establishing accountability and we need the right personnel within the new organizational structure to ensure that responsibilities and the mission can be carried out.
    - Policies, Procedures, and Organization – the intent is to implement control mechanisms to shape the culture to properly govern with transparency and compliance, with regulations and statutes. He also noted his observation that

today's culture and team has not pushed back at any level on their responsibilities and what the new culture should look like.
- Legislation – bottom line issue is what policies, procedures and potential legislation will be put in place to address both the university system reserves, as well as policies for carryforward.

Following are the trustee's questions and comments for Gen. Caslen:

- Garvy asked "What advice can he give regarding the avoidance of rushing to judgement while the board takes appropriate action now?" Gen. Caslen stated this oversight will first address accountability, culture and control mechanisms. He wants to review and categorize all the findings to date and determine what can be implemented now and what can be implemented later.
- Conte asked "How robust have the conversations been between Whittaker and Gen. Caslen regarding the duties of Chief Financial Officer (CFO) and Chief Operational Officer (COO)?" Gen. Caslen stated there was initial guidance and both positions currently report to him. He noted that there will be a national search for each position and the duties and responsibilities will need to be clearly defined for each position, including their subordinate organizations.
- Self asked "If implementation takes longer than his current short-term contract, would he be willing to stay on?" If available, he would stay on.
- Walsh asked that the reports be approved as final by the board before any actions be taken. Marchena clarified that the Bryan Cave report was commissioned by the board and the AGB report was commissioned by the university. Gen. Caslen said he agrees that the appropriate body should approve or accept their report, however some recommendations are obvious and can be implemented now. He also recognized the importance of collaboration between the board and the university.

Marchena thanked Gen. Caslen for engaging with the board and again recognized Whittaker.

Whittaker's remarks highlighted:

- He stated he has been respectful of the board's investigation, acknowledging that it has been difficult not to respond to allegations. He stated he participated fully in the investigation and indicated he would continue to be completely transparent. He also noted that he had instructed all university employees to be equally transparent.
- Whittaker stated that he had committed he would not draw any conclusions or take any action until he had read the report himself, and now with the report completed, there were some questions he wanted to address. Whittaker focused on the question, "Dale, if you heard the CFO say something about an audit comment, then why didn't you do or say anything?"

He stated he would give a complete answer but asked for indulgence to provide background and context:

- Whittaker stated he came through the professorial ranks and at Purdue, where he was for 12 years, he led undergraduate academic affairs, focusing on course transformation, admissions, financial aid, student support, and honors curriculum across colleges. He noted that at Purdue, facilities and budgeting are in a separate division from academic affairs and that the division reports through the CFO and treasurer directly to the president. In his role, he overlapped with that unit by participating in multiday presentations, where academic affairs staff would present plans and proposals for academic priorities in the capital planning process. The CFO's charge was to ensure institutional integrity in financial matters. Whittaker shared that Purdue, as a public university, needed state approval if either of two conditions were true: one is to be authorized to borrow funds over $2 million and the second was approval for state appropriation, as applicable.
- At UCF, Whittaker was hired as provost and vice president for academic affairs. In this initial role, he was responsible for all academic functions including faculty, curriculum, colleges, research, enrollment, financial aid, student success, and digital learning. Whittaker was also the liaison to the Educational Programs Committee and to the Council of Academic Vice Presidents for the Board of Governors. Specifically, regarding the budget, the provost had the responsibility to review budgets to ensure that academic needs and initiatives were being prioritized in the budget and to make recommendations to the president as such.
- Whitaker noted that each vice president at UCF has a role and a responsibility. The CFO and vice president for administration was liaison to this board and to the Board of Governors for all finance and facilities issues, and filed all reports related to buildings and budgets to both boards. In addition, after 22 years, Merck was the trusted link to the BOG and the Division of Bond Finance. Whittaker stated that he and Merck reported to the president, they were colleagues, and each had their own responsibilities. He said Merck was one of Hitt's most trusted vice presidents – they worked together for more than 20 years and had successfully built dozens of buildings.
- Whittaker stated this was the context when he arrived at UCF in August of 2014. One year later, he was promoted to executive vice president with the role to serve in the stead of the president, and to take a broader, more strategic view of the university.
- Whittaker explained that when he arrived at UCF, the funding plan for Trevor Colbourn Hall (TCH) had already received approval by the president and the vice president/CFO. Whittaker stated he had a two-part interest in TCH – that faculty had a high-quality place to work and to save the university money. Everything else was Merck's responsibility. In fact, facility decisions were not discussed with him. He stated that one of his earliest encounters with TCH came from a longstanding set of complaints by the faculty that occupied Colbourn Hall. Whittaker raised this issue on behalf of faculty, and the facilities department conducted testing and addressed air and mold issues. He stated it was at this time that he learned a new building had been approved two provosts prior, by Tony Waldrop, who worked with Merck and Hitt. Whittaker stated he didn't know nor did it occur to him to ask how the building was funded. To Whittaker, that was Merck's responsibility. Whittaker stated that his interest as provost was making sure that the faculty had adequate working space.
- Whittaker commented on the evolution of the Colbourn Hall and TCH buildings, noting it was a two-building solution and that this solution was already approved. He stated his

concern was to understand how faculty members were to be staged while Colbourn Hall underwent renovations. In January, Lee Kernek and Merck brought forward another idea that suggested combining the buildings to take advantage of a common utility core. In doing that, this build/move/remodel solution was presented as a $10 million savings over the two-building solution. Whittaker said he was tasked to consider how to stage faculty members for an 18-month period, and his Academic Affairs team went to work on that. At a later point, Kernek and Merck brought forward another proposal that said a new building could be built with a better environmental envelope, saving money in the lifecycle of the building, and faculty could remain in Colbourn Hall while the new building was being built at basically the same price, which was $38 million.

Whittaker then provided context to several comments in the report:

- Whittaker contextualized a comment in the report that said, “Whittaker took an increasing interest in facilities and Whittaker had a role in planning TCH.” He stated that this was true. He did take an increasing interest in facilities, and he did take an interest in the academic planning of TCH because of the focus on what to do with faculty and which faculty were going to be moving into TCH, especially as UCF started to hire the cluster faculty.
- Whittaker also wanted to acknowledge another comment in the investigation, “Whittaker took this proposal (which he believes was combined with the common utility core proposal) to President Hitt for approval.” He acknowledged that he did do that, there was a meeting with Hitt where the plan was presented by Kernek and Merck. Whittaker agreed it was a good idea as it was presented as a $10 million savings, and if approved, he committed to figuring out the faculty side. Whittaker stated that although overall funding was discussed in this meeting, the source of funding was not discussed, and the meeting discussion focused on a facilities solution to a faculty need. He noted that once the idea settled in – to build a new TCH, leave old Colbourn Hall functioning during the construction of TCH but eventually demolish it – he and his team began to plan what academic units would occupy the new building. Merck’s team was focused on funding, procurement, construction, contracts, and dollars.
- He stated that over time, academic prioritization of space became increasingly frustrating for the deans and they asked for more transparency and academic input into construction priorities. This resulted in Whittaker requesting that Hitt create a Facilities Budget Committee and like the University Budget Committee, which was reformed when he arrived at UCF, the formation of this committee would increase transparency and academic input in the planning process. He said that regarding the Bryan Cave findings, it was true that he and the other deans did take an increasing interest in prioritizing buildings, especially academic buildings, for all the reasons stated above.

In summary, Whittaker stated he was focused on meeting faculty needs, increasing academic input, and creating a more transparent process for capital planning.

Whittaker next addressed the audit comment:

- In his interview with Joey Burby of Bryan Cave, Whittaker stated that to his best memory, there was a brief meeting to discuss building priorities as a team, and attendees included Hitt, Merck, Morsberger, Whittaker and Faculty Fellow William Self, now a Trustee. Merck presented a plan for using internal funds for TCH, and maybe other buildings. Merck mentioned that there could be an audit comment, but he could handle it and recommended proceeding. In that context, Whittaker trusted Hitt and Merck, as he had no reason not to, and he trusted the confidence Hitt had over those years in Merck. Whittaker said he regrets not asking deeper questions. As the chairman noted on Jan. 18, Whittaker had a higher responsibility for inquiry because of his Executive Vice President role. He had an obligation to the university that in hindsight he missed. Therefore, Whittaker said he accepted the wisdom of the board to eliminate those years of performance pay, he accepted responsibility and accepted the penalty.

His remarks also included:

- Whittaker stated that he expected our CFO and VP for finance and administration to know, at the minimum, the fundamental statutes that govern his areas of responsibility, including planning, capital construction budget and finance. As president, Whittaker expects vice presidents to not just solve problems, but to present rationale, choices and risk. He noted UCF is a culture of risk takers but not risk outside of the rules of governance and statute. He does not feel Merck did that.
- He noted that as president, his goal is to be the best president he can be in service of this university. In that role, he is responsible for addressing, owning and fixing the issues of the past and taking full responsibility for how the university moves forward, earning the trust of the board, students and their families, and the legislature to manage their dollars in service of the mission of this university.
- Whittaker stated that he never knew, nor was he ever given any reason to believe, that the funds that were used for TCH violated any BOG regulation or state statute. He said he remains committed to that and will assure the actions he has taken as president are not distractions or cover-ups.
- Whittaker reminded the board that he committed, when the investigation started, that if anyone knowingly violated BOG regulations or state statutes, or misled this board, that they would be gone. Whittaker committed to fully participating in the investigation and he committed to instructing all employees to do the same thing. He honored all those commitments and made no prejudgments. Whittaker said he did read the report carefully and determined four people had violated that criteria. Therefore, he immediately honored his commitment to the university.
- Whittaker acknowledged he will continue leading the university to put in place the recommendations that are evolving to fix the issues of the past. Whittaker said he appreciates Gen. Caslen’s support and leadership in that. Whittaker assured the board that the university will create a culture that will prevent this kind of mistake from happening again and that dollars will be carefully stewarded and as president, that will continue to be his top priority.

Walsh asked to have agenda item BOT-1 moved up and discussed. Marchena stated he would prefer to first have the committee reports and leave the remainder of the time to discuss BOT-1.

ADVANCEMENT COMMITTEE REPORT

Conte, Chair of the Advancement Committee, reported the highlights from the committee meeting held earlier in the day. He noted that besides the one action item – the naming of Adam M. Rosen Hall – which was approved previously, there were two informational items:

- INFO – 1 IGNITE Campaign Update
    - Morsberger provided an IGNITE Campaign update. As of December 31, 2018, $479.5 million has been raised in the IGNITE Campaign. Mike reminded the committee this would be the last update until the campaign ends. He also described preliminary plans for post-campaign analysis.
- INFO – 2 Building a UCF Online Brand
    - Heston introduced Patrick Burt, Associate Vice President for Communications and Marketing, who gave a presentation on UCF Online, a collaborative initiative between digital learning, UCF Connect and UCF Communications and Marketing. Burt highlighted ways that UCF Online has impacted the university's national presence, reach and research.

AUDIT, OPERATIONS REVIEW, COMPLIANCE, AND ETHICS COMMITTEE REPORT

Seay, Chair of the Audit and Compliance Committee, reported highlights from the committee meeting held earlier in the day. Seay stated the following items were unanimously approved by the committee and placed on the board's consent agenda:

- AUDC - 1 Board of Governor's Performance-based Funding Data Integrity Certification Audit Report
    - As an annual requirement, University Audit has performed an audit of UCF's processes to ensure the completeness, accuracy, and timeliness of data submissions relating to Board of Governors' performance funding metrics. The results of this audit are to be accepted by the committee, including any identified corrective action plans. After acceptance by the committee, the report shall be submitted to the Board of Governors' Office of Inspector General and Director of Compliance no later than March 1, 2019.
- AUDC - 2 Performance-based Data Integrity Certification Form
    - As an annual requirement, UCF is required to complete a Performance-based Data Integrity Certification Form affirming the results of the completed audit report (AUDC-1), and that all representations included in the Performance Data Integrity Certification Form have been fulfilled. After board approval, the form is to be signed by the university president and the UCF Board of Trustees Chair and

submitted to the Board of Governors' Office of Inspector General and Director of Compliance no later than March 1, 2019.

EDUCATIONAL PROGRAMS COMMITTEE REPORT

Garvy, Chair of the Educational Programs Committee, reported highlights from the committee meeting held earlier in the day. Garvy reported that the following item was unanimously approved by the committee and placed on the board's consent agenda:

- EPC - 1 Tenure with Hire

Garvy presented the following informational updates.

- INFO - 1 Status of New Degrees
    - Melody Bowdon, Interim Vice Provost for Teaching and Learning and Interim Dean, College of Undergraduate Studies, and Dean Wang reported on the new undergraduate degree program Entertainment Management B.S.
    - Elizabeth Klonoff, Vice President for Research and Dean of the College of Graduate Studies, and Michael Georgiopoulos, Dean of the College of Engineering and Computer Science, reported on the new graduate program Data Analytics M.S.
- Provost Update
    - Elizabeth A. Dooley, Provost and Vice President for Academic Affairs and Professor, College of Community Innovation and Education, provided a provost update on the Constellation Fund, our 21st century model and digital learning. Garvy noted the Educational Programs Committee will follow up on student comments regarding digital learning.
- INFO – 2 Academic Spotlight Digital Learning
    - Thomas Cavanagh, Vice Provost for Digital Learning, gave a presentation on the digital learning course redesign initiative. The board requested a follow up presentation with information that included UCF Online rate of success and average GPA, if other online universities admit FTIC, and where UCF ranks in online programs. Garvy requests collaboration with the Educational Programs Committee going forward.

FINANCE AND FACILITIES COMMITTEE REPORT

Martins, Chair of the Finance and Facilities Committee, reported on highlights from the December 12, 2018 FFC meeting, as well as the meeting held earlier in the day.

The following action occurred at the December 12, 2018 meeting and was unanimously approved by the committee. The committee recessed after their discussion and approval, and the item was approved by the full board at the special board meeting held on the same day:

- FFC – 1/ FF - 1 E&G Carryforward Spending Plan
    - Martins later clarified with Mitchell that the committee was asked to vote on plans for spending the committed portion of their remaining 2017-18 E&G carryforward funds, as required by the Board of Governors. The other information was requested and provided, but there was no action required on the other information.

Also, at the December 12, 2018 meeting were a number of minor amendments to the campus master plan that were discussed and approved by the committee and are on the agenda for approval today. The following items were unanimously approved by the board:

- FF – 1 Minor Amendment to the University of Central Florida 2015-25 Campus Master Plan Update for Learning Laboratory
- FF – 2 Minor Amendment to Coordinate the University of Central Florida 2015-25 Campus Master Plan Update with Site Refinements
    - Self asked if these changes came before the University Master Planning Committee, which is a joint committee of the Faculty Senate and the university. Susan Hutson, Assistant Director for Facilities Planning and Construction, indicated they have seen these amendments but there is currently no formal process for approving minor amendments. Self indicated the Faculty Senate would like to be more involved in this process, as per their bylaws. Scott Cole, Vice President and General Counsel, clarified their bylaws were recently amended but it is not required by law that they be part of the process.
- FF – 3 Minor Amendment to Align the University of Central Florida 2015-25 Campus Master Plan Update
    - Walsh asked if management is periodically reviewing the master plan and deleting items that are no longer relevant. Misty Shepard, Interim Vice President for Administration and Finance, stated it is an annual process to review the plan.

Martins stated that the following item was discussed and tabled at the December 12, 2018 meeting:

- FFC – 4 Subway Contract Amendment

    - After committee discussion on December 12, 2018, Marchena said that two five-year renewal options were not warranted for a refurbishment investment, given what time remains on the current term. Marchena expressed concern about giving an additional 10 years until the level of their investment is known and recommended tabling the item until the level of investment is available. As a point of reference, Martins noted that initially this was on today's committee agenda but was pulled since the specifics of that investment were not included in the written amendment. It is expected that the item will come back to the committee at a later date.

The following information items were discussed at the December 12, 2018 meeting:

- INFO – 2 Direct Support Organizations' 2018-19 First-Quarter Financial Reports
- INFO – 3 University Draft Audited Financial Report 2017-18
- INFO – 4 University Operating Budget Report Quarter Ended September 30, 2018
- INFO – 5 University Investments Presentation and Investments Quarterly Report Ended September 30, 2018
- INFO – 6 Five-year Internal Capital Plan 2019-23

The following action occurred at the meeting held earlier in the day and was unanimously approved by the committee:

- FFC – 1 Concessions Services for UCF Convocation Corporation
- INFO – 1 Parking, Housing, Health Auxiliary Facilities Operating Budgets

    - Although presented as an information item, the committee approved the budgets after committee dialogue and review, and with the Chairman's concurrence, this item will be brought to the board later this afternoon under new business.

Martins presented the following item for board approval which was approved with one abstention from Trustee Sprouls:

- FF – 4 Concessions Services for UCF Convocation Corporation

NOMINATING AND GOVERNANCE COMMITTEE REPORT

Yeargin, Chair of the Nominating and Governance Committee, reported highlights from the committee meeting held earlier that day. Yeargin reported that the following items were unanimously approved by the committee and placed on the board's consent agenda:

- NGC – 1 UCF Athletics Association Bylaws Amendments
- NGC – 2 Proposed University Regulation UCF-1.00 Regulation Interpretation and Application
- NGC – 3 Amendments to University Regulation UCF-3.0191 Disciplinary Actions - USPS
- NGC – 4 Amendments to University Regulation UCF-4.034 University Direct Support Organizations
- NGC – 5 Amendments to University Regulation UCF-5.016 Student Academic Appeals
- NGC – 6 Amendments to University Regulation UCF-5.020 Religious Observations
- NGC – 7 Amendments to University Regulation UCF-7.130 Administration and Finance; Procurement Services

Yeargin presented the following informational item:

- INFO – 1 The Stephen W. Hawking Center for Microgravity and Education
    - Klonoff reported that following a zero-gravity experience at Cape Canaveral, Stephen Hawking, Ph.D. granted Space Florida and UCF the right to use his name in conjunction with a not-for-profit corporation created to conduct research and provide education on microgravity. The corporation would be called "The Stephen W. Hawking Center for Microgravity Research and Education" or "The Hawking Center." UCF and Space Florida are negotiating terms for such an undertaking and are communicating with the Hawking estate for potential collaborative participation.

CONSENT AGENDA

A motion was made to accept the consent agenda and was unanimously approved.

- AUD – 1 Board of Governors' Performance-based Funding Data Integrity Certification Audit Report (Seay)

- AUD – 2 Performance-based Data Integrity Certification form (Seay)
- EP – 1 Tenure with Hire (Garvy)
- NG – 1 UCF Athletics Association Bylaws Amendments and Reappointment of Board Members (Yeargin)
- NG – 2 Proposed University Regulation UCF-1.00 (Yeargin)
- NG – 3 Amendments to University Regulation UCF-3.091 (Yeargin)
- NG – 4 Amendments to University Regulation UCF-4.034 (Yeargin)
- NG – 5 Amendments to University Regulation UCF-5.016 (Yeargin)
- NG – 6 Amendments to University Regulation UCF-5.020 (Yeargin)
- NG – 7 Amendments to University Regulation UCF-7.130 (Yeargin)

OLD BUSINESS Chairman Marchena

- BOT – 1 Action based on Bryan Cave Investigation

Marchena said there was one item of old business, the actions related to the Bryan Cave investigative report:

- He asked for a motion to accept the Bryan Cave report as received. Bradley made the motion to accept the Bryan Cave report as presented to the board on January 18, 2019 and Self provided the second. The trustees discussed and clarified what accepting the report means. After discussion, it was determined that the board formally accepts the report since the board hired the firm and acceptance allows for board discussion and action, but it does not commit the board to any recommendations or observations within the report, nor does it require the board to take any of the recommended actions. The motion to accept the report passed with one opposition from Walsh.
- Marchena requested a motion to remove Walsh's January 18, 2019 tabled motion to extend the Bryan Cave investigation. Bradley made the motion with Martins giving the second. The motion was approved.

Marchena asked Seay to address questions brought up in the January 18, 2019 board meeting:

- Seay detailed the process for creating the five-year review of capital projects to determine whether any other capital projects, outside of the TCH project, were funded from E&G. The review period was 2013 – 2018. Seay noted that the results of this five-year review

were presented to the board on September 20, 2018, and in addition to TCH, 11 other projects that were planned to be funded all or in part from E&G funds were identified. Seay stated that the initial five-year look back was subsequently expanded back to 2008, for a total review of 10-years, for any misuse of E&G funds for capital projects. No additional misuse of E&G funds for the additional five years was identified.

- Seay then provided a detailed review of the tables of transfers, sorted both by project and by date. Based on this data and analysis, Seay stated there was the same pattern by the same individuals in the same time period of when incorrect funds were misspent or transferred incorrectly.
- Seay reminded the board that Mitchell presented the carryforward plan at the December 12, 2018 Finance and Facilities Committee (FFC) meeting. This plan presented the August 21, 2018 carryforward balances, as well as the changes to that balance up through November 30, 2018. Several trustees indicated that they would like additional information on the $52.5 million in 'Other Expenditures, Encumbrances, and Reimbursements':
    - Seay stated the explanation of the $52.5 million net increase in this category included $12.9 million in unrealized gains on E&G funds that were recorded and budgeted, increasing our total carryforward balance.
    - Seay noted that this led to two discussions: recording and budgeting unrealized gains and the risks associated with investing E&G funds.
    - For the first, there was a reconsideration of whether or not to realize the previously unrealized gains on our investments. Seay said that investment managers agreed to sell the investments with no transaction fees charged to the university, and they were directed to take that action last week.
    - For investing E&G funds, there was a reconsideration of the university's allocation of funding between the State's Special Purpose Investment Account (SPIA) and the university's investment portfolio. In 2010, with the significant increase in the investment markets, the university made the decision to record E&G funds as investments. Seay stated that with recent concerns about the market downturn and potential losses, a decision was reached to record all E&G funds only in the less-risky SPIA and BOA accounts; only non-E&G funds will be placed in investments. Seay stated the university will go back to the beginning of the fiscal year, July 1, 2018, and transfer all E&G funds to SPIA and an equal amount of non-E&G funds out of SPIA to the investment pool. She said that we are also going back and recording all SPIA interest to E&G funds and all investment gains and losses to non-E&G funds. This timing pre-dates the fall 2018 market decline and allows a complete replacement of E&G funds misspent on capital projects.

Trustee questions and comments regarding the report are as follows:

- Walsh asked a question regarding the carryforward summary. He confirmed the board did not vote and approve the entire carryforward summary. Marchena agreed that they only approved the requested information from the Board of Governors. Walsh recounted the conversation he had with Mitchell regarding the available information for the FFC December 12, 2018 meeting. Marchena asked Mitchell to address Walsh's concerns. She

said he was right, the initial plan was to not go into full details of the report, but they did get the information together and handed it out. She apologized it was not posted online before the meeting.

- Marchena asked why these additional items programmed to use E&G funding were not identified in the meeting on September 20, 2018. Mitchell clarified she understood the question as to determine any capital project where E&G funding was used incorrectly, which she did. She did not look at any capital projects that were programmed to use E&G funding but not spent until after that date, which is why the amount increased.
- Martins requested a clarification that at the December 12, 2018 FFC meeting, the board was only asked to approve the amounts (committed portion of the remaining 2017-18 carryforward funds) and the form as requested by the Board of Governors. Mitchell confirmed that was correct and any additional information was requested and provided but no action was needed.

Seay continued her report regarding the extension of the Bryan Cave investigation:

- She stated that last week she requested Bryan Cave investigators to search all emails and texts provided to them and search for any projects that were inappropriately funded from E&G funds, search terms such as CREOL, band etc., which resulted in millions of emails and thousands of documents. Marchena asked what exactly are we looking for? Seay said it would be the same process as TCH – documents would need to be researched to determine relevancy and interviews take place to see if anyone else was involved in using incorrect funding for the 11 other identified projects. Seay said she is confident there will be no other identified projects beyond what has already been identified.

Trustee questions and comments continued as follows:

- Bradley stated that he would like the external investigators to review the other 11 projects, not to the extent of TCH, but to ensure that there is a continuation of the pattern seen with TCH.
- Walsh commented that the amount of money spent so far on the investigation has no bearing on whether the investigation should continue. He brought up information regarding the purchase of a pre-leased building using E&G money. Shepherd clarified that the money slated for the project was auxiliary funds from distance learning fees. Shepherd stated that if Merck did make a comment saying it would be E&G funds, then it was incorrect. Self stated that while he was on the Facilities Budget Committee he was also informed the money for the pre-payment would be distance learning fees.
- Marchena asked for an answer to Walsh's question as to why the Auditor General decided to audit TCH. Seay stated the Auditor General confirmed that its review of the funding for TCH was based on its risk analysis, and not any whistleblower activity provided to the auditors. Martins stated that it was brought up in the House ethics meeting that this is a normal course of action when construction of this magnitude happens.
- Walsh stated that he believes more needs to be done and that it should be done using the Bryan Cave firm. He believes more people need to be interviewed, including checking into the contractors receiving kickbacks. He noted the scope of the investigation included

the determination of any self-benefit but questions if the Bryan Cave report thoroughly investigated that issue.

- Martins stated there are policies, procedures and audit consultation the board needs to enact to ensure that we are properly auditing any movement of funds. He said the investigation did uncover a pattern of what happened, but that if we are looking for something else, this board does not have subpoena power, but the state House does have that ability, and can act accordingly if they deem it necessary.
- Garvy believes a number of the concerns Walsh has will be addressed with the updated policies and procedures and with the work of Gen. Caslen.
- The motion to extend the Bryan Cave investigation did not pass. Bradley and Walsh voted to extend, with the remaining board members opposed.

Marchena asked to review his recommendations and any additional recommendations received from other trustees for actions from the investigation. He reminded the board the certification of funds was already voted into board policy and would continue.

Marchena made the following motions which were approved unanimously:

- To adopt as board policy the permanent separation of the position of CFO and Vice President of Administration or COO.
    - Marchena reminded the board that the Delegation of Authority already incorporates that any changes to the hiring, firing or reduction of compensation for the Vice President and General Counsel, Chief Compliance Officer, and Chief Audit Executive needs to come before the board. This action will amend the Delegation of Authority to also include the position of CFO and Vice President of Administration or COO.

- Office of the General Counsel, Compliance Ethics and Risk Office, Internal Audit, and Gen. Caslen will develop updated policies and procedures for the board's consideration to further ensure proper use of state appropriated E&G funds.

- Audit and Compliance Committee to review the existing whistleblower program (Integrity Line) and recommend how to update the program and educate the university community on its availability and use, and for the committee to report their recommendations to the board.

- Adopt as board policy real time audits for all capital projects in excess of $2 million; including the Audit Department's verification of the funding source as appropriate after board approval and before the project starts, spot check the funding source during the project and conduct post-project audits.

- Adopt a standard agenda memoranda format as distributed by Chairman Marchena at last week’s meeting with two modifications; (1) section titled Board's Authority for the Action citing the statutes or university regulations that enables the board to take the action and (2) the committee chair or chairman of the board must approve all agenda items before they are posted publicly.

- Strip former CFO William Merck of all remaining unpaid performance bonuses.

- Lift Yeargin's tabled motion that recommends Whittaker's participation in the performance bonus program be suspended for two years, covering his time as provost.

The following motion was passed with opposition from Bradley, Conte, Sprouls and Walsh:

- Suspend Whittaker's participation in the performance bonus program for two years, covering his time as provost.

Discussion regarding other recommendations followed:

- Boloña made a motion to recommend an evaluation of a review system for vice presidents to ensure they are compliant, with a second by Conte. The initial second was retracted, Boloña indicated he wanted the motion to stand, however the motion died for lack of a second. There was board interest in exploring this topic after further thought and development.
- Bradley made a motion to retain an independent third party financial auditor for the next fiscal year and going forward, with a second from Martins. After discussion, Martins made a motion to table the item, which was approved with one opposition from Bradley.
- Marchena noted that he carefully read Walsh's recommendations and believed that most of them encouraged the extension of the investigation, which the board chose not to do. He asked Walsh if he had any additional motions, and Walsh replied that he did not.
- Martins suggested that Gen. Caslen conduct a review so that the board can view the financial reports outlined in the investigation, as well as additional internal E&G reports.

NEW BUSINESS

- INFO – 1 Parking, Housing, and Health Auxiliary Facilities Operating Budgets

    - Martins stated that earlier today, the Finance and Facilities Committee reviewed the operating budgets for the Parking, Housing and Health Auxiliary Facilities Operating Budgets for 2019-20 as an information item, but after thorough discussion and review, the committee was comfortable to move forward with a vote, and the committee unanimously approved this action. The board voted and unanimously approved the item.

ANNOUNCEMENTS AND ADJOURNMENT

Marchena announced the following upcoming meetings:

BOG meeting	January 30 - 31, 2019 (Florida International University, Miami)

Inauguration	February 26, 2019 (Student Union, Pegasus Ballroom)
BOT meeting	March 21, 2019 (*FAIRWINDS* Alumni Center)
BOG meeting	March 27 – 28, 2019 (Florida A&M University, Tallahassee)

Marchena adjourned the board meeting at 5:30 p.m.

Respectfully submitted: _____ Date: _____
Grant J. Heston
Associate Corporate Secretary

FORM 8A MEMORANDUM OF VOTING CONFLICT FOR STATE OFFICERS

LAST NAME—FIRST NAME—MIDDLE NAME	NAME OF BOARD, COUNCIL, COMMISSION, AUTHORITY, OR COMMITTEE
SPROULS JOHN ROBERT	BOARD OF TRUSTEES
MAILING ADDRESS	NAME OF STATE AGENCY
6228 BLAKEFORD DRIVE	UNIVERSITY OF CENTRAL FLORIDA
CITY COUNTY	MY POSITION IS: ☐ ELECTIVE
WINDERMERE, FL 34786 ORANGE	☒ APPOINTIVE
DATE ON WHICH VOTE OCCURRED	
1/24/19	

WHO MUST FILE FORM 8A

This form is for use by any person serving at the State level of government on an appointed or elected board, council, commission, authority, committee, or as a member of the Legislature. It applies to members of advisory and non-advisory bodies who are presented with a voting conflict of interest under Section 112.3143, Florida Statutes.

Your responsibilities under the law when faced with voting on a measure in which you have a conflict of interest will vary greatly depending on whether you hold an elective or appointive position. For this reason, please pay close attention to the instructions on this form before completing and filing the form.

INSTRUCTIONS FOR COMPLIANCE WITH SECTION 112.3143, FLORIDA STATUTES

ELECTED OFFICERS:

As a person holding elective state office, you may not vote on a matter that you know would inure to your special private gain or loss. However, you may vote on other matters, including measures that would inure to the special private gain or loss of a principal by whom you are retained (including the parent or subsidiary or sibling organization of a principal by which you are retained); to the special private gain or loss of a relative; or to the special private gain or loss of a business associate. If you vote on such a measure or if you abstain from voting on a measure that would affect you, you must make every reasonable effort to disclose the nature of your interest as a public record in a memorandum filed with the person responsible for recording the minutes of the meeting, who shall incorporate the memorandum in the minutes. If it is not possible for you to file a memorandum before the vote, the memorandum must be filed with the person responsible for recording the minutes of the meeting no later than 15 days after the vote.

For purposes of this law, a "relative" includes only your father, mother, son, daughter, husband, wife, brother, sister, father-in-law, mother-in-law, son-in-law, and daughter-in-law. A "business associate" means any person or entity engaged in or carrying on a business enterprise with you as a partner, joint venturer, coowner of property, or corporate shareholder (where the shares of the corporation are not listed on any national or regional stock exchange).

A member of the Legislature may satisfy the disclosure requirements of this section by filing a disclosure form created pursuant to the rules of the member's respective house if the member discloses the information required by this subsection, or by use of Form 8A.

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APPOINTED OFFICERS:

As a person holding appointive state office, you are subject to the abstention and disclosure requirements stated above for Elected Officers. You also must disclose the nature of the conflict before voting or before making any attempt to influence the decision by oral or written communication, whether made by you or at your direction.

For purposes of this law, a "relative" includes only your father, mother, son, daughter, husband, wife, brother, sister, father-in-law, mother-in-law, son-in-law, and daughter-in-law. A "business associate" means any person or entity engaged in or carrying on a business enterprise with you as a partner, joint venturer, coowner of property, or corporate shareholder (where the shares of the corporation are not listed on any national or regional stock exchange).

IF YOU INTEND TO MAKE ANY ATTEMPT TO INFLUENCE THE DECISION PRIOR TO THE MEETING AT WHICH THE VOTE WILL BE TAKEN:

- You must complete and file this form (before making any attempt to influence the decision) with the person responsible for recording the minutes of the meeting, who will incorporate the form in the minutes.
- A copy of the form must be provided immediately to the other members of the agency.
- The form must be read publicly at the next meeting after the form is filed.

IF YOU MAKE NO ATTEMPT TO INFLUENCE THE DECISION EXCEPT BY DISCUSSION OR VOTE AT THE MEETING:

- You must disclose orally the nature of your conflict in the measure before participating.
- You must complete the form and file it within 15 days after the vote occurs with the person responsible for recording the minutes of the meeting, who must incorporate the form in the minutes. A copy of the form must be provided immediately to the other members of the agency, and the form must be read publicly at the next meeting after the form is filed.

DISCLOSURE OF STATE OFFICER'S INTEREST

I, JOHN R. SPROULS, hereby disclose that on JANUARY 24, 20 19:

(a) A measure came or will come before my agency which (check one or more)

___ inured to my special private gain or loss;
___ inured to the special gain or loss of my business associate, _____;
___ inured to the special gain or loss of my relative, _____;
___ inured to the special gain or loss of _____, by whom I am retained; or
X inured to the special gain or loss of SPECTRA FOOD SERVICES, which is the parent, subsidiary, or sibling organization of a principal which has retained me.

(b) The measure before my agency and the nature of my conflicting interest in the measure is as follows:

A 10-YEAR CONTRACT FOR SPECTRA FOOD SERVICES TO PROVIDE CONCESSION SERVICES FOR UCF ARENA. SPECTRA IS OWNED BY COMCAST CORPORATION, WHICH ALSO OWNS UNIVERSAL PARKS & RESORTS, MY EMPLOYER.

If disclosure of specific information would violate confidentiality or privilege pursuant to law or rules governing attorneys, a public officer, who is also an attorney, may comply with the disclosure requirements of this section by disclosing the nature of the interest in such a way as to provide the public with notice of the conflict.

1/24/19
Date Filed

Signature

NOTICE: UNDER PROVISIONS OF FLORIDA STATUTES §112.317, A FAILURE TO MAKE ANY REQUIRED DISCLOSURE CONSTITUTES GROUNDS FOR AND MAY BE PUNISHED BY ONE OR MORE OF THE FOLLOWING: IMPEACHMENT, REMOVAL OR SUSPENSION FROM OFFICE OR EMPLOYMENT, DEMOTION, REDUCTION IN SALARY, REPRIMAND, OR A CIVIL PENALTY NOT TO EXCEED $10,000.

Minutes
Board of Trustees Special Teleconference Meeting
University of Central Florida
February 12, 2019

Chairman Robert Garvy called the special teleconference meeting of the Board of Trustees to order at 9:02 a.m.

Garvy reminded the board that the meeting was covered by the Florida Sunshine Law and that the public and press were invited to attend.

WELCOME

Garvy welcomed the board members and called on Grant Heston, Associate Corporate Secretary, to call the roll. Heston determined that a quorum was present.

The following board members attended the meeting in person: Chairman Robert Garvy, Joshua Boloña, Beverly Seay, and David Walsh.

Trustees Kenneth Bradley, Joseph Conte, Danny Gaekwad, John Lord, Marcos Marchena, Alex Martins, William Self, John Sprouls and William Yeargin attended via teleconference.

PUBLIC COMMENT

There were no requests for public comment.

NEW BUSINESS

Garvy had one item of new business to discuss: the approval of an out-of-cycle election for the board Chair and Vice-Chair.

BOT-1 Approve an out-of-cycle Board Chair election

Garvy stated that in a normal nominating process an election of a new Chair and Vice Chair would occur after July 1 of this year. However, due to the critical issues facing the university regarding the misallocation of E&G funds, and the controversy and questions that have arisen from it, the Board of Governors (BOG), the Florida Legislature and the stakeholders of the university want this issue dealt with now. To do that efficiently and effectively, the full attention of a board chair is required to move through this process, and the purpose of today's meeting is to accelerate the election process.

Garvy asked the trustees to thoroughly consider their nominations and outlined the requirements he would like a new chair to possess: significant audit and compliance experience, the confidence of the BOG, the BOG staff, as well as this board, and the available time to perform the extensive duties of the Chair.

Garvy asked Scott Cole, Vice President and General Counsel, to outline the nominating process.

Cole stated that the nominating process is outlined in section 4.2 in the Board of Trustees Bylaws and to accelerate the nomination of a Chair and Vice Chair, the board will need to suspend this section of the bylaws. He said this suspension is allowed as per section 8.5 of the bylaws, which states that any provision of these bylaws may be suspended in connection with the consideration of a matter before the board by an affirmative vote of not less than two-thirds (2/3) of the members of the board.

Cole stated that today's action would be a board agreement to modify the nominating process and to authorize the Nominating and Governance Committee to modify their process to accelerate the timeframe for selection of the Chair and Vice Chair. He said the process other than the time frame would remain the same. The process would be for the Nominating and Governance Committee to request nominations from the trustees, the committee compiles the nominations and in their committee meeting votes on a recommendation for Chair and Vice Chair. All nominations received will be sent to the full board for action, so that although the committee will make a recommendation, the full board will have the option to select any nominated Chair and Vice Chair.

Garvy clarified that a suspension of the bylaws is used in extraordinary circumstances but affords the board flexibility when it is needed. Cole was asked to clearly state the process that the Nominating and Governance Committee would follow:

- A notice is sent to trustees requesting nominees for Chair and Vice Chair.
- The Nominating and Governance Committee meets for discussion of the background and biographical information of the nominees. The committee will vote and recommend a Chair and Vice Chair to the full board.
- The nominees must be members of the board of trustees.

Garvy asked for a motion to suspend section 4.2 of the bylaws for the election of the Chair and Vice Chair with an initial term beginning on the date of election and terminating on the first board meeting of 2021. A motion was made by Boloña, with a second from Conte. The motion was unanimously approved by the board.

Garvy asked for a motion to authorize the Nominating and Governance Committee to modify the time frame and accelerate the nominating process of electing the Chair and Vice Chair. A motion was made by Boloña, with a second from Walsh.

Further discussion followed, and highlights are as follows:

- Gaekwad asked if a trustee on the Nominating and Governance Committee can nominate themselves. Cole responded Nominating and Governance Committee members can nominate themselves and if the nomination is declined, they can participate in the committee's selection process. If a Nominating and Governance Committee member

accepts the nomination, they are not able to participate in the committee's selection process.

- Garvy suggested that the entire board join the Nominating and Governance Committee for their meeting, noting the meeting date will be determined by the Nominating and Governance Chair, and assuming the committee forwards a recommendation to the board for approval, the full board could convene immediately after the committee meeting. Bradley recommended the board have appropriate time to consider the nominations before meeting, and Gaekwad agreed with that recommendation. Garvy suggested that Yeargin take this recommendation into consideration when setting the committee timetable.
- Garvy clarified that the reason for the expedited process is the previously stated critical issue facing the university and not whether he should serve as Chair until July of this year. He restated the characteristics he believes new leadership should have to carry the university through the process and the resolution of this key issue.
- Walsh asked if any board member may decline a nomination or decline to serve. Garvy stated this was accurate.
- Boloña asked if a nominated trustee could vote at the full board meeting. It was clarified that at the board level, every board member has the right to vote on a nomination, even their own nomination.
- Bradley inquired as to the Sunshine Law and the nomination process. Cole confirmed it would not be a Sunshine violation to send a nomination to the Chair of the Nominating and Governance Committee, if it is a simple email with a nomination and not a conversation. Cole further clarified that an email to a university staff member would also not be a Sunshine violation but in either case, it is a matter of public record.

Garvy restated the motion on the floor: to authorize the Nominating and Governance Committee to modify the timeframe and accelerate the process of electing the Chair and Vice Chair. The motion passed unanimously.

OTHER NEW BUSINESS

Walsh asked the board to consider charging the Nominating and Governance Committee with the following:

- Reevaluating Article IV Section 4.5 and have the board secretary be a member of the board, instead of the president of the university.
    - Cole clarified that the provision is required by statute and the board does not have the discretion to change it.
- Clarify the university's Organizational Chart to reflect that the president reports directly to the board, and that the Committee reconsider the dual reporting structure of the General Counsel to both the board and the university.
    - Garvy responded that the university's Organizational Chart does reflect that the president reports to the board. Garvy clarified that the chart shared at the recent Board of Governors meeting was the university's Compliance and Ethics Committee organizational chart. Cole stated it has since been corrected with the

BOG. Garvy stated that the Nominating and Governance Committee would be the appropriate committee to evaluate reporting structure.

Bradley initiated a conversation on reopening the Bryan Cave investigation based on the recent actions of the BOG.

Questions and comments on this topic were:

- Garvy indicated there are two continuing investigations: one, by the BOG, will lead an investigation with Bryan Cave and its report will be received by the BOG; second, the Audit and Compliance Committee is continuing its investigation.
- Walsh asked for a clarification on the scope of our investigation. Seay said the board voted not to continue the investigation with Bryan Cave but there was always the intent to keep Bryan Cave on retainer to support the Legislature and the BOG in its efforts. She stated they have been on retainer since December and if needed, they can be asked to investigate issues as requested by her (as the board member in charge of the investigation). Seay said the Board of Governors are specifically looking at the additional projects beyond Trevor Colbourn Hall (TCH) and she will also assist them, if asked.
- Bradley recommended the board consider reopening the Bryan Cave investigation to be in lockstep with the BOG. Seay stated that if an investigation was reopened by our board, she would need clear and defined objectives.
- Walsh asked for a vote to continue the Bryan Cave investigation. Garvy stated the appropriate process would be for the Audit and Compliance Committee to further evaluate this request.

Walsh made a motion for the Audit and Compliance Committee to consider an evaluation, as quickly as practical, to reopen and continue the Bryan Cave investigation, with Bradley providing a second.

Discussion highlights are as follows:

- Seay requested that trustees be specific in their requests to the Audit and Compliance Committee, so the committee can understand the reasonableness of reopening the investigation.
- Garvy reminded the board that they were presented with the results of this board's investigation with Bryan Cave and that Bryan Cave, specifically Burby, recommended to the board that further investigation would not yield additional results. However, the BOG requested an independent investigation with Bryan Cave and the university and this board are cognizant of their concerns and will fully cooperate with them.
- Seay was asked for the specifics of the BOG's charge to Bryan Cave. She stated Bryan Cave was asked by the BOG to identify all E&G funds transferred into UCF construction accounts since July 1, 2010 to determine the usage or intended usage of those funds, their earnings and the current status of those funds, and additionally to determine how this was done, at whose direction and to what purpose.
- Seay confirmed that although this board is not continuing the investigation, a board member (Seay) is assisting with investigations being conducted outside of this board.

Cole asked to have the motion restated. It was confirmed that the motion was for the Audit and Compliance Committee to consider an evaluation, as quickly as practical, to reopen and continue the Bryan Cave investigation. A roll call determined that the motion did not pass, with eight oppositions.

Yes	No
Bradley	Boloña
Conte	Gaekwad
Martins	Garvy
Self	Lord
Walsh	Marchena
	Seay
	Sprouls
	Yeargin

Marchena stated that we have a reporting responsibility to the BOG and if they determine that it is appropriate for the investigation to look deeper into the transfer and misallocation of E&G funds for that period of time, perhaps the board should consider a vote that recognizes that we support that further investigation to show, as Bradley indicated earlier, that we are in lockstep with what the BOG is choosing to do. Garvy agreed that it is incumbent upon us to have the BOG understand that we are cooperating to thoroughly examine these matters and supported Marchena's comments.

Bradley made a motion to reopen the investigation with the information already received and to request Bryan Cave review the one matter which the BOG has asked us to do, which is to report back to the Board of Trustees and BOG if there are any additional transfers of E&G funds for construction. Garvy questioned if the board had already done that. Marchena suggested the motion may be stated such that the board endorses the BOG's directive for further investigation into any other E&G payments or transfers and we request Bryan Cave to also conduct that investigation on behalf of our board.

A discussion regarding the wording of the motion followed:

- Boloña said that from a student perspective, two separate investigations would limit the administration's time for student questions and slow down key partnerships between students and the administration.
- Walsh stated the board should not establish a precedent on supporting specific BOG initiatives, as UCF should always support BOG initiatives. He would support the first wording of the motion but does not believe an endorsement of what the BOG is doing is necessary.
- Seay stated her understanding of the January 24 board meeting was that after she presented her findings on the additional projects, the board voted to not continue to have the Bryan Cave firm investigate these additional projects. However, the vote did not limit her, as the board member in charge of the investigation, to continue to investigate these projects and any ancillary issues that may be uncovered. She believes that is the

confusion that has proliferated to the BOG and others. Seay restated a decision was made in December to keep Bryan Cave on retainer to support any further investigation needs from her, the legislation or the BOG.

Garvy asked Bradley to restate his motion after this discussion.

Bradley moved that the UCF Board of Trustees continue to investigate the one matter which has been requested by the BOG, and that is whether or not any additional transfers of E&G funds were sent to construction projects. Seay stated that Bryan Cave has the data and it is available for the BOG to use. Garvy asked if Bradley wanted to clarify his motion based on this information.

Bradley said that his motion may not be clear and asked to explain his position again. He said the BOG has asked for the investigation to continue and his understanding is that our action on January 24 was to cease the investigation. He believes we should be investigating, as a board, the very same issues that the BOG is pursuing.

Bradley moved for the UCF Board of Trustees to continue the investigation as outlined by the BOG's investigation. Walsh provided a second to this motion.

Discussion followed:

- Garvy questioned how this motion would interfere with the BOG investigation, specifically that the BOG is the client of Bryan Cave and Bryan Cave is conducting an independent review and report for the BOG.
    - Cole stated there are two ways to approach this: a parallel investigation through our Audit and Compliance Committee or another independent firm be brought in. In either case, the Bryan Cave firm should not be engaged.
- Gaekwad stated he believes the board should wait for the results of the BOG investigation. He believes Seay conducted a complete investigation and we submitted the results.
- Garvy restated his concern that the BOG requested an independent investigation and if we involve ourselves in a parallel investigation, we may give the impression that we are involving ourselves in the BOG's independent investigation.

Bradley withdrew his motion stating that he never intended to interfere with the BOG investigation.

ADJOURNMENT

Before adjournment, Yeargin recognized former Chair Marchena and thanked him for his service, which was fully endorsed by Garvy and other board members.

Garvy adjourned the board meeting at 10:42 a.m.

Respectfully submitted: _____ Date: _____

Grant J. Heston
Associate Corporate Secretary

Minutes
Board of Trustees Emergency Meeting
University of Central Florida
February 21, 2019

Chairman Robert Garvy called the emergency meeting of the Board of Trustees to order at 10:08 a.m.

Garvy reminded the board that the meeting was covered by the Florida Sunshine Law and that the public and press were invited to attend.

WELCOME

Garvy welcomed the board members and called on Grant Heston, Associate Corporate Secretary, to call the roll. Heston determined that a quorum was present.

The following board members attended the meeting in person: Chairman Robert Garvy, Joshua Boloña, Kenneth Bradley, Joseph Conte, John Lord, Alex Martins, William Self, John Sprouls, and David Walsh.

Trustees Beverly Seay, Danny Gaekwad and William Yeargin attended via teleconference. Gaekwad and Yeargin had to disconnect before the vote.

PUBLIC COMMENT

Garvy noted there were a significant number of public comments and asked for a motion to waive section 7.6 of the Board of Trustees Bylaws, which state that the board will reserve no more than 15 minutes for public comment, and for the board to allow 60 minutes for public comment. A motion was made by Martins, with a second from Sprouls. The motion carried unanimously.

At the 60-minute mark, a motion was made by Martins to extend public comments for an additional 30 minutes, with a second from Bradley. The motion carried unanimously.

There were 31 public comments including call-in comments. The comments from a diverse group of donors, faculty, staff, students and community members were overwhelmingly in favor for rejecting President Whittaker's resignation. These comments highlighted his attributes for leadership, student engagement and his integrity, while acknowledging the difficult decision the board had to make. There were several comments that were in opposition to Whittaker questioning the misallocation of funds and the transparency of the university's administration.

Garvy acknowledged there were more than 150 electronic responses sent to the board following the announcement of President Whittaker's resignation. Garvy asked for a 10-minute recess so the board could review these responses.

NEW BUSINESS

BOT-1 Resignation of President Whittaker

Garvy resumed the emergency meeting at 11:49 a.m. He said that late yesterday, Whittaker had written a letter to the Board of Trustees (BOT). Garvy asked Uzoamaka Mbionwu, a UCF student, to read the letter into record. The letter laid out a path to a renewed relationship with the Legislature and is attached here.

Trustee Martins made a brief statement addressing the rules of order, specifically that each trustee be recognized by the Chairman before speaking.

Garvy asked to make a statement before the board addressed Whittaker's resignation. He said that today is a loss for the more than 68,000 students, 280,000 graduates and thousands of businesses and entities within our state. He said that Whittaker, faced with a whirlwind of controversy borne by the poor decisions of a prior administration, has decided to his great credit and character, to subordinate his personal wellbeing to that of our students, faculty and the future of UCF, by offering to resign from the presidency.

Garvy said that in his letter offering to resign, Whittaker outlined the steps he took to address the issues and controversy surrounding the funding and construction of Trevor Colbourn Hall (TCH). He said the letter also detailed the comprehensive steps Whittaker and UCF's administration took when the statutorily unauthorized use of funds was uncovered. Garvy said Whittaker and the BOT sought to support an accurate and impartial investigation of the circumstances, and with the BOT's endorsement, began implementing reforms in both procedures and culture at UCF to prevent such incidents in the future. Both Whittaker and the BOT sought to repair and restore the public's trust and confidence in UCF.

Garvy mentioned that he worked with former BOT Chairman Marcos Marchena for many years and knew him to be honest, diligent, conscientious and committed to ethical and exemplary standards, the same that were evidenced by Whittaker. Garvy stated that Marchena and Whittaker are casualties in this violation of public trust and statutory limitations led by the former Chief Financial Officer at UCF. Garvy said this violation is evident in the former CFO's own frank and immediate admission when his actions were uncovered as well as in the conclusions by the nationally recognized legal firm of Bryan Cave, assisted by their forensic investigative partner, Price Waterhouse, who examined tens of thousands of documents to get to the bottom of how funds were diverted from UCF Educational and General Funds into prohibited construction accounts.

Garvy expressed that communications are difficult during the best of circumstances and the failure to adequately communicate with the Board of Governors (BOG) and the Florida Legislature created a perception that this board did not approach the misuse of funds in the construction of TCH with due seriousness. He said they wanted the Bryan Cave investigation to proceed unencumbered and not influenced by interference or statements from the BOT, and withheld comment until the independent investigation was complete.

Garvy said Whittaker's letter offering to resign stated that sometimes the finest leadership decisions are those that entrust future leadership to others and concluded that for UCF to heal wounds, new leadership is required. Citing Whittaker's demonstration of great courage and sacrifice for UCF's students, faculty and administration, Garvy stated that the board should honor his thoughtful and thoroughly considered offer to resign in the hope that the relationship between UCF and the Florida Legislature could be renewed.

To allow for board discussion, Garvy asked for a motion to accept the resignation of President Whittaker, subject to a mutually agreed upon Settlement Agreement negotiated by the Chairman and recommended by the Nominating and Governance Committee for approval. A motion was made by Martins, with a second from Lord.

Following the motion, Trustee comments highlighted the following:

- Sprouls said this is a very difficult situation, one of the few in life between where one is torn between doing what is right and what is best. He addressed Mary and Erin Whittaker, saying that Dale Whittaker should continue as president, while understanding that he most likely cannot if he truly loves this university. Sprouls noted that he was the Chief Compliance Officer for a multi-billion-dollar private business for more than 20 years, and he is required to know the difference between a mistake and a misappropriation. He said that he is very concerned that it would be far more damaging to UCF to not accept Dale's resignation today. He fears that if the board does what he believes to be the right thing, they would regret doing that in respect to what would happen to UCF.

- Conte acknowledged that he is not an alumnus of the school, but he is believer in UCF since the university brings so much quality and statistically robust data that helps this community. Conte said doing the best thing to keep the university at the forefront is the central question that has to be considered. He said it is important to protect the strategy of the university to ensure it is robust and sound. Conte stated, in his opinion, the role of the trustees was to make sound, honest and complete decisions relative to the information given,; however, he also believes that the board must make decisions to protect the university. Conte concluded by stating that although this is probably the most difficult decision he has made, having made many difficult decisions in his career, he thinks the best thing for the university is the most important factor and we must move forward in relationship rebuilding and keeping the university at the forefront with projects on hand right now.

- Boloña declared that it was a sad day because it has been clear that this step needs to be made to continue advancing the mission of the university, which is to create access for all and maintain a high-quality education. He said that he was in Tallahassee when he first heard the news. The heartbroken reaction of the Legislative Scholars confirmed to him that Whittaker was both a leader the student body wanted and needed, and a president who achieved the difficult task of building a relationship with a vastly diverse student body. Boloña stated that an illegal action made by some made Whittaker look unethical, which he does not believe. He reminded everyone that he previously stated

that no matter the consequences, the board should ensure that students do not feel negative impacts, but he believes that is too late. Boloña noted that although he understands that this resignation is best for the university moving forward, on behalf of the students, he believes they would vote against Whitaker's offer, and he wholeheartedly agrees. Boloña concluded by saying that the students and university will face setbacks with a transition at the highest level for the second time in one year.

- Bradley also affirmed that it was a sad and dark day for his alma mater and the State of Florida. He asserted that he does not take a resignation lightly and noted that Whittaker had put tremendous thought into this. He said that it is painful to see the Whittakers suffer through this since, in his opinion, these decisions were not on his watch. He noted that when the university is not on the front page for student success or academic achievement then all of us have collectively done something wrong. Bradley said he hopes that Whittaker's suggested path to go forward is adopted by the state. He expressed that in the long term, he believes Whittaker will be a president of a wonderful facility well into the future, and while we will be envious, we will be tremendous cheerleaders of what they do. He concluded that he will be voting for the resignation based on Whittaker's personal reflection and decision.

- Self indicated that is hard to believe the university is faced with this decision. He reflected on what Whittaker has brought to UCF, including sorely needed faculty strength and faculty governance. He said that it was mentioned at yesterday's emergency Faculty Senate meeting that prior to Whittaker's arrival, this was a very top down institution. He declared Whittaker was a breath of fresh air for the faculty and noted Whittaker's first initiative as Provost to hire more faculty was one of the reasons why he thought he was the strongest candidate during the presidential search. Self acknowledged the perspective of the rest of the board, but he also noted that he is the only member of this board, outside of the Student Government leader, who is not under threat by the Governor and by the Legislature. He expressed concern about the stability of this institution and strongly recommended the need of a strong academic leader to lead this institution both in the short-term and in the long-term. Self stated he would not support Whittaker's resignation and that he stood with the students and faculty of the university, stressing that from his perspective, the local leadership in the universities in our governance system and the BOG should be stronger and that we would be a far better system for it.

- Seay stated that she does not speak or act out of fear. She said Whittaker is a fine leader and the offer of his resignation is a demonstration of fine leadership. She remarked that his resignation should be respected because he knows what he is doing and it in no way diminishes the fine person he is.

- Walsh recounted that he was privileged to lead the Presidential Search Committee that selected Whittaker, an easy decision for the Committee. He agreed with all the statements made about Whittaker in respect to his engagement, involvement, intellect, and immersion with students and noted that it was heartbreaking to be in this position today. He affirmed that what the board does is for the welfare of the over 66,000

students at the university, ensuring their academic preparedness and inspiring their thirst for continued learning. Walsh noted that consistent with the reasons why he was picked as president last year, Whittaker articulated the rationale for his offer to resign, that his sentiments were about the students and sacrificing his position is in the core interest of students and the university being adequately resourced going forward. Walsh said that the board must look at what is best for students in terms of more resources and more teaching faculty to better influence and shape lives in a positive way, and Whittaker's own recommendation is consistent with that.

- Lord made a brief statement that Whittaker is a good man.

- Martins stated that it was a very difficult day and that as an alumnus of the university, he takes great pride in his responsibility to this board. He stated that as a leader, he emulates the great leaders among us and said Whittaker is a great leader, a leader of high character and integrity, a visionary and an innovator. He expressed disappointment in his resignation, but that Whittaker had shown great leadership by putting this university above himself, his current career path and above everything else because he understands that the responsibility of a president is to ensure the long-term interests of this university. Martins confirmed that Whittaker had a very positive impact on the students, faculty and everyone associated with the university and that if his resignation is accepted, our loss will be someone else's very significant gain. He thanked Whittaker for putting the university, students and faculty first. Martins expressed the seriousness that he and the other trustees take in their fiduciary responsibilities and stated that he believes the board responded appropriately in the actions taken to correct the mistakes that were made but acknowledged there was more work to be done. He said the board cannot do this alone and we need help from the BOG and the Legislature to move forward. Martins concluded by stating it was a time to heal and move on to ensure the university can continue to produce graduates that will positively contribute to the state, economy and world.

Garvy asked Heston to call the roll to record the votes on the motion.

Yes	**No**
Garvy	Boloña
Bradley	Self
Conte	Sprouls
Lord	
Martins	
Seay	
Walsh	

The motion passed to accept President Whittaker's resignation.

Garvy stated the board needed to address the next steps for the presidency. He initiated a discussion regarding the naming of an Interim President:

- Garvy said the naming of an Interim President would require approval by both the BOT and the BOG.

- He acknowledged that Whittaker stated he would move out of his position immediately.

Garvy made a motion to include an agenda item taking up the issue of naming an Interim President and assistance with the search process. Bradley provided the second.

Garvy recommended Thad Seymour, Vice President for Partnerships and Chief Innovation Officer, be named the short-term Interim President and that the board move forward with the Association of Governing Boards (AGB) for assistance with the search process on a long-term interim. He indicated the longevity of AGB, and that their search division was ready to step in immediately to assist in finding a long-term Interim President.

Garvy asked for a combined motion to appoint Thad Seymour as Interim President and to use AGB to search for a long-term Interim President. Martins made a motion for Thad Seymour to serve as Interim President until a search concludes and to use AGB to search for a long-term Interim President. Bradley provided a second.

Further discussion followed, and the highlights are as follows:

- Self supports the motion but noted that UCF needed an experienced academic leader even on the interim level. Martins supported this recommendation.

- Cole clarified we can appoint a short-term interim, but a long-term Interim President would require approval from the BOG.

- Martins verified the short-term Interim President does not need to be approved by the BOG. Cole confirmed but restated that if the short-term interim turns into a long-term Interim, then they will need to be approved by the BOG.

- Bradley thanked Elizabeth Dooley, Provost and Vice President for Academic Affairs, and her staff for all their academic work during these trying times.

- Walsh inquired as to the time frame for hiring a long-term Interim President. Garvy suggested it might be a couple of months, if that long.

The board voted, and the motion carried unanimously.

BOT-2 Nomination Process for Chair and Vice Chair

Garvy reminded the trustees that at their last meeting they authorized the Nominating and Governance committee to accelerate the normal process for a Chair and Vice Chair from the usual July 1 date. Due to extraordinary circumstances, it had been requested that the board go through the normal process of electing a new Chair and Vice Chair. Garvy acknowledged that he had been requested to continue to serve as chair until July of this year.

Garvy requested a motion for the Nominating and Governance Committee to proceed in its normal process of taking recommendations from members of the BOT and to bring those candidates before the board. Bradley made a motion of restoration of the normal process with Boloña making the second.

Both Bradley and Walsh thanked Garvy for stepping up to serve as Chair.

The board voted, and the motion passed unanimously.

OTHER NEW BUSINESS

Garvy shared an information item regarding an upcoming special board meeting. He told trustees that staff would be in contact to schedule a meeting the week of March 11 to address the Carryforward Spending plan, which is to be presented at the March 28 Board of Governors meeting.

ADJOURNMENT

Bradley made a motion to adjourn with a second and Garvy adjourned the board meeting at 12:53 p.m.

Respectfully submitted: _____ Date: _____

Grant J. Heston
Associate Corporate Secretary

ITEM: INFO - 1

UCF BOARD OF TRUSTEES
March 21, 2019

Title: Central Florida Educator Federal Credit Union Arena Name Change (INFO)

Background:
In May 2013, CFE Federal Credit Union (CFE) entered into a naming rights agreement with the UCF Convocation Corporation (UCFCC) for the UCF Arena, which was owned by UCFCC. This agreement was presented to the BOT on May 23, 2013 by former UCFCC Chair Bob Holmes as an informational item.

The term of the agreement is seven years, expiring on November 1, 2020, with an option for CFE to renew for one consecutive three-year term. CFE intends to change the name of its organization to *Addition Financial*, effective May 1, 2019, and change the arena name to ***Addition Financial Arena*** as described in the attachment.

Ownership of the UCF Arena was transferred from the UCFCC to the University of Central Florida in a refinancing of the debt on August 1, 2015. However, the naming rights agreement provides that UCFCC shall have the right to approve the proposed new name, understanding that approval shall not be unreasonably withheld. To be consistent with the original naming process and to comply with the naming rights agreement, the UCFCC Board of Directors considered the name change and approved it.

Issues to be Considered:
None.

Alternatives to Decision:
N/A

Fiscal Impact and Source of Funding:
Per the naming rights agreement, all costs associated with the arena name change are the responsibility of CFE Federal Credit Union. A CFE sign contractor and other trademarking companies are in production of new signage to replace the existing CFE signs, stationery, apparel, decals, on-campus and off- campus directional signs, branch sign, ATM imaging, etc.

Recommended Action:
None.

Authority for Board of Trustees Action:
N/A – information item only

Committee Chair or Chairman of the Board approval:

Submitted by:
Grant J. Heston- Chair UCF Convocation Corporation

Supporting Documentation:
Sign Design Documents
CFE/ UCFCC Naming Rights Agreement Excerpt

Facilitators/Presenters:
Ronnie Lamkin, General Manager UCF Convocation Corporation

ITEM: INFO-2

UCF BOARD OF TRUSTEES
Board of Trustees
March 21, 2019

Title: Board of Trustees Service to Direct Support Organization Boards

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Background:
Under Florida law and the bylaws of each University of Central Florida (UCF) Direct Support Organization (DSO), the UCF Board of Trustees (BOT) Chair appoints a member of the BOT to serve on the board of directors and executive committee of each DSO board. The Florida Board of Governors and UCF regulations reflect this statutory requirement.

Issues to be Considered:
Not applicable.

Alternatives to Decision:
Not applicable.

Fiscal Impact and Source of Funding:
Not applicable.

Recommended Action:
Information item only

Authority for Board of Trustees Action:
Florida Statutes Section 1004.28(3) – The chair of the university board of trustees shall appoint at least one representative to the board of directors and the executive committee of any direct-support organization established under this section.

Committee Chair or Chairman of the Board approval:
Approved by Chairman Robert Garvy

Submitted by:
Margaret Jarrell-Cole, Associate Vice President, Direct Support Organizations

Supporting Documentation:
Attachment A: Committee and DSO Assignments

Facilitators/Presenters:
Margaret Jarrell-Cole, Associate Vice President, Direct Support Organizations

Attachment A

University of Central Florida
Board of Trustees
Committee Assignments
and
Direct Support Organization Assignments
March 2019

Advancement	**Audit and Compliance**	**Compensation and Labor**	**Educational Programs**
Minimum of five members	Minimum of three members	Minimum of three members	Minimum of five members
Development and alumni relations, public and governmental relations, marketing, communications, and admissions	Financial practices and management, internal controls, and standards of conduct for university and affiliates	Conduct periodic compensation and assessment reviews of the president and develop recommendations to the board for its consideration; review and approve discretionary compensation plans and deferred compensation plans, if any, for senior executives of the university, and oversee the collective bargaining responsibilities of the board	Academic and student life, components of the university, athletics, and strategic planning
Joseph Conte, Chair Ken Bradley, Vice Chair Joshua Boloña Danny Gaekwad Alex Martins	Beverly Seay, Chair Ken Bradley, Vice Chair Danny Gaekwad David Walsh William Yeargin	John Sprouls, Chair David Walsh, Vice Chair Joseph Conte John Lord	_____, Chair Beverly Seay, Vice Chair Joshua Boloña Ken Bradley Danny Gaekwad William Self
Robert Garvy (Ex Officio)	Robert Garvy (Ex Officio)	Robert Garvy (Ex Officio)	Robert Garvy (Ex Officio)
Staff: Grant Heston Michael Morsberger Janet Owen	Staff: Christina Serra Robert Taft	Staff: Scott Cole Maureen Binder	Staff: Elizabeth Dooley

Finance and Facilities

Minimum of five members

Budget, finance and accounting, financial services, purchasing, business services, DSO oversight, human resources, environmental health and safety, facilities planning, landscape and natural resources, physical plant, police department, business services, and parking and transportation services

Alex Martins, Chair
_____, Vice Chair
Joshua Boloña
John Lord
John Sprouls
David Walsh
William Yeargin

Robert Garvy (Ex Officio)

Staff: General Robert Caslen
Misty Shepherd

Nominating and Governance

Minimum of five members

Trustee assessment, trustee nominations, election procedures, presidential search procedures, and governance

William Yeargin, Chair
Alex Martins, Vice Chair
John Lord
Beverly Seay
John Sprouls

Robert Garvy (Ex Officio)

Staff: Scott Cole

Strategic Planning

Minimum of five members

Provide support and guidance regarding strategic planning and the implementation of strategic plans

David Walsh, Chair
Joseph Conte, Vice Chair
Joshua Boloña
William Self

Robert Garvy (Ex Officio)

Staff: Thad Seymour

Direct Support Organizations

Academic Health–Joseph Conte
Athletics–Alex Martins
Convocation–Beverly Seay
Finance–Danny Gaekwad
Foundation–Robert Garvy
Limbitless Solutions, Inc.–David Walsh
Research Foundation–Ken Bradley
Stadium–Alex Martins

Other Boards

Doctor Phillips Performing Arts Center–Joseph Conte

Central Florida Clinical Practice Organization–John Lord

M:Board of Trustees\BOT Committee Assignments
March 6, 2019

ITEM: FF-1

UCF BOARD OF TRUSTEES
March 21, 2019

Title: Update Signature Authority for Checks

Background:
Following the personnel actions taken in response to the Bryan Cave investigation report, the board needs to update the list of university employees who are authorized to sign checks on the Bank of America account.

Issues to be Considered:
Three of the currently authorized check signers are not currently working for the university:

- William Merck II, Vice President for Administration and Finance (resigned September 14, 2018)
- Tracy Clark, Associate Provost for Budget, Planning, and Administration and Associate Vice President for Finance (resigned January 18, 2019)
- Christina Tant, Assistant Vice President and University Controller (suspended without pay January 18, 2019)

There are two other authorized check signers currently:

- Joel Levenson, Associate Controller
- Tera Alcala, Associate Controller

Alternatives to Decision:
Alternatives include designating different or additional employees as check signers.

Fiscal Impact and Source of Funding:
None, provided there is at least one authorized employee available to sign checks.

Recommended Actions:

1. Recommend to the BOT the removal of the following individuals from the list of designated personnel with signature authority for checks:
   - William Merck
   - Tracy Clark
   - Christina Tant

2. Recommend to the BOT the addition of the following individual to the list of designated personnel with signature authority for checks:
   - Phillip Henson, Director, Finance & Accounting

Authority for Board of Trustees Action:
Section 1011.42, Florida Statutes, requires the university board of trustees to designate university employees who are authorized to sign checks to pay legal obligations of the university.

Committee Chair or Chairman of the Board approval:
Approved by Chair Alex Martins on February 20, 2019.

Submitted by:
Robert Caslen, Senior Counsel to the President

Supporting Documentation:
Attachment A: Section 1011.42(7), Florida Statutes, *University depositories; deposits into and withdrawals from depositories*

Facilitators/Presenters:
Robert Caslen, Senior Counsel to the President

Attachment A

Select Year: 2018 Go

The 2018 Florida Statutes

Title XLVIII K-20 EDUCATION CODE | Chapter 1011 PLANNING AND BUDGETING | View Entire Chapter

1011.42 University depositories; deposits into and withdrawals from depositories.—

(1) The board of trustees of each university shall designate the depositories in which any university funds may be deposited. No bank shall be designated unless it is a qualified depository as provided by Florida Statutes.

(2) All funds received by a university, from whatever source and for whatever purpose, shall promptly be deposited in a board of trustees approved qualified depository.

(3) The board of trustees shall require an accurate and complete set of accounts to be maintained in the books and records for each fund on deposit in each university depository. Each account shall show the amount subject to withdrawal, the amount deposited, the amount expended, and the balance of the account.

(4) The university may maintain a separate checking account for each fund or may utilize a single checking account for the deposit and withdrawal of moneys from all funds and segregate the various funds on the books and records only. No check or withdrawal shall be drawn in excess of the balance to the credit of the appropriate fund.

(5) Funds awaiting clearing may be invested in investments earning interest in a qualified depository, in the State Treasury, and in the State Board of Administration. Investments of university funds shall comply with the requirements of Florida Statutes for the investment of public funds by local government. Due diligence shall be exercised to assure that the highest available amount of earnings is obtained on investments.

(6) The university president or his or her designee, after having been specifically authorized by the university board of trustees, may transfer funds from one depository to another, within a depository, to another institution, or from another institution to a depository for investment purposes and may transfer funds to pay expenses, expenditures, or other disbursements, evidenced by an invoice or other appropriate documentation.

(7) The university board of trustees shall specifically designate and spread upon the minutes of the board the legal name and position title of any university employee authorized to sign checks to pay legal obligations of the university.

History.—s. 638, ch. 2002-387; s. 3, ch. 2003-3; s. 155, ch. 2007-217.

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ITEM: FF-2

UCF BOARD OF TRUSTEES
March 21, 2019

Title: Autonomous Vehicle Shuttle Service and Minor Amendment to Align Campus Master Plan Update

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Background:
In 2018, UCF partnered with the Florida Department of Transportation (FDOT) in vying for an Advanced Transportation and Congestion Management Technologies Deployment (ATCMTD) grant. FDOT was awarded $11.9-million dollars, of which UCF will benefit from subsequent grant-funded projects, including one proposing to deploy and research an autonomous vehicle (AV) shuttle service on the UCF main campus.

- FDOT Memorandum: UCF Autonomous Vehicle (AV) Shuttle Service (Attachment B)
- UCF Matching Funds Commitment June 2, 2017 (Attachment C)

UCF Facilities Planning and Construction (FP&C), Transportation and Parking, the Police, and Environmental Health and Safety (EH&S) met to propose AV shuttle routes to the Primary Investigator, Dr Mohamed Abdel-Aty, Chair of Civil, Environmental, and Construction Engineering.

Three routes were proposed (Attachment D), subject to change as the specifics of the grant proposal develop. In order to align with the CMP with recommended routes would improve linkages between modes of travel and improve transit service within the campus core. Charging stations for the AV shuttles are proposed within the walled service yard of Health and Public Affairs I (Building 80).

At the University Master Planning Committee (UMPC) meeting on February 10, 2019, Dr Abdel-Aty presented the project; Renee Michel, Director of EH&S, voiced the support of the Office of Research and Commercialization; and FP&C presented and the Minor Amendment (Attachment A) and route recommendations (Attachment D). The UMPC unanimously approved.

Issues to be Considered:
"This investment in (AV) technology for the campus will separate UCF as one of the preeminent 'smart' campuses in the United States." (FDOT)

The 2015-25 Campus Master Plan Update (CMP) is silent on the subject of the use of autonomous vehicles (AV) on campus. As detailed in the attached Memorandum (Attachment A), UCF proposes a minor amendment to the CMP to add language in support of AV shuttle service as part of the existing multi-modal transportation system that integrates services provided by the public transit system (LYNX) and the private UCF transit system, Pegasus Express (Veolia Transportation).

Alternatives to Decision:
UCF projects funded from the ATCMTD grant will be jeopardized without Board of Trustees support of deployment and research of AV shuttles on campus.

Fiscal Impact and Source of Funding:
The ATCMTD grant will fund the purchase of the AV Shuttles and infrastructure to support at least two and possibly three routes. Infrastructure would include charging stations, wheelchair boarding ramp/blocks, safety and security features, etc.

Most of UCF's $1.6-million matching funds commitment (See Attachment C) was targeted, not for the AV shuttle project, but for other UCF grant-funded projects that were part of the larger ATCMTD grant. The only undesignated UCF matching funds were $100,000 from the Office of the Provost.

As the project moves forward, the University may find itself responsible for some related costs. The fiscal impact of related costs is difficult to quantify before the project is underway, but could include:

- Adding University-approved signage to change private roads to limited-access service roads.
- Adding an unmanned security gate, if the service road continues to be overused by private vehicles.
- Marking the shuttle paths on Apollo Circle and Memory Mall
- Relocating benches, bike racks etc. if they are too close to or in the path of the AV.

Any expenditures that require UCF Board of Trustees approval will come back before the Board once determined.

Recommended Action:
Authorize the deployment and research of AV shuttles on campus; allowing reasonable discretion to the Primary Investigator and advising UCF departments (ORC, FP&C, EH&S, Transportation, Police, etc.), with regard to safety, scheduling, routes, and other factors.

Approve a minor amendment to the 2015-25 Campus Master Plan Update (2015 CMP) to update the Transportation element to support the deployment of an autonomous vehicle (AV) shuttle service on campus as part of UCF's multi-modal transit system. The proposed changes to the element are detailed in "Memo – Minor Amendment AV Shuttle Service 3.21.19 (Attachment A).

Authority for Board of Trustees Action:

Florida Statute 1013.30 states that this amendment to the campus master plan is a minor amendment requiring only Board of Trustees approval. See "Memo – Minor Amendment AV Shuttle Service 3.21.19 (Attachment A).

BOG regulation 21.205, Transportation Element, also states: 2) REQUIREMENTS FOR TRANSPORTATION GOALS, OBJECTIVES AND POLICIES. (a) The element shall include one or more goals for the provision of future transit, auto circulation, parking, pedestrian and non- motorized vehicle facilities, including sustainable transportation approaches that address: 1. Travel options to reduce dependence on single-occupant vehicles; 2. Reduction of greenhouse gas emissions; and 3. Reduction of dependence on foreign oil.

Committee Chair or Chairman of the Board approval:
Approved by Chair Alex Martins on February 20, 2019.

Submitted by:
Misty Shepherd, Interim Vice President for Administration and Finance

Supporting Documentation:
A - Minor CMP Amendment - AV Shuttle Service 3.21.19
B - FDOT Memorandum - UCF AV Shuttle Service
C - UCF AV Shuttle Matching Funds Commitment
D - Proposed Shuttle Route Map

Facilitators/Presenters:
Dr. Elizabeth A. Klonoff, Vice President for Research
Misty Shepherd, Interim Vice President for Administration and Finance

Attachment A

MINOR AMENDMENT – AV Shuttle Service

The University of Central Florida proposes a Minor Amendment to the Transportation Element of the 2015-25 Campus Master Plan to add language in support of deploying and researching an autonomous vehicle (AV) shuttle service on the main campus as part of UCF's multi-modal transit system.

Proposed Changes to the 2015-25 Campus Master Plan:

2.11 TRANSPORTATION ELEMENT

GOAL 3: To develop a financially feasible multi-modal transportation system that integrates services provided by the public transit system (the Central Florida Regional Transit Authority, a.k.a. LYNX), ~~and~~ the private transit system, UCF Shuttle (Veolia Transportation), **and future autonomous vehicle (AV) shuttle service.**

OBJECTIVE 3.2: To continue to improve future mobility options for UCF faculty, staff, students, and visitors by improving linkages between modes of travel.

POLICY 3.2.1: The University shall continue to encourage transit, bicycle, and pedestrian modes as a means of travel from residential areas and parking lots to other on-campus destinations.

POLICY 3.2.2: Visitor parking shall be connected to present and future walkways, as well as the existing campus transit system.

POLICY 3.2.3: The University shall deploy and research an autonomous vehicle (AV) shuttle service as a linkage between shuttle stops and landmark campus destinations.

OBJECTIVE 3.4: To implement measures to improve transit service to, from, and within the campus.

POLICY 3.4.1: The University shall continue to plan for future campus intermodal transportation terminals in conjunction with proposed parking facilities. The timing and phasing requirements and priorities for terminals would be identified in the Capital Improvements Element.

POLICY 3.4.2: The University, in conjunction with area public transportation systems and organizations, shall continue to enhance campus transit service to, from, and within the University.

POLICY 3.4.3: The University shall continue to identify residential concentrations of students to provide convenient transit routes used most by campus patrons and increase transit service on these routes by decreasing bus headways, developing additional new routes, or modifying existing routes, as deemed appropriate by the University.

POLICY 3.4.4: The University shall continue to provide bicycle racks on transit vehicles serving the University.

POLICY 3.4.5: The University shall survey students every five years through 2025 regarding transit, bicycle, and pedestrian services.

POLICY 3.4.6: By 2020, the University shall implement, as appropriate, an evaluation of the availability of bicycle commuter support facilities (such as showers, lockers, and covered and secured bicycle parking) on campus on an annual basis.

POLICY 3.4.7: The University shall deploy and research an autonomous vehicle (AV) shuttle service to provide a mode of wheelchair-accessible transit within the Academic Core.

Compliance with Florida Statute 1013.30:

Florida Statute 1013.30 states that this is a minor amendment requiring only Board of Trustees approval because AV Shuttle Service will not:
(a) Increase density or intensity of use of land on the campus by more than 10 percent;

(b) Decrease the amount of natural areas, open space, or buffers on the campus by more than 10 percent;
(c) Rearrange land uses in a manner that will increase the impact of any proposed campus development by more than 10 percent on a road or on another public facility or service provided or maintained by the state, the county, the host local government, or any affected local government.
provided or maintained by the state, the county, the host local government, or any affected local government.

Proposed Shuttle Routes:

Three routes are proposed, subject to change as the specifics of the grant proposal develop.

- Route 1 (See Attachment B) travels along Scorpius Street and Pegasus Drive/Circle from Pegasus Express Stop 4 to the Student Union near the Hitt Library.

  These two private UCF streets will be converted into low-speed, limited-access, service roads for use *only* by emergency vehicles, service vehicles, commercial delivery vehicles, AV shuttles, and private vehicles bearing handicap placards or plates.

- Route 2 (See Attachment C) travels along Pegasus Circle and Memory Mall from Pegasus Express Stop 1 at the Student Union to Pegasus Express Stop 3 across Gemini Boulevard from Knights Plaza.

  The AV shuttle will travel on the eastern walk of Memory Mall on a clearly marked path.

- Route 3 (See Attachment D) travels along Apollo Circle from the Lynx Transit Center near the Education Building to Pegasus Express Stop 5 near the Physical Sciences Building.

  This route will pass between Millican Hall and the Reflecting Pond, where careful shuttle scheduling will be required to avoid crowded events.

Memorandum: UCF Autonomous Vehicle (AV) Shuttle Service

The idea of a car is on the move, literally. As the existence of connected and autonomous vehicles (CAVs) rapidly approaches from the horizon, the expectation for benefits are both exciting and tangible. Before these benefits can be truly realized, however, there is a significant need for growth of understanding, knowledge, and impacts from CAV deployments, specifically in the realm of research.

In 2018, the Florida Department of Transportation (FDOT) District Five was awarded the largest Advanced Transportation and Congestion Management Technologies Deployment (ATCMTD) grant ever awarded by FHWA, totaling $11.9-million dollars. As partners with FDOT, the University of Central Florida (UCF) stands to benefit greatly from the subsequent grant-funded projects, including the deployment of connected vehicle (CV) technology and an autonomous vehicle (AV) shuttle service on the Orlando main campus. This opportunity provides UCF the ability to surface as one of the premier research institutions in the country related to CAVs, allowing for hands-on experience for students, faculty, and staff, while also affording access to raw data from which to draw upon in research efforts. Additionally, the investment in technology for the campus will separate UCF as one of the preeminent “smart” campuses in the US.

The opportunity to deliver an AV shuttle service on campus is exciting, yes, but there are also various concerns that arise with the evolution of new technology deployed in public spaces. In preparation for this deployment and in collaboration with LYNX, FDOT has polled the AV manufacturer industry to determine the current state of the practice and identify potential concerns. This information allowed the Department to define minimum requirements outlined in the Request for Proposal (RFP) document package to be advertised in the near future (fiscal year 2018/2019).

Due to the current state of policy related to self-driving vehicles determined by the National Highway Traffic Safety Administration (NHTSA), the ability to operate an AV shuttle service on the public roadways within the UCF campus is coupled with various concerns, namely procurement of permits and impacts to schedule. As such, the initial service proposal included routes that traversed pedestrian-access facilities, specifically large multi-use corridors on campus, such as Apollo Circle and the Memory Mall area. Typical vehicle dimensions range from 13.5’ – 15.0’ in length, 6.5’ – 7.0’ in width, and 8.5’ – 9.5’ in height, with gross vehicle weight (GVW) between 6,200 and 7,600 lbs., so there is little concern with the vehicle’s ability to share the sidewalk with pedestrians, bicyclists, and even other motorized vehicles, such as maintenance carts.

As part of the technical requirements, all proposed vehicles will be bi-directional and be required to incorporate redundant systems for braking, sensor/object and event detection, and navigation providing increased safety measures to protect pedestrians, bicyclists, and other motorists during operation. The vehicle will be required to provide a minimum of Level 3 automation, as defined by the Society of Automotive Engineers (SAE) Standard J3016, but will be limited to a top speed of 15 MPH while traversing pedestrian-access facilities. Additionally, vehicles will be required to demonstrate acceptable fallback procedures necessary to achieve minimal risk condition in the case of a system outage prior to operational deployment.

Each shuttle will be required to accommodate a minimum of twelve (12) passengers and will be compliant with all applicable regulations of the Americans with Disabilities Act (ADA) providing considerations for passengers with mobility, visual, and audio impairments. For further inclusion, all internal announcements in visual and audible formats will be provided in both English and Spanish. The interior of the shuttle will be climate controlled providing comfortable ranges of air conditioning or heat, as appropriate with the ambient temperature, and will include a two-way monitoring and communication system connecting each vehicle with the remote management center/trained vehicle operator. An emphasis on cybersecurity countermeasure implementation will be required to ensure the prevention of all outside access to vehicle controls, system operations, communications and all other data governing autonomous vehicle control systems.

The selected vendor will enter into a service-based contract with the Department to provide AV shuttle operation for a period not to exceed three (3) years. By procuring a service, the Department will enlist the selected vendor for a turn-key solution including, but not limited to, mobilization, procurement of vehicles necessary infrastructure, infrastructure installation, route mapping and vehicle commissioning, routine maintenance, emergency repairs, and operation, as well as all managerial activities, including fulfilling minimum insurance requirements.

Attachment C

UNIVERSITY OF CENTRAL FLORIDA

Office of the Vice President for Research and Dean of the College of Graduate Studies
4365 Andromeda Loop N. Millican Hall 243
Orlando, FL 32816-0005

June 2, 2017

Ladies and Gentlemen:

The University of Central Florida (UCF) is proud to provide a match commitment of approximately $1.6 million during the project period as part of Florida's Department of Transportation proposal to the U.S. Department of Transportation under the Advanced Transportation and Congestion Management Technologies Deployment Initiative. The match commitment from UCF is as follows:

- UCF's Provost Office - $100,000
- Office of Research and Commercialization - $100,000 and research personnel support for this project of two (2) Postdoctoral fellows and three (3) ORC Graduate Fellowships for an additional amount of $232,000.
- UCF Police Department – License Plate Reader project of $300,000.
- UCF Parking – Garage B Camera project of $200,000.
- UCF Campus Development Agreement -
    - Signalization changes of $100,000.
    - Installation of two (2) mid-block crossings, each controlled by a traffic signal.- $517,000;
    - Installation of pedestrian-scale lighting along the UCF side of Alafaya Trail - $75,000 for installation and $25,000 per year for maintenance.

With this project we will make great headway and impact on the Smart Cities' initiative and UCF Campus would be a model for Smart Transportation. Thank you for your consideration.

William Merck
Vice President, Administration and Finance

Elizabeth A. Klonoff
Vice President for Research and Dean of the College of Graduate Studies

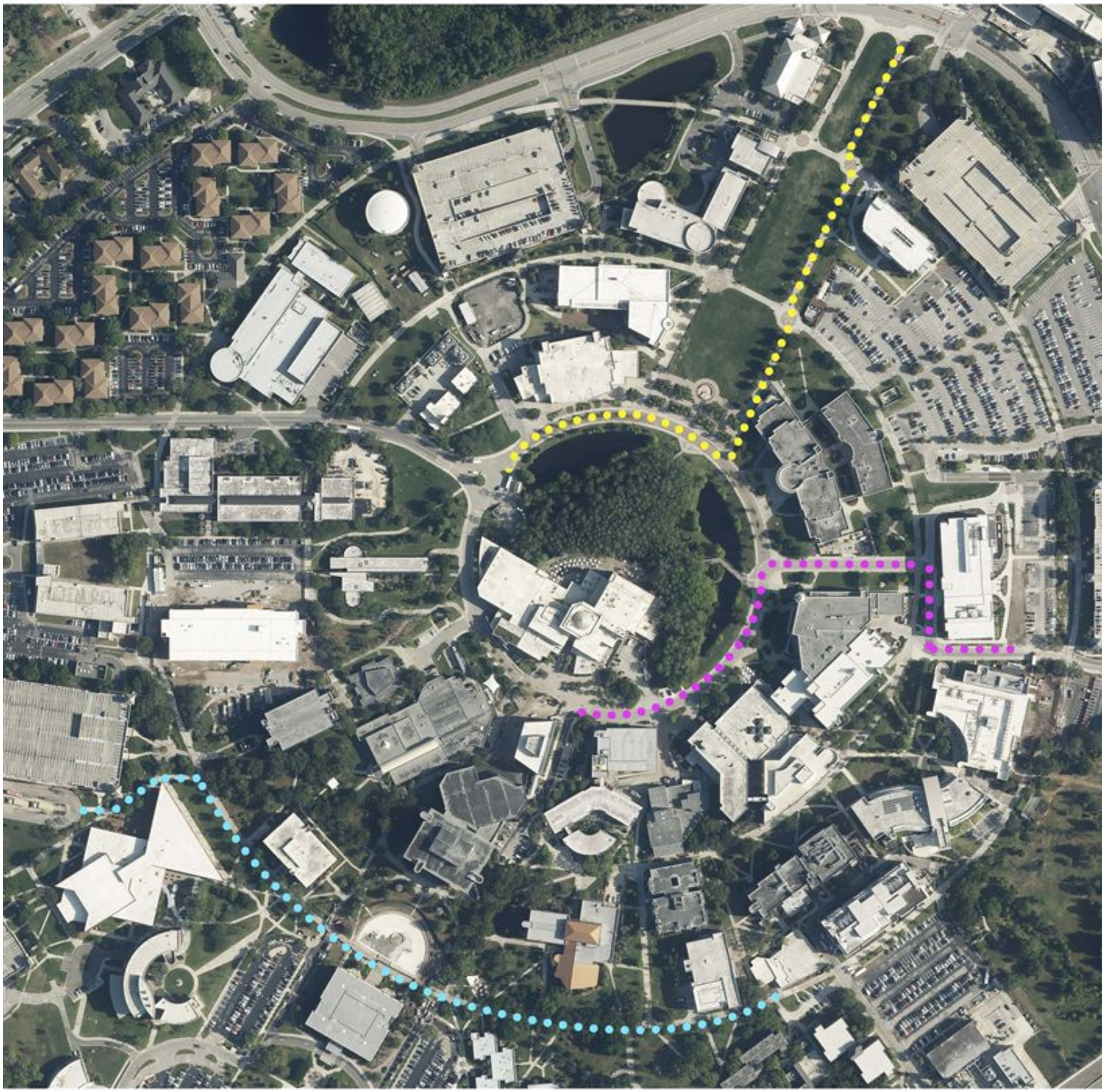
Attachment D

Proposed Routes

Route 1

Route 2

Route 3



ITEM: EP-1

UCF BOARD OF TRUSTEES
EDUCATIONAL PROGRAMS COMMITTEE
March 21, 2019

Title: Conferral of Degrees for Spring 2019 Commencement Ceremonies

Background:
UCF Expects to award the following degrees at the Spring 2019 Commencement on May 2, 3, 4, 2019.

Baccalaureate Degrees: 7,048
Master's Degrees: 1,294
Doctoral and Specialist: 170
Total: 8,512

Issues to be Considered:
Spring 2019 Commencement dates and number of graduates.

Alternatives to Decision:
N/A

Fiscal Impact and Source of Funding:
N/A

Recommended Action:
Recommend approval of the conferral of Degrees during the Spring 2019 Commencement.

Authority for Board of Trustees Action:
BOG 1.001 (4)(a)
UCF BOT EPC Charter 2.1

Committee Chair or Chairman of the Board approval:
EPC Chairman Garvy approved this agenda item and all supporting documentation.

Submitted by: Brian Boyd, University Registrar

Supporting Documentation: Attachment A: Graduation Count

Facilitator: Elizabeth A. Dooley, Provost and Vice President for Academic Affairs and Professor, College of Community Innovation and Education

UCF Spring 2019 Commencement

Attachment A

College	Bachelor	Master	Doctorate	College Totals
College of Arts and Humanities	795	71	6	872
College of Business Administration	854	233	2	1,089
College of Community Innovation and Education	944	386	25	1,355
College of Engineering and Computer Science	815	234	58	1,107
College of Graduate Studies	0	11	0	11
College of Health Professions and Sciences	804	151	36	991
College of Medicine	274	13	1	288
College of Nursing	285	34	5	324
College of Optics and Photonics	9	12	3	24
College of Sciences	1,500	105	31	1,636
College of Undergraduate Studies	386	0	0	386
Rosen College of Hospitality Management	382	44	3	429
Degree level totals:	**7,048**	**1,294**	**170**	**8,512**

ITEM: EP-2

UCF BOARD OF TRUSTEES
EDUCATIONAL PROGRAMS COMMITTEE
March 21, 2019

Title: Tenure with Hire

Background:
New faculty members are hired each year with tenure. Normally, such faculty members have earned tenure at their previous institution and meet UCF's requirements for tenure. For others, tenure is part of the hiring package when senior faculty members are hired for administrative positions. Department faculty members and the university's administrative officers have approved granting tenure to these faculty members.

Issues to be Considered:
Please refer to the Attachment A - Tenure with Hire justification.

Alternatives to Decision:
N/A

Fiscal Impact and Source of Funding:
N/A

Recommended Action:
The department, college and Provost support the recommendation for tenure with hire.

Authority for Board of Trustees Action:
UCF 3.015(4)(a)5 – Promotion and Tenure of Tenured and Tenure-earning Faculty

Committee Chair or Chairman of the Board approval:
EPC Chairman Garvy approved the agenda and all supporting documentation.

Submitted by:	Jana L. Jasinski, Vice Provost for Faculty Excellence and Pegasus Professor of Sociology
Supporting Documentation:	Attachment A: Tenure Justification
Facilitator:	Elizabeth A. Dooley, Provost and Vice President for Academic Affairs and Professor, College of Community Innovation and Education

Attachment A

Tenure with Hire Justification
Board of Trustees Meeting
March 21, 2019

Roberto Burguet, Associate Professor
College of Business Administration, Department of Economics

Dr. Roberto Burguet received his PhD in economics from the State University of New York at Stony Brook. He has held permanent positions at the Universitat Autonoma De Barcelona and the Institute for Economic Analysis, where he was a tenured professor de investigación, as well as visiting positions at universities in France, Ireland, Mexico and the US (University of Illinois at Urbana-Champaign, University of Arizona, and Stony Brook University). He has published extensively on auctions, bargaining, procurement and corruption in leading economic journals, including the ***RAND Journal of Economics***, ***American Economic Journal: Microeconomics***, and ***Games and Economic Behavior.*** Dr. Burguet has supervised doctoral and masters students, and has extensive teaching experience at the PhD, Masters and undergraduate levels. He will play a vital role in the MS in Economics program, and will teach in the PhD program in business and undergraduate economics courses. The College of Business Administration and the Department of Economics support the recommendation for tenure with hire.

ITEM: EP-3a

UCF BOARD OF TRUSTEES
EDUCATIONAL PROGRAMS COMMITTEE
March 21, 2019

Title: New Degree Program – Bachelor of Science in Senior Living Management

Background:
All undergraduate degree programs utilizing a new CIP Code are required to be reviewed and approved by the Board of Trustees. The Rosen College of Hospitality Management, in collaboration with the College of Community Innovation and Education and the College of Health Professions and Sciences, is proposing a new degree program for CIP Code 51.0718 (Long-Term Care Administration/Management).

Issues to be Considered:

- **Program Description:** The proposed Bachelor of Science in Senior Living Management is an interdisciplinary program that merges hospitality, gerontology and healthcare services.

- **Benefits**: This degree program will provide undergraduate students with the appropriate competitive skillset to acquire a managerial position in various types of senior living facilities, especially independent living, assisted living and continuous care retirement communities.

- **Career/Workforce Needs**: Provides a career path for students seeking employment in the senior living industry as business practitioners as opposed to that of direct care giver. The aim of this educational program to assist UCF graduates in becoming future managers and leaders of the senior living industry.

Alternatives to Decision:
There is no alternative if this degree program is not approved.

Fiscal Impact and Source of Funding:
No new funds requested. E&G reallocation from within the college.

Recommended Action:
The Provost's office recommend approval of the new degree program. It meets six of the eight criteria with strength and meets the remaining two criteria.

Authority for Board of Trustees Action:
BOG Regulation 8.011, Authorization for New Academic Degree Programs and Other Curricular Offerings.

Committee Chair or Chairman of the Board approval:
EPC Chairman Garvy approved this agenda item and all supporting documentation.

Submitted by:	Elizabeth A. Dooley, Provost and Vice President for Academic Affairs and Professor, College of Community Innovation and Education
Supporting Documentation:	Attachment A: Analysis Summary for New Degree Authorization
Facilitator:	Melody Bowdon, Interim Vice Provost for Teaching and Learning and Interim Dean, College of Undergraduate Studies

Attachment A

Analysis Summary for New Degree Authorization
Program Name: Bachelor of Science in Senior Living Management

	Criteria	Proposal Response to Criteria
1.	The goals of the program are aligned with the university's mission and relate to specific institutional strengths.	**Met with Strength**. The program represents a "first in the nation" opportunity for UCF to set the standard for interdisciplinary degree programs that effectively combine hospitality, business, and healthcare to positively impact not only the expanding senior living industry in the state of Florida but across the country. Rosen College of Hospitality Management's premiere reputation will only strengthen with this program, which furthers the university's stature.
2.	If there have been program reviews or accreditation activities in the discipline or related disciplines pertinent to the proposed program, the proposal provides evidence that progress has been made in implementing the recommendations from those reviews.	**Met.** The proposal grew out of a collaborative research initiative, was supported by one of the university's Faculty Research Clusters, and was confirmed as a positive direction for the Rosen College during its 2018 required program review. In addition to the program review's external reviewers, the proposal is also supported by industry advisory board members.
3.	The proposal describes an appropriate and sequenced course of study, including expected student learning outcomes, an assessment plan to verify student learning, and, in the case of advanced technology and related disciplines, industry-driven competences. Evidence is provided that, if appropriate, the university anticipates seeking accreditation for the proposed program.	**Met with Strength.** This interdisciplinary program combines the core Hospitality Management courses with 18 hours of health-related courses and 19 hours of senior living courses including a major-specific capstone. Combined with the three required internships, the curriculum provides students with both theory and practice to engage in the growing industry and meet workforce needs.
4.	Evidence is provided that a critical mass of faculty is available to initiate the program based on estimated enrollments, and that, if appropriate, there is a commitment to hire additional faculty in later years, based on estimated enrollments.	**Met with Strength.** There is a critical mass of faculty to teach the core Hospitality Management courses, and a new faculty member was hired in August 2018 to develop and teach the senior living courses. A second faculty search has been launched, so there will be two individuals to focus specifically on the new major. The health-oriented courses are taught in the College of Community Innovation and Education and the College of Health Professions and Sciences.
5.	Evidence is provided that the necessary library volumes and serials; classroom, teaching laboratory, research laboratory, office, and any other type of physical space; equipment; and appropriate clinical and internship sites are sufficient to initiate the program.	**Met with Strength.** Given the strength of existing degree programs within hospitality management and allied health fields as well as business administration, the library resources are more than sufficient for this new degree program. Three internships are required, and there are sufficient sites to ensure students have a wide range of internship opportunities.

	Criteria	Proposal Response to Criteria
6.	Evidence is provided that there is a need for more people to be educated in this program at this level. The proposal contains realistic estimates of headcount and FTE students who will major in the proposed program and indicates steps to be taken to achieve a diverse student body.	**Met.** There is a clear need within Florida for individuals with an understanding of and interest in the senior living industry. The enrollment is realistic given the niche of the program as compared to the broader Hospitality Management degree program. The initial enrollment projections for Senior Living Management are similar to the Entertainment Management program (approved in 2016), the first interdisciplinary program housed in the Rosen College. That program's enrollment has met its projections. There is every indication this one will as well.
7.	The proposal provides a complete and realistic budget for the program, which reflects the text of the proposal, which is comparable to the budgets of similar programs, and which provides evidence that, in the event that resources within the institution are redirected to support the new program, such a redirection will not have a negative impact on undergraduate education. The proposal demonstrates a judicious use of resources and provides a convincing argument that the output of the program justifies the investment.	**Met with Strength.** Given the limited number of new courses that have been developed and the lack of specialized lab space for the major, this degree program's budget is minimal. The Year 1 projected costs are $453,670, with $360,000 in faculty salary and benefits. The increase by Year 5 is predominantly in salary increases and increasing costs of benefits. The E&G cost per FTE is $756 for Year 1, decreasing to $421 in Year 5 given the increase in majors and stability in a majority of expenses. The resources are justified, providing UCF with an opportunity to launch a needed degree program in Florida in a cost-effective manner, leveraging existing courses and facilities in three disciplinary colleges.
8.	The proposal provides evidence that the academic unit(s) associated with this new degree have been productive in teaching, research, and service.	**Met with Strength.** The Rosen College of Hospitality Management has 95 faculty members and is nationally and internationally regarded for its research, professional service, and innovative curricula. Faculty in the allied health disciplines – Health Services Administration as well as Aging Studies – are productive faculty members, adding to UCF's reputation in healthcare disciplines.

ITEM: EP-3b

UCF BOARD OF TRUSTEES
EDUCATIONAL PROGRAMS COMMITTEE
March 21, 2019

Title: New Degree Program – Master of Science in Systems Engineering

Background:
All graduate degree programs utilizing a new CIP Code are required to be reviewed and approved by the Board of Trustees. The College of Engineering and Computer Science is proposing a new degree program for CIP Code 14.2701 (Systems Engineering).

Issues to be Considered:

- **Program Description**: The proposed Master of Science in Systems Engineering will fill a need of local industry partners who have expressed support for this program. Systems engineers integrate human, financial, operational, and other knowledge to design and manage complex, interdisciplinary systems for the benefit of customers and stakeholders.

- **Benefits**: The 30-credit hour degree program builds on the current 12 credit hour graduate certificate in Systems Engineering. The proposed program will focus on requirements, architecture, software systems, and systems thinking. Being a 100% online program allows the program to provide additional opportunity to draw from local industry systems engineering leaders.

- **Career/Workforce Needs**: The traditional engineer and scientist often lack preparation in the human, financial, software, and systems integration skills necessary to make project teams more productive, improve system and service quality. This proposed program has been vetted and is supported by major industry and government because of the workforce development need.

Alternatives to Decision:
There is no alternative if this degree program is not approved.

Fiscal Impact and Source of Funding:
No new funds requested. E&G reallocation from within the department.

Recommended Action:
The Provost's office recommend approval of the new degree program. It meets six of the eight criteria with strength and meets the remaining two criteria.

Authority for Board of Trustees Action:
BOG Regulation 8.011, Authorization for New Academic Degree Programs and Other Curricular Offerings

Committee Chair or Chairman of the Board approval:
EPC Chairman Garvy approved this agenda item and all supporting documentation.

Submitted by:	Elizabeth A. Dooley, Provost and Vice President for Academic Affairs and Professor, College of Community Innovation and Education
Supporting Documentation:	Attachment A: Analysis Summary for New Degree Authorization
Facilitator:	Elizabeth Klonoff, Vice President for Research and Dean, College of Graduate Studies

Appendix A **Analysis Summary for New Degree Authorization**
Program Name: Master of Science in Systems Engineering

	Criteria	Proposal Response to Criteria
1.	The goals of the program are aligned with the university's mission and relate to specific institutional strengths.	**Met with Strength** The program aligns with two of UCF's Goals: 2 - Achieving international prominence in key programs of graduate study and research and 5 - Be America's leading partnership university. The program expects to attract an International student base eventually, by offering the courses completely online. The program has extensive support from local industry. The program has partnered with the Institute for Simulation and Training and has included modeling as a focus. The program is a STEM discipline.
2.	If there have been program reviews or accreditation activities in the discipline or related disciplines pertinent to the proposed program, the proposal provides evidence that progress has been made in implementing the recommendations from those reviews.	**Met** The existing graduate certificate in Systems Engineering is in its fourth year. During this period, there have been a modest number (2-7) of students enrolled. However, there is a robust number of students (~100) enrolled in the introductory systems engineering class (ESI 6551). This bodes well for future SE certificate and MSSE enrollment. Though the MSSE program has been endorsed by the local chapter of the International Council on Systems Engineering (INCOSE), there is no accreditation body.
3.	The proposal describes an appropriate and sequenced course of study. Admissions and graduation criteria are clearly specified and appropriate. The course of study and credit hours required may be satisfied within a reasonable time to degree. In cases in which accreditation is available for existing bachelor's or master's level programs, evidence is provided that the programs are accredited or a rationale is provided as to the lack of accreditation.	**Met with Strength** A detailed list of courses is provided for the program's curriculum, which follows existing standards of other MSSE programs. The 30-hour degree is based on existing UCF courses that can be completed on a full-time or part-time basis in a reasonable (2-3 year) period. The syllabi for the required courses (core and concentration) are included in the proposal.
4.	Evidence is provided that a critical mass of faculty members is available to initiate the program based on estimated enrollments, and that, if appropriate, there is a commitment to hire additional faculty members in later years, based on estimated enrollments. For doctoral programs, evidence is provided that the faculty members in aggregate have the necessary experience and research activity to sustain a doctoral program.	**Met** Though there are several faculty members involved, the Program Review and Awards Committee is concerned about the program's significant dependence on a single faculty member, Dr. John Farr, who serves as an adjunct. The Committee suggests some succession planning to sustain the program in the absence of Dr. Farr. Courses in this program are already being taught successfully. To support the MSSE program, the Industrial Engineering & Management Systems Department will hire one additional faculty member.

	Criteria	Proposal Response to Criteria
5.	Evidence is provided that the necessary library volumes and serials; classroom, teaching laboratory, research laboratory, office, and any other type of physical space; equipment; appropriate fellowships, scholarships, and graduate assistantships; and appropriate clinical and internship sites are sufficient to initiate the program.	**Met with Strength** Library resources are adequate to support the MSSE program. The program is non-thesis and will not need additional space for research. The program will be offered online and requires no additional physical space for instruction. Because of the strong partnerships and local demand, there is the potential for student financial support through industry-sponsored scholarships and tuition reimbursement.
6.	Evidence is provided that there is a need for more people to be educated in this program at this level. For all degree programs, if the program duplicates other degree programs in Florida, a convincing rationale for doing so is provided. The proposal contains realistic estimates of headcount and FTE students who will major in the proposed program and indicates steps to be taken to achieve a diverse student body.	**Met with Strength** The need for this program is demonstrated by the letters of support from local industry and statistical data provided in the proposal. However, the Committee had some concern about the currency (> 10 years old) of data for the need of master's level systems engineering graduates and would like more recent data to be included.
7.	The proposal provides a complete and realistic budget for the program, which reflects the text of the proposal, is comparable to the budgets of similar programs, and provides evidence that, in the event that resources within the institution are redirected to support the new program, such a redirection will not have a negative impact on undergraduate education. The proposal demonstrates a judicious use of resources and provides a convincing argument that the output of the program justifies the investment.	**Met with Strength** The program requires only a modest budget using existing resources and reallocation of funds. The budget only reflects salaries associated with teaching the courses and administering the program. The Committee suggests that the projected budget be adjusted to account for inflation, raises, cost of living increases, etc.
8.	The proposal provides evidence that the academic unit(s) associated with this new degree have been productive in teaching, research, and service.	**Met with Strength** The core faculty in the program are productive in teaching and research. The Committee requests CVs that detail and demonstrate productivity for all of the faculty involved in the MSSE program. The instructors in the program have a history of positive teaching evaluations. The Industrial Engineering & Management Systems Department as a whole is productive.

ITEM: EP-4

UCF BOARD OF TRUSTEES
EDUCATIONAL PROGRAMS COMMITTEE
March 21, 2019

Title: 2019 Accountability Report

Background:
This is a new report that combines the previous Annual Accountability Report and the University Work Plans into one document that more closely aligns with the Board of Governors' 2025 System Strategic Plan.

The revised document will enhance the System's commitment to accountability and strategic planning by enabling comparisons between past goals and actual data to better assess performance. This change will help foster greater coordination between institutional administrators, University Boards of Trustees, and the Board of Governors.

Once each institution's respective Board of Trustees approves an Accountability Plan, the Board of Governors will review and consider the plan's narrative strategy, metric goals and enrollment plans for potential acceptance of 2018-19 components. The Board's acceptance of this Accountability Plan does not constitute approval of any particular component, nor does it supersede any necessary approval processes that may be required for each component.

Issues to be Considered:
Approval of UCF 2019 Accountability Plan for submission to Florida Board of Governors. Please refer to the attached Accountability Plan.

Alternatives to Decision:
N/A

Fiscal Impact and Source of Funding:
N/A

Recommended Action:
Recommend approval of the UCF 2019 Accountability Plan

Authority for Board of Trustees Action:
BOG 2.002 (3): Each board of trustees shall prepare an accountability plan and submit updates on an annual basis for consideration by the Board of Governors.

Committee Chair or Chairman of the Board approval:
EPC Chairman Garvy approved this agenda item and all supporting documentation.

Submitted by:	M. Paige Borden, Associate Provost for Academic Program Quality and Associate Vice President for Institutional Knowledge Management
Supporting Documentation:	Documentation forthcoming – delay to March 15 - approved by Chairman Robert Garvy. The 2019 Accountability Plan is due to Board of Governors (BOG) no later than May 6, 2019, a necessary deadline in order for BOG staff to review plans, develop summaries and discussion questions for board members.
Facilitator:	Elizabeth A. Dooley, Provost and Vice President for Academic Affairs and Professor, College of Community Innovation and Education

ITEM: NG-1

UCF BOARD OF TRUSTEES
March 21, 2018

Title: Amendments to University Regulation UCF-2.009 Admission of International Students

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Background:
Florida Board of Governors Regulation 1.001 provides that "Each Board of Trustees is authorized to promulgate university regulations in accordance with the Regulation Development Procedure adopted by the Board of Governors." Florida Board of Governors Regulation 6.009 requires that each Board of Trustees adopt regulation(s) addressing the admission of international students, including the chosen methods of the university to assess English language proficiency of any international student for whom English is not the student's first language.

Issues to be Considered:
The University proposes to amend Regulation UCF-2.009 to update the proficiency test that is used for graduate students who are non-native speakers of English in order for the students to teach. A specified level of proficiency is also added where the UCF English Language Institute measures English language proficiency.

This regulation was posted online February 20, 2019 for public comment. No comments were received as of the date of submission of these materials.

Alternatives to Decision:
Do not amend University Regulation UCF-2.009 as proposed.

Fiscal Impact and Source of Funding:
N/A

Recommended Action:
Approve amendments to University of Central Florida Regulation UCF-2.009 Admission of International Students.

Authority for Board of Trustees Action:
Board of Governors regulations 1.001 and 6.009

Committee Chair or Chairman of the Board approval:
Committee Chair Bill Yeargin approved.

Submitted by:
Scott Cole, Vice President and General Counsel

Supporting Documentation:
Attachment A: Proposed Amended Regulation UCF-2.009 (redline)

Facilitators/Presenters:
Youndy Cook, Deputy General Counsel

Attachment A

UCF-2.009 Admission of International Students.

Admission of international students to UCF is governed by the university admission regulations, Florida Board of Governors Regulation 6.009 and the following:

(1) Eligible international students may be accepted at the appropriate level subject to space and fiscal limitations. International applicants can only be admitted in a status that is appropriate for the visa category designated on the application.

(2) In addition to University admission requirements, international students must meet the following requirements as a minimum:

(a) The applicant shall be academically eligible for further study in his/her own country.

(b) An applicant whose native language is other than English shall show proficiency in written and spoken English by:

1. proving they are from a country where English is the only official language; or
2. establishing that a prior bachelor's, master's or doctoral degree was earned from a regionally accredited college or university in the United States; or
3. establishing that a prior bachelor's, master's or doctoral degree was earned from a country where English is the only official language, or a university at which English is the only official language of instruction; or
4. submitting a qualifying score on the Test of English as a Foreign Language (TOEFL) or International English Language Testing System (IELTS). Qualifying scores for graduate applicants are: a TOEFL computer-based score of 220; a TOEFL internet-based score of 80 (or equivalent score on the paper-based test); or an IELTS score of 6.5. Specific programs may establish higher scores for qualification, and such information will be included in the Graduate Catalog and program website information for that specific program. Qualifying scores for undergraduate applicants are: a TOEFL computer-based score of 220, a TOEFL internet-based score of 80, a TOEFL paper-based score of 550, or an IELTS score of 6.5; or

5. completion of the English Language Institute's (ELI) level ~~4~~8 or higher with a grade of a "B" or better; or
6. completion of EAP 2851 with a grade of a "C" or better or placement into ENC 1101; or
7. an onsite assessment by UCF ELI faculty qualified to administer English proficiency assessment and determining that the student is English proficient at the university level.

(c) Students who are non-native speakers of English (and do not have a degree from a U.S. institution) must pass the ~~SPEAK~~ Versant English Speaking exam administered by the UCF English Language Institute before they will be permitted to teach as a Graduate Teaching Associate or Graduate Teaching Assistant.

(d) The graduate applicant shall have an overall GPA of at least 3.0 on a 4 point scale or equivalent.

(e) The applicant shall furnish a detailed statement showing specific sources of a satisfactory level of financial support and the amount expected from each source.

(f) The applicant shall submit a health examination form to the University physician indicating his fitness, mentally and physically to pursue a college level study program. In addition, all international students on an F or a J visa must submit proof of health insurance that complies with the requirements of BOG Regulation 6.009.

(g) International student applications, undergraduate and graduate, along with all other records required for admission must be received by the program or university international application deadline, whichever is earliest, or the deadline must be waived by the university.

Authority: BOG Regulations 1.001 and 6.009. History–New 10-8-75, Amended 7-14-80, Formerly 6C7-2.09, Amended 3-16-03, Formerly 6C7-2.009, Amended 6-11-09, 12-19-16, _____-19.

ITEM: NG-2

UCF BOARD OF TRUSTEES
March 21, 2019

Title: Nomination of Judy Duda for Honorary Doctoral Degree of Humane Letters

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Background:
Since 1970, UCF has bestowed 85 honorary degrees to individuals who have made significant academic, cultural and scientific contributions to society.

Issues to be Considered:
Nomination of Judy Duda for Honorary Doctoral Degree of Humane Letters.

Alternatives to Decision:
Deny recommendation.

Fiscal Impact and Source of Funding:
None

Recommended Action:
Approve honorary doctorate nomination for consideration by full Board.

Authority for Board of Trustees Action:
UCF Regulation UCF-2.010(3); UCF Nominating and Governance Committee Charter Section 1.4: recommend candidates for designation as Honorary Doctor for consideration by the full board.

Committee Chair or Chairman of the Board approval:
Committee Chair Bill Yeargin approved.

Submitted by:
Tom Hope, Associate Vice President and Deputy Chief of Staff, on behalf of Thad Seymour, Interim President

Supporting Documentation:
Attachment A (Letter of Recommendation from Dean Jeffery Moore), Attachments B, C and D (support/background documents), Attachment E (President's Endorsement)

Facilitators/Presenters:
Dean Jeffrey Moore

Attachment A

UNIVERSITY OF CENTRAL FLORIDA

College of Arts & Humanities
12421 Aquarius Agora Dr.
Orlando, FL 32816

February 18, 2019

Board of Trustees
University of Central Florida
4000 Central Florida Blvd
Orlando, FL 32816

Dear Board of Trustees,

I am both delighted and honored to write this letter of nomination and support for Mrs. Judy Duda to receive the Honorary Doctoral Degree of Humane Letters from the University of Central Florida. I feel qualified to offer this recommendation, since I have known Judy several years and have had the opportunity to work with her on numerous activities.

Judy Duda is an outstanding human being who leads by example. Guided by her faith in God and her Christian values, she has given generously of her time and talent to enhance the quality of life in our community. It goes without saying that her unselfish commitment is making a difference. Heavily involved in education, the visual and performing arts, history and other endeavors, Judy Duda has created a path for all of us to follow.

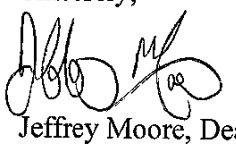
As Dean of the College of Arts and Humanities, I have long valued our College's relationship with this multi-faceted and dynamic individual. I consider myself to be extremely blessed to have Judy as the Chair of the Dean's Executive Council. As Chair, she consistently encourages others to support our programs through philanthropy, commitment and membership. Her influential strategic advice and her business savvy have been instrumental in supporting our faculty, students, and alumni. As founder of the Saint Luke's Lutheran Church's Concert Series, Judy is solely responsible for a twenty-five year continuous partnership between Saint Luke and UCF's Symphony Orchestra. Thanks to her indefatigable efforts and energy, our students have had the opportunity to perform to the best of their abilities and many of them have gone on to distinguish themselves as educators and professionals.

Judy is ageless and untiring as she continues to serve on charitable boards, committees, archival photography, historical records, documentaries, and as a member of the Board of Regents, of

her Alma Matter, Concordia University. I once asked Judy where did she get her energy and her reply was a simple one, "From God."

Lastly, I must comment on Judy Duda, the consummate leader and team player. She is courteous, polite and humorous. She possesses a magnetic personality and has been the recipient of prestigious awards and diverse accolades and yet, on the other hand, she shuns the limelight and is humble to a fault. Judy is a human being for all seasons and for all people. What she means to our university, her church and the community cannot be measured even by the most sophisticated computer. Judy Duda has clearly earned this recognition.

Sincerely,



Jeffrey Moore, Dean
College of Arts & Humanities
University of Central Florida

Judith M. Duda

Judith (Judy) Duda was born in Chicago, but has lived in Central Florida since 1958, when she arrived here to serve as a teacher at St. Luke's Lutheran School.

Educated at Concordia University, Chicago and Rollins College, Ms. Duda served in several teaching and music director positions in private schools between 1958-1979, while raising her family of four children, and has served as an organist and choir director for St. Luke's Lutheran Church/Oviedo, FL for many years.

Her interests in education, music and the arts and social ministry are reflected in the volunteer leadership roles she has filled as a member of the Board of Regents (Concordia University, Nebraska); as Chair of the Dean's Executive Council: Colleges of Arts & Humanities/University of Central FL; as former Vice-President of the Board of Trustees: WMFE, the Central Florida NPR/PBS affiliate; as Trustee of the statewide Florida Historical Society; President's Council: Concordia University, Chicago; Vice-President: Christian Service Center, Orlando; Vice-President: Lutheran Services Florida (statewide social ministry); President: Lutheran Counseling Services, Central Florida; Executive Committee: Albin Polasek Foundation; President: Carroll Mc Kenney Foundation; Trustee, United Arts of Central Florida and service to other entities.
Over the course of more than 45 years of volunteer service, she has chaired Capital Campaigns, Executive Searches and organized many special events on behalf of various community endeavors. In recognition of her effective service and leadership, she was honored with a Lifetime Achievement Award by Concordia University in 2016.

Judy is the Founder and Executive Director of the St. Luke's Concert Series, now celebrating its 25th season. She received the Seminole County Hearts for the Arts award in 2008 and has also received numerous personal tributes from performing groups and composers featured in St. Luke's Concert Series productions and by local media.

Since 1994, she has formed important collaborations with several local performing ensembles (some still in their *own* infancies) and maintained them, with very beneficial outcomes for the Concert Series, for the participants, and, above all, for the *community!!*
St. Luke's Concert Series offers *free admission to all* for 14 public performances each season, with annual attendance exceeding 10,000.
Its first "partner" was the UCF Symphony Orchestra, which performed its inaugural concert at St. Luke's in April, 1995, providing the university's music students and faculty performers with a much-needed venue. Since then, the Orchestra has logged more than 40 additional performances at St. Luke's, with cumulative audiences of well over 30,000 members of neighboring communities, who have been afforded the opportunity to experience the fine product of music education at UCF.

Other local ensembles that have benefited, similarly, from collaborations with the Concert Series are the Orlando Philharmonic Orchestra, the Orlando Concert Band and the Brass Band of Central Florida.

At present, Judy Duda also serves as Archivist for St. Luke's Lutheran Church & School and served, in past years, as historian for the Duda Family Council.

In that capacity, she has compiled and written meta data for a large digital collection of almost 2,000 historic images. This entire collection was shared with and is currently accessible on UCF's CentralFloridaMemory.org website, on which St. Luke's Lutheran Church and School is credited as a Partner with CFM.

She recently co-authored (with Dr. Paul Wehr, professor emeritus and Alicia Duffy, Visiting Professor, UCF) Like a Mustard Seed: A Century of Faith (2016)… a book encompassing 100+ years of local history, containing 1,000 of those images.

In 2015, she served as contributor and narrator for a TV documentary about Andrew Duda and the Slovak diaspora in Central FL, which was aired numerous times on "national TV" in Europe in 2015.

Her research and archival collections have also borne fruit in the production of several videos, the creation of large permanent wall displays at St. Luke's and via presentations she has made to local historical societies.

The highest priority in her life, however, is "family," which includes her wonderful husband, Col. Howard (Bud) Weber, her two sons, two daughters and their beloved spouses, nine "perfect" grandchildren and two extraordinary great-grandchildren.

Contact info:

JUDY DUDA
Church office: 407/365-3408 - Ext 3508
(Preferred) Cell: 407/760-8536 (voice or text) ~ Home: 407/365-3616
email: judyduda1@bellsouth.net

Attachment B

Encore, Encore!

By Chip Colandreo, OWSL

As St. Luke's Lutheran Church celebrates the 20th anniversary of its iconic concert series, we honor the irrepressible inspiration behind Oviedo's connection to classical music, Judy Duda.

1993 was a happening year in the Central Florida music scene. The Orlando Philharmonic Orchestra was deep into its inaugural season, the Seminole Cultural Arts Council was about to be born, and a few hundred members of St. Luke's Lutheran Church had just sat down for a humble, free concert inside the church's new and glorious sanctuary. Eventually, these three musical parts would join with many others in perfect harmony to make Oviedo – somewhat ironically and unexpectedly – the epicenter of classical music in Seminole County.

Today, 20 years later, the St. Luke's Concert Series is one of the largest and most well-reviewed and well-respected classical music exhibitions in Central Florida. It's taken a cast of thousands to turn the Concert Series into a self-sustaining success, but none of it would have happened without Judy Duda, the program's mainstay and maestro.

"We dedicated the new sanctuary at St. Luke's on November 20, 1993," remembers Judy, who first came to St. Luke's in 1958 as a teacher at the church's then-brand-new Lutheran school. "As was tradition, we hosted a fabulous organ concert to introduce members to the sanctuary's incredible new pipe organ. After the concert, we just thought it would be wonderful to host more concerts in here."

Who says classical music can't be fun? After a recent space-themed concert by the Brass Band of Central Florida, two Stormtroopers embrace Judy Duda.

It wasn't quite that easy, but in retrospect the early battles Judy fought to bring classical music to the church's sacred hall were as entertaining as the performances themselves.

"There was a lot of concern about showcasing secular music – even classical secular music – in the sanctuary," Judy says.

Discussions among church elders were serious and occasionally tense. It was finally decided that classical music could be permitted if, and only if, the composer featured was Johann Sebastian Bach (a devout Lutheran).

"It was an opening, at least," Judy says with a laugh. "Next, we had to find a performance group who needed us as much as we needed them."

Judy didn't have to look far. The on-campus performance venue for the UCF Symphony Orchestra was, at the time, far less spectacular than the talent showcased inside. The UCF Symphony jumped at the chance to perform for a large crowd inside the new and acoustically superior St. Luke's sanctuary. Judy also helped form the Lutheran Cantata Choir, and performances by the two groups made up the very first St. Luke's Concert Series season.

From the beginning, Judy was committed to making the concerts free for all attendees, a gift of music from the church to the community. She also refused to burden the church with any financial responsibility. That meant the concerts had to be self-funded, which in the early days, simply meant Judy covered the cost herself.

"I made up simple flyers and copied them using the big Xerox machines at

the Duda & Sons office," says Judy, who married into the Oviedo founding family in 1959. "I typed the programs on my typewriter and cooked the pre-show meal for the performers in my own kitchen. Whatever the costs were, I just wrote a check. We never asked or expected anyone to contribute to the concerts."

A few shows into the series, however, a funny thing began to happen. Crowds in the early days numbered a few hundred, almost exclusively St. Luke's members. To manage the small gathering, Judy enrolled the help of two or three gentlemen living at the adjacent Lutheran Haven retirement home to greet concertgoers at the door and hand out programs. After the shows, the elderly ushers would bring Judy a handful of $5 and $10 bills, tokens of appreciation from the audience. As the concerts grew in size and popularity (and diversity of composers), more patrons asked about ways to support the series. Judy eventually set up a mechanism for supporters to make donations, and she suddenly had the means to book other acts and market the concerts more broadly.

The series got another boost in the early 2000s. Mary Lou Andrews, the former mayor of Oviedo, had become a regular at the St. Luke's concerts, and as a board member of the Seminole Cultural Arts Council (SCAC), Mary Lou encouraged Judy to apply for the Council's various grant programs. Judy would eventually receive Seminole County's first "HeART for the Arts" award, and in lieu of a commemorative gift, Judy requested a modest line item in SCAC's annual budget to support the St. Luke's Concert Series.

The annual commitment and the growing support from concertgoers allowed Judy to partner with the Orlando Philharmonic Orchestra and add the group to the Concert Series program every season. A performance of the Orlando Phil will cost music lovers a pretty penny at the Bob Carr downtown, but it's still free at St. Luke's.

Audiences grew and now average more than 1,000 for every St. Luke's show. There are 11 concerts scheduled for the 2013-2014 season, including the immensely popular holiday concerts by the Brass Band of Central Florida on December 6 and 7.

"One of our main goals was to share God's wondrous gift of music with the community, and I think we're accomplishing that goal," says Judy, who now manages a corps of 20-30 volunteers at each show, including a full audio/video team and a licensed healthcare provider on site at each performance in case the need arises.

Some of Judy's favorite concerts include a mid-2000s performance by violinist Aiman Mussakhajayeva from Kazakhstan. A friend of UCF violin professor Ayako Yonetani, Aiman arrived in Oviedo carrying her $4 million Stradivarius violin and full diplomatic credentials from Kazakhstan. She and Ayako teamed for a performance of the daunting "Bach Double," considered one of the most intricate and difficult concertos ever written for two violins.

Another highlight is more recent, the performance of Beethoven's Ninth Symphony during last year's series. The UCF Symphony Orchestra joined with a 95-member chorus to perform the symphony. "When they did Beethoven's *Ode to Joy*, everyone was weeping," Judy recalls with excitement.

"It's been an incredible experience during these last 20 years," says Judy, who has never taken a dime of concert proceeds for her efforts. "I can't wait to see what the next 20 years bring."

Attachment A

Orlando Arts Magazine

Season Preview 2018-2019

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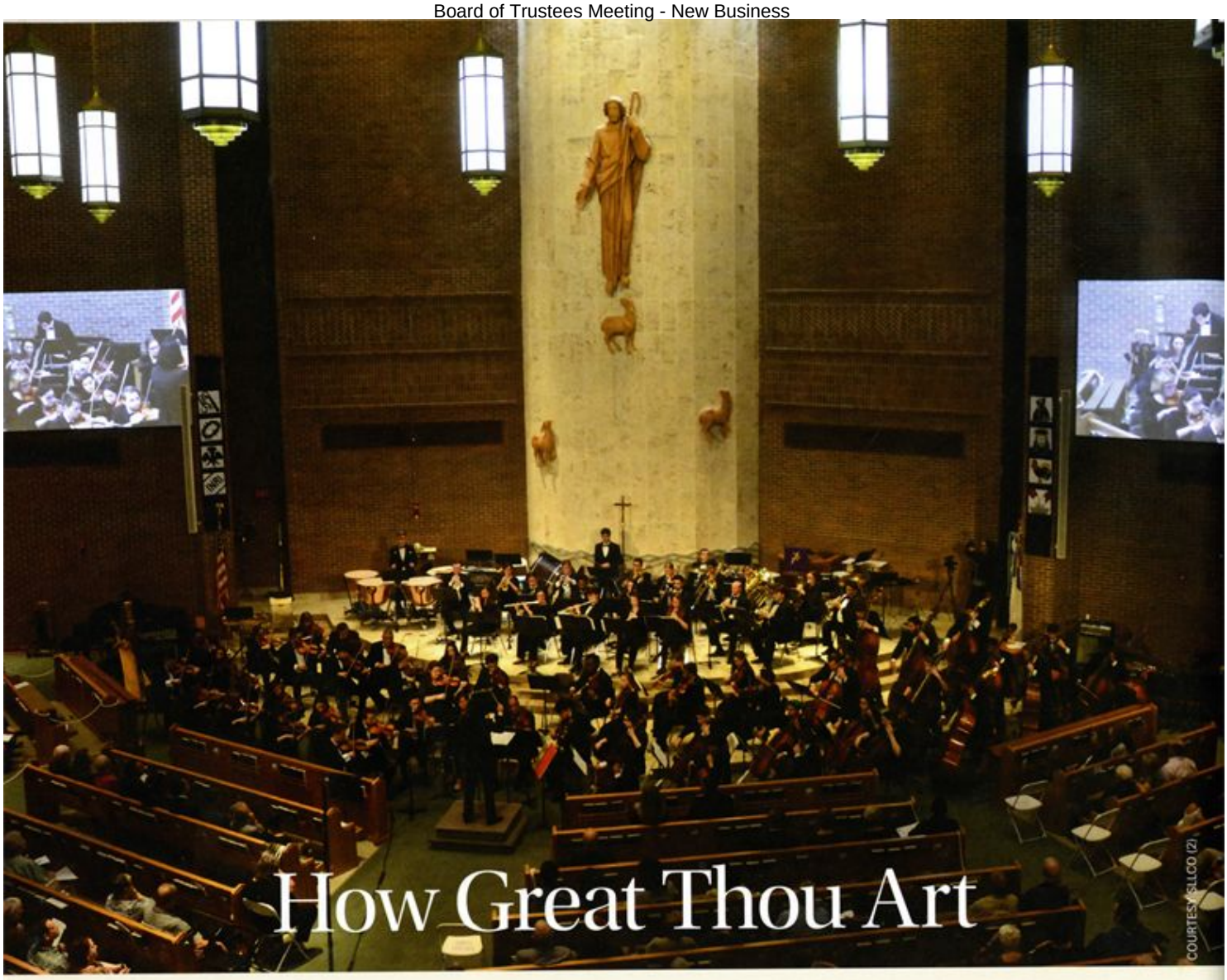

How Great Thou Art

COURTESY ST. LUKE'S LUTHERAN CHURCH (2)

In 1993, members of the congregation of St. Luke's Lutheran Church in Oviedo got their first look at their spacious new sanctuary. The first thing they noticed was how big it was.

"The next thing we noticed was how great the acoustics were," says Judy Duda.

They decided to "share God's gift of music," as she puts it, by offering a free concert series in the sanctuary. Duda, who came to St. Luke's in 1958 as a 20-year-old teacher whose first classroom held 39 students ranging from first to third graders, was elected to lead the way.

"My strategy was: Find someone who needs you as much as you need them."

She and her team started tracking down groups in need of a venue and began spreading the word about the free concerts.

JUDY DUDA

"At first, getting an audience of 400 people was major cause for celebration," she says.

These days, the 25-year-old series consists of 14 free public performances per season and draws 12,000 listeners annually. The UCF Symphony Orchestra, the Lutheran Cantata Choir, the Orlando Philharmonic Orchestra, the Orlando Concert Band and the Brass Band of Central Florida are the primary performing troupes. A hundred volunteers usher and prepare catered meals for performers. All of which, after this season, will have to go on without their tireless executive director. You get the impression she'd stick around if she could. She's only 81. But her husband has been hinting for a while now that it would be nice to see a little more of her.

The series kicks off the concert season Sept. 15 with the Brass Band of Central Florida. *stlukes-oviedo.org*

Attachment D

November/December 2013
OVIEDO-WINTER SPRINGS Life
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from the publisher

JUDY DUDA IS AN IRREFUTABLE GIFT TO OUR COMMUNITY

Although I learned of the St. Luke's Concert Series more than five years ago, I hadn't attended a single performance until last year when I went to a post-concert reception for the series' sponsors to take some photos for Oviedo-Winter Springs Life. I'm so glad I did. It was a truly amazing experience – a delight to the senses – and I highly recommend that you do your best to attend one of this year's anniversary concerts. – Mary Pando

I am so pleased to share our cover story with you this issue. It is not only because of my fondness for Judy, but also because of what she's given to our community. If you have never personally met Judy Duda, let me first share my impression of this high-octane septuagenarian with the energy, quick wit, and spunk of a college kid.

Judy is the founder of the remarkable St. Luke's Concert Series, now celebrating 20 years in our community, but her bio is still being written. There's an infectious spirit in Judy that inspires us to excel in our own lives. She continues to serve on charitable boards, executive committees, and councils such as WMFE, University of Central Florida, Albin Polasek Foundation, Lutheran Services of Florida, Concordia Foundation, and St. Luke's Lutheran Church. It's no wonder she was presented with the inaugural "HeART for the Arts" award by the Seminole Cultural Arts Council in 2008.

Judy's penchant for archiving was put to the test last year during the St. Luke's centennial, when she created a digital collection of images and metadata to produce four videos as well as permanent, museum-quality displays for the celebration. For the past two years she's been working on a 200-page digital compilation of archival photos and historical narrative of the Slavia community in Oviedo entitled *Like a Mustard Seed – A Century of Faith*. Soon to be published, this work will share the rich history of the founding families of Slavia, St. Luke's Lutheran Church and School, and the Lutheran Haven. Judy is currently narrating a documentary to include this history and the Duda family's legacy to be broadcast in Slovakia.

Judy's roots in our community go back more than 55 years when she began to make her mark as one of only three teachers at St. Luke's school. Today, she is an important part of cultivating the iconic Duda family name in our community. Make it a point to experience the St. Luke's Concert Series this year, and you'll see why it is celebrating two decades of fine, cultural entertainment.

– *Mary Pando*

Oviedo~Winter Springs
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Attachment E

UNIVERSITY OF CENTRAL FLORIDA

Office of the President
P.O. Box 160002
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March 5, 2019

Mr. William Yeargin, Chair
Nominating and Governance Committee
UCF Board of Trustees
University of Central Florida
Orlando, FL 32816

Dear Chair Yeargin:

I endorse the nomination made by Dean Jeffrey Moore for Judy Duda to be awarded an Honorary Doctoral Degree of Humane Letters from UCF.

The many contributions Mrs. Duda has made in the areas of education, the visual and performing arts and history, to name a few, have made Central Florida and our state a richer place. I believe her to be eminently qualified for this distinction.

Sincerely,

Thad Seymour, Jr.
Interim President

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