



UNIVERSITY OF CENTRAL FLORIDA

**Board of Trustees
Nominating and Governance Committee
FAIRWINDS Alumni Center
March 21, 2019**

MINUTES

CALL TO ORDER

Trustee William Yeargin, chair of the Nominating and Governance Committee, called the meeting to order at 9:15 a.m. Committee members John Lord, Alex Martins, and Beverly Seay were present and committee member John Sprouls attended by telephone.

MINUTES APPROVAL

The minutes from the January 24, 2019, Nominating and Governance Committee meeting were approved as submitted.

NEW BUSINESS

Approval of Settlement and Release Agreement Between the UCF Board of Trustees and Dale Whittaker (NGC-1)

Scott Cole asked the committee to approve the Settlement and Release Agreement between the UCF Board of Trustees and Dale Whittaker. This agreement has been reviewed and approved by the board chairman and Dr. Whittaker. Chairman Garvy urged the committee to approve the agreement in order for the university to move forward. The settlement amounts to \$600,000 and does not require any taxpayer funds. Due to tenure obligations, this agreement amounts to less than 20% of the value of Dr. Whittaker's tenure buyout and removes the threat of any litigation. The committee unanimously approved the Settlement and Release Agreement.

Amendments to University Regulation UCF-2.009 Admission of International Students (NGC-2)

Youndy Cook asked the committee to approve amendments to UCF-4.010 which updates 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.

Trustee Martins inquired what the previous score was used for admission. Trustee Bolona asked if this would implement admission for current students. Trustee Bradley asked what benchmarks other SUS universities use. Trustee Martin suggested to table this item until comparative data

has been obtained. Cole suggested that this be removed from the consent agenda and instead be presented at the full board meeting for approval at that time.

Nomination of Judy Duda for Honorary Doctoral Degree of Humane Letters (NGC-3)

Dean Jeffrey Moore asked the committee to approve an honorary Doctor of Humane Letters for Judy Duda for her significant support to the university and surrounding community. The motion passed unanimously.

Update of Trustees training program (INFO-1)

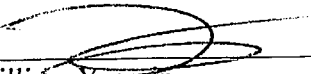
General Robert Caslen presented to the trustees an overview of the proposed Trustee training program. In response to the recent investigations into the misuse of funds, one of the priorities of the university is to implement education and culture training programs for various groups, including the Board of Trustees. Caslen provided a brief overview of the overall objectives of the training program, the proposed timeline, and different types of training that can be offered. The first session will be a May 17th training session by the Association of Governing Boards on fiduciary duty responsibilities, policies, and procedures. The Florida Board of Governors will also be providing training for Trustees on statute and regulations authority as well as fiscal policies.

Additional comments

Chair Yeargin would like to do a charter review of the committee charter at the next committee meeting. He also reminded the committee that the process for selecting a new board chair and vice chair begins next month, so that will also be coming to the committee at the next meeting. Yeargin would also like to review the presidential selection process again as the process will be starting again this fall in the search for a new president. Lastly, the committee will also discuss the request from Trustee Walsh that the roles of board secretary and general counsel be discussed. The topic was postponed from this meeting until the next in the interest of time.

The meeting adjourned at 9:57 a.m.

Reviewed by:



William Yeargin
Chair, Nominating and Governance
Committee

5/28/19

Date

Respectfully submitted:



Grant J. Heston
Associate Corporate Secretary

5/30/19

Date