



UNIVERSITY OF CENTRAL FLORIDA

**Board of Trustees
Nominating and Governance Committee
May 1, 2019
3:00 p.m.
President's Boardroom
Call-in Number: 800-442-5794, Passcode: 463796**

Agenda

- | | |
|--|---|
| I. CALL TO ORDER | William Yeargin
<i>Chair, Nominating and
Governance Committee</i> |
| II. ROLL CALL | Tanya Perry
<i>Coordinator, Legal Affairs</i> |
| III. MEETING MINUTES | |
| • Approval of the March 21, 2019 Nominating and Governance Committee meeting minutes | Chair Yeargin |
| IV. NEW BUSINESS | |
| • Rescind materiality guidelines (NGC-1) | Scott Cole
<i>Vice President and General
Counsel</i> |
| • Revise the Board of Trustees Delegation of Authority to the President (NGC-2) | Elizabeth Klonoff
<i>Vice President for Research, Dean
of the College of Graduate Studies</i>
Sandra Sovinski
<i>Deputy General Counsel
For Research</i> |
| • Amendments to University Regulation UCF-3.015 Promotion and Tenure of Tenured and Tenure-Earning Faculty (NGC-3) | Scott Cole
Youndy Cook
<i>Deputy General Counsel</i> |

- Amendments to University Regulation UCF-6.007 Traffic/Parking Regulation and Enforcement and UCF-6.008 Vehicle Registration Fees: Parking Violation Fines ([NGC-4](#)) Scott Cole
Youndy Cook
- UCF Academic Health Bylaws Amendments ([NGC-5](#)) Jeanette Schreiber
*Associate Vice President for
Medical Affairs and Chief Legal
Officer*
- Chair and Vice Chair Nominations, UCF Board of Trustees ([NGC-6](#)) Scott Cole
- Review Presidential Selection Process ([INFO-1](#)) Scott Cole
- Review Nominating and Governance Committee Charter ([INFO-2](#)) Scott Cole
- Discussion of items from February 12, 2019 Board of Trustees meeting ([INFO-3](#)) Scott Cole
 1. Board Secretary role
 2. Governance Organizational chart
 3. General Counsel reporting relationship

V. CLOSING COMMENTS

Chair Yeargin



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

Date

Respectfully submitted:

Grant J. Heston
Associate Corporate Secretary

Date

ITEM: NGC-1

**UCF BOARD OF TRUSTEES
Nominating and Governance Committee
May 1, 2019**

Title: Rescind Materiality Guidelines

Background:

Article IX, Section 7 of the Florida Constitution provides that the Board of Governors shall establish the powers and duties of the university boards of trustees. Board of Governors Regulation 1.001 delegates those powers and duties to the boards of trustees. The Board of Trustees may further delegate certain powers and duties to the President.

On July 23, 2009, the Board of Trustees approved Materiality Guidelines that were to serve as a guide for university administration on matters that must be submitted to the board for approval. These guidelines were utilized until October 26, 2017, when the Board of Trustees approved the board policy on Delegation of Authority to the President. This policy outlines the authority delegated to the president, as well as specifying the items that require specific approval of the board of trustees or consultation with the chair of the Board of Trustees.

Issues to be Considered:

The approval of the Delegation of Authority to the President board policy supersedes the Materiality Guidelines that were previously used, however those guidelines were never formally rescinded. To avoid any confusion, the committee would like for the board to approve the retraction of those guidelines.

Alternatives to Decision:

N/A

Fiscal Impact and Source of Funding:

None

Recommended Action:

Rescind the Materiality Guidelines

Authority for Board of Trustees Action:

N/A

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: Materiality Guidelines

Attachment B: Delegation of Authority to the President board policy

Facilitators/Presenters:

N/A

Attachment A

UNIVERSITY OF CENTRAL FLORIDA

MATERIALITY

I. Background

Article IX, Section 7, of the Florida Constitution captioned "State University System" provides in part: "A Board of Trustees shall administer each public university and a Board of Governors shall govern the State University System. Each local constituent university shall be administered by a Board of Trustees...." The Board of Governors shall establish the powers and duties of the Board of Trustees.

A Resolution adopted by the Board of Governors on January 7, 2003, provided that "each Board of Trustees is vested with authority to govern its University, as necessary to provide proper governance and improvement of the University in accordance with the laws and rules of the Board of Governors. Each Board of Trustees shall perform all duties assigned by law or by the Board of Governors."

II. Guidelines for Materiality

The UCF Board of Trustees wishes to adopt a policy regarding "materiality" to guide the administration in those matters that must be submitted to the Board of Trustees for approval. The policy will not apply to those items that have been specifically approved by the Board as part of the budget review process.

As a guiding principle, university management should promptly inform the Board of all material items affecting the university. A matter will be regarded as material to the university if it involves any of the following:

- (a) an annual financial commitment, obligation, or contingent risk of five million dollars or .5% percent of the university budget, whichever amount is smaller
- (b) a contractual obligation of more than five (5) years duration, having an aggregate net value of five million or more dollars
- (c) changes requiring SACS substantive-change approval
- (d) acquisition (including gifts), sale, or encumbrance of real property of at least one million dollars
- (e) potential for significant damage to the reputation of the university
- (f) any significant strategic changes to the university's primary mission or capital investment programs

Any item that is believed to have the potential to be material to the university should be referred to the Board of Trustees or its chair. In the great majority of cases, the matter will be dealt with by the Board of Trustees through its committee structure. However, some matters that could materially affect the university's reputation may require immediate action by the president or other members of the administration before it is possible to notify or consult with the Board of Trustees. In such cases, every effort should be made to consult with the chair of the Board and appropriate committee chair(s) before action is taken. In all such cases, the chair and Board should be appropriately informed as soon as practicable.

Items that meet this definition of "materiality" should be brought to the Board's attention as set forth above when they become known. In addition, the Board should also be informed of any items, which, by mandate of Statute, Board of Governors regulations, or Board of Trustees policy, require Board approval.

Attachment B

Policy BOT-4

**UNIVERSITY OF CENTRAL FLORIDA
BOARD OF TRUSTEES
POLICY**

Delegation of Authority to the President

POLICY STATEMENT

Article IX, Section 7 of the Florida Constitution provides that the Board of Governors shall establish the powers and duties of the university boards of trustees. Board of Governors Regulation 1.001, copy attached as Exhibit A, delegates those powers and duties to the boards of trustees.

The Board of Trustees desires to further delegate certain of its powers and duties to the President as more particularly described below. Any power or duty delegated by the Board to the President may be rescinded at any time by majority vote of the Board. Except as otherwise provided herein, the President may further delegate his or her powers and duties to employees of the University in accordance with the University's Policy on Delegation of Authority.

DEFINITIONS

Affiliated Entities: Direct support organizations, practice plan corporations, or self-insurance trust funds of the University of Central Florida.

Board: UCF Board of Trustees

BOG: Florida Board of Governors

President: President of UCF

UCF or University: University of Central Florida

PROCEDURES:

Except as provided herein, the Board delegates to the President all usual and customary powers of a President to administer the day to day operations of the University. This includes the powers and duties described in Board of Governors Regulation 1.001 and those reasonably implied therefrom, which are not required to be directly performed by the Board.

The President's authority also includes the following:

1. Propose regulations for approval by the Board.
2. Govern Traffic on the grounds of the University.
3. Close and/or suspend operations of the campus as deemed necessary.
4. Set the agenda for Board meetings in consultation with the Chair of the Board.
5. Establish the University calendar.
6. Administer the personnel program subject to Board and BOG policies and regulations.
7. Administer University travel in accordance with Section 112.061, Florida Statutes.
8. Administer the collective bargaining process.
9. Administer the financial activities of the university including proposing university budgets and managing university revenues and expenditures.
10. Administer the purchasing and construction programs and act as custodian for university property.
11. Execute contracts on behalf of the Board.
12. Oversee the research activities of the University, including managing the intellectual property of the university.
13. Oversee the philanthropic activities of the University.
14. Perform such other duties related to the above not specifically retained by the Board.

Items requiring specific approval of the Board:

1. All duties required to be undertaken directly by the Board pursuant to BOG Regulation 1.001.
2. Financial commitment, obligation, or contingent risk of five million dollars or .5% percent of the University budget, whichever amount is smaller.
3. Contractual obligation of either more than five (5) years' duration or an aggregate net value of five million or more dollars.
4. Changes requiring SACS substantive-change approval.
5. Acquisition (including gifts), sale, or encumbrance of real property.
6. Matters with potential for significant damage to the reputation of the University.
7. Any material change to the University's investment program.
8. Approval of capital projects valued at two million dollars or more and any material changes to such projects.
9. Borrowing of funds by the University or Affiliated Entities and any changes to the term of existing indebtedness.
10. Public Private Partnerships.
11. Use of University funds for capital improvement projects exceeding two million dollars in construction costs and all changes to such projects that increase project costs by more than 10 percent of the original estimate.
12. Creation, dissolution or amendment of governing documents of Affiliated Entities.
13. Review and confirmation of all appointments by the President to affiliated entities other than President or designee as provided in Section 1004.28 F.S.
14. Adoption of or amendment to the University strategic plan.

15. Annual operating and capital budgets for the University and Affiliated Entities and amendments to any line item of two million dollars or greater that exceeds 10% of the value of such line item.
16. University works plans, accountability plans and all other significant reports required to be submitted to the BOG.
17. Creation or termination of degree programs.
18. Naming of Buildings.
19. Establishment or closure of educational sites.
20. Amendment to University governing documents.
21. Establishment or elimination of Board Committees.
22. Hiring, supervision, termination and annual evaluation of the President.
23. University regulations and Board policies.
24. Annual institutional budget request and changes thereto in an amount greater than the lower of five million dollars or .5% of the budget
25. Adoption of new or changes in existing tuition and fees.
26. Internal and external audits of the University and Affiliated Entities.
27. Campus master plan, capital improvement plans, and amendments thereto.
28. Adoption or amendments to Committee charters.
29. Awarding of Tenure.
30. Collective bargaining agreements and impasse.
31. Conferral of degrees.
32. Transfer of university funds to, from, or among Affiliated Entities.
33. Performance unit plan adoption, amendment and cancellation as well as participation, goals and payments under the performance unit plan.
34. Hiring and firing or reduction of compensation of the Vice President and General Counsel, Chief Compliance Officer, and Chief Audit Executive, who shall report to the Board as well as the President.
35. Hiring and firing or reduction of compensation for the Chief Financial Officer and the Vice President of Administration or Chief Operating Officer.
36. Selection of Chair and Vice Chair of the Board.
37. All items required by the BOG or Florida Legislature to be approved by the Board.
38. Any additional items required by the Board to be approved by it.

Items requiring President to consult with the Board Chair before implementation:

1. Hiring, dismissal (except for Vice President and General Counsel, Chief Compliance officer and Chief Audit Executive) and any annual increase of more than 5% in the compensation of any Vice President or other direct report to the President, the head football coach or the head men's basketball coach. The President and Chair shall review and agree annually on the individuals that are governed by this provision.
2. Initiation, appeal or settlement of lawsuits involving the University or Affiliated Entities other than tort claims handled by the State Division of Risk Management.

3. Any matter which has the potential to create significant political or reputational issues for the University.
4. Employment contract with an employee of the University or an Affiliated Entity with a term greater than one year

INITIATING AUTHORITY
UCF Board of Trustees

History: New 10-26-2017. Amended 1-24-19.

Authority: Section 7(c), Art. IX, Fla. Const.; FL BOG Regulation 1.001; FL BOG Delegation Best Practices and Principles.

ITEM: NGC-2

**UCF BOARD OF TRUSTEES
Nominating and Governance Committee
May 1, 2019**

Title: Revise the Board of Trustees Delegation of Authority to the President

Background:

UCF employees currently have several UCF documents available for guidance in determining whether a contract is required to be presented to and/or approved by the Board of Trustees. These documents include the following:

UCF Board of Trustees Guidelines for Materiality (“Materiality Guidelines”)
Board of Trustees Delegation of Authority to the President (“Delegation of Authority”)
UCF Regulation 4.034 Direct Support Organizations (“Regulation 4.034”)

(1) These documents are not consistent as to dollar and/or term thresholds that require contract approval by the Board.

The more recent Delegation of Authority essentially renders the Materiality Guidelines unnecessary, and inconsistencies between the two cause uncertainties as to the requirements, which can be rectified by eliminating the Materiality Guidelines and updating the Delegation of Authority.

(2) UCF Regulation 4.034, which sets forth requirements for Board approval of certain DSO contracts, identifies certain exceptions, including for sponsored research, and including expenditures funded by third parties.

Historically, and to date, Research Contracts* have not been referred to or approved by the Board. However, neither the Delegation of Authority nor the Materiality Guidelines specifically refer to Research Contracts or any exceptions. Updating the Delegation of Authority to include an exception for Research Contracts would confirm current practice.

**Research Contracts: “all grants, contracts, and other agreements with terms and conditions for research, sponsored training, clinical trials, patents and licensing, technology transfer, and research compliance including but not limited to agreements that obligate university project funds.” UCF Policy 2-107.5.*

Issues to be Considered:

Inconsistencies (**boldface**):

Delegation of Authority	of	Materiality Guidelines	Regulation 4.034
Requires Approval	BOT	Requires BOT to be promptly informed ; Should be referred to BOT	Requires BOT Approval
Financial commitment, obligation, or contingent risk of five million dollars or .5% percent of the University budget, whichever amount is smaller.		An annual financial commitment, obligation, or contingent risk of five million dollars or .5% of the university budget, whichever amount is smaller.	An annual financial commitment, obligation, or contingent risk of five million dollars or .5% of the university budgets, whichever amount is smaller
Contractual obligation of either more than five (5) years' duration or an aggregate net value of five million or more dollars.		A contractual obligation of more than five (5) years' duration, having an aggregate net value of five million or more dollars	A contractual obligation of either more than five (5) years' duration or an aggregate net value of five million or more dollars

Alternatives to Decision:

- (1) Eliminate the Materiality Guidelines and Revise Delegation of Authority to clarify:
 - a. Contracts with an annual financial commitment, obligation, or contingent risk of five million dollars or .5% of the university budget, whichever is smaller, require Board approval;
 - b. Contracts with both (i) more than five (5) years' duration, and (ii) an aggregate net value of five million or more dollars, require Board approval;
 - c. Options, renewals, and extensions described in a contract are to be taken into account in evaluating thresholds for that contract;
 - d. Contract amendments that cause an executed contract to exceed the threshold require Board approval; *and*
 - e. Research Contracts meeting the thresholds do not require Board approval, **OR**

- (2) Eliminate the Materiality Guidelines and Revise Delegation of Authority to clarify:
 - a. Contracts with an annual financial commitment, obligation, or contingent risk of five million dollars or .5% of the university budget, whichever is smaller, require Board approval;
 - b. Contracts with both (i) more than five (5) years' duration, and (ii) an aggregate net value of five million or more dollars, require Board approval;
 - c. Options, renewals, and extensions described in a contract are to be taken into account in evaluating thresholds for that contract;

- d. Contract amendments that cause an executed contract to exceed the threshold require Board approval; *and*
 - e. Provide frequent Board availability, upon short notice, to approve Research Contracts that exceed the thresholds; **OR**
- (3) Eliminate the Materiality Guidelines and Revise Delegation of Authority to clarify:
- a. Contracts with an annual financial commitment, obligation, or contingent risk of five million dollars or .5% of the university budget, whichever is smaller, require Board approval;
 - b. Contracts with both (i) more than five (5) years' duration, and (ii) an aggregate net value of five million or more dollars, require Board approval;
 - c. Options, renewals, and extensions described in a contract are to be taken into account in evaluating thresholds for that contract;
 - d. Contract amendments that cause an executed contract to exceed the threshold require Board approval; *and*
 - e. Designate one Trustee with authorization to approve Research Contracts that exceed the thresholds.

Fiscal Impact and Source of Funding:

Potential for loss of research funding and sponsor relationships.

Recommended Action:

Adopt decision alternative (1), to eliminate the Material Guidelines, and revise the Delegation of Authority, including an exemption for Research Contracts.

Note: The recommended action is in agreement with the approach of the University of Florida Board of Trustees, who allow Research Contracts to be approved by the President or designee without Board approval, irrespective of threshold (which is \$10M for UF), except where there is a new appropriation requirement, new entity creation, or outside debt, and where there is a facilities or real estate transaction that exceeds the threshold. UF reports benchmarks for its research agreement exemption as Ohio State, Michigan, Penn State, and Texas, each of whom do not require Board approval of research and IP agreements, but do require Board approval of IP policy.

Authority for Board of Trustees Action:

Board of Governors' Regulation 1.001
Board of Governors' Sponsored Research Regulation 10.002
Board of Governors' Procurement Regulation 18.001

Committee Chair or Chairman of the Board approval:

Approved by Chair William Yeargin

Submitted by:

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

Supporting Documentation:

Attachment A: Board of Trustees Delegation of Authority to the President
Attachment B: UCF Board of Trustees Guidelines for Materiality
Attachment C: UCF Regulation 4.034 Direct Support Organizations

Attachment D: UCF Signature Authority Policy 2-107.5

Attachment E: Board of Governors' Regulation 1.001

Attachment F: Board of Governors' Sponsored Research Regulation 10.002

Attachment G: Board of Governors' Procurement Regulation 18.001

Attachment H: UF Governance Enhancement Standards

Facilitators/Presenters:

Sandra Sovinski, Deputy General Counsel for Research

Attachment A

Policy BOT-4

**UNIVERSITY OF CENTRAL FLORIDA
BOARD OF TRUSTEES
POLICY**

Delegation of Authority to the President

POLICY STATEMENT

Article IX, Section 7 of the Florida Constitution provides that the Board of Governors shall establish the powers and duties of the university boards of trustees. Board of Governors Regulation 1.001, copy attached as Exhibit A, delegates those powers and duties to the boards of trustees.

The Board of Trustees desires to further delegate certain of its powers and duties to the President as more particularly described below. Any power or duty delegated by the Board to the President may be rescinded at any time by majority vote of the Board. Except as otherwise provided herein, the President may further delegate his or her powers and duties to employees of the University in accordance with the University's Policy on Delegation of Authority.

DEFINITIONS

Affiliated Entities: Direct support organizations, practice plan corporations, or self-insurance trust funds of the University of Central Florida.

Board: UCF Board of Trustees

BOG: Florida Board of Governors

President: President of UCF

UCF or University: University of Central Florida

PROCEDURES:

Except as provided herein, the Board delegates to the President all usual and customary powers of a President to administer the day to day operations of the University. This includes the powers and duties described in Board of Governors Regulation 1.001 and those reasonably implied therefrom, which are not required to be directly performed by the Board.

The President's authority also includes the following:

1. Propose regulations for approval by the Board.
2. Govern Traffic on the grounds of the University.
3. Close and/or suspend operations of the campus as deemed necessary.
4. Set the agenda for Board meetings in consultation with the Chair of the Board.
5. Establish the University calendar.
6. Administer the personnel program subject to Board and BOG policies and regulations.
7. Administer University travel in accordance with Section 112.061, Florida Statutes.
8. Administer the collective bargaining process.
9. Administer the financial activities of the university including proposing university budgets and managing university revenues and expenditures.
10. Administer the purchasing and construction programs and act as custodian for university property.
11. Execute contracts on behalf of the Board.
12. Oversee the research activities of the University, including managing the intellectual property of the university.
13. Oversee the philanthropic activities of the University.
14. Perform such other duties related to the above not specifically retained by the Board.

Items requiring specific approval of the Board:

1. All duties required to be undertaken directly by the Board pursuant to BOG Regulation 1.001.
2. Financial commitment, obligation, or contingent risk of five million dollars or .5% percent of the University budget, whichever amount is smaller.
3. Contractual obligation of either more than five (5) years' duration or an aggregate net value of five million or more dollars.
4. Changes requiring SACS substantive-change approval.
5. Acquisition (including gifts), sale, or encumbrance of real property.
6. Matters with potential for significant damage to the reputation of the University.
7. Any material change to the University's investment program.
8. Approval of capital projects valued at two million dollars or more and any material changes to such projects.
9. Borrowing of funds by the University or Affiliated Entities and any changes to the term of existing indebtedness.
10. Public Private Partnerships.
11. Use of University funds for capital improvement projects exceeding two million dollars in construction costs and all changes to such projects that increase project costs by more than 10 percent of the original estimate.
12. Creation, dissolution or amendment of governing documents of Affiliated Entities.
13. Review and confirmation of all appointments by the President to affiliated entities other than President or designee as provided in Section 1004.28 F.S.
14. Adoption of or amendment to the University strategic plan.

15. Annual operating and capital budgets for the University and Affiliated Entities and amendments to any line item of two million dollars or greater that exceeds 10% of the value of such line item.
16. University works plans, accountability plans and all other significant reports required to be submitted to the BOG.
17. Creation or termination of degree programs.
18. Naming of Buildings.
19. Establishment or closure of educational sites.
20. Amendment to University governing documents.
21. Establishment or elimination of Board Committees.
22. Hiring, supervision, termination and annual evaluation of the President.
23. University regulations and Board policies.
24. Annual institutional budget request and changes thereto in an amount greater than the lower of five million dollars or .5% of the budget
25. Adoption of new or changes in existing tuition and fees.
26. Internal and external audits of the University and Affiliated Entities.
27. Campus master plan, capital improvement plans, and amendments thereto.
28. Adoption or amendments to Committee charters.
29. Awarding of Tenure.
30. Collective bargaining agreements and impasse.
31. Conferral of degrees.
32. Transfer of university funds to, from, or among Affiliated Entities.
33. Performance unit plan adoption, amendment and cancellation as well as participation, goals and payments under the performance unit plan.
34. Hiring and firing or reduction of compensation of the Vice President and General Counsel, Chief Compliance Officer, and Chief Audit Executive, who shall report to the Board as well as the President.
35. Hiring and firing or reduction of compensation for the Chief Financial Officer and the Vice President of Administration or Chief Operating Officer.
36. Selection of Chair and Vice Chair of the Board.
37. All items required by the BOG or Florida Legislature to be approved by the Board.
38. Any additional items required by the Board to be approved by it.

Items requiring President to consult with the Board Chair before implementation:

1. Hiring, dismissal (except for Vice President and General Counsel, Chief Compliance officer and Chief Audit Executive) and any annual increase of more than 5% in the compensation of any Vice President or other direct report to the President, the head football coach or the head men's basketball coach. The President and Chair shall review and agree annually on the individuals that are governed by this provision.
2. Initiation, appeal or settlement of lawsuits involving the University or Affiliated Entities other than tort claims handled by the State Division of Risk Management.

3. Any matter which has the potential to create significant political or reputational issues for the University.
4. Employment contract with an employee of the University or an Affiliated Entity with a term greater than one year

INITIATING AUTHORITY
UCF Board of Trustees

History: New 10-26-2017. Amended 1-24-19.

Authority: Section 7(c), Art. IX, Fla. Const.; FL BOG Regulation 1.001; FL BOG Delegation Best Practices and Principles.

Attachment B

UNIVERSITY OF CENTRAL FLORIDA

MATERIALITY

I. Background

Article IX, Section 7, of the Florida Constitution captioned "State University System" provides in part: "A Board of Trustees shall administer each public university and a Board of Governors shall govern the State University System. Each local constituent university shall be administered by a Board of Trustees...." The Board of Governors shall establish the powers and duties of the Board of Trustees.

A Resolution adopted by the Board of Governors on January 7, 2003, provided that "each Board of Trustees is vested with authority to govern its University, as necessary to provide proper governance and improvement of the University in accordance with the laws and rules of the Board of Governors. Each Board of Trustees shall perform all duties assigned by law or by the Board of Governors."

II. Guidelines for Materiality

The UCF Board of Trustees wishes to adopt a policy regarding "materiality" to guide the administration in those matters that must be submitted to the Board of Trustees for approval. The policy will not apply to those items that have been specifically approved by the Board as part of the budget review process.

As a guiding principle, university management should promptly inform the Board of all material items affecting the university. A matter will be regarded as material to the university if it involves any of the following:

- (a) an annual financial commitment, obligation, or contingent risk of five million dollars or .5% percent of the university budget, whichever amount is smaller
- (b) a contractual obligation of more than five (5) years' duration, having an aggregate net value of five million or more dollars
- (c) changes requiring SACS substantive-change approval
- (d) acquisition (including gifts), sale, or encumbrance of real property of at least one million dollars
- (e) potential for significant damage to the reputation of the university
- (f) any significant strategic changes to the university's primary mission or capital investment programs

Any item that is believed to have the potential to be material to the university should be referred to the Board of Trustees or its chair. In the great majority of cases, the matter will be dealt with by the Board of Trustees through its committee structure. However, some matters that could materially affect the university's reputation may require immediate action by the president or other members of the administration before it is possible to notify or consult with the Board of Trustees. In such cases, every effort should be made to consult with the chair of the Board and appropriate committee chair(s) before action is taken. In all such cases, the chair and Board should be appropriately informed as soon as practicable.

Items that meet this definition of "materiality" should be brought to the Board's attention as set forth above when they become known. In addition, the Board should also be informed of any items, which, by mandate of Statute, Board of Governors regulations, or Board of Trustees policy, require Board approval.

Attachment C

UCF-4.034 University Direct Support Organizations.

(1) As provided in Section 1004.28, Florida Statutes, and Florida Board of Governors Regulation 9.011, a Direct Support Organization is an organization that is certified by the University of Central Florida Board of Trustees as operating in a manner consistent with the goals of the University and the best interest of the State.

(2) To obtain certification as a Direct Support Organization, the organization must submit to the Board of Trustees the following:

- (a) The proposed Articles of Incorporation.
- (b) The proposed Bylaws, which shall describe the operating procedures and specific individual responsibilities of the Board of Directors, committees, and officers of the organization.

(3) The Articles of Incorporation and the Bylaws, together, shall provide that:

- (a) Persons employed by the organization shall not be considered to be employees of the State of Florida by virtue of employment by the organization.
- (b) The chief executive officer or director of the organization shall be selected and appointed by the governing board of the organization, subject to prior approval by the President of the University. The director or chief executive officer shall report to the President of the University or the President's designee, who shall be a vice president or other senior officer reporting directly to the President.
- (c) The chair of the Board of Trustees shall appoint a Trustee representative to the board of directors and executive committee of the organization, and the President of the University or his/her designee shall serve on the board of directors and executive committee of the organization. The Board of Trustees shall approve appointments to each direct support organizations Board of Directors, except for the chair's Trustee representative and the president (or president's designee). The chair's Trustee representative may not be the university president; nor may the chair and president appoint the same person to represent both the chair and the president on any one direct support organization board.
- (d) Any subsequent amendments to the Articles of Incorporation or Bylaws of the organization must be submitted to the Board of Trustees for approval prior to becoming effective.

- (e) The organization shall provide equal employment opportunities for all persons regardless of race, color, religion, sex, age, or national origin. Personal services provided to the organization must comply with Section 1012.976, Florida Statutes.
- (4) Upon certification by the Board of Trustees, a direct support organization is authorized to use the property, facilities and personal services of the University.
- (5) Direct support organizations shall conduct business in accordance with the Board of Trustees' Materiality Guidelines, UCF Debt Management Guidelines, and the Delegation of Authority to President. As required therein, the Board of Trustees shall approve: purchases, acquisitions, and project expenditures with an annual financial commitment, obligation, or contingent risk of five million dollars or .5% of the university budgets, whichever amount is smaller; a contractual obligation of either more than five (5) years' duration or an aggregate net value of five million or more dollars; and the issuance of debt by a direct support organization. The provisions of this paragraph are not intended to apply to either: (i) the receipt by or award of funds to a direct support organization, such as donations or sponsored research funding or (ii) a direct support organization expenditure where the funding is supplied by a third party (including but not limited to a granting agency, awarding entity, or donor) as part of a grant, award, sponsored research contract, or donation.
- (6) The President of the University shall have the authority to monitor and control the use of University name and resources by the organization, monitor compliance of the organization with state and federal laws and rules of the Board of Trustees, and approve salary supplements and other compensation or benefits paid to the University faculty and staff from organization assets.
- (7) The President of the University shall determine the compensation of organization employees from organization assets and such authority may not be delegated.
- (8) A Direct Support Organization shall prepare, at least annually, a budget to be reviewed and approved by the organization's governing board and the Board of Trustees.
- (9) The Direct Support Organization shall prepare quarterly expenditure plans for review and approval by the President or designee, who shall be a vice president or other senior officer of the university reporting directly to the President.
- (10) Direct support organizations shall provide for an annual audit by an independent certified public accountant, as prescribed by applicable law and rules, which shall be forwarded to the Board of Trustee for review and oversight.

(11) The University President may request that the Board of Trustees decertify a direct support organization if the President determines that the organization is no longer serving the best interest of the university. The request for decertification shall include a plan for disposition of the direct support organization's assets and liabilities.

(12) The organization shall comply with all other obligations required by law and regulation, including those required by Section 1004.28, Florida Statutes and Florida Board of Governor Regulation 9.011. As set forth therein, the organization shall not use state funds for travel expenses.

Authority: BOG Regulations 1.001 and 9.011. History—New 4-3-03; Formerly 6C7-4.034; Amended 5-11-09, Amended 9-15-14, 1-24-19.

Attachment D



UNIVERSITY OF CENTRAL FLORIDA

Office of the President

SUBJECT: Signature Authority / Salary Supplement Policy	Effective Date: 2/5/2019	Policy Number: 2-107.5	
	Supersedes: 2-107.4	Page 1	Of 7
	Responsible Authority: Vice President and General Counsel		

DATE OF INITIAL ADOPTION AND EFFECTIVE DATE 9/26/2012

APPLICABILITY/ACCOUNTABILITY

This policy applies to all written contracts relating to commercial and non-commercial transactions involving goods, supplies, equipment, services, programs, and real and personal property. The policy also applies to approval of salary supplemental payments.

BACKGROUND

The proper delegation of authority to execute contracts with external entities and to approve salary supplemental payment is necessary to minimize legal, financial, and related risks to the university. This policy regulates and clarifies which employees of the university have authority to sign contracts and to whom such authority may be delegated.

POLICY STATEMENT

A valid delegation of authority from the president or other university official listed herein provides individuals with the authority to enter into contracts with external entities on behalf of the university and/or to approve salary supplemental payments. Individuals who enter into contracts without signature authority may subject their departments or units to

finances and disciplinary action up to and including termination. Such individuals may also be personally liable under the contract.

DEFINITIONS

Conflict of Interest. A divergence between an individual's private interests and their employment obligations to the university such that an independent observer may reasonably question whether the individual's actions or decisions are influenced or determined by considerations other than the best interest of the university.

Contract. An agreement between two or more parties that creates an obligation to do or not do a particular thing. This includes memoranda of understanding, affiliation agreements, and leases. A contract does not require the payment of money or other compensation to create an obligation.

Delegation. The transfer of authority from one person to another.

Signature Authority. The authority to bind the university by contract.

PROCEDURES

I. Authorized Signatories

A. Level 1.

The president has authority to sign all contracts on behalf of the university pursuant to Section 5.1 of the Bylaws of the University of Central Florida Board of Trustees. This authority is retained and may be exercised notwithstanding delegations of authority to sign certain contracts to other administrative officers. Some contracts may be subject to prior approval of the Florida Board of Governors or UCF Board of Trustees before execution by the president or designee.

B. Level 2.

(1) The provost and vice president for Academic Affairs is the principal academic officer of the university and is the second-highest ranking officer of the university. The provost may execute all contracts and agreements, limited to \$500,000 in expenditures or liability relating to academic affairs, including research, health care, and licensing matters.

(2) The vice president for Administration and Finance is responsible for all nonacademic administrative operations of the university. The vice president for Administration and Finance may execute contracts involving administrative areas of the university up to \$500,000 and has final authority to approve sole-source

2-107.5 Signature Authority Policy 2

purchases. In accordance with UCF Regulation 7.203, the vice president for Administration and Finance may sign lease agreements up to \$1 million.

(3) The chief financial officer of the university is responsible for fiscal operations of the university and may execute contracts involving all fiscal areas of the university up to \$500,000.

(4) The vice president for Research and dean of the College of Graduate Studies may execute all grants, contracts, and other agreements with terms and conditions for research, sponsored training, clinical trials, patents and licensing, technology transfer, and research compliance including but not limited to agreements that obligate university project funds. This authority may be delegated as outlined by Section III, except that the Level 3 limits described therein do not apply. Level 3 limits shall apply to the vice president and all delegates for all agreements obligating non-project (departmental) funds. This subsection does not apply to the exclusive responsibilities of the College of Graduate Studies.

(5) The vice president for Health Affairs and dean of the College of Medicine, as the chief medical officer and health officer, may execute contracts and documents directly related to Academic Health Sciences Center or the College of Medicine, including the clinical practice, clinical and clinically-related services, clinical and related affiliations, and other agreements and documents relating to the development and operations of UCF Health, the College of Medicine, Student Health Services, and the Academic Health Sciences Center, limited to \$500,000 in expenditures or liability. This authority is limited to commitments of three years or less.

(6) The vice president and General Counsel may execute documents related to actual or threatened legal or administrative proceedings involving UCF or its direct support organizations, limited to \$500,000 in expenditures or liability.

C. Level 3.

Vice presidents may execute contracts on behalf of the university within their areas of responsibility, limited to \$250,000 in expenditures or liability, except as set forth in Section I(B) herein.

II. Additional Contracting Authority

A. Procurement of Goods and Services: The UCF Procurement Services department is responsible for coordinating procurement for the university and for the development of procurement policies and procedures. All personnel are required to abide by the Procurement Services department's policies and procedures when requisitioning goods and services unless otherwise exempted under those policies and procedures. The assistant vice president of Procurement Services may execute contracts for the procurement of goods and

2-107.5 Signature Authority Policy 3

services, limited to \$500,000 in expenditures or liability and limited to \$100,000 for leases.

- B. Due to the nature of building emergencies, the associate vice president for Administration and Finance (Facilities and Safety) may authorize expenditures of up to \$500,000 when acting in an emergency, as defined by the vice president for Administration and Finance. Further, the associate vice president for Administration and Finance (Facilities and Safety) may sign change orders and additional service authorizations on contracts that have previously been signed in compliance with this policy so long as such change orders do not exceed 10% of the project's original cost or cause a project to exceed its approved budget.

III. Delegation Parameters

The president and vice presidents may delegate their authority to sign agreements to other UCF employees as they deem necessary and appropriate. Except as otherwise stated in this policy, delegates are subject to the signature authority limits of Level 3 positions, as defined in Section I(C), unless further restricted by their delegations. It is unacceptable to divide contracts for related purposes into multiple parts in order to circumvent any monetary limits. The president and vice presidents have authority to approve salary supplemental payments in accordance with UCF and Human Resources policies and procedure and any applicable collective bargaining agreements and may delegate such authority as needed. These supplements include such things as uniform/tool allowances, one-time performance payments, stipends, awards, and criminal justice incentive pay.

IV. Delegation Responsibilities

- A. The person to whom authority is delegated and who approves any contract or transaction that constitutes a commitment between the university and external entities has the responsibility to:
 - (1) verify the availability of funds for the contract or transaction;
 - (2) obtain legal review and approval in compliance with UCF Policy 2-102.2;
 - (3) ensure that there is no real or apparent conflict of interest on the part of any individual or organization involved in the contract or transaction, or, where there is a real or apparent conflict of interest, the issues have been resolved prior to entering into the contract or transaction; and
 - (4) confirm that all necessary approvals have been obtained.
- B. Even if signature authority is delegated, the ultimate responsibility shall remain with the delegating individual (delegator).

V. Delegation Process

The procedures to follow for proper delegations of authority under this policy are outlined below.

2-107.5 Signature Authority Policy 4

- A. All delegations of authority must be in writing. A form to be used for such purpose can be found at the link below. Any delegations made shall supersede extant or prior delegations; accordingly, delegators should list all current delegations to a particular position rather than adding new delegations in separate writings.
- B. The delegation of authority is associated with an appointment. Delegation of authority does not transfer with the person who holds the appointment.
- C. The delegation must include (1) a specification of the scope, terms, and limitations of the delegation; (2) the contract or types of contracts the delegate is authorized to sign; and (3) the duration of the delegation, not to exceed the maximum limit as provided by this policy.
- D. A copy of the delegation must be transmitted within three business days to the Office of the General Counsel at contracts@ucf.edu. A copy must also be maintained in the office of both the delegator and the delegate. The Office of the General Counsel will maintain a master list of all delegations.
- E. By default, all delegations of authority governed by this policy are considered in effect for a period of three (3) years and may be less as stated in the delegation. Delegations may be revoked or modified at any time by the delegator. Upon the expiration of this authority, the appropriate individual must reauthorize the delegation in writing.
- F. Any senior administrative leadership change (to include an interim or acting leadership appointment) should precipitate a review of all existing delegations of authority to determine whether existing delegations of authority should continue under the new leadership.
- G. At the beginning of each fiscal year, all university officers should review the written delegations governing their areas to ensure that such delegations are current, accurate, and consistent with the needs of the institution and its various units.

VI. Penalties for non-compliance

- A. First violation: written reminder to the head of the department or unit of the requirements of the policy.
- B. Second violation: five hundred dollar fine assessed against the department or unit.
- C. Third and subsequent violations: one thousand dollar fine assessed against the department or unit.

- D. In addition to the above, the individual signing without authority shall be subject to progressive discipline consistent with existing policy, up to and including termination.

RELATED DOCUMENTS AND POLICY LINKS

The following policies or regulations should be consulted in conjunction with this policy.

- A. BOG 1.001 University Board of Trustees Powers and Duties:
http://www.flbog.edu/documents_regulations/regulations/1_001_PowersandDuties_Final.pdf
- B. Bylaws of the University of Central Florida Board of Trustees:
<https://bot.ucf.edu/files/2018/06/BOT-bylaws-Seventh-Amended-and-Restated.pdf>
- C. Procurement Services regulations:
<http://regulations.ucf.edu/chapter7.asp>
- D. Procurement Services Procedure Manual:
https://procurement.ucf.edu/wp-content/uploads/sites/3/2018/11/ProcurementServicesManual_112018.pdf
- E. Conflict of Interest regulation:
http://regulations.ucf.edu/chapter3/documents/3.018OutsideActivityorEmploymentFINAL2_Sept14.pdf
- F. Real property leasing regulation:
<http://regulations.ucf.edu/chapter7/documents/7.203RealPropertyLeasingFINALApril16.pdf>
- G. Contract review policy:
<http://policies.ucf.edu/documents/2-102.3ContractReview.pdf>
- H. University of Central Florida Board of Trustees Materiality Guidelines:
<https://bot.ucf.edu/files/2017/03/BOTMaterialityGuidelines.pdf>

CONTACTS

Office of the General Counsel, 4365 Andromeda Loop N., Millican Hall 360, Orlando, Florida, 32816-0015; (407) 823-2482.

FORMS

Delegation of Authority form:
<https://generalcounsel.ucf.edu/forms/>

INITIATING AUTHORITY

Vice President and General Counsel

POLICY APPROVAL (For use by the Office of the President)	
Policy Number: 2-107.5	
Initiating Authority: <u></u>	Date: <u>1/8/19</u>
University Policies and Procedures Committee Chair: <u></u>	Date: <u>12/17/18</u>
President or Designee: <u></u>	Date: <u>2/5/19</u>

History 2-107 9/26/2012; 2.107.1 2/13/2013; 2-107.2 5/1/2013; 2-107.3 2/25/2015; 2-107.4 6/9/2017, 2-107.5 10/29/2018, 12/17/2018

2-107.5 Signature Authority Policy 7

Attachment E

1.001 University Board of Trustees Powers and Duties

- (1) Pursuant to Article IX, section 7(c), Florida Constitution, the Board of Governors shall establish the powers and duties of the board of trustees as set forth herein and as may be established in Board of Governors' regulations. This regulation supersedes the delegation of authority to the boards of trustees contained in the Board of Governors' Resolution dated January 7, 2003. The intent of this regulation is to delegate powers and duties to the university boards of trustees so that the university boards have all of the powers and duties necessary and appropriate for the direction, operation, management, and accountability of each state university.
- (2) Composition of Boards; Membership and Organization.
 - (a) Each university shall be administered by a board of trustees, consisting of thirteen members dedicated to the purposes of the State University System. Each university board of trustees includes six members appointed by the Governor and five members appointed by the Board of Governors, all of whom must be confirmed by the Senate. All trustees are required to attend a Board of Governors orientation session, preferably prior to service on the university board. The chair of the faculty senate, or the equivalent, and the president of Student Government, or the equivalent, are also members. Board of trustee members shall serve staggered terms of five years and may be reappointed for subsequent terms, except for the faculty and student representatives who shall serve for the duration of the term of their respective elected offices. All members are public officers subject to the requirements of the Florida Code of Ethics.
 - (b) Each board of trustees shall select its chair and vice chair from the appointed members. Each chair shall serve for two years and may be reelected for one additional consecutive two-year term. Any exception to this term of office must be approved by a two-thirds vote of the board of trustees.
 - (c) The duties of the chair shall include presiding at all meetings of the board of trustees, calling special meetings of the board of trustees, attesting to actions of the board of trustees, and notifying the Board of Governors or the Governor, as applicable, in writing whenever a board member has three consecutive unexcused absences from regular board meetings in any fiscal year, which may be grounds for removal as provided in section 1001.71, Florida Statutes.
 - (d) The university president shall serve as the chief executive officer and corporate secretary of the board of trustees and shall be responsible to the board of trustees for all operations of the university and for setting

- the agenda for meetings of the board of trustees in consultation with the chair.
- (e) Members of the boards of trustees shall receive no compensation but may be reimbursed for travel and per diem expenses as provided in section 112.061, Florida Statutes.
 - (f) Each board of trustees shall establish the powers and duties of the university president.
 - (g) Each board of trustees shall be a public body corporate with all the powers of a body corporate, including the power to adopt a corporate seal, to contract and be contracted with, to sue and be sued, to plead and be impleaded in all courts of law and equity, and to give and receive donations. In all suits against the board of trustees, service of process shall be made on the chair of the board of trustees or on a university designee.
 - (h) Each board of trustees shall be primarily acting as an instrumentality of the state pursuant to section 768.28, Florida Statutes, for purposes of sovereign immunity.
 - (i) Each board of trustees is subject to the public records and open meetings requirements set forth in Article I, section 24 of the Florida Constitution and laws implementing that section.
 - (j) Each board of trustees shall keep and, within two weeks after a board meeting, post prominently on the university's website detailed meeting minutes for all meetings, including the vote history and attendance of each trustee, as provided in section 1001.71, Florida Statutes.
- (3) University Administration and Oversight.
- (a) Each board of trustees shall be responsible for the administration of its university in a manner that is dedicated to, and consistent with the university's mission which shall be otherwise consistent with the mission and purposes of the State University System as defined by the Board of Governors.
 - (b) Each board of trustees may establish committees of the board to address matters including, but not limited to, academic and student affairs, strategic planning, finance, audit, property acquisition and construction, personnel, and budgets.
 - (c) Each board of trustees shall adopt a strategic plan in alignment with the Board of Governors' systemwide strategic plan and regulations, and the university's mission. University strategic plans shall be submitted to the Board of Governors for approval.
 - (d) Each board of trustees shall prepare a multi-year workplan/report for the Board of Governors that outlines its university's top priorities, strategic directions, and specific actions and financial plans for

achieving those priorities, as well as performance expectations and outcomes on institutional and systemwide goals. The workplan/report shall reflect the university's distinctive mission and focus on core institutional strengths within the context of State University System goals and regional and statewide needs.

- (e) Each board of trustees shall have a policy addressing conflicts of interest for its members.
 - (f) Each board of trustees shall maintain an effective information system to provide accurate, timely, and cost-effective information about the university, and shall require that all data and reporting requirements of the Board of Governors are met.
 - (g) Each board of trustees may promulgate regulations and procedures related to data and technology, including information systems, communications systems, computer hardware and software, and networks.
 - (h) Each board of trustees is authorized to secure comprehensive general liability insurance.
 - (i) Each board of trustees may provide for payment of the cost of civil actions against officers, employees, or agents of its board.
 - (j) Each board of trustees is authorized to promulgate university regulations in accordance with the Regulation Development Procedure adopted by the Board of Governors.
 - (k) Each board of trustees may govern traffic on the grounds of the university and in other areas in accordance with law and any mutual aid agreements entered into with other law enforcement agencies.
 - (l) Each board of trustees shall be responsible for campus safety and emergency preparedness, to include safety and security measures for university personnel, students, and campus visitors.
 - (m) **Each board of trustees is authorized to create divisions of sponsored research and establish policies regulating the administration and operation of the divisions of sponsored research.**
- (4) Academic Programs and Student Affairs.
- (a) Each board of trustees shall adopt university regulations or policies, as appropriate, in areas including, but not limited to:
 1. authorization and discontinuance of degree programs;
 2. articulation and access;
 3. admission and enrollment of students;
 4. minimum academic performance standards for the award of a degree;
 5. student financial assistance;
 6. student activities and organizations;
 7. student records and reports;

8. antihazing, related penalties, and program for enforcement;
9. reasonable accommodation of religious observances; and
10. uniform student code of conduct and related penalties.

Such regulations or policies shall be consistent with any applicable Board of Governors' regulations.

- (b) Each board of trustees shall establish a committee to periodically review and evaluate the student judicial system. At least one-half of the members of the committee shall be students appointed by the student body president.
 - (c) Each board of trustees shall approve the internal procedures of student government organizations.
 - (d) Each board of trustees shall require that institutional control and oversight of its intercollegiate athletics program is in compliance with the rules and regulations of the National Collegiate Athletic Association. The university president is responsible for the administration of all aspects of the intercollegiate athletics program.
- (5) Personnel.
- (a) Each board of trustees shall provide for the establishment of the personnel program for all the employees of the university, including the president, which may include but is not limited to: compensation and other conditions of employment, recruitment and selection, nonreappointment, standards for performance and conduct, evaluation, benefits and hours of work, leave policies, recognition and awards, inventions and works, travel, learning opportunities, exchange programs, academic freedom and responsibility, promotion, assignment, demotion, transfer, tenure, and permanent status, ethical obligations and conflicts of interest, restrictive covenants, disciplinary actions, complaints, appeals and grievance procedures, and separation and termination from employment. To the extent allowed by law, university employees shall continue to be able to participate in the state group insurance programs and the state retirement systems.
 - (b) Each board of trustees shall act as the sole public employer with regard to all public employees of its university for the purposes of collective bargaining, and shall serve as the legislative body for the resolution of impasses with regard to collective bargaining matters.
 - (c) Each board of trustees shall select its university president subject to confirmation of the candidate by the Board of Governors and in accordance with the requirements of Regulation 1.002. A presidential search committee shall be appointed to make recommendations to the full board of trustees. The board of trustees shall select a candidate for confirmation by the Board of Governors. Prior to confirmation, the board of trustees shall submit a written description of the selection

process and criteria, the qualifications of the selected candidate, and a copy of the proposed employment contract to the Board of Governors for its consideration in confirming the candidate. The candidate selected by the board of trustees shall be required to appear before the Board of Governors at the meeting where confirmation of the candidate will be considered. Such meeting will be held as soon as practicable to ensure a timely transition. Renewals of presidential employment contracts shall be subject to confirmation by the Board of Governors and shall be limited to one-year terms.

- (d) In the event that a board of trustees selects an interim president, such selection is subject to confirmation of the candidate by the Board of Governors. If it is determined by the board of trustees to be in the best interests of the university, the interim president selected by the board may be delegated full authority to serve as the interim president during the period prior to confirmation by the Board of Governors. Continued service as interim president requires confirmation by the Board of Governors, and the candidate selected by the board of trustees shall be required to appear before the Board of Governors at the meeting where confirmation will be considered. Such meeting will be held as soon as practicable to ensure a timely transition.
 - (e) Each board of trustees shall develop guidelines for the annual evaluation of the president.
 - (f) Each board of trustees shall conduct an annual evaluation of the president. The chair of the board of trustees shall request input from the Chair of the Board of Governors, who may involve the Chancellor, during the annual evaluation process pertaining to responsiveness to the Board of Governors' strategic goals and priorities, and compliance with systemwide regulations.
- (6) Financial Management.
- (a) Each board of trustees shall be responsible for the financial management of its university and shall submit an institutional budget request, including a request for fixed capital outlay, and an operating budget to the Board of Governors for approval in accordance with the guidelines established by the Board of Governors.
 - (b) Each board of trustees shall establish tuition and fees in accordance with regulations established by the Board of Governors.
 - (c) Each board of trustees shall establish waivers for tuition and fees pursuant to regulations established by the Board of Governors.
 - (d) Each board of trustees shall engage in sound debt management practices for the issuance of debt by the university and its direct support organizations, and shall comply with the guidelines established by the Board of Governors in connection with the

- authorization, issuance and sale of university and direct support organization debt.
- (e) Each board of trustees shall account for expenditures of all state, local, federal, and other funds in accordance with guidelines or regulations established by the Board of Governors, and as provided by state or federal law.
 - (f) Each board of trustees may enter into agreements for, and accept, credit card payments as compensation for goods, services, tuition, and fees.
 - (g) Each board of trustees shall establish policies and procedures for the performance of annual internal audits of university finances and operations. All reports generated from such audits must be submitted to the Board of Governors after review and acceptance by the board of trustees, or its designee.
 - (h) Each board of trustees and each direct support organization shall submit annual financial statements to the Board of Governors.
- (7) Property and Purchasing.
- (a) Each board of trustees and university direct support organization must obtain prior approval from the Board of Governors before entering into a binding contractual obligation to improve real property that will result in the board or the direct support organization seeking a commitment of state funds for the development, construction, operation, or maintenance of an educational or research facility.
 - (b) Each board of trustees shall have the authority to acquire real and personal property and contract for the sale and disposal of same, and approve and execute contracts for purchase, sale, lease, license, or acquisition of commodities, goods, equipment, and contractual services, leases of real and personal property, and construction. The acquisition may include purchase by installment or lease-purchase. Such contracts may provide for payment of interest on the unpaid portion of the purchase price.
 - (c) With respect to state-funded real property acquisitions, each board of trustees may, with the consent of the Board of Trustees of the Internal Improvement Trust Fund, sell, convey, transfer, exchange, trade, or purchase real property and related improvements necessary and desirable to serve the needs and purposes of the university.
 1. The board of trustees may secure appraisals and surveys in accordance with the policies and procedures of the Board of Trustees of the Internal Improvement Trust Fund. Whenever the board of trustees finds it necessary for timely property acquisition, it may contract, without the need for competitive selection, with one or more appraisers whose names are

contained on the list of approved appraisers maintained by the Division of State Lands in the Department of Environmental Protection.

2. The board of trustees may negotiate and enter into an option contract before an appraisal is obtained. The option contract must state that the final purchase price may not exceed the maximum value allowed by law. The consideration for such an option contract may not exceed 10 percent of the estimate obtained by the board of trustees or 10 percent of the value of the parcel, whichever is greater, unless otherwise authorized by the board of trustees.
 3. Title to property acquired by a university board of trustees prior to January 7, 2003, and to property acquired thereafter with state funds shall vest in the Board of Trustees of the Internal Improvement Trust Fund. With respect to all other real property acquired by a university, such property shall be titled in the name of the university board of trustees, or as the trustees of the university may deem appropriate.
- (d) Each board of trustees shall submit to the Board of Governors, for approval, plans for all new campuses and instructional centers.
 - (e) Each board of trustees shall administer a program for the maintenance and construction of facilities.
 - (f) Each board of trustees may exercise the right of eminent domain pursuant to the provisions of chapter 1013, Florida Statutes.
 - (g) Each board of trustees shall be responsible for the use, maintenance, protection, and control of, and the imposition of charges for, university-owned or university-controlled buildings and grounds, property and equipment, name trademarks and other proprietary marks, and the financial and other resources of the university.
 - (h) With respect to any funds or real or personal property designated by will, deed, agreement, or court appointment to be held in trust for the benefit of the university, or its students, faculty members, officers, or employees, or otherwise, or for any educational purpose, a university board of trustees is authorized to act as trustee with full legal capacity as trustee to administer such trust property and, in such event, the title thereto shall vest in the board of trustees as trustee. In all such cases, the university board of trustees shall have the power and capacity to do and perform all things as fully as any individual trustee or other competent trustee might do or perform, and with the same rights, privileges, and duties including the power, capacity, and authority to convey, transfer, mortgage, or pledge such property held in trust and to contract and execute all other documents relating to said trust property which may be required for or appropriate to the

administration of such trust or to accomplish the purposes of any such trust. Nothing herein shall be construed to authorize a board of trustees to contract a debt on behalf of, or in any way to obligate, the state; and the satisfaction of any debt or obligation incurred by the board as trustee under the provisions of this section shall be exclusively from the trust property, mortgaged or encumbered.

- (i) Each board of trustees shall prepare and adopt a campus master plan pursuant to section 1013.30, Florida Statutes.
 - (j) Each board of trustees shall prepare, adopt, and execute a campus development agreement pursuant to section 1013.30, Florida Statutes.
 - (k) Each board of trustees may authorize the rent or lease of parking facilities, provided that such facilities are funded through parking fees or parking fines imposed by a university. A board of trustees may authorize a university to charge fees for parking at such rented or leased parking facilities and parking fines.
 - (l) Each board of trustees shall promulgate regulations that establish basic criteria related to the procurement of commodities and contractual services.
 - (m) Each board of trustees shall be responsible for the fire safety and sanitation of public educational and ancillary plants.
- (8) Miscellaneous Powers and Duties.
- (a) Each board of trustees is authorized to form such corporate entities as are necessary to establish and maintain faculty practice plans for the collection, distribution, and regulation of fees generated by faculty members engaged in the provision of healthcare services to patients as an integral part of their academic activities and employment as faculty. Each such faculty practice plan must be adopted by the board of trustees in accordance with regulations of the Board of Governors and approved by the Board of Governors.
 - (b) Each board of trustees is authorized to establish direct support organizations and university health services support organizations and certify them to use university property, facilities, and services.
 - (c) Each board of trustees may establish educational research centers for child development.
 - (d) Each board of trustees is authorized to protect, develop, and transfer the work products of university personnel and other university agents and contractors, which authority shall include but not be limited to licensing, assigning, selling, leasing, or otherwise allowing the use of or conveying such work products and securing and enforcing patents, copyrights, and trademarks on such products. Each board of trustees shall have policies and procedures concerning the work products of university personnel that facilitate technology development and

transfer for the public benefit. Such policies must include, without limitation, provisions that take into account the contributions of university personnel in the development of work products and that require any proceeds from such work products be used to support the research and sponsored training programs of the university.

- (e) Each board of trustees is responsible for compliance with all applicable laws, rules, regulations, and requirements.
- (f) Each board of trustees shall perform such other duties as provided by the Board of Governors, or as each board of trustees may determine are necessary or appropriate for the administration of the university so long as the trustees comply with any applicable laws and Board of Governors' regulations and policies.

Authority: Section 7(c), Art. IX, Fla. Const.; History: Resolution 1-07-03, New 3-26-09, Amended 09-16-10, 08-31-17.

Attachment F

10.002 Sponsored Research

- (1) University boards of trustees are authorized to create divisions of sponsored research and establish policies regulating the administration and operation of the divisions of sponsored research.
- (2) Each university shall annually certify to the Board of Governors that it has policies in place to negotiate, enter into, and execute research contracts including, but not limited to, policies for solicitation and acceptance of research grants and research donations, policies for the collection of fees and research donations in the context of university sponsored research, and policies relating to the appropriate use of research funds.
- (3) Each certification will further provide that reasonable control and monitoring systems are in place for research activities to comply with applicable laws and the mission and long term plans of the university. The certification will be submitted to the Board of Governors by October 1 of each calendar year.
- (4) The certification form will be signed, to the best of the certifying official's knowledge, by the most senior officer responsible for research as designated by the President and the annual certification will be reported to the board of trustees.

Authority: Section 7(d), Art. IX, Fla. Const.; History: New 6-22-17.

Attachment G

18.001 Procurement Regulation

(1) Authority of the Institutions.

Each university Board of Trustees shall adopt regulations establishing basic criteria related to procurement, including procedures and practices to be used in acquiring commodities and contractual services, as follows:

- (a) Removing any contractor from the University's competitive vendor list that fails to fulfill any of its duties specified in a contract with the University(s) and to reinstate any such contractor when satisfied that further instances of default will not occur.
- (b) Planning and coordinating purchases in volume and negotiating and executing agreements and contracts for commodities and contractual services under which the University may make purchases.
- (c) Evaluating, approving, and utilizing contracts that are entered into after a public and open competitive solicitation by any State of Florida agency or department, the Federal Government, other states, political subdivisions, cooperatives or consortia, or any independent college or university for the procurement of commodities and contractual services, when it is determined to be cost-effective and in the best interest of the University, to make purchases under contracts let by such other entities. Universities shall review existing consortia and cooperative contracts to identify potential savings and, if there is the potential for savings, enter into new consortia and cooperative contracts to achieve the savings, with the goal of achieving a five-percent savings on existing contract prices.
- (d) Awarding contracts for commodities and contractual services to multiple suppliers, if it is determined to be in the best interest of the University. Such awards may be on a university, regional or State University System-wide basis and the contracts may be for multiple years.
- (e) Rejecting or canceling any or all competitive solicitations when determined to be in the best interest of the University.
- (f) Barring any vendor from doing business with the University for demonstrated cause, including previous unsatisfactory performance.
- (g) Prohibiting University employees and University direct support organization employees participating on a procurement selection committee for commodities or services from soliciting donations from responding vendors during the selection process, except for donations or other benefits expressly stated in the procurement document.
- (h) Permitting the extension(s) of a contract, entered into as a result of a competitive solicitation, for up to twelve (12) months or until completion of the competitive solicitation and award or protest, whichever is longer.
- (i) Permitting the renewal(s) of a contract, entered into as a result of a competitive solicitation, for a period that may not exceed 5 years or twice the term of the original contract, whichever is longer. This provision is not intended to apply

retroactively; existing contracts entered into prior to January 1, 2017, including any specified renewal period(s) may continue in accordance with the existing contract terms.

(2) Competitive Solicitation Threshold.

Each university Board of Trustees shall establish a competitive solicitation threshold not greater than \$75,000 (the "Competitive Solicitation Threshold") for the purchase of commodities or contractual services.

- (a) When only one response is received to the competitive solicitation for commodities or contractual services that exceed the Competitive Solicitation Threshold, the University may review the solicitation responses to determine if a second call for a competitive solicitation is in the best interest of the University. If it is determined that a second call would not serve a useful purpose, the University may proceed with the acquisition.
- (b) The purchase of commodities and contractual services shall not be divided to avoid the requirement of competitive solicitation.

(3) Preferences for Florida-Based Vendors.

- (a) Preferences for Personal Property. When a University awards a contract to purchase personal property, other than printing, by competitive solicitation pursuant to paragraph (2) of this regulation, a preference shall be provided to vendors with a principal place of business in Florida (such vendors hereinafter referred to as "Resident Vendors") as follows:
 - 1. If the responsible and responsive vendor that submits the lowest bid, the most advantageous proposal, or the best value reply is one whose principal place of business is outside of Florida and is in a state or political subdivision thereof that grants a preference for the same purchase to a vendor in such state or political subdivision, as applicable, then the University shall grant the same preference to the responsible and responsive Resident Vendor with the lowest bid received pursuant to an Invitation to Bid, the most advantageous proposal received pursuant to a Request for Proposals, or the best value reply received pursuant to an Invitation to Negotiate.
 - 2. With respect to Invitations to Bid, if the lowest responsible and responsive bid is from a vendor whose principal place of business is in a state that does not grant a preference for the purchase to a vendor in such state, then the University shall grant a preference in the amount of five percent (5%) to the lowest responsible and responsive Resident Vendor.
 - 3. For vendors whose principal place of business is outside of Florida, such vendors must, at the time of submitting its bid, proposal or reply, provide a written opinion from a licensed attorney in its state specifying: (a) the preferences(s) granted by the state or political subdivision, as applicable, under the laws of that state to vendors whose principal place of business is in that state or political subdivision; and (b) how the preference is calculated. The

failure to submit the written opinion may be waived as non-material if all vendors responding to the solicitation have principal places of business outside of Florida.

4. The vendor's principal place of business, as represented by the vendor in its bid or reply, may be relied upon by the University without further inquiry. If the University determines that a vendor has misrepresented its principal place of business, the vendor's bid, proposal or reply shall be rejected.
 5. For the purpose of paragraph (3)(a), "personal property" shall be defined as goods and commodities, but not real estate, intellectual property or services.
- (b) Preferences for Printing. When a University purchases printed materials by competitive solicitation pursuant to paragraph (2) of this regulation, a preference shall be provided Resident Vendors as follows:
1. If the lowest responsible and responsive bid received pursuant to an Invitation to Bid is from a vendor whose principal place of business is outside of Florida, then the University shall grant a preference to the lowest responsible and responsive Resident Vendor in the amount of five percent (5%) if the University has determined that the printing can be performed by the Resident Vendors at a level of quality comparable to that obtainable from the vendor submitting the lowest bid whose principal place of business is outside of Florida.
 2. For purposes of subparagraph 3(b)(1), the level of quality shall be determined by whether a vendor satisfies the minimum specification requirements as set forth in the Invitation to Bid.
- (c) Method of Calculating Five Percent Preference.
1. If the competitive solicitation is an Invitation to Bid, then an amount equal to five percent (5%) of the total base bid and any alternates shall be deducted from the base bid and alternates, as applicable, of the lowest responsible and responsive Resident Vendor's bid.
- (d) Determining a Vendor's Principal Place of Business. A vendor's "principal place of business" is determined as follows:
1. If the vendor is an individual or a sole proprietorship, then its "principal place of business" is in the state where the vendor's primary residence is located.
 2. If the vendor is a business organization, then its "principal place of business" is in the state where the majority of the vendor's executive officers direct the management of the vendor's business affairs.
- (e) Federally Funded Projects. Purchases made to perform specific obligations under federally funded projects shall not be subject to this preference requirement to the extent the application of a preference is not allowed under applicable federal law or regulation.
- (4) Exceptional Purchases.
Each university is authorized to make exceptional purchases of commodities or contractual services as follows:

- (a) Purchase of Products with Recycled Content. Each University may establish a program to encourage the purchase and use of products and materials with recycled content and postconsumer recovered material.
 - (b) Purchase of Private Attorney Services. Written approval from the Attorney General is not required for private attorney services acquired by the University.
 - (c) Purchase of Insurance. Each University shall have the authority to purchase insurance as deemed necessary and appropriate for the operation and educational mission of the University.
 - (d) Purchase of Printing. However, if a University determines that it is in the best interests of the University to purchase printed materials through a competitive solicitation process, the preference provision in paragraph (3)(b) shall apply.
- (5) Purchases from Contractors Convicted of Public Entity Crimes.
A University shall not accept a competitive solicitation from or purchase commodities or contractual services from a person or affiliate who has been convicted of a public entity crime and has been placed on the State of Florida's convicted vendor list for a period of 36 months from the date of being added to the convicted vendor list.
- (6) Competitive Solicitation Exceptions.
The following types of purchasing actions, and commodities and contractual services purchases are not subject to the competitive solicitation process:
- (a) Emergency Purchases. When a university president or his/her designee determines, in writing, that the delay due to the competitive solicitation process is an immediate danger to the public health or safety or the welfare of the University, including University tangible and/or intangible assets; or would otherwise cause significant injury or harm not in the best interest of the University, the University may proceed with the procurement of commodities or contractual services without a competitive solicitation.
 - (b) Sole Source Purchases. Commodities or contractual services available from a single source may be exempted from the competitive solicitation process.
 - (c) Purchases from Contracts and Negotiated Annual Price Agreements established by the State of Florida, other governmental entities, other Universities in the State University System, or other independent colleges and universities are not subject to further competitive solicitation.
 - (d) The following listed commodities and services are not subject to competitive solicitation:
 - 1. Artistic services;
 - 2. Academic reviews;
 - 3. Lectures;
 - 4. Auditing services;
 - 5. Legal services, including attorney, paralegal, expert witness, appraisal, arbitrator or mediator services;

6. Health services involving examination, diagnosis, treatment, prevention, medical consultation or administration. Prescriptive assistive devices for medical, developmental or vocational rehabilitation including, but not limited to prosthetics, orthotics, wheelchairs and other related equipment and supplies, provided they are purchased on the basis of an established fee schedule or by a method that ensures the best price, taking into consideration the needs of the client;
7. Services provided to persons with mental or physical disabilities by not-for-profit corporations organized under the provisions of s. 501(c)(3) of the Internal Revenue Code or services governed by the provisions of the Office of Management and Budget Circular A-122;
8. Medicaid services delivered to an eligible Medicaid recipient by a health care provider who has not previously applied for and received a Medicaid provider number from the Department of Children and Family Services. This exception will be valid for a period not to exceed 90 days after the date of delivery to the Medicaid recipient and shall not be renewed;
9. Family placement services;
10. Training and education services;
11. Advertising, except for media placement services;
12. Services or commodities provided by governmental agencies, another University in the State University System, direct support organizations of the university, political subdivisions or other independent colleges and universities;
13. Programs, conferences, workshops, continuing education events or other university programs that are offered to the general public for which fees are collected to pay all expenses associated with the event or program;
14. Purchases from firms or individuals that are prescribed by state or federal law, or specified by a granting agency;
15. Regulated utilities and government franchised services;
16. Regulated public communications, except long distance telecommunication services or facilities;
17. Purchases from an Annual Certification List developed by each University;
18. Purchases for resale;
19. Accounting Services;
20. Contracts or services provided by not-for-profit support and affiliate organizations of the University, direct support organizations, health support organizations and faculty practice plans;
21. Implementation/programming/training services available from owner of copyrighted software or its contracted vendor; or
22. Purchases of materials, supplies, equipment, or services for instructional or sponsored research purposes when a director of sponsored research or designee certifies that, in a particular instance, it is necessary for the efficient

or expeditious prosecution of a research project in accordance with sponsored research procedures or to attain the instructional objective.

(7) Vendors Excluded from Competition.

In order to ensure objective contractor performance and eliminate unfair competitive advantage, contractors that develop or draft specifications, requirements, statements of work, Invitations to Bid, Request for Proposals and/or Invitations to Negotiate shall be excluded from competing for such procurements.

(8) Standard of Conduct.

It shall be a breach of ethical standards for any employee of a University to accept, solicit, or agree to accept a gratuity of any kind, form or type in connection with any contract for commodities or services. It shall also be a breach of ethical standards for any potential contractor to offer an employee of a University a gratuity of any kind, form or type to influence the development of a contract or potential contract for commodities or services.

Authority: Section 7(d) Art. IX, Fla. Const.; History: New 3-27-08, Amended 3-28-13, 11-3-16.

Attachment H

3.14.17

UF Governance Enhancement Standards

I. Mission, Overview, Principles

A. University of Florida Governance Enhancement Mission Statement

1. **Overarching Mission:** To advance the University of Florida's stature and associated contributions, as summarized below by the University of Florida Board of Trustees (BOT) at its December 2016 meeting, through governance standards that foster good and appropriate Board governance, while also enabling the University President and his administration to operate and manage the University efficiently and effectively and to successfully pursue UF's priority goals.

"As the highest priorities of the University, the University of Florida Board of Trustees enthusiastically affirms its Endorsement and Commitment (1) to the University's Top 10 Public Research University Goals, the UF Metrics That Matter to measure progress toward these goals, and the Plan for achieving these goals, as presented by President Fuchs and his team at the Board's November 3, 2016 Retreat; and (2) to the Board of Governors' Performance Funding Metrics; and (3) to the dashboards for tracking progress against the Metrics That Matter and the Performance Funding Metrics, as presented by Provost Glover and favorably reviewed by the Board; and (4) to working with dedication, and to supporting the President and Senior Administration in working with dedication, to achieve these priorities."
University of Florida Board of Trustees, December 2, 2016

B. University of Florida Governance Enhancement Principles

1. **Effectiveness/Feasibility:** The governance enhancement standards (standards) are not intended to interfere with efficient operations. There is an intent to promptly revisit any standard that causes issues in practice to see if a change is warranted. The standards would also be reviewed promptly if experience reveals any gaps in good governance practices, and will be reviewed every 5 years for good governance in any event.
2. **Catch-All:** If any additional transaction or other matter of UF, any Affiliate (Direct Support Organizations/DSOs and Practice Plans/PP) or any Shands Entity--beyond ordinary business matters and not covered by the specified standards--would be considered material to UF and/or an Affiliate or Shands Entity, including its resources or reputation, or would generate significant media attention, the UF President or designee is expected to confer with the BOT Chair and to notify the BOT Vice Chair; if determined significant, this will be followed by notice to the Trustees. Also if any matter is expected to generate significant media attention outside of the ordinary course, the UF President is expected to notify all Trustees. The BOT Chair and President shall collaborate over time to support their mutual understanding of this expectation, recognizing that there are judgments involved for both of them and that health, safety and operational exigencies may require priority responses before these communications.

3.14.17

3. **Delegation:** The UF BOT Chair and Vice Chair may delegate their roles under the standards to other Trustees, in consultation with the UF President. The UF President may delegate his roles under the standards to appropriate senior executives/managers with expertise in the relevant area (e.g., finance, construction).

4. **Shands Entities:** Shands Entities are not treated as generic Affiliates, and UF and Shands Entities have formulated good governance practices tailored for Shands Entities. **The objective is to increase information, without fundamentally changing the character of the Shands Entities or the UF and Shands Entities relationship that have resulted in an almost 40-year record of rating agencies, creditors and courts treating Shands Entities' and UF's/the state's assets, debts and liabilities as separate.** Tailored practices are: (1) related to Debt, see Exhibit B (previously approved by the UF BOT and reviewed favorably by the BOG and Cabinet) to the Full Chart of Governance Enhancement Standards & Approval or Communication Types (Full Standards Chart or Chart) and (2) enhanced communications with the UF BOT Chair and Vice Chair in advance of other major undertakings by Shands Entities leadership (see, e.g., Chart #2, #5, #6--advance communications with UF Board Chair and Vice Chair regarding Shands Entities' construction projects, goods and services agreements, and real estate transactions; Chart #7 and Exhibit B--good governance practices on Shands Debt; see also, Chart #1 and Exhibits A and B--on UF BOT ratification of UF Pres./designee's appointments to Shands Entities' boards; Chart #14—UF BOT approval of creation of a new entity by Shands; and principle 2 above--catch all).

5. **Effect of UF or Affiliate Involvement:** Whenever UF and/or Affiliate(s) are parties to a transaction (e.g., goods and services or real estate) that triggers an approval threshold under the standards—and an outside, non-UF family member is also a party—the relevant approvals must be obtained and advance notice provided as a prerequisite to UF and/or the Affiliate(s) entering into a binding contract or taking a binding action. Where a Shands Entity is also a party to such a transaction (of UF and/or Affiliate(s) with a non-UF family member), UF and/or the Affiliate(s) still must satisfy the approval and notice prerequisites to their respective participation, even though the standards call for the Shands Entity to only provide information in connection with its participation. Intra-UF-family goods and services and real estate transactions over a threshold are not subject to approvals under the standards, but must satisfy other requirements specified (Chart #5 and #6). These requirements include, e.g., reporting real estate transactions to a central UF record in advance, and reporting to the UF BOT Finance and Facilities Committee at its regular meetings. (“Intra-UF-family” means any combination of UF, Affiliate(s), and Shands Entit(ies).)

3.14.17

II. Full Chart of Enhanced Governance Standards & Approval or Communication Types* (Full Standards Chart or Chart) required before binding action

A: Full UF BOT approval

A/Gov.: UF BOT Governance Committee approval –or **A/FF:** UF Finance and Facilities Committee approval

B: UF Pres. approval (without BOT or Chair)

C: UF Pres. approval after UF BOT Chair concurs and UF BOT Vice Chair is notified

D: UF Pres. approval after conferring with UF BOT Chair and notifying UF BOT Vice Chair

E: UF Pres. and UF Trustee on Shands Entity Board/Member must vote in Shands Board majority for Shands Board action on debt to be effective

Information: To be given in advance to UF Pres., UF BOT Chair and Vice Chair

*When the UF Pres/BOT Chair must approve/concur in, confer on, or receive information about—or the UF BOT Vice Chair and Trustees are to receive notice respecting—an Affiliate matter, this is in their executive and service capacities in their role on behalf of the Affiliate to further its good governance. When the UF Pres. and/or UF BOT Chair and Vice Chair are to receive information from Shands Entities, this also is in their executive and service capacities for Shands Entities.

Advance concurrence of, conferring with, or information to the UF BOT Chair and advance notice to the Vice Chair are to be followed (but not necessarily before binding action) by notice to all Trustees (or presentation at a UF Board or committee meeting) even though not stated throughout. In receiving such notice, all Trustees act in their executive and service capacities. (These communications may be oral; that they occurred will be recorded.)

UF Pres./designee may provide approval by voting in favor as a member of an Affiliate Board, may approve in advance, or may ratify before an Affiliate Board vote becomes effective, as most convenient for the Affiliate.

UF Pres.’ vote in favor of an action on an Affiliate Board is UF Pres. approval.

See definitions and benchmarks at the end of the following Full Standards Chart:

Action	Type of Approval or Information	Additional requirements, exceptions
<p>1. (a) UF Pres. Appointments to UF Category 1 Affiliate Boards and the Shands Entities’ Boards</p> <p>(As of 3/17, UF Fnd, UF Research Fnd, UF Athletic Assoc., Boosters, UF Invest. Corp., UF Develop. Corp., Shands Entities)</p> <p>(b) Practice Plans will have a UF Pres. appointee.</p>	A	<p>Additional requirements, exceptions</p> <p>Additional Requirements: Appointees under 1 (a) and (b) begin serving upon appointment by the Pres., subject to UF BOT ratification on the Consent Agenda, with Gov. Comm. recommendation.</p> <p>Exceptions: (a) UF Pres. appointment of a designee (e.g., UF SVP/COO) to</p>

3.14.17

		<p>serve on any Affiliate Board in lieu of UF Pres. where that is permitted in the Bylaws, or (b) UF Pres. appointment of 1 official from a list of officials (e.g., UF VP/CFO or SVP/COO) specified in Bylaws, or (c) UF Pres. appointments to Category 2 & 3 Affiliates --do not require BOT ratification (except that the UF Pres. appointee to each Practice Plan Board does require BOT ratification).</p>
<p>Newly Required Examples: (a) Ratification of UF Pres. appointments to Boards of UAA, Boosters, UF Fnd, UF Research Fnd, UF Investment Corp. UF Development Corp., Shands Teaching Hospital and Clinics, Shands Jacksonville Healthcare (parent of Jax hospital), Shands Jacksonville Medical Center, and UF Pres. appointment of a member of each Practice Plan Board require ratification. (See exceptions above.)</p> <p>Still Not Required Examples: (a) UF Pres. appointments to Category 2&3 Affiliate Boards, e.g., Alumni Assoc., Law Alumni Assoc., UF Historic St. Augustine, IFAS research DSOs, do not require UF BOT ratification.</p>		
<p>2. (a) Capital Facilities Projects >\$2M (unless the specific >\$2M project is listed in a capital budget or in a projects line item in an operating budget that has already been approved by A for UF or C for Affiliates) or (b) Any Capital Project Needing New State Appropriation Request or (c) Any Energy Savings Contract (ESCO) or (d) Facilities Project of >\$2M Scope Change Oder Increasing GMP >10% or Needing New State Appropriation Request</p>	<p><u>UF</u>— A (whether publicly or privately funded) A/FF for Change Order <u>Affiliate</u>— C (if privately funded) or A (if Energy Savings Contract or if bonded or if needing a state appropriation request) <u>Shands Entities</u>— Information (threshold TBD at or above UF's threshold)</p>	<p><u>Additional Requirements:</u> <u>UF:</u> (a) Quality discussion to occur -- including priority and funding options--at a regular or dedicated UF BOT/FF Comm. meeting before the BOT/FF Comm. meeting when approval is requested (and not just that meeting's prep. call). (b) UF Pres./designee approves UF contracts (i) for BOT-approved projects (UF procurement/ bidding, standard forms apply) and (ii) for projects ≤\$2M. (b) BOG approval of UF Leg. Budget Request is also required. (c) By statute/BOG Debt Mgt Guidelines, UF Energy Savings Contract of any amount requires</p>

3.14.17

<p>--UF and Affiliate facilities projects over applicable thresholds are to be reported to the UF FF Comm. at its regular meetings.</p> <p>--Affiliates must notify UF SVP/COO, VP/Business Affairs, or UF Development Corp. in advance of all capital projects for a central UF record.</p>		<p>UF BOT approval; if >\$10M BOG approval is also required.</p> <p><u>Affiliates:</u></p> <p>(a) Affiliate Board must approve projects >\$2M (may do so in its budgeting process)</p> <p>(b) Affiliate CEO and UF VP/Bus. Affairs must approve contracts for approved projects.</p> <p>(c) UF procurement/bidding process must be followed and UF contract forms must be used.</p> <p>(d) However, for clinical facilities projects that are off campus (and not on UF BOT- or State of Florida- owned or leased property):</p> <p>Practice Plans may engage a Shands Entity and use its forms and procurement and project processes (rather than UF's) to leverage Shands' specialized clinical facilities development expertise, volume purchases, and administrative support infrastructure for quality, better pricing and lower cost for the Practice Plan.</p> <p>(e) All Affiliate Energy Savings Contracts require UF BOT and Affiliate Board approval as debt. (DSOs are already required by statute/BOG Debt Mgt Guidelines.)</p> <p>(d) DSO Energy Savings Contracts >\$10M also require BOG approval per statute and BOG Debt Mgt Guidelines.</p>
--	--	---

3.14.17

		<p>(e) DSO P3 projects require UF BOT and BOG approval, when covered by BOG P3 regulations.</p> <p><u>Shands Entities:</u> (a) Shands budget processes apply.</p> <p>(b) See Exhibit A, p.4 re: Shands Jax Bylaws require the Jacksonville parent corp. chair (i.e., UF Pres./ designee) as chair or member to approve capital budget, along with the Shands Jax Entity Board.</p> <p><u>Exceptions:</u> <u>UF and Affiliates:</u> (a) Capital projects ≤\$2M that do not require a state appropriation request are approved by UF Pres./designee or Affiliate CEO/ designee</p>
<p><u>Newly Required Examples:</u> (a) A applies to privately funded UF projects >\$2M —e.g., Heavener Hall, Med. Ed.—and those with state appropriations—e.g., Chemistry—which were BOT-approved previously, but BOT will now have the opportunity for a robust discussion at a separate meeting before acting. (b) UAA FB Practice Facility, proposed FB, Baseball, Softball facilities would require C even if private donor-funded; would continue to require A if bond-funded or if state appropriation request is needed. (c) Information is to be provided to the UF Pres., BOT Chair and Vice Chair by Shands Entities on their projects over a threshold (and if financed, Exhibit B debt requirements apply)—e.g., Cardiac/Neurology Hospital.</p> <p><u>Still Not Required Examples:</u> (a) Minor projects ≤\$2M do not require A (for UF) or C (for Affiliates) or Information (from Shands Entities)- e.g., replacement of an outdated HVAC system; minor projects to renovate/refresh office space (painting, flooring, lighting). (b) Studies/plans would not require A or C (if not providing project approval)—but under “catch all” a strategic plan material to UF or Affiliate, e.g., UAA \$100M facility plan, would require advance discussion between the UF Pres. and BOT Chair, with notice to the Vice Chair—Trustees would be notified or a presentation would be made at a BOT meeting.</p>		
<p>3. Capital Budget (stand-alone or as a category in operating budget)</p> <p>--Regardless of whether a capital budget approval threshold is triggered, an Affiliate Board may request and</p>	<p>UF—</p> <p style="text-align: center;">A</p> <p>Affiliate—</p> <p style="text-align: center;">C (if >\$10M capital budget-- or applies regardless of size of budget if Affiliate</p>	<p><u>Additional Requirements:</u> <u>UF:</u> (a) BOG must also approve.</p> <p><u>Affiliate:</u> (a) Affiliate Board must approve capital budget of any amount, and may approve a project line</p>

3.14.17

<p>obtain C approval of its capital budget or a project line item in an operating budget that lists a project of >\$2M, in order to obtain approval of such listed >\$2M project as part of the Affiliate’s budgeting process in lieu of separately seeking project approval under #2.</p>	<p>seeks approval of listed individual project of >\$2M as part of the budgeting process, rather than project approval under #2)</p> <p style="text-align: center;"><u>B</u></p> <p>(if >\$2M - ≤\$10M capital budget)</p>	<p>item in an operating budget (#4) or capital budget for miscellaneous minor projects (where each project is ≤\$2M) that are approved as part of the budget.</p> <p>(b) The nature of the UF approval—C or B—will depend on the size of the budget and whether a >\$2M project approval is sought.</p> <p><u>Shands Entities:</u></p> <p>(a) Shands budget processes apply.</p> <p>(b) See Exhibit A, p.4 re: Shands Jax Bylaws require the Jacksonville parent corp. chair (i.e., UF Pres./ designee) as chair or member to approve capital budget, along with the Shands Jax Entity Board.</p> <p><u>Exceptions:</u> N/A</p>
<p><u>Newly Required Examples:</u> (a) UAA FB training facility (\$60M), Baseball stadium extension/renovation (\$28.6M), Softball facility renovation (\$9.3M) would now require C for the project(s) (under #2) or C for a capital budget that is >\$10M or specifies any project >\$2M for approval (under #3) before binding action. (b) B is required for all Affiliate capital budgets of >\$2M to ≤\$10M (e.g., Gainesville COM Practice Plan’s FY17 capital budget of \$4.9M driven by Springhill; Jax COM Practice Plan FY17 budget of \$6M driven by North Jax Office Building); but if these projects are also listed in the budget for approval as part of the budget process, C would be required for the budget to approve any project of >\$2M (or the project must separately obtain C approval under #2).</p> <p><u>Still Not Required Examples:</u> (a) Florida Foundation Seed Producers \$574K FY17 capital budget for miscellaneous small projects ranging from \$2K for computers to \$50K for small grain cleaning equipment, to \$200K for land leveling, grading, and storage sheds would not require C (just Affiliate Board’s approval).</p>		
<p>4. Operating Budget</p> <p>--An Affiliate Board may request and obtain C approval of its facilities projects line item in its operating budget listing a >\$2M project, to obtain approval of such >\$2M project</p>	<p>UF—</p> <p style="text-align: center;"><u>A</u></p> <p>Affiliate—</p> <p style="text-align: center;"><u>B</u></p> <p>(generally)</p> <p style="text-align: center;"><u>C</u></p>	<p><u>Additional Requirements:</u></p> <p><u>UF:</u></p> <p>BOG approval is also required under BOG Reg. 9.007.</p> <p><u>Affiliate:</u></p> <p>(a) Affiliate Board must approve operating budget</p>

3.14.17

<p>as part of the Affiliate’s budgeting process in lieu of seeking project approval under #2.</p> <p>--See Chart #2 and #3 regarding options for approval of a facilities project of >\$2M in the capital or operating budgeting process. See #3 regarding approval of miscellaneous minor projects (each <\$2M) in capital or operating budget line items.</p>	<p>(if the Affiliate seeks approval of a listed facilities project >\$2M as part of the budget process, rather than project approval under #2)</p>	<p>(b) UF Board will receive a table from UF Pres./designee (e.g., VP/CFO) with a standardized high level summary of all Affiliates’ operating budgets within 90 days after FY.</p> <p><u>Shands Entities:</u></p> <p>(a) Shands budget processes apply.</p> <p>(b) See Exhibit A, p.4 re: Shands Jax Bylaws require the Jacksonville parent corp. chair (i.e., UF Pres./ designee) as chair or member to approve operating budget, along with the Shands Jax Entity Board.</p>
<p>5. Goods and Services Transactions if Contract is (a) ≥\$10M total value & ≥\$2M/yr. av. (revenues in or payments due), or (b) >10 years & exclusive</p>	<p>UF—</p> <p style="text-align: center;"><u>A/Gov.</u></p> <p>Affiliate—</p> <p style="text-align: center;"><u>C</u></p> <p><u>Shands Entities—</u></p> <p style="text-align: center;"><u>Information</u></p> <p>(threshold TBD at or above UF’s threshold)</p>	<p><u>Additional Requirements:</u></p> <p><u>UF:</u></p> <p>(a) BOG Reg. 18.001 limits renewal and extension terms for UF contracts (≤1 yr. or longer extension to complete a new procurement process; longer of ≤5 yrs. or twice the original term for a renewal right in the contract)</p> <p><u>UF and Affiliates:</u></p> <p>(a) Renewal term requires A/Gov. (for UF) or C (for Affiliates) if— together with the initial term—the approval threshold is triggered.</p> <p>(b) However, if benchmarking per a to-be-BOT-approved IOM justifies renewal, the approval thresholds are applied to the renewal term on its own to determine if such approval is needed.</p> <p><u>Affiliates:</u></p> <p>(a) Affiliate Board or Affiliate Board Chair with advance notice</p>

3.14.17

		<p>to Affiliate Board Vice Chair (or other senior Board officer) must approve transactions over the threshold.</p> <p>(b) UF procurement principles are generally followed by Affiliates, with flexibility to adapt implementation. (E.g., for clinical goods and services, the coordination of equipment, supplies and services purchases across the clinical continuum (UF college clinical practice, Practice Plans, Hospitals) is important to optimize clinical care. Clinical integration needs justify coordination and uniformity of purchasing with Shands Entities to ensure efficient clinical operations.)</p> <p><u>Shands Entities:</u></p> <p>(a) Shands budget and procurement processes apply.</p> <p>(b) See Exhibit A, p.4 re: Shands Jax Bylaws require the Jacksonville parent corp. chair (i.e., UF Pres./ designee) as chair or member to approve goods/personal property acquisition and disposition over a threshold, along with the Shands Jax Entity Board.</p> <p><u>Exceptions:</u></p> <p><u>UF and Affiliates and Shands:</u></p> <p>(a) Intra-family (any combination of UF, Affiliate(s), Shands Entit(ies)) transactions do not require A or C approval (for UF or Affiliate) or Information (from Shands).</p> <p><u>UF and Affiliates:</u></p>
--	--	--

3.14.17

		<p>(a) UF Pres./designee approves transactions below the threshold.</p> <p>(b) Medicaid and Medicare contracts do not require A (UF) or C (Affiliate) approval.</p> <p><u>Affiliates:</u></p> <p>(a) For clinical goods and services, Practice Plans also have opportunities to optimize cost and administrative efficiency across the clinical continuum (UF College/ Practice Plan/Hospitals). Practice Plans may engage a Shands Entity and use its forms and procurement and project processes (rather than UF’s) to leverage Shands specialized expertise, volume purchasing, and administrative support infrastructure for better pricing and lower cost for the Practice Plan.</p>
<p><u>Newly Required Examples:</u> (a) A/Gov. approval will now be required of transactions before UF enters binding contracts above threshold (e.g., Aramark/food service, Follet/bookstore, Pepsi, Sierra-Cedar/student academic support operating system, Pearson/On-line Ed, RTS Bus service). (b) When UF is a party to a transaction over the threshold with a 3rd party and/or an Affiliate (e.g., Pepsi contract), A/Gov (for UF) and C (for Affiliate) are required because such approval(s) are required for UF and/or Affiliate participation (whether or not Shands is also a party). (c) If Shands is the sole UF family signatory of a contract over the TBD threshold with an outside 3rd party, Information is to be provided to the UF Pres., BOT Chair and Vice Chair.</p>		
<p><u>Still Not Required Examples:</u> (a) Routine goods and services transactions (software, consulting, office equipment, etc.) with contracts below the threshold do not require A/Gov (for UF) or C (for Affiliate) approval. (b) Intra-family (UF, Affiliate(s), Shands Entit(ies)) transactions do not require A/Gov approval (for UF) or C approval (for Affiliate) or F information (from Shands) (e.g., UF COM providing clinical/medical director services to Shands, Practice Plan services agreement to COM).</p>		
<p>6. (a) Real Estate Full Title, (b) Easements (grant) >25 yr. (except utilities, access near road), (c) Leases >10 yrs. or >50K sf or >\$10M NPV lease payments</p>	<p>UF— A Affiliate— C Shands Entities— Information</p>	<p><u>Additional Requirements:</u> <u>UF and Affiliates:</u> (a) The UF BOT for UF (or BOT Chair for Affiliates) may delegate some otherwise required A or C approval –and/or require some kinds of transactions to be</p>

3.14.17

<p>--All UF and Affiliate, and all intra-family real estate transactions will be reported to UF SVP/COO in advance of binding action for central record-keeping. (Intra-family=among any combination of UF, Affiliate(s), Shands Entit(ies).)</p> <p>--Real estate transactions over applicable thresholds (A for UF or C for Affiliates)—and intra-family real estate transactions over the threshold (while not requiring approval)—will be included in a report to the UF FF Comm. at its regular meetings.</p>	<p>(threshold TBD at or above UF's threshold)</p>	<p>vetted—by the UFDC Board (UF DSO with specialized expertise).</p> <p><u>Affiliates:</u> (a) Affiliate Board must approve transactions over the threshold.</p> <p><u>Shands Entities:</u> (a) Shands budget and real estate processes apply.</p> <p>(b) See Exhibit A, p.4 re: Shands Jax Bylaws require the Jacksonville parent corp. chair (i.e., UF Pres./ designee) as chair or member to approve real estate transactions over a threshold, along with the Shands Jax Entity Board.</p> <p><u>Exceptions:</u> <u>UF and Affiliates and Shands:</u> (a) Intra-family transactions do not require A approval (UF) or C approval (Affiliate) or <u>Information (from Shands)</u>. But advance notice of all intra-family real estate transactions to UF SVP/COO is required for central record; and intra-family transactions over threshold are included in UF FF Comm. report.</p> <p><u>UF and Affiliates:</u> (a) UF Pres./designee approves easement acquisitions, and leases and easement grants below the thresholds.</p>
<p><u>Newly Required Examples:</u> (a) UF BOT approved the 50-yr. Duke Energy Easement grant due to state (not BOT) ownership of the land; now any easement grant >25 yrs. (other than utility/access near roads) will require UF BOT approval, even if UF BOT holds title and the state Internal Improvement Trust Fund would not require this. (Any non-easement, full title transaction, e.g., acquisition or disposition of forest land by IFAS, required UF BOT approval in the past and will continue to require that approval.) (b) C approval will now be required for the UF Foundation's (and other Affiliates', including Practice Plans') real estate full title transactions (e.g., Foundation acquisition of Kangaroo</p>		

3.14.17

<p>property, Leonardo’s property, and 3 nearby parcels) and for easement grants and lease transactions over the relevant threshold.</p> <p>Still Not Required Examples: (a) UF and Affiliate utility easement grants (e.g., along Archer Rd.), easement acquisitions, and leases ≤10 yrs and ≤50K sf and ≤\$10M NPV lease payments do not and will not require A approval (for UF) or C approval (for Affiliates) (e.g., Sunrise FL lease to UF for the Exec. MBA program/7K sf, 6 or 7 yrs., NPV Lease Payments below threshold; Foundation lease of Coral Gables Office property which is 5 yrs., 4K sf, and below the NPV Lease Payments threshold; Jacksonville Practice Plan lease from a private party to house College of Dentistry clinics—5K sf/~6 yrs., NPV Lease Payments below threshold). (b) Intra-family (any combination of UF, Affiliate(s), Shands Entit(ies)) transactions do not require A approval (for UF) or C approval (for Affiliates) or F Information (from Shands) (e.g., Shands making office space leases to UF Practice Plan for UF COM clinics) unless Florida Internal Improvement Trust Fund requires A approval for state- (not UF BOT-) owned land.</p>		
<p>7. Debt (including Energy Savings Contracts, P3 transactions)</p>	<p>UF— A</p> <p>Affiliate— A</p> <p>Shands Entities— E / Exhibit B</p>	<p><u>Additional Requirements:</u> <u>UF and DSOs:</u> (a) BOG approval is also required unless excepted by BOG Debt Mgt Guidelines.</p> <p><u>Shands Entities:</u> (a) Shands debt processes apply.</p> <p>(b) See Exhibit A, p.4 re: Shands Jax Bylaws require the Jacksonville parent corp. chair (i.e., UF Pres./ designee) as chair or member to approve long-term debt, along with the Shands Jax Entity Board.</p> <p><u>Exceptions:</u> <u>UF and DSOs:</u> (a) BOG Debt Mgt Guidelines exceptions list some debt that requires A, but not BOG, approval.</p> <p><u>Shands:</u> (a) Exceptions to E are for fully collateralized temporary operating lines of credit for ordinary business, already approved budget line items, refinancing without extension of maturity date to realize debt</p>

3.14.17

		service savings, intra-family non-recourse loans ≤\$20M/≤ 30 yrs.
<p>Newly Required Examples: (a) Practice Plan debt (including Energy Savings Contracts and P3) will require A. (DSO debt continues to require A.) (b) Exhibit B protocols now apply to Shands Entities Debt (e.g., for Cardiac and Neurology Hospitals).</p> <p>Still Not Required Examples: (a) Debt Mgt Guidelines exceptions to BOG approval for UF and DSO debt (e.g., for fully collateralized temporary operating lines of credit for ordinary business, already approved budget line items, refinancing without extension of maturity date to realize debt service savings, DSO non-recourse loans ≤\$20M/≤ 30 yrs.).</p>		
<p>8. Compensation of All UF VPs (whether direct report to the Pres. or not) & All UF Pres. Exec. Direct Reports (initial and when changed)</p>	<p>UF— C (C here means BOT Chair concurrence—also can't finalize hiring unless BOT Chair concurs in initial comp.)</p>	<p>Additional Requirements:</p> <p>(a) market support for comp. is required, including consideration of individual accomplishments and contributions</p> <p>(b) BOT Vice Chair and Gov. Comm. members informed at least annually</p> <p>(c) (not a comp. issue) General Counsel is hired and fired by the Pres. but has an appropriate reporting relationship and ultimate accountability to the BOT as the University (per BOG governance standards).</p> <p>(d) (not a comp. issue) Chief Audit Exec. and Chief Compliance Officer report administratively to the Pres. (and also to the SVP/COO) and report functionally to the BOT (per BOG Reg. 4.002(5) & 4.003(5)).</p> <p>Exceptions: N/A</p>
<p>Newly Required Examples: (a) Gov. Comm. members to be informed at least annually of all VPs' and all Pres. Exec. Direct Report (e.g., Exec. Chief of Staff) comp. (BOT Chair concurrence continues to be a prerequisite.)</p> <p>Still Not Required Examples: (a) Compensation decisions for personnel below the organizational level of VP or Exec. Direct Report to the Pres. are made by the UF Pres./designee (e.g., Deans, Directors of areas, all other).</p>		
<p>9. Firing Any UF VP (whether direct report to the Pres. or not) or Exec. Direct Report to UF Pres.</p>	<p>UF— D</p>	<p>Additional Requirements:</p> <p>UF:</p> <p>(a) UF regs. apply (BOT approves regs.)</p>

3.14.17

		<u>Exceptions:</u> N/A
<p><u>Newly Required Examples:</u> (a) Before any VP or any Exec. Direct Report (e.g., Exec. Chief of Staff) to the Pres. is fired (or non-renewed), D will occur (and UF’s BOT-approved regs. also apply). This would be done anyway but is now a requirement.</p>		
<p><u>Still Not Required Examples:</u> (a) Firing or non-renewing personnel below the organizational level of VP or Exec. Direct Report to the Pres. are made by the UF Pres./designee (e.g., Deans, Directors of areas, all others) and UF BOT-approved regs. apply.</p>		
<p>10. Hiring, Firing, Initial and Changed Compensation of (a) UF Pres. and (b) Affiliate CEO/Pres.</p>	<p>UF— A</p> <p>Affiliate— D</p> <p>Shands Entities— N/A (but see additional requirements in next column)</p>	<p><u>Additional Requirements:</u> <u>UF:</u> (a) BOG ratification of initial hiring and extension of appointment of UF Pres. is also required.</p> <p>(b) Pres. employment contract may determine initial comp. and provide formula for changed comp. Gov. Comm. & BOT may approve next year’s goals; Gov. Comm. may determine satisfaction of year-just-ending goals, dictating comp. going forward under contract formula.</p> <p><u>Affiliates:</u> (a) UF Pres. conferring with UF BOT Chair and notifying Vice Chair on CEO comp. is to confirm appropriate process to determine reasonability in the relevant market (for initial comp.—arms-length negotiation/market data/individual; and for total comp. on change—IRS rules process/individual).</p> <p>(b) Affiliate Board approves hiring, firing, and gives final approval of initial comp. of CEO. Affiliate Board or comp. committee gives final approval of total comp. as reasonable in the market upon a change.</p>

3.14.17

	<p>(c) The UF Pres. (since 2007 and with D now applying) is authorized to remove Affiliate CEO “for cause” or “unacceptable performance.”</p> <p><u>Shands Entities:</u> (a) Shands processes apply. Shands Board hires, fires, CEO and follows IRS process to ensure reasonability of comp. in the relevant market. UF Pres./designee is on comp. committee. (See #1 re: appointment and ratification of Shands Entities’ Boards. Also, Shands Entity Pres. (highest ranking administrator) and/or Shands Board Chair, is the same individual as UF SVPHA (designee of UF Pres.) or is the UF Pres.)</p> <p>(b) See Exhibit A, p.4 re: Shands Jax Bylaws require the Jacksonville parent corp. chair (i.e., UF Pres./ designee) as chair or member to approve election and removal of CEO, along with the Shands Jax Entity Board.</p> <p><u>Exceptions:</u> <u>Affiliates:</u> (a) UF Pres. conferring with UF BOT Chair before approving comp. is not to judge the specific amount of comp., but is to confirm that an appropriate process is being followed to determine that the amount is reasonable in the relevant market (for which the IRS has created good practice rules, including market assessment, that substantively make sense in any event).</p>
<p><u>Newly Required Examples:</u> (a) D required for hiring, firing, initial and changed compensation of Affiliate CEO (UAA CEO/AD, UFICO CEO, Gatorcare Pres.)</p>	

3.14.17

<p>Still Not Required Examples: (a) D is not to determine specific compensation of an Affiliate CEO, provided it is within the relevant market reasonable range, as determined by the appropriate process.</p>		
<p>11. Hiring, Firing of Affiliate Other “Disqualified Person” (not CEO)</p> <p>(senior exec. with institution-wide effect/influence or compensated primarily by revenues from an area s/he controls--see notes at end for IRS definition)</p>	<p>Affiliate—</p> <p>Advance notice to UF Pres., BOT Chair and Vice Chair is required</p>	<p>Additional Requirements:</p> <p>Affiliate:</p> <p>(a) Purpose of notices is to provide heightened awareness/accountability (e.g., opportunity to ask questions)—not to second guess expert judgment of Affiliate CEO on qualifications/fit.</p> <p>(b) Affiliate CEO decides, but must give advance notices.</p> <p>Exceptions:</p> <p>Affiliate:</p> <p>(a) This standard doesn’t apply to hiring or firing of an Affiliate employee who is not a Disqualified Person. That is Affiliate CEO’s decision.</p>
<p>Newly Required Examples: (a) Advance notice to the UF Pres., UF BOT Chair and Vice Chair is required for the hiring/firing of Head FB and Men’s Basketball Coaches by UAA/AD. (Advance notice now is required for hiring/firing of other Disqualified Persons (not CEO) by all Affiliates’ CEOs, e.g., when the UFICO CEO hires/fires its COO and some investment leadership staff.)</p> <p>Still Not Required Examples: (a) The Affiliate CEO hires/fires other personnel (e.g., coaches other than Head FB and Men’s Basketball). (UAA has many subsidized sports; this is highly operational; accountability is through AD whose hiring/firing by the UF Pres. does require conferring with UF BOT Chair and notifying Vice Chair in advance—per #10.)</p>		
<p>12. Initial Total Compensation and Upon Change Total Compensation with Change of (a) Affiliate other Disqualified Persons (not CEO) (regardless of comp. amount) and (b) Any Other Affiliate Employee with \geq\$1M/yr. av. comp.</p>	<p>Affiliate—</p> <p><u>D</u></p>	<p>Additional Requirements:</p> <p>(a) For Disqualified Persons regardless of amount of comp.: Affiliate CEO decides initial comp., with D applying, based on arms-length recruitment, market data/individual for initial comp.; and total comp. is subject to Affiliate Board or Comp. Comm. final reasonability in the relevant market determination upon a change in comp. per IRS rules. (Conferring is to confirm appropriate process for reasonability in the market.)</p> <p>(b) For other employees who have \geq\$1M/yr. av. comp:</p>

3.14.17

		<p>Affiliate CEO decides comp., with D applying, based on arms-length negotiation initially and relevant market data/individual initially and upon change</p> <p><u>Exceptions:</u> <u>Affiliate:</u> (a) UF Pres. conferring with UF BOT Chair before approving comp. is not to judge the specific amount of comp., but is to confirm that an appropriate process is being followed (as provided above) to determine that the amount is reasonable in the relevant market</p> <p>(b) This standard doesn't apply to compensation of an Affiliate employee who is not a Disqualified Person and who does not earn \geq\$1M/yr. on av.</p>
<p><u>Newly Required Examples:</u> (a) UF Pres. approval, after conferring with the UF BOT Chair and notifying the Vice Chair, is now required for comp. of (i) UAA/ Head FB and Men's Basketball Coaches, UFICO COO and some UFICO investment leadership staff (Disqualified Persons); and (ii) UAA Baseball Coach (employee with \geq\$1M/yr. av. comp.). For change in compensation, the final Affiliate Board or comp. comm. determination is required.</p> <p><u>Still Not Required Examples:</u> (a) Compensation of other personnel by Affiliate is Affiliate CEO decision.</p>		
<p>13. Research and IP Agreements</p>	<p>UF—</p> <p><u>B</u> (generally)</p> <p><u>A</u> (for any required outside debt or creation of a new entity or request for new appropriation)</p> <p><u>A</u> (for facilities construction or real estate transaction over applicable threshold)</p> <p><u>Affiliates—</u> Affiliate CEO approves</p>	<p><u>Additional Requirements:</u> <u>UF:</u> (a) Research conflict and IP regs. approved by UF Board (as has been the case).</p> <p>(b) As endorsed by BOG, UF Pres./designee approves most research and IP agreements, as well as temporary internal financing from a UF sponsored research fund to begin work under cost reimbursable research awards (common in research). These bring resources to UF, require specialized expertise, advance core mission.</p>

3.14.17

	<p>(generally)</p> <p>But A (for any required Affiliate outside debt or new entity creation or request for new appropriation)</p> <p>But C (for any required Affiliate facility construction or real estate transaction above applicable threshold)</p>	<p>Special funds are intended for research (indirect cost recovery, private donations and clinical revenues available for research, appropriated funds authorized or budgeted for research, and interest on these).</p> <p><u>Affiliate:</u> (a) Affiliate CEO/designee approves research and IP agreements using Affiliate funds.</p> <p><u>Exceptions:</u> <u>UF & Affiliate:</u> (a) A is required for outside debt or creation of a new entity or request for new appropriation.</p> <p>(b) A (for UF) or C (for Affiliate) is required for facility construction or real estate transaction over threshold.</p>
<p><u>Newly Required Examples:</u> (a) A applies to outside debt or creation of new entity for UF, UFRF, IFAS research entities (as has long been the case), and A (for UF) or C (for UFRF or IFAS research entities) applies to facilities construction, if thresholds are triggered for these actions (e.g., A for Clinical and Translational Research facility).</p> <p><u>Still Not Required Examples:</u> (a) Sponsored research agreements not binding UF or Affiliate to debt, to UF or an Affiliate creating a new entity, or to construction or a real estate transaction over the threshold (most sponsored research agreements).</p>		
<p>14. (a) Creation of New Entity, Affiliate, Subsidiary, Merger (Involves control or ownership interest. N/A to collaboration-style affiliation agreements)</p> <p>(b) Amend Affiliate’s or Shands’ Entity’s Corp. Articles of Organization</p> <p>(c) Amend Affiliate’s Bylaws</p>	<p><u>UF—</u></p> <p>A Create New Entity, Affiliate, Subsidiary, or Merger</p> <p><u>Affiliate—</u></p> <p>A Create New Entity, Affiliate, Subsidiary, or Merger, or Amend Affiliate Articles</p> <p>C Amend Affiliate Bylaws</p> <p><u>Shands Entities—</u></p> <p>A</p>	<p><u>Additional Requirements:</u> <u>Shands Entities:</u> (a) Shands processes apply.</p> <p>(b) See Exhibit A, p.4 re: Shands Jax Bylaws require the Jacksonville parent corp. chair (i.e., UF Pres./ designee) as chair or member to approve merger and amendments of Articles and Bylaws, along with the Shands Jax Entity Board.</p> <p><u>Exceptions:</u> <u>UF and Affiliates and Shands:</u></p>

3.14.17

	<p>Create New Entity, Affiliate, Subsidiary, or Merger or Amend Shands Entity Articles</p>	<p>(a) Collaboration-style affiliation agreements do not require A.</p>
<p>Newly Required Examples: (a) Creation of Ocala/Villages LLC co-owned by UF COM Practice Plan and Shands requires A. (This has been the practice, but is now required, and was required by amended Shands statute.) (b) Amend Affiliate or Shands Articles requires A. (Shands statute requires this.)</p> <p>Still Not Required Examples: (a) Customary research, education, or clinical collaboration agreements among UF and other institutions for collaborative endeavors, with neither party assuming legal partner/owner liability.</p>		
<p>15. Investments</p> <p>(a) Investment decisions are made by UFICO experts under policies established by an expert UFICO Board on which the UF BOT Chair or Vice Chair (or more expert other Trustee) serves and (b) Transactions of entities in which UFICO or its affiliate invests (via stock/equity, limited partner or non-managing member interest, fund investment or equivalent investment manager investing an account, and the like)—are not UFICO transactions and are not subject to the standards in this Chart.</p>	<p>UF—</p> <p style="text-align: center;">A</p> <p>(for investment policy for operating funds in excess of those required to meet current expenses, IOM 06-15, implementing 1011.42 Florida statutes)</p> <p>UFICO—</p> <p><u>Reports to UF BOT Fin./Fac. Comm. required at all regular meetings.</u></p> <p>(Also see next column for approvals of non-investment UFICO actions.)</p>	<p><u>Additional Requirements:</u></p> <p><u>Affiliate:</u></p> <p>(a) UF Pres. appointments to UFICO Board are subject to A (#1), which ensures its Directors are (i) top investment experts, (ii) representatives of UF and key Affiliates, and (iii) the UF Board Chair or Vice Chair or more expert other UF Trustee. (See Exhibit A)</p> <p>(b) UFICO CEO/designee must report (and does) to UF Finance and Facilities Committee at each regular meeting.</p> <p>(c) Hiring, firing, compensation of UFICO CEO requires D (#10).</p> <p>(d) UF Pres. may discharge UFICO CEO for “cause” or for “unacceptable performance” after conferring with UFICO Board or Chair/Vice Chair (as is the case with other DSOs) and D applies too.</p> <p>(e) UFICO goods and services transactions [e.g., investment advisor contract if over the threshold] are subject to C (#5).</p> <p>(f) UFICO leases or purchase/sale of real property [e.g., of facilities for UFICO’s offices] are subject to C (#6).</p>

3.14.17

		<p>(e) Any UFICO direct bonding or direct debt [e.g., for UFICO facilities/equipment] is subject to A (#7).</p> <p><u>Exceptions:</u> (a) UFICO CEO/designee makes investment decisions under UFICO Board policies and Information does not apply. (But reports are made to the UF BOT FF Comm.)</p>
<p><u>Newly Required Examples:</u> (a) If UFICO enters into an investment advisory contract over the goods and services threshold in #5 or enters an office lease over the threshold in #6, C is required. Hiring, firing and comp. of UFICO CEO is subject to D under #10.</p> <p><u>Still Not Required Examples:</u> (a) Investment decisions are made by UFICO CEO/designee under UFICO Board policies. Transactions of entities (e.g., REIT or fund) in which UFICO or its affiliate invests are not UFICO transactions under this Chart.</p>		
<p>16. Legal/Admin. Enforcement Claims Settlements</p>	<p>UF and Affiliate—</p> <p>B (Settlement of Claims ≤\$750K)</p> <p>D (Settlement of Claims >\$750K to ≤\$1M)</p> <p>C (Settlement of Claims >\$1M)</p>	<p><u>Additional Requirements:</u> <u>UF:</u> BOG governance principles included these thresholds</p> <p><u>Affiliate:</u> (a) Affiliate Board Chair also must confer on claim >\$750K and concur in settlement of claim >\$1M</p> <p><u>Exceptions:</u> N/A</p>
<p><u>Newly Required Examples:</u> (a) UF Pres. or GC confers with BOT leadership and informs all Trustees of the rare major settlements. Now specific dollar thresholds are established.</p> <p><u>Still Not Required Examples:</u> (a) Medical malpractice claims are handled by the Self Insurance Program which statutorily reports to the BOG and has UF senior health affairs and legal experts on its board.</p>		

Definitions:

6. **“Unacceptable performance”** (since 2007, allowing the UF President to remove the Affiliate CEO, since 2017, after conferring with the UF BOT Chair and notifying the Vice Chair) means a persistent failure to fulfill duties of the position to high standards and in a manner that serves

3.14.17

the best interests of the Affiliate and the University, as determined by the University President after consulting with the Affiliate Board or its authorized designee acting as a senior executive of the Affiliate.

7. **“For cause”** (since 2007, allowing the UF President to remove an Affiliate Board member, since 2017, after conferring with the UF BOT Chair and notifying the Vice Chair) means actions or omissions that may adversely reflect on the interests or reputation of the Affiliate or the University, as determined by the University President after consulting with the Affiliate Board or its authorized designee acting as a senior executive of the Affiliate. Any such determination may be made by the University President at any time and need not depend on the conclusion of any external determination or process.

8. **“Disqualified Persons”** are those whose total compensation by a tax-exempt private entity must be approved by the Board or an authorized compensation committee, and shown not to be an “excess benefit” to the individual Disqualified Person under IRS rules. The compensation must be reasonable in the market in relation to the value received by the entity, as demonstrated by assessing its comparability to the compensation of similar positions in scope and character of responsibility at peer institutions, as well as the accomplishments and expected contributions of the individual. Disqualified Persons are--
 - a. CEO or COO function (position, regardless of title, with ultimate responsibility for implementing Board decisions or supervising management, administration, or operations of the entity),
 - b. CFO or Treasurer function (position, regardless of title, with ultimate responsibility for managing entity finances),
 - c. Board Chair (if compensated);
 - d. any title having substantial influence entity-wide (facts and circumstances test)—e.g.,
 - anyone in charge of an area or activity representing a substantial portion of the activities, assets, income, or expenses of the entity,
 - anyone who contributes >2% of total gifts/bequests to the entity in a year,
 - the entity founder,
 - anyone who receives compensation primarily based on revenues from activities within the individual’s control,
 - anyone who has authority to control or determine a substantial portion of the entity’s capital expenses, operating budget, or employee compensation, and
 - anyone who has a controlling vote.

(Coaches in sports that must be subsidized and do not generate significant net revenues or expenses--as compared with Football, Basketball, other activities that do generate significant net revenues or expenses--are not Disqualified Persons.)

2. Benchmarks:

a. Construction Project Benchmarks

3.14.17

- **Ohio State** Board approves any project of \geq \$4M total project and Pres., Sr. Admin. approves $<$ \$4M.
- **Penn State** Board approves any project of \geq \$5M total project and Sr. Admin. approves $<$ \$5M.
- **Michigan** Board approves construction projects of $>$ \$1M. and Sr. Admin. approves \leq \$1M.
- **Texas** Board approves a Capital Improvement Plan and Budget and projects not in the Plan/ Budget that are \geq \$10M, debt financed, or architectural significant.

b. Vendor/Service Agreement Benchmarks

- **Ohio State, Univ. of Michigan, and Penn State** do not impose caps on Pres./Sr. Admin. for purchasing goods and services, although Penn State has a \$1M limit on some sub-delegation (which is N/A to master agreements that do not require committing the university to purchasing a volume).
- **Texas** is subject to a \$2.5M limit, which is going to be increased to \$5M for university level approval, above which the Board approves.
- **UF** reviewed its and Affiliates' major contracts and confirmed the threshold in the Governance Enhancement Chart captures them.

c. Benchmarks for Real Estate Transactions

- **Ohio State** Board approves (1) Realty Purchase/Sale (except easements \leq 25 yrs or roadway); (2) Easements (grant) $>$ 25 yrs. (except roadway easements and renewals for like term); (3) Leases with NPV lease payments $>$ \$10M.
- **Michigan** Board approves (1) Realty Purchase/Sale (except easements) (but sale of donated realty outside of main campus locale is approved by Pres., Sr. Admin. with a report to the Board); (2) No Easements (all Easements are approved by Pres., Sr. Admin.); (3) Leases $>$ 50K sf and $>$ 10 yrs or leasehold improvements $>$ \$1M.
- **Penn State** Board approves (1) Realty Purchase/Sale \geq \$1M, except sale of realty of $<$ \$3M gifted for the purpose of sale is approved by Pres./Sr. Admin. with report to Board
- **Texas** Board approves (1) Realty Realty Purchase/Sale & Easements $>$ \$2.5M; (2) Leases NPV $>$ \$2.5M.

d. Benchmarks for Research Agreements and Creating New Entities

- **Ohio State, Michigan, Penn State, Texas** do not require Board approval of research and IP agreements but do require Board approval of IP policy

Ohio State, Michigan and Texas require Board approval to create a new company/joi

ITEM: NGC-3

**UCF BOARD OF TRUSTEES
Nominating and Governance Committee
May 1, 2019**

Title: Amendments to University Regulation UCF-3.015 Promotion and Tenure of Tenured and Tenure-earning Faculty

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.”

Issues to be Considered:

The University proposes to amend Regulation UCF-3.015 to add new language to allow promotion files with unanimously positive votes through the level of the dean to bypass the university committee and move straight to the provost. This was recommended by the Faculty Senate, Resolution 2017-2018-7 and approved by Provost Whittaker on February 26, 2018. General committee procedures, including the requirement to not review a file where there is a conflict of interest, have been consolidated in a single subsection in the regulation. Additional updates have been made to clarify abstentions and potential conflicts of interest.

This regulation was posted online April 15, 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-3.015 as proposed.

Fiscal Impact and Source of Funding:

N/A

Recommended Action:

Approve amendments to University of Central Florida Regulation UCF-3.015 Promotion and Tenure of Tenured and Tenure-earning Faculty.

Authority for Board of Trustees Action:

Board of Governors regulation 1.001

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-3.015 (redline)

Facilitators/Presenters:

Youndy Cook, Deputy General Counsel

Attachment A

UCF 3.015 - Promotion and Tenure of Tenured and Tenure-earning Faculty

(1) Policy.

- (a) University of Central Florida (UCF) adheres to the provisions of any applicable collective bargaining agreement regarding promotion and tenure procedures.
- (b) There shall be sufficient discipline flexibility in interpretation of the standards for promotion so that faculty members may have a reasonable expectation of fulfilling the requirements.
- (c) A faculty member shall normally be recommended for promotion to associate professor prior to or at the same time that tenure is recommended. To save time for both faculty member and committees, the necessary materials for both will go forward simultaneously. Votes on tenure and promotion shall occur concurrently at department or unit, college, and university levels, if applicable.
- (d) The award of tenure shall provide annual reappointment until voluntary resignation, retirement, removal for just cause, or layoff.
- (e) Effect of tenure criteria modification.
 - 1. If a tenure-earning faculty member not in the College of Medicine has at least four (4) years of tenure-earning credit as of the effective date of a modification to the applicable tenure criteria, the employee shall be evaluated for tenure under the criteria as it existed prior to modification unless the faculty member notifies the university at least thirty (30) days prior to the commencement of the tenure consideration that ~~they~~~~he or she~~ chooses to be evaluated under the newly adopted criteria.
 - 2. If a tenure-earning faculty member in the College of Medicine has at least six (6) years of tenure-earning credit as of the effective date of a modification to the applicable tenure criteria, the faculty member will be evaluated for tenure under the criteria as they existed prior to modification unless the faculty member notifies the university at least thirty (30) days prior to commencement of the tenure that ~~they~~~~he or she~~ chooses to be evaluated under the newly adopted criteria.

- (f) Tenure may be transferred from one unit to another with the approval of the faculty member, the dean, and the provost, as well as the chair and faculty of the new program.
- (g) Faculty serving on promotion and tenure committees charged with reviewing and making promotion recommendations shall hold rank at or above the rank to which the candidate is applying. Faculty making tenure recommendations shall hold tenure.
- (h) If at any stage in the process, a correction to the dossier is needed, or an issue arises, the provost's representative may make corrections to the dossier, or place the review of the candidate's dossier on hold until all issues related to the dossier are resolved. If the dossier is placed on hold, the candidate shall be notified within five (5) calendar days of this action.
- (i) When a candidate is serving in an administrative position at the level of chair or director or higher, or when a conflict of interest exists, the dean's office shall appoint an appropriate person to guide the candidate's promotion process.

(2) Eligibility.

- (a) Tenure.
 - 1. A tenure-earning faculty member not in the College of Medicine will normally begin the tenure application process in the spring preceding the sixth (6th) year of continuous service. However, a faculty member whose employment began in the spring semester may count tenure-earning time beginning with the following academic year. Faculty members may also choose to apply for tenure early, that is prior to the sixth year, or to use credit toward tenure given upon hire, unless they have voluntarily rescinded such credit. In certain ~~unusual~~ situations, the tenure clock may be extended with appropriate permission from the provost or provost's representative.
 - 2. A tenure-earning faculty member in the College of Medicine will normally begin the tenure application process in the spring preceding the eighth (8th) year of continuous service. However, a faculty member whose employment began in the spring semester may count tenure-earning time

beginning with the following academic year. Faculty members may also choose to apply for tenure early, that is prior to the eighth year, or to use credit toward tenure given upon hire, unless they have voluntarily rescinded such credit. In certain ~~unusual~~ situations, the tenure clock may be extended with appropriate permission from the provost or provost's representative.

- (b) Promotion to associate professor. Promotion from assistant to associate professor calls for excellence in teaching and substantial contributions in research, as well as, appropriate service contributions or other university duties, since appointment to UCF faculty. It is expected the candidate's research and scholarly activity have a significant impact, as normally indicated by national recognition.
- (c) Promotion to professor. Promotion to professor is awarded on the basis of superior achievement at the national and/or international level with the promise of continued contribution and not on the basis of longevity. The rank of professor reflects not only an individual's contributions within the institution, but also denotes a reputation as a leading scholar and researcher among one's academic peers on a national and/or international level. Substantial contributions of a continuing nature in each of the areas evaluated, beyond that expected of an associate professor, are necessary components for the achievement of the rank of professor.

(3) Criteria

- (a) Tenure. Tenure is awarded upon the demonstration of highly competent and sustained performance. The recommendation of a faculty member for tenure shall signify that the president and the Board of Trustees believe that the employee will continue to make significant and sustained professional contributions to the university and the academic community.
- (b) Promotion. Promotion is awarded for meeting the criteria for appointment to the rank to which the candidate applies, as defined by the candidate's department or unit, by the candidate's college, and by this regulation.
- (c) Standards for Promotion and Tenure.

1. Standards for promotion and tenure criteria shall take into account the mission and needs of the university and specifically address three areas: research, scholarly, and creative activities; teaching; and, service to the public, the discipline, and the university including those professional responsibilities consistent with faculty status.
2. Specific criteria for promotion and tenure are on file in each department or unit and college in the university. These criteria include items such as increased skill in teaching, demonstrated knowledge in research in candidate's discipline, increased recognition as an authority in the field, and potential for continued professional growth. Department or unit specific criteria shall be approved by a majority of the full-time tenured and tenure-earning faculty in the department or unit, the department chair or unit head, the dean, and the provost or designee.
3. If a college chooses to have criteria in addition to department or unit criteria, these criteria shall be approved by a majority of the full-time tenured and tenure-earning faculty in the college, the dean, and the provost or designee. Approved college criteria will also be available in the department or unit and in each college.
4. As a Ph.D.-granting research university, UCF places heavy emphasis on sustained and significant performance with regard to the research, scholarly, and creative activities of faculty members seeking tenure and/or promotion. Consideration shall be given to all evidence related to research, scholarly, and creative activities contained or explained in the candidate's dossier including, but not limited to, publications, grants, research presentations, and awards.
5. The university defines and evaluates instruction broadly. All types of teaching and teaching-related activities shall be considered as instruction. Assessment of instructional competency shall include evaluation of all materials provided in the candidate's dossier.

6. Service to the candidate's department or unit, college, the university, profession, the greater Orlando area, and the public shall be included as service.

(4) **General Procedures.**

(a) Overview.

1. The promotion and tenure process shall be initiated by the faculty member in consultation with the department chair or unit head, and evaluated successively by the department or unit promotion and tenure committee, the department chair or unit head, the college promotion and tenure committee, the dean of the college, and the university promotion and tenure committee. The final decision of promotion and recommendation regarding tenure will be made by the provost and president. Tenure becomes official with final approval of the University of Central Florida's Board of Trustees.
2. Recommendations by department chairs or unit heads, deans, and all committees must be complete and concise, citing reasons for the recommendation that are based on evidence contained or explained in the candidate's dossier.
- ~~3. Rationale for all votes, including split votes, shall be explained within the promotion and tenure committees' recommendation. Abstentions are strongly discouraged in this process except in cases of conflict of interest.~~
34. In cases where a faculty member is in an academic unit but strongly affiliated with another unit (e.g. a center, institute, cluster, or other entity), the normal tenure and promotion process will be undertaken through the academic unit to which the faculty member belongs with written recommendations by both supervisors upon review of the candidate's materials. In cases where a faculty member has a joint appointment with two different academic units, the normal tenure and promotion process will be undertaken through the primary academic unit, but with written recommendations included in the file by both supervisors upon a review of the candidate's materials.

45. Faculty may be hired with tenure when the person has held tenure at another institution of higher education or whose record would entitle them to receive tenure at UCF. Candidates for tenure upon hire must submit an application dossier to the department or unit to which ~~they are~~~~he or she is~~ applying. Tenured faculty in the department or unit will interview or evaluate the candidate and vote to recommend for or against tenure in that department or unit. The department chair or unit head shall submit ~~their~~ ~~his or her~~ recommendation, the candidate's dossier, and the faculty recommendation to the dean. The dean shall forward his or her recommendation, the department or unit faculty's recommendation, the candidate's dossier, and a completed "Tenure upon Hire" form to ~~the Office of~~ Faculty Excellence for provost's review. Tenure shall be awarded upon recommendation by the president and approval by the Board of Trustees.

(b) Outside review.

1. In consultation with the department chair or unit head, each faculty member being considered for promotion shall prepare the materials to be forwarded to reviewers by the department chair or unit head. These materials will include department or unit criteria or guidelines, college criteria if they exist, this university regulation, a current curriculum vitae, and other research documentation as deemed appropriate.
2. Outside reviewers primarily provide comments about the quality and impact of the candidate's scholarly research and creative activity within their common discipline or area of study. Normally, outside reviewers will hold the rank of ~~full~~-professor. The preponderance of the external letters should typically come from individuals holding tenured positions at very high research activity universities, as designated by the Carnegie Foundation.
3. The department chair or unit head and the department or unit promotion and tenure committee shall jointly nominate four (4) outside reviewers in ranked order; and the faculty member being considered for promotion

shall nominate ~~their his or her~~ own four (4) outside reviewers in ranked order. The candidate will select two (2) reviewers from the department's or unit's list. The department chair or unit head, in consultation with the department or unit promotion and tenure committee, shall select two (2) reviewers from the candidate's list.

4. Only the department chair or unit head shall make contact with each of the four (4) selected reviewers to ascertain their willingness to review the candidate's materials for promotion. Should a potential reviewer agree to undertake the review, a standard letter provided by ~~the Office of~~ Faculty Excellence shall be used by the department chair or unit head for the purpose of submitting or emailing a dossier to the outside reviewer. Should any decline, the department chair or unit head shall contact the next ranked candidate. If the declining reviewer is from the candidate's list, then the next reviewer on that list would be contacted; if the declining reviewer is from the department's or unit's list, then the next reviewer on that list would be contacted. If all decline, the process outlined above starts over to identify new reviewers, as necessary.
5. Reviewers shall not participate in the following cases:
 - (i) Where -a potential conflict of interest exists;
 - (ii) If, in the reviewer's judgment, personal factors might impair their objectivity regarding an individual candidate.
6. Once the promotion and tenure review process has started, the candidate is not to have any contact with the outside reviewers until the requested review letter is received by the university.

(c) Candidate Dossier. A promotion and tenure dossier shall be accompanied by the supporting materials listed below:

1. Copies of ~~applicable~~ department ~~or~~ unit promotion and tenure criteria and college criteria where applicable;
2. The curriculum vitae sent to the outside reviewers in the spring;
3. Current curriculum vitae, if different from above;

4. The employee's annual performance evaluations and annual assignments for the last five years;
 5. Cumulative progress evaluations (inclusion of cumulative progress evaluations are optional for candidates applying for promotion to professor);
 6. An overall ~~impact~~summary statement and individual summary statements written by the candidate describing their teaching; research, scholarly, and creative activities; and service;
 7. Materials supporting candidate's summary statements of teaching; research, scholarly, and creative activities compiled by the candidate. In terms of documentation of external research funding, only contracts and grants processed through the university's Office of Research ~~and Commercialization~~, or other appropriate university entity (~~e.g., UCF Foundation, other foundations, or private individuals~~) shall be considered.
 8. External reviewer's letters and a short summary of the qualifications of each review.
 9. Dossier additions may be made by the candidate at any time prior to the provost's recommendation and may include items such as: publication acceptances, newly funded grants, or scholarly awards received. Depending upon the timing of an addition, newly added material may not be considered by all committees.
109. Candidates may withdraw the dossier any time before the provost's final recommendation.

(5) Committee Procedures Applicable to All Promotion and Tenure Committees.

- (a) Because of the importance of the promotion and tenure process, it is expected that all promotion and tenure committee members will participate fully in the process. Committees will be professional and discriminating in their decision-making process and make recommendations solely based on department or unit and college criteria, this regulation and the materials contained or referenced in the candidate's dossier. Rationale for all votes, including split votes, shall be explained within the promotion and tenure committees' recommendation.

Because evaluative personnel records are being discussed, only committee members may be present for a given meeting. The use of recording devices is prohibited during committee meetings and deliberations.

(b) Retired faculty may not serve on a promotion and tenure committee at any level. In addition, any faculty member who, because of serious illness or extended absence for work, cannot complete the evaluation process should not serve on a promotion and tenure committee at any level. A faculty member may only serve on one promotion and tenure committee during the same cycle – therefore, if a faculty member is serving on a college promotion and tenure committee, then they cannot also serve on a department promotion and tenure committee in that cycle.

(c) Faculty serving on promotion and tenure committees at any level shall not render decisions or participate in review on any candidate before the committee where the following apply:

1. Where a conflict of interest exists. A conflict of interest is defined as a divergence between an individual's private interests and their employment obligations to the university such that an independent observer may reasonably question whether the individual's actions or decisions are partially or wholly influenced or determined by considerations other than the best interest of the university. Examples include but are not limited to: where the faculty member and the candidate are relatives (see University Policy 3-008.2 for the definition of relative); where the faculty member has a financial interest in or with the candidate; where the faculty member has a substantial publication record with the candidate; where the faculty member supervised the candidate's dissertation.

2. When any personal factor(s) might impair the faculty member's objectivity regarding an individual candidate;

(d) When to identify a conflict of interest. A faculty member serving on a promotion and tenure committee at any level should be able to identify a conflict of interest with regard to a particular candidate prior to the review of the candidate's dossier. Where the faculty member knows there is a conflict of interest with the candidate,

it is improper for the faculty member to review the candidate's dossier. There may be circumstances in which a faculty member serving on a promotion and tenure committee may not know in advance of a conflict of interest – in such instances, as soon as the conflict of interest is identified, the faculty member must identify the conflict to Faculty Excellence and remove themselves from the process as to that candidate and may not further review the candidate's dossier. If there is a question regarding conflict of interest and committee service, Faculty Excellence can provide assistance.

- (e) If a committee member is outside of the greater metropolitan area; Voice and or video calls may be utilized at the discretion of the committee chair when a member cannot be physically present for department promotion and tenure committee meetings. When voice or video calls are utilized, the chair of the committee shall be delegated signature authority to record the vote and sign the record of attendance for the missing committee member;

(6) Committee Procedures at Department, College, and University Levels.

- (a) Department or unit promotion and tenure committee.

1. A department or unit promotion and tenure committee shall be established to function as an advisory group to the department chair or unit head and consist of all tenured department or unit faculty at or above the rank being sought by candidates in the department or unit. In instances when a department or unit has fewer than three (3) full-time tenured faculty at the rank required, additional ~~tenured~~ faculty at the rank required ~~must~~may be added from other related disciplines within the college or university. The department chair or unit head, in consultation with the dean and department or unit faculty, shall identify (a) potential committee member(s) who is or are willing to serve in this role. The same committee member(s) must serve on the department or unit committee for all candidates seeking promotion and tenure for that cycle, in that department or unit.
2. Committee members may not serve on a department or unit promotion and tenure committee if they have been elected to represent the department or

unit on the college promotion and tenure committee in the same college, the university promotion and tenure committee, or serve as a department chair or unit head in the same college. ~~Because of the importance of the promotion and tenure process, it is expected that all promotion and tenure committee members will participate fully in the process.~~

- ~~3. Faculty shall not serve in any of the following instances:~~
- ~~(i) Where a potential conflict of interest exists;~~
 - ~~(ii) Where serious illness would prevent the faculty member from completing the evaluation process;~~
 - ~~(iii) When personal factors might impair his or her objectivity regarding an individual candidate;~~
 - ~~(iv) If a committee member is outside of the greater metropolitan area; Voice and or video calls may be utilized at the discretion of the committee chair when a member cannot be physically present for department promotion and tenure committee meetings. When voice or video calls are utilized, the chair of the committee shall be delegated signature authority through an official power of attorney to vote and sign the record of attendance for the missing committee member;~~
 - ~~(v) Faculty who are serving on the college promotion and tenure committee or will serve on the university promotion and tenure committee during the same cycle; or~~
 - ~~(vi) Retired faculty.~~

34. The department chair or unit head shall call the initial meeting to organize the committee. The promotion and tenure committee chair shall be a member of the promotion and tenure committee elected by majority vote of its members and shall call the promotion and tenure committee into session to transact such business as required. A quorum shall consist of the attendance of all committee members, when practicable, but not less than a majority of the committee members or fewer than three persons. ~~The department promotion and tenure committee will be professional and~~

~~discriminating in the decision making process and make its recommendations solely based on department or unit and college criteria, this regulation and the materials contained or referenced in the candidate's dossier.~~

~~(i) Because evaluative personnel records are being discussed, only members of the department promotion and tenure committee may be present for a given meeting.~~

~~(ii) The use of recording devices is prohibited during department promotion and tenure meetings and deliberations.~~

45. Each department promotion and tenure committee member shall be physically present to vote on the candidate being evaluated, except in those cases as outlined above or if voice or video calls are part of the approved procedures. The vote shall occur after promotion and tenure committee discussion, and the results shall be recorded. A promotion and tenure committee member shall vote only on dossiers that ~~they~~he or she ~~has~~ have personally reviewed and participated in committee discussions about. Each evaluation and recommendation must be accompanied by an explanation of the promotion and tenure committee's action. In the case of any split vote, there must be a written explanation of the split vote. Abstentions are allowed only ~~strongly discouraged except~~ in cases of conflict of interest.

56. The promotion and tenure committee chair shall forward to the department chair or unit head the following:

(i) The record of attendance of all promotion and tenure committee meetings;

(ii) The promotion and tenure committee's evaluation and recommendation;

(iii) The candidate's dossier containing all evaluation materials;

(iv) The results of the poll of the tenured faculty for a candidate for tenure and promotion; and

- (v) If applicable, a sealed envelope containing the official votes of the promotion and tenure committee regarding promotion and tenure.
67. The department chair or unit head shall transmit the promotion and tenure committee's evaluation and recommendation to the faculty candidate for review and potential comment.
78. Evaluated faculty members may review and, if desired, provide a response to the committee's evaluation and recommendation within five (5) calendar days after receipt of notice of the department promotion and tenure committee's recommendation. Any response will become part of the candidate's dossier.
89. After the five (5) days available for the candidate's optional response has passed, the department chair or unit head within seven (7) calendar days will recommend in favor of or against promotion and tenure, and forward the recommendations and comments to the candidate for review and potential comment.
910. An evaluated candidate may review and, if desired, provide a response to the department chair's or unit head's evaluation and recommendation within five (5) calendar days after receipt of notice of the department chair's or unit head's recommendation. Any response will become part of the candidate's dossier.
1011. Once the five (5) calendar day period for optional response by the candidate has passed, the ~~candidate~~department chair or unit head shall forward ~~their~~the candidate's dossier to the college.
- (be) College promotion and tenure committee.
1. A college promotion and tenure committee consisting of one (1) tenured faculty member at the rank of professor from each department or unit shall be established within each college to function as an advisory group to the dean; if no tenured ~~full~~ professor is available in a department or unit, then a tenured associate professor may serve in this role but not participate or vote in discussions relating to ~~full~~ professors.

2. An alternate college promotion and tenure committee member must be elected in the event a regular committee member is unable to serve. Each spring, when department or unit and college promotion and tenure committees are being formed, tenured faculty in a given college shall elect an alternate college promotion and tenure member. The alternate college promotion and tenure committee member shall not serve on any department or unit committees within that college or on the university promotion and tenure committee. If the alternate is selected to serve on the college promotion and tenure committee, ~~theyhe or she~~ must review all the candidate dossiers.
3. Department chairs or unit heads and ranked deans (e.g. assistant and associate) may not serve on the college promotion and tenure committee.
4. Each college promotion and tenure committee member shall serve a term of two (2) academic years. Terms shall be staggered to provide for continuity and uniformity of committee action.
5. College promotion and tenure committee members may not serve two (2) successive terms, except in departments or units with only one (1) professor eligible to serve.
6. With ample notice, vacancies on the college committee are filled by eligible faculty during the term in which they occur from the same department or unit, but only for the remainder of the departed person's term.
7. Faculty members serving on a department or unit promotion and tenure committee within the same college or the university promotion and tenure committee may not serve on the college promotion and tenure committee. They also may not participate in or attend committee discussions related to the candidates or vote on candidates' dossiers as part of the college promotion and tenure committee.
- ~~8. Faculty shall not serve in any of the following instances:
(i) Where a potential conflict of interest exists;~~

- ~~(ii) — Where serious illness would prevent the faculty member from completing the evaluation process;~~
- ~~(iii) — When personal factors might impair his or her objectivity regarding an individual candidate;~~
- ~~(iv) — If a committee member is outside of the greater metropolitan area; Voice and or video calls may be utilized at the discretion of the committee chair when a member cannot be physically present for college promotion and tenure committee meetings. When voice or video calls are utilized, the chair of the committee shall be delegated signature authority through an official power of attorney to vote and sign the record of attendance for the missing committee member;~~
- ~~(v) — Faculty who served on the committee within the last two years;~~
- ~~(vi) — Faculty who have served on a department or unit promotion and tenure committee within the same college or will serve on the university promotion and tenure committee during the same cycle;~~
- ~~or~~
- ~~(vii) — Retired faculty.~~

89. Colleges with fewer than three (3) departments or units, schools or academic units shall elect tenured full professors to serve on the college promotion and tenure committee to attain a minimum of three (3) promotion and tenure committee members. If fewer than three (3) tenured, full professors are available to serve, supplemental faculty from other colleges will be added to the college promotion and tenure committee. The dean, in consultation with the college faculty, shall identify potential candidates who are willing to serve in this role and will organize the initial committee meeting. Supplemental committee members shall be tenured professors who are elected by majority vote of tenured and tenure-earning faculty of the affected departments or units; the same supplemental committee member must serve on the college committee for all candidates seeking promotion and tenure for that cycle in that college.

- ~~940.~~ The college dean shall ensure members of the college promotion and tenure committee are elected at individual department or unit meetings in the spring semester.
- ~~1044.~~ College promotion and tenure committee members shall not serve and shall be replaced by an alternate if any of the conditions noted in sections (5)(b) or (5)(c) in this regulation are present in the following cases:
- ~~(i) — Where a potential conflict of interest exists, or~~
 - ~~(ii) — Where serious illness would prevent the faculty member from completing the evaluation process;~~
 - ~~(iii) — When personal factors might impair his or her objectivity regarding an individual candidate;~~
 - ~~(iv) — If a committee member is outside of the greater metropolitan area; Voice and or video calls may be utilized at the discretion of the committee chair when a member cannot be physically present for college promotion and tenure committee meetings. When voice or video calls are utilized, the chair of the committee shall be delegated signature authority through an official power of attorney to vote and sign the record of attendance for the missing committee member.~~
- ~~1142.~~ The college promotion and tenure committee chair shall be a member of the college promotion and tenure committee elected by a majority vote of its members, and shall call the committee into session to transact such business as required.
- ~~1243.~~ A quorum shall consist of the attendance of all promotion and tenure committee members, when practicable. However, a quorum shall not be less than seventy (70) percent of the college promotion and tenure committee members.
- ~~14. — The college promotion and tenure committee will be professional and discriminating in its decision making and will make its recommendation solely based on department or unit and college criteria, this regulation and the materials contained or referenced in the candidate's dossier.~~

~~(i) Because evaluative personnel records are being discussed, only members of the college promotion and tenure committee may be present for a given meeting.~~

~~(ii) The use of recording devices is prohibited during college promotion and tenure committee meetings and deliberations.~~

1345. The college promotion and tenure committee shall complete an evaluation and recommendation based on department or unit and college criteria for each candidate for promotion and tenure.

1446. Each college promotion and tenure committee member shall vote on each case considered, and the result shall be recorded. A promotion and tenure committee member must be physically present to vote and may only vote on dossiers that ~~theyhe or she havehas~~ personally reviewed and participated in committee discussions about. Voice or video calls may be used at the discretion of the college promotion and committee member chair. Voice or video calls may be utilized at the discretion of the committee chair when a member cannot be physically present for promotion and tenure committee meetings. When voice or video calls are utilized, the chair of the committee shall be delegated signature authority ~~through an official power of attorney to record the~~ vote and sign the record of attendance for the ~~remotemissing~~ committee member.

1547. Each evaluation and recommendation must be accompanied by an explanation of the promotion and tenure committee's action, including an explanation of split votes. Abstentions are ~~only allowedstrongly discouraged except~~ in cases of conflict of interest.

1648. The college promotion and tenure committee chair shall forward to the dean the following:

- (i) The record of attendance of all college promotion and tenure committee meetings;
- (ii) The college promotion and tenure committee's evaluation and recommendation;
- (iii) The candidates' dossiers containing all evaluation materials; and

(iv) If applicable, a sealed envelope containing the official votes.

1749. The dean shall transmit college promotion and tenure committee recommendation and evaluation to each candidate for review and potential comment. Each evaluated candidate may review and, if desired, provide a written response to the committee's evaluation and recommendation within five (5) calendar days after receipt of notice of the college promotion and tenure committee's recommendation. Any response shall be contained in the candidate's application dossier.

1820. Once the five (5) calendar day period for optional response by the candidate has passed, within two (2) weeks, the dean will recommend in favor of or against the candidate's application for promotion and tenure and then send ~~their~~~~his~~~~or~~~~her~~ recommendations and comments to the candidate for review and potential comment.

1924. Within five (5) calendar days, the candidate may review and respond to the dean's recommendations. Any response will become part of the candidate's application dossier.

2022. Once the five (5) calendar day period for optional response by the candidate has passed, the dean shall forward the candidate's dossier to ~~the~~ ~~Office of~~ Faculty Excellence.

(cf) University promotion and tenure committee.

1. The university promotion and tenure committee shall be established to function as an advisory group to the provost. The university promotion and tenure committee is a reporting committee of the Faculty Senate. It shall consist of one (1) tenured faculty member from each college who hold the rank of professor and who are active scholars within their discipline. If a college lacks a ~~tenured~~~~full~~ professor, the college will not be represented on the university promotion and tenure committee. Department chairs or unit heads and ranked deans may not serve on the university promotion and tenure committee.

2. Each college shall provide one university promotion and tenure committee member, who has been elected by the tenured and tenure-earning faculty

of that college, to serve for staggered two-year terms. The university promotion and tenure committee chair is elected by the university promotion and tenure committee at its first meeting.

3. Vacancies are filled during the term in which they occur from the same college for the remainder of that person's term and the person shall not have served on any other promotion and tenure committees.
4. The provost will schedule the initial meeting to charge the university promotion and tenure committee. All members of the committee should be present. If a committee member is not able to attend, ~~they~~he or she must meet with the provost or designee before participating in committee work.
5. University promotion and tenure committee members shall not serve and shall be replaced by an alternate when any of the conditions noted in sections (5)(b) or (5)(c) of this regulation are present. ~~in the following cases:~~
 - ~~(i) — Where a potential conflict of interest exists;~~
 - ~~(ii) — Where serious illness would prevent the faculty member from completing the evaluation process;~~
 - ~~(iii) — When personal factors might impair his or her objectivity regarding an individual candidate;~~
 - ~~(iv) — If a committee member is outside of the greater metropolitan area; Voice and or video calls may be utilized at the discretion of the committee chair when a member cannot be physically present for university promotion and tenure committee meetings. When voice or video calls are utilized, the chair of the committee shall be delegated signature authority through an official power of attorney to vote and sign the record of attendance for the missing committee member; or~~
 - ~~(v) — Retired faculty.~~
6. The university promotion and tenure committee shall review the evaluation materials of tenured or tenure-earning faculty under consideration for a change of status; except that dossiers that have

received unanimously positive votes from all prior levels of review shall move directly to the Provost for review. The Provost may request review by the university promotion and tenure committee prior to the Provost making a final recommendation.

~~7. The university promotion and tenure committee will be professional and discriminating in its decision making process and make its recommendations solely based on department or unit and college criteria, this regulation and the materials contained or referenced in the candidate's dossier.~~

~~(i) Because evaluative personnel records are being discussed, only members of the university promotion and tenure committee may be present for a given meeting.~~

~~(ii) The use of recording devices is prohibited during university promotion and tenure committee meetings and deliberations.~~

8. A quorum shall consist of the attendance of all university promotion and tenure committee members, when practicable. However, a quorum shall not be less than seventy (70) percent of the university promotion and tenure committee members.

9. Within six (6) weeks, the university promotion and tenure committee shall complete an evaluation and recommendation for each candidate assigned for review for promotion and tenure. Each university promotion and tenure committee member, unless recused, shall vote on each case considered and the result shall be recorded. A university promotion and tenure committee member in the greater Orlando area must be physically present to vote and may vote only on dossiers that ~~they~~he or she ~~have~~has personally reviewed. Voice or video calls may be used only at the discretion of the university promotion and committee member chair.

10. Each evaluation and recommendation must be accompanied by an explanation of the university promotion and tenure committee's action, including an explanation of split votes. Abstentions are allowed only

- ~~strongly discouraged except~~ in cases of conflict of interest, ~~which must be disclosed prior to reviewing the dossier.~~
11. The university promotion and tenure committee chair shall forward to ~~the Office of~~ Faculty Excellence the recommendations and votes of the university promotion and tenure committee and the following:
 - (i) The record of attendance of all promotion and tenure committee meetings;
 - (ii) The university promotion and tenure committee's evaluations and recommendations;
 - (iii) Each candidate's dossier containing all evaluation materials; and
 - (iv) A sealed envelope containing the official votes.
 12. Within five (5) calendar days of receiving the university promotion and tenure committee's recommendation, ~~the Office of~~ Faculty Excellence shall forward the university promotion and tenure committee's recommendation to each candidate for review and potential response. The evaluated candidate will then have five (5) calendar days in which to review and, if desired, provide a response to the university promotion and tenure committee's recommendations. Any response will be contained within the dossier and the dossier will then be transmitted to the provost by ~~the Office of~~ Faculty Excellence.
 13. The following shall be forwarded to the provost:
 - (i) The record of attendance;
 - (ii) The university promotion and tenure committee's evaluation and recommendation;
 - (iii) The candidate's dossier containing all evaluation materials; and
 - (iv) A sealed envelope containing the official votes of the university committee.
- (g) Provost Review. The provost will review the candidate's dossier and make ~~their~~ recommendations and comments based on the materials contained or referenced in the candidate's dossier. Upon review of the candidate's

information, the Provost will recommend in favor of or against the candidate's application for promotion and or tenure.

(h) Promotion Decision and Notification.

1. Final promotion decisions are made by the president and provost, while tenure decisions reside with the Board of Trustees. The provost presents recommendations for tenure to the university Board of Trustees. Only with affirmation by the university Board of Trustees is tenure awarded.
2. Promotion and tenure become effective at the beginning of the succeeding academic year.
3. If an in-unit faculty member is denied promotion and or tenure, ~~they~~~~he or~~~~she~~ have~~has~~ the option of using the grievance process that is outlined within the current collective bargaining agreement.

Authority: BOG Regulation 1.001. History—New 7-9-14. Amended 1-5-15, 7-5-16, _____-19.

ITEM: NGC-4

**UCF BOARD OF TRUSTEES
Nominating and Governance Committee
May 1, 2019**

Title: Amendments to University Regulations UCF-6.007 Traffic/Parking Regulation and Enforcement and UCF-6.008 Vehicle Registration Fees; Parking Violation Fines

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.”

Issues to be Considered:

The University proposes to amend Regulation UCF-6.007 to include the new UCF Downtown campus. A new “V” permit has been added for Valencia employees and students. New language has also been added in regards to Disabled Veteran license plates and the use of license plate recognition software for parking systems management and enforcement. Additionally, language concerning vehicles that back into parking spaces has been updated to prohibit this practice in any parking lot or garage. Other minor updates are made throughout the regulation.

The University proposes to amend Regulation UCF-6.008 to add the new classification for permits for Valencia employees and students. A new fine for parking facing traffic/backed into parking space has also been added.

These regulations were posted online April 15, 2019, for public comment.

Alternatives to Decision:

Do not amend University Regulations UCF-6.007 and 6.008 as proposed.

Fiscal Impact and Source of Funding:

N/A

Recommended Action:

Approve amendments to University of Central Florida Regulations UCF-6.007 Traffic/Parking Regulation and Enforcement and UCF-6.008 Vehicle Registration Fees; Parking Violation Fines.

Authority for Board of Trustees Action:

Board of Governors regulation 1.001

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-6.007 (redline)

Attachment B: Proposed Amended Regulation UCF-6.008 (redline)

Facilitators/Presenters:

Youndy Cook, Deputy General Counsel

Attachment A

UCF-6.007 Traffic/Parking Regulation and Enforcement.

(1) General Information.

(a) Definitions.

1. The term “vehicle” shall include bicycles, motorcycles, automobiles, trucks, and other mobile equipment.
2. High Efficiency Vehicles: Vehicles which run on rechargeable batteries and gasoline engines combined or which use one or more electric motors or other non-fossil fuel for momentum. Only these vehicles will be allowed to park in spaces that have signs and/or stenciling that state “Hybrid Vehicles Only” or “HEV Parking Only”. Only Electric Vehicles which require electricity for power may park in the parking spaces designated “Electric Vehicles Only”. Vehicles parked in these spaces must be in the charging mode. Maximum time allowed in Electric Vehicle Only spaces is 4 hours. Valid UCF parking permits must be displayed.
3. Decals and hang tags: Printed labels or hang tag permits issued by the university evidencing vehicle registration. For the purposes of this regulation, the words “decal”, “hang tag”, and “permit” are synonymous.

4. Campus: Campus includes the Orlando/Main Campus and the specialized campuses: UCF Downtown, Academic Health Sciences and Rosen College of Hospitality Management.

- (b) The University Parking and Transportation Advisory Committee serves as the principal advisory body to the president through the ~~V~~ice ~~P~~resident for Administration and ~~Chief Operating Officer~~~~Finance~~, recommending policies and regulations that govern traffic and parking on the UCF campus. The committee shall consist of two (2) faculty members selected by the Faculty Senate Parking Advisory Committee; two (2) students appointed by the president of Student Government Association; two (2) staff members appointed by USPS Staff Council; one (1) Administrative and Professional employee appointed by the vice president for Administration and Finance. The ~~V~~ice ~~P~~resident for Administration and ~~Chief Operating Officer~~~~Finance~~ will appoint one additional member to serve as chair. The term of service shall be two (2) years, staggered with the exception of student

members, who shall serve for one year. The committee may elect a vice-chair to serve in the absence of the chair.

- (c) The University Parking Citation Appeals Committee is composed of up to two faculty (2) members, four (4) students, two (2) university employees and one (1) chair. The University Parking Citation Appeals Committee has jurisdiction over violations of the university's parking regulations. In those cases heard before it, this committee will render decisions adjudicating guilt and will impose appropriate monetary or restrictive penalties. The University Parking Citation Appeals Committee reports to the Vice President for Administration and Chief Operating OfficerFinance.
- (d) Applicability – The provisions of this regulation shall apply at all times to vehicles that are operated or parked on the UCF campus. The fines, penalties and other sanctions against persons in violation of the provisions of this regulation will be enforced as follows:
 - 1. In the case of a vehicle registered with the Department of Parking and Transportation, the university shall assess fines for parking violations against the person in whose name the vehicle is registered with Parking and Transportation Services.
 - 2. In the case of a vehicle not so registered, assessments for parking violations shall be made against the operator if it is determined that the operator at the time of the violation is associated with the university and, in fact, should have registered the vehicle with the Department of Parking and Transportation.
 - 3. If a vehicle is not registered with the university and the operator is not associated with the university, fines will be assessed against the vehicle's state registration vehicle certificate holder.
- (e) Responsibility – Unless otherwise noted, the Department of Parking and Transportation is responsible for the implementation and enforcement of this regulation and for resolution of disputes with regard to the university's parking and traffic regulations.
- (f) Authorizations.

1. Operation of a motor vehicle upon ~~any UCF~~the campus ~~of UCF~~ is a privilege granted by the university. All vehicles parked on ~~any~~the university campus must be currently registered with the Department of Motor Vehicles and display a valid license tag. UCF adheres to Florida State Statutes regarding vehicle registration expiration dates.
2. The university is authorized and reserves the right to regulate the use of any of its vehicle parking facilities for the exclusive use of designated groups or individuals.
3. Any individual possessing a valid driver's license may operate a properly registered motor vehicle on the UCF campus in accordance with the provisions of these regulations.
4. UCF police officers, community service officers (CSO's) and parking ~~enforcement personnel~~patrollers are authorized to issue a university parking and traffic citation to any person or vehicle violating university parking and traffic regulations.
5. Vehicles are subject to immobilization or being towed from the campus, depending upon the need for such action, as set forth in these regulations.
6. UCF assumes no responsibility for vehicles, or their contents, parked on campus.
7. The University of Central Florida utilizes license plate recognition hardware and software (LPR) for parking systems management and enforcement as of 2019.

(2) Registration Regulations.

- (a) All motor vehicles parked on the UCF campus must be registered with the Department of Parking and Transportation and have the appropriate parking permit properly displayed while parked on campus. This includes vehicles used by evening and special students. Exceptions to this requirement are as follows:
 1. Vehicles displaying "government" license plates.
 2. Properly identified Government officials, such as FBI, ATF, US Customs, etc., who park on campus on official business, whose vehicles do not display an official government tag or other governmental markings, may be issued a

one day parking permit free of charge. These permits may be issued at either the Visitor and Parking Information Center or the Department of Parking and Transportation.

3. Construction personnel and contractors engaged in projects on campus may park within the designated fenced enclosure of the construction site without a UCF parking permit.
4. Visitors shall comply with subparagraph (i)15 below.
 - (b) Registration of more than one automobile and one motorcycle is permissible by paying full price for each permanent decal or hang tag. A hang tag permit transferable from automobile to automobile is also available; however hang tags cannot be transferred from an automobile to a motorcycle.
 - (c) The vehicle registration year begins September 1 and ends August 31 the following year. Each vehicle must be registered with permit properly displayed no later than the first day of classes of each semester.
 - (d) All individuals who register their vehicles at the university must register them online. Registrants may pay for their parking permits online with a credit card, Knight Cash, or pay for them in person at the Department of Parking and Transportation in Parking Garage B.
 - (e) Decal Display – Issued decals are to be permanently affixed to the registered vehicle. Decals must be affixed either to the left rear bumper or on the outside of the rear windshield of the driver’s side. Motorcycle decals must be affixed to the right front fork. Decals not affixed in accordance with instructions will result in a citation for improper display.
 - (f) Hang tag permits must be displayed on the rear view mirror with the permit number and expiration date visible and legible from the exterior of the vehicle.
 - (g) Registrants must register their own vehicle. The Department of Parking and Transportation must be notified of any change in ownership or license plate number.
 - (h) Permanent decals are not transferable between individuals or vehicles. Upon sale or other disposal of a registered vehicle, the permanent decal must be destroyed unless the registrant wishes to purchase a replacement decal. If the registrant wishes to purchase a replacement decal, the registrant must remove the original decal from the

disposed vehicle and return it (or sufficient fragments thereof, including the decal number) to the Department of Parking and Transportation as proof that the original decal is no longer in use.

- (i) Parking permits are sold or issued under the following guidelines:
1. Only the university president, vice presidents, associate vice presidents, assistant vice presidents, deans and others as approved by the University Parking and Transportation Advisory Committee are eligible to purchase “A” permits. An “A” permit authorizes parking in a 24-hour reserved space, as well as in any other legal parking space on campus that is not reserved for 24 hours daily use. Only a limited number of 24-hour reserved spaces are available.
 2. Except as provided otherwise above in subparagraph (i)1, –employees with salaries >\$50,001 must purchase “B” permits. “B” permits authorize parking in designated “B”, “C”, and “D” parking areas or in any unreserved parking garage on the campus. Employees with salaries < \$50,000 may purchase either a “B” or “C” permit, but they must park in the type of facility designated by the permit they choose, or in any unreserved parking garage. Category of permit must be selected when the permit order is placed. Full-time employees who are also enrolled in classes are not eligible to purchase student “D” permits.
 3. All non-student OPS employees may purchase “B” or “C” permits based on the aforementioned criteria, but they must park in the type of facility designated by the permit they choose, or in any unreserved parking garage on the campus.
 4. Eligible non-UCF employees of the Research Park and on-campus vending/retail establishments must purchase only “C” permits. A “C” permit authorizes parking in designated “C” and “D” areas only, or in any unreserved parking garage on the campus.
 5. All students who do not live on campus may purchase only “D” permits. “D” permits authorize parking in designated “D” parking areas only or in any unreserved parking garage on the campus. Graduate Teaching Assistants,

Graduate Research Assistants and all other student OPS employees must purchase only “D” permits.

6. All students, staff and faculty parking motorcycles, mopeds, or motor scooters on campus must purchase motorcycle (“MC”) permits. “MC” permits authorize parking in designated motorcycle spaces only.
7. Residential students who reside in the Apollo, Libra, Nike, Hercules, and Neptune communities must purchase only “R” permits. “R” permits are restricted to “R” designated parking areas between the hours of 7:00 a.m. and 5:30 p.m. Monday through Friday; however, any unreserved parking space may be used at all other times. Posted overnight and game day restrictions apply.
8. Residential students who reside in the Lake Claire community must purchase only “RL” permits. “RL” permits are restricted to “RL” designated parking areas between the hours of 7:00 a.m. and 5:30 p.m. Monday through Friday; however, any unreserved parking space may be used at all other times. Posted overnight and game day restrictions apply.
9. Residential students who reside in the Towers at Knights Plaza must purchase only “KP” permits. “KP” permits are restricted to parking garage E or G between the hours of 7:00 a.m. and 5:30 p.m. Monday through Friday; however, any unreserved parking space or garage may be used at all other times. Posted overnight and game day restrictions apply.
10. Employees and students at the Rosen College of Hospitality Management and UCF Downtown campus must purchase a permit of the appropriate classification (“B”, “C”, or “D”) which may be used for parking on the UCF main campus, the UCF Downtown campus, the Academic Health Sciences campus, and the Rosen campus in “B”, “C”, or “D” lots as their permit designates.
11. Valencia employees and students must purchase a “V” permit of the appropriate classification (“BV”, “CV”, or “DV”) which may be used for parking on the UCF Downtown campus, the UCF main campus, the Rosen

Campus, and the Academic Health Sciences campus in “B”, “C”, or “D” lots as their permit designates.

12. Employees and students of the Academic Health Sciences Campus must purchase a “M” permit of the appropriate classification (“BM”, “CM”, or “DM”). “M” permits allow parking at the Academic Health Sciences Campus, UCF main campus, the Rosen Campus, and the UCF Downtown Campus in “B”, “C”, or “D” lots as their permit designates.

1344. Employees of the Athletics Department, UCF Convocation Corporation (UCFCC), and the Arena, may be issued “F” permits. Approval to purchase an ‘F’ permit must be granted by a designee of the Athletics Department or UCFCC. An “F” permit authorizes parking in parking garage F or any other parking lot or unreserved parking garage that is equivalent to the permit they are issued. “F” permits may be red or blue.

1442. Special guests of the university, including but not limited to fully retired UCF employees, eligible campus ministry personnel and State Auditors, shall be issued “G” permits, subject to the availability of such permits. A “G” permit authorizes parking in any legal parking space on campus other than those reserved twenty-four (24) hours a day. Requests for this permit shall be submitted to the Department of Parking and Transportation. Retirees who return to work in a full-time position with benefits are not eligible to receive a “G” permit. “G” permits, whether decal or hang tag, are assigned to the retiree or other eligible person(s) for their use only and may not be transferred to another person. Such transference constitutes fraud and the permit may be revoked. Further, additional permit issuance may be prohibited to the retiree as well as any other individual involved with the use of said permit. A replacement fee may be assessed for a “G” permit that is reported lost.

~~13. Employees and students of the Health Sciences Campus must purchase an “M” permit of the appropriate classification (“BM”, “CM”, or “DM”). “M” permits allow parking at the Health Sciences Campus and the UCF main campus in “B”, “C”, or “D” lots as their permit designates.~~

1544. Vendor permits are available to vendors who conduct business on the university campus. University departments located off campus may purchase vendor permits for short term, official business only. Vendor permits allow for parking for short term (2 hours) for use of Service Vehicles Only spaces for close parking access to buildings to load or unload materials, supplies, and/or equipment. For all other usage, including any parking exceeding 2 hours, Vendor permits allow use of any “C” or “D” parking lot or unreserved parking garage spaces. Vendor permits are not intended to be used to provide convenient parking or an alternative to purchasing a parking permit. Departments that purchase vendor permits are specifically prohibited from allowing students to use the permits for non-vendor functions, e.g. to go to class or attend campus events. If heavy lifting of materials is not required, a UCF staff hang tag may be purchased instead. Vendors who need a permit on an infrequent basis may purchase a daily permit that can be used as a vendor permit. In such cases vendors must inform Parking and Transportation Services personnel of their need for a vendor parking permit. Departments found in violation of this regulation will have their vendor permit confiscated and rescinded for the balance of the parking year, and may be designated as ineligible for purchase/re-issue of a vendor permit for a period up to one year.

1645. Visitors to the campus shall purchase a daily visitor’s parking permit at the Visitors and Parking Information Center or the Department of Parking and Transportation. This permit is to be displayed on the vehicle as instructed and authorizes parking in student (“D”) parking lots and unreserved parking garages unless otherwise directed by parking services personnel. Daily permits are valid from time of purchase until 11:59 p.m. of the date purchased. Visitors may also park in any metered parking space by paying the appropriate parking meter fee. Meters may be enforced 24 hours a day, unless otherwise posted.

17. Individuals who possess a valid Disabled Veteran (DV) license plate are exempt from the parking permit fee provided the DV license plate is registered in their name.

1846. Persons holding current, permanent state-issued disabled placards, or temporary state disabled placards are required to purchase a UCF parking permit of appropriate classification, i.e., “B,” “C,” or “D,” or “Daily Visitor” to park on the campus. Disabled persons with such appropriate permits may park in any available disabled parking space on the campus, including unreserved parking garages, except for those spaces that are restricted, such as designated twenty-four hour reserved or service parking spaces.

1947. Temporary parking permits must be obtained when an unregistered substitute vehicle is being parked on campus. A temporary permit may be obtained at the Visitors and Parking Information Center or at the Department of Parking and Transportation during business hours. A temporary permit for substitute vehicles is issued at no charge and allows the same parking privileges as does the permanent decal for which it substitutes. A temporary permit shall be issued for a maximum period of seven (7) days. A maximum of six (6) temporary permits may be issued to a vehicle in a single semester. Failure to obtain a temporary permit will result in a citation for no permit. A temporary permit shall be displayed on the vehicle rearview mirror facing forward.

2048. Patients of UCF Student Health Services and UCF Counseling Center or Wellness and Health Promotion Services:

- a. Student Health Services: Both a valid UCF parking permit and Health Services parking pass must be properly displayed when parking in Health Services patient spaces. The Health Services pass must be obtained from the reception desk located in Student Health Services.
- b. Counseling Center: Both a valid UCF parking permit and Counseling Center parking pass must be properly displayed when parking in the Counseling Center patient spaces. The Counseling Center pass must be obtained from the reception desk located in the Counseling Center.
- c. Biofeedback Clients: Both a valid UCF parking permit and Biofeedback Center parking pass must be displayed when parking in

the Biofeedback client spaces. The Biofeedback pass must be obtained from Wellness and Health Promotion Services.

2149. Replacement permits:

- a. Replacement permits are issued for \$14.08 plus tax for a multi-semester permit and \$7.04 plus tax for a one semester permit. Proof of sale of the vehicle or return of the original permit is required. If a permit is stolen, a stolen parking permit affidavit must be filed and signed before the replacement permit may be issued.
- b. When the original permit or sufficient remnants thereof, is not returned or proof of sale is not provided, the replacement fee shall be the full fee in effect at the time of the replacement. The full fee also applies to permits to replace those that are reported lost.

(3) Parking Regulations.

- (a) The responsibility of locating a legal parking space rests with the motor vehicle operator. Lack of a convenient space shall not be considered as a valid excuse for violation of any parking regulation. The fact that a person parks or observes others parking in violation of any parking regulation without being cited does not mean that the regulation is not in effect.
- (b) Except as noted herein, all parking regulations apply twenty-four (24) hours a day, seven (7) days a week and parking areas are restricted to specific decal or decals as designated by posted signs or curb markings. However, between the hours of 5:30 p.m. and 7:00 a.m. any vehicle with a valid parking permit may use any "B" (Faculty), "C" (Staff) or "D" (Student) parking space except where otherwise specified by appropriate signs or markings. "A" (Reserved 24 hours), "Service Vehicle Only" parking spaces, and disabled parking spaces shall not be used at any time except by vehicles with decals or certification authorizing use of these specific spaces.
- (c) Metered parking is enforced twenty-four hours a day, seven days a week. Drivers of all vehicles using metered spaces are responsible for paying the posted meter fees.
- (d) The following parking practices are specifically prohibited:

1. Parking on lawns, landscaped areas, sidewalks, or other areas not specifically designated by signs or curb markings as parking areas. The absence of a “No Parking” sign does not mean parking is permissible in an area.
2. Double parking, parking any portion of a vehicle outside designated lines or beyond a post or other delineation device indicating a valid parking space or row.
3. Blocking traffic, other parked vehicles, service areas or spaces, roadways, crosswalks, or wheelchair access aisles and ramps.
4. Parking in an access lane. An access lane is any area that is not designated as a parking space and that provides an avenue for traffic flow.
5. Except as noted in paragraphs (b) and (c) above, parking in any space designated for decals other than the one displayed on the vehicle.
6. Parking in a metered space after the purchased amount of time has expired.
7. Unauthorized parking in 24-hour reserved “A” parking spaces.
8. Unauthorized parking in designated service areas.
9. Parking an unregistered vehicle without a valid parking permit anywhere on the UCF campuses.
10. Failure to display parking permits properly: not permanently affixed, improperly placed, or not displayed on the vehicle for which purchased.
11. Failure to cancel registration or to destroy parking decal upon disposal of the registered vehicle.
12. Unauthorized or fraudulent use of a parking permit.
13. Parking a bicycle in a motor vehicle space, on disabled ramps, in areas designated by signs as no bicycle parking, on sidewalks or crosswalks, or in any way to impede ingress or egress of a building.
14. Parking a motorcycle in a motor vehicle space, or any space not designated as motorcycle parking.

(4) Disposition of Parking Citations.

- (a) Payments of non-contested parking citations must be received by the Department of Parking and Transportation within ten (10) business days from the date of citation issue. A late charge of \$10.00 shall be assessed each citation if payment is received

after the ten (10) business day period. Payments shall be made by mail, in person, by telephone, online (at www.parking.ucf.edu), or by deposit in campus fine collection boxes. Campus fine collection boxes are yellow and located throughout the campus.

- (b) Once a citation has been placed on the vehicle, Parking and Transportation personnel have no further responsibility of notification.
- (c) Fifty (50) or more coins used in any parking related transaction delays processing and will not be accepted as a form of payment.
- (d) Any person who alleges being unjustly ticketed shall appeal the citation online at www.parking.ucf.edu within ten (10) business days from the date the citation was issued. The Director of the Department of Parking and Transportation or an authorized designee shall eliminate late charges or dismiss the citation altogether if it is determined to have been issued in error. Appeals not sustained by the director or authorized designee shall be heard by the Parking Citation Appeals Committee. Individuals requesting personal appeals shall be notified of their scheduled hearing date at the time his or her appeal is submitted online. A reminder of the notification will be emailed to the appellant prior to the scheduled appeal date. Written appeals shall be reviewed by a Parking and Transportation Services sub-committee made up of representatives from parking enforcement, maintenance, management, general staff and students. All appellants shall be notified by email of the committee's decision subsequent to the appeal being heard. Fees assessed due to a vehicle's immobilization may not be appealed.
- (e) The decisions of the Parking Citation Appeals Committee shall be based upon the provisions set forth in this regulation and extenuating circumstances, if any, and are final and binding, except as set forth herein. A student may request a second level of appeal by submitting a written appeal with the Student Government Association's Judicial Council within ten (10) business days upon receiving notification that the original appeal to the Parking Citation Appeals Committee was heard and denied. The Student Government Association is responsible for establishing the appeal procedure for this second level of appeal. The decision of the Judicial Council is final and binding and no further appeals shall be permitted. For purposes of this

appeal process, “student” shall be defined to mean a person enrolled in classes at UCF as of the date of the parking citation.

(f) The following reasons will not be accepted by the Judicial Council as grounds to dismiss or reduce a citation. This is not an all-inclusive list:

1. Disagreement with the traffic and parking regulations
2. Ignorance of the regulation
3. Stated inability to find a permitted parking space
4. Operation of the vehicle by another person
5. Tardiness to class and/or appointment
6. Inability to pay fine (lack of money)
7. Displayed expired permit
8. Traffic congestion
9. Stated perception that designated parking area is not safe
10. To delay paying the fine for an appealed citation
11. Unsupported evidence of direction by any university official

(g) Students should consider the following when choosing to file an appeal with the Judicial Council:

1. Make sure the reason for the appeal is not one of those listed in subsection (f) above.
2. The student must prepare a concise written and/or oral statement not to exceed five minutes.
3. The Judicial Council will contact the student within three (3) business days to schedule a hearing. The case will be scheduled within ten (10) business days upon the Judicial Council receiving notice of the appeal. If the student does not appear for the hearing in person before the Judicial Council, the original decision of the Parking Appeals Committee will be sustained. The Director of Parking and Transportation Services does not have the authority to overturn the decision of the Judicial Council.

(5) Vehicle Immobilization.

(a) Vehicles are subject to immobilization under the following circumstances:

1. The vehicle has accumulated three or more unpaid parking citations, or unpaid citations totaling \$200.00 or more in fines.
 2. Possession of, using, or displaying a fraudulent/unauthorized parking permit. Violators may also be subject to referral to the Office of Student Conduct.
 3. For law enforcement purposes, in which case an immobilization release fee may not be charged.
- (b) Cost of release from immobilization is \$50.00 and payment of all unpaid citations. Citations issued up to time immobilization are not allowed to be appealed. Release is available from Parking Services personnel Monday through Friday 7:30 a.m. to 9:00 p.m.
- (6) Tow away – Vehicles are subject to being towed from campus at the owner’s expense under the following circumstances:
- (a) The vehicle is parked in a hazardous manner, blocking traffic, roadways, crosswalks, sidewalks, disabled ramps, or creating a hazard such as leaking gasoline.
 - (b) The vehicle is parked in a space reserved twenty-four (24) hours per day.
 - (c) When arrangements to release an immobilized vehicle have not been made within forty-eight (48) hours of the original immobilization.
 - (d) When the vehicle is abandoned on campus for any reason whatsoever for more than forty-eight (48) hours.
 - (e) When immobilization is not appropriate due to vehicular construction.
 - (f) When the vehicle owner has previously removed or attempted to remove an immobilization device without authorization.
 - (g) When the vehicle is parked in a parking lot or garage during posted time restrictions.
- (7) Revocation of Campus Parking Privileges – The Director of the Department of Parking and Transportation shall revoke the privilege of any person to park a vehicle on campus for a period of one year when it is determined that:
- (a) That person falsifies or willfully misrepresents vehicle registration information.
 - (b) That person, whether the owner or operator, displays a fraudulent permit on a vehicle.
 - (c) That person has accumulated six (6) or more parking citations during an academic year.

(8) Administrative Penalty for Non-Payment of Parking Citations – A ~~violator~~student who is delinquent in the payment of parking citations shall not be permitted to register for class, drop or add classes, receive transcripts or diplomas, or purchase another permit until the debt has been satisfactorily resolved.

(9) Traffic Regulations.

(a) State ~~Florida~~ Uniform Traffic Control Law, Chapter 316, F.S., as well as Chapter 320 F.S., is in effect on campus at all times.

(b) Campus speed limits are 10 mph in parking lots and parking garages and 30 mph on roads unless otherwise posted.

(c) It is a violation to drive or park in an opposing direction than indicated by signs, flow of traffic or directional arrows.

~~(d)~~ Back in parking is not allowed ~~unless prohibited by posted signage located at entrances to in any~~ parking lots or garages.

~~(e)~~ Parking bicycles, scooters or vehicles on grass or on sidewalks not used as access areas is a violation. Conveyances used by disabled persons are exempt from this regulation.

~~(f)~~ State of Florida Uniform Traffic citations issued on campus by university police officers are referred to appropriate local government courts for disposition.

Authority: BOG Regulation 1.001. History–New 3-22-76, Amended 8-19-82, 5-5-83, 8-14-83, Formerly 6C7-6.07, Amended 8-1-88, 9-20-89, 8-12-90, 7-21-91, 10-11-92, 9-8-93, 9-15-96, 8-14-02, 12-8-03, 8-14-05, 6-27-06, 8-15-06, 6-25-07, 7-31-08, Formerly 6C7-6.007, Amended 7-1-09, 6-24-10, 7-7-11, 3-16-12, 7-23-13, 9-2-14, 6-22-15, 7-5-16, 6-23-17, 5-24-18, _____-19.

Attachment B

UCF-6.008 Vehicle Registration Fees; Parking Violation Fines.

(1) Vehicle Registration Fees. All fees, as posted, do not include applicable State Sales Taxes. Vehicle permit fees are subject to change at the beginning of each academic year. There is no refund for a parking permit once it is issued.

(a) Decal fees for the ~~2019-2020~~ 2017-18 academic years and going forward are:

Classification	Multi-semester	1 Semester
B	\$303.60	\$152.29
BM	\$303.60	
<u>BV</u>	<u>\$303.60</u>	<u>\$152.29</u>
C	\$181.01	\$ 90.98
CM	\$181.01	
<u>CV</u>	<u>\$181.01</u>	<u>\$90.98</u>
D	\$90.03	\$ 45.01
DM	\$90.03	
<u>DV</u>	<u>\$90.03</u>	<u>\$45.01</u>
G	No charge	No charge
KP	\$135.04	\$67.52
MC	\$46.93	\$23.94
R	\$135.04	\$67.52
RL	\$135.04	\$67.52

(b) Hangtag fees for the 2017-18 academic years and going forward are:

Classification	Multi-semester	1 Semester
A	\$1029.58	\$514.79
<u>AV</u>	<u>\$1029.59</u>	<u>\$512.79</u>
B	\$318.78	\$159.39
BM	\$318.78	
<u>BV</u>	<u>\$318.78</u>	<u>\$159.39</u>
C	\$190.06	\$95.03
CM	\$190.06	
<u>CV</u>	<u>\$190.06</u>	<u>\$95.03</u>
D	\$94.53	\$47.27

<u>DV</u>	<u>\$94.53</u>	<u>\$47.27</u>
KP	\$141.79	\$70.90
R	\$141.79	\$70.90
RL	\$141.79	\$70.90
V	\$47.89 monthly or \$478.87 annually from date of purchase	

(c) Additional Parking Fees:

1. Daily Visitor: \$5.00 per day.
 - a. Daily Visitor permits after 5:30 p.m.: \$3.00
 - b. Daily Visitor permits are valid from the time of purchase until 11:59 p.m. the same day.
2. Temporary, No Charge (available to current permit holders only).
3. Metered parking: \$1.00 per hour.
4. Pay-by-space (Visitors Lot Only): \$1.00 per hour for a 2-hour maximum.
5. Replacement permits are issued for \$14.08 plus tax for a multi-semester permit and \$7.04 plus tax for a one semester permit. Proof of sale of the vehicle or return of the original permit is required.
6. EV charging stations are provided for electric vehicles. Vehicles parked in the EV charging station spaces must display a valid UCF parking permit and be in charging mode. Vehicles will be assessed \$1.00 per each hour they are charging up to 4 hours. There will be a 30 minute time frame to remove the vehicle from the EV charging space. The fee will increase incrementally by \$1.00 for each hour parked at the charging station beyond the initial four (4) hours. (Example - at hour 5.5 the fee will increase to \$2.00 per hour; at hour 6.5 the fee will increase to \$3.00 per hour, and so forth).

- (d) Special Provisions. Per University regulation UCF-6.007 2(i)(7)-(9), all on-campus students who reside in Apollo, Libra, Nike, Hercules, Neptune communities (R permits), Lake Claire residents (RL permits) and Towers at Knights Plaza (KP permits) are eligible to purchase only those designated permits associated with their residencies. Vehicles displaying these associated decals or hang tags are restricted to their designated residential parking areas between the hours of 7:00 a.m. and

5:30 p.m. Monday through Friday. Unreserved campus parking spaces may be used by these vehicles outside those days and times.

- (e) Students who are enrolled in the programs offered by the Center for Multilingual Multicultural Studies (CMMS) are eligible to purchase a seven (7) week permit designated as “DIT”. The fee for each seven (7) week permit will be \$25 + state sales tax.

(2) Schedule of Parking Violation Fines.

(a) Violation	Fine
Unregistered or No Valid Permit	\$30.00
Improper Display of Permit	\$20.00
Unauthorized or Fraudulent Use of Permit	\$100.00
Expired License Plate	\$40.00
Parking in a Disabled Space Without Proper Permit	\$250.00
Blocking a Disabled Ramp	\$250.00
Unauthorized Parking in a 24-Hour Reserved Space	\$50.00
Blocking Traffic or a Roadway	\$30.00
Parking in a Service Vehicle Space Without Proper Permit	\$35.00
Parked Out of Assigned Area	\$25.00
Expired Meter or Overtime in a Pay-by-Space Parking Space	\$20.00
Parking in an Undesignated Area	\$30.00
<u>Parked Facing Traffic/Backed in parking space</u>	<u>\$20.00</u>
Immobilization Fee	\$50.00
Any Other Parking Violation Not Herein Specified	\$20.00
(b) All parking violation fines are due within 10 business days. Fines not paid within ten (10) business days, will accumulate a \$10.00 late fee.	
(c) Administrative Fees: A fee may be applied in lieu of the original citation fee(s) when the appellant is found to have committed the violation but the appeals committee deems it reasonable to waive a portion of the fee.	
1. Immobilization (Boot) Fee:	\$50.00
2. Impoundment Fee (for bicycles):	\$20.00

- (d) The following violations may be considered for waiver only on the first occurrence; subsequent violations will be charged at the full citation fee and are not eligible for a waiver.
1. Failure to display a valid parking permit: \$10.00
 2. Failure to display a valid license plate: \$10.00

Authority: BOG Regulations 1.001 and 7.003. History—New 7-1-09, Amended 8-12-10, 7-7-11, 6-29-12, 7-23-13, 7-9-14, 7-1-15, 6-23-17, 5-24-18, _____-19.

ITEM: NGC-5

**UCF BOARD OF TRUSTEES
Nominating and Governance Committee
May 1, 2019**

Title: UCF Academic Health, Inc. Bylaws Amendments

Background:

UCF Academic Health, Inc. (UCFAH) was certified as a direct support organization on May 31, 2016. Its purpose is to promote and support medical education, research and patient care through the planning and development of clinical initiatives and affiliated partnerships that serve the education, research and clinical missions and objectives of COM. The current UCFAH Bylaws were approved by the Nominating and Governance Committee on May 31, 2016 and were adopted by the UCFAH Board of Directors on June 23, 2016.

The UCFAH Bylaws have been amended by its Board of Directors to ensure compliance with recent statute and regulation changes regarding DSOs; to align with the bylaws of other university DSOs; to update titles; and to make changes to the composition of the Board of Directors. More specifically, amendments include:

- Updating the composition of the Board of Directors so that it includes the President; the Vice President for Health Affairs; the Chief Financial Officer or designee; a BOT representative appointed by the Chair of the BOT; and any additional representatives appointed by the President or Chair of the BOT.
- Providing for approval by the BOT of all appointments other than the BOT Chair's representative, the President or the President's designee.
- Establishing term limits for Directors designated by the President or Chief Financial Officer and for Directors appointed by the Chair of the BOT and the President.
- Providing that an independent auditor be selected in accordance with UCF Policy 2-208.
- Eliminating language regarding annual meeting business, waiver of meeting notice, and time limit for reconvening meetings adjourned due to a lack of quorum.
- Providing direction regarding resignation and removal of Directors and Officers.
- Establishing that the Chief Financial Officer or designee will serve as Treasurer.
- Establishing terms limits for Officers who are designated or elected.
- Eliminating any requirement for the Treasurer to provide security.
- Requiring committees to be comprised of a majority of Directors and to comply with UCF Regulation 4.034.
- Addressing DSO governance including governing authority, monitoring by the university of resources and name, review and approval of operating budgets, and public records and meetings.
- Updating non-discrimination language so that it aligns with statutes and regulations.
- Requiring that the reimbursement of expenses be in compliance with Florida statutes.
- Stating that there is a prohibition against the use of state funds for travel.

On March 1, 2019 the UCFAH Board of Directors accepted and approved the Amended and Restated Bylaws.

Issues to be Considered:

Margaret Cole, the university's Associate Vice President for Direct Support Organizations, has reviewed, provided edits and support regarding the proposed bylaw amendments.

Alternatives to Decision:

Many of the proposed amendments are required for UCFAH to comply with Florida statutes and regulations. While other language can be considered, the substance and spirit of the amendments required by statute and regulation changes are necessary.

Fiscal Impact and Source of Funding:

N/A

Recommended Action:

Approval of proposed Amended and Restated Bylaws.

Authority for Board of Trustees Action:

Section 1004.28 Florida Statutes

BOG Regulation 9.011

UCF Regulation 4.034(3)(d)

Second Amended and Restated UCF Nominating and Governance Committee Charter, Section 1.11

Committee Chair or Chairman of the Board approval:

Approved by Chair William Yeargin

Submitted by:

Deborah C. German, Chair, UCF Academic Health, Inc.

Supporting Documentation:

Attachment A: Proposed Amended and Restated Bylaws (redline)

Facilitators/Presenters:

Jeanette C. Schreiber, Secretary, UCF Academic Health, Inc.

Attachment A

AMENDED & RESTATED
BYLAWS OF
UCF ACADEMIC HEALTH, INC.

ARTICLE I.
MEMBERS

The corporation ~~shall~~will have no members and ~~shall~~will be managed by the Board of Directors.

ARTICLE II.
BOARD OF DIRECTORS

Section 1. Directors. The Board of Directors ~~shall~~will consist of:

- (a) The President of the University of Central Florida or designee,
- (b) The Vice President for ~~Medical~~Health Affairs of the University of Central Florida,
- ~~(c) The Vice President for Administration and Finance~~ Chief Financial Officer of the University of Central Florida or designee,
- ~~(e)~~(d) A University of Central Florida Board of Trustees representative appointed by the Chair of the University of Central Florida Board of Trustees and
- ~~(d)~~(e) In addition, both the ~~e~~Chair of the University of Central Florida Board of Trustees and the President of the University of Central Florida may appoint one or more additional representatives to the Board of Directors.

The University of Central Florida Board of Trustees will approve all appointments to the Board of Directors other than the Board of Trustees' Chair's representative provided for in section 1 (d) or the President or President's designee provided for in section 1 (a).

The Board of Trustees representative provided for in Section 1 (d) may not be the President of the University of Central Florida. The Board of Trustees Representative provided for in Section 1 (d) and the President of the University of Central Florida may not appoint the same individual to represent them both on the Board of Directors.

Section 2. Term of Office. *Ex officio* members of the Board of Directors as set forth in section 1 (a), (b), (c) shall~~will~~ serve as directors of the corporation, ~~pursuant to section 1 (a), (b), and (e)~~ for such time as they continue to serve in their positions with the University of Central Florida. Directors designated pursuant to section 1 (a) and (c), if any, will serve for terms of three years commencing at the annual meeting of the Board of Directors or until their successors will be duly designated and approved. Directors ~~designated or~~ appointed pursuant to section 1 (d) will serve terms of three (3) years or until their successors will be duly appointed. Directors appointed pursuant to section 1 (e) shall~~will~~ serve ~~for terms of three (3) years~~ commencing upon at the annual meeting approval of the Board of ~~Directors~~Trustees for terms of three (3) years or until their successors shall~~will~~ be duly ~~designated or~~ appointed and qualified~~approved~~. ~~;~~ ~~a~~Any such designated or appointed director may be appointed to succeed himself/herself.

Section 3. Powers and Duties. The property, affairs, activities, and concerns of the corporation ~~shall~~will be vested in the Board of Directors subject to the provisions of section 1004.28, F.S., Board of Governors Regulation 9.011 and UCF Regulation 4.034, and throughout these bylaws as may be amended. All management functions ~~shall~~will be exercised by the Board of Directors subject to delegation by the Board of Directors to others. The powers and duties of the Board of Directors ~~shall~~will be as follows:

- (a) To discharge faithfully all the duties imposed upon it by the Articles of Incorporation and by law.
- (b) To meet upon the call of the Chair of the Board of Directors or any two (2) members of the Board of Directors.
- (c) To select a bank or banks or other depositories for the deposit of the funds and securities of the ~~C~~corporation; and to cause the ~~C~~corporation to conduct its financial affairs in conformity with the policies and procedures adopted by the Board of Directors.
- (d) To cause an audit of the books and records of this ~~C~~corporation to be made at least once each fiscal year together with a management letter, including the response from management, if required, conducted by a firm of independent Certified Public Accountants selected in accordance with University Policy 2-208~~by the Chair of the Board~~, whose engagement letter ~~shall~~will provide that it render an opinion on the financial statements in accordance with generally accepted accounting principles and to have the results of the audit reported to and accepted by the Board of Directors.
- (e) To hold and to invest and reinvest any monies it receives and to hold any property, to sell or exchange the same, and to invest and reinvest the proceeds of any sale or other conversion of any such property, for the purpose of earning income, which income, less operating expenses of the corporation, ~~shall~~will be used to further the specific purposes of the corporation.

The corporation ~~shall~~will have the power and authority to borrow money by issuing long or short term notes, bonds, or debentures and to pledge, mortgage, or otherwise encumber its assets within the discretion of the Board of Directors, subject to the policies of the University of Central Florida and its Board of Trustees.

Section 4. Meetings of the Board. The Chair of the Board of Directors ~~shall~~will preside at meetings of the Board of ~~the~~Directors. In the absence of the Chair from any meeting, the Treasurer of the ~~C~~corporation ~~shall~~will preside.

The Board of Directors ~~shall~~will hold an annual meeting in the first quarter of each fiscal year ~~for the receiving of annual reports of officers, directors and committees, and the transaction of other business.~~ Regular meetings of the Board of Directors ~~shall~~will be held at such times as ~~shall~~will be determined by the Board of Directors. Written notice of the time and place of the annual meeting and regular meetings ~~shall~~will be provided to each director, by personal delivery, first class mail, or electronic mail, at least three (3) business days before the meeting.

Special meetings of the Board of Directors may be called by the Chair or upon the written request of two (2) members of the Board of Directors. At least three (3) business days prior written notice

of any special meeting ~~shall~~will be provided to all members of the Board of Directors by personal delivery, first class mail, or electronic mail.

~~Notice of a meeting of the Board of Directors may be waived by any director, either before or after the meeting. Attendance of a director at a meeting shall constitute a waiver of notice, except when a director states, at the beginning of the meeting, any objection to the transaction of business because the meeting was not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice.~~

Proxies, general or special, ~~shall~~will not be accepted for any purpose in the meeting of the Board of Directors.

Section 5. Quorum and Voting. A majority of the Board of Directors ~~shall~~will constitute a quorum for the transaction of business. ~~If a quorum is not present, a lesser number may adjourn the meeting to a date no more than ten (10) days later.~~ The act of a majority of the directors present at a meeting at which a quorum is present ~~shall~~will be the act of the Board of Directors unless a greater number is required by these bylaws or by law.

Section 6. Vacancies. Whenever any vacancy occurs in the Board of Directors by death, resignation, or otherwise, it ~~shall~~will be filled without undue delay. Any person appointed or ~~elected~~designated to fill a vacancy in the Board of Directors ~~shall~~will hold office for the unexpired term of his or her predecessor in office. A director or officer may resign at any time by submitting a written resignation to the Chair of the Board of Directors and the President of the University of Central Florida.

Section 7. Removal. The ~~p~~President of the University of Central Florida may remove any director at any time upon written notice, with or without cause, except for directors appointed by the Chair of the University of Central Florida Board of Trustees. The Board of Directors may remove any director at any time upon a two-thirds vote of the directors, whenever the best interests of the corporation would be served.

Section 8. Participation by Conference Telephone. Members of the Board of Directors may participate in a meeting of the Board of Directors by means of a conference telephone or similar communications equipment provided all persons participating in such meeting are able to communicate with each other. Participation by such means ~~shall~~will constitute presence in person at a meeting.

**ARTICLE III.
CHAIR OF THE BOARD OF DIRECTORS AND
OFFICERS OF THE CORPORATION**

Section 1. Chair of the Board of Directors. The Chair of the Board of Directors ~~shall~~will be the Vice President for ~~Medical~~Health Affairs of the University of Central Florida and ~~shall~~will have the following authority:

- (a) The Chair ~~shall~~will preside at the meetings of the Board of Directors. The Chair or designee ~~shall~~will prepare the agenda for all meetings of the Board of Directors.
- (b) The Chair ~~shall~~will sign all certificates, bonds, deeds, mortgages, leases, and contracts of the corporation except as otherwise approved by the Board of Directors.
- (c) The Chair ~~shall~~will perform all duties as the Board ~~shall~~will designate and may delegate certain duties with the Board ~~of Director~~'s approval.
- (d) The Chair ~~shall~~will report directly to the President of the University of Central Florida.
- (e) The Chair ~~shall~~will perform such other duties as are necessarily incident to the office of the ~~e~~Chair.

Section 2. Officers, Election and Term of Office. The officers of the ~~C~~corporation ~~shall~~will be:

- (a) a ~~e~~Chair, who ~~shall~~will be the Vice President for ~~MedicalHealth~~ Affairs of the University of Central Florida;
- (b) a ~~s~~Secretary, who ~~shall~~will be the President of the University of Central Florida or designee;
- (c) a ~~t~~Treasurer, who ~~shall~~will be the ~~Vice President for Administration and Finance~~ Chief Financial Officer of the University of Central Florida or designee; and
- (d) such other officers as may be elected in accordance with the provisions of this article.

Ex officio officers ~~as set forth in section 2 (a), (b), and (c)~~ ~~shall~~will serve as officers of the corporation, ~~pursuant to section 2 (a), (b), and (c)~~ for such time as they continue to be employed in their positions with the University of Central Florida. Officers designated ~~pursuant to section 2 (b) and (c), if any,~~ or ~~appointed~~elected pursuant to section 2 (d), ~~if any,~~ ~~shall~~will serve commencing at the annual meeting of the Board of Directors ~~for terms of three years or until their successors shall be duly designated or appointed~~elected and qualified.; ~~a~~Any such designated or ~~appointed~~elected officer may ~~be appointed to~~ succeed himself/herself.

The Board of Directors may elect ~~or appoint~~ such other officers, including one or more ~~a~~Assistant ~~S~~ecretaries, and one or more ~~a~~Assistant ~~T~~reasurers, as it ~~shall~~will deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors, and such other offices may be held by the same person. A majority of a quorum present ~~shall~~will be necessary to constitute an election. Such officers ~~shall~~will serve at the pleasure of the Board ~~of Directors~~.

Section 3. Duties of Officers. The duties and powers of the officers of the corporation ~~shall~~will be as follows:

- (a) Chair. The Chair ~~shall~~will serve as the chief executive officer and ~~shall~~will manage the day to day activities and operations of the ~~C~~corporation.
- (b) Secretary. The Secretary ~~shall~~will:
 - i. Keep accurate minutes of the proceedings of all meetings of the Board of Directors and maintain a record of the actions of the Board ~~of Directors~~ and committees.

- ii. Keep on record a copy of the Articles of Incorporation and Bylaws of the Corporation and all amendments thereto.
 - ~~iii. Keep the seal of the Corporation and affix same to such official documents, records and papers as may be required.~~
- (c) Treasurer. The Treasurer ~~shall~~will:
- i. Assure that adequate provision is made for the care and custody of all the assets of this Corporation.
 - ii. In case of the death or absence of the Chair, or of his or her inability to act, perform the duties of the Chair.

~~**Section 4. Bond of Treasurer.** The Treasurer shall give to the corporation such security for the faithful discharge of his/her duties as the Board of Directors may direct.~~

~~**Section 4. Removal.** The President of the University of Central Florida may remove any officer at any time upon written notice, with or without cause. The Board of Directors may remove any officer at any time upon a two-thirds vote of the directors, whenever the best interests of the corporation would be served.~~

~~**Section 5. Vacancies.** In the event of absence, inability, or refusal to act of any of the *ex officio* or designated officers of the corporation, the Chair, except as otherwise provided for in these Bylaws shall appoint and subject to University Regulation 4.034, will appoint a successor or successors to perform the duties of their respective offices.~~

ARTICLE IV. COMMITTEES

The Chair of the Board of Directors may, at any time, appoint and charge such committees as he/she may deem necessary and advisable to assist in the conduct of the corporation's affairs. Committee members may include members who are not directors. ~~Committees will include a majority of directors~~ and ~~shall~~will be chaired by a director appointed by the ~~e~~Chair of the Board of Directors. Committee member appointments shallwill be for defined terms, and committee members may be removed at any time, with ~~out~~or without cause, by the Chair of the Board of Directors. A majority of any committee of the corporation shallwill constitute a quorum for the transaction of business. Committees will comply with UCF Regulation 4.034.

ARTICLE V. FISCAL YEAR

The fiscal year of the Corporation ~~shall~~will begin on July 1 and end on June 30 of the following year.

ARTICLE VI. ~~PUBLIC RECORDS~~DIRECT SUPPORT ORGANIZATIONS

Section 1. Governing Authority. The corporation operates as a Direct Support Organization (DSO) for the University of Central Florida as defined by Florida statute. DSOs are certified by the University of Central Florida Board of Trustees and follow Florida law, the policies and procedures established by the State University System of Florida, the University of Central Florida and the Board of Trustees.

Section 2. University Resources and Name. The President of the University of Central Florida has the authority to monitor and control the use of the University's resources, including the names of DSOs and the University's name.

Section 3. Operating Budgets. Operating budgets for DSOs are prepared annually, approved by the Board of Directors and the President of the University of Central Florida, and then submitted to the University of Central Florida Board of Trustees. Expenditure plans are reviewed and approved quarterly by the Finance Committee of the Board of Trustees and by the President of the University of Central Florida or designee. The designee must be a University Vice President or senior officer of the University who reports directly to the President.

Section 4. Public Records and Meetings. Public access to the Corporation's records and public meetings of a DSO are ~~shall be~~ governed by Florida law, including Section 1004.28, Florida Statutes, and the policies and procedures of the University of Central Florida Board of Trustees and the University of Central Florida.

ARTICLE VII. NONDISCRIMINATION

The Corporation is committed to non-discrimination with respect to race, ~~ered~~, color, religion, age, disability, sex, marital status, national origin, ~~or~~ veteran status or any other basis protected by law.

ARTICLE VIII. AMENDMENTS

These Bylaws may be made, altered, or rescinded by a two-thirds (2/3) vote of members of the Board of Directors present at any regular or special meeting at which a quorum is present. All amendments must be submitted to the University of Central Florida Board of Trustees in accordance with University Regulation 4.034 (3) (d) for approval prior to becoming effective.

ARTIVLE IX. MISCELLANEOUS PROVISIONS

Section 1. Contracts. Contracts for the routine activities of this Corporation ~~shall~~ will be signed in the name of the Corporation by the Chair of the Board of Directors.

Section 2. Financial Audits and Reports. — The Corporation ~~shall~~ will select an independent certified public accountant pursuant to University of Central Florida Policy 2-208, and will

annually have a financial audit of its accounts and records conducted by an independent certified public accountant in accordance with the applicable rules adopted by the Auditor General and by the University of Central Florida Board of Trustees, which in accordance with University Regulation 4.034 (9) and Florida Statutes Section 1004.28 shall will be forwarded to the University of Central Florida Board of Trustees for review and oversight.

Section 3. Compensation/Employment. The directors and officers of this Corporation, except those otherwise employed by the Corporation, shall will not receive any compensation from this Corporation for their services as director or officer. ~~; provided, however, that they~~ Directors, officers and employees of this corporation may be reimbursed from funds of the Corporation for any travel expenses or other expenditures incurred by them in the proper performance of their duties, provided such reimbursement or expenditures comply with Florida Statutes Sections 1004.28 and 1012.976. Personnel employed by this Corporation shall will not be considered to be employees of the State of Florida by virtue of employment by this Corporation.

Section 4. Travel Expenses. The corporation will not use state funds for travel expenses.

Section 45. Indemnification. This Corporation shall will indemnify and hold harmless all directors, officers, and employees of the Corporation for any liability heretofore or hereafter incurred as a result of their actions in the performance of their duties on behalf of this corporation. The corporation shall will have the authority to purchase insurance for this purpose.

Section 65. Corporate Seal. The seal of this corporation shall will be in the form of a circle and shall will bear, among other things, the name of the Corporation and the date of its incorporation.

ARTICLE X. CONFLICT OF INTEREST

All actual or potential conflicts of interest involving directors and officers of the corporation shall will be disclosed and addressed in accordance with the Corporation's Conflict of Interest Policy.

I HEREBY CERTIFY that the foregoing Amended and Restated Bylaws were approved by the Board of Directors on ~~June 23, 2016~~ March 1, 2019 and by the University of Central Florida Board of Trustees on _____.

Deborah C. German, MD
Chair

Amendment History

Original: June 23, 2016

Amended and Restated: March 1, 2019, Approved by Board of Directors

| , 2019 Approved by UCF Board of Trustees

ITEM: NGC-6

**UCF BOARD OF TRUSTEES
Nominating and Governance Committee
May 1, 2019**

Title: Chair and Vice Chair Nominations, UCF Board of Trustees

Background:

The Board of Trustees Bylaws provide that the Board shall elect its chair and vice chair from the appointed members at its first regular meeting after July 1 upon recommendation of the Nominating Committee. Because the chair and vice chair serve two year terms, the election occurs every other year. The current year is an election year so the chair and vice chair must be elected at the July 18, 2019, meeting.

Issues to be Considered:

Discuss the suggestions received from board members to fill the positions of chair and vice chair of the UCF Board of Trustees and nominate an individual for each position for consideration by the full board at its next regular meeting after July 1.

Alternatives to Decision:

N/A

Fiscal Impact and Source of Funding:

N/A

Recommended Action:

Nominate an individual for chair and vice chair for consideration by the full board at the July 18, 2019 meeting.

Authority for Board of Trustees Action:

Seventh Amended and Restated Bylaws University of Central Florida Board of Trustees, Section 4.2

Committee Chair or Chairman of the Board approval:

Approved by Chair William Yeargin

Submitted by:

W. Scott Cole, Vice President and General Counsel

Supporting Documentation:

Attachment A: Slate of Nominations for Chair and Vice Chair

Facilitators/Presenters:

N/A

Attachment A

Nominations and Governance Committee
Nominations for Chair and Vice Chair
May 1, 2019

Chair nominations

Danny Gaekwad (1 vote) – Trustee Gaekwad was appointed to the board in 2018, his term ends in 2023. He is the Founder-CEO of NDS USA, an IT & Cloud Services company, and Danny G Management, which owns and operates various restaurants and hotels. In a business career spanning over three decades, Mr. Gaekwad has built over a dozen small- and medium-sized companies worth hundreds of millions of dollars, in diverse fields, such as Convenience stores, Real Estate development, Hospitality and Information Technology, among various other industries. He has founded or co-founded several organizations, including the India Association of Ocala, for which he also constructed a building. Mr. Gaekwad also helped construct the United Way building in Ocala. In the past three decades, Mr. Gaekwad has served on the boards of numerous public, private and nonprofit organizations. He is an Executive Board member of Enterprise Florida, Inc., a public-private partnership between Florida’s business and government leaders, since 2009. He also serves as an Executive Board member of Visit Florida, the official tourism marketing corporation of the state and on the Board of Directors for The Florida Chambers. Recently, he was appointed to the Transition Advisory Committee on the Economy by Governor-Elect Ron DeSantis. Mr. Gaekwad has been awarded Person of the Year 2018 by Ocala Magazine. Following are some of the awards and recognitions he has won: Asian American Hotel Owners Association Chairman’s Award, “One Million Jobs” certificate of appreciation, Lion of the Year Award, Leaders Leader Award, Marion County, Pride of India Award 2017, Glorious India Chairman’s Award 2017 and National Federation of India American Association in Washington D.C. with the Business and Entrepreneurship in 2018.

Bob Garvy (2 votes) – Trustee Garvy was appointed to the board in 2011, his term ends in 2020. He is the founder and chairman emeritus of INTECH, and has helped build the firm from a single product provider into a solutions-based global investment manager with over \$50 billion in assets under management in 2014. Mr. Garvy’s broad exposure to plan design, asset allocation, manager selection and performance analysis provided a unique background and perspective that led to the growth and development of INTECH among institutional investors around the world. Mr. Garvy earned his M.B.A. at Georgia State University in 1976. After graduation, Mr. Garvy joined Blackburn & Company in Atlanta, GA where he was a vice president of their pension consulting division. He later joined Wilshire Associate, a well-known and highly regarded national investment consulting firm. At Wilshire for 12 years, he was a senior vice president and general partner and co-founded their pension consulting division. He is a well-known speaker at investment conferences and seminars and he has been invited to present INTECH’s research at universities and consultant gatherings throughout the world. Mr. Garvy sits on the Board of Directors of the Institute for Quantitative Research in Finance (The Q-Group). He also serves on the business school advisory council at the University of Notre Dame. He has served as a member of the Palm Beach County Investment Board and is currently a trustee of the Palm Beach Retirement Board. He is a past Chairman of Rosarian Academy and has been active with Cardinal Newman High School. He is a member of the Society of the Four Arts and served on the board of the Sailfish Club.

Alex Martins (3 votes) – Trustee Martins was appointed to the board in 2013, his term ends in 2021. He is chief executive officer of the Orlando Magic and has spent more than 26 years in professional sports management. He previously served as president for more than one year and was the team’s chief operating officer from 2006-10. Martins also serves as CEO of SED Development, LLC, an affiliate of the Magic which is currently planning an entertainment mixed use development across Church Street from the Amway Center. Over the past eight years, Martins led the Magic in a transformation of its business operations, while overseeing ticket sales, premium sales and corporate partnership effort which saw the most successful business year in the history of the franchise in the 2010-11 season. The transformation process received the recognition of the SportsBusiness Journal which named the Magic as a finalist for Professional Sports Team of the Year, the only NBA team to be named a finalist. Martins originally joined the Magic as director of publicity/media relations in April 1989. In September of 1996, he was promoted to senior director of communications. He also previously served as the Chairman of the Board of the Magic Action Team Community Fund. The Magic Action Team Fund developed into the Orlando Magic Youth Fund, which has distributed nearly \$18 million to local nonprofit organizations during the last 23 years, including \$1 million this season. Additionally, Martins served on the developmental board of the DeVos Sport Business Management Program at UCF. Martins is past chairman of the Metro Orlando Economic Development Commission and The Central Florida Partnership. He also serves on the board of directors of the Orlando/Orange County Convention & Visitors Bureau, the Central Florida Commission on Homeless, the executive committee of the Dr. Phillips Performing Arts Center and the Central Florida board of directors for Seaside National Bank & Trust. In December of 2013, Martins was awarded the 2013 Charles Andrews Memorial Hospitality Award for Community Leadership by the Central Florida Hotel and Lodging Association. Martins earned his MBA from the University of Central Florida where he is a member of the College of Business Administration’s Hall of Fame. He also serves on the Dean’s Executive Council for the College of Business Administration at UCF, and was honored with the opportunity to serve as Commencement Speaker at UCF in August of 2008.

Beverly Seay (3 votes) – Trustee Seay was appointed to the board in 2013, her term ends in 2023. She is an entrepreneurial senior executive with global experience and a Fortune 500 track record in domestic and global business operations with a unique blend of strengths to include start-up, turnaround, high growth and acquisition. She recently completed the startup of the Nebraska Applied Research Institute focused on Cyber Physical Systems for Building and Utility Control Systems. She previously started the CAE Global Integrated Enterprise Solutions Group and CAE Healthcare Services for CAE Healthcare Products. From 1990-2011, she built the SAIC Modeling and Simulation systems business unit from startup to a peak of \$648M with 2500 employees, including an acquisition, internal merger and spinout. Recently inducted into the National Center for Simulation Hall of Fame, Bev is a recognized leader in innovative and creative technologies with strong university ties through personal commitment and industry collaboration. She chairs the Deans’ Industry Advisory Boards at the UCF College of Engineering and Computer Science and the Georgia Tech College of Computing. She is also a member of the board of Association of Governing Boards of Universities and Colleges (AGB) (2015-present). She was vice-chair of UCF’s Presidential search in 2017. Bev has a BS Mathematics and MS Computers, Information and Control Engineering from the University of Michigan.

David Walsh (1 vote) –Trustee Walsh was appointed to the board in 2016, his term ends in 2021. He was appointed President and Chief Executive Officer of Mitsubishi Hitachi Power Systems Americas, Inc. (MHPSA) in 2014, with responsibility for the Western Hemisphere electric power generation business of Mitsubishi Heavy Industries Ltd. and Hitachi Ltd. of Japan. Mr. Walsh was the first non-Japanese corporate officer of MHPSA's parent company, Mitsubishi Hitachi Power Systems, Ltd., in Japan. He was also the first American Board member of the America's company, MHPSA. Mr. Walsh retired from Mitsubishi Hitachi Power Systems in 2016, now serving as an advisor to various clients in the energy industry. Prior to his appointment as President & CEO at MHPSA, Mr. Walsh had been Executive Vice President of Sales & Marketing, Projects and Services. Mr. Walsh joined the company in 2001, and initially established the service and manufacturing business for Mitsubishi Heavy Industries in the Western Hemisphere. Previously, Mr. Walsh had been a senior executive at Westinghouse Electric Corporation as General Manager and Chairman of the Westinghouse global industrial and power generation service subsidiaries. He later became the senior executive and Vice Chairman responsible for the Westinghouse Electric power joint ventures in China, in partnership with the Shanghai Municipal Government and with the Chinese Ministry of Electric Power. Mr. Walsh received his BS Commerce degree from The University of Virginia, and did Graduate Study in Finance at The University of Pittsburgh and at Northwestern University. Mr. Walsh was an Enterprise Florida Board Member, and has previously been a Board Member of the Seminole County Foundation for Public Education, and served on the Seminole State College of Florida Foundation Board. Mr. Walsh has also been appointed Honorary Consul Japan, Orlando, by the Japanese Ministry of Foreign Affairs.

Vice Chair nominations

Kenneth Bradley (1 vote) – Trustee Bradley was appointed to the board in 2016, his term ends in 2021. He is the Senior Vice President/Administrator at Winter Park Memorial Hospital. Bradley has more than 30 years of central Florida healthcare experience, including Campus CEO/COO of Florida Hospital Kissimmee and COO of Florida Hospital's Celebration Health. Bradley's professional roots are in human resources management. His civic and professional service includes elected and appointed office as well as volunteer leadership. He served two terms as the elected Mayor of Winter Park, Florida. He also serves on the Wells Fargo Central Florida Community Bank Board. He has served on the Winter Park Library Board, and as a Board member of the University of Central Florida Foundation and the Southwest Volusia Healthcare Corporation Board. He is a graduate of Leadership Florida, Class 25. Bradley was appointed by the State of Florida CFO to serve on the Florida Medical Malpractice Joint Underwriters Association. Previously, Bradley served as the Chairman of the Board/Winter Park Chamber of Commerce, Board Member/Heart of Florida United Way, and Chairman of the Board/Community Vision of Osceola County. He is a member of the Rotary Club of Winter Park, with 29 years of perfect attendance. Additionally, he is a member of the American College of Healthcare Executives. Bradley has received numerous awards including: University of Central Florida Business College Hall of Fame (2014), Adventist Health System's Crystal Angel (2011), Winter Park Chamber Citizen of the Year (2010), and the Orlando Business Journal's Central Florida's Most Influential Businessmen award (2004 and 2010). Bradley is a 1985 graduate of the University of Central Florida with a Masters of Business Administration. He graduated with a Bachelor of Arts degree from Southern Adventist University (formerly known as Southern College of Seventh-day Adventists) in Collegedale, Tennessee.

Danny Gaekwad (2 votes) – see bio above.

John Lord (1 vote) – Trustee Lord was appointed to the board in 2017, his term ends in 2020. Mr. Lord was elected as a Trustee of the Alfred I. duPont Testamentary Trust in July 2000 and became a member of the Board of Directors of The Nemours Foundation the same year. He served as Chairman of the Board of Directors of Nemours from February 2007 to August 2015 before stepping off the Board in 2016. Mr. Lord retired in 2000 from his position with Bank of America as the Orlando-area market President and Small Business/Premier Banking Executive for the State of Florida after a 32 year banking career to join the Trust. Mr. Lord currently serves as a board member for Dornoch Sutherland Assurance Ltd., Cruden Bay Risk Retention Group and the Pediatric Medical Services of Florida Inc. Mr. Lord is former director of the St. Joe Company, Florida East Coast Industries and ABC Fine Wine and Spirits. He is also the former chairman of the Orange County Industrial Authority, the Mid-Florida Industrial Development Commission, the Community Foundation of Central Florida, and the Florida Citrus Sports Association. He has served as treasurer of the Orange County Public School Foundation, vice president of the Orange County Civic Improvement Corporation, and the 1999 chairman of the Heart of Florida United Way. Mr. Lord also is a former appointee to the Valencia Community College Board of Trustees, where he served as chairman in 1994-95. He served as an Overseer of Rollins College Crummer School of Business for 16 years.

Alex Martins (2 votes) – see bio above.

Beverly Seay (3 votes) – see bio above.

John Sprouls (1 vote) – Trustee Sprouls was appointed to the board in 2011, his term ends in 2021. He is the Executive Vice President and Chief Administrative Officer for Universal Parks & Resorts, the division of NBC Universal responsible for all theme park, resort and development activities. He oversees Human Resources, Legal, Business Affairs, Risk Management, EHS, Corporate Communications and External Affairs for the Group. Mr. Sprouls previously served as Chief Executive Officer of Universal Orlando Resort and President/CEO of Universal Holdings I and II, the entities that own and control Universal Orlando, from 2006 to 2011. Mr. Sprouls joined Universal Orlando in 1996 as Vice President of Human Resources, after having spent 15 years in various senior level roles for The Seagram Company, Ltd. He was appointed Senior Vice President – Administration for Universal Orlando in 1997. Beginning in 1999, he then served as Executive Vice President – Human Resources for the Universal Parks & Resorts Group, and from 2004 to 2011, served as Executive Vice President – HR, Legal and Business Affairs for the Group. In addition, he spent several years as an attorney in private practice in New York and New Jersey. Mr. Sprouls is a member of the U.S. Commerce Department’s Tourism and Travel Advisory Board, U.S. Travel Association’s Board of Directors and the U.S. Travel Association CEO Roundtable. Mr. Sprouls is President of the Universal Orlando Foundation. He also serves as a board member of the University of Central Florida Foundation. Mr. Sprouls holds both a BA (History) and a J.D. from Seton Hall University.

David Walsh (2 votes) – see bio above.

ITEM: INFO-1

**UCF BOARD OF TRUSTEES
Nominating and Governance Committee
May 1, 2019**

Title: Review Presidential Selection Process

Background:

President Whittaker tendered his resignation to the Board of Trustees on February 19, 2019. The Board voted to accept his resignation on February 21, 2019. Dr. Thad Seymour was appointed Interim President and will serve in that role until a new president is selected by the Board of Trustees. The Board intends to begin the search for a president in August.

Issues to be Considered:

Review the Presidential Selection Process: Process Guide for the University of Central Florida which was last updated in January 2018.

Alternatives to Decision:

N/A

Fiscal Impact and Source of Funding:

None

Recommended Action:

N/A

Authority for Board of Trustees Action:

N/A

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: Presidential Selection: Process Guide for the University of Central Florida

Facilitators/Presenters:

N/A

Attachment A

PRESIDENTIAL SELECTION: PROCESS GUIDE FOR THE UNIVERSITY OF CENTRAL FLORIDA

I. Roles in Presidential Selection Process

- A. **Selecting President:** This is the sole responsibility of the UCF Board of Trustees, with the selection subject to ratification by the Florida Board of Governors. UCF will adhere to Board of Governors regulation 1.002, Presidential Search and Selection.
- B. **Screening of Candidates:** This responsibility is delegated by the UCF Board of Trustees to a search firm and a search committee, whose members are appointed by the board chair and are charged with conducting specific activities.
- C. **Searching for Applicants:** This is a critical activity in which all members and friends of the UCF academic community may participate.

II. Background Steps

- A. **Preparation and Updating of Institutional Analysis:** This committee appraised the present condition of UCF and detailed the reasons for its success to determine qualities needed in a future president. As Judith McLaughlin and David Reisman indicate in *The Presidential Search: A Guide to the Process of Selecting and Appointing College and University Presidents*, "If a successful search is to be conducted, the search committee must have a clear sense of the sort of person for whom they are searching. The starting point of the search process, then, should be introspection concerning what the institution needs in order to reorganize strengths and to cope with weaknesses, both in terms of history and tradition, and future prospects and dilemmas. . . . Without an institutional assessment and leadership definition, the search committee is also at a loss to know who will be the best choice for them. They run the risk of choosing someone totally inappropriate for their institution, someone whose attractiveness lies in the fact that his or her style differs (or mirrors) the departing president, or someone whose understanding of the college or university is too limited for effective leadership."

With significant and thoughtful input from President John Hitt and the UCF leadership team, the Nominating Committee enumerated the Critical Success Factors that have been key to UCF's prominence. This document will be reviewed and updated annually until such time as the board undertakes a presidential search.

- B. **Development Leadership Statement:** A Leadership Statement developed by the president and the committee provides a description of the qualities sought in a president at this stage of UCF's development. Representing the board's consensus on the work to be done in a next presidency, the statement serves as a single grid against which candidates will be measured. At the initiation of the search, the Vice President and General Counsel will prepare a memorandum to the Board of Trustees, search committee, and search firm outlining the search criteria and be available for interpretation of such criteria.

The Nominating Committee has adopted the Leadership Statement. This document will be reviewed and updated annually until such time as the board undertakes a presidential search.

- C. **Appointment of Interim President (If Needed):** The board chair will recommend to the Board of Trustees for approval an interim President to serve until a new President takes office.
- D. **Decisions on Compensation Range:** The Compensation and Labor Committee annually reviews the president's compensation package and recommends changes to the board. At the time of a search, the committee will update the compensation data as may be needed for the new president.
- E. **Decisions on Search Consultant:** The board chair, with input from the Board and leadership of the University, shall retain a search consultant to assist with the search process. *(Continue discussions of best practices through AASCU and others.)*
- F. **Size and Composition of Board of Trustees' Search Committee:** A search committee composed of eight to fifteen members will be appointed by the board chair with input from the trustees and the leadership of the university. At least three trustees shall serve on the committee. A chair and vice chair of the search committee, both of whom will be trustees, will be appointed by the board chair. All appointments will be ratified by the full board.

The search committee will include one or more representative from the faculty, student body, Foundation board of directors, administration who are not the current President or a direct report to the President, and representatives from the broader community. The board chair will also ask the Florida Board of Governors to appoint a representative to serve on the search committee. The board chair also will ask one or more presidents of the community colleges who participate in the Direct Connect Consortium with UCF to serve or appoint a

representative to the search committee.

The search committee will work with the search consultant to solicit and screen applicants using the Leadership Statement adopted by the board, interview semi-finalists, and recommend three to five finalists to the full board. In all of its actions, the search committee will act in a manner consistent with the requirements of the Sunshine Law.

- G. **Development of Search Committee Charge:** Please see the attached Exhibit A. This charge will be presented to all members of the search committee.
- H. **Establishment of Timeline:** The search consultant will work with the chair of the Board and the chair of the search committee to establish a timeline for the search.

III. Implementation

- A. **Advertising of Position and Development of Candidate List:** The search consultant will solicit nominations for the position from his or her various sources. Additionally, the position will be advertised broadly through *The Chronicle of Higher Education* and other appropriate media. All nominations and applications will be directed to the search consultant. Applications and nominations will be considered to be open until the finalist selection process is completed.
- B. **Screening and Selection of Semifinalists:** The search consultant will review all of the nominations and applications based on the agreed-upon leadership criteria and will narrow the applicant pool to a reasonable number (12-20 candidates). The search consultant will discuss these candidates informally and separately with the chair and vice chair of the search committee. Assuming positive feedback, the search consultant will then confirm with each of these candidates that he or she understands the public nature of the process and agrees to be a semifinalist. The search consultant will then forward all semifinalist applications to the search committee to vote on inviting selected semifinalists for visits.
- C. **Semifinalist Interview:** Members of the search committee will conduct semifinalist interviews.
- D. **Reference and Background Checks:** These checks will be conducted by the search consultant, with the assistance of others as may be appropriate.
- E. **Determination of Finalists:** The search committee will select up to five finalists.
- F. **Campus Visits:** Members of the search committee, with the aid of the search consultant, will arrange campus visits for all finalists. These visits will feature

multiple opportunities for the candidates to interact with representatives from the board, faculty, students, staff, and the broader community. The search committee will provide the results of community advice and reactions regarding the finalists to the Board of Trustees.

- G. **Final Selection by Board of Trustees and Negotiations:** The Board of Trustees shall select the individual to be hired as President, subject to ratification by the Florida Board of Governors. The Board Chair and General Counsel will negotiate the terms of the President's contract.

- H. **Welcome and Transition Activities:** The Board will oversee the announcements of the selection of the new President, with notification to those most directly affected (e.g., faculty, student and administrative staff leaders) preceding the public announcements. The Board and the new President will discuss mutual expectations regarding Board culture, processes, communication and operations. Additional reading material about the University will be provided to the President. A series of introductions to the University and the broader community will be scheduled, affording the President the opportunity both to increase his or her understanding of the University and the community and to express his or her goals and viewpoints on a variety of issues. The Board and the President will consider the desirability of a series of familiarization workshops and of a transition team or committee.

EXHIBIT A: DRAFT OF BOARD CHAIR'S CHARGE TO PRESIDENTIAL SEARCH COMMITTEE

The search committee, appointed to advise the Board of Trustees of the University of Central Florida, is composed of _____ members. The committee's chair is Trustee _____, and its vice chair is Trustee _____.

The search committee is charged with recommending to the trustees not later than (date), an unranked list of three to five individuals who are well qualified to lead UCF as its next president. The search committee is asked to base its recommendations upon the Leadership Statement adopted by the Board of Trustees, as well as the trustees' established equal opportunity and affirmative action policies.

The board chair asks the search committee, assisted by the search firm, to conduct the following activities in discharging its duties:

- Actively solicit nominations and applications from a diverse group of well-qualified persons.
- Screen applications using the leadership criteria as the basis for choice.
- Select and interview semifinalist candidates.
- Assist in checking references of semifinalists.
- Assist in arranging campus visits for finalists.
- Report to the board a summary of campus and community reactions to finalists.
- Ensure that appropriate information about the university and the presidency is provided to candidates at each stage of the screening process.
- Ensure that appropriate confidentiality is strictly observed with respect to applicants and to the committee's internal deliberations.
- Submit more than two qualified candidates to the Board of Trustees for consideration.
- Comply with the requirements of Board of Governors Regulation 1.002.

The Board of Trustees extends its gratitude to the members of the search committee for accepting this demanding assignment. You have the trustees' warmest wishes for a successful conclusion. The future of the university rests upon your wisdom.

ITEM: INFO-2

UCF BOARD OF TRUSTEES
Nominating and Governance Committee
May 1, 2019

Title: Review Nominating and Governance Committee Charter

Background:

The Board of Trustees is delegated the authority from the Board of Governors to administer their university. The BOT has chosen to establish committees to provide recommendations to the full board within their scope of delegated authority. Each committee has adopted a charter to describe its scope of authority and those charters are required to be updated regularly.

Issues to be Considered:

Review the Nominating and Governance Committee charter to determine if any updates need to be made.

Alternatives to Decision:

N/A

Fiscal Impact and Source of Funding:

None

Recommended Action:

N/A

Authority for Board of Trustees Action:

N/A

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: Nominating and Governance Committee Charter

Facilitators/Presenters:

N/A

Attachment A

**Second Amended and Restated
UCF Nominating and Governance Committee Charter**

1. Overall Purpose and Objectives

The Nominating and Governance Committee is appointed by the University of Central Florida Board of Trustees with the responsibility to:

- 1.1 propose for consideration by the full board a process by which presidents of the University of Central Florida would be selected
- 1.2 nominate a chair and vice chair of the University of Central Florida Board of Trustees for consideration by the full board
- 1.3 recommend candidates for designation as Trustee Emeritus for consideration by the full board
- 1.4 recommend candidates for designation as Honorary Doctor for consideration by the full board
- 1.5 review annually and recommend changes as necessary to the Board Bylaws.
- 1.6 review the annual evaluation of the performance of the Board, Board committees, and Board members
- 1.7 review and provide recommendations to the Board regarding Board member education, including new member orientation and regularly scheduled board member training
- 1.8 inform members of corporate governance “best practices” and make recommendations to the Board and its committees
- 1.9 review and recommend to the Board the number and structure of committees
- 1.10 review and make recommendations regarding delegation of authority to the President
- 1.11 review and make recommendations regarding amendments to the bylaws of direct support organizations
- 1.12 review and approve university regulations

- 1.13 fulfill any other responsibilities as subsequently may be assigned by the University of Central Florida Board of Trustees and/or the board chair.

2. Authority

The board authorizes the committee to:

- 2.1 perform activities within the scope of its charter
- 2.2 engage advisors as it deems necessary to carry out its duties
- 2.3 have unrestricted access to management, faculty, and employees of the University of Central Florida and its direct support organizations and affiliates.

3. Organization/Membership

- 3.1 The chair of the board will appoint the chair and members of the committee.
- 3.2 The committee will consist of at least five members.
- 3.3 Members will serve on the committee until their resignation or replacement by the chair of the board.

Meetings

- 3.4 A majority of the members of the committee will constitute a quorum for the transaction of business.
- 3.5 Meetings will be held not less than two times per year.
- 3.6 The committee will maintain written minutes of its meetings.
- 3.7 The committee may request special reports from members of the university or Direct Support Organization management personnel on topics that may enhance its understanding of their activities and operations as it relates to the committee's mission.

4. Governance

The committee will review the committee charter annually and discuss any required changes with the board to ensure that the charter is approved or reapproved by the board annually.

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

ITEM: INFO-3

**UCF BOARD OF TRUSTEES
Nominating and Governance Committee
March 21, 2019**

Title: Discussion of items from February 12, 2019 Board of Trustees meeting

Background:

At the Board of Trustees meeting on February 12, 2019, the following topics were brought forth: the role of the Board Secretary; Governance organizational chart; and General Counsel reporting relationship. Chair Yeargin would like to address these items for further clarification.

Issues to be Considered:

N/A

Alternatives to Decision:

N/A

Fiscal Impact and Source of Funding:

None

Recommended Action:

N/A

Authority for Board of Trustees Action:

N/A

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: BOG Regulation 1.001

Attachment B: UCF Organizational chart from Office of the President's website

Attachment C: Delegation of Authority to President

Attachment D: Rule 4-1.13 Rules Regulating the Florida Bar

Facilitators/Presenters:

N/A

Attachment A

1.001 University Board of Trustees Powers and Duties

- (1) Pursuant to Article IX, section 7(c), Florida Constitution, the Board of Governors shall establish the powers and duties of the board of trustees as set forth herein and as may be established in Board of Governors' regulations. This regulation supersedes the delegation of authority to the boards of trustees contained in the Board of Governors' Resolution dated January 7, 2003. The intent of this regulation is to delegate powers and duties to the university boards of trustees so that the university boards have all of the powers and duties necessary and appropriate for the direction, operation, management, and accountability of each state university.
- (2) Composition of Boards; Membership and Organization.
 - (a) Each university shall be administered by a board of trustees, consisting of thirteen members dedicated to the purposes of the State University System. Each university board of trustees includes six members appointed by the Governor and five members appointed by the Board of Governors, all of whom must be confirmed by the Senate. All trustees are required to attend a Board of Governors orientation session, preferably prior to service on the university board. The chair of the faculty senate, or the equivalent, and the president of Student Government, or the equivalent, are also members. Board of trustee members shall serve staggered terms of five years and may be reappointed for subsequent terms, except for the faculty and student representatives who shall serve for the duration of the term of their respective elected offices. All members are public officers subject to the requirements of the Florida Code of Ethics.
 - (b) Each board of trustees shall select its chair and vice chair from the appointed members. Each chair shall serve for two years and may be reelected for one additional consecutive two-year term. Any exception to this term of office must be approved by a two-thirds vote of the board of trustees.
 - (c) The duties of the chair shall include presiding at all meetings of the board of trustees, calling special meetings of the board of trustees, attesting to actions of the board of trustees, and notifying the Board of Governors or the Governor, as applicable, in writing whenever a board member has three consecutive unexcused absences from regular board meetings in any fiscal year, which may be grounds for removal as provided in section 1001.71, Florida Statutes.
 - (d) The university president shall serve as the chief executive officer and corporate secretary of the board of trustees and shall be responsible to the board of trustees for all operations of the university and for setting

- the agenda for meetings of the board of trustees in consultation with the chair.
- (e) Members of the boards of trustees shall receive no compensation but may be reimbursed for travel and per diem expenses as provided in section 112.061, Florida Statutes.
 - (f) Each board of trustees shall establish the powers and duties of the university president.
 - (g) Each board of trustees shall be a public body corporate with all the powers of a body corporate, including the power to adopt a corporate seal, to contract and be contracted with, to sue and be sued, to plead and be impleaded in all courts of law and equity, and to give and receive donations. In all suits against the board of trustees, service of process shall be made on the chair of the board of trustees or on a university designee.
 - (h) Each board of trustees shall be primarily acting as an instrumentality of the state pursuant to section 768.28, Florida Statutes, for purposes of sovereign immunity.
 - (i) Each board of trustees is subject to the public records and open meetings requirements set forth in Article I, section 24 of the Florida Constitution and laws implementing that section.
 - (j) Each board of trustees shall keep and, within two weeks after a board meeting, post prominently on the university's website detailed meeting minutes for all meetings, including the vote history and attendance of each trustee, as provided in section 1001.71, Florida Statutes.
- (3) University Administration and Oversight.
- (a) Each board of trustees shall be responsible for the administration of its university in a manner that is dedicated to, and consistent with the university's mission which shall be otherwise consistent with the mission and purposes of the State University System as defined by the Board of Governors.
 - (b) Each board of trustees may establish committees of the board to address matters including, but not limited to, academic and student affairs, strategic planning, finance, audit, property acquisition and construction, personnel, and budgets.
 - (c) Each board of trustees shall adopt a strategic plan in alignment with the Board of Governors' systemwide strategic plan and regulations, and the university's mission. University strategic plans shall be submitted to the Board of Governors for approval.
 - (d) Each board of trustees shall prepare a multi-year workplan/report for the Board of Governors that outlines its university's top priorities, strategic directions, and specific actions and financial plans for

achieving those priorities, as well as performance expectations and outcomes on institutional and systemwide goals. The workplan/report shall reflect the university's distinctive mission and focus on core institutional strengths within the context of State University System goals and regional and statewide needs.

- (e) Each board of trustees shall have a policy addressing conflicts of interest for its members.
 - (f) Each board of trustees shall maintain an effective information system to provide accurate, timely, and cost-effective information about the university, and shall require that all data and reporting requirements of the Board of Governors are met.
 - (g) Each board of trustees may promulgate regulations and procedures related to data and technology, including information systems, communications systems, computer hardware and software, and networks.
 - (h) Each board of trustees is authorized to secure comprehensive general liability insurance.
 - (i) Each board of trustees may provide for payment of the cost of civil actions against officers, employees, or agents of its board.
 - (j) Each board of trustees is authorized to promulgate university regulations in accordance with the Regulation Development Procedure adopted by the Board of Governors.
 - (k) Each board of trustees may govern traffic on the grounds of the university and in other areas in accordance with law and any mutual aid agreements entered into with other law enforcement agencies.
 - (l) Each board of trustees shall be responsible for campus safety and emergency preparedness, to include safety and security measures for university personnel, students, and campus visitors.
 - (m) Each board of trustees is authorized to create divisions of sponsored research and establish policies regulating the administration and operation of the divisions of sponsored research.
- (4) Academic Programs and Student Affairs.
- (a) Each board of trustees shall adopt university regulations or policies, as appropriate, in areas including, but not limited to:
 - 1. authorization and discontinuance of degree programs;
 - 2. articulation and access;
 - 3. admission and enrollment of students;
 - 4. minimum academic performance standards for the award of a degree;
 - 5. student financial assistance;
 - 6. student activities and organizations;
 - 7. student records and reports;

8. antihazing, related penalties, and program for enforcement;
9. reasonable accommodation of religious observances; and
10. uniform student code of conduct and related penalties.

Such regulations or policies shall be consistent with any applicable Board of Governors' regulations.

- (b) Each board of trustees shall establish a committee to periodically review and evaluate the student judicial system. At least one-half of the members of the committee shall be students appointed by the student body president.
 - (c) Each board of trustees shall approve the internal procedures of student government organizations.
 - (d) Each board of trustees shall require that institutional control and oversight of its intercollegiate athletics program is in compliance with the rules and regulations of the National Collegiate Athletic Association. The university president is responsible for the administration of all aspects of the intercollegiate athletics program.
- (5) Personnel.
- (a) Each board of trustees shall provide for the establishment of the personnel program for all the employees of the university, including the president, which may include but is not limited to: compensation and other conditions of employment, recruitment and selection, nonreappointment, standards for performance and conduct, evaluation, benefits and hours of work, leave policies, recognition and awards, inventions and works, travel, learning opportunities, exchange programs, academic freedom and responsibility, promotion, assignment, demotion, transfer, tenure, and permanent status, ethical obligations and conflicts of interest, restrictive covenants, disciplinary actions, complaints, appeals and grievance procedures, and separation and termination from employment. To the extent allowed by law, university employees shall continue to be able to participate in the state group insurance programs and the state retirement systems.
 - (b) Each board of trustees shall act as the sole public employer with regard to all public employees of its university for the purposes of collective bargaining, and shall serve as the legislative body for the resolution of impasses with regard to collective bargaining matters.
 - (c) Each board of trustees shall select its university president subject to confirmation of the candidate by the Board of Governors and in accordance with the requirements of Regulation 1.002. A presidential search committee shall be appointed to make recommendations to the full board of trustees. The board of trustees shall select a candidate for confirmation by the Board of Governors. Prior to confirmation, the board of trustees shall submit a written description of the selection

process and criteria, the qualifications of the selected candidate, and a copy of the proposed employment contract to the Board of Governors for its consideration in confirming the candidate. The candidate selected by the board of trustees shall be required to appear before the Board of Governors at the meeting where confirmation of the candidate will be considered. Such meeting will be held as soon as practicable to ensure a timely transition. Renewals of presidential employment contracts shall be subject to confirmation by the Board of Governors and shall be limited to one-year terms.

- (d) In the event that a board of trustees selects an interim president, such selection is subject to confirmation of the candidate by the Board of Governors. If it is determined by the board of trustees to be in the best interests of the university, the interim president selected by the board may be delegated full authority to serve as the interim president during the period prior to confirmation by the Board of Governors. Continued service as interim president requires confirmation by the Board of Governors, and the candidate selected by the board of trustees shall be required to appear before the Board of Governors at the meeting where confirmation will be considered. Such meeting will be held as soon as practicable to ensure a timely transition.
 - (e) Each board of trustees shall develop guidelines for the annual evaluation of the president.
 - (f) Each board of trustees shall conduct an annual evaluation of the president. The chair of the board of trustees shall request input from the Chair of the Board of Governors, who may involve the Chancellor, during the annual evaluation process pertaining to responsiveness to the Board of Governors' strategic goals and priorities, and compliance with systemwide regulations.
- (6) Financial Management.
- (a) Each board of trustees shall be responsible for the financial management of its university and shall submit an institutional budget request, including a request for fixed capital outlay, and an operating budget to the Board of Governors for approval in accordance with the guidelines established by the Board of Governors.
 - (b) Each board of trustees shall establish tuition and fees in accordance with regulations established by the Board of Governors.
 - (c) Each board of trustees shall establish waivers for tuition and fees pursuant to regulations established by the Board of Governors.
 - (d) Each board of trustees shall engage in sound debt management practices for the issuance of debt by the university and its direct support organizations, and shall comply with the guidelines established by the Board of Governors in connection with the

authorization, issuance and sale of university and direct support organization debt.

- (e) Each board of trustees shall account for expenditures of all state, local, federal, and other funds in accordance with guidelines or regulations established by the Board of Governors, and as provided by state or federal law.
 - (f) Each board of trustees may enter into agreements for, and accept, credit card payments as compensation for goods, services, tuition, and fees.
 - (g) Each board of trustees shall establish policies and procedures for the performance of annual internal audits of university finances and operations. All reports generated from such audits must be submitted to the Board of Governors after review and acceptance by the board of trustees, or its designee.
 - (h) Each board of trustees and each direct support organization shall submit annual financial statements to the Board of Governors.
- (7) Property and Purchasing.
- (a) Each board of trustees and university direct support organization must obtain prior approval from the Board of Governors before entering into a binding contractual obligation to improve real property that will result in the board or the direct support organization seeking a commitment of state funds for the development, construction, operation, or maintenance of an educational or research facility.
 - (b) Each board of trustees shall have the authority to acquire real and personal property and contract for the sale and disposal of same, and approve and execute contracts for purchase, sale, lease, license, or acquisition of commodities, goods, equipment, and contractual services, leases of real and personal property, and construction. The acquisition may include purchase by installment or lease-purchase. Such contracts may provide for payment of interest on the unpaid portion of the purchase price.
 - (c) With respect to state-funded real property acquisitions, each board of trustees may, with the consent of the Board of Trustees of the Internal Improvement Trust Fund, sell, convey, transfer, exchange, trade, or purchase real property and related improvements necessary and desirable to serve the needs and purposes of the university.
 1. The board of trustees may secure appraisals and surveys in accordance with the policies and procedures of the Board of Trustees of the Internal Improvement Trust Fund. Whenever the board of trustees finds it necessary for timely property acquisition, it may contract, without the need for competitive selection, with one or more appraisers whose names are

contained on the list of approved appraisers maintained by the Division of State Lands in the Department of Environmental Protection.

2. The board of trustees may negotiate and enter into an option contract before an appraisal is obtained. The option contract must state that the final purchase price may not exceed the maximum value allowed by law. The consideration for such an option contract may not exceed 10 percent of the estimate obtained by the board of trustees or 10 percent of the value of the parcel, whichever is greater, unless otherwise authorized by the board of trustees.
3. Title to property acquired by a university board of trustees prior to January 7, 2003, and to property acquired thereafter with state funds shall vest in the Board of Trustees of the Internal Improvement Trust Fund. With respect to all other real property acquired by a university, such property shall be titled in the name of the university board of trustees, or as the trustees of the university may deem appropriate.
 - (d) Each board of trustees shall submit to the Board of Governors, for approval, plans for all new campuses and instructional centers.
 - (e) Each board of trustees shall administer a program for the maintenance and construction of facilities.
 - (f) Each board of trustees may exercise the right of eminent domain pursuant to the provisions of chapter 1013, Florida Statutes.
 - (g) Each board of trustees shall be responsible for the use, maintenance, protection, and control of, and the imposition of charges for, university-owned or university-controlled buildings and grounds, property and equipment, name trademarks and other proprietary marks, and the financial and other resources of the university.
 - (h) With respect to any funds or real or personal property designated by will, deed, agreement, or court appointment to be held in trust for the benefit of the university, or its students, faculty members, officers, or employees, or otherwise, or for any educational purpose, a university board of trustees is authorized to act as trustee with full legal capacity as trustee to administer such trust property and, in such event, the title thereto shall vest in the board of trustees as trustee. In all such cases, the university board of trustees shall have the power and capacity to do and perform all things as fully as any individual trustee or other competent trustee might do or perform, and with the same rights, privileges, and duties including the power, capacity, and authority to convey, transfer, mortgage, or pledge such property held in trust and to contract and execute all other documents relating to said trust property which may be required for or appropriate to the

administration of such trust or to accomplish the purposes of any such trust. Nothing herein shall be construed to authorize a board of trustees to contract a debt on behalf of, or in any way to obligate, the state; and the satisfaction of any debt or obligation incurred by the board as trustee under the provisions of this section shall be exclusively from the trust property, mortgaged or encumbered.

- (i) Each board of trustees shall prepare and adopt a campus master plan pursuant to section 1013.30, Florida Statutes.
 - (j) Each board of trustees shall prepare, adopt, and execute a campus development agreement pursuant to section 1013.30, Florida Statutes.
 - (k) Each board of trustees may authorize the rent or lease of parking facilities, provided that such facilities are funded through parking fees or parking fines imposed by a university. A board of trustees may authorize a university to charge fees for parking at such rented or leased parking facilities and parking fines.
 - (l) Each board of trustees shall promulgate regulations that establish basic criteria related to the procurement of commodities and contractual services.
 - (m) Each board of trustees shall be responsible for the fire safety and sanitation of public educational and ancillary plants.
- (8) Miscellaneous Powers and Duties.
- (a) Each board of trustees is authorized to form such corporate entities as are necessary to establish and maintain faculty practice plans for the collection, distribution, and regulation of fees generated by faculty members engaged in the provision of healthcare services to patients as an integral part of their academic activities and employment as faculty. Each such faculty practice plan must be adopted by the board of trustees in accordance with regulations of the Board of Governors and approved by the Board of Governors.
 - (b) Each board of trustees is authorized to establish direct support organizations and university health services support organizations and certify them to use university property, facilities, and services.
 - (c) Each board of trustees may establish educational research centers for child development.
 - (d) Each board of trustees is authorized to protect, develop, and transfer the work products of university personnel and other university agents and contractors, which authority shall include but not be limited to licensing, assigning, selling, leasing, or otherwise allowing the use of or conveying such work products and securing and enforcing patents, copyrights, and trademarks on such products. Each board of trustees shall have policies and procedures concerning the work products of university personnel that facilitate technology development and

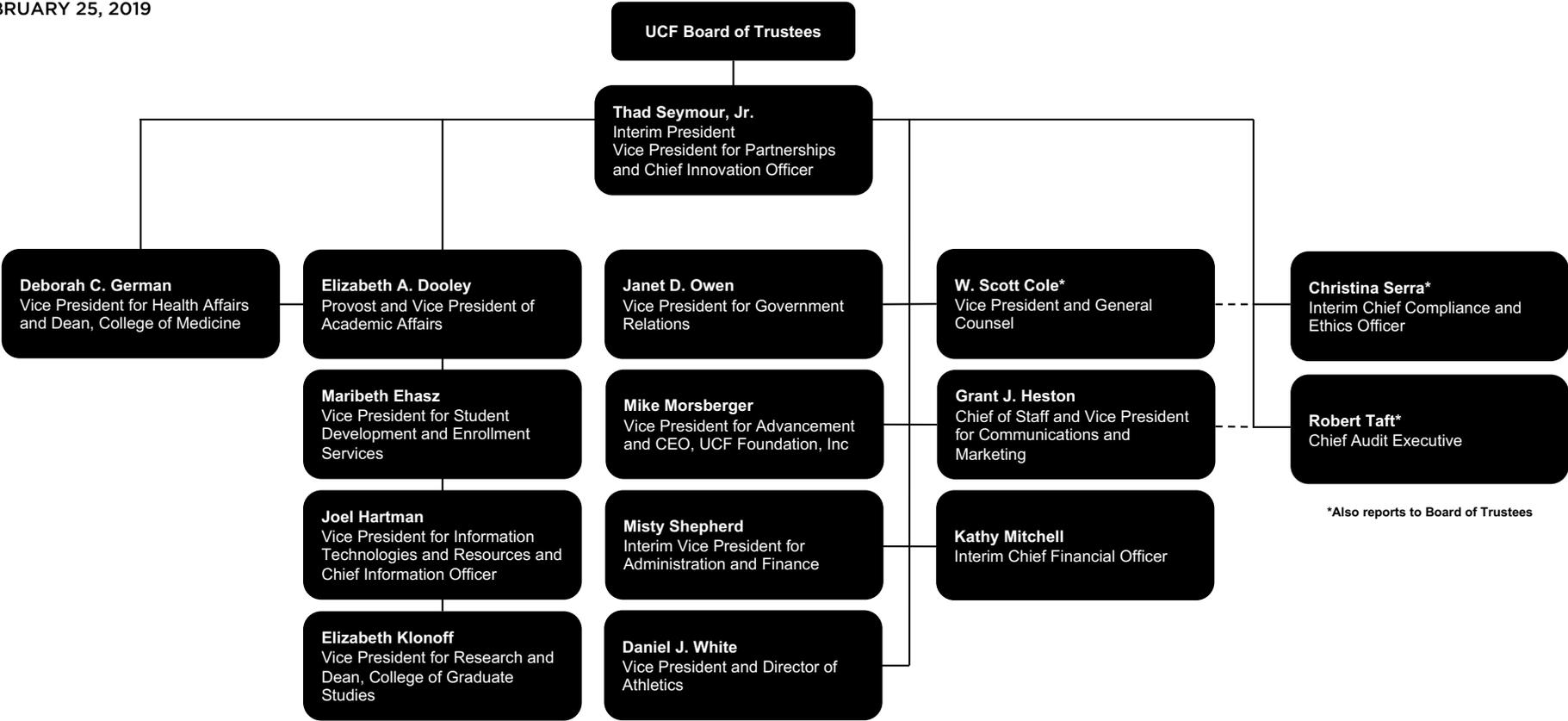
transfer for the public benefit. Such policies must include, without limitation, provisions that take into account the contributions of university personnel in the development of work products and that require any proceeds from such work products be used to support the research and sponsored training programs of the university.

- (e) Each board of trustees is responsible for compliance with all applicable laws, rules, regulations, and requirements.
- (f) Each board of trustees shall perform such other duties as provided by the Board of Governors, or as each board of trustees may determine are necessary or appropriate for the administration of the university so long as the trustees comply with any applicable laws and Board of Governors' regulations and policies.

Authority: Section 7(c), Art. IX, Fla. Const.; History: Resolution 1-07-03, New 3-26-09, Amended 09-16-10, 08-31-17.

OFFICE OF THE PRESIDENT
FEBRUARY 25, 2019

Attachment B



*Also reports to Board of Trustees

Attachment C

Policy BOT-4

**UNIVERSITY OF CENTRAL FLORIDA
BOARD OF TRUSTEES
POLICY**

Delegation of Authority to the President

POLICY STATEMENT

Article IX, Section 7 of the Florida Constitution provides that the Board of Governors shall establish the powers and duties of the university boards of trustees. Board of Governors Regulation 1.001, copy attached as Exhibit A, delegates those powers and duties to the boards of trustees.

The Board of Trustees desires to further delegate certain of its powers and duties to the President as more particularly described below. Any power or duty delegated by the Board to the President may be rescinded at any time by majority vote of the Board. Except as otherwise provided herein, the President may further delegate his or her powers and duties to employees of the University in accordance with the University's Policy on Delegation of Authority.

DEFINITIONS

Affiliated Entities: Direct support organizations, practice plan corporations, or self-insurance trust funds of the University of Central Florida.

Board: UCF Board of Trustees

BOG: Florida Board of Governors

President: President of UCF

UCF or University: University of Central Florida

PROCEDURES:

Except as provided herein, the Board delegates to the President all usual and customary powers of a President to administer the day to day operations of the University. This includes the powers and duties described in Board of Governors Regulation 1.001 and those reasonably implied therefrom, which are not required to be directly performed by the Board.

The President's authority also includes the following:

1. Propose regulations for approval by the Board.
2. Govern Traffic on the grounds of the University.
3. Close and/or suspend operations of the campus as deemed necessary.
4. Set the agenda for Board meetings in consultation with the Chair of the Board.
5. Establish the University calendar.
6. Administer the personnel program subject to Board and BOG policies and regulations.
7. Administer University travel in accordance with Section 112.061, Florida Statutes.
8. Administer the collective bargaining process.
9. Administer the financial activities of the university including proposing university budgets and managing university revenues and expenditures.
10. Administer the purchasing and construction programs and act as custodian for university property.
11. Execute contracts on behalf of the Board.
12. Oversee the research activities of the University, including managing the intellectual property of the university.
13. Oversee the philanthropic activities of the University.
14. Perform such other duties related to the above not specifically retained by the Board.

Items requiring specific approval of the Board:

1. All duties required to be undertaken directly by the Board pursuant to BOG Regulation 1.001.
2. Financial commitment, obligation, or contingent risk of five million dollars or .5% percent of the University budget, whichever amount is smaller.
3. Contractual obligation of either more than five (5) years' duration or an aggregate net value of five million or more dollars.
4. Changes requiring SACS substantive-change approval.
5. Acquisition (including gifts), sale, or encumbrance of real property.
6. Matters with potential for significant damage to the reputation of the University.
7. Any material change to the University's investment program.
8. Approval of capital projects valued at two million dollars or more and any material changes to such projects.
9. Borrowing of funds by the University or Affiliated Entities and any changes to the term of existing indebtedness.
10. Public Private Partnerships.
11. Use of University funds for capital improvement projects exceeding two million dollars in construction costs and all changes to such projects that increase project costs by more than 10 percent of the original estimate.
12. Creation, dissolution or amendment of governing documents of Affiliated Entities.
13. Review and confirmation of all appointments by the President to affiliated entities other than President or designee as provided in Section 1004.28 F.S.
14. Adoption of or amendment to the University strategic plan.

15. Annual operating and capital budgets for the University and Affiliated Entities and amendments to any line item of two million dollars or greater that exceeds 10% of the value of such line item.
16. University works plans, accountability plans and all other significant reports required to be submitted to the BOG.
17. Creation or termination of degree programs.
18. Naming of Buildings.
19. Establishment or closure of educational sites.
20. Amendment to University governing documents.
21. Establishment or elimination of Board Committees.
22. Hiring, supervision, termination and annual evaluation of the President.
23. University regulations and Board policies.
24. Annual institutional budget request and changes thereto in an amount greater than the lower of five million dollars or .5% of the budget
25. Adoption of new or changes in existing tuition and fees.
26. Internal and external audits of the University and Affiliated Entities.
27. Campus master plan, capital improvement plans, and amendments thereto.
28. Adoption or amendments to Committee charters.
29. Awarding of Tenure.
30. Collective bargaining agreements and impasse.
31. Conferral of degrees.
32. Transfer of university funds to, from, or among Affiliated Entities.
33. Performance unit plan adoption, amendment and cancellation as well as participation, goals and payments under the performance unit plan.
34. Hiring and firing or reduction of compensation of the Vice President and General Counsel, Chief Compliance Officer, and Chief Audit Executive, who shall report to the Board as well as the President.
35. Hiring and firing or reduction of compensation for the Chief Financial Officer and the Vice President of Administration or Chief Operating Officer.
36. Selection of Chair and Vice Chair of the Board.
37. All items required by the BOG or Florida Legislature to be approved by the Board.
38. Any additional items required by the Board to be approved by it.

Items requiring President to consult with the Board Chair before implementation:

1. Hiring, dismissal (except for Vice President and General Counsel, Chief Compliance officer and Chief Audit Executive) and any annual increase of more than 5% in the compensation of any Vice President or other direct report to the President, the head football coach or the head men's basketball coach. The President and Chair shall review and agree annually on the individuals that are governed by this provision.
2. Initiation, appeal or settlement of lawsuits involving the University or Affiliated Entities other than tort claims handled by the State Division of Risk Management.

3. Any matter which has the potential to create significant political or reputational issues for the University.
4. Employment contract with an employee of the University or an Affiliated Entity with a term greater than one year

INITIATING AUTHORITY
UCF Board of Trustees

History: New 10-26-2017. Amended 1-24-19.

Authority: Section 7(c), Art. IX, Fla. Const.; FL BOG Regulation 1.001; FL BOG Delegation Best Practices and Principles.

Attachment D

provides that conflicts of the personally disqualified lawyer will be imputed to other lawyers in a law firm unless the conditions of this subdivision are met.

Requirements for screening procedures are stated in terminology. Subdivision (c)(1) does not prohibit the screened lawyer from receiving a salary or partnership share established by prior independent agreement, but that lawyer may not receive compensation directly related to the matter in which the lawyer is disqualified.

Notice, including a description of the screened lawyer's prior representation and of the screening procedures employed, generally should be given as soon as practicable after the need for screening becomes apparent.

A Florida Bar member who is a certified or court-appointed mediator is governed by the applicable law and rules relating to certified and court-appointed mediators.

Amended July 23, 1992, effective Jan. 1, 1993 (605 So.2d 252);, March 23, 2006, effective May 22, 2006 (SC04-2246), (933 So.2d 417); amended July 7, 2011, effective October 1, 2011 (SC10-1968).

RULE 4-1.13 ORGANIZATION AS CLIENT

(a) Representation of Organization. A lawyer employed or retained by an organization represents the organization acting through its duly authorized constituents.

(b) Violations by Officers or Employees of Organization. If a lawyer for an organization knows that an officer, employee, or other person associated with the organization is engaged in action, intends to act, or refuses to act in a matter related to the representation that is a violation of a legal obligation to the organization or a violation of law that reasonably might be imputed to the organization and is likely to result in substantial injury to the organization, the lawyer shall proceed as is reasonably necessary in the best interest of the organization. In determining how to proceed, the lawyer shall give due consideration to the seriousness of the violation and its consequences, the scope and nature of the lawyer's representation, the responsibility in the organization and the apparent motivation of the person involved, the policies of the organization concerning such matters, and any other relevant considerations. Any measures taken shall be designed to minimize disruption of the organization and the risk of revealing information relating to the representation to persons outside the organization. Such measures may include among others:

- (1) asking reconsideration of the matter;
- (2) advising that a separate legal opinion on the matter be sought for presentation to appropriate authority in the organization; and
- (3) referring the matter to higher authority in the organization, including, if warranted by the seriousness of the matter, referral to the highest authority that can act in behalf of the organization as determined by applicable law.

RRTFB December 14, 2018

(c) Resignation as Counsel for Organization. If, despite the lawyer's efforts in accordance with subdivision (b), the highest authority that can act on behalf of the organization insists upon action, or a refusal to act, that is clearly a violation of law and is likely to result in substantial injury to the organization, the lawyer may resign in accordance with rule 4-1.16.

(d) Identification of Client. In dealing with an organization's directors, officers, employees, members, shareholders, or other constituents, a lawyer shall explain the identity of the client when the lawyer knows or reasonably should know that the organization's interests are adverse to those of the constituents with whom the lawyer is dealing.

(e) Representing Directors, Officers, Employees, Members, Shareholders, or Other Constituents of Organization. A lawyer representing an organization may also represent any of its directors, officers, employees, members, shareholders, or other constituents, subject to the provisions of rule 4-1.7. If the organization's consent to the dual representation is required by rule 4-1.7, the consent shall be given by an appropriate official of the organization other than the individual who is to be represented, or by the shareholders.

Comment

The entity as the client

An organizational client is a legal entity, but it cannot act except through its officers, directors, employees, shareholders, and other constituents. Officers, directors, employees, and shareholders are the constituents of the corporate organizational client. The duties defined in this comment apply equally to unincorporated associations. "Other constituents" as used in this comment means the positions equivalent to officers, directors, employees, and shareholders held by persons acting for organizational clients that are not corporations.

When 1 of the constituents of an organizational client communicates with the organization's lawyer in that person's organizational capacity, the communication is protected by rule 4-1.6. Thus, by way of example, if an organizational client requests its lawyer to investigate allegations of wrongdoing, interviews made in the course of that investigation between the lawyer and the client's employees or other constituents are covered by rule 4-1.6. This does not mean, however, that constituents of an organizational client are the clients of the lawyer. The lawyer may not disclose to such constituents information relating to the representation except for disclosures explicitly or impliedly authorized by the organizational client in order to carry out the representation or as otherwise permitted by rule 4-1.6.

When constituents of the organization make decisions for it, the decisions ordinarily must be accepted by the lawyer even if their utility or prudence is doubtful. Decisions concerning policy and operations, including ones entailing serious risk, are not as such in the lawyer's province. However, different considerations arise when the lawyer knows that the organization may be substantially injured by action of a constituent that is in violation of law. In such a circumstance, it may be reasonably necessary for the lawyer to ask the constituent to reconsider the matter. If that fails, or if the matter is of sufficient seriousness and importance to the organization, it may be reasonably necessary for the lawyer to take steps to have the matter reviewed by a higher authority in the organization. Clear justification should exist for seeking review over the head of the constituent normally responsible for it. The stated policy of the organization may define

circumstances and prescribe channels for such review, and a lawyer should encourage the formulation of such a policy. Even in the absence of organization policy, however, the lawyer may have an obligation to refer a matter to higher authority, depending on the seriousness of the matter and whether the constituent in question has apparent motives to act at variance with the organization's interest. Review by the chief executive officer or by the board of directors may be required when the matter is of importance commensurate with their authority. At some point it may be useful or essential to obtain an independent legal opinion.

The organization's highest authority to whom a matter may be referred ordinarily will be the board of directors or similar governing body. However, applicable law may prescribe that under certain conditions highest authority reposes elsewhere; for example, in the independent directors of a corporation.

Relation to other rules

The authority and responsibility provided in this rule are concurrent with the authority and responsibility provided in other rules. In particular, this rule does not limit or expand the lawyer's responsibility under rule 4-1.6, 4-1.8, 4-1.16, 4-3.3, or 4-4.1. If the lawyer's services are being used by an organization to further a crime or fraud by the organization, rule 4-1.2(d) can be applicable.

Government agency

The duty defined in this rule applies to governmental organizations. However, when the client is a governmental organization, a different balance may be appropriate between maintaining confidentiality and assuring that the wrongful official act is prevented or rectified, for public business is involved. In addition, duties of lawyers employed by the government or lawyers in military service may be defined by statutes and regulation. Defining precisely the identity of the client and prescribing the resulting obligations of such lawyers may be more difficult in the government context and is a matter beyond the scope of these rules. Although in some circumstances the client may be a specific agency, it may also be a branch of the government, such as the executive branch, or the government as a whole. For example, if the action or failure to act involves the head of a bureau, either the department of which the bureau is a part or the relevant branch of government may be the client for purposes of this rule. Moreover, in a matter involving the conduct of government officials, a government lawyer may have authority under applicable law to question such conduct more extensively than that of a lawyer for a private organization in similar circumstances. This rule does not limit that authority.

Clarifying the lawyer's role

There are times when the organization's interest may be or becomes adverse to those of 1 or more of its constituents. In such circumstances the lawyer should advise any constituent whose interest the lawyer finds adverse to that of the organization of the conflict or potential conflict of interest that the lawyer cannot represent such constituent and that such person may wish to obtain independent representation. Care must be taken to assure that the constituent understands that, when there is such adversity of interest, the lawyer for the organization cannot provide legal

representation for that constituent and that discussions between the lawyer for the organization and the constituent may not be privileged.

Whether such a warning should be given by the lawyer for the organization to any constituent may turn on the facts of each case.

Dual representation

Subdivision (e) recognizes that a lawyer for an organization may also represent a principal officer or major shareholder.

Derivative actions

Under generally prevailing law, the shareholders or members of a corporation may bring suit to compel the directors to perform their legal obligations in the supervision of the organization. Members of unincorporated associations have essentially the same right. Such an action may be brought nominally by the organization, but usually is, in fact, a legal controversy over management of the organization.

The question can arise whether counsel for the organization may defend such an action. The proposition that the organization is the lawyer's client does not alone resolve the issue. Most derivative actions are a normal incident of an organization's affairs, to be defended by the organization's lawyer like any other suit. However, if the claim involves serious charges of wrongdoing by those in control of the organization, a conflict may arise between the lawyer's duty to the organization and the lawyer's relationship with the board. In those circumstances, rule 4-1.7 governs who should represent the directors and the organization.

Representing related organizations

Consistent with the principle expressed in subdivision (a) of this rule, a lawyer or law firm who represents or has represented a corporation (or other organization) ordinarily is not presumed to also represent, solely by virtue of representing or having represented the client, an organization (such as a corporate parent or subsidiary) that is affiliated with the client. There are exceptions to this general proposition, such as, for example, when an affiliate actually is the alter ego of the organizational client or when the client has revealed confidential information to an attorney with the reasonable expectation that the information would not be used adversely to the client's affiliate(s). Absent such an exception, an attorney or law firm is not ethically precluded from undertaking representations adverse to affiliates of an existing or former client.

Amended July 23, 1992, effective Jan. 1, 1993 (605 So.2d 252);, March 23, 2006, effective May 22, 2006 (SC04-2246), (933 So.2d 417).

RULE 4-1.14 CLIENT UNDER A DISABILITY

(a) Maintenance of Normal Relationship. When a client's ability to make adequately considered decisions in connection with the representation is impaired, whether because of