



**Board of Trustees
Nominating and Governance Committee
FAIRWINDS Alumni Center
May 31, 2016, 10:15-10:45 a.m.
Call-in Number: 800-442-5794, Passcode: 463796**

Agenda

- | | |
|---|--|
| I. CALL TO ORDER | William Yeargin
<i>Chair, Nominating and Governance Committee</i> |
| II. ROLL CALL | Tanya Perry
<i>Coordinator, Legal Affairs</i> |
| III. MEETING MINUTES | |
| <ul style="list-style-type: none">• Approval of the March 24, 2016, Nominating And Governance Committee meeting minutes | Chair Yeargin |
| IV. NEW BUSINESS | |
| <ul style="list-style-type: none">• Sixth Amended and Restated Bylaws (NGC-1)• UCF Academic Health, Inc. (NGC-2)• Review of Nominating and Governance Committee charter (INFO-1)• Review of Board of Trustees Bylaws (INFO-2)• Review of the Presidential Selection Process (INFO-3) | Scott Cole, <i>Vice President and General Counsel</i>
Scott Cole, <i>Vice President</i>
Scott Cole
Scott Cole
Scott Cole |
| V. CLOSING COMMENTS | Chair Yeargin |



Board of Trustees
Nominating and Governance Committee
University of Central Florida
UCF *FAIRWINDS* Alumni Center
March 24, 2016

MINUTES

Trustee William Yeargin, chair of the Nominating and Governance Committee, called the meeting to order at 11:54 a.m. Committee members Ray Gilley and Beverly Seay were present. Committee member John Sprouls attended by teleconference call. Trustees Marcos Marchena, Ken Bradley, and Clarence Brown were present.

MINUTES APPROVAL

The minutes of the November 19, 2015, Nominating and Governance Committee meeting were approved as submitted.

NEW BUSINESS

Approval of Honorary Doctor of Business for Dr. Alan Eustace

Dr. Rick Schell, Associate Corporate Secretary, asked the committee to approve an honorary Doctor of Business for Dr. Alan Eustace for his significant support to the university. The motion passed unanimously.

Approval of Honorary Doctor of Public Service for Prince Mohammad bin Fahd bin Abdulaziz Al Saud

Dr. Rick Schell asked the committee to approve an honorary Doctor of Public Service for Prince Mohammad bin Fahd bin Abdulaziz Al Saud for his significant support to the university. The motion passed unanimously.

Approval of Honorary Doctor of Public Service for J. Charles Gray

Dr. Rick Schell asked the committee to approve an honorary Doctor of Public Service for J. Charlie Gray for his significant support to the university and the community. The motion passed unanimously.

The meeting adjourned at 11:59 a.m.

Respectfully submitted: _____

Scott Cole
Vice President and General Counsel

_____ Date

ITEM: NGC-1

**University of Central Florida
Board of Trustees
Nominating and Governance Committee**

SUBJECT: Sixth Amended and Restated Bylaws of the University of Central Florida
Board of Trustees

DATE: May 31, 2016

PROPOSED COMMITTEE ACTION

Recommend approval of the Sixth Amended and Restated Bylaws.

BACKGROUND INFORMATION

House Bill 7029 amended section 1001.71 of the Florida Statutes to create additional requirements regarding board membership and the conduct of board meetings. The Sixth Amended and Restated Bylaws amend the current bylaws to make them compliant with these additional requirements.

Supporting documentation: Attachment A: Sixth Amended and Restated Bylaws

Prepared by: W. Scott Cole, Vice President and General Counsel

Submitted by: W. Scott Cole, Vice President and General Counsel

Attachment A

University of Central Florida Board of Trustees

~~Fifth~~ Sixth Amended and Restated Bylaws

May 31, 2016
~~September 26, 2013~~

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ARTICLE I

STATEMENT OF PURPOSE

The University of Central Florida Board of Trustees is vested by law with all the powers and authority to administer the University of Central Florida in accordance with Article IX, Section 7 of the Florida Constitution, the laws of the State of Florida and with rules and policies of the Florida Board of Governors. In order to more effectively discharge its responsibilities and duties in connection therewith, the University of Central Florida Board of Trustees hereby adopts these bylaws.

ARTICLE II

THE BOARD

Section 2.1 CORPORATE NAME – The Board of Trustees is a public body corporate called the *University of Central Florida Board of Trustees*, with all the powers of a body corporate under the laws of the State of Florida. The Board of Trustees shall be hereinafter referred to as the *Board*.

Section 2.2 COMPOSITION – The Board is composed of thirteen (13) trustees, six (6) citizen members appointed by the governor, and five (5) citizen members appointed by the Board of Governors, subject to confirmation by the Senate. The president of the Student Body and chair of the Faculty Senate shall also serve as voting trustees during their terms of office.

Section 2.3 POWERS AND DUTIES OF THE BOARD – The Board shall serve as the governing body of the University of Central Florida. It shall select the president of the University of Central Florida for ratification by the Board of Governors and shall hold the president responsible for the university's operation and management, performance, fiscal accountability, and compliance with federal and state laws and rules of the Board of Governors. The Board shall have the authority to carry out all lawful functions permitted by the bylaws, its operating procedures, by rules and policies of the Board of Governors, or by law.

The Board may adopt rules and policies consistent with the university mission, with law, and with the rules and policies of the Board of Governors, in order to effectively fulfill its obligations under the law.

Section 2.4 CORPORATE SEAL – The corporate seal shall be used only in connection with the transaction of business of the Board and of the university. The secretary may affix the seal on any document signed on behalf of the corporation. Permission may be granted by the secretary for the use of the seal in the decoration of any university building or in other special circumstances. The corporate seal of the Board shall be consistent with the following form and design:

ARTICLE III

THE TRUSTEES

Section 3.1 TERM OF OFFICE – Trustees shall serve for staggered 5-year terms, as provided by law.

Section 3.2 VACANCIES – Vacancies shall be filled by appointing authority subject to confirmation by the Senate of the State of Florida.

Section 3.3 COMPENSATION – Trustees shall receive no compensation but may be reimbursed upon request for travel and per diem expenses.

ARTICLE IV

OFFICERS OF THE BOARD

Section 4.1 OFFICERS – The officers of the Board shall be the Chair, Vice Chair, Corporate Secretary, and the Associate Corporate Secretary. The Chair and Vice Chair shall be trustees, but no other Board officers shall be members of the Board.

Section 4.2 SELECTION – The Board shall elect its chair and vice chair from the appointed members at its first regular meeting after July 1 upon recommendation of the Nominating Committee. The chair shall serve for two years and may be reelected for one additional consecutive term. For each additional consecutive term beyond two terms, the Board, by a two-thirds vote, may elect the chair for additional consecutive two year terms.

Section 4.3 CHAIR – The duties of the chair shall include presiding at all meetings of the Board, calling special meetings of the Board, appointing committee chairs, determining the composition of all Board committees, attesting to actions of the Board, serving as spokesperson for the Board, and fulfilling other duties as assigned by the Board. The Chair shall notify the Governor or the Board of Governors, as applicable, in writing, whenever a board member has three consecutive unexcused absences from regular board meetings in any fiscal year, which may be grounds for removal by the Governor or Board of Governors, as applicable. The chair shall perform such duties in consultation with the university president.

Section 4.4 VICE CHAIR – The duty of the vice chair is to act as chair during the absence or disability of the chair. While the vice chair shall be the presumptive successor to the chair when a vacancy occurs, the chair shall be selected by the full board upon nomination of the Nominating Committee.

Section 4.5 CORPORATE SECRETARY – The university president shall serve as corporate secretary of the Board, and in the capacity of secretary, shall be responsible for giving notice of all meetings of the Board and its committees, setting the agenda and compiling the supporting documents for meetings of the Board in consultation with the chair, recording and maintaining ~~the detailed~~ minutes of any Board meeting, including a record of all votes cast, ~~and history of attendance of each trustee, in accordance with section 286.011(2), Florida Statutes,~~ executing or attesting to all documents that have been executed by the Board, and shall be custodian of the corporate seal. Minutes of each meeting shall be prominently posted on the university's website

within two weeks after the meeting. All meetings will be held in accordance with section 286.011(2), Florida Statutes

Section 4.6 ASSOCIATE CORPORATE SECRETARY – The secretary may designate an individual to serve as associate corporate secretary to the Board. This individual shall perform all duties delegated by the secretary and shall provide for review by the General Counsel documents to be presented to the board and committees.

ARTICLE V

PRESIDENT

Section 5.1 DUTIES OF THE PRESIDENT – The university president shall serve as the chief executive officer of the university. The university president shall be responsible for the operation of the university, including efficient and effective budget and program administration, leading the university to accomplish its educational missions and goals, monitoring educational and financial performance, consulting with the Board in a timely manner on matters appropriate to its policy-making and fiduciary functions, appointing staff liaisons for each board committee, and serving as the university’s key spokesperson. The president shall have the authority to execute all documents on behalf of the university and the Board consistent with law, applicable Board of Governors’ and Board of Trustees’ rules and policies, and the best interests of the university.

ARTICLE VI

COMMITTEES

Section 6.1 COMMITTEES – The Board shall establish standing and ad-hoc committees as it deems appropriate to discharge its responsibilities. The Board chair shall appoint members of committees, their chairs and vice chairs based upon their expertise in matters relating to that committee, and shall appoint a trustee representative to the board of directors of each direct support organization. The chair shall be an ex-officio member of each committee. Each committee shall consist of no fewer than three members. Members of committees shall hold office until the appointment of their successors. Any vacancies on the standing committees shall be filled by appointment of the Board chair. Unless specifically delegated or as otherwise provided in these bylaws, authority to act on all matters is reserved to the Board and the duty of each committee shall be to consider and to make recommendations to the Board upon matters referred to it. Each committee shall have a written statement of purpose and primary responsibilities, or charter, as approved by the Board. The chairs of all committees shall perform their duties and shall have the responsibility and authority to place matters on the Board’s agenda, with approval of the Board chair.

Section 6.2 STANDING COMMITTEES – The following committees shall be standing committees of the Board until dissolved by the Board:

Advancement Committee
Audit, Operations Review, Compliance, and Ethics Committee
Educational Programs Committee
Finance and Facilities Committee

Nominating and Governance Committee
Strategic Planning Committee

Section 6.3 EXECUTIVE COMMITTEES – The Executive Committee shall be comprised of the Board Chair and committee chairs. The Executive Committee shall be empowered to act on matters that, in the opinion of the board chair, must be timely approved between regularly scheduled Board meetings. Actions taken by the Executive Committee shall be reported to the Board at the next Board meeting.

Section 6.4 AD-HOC COMMITTEES – Ad-hoc committees shall be appointed by the Board chair upon authority of the Board with such powers and duties and period of service as the Board chair may determine, provided that no ad-hoc committee shall be created to act upon any matter appropriate to be acted upon by a standing committee. The chairs of any ad-hoc committees shall be appointed by the Board chair and shall perform their duties in consultation with the university president. The chair of the Board shall serve as an ex-officio member of each ad hoc committee.

Section 6.5 DIRECT SUPPORT ORGANIZATIONS – Each Direct Support Organization of the university shall provide regular reports to a standing committee as assigned by the Board chair.

Section 6.6 QUORUM – 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 present.

ARTICLE VII

MEETINGS

All meetings of the Board and its committees shall be open to the public at all times, and no resolution, rule, or formal action shall be considered binding except as taken or made at such meeting in accordance with section 286.011, Florida Statutes, unless the matter being discussed falls within the provisions of law allowing closed sessions.

Section 7.1 REGULAR MEETINGS – There shall be not less than five (5) regular meetings a year as the Board may determine. These meetings shall be held on such dates and at such times as the Board may determine. The time and date of a regular meeting may be changed by an affirmative vote of a quorum of the Board. At the discretion of the chair, meetings may be held by teleconference.

Section 7.2 SPECIAL MEETINGS – Special meetings of the Board may be held at the call of the Board chair, the secretary, or upon request of seven (7) trustees. The secretary shall send written notice of such special meeting to all trustees, along with a statement of the purpose of the meeting, at least 48 hours in advance. No matter may be considered at any special meeting that was not included in the call of that meeting except by an affirmative vote of not less than two-thirds (2/3) of the trustees at the meeting. At the discretion of the chair, special meetings of the Board may be held by teleconference.

Section 7.3 EMERGENCY MEETINGS – An emergency meeting of the Board may be called by the chair upon no less than twenty-four (24) hours' notice whenever an issue requires immediate

Board action. No other business will be transacted at the meeting unless additional emergency matters are agreed to by a majority of those Board members present.

Section 7.4 AGENDA – The President, in consultation with the chair, shall set the agenda for the meetings with the review of the General Counsel. Recommendations to the Board included in the agenda are presented by the chair or committee chair designated by the chair, and include all matters of business or concern to the Board that have not been specifically delegated to the chair or the university president. The chair will provide a copy of the agenda to each member of the Board at least fourteen (14) days prior to the meeting. If additional items or supporting documentation become available, a supplemental agenda will be provided. The Board may also consider agenda items not included in the published agenda.

Section 7.5 CONSENT AGENDA – The Board chair may approve items to be placed on a consent agenda that may be approved by the Board without discussion. Committee items not recommended by the unanimous vote of the committee may not be placed on the consent agenda. Items may be removed from the consent agenda by any trustee, preferably at least two days prior to the Board meeting.

Section 7.6 APPEARANCE BEFORE THE BOARD – Individuals, groups or factions who wish to appear before the Board to discuss a subject pending before the Board shall complete a public comment form specifying the matter upon which they desire to be heard. Public comment forms will be available at each meeting and must be submitted prior to commencement of the meeting. For meetings held telephonically, public comment forms can be obtained from the Board web site and emailed to the Assistant Secretary of the Board prior to the meeting. Organizations, groups, or factions wishing to address the Board shall designate a single representative to speak on its behalf to ensure an orderly presentation to the Board. The Board will reserve no more than fifteen minutes for public comments. Each speaker shall be allotted three minutes to present information unless modified by the Board chair.

Section 7.7 QUORUM – A quorum for the conduct of business by the full Board shall consist of seven (7) trustees. A quorum having been established, no business shall be transacted without a majority vote of all trustees present except as otherwise provided in these bylaws.

Section 7.8 RULES OF PROCEDURE – Except as modified by specific rules and policies enacted by the Board, *Robert's Rules of Order Newly Revised* shall constitute the rules of parliamentary procedure applicable to all meetings of the Board and its committees.

ARTICLE VIII

MISCELLANEOUS

Section 8.1 CONFLICT OF INTEREST POLICY – Trustees stand in a fiduciary relationship to the university. Therefore, Trustees shall act in good faith, with due regard to the interests of the university, and shall comply with the fiduciary principles and law set forth in the Code of Ethics for Public Officers and Employees, Section 112.311-112.326, Florida Statutes. The Board shall adopt a written conflict of interest policy, to be included in the Board operating procedures or other policies, which shall be reviewed periodically and revised as necessary.

Section 8.2 INDEMNIFICATION – Whenever any civil or criminal action has been brought against a trustee for any act or omission arising out of and in the course of the performance of his or her duties and responsibilities, the Board may defray all costs of defending such action, including reasonable attorney’s fees and expenses together with costs of appeal, and may save harmless and protect such person from any financial loss resulting from the lawful performance of his or her duties and responsibilities. Claims based on such actions or omissions may, in the discretion of the Board, be settled prior to or after the filing of suit thereon. The Board may arrange for and pay the premium for appropriate insurance to cover all such losses and expenses.

Section 8.3 LIMITATION OF LIABILITY – The Board shall be a corporation primarily acting as an instrumentality or agency of the state pursuant to section 768.28(2), Florida Statutes, for purposes of sovereign immunity.

Section 8.4 AMENDMENTS – These Bylaws may be amended at any regular meeting of the Board by the affirmative vote of not less than two-thirds (2/3) of the members of the Board, provided that notice of any proposed amendment including a draft thereof shall have been filed in writing with the secretary and a copy of the draft has been mailed to each trustee at least ten (10) days prior to the meeting at which the amendment is to be voted upon.

Section 8.5 SUSPENSION OF OPERATING PROCEDURES – Any provision of these bylaws may be suspended in connection with the consideration of a matter before the Board by an affirmative vote of not less than two-thirds (2/3) of the members of the Board.

Section 8.6 PROXIES – The use of proxies for purposes of determining a quorum, for voting, or for any other purposes is prohibited.

I HEREBY CERTIFY that the foregoing ~~Fourth-Sixth~~ Amended and Restated Bylaws of the University of Central Florida Board of Trustees were approved by an affirmative vote of not less than two-thirds (2/3) of the members of the Board of Trustees at a regular meeting of the Board held on _____.

Secretary

ITEM: NGC-2

**University of Central Florida
Board of Trustees
Nominating and Governance Committee**

SUBJECT: UCF Academic Health, Inc.

DATE: May 31, 2016

PROPOSED COMMITTEE ACTION:

Recommend to the Board of Trustees the certification of UCF Academic Health, Inc. as a direct support organization of the University of Central Florida.

Recommend approval of the Articles of Incorporation and the Bylaws of UCF Academic Health, Inc. and authorize the President or his designee to undertake such actions as are necessary and desirable to establish the corporation as an operational, not-for-profit corporation.

BACKGROUND INFORMATION:

Section 1004.28 of the Florida Statutes allows a university to establish direct support organizations. A direct support organization is a not-for-profit corporation established pursuant to Chapter 617 of the Florida Statutes, organized and operated exclusively to receive, hold, invest, and administer property and to make expenditures to or for the benefit of a state university, and which the the Board of Trustees, after review, has certified to be operating in a manner consistent with the goals of the university and in the best interests of the state.

UCF Academic Health, Inc. is being formed to promote and support medical education, research, and patient care through the planning and development of clinical initiatives and affiliated partnerships that will serve the College's education, research and clinical mission and objectives.

Supporting documentation: Attachment A: Articles of Incorporation
Attachment B: Bylaws
Attachment C: Florida Statute 1004.28
Attachment D: UCF Regulation 4.034

Prepared by: W. Scott Cole, Vice President and General Counsel

Submitted by: Deborah C. German, MD, Vice President for Medical Affairs and
Dean of the College of Medicine

Attachment A

**ARTICLES OF INCORPORATION
OF
UCF ACADEMIC HEALTH, INC.**

**ARTICLE I.
NAME**

The name of the Corporation is UCF Academic Health, Inc.

**ARTICLE II.
PRINCIPAL OFFICE**

The principal place of business and mailing address of the Corporation shall be University of Central Florida College of Medicine, 6850 Lake Nona Blvd., 3rd Floor, Orlando, FL 32827.

**ARTICLE III.
PURPOSES AND POWERS**

- A. The Corporation is organized as a Corporation not for profit pursuant to, and shall possess all of the powers enumerated in, Chapter 617, and Section 1004.28, Florida Statutes. The purposes and powers of the corporation include, but are not limited to the following:
1. The Corporation is organized and shall be operated for the promotion and support of medical education, research, and patient care through the planning and development of clinical initiatives and affiliated partnerships that will serve the education, research and clinical mission and objectives of the University of Central Florida College of Medicine. The Corporation is organized and operated to receive, hold, invest, and administer property and to make expenditure to or for the benefit of the University of Central Florida.
 2. The Corporation may hold any property, or any undivided interest therein, without limitation as to amount or value; may dispose of any such property and invest, reinvest or deal with the principal or the income in such manner as, in the judgment of the Corporation's board of directors, will best promote the purposes of the Corporation without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, the Bylaws of the Corporation or any applicable laws or rules.
 3. The Corporation may transact any and all lawful business, subject to the limitations contained herein.
- B. No part of the net earnings of the corporation shall inure to the benefit of any member, director or officer of the Corporation or any other private individual (except that

reasonable compensation may be paid for services rendered to the Corporation and reasonable amounts expended by reason of the Corporation's effecting one or more of the purposes), and no member, director or officer of the Corporation or any other private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. No substantial part of the activities of the corporation shall be carrying on the propaganda, or otherwise attempting to influence legislation, and the Corporation shall neither participate nor intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

- C. Notwithstanding any other provision of these Articles of Incorporation, the corporation shall carry on only activities permitted to be carried on by (i) an organization exempt under Section 501(c)(3) of the Internal Revenue Code (the "Code") and pertinent Treasury Regulations as they now exist or as they may be amended or (ii) any organization, contributions to which are deductible under Section 170(c)(2) of the Code pertinent Treasury Regulations as they now exist or as they may be amended.

ARTICLE IV. MEMBERS

The members of this not-for-profit corporation, if any, shall be qualified and admitted as set forth in the Bylaws of this Corporation.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The Street address of the registered office of the Corporation is 4365 Andromeda Loop N., Room 360, Millican Hall, Orlando, FL 32816 and the name of the Corporation's registered agent at the address is W. Scott Cole.

ARTICLE VI. BOARD OF DIRECTORS

The property, affairs and activities of the Corporation shall be managed by its Board of Directors, who shall be designated or appointed as provided in the Bylaws of the Corporation, and who shall serve without compensation.

ARTICLE VII. TERM OF EXISTENCE

This Corporation shall have perpetual existence unless it shall be dissolved according to the laws of the State of Florida.

**ARTICLE VIII.
STOCK AND DIVIDENDS PROHIBITED**

The Corporation shall have no capital stock, pay no dividends, distribute no part of the net income to its members, officers, or directors, and the private property of its members shall not be liable for any obligations of the Corporation.

**ARTICLE IX.
AMENDMENT**

Amendments to these Articles of Incorporation may be proposed and adopted by a vote of two-thirds (2/3) of all members of the Board of Directors and must be submitted to the University of Central Florida Board of Trustees in accordance with University Regulation UCF 4.034 (3) (d) for approval prior to becoming effective.

**ARTICLE X.
NAME AND ADDRESS OF INCORPORATOR**

The name and address of the Incorporator is:

<u>Name</u>	<u>Address</u>
W. Scott Cole	4365 Andromeda Loop N. Room 360, Millican Hall Orlando, FL 32816

**ARTICLE XI.
DISSOLUTION**

Upon dissolution of this corporation or the winding up of its affairs, the assets of the corporation remaining after the payments of the Corporation's lawful debts shall be disbursed to the University of Central Florida Foundation, Inc., if then in existence and qualified under the provisions of Internal Revenue Code ("Code") Section 501(c)(3) or otherwise to one or more organizations which are then qualified under Section 501(c)(3) of the Code or corresponding provisions of any future tax code, for use only by the University of Central Florida College of Medicine. In the event that such organization is not in existence or the University of Central Florida Foundation, Inc. is not exempt under Section 501(c)(3) of the Code, or corresponding provisions of any future tax code, the remaining assets of the corporation shall be distributed, at the discretion of the Board of Directors of the Corporation, for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for educational, scientific or

charitable purposes and which qualify as an exempt organization or organizations under Section 501(c)(3) of the Code or the corresponding section of any future tax code.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation the _____ day of _____, 2016.

W. Scott Cole

DRAFT

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 617, Florida Statutes, UCF Academic Health, Inc., organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the Corporation is UCF Academic Health, Inc.
2. The name and address of the registered agent and office are W. Scott Cole, 4365 Andromeda Loop N., Room 360, Millican Hall, Orlando, FL 32816.

REGISTERED AGENT'S ACCEPTANCE

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in the certificate, W. Scott Cole hereby accepts the appointment as registered agent and agrees to act in this capacity. W. Scott Cole, further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accepts the obligations of his position as registered agent.

W. Scott Cole

Date: _____

Attachment B

**BYLAWS OF
UCF ACADEMIC HEALTH, INC.**

**ARTICLE I.
MEMBERS**

The corporation shall have no members and shall be managed by the Board of Directors.

**ARTICLE II.
BOARD OF DIRECTORS**

Section 1. Directors. The Board of Directors shall consist of:

- (a) The President of the University of Central Florida or designee,
- (b) The Vice President for Medical Affairs of the University of Central Florida,
- (c) The Vice President for Administration and Finance of the University of Central Florida,
and
- (d) In addition, the chair of the University of Central Florida Board of Trustees or the President of the University of Central Florida may appoint one or more representatives to the Board of Directors.

Section 2. Term of Office. *Ex officio* members of the Board of Directors shall serve as directors of the corporation, pursuant to section 1 (a), (b), and (c) for such time as they continue to serve in their positions with the University of Central Florida. Directors designated or appointed pursuant to section 1 (d) shall serve for terms of three (3) years commencing at the annual meeting of the Board of Directors or until their successors shall be duly designated or appointed and qualified; any such designated or appointed director may be appointed to succeed himself/herself.

Section 3. Powers and Duties. The property, affairs, activities, and concerns of the corporation shall be vested in the Board of Directors subject to the provisions of section 1004.28, F.S., and UCF Regulation 4.034. All management functions shall be exercised by the Board of Directors subject to delegation by the Board to others. The powers and 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 and by law.
- (b) To meet upon the call of the Chair of the Board or any two (2) 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 procedure adopted by the Board.
- (d) To cause an audit of the books and records 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 Chair 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.

- (e) To hold and to invest and reinvest any monies it receives and to hold any property, to sell or exchange the same, and to invest and reinvest the proceeds of any sale or other conversion of any such property, for the purpose of earning income, which income, less operating expenses of the corporation, shall be used to further the specific purposes of the corporation.

The corporation shall have the power and authority 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 of Directors, subject to the policies of the University of Central Florida and its Board of Trustees.

Section 4. Meetings of the Board. The Chair of the Board shall preside at meetings of the Board of the Directors. In the absence of the Chair from any meeting, the Treasurer of the Corporation shall preside.

The Board of Directors shall hold an annual meeting in the first quarter of each fiscal year for the receiving of annual reports of officers, directors and committees, and the transaction of other business. Regular meetings of the Board of Directors shall be held at such times as shall be determined by the Board. Written notice of the time and place of the annual meeting and regular meetings shall be provided to each director, by personal delivery, first class mail, or electronic mail, at least three (3) business days before the meeting.

Special meetings of the Board may be called by the Chair or upon the written request of two (2) members of the Board. At least three (3) business days prior written notice of any special meeting shall be provided to all members of the Board by personal delivery, first class mail, or electronic mail.

Notice of a meeting of the Board of Directors may be waived by any director, either before or after the meeting. Attendance of a director at a meeting shall constitute a waiver of notice, except when a director states, at the beginning of the meeting, any objection to the transaction of business because the meeting was not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice.

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

Section 5. Quorum and Voting. A majority of the Board of Directors shall constitute a quorum for the transaction of business. If a quorum is not present, a lesser number may adjourn the meeting to a date no more than ten (10) days later. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless a greater number is required by these bylaws or by law.

Section 6. Vacancies. Whenever any vacancy occurs in the Board of Directors by death, resignation, or otherwise, it shall be filled without undue delay. Any person appointed or elected to fill a vacancy in the Board of Directors shall hold office for the unexpired term of his or her predecessor in office.

Section 7. Removal. The president of the University of Central Florida may remove any director at any time upon written notice, with or without cause.

Section 8. Participation by Conference Telephone. Members of the Board of Directors may participate in a meeting of the Board by means of a conference telephone or similar communications equipment provided all persons participating in such meeting are able to communicate with each other. Participation by such means shall constitute presence in person at a meeting.

**ARTICLE III.
CHAIR OF THE BOARD AND
OFFICERS OF THE CORPORATION**

Section 1. Chair of the Board. The Chair of the Board of Directors shall be the Vice President for Medical Affairs of the University of Central Florida and shall have the following authority:

- (a) The Chair shall preside at the meetings of the Board of Directors. The Chair or designee shall prepare the agenda for all meetings of the Board of Directors.
- (b) The Chair shall sign all certificates, bonds, deeds, mortgages, leases, and contracts of the corporation except as otherwise approved by the Board of Directors.
- (c) The Chair shall perform all duties as the Board shall designate and may delegate certain duties with the Board's approval.
- (d) The Chair shall report directly to the President of the University of Central Florida.
- (e) The Chair shall perform such other duties as are necessarily incident to the office of the chair.

Section 2. Officers, Election and Term of Office. The officers of the Corporation shall be:

- (a) a chair, who shall be the Vice President for Medical Affairs of the University of Central Florida;
- (b) a secretary, who shall be the designee of the President of the University of Central Florida;
- (c) a treasurer, who shall be the Vice President for Administration and Finance of the University of Central Florida; and
- (d) such other officers as may be elected in accordance with the provisions of this article.

Ex officio officers shall serve as officers of the corporation, pursuant to section 2 (a), (b), and (c) for such time as they continue to serve in their positions with the University of Central Florida. Officers designated or appointed pursuant to section 2 (d) shall serve commencing at the annual meeting of the Board of Directors until their successors shall be duly designated or appointed and qualified; any such designated or appointed officer may be appointed to succeed himself/herself.

The Board of Directors may elect or appoint such other officers, including one or more assistant secretaries, and one or more assistant treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors, and such other offices may be held by the same person. A majority of a quorum present shall be necessary to constitute an election. Such officers shall serve at the pleasure of the Board.

Section 3. Duties of Officers. The duties and powers of the officers of the corporation shall be as follows:

- (a) Chair. The Chair shall serve as the chief executive officer and shall manage the day to day activities and operations of the Corporation.
- (b) Secretary. The Secretary shall:
 - i. Keep accurate minutes of the proceedings of all meetings of the Board of Directors and maintain a record of the actions of the Board and committees.
 - ii. Keep on record a copy of the Articles of Incorporation and Bylaws of the Corporation and all amendments thereto.
 - iii. Keep the seal of the Corporation and affix same to such official documents, records and papers as may be required.
- (c) Treasurer. The Treasurer shall:
 - i. Assure that adequate provision is made for the care and custody of all the assets of this Corporation.
 - ii. In case of the death or absence of the Chair, or of his or her inability to act, perform the duties of the Chair.

Section 4. Bond of Treasurer. The Treasurer shall give to the corporation such security for the faithful discharge of his/her duties as the Board of Directors may direct.

Section 5. Vacancies. In the event of absence, inability, or refusal to act of any of the officers of the corporation, the Chair shall appoint a successor or successors to perform the duties of their respective offices.

ARTICLE IV. COMMITTEES

The Chair may, at any time, appoint and charge such committees as he/she may deem necessary and advisable to assist in the conduct of the corporation's affairs. Committee members may include members who are not directors and shall be chaired by a director appointed by the chair. Committee member appointments shall be for defined terms, and committee members may be removed at any time, with or without cause, by the Chair of the Board of Directors. A majority of any committee of the corporation shall constitute a quorum for the transaction of business.

**ARTICLE V.
FISCAL YEAR**

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

**ARTICLE VI.
PUBLIC RECORDS**

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

**ARTICLE VII.
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 VIII.
AMENDMENTS**

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

**ARTICLE IX.
MISCELLANEOUS PROVISIONS**

Section 1. Contracts. Contracts for the routine activities of this Corporation shall be signed in the name of the Corporation by the Chair.

Section 2. Financial Audits and Reports. The Corporation shall annually have a financial audit of its accounts and records conducted by an independent certified public accountant in accordance with the applicable rules adopted by the Auditor General and by the University of Central Florida Board of Trustees, which in accordance with University Regulation 4.034 (9) shall be forwarded to the University of Central Florida Board of Trustees for review and oversight.

Section 3. Compensation/Employment. 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. Personnel employed by this Corporation shall not be considered to be employees of the State of Florida by virtue of employment by this Corporation.

Section 4. Indemnification. 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.

Section 5. Corporate Seal. 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.

**ARTICLE X.
CONFLICT OF INTEREST**

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

I HEREBY CERTIFY that the foregoing Bylaws were approved by the Board of Directors on _____, 2016.

Chair

Attachment C

Select Year:

The 2015 Florida Statutes

Title XLVIII
K-20 EDUCATION CODE

Chapter 1004
PUBLIC POSTSECONDARY EDUCATION

[View Entire Chapter](#)

1004.28 Direct-support organizations; use of property; board of directors; activities; audit; facilities.—

(1) DEFINITIONS.—For the purposes of this section:

(a) “University direct-support organization” means an organization which is:

1. A Florida corporation not for profit incorporated under the provisions of chapter 617 and approved by the Department of State.

2. Organized and operated exclusively to receive, hold, invest, and administer property and to make expenditures to or for the benefit of a state university in Florida or for the benefit of a research and development park or research and development authority affiliated with a state university and organized under part V of chapter 159.

3. An organization that a state university board of trustees, after review, has certified to be operating in a manner consistent with the goals of the university and in the best interest of the state. Any organization that is denied certification by the board of trustees shall not use the name of the university that it serves.

(b) “Personal services” includes full-time or part-time personnel as well as payroll processing.

(c) “Property” does not include student fee revenues collected pursuant to s. 1009.24.

(2) USE OF PROPERTY.—

(a) Each state university board of trustees is authorized to permit the use of property, facilities, and personal services at any state university by any university direct-support organization, and, subject to the provisions of this section, direct-support organizations may establish accounts with the State Board of Administration for investment of funds pursuant to part IV of chapter 218.

(b) The board of trustees, in accordance with rules and guidelines of the Board of Governors, shall prescribe by rule conditions with which a university direct-support organization must comply in order to use property, facilities, or personal services at any state university. Such rules shall provide for budget and audit review and oversight by the board of trustees.

(c) The board of trustees shall not permit the use of property, facilities, or personal services at any state university by any university direct-support organization that does not provide equal employment opportunities to all persons regardless of race, color, religion, gender, age, or national origin.

(3) BOARD OF DIRECTORS.—The chair of the university board of trustees may appoint a representative to the board of directors and the executive committee of any direct-support organization established under this section. The president of the university for which the direct-support organization is established, or his or her designee, shall also serve on the board of directors and the executive committee of any direct-support organization established to benefit that university.

(4) ACTIVITIES; RESTRICTION.—A university direct-support organization is prohibited from giving, either directly or indirectly, any gift to a political committee as defined in s. 106.011 for any purpose other than those certified by a majority roll call vote of the governing board of the direct-support organization at a

regularly scheduled meeting as being directly related to the educational mission of the university.

(5) ANNUAL AUDIT; PUBLIC RECORDS EXEMPTION; PUBLIC MEETINGS EXEMPTION.—

(a) Each direct-support organization shall provide for an annual financial audit of its accounts and records to be conducted by an independent certified public accountant in accordance with rules adopted by the Auditor General pursuant to s. 11.45(8) and by the university board of trustees. The annual audit report shall be submitted, within 9 months after the end of the fiscal year, to the Auditor General and the Board of Governors for review. The Board of Governors, the university board of trustees, the Auditor General, and the Office of Program Policy Analysis and Government Accountability shall have the authority to require and receive from the organization or from its independent auditor any records relative to the operation of the organization. The identity of donors who desire to remain anonymous shall be protected, and that anonymity shall be maintained in the auditor's report.

(b) All records of the organization other than the auditor's report, management letter, and any supplemental data requested by the Board of Governors, the university board of trustees, the Auditor General, and the Office of Program Policy Analysis and Government Accountability shall be confidential and exempt from s. 119.07(1).

(c) Any portion of a meeting of the board of directors of the organization, or of the executive committee or other committees of such board, at which any proposal seeking research funding from the organization or a plan or program for either initiating or supporting research is discussed is exempt from s. 286.011 and s. 24(b), Art. I of the State Constitution. This paragraph is subject to the Open Government Sunset Review Act in accordance with s. 119.15 and shall stand repealed on October 2, 2019, unless reviewed and saved from repeal through reenactment by the Legislature.

(6) FACILITIES.—Each direct-support organization is authorized to enter into agreements to finance, design and construct, lease, lease-purchase, purchase, or operate facilities necessary and desirable to serve the needs and purposes of the university, as determined by the systemwide strategic plan adopted by the Board of Governors. Such agreements are subject to the provisions of ss. 1010.62 and 1013.171.

(7) ANNUAL BUDGETS AND REPORTS.—Each direct-support organization shall submit to the university president and the Board of Governors its federal Internal Revenue Service Application for Recognition of Exemption form (Form 1023) and its federal Internal Revenue Service Return of Organization Exempt from Income Tax form (Form 990).

History.—s. 172, ch. 2002-387; s. 173, ch. 2007-5; s. 89, ch. 2007-217; s. 31, ch. 2013-37; s. 1, ch. 2014-27.

Attachment D

UCF-4.034 University Direct Support Organizations.

- (1) As provided in Section 1004.28, Florida Statutes, a Direct Support Organization is an organization that is certified by the University of Central Florida Board of Trustees as operating in a manner consistent with the goals of the University and the best interest of the State.
- (2) To obtain certification as a Direct Support Organization, the organization must submit to the Board of Trustees the following:
 - (a) The proposed Articles of Incorporation.
 - (b) The proposed Bylaws, which shall describe the operating procedures and specific individual responsibilities of the Board of Directors, committees, and officers of the organization.
- (3) The Articles of Incorporation and the Bylaws, together, shall provide that:
 - (a) Persons employed by the organization shall not be considered to be employees of the State of Florida by virtue of employment by the organization.
 - (b) The chief executive officer or director of the organization shall be selected and appointed by the governing board of the organization, subject to prior approval by the President of the University. The director or chief executive officer shall report to the President of the University or the President's designee, who shall be a vice president or other senior officer reporting directly to the President.
 - (c) The chair of the Board of Trustees may appoint a representative to the board of directors and executive committee of the organization, and the President of the University or his/her designee will serve on the board of directors and executive committee of the organization.
 - (d) Any subsequent amendments to the Articles of Incorporation or Bylaws of the organization must be submitted to the Board of Trustees for approval prior to becoming effective.
 - (e) The organization shall provide equal employment opportunities for all persons regardless of race, color, religion, sex, age, or national origin.
- (4) Upon certification by the Board of Trustees, a direct support organization is authorized to use the property, facilities and personal services of the University.

- (5) The President of the University shall have the authority to monitor and control the use of University name and resources by the organization, monitor compliance of the organization with state and federal laws and rules of the Board of Trustees, and approve salary supplements and other compensation or benefits paid to the University faculty and staff from organization assets.
- (6) The President of the University shall determine the compensation of organization employees from organization assets and such authority may not be delegated.
- (7) A Direct Support Organization shall prepare, at least annually, a budget to be reviewed and approved by the organization's governing board and the Board of Trustees.
- (8) The Direct Support Organization shall prepare quarterly expenditure plans for review and approval by the President or designee, who shall be a vice president or other senior officer of the university reporting directly to the President.
- (9) Direct support organizations shall provide for an annual audit by an independent certified public accountant, as prescribed by applicable law and rules, which shall be forwarded to the Board of Trustee for review and oversight.
- (10) The University President may request that the Board of Trustees decertify a direct support organization if the President determines that the organization is no longer serving the best interest of the university. The request for decertification shall include a plan for disposition of the direct support organization's assets and liabilities.
- (11) The organization shall comply with all other obligations required by law, including those required by Section 1004.28, Florida Statutes.

Authority: BOG Regulations 1.001 and 9.011. History–New 4-3-03; Formerly 6C7-4.034; Amended 5-11-09, Amended 9-15-14.

ITEM: INFO-1

**University of Central Florida
BOARD OF TRUSTEES
Nominating and Governance Committee**

SUBJECT: Review of Nominating and Governance Committee Charter

DATE: May 31, 2016

PROPOSED COMMITTEE ACTION

Information only.

BACKGROUND INFORMATION

One of the functions of the Nominating and Governance Committee is to review the charter of the Nominating and Governance committee annually.

Supporting documentation: Attachment A: Nominating and Governance Committee Charter

Prepared by: W. Scott Cole, Vice President and General Counsel

Submitted by: W. Scott Cole, Vice President and General Counsel

Attachment A

Nominating and Governance Committee Charter

1. Overall Purpose and Objectives

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

- 1.1 propose for consideration by the full board a process by which presidents of the University of Central Florida would be selected
- 1.2 nominate a chair and vice chair of the University of Central Florida Board of Trustees for consideration by the full board
- 1.3 recommend to the governor of the state of Florida and to the Florida Board of Governors candidates to be named as new and/or reappointed members of the University of Central Florida Board of Trustees
- 1.4 recommend candidates for designation as Trustee Emeritus for consideration by the full board
- 1.5 recommend candidates for designation as Honorary Doctor for consideration by the full board
- 1.6 review annually and recommend changes as necessary to the Board Bylaws.
- 1.7 oversee and participate in an annual evaluation of the performance of the Board, Board committees, and Board members
- 1.8 develop and provide recommendations to the Board regarding Board member education, including new member orientation and regularly scheduled board member training
- 1.9 inform members of corporate governance “best practices” and make recommendations to the Board and its committees
- 1.10 develop and recommend to the Board the number and structure of committees
- 1.11 fulfill any other responsibilities as subsequently may be assigned by the University of Central Florida Board of Trustees and/or the board chair.

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.

3. Organization/Membership

- 3.1 The chair of the board will appoint the chair and members of the committee.
- 3.2 The committee will consist of at least five members.
- 3.3 Members will serve on the committee until their resignation or replacement by the chair of the board.

Meetings

- 3.4 A majority of the members of the committee will constitute a quorum for the transaction of business.
- 3.5 Meetings will be held not less than two times per year.
- 3.6 The committee will maintain written minutes of its meetings.
- 3.7 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.

4. Governance

The committee will:

- 4.1 evaluate its own performance, both of individual members and collectively, on a regular basis
- 4.2 assess the achievement of the committee's duties specified in the charter and report findings to the board
- 4.3 review the committee charter annually and discuss any required changes with the board to ensure that the charter is approved or reapproved by the board annually.

Adoption of Charter

I HEREBY CERTIFY that the University of Central Florida Board of Trustees adopted this charter at its regularly scheduled meeting on January 27, 2011.

Secretary

University of Central Florida Board of Trustees

P:scole/board of trustees/nominating committee charter

ITEM: INFO-2

**University of Central Florida
BOARD OF TRUSTEES
Nominating and Governance Committee**

SUBJECT: Review of Board of Trustees bylaws

DATE: May 31, 2016

PROPOSED COMMITTEE ACTION

Information only.

BACKGROUND INFORMATION

One of the functions of the Nominating and Governance Committee is to review the bylaws of the University of Central Florida Board of Trustees bylaws annually.

Supporting documentation: Attachment A: Fifth Amended and Restated Bylaws

Prepared by: W. Scott Cole, Vice President and General Counsel

Submitted by: W. Scott Cole, Vice President and General Counsel

Attachment A

University of Central Florida Board of Trustees

~~Fifth~~ Sixth Amended and Restated Bylaws

May 31, 2016
~~September 26, 2013~~

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ARTICLE I

STATEMENT OF PURPOSE

The University of Central Florida Board of Trustees is vested by law with all the powers and authority to administer the University of Central Florida in accordance with Article IX, Section 7 of the Florida Constitution, the laws of the State of Florida and with rules and policies of the Florida Board of Governors. In order to more effectively discharge its responsibilities and duties in connection therewith, the University of Central Florida Board of Trustees hereby adopts these bylaws.

ARTICLE II

THE BOARD

Section 2.1 CORPORATE NAME – The Board of Trustees is a public body corporate called the *University of Central Florida Board of Trustees*, with all the powers of a body corporate under the laws of the State of Florida. The Board of Trustees shall be hereinafter referred to as the *Board*.

Section 2.2 COMPOSITION – The Board is composed of thirteen (13) trustees, six (6) citizen members appointed by the governor, and five (5) citizen members appointed by the Board of Governors, subject to confirmation by the Senate. The president of the Student Body and chair of the Faculty Senate shall also serve as voting trustees during their terms of office.

Section 2.3 POWERS AND DUTIES OF THE BOARD – The Board shall serve as the governing body of the University of Central Florida. It shall select the president of the University of Central Florida for ratification by the Board of Governors and shall hold the president responsible for the university's operation and management, performance, fiscal accountability, and compliance with federal and state laws and rules of the Board of Governors. The Board shall have the authority to carry out all lawful functions permitted by the bylaws, its operating procedures, by rules and policies of the Board of Governors, or by law.

The Board may adopt rules and policies consistent with the university mission, with law, and with the rules and policies of the Board of Governors, in order to effectively fulfill its obligations under the law.

Section 2.4 CORPORATE SEAL – The corporate seal shall be used only in connection with the transaction of business of the Board and of the university. The secretary may affix the seal on any document signed on behalf of the corporation. Permission may be granted by the secretary for the use of the seal in the decoration of any university building or in other special circumstances. The corporate seal of the Board shall be consistent with the following form and design:

ARTICLE III

THE TRUSTEES

Section 3.1 TERM OF OFFICE – Trustees shall serve for staggered 5-year terms, as provided by law.

Section 3.2 VACANCIES – Vacancies shall be filled by appointing authority subject to confirmation by the Senate of the State of Florida.

Section 3.3 COMPENSATION – Trustees shall receive no compensation but may be reimbursed upon request for travel and per diem expenses.

ARTICLE IV

OFFICERS OF THE BOARD

Section 4.1 OFFICERS – The officers of the Board shall be the Chair, Vice Chair, Corporate Secretary, and the Associate Corporate Secretary. The Chair and Vice Chair shall be trustees, but no other Board officers shall be members of the Board.

Section 4.2 SELECTION – The Board shall elect its chair and vice chair from the appointed members at its first regular meeting after July 1 upon recommendation of the Nominating Committee. The chair shall serve for two years and may be reelected for one additional consecutive term. For each additional consecutive term beyond two terms, the Board, by a two-thirds vote, may elect the chair for additional consecutive two year terms.

Section 4.3 CHAIR – The duties of the chair shall include presiding at all meetings of the Board, calling special meetings of the Board, appointing committee chairs, determining the composition of all Board committees, attesting to actions of the Board, serving as spokesperson for the Board, and fulfilling other duties as assigned by the Board. The Chair shall notify the Governor or the Board of Governors, as applicable, in writing, whenever a board member has three consecutive unexcused absences from regular board meetings in any fiscal year, which may be grounds for removal by the Governor or Board of Governors, as applicable. The chair shall perform such duties in consultation with the university president.

Section 4.4 VICE CHAIR – The duty of the vice chair is to act as chair during the absence or disability of the chair. While the vice chair shall be the presumptive successor to the chair when a vacancy occurs, the chair shall be selected by the full board upon nomination of the Nominating Committee.

Section 4.5 CORPORATE SECRETARY – The university president shall serve as corporate secretary of the Board, and in the capacity of secretary, shall be responsible for giving notice of all meetings of the Board and its committees, setting the agenda and compiling the supporting documents for meetings of the Board in consultation with the chair, recording and maintaining ~~the detailed~~ minutes of any Board meeting, including a record of all votes cast, ~~and history of attendance of each trustee, in accordance with section 286.011(2), Florida Statutes,~~ executing or attesting to all documents that have been executed by the Board, and shall be custodian of the corporate seal. Minutes of each meeting shall be prominently posted on the university's website

within two weeks after the meeting. All meetings will be held in accordance with section 286.011(2), Florida Statutes

Section 4.6 ASSOCIATE CORPORATE SECRETARY – The secretary may designate an individual to serve as associate corporate secretary to the Board. This individual shall perform all duties delegated by the secretary and shall provide for review by the General Counsel documents to be presented to the board and committees.

ARTICLE V

PRESIDENT

Section 5.1 DUTIES OF THE PRESIDENT – The university president shall serve as the chief executive officer of the university. The university president shall be responsible for the operation of the university, including efficient and effective budget and program administration, leading the university to accomplish its educational missions and goals, monitoring educational and financial performance, consulting with the Board in a timely manner on matters appropriate to its policy-making and fiduciary functions, appointing staff liaisons for each board committee, and serving as the university’s key spokesperson. The president shall have the authority to execute all documents on behalf of the university and the Board consistent with law, applicable Board of Governors’ and Board of Trustees’ rules and policies, and the best interests of the university.

ARTICLE VI

COMMITTEES

Section 6.1 COMMITTEES – The Board shall establish standing and ad-hoc committees as it deems appropriate to discharge its responsibilities. The Board chair shall appoint members of committees, their chairs and vice chairs based upon their expertise in matters relating to that committee, and shall appoint a trustee representative to the board of directors of each direct support organization. The chair shall be an ex-officio member of each committee. Each committee shall consist of no fewer than three members. Members of committees shall hold office until the appointment of their successors. Any vacancies on the standing committees shall be filled by appointment of the Board chair. Unless specifically delegated or as otherwise provided in these bylaws, authority to act on all matters is reserved to the Board and the duty of each committee shall be to consider and to make recommendations to the Board upon matters referred to it. Each committee shall have a written statement of purpose and primary responsibilities, or charter, as approved by the Board. The chairs of all committees shall perform their duties and shall have the responsibility and authority to place matters on the Board’s agenda, with approval of the Board chair.

Section 6.2 STANDING COMMITTEES – The following committees shall be standing committees of the Board until dissolved by the Board:

- Advancement Committee
- Audit, Operations Review, Compliance, and Ethics Committee
- Educational Programs Committee
- Finance and Facilities Committee

Nominating and Governance Committee
Strategic Planning Committee

Section 6.3 EXECUTIVE COMMITTEES – The Executive Committee shall be comprised of the Board Chair and committee chairs. The Executive Committee shall be empowered to act on matters that, in the opinion of the board chair, must be timely approved between regularly scheduled Board meetings. Actions taken by the Executive Committee shall be reported to the Board at the next Board meeting.

Section 6.4 AD-HOC COMMITTEES – Ad-hoc committees shall be appointed by the Board chair upon authority of the Board with such powers and duties and period of service as the Board chair may determine, provided that no ad-hoc committee shall be created to act upon any matter appropriate to be acted upon by a standing committee. The chairs of any ad-hoc committees shall be appointed by the Board chair and shall perform their duties in consultation with the university president. The chair of the Board shall serve as an ex-officio member of each ad hoc committee.

Section 6.5 DIRECT SUPPORT ORGANIZATIONS – Each Direct Support Organization of the university shall provide regular reports to a standing committee as assigned by the Board chair.

Section 6.6 QUORUM – 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 present.

ARTICLE VII

MEETINGS

All meetings of the Board and its committees shall be open to the public at all times, and no resolution, rule, or formal action shall be considered binding except as taken or made at such meeting in accordance with section 286.011, Florida Statutes, unless the matter being discussed falls within the provisions of law allowing closed sessions.

Section 7.1 REGULAR MEETINGS – There shall be not less than five (5) regular meetings a year as the Board may determine. These meetings shall be held on such dates and at such times as the Board may determine. The time and date of a regular meeting may be changed by an affirmative vote of a quorum of the Board. At the discretion of the chair, meetings may be held by teleconference.

Section 7.2 SPECIAL MEETINGS – Special meetings of the Board may be held at the call of the Board chair, the secretary, or upon request of seven (7) trustees. The secretary shall send written notice of such special meeting to all trustees, along with a statement of the purpose of the meeting, at least 48 hours in advance. No matter may be considered at any special meeting that was not included in the call of that meeting except by an affirmative vote of not less than two-thirds (2/3) of the trustees at the meeting. At the discretion of the chair, special meetings of the Board may be held by teleconference.

Section 7.3 EMERGENCY MEETINGS – An emergency meeting of the Board may be called by the chair upon no less than twenty-four (24) hours' notice whenever an issue requires immediate

Board action. No other business will be transacted at the meeting unless additional emergency matters are agreed to by a majority of those Board members present.

Section 7.4 AGENDA – The President, in consultation with the chair, shall set the agenda for the meetings with the review of the General Counsel. Recommendations to the Board included in the agenda are presented by the chair or committee chair designated by the chair, and include all matters of business or concern to the Board that have not been specifically delegated to the chair or the university president. The chair will provide a copy of the agenda to each member of the Board at least fourteen (14) days prior to the meeting. If additional items or supporting documentation become available, a supplemental agenda will be provided. The Board may also consider agenda items not included in the published agenda.

Section 7.5 CONSENT AGENDA – The Board chair may approve items to be placed on a consent agenda that may be approved by the Board without discussion. Committee items not recommended by the unanimous vote of the committee may not be placed on the consent agenda. Items may be removed from the consent agenda by any trustee, preferably at least two days prior to the Board meeting.

Section 7.6 APPEARANCE BEFORE THE BOARD – Individuals, groups or factions who wish to appear before the Board to discuss a subject pending before the Board shall complete a public comment form specifying the matter upon which they desire to be heard. Public comment forms will be available at each meeting and must be submitted prior to commencement of the meeting. For meetings held telephonically, public comment forms can be obtained from the Board web site and emailed to the Assistant Secretary of the Board prior to the meeting. Organizations, groups, or factions wishing to address the Board shall designate a single representative to speak on its behalf to ensure an orderly presentation to the Board. The Board will reserve no more than fifteen minutes for public comments. Each speaker shall be allotted three minutes to present information unless modified by the Board chair.

Section 7.7 QUORUM – A quorum for the conduct of business by the full Board shall consist of seven (7) trustees. A quorum having been established, no business shall be transacted without a majority vote of all trustees present except as otherwise provided in these bylaws.

Section 7.8 RULES OF PROCEDURE – Except as modified by specific rules and policies enacted by the Board, *Robert's Rules of Order Newly Revised* shall constitute the rules of parliamentary procedure applicable to all meetings of the Board and its committees.

ARTICLE VIII

MISCELLANEOUS

Section 8.1 CONFLICT OF INTEREST POLICY – Trustees stand in a fiduciary relationship to the university. Therefore, Trustees shall act in good faith, with due regard to the interests of the university, and shall comply with the fiduciary principles and law set forth in the Code of Ethics for Public Officers and Employees, Section 112.311-112.326, Florida Statutes. The Board shall adopt a written conflict of interest policy, to be included in the Board operating procedures or other policies, which shall be reviewed periodically and revised as necessary.

Section 8.2 INDEMNIFICATION – Whenever any civil or criminal action has been brought against a trustee for any act or omission arising out of and in the course of the performance of his or her duties and responsibilities, the Board may defray all costs of defending such action, including reasonable attorney’s fees and expenses together with costs of appeal, and may save harmless and protect such person from any financial loss resulting from the lawful performance of his or her duties and responsibilities. Claims based on such actions or omissions may, in the discretion of the Board, be settled prior to or after the filing of suit thereon. The Board may arrange for and pay the premium for appropriate insurance to cover all such losses and expenses.

Section 8.3 LIMITATION OF LIABILITY – The Board shall be a corporation primarily acting as an instrumentality or agency of the state pursuant to section 768.28(2), Florida Statutes, for purposes of sovereign immunity.

Section 8.4 AMENDMENTS – These Bylaws may be amended at any regular meeting of the Board by the affirmative vote of not less than two-thirds (2/3) of the members of the Board, provided that notice of any proposed amendment including a draft thereof shall have been filed in writing with the secretary and a copy of the draft has been mailed to each trustee at least ten (10) days prior to the meeting at which the amendment is to be voted upon.

Section 8.5 SUSPENSION OF OPERATING PROCEDURES – Any provision of these bylaws may be suspended in connection with the consideration of a matter before the Board by an affirmative vote of not less than two-thirds (2/3) of the members of the Board.

Section 8.6 PROXIES – The use of proxies for purposes of determining a quorum, for voting, or for any other purposes is prohibited.

I HEREBY CERTIFY that the foregoing ~~Fourth-Sixth~~ Amended and Restated Bylaws of the University of Central Florida Board of Trustees were approved by an affirmative vote of not less than two-thirds (2/3) of the members of the Board of Trustees at a regular meeting of the Board held on _____.

Secretary

ITEM: INFO-3

**University of Central Florida
BOARD OF TRUSTEES
Nominating and Governance Committee**

SUBJECT: Review of the Presidential Selection Process

DATE: May 31, 2016

PROPOSED COMMITTEE ACTION

Information only.

BACKGROUND INFORMATION

One of the functions of the Nominating and Governance Committee is to review and update the Presidential Selection process on an annual basis.

Supporting documentation: Attachment A: Presidential Selection: Process Guide for the University Of Central Florida

Prepared by: W. Scott Cole, Vice President and General Counsel

Submitted by: W. Scott Cole, Vice President and General Counsel

Attachment A

PRESIDENTIAL SELECTION: PROCESS GUIDE FOR THE UNIVERSITY OF CENTRAL FLORIDA

I. Roles in Presidential Selection Process

- A. **Selecting President:** This is the sole responsibility of the UCF Board of Trustees, with the selection subject to ratification by the Florida Board of Governors.
- B. **Screening of Candidates:** This responsibility is delegated by the UCF Board of Trustees to a search committee whose members are appointed by the board and are charged with conducting specific activities.
- C. **Searching for Applicants:** This is a critical activity in which all members and friends of the UCF academic community may participate.

II. Background Steps

- A. **Preparation and Updating of Institutional Analysis:** This committee appraised the present condition of UCF and detailed the reasons for its success to determine qualities needed in a future president. As Judith McLaughlin and David Reisman indicate in *The Presidential Search: A Guide to the Process of Selecting and Appointing College and University Presidents*, "If a successful search is to be conducted, the search committee must have a clear sense of the sort of person for whom they are searching. The starting point of the search process, then, should be introspection concerning what the institution needs in order to reorganize strengths and to cope with weaknesses, both in terms of history and tradition, and future prospects and dilemmas. . . . Without an institutional assessment and leadership definition, the search committee is also at a loss to know who will be the best choice for them. They run the risk of choosing someone totally inappropriate for their institution, someone whose attractiveness lies in the fact that his or her style differs (or mirrors) the departing president, or someone whose understanding of the college or university is too limited for effective leadership."

With significant and thoughtful input from President John Hitt and the UCF leadership team, the Nominating Committee enumerated the Critical Success Factors that have been key to UCF's prominence. This document will be reviewed and updated annually until such time as the board undertakes a presidential search.

- B. **Development Leadership Statement:** A Leadership Statement developed by the president and the committee provides a description of the qualities sought in a president at this stage of UCF's development. Representing the board's consensus on the work to be done in a next presidency, the statement serves as a single grid against which candidates will be measured.

The Nominating Committee has adopted the Leadership Statement This document will be reviewed and updated annually until such time as the board undertakes a presidential search.

- C. **Appointment of Interim President (If Needed):** The board chair will appoint a selection committee to select an interim president as expediently as possible, should such an appointment be needed. In order that the subsequent presidential search be completely open and robust, the individual appointed as interim president would agree not to be a candidate for president.
- D. **Decisions on Compensation Range:** The Compensation and Labor Committee annually reviews the president's compensation package and recommends changes to the board. At the time of a search, the committee will update the compensation data as may be needed.
- E. **Decisions on Search Consultant:** A search consultant will be used for a presidential search. *(Continue discussions of best practices through AASCU and others.)*
- F. **Size and Composition of Board of Trustees' Search Committee:** A search committee composed of eight to fifteen members will be appointed by the board chair with input from the trustees and the leadership of the university. A chair and vice chair of the search committee, both of whom will be trustees, will be appointed by the board chair. All appointments will be ratified by the full board.

The search committee will also include representatives from the faculty, student body, staff, and the broader community, as well as others who are identified as helpful to the process. Additionally, the board chair will ask the Florida Board of Governors appoint a representative to serve on the search committee. The board chair also will ask the presidents of the community colleges who participate in the consortium with UCF to appoint a representative to the search committee.

The search committee will select a search consultant, work with the consultant to solicit and screen applicants using the Leadership Statement adopted by the board, interview semi-finalists, and recommend three to five finalists to the full board. In all of its actions, the search committee will act in a manner consistent with the requirements of the sunshine law.

G. **Development of Search Committee Charge:** Please see the attached Exhibit A. This charge will be presented to all members of the search committee.

H. **Establishment of Timeline**

III. Implementation

A. **Appointment of Search Committee:** See description above.

B. **Retention of Search Consultant:** The search committee may interview as many as five search firms or consultants and will retain the firm or consultant that it believes will best meet its needs.

C. **Advertising of Position and Development of Candidate List:** The search consultant will solicit nominations for the position from his or her various sources. Additionally, the position will be advertised broadly through *The Chronicle of Higher Education* and other appropriate media. All nominations and applications will be directed to the search consultant. Applications and nominations will be considered to be open until the finalist selection process is completed.

D. **Screening and Selection of Semifinalists:** The search consultant will review all of the nominations and applications based on the agreed-upon leadership criteria and will narrow the applicant pool to a reasonable number (12-20 candidates). The search consultant will discuss these candidates informally and separately with the chair and vice chair of the search committee. Assuming positive feedback, the search consultant will then confirm with each of these candidates that he or she understands the public nature of the process and agrees to be a semifinalist. The search consultant will then forward all semifinalist applications to the search committee.

E. **Semifinalist Interview:** Members of the search committee will conduct semifinalist interviews at an off-campus location.

F. **Reference and Background Checks:** These checks will be conducted by the search consultant and members of the search committee, with the assistance of others as may be appropriate.

- G. **Determination of Finalists:** The search committee will select up to five finalists.
- H. **Campus Visits:** Members of the search committee, with the aid of the search consultant, will arrange campus visits for all finalists. These visits will feature multiple opportunities for the candidates to interact with representatives from the board, faculty, students, staff, and the broader community. The search committee will solicit and summarize campus and community reactions to the finalist candidates.
- I. **Recommendation by Search Committee:** The search committee will forward to the Board of Trustees an unranked list of up to five individuals who, in the committee's judgment, are well qualified to serve as president.
- J. **Final Selection by Board of Trustees and Negotiations**
- K. **Ratification by the Florida Board of Governors**
- L. **Welcome and Transition Activities:** The Board will oversee the announcements of the selection of the new President, with notification to those most directly affected (e.g., faculty, student and administrative staff leaders) preceding the public announcements. The Board and the new President will discuss mutual expectations regarding Board culture, processes, communication and operations. Additional reading material about the University will be provided to the President. A series of introductions to the University and the broader community will be scheduled, affording the President the opportunity both to increase his or her understanding of the University and the community and to express his or her goals and viewpoints on a variety of issues. The Board and the President will consider the desirability of a series of familiarization workshops and of a transition team or committee.

EXHIBIT A: DRAFT OF BOARD'S CHARGE TO PRESIDENTIAL SEARCH COMMITTEE

The search committee, appointed to advise the Board of Trustees of the University of Central Florida, is composed of _____ members. The committee's chair is Trustee _____, and its vice chair is Trustee _____.

The search committee is charged with recommending to the trustees not later than (date), an unranked list of three to five individuals who are well qualified to lead UCF as its next president. The search committee is asked to base its recommendations upon the Leadership Statement adopted by the Board of Trustees, as well as the trustees' established equal opportunity and affirmative action policies.

The board asks the search committee to conduct the following activities in discharging its duties:

- Select and retain a search consultant who will assist the search committee throughout the process.
- Draft and place advertisements for the position, using the statement of leadership qualities as the basis for advertising.
- Actively solicit nominations and applications from a diverse group of well-qualified persons.
- Oversee the receipt of and responses to applications and nominations from all sources.
- Screen applications using the leadership criteria as the basis for choice.
- Select and interview semifinalist candidates.
- Assist in checking references of semifinalists.
- Assist in arranging campus visits for finalists.
- Report to the board a summary of campus and community reactions to finalists.
- Ensure that appropriate information about the university and the presidency is provided to candidates at each stage of the screening process.
- Ensure that confidentiality is strictly observed with respect to applicants and to the committee's internal deliberations.

The Board of Trustees extends its gratitude to the members of the search committee for accepting this demanding assignment. You have the trustees' warmest wishes for a successful conclusion. The future of the university rests upon your wisdom.