

**Minutes  
Board of Trustees Meeting  
University of Central Florida  
January 17, 2020**

Chair Beverly Seay called the teleconference meeting of the Board of Trustees to order at 9 a.m. Seay reminded the board that the meeting was covered by the Florida Sunshine Law and that the public and press were invited to attend.

**WELCOME**

Seay welcomed the board members and called on Karen Monteleone, Assistant Vice President, Board Relations, to call the roll. Monteleone determined that a quorum was present.

Chair Beverly Seay, Trustees Kenneth Bradley, Joseph Conte, Kyler Gray, William Self, and David Walsh attended the meeting in the President's Board Room of Millican Hall.

The following board members attended the meeting via teleconference call: Vice Chair Alex Martins and Trustees Danny Gaekwad, Caryl McAlpin, Michael Okaty and William Yeargin.

Trustees Harold Mills and John Sprouls were not in attendance.

**PUBLIC COMMENT**

There were no requests for public comment.

**NEW BUSINESS**

**INFO – 1 Presidential Search Update**

Seay noted that the final round of presidential search listening sessions and open forums concluded on Wednesday. She said that beginning in November, a total of 18 listening sessions were held with students, faculty, staff and alumni as well as with the Board of Trustees and the leaders of Orlando businesses and nonprofit, arts and cultural organizations. Seay said the committee was intentional in scheduling listening sessions and open forums at various locations, including the UCF main campus, UCF College of Medicine, UCF Downtown and the UCF Rosen College of Hospitality Management. She noted that also since November, an online survey was made available in English and Spanish to the campus community and public via the Presidential Search website. Seay said the online survey will remain open through February 6.

Seay called on Alberto Pimentel, Managing Partner of Pimentel and Associates, to provide a Presidential Search update.

Pimentel said that during the listening sessions, a series of themes emerged that will be important in recruiting, screening and vetting candidates. These included:

- A bold vision for the future. A vision that would include the size of the university, the balance of research and open access and the programs offered to attract the student body the university wishes to have.
- Integrity and the ability to earn the trust and respect of internal and external constituents. Evidence of demonstrated integrity in work at previous institutions.

- Commitment to diversity in all forms. Taking advantage and leveraging one of the university's greatest strengths – its diverse student body – and the need to already have experience working with diverse populations.
- Inspirational, bringing people together to build the university to its next stage of development, while expressing to individuals that their contributions are valued and respected and to tie their work to the university's vision.
- Commitment to first-generation students.
- A track record of making difficult decisions, with a demonstrated skill for communication and transparency. These skills are tied together since the next ten years of the university need to be carefully orchestrated with strategic decision making.
- Valuing faculty and staff, with an investment in developing them professionally.
- Ability to build a team and delegate effectively.
- Visible, approachable and fully engaged in the life of the university. This role should not be used as a stepping stone to another position.
- Well-developed external relationship skills, specifically the ability to build new partnerships and enhance existing partnerships, to engage in high-level fundraising activities as well as the ability to work with the governor and legislature.
- Understanding of athletics, with an appreciation for their pivotal role, and a commitment to the program to help drive its visibility.

Pimentel said that all of the skillsets he outlined are only valuable if they come back to benefit the student:

- Focus on the students
- Enhance the student experience
- Supply a high-quality instruction
- Student centric approach is pivotal
- Understand analytics and enrollment management, specifically what is the right balance of student population at all levels.

Trustee discussion included:

- How does UCF's presidential search vary in relation to other searches with these expectations and requirements (Bradley)
  - Pimentel identified three skillsets in answer to this question:
    - Finding someone that has a demonstrated commitment to diversity since very few universities have the diversity that UCF has.
    - The need for external relations since UCF already has more partnerships compared to other universities.
    - Faculty and staff are fatigued, and morale is low.
- How many candidates does the firm have so far and how many are expected (Gaekwad)
  - Pimentel said there is interest in the role but officially there are no candidates

at this time. Overall, they expect 40 to 50 individuals will apply, with 8 to 12 that will have the qualities the university is looking for.

- Conte requested that a knowledge and understanding of pre-eminence be considered in the recruitment conversation and interview process.
- Seay suggested that the emphasis needs to be on interdisciplinary activities, which we are moving towards, as today's problems require interdisciplinary solutions, not silos, and we need someone who knows how to bring teams together. Conte concurred noting that the university is well known for medicine and engineering.
- Seay said that the presidential compensation study has been initiated and will come before the Compensation and Labor Committee and then to the full board at the February 20, 2020 meeting.
- Seay asked Conte to lead the transition plan for the incoming president, asking that he review the existing transition plan and recommend any updates to the full board.

#### INFO – 2 Board Committee and Direct Support Organization Assignments (DSO)

Seay shared the 2020 board committee and DSO board appointments, noting that she has also assigned board members to oversee emerging issues. Seay said the purpose of the emerging issues assignments were for the assigned trustee to use their experience and expertise to advise executive leadership and share with the board their findings and recommendations on the respective emerging issue.

Seay said all trustees appointed to an emerging issue should be prepared to give a high-level update at all regularly scheduled board meetings, beginning with the February 20, 2020 meeting. She said that a deep-dive presentation on each emerging issue will also be scheduled, via the board office, and this presentation will provide an opportunity for the trustee to advise and make recommendations to the board.

#### FF – 1 Huron Consulting – UCF Rising Master Services Agreement Amendment #4

Martins delivered the background information for FF – 1 from the agenda memo to the trustees.

Trustee discussion followed:

- Who will oversee the Huron Consultants and does this include all areas and departments on campus (Conte)
  - Report to the IT project management office which flow up to Mike Sink, Associate Vice President and IT Chief Operating Officer and Joel Hartman, Vice President Chief Information Officer.
  - This project focuses on the research component and not all areas of campus.
- Walsh confirmed they were only voting on the amendment and that no additional prepayments will be made with this amendment. Walsh also requested that the Finance and Facilities Committee review the process of the contract size that comes to the board for approval while the board evaluates the Delegation of Authority to the President.

Martins made a motion to approve FF-1 and Gray seconded the motion. The motion passed by majority vote. Trustee Walsh opposed.

FF – 2 Amendment to Ground Sublease between UCF Academic Health and Central Florida Health Services (CFHS)

Martins delivered the background information for FF – 2 from the agenda memo to the trustees.

Martins also noted the following justification for expedited BOT approval from Jennifer Cerasa, Associate General Counsel: expedited approval of this proposed technical change in a UCF Academic Health (UCFAH) sublease is needed to enable the time sensitive development by Tavistock of a medical office building (MOB) for the UCF Lake Nona Medical Center. The MOB will be developed and owned by Tavistock on a portion of UCF-owned land that has previously been leased to Central Florida Health Services (CFHS) for use as the hospital site. To commence construction, Tavistock needs to enter a long-term ground lease of the land with CFHS. To allow Tavistock the 97-year ground lease it has requested, an upstream lease between UCF Academic Health and CFHS must be amended to exercise a term extension and clarify the timing for determining market rate rent. Tavistock cannot begin construction until this amendment is executed. Construction, which has already been delayed, needs to commence as soon as possible to open the medical office building as close to UCF Lake Nona Medical Center opening as possible.

This amendment was unanimously approved by the Finance and Facilities Committee on December 11, 2019 and previously by the UCFAH Board on November 18, 2019 and has no financial impact on any UCF entity.

Cerasa clarified the motion and Martins restated the motion as following:

Motion to amend the ground sublease between UCF Academic Health and Central Florida Health Services to extend the term to the 97-year lease term but to commence the process for determining the renewal term rent 24 months prior to the end of the initial term as well as any subsequent subleases outlined.

Bradley had a few clarifying questions on the prepayment and who would be obligated to lease the building.

Martins made a motion to approve FF – 2 and Conte seconded the motion. The motion passed with a recusal from Bradley.

**OTHER BUSINESS**

Seay reminded the board that at their last meeting, the board decided to defer the request for an additional \$5 million investment with BRIDG for 30-days. She said that BRIDG's CEO, Chester Kennedy, has since withdrawn the \$5 million request to UCF, indicating that BRIDG was working on a number of alternative funding options. Seay thanked Trustee Walsh for his continued expertise and support in helping BRIDG navigate its future and invited him to address the board. Walsh said great progress has been made in external companies interested in BRIDG and that lobbying continues for the \$10 million non-recurring funding request with the state. Interim President Seymour said UCF will continue to help BRIDG in this transition period.

Seymour welcomed the new Interim Chief Financial Officer, Joseph Trubacz and thanked Jana Jasinski for stepping in as Acting Provost. He stated that *U.S. News and World Report*

recognized UCF Online as one of the top 20 programs in the country.

**ADJOURNMENT**

Seay adjourned the board meeting at 10:11 a.m.

Reviewed by:  Date: 4/03/2020  
Beverly Seay, Chair UCF Board of Trustees

Respectfully submitted:  Date: 4/13/2020  
Janet Owen, Associate Corporate Secretary

# FORM 8A MEMORANDUM OF VOTING CONFLICT FOR STATE OFFICERS

LAST NAME—FIRST NAME—MIDDLE NAME <b>BRADLEY Kenneth Wayne</b>	NAME OF BOARD, COUNCIL, COMMISSION, AUTHORITY, OR COMMITTEE <b>VCF Board of Trustees</b>
MAILING ADDRESS <b>1612 Elizabeth's Walk</b>	NAME OF STATE AGENCY <b>VCF</b>
CITY COUNTY <b>Winter Park FL Orange</b>	MY POSITION IS: <input type="checkbox"/> ELECTIVE <input checked="" type="checkbox"/> APPOINTIVE
DATE ON WHICH VOTE OCCURRED <b>January 17, 2020</b>	

## WHO MUST FILE FORM 8A

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

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

## INSTRUCTIONS FOR COMPLIANCE WITH SECTION 112.3143, FLORIDA STATUTES

### ELECTED OFFICERS:

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

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

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

\* \* \* \* \*

### APPOINTED OFFICERS:

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

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

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

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

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

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

**DISCLOSURE OF STATE OFFICER'S INTEREST**

I, Kenneth W. Bradley, hereby disclose that on January 17, 20 20 :

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

- inured to my special private gain or loss;
- inured to the special gain or loss of my business associate, \_\_\_\_\_ ;
- inured to the special gain or loss of my relative, \_\_\_\_\_ ;
- inured to the special gain or loss of \_\_\_\_\_, by whom I am retained; or
- inured to the special gain or loss of Advent Health, which is the parent, subsidiary, or sibling organization of a principal which has ~~retained me.~~ employed me (K)

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

As an employee of Advent Health and a competitor to Central Florida Health Services, out of an abundance of caution, I have recused myself from voting on Item # 2, a sub-lease.

Kenneth W. Bradley  
1/17/2020

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

January 17, 2020  
Date Filed

Kenneth W. Bradley  
Signature

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