



UNIVERSITY OF CENTRAL FLORIDA

**Board of Trustees
Nominating and Governance Committee
FAIRWINDS Alumni Center
September 19, 2019**

MINUTES

CALL TO ORDER

Trustee William Yeargin, chair of the Nominating and Governance Committee, called the meeting to order at 8:00 a.m. Committee members Robert Garvy, Alex Martins, John Sprouls, and William Self were present. Board Chair Beverly Seay and Trustee John Lord were also present.

MINUTES APPROVAL

The minutes from the July 18, 2019, Nominating and Governance Committee meeting were approved as submitted.

NEW BUSINESS

Eighth Amended and Restated Bylaws of the Board of Trustees of the University of Central Florida (NGC-1)

Scott Cole, Vice President and General Counsel, presented the Eighth Amended and Restated Bylaws of the Board of Trustees of the University of Central Florida. The proposed changes were compiled from suggestions submitted by Trustees. Trustee Self voiced his concern over the inclusion of “institution or elimination of new academic programs or colleges” as an action that the Executive Committee may not take. A discussion ensued about whether this is appropriate to include in the bylaws as it has historically been a function of the President and Provost. Trustee Self made a motion to approve the revised bylaws with the understanding that the Delegation of Authority to the President will be discussed at the next meeting and Trustee Garvey seconded. The motion was approved unanimously.

Revision to Delegation of Authority of Senior Management Official for Classified Program (NGC-2)

Cole presented a revision to the Delegation of Authority of Senior Management Official for Classified Program board policy that was approved at the last committee meeting. Interim President Seymour has now been granted clearance at the facility clearance level, and is no longer required to be excluded from access, control, and influence over the UCF Classified

Program. Cole asked the committee to rescind the delegation to the Vice President for Research and Dean of the College of Graduate Studies and delegate the authority to execute and administer classified contracts to the Interim President. Trustee Garvy made a motion to approve the revisions to the policy and Trustee Martins seconded. The motion was approved unanimously.

Appointment of Board Member to UCF Research Foundation (NGC-3)

Cole asked the committee to approve the appointment of Dr. Peter Wearden to the board of the UCF Research Foundation. Dr. Wearden's bio and CV is provided in the committee materials for reference. Trustee Martins made a motion to approve the appointment and Trustee Self seconded. The motion was approved unanimously.

UCF Convocation Corporation Bylaws (NGC-4)

Margaret Jarrell-Cole, Associate Vice President for Direct Support Organizations, asked the committee to approve amendments to the bylaws of the UCF Convocation Corporation. She summarized the proposed changes. These changes were approved by the UCF Convocation Corporation board at their meeting on August 5, 2019. Trustee Martins requested that Article 2, Section 1 be clarified to replace "person" with "trustee." Trustee Garvy made a motion to approve the proposed amendments to the bylaws and replace "person" with "trustee" in Article 2 Section 1, and Trustee Sprouls seconded. The motion was approved unanimously.

Amendments to University Regulation UCF-3.0262 (NGC-5)

Youndy Cook, Deputy General Counsel asked the committee to approve amendments to UCF-3.0262 Meritorious Service Awards Program. UCF-3.0262 is amended to clarify that units may not expend more than \$100 of state funds when recognizing employees under the Meritorious Service Awards Program and private funds was revised to non-state funds for clarification between state and non-state funds. Trustee Martins made a motion to approve the amendments and Trustee Self seconded. The motion was approved unanimously.

Amendments to University Regulation UCF-5.016 (NGC-6)

Cook asked the committee to approve amendments to UCF-5.016 Student Academic Appeals. UCF-5.016 is amended to update timeframes in the regulation and to give deans an active role in the academic appeals process. Trustee Garvy inquired as to whether student input was given into these changes, and Melody Bowden, Interim Dean of College of Undergraduate Studies verified that these changes included review by the Golden Rule Review Committee which is comprised of students. Trustee Self noted that the link to the form is not yet active and Bowden indicated that it will be within the week. Trustee Self made a motion to approve the amendments and Trustee Martins seconded. The motion was approved unanimously.

Board Operating Procedure: Staffing; Meetings; Agendas (NGC-7)

Cole asked the committee to approve two revisions to Board Operating Procedure 1, removing reference to the Strategic Planning Committee as a standing committee, and replacing the Chief of Staff with the Vice President of Government Relations for ensuring completeness and accuracy of board materials. Trustee Martins made a motion to approve the revisions and Trustee Sprouls seconded. The motion was approved unanimously.

Post Investigation Action Plan for Items with Nominating and Governance Committee Oversight (INFO-1)

Cole briefly reviewed the outstanding items on the Post Investigation Action Plan that have Nominating and Governance Committee oversight. Chair Yeargin indicated that the committee is making progress and the last page of the plan shows those items that have been completed. President Seymour indicated that university leadership is responsible for bringing items forward to the committee for approval and more progress will be made soon.

OTHER BUSINESS

Chair Garvey asked for an update on the calls with various search firms that Chair Yeargin made in respect to a possible upcoming presidential search. Chair Yeargin gave a brief overview of his findings to the committee and indicated he will give a complete update at the Board meeting immediately following this meeting.

The meeting adjourned at 8:35 a.m.