



UNIVERSITY OF CENTRAL FLORIDA

**Board of Trustees
Nominating and Governance Committee
UCF Downtown, Room 169
October 22, 2019**

MINUTES

CALL TO ORDER

Trustee William Yeargin, chair of the Nominating and Governance Committee, called the meeting to order at 3:05 p.m. Committee members Robert Garvy, Alex Martins, William Self, and John Sprouls were present. Board Chair Beverly Seay was also present.

MINUTES APPROVAL

The minutes from the September 19, 2019, Nominating and Governance Committee meeting were approved as submitted.

UNFINISHED BUSINESS

Appointment of Board Members to UCF Research Foundation (NGC-1)

Scott Cole, Vice President and General Counsel, provided a recap of this item. The appointment of a new director for the UCF Research Foundation was discussed, and approved, at our last committee meeting. During the last full board meeting, Trustee Bradley asked that the item be removed from the consent agenda and referred to the committee to discuss whether it is appropriate for two individuals from the same company to serve on the board together. The committee discussed whether a formal policy should be created for these situations and the consensus was that no policy was needed and could be addressed on a case by case basis. This item will be placed on the agenda for the next Board of Trustees meeting.

NEW BUSINESS

UCF Stadium Corporation Bylaws Amendments (NGC-2)

Margaret Jarrell-Cole, Associate Vice President, Direct Support Organizations, asked the committee to approve amendments to the bylaws of the UCF Stadium Corporation. She summarized the proposed changes. The changes were approved by the UCF Stadium Corporation on October 1, 2019. Trustee Sprouls made a motion to approve the revised bylaws and Trustee Self seconded. The motion was approved unanimously.

UCF Finance Corporation Bylaws Amendments (NGC-3)

Jarrell-Cole asked the committee to approve amendments to the bylaws of the UCF Finance Corporation. She summarized the proposed changes. The changes were approved by the UCF Finance Corporation on October 8, 2019. A motion to approve the changes was made by Trustee Martins and seconded by Trustee Self. Trustee Garvy expressed concern about excluding volunteers from being appointed as officers of DSOs. The committee discussed the benefits of having volunteers serve as officers and agreed that the bylaws shouldn't require that only employees of the corporation or university be able to serve.

Trustee Garvy made a motion to table the approval of the Finance Corporation bylaws (NGC-3) and Trustee Martins seconded. The motion passed unanimously. Trustee Garvy then made a motion to reconsider the approval of the Stadium Corporation bylaws (NGC-2) and Trustee Martins seconded. The motion was approved unanimously. Trustee Garvy made a motion to remove the language from the Stadium Corporation bylaws that only corporation and university employees may be appointed as officers and approved the rest of the proposed amendments. Trustee Self seconded. The motion was approved unanimously.

Trustee Martins made a motion to pull NGC-3 off the table and Trustee Self seconded. The motion was approved unanimously. Trustee Garvy made a motion to approve the proposed amendments to the Finance Corporation bylaws with the understanding that if there is any reference to prohibiting volunteers from serving as officers that it will be removed. Trustee Martins seconded. The motion approved unanimously.

Appointment of Board Member to UCF Finance Corporation (NGC-4)

Jarrell-Cole asked the committee to approve the appointment of Dr. Debra Reinhart to a two-year term on the UCF Finance Corporation board of directors. Dr. Reinhart is the Associate Vice President for Research, as well as a Pegasus Professor in the Civil, Environmental, and Construction Engineering Department. Trustee Martins made a motion to approve the appointment and Trustee Self seconded. The motion was approved unanimously.

Change Name of the Committee and Review the Committee Charter (NGC-5)

Cole asked the committee to approve changing the name of the committee to Governance Committee. This change stems from Item 24 on the Post Investigation Action Plan and would better reflect the work that the committee is performing. The duties and the responsibilities of the committee would remain the same. The Nominating and Governance Committee Charter was reviewed and the only change suggested was to update the name of the committee. Trustee Garvy made a motion to approve changing the name of the committee to the Governance Committee and Trustee Martins seconded. The motion was approved unanimously.

Amendments to University Regulation UCF-3.001 (NGC-6)

Youndy Cook, Deputy General Counsel asked the committee to approve amendments to UCF-3.001 Non-Discrimination; Affirmative Action Programs. UCF-3.001 is amended to add new language to comply with state and federal laws. Additionally, some language was removed from paragraph (2)(a) so that the language would conform with the language in paragraph (1). This language was inadvertently inserted into the regulation during the last revision. Trustee Martins made a motion to approve the amendments and Trustee Self seconded. The motion was approved unanimously.

Amendments to University Regulation UCF-3.0122 (NGC-7)

Cook asked the committee to approve amendments to UCF-3.0122 Resignation and Nonrenewal of Non-unit Faculty and A&P Staff Members. UCF-3.0122 is amended to clarify language for employees on “soft-money” funded appointments and delete the reference to “in current pay plan.” Trustee Self inquired if “soft money” was defined anywhere and if employees were aware they had a soft-money appointment. Cook stated that employees on soft-money appointments know they have that type of appointment. Trustee Sprouls made a motion to approve the amendments and Trustee Self seconded. The motion was approved unanimously.

Nomination of Daniel Holsenbeck for Honorary Doctoral Degree of Humane Letters (NGC-8)

Tom Hope, Associate Vice President and Deputy Chief of Staff, asked the committee to approve an honorary Doctor of Humane Letters for Daniel Holsenbeck for his significant contributions to both the university and the community. The Faculty Senate Commencement, Convocation, and Recognition Committee approved the awarding of this degree. Trustee Martins made a motion to approve the honorary doctorate and Trustee Sprouls seconded. The motion was approved unanimously.

Nomination of James Pitaro for Honorary Doctoral Degree of Humane Letters (NGC-9)

Tom Hope, Associate Vice President and Deputy Chief of Staff, asked the committee to approve an honorary Doctor of Humane Letters for James Pitaro. He was nominated by Dr. Richard Lapchick for his support of the DeVos Sports Business Management Program and the significant relationship that UCF has developed with ESPN. The Faculty Senate Commencement, Convocation, and Recognition Committee approved the awarding of this degree. Trustee Sprouls made a motion to approve the honorary doctorate and Trustee Martins seconded. The motion was approved unanimously.

UCF Board of Trustees Statement of Expectations (NGC-10)

Karen Monteleone, Assistant Vice President for Board Relations, presented The UCF Board of Trustees Statement of Expectations to the committee for approval. The May 15, 2019 AGB report provided several recommendations to reform overall governance of the board. One of the recommendations encourages the board to consider the adoption of a code of board member behavior. This document aligns with Board of Governors regulations, statutes, AGB recommendations and was compiled from various sources including other SUS institutions, AGB and the Foundation’s statement. Trustee Self made a motion to approve the Statement of

Expectations and Trustee Sprouls seconded. Trustee Garvey expressed that the entire board should review this document and Chair Yeargin agreed that this will be placed on the agenda for the next board meeting as a non-consent agenda item. The motion was approved unanimously.

Delegation of Authority to the President (INFO-1)

Cole reminded the committee that this item is on the agenda in response to a discussion at the last committee meeting concerning the revision to the UCF Board of Trustees bylaws. Trustee Self had raised concerns about including the language “institution or elimination of new academic programs or colleges” as an action that the Executive Committee could not take. Trustee Self briefly summarized his concerns that by listing it in the bylaws it is implied that instituting or eliminating academic programs or colleges is an action the full board could take, even though historically the authority rests with the president and provost. The committee discussed the ramifications of adding this action to the delegation of authority document and decided to gather input from all trustees and the president before taking action.

Post Investigation Action Plan for Items with Nominating and Governance Committee Oversight (INFO-2)

Monteleone briefly reviewed the outstanding items on the Post Investigation Action Plan that have Nominating and Governance Committee oversight. The last two items to be completed are trustee orientation and trustee self-assessment. Both items are being discussed by leadership and will be brought back to the committee early next year.

OTHER BUSINESS

Jarrell-Cole asked the committee, whether, in light of the changes approved for the UCF Stadium Corporation and the UCF Finance Corporation, did they want to make the same change for the bylaws of the UCF Convocation Corporation that was approved at the last meeting. The committee agreed that the same revision should be made. Trustee Garvy made a motion to remove the language that only UCF employees can be appointed as officers and add it to the agenda at the next board meeting. Trustee Martins seconded. The motion was approved unanimously.

The meeting adjourned at 4:21 p.m.