



UNIVERSITY OF CENTRAL FLORIDA

Board of Trustees
Governance Committee Meeting
January 28, 2020
President's Board Room, Millican Hall

MINUTES

CALL TO ORDER

Trustee William Yeargin, chair of the Nominating and Governance Committee, called the meeting to order at 10:30 a.m. Committee members Alex Martins and William Self were present. Committee member Ken Bradley participated by phone.

MINUTES

The minutes from the October 22, 2019, Nominating and Governance Committee meeting were approved as submitted.

NEW BUSINESS

Amendments to University Regulation UCF-4.036 (GOVC-1)

Youndy Cook, Deputy General Counsel, asked the committee to approve amendments to UCF-4.036, Skateboarding, Skating, and Similar Activities on University Property. UCF-4.036 is amended to add scooters as a form of transportation regulated by the university and to clarify that this regulation applies to both manual and electric devices. New language regarding use of these modes of transportation in defined high-density areas on campus has also been added. Trustee Martins made a motion to approve the amendments and Trustee Self seconded. The motion was approved unanimously.

Central Florida Clinical Practice Organization, Inc. Bylaws Amendments (GOVC-2)

Jeanette Schreiber, Chief Legal Officer, College of Medicine, asked the committee to approve amendments to the bylaws of the Central Florida Clinical Practice Organization. She summarized the changes which include updated titles for individuals and departments; clarifying the terms of directors, and adding language to remove directors and officers by a two-thirds vote of the board. Trustee Martins made a motion to approve the amendments and Trustee Self seconded. Trustee Martins inquired as to why the two-thirds vote for removal of a director is included here since it's not present in DSO bylaws. Schreiber explained that the CFCPO has elected and appointed representatives unlike most other DSOs. A discussion about the two-thirds vote needed to remove directors occurred and the motion was withdrawn by Trustee Martins. A new motion was made by Trustee Martins to approve the amendments to the bylaws subject to the following changes: deletion of the last sentence of Section 8, Article V, and addition of language to Section 8 stating that the appointing authorities of

any directors may remove their appointed or elected directors. These changes would be made subject to final approval by the CFCPO board. Trustee Self seconded. A discussion about similar concerns to Article VI concerning officers occurred. Trustee Martins made a motion to amend the pending motion to add the term "elected" to the second sentence of section 5, Article VI. Trustee Self seconded. The amendment to the motion was approved unanimously. The amended motion was then approved unanimously.

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

Karen Monteleone, Assistant Vice President for Board Relations, briefly reviewed the outstanding items on the Post Investigation Action Plan that have 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 at the next committee meeting. Chair Yeargin inquired as to whether Item 20 can be considered completed at this time. Monteleone will discuss with Chair Seay and the Audit department to verify if that item can now be considered completed.


2020 BOT Governance Committee Meeting Dates (INFO-2)

Chair Yeargin presented the proposed meeting dates for the Governance Committee for 2020. Each date is subject to change.

ADJOURNMENT

The meeting adjourned at 11:11 a.m.

Reviewed by:

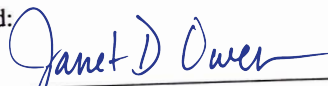


William Yeargin
Chair, Nominating and Governance
Committee

4/21/20

Date

Respectfully submitted:



Janet Owen
Associate Corporate Secretary

4/24/20

Date