



UNIVERSITY OF CENTRAL FLORIDA

Fifth Amended and Restated Compensation and Labor Committee Charter

1. Overall Purpose and Objectives

The Compensation and Labor Committee was established by the University of Central Florida Board of Trustees (“board”) to: 1) conduct periodic compensation and assessment reviews of the president, as required by Florida Board of Governors regulations and develop recommendations to the board for its consideration; 2) review and approve discretionary compensation plans and deferred compensation plans, if any, for senior executives of the university; and 3) oversee the collective bargaining responsibilities of the board.

2. Authority

The board authorizes the committee to:

- 2.1. perform activities within the scope of its charter, in accordance with board policy, including the Presidential Performance and Compensation Review Policy, and as otherwise directed by the board;
- 2.2. oversee an annual assessment of the president’s performance and compensation, and present recommendations to the board for approval;
- 2.3. consider and review all elements of presidential compensation, including contractual benefits that are not part of the annual compensation process, deferred compensation plans and other compensatory benefits;
- 2.4. oversee review of the employment agreement with the president and present recommendations to the board for approval;
- 2.5. annually review discretionary compensation plans, if any;
- 2.6. engage outside consultants and other advisors, as it deems necessary, with the approval of the board or the president;
- 2.7. advise the board and president regarding prospective and current collective bargaining activities and issues, and make recommendations to the board regarding board action.

3. Roles and Responsibilities

- 3.1. The compensation and performance of the president will be assessed regularly and the extent to which the president is meeting the goals established by the board will be determined.
- 3.2. Presidential goals for the short term (e.g., annual goals) and the long term (e.g., three-year goals) will be established in consultation with the president and the chair of the board. The resulting goals will be recommended by the committee to the board for approval, usually in the fall of each year.
- 3.3. The achievement of the short and long term goals previously established by the board will be annually measured and the results will be approved by the committee.
- 3.4. All board trustees will be solicited for their input in the assessment of the president's performance.
- 3.5. A review of comparable compensation for university presidents will be done in accordance with the board's Presidential Performance and Compensation Review Policy. After this review, the committee will submit a compensation recommendation for approval by the board each year, usually at the November board meeting.
- 3.6. The committee will review the employment agreement with the president and present a summary recommendation to the board for its approval. Once approval is received by the board, the chair of the board and the Compensation and Labor Committee chair will sign the employment agreement on behalf of the board. A copy of the fully executed employment agreement will be shared with the board.
- 3.7. An annual review of established performance incentive plans will be completed and recommended changes approved. Any changes resulting in revised awards to a participant shall be recommended to the board for final approval. Once the original plan document is approved by the board, technical and procedural changes to the plan document will be approved by the committee. Such changes shall be distributed by the committee to the Board of Trustees for its information, but will not require board approval.
- 3.8. Periodically, a review will be requested of the base salaries of senior officers to determine if they are appropriate, based on relevant market data.
- 3.9. The university collective bargaining representatives will be advised of board priorities, positions, and interests with respect to negotiations.
- 3.10. The committee will act on behalf of the board to conduct collective bargaining impasse hearings and make recommendations to the board for its approval.

4. Reporting Responsibilities

- 4.1 The Committee will, at the next regularly scheduled board meeting, report to the Board any action taken by the Committee.
- 4.2 The Committee will promptly notify all board members of any matters within the purview of the Committee that might significantly impact the financial, legal, academic standing, or reputation of the university.

5. Membership

- 5.1. The chair of the board will appoint the chair and members of the committee.
- 5.2. The committee will consist of at least three members, including the chair of the committee. The chair of the board will serve as an ex-officio member of the committee.
- 5.3. Members of the committee shall hold office until the appointment of their successors.

6. Meetings

- 6.1. Meetings held to advise university administrators regarding collective bargaining issues are exempt from the open meetings law.
- 6.2. Meetings held to resolve impasses between the university and one of its collective bargaining units will comply with the open meetings law.
- 6.3. A majority of the regular (not ex officio) committee members shall constitute a quorum for all committee meetings. A quorum having been established, no business shall be transacted without a majority vote of all committee members who are present, including the ex officio members.
- 6.4. Meetings will be held as necessary and called by the chair of the committee or the chair of the board.
- 6.5. The committee will maintain written minutes of its public meetings; however, agenda or minutes shall not be posted for meetings conducted in closed session.
- 6.6. The committee may request special reports from the university on topics that may enhance the committee's understanding of the university's activities and operations.

7. Staff

- 7.1. The chief human resources officer of the university will serve as staff liaison to the committee and will support the committee's logistical needs.
- 7.2. The Vice President and General Counsel will serve as staff liaison to the committee with respect to any issue requiring legal review or advice, including collective bargaining issues.

8. Charter Review

- 8.1 The Committee will review its charter annually and recommend to the board any changes that the Committees deems necessary.

Adoption of Charter

I HEREBY CERTIFY that the University of Central Florida Board of Trustees adopted this fifth amended and restated charter at its regularly scheduled meeting on August 20, 2020.

Janet Owen

9/1/2020

Associate Corporate Secretary
University of Central Florida Board of Trustees

Date

Revision History:

3-19-2009

11-19-2009

3-21-2013

9-26-2013

8-20-2020