



UNIVERSITY OF CENTRAL FLORIDA

**Board of Trustees
Nominating and Governance Committee
President's Boardroom, Millican Hall
July 18, 2019**

MINUTES

CALL TO ORDER

Trustee William Yeargin, chair of the Nominating and Governance Committee, called the meeting to order at 8:30 a.m. Committee member Beverly Seay was present and committee members Alex Martins and John Sprouls attended by telephone.

MINUTES APPROVAL

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

NEW BUSINESS

Amendments to University Regulations UCF-9.001 and UCF-9.003 (NGC-1)

Deputy General Counsel Youndy Cook asked the committee to approve amendments to UCF-9.001 and UCF-9.003. UCF-9.001 is being amended to place UCF Online tuition into the default tuition and fee grid; to add new language referencing the Board of Governors Allocation Summary and Workpapers document that details charges for students enrolled in the same undergraduate class more than twice; and to add new language for self-funded or market rate courses and a link to the website where current tuition costs are posted. The amendments to paragraph (6)(a) will be effective Spring 2020, all other proposed amendments will be effective immediately. UCF-9.003 is being amended to remove the requirement that tuition waivers for online programs apply only to nonresident graduate students. Instead tuition waivers may apply to any academic program offered in a fully online format and administered and approved through UCF Online. Trustee Seay made a motion to approve the amendments to both regulations and Trustee Martins seconded. The motion was approved unanimously.

Amendments to University Regulations UCF-9.004 and UCF-3.0031 (NGC-2)

Cook asked the committee to approve amendments to UCF-9.004 and UCF-3.0031. UCF-3.0031 adds new language regarding continued eligibility for tuition waivers for UCF employees and updates the language regarding which courses the tuition waiver program excludes. UCF-9.004 contains the same updates but applies to UCFAA employees. Trustee Martins made a motion to

approve the amendments to both regulations and Trustee Seay seconded. The motion was approved unanimously.

Amendments to University Regulation UCF-4.010 (NGC-3)

Cook asked the committee to approve amendments to UCF-4.010 Solicitation on Campus. UCF-4.010 is amended to exempt vendors, agents, and brokers authorized by the UCF Human Resources Office to promote employee benefit programs from the procedures of this regulation. Trustee Seay made a motion to approve the amendments and Trustee Martins seconded. The motion was approved unanimously.

Amendments to University Regulation UCF-4.034 (NGC-4)

Cook asked the committee to approve amendments to UCF-4.034 University Direct Support Organizations. UCF-4.034 is amended to remove reference to the Materiality Guidelines that were rescinded at the May 16, 2019, Board of Trustees meeting. Trustee Sprouls made a motion to approve the amendments and Trustee Seay seconded. The motion was approved unanimously.

Amendments to Chapter 5 University Regulations (NGC-5)

Cook asked the committee to approve amendments to regulations UCF-5.006, UCF-5.008, UCF-5.009, UCF-5.010, UCF-5.012, UCF-5.013, UCF-5.015, and UCF-5.017. She provided a brief overview of the proposed changes to each regulation. Chair Garvy inquired about whether viewpoints regarding Title IX and the application of judicial processes at universities have shifted. Cook provided an overview to recent legislative changes regarding due process and how it relates to the student conduct process. Trustee Self stated that there were no comments on the behalf of faculty regarding the proposed changes. Trustee Seay made a motion to approve the amendments to all of the regulations and Trustee Martins seconded. The motion was approved unanimously.

Delegation of Authority to Senior Management Official for Classified Programs (NGC-6)

Scott Cole, Vice President and General Counsel, presented a new board policy for approval. The policy would authorize exclusive delegation of authority to the Vice President for Research and Dean of Graduate Studies to access, control, and influence the UCF classified program until the University President is granted a clearance at the facility clearance level. Trustee Seay made a motion to approve the policy and Trustee Sprouls seconded. The motion was approved unanimously.

Appointment of Board Members to the Central Florida Clinical Practice Organization, Inc. (NGC-7)

Cole asked the committee to approve the appointment of three individuals to the board of the Central Florida Clinical Practice Organization. Although the CFCPO is not a direct support organization, it behaves similarly and will follow the same processes that DSOs follow for transparency purposes. Trustee Self suggested that future agenda items include a copy of the respective bylaws for each organization. Trustee Sprouls made a motion to approve the appointments and Trustee Seay seconded. The motion was approved unanimously.

Appointment of Board Member to UCF Research Foundation (NGC-8)

Cole asked the committee to approve the appointment of Misty Shepherd, Interim Chief Operating Officer, to the board of the UCF Research Foundation. Trustee Martins made a motion to approve the appointment and Trustee Sprouls seconded. The motion was approved unanimously.

UCF Foundation Bylaws Amendments (NGC-9)

Cole asked the committee to approve amendments to the bylaws of the UCF Foundation. He summarized the proposed changes. These changes were approved by the UCF Foundation board at their annual meeting on June 7, 2019. Trustee Seay made a motion to approve the proposed amendments to the bylaws and Trustee Sprouls seconded. The motion was approved unanimously.

UCF Foundation Board First Term Nominations (NGC-10)

Cole asked the committee to approve the appointments of five individuals to the board of the UCF Foundation. The UCF Foundation Board Governance Committee approved these nominations at their May 15, 2019, meeting. Trustee Seay made a motion to approve the appointments and Trustee Sprouls seconded. The motion was approved unanimously.

Leadership Statement revisions (NGC-11)

Cole presented proposed changes to the Leadership Statement. These changes were suggested by Trustee Seay at the prior Nominating and Governance Committee meeting. They are recommended from the AGB Comprehensive Guide to Presidential Searches for Universities and Colleges. Trustee Martins made a motion to approve the amendments and Trustee Sprouls seconded. The motion was approved unanimously.

Board Operation Procedure: Staffing; Meetings; Agendas (NGC-12)

Cole presented the first of the Board Operating Procedures. These procedures are being developed to formalize processes as they relate to the operations of the Board. This procedure is related to the creation and presentation of agendas, meeting materials, and a board events calendar. Trustee Seay recommended that the staff liaison for the Executive Committee be the Vice President for Government Relations. Trustee Seay made a motion to approve the Board Operating Procedure with the revision as to the staff liaison for the Executive Committee, and Trustee Sprouls seconded. The motion was approved unanimously.

Review of Board of Trustees Bylaws (INFO-1)

Cole informed the committee that one of the function of the committee is to review annually the bylaws of the Board of Trustees. The bylaws were last revised in 2016. He will solicit the board for any proposed changes and bring them back at the next committee meeting for approval.

OTHER BUSINESS

Chair Yeargin mentioned that the voting for chair and vice chair will occur at the full board meeting later in the afternoon.

Chair Garvey asked when the appropriate time might be to begin the presidential leadership process. He stated that he would like the committee to reach out to several leading search firms to gauge their opinions on the appropriate timing to begin the next presidential search and report the findings at the next board meeting. Trustee Walsh asked for clarification on the timeline for the search process. He also made comments commending President Seymour for his leadership. Trustee Gaekwad inquired as to any time limits on the interim presidential role. Chair Garvy indicated that there are no requirements or limits to the interim role and that the university can be flexible on when the search process begins.

The meeting adjourned at 9:29 a.m.

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