



University of Central Florida Board of Trustees

Board Operating Procedure

Title: Board Operating Procedure – Staffing; Meetings; Agendas

BOP No. 2019-1

Date of Adoption July 18, 2019

Statement of purpose

This Board Operating Procedure serves to articulate Board expectations for Board members and staff with regard to Board operations, including meetings. In the event of a conflict between any Board Operating Procedure and the bylaws, the terms of the bylaws shall take precedence.

Staff Responsibilities

Staff of the University will provide all materials and information necessary for the Board to make informed decisions and fulfill its fiduciary responsibilities.

Committee liaisons

The Board chair and president shall identify a senior leader for each Board committee to facilitate committee meetings, assist in agenda development, prepare meeting and agenda item materials, coordinate presentations, and fulfill other duties. Assignments to standing Board committees are typically as follows:

- Advancement – Chief of Staff and Vice President for Communications and Marketing; Vice President for Advancement; and Vice President for Government Relations
- Audit and Compliance – Chief Audit Officer; and Chief Compliance, Ethics, and Risk Officer
- Compensation and Labor – Associate Vice President and Chief Human Resources Officer; and Vice President and General Counsel
- Educational Programs – Provost and Vice President for Academic Affairs
- Finance and Facilities – Chief Financial Officer; and Chief Operations Officer
- Nominating and Governance – Vice President and General Counsel
- Strategic Planning – Provost; and Associate Provost for Strategy
- Executive – Vice President for Government Relations

Committee coordinators

In addition, each committee will have an assigned committee coordinator, generally a staff member in the office of a Committee Liaison to the Board standing committee. It will be the role of the committee coordinator to:

- advise and support committee leadership and members of the committee to ensure successful committee operations;
- serve as a liaison between committee leadership and the senior leader committee liaison(s);
- facilitate annual work planning, agenda planning, and meeting material previews;
- review meeting materials, including agenda items, supporting documentation, and documents of committee action; and
- support the committee leadership and committee members in gathering information for committee business.
- Prepare minutes

Board Operations – Meetings

In addition to providing all materials and information necessary for the Board to make informed decisions and fulfill its fiduciary responsibilities, staff shall have primary responsibility for all logistical matters involved in scheduling meetings, in preparing Board meeting materials, in submitting agenda items, and in assuring that meetings are properly equipped and staffed to run efficiently and effectively.

Board Operations – Standard Format for Agenda Items

Agenda items shall be prepared for all Committee and Board meetings using a standardized format that provides the following information for each proposed action:

- background information on the proposed action;
- issues to be decided by the Committee or Board;
- reasonable alternatives available to the decision being recommended;
- financial cost of the decision to the University, the specific funding source amount and any restrictions on the proposed funding source;
- the staff's recommendation on the item, stated with specificity; authority for the Board's action;
- confirmation that any contracts were reviewed and approved by General Counsel.
- confirmation that the agenda item was approved by the Committee Chair or Board Chair prior to placement on the agenda.
- Additionally, each Board agenda item shall identify the senior officer sponsoring the action, provide any supporting documentation, and list facilitators/presenters for the agenda item.

A form for this purpose has been created and is available on the Board website under the Resources tab. [See <https://bot.ucf.edu/files/2019/02/Agenda-Memorandum.pdf>]

Board Operations – Development of Agendas

Committee liaisons must consult with their committee chair well in advance of finalizing agendas about the content and strategic issues to be included on each agenda.

Committee liaisons should arrange to discuss the agenda and materials in advance with the Committee Chairs to ensure the clarity and adequacy of the information provided.

The President, and Committee liaisons as appropriate, should arrange to discuss the agenda and materials in advance with the Board Chair to ensure the clarity and adequacy of the information provided.

Prior to distributing materials to the Board, the President, General Counsel, and the Chief of Staff, along with other committee liaisons as appropriate, will, to the best of their knowledge, confirm the completeness and accuracy of materials.

Each agenda item for which statutory authority supports the Board's or Committee's action shall be additionally verified by General Counsel.

Board Operations – Delivery of Meeting Materials

For regularly scheduled meetings of the Board, notice shall be provided and materials should be delivered to trustees at least two weeks in advance of a Board meeting to provide the trustees with the opportunity to study the materials and raise questions. Late additions are not permitted except in exceptional circumstances or to correct scrivener's errors.

For specially called meetings of the Board, notice shall be provided and materials should be delivered to trustees at least forty-eight (48) hours in advance of the meeting. Late additions are not permitted except in exceptional circumstances or to correct scrivener's errors.

For emergency meetings of the Board, notice shall be provided and materials should be delivered to trustees at least twenty-four (24) hours in advance of the meeting. Late additions are not permitted.

Board Operations – Minutes

It is the expectation of the Board that staff shall prepare minutes of each Board meeting and Board Committee meeting that present a full and accurate report on Board and Committee deliberations and actions. Minutes shall be prepared with the following guidelines in mind:

Minutes should identify meeting start time, the trustees in attendance and the trustees not in attendance; minutes should also note trustees who leave early or arrive late (or who are not present for a particular item taken up on the agenda).

Minutes should follow the order of the agenda of the meeting and should reflect each action taken, including all votes.

Minutes should provide enough information to show how trustees reached their decisions and what actions were taken, but minutes should not record discussions verbatim and should not resemble a transcript.

Motions should be recorded with precise wording; minutes should identify the Trustees who made and seconded the motion, and the result of the vote on the motion. If there is a conflict

of interest on any particular action item, that should be noted in the minutes and proper paperwork (Form F8) should be submitted by the trustee later.

Minutes should conclude with the date and time of adjournment.

Board Operations – Current Calendar

The Board expects staff to prepare and maintain a current calendar of all relevant deadlines and meetings for the Board and each Board Committee. This calendar shall include Board and Committee meetings dates, deadlines for approval and submission of meeting items, and any relevant Board oversight deadlines. This calendar may also include other dates of interest to Trustees, such as dates for Board of Governors meetings, or any other item the Board identifies as appropriate for inclusion. This calendar shall be updated regularly and shall be available on the Board website.