



UNIVERSITY OF CENTRAL FLORIDA

Sixth Amended and Restated UCF Governance Committee Charter

1. Overall Purpose and Objectives

The Governance Committee (“Committee”) is a standing committee of the University of Central Florida Board of Trustees (“Board”). The general purpose of the committee is to provide policy guidance, policy review and strategic oversight of Board’s governance functions. The Committee is responsible for the oversight and effective governance of the university and its Affiliated Organizations.

2. Authority

The Board authorizes the Committee to:

- 2.1 Perform activities within the scope of its charter.
- 2.2 Engage advisors as it deems necessary to carry out its duties.
- 2.3 Have unrestricted access to management, faculty, and employees of the University of Central Florida and its direct support organizations and affiliates.
- 2.4 The Committee may request special reports from members of the university or Direct Support Organization management personnel on topics that may enhance its understanding of their activities and operations as it relates to the Committee’s mission.

3. Roles and Responsibilities

The Governance Committee is appointed by the University of Central Florida Board of Trustees with the responsibility to:

- 3.1 Oversee the process by which presidents of the University of Central Florida would be selected, pursuant to Board of Governors Regulation 1.002.
- 3.2 Nominate a chair and vice chair of the University of Central Florida Board of Trustees for consideration by the full board:
 - 3.2.1 In consultation with the Governance Committee chair, the Board Office shall notify the Board that nominations for the positions of chair and vice chair of the Board must be submitted in writing – either by email or hardcopy—to the Board Office. The deadline for nominations, which must be explicitly documented in the notice, is no later than 5 p.m. thirty days following the first notice calling for nominations. No

- nominations will be accepted after that time.
- 3.2.2 In consultation with the Governance Committee chair, the Board Office will develop a list of the written nominations that were submitted by the members of the Board and share that list with Governance Committee members at least 10 days prior to the meeting when nominations will be discussed.
 - 3.2.3 At the meeting to discuss nominations, the members of the Governance Committee, who are not candidates for chair or vice chair, will prepare a slate of candidates from nominations received and submit that slate, along with supporting information about each nominee, to the Board for action at its last regular meeting of the fiscal year ending June 30. The supporting information shall include the term of each candidate with the goal of providing continuity between the service of the chair and vice chair.
- 3.3 Recommend candidates for designation as Trustee Emeritus for consideration by the full board.
 - 3.4 Recommend candidates for designation as Honorary Doctor for consideration by the full board.
 - 3.5 Review annually and recommend changes as necessary to the Board Bylaws.
 - 3.6 Lead a biannual, comprehensive Board self-assessment process.
 - 3.7 Review and provide recommendations to the Board regarding Board member education, including new member orientation and regularly scheduled board member training.
 - 3.8 Inform members of corporate governance “best practices” and make recommendations to the Board and its committees.
 - 3.9 Review and recommend to the Board the number and structure of committees.
 - 3.10 Review and make recommendations regarding delegation of authority to the President.
 - 3.11 Review and make recommendations regarding amendments to the bylaws of direct support organizations.
 - 3.12 Review and approve university regulations.
 - 3.13 Review and recommend changes as necessary to the Board’s conflict of interest statement and disclosure form.
 - 3.14 Fulfill any other responsibilities as subsequently may be assigned by the University of Central Florida Board of Trustees and/or the board chair.

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 five members.

5.3 Members will serve on the Committee until their resignation or replacement by the chair of the Board.

6. Meetings

6.1 A majority of the members of the Committee will constitute a quorum for the transaction of business. Action shall require a majority vote of Committee members present.

6.2 Meetings will be held not less than two times per year.

6.3 The Committee will maintain written minutes of its meetings.

7. Staff

7.1 The General Counsel and Assistant Vice President of Board Relations will serve as the administrative liaisons to the Committee. The General Counsel and Assistant Vice President will meet regularly and correspond with the chair of the Committee, and in consultation with the chair, prepare the agenda for meetings of the Committee.

8. Charter Review

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

Adoption of Charter

I HEREBY CERTIFY that the University of Central Florida Board of Trustees adopted this sixth amended and restated charter at its regularly scheduled meeting on October 22, 2020.

Janet D. Owen

October 26, 2020

Associate Corporate Secretary
University of Central Florida Board of Trustees

Date

Revision History:

10-26-17

7-18-19

11-14-19

6-18-20

10-22-20