



**Board of Trustees
Nominating and Governance Committee
President's Boardroom
August 5, 2016, 9:00 a.m.
Call-in Number: 800-442-5794, Passcode: 463796**

Agenda

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| 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 May 31, 2016, Nominating
And Governance Committee meeting minutes | Chair Yeargin |
| IV. NEW BUSINESS | |
| <ul style="list-style-type: none">• Review of Nominating and Governance
Committee charter (INFO-1)• Review of Board of Trustees Bylaws (INFO-2) | Scott Cole, <i>Vice President
and General Counsel</i>
Scott Cole |
| V. CLOSING COMMENTS | Chair Yeargin |



Board of Trustees
Nominating and Governance Committee
University of Central Florida
UCF *FAIRWINDS* Alumni Center
May 31, 2016

MINUTES

Trustee William Yeargin, chair of the Nominating and Governance Committee, called the meeting to order at 10:21 a.m. Committee member Beverly Seay was present. Committee members Alex Martins, Ray Gilley, and John Sprouls attended by teleconference call. Trustees Marcos Marchena, Clarence Brown, and Joseph Conte were present.

MINUTES APPROVAL

The minutes of the March 24, 2016, Nominating and Governance Committee meeting were approved as submitted.

NEW BUSINESS

Sixth Amended and Restated Bylaws

Scott Cole asked the committee to approve several changes to the Board of Trustees bylaws. These changes are requirements from the Board of Governors as required by statute. Section 4.2 requires a two-thirds vote to elect the chair to additional consecutive terms beyond the initial two terms. Section 4.3 requires the Chair to notify the Board of Governors or Governor whenever a board member has three consecutive unexcused absences from regular board meetings. Section 4.3 requires the minutes of each meeting to be posted on the university's website within two weeks of the meeting. The motion passed unanimously.

UCF Academic Health, Inc.

Scott Cole asked the committee to approve the certification of UCF Academic Health, Inc. as a direct support organization of the University. Cole also asked the committee to approve the Articles of Incorporation and the Bylaws of UCF Academic Health, Inc. This new entity will allow the College of Medicine to pursue partnerships and joint ventures with other entities to create new opportunities. The committee requested that "or designee" be added to Section 1(c) of the Bylaws. The motion passed unanimously.

Review of Nominating and Governance Committee Charter

Cole reviewed the Committee Charter and suggested that the committee meet further to discuss updating some of the functions of the committee.

Review of Board of Trustees Bylaws

Cole reviewed the bylaws and stated that it was an annual function to be performed by this committee.

Review of the Presidential Selection Process

Cole reviewed the Presidential Selection Process. The Board of Governors is in the process of issuing new guidelines and the committee will review this document again when the new regulation is approved.

The meeting adjourned at 10:36 a.m.

Respectfully submitted: _____

Scott Cole
Vice President and General Counsel

Date

ITEM: INFO-1

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

SUBJECT: Review of Nominating and Governance Committee Charter

DATE: August 5, 2016

PROPOSED COMMITTEE ACTION

Discuss the Nominating and Governance Committee charter and any possible updates.

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: August 5, 2016

PROPOSED COMMITTEE ACTION

Discuss the University Of Central Florida Board of Trustees Sixth Amended and Restated Bylaws.

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: 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

Sixth Amended and Restated Bylaws

May 31, 2016

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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 detailed minutes of any Board meeting, including a record of all votes cast and history of attendance of each trustee, , 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 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 May 31, 2016.

Secretary