



UNIVERSITY OF CENTRAL FLORIDA

First Amended and Restated Executive Committee Charter

1. Overall Purpose and Objectives

The Executive Committee ("Committee") is a standing committee of the University of Central Florida Board of Trustees ("Board"). The general purpose of the committee is to foster cross-functional coordination and discussion as well as to act on matters that, in the opinion of the Board Chair, must be timely approved between regularly scheduled Board meetings.

2. Authority

The board authorizes the committee to:

- 2.1 Take action on behalf of the full Board between regularly scheduled Board meetings, except for the following, for which full board action is necessary:
 - a. Appointment and dismissal of the president
 - b. Final approval of the president's employment agreement
 - c. Sale or other disposition of assets
 - d. Incurrence of debt
 - e. Election of chair and vice chair
 - f. Approval of the annual budget
 - g. Conferral of degrees
 - h. Amendment of the bylaws
 - i. Approval of new facilities
 - j. Creation or termination of degree programs
- 2.2 Engage external consultants to assist in work of the Committee, with the approval of the president.

3. Membership

- 3.1 The chair of the Board and the chairs of each standing committee shall be members of the Committee.

3.2 Members of the Committee will serve until their resignation or until they no longer serve as a committee chair.

4. Meetings

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

4.2 The Committee will maintain written minutes of its meetings.

5. Staff

5.1 The Vice President for Government Relations and the Assistant Vice President for Board Relations will serve as the administrative liaisons to the Committee. Staff 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.

6. Reporting Responsibilities

6.1 The Committee will, at the next regularly scheduled board meeting, report to the Board any action taken by the Committee.

6.2 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.

7. Charter Review

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

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



November 12, 2020

Associate Corporate Secretary
University of Central Florida Board of Trustees

Date

Revision History:

9-19-2019

8-20-2020