

**Minutes
Board of Trustees Meeting
University of Central Florida
September 27, 2018**

Chairman Marcos Marchena called the meeting of the Board of Trustees to order at 1:17 p.m. in the *FAIRWINDS* Alumni Center on the UCF Orlando campus.

Marchena reminded the board that the meeting was covered by the Florida Sunshine Law and that the public and press were invited to attend.

WELCOME

Marchena welcomed the board members and called on Grant Heston, Associate Corporate Secretary, to call the roll. Heston determined that a quorum was present.

The following board members attended the meeting: Chairman Marcos Marchena, Vice Chair Robert Garvy, Josh Boloña, Kenneth Bradley, Danny Gaekwad, John Lord, Alex Martins, Beverly Seay, William Self, David Walsh, and William Yeargin. Trustee(s) John Sprouls and Joseph Conte attended via teleconference.

PUBLIC COMMENT

Fourteen members of the public signed up for public comment. Marchena reminded the board that these comments serve as public input and not public debate. Eleven comments related to the United Faculty of Florida (UFF) bargaining agreements and three were from students of the Puerto Rican Student Association (PRSA) who shared the impact that Hurricane Maria had on their lives and education.

MINUTES

Marchena called for approval of the July 19, 2018 and August 21, 2018, meeting minutes, which were approved unanimously.

Marchena called on President Dale Whittaker for remarks and introductions.

REMARKS

Whittaker thanked the faculty and students for their comments. He stated that he heard their concerns and that he looks forward to working together for a solution. He also thanked Marchena for his leadership in launching the Trevor Colbourn Hall investigation, and reinforced that UCF staff will fully cooperate with this Board, the Board of Governors and its Inspector General.

Whittaker stated that his job was to ensure the university's forward momentum and the continued excellence of this outstanding institution. To that end, he noted that he held two campus

conversations this past week where a number of people offered insights on three central questions: what will UCF look like in the future, what are our areas of greatest potential and what do we need to do to make it happen.

Whittaker briefly reflected on the themes from the forums:

- Students want deep and meaningful relationships with faculty members.
- Learning while doing — learning in authentic contexts, whether that is in a job, a studio or in research — in addition to learning in a simulated context.
- Individualized learning at scale.
- Diversity is strategically important to this institution.
- Future strengths may lay in the intersections of our current strengths, like healthcare, hospitality, engineering and business.
- Concern that problem-based teams may potentially flatten the workforce from a point of view from staff, faculty and students.

Whittaker discussed that talent, ideas and innovations are necessary components of a model 21st-century university. He highlighted that *U.S. News and World Report*, which ranks UCF among the Top 10 most innovative universities in the nation – above Harvard, Johns Hopkins, Duke and all other Florida schools.

Whittaker also highlighted that UCF was designated as a Microsoft Flagship School. He stated that UCF will work with Microsoft to evaluate and develop new educational initiatives that optimize learning. He shared a video from Melinda Gates highlighting her visit to UCF in October. Whittaker noted that this video is a great example of learning as a human endeavor that happens between two people, a student and a faculty member, but one that is aided by technology.

Whittaker indicated that last week UCF celebrated a milestone when it participated in National Hispanic-Serving Institutions Week. The university has approximately 18,000 Hispanic students, which allows the university to self-identify as Hispanic-Serving (joining more than 490 universities and colleges). He stated that this makes the university eligible to apply for the federal designation by late 2018 or early 2019, which further allows the university the opportunity for new scholarship and grant opportunities.

Whittaker also recognized that last week marked the one-year anniversary of Hurricane Maria's devastation of Puerto Rico. He noted that since spring, UCF has enrolled nearly 250 students from Puerto Rico and a key driver of this was the tuition waiver, which the board generously approved, as well as UCF's proactive response in accommodating displaced students. He recognized and thanked Congresswoman Stephanie Murphy for the bill to offset the cost of the out of state tuition for the displaced students.

Whittaker introduced Dr. Fernando Rivera, the interim Assistant Vice Provost for Faculty Excellence and Director of the new Puerto Rico Research Hub. Rivera shared his research on

disaster resiliency, the impacts of Hurricane Maria on the Central Florida region, the issues with integration and the role of public universities in disaster recovery.

Whittaker stated that although he introduced two new leadership positions at the July board meeting, time did not allow the new leaders to speak. He invited Dr. Thad Seymour, Jr., Vice President for Partnerships and Chief Innovation Officer, and Janet Owen, Vice President for Governmental Relations, to address the board.

Seymour stated his vision included accelerating the trajectory of Orlando, leading Florida in becoming one of the great states in the 21st century and making the university a model of a higher education institution to our peers. He said his team's focus would be on three main principles: developing and attracting the best talent; excelling at what we choose to do; and doing more with other people's capital.

Owen said Governmental Relations would develop strategies to attain public funding goals and foster relationships with elected officials, executive branch leaders, the Board of Governors and institutions on the local, state and federal levels. Owen also noted that she create a Trustee Engagement Plan and work with Alumni Relations, the medical college, Research and Student Government Administration.

Whittaker concluded by noting that the January board meeting will be held at the Rosen Campus.

REPORTS

Marchena introduced Dr. Cyndia Muñiz, Assistant Director of Hispanic Initiatives in the Office of Diversity and Inclusion to provide a Hispanic Serving Institution update. Dr. Muñiz's report highlighted that the university is expected to be named an eligible Hispanic Serving Institution (HSI) on the federal designation list published later this year. She noted that this designation provides access to additional resources that strengthen institutional capacity and contribute to the achievement of preeminence goals.

Marchena asked that Trustee Beverly Seay update the Board on the Bryan Cave Leighton Paisner (Bryan Cave) investigation. Seay said there is a new engagement letter that identifies the Board of Trustees as the client and describes the scope of the investigation consistent with the charge given by Chairman Marchena at the last board meeting. With her approval, Bryan Cave retained Price Waterhouse Cooper (PWC) to provide forensic accounting services in connection with the investigation.

Seay said that Bryan Cave and PWC are conducting on-campus interviews this week and next. Julie Leftheris, Board of Governors' Office of the Inspector General, is also on-site participating in interviews and other investigation activities. Seay noted that steps were taken to preserve relevant electronically stored information, including emails, and that university personnel were directed to retain paper and electronic information relevant to the investigation. She said Bryan Cave had determined that all current board members that served on the 2014 board may be

interviewed as part of the investigation, which includes herself. The board reconfirmed their support of Seay overseeing the investigation.

AUDIT, OPERATIONS REVIEW, COMPLIANCE, AND ETHICS COMMITTEE REPORT

Seay, Chair of the Audit and Compliance Committee, reported highlights from the committee meeting held on August 28, 2018.

- Christina Serra, Director of Compliance and Ethics and Interim Chief Compliance and Ethics Officer, and Robert Taft, Chief Audit Executive, discussed section H of the committee charter on evaluating performance. It was agreed Serra and Taft would create a committee effectiveness survey.
- Serra provided an update on the approved office charter, which removed the reporting line to the Chief of Staff.
- Taft provided an update on audits in process, details on IT Risk Assessment process and an update on the department's ongoing Quality Assurance review. He also discussed the department's mission and vision statements.
- Serra provided an update on the University Compliance, Ethics, and Risk program, 2017-18 work plan status of all activities, 2018 Compliance and Ethics Culture Survey and the 2018-19 Compliance and Ethics Annual Work Plan.

COMPENSATION AND LABOR COMMITTEE REPORT

John Sprouls, Chair of the Compensation and Labor Committee, reported highlights from the committee meeting held earlier that day.

Sprouls reported that the following items were unanimously approved by the committee and placed on the board's consent agenda:

- CLC – 1 Collective Bargaining Agreement between the University of Central Florida Board of Trustees and the Police Benevolent Association.
- CLC – 2 Impact Bargaining Between the University of Central Florida Board of Trustees and the United Faculty of Florida - BOT Proposal #2

EDUCATIONAL PROGRAMS COMMITTEE REPORT

Robert Garvy, Chair of the Educational Programs Committee, reported highlights from the committee meeting held earlier in the day.

Garvy reported that the following items were unanimously approved by the committee and placed on the board's consent agenda:

- EPC – 1 Tenure with Hire
- EPC – 2a Ph.D. in Aerospace Engineering
- EPC – 2b Bachelor of Science in Materials Science and Engineering
- EPC – 3 Credit Hours Exception Requirement Bachelor of Science in Materials Science and Engineering
- EPC – 4 2018 SUS Textbook and Instructional Materials Affordability Annual Report

Garvy presented the following informational updates:

- INFO – 1 2017-18 Academic Program Review Results
 - Paige Borden, Associate Provost for Academic Program Quality and Associate Vice President Institutional Knowledge Management, discussed the 2017-18 Academic Program Review cycle, which included four colleges, 14 departments, and 48 programs. Results included strengths, weakness and recommendations for each program.
- Provost Update
 - Elizabeth Dooley, Interim Provost and Vice Provost for Teaching and Learning and Dean, College of Undergraduate Studies and Professor, College of Community Innovation and Education, provided the updates below:
 - Collaborative way UCF leaders and deans are working to achieve higher student retention and reach other metrics.
 - Update on UCF Downtown progress.
 - Discussion on the implementation of new software called Curriculog Acalog for course catalog and curriculum management.
 - Update on the dean's search for the College of Health Professions and Sciences.
 - Faculty spotlight from Pam Wisniewski, Assistant Professor Computer Science.

FINANCE AND FACILITIES COMMITTEE REPORT

Trustee David Walsh reported highlights from the committee meeting of August 15, 2018, which included:

- William Merck presented on several new project updates for the UCF 2015-25 Campus Master Plan. Walsh reported the committee unanimously approved the addition of the Learning Laboratory on the Campus Master Plan. The other potential projects were tabled for a future board meeting.
- Merck and Jennifer Cerasa, Associate General Counsel, presented on the UCF Downtown Campus Housing Management Agreement, which was unanimously approved by the committee.
- Merck and Cerasa presented on the purchase of the L3 Building, which was unanimously approved by the committee.
- Bill Martin, Director of Facilities Planning, gave a detailed report on the status of active and planned construction and renovation projects on campus as an info item.

Trustee Alex Martins, Chair of the Finance and Facilities Committee, reminded the board that the UCF Downtown Campus Housing agreement was on the consent agenda today as FF – 5. He reported highlights from the meeting held earlier in the day and noted that the following items were unanimously approved by the committee. With his motion, the board unanimously approved the items listed below:

- FF – 1 UCF Downtown Campus Store Award
- FF – 2 Puerto Rico Tuition Waiver Extension
- FF – 3 Capital Projects Approval Policy

Martins reported that the committee had also approved the following item, with the stipulation that the committee add Key Performance Indicators (KPI's) to the contract. Trustee Sprouls recused himself from this vote. With his motion, the board approved the item below:

- FF – 4 Concessions Award

NOMINATING AND GOVERNANCE COMMITTEE REPORT

William Yeargin, Chair of the Nominating and Governance Committee, reported highlights from the committee meeting held earlier that day:

- INFO – 1 Reports from four of the university's direct support organizations: UCF Foundation, UCF Research Foundation, UCF Convocation Corporation and Limbitless Solutions.

Yeargin reported that the following items were unanimously approved by the committee and placed on the board's consent agenda:

- NGC – 1 Amendments to University Regulation UCF-3.0124 Discipline and Termination for Cause of Non-Unit Faculty and A&P Staff Members
- NGC – 2 Amendments to University Regulation UCF-3.014 Faculty and Administrative and Professional Development Leave Programs
- NGC – 3 Amendments to University Regulation UCF-3.038 Advance Notice of Separation for University Support Personnel System Employees
- NCG – 4 Amendments to University Regulations UCF-3.042 Separations from Employment

CONSENT AGENDA

Trustee Kenneth Bradley made a motion to accept the consent agenda and it was unanimously approved.

- AUD – 1 University Compliance, Ethics and Risk Charter (Seay)
- CL – 1 Collective Bargaining Agreement Between the University of Central Florida Board of Trustees and the Police Benevolent Association (Sprouls)
- CL – 2 Impact Bargaining Between the University of Central Florida Board of Trustees and the United Faculty of Florida – BOT Proposal #2 (Sprouls)
- EP – 1 Tenure with Hire (Garvy)
- EP – 2a Doctorate in Aerospace Engineering (Garvy)
- EP – 2b Bachelor of Science in Materials Science and Engineering (Garvy)

- EP – 3 Exception to the 120 Credit Hours Requirement for Baccalaureate Programs for Bachelor of Science in Materials Science and Engineering (Garvy)
- EP – 4 Textbook and Instructional Materials Affordability Annual Report (Garvy)
- FF – 5 UCF Downtown Campus Housing Management Agreement (Martins)
- NG – 1 Amendments to University Regulation UCF-3.0124 Discipline and Termination for Cause of Non-Unit Faculty and A&P Staff Members (Yeargin)
- NG – 2 Amendments to University Regulation UCF-3.014 Faculty and Administrative and Professional Development Leave Programs (Yeargin)
- NG – 3 Amendments to University Regulation UCF-3.038 Advance Notice of Separation for University Support Personnel System Employees (Yeargin)
- NG – 4 Amendments to University Regulations UCF-3.042 Separations from Employment (Yeargin)

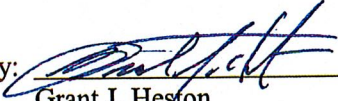
ANNOUNCEMENTS AND ADJOURNMENT

Marchena requested that Whittaker stay focused on what is important to the long-term advancement of UCF. He charged him with continuing to educate students, improving first-year retention and graduation rates and ensuring low tuition. Whittaker accepted the charge.

Marchena announced the following upcoming meetings:

- | | |
|----------------|--|
| Trustee Summit | November 7, 2018 (Florida Atlantic University, Boca Raton) |
| BOT meeting | November 15, 2018 (FAIRWINDS Alumni Center) |
| Commencement | December 14 – 15, 2018 (CFE Arena) |

Marchena adjourned the board meeting at 4 p.m.

Respectfully submitted by:  Date: 1/16/19
Grant J. Heston
Associate Corporate Secretary

FORM 8A MEMORANDUM OF VOTING CONFLICT FOR STATE OFFICERS

LAST NAME—FIRST NAME—MIDDLE NAME Sprouls - John - Robert	NAME OF BOARD, COUNCIL, COMMISSION, AUTHORITY, OR COMMITTEE BOARD OF TRUSTEES
MAILING ADDRESS 622A BLAKEFORD DRIVE	NAME OF STATE AGENCY UNIVERSITY OF CENTRAL FLORIDA
CITY COUNTY WINDERMERE ORANGE	MY POSITION IS: <input type="checkbox"/> ELECTIVE <input checked="" type="checkbox"/> APPOINTIVE
DATE ON WHICH VOTE OCCURRED 9/27/18	

WHO MUST FILE FORM 8A

This form is for use by any person serving at the State level of government on an appointed or elected board, council, commission, authority, committee, or as a member of the Legislature. It applies to members of advisory and non-advisory bodies who are presented with a voting conflict of interest under Section 112.3143, Florida Statutes.

Your responsibilities under the law when faced with voting on a measure in which you have a conflict of interest will vary greatly depending on whether you hold an elective or appointive position. For this reason, please pay close attention to the instructions on this form before completing and filing the form.

INSTRUCTIONS FOR COMPLIANCE WITH SECTION 112.3143, FLORIDA STATUTES

ELECTED OFFICERS:

As a person holding elective state office, you may not vote on a matter that you know would inure to your special private gain or loss. However, you may vote on other matters, including measures that would inure to the special private gain or loss of a principal by whom you are retained (including the parent or subsidiary or sibling organization of a principal by which you are retained); to the special private gain or loss of a relative; or to the special private gain or loss of a business associate. If you vote on such a measure or if you abstain from voting on a measure that would affect you, you must make every reasonable effort to disclose the nature of your interest as a public record in a memorandum filed with the person responsible for recording the minutes of the meeting, who shall incorporate the memorandum in the minutes. If it is not possible for you to file a memorandum before the vote, the memorandum must be filed with the person responsible for recording the minutes of the meeting no later than 15 days after the vote.

For purposes of this law, a "relative" includes only your father, mother, son, daughter, husband, wife, brother, sister, father-in-law, mother-in-law, son-in-law, and daughter-in-law. A "business associate" means any person or entity engaged in or carrying on a business enterprise with you as a partner, joint venturer, coowner of property, or corporate shareholder (where the shares of the corporation are not listed on any national or regional stock exchange).

A member of the Legislature may satisfy the disclosure requirements of this section by filing a disclosure form created pursuant to the rules of the member's respective house if the member discloses the information required by this subsection, or by use of Form 8A.

* * * * *

APPOINTED OFFICERS:

As a person holding appointive state office, you are subject to the abstention and disclosure requirements stated above for Elected Officers. You also must disclose the nature of the conflict before voting or before making any attempt to influence the decision by oral or written communication, whether made by you or at your direction.

For purposes of this law, a "relative" includes only your father, mother, son, daughter, husband, wife, brother, sister, father-in-law, mother-in-law, son-in-law, and daughter-in-law. A "business associate" means any person or entity engaged in or carrying on a business enterprise with you as a partner, joint venturer, coowner of property, or corporate shareholder (where the shares of the corporation are not listed on any national or regional stock exchange).

IF YOU INTEND TO MAKE ANY ATTEMPT TO INFLUENCE THE DECISION PRIOR TO THE MEETING AT WHICH THE VOTE WILL BE TAKEN:

- You must complete and file this form (before making any attempt to influence the decision) with the person responsible for recording the minutes of the meeting, who will incorporate the form in the minutes.
- A copy of the form must be provided immediately to the other members of the agency.
- The form must be read publicly at the next meeting after the form is filed.

IF YOU MAKE NO ATTEMPT TO INFLUENCE THE DECISION EXCEPT BY DISCUSSION OR VOTE AT THE MEETING:

- You must disclose orally the nature of your conflict in the measure before participating.
- You must complete the form and file it within 15 days after the vote occurs with the person responsible for recording the minutes of the meeting, who must incorporate the form in the minutes. A copy of the form must be provided immediately to the other members of the agency, and the form must be read publicly at the next meeting after the form is filed.

DISCLOSURE OF STATE OFFICER'S INTEREST

I, JOHN R. SPROLLS, hereby disclose that on SEPTEMBER 27, 20 18:

(a) A measure came or will come before my agency which (check one or more)

- inured to my special private gain or loss;
- inured to the special gain or loss of my business associate, _____;
- inured to the special gain or loss of my relative, _____;
- inured to the special gain or loss of _____, by whom I am retained; or
- inured to the special gain or loss of SPECTRA FOOD SERVICES, which is the parent, subsidiary, or sibling organization of a principal which has retained me.

(b) The measure before my agency and the nature of my conflicting interest in the measure is as follows:

SPECTRA WAS A BIDDER FOR A CONCESSIONS CONTRACT WITH UCF. SPECTRA IS OWNED BY COMCAST/NBCUNIVERSAL, WHICH ALSO IS THE OWNER OF UNIVERSAL PARKS & RESORTS, MY EMPLOYER. THEREFORE, I ABSTAINED FROM THE BOARD'S DECISION TO REWARD THE CONCESSION TO SPECTRA.

If disclosure of specific information would violate confidentiality or privilege pursuant to law or rules governing attorneys, a public officer, who is also an attorney, may comply with the disclosure requirements of this section by disclosing the nature of the interest in such a way as to provide the public with notice of the conflict.

9/27/18
Date Filed

[Signature]
Signature

NOTICE: UNDER PROVISIONS OF FLORIDA STATUTES §112.317, A FAILURE TO MAKE ANY REQUIRED DISCLOSURE CONSTITUTES GROUNDS FOR AND MAY BE PUNISHED BY ONE OR MORE OF THE FOLLOWING: IMPEACHMENT, REMOVAL OR SUSPENSION FROM OFFICE OR EMPLOYMENT, DEMOTION, REDUCTION IN SALARY, REPRIMAND, OR A CIVIL PENALTY NOT TO EXCEED \$10,000.