

**Minutes
Board of Trustees Meeting
University of Central Florida
October 22, 2020**

Chair Beverly Seay called the meeting of the Board of Trustees to order at 8:32 a.m. in the *FAIRWINDS* Alumni Center.

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.

The following board members attended the meeting in person: Chair Beverly Seay, Trustees Kenneth Bradley and Joseph Harrington.

The following board members attended the meeting virtually: Vice Chair Alex Martins, Trustees Joseph Conte, Sabrina La Rosa, Caryl McAlpin, Harold Mills, Michael Okaty, John Sprouls, David Walsh, and William Yeargin.

Trustee Danny Gaekwad was not in attendance.

PUBLIC COMMENT

There were three requests for public comment.

Elizabeth Horn commented on COVID-19 policies for the spring semester.

Maya Kamath commented on consistent and informative grading and that classes with consistent failing averages should be investigated.

Daniel Quezada commented on exam protocols across the economics department.

The trustees had the following comments:

- Seay requested that university administration address the issues raised during public comment. Bradley said he would request that Provost Johnson address these during the Educational Programs Committee meetings.
- Mills requested feedback on the question of requiring doctor notes and noted that the student's comment about breaking confidentiality is important to address.

- Conte requested that Provost Johnson add the HonorLock system and standardizing the administration of online protocols to his analysis.
- La Rosa said Student Government is currently collecting similar data and that survey should conclude soon.
- Harrington indicated these types of issues need to be handled with the departments, chairs, and provost.

MINUTES

Seay called for approval of the meeting minutes of the August 20, 2020 and September 10, 2020 meetings, which were approved as presented.

REMARKS

Seay provided updates on two partnership initiatives:

- **MCO Update** - Seay said that Dr. Tim Kotnour, director of UCF's Engineering Leadership & Innovation Institute (eli²) is assisting the Orlando airport through an organizational transformation process.
- **NSIN Update** - Seay reported that since the last Board of Trustees meeting, Chancellor Criser has signed a Memorandum of Understanding that creates the official partnership between the State University System, the National Security Innovation Network and the Florida Defense Alliance.

Seay said that Advancement Committee Chair Danny Gaekwad, the Office of Government & Community Relations and the Office of Alumni Engagement introduced a new platform – Phone2Action – to engage UCF alumni in advocating for UCF's state and federal priorities.

REPORTS

President's Action Report

Cartwright congratulated Chair Seay and Trustees Martins, Mills and Yeargin on being named to *Florida Trend* magazine's 2020 Florida 500 list.

Cartwright congratulated Dr. Ehasz and recognized her 26 years of exceptional leadership, friendships, and unrivaled impact at UCF. Cartwright stated that UCF has engaged Keeling & Associates, a leader in strategy and organizational effectiveness within student affairs, to conduct an external review of Student Development and Enrollment Service (SDS). Cartwright noted that in the coming months, as recommendations emerge from this external review, UCF will move forward with a national search for the next vice president.

Cartwright provided an update on the searches for UCF's next Senior Vice President for Administration and Finance and Vice President for Information Technology and CIO.

Cartwright provided an update on COVID and the spring semester, stating that UCF is working to find the right balance to support faculty, staff, and students. Cartwright said UCF does not know of any transmission in classrooms and that the increases that have been seen through contact tracing can be traced to other events outside of classes.

Cartwright stated that UCF will continue to emphasize CDC guidelines and recommendations for wearing face coverings and physical distancing will remain in place. Cartwright said UCF will continue to have the reduced capacity guidelines established for our classrooms and UCF will not increase the seating density in classrooms.

Cartwright said the university will transition in the spring semester to entirely remote instruction following spring break, which will be moved much later in the semester than usual, to April 11-18. He noted that residence halls and campus offices will remain open during that period of remote instruction.

Cartwright stated that UCF will remain in communication with health officials, updating guidance based on their recommendations, and will be prepared to pivot to more remote teaching at any time necessary.

Cartwright provided an update on progress toward inclusive excellence at UCF. He said UCF will join Crossing Latinidades; a new consortium of 16 universities that are designated both a Hispanic Serving Institution and a Research 1 institution.

Cartwright stated that UCF has engaged Roger Worthington, professor and founding Executive Director of the Center for Diversity and Inclusion in Higher Education at the University of Maryland, to assist with formalizing an action plan for equity, inclusion and diversity that supports the university's mission.

Cartwright noted that two student advisory groups were formed to help elevate student voices on equity, diversity, and inclusion issues on campus: the President's Student Advisory Council will advise on campus matters, first among them building a more inclusive culture at UCF and the Odyssey Ambassador Program will bring together student advisors and ambassadors to help develop programming and training on diversity and inclusion and help enrich the student-learning environment across UCF.

Cartwright concluded his report.

COMMITTEE REPORTS

Seay called on Scott Cole, Vice President and General Counsel, to read any disclosures of conflict of interest from the trustees. Cole read Okaty's recusal from FF-1 into the record.

Bradley stated he will be recusing himself from FF-3.

ADVANCEMENT COMMITTEE REPORT

Conte, Vice Chair of the Advancement Committee, reported highlights from the committee meeting held on October 14, 2020.

AUDIT AND COMPLIANCE COMMITTEE REPORT

Conte, Chair of the Audit and Compliance Committee, reported the committee had not met since the last Board of Trustees meeting.

COMPENSATION AND LABOR COMMITTEE REPORT

Sprouls, Chair of the Compensation and Compliance Committee, reported highlights from the committee meeting held on October 14, 2020. He reported that CL-1 was unanimously approved by the committee and placed on the consent agenda. Sprouls also noted the Segal Consulting proposal was approved to establish the Presidential Assessment criteria and the committee plans to review the criteria at their January meeting

EDUCATIONAL PROGRAMS COMMITTEE REPORT

Bradley, Chair of the Educational Programs Committee, reported highlights from the committee meeting held on October 14, 2020.

EXECUTIVE COMMITTEE REPORT

Seay, Chair of the Executive Committee, reported the committee had not met since the last Board of Trustees meeting.

FINANCE AND FACILITIES COMMITTEE REPORT

Martins, Chair of the Finance and Facilities Committee, reported on highlights from the meeting held on October 14, 2020.

FF-1 Approval of Enterprise Resource Planning (ERP) Vendor Contract

Martins moved to approve FF-1 with Harrington providing the second. The motion passed.

FF-2 Approval of Enterprise Resource Planning (ERP) Software Implementation
Partner Contract

Martins noted that ‘not to exceed’ terms and conditions were added to the contract.

Martins moved to approve FF-2 with Walsh providing the second. The motion passed.

Martins reported that FF-3 was unanimously approved by the committee and placed on the board’s consent agenda.

GOVERNANCE COMMITTEE REPORT

Yeargin, Chair of the Governance Committee, reported highlights from the committee meeting held on October 14, 2020.

GOV-1 Resolution on the Delegation of Authority to the President

Yeargin moved to approve GOV-1 with Bradley providing the second.

Conte expressed three concerns that he would like addressed in the next Governance Committee meeting:

- Leases and contracts of affiliated organizations coming to the Board for approval.
- The question of 5 years or \$5 million versus 5 years and \$5 million regarding contracts.
- The inclusion of ‘self-insurance trust funds’ in the definition of ‘Affiliated Organizations.’

Yeargin withdrew his motion and indicated this item will be brought back to the committee.

After the break, Yeargin made a motion for approval of GOV-1 with the removal of ‘self-insurance trust funds’ in the Affiliated Organizations definition. Bradley provided the second and the motion passed.

GOV-2 Ninth Amended and Restated Bylaws of the University of Central Florida
Board of Trustees

Yeargin moved to approve GOV-2 with Martins providing the second. The motion passed.

Yeargin reported that GOV-3 through GOV-10 was unanimously approved by the committee and placed on the Board’s consent agenda.

CONSENT AGENDA

Harrington commented on GOV-6 indicating that the section on disclosure was not supported by the faculty but is already in force. The administration is working with the faculty to find language for a proposed revision to be brought to a future Board meeting.

Walsh requested clarification that the information on the suspension of GRE testing in GOV-7 would come back to the board for reconsideration, which was confirmed by Bradley and Yeargin. Yeargin also confirmed that the regulation is time limited, expiring by definition after Fall 2021, and could be reversed at any time.

Bradley moved to approve the consent agenda with McAlpin providing the second. The motion passed.

RESEARCH WORKSHOP

INFO-1 The Research Enterprise

Provost Michael Johnson, Interim Provost and Vice President for Academic Affairs and Elizabeth Klonoff, Vice President for Research and Dean of the College of Graduate Studies presented on The Research Enterprise.

During the presentation, UCF professors Joshua Cowell and Sudipta Seal, student Jonathan Kessluk, and alumna Christina Drake discussed their research experience at UCF.

The trustees had the following comments:

- Walsh requested an explanation of the change in research data being presented as compared to data the Board received in 2016, specifically mentioning research data for the College of Business Administration and the Rosen School of Hospitality. He questioned the calculations of research spending, noting that it would be beneficial to understand the difference from the previous data given to the Board. Klonoff said when she arrived at UCF, an audit was performed that discovered some of the previous HERD data was incorrect, and the data was recalculated by NSF at the request of the university. Walsh also requested current research goals.
- Martins requested peer comparison data on UCF's Technology Transfer Office.

Cartwright stated the following next steps for research:

- Conduct a Research Impact Study.
- Consult with experts outside of UCF.
- Based on the recommendations, develop an action plan that identifies key areas of focus and the resources required.

Cartwright introduced Chancellor Rebecca Blank from the University of Wisconsin-Madison who presented on the Research Enterprise.

The trustees had the following comments:

- Bradley asked what were the top three things a trustee should worry about regarding research.
- Conte asked what the return on investment is on seed money and inquired on areas to invest.
- Harrington asked for information on the role of research universities in driving and changing regional economies.

ANNOUNCEMENTS

Seay made several announcements regarding upcoming meetings.

ADJOURNMENT

Seay adjourned the board meeting at 12:45 p.m.

Reviewed by:  Date: 12/11/20
Beverly Seay, Chair UCF Board of Trustees

Respectfully submitted:  Date: 12/11/2020
Janet Owen, Associate Corporate Secretary

FORM 8A MEMORANDUM OF VOTING CONFLICT FOR STATE OFFICERS

LAST NAME—FIRST NAME—MIDDLE NAME Bradley Kenneth Wayne		NAME OF BOARD, COUNCIL, COMMISSION, AUTHORITY, OR COMMITTEE VCF Board of Trustees	
MAILING ADDRESS 1612 Elizabeth's Walk		NAME OF STATE AGENCY VCF	
CITY Winter Park	COUNTY Orange	MY POSITION IS: <input type="checkbox"/> ELECTIVE <input checked="" type="checkbox"/> APPOINTIVE	
DATE ON WHICH VOTE OCCURRED October 22, 2020			

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 October 22, 2020:

(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 Advent Health, by whom I am retained; or
- ☐ inured to the special gain or loss of _____, which is the parent, subsidiary, or sibling organization of a principal which has retained me.

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

Consent Agenda Item FF-3 1st Ammendment to Promisory Note and Mortgage - UCF Lake Nona Cancer Center

As an employee, out of an abundance of caution, I am recusing myself from this vote as the UCF Lake Nona Cancer Center could be a competitor to my employer - Advent Health.

I also have spoken with General Counsel Cole about this counsel and he concurs.

Thank You.

KB

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.

October 22, 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.

FORM 8A MEMORANDUM OF VOTING CONFLICT FOR STATE OFFICERS

LAST NAME—FIRST NAME—MIDDLE NAME Okaty Michael A.		NAME OF BOARD, COUNCIL, COMMISSION, AUTHORITY, OR COMMITTEE Board of Trustees
MAILING ADDRESS 1113 Shady Run Lane		NAME OF STATE AGENCY University of Central Florida
CITY Maitland	COUNTY Orange	MY POSITION IS: <input type="checkbox"/> ELECTIVE <input checked="" type="checkbox"/> APPOINTIVE
DATE ON WHICH VOTE OCCURRED		

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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).

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* * * * *

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DISCLOSURE OF STATE OFFICER'S INTEREST

I, Michael A. Okaty, hereby disclose that on _____, 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, Foley & Lardner LLP ;
☐ 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 _____, which
is the parent, subsidiary, or sibling organization of a principal which has retained me.

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

While there is no present matter before the Board and none may be forthcoming, I would like to disclose that AndCo Consulting is currently an active client of my firm, Foley & Lardner LLP. If in the unforeseen future a matter concerning AndCo Consulting should come before the Board, I will recuse myself.

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.

8/31/2020

Date Filed



Signature

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DATE ON WHICH VOTE OCCURRED	MY POSITION IS: <input type="checkbox"/> ELECTIVE <input checked="" type="checkbox"/> APPOINTIVE

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* * * * *

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DISCLOSURE OF STATE OFFICER'S INTEREST

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(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, Fred Ridley ;
_____ 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 _____, which
is the parent, subsidiary, or sibling organization of a principal which has retained me.

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

In the abundance of caution, I would like to disclose to the Board that my law partner, Fred Ridley serves on an advisory committee of Workday, Inc. and receives advisory fees for such service, which fees are contributed by Mr. Ridley to the law firm I am a partner of, Foley & Lardner LLP. If a matter concerning Workday, Inc. should come before the Board, I will recuse myself.

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.

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