

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 Whittaker'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.

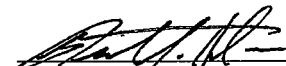
OTHER NEW BUSINESS

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:



Grant J. Heston
Associate Corporate Secretary

Date: 4/1/19