

Governance Committee Meeting

Apr 14, 2021 11:30 AM - 12:45 PM EDT

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UNIVERSITY OF CENTRAL FLORIDA

**Board of Trustees
Governance Committee
Virtual Meeting
April 14, 2021, 11:30 a.m. – 12:45 p.m.
(Or Upon Adjournment of Previous Meeting)**

Livestream:

<https://ucf.webex.com/ucf/onstage/g.php?MTID=e6cf80b664c34774a2e99214df20485d5>

Conference call number: 1-408-418-9388, access code: 132 149 6268

REVISED AGENDA

- | | |
|---|--|
| 1. Call to order | Michael Okaty, <i>Chair, Governance Committee</i> |
| 2. Roll Call | Tanya Perry, <i>Coordinator, Legal Affairs</i> |
| 3. Minutes of the February 10, 2021 meeting | Chair Okaty |
| 4. New Business | Chair Okaty |
| INFO-1 | Committee Restructuring
<i>Chair Okaty</i> |
| GOVC-1 | Direct Support Organizations Governance
Recommendations
<i>Margaret Jarrell-Cole, Associate Vice President
for DSO's</i> |
| GOVC-2 | Amendments to University Regulation UCF-
2.036 College Credit for Nontraditional Courses
Prior to Initial Enrollment
<i>Youndy Cook</i> |
| GOVC-3 | Amendments to University Regulation UCF-
3.010 Faculty Evaluation and Improvement
<i>Youndy Cook</i> |

GOVC-4	Amendments to University Regulations UCF-6.008 Vehicle Registrations Fees; Parking Violation Fines <i>Youndy Cook</i>
GOVC-5	Reappointment of Limbitless Solutions Board members <i>Youndy Cook</i>
GOVC-6	Appointment of Board Members to UCF Convocation Corporation Board of Directors <i>Youndy Cook</i>
GOVC-7	Appointment of Board Member to UCF Finance Corporation Board of Directors <i>Youndy Cook</i>
INFO-2	Bi-Annual Board Self-Assessment Update <i>Chair Okaty</i> <i>Karen Monteleone, Assistant Vice President, Board Relations</i>
INFO-3	Board Chair and Vice Chair Nomination Process <i>Chair Okaty</i>
5. Adjournment	<i>Chair Okaty</i>



UNIVERSITY OF CENTRAL FLORIDA

Board of Trustees
Governance Committee Meeting
February 10, 2021
Virtual Meeting

MINUTES

CALL TO ORDER

Trustee Michael Okaty, chair of the Governance Committee, called the meeting to order at 11:00 a.m. Committee members Ken Bradley, Joseph Harrington, Sabrina La Rosa, and John Sprouls attended virtually. Chair Beverly Seay and Trustee Joseph Conte also attended virtually.

MINUTES

Trustee Sprouls made a motion to approve the minutes from the November 19, 2020, Governance Committee meeting. Trustee Bradley seconded the motion.

The committee unanimously approved the minutes of the November 19, 2020, Governance Committee as submitted.

REPORTS

Mid-Year Annual Plan Assessment (INFO-1)

Chair Okaty presented the mid-year annual committee plan. This plan serves as a guide for what the committee can anticipate for discussion, information, and action at our meetings throughout the year. There were no questions or discussion about the plan as presented.

NEW BUSINESS

Revisions to Resolution on Presidential Authority (GOVC-1)

Youndy Cook, Interim Vice President and General Counsel, summarized the proposed revisions to the Resolution on Presidential Authority. This document was substantially revised at the October 2020 Governance Committee meeting, with discussion suggesting the desire to see some additional changes. Revisions brought to the November 2020 Governance Committee yielded additional discussion and continuing concerns with financial transaction provisions. The proposed changes now address those concerns raised and balance the need for the university to operate efficiently with appropriate Board oversight. Chair Okaty also reminded the committee that the President can always bring items to the Board that don't rise to the thresholds included in the resolution. Trustee Harrington made a motion to

approve the proposed revisions to the Resolution on Presidential Authority. Trustee LaRosa seconded. The motion was approved unanimously.

Ninth Amended and Restated Bylaws of the UCF Board of Trustees (INFO-2)

Chair Okaty reminded the committee that the bylaws of the Board of Trustees were recently amended in October 2020. The approval of revisions to the Resolution on Presidential Authority necessitates additional changes to the bylaws. There are also other items to be addressed by the Governance Committee that will require other changes, and it is preferable to make all changes at the same time. As a result, the bylaws are presented to the committee at this time for information only and for review by the committee members. Cook added that additional language addressing vacancy of the chair or vice chair, trustee holdover appointments, and committee restructuring should be considered for the next revision. Chair Okaty indicated that these bylaws will be amended at a future committee meeting.

Bi-Annual Board Self-Assessment Process (GOVC-2)

Karen Monteleone, Assistant Vice President for Board Relations, presented an overview of the Board Self-Assessment Process. This item was presented as an information item at the November Governance Committee meeting. No additional feedback was received. Trustee Bradley made a motion to approve the survey and Trustee Sprouls seconded. Chair Okaty indicated that the board has several new trustees and they may be unable to answer certain questions so they may leave those blank. For future surveys it would be helpful to have an additional possible response for not observed or insufficient information. Trustee Harrington inquired whether an additional response can be added before this survey is distributed. Monteleone indicated that it was possible to add a new answer response to the survey and present for full board approval at next week's Board of Trustees meeting. Trustee Bradley amended his motion to approve the survey with a new answer response for insufficient information. Trustee Sprouls seconded the motion and the amended motion was approved unanimously.

Amendments to University Regulations UCF-7.130 Administration and Finance; Procurement Services (GOVC-3)

Cook presented the proposed amendments to UCF-7.130. This regulation was initially presented at the November Governance Committee meeting and tabled to contemplate additional language related to contract adoption. Most of the proposed amendments are to conform to Board of Governors Regulation 18.001. The additional language related to contract adoption is to explicitly add language concerning negotiations when adopting a contract (i.e., piggybacking). Trustee Harrington made a motion to approve the proposed regulation amendments and Trustee LaRosa seconded. The motion was approved unanimously.

Direct Support Organizations Governance Recommendations (INFO-3)

Margaret Jarrell-Cole, Associate Vice President for Direct Support Organizations, introduced the proposed governance recommendations related to direct support organizations. These recommendations are based on the review requested by Chair Seay to ensure best practices among the university's DSOs. The management recommendations were presented for implementation to President Cartwright. These governance recommendations will be presented to the committee for approval at the next committee meeting.

Vice Chair Vacancy (GOVC-4)

Chair Okaty informed the committee that one of the functions of this committee is to recommend candidates for the positions of chair and vice chair for approval by the Board. Although the bylaws don't speak to filling vacancies outside of the regular process, the committee will follow the normal process outlined. The vice chair role is currently vacant and needs to be filled for the remainder of the term ending June 30, 2021. The Board Office solicited nominations for the vice chair position and Trustee Mills received three nominations. Trustee Bradley made a motion to nominate Trustee Mills for the role of vice chair to fulfill the term ending June 30, 2021. Trustee Sprouls seconded the motion. The motion was approved unanimously.

Committee Restructuring (INFO-4)

Chair Okaty indicated that Chair Seay has charged the committee to review the overall current committee structure of the Board. The committee will review the best practices as recommended by AGB as well as the committee structures of the other state universities. The Board Office will share those documents for context and reference and will meet with the trustees for any feedback. The proposed changes will be presented at the next committee meeting. In response to Trustee Sprouls' inquiry Chair Seay indicated that she believes the Finance and Facilities Committee may work better if split into two separate committees and that Compensation and Labor may no longer need to be a separate committee. Trustee Harrington expressed his thought that it is not efficient for items to be brought to multiple committees. At the next committee meeting, the committee will discuss possible committee restructuring to align with the university's strategic goals.

ADJOURNMENT

The meeting adjourned at 11:56 a.m.

Reviewed by:

Michael Okaty
Chair, Governance Committee

Date

Respectfully submitted:

Janet Owen
Associate Corporate Secretary

Date

UCF BOARD OF TRUSTEES
Agenda Item Summary
Governance Committee
April 14, 2021

Title: Committee Restructuring

Information Information for upcoming action Action

Meeting Date for Upcoming Action: June 16, 2021

Purpose and Issues to be Considered:

The Governance Committee is responsible for reviewing and recommending to the Board the number and structure of committees.

Following a preliminary discussion at the February 10, 2021 Governance Committee meeting, the Board Office shared with the Governance Committee publications from the Association of Governing Boards (AGB) regarding best practices for committee restructuring. Additionally, the Board Office met with trustees and committee staff to receive feedback and identify common themes that are outlined in the attached presentation.

The committee restructuring timeline is presented as follows:

February 10, 2021	Governance Committee Meeting: Preliminary discussion
April 14, 2021	Governance Committee Meeting: Discuss preliminary recommendations
April 22, 2021	Full Board discussion of preliminary recommendations
June 16, 2021	Governance Committee Meeting: Final recommendations for approval with proposed governing documents (Amended bylaws and charters)
June 17, 2021	Full Board approval of final recommendations
July 1, 2021	Implementation of new committee structure

Background Information:

During the February 4, 2021 Executive Committee meeting, Chair Seay charged Trustee Okaty and the Governance Committee with assessing the Board's current committee structure. She stated that central to the review should be UCF's mission. She also requested the committee to consider in its assessment, the Board Emerging Issues and President Cartwright's goal of becoming a Top 50 public metropolitan research institution.

The Board's current standing committees are as follows:

- Advancement
- Audit and Compliance
- Compensation and Labor
- Educational Programs
- Executive
- Finance and Facilities
- Governance

The most recent changes to the Board’s committee structure include:

- Activating the Executive Committee and adopting a charter (September 19, 2019)
- Dissolving the Strategic Planning Committee (September 19, 2019)

Recommended Action:

This item is being presented as information only for feedback and discussion.

Alternatives to Decision:

N/A

Fiscal Impact and Source of Funding:

N/A

Authority for Board of Trustees Action:

N/A

Contract Reviewed/Approved by General Counsel N/A

Committee Chair or Chair of the Board has approved adding this item to the agenda

Submitted by:

Karen Monteleone, Assistant Vice President, Board Relations

Supporting Documentation:

Attachment A: Committee Restructuring – Preliminary Themes and Discussion Topics

Facilitators/Presenters:

Chair Okaty

Karen Monteleone

BOT Committee Restructuring

Preliminary Themes and Discussion Topics

Current UCF Board of Trustees Committees

Advancement

Audit and Compliance

Compensation and Labor

Educational Programs

Executive

Finance and Facilities

Governance

Why Restructure?

- Restructuring is an ongoing, multidimensional board process of rethinking and redesigning committees and their work for greater effectiveness.
- ...the fundamental *mission* of restructuring is to enhance the fiduciary capacity of the committees and the board.
- ...the fundamental *reason* to restructure committees is to strengthen committee and board performance.

Summary of Emerging Themes

- Agendas should be developed strategically to allow committees to focus on governance.
- Trustees want more time for strategic discussion during committee meetings.
- Trustees want to be engaged in helping to solve problems that strategically position the university for success.
- Key performance indicators should be considered for all committees.
- Briefings for all committee members should be considered prior to committee meetings.

Preliminary Discussion Topics

- Better define or revise the scope of the Advancement Committee to focus on strategic external engagement (fundraising, partnerships, brand and reputation).
- Expand the scope and revise the name of the Educational Programs Committee to better reflect the academic enterprise (academic program quality, undergraduate and graduate student success, research, performance-based funding metrics).
- Evaluate the structure of the Finance and Facilities Committee to determine if splitting the committee would better position the Board to address the assets under its purview.
- Consider the role of the Compensation and Labor Committee to determine if the structure for addressing Collective Bargaining and Presidential Assessment would be effective if folded into another committee.



Discussion

UCF BOARD OF TRUSTEES

Agenda Item Summary

Governance Committee

April 14, 2021

Title: Review Proposed Direct Support Organization Project Governance Recommendations

Information Information for upcoming action Action

Meeting Date for Upcoming Action: April 22, 2021

Purpose and Issues to be Considered:

The University of Central Florida Direct Support Organizations (DSOs) are overseen by the Board of Governors, UCF Board of Trustees, UCF President and UCF Vice presidents who serve as chief executive officers of the DSOs. In addition to the management recommendations previously discussed with the Board, the governance recommendations to enhance the important work of the DSOs are:

1. Clarify the written delegation of authority from the BOT for applicability to DSOs (now complete with the Resolution on Presidential Authority adopted February 18, 2021).
2. The BOT Chair, UCF President and UCF General Counsel will review a delegation of authority from the president for clear direction to DSOs, which will be drafted by staff.
3. Address DSO reporting structure.
 - a. In addition to material items being brought to the BOT as required and reports made by the president as needed, biannually, each DSO will be the subject of a deep dive into the current DSO issues and reported to the BOT by the president, vice president and assigned trustee.
 - b. Each DSO will be the subject of a five-year review to determine whether its existence is desirable.
 - c. Staff will develop a format to evaluate potential new DSO's to meet future UCF needs.
4. DSO governing documents will be changed to follow the UCF Foundation officer model with a Vice President as CEO and volunteer chair of the board of directors (or chair appointed by the UCF President) and, as deemed appropriate by the President, to include a faculty and student on the DSO board .
5. Staff will provide DSO board meeting minutes from DSO public meetings to the BOT via the BOT board portal.
6. Staff will provide regular board training and training of new board members and staff, including:
 - a. Governance;
 - b. Sunshine Laws; and
 - c. Conflicts of Interest.

The Governance Recommendations are an important step forward in fulfilling the UCF President's goal of building a strong leadership team with a focus on improving administrative infrastructure and systems that drive operational excellence, efficiency, and effectiveness.

Background Information:

In December 2019, the Board of Trustees Chair Beverly Seay requested a review of the governance and oversight of all DSOs and other affiliated organizations (DSO Project). Chair Seay appointed Trustee Ken Bradley for trustee guidance and Margaret Jarrell-Cole, Associate Vice President, DSOs as the staff lead. The purpose of the review was to ensure best practices among UCF's DSOs.

Based on past work of the Association of Governing Boards and the assessment of Trustee Bradley and Ms. Jarrell-Cole, both management and governance recommendations were made to ensure our DSOs were managed efficiently, effectively, and according to best practices.

On June 18, 2020, the Board of Trustees received materials and a presentation on the DSO governance and management recommendations. The Board of Trustees (1) supported the DSO Project Report management recommendations to be implemented by the UCF President, and (2) supported forwarding the DSO Project Report governance recommendations to the Governance Committee for review and returning final recommendations to the Board of Trustees for adoption.

Recommended Action:

Approve and recommend the DSO Project Report governance recommendations to the Board of Trustees for adoption.

Alternatives to Decision:

Modify or reject the DSO Project governance recommendations.

Fiscal Impact and Source of Funding:

N/A

Authority for Board of Trustees Action:

N/A

Contract Reviewed/Approved by General Counsel **Not Applicable**

Committee Chair or Chair of the Board has approved adding this item to the agenda

Submitted by:

Rhonda L. Bishop, Vice President for UCF Compliance and Risk
Margaret Jarrell-Cole, Associate Vice President for DSOs

Supporting Documentation:

Attachment A: DSO Oversight by BOT Committees Listing

Facilitators/Presenters:

Margaret Jarrell-Cole

Attachment A

Affiliated Organizations Oversight by BOT Committee

UCF Direct Support Organizations	Possible BOT Committee
Central Florida Clinical Practice Organization, Inc.	Executive
Limbitless Solutions, Inc.	Advancement
UCF Academic Health, Inc.	Executive
UCF Athletics Association, Inc.	Executive
UCF Convocation Corporation	Finance and Facilities
UCF Finance Corporation	Finance and Facilities
UCF Foundation, Inc.	Advancement
UCF Research Foundation	Education
UCF Stadium Corporation	Finance and Facilities

Board of Trustees' Committees

Advancement
Audit and Compliance
Compensation and Labor
Educational Programs
Executive
Finance and Facilities
Governance

UCF BOARD OF TRUSTEES
Agenda Item Summary
 Governance Committee
 April 14, 2021

Title: Amendments to University Regulation UCF-2.036 College Credit for Nontraditional Courses Prior to Initial Enrollment

Information **Information for upcoming action** **Action**

Meeting Date for Upcoming Action: April 22, 2021

Purpose and Issues to be Considered:

This agenda item presents proposed amendments to University Regulation UCF-2.036. This regulation is proposed to be amended to: set forth the scope of the regulation; clarify the meaning of the term nontraditional courses; and further explain the type of nontraditional courses which may be eligible for credit awarded by the university, as well as the appropriate pathways for evaluating such courses for credit.

This regulation was posted online March 19, 2021, for public comment. No comments were received as of the date of submission of these materials.

Background Information:

Florida Board of Governors Regulation 1.001 provides that “Each Board of Trustees is authorized to promulgate university regulations in accordance with the Regulation Development Procedure adopted by the Board of Governors.” This regulation was also presented to the Educational Programs committee on April 14, 2021 as an information only item.

Recommended Action:

Approve amendments to University of Central Florida Regulation UCF-2.036 College Credit for Nontraditional Courses Prior to Initial Enrollment.

Alternatives to Decision:

Do not amend University Regulation UCF-2.036 as proposed.
 Approve alternative amendments to University Regulation UCF-2.036.

Fiscal Impact and Source of Funding:

N/A

Authority for Board of Trustees Action:

Board of Governors Regulation 1.001

Contract Reviewed/Approved by General Counsel N/A

Committee Chair or Chair of the Board has approved adding this item to the agenda

Submitted by:

Youndy Cook, Interim Vice President and General Counsel

Supporting Documentation:

Attachment A: Proposed Amended Regulation UCF-2.036 (redline)

Facilitators/Presenters:

Youndy Cook, Interim Vice President and General Counsel

UCF-2.036 College Credit for Nontraditional Courses Prior to Initial Enrollment

(1) This regulation addresses the awarding of undergraduate academic credit for nontraditional courses completed prior to the initial term of enrollment and for which academic credit was not previously awarded by an eligible institution of higher education. Traditional courses and nontraditional courses for which academic credit was previously awarded by an appropriately recognized institution of higher education, shall follow regular transfer of credit procedures. This regulation does not allow for the awarding of academic credit for life experience or prior employment. Other acceptable mechanisms for awarding UCF credit for prior learning are addressed in UCF-2.006 (Acceleration Mechanisms), UCF-2.037 (Special Provisions for Veterans and Active Duty Military Students), and 1004.096, Florida Statutes concerning the award of credit for prior military training and are not addressed here.

~~(2)~~ Undergraduate students who are admitted to the university and who, prior to initial enrollment in undergraduate education, have completed eligible non-traditional courses, as defined in paragraph (3), delivered by eligible institutions of higher education or other entities with which the university has entered into an articulation agreement, including online and short college level courses, prior to initial enrollment in undergraduate education may request that the university evaluate that work to determine if credit might be awarded. Sufficient time must be allowed for the university to evaluate the course material for either transferability in accordance with paragraph (6) or for the award of prior learning credit.

(3) Nontraditional courses, including online and short college level courses, that may be awarded undergraduate credit must have been (i) delivered by eligible institutions of higher education or other entities with which the university has entered into an articulation agreement; (ii) completed prior to initial enrollment in undergraduate education at UCF; and (iii) determined by qualified UCF faculty members to be of an academic nature and comprised of college-level content, learning outcomes, and an amount of student work comparable to a traditional course offered by UCF, or if more appropriate, general elective credit.

~~(24)~~ For purposes of this process, eligible institutions of higher education shall include those accredited by one of the following accrediting bodies:

- (a) Accrediting Commission for Community and Junior Colleges (ACCJC)
- (b) New England Commission of Higher Education (NECHE)
- (c) Higher Learning Commission (HLC)

- (d) Middle States Commission on Higher Education (MSCHE)
- (e) Northwest Commission on Colleges and Universities (NWCCU)
- (f) Southern Association of Colleges and Schools Commission on Colleges (SACSCOC)
- (g) Western Association of Schools and Colleges (WASC) Senior College and University Commission.

(35) Award of credit for nontraditional work prior to initial enrollment must meet the following conditions:

- (a) The request for credit review was made as soon as practicable but prior to the start of the initial term of enrollment and all required documentation was provided sufficiently in advance of the initial term of enrollment to allow review (see further information in paragraphs (46) and (57), below).
- (b) University faculty members with appropriate disciplinary expertise determine the nontraditional course content and learning outcomes to be comparable to a course offered at the institution or general elective credit;
- (c) The nontraditional courses for which credit is requested meet quality and accreditation standards intended for a transfer course or the equivalent thereof as determined by the Dean of Undergraduate Studies in consultation with the institutional accreditation liaison or designee and other units, as appropriate; and
- (d) If the course is intended to meet a specific requirement for the student's degree program, the department or college offering the program determines that the nontraditional course is relevant to the student's program of study;

(46) If credit for the nontraditional coursework was awarded by another accredited institution of higher education meeting university transfer eligibility requirements, the student must submit an official transcript reflecting the award of credit and the transferability of that work will be determined with the same processes and criteria for other transferred courses. The decision to award UCF credit for nontraditional coursework or not lies solely with UCF, regardless of whether or not another institution of higher education previously awarded credit. The university reserves the right to request additional information from the student, such as that covered in (57) below, to assist in rendering an informed decision that assures the integrity of UCF awarded credit.

(57) If the nontraditional coursework did not result in credit awarded by a previous institution, the student may request a review for the awarding of credit by providing the following information to

the College of Undergraduate Studies to facilitate review as noted in (35)(c) above and if determined appropriate, by the academic department that is qualified to evaluate the subject matter:

- (a) A syllabus for the course;
- (b) Credentials of the faculty member(s) teaching the course;
- (c) Course objectives and learning outcomes for the course;
- (d) Confirmation that the course was satisfactorily completed; and
- (e) Other information requested by the subject area faculty member(s) in order to determine demonstrated mastery of course learning outcomes. This may include a proctored testing requirement.

To ensure there is sufficient time for review, all required documentation must be submitted prior to the start of the initial term of enrollment. Assuming all requested information is provided, normally a decision regarding the awarding of credit shall be made within the first term of enrollment.

(68) To be eligible for credit, both short courses and regularly scheduled courses must include an amount of student work equivalent to that expected in the institution's credit hour definition. The review of nontraditional course(s) must document equivalency with traditional course(s) when such traditional courses exist, or if more appropriate, general elective credit.

(79) Courses may be evaluated on the basis of the recommendations of the American Council of Education (ACE) when official credentials have been properly presented. While credit may be granted when courses are equivalent to those offered by the University, recommendations by ACE are not binding upon the University. Even though records may have been evaluated by another accredited institution, it is important to have official credentials sent to UCF for evaluation.

(810) Credit for coursework taken prior to the initial term of enrollment will be noted on the student's transcript.

(911) An undergraduate student wishing to appeal the university's denial of credit for nontraditional courses may submit an appeal, in writing, to the College of Undergraduate Studies within 30 days of the date that the denial is sent to the student.

Authority: BOG Regulations 1.001, and 6.020. History - New 12-21-15, Amended 4-23-20, Amended 12-3-20, _____-21.

UCF BOARD OF TRUSTEES
Agenda Item Summary
 Governance Committee
 April 14, 2021

Title: Amendments to University Regulation UCF-3.010 Faculty Evaluation and Improvement

Information Information for upcoming action Action

Meeting Date for Upcoming Action: April 22, 2021

Purpose and Issues to be Considered:

This agenda item presents proposed amendments to University Regulation UCF-3.010. The regulation is proposed to be amended to: address some conflicting or missing information within existing policies about the evaluation of administrative faculty; align this regulation with the collective bargaining agreement provisions related to sustained progress evaluations and cumulative progress evaluations, including changing the timing for sustained performance evaluations from seven years to three years; clarify language regarding student evaluation of teaching instruction; and adding language requiring annual evaluations of administrative faculty and establishing process for evaluation of OPS adjunct faculty.

This regulation was posted online March 19, 2021, for public comment. No comments were received as of the date of submission of these materials.

Background Information:

Florida Board of Governors Regulation 1.001 provides that “Each Board of Trustees is authorized to promulgate university regulations in accordance with the Regulation Development Procedure adopted by the Board of Governors.” This regulation was also presented to the Educational Programs committee on April 14, 2021 as an information only item.

Recommended Action:

Approve amendments to University of Central Florida Regulation UCF-3.010 Faculty Evaluation and Improvement.

Alternatives to Decision:

Do not amend University Regulation UCF-3.010 as proposed.
 Approve alternative amendments to University Regulation UCF-3.010.

Fiscal Impact and Source of Funding:

N/A

Authority for Board of Trustees Action:

Board of Governors Regulation 1.001

Contract Reviewed/Approved by General Counsel N/A

Committee Chair or Chair of the Board has approved adding this item to the agenda

Submitted by:

Youndy Cook, Interim Vice President and General Counsel

Supporting Documentation:

Attachment A: Proposed Amended Regulation UCF-3.010 (redline)

Facilitators/Presenters:

Youndy Cook, Interim Vice President and General Counsel

UCF-3.010 Faculty Evaluation and Improvement.

(1) General Policy. The University of Central Florida (UCF) adheres to the provisions of any applicable collective bargaining agreement regarding faculty evaluations. All faculty, full-time and part-time, shall be evaluated annually by their supervisor. The purpose of the evaluation is to assess and communicate with the employee about their performance on assigned duties, e.g., teaching, research, service. The annual evaluation period shall be the academic year, beginning August 8th, and shall include the preceding summer, ~~when~~ appropriate. The evaluation period for research may be longer than one year, if specified by the unit's approved annual evaluation standards and procedures (AESP).

(2) The following evaluations shall be made for each non-administrative personnel in faculty pay plans member:

(a) Annual evaluations ~~s-~~ for in-unit faculty shall be conducted in accordance with the applicable provisions of the then-current collective bargaining agreement.

(b) Evaluations for non-unit faculty shall be conducted annually. Each year, the department chair, school director, or unit head shall prepare a written evaluation of all faculty. The evaluation shall be based on the professional performance of assigned duties and shall carefully consider the nature of the assignments and quality of performance.

1. A ~~proposed~~ written evaluation shall be provided to the employee no later than the start of the fall semester ~~within sixty (60) days after the due date for the employee annual report.~~ ~~This~~ evaluation shall be based upon:

a. The annual report, including the assignment, submitted in the spring by the employee.

b. Department, School or unit AESP.

c. A assigned duties and shall take into account and the nature of the assignment, ~~e.g., teaching effectiveness, research & creative activities, service, and other assigned university duties.~~

d. Where appropriate and available, information obtained from the following sources: immediate supervisor, peers, students, other university officials who have responsibility for supervision of the

employee, and individuals to whom the faculty member may be responsible in the course of a service assignment.

e. Classroom observation/visitation may also be conducted by the evaluator or the evaluator's representative.

f. Theis evaluation will provide an assessment of overall performance. Ratings shall be in the form of a 5-category scale (outstanding, above satisfactory, satisfactory, conditional, unsatisfactory).

2. Each ~~university~~ department, school, or unit shall maintain AESP annual evaluation procedures and standards by which to evaluate each employee. Employees shall be evaluated according to the most recently AESP approved standards and procedures in place prior to the beginning of the evaluation period.
3. ~~Each~~The employee shall be offered the opportunity to discuss the evaluation prior to its being finalized and placed in ~~their~~ employee's personnel evaluation file. The evaluation shall be signed and dated by the employee and the evaluator. The employee may attach a concise comment to the evaluation within 30 days of receipt. A copy of the completed evaluation shall be provided to the employee. In the event the employee does not sign the evaluation, the supervisor shall place a statement to this effect at the bottom of the form and place the form in the employee's personnel file.
4. Upon written request from the employee, the supervisor person responsible for supervising and evaluating the employee shall endeavor to assist provide recommendations to the employee in addressing any performance deficiencies.

~~(3)(b)~~ Sustained performance evaluation (SPE). For in-unit tenured employees in faculty pay plans SPEs shall be conducted in accordance with the applicable provisions of the then-current collective bargaining agreement. Non-unit tenured employees in faculty pay plans shall receive a SPE sustained performance evaluation once every ~~threeseven~~ (37) years following the award of tenure or promotion. The purpose of this evaluation is to document sustained performance during the previous ~~threeseven~~ (37) years of assigned duties and to evaluate continued professional

growth and development. If the employee's performance is ~~average or~~ below satisfactory for the evaluated ~~threeseven~~-year period, in any area of assigned duties, the employee ~~will~~must be issued a performance improvement plan.

~~(4)(e)~~ Cumulative progress evaluation (CPE). For in-unit personnel in faculty pay plans CPEs shall be conducted in accordance with the applicable provisions of the then-current collective bargaining agreement. For non-unit personnel in faculty pay plans ~~b~~Beginning with the second year of employment (or the first year, if tenure credit was given) and continuing annually, an employee who is eligible for tenure and/or promotion to the rank of associate professor shall receive a ~~CPEcumulative progress evaluation~~ by the unit tenured faculty; the department chair, school director, or unit head; and the dean. Employees eligible for promotion to professor shall be similarly apprised of their progress toward promotion at least once prior to submitting their promotion dossier. Only employees seeking promotion to associate professor are required to include their CPE in their promotion dossier. All ~~CPEcumulative progress evaluations~~ shall be completed during the ~~S~~spring semester. ~~CPEsCumulative progress evaluations~~ are intended to provide an accurate assessment of cumulative performance leading to the attainment of promotion and/or tenure. ~~Employees eligible for promotion to full professor may, at their option and upon written request, be similarly apprised of their progress toward promotion.~~

~~(5)~~ Student Evaluation of Faculty. Input from students shall constitute only one appropriate source of data for consideration in the evaluation of teaching effectiveness. The teaching effectiveness of each faculty member will be evaluated by students enrolled in his or her classes.

- (a) All credit bearing classes ~~taught by full-time or part-time faculty members~~, in any format, ~~including those taught by adjuncts, instructors, and graduate assistants~~, shall be assessed, with the exception of the following categories of courses or sections:
 1. Courses involving individual instruction such as independent study, internship, and practicum;
 2. Class sections where the number of respondents is so small it limits statistical usefulness and/or jeopardizes anonymity of the respondents.
- (b) In class sections co-taught by two or more faculty members, each faculty assigned to the class~~member~~ shall be separately assessed.

(c) The student evaluation shall be administered electronically during the last fifteen days of instruction of each term, closing ~~one hour~~ before the official final exam period begins.

~~(d) Full time and part time faculty including instructors, adjuncts, and graduate assistants may add individualized questions to the student evaluation instrument.~~

(~~d~~e) Summaries of all evaluations shall be ~~distributed~~~~sent~~ to the college dean's office who will be responsible for distribution to the department or unit and then to the faculty member being evaluated.

~~(63) Terminal Degree Expectations. Regular faculty members whose appointment was made with mutual expectation of rapid attainment of the terminal degree in their field must be evaluated with regard to their progress toward that degree. Under normal circumstances, the maximum time allowable for completing the degree is one year. Administrative Faculty. All faculty classified as administrative faculty will be evaluated annually by their direct supervisor. Evaluations for administrative faculty shall take place at the same time as non-administrative faculty.~~

~~(7) OPS Adjunct Faculty. All employees classified as OPS adjunct faculty will be evaluated annually in a format provided by Faculty Excellence. The evaluation shall be for the academic year, Fall and Spring, and shall include the preceding summer as appropriate. Evaluations must be conducted at the end of the Fall if the employee will not return in the Spring semester. Evaluators shall consider, where appropriate, information from the following sources: faculty member, self, students, peers, other UCF officials who contribute to the supervision of the faculty member, and individuals to whom the faculty member may be responsible for in the course of their assignment.~~

Authority: BOG Regulation 1.001. History—New 10-8-75, Amended 11-10-77, 7-7-81, Formerly 6C7-3.10, Amended 4-23-03. Formerly 6C7-3.010. Amended 11-13-09, 8-5-13, _____-21.

UCF BOARD OF TRUSTEES
Agenda Item Summary
 Governance Committee
 April 14, 2021

Title: Amendments to University Regulation UCF-6.008 Vehicle Registration Fees; Parking Violation Fines

Information Information for upcoming action Action

Meeting Date for Upcoming Action: April 22, 2021

Purpose and Issues to be Considered:

This agenda item presents proposed amendments to University Regulation UCF-6.008. The regulation is proposed to be amended to: remove the “DIT” permit option that is no longer offered; add language regarding a late fee charge when an administrative fee is not paid within ten (10) business days of assessment; and to clarify that an administrative fee will be charged when a citation fee is waived under section (2)(d) of the regulation.

This regulation was posted online March 19, 2021, for public comment. No comments were received as of the date of submission of these materials.

Background Information:

Florida Board of Governors Regulation 1.001 provides that “Each Board of Trustees is authorized to promulgate university regulations in accordance with the Regulation Development Procedure adopted by the Board of Governors.”

Recommended Action:

Approve amendments to University of Central Florida Regulation UCF-6.008 Vehicle Registration Fees; Parking Violation Fines.

Alternatives to Decision:

Do not amend University Regulation UCF-6.008 as proposed.
 Approve alternative amendments to University Regulation UCF-6.008.

Fiscal Impact and Source of Funding:

N/A

Authority for Board of Trustees Action:

Board of Governors Regulation 1.001

Contract Reviewed/Approved by General Counsel N/A

Committee Chair or Chair of the Board has approved adding this item to the agenda

Submitted by:

Youndy Cook, Interim Vice President and General Counsel

Supporting Documentation:

Attachment A: Proposed Amended Regulation UCF-6.008 (redline)

Facilitators/Presenters:

Youndy Cook, Interim Vice President and General Counsel

UCF-6.008 Vehicle Registration Fees; Parking Violation Fines.

(1) Vehicle Registration Fees. All fees, as posted, do not include applicable State Sales Taxes. Vehicle permit fees are subject to change at the beginning of each academic year. There is no refund for a parking permit once it is issued.

(a) Decal fees for the ~~2021-2022~~~~2020-21~~ academic years and going forward are:

Classification	Multi-semester	1 Semester
B	\$303.60	\$152.29
BM	\$303.60	
BV	\$303.60	\$152.29
C	\$181.01	\$ 90.98
CM	\$181.01	
CV	\$181.01	\$90.98
D	\$90.03	\$ 45.01
DM	\$90.03	
DV	\$90.03	\$45.01
G	No charge	No charge
KP	\$135.04	\$67.52
MC	\$46.93	\$23.94
R	\$135.04	\$67.52
RL	\$135.04	\$67.52

(b) Hangtag fees for the ~~2021-2022~~~~2020-21~~ academic years and going forward are:

Classification	Multi-semester	1 Semester
A	\$1029.58	\$514.79
AV	\$1029.59	\$512.79
B	\$318.78	\$159.39
BM	\$318.78	
BV	\$318.78	\$159.39
C	\$190.06	\$95.03
CM	\$190.06	
CV	\$190.06	\$95.03
D	\$94.53	\$47.27

DV	\$94.53	\$47.27
KP	\$141.79	\$70.90
R	\$141.79	\$70.90
RL	\$141.79	\$70.90
V	\$47.89 monthly or \$478.87 annually from date of purchase	

(c) Additional Parking Fees:

1. Daily Visitor: \$5.00 per day.
 - a. Daily Visitor permits after 5:30 p.m.: \$3.00
 - b. Daily Visitor permits are valid from the time of purchase until 11:59 p.m. the same day.
2. Temporary, No Charge (available to current permit holders only).
3. Timed, short-term parking spaces: \$1.00 per hour.
4. Pay-by-space (Visitors Lot Only): \$1.00 per hour for a 2-hour maximum.
5. Replacement permits are issued for \$14.08 plus tax for a multi-semester permit and \$7.04 plus tax for a one semester permit. Proof of sale of the vehicle or return of the original permit is required.
6. EV charging stations are provided for electric vehicles. Vehicles parked in the EV charging station spaces must display a valid UCF parking permit and be in charging mode. Vehicles will be assessed \$1.00 per each hour they are charging up to 4 hours. There will be a 30 minute time frame to remove the vehicle from the EV charging space. The fee will increase incrementally by \$1.00 for each hour parked at the charging station beyond the initial four (4) hours. (Example - at hour 5.5 the fee will increase to \$2.00 per hour; at hour 6.5 the fee will increase to \$3.00 per hour, and so forth).

- (d) Special Provisions. Per University regulation UCF-6.007 2(i)(7)-(9), all on-campus students who reside in Apollo, Libra, Nike, Hercules, Neptune communities (R permits), Lake Claire residents (RL permits) and Towers at Knights Plaza (KP permits) are eligible to purchase only those designated permits associated with their residencies. Vehicles displaying these associated decals or hang tags are restricted to their designated residential parking areas between the hours of 7:00 a.m. and

5:30 p.m. Monday through Friday. Unreserved campus parking spaces may be used by these vehicles outside those days and times.

~~(e) — Students who are enrolled in the programs offered by the Center for Multilingual Multicultural Studies (CMMS) are eligible to purchase a seven (7) week permit designated as “DIT”. The fee for each seven (7) week permit will be \$25 + state sales tax.~~

(2) Schedule of Parking Violation Fines.

(a) Violation	Fine
Unregistered or No Valid Permit	\$30.00
Improper Display of Permit	\$20.00
Unauthorized or Fraudulent Use of Permit	\$100.00
Expired License Plate	\$40.00
Parking in a Disabled Space Without Proper Permit	\$250.00
Blocking a Disabled Ramp	\$250.00
Unauthorized Parking in a 24-Hour Reserved Space	\$50.00
Blocking Traffic or a Roadway	\$30.00
Parking in a Service Vehicle Space Without Proper Permit	\$35.00
Parked Out of Assigned Area	\$25.00
Expired Meter or Overtime in a Pay-by-Space Parking Space	\$20.00
Parking in an Undesignated Area	\$30.00
Parked Facing Traffic/Backed in parking space	\$20.00
Immobilization Fee	\$50.00
Any Other Parking Violation Not Herein Specified	\$20.00
(b) All parking violation fines are due within 10 business days. Fines not paid within ten (10) business days, will accumulate a \$10.00 late fee.	
(c) Administrative Fees: A fee may be applied in lieu of the original citation fee(s) when the appellant is found to have committed the violation but the appeals committee deems it reasonable to waive a portion of the fee. <u>A \$10.00 late fee will be applied if not paid within ten (10) business days of the Administrative fee assessment.</u>	
1. Immobilization (Boot) Fee:	\$50.00

2. Impoundment Fee (for bicycles): \$20.00
- (d) The following violations may be considered for waiver only on the first occurrence; subsequent violations will be charged at the full citation fee and are not eligible for a waiver. An administrative fee will be applied in lieu of the waived citation fee as follows:
1. Failure to display a valid parking permit: \$10.00
 2. Failure to display a valid license plate: \$10.00

Authority: BOG Regulations 1.001 and 7.003. History—New 7-1-09, Amended 8-12-10, 7-7-11, 6-29-12, 7-23-13, 7-9-14, 7-1-15, 6-23-17, 5-24-18, 5-16-19, 6-18-20, _____-21.

UCF BOARD OF TRUSTEES
Agenda Item Summary
 Governance Committee
 April 14, 2021

Title: Reappointment of Limbitless Solutions Board Members

Information **Information for upcoming action** **Action**

Meeting Date for Upcoming Action: April 22, 2021

Purpose and Issues to be Considered:

Three board members of Limbitless Solutions, Inc. are up for reappointment and have been approved by President Cartwright. These reappointments require approval by the UCF Board of Trustees under Regulation UCF-4.034 and Section 1104.28(3), Florida Statutes.

Background Information:

The Limbitless Solutions' Board discussed these three Board member reappointments at their February 8, 2021 board meeting.

The Board members up for reappointment are:

- Janet Owen, UCF Vice President for Government Relations
- Elizabeth Klonoff, UCF Vice President for Research and Dean of the College of Graduate Studies
- Anne Smallwood, PharmacoEconomic and Health Outcomes Research Representative

Recommended Action:

Approve the reappointment of the three individuals to the Limbitless Solutions Board of Directors.

Alternatives to Decision:

Do not approve the reappointment of these individuals.

Fiscal Impact and Source of Funding:

N/A

Authority for Board of Trustees Action:

Florida Statute 1004.28(3)

Fourth Amended and Restated Bylaws of Limbitless Solutions, Inc.

Contract Reviewed/Approved by General Counsel N/A

Committee Chair or Chair of the Board has approved adding this item to the agenda

Submitted by:

Margaret Jarrell-Cole, Associate Vice President for Direct Support Organizations

Supporting Documentation:

Attachment A: Fourth Amended and Restated Bylaws of Limbitless Solutions, Inc.

Facilitators/Presenters:

Youndy Cook, Interim Vice President and General Counsel

**FOURTH AMENDED AND RESTATED BYLAWS OF
LIMBITLESS SOLUTIONS, INC.**

**ARTICLE I
ANNUAL MEETING**

1. The annual meeting of the members of this Corporation shall be held on the first Monday of July of each year, or as soon thereafter as possible. The time and location of the annual meeting shall be designated by the Chairman of the Board of Directors.
2. The annual reports of the officers for the year shall be read and considered.
3. Following the reports of the officers, such other business as may come before the body may be transacted.
4. At this meeting, a majority of the voting members shall constitute a quorum and a majority of those voting members present may transact any business coming before the body.

**ARTICLE II
BOARD OF DIRECTORS**

1. The Board of Directors shall constitute the members of the Corporation.
2. The following persons shall be members of the Board of Directors of the Corporation:
 - a. The President of the University of Central Florida or his designee.
 - b. Members of the administration, faculty or student body of the University of Central Florida, as the President of the University may appoint
 - c. The Chairman of the University of Central Florida Board of Trustees or designee.
 - d. Such members of the public as appointed by the President of the University.
 - e. All board members shall serve two year terms and may be reappointed for one additional term.
 - f. All appointments, other than the Chair of the UCF Board of Trustees and President of the University, are subject to approval of the UCF Board of Trustees
3. The duties of the Board of Directors shall be as follows:
 - a. To discharge faithfully all the duties imposed upon it by the Articles of Incorporation, Bylaws, and state and federal law.
 - b. To meet upon the call of the Chairman of the Board, the President of this Corporation, or any three members of the Board.

- c. To select a bank or banks or other depositories for the deposit of the funds and securities of the Corporation; and to cause the Corporation to conduct its financial affairs in conformity with the policies and procedures adopted by the Board.
- d. To cause an audit of the books and records, in accordance with university policy 2-208, *Direct Support Organization External Auditor Selection*, of this Corporation to be made at least once each fiscal year together with a management letter, including the response from management, conducted by a firm of independent Certified Public Accountants selected by the Chairman of the Board, whose engagement letter shall provide that it render an opinion on the financial statements in accordance with generally accepted accounting principles and to have the results of the audit reported to the Board of Directors.

4. A majority of the directors shall constitute a quorum at any meeting of the Board of Directors or Committees thereof and all questions shall be determined by a majority vote of the directors present.

5. The Chairman of the Board shall preside at meetings of the Board of Directors. In the absence of the Chairman from any meeting, the President of the Corporation shall preside.

6. Meetings may be conducted by telephone, video conference or similar communications equipment, provided all persons participating in such meetings are able to communicate with each other.

7. Proxies, general or special, shall not be accepted for any purpose in the meeting of the Board of Directors or committees thereof.

8. The members of the Board of Director shall serve until replaced by the President of the University or Chairman of the Board of Trustees as applicable.

ARTICLE III CHAIRMAN OF THE BOARD AND OFFICERS OF THE CORPORATION

1. The Chairman of the Board of Directors shall be appointed by the President of the University of Central Florida and shall have the following authority:

- a. The Chairman shall preside at all meetings of the Board of Directors.

- b. The Chairman shall retain the authority to monitor and control the use of the Corporation's resources. The Chairman shall retain control of the Corporation's name and shall monitor compliance of the Corporation with state and federal laws and the rules of the State Board of Education and University Board of Trustees.
 - c. The Chairman or Chairman's designee shall review and approve quarterly expenditure plans for the Corporation. If the Chairman appoints a designee to review and approve the quarterly expenditure plans, such designee shall be a Vice President or other senior officer of the University who reports directly to the President of the University. The quarterly expenditure plan shall separately delineate planned actions which may result in a commitment of University resources or the resources of the Corporation.
 - d. The Chairman of the Board shall possess line-item authority over the budget of the Corporation. This authority includes the establishment of additional line items and reduction or elimination of existing budgetary items.
 - e. The Chairman or designee shall prepare the agenda for all meetings of the Board of Directors.
 - f. The Chairman shall appoint the officers of the Corporation. The President, Secretary, and Treasurer shall be appointed annually from the voting members of this Corporation. These officers are to serve terms of one year each commencing immediately following their appointment.
 - g. In the event of absence, inability, or refusal to act of any of the officers of this Corporation, the Chairman shall appoint a successor or successors to perform the duties of their respective offices.
 - h. The Chairman, upon the recommendation of the Audit Committee, in accordance with university policy 2-208, *Direct Support Organization External Auditor Selection*, shall engage a firm of independent Certified Public Accountants for the performance of a financial audit, and the rendering of the associated management letter, for each fiscal year of this Corporation.
2. The duties of the President of this Corporation shall be as follows:
 - a. To manage the day to day activities of the Corporation.
 3. The duties of the Vice President shall be as follows:
 - a. To perform the duties of the President during the absence or incapacity of the President.
 4. The duties of the Secretary shall be as follows:

- a. To keep accurate minutes of the proceedings of the annual meeting of the Corporation and all meetings of the Board of Directors and preserve same in a book of such nature as to serve as a permanent record.
 - b. To keep on record a copy of the Articles of Incorporation and Bylaws of the Corporation and all amendments thereto.
 - c. To keep the seal of the Corporation and affix same to such official documents, records and papers as may be required.
 - d. To keep an accurate list of all members of this corporation.
 - e. To present a written report of the conduct of his or her office at the next annual meeting following his or her appointment to office.
5. The duties of the Treasurer shall be as follows:
- a. To assure that adequate provision is made for the care and custody of all the assets of this Corporation.
 - b. To assure that adequate provision is made to keep in force a blanket surety bond to assure that each officer and employee who is authorized to collect, hold, or disburse funds of the Corporation shall faithfully discharge their duties, the adequacy of which shall be determined by the Executive Committee.
 - c. To present a written report of the conduct of his or her office at the next annual meeting following his or her appointment to office.

**ARTICLE IV
COMMITTEES OF THE BOARD OF DIRECTORS**

1. **STANDING COMMITTEES**

There shall be Standing Committees of the Board of Directors. Standing Committees shall be permanent and their membership shall consist of voting directors and such other members of the University community as appointed by the Chairman. Standing Committee members shall serve until the Chairman of the Board appoints a replacement. The Standing Committees are designated as follows:

a. **EXECUTIVE COMMITTEE**

1. The Executive Committee shall consist of three members as follows:

- a. The Chairman of the Corporation.
 - b. The President of the Corporation.
 - c. A designee of the Chair of the Board of the University of Central Florida who is a member of the Board of Directors of this Corporation.
2. The Executive Committee shall meet at the call of the Chairman or President of the Corporation. The presence of three members shall constitute a quorum of this Committee and the affirmative vote of three members shall be necessary for the adoption of any motion or resolution. When urgency precludes a formal meeting, matters may be handled by telephone conference, subsequently confirmed in writing. No subsequent revision or alteration by the Board of Directors of action taken by the Executive Committee shall affect the rights of third parties.
 3. The Executive Committee shall have and may exercise all powers and authority of the Board of Directors when the Board is not in session, subject only to such restrictions or limitations as the Board of Directors may from time to time specify; provided however, the Executive Committee shall have no authority to alter, amend, or repeal the Articles of Incorporation or the Bylaws of the Corporation or to appoint directors. All actions of the Executive Committee shall be reported in writing to the Board of Directors at the next meeting of the Board, or when deemed sufficiently important by any member of the Executive Committee or the Executive Vice President, such actions shall be reported within ten days after such action. All actions of the Executive Committee shall be included in the minutes of the Board of Directors meetings.

b. FINANCE COMMITTEE

The Finance Committee shall consist of a minimum of three members appointed by the Chairman from the Board of Directors. The duties of the Finance Committee shall be as follows:

1. The Finance Committee shall concern itself with fiscal policy, budget and spending. It shall review the annual budget and from time to time assure itself that the budget and current funds of the Corporation are administered in accordance with the policies of the Board of Directors.
2. The Finance Committee shall develop and review financial policies and procedures and make detailed reports to the Board of Directors.

3. The Finance Committee shall receive and consider the Corporation's budget for each fiscal year. It shall then present the budget with appropriate recommendations to the Corporation's Board of Directors. Upon approval by the board, the budget shall be submitted to the President of the University of Central Florida for approval. Upon approval, the President shall recommend the budget to the University Board of Trustees for review and approval.
4. The Finance Committee shall meet with Corporation staff from time to time and compare actual spending with the budget and make recommendations to the Board.
5. The Treasurer of the Corporation or the Treasurer's designee shall serve as the Secretary of the Finance Committee and shall keep minutes of the actions of the Committee. The Secretary of the Finance Committee need not be a member of the Finance Committee.

c. AUDIT COMMITTEE

1. The Audit Committee shall consist of a minimum of three members appointed by the Chair of the Board of Directors.
2. The Audit Committee shall recommend to the Chairman of the Board of Directors, no later than March 31 of every year, in accordance with university policy 2-208, *Direct Support Organization External Auditor Selection*, the engagement of a firm of independent Certified Public Accountants for the performance of a financial audit, and the rendering of the associated Management Letter, for the Corporation's fiscal year which ends on the following June 30th.
3. The Audit Committee shall receive, on behalf of the Board of Directors, the Audit Report, the associated Management Letter and responses by this Corporation's management to the Management Letter. The Audit Committee shall meet, as it deems appropriate, with representatives of the auditing firm and the Corporation's management to discuss any issues which arise as a result of the Audit Report, the Management Letter or the responses to the Management Letter from the Corporation's management.
4. The Audit Committee shall transmit the Audit Report, the Management Letter and the responses of this Corporation's management to the Management Letter to the Executive Committee and the Chairman of the Board of Directors within thirty days of receipt of the completed documents. The transmittal of the completed

documents shall be accompanied by comments of the Audit Committee regarding the audit results and recommendation for action by the Board of Directors.

5. The annual audit and management letter shall be forwarded to the University Board of Trustees for review.
6. The Audit Committee shall also undertake other relevant projects which the Board of Directors, the Chairman or the President of the Corporation shall deem appropriate to assign to it.

2. SPECIAL COMMITTEES

The Chairman of the Board of Directors of the Corporation shall have the authority to establish an unlimited number of Special Committees to accomplish any objectives affecting various interests and the welfare of the Corporation and the University of Central Florida.

ARTICLE VI MISCELLANEOUS PROVISIONS

1. Contracts for the routine activities of this Corporation shall be signed in the name of the Corporation by the Chairman or President or designee.
2. The Directors and Officers of this Corporation, except those otherwise employed by the Corporation, shall not receive any compensation from this Corporation for their services as director or officer; provided, however, that they may be reimbursed from funds of the Corporation for any travel expenses or other expenditures incurred by them in the proper performance of their duties.
3. Whenever a vacancy occurs on the Board of Directors of the Corporation or in any office, it may be filled by appointment made by the person who appointed the original director. The newly appointed member or officer shall act during the remainder of the unexpired term of his or her predecessor.
4. The seal of this Corporation shall be in the form of a circle and shall bear, among other things, the name of the Corporation and the date of its incorporation.
5. Personnel employed by this Corporation shall not be considered to be employees of the State of Florida by virtue of employment by this Corporation.
6. This Corporation shall indemnify and hold harmless all directors, officers, and employees of the Corporation for any liability heretofore or hereafter incurred as a result of their actions in the performance of their duties on behalf of this Corporation. The Corporation shall have the authority to purchase insurance for this purpose.

**ARTICLE VII
AMENDMENTS**

These Bylaws may be altered, amended, or rescinded only by an affirmative vote of the majority of all of the voting members. In case it becomes necessary to call a special meeting for this purpose, written notice shall be given to each voting member of the Corporation at least fifteen (15) calendar days before the date set for the meeting, and such notice shall indicate the provision sought to be amended and the nature of the amendment proposed to be adopted. All proposed amendments are subject to University Board of Trustees review and approval.

**ARTICLE VIII
FISCAL YEAR**

The fiscal year of the Corporation shall begin on July 1 and end on June 30 of the following year.

**ARTICLE IX
NONDISCRIMINATION**

The Corporation is committed to non-discrimination with respect to race, creed, color, religion, age, disability, sex, marital status, national origin, or veteran status.

**ARTICLE X
CONFLICT OF INTEREST**

All actual or potential conflicts of interest involving directors of the Corporation shall be disclosed and addressed in accordance with the Corporation's Conflict of Interest Policy.

**ARTICLE XI
PUBLIC RECORDS**

Public access to the Corporation's records shall be governed by Section 1004.28, Florida Statutes.

I HEREBY CERTIFY that the foregoing Fourth Amended and Restated Bylaws were approved by majority vote of the Board of Directors on July 16, 2018.

d dcd -
Secretary

9/11/18
Date

UCF BOARD OF TRUSTEES
Agenda Item Summary
Governance Committee
April 14, 2021

Title: Appointment of Board Members to the UCF Convocation Corporation Board of Directors

Information Information for Upcoming Action Action

Meeting Date for Upcoming Action April 22, 2021

Purpose and Issues to be Considered:

The Governance Committee will discuss the proposed appointments and recommendations to the Board of Trustees (Board) to fill two UCF Convocation Corporation (UCFCC) board vacancies.

Background:

Florida Statutes section 1004.28(3) requires that the Board approve all appointments to direct support organizations except the designees of the Board Chair and the President of the University of Central Florida (President). Two openings on the UCFCC board recently occurred, and the following university employees were appointed by the President to fill the positions described.

Recommended Action:

Approve the appointments of the following individuals for the terms specified in the UCFCC bylaws:

1. UCFCC Board Chair and *ex officio* officer - Gerald L. Hector, Senior Vice President for Administration and Finance; and
2. UCFCC Board Director and *ex officio* - Terry Mohajir, Vice President and Athletic Director for the UCF Athletics Association.

Alternatives to Decision:

Decline approving UCFCC board appointments.

Fiscal Impact and Source of Funding:

None.

Authority for Board of Trustees Action:

2020 Florida Statute 1004.28, Section (3)
UCF Regulation-4.034, Section (3)(c)
UCFCC Fourth Amended and Restated Bylaws, Article 2

Contract Reviewed and Approved by General Counsel Not Applicable

Committee Chair or Chair of the Board has approved adding this item to the agenda

Submitted by:

Margaret Jarrell-Cole, Associate Vice President for Direct Support Organizations

Supporting Documentation:

Attachment A: Biography for Gerald L Hector, Senior Vice President for Administration and Finance and CFO

Attachment B: Biography for Terry Mohajir, Vice President and Athletic Director for the UCF Athletics Association, Inc.

Attachment C: UCF Convocation Corporation Bylaws

Facilitators/Presenters:

Youndy Cook, Interim Vice President and General Counsel

Attachment A



Gerald L. Hector

Gerald Hector is the Senior Vice President for Administration and Finance at the University of Central Florida. He oversees accounting, finance, human resources, campus safety, auxiliary enterprises, and all aspects of facilities management.

Before joining UCF, he was the Executive Vice President and Chief Business Officer for Morehouse College, and prior to that, Vice President for Financial Affairs and University Treasurer for Cornell University. He has also held similar leadership roles at Ithaca College and Johnson C. Smith University. Before joining higher education, he was the Corporate Controller for the United Negro College Fund, and a public accountant with then Deloitte and Touche.

His twenty-two-year tenure in higher education has seen him advocate for diversity and inclusion matters. He has made presentations both nationally and on the campuses he serves.

He is an honors graduate from Howard University where he majored in accounting and holds a Master of Christian Thought degree from the Gordon Conwell Theological Seminary.

Attachment B



Terry Mohajir

Terry Mohajir is Vice President and Athletics Director for the UCF Athletics Association, Inc. He was most recently Arkansas State University's vice chancellor for intercollegiate athletics, is one of 13 members of the College Football Playoff Selection Committee, and he was named one of the top five non-Power 5 athletics directors in the nation by Stadium.

Mohajir previously was senior associate athletics director for external relations at Kansas and senior associate director of athletics for external relations at Florida Atlantic University. He also has served as assistant director of athletics for external relations at the University of Missouri-Kansas City and assistant offensive line and game-day special teams coach with Kansas.

Mohajir has established a variety of leadership and professional development programs for student-athletes, including creative offerings such as faculty-led study abroad programs.

Mohajir earned a bachelor's degree in sports management with a minor in business marketing from Arkansas State and a master's degree in sports management/psychology from Kansas.

**FOURTH AMENDED AND RESTATED BYLAWS OF
UCF CONVOCATION CORPORATION (Corporation)**

ARTICLE 1 MEMBERSHIP

The Corporation will have no members and will be managed by the Board of Directors.

ARTICLE 2 BOARD OF DIRECTORS AND MEETINGS

1. Directors. The Board of Directors (Board) will consist of:
 - A. The President of the University of Central Florida (UCF) or designee.
 - B. A trustee appointed by the Chair of the University of Central Florida Board of Trustees (BOT).
 - C. In addition, both the UCF President and the Chair of the BOT may appoint one or more additional members.

The BOT representative provided for in Section 1B may not be the UCF President. The BOT Chair and the UCF President may not appoint the same individual to represent them both on the Board.

The BOT will approve all appointments to the Board other than the representatives appointed by the UCF President or the BOT Chair.

2. Term of Office. Ex-officio directors, who are employees of UCF or its affiliated entities, will serve a two (2)-year term or the term of their position with UCF when appointed, whichever is less. Other directors will serve a two (2)-year term. Any director may be removed, with or without cause, by the person who appointed the director. Directors may serve successive terms.
3. Powers and Duties. The property, affairs, activities and concerns of the Corporation will be vested in the Board subject to the Articles of Incorporation, Bylaws, applicable laws, guidelines, policies and regulations, including section 267, F.S. section 1004.28, F.S., section 1010.62 F.S., Florida Board of Governors Regulation 9.011 and UCF Regulations 2-100.5, 2-1002.3, 2-207, 2-208, 2-209, and 4.034 (Laws). All management functions will be exercised by the Board subject to its delegation. The powers and duties of the Board will be to:
 - A. Faithfully discharge its duties under the Laws.
 - B. Meet when requested by the Chair of the Board, the Vice Chair of this Corporation, or any two members of the Board.

- C. Select a bank or banks or other depositories for the Corporation; and to cause the Corporation to conduct its financial affairs in conformity with the policies and procedures adopted by the Board.
 - D. Cause an independent audit of the books and records of this Corporation at least once each fiscal year together with a management letter, including the response from management, if required. This audit will be conducted by a firm of independent Certified Public Accountants selected in accordance with the Laws by the Chair of the Board. The engagement letter will provide the audit render an opinion on the financial statements under generally accepted accounting principles and to have the results of the audit reported to and accepted by the Board. In accordance with the Laws the audit will be forwarded to the BOT for review and oversight.
 - E. To hold and to invest and reinvest monies it receives and to hold property, to sell or exchange the same, and to invest and reinvest the proceeds of any sale or other conversion of any property.
 - F. To borrow money by issuing long or short-term notes, bonds, or debentures and to pledge, mortgage, or otherwise encumber its assets within the discretion of the Board, subject to the Laws.
 - G. Approve the Corporation's budget as well as any material changes to the budget.
 - H. Cause the Corporation to conduct its financial affairs in conformity with the policies and procedures adopted by the Board.
4. Quorum and Voting. A majority of the directors will constitute a quorum at any meeting of the Board or its committees and all questions will be determined by a majority vote.
 5. Meetings of the Board. The Chair of the Board will preside at meetings of the Board. In the absence of the Chair from any meeting, the Vice Chair of the Corporation will preside.

The annual meeting of the Board will be held before the end of the Corporation's fiscal year, or as soon after that date as possible. The time and location of the annual meeting will be designated by the Chair of the Board.

6. Vacancies. Whenever any vacancy occurs in the Board by death, resignation, or otherwise, it will be filled without undue delay. Any person appointed or designated to fill a vacancy in the Board will hold office for the unexpired term of his or her predecessor in office. A director or officer may resign at any time by submitting a written resignation to the Chair of the Board and the UCF President.
7. Removal. The UCF President may remove any director at any time upon written notice, with or without cause, except for directors appointed by the BOT Chair. The Board may remove

any director at any time upon a two-thirds vote of the directors, whenever the best interests of the Corporation would be served.

8. Participation by Telephone. Board members may participate in a meeting of the Board by telephone or similar communications equipment provided all persons participating in the meeting are able to communicate with each other if permitted by the Laws.

ARTICLE 3 CHAIR AND OFFICERS

1. Chair. The Chair of the Board will be an appointee of the President of UCF and will have the following authority:
 - A. Preside at meetings of the Board. In the absence of the Chair from any meeting, the Vice Chair will preside.
 - B. Retain the authority to monitor and control the use of the Corporation's resources. The Chair will retain control of the Corporation's name and will monitor compliance of the Corporation with the Laws.
 - C. Review and approve, or appoint a designee, for the Corporation's quarterly expenditure plans. If the Chair appoints a designee to review and approve the quarterly expenditure plans, the designee will be a Vice President or another senior officer of UCF who reports directly to the UCF President. The quarterly expenditure plan will separately delineate planned actions which may result in a commitment of UCF resources or the resources of the Corporation.
 - D. Possess line-item authority over the budget of the Corporation. This authority includes the establishment of additional line items and reduction or elimination of existing budgetary items.
 - E. Prepare the agenda for all meetings of the Board or appoint a designee.
 - F. Appoint the officers of the Corporation. In the absence of the Chair, the Vice Chair may appoint officers.
 - G. In the event of absence, inability, or refusal to act of any of the officers, the Chair will appoint a successor or successors to perform the duties of their respective offices.
2. Vice Chair. The Vice President, Student Development and Enrollment Services or designee, who will be Vice Chair and considered a designee of the UCF President. The duties of the Vice Chair of this Corporation will be to:
 - A. Manage the day to day operations of the Corporation related to housing, subject to delegation.

- B. Serve in the absence or disability of the Chair.
 - C. In the absence of the Chair, appoint officers.
3. Secretary. The duties of the Secretary will be to keep:
- A. Accurate minutes of the proceedings of the annual meeting of the Corporation and all meetings of the Board and preserve them as a permanent record.
 - B. A copy of the Articles of Incorporation and Bylaws of the Corporation and all amendments to them.
 - C. The seal of the Corporation, if necessary, and affix it to official documents, records and papers as may be required.
 - D. An accurate list of all members of this Corporation and their respective terms of service.
4. Treasurer. The duties of the Treasurer will be to:
- A. Assure adequate provision is made for the care and custody of all the assets of the Corporation.
 - B. Prepare the annual budget of the Corporation and provide it to the Board for approval and BOT for review.
 - C. Oversee the preparation of any required federal or state tax forms, including IRS Form 990.
 - D. Oversee any financing, lease or related documents.
 - E. Manage the day to day operations of the Corporation, subject to delegation.
 - F. Facilitate the annual independent audit.
5. Secretary and Treasurer. The offices of Secretary and Treasurer may be held by a single person.
6. Removal. The UCF President may remove any officer at any time upon written notice, with or without cause. The Board may remove any officer at any time upon a two-thirds vote of the directors, whenever the best interests of the Corporation would be served.
7. Vacancies. In the event of absence, inability, or refusal to act of any of the ex officio or designated officers of the Corporation, the Chair, except as otherwise provided for in

these Bylaws will appoint a successor or successors to perform the duties of their respective offices subject to the Laws.

ARTICLE 4 COMMITTEES

The Chair of the Board may, at any time, appoint and charge committees (Committees) as necessary and advisable to assist in the conduct of the Corporation's affairs. Committee members may include members who are not directors. Committees will include a majority of directors and will be chaired by a director appointed by the Chair of the Board. Committee member appointments will be for defined terms, and committee members may be removed at any time, with or without cause, by the Chair of the Board. A majority of any committee of the Corporation will constitute a quorum for the transaction of business. Committees will comply with the Laws.

Standing Committees may be established by the Board. Standing Committees will be permanent unless a term is specified, and their membership will consist of directors or other members of the UCF community as appointed by the Chair. Standing Committee members will serve until the Chair of the Board appoints a replacement.

ARTICLE 5 MISCELLANEOUS PROVISIONS

1. Contracts. Contracts for the routine activities of this Corporation will be signed in the name of the Corporation by the Chair or Vice Chair, or as otherwise delegated by the Board.
2. Officer and Director Compensation. The Directors and Officers of this Corporation, except those otherwise employed by the Corporation, will not receive any compensation from this Corporation for their services as director or officer; provided, however, they may be reimbursed from funds of the Corporation for any travel expenses or other expenditures incurred by them in the proper performance of their duties. Any expense reimbursement or personal services compensation will comply with the Laws.
3. Officer and Director Indemnification. This Corporation will indemnify and hold harmless all directors, officers, and employees of the Corporation for any liability incurred as a result of their actions in the performance of their duties on behalf of this Corporation. The Corporation will have the authority to purchase insurance for this purpose.

ARTICLE 6 AMENDMENTS

These Bylaws may be made, altered, or rescinded by a two-thirds (2/3) vote of members of the Board present at any regular or special meeting at which a quorum is present. All amendments must be submitted to the BOT in accordance with UCF Regulation 4.034 (3) (d) for approval prior to becoming effective.

ARTICLE 7 FISCAL YEAR

The fiscal year of the Corporation will begin on July 1 and end on June 30 of the following year, or as otherwise directed by the BOT.

ARTICLE 8 NONDISCRIMINATION

The Corporation is committed to non-discrimination with respect to race, creed, color, religion, age, disability, sex, marital status, national origin, veteran status or any other basis protected by law.

ARTICLE 9 CONFLICT OF INTEREST

All actual or potential conflicts of interest involving directors of the Corporation will be disclosed and addressed in accordance with the Corporation's conflict of interest policy.

ARTICLE 10 DIRECT SUPPORT ORGANIZATIONS

1. Governing Authority. The Corporation operates as a Direct Support Organization (DSO) for the benefit of UCF as defined by Florida statute. DSOs are certified by the BOT and follow the Law.
2. University Resources and Name. The UCF President has the authority to monitor and control the use of UCF's resources, including the names of DSOs.
3. Public Records and Open Meetings. Public access to the Corporation's records and public meetings of a DSO are governed by the Laws, including Section 1004.28, Florida Statutes.
4. Employees. Persons employed by the Corporation will not be considered to be employees of the State of Florida by virtue of employment with the organization

These Fourth Amended and Restated Bylaws were approved by majority vote of the Board on August 5, 2019 and submitted to the BOT on November 14, 2019.

Amendment History

Original: June 18, 2003

First Amended and Restated: August 6, 2005

Second Amended and Restated: August 21, 2014

Third Amended and Restated: February 2, 2018

Fourth Amended and Restated: August 5, 2019

UCF BOARD OF TRUSTEES
Agenda Item Summary
Governance Committee
April 14, 2021

Title: Appointment of Board Member to the UCF Finance Corporation Board of Directors

Information Information for Upcoming Action Action

Meeting Date for Upcoming Action April 22, 2021

Purpose and Issues to be Considered:

The Governance Committee will discuss the proposed appointment and recommendation to the Board of Trustees (Board) to fill a UCF Finance Corporation (UCFFC) board vacancy.

Background:

Florida Statutes section 1004.28(3) requires the Board approve all appointments to direct support organizations except the designees of the Board Chair and the President of the University of Central Florida (President). An opening on the UCFFC board recently occurred and the following university employee was appointed by the President to fill the position.

Recommended Action:

Approve the appointment of Gerald L. Hector, Senior Vice President for Administration and Finance, as UCFFC Board Chair and *ex-officio* officer for the terms specified in the UCFFC bylaws.

Alternatives to Decision:

Decline approving the board appointment.

Fiscal Impact and Source of Funding:

None.

Authority for Board of Trustees Action:

2020 Florida Statute 1004.28, Section (3)
UCF Regulation-4.034, Section (3)(c)
UCFFC Third Amended and Restated Bylaws, Article 2

Contract Reviewed and Approved by General Counsel Not Applicable

Committee Chair or Chair of the Board has approved adding this item to the agenda

Submitted by:

Margaret Jarrell-Cole, Associate Vice President for Direct Support Organizations

Supporting Documentation:

Attachment A: Biography for Gerald L Hector, Senior Vice President for Administration and Finance and CFO
Attachment B: UCF Finance Corporation Bylaws

Facilitators/Presenters:

Youndy Cook, Interim Vice President and General Counsel

Attachment A



Gerald L. Hector

Gerald Hector is the Senior Vice President for Administration and Finance at the University of Central Florida. He oversees accounting, finance, human resources, campus safety, auxiliary enterprises, and all aspects of facilities management.

Before joining UCF, he was the Executive Vice President and Chief Business Officer for Morehouse College, and prior to that, Vice President for Financial Affairs and University Treasurer for Cornell University. He has also held similar leadership roles at Ithaca College and Johnson C. Smith University. Before joining higher education, he was the Corporate Controller for the United Negro College Fund, and a public accountant with then Deloitte and Touche.

His twenty-two-year tenure in higher education has seen him advocate for diversity and inclusion matters. He has made presentations both nationally and on the campuses he serves.

He is an honors graduate from Howard University where he majored in accounting and holds a Master of Christian Thought degree from the Gordon Conwell Theological Seminary.

**THIRD AMENDED AND RESTATED BYLAWS OF
UCF FINANCE CORPORATION (Corporation)**

ARTICLE 1 MEMBERSHIP

The Corporation will have no members and will be managed by the Board of Directors.

ARTICLE 2 BOARD OF DIRECTORS AND MEETINGS

1. Directors. The Board of Directors (Board) will consist of:
 - A. The President of the University of Central Florida (UCF) or designee.
 - B. A trustee appointed by the Chair of the University of Central Florida Board of Trustees (BOT).
 - C. In addition, both the UCF President and the Chair of the BOT may appoint one or more additional members.

The BOT representative provided for in Section 1B may not be the UCF President. The BOT Chair and the UCF President may not appoint the same individual to represent them both on the Board.

The BOT will approve all appointments to the Board other than the representatives appointed by the UCF President or the BOT Chair.

2. Term of Office. Ex-officio directors, who are employees of UCF or its affiliated entities, will serve a two (2)-year term or the term of their position with UCF when appointed, whichever is less. Other directors will serve a two (2)-year term. Any director may be removed, with or without cause, by the person who appointed the director. Directors may serve successive terms.
3. Powers and Duties. The property, affairs, activities and concerns of the Corporation will be vested in the Board subject to the Articles of Incorporation, Bylaws, applicable laws, guidelines, policies and regulations, including section 267, F.S. section 1004.28, F.S., section 1010.62 F.S., Florida Board of Governors Regulation 9.011 and UCF Regulations 2-100.5, 2-1002.3, 2-207, 2-208, 2-209, and 4.034 (Laws). All management functions will be exercised by the Board subject to its delegation. The powers and duties of the Board will be to:
 - A. Faithfully discharge its duties under the Laws.
 - B. Meet when requested by the Chair of the Board, the Vice Chair of this Corporation, or any two members of the Board.

- C. Select a bank or banks or other depositories for the Corporation; and to cause the Corporation to conduct its financial affairs in conformity with the policies and procedures adopted by the Board.
 - D. Cause an independent audit of the books and records of this Corporation at least once each fiscal year together with a management letter, including the response from management, if required. This audit will be conducted by a firm of independent Certified Public Accountants selected in accordance with the Laws by the Chair of the Board. The engagement letter will provide the audit render an opinion on the financial statements under generally accepted accounting principles and to have the results of the audit reported to and accepted by the Board. In accordance with the Laws the audit will be forwarded to the BOT for review and oversight.
 - E. To hold and to invest and reinvest monies it receives and to hold property, to sell or exchange the same, and to invest and reinvest the proceeds of any sale or other conversion of any property.
 - F. To borrow money by issuing long or short-term notes, bonds, or debentures and to pledge, mortgage, or otherwise encumber its assets within the discretion of the Board, subject to the Laws.
 - G. Approve the Corporation's budget as well as any material changes to the budget.
 - H. Cause the Corporation to conduct its financial affairs in conformity with the policies and procedures adopted by the Board.
4. Quorum and Voting. A majority of the directors will constitute a quorum at any meeting of the Board or its committees and all questions will be determined by a majority vote.
5. Meetings of the Board. The Chair of the Board will preside at meetings of the Board. In the absence of the Chair from any meeting, the Vice Chair of the Corporation will preside.

The annual meeting of the Board will be held before the end of the Corporation's fiscal year, or as soon after that date as possible. The time and location of the annual meeting will be designated by the Chair of the Board.

6. Vacancies. Whenever any vacancy occurs in the Board by death, resignation, or otherwise, it will be filled without undue delay. Any person appointed or designated to fill a vacancy in the Board will hold office for the unexpired term of his or her predecessor in office. A director or officer may resign at any time by submitting a written resignation to the Chair of the Board and the UCF President.
7. Removal. The UCF President may remove any director at any time upon written notice, with or without cause, except for directors appointed by the BOT Chair. The Board may remove

any director at any time upon a two-thirds vote of the directors, whenever the best interests of the Corporation would be served.

8. Participation by Telephone. Board members may participate in a meeting of the Board by telephone or similar communications equipment provided all persons participating in the meeting are able to communicate with each other if permitted by the Laws.

ARTICLE 3 CHAIR AND OFFICERS

1. Chair. The Chair of the Board will be an appointee of the President of UCF and will have the following authority:
 - A. Preside at meetings of the Board. In the absence of the Chair from any meeting, the Vice Chair will preside.
 - B. Retain the authority to monitor and control the use of the Corporation's resources. The Chair will retain control of the Corporation's name and will monitor compliance of the Corporation with the Laws.
 - C. Review and approve, or appoint a designee, for the Corporation's quarterly expenditure plans. If the Chair appoints a designee to review and approve the quarterly expenditure plans, the designee will be a Vice President or another senior officer of UCF who reports directly to the UCF President. The quarterly expenditure plan will separately delineate planned actions which may result in a commitment of UCF resources or the resources of the Corporation.
 - D. Possess line-item authority over the budget of the Corporation. This authority includes the establishment of additional line items and reduction or elimination of existing budgetary items.
 - E. Prepare the agenda for all meetings of the Board or appoint a designee.
 - F. Appoint the officers of the Corporation. Only employees of the Corporation or the University may be appointed as officers of the Corporation. In the absence of the Chair, the Vice Chair may appoint officers.
 - G. In the event of absence, inability, or refusal to act of any of the officers, the Chair will appoint a successor or successors to perform the duties of their respective offices.
2. Vice Chair. The Provost and Vice President of Academic Affairs, will be Vice Chair and considered a designee of the UCF President. The duties of the Vice Chair of this Corporation will be to:

- A. Serve in the absence or disability of the Chair.
 - B. In the absence of the Chair, appoint officers.
3. Secretary. The duties of the Secretary will be to keep:
- A. Accurate minutes of the proceedings of the annual meeting of the Corporation and all meetings of the Board and preserve them as a permanent record.
 - B. A copy of the Articles of Incorporation and Bylaws of the Corporation and all amendments to them.
 - C. The seal of the Corporation, if necessary, and affix it to official documents, records and papers as may be required.
 - D. An accurate list of all members of this Corporation and their respective terms of service.
4. Treasurer. The duties of the Treasurer will be to:
- A. Assure adequate provision is made for the care and custody of all the assets of the Corporation.
 - B. Prepare the annual budget of the Corporation and provide it to the Board for approval and BOT for review.
 - C. Oversee the preparation of any required federal or state tax forms, including IRS Form 990.
 - D. Oversee any financing, lease or related documents.
 - E. Manage the day to day operations of the Corporation, subject to delegation.
 - F. Facilitate the annual independent audit.
5. Secretary and Treasurer. The offices of Secretary and Treasurer may be held by a single person.
6. Removal. The UCF President may remove any officer at any time upon written notice, with or without cause. The Board may remove any officer at any time upon a two-thirds vote of the directors, whenever the best interests of the Corporation would be served.

7. Vacancies. In the event of absence, inability, or refusal to act of any of the ex officio or designated officers of the Corporation, the Chair, except as otherwise provided for in these Bylaws will appoint a successor or successors to perform the duties of their respective offices subject to the Laws.

ARTICLE 4 COMMITTEES

The Chair of the Board may, at any time, appoint and charge committees (Committees) as necessary and advisable to assist in the conduct of the Corporation's affairs. Committee members may include members who are not directors. Committees will include a majority of directors and will be chaired by a director appointed by the Chair of the Board. Committee member appointments will be for defined terms, and committee members may be removed at any time, with or without cause, by the Chair of the Board. A majority of any committee of the Corporation will constitute a quorum for the transaction of business. Committees will comply with the Laws.

Standing Committees may be established by the Board. Standing Committees will be permanent unless a term is specified, and their membership will consist of directors or other members of the UCF community as appointed by the Chair. Standing Committee members will serve until the Chair of the Board appoints a replacement.

ARTICLE 5 MISCELLANEOUS PROVISIONS

1. Contracts. Contracts for the routine activities of this Corporation will be signed in the name of the Corporation by the Chair or Vice Chair, or as otherwise delegated by the Board.
2. Officer and Director Compensation. The Directors and Officers of this Corporation, except those otherwise employed by the Corporation, will not receive any compensation from this Corporation for their services as director or officer; provided, however, they may be reimbursed from funds of the Corporation for any travel expenses or other expenditures incurred by them in the proper performance of their duties. Any expense reimbursement or personal services compensation will comply with the Laws.
3. Officer and Director Indemnification. This Corporation will indemnify and hold harmless all directors, officers, and employees of the Corporation for any liability incurred as a result of their actions in the performance of their duties on behalf of this Corporation. The Corporation will have the authority to purchase insurance for this purpose.

ARTICLE 6 AMENDMENTS

These Bylaws may be made, altered, or rescinded by a two-thirds (2/3) vote of members of the Board present at any regular or special meeting at which a quorum is present. All amendments must be submitted to the BOT in accordance with UCF Regulation 4.034 (3) (d) for approval prior to becoming effective.

ARTICLE 7 FISCAL YEAR

The fiscal year of the Corporation will begin on July 1 and end on June 30 of the following year, or as otherwise directed by the BOT.

ARTICLE 8 NONDISCRIMINATION

The Corporation is committed to non-discrimination with respect to race, creed, color, religion, age, disability, sex, marital status, national origin, veteran status or any other basis protected by law.

ARTICLE 9 CONFLICT OF INTEREST

All actual or potential conflicts of interest involving directors of the Corporation will be disclosed and addressed in accordance with the Corporation's conflict of interest policy.

ARTICLE 10 DIRECT SUPPORT ORGANIZATIONS

1. Governing Authority. The Corporation operates as a Direct Support Organization (DSO) for the benefit of UCF as defined by Florida statute. DSOs are certified by the BOT and follow the Law.
2. University Resources and Name. The UCF President has the authority to monitor and control the use of UCF's resources, including the names of DSOs.
3. Public Records and Open Meetings. Public access to the Corporation's records and public meetings of a DSO are governed by the Laws, including Section 1004.28, Florida Statutes.
4. Employees. Persons employed by the Corporation will not be considered to be employees of the State of Florida by virtue of employment with the organization

Third Amended and Restated Bylaws were approved by majority vote of the Board on October 8, 2019 and submitted to the BOT on October 22, 2019.

UCF BOARD OF TRUSTEES**Agenda Item Summary**

Governance Committee

April 14, 2021

Title: Bi-Annual Board Self-Assessment Update

 Information **Information for upcoming action** **Action****Meeting Date for Upcoming Action:** _____**Purpose and Issues to be Considered:**

In alignment with the timeline for conducting the bi-annual board self-assessment, the survey was administered in the month of March, and the results will be presented at an upcoming meeting.

Background Information:

A University of Central Florida Board of Trustees Statement on Board Self-Assessment was approved by this Board on June 18, 2020.

As noted on the Self-Assessment Process document, according to the Association of Governing Boards (AGB), a high-functioning board is composed of members who make service to the institution and its effectiveness in fulfilling its public mission their top priority. Willingness to engage in a regular Board self-assessment is a sign of commitment to this fiduciary standard.

Additionally, Section 4 of the Southern Association of Colleges and Schools Commission on Colleges (SACSCOC) 2018 Principles of Accreditation requires governing boards to define and regularly evaluate their responsibilities and expectations as a Board.

Recommended Action:

N/A

Alternatives to Decision:

N/A

Fiscal Impact and Source of Funding:

N/A

Authority for Board of Trustees Action:N/A

Contract Reviewed/Approved by General Counsel N/A **Committee Chair or Chair of the Board has approved adding this item to the agenda** **Submitted by:**

Karen Monteleone, Assistant Vice President, Board Relations

Supporting Documentation:

N/A

Facilitators/Presenters:
Karen Monteleone

UCF BOARD OF TRUSTEES
Agenda Item Summary
 Governance Committee
 April 14, 2021

Title: Board Chair and Vice Chair Nomination Process

Information **Information for upcoming action** **Action**

Meeting Date for Upcoming Action: _____

Purpose and Issues to be Considered:

The current chair and vice chair terms conclude on June 30, 2021. Chair Okaty will discuss the nomination processes as outlined in the [Governance Committee's charter](#).

Background Information:

In accordance with the Ninth Amended and Restated Bylaws of the UCF Board of Trustees, the Board shall elect its chair and vice chair from the appointed members and upon recommendation of the Governance Committee, at its last regular meeting of the fiscal year ending June 30.

Recommended Action:

N/A

Alternatives to Decision:

N/A

Fiscal Impact and Source of Funding:

N/A

Authority for Board of Trustees Action:

N/A

Contract Reviewed/Approved by General Counsel N/A

Committee Chair or Chair of the Board has approved adding this item to the agenda

Submitted by:

Karen Monteleone, Assistant Vice President, Board Relations

Supporting Documentation:

N/A

Facilitators/Presenters:

Chair Okaty