UNIVERSITY OF CENTRAL FLORIDA

Board of Trustees
Nominating and Governance Committee
UCF Rosen College of Hospitality Management
January 24, 2019

MINUTES

CALL TO ORDER

Trustee William Yeargin, chair of the Nominating and Governance Committee, called the meeting to order at 10:27 a.m. Committee members John Lord, Alex Martins, Beverly Seay and John Sprouls were present. Chairman Marcos Marchena, Vice Chair Robert Garvey, and Trustees Joseph Bolona, Kenneth Bradley, and Joseph Conte were also present.

MINUTES APPROVAL

The minutes from the November 15, 2018, Nominating and Governance Committee meeting were approved as submitted.

NEW BUSINESS

UCF Athletics Association Bylaws Amendments (NGC-1)
Brad Stricklin asked the committee to approve the amendments to the bylaws of the UCF Athletics Association. The bylaws were amended to align with the bylaws of other university direct support organizations. Amendments include changing the date of a required annual meeting from July to "fourth quarter of the fiscal year or as soon thereafter as possible"; designating all members as voting members; establishing term limits of two years, however, members may serve successive terms; eliminating the finance committee and incorporating those duties into the full board duties, the audit committee remains a working committee of the Board; removing the Executive Committee as a standing committee; eliminating the Executive Vice President position, those duties are now listed in the duties of the President of the Corporation (Athletics Director); changing Miscellaneous Provision #1 to reflect required BOT oversight; and restructuring the board. The old structure included the following as members: President of UCF, BOT designee, UCF Alumni Association President, UCF Golden Knights Club President, three members of the public, and members of the administration, faculty or student body as appointed by the President. The new structure includes the following as members: President of UCF or designee, BOT designee, one or more members of the public, one other UCF employee recommended by the President, and the Student-Athlete Advisory Committee president. An executive committee was also established. Stricklin also asked the committee to approve the

appointment of board members Manoj Chopra, Phyllis Klock, and Brendan Rennie. The committee unanimously approved the revisions to the bylaws and the appointments.

Proposed University Regulation UCF-1.00 Regulation Interpretation and Application (NGC-2)
Youndy Cook asked the committee to approve proposed regulation UCF-1.00. This regulation is proposed for adoption in order to establish general guidance on the interpretation and application of all university regulations, especially in the context of university activities and operations either outside of the State of Florida or in foreign jurisdictions. The purpose of such guidance is to inform those affected by university regulations that certain aspects of a given regulation - or, depending on the circumstances, the entire regulation - may be inapplicable when in conflict with the laws or rules of different jurisdictions. The committee unanimously approved the proposed regulation.

Amendments to University Regulation UCF-3.0191 Disciplinary Actions - USPS (NGC-3)
Cook asked the committee to approve amendments to UCF-3.0191 which amends the regulation to update language concerning probationary employees and the types of disciplinary actions that may be taken. Additionally, amendments are proposed to clarify language concerning standards for disciplinary action. Standards to address misuse of confidential information and misuse of position have been incorporated into the standard on Conduct Unbecoming of a Public Employee. The committee unanimously approved the proposed amendments.

Amendments to University Regulation UCF-4.034 University Direct Support Organizations (NGC-4)
Cook asked the committee to approve amendments to UCF-4.034 which amends the regulation to incorporate new language that complies with revised Board of Governors regulation 9.011 regarding direct support organization board member appointments, guidelines for direct support organization items requiring university Board of Trustee approval, and travel expenses for direct support organization staff. The committee unanimously approved the proposed amendments.

Amendments to University Regulation UCF-5.016 Student Academic Appeals (NGC-5)
Cook asked the committee to approve amendments to UCF-5.016 which amends the regulation to clarify the timeline of the academic appeal process and opens up service on the Student Academic Appeals Committee to all full-time instructional faculty categories. Other aspects of the process were clarified, particularly a statement of burden of proof, clarification of deadlines, and distribution of the committee action. The committee unanimously approved the proposed amendments.

Amendments to University Regulation UCF-5.020 Religious Observances (NGC-6)
Cook asked the committee to approve amendments to UCF-5.020 which amends the regulation to clarify the period of time in which a student must notify their instructors of their desire to observe a holy day. The committee unanimously approved the proposed amendments.

Amendments to University Regulation UCF-7.130 Administration and Finance; Procurement Services (NGC-7)
Cook asked the committee to approve amendments to UCF-7.130 which amends the regulation to remove section (3)(i)(23). The language in section (3)(i)(12) already captures this information

and conforms with the University's procurement guidelines with the Florida Board of Governors' Regulation 18.001 on the same topic. Additional language has also been added to section (6)(a) to clarify the appropriate means for procurement of commodities or contractual services. The committee unanimously approved the proposed amendments.

The Stephen W. Hawking Center for Microgravity and Education (INFO-1)
Liz Klonoff presented to the committee information on the proposed Stephen W. Hawking Center for Microgravity and Education. Prior to his death, Stephen Hawking, Ph.D. was able to experience zero gravity in Cape Canaveral Florida. Following that experience, he granted Space Florida and UCF the right to use his name in conjunction with a not-for-profit corporation to be 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. Space Florida and UCF have agreed that UCF would establish The Hawking Center as a direct support organization, with Space Florida appointing a minority of the Board and officer positions. With UCF as the majority stakeholder, The Stephen W. Hawking Center for Microgravity Research and Education will operate exclusively to hold, invest and administer property and to make expenditures to or for the benefit of the University of Central Florida. More specifically, the intended purpose of the corporation will be, in brief, to carry out leading space research enabled by a microgravity environment, attract support from and collaboration with private and public parties, and engage in educational and public outreach activities. This matter will return for Board approval at a future date to (1) incorporate "The Stephen W. Hawking Center for Microgravity and Education, Inc.", (2) register a related fictitious name "The Hawking Center", and (3) certify The Stephen W. Hawking Center for Microgravity and Education, Inc. as a direct support organization of the University of Central Florida.

The meeting adjourned at 10:58 a.m.

Reviewed by: _____ 3/26/19
William Yeargin
Chair. Nominating and Governance Committee
Date

Respectfully submitted: _____ 4/1/19
Grant J. Heston
Associate Corporate Secretary
Date