



UNIVERSITY OF CENTRAL FLORIDA

**Board of Trustees
Nominating and Governance Committee
FAIRWINDS Alumni Center
November 15, 2018
10:15 a.m. – 10:30 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 | Chair Yeargin |
| • Approval of the September 27, 2018 Nominating and Governance Committee meeting minutes | |
| IV. NEW BUSINESS | |
| • Appointment of Board Members to UCF Foundation (NGC-1) | Scott Cole
<i>Vice President and General Counsel</i> |
| • Appointment of Board Members to Limbitless Solutions, Inc. (NGC-2) | Scott Cole |
| • Appointment of Board Member to UCF Research Foundation (NGC-3) | Scott Cole |
| • Amendments to University Regulation UCF-4.010 Solicitation on Campus (NGC-4) | Scott Cole
Youndy Cook
<i>Deputy General Counsel</i> |
| V. CLOSING COMMENTS | Chair Yeargin |



UNIVERSITY OF CENTRAL FLORIDA

**Board of Trustees
Nominating and Governance Committee
FAIRWINDS Alumni Center
September 27, 2018**

MINUTES

CALL TO ORDER

Trustee William Yeargin, chair of the Nominating and Governance Committee, called the meeting to order at 10:30 a.m. Committee members John Lord, Alex Martins, and Beverly Seay were present and committee member John Sprouls attended by telephone. Chairman Marcos Marchena and Trustees Kenneth Bradley, Danny Gaekwad, William Self, and David Walsh were also present.

MINUTES APPROVAL

The minutes from the July 19, 2018, and the August 17, 2018 Nominating and Governance Committee meetings were approved as submitted.

NEW BUSINESS

Direct Support Organization reports (INFO-1)

Marchena gave the annual report for the UCF Foundation. Bradley gave the annual report for the UCF Research Foundation. Seay gave the annual report for the UCF Convocation Corporation. Walsh gave the annual report for Limbitless Solutions, Inc.

Amendments to University Regulation UCF-3.0124 Discipline and Termination for Cause of Non-Unit Faculty and A&P Staff Members (NGC-1)

Youndy Cook asked the committee to approve amendments to UCF-3.0124 to clarify that it only applies to non-unit A&P employees as well as non-unit faculty. The explanation of when an employee would be placed on administrative leave was removed and instead refers to related information in Regulation UCF-3.040. The committee unanimously approved the proposed amendments.

Amendments to University Regulation UCF-3.014 Faculty and A&P Development Leave Programs (NGC-2)

Cook asked the committee to approve amendments to UCF-3.014 which explains the purpose of administrative and professional development leave for faculty administrators preparing to return to teaching. The committee unanimously approved the proposed amendments.

Amendments to University Regulation UCF-3.038 Advance Notice of Separation for USPS Employees (NGC-3)

Cook asked the committee to approve amendments to UCF-3.038 which renames the regulation, amends the notice period to 16 weeks from 6 months, and adds new language concerning employee pay during the notice period. The committee unanimously approved the proposed amendments.

Amendments to University Regulations UCF-3.042 Separations from Employment (NGC-4)

Cook asked the committee to approve amendments to UCF-3.042 which adds language regarding the eligibility of employees who resign while under investigation by the university to be rehired. The committee unanimously approved the proposed amendments.

The meeting adjourned at 11:08 a.m.

Reviewed by:

William Yeargin
Chair, Nominating and Governance
Committee

Date

Respectfully submitted:

Grant J. Heston
Associate Corporate Secretary

Date

ITEM: NGC-1

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

SUBJECT: Appointment of Board Members to the UCF Foundation

DATE: November 15, 2018

PROPOSED COMMITTEE ACTION

Approve the appointment of new board member candidates to the UCF Foundation Board of Directors.

BACKGROUND INFORMATION

Florida Statute 1004.28(3) now requires that the university board of trustees approve all board appointments to direct support organizations.

Supporting documentation: Attachment A: New Board Member Candidate Bios

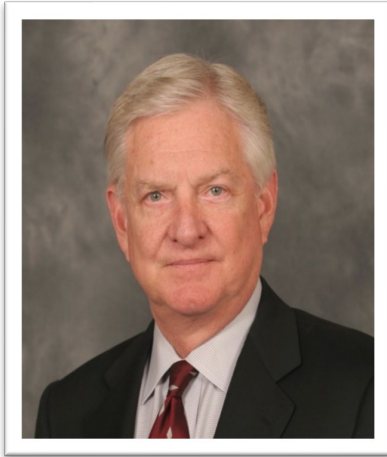
Prepared by: Scott Cole, Vice President and General Counsel

Submitted by: Scott Cole, Vice President and General Counsel

Advancement | UCF Foundation, Inc.

Clarence H. (Buck) Brown III, M.D.

UCF Foundation Board Candidate



Dr. Brown was born in Ft. Lauderdale, Florida and grew up in Orlando. He attended William R. Boone High School where he was president of the student body in his senior year. In 2002, he was inducted into the William R. Boone High School Athletic Hall of Fame. He attended Emory University in Atlanta where he graduated with a BA degree in chemistry in 1962 and an MD, summa cum laude, in 1966. Dr. Brown trained in internal medicine and hematology at the Johns Hopkins Hospital in Baltimore and in medical oncology at the National Cancer Institute in Bethesda, Maryland. Following the completion of his training, he became a member of the faculty of the Baylor College of Medicine in Houston, where he was a Howard Hughes Research Fellow.

In 1975, Dr. Brown returned to Central Florida to practice hematology and medical oncology. He has served as medical director of the Hemophilia Association of Orlando and the Hospice of Central Florida. In 1988, Dr. Brown served as President of the Orange County Medical Society. He has served on numerous boards in Orlando and is past-Chairman of the Board of Directors of the Orlando Health Foundation. He has served on the Florida Division Board of Directors of the American Cancer Society and as a delegate to the National Assembly of the ACS. From 2001 through 2003, Dr. Brown was chairman of the Cancer Research and Advisory Council for the state of Florida, appointed by then-governor Jeb Bush. He was named one of the “Best Doctors in America” from 1996 to 2011 and in 1998 was named one of the 25 most influential leaders in health care in Central Florida. He has been identified by Orlando Magazine as one of the “Best Doctors in Orlando” and by Orlando Business Journal as a “Who’s Who in Health Care.”

He was the founding medical director of MD Anderson – Orlando which became the first affiliate of the renowned cancer center in Houston in 1991. He then served as President and CEO of MD Anderson Cancer Center Orlando from 1997 to 2012. In 2012, Dr. Brown retired from MD Anderson – Orlando with the title of President Emeritus. He then joined the Orlando Health Foundation as Vice President of Development for Oncology from which he fully retired in January 2014.

In July 2013, he was appointed by Governor Rick Scott to the University of Central Florida Board of Trustees for a five-year term ending in January 2018. While a trustee he chaired the Advancement Committee and Strategic Planning Committee.

Dr. Brown is married to Ann Elisabeth Moulton whom he met when both were students at Emory. Buck and Ann have three daughters and five grandchildren with whom they enjoy supporting each in their respective business, athletic and thespian pursuits.

In 2015, Dr. and Mrs. Brown created the Clarence H. Brown III MD & Ann M. Brown Endowed M.D. Scholarship in the UCF College of Medicine.

Advancement | UCF Foundation, Inc.

Catherine (Cathy) McCaw-Engelman

UCF Foundation Board Candidate



Cathy McCaw-Engelman, a Winter Park native, has a long history of working in the health care industry, in the areas of home health care management, prescription management, and medical translation. As owner of Optimal Translation and Transportation Services for more than a decade, she provided medical translation and transportation to clients nationwide.

She sold her business and retired in 2011, but has continued to remain involved in the wellbeing of others through her philanthropy. She is a member of Council of 101 through the Orlando Museum of Art, a group of 300 women leaders in Central Florida working to raise money and further the cultural development and appreciation of the visual arts in Florida. She also continues to give her time and support to St. Margaret Mary Catholic School and Bishop Moore High School.

In 2017, Cathy and her family established the "Catherine McCaw-Engelman and Family Cancer Research Collaborative Fund" in honor of her sister who lost a battle with cancer earlier that year. Cathy's gift provided support for Dr. Annette Khaled who leads the UCF College of Medicine's cancer research division, to purchase the CELLSEARCH system to advance her cancer research. Additionally, Cathy established the "Catherine McCaw-Engelman Tennis Scholarship" in UCF Athletics to honor her late father, Andrew McCaw.

Cathy lives her life by the verse, "To whom much is given, much will be required." She believes that if you have been blessed with talents, wealth, knowledge, and time, it is expected that you will use these gifts to help others.

Cathy has two children, Madison and Ian, and her beloved golden retriever, Marley.

ITEM: NGC-2

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

SUBJECT: Appointment and Reappointment of Board Members to Limbitless Solutions

DATE: November 15, 2018

PROPOSED COMMITTEE ACTION

Approve the appointment of two new board members to, and the reappointment of seven current members of, to the Limbitless Solutions Board of Directors.

BACKGROUND INFORMATION

Florida Statute 1004.28(3) now requires that the university board of trustees approve all board appointments to direct support organizations.

Supporting documentation: Attachment A: New board member candidate bios and list of reappointed board members

Prepared by: Scott Cole, Vice President and General Counsel

Submitted by: Scott Cole, Vice President and General Counsel

Attachment A

New board members:

Janet Owen

Janet Owen is the Vice President for Government Relations and Associate General Counsel for the University of Central Florida. She serves as the university's principle liaison with federal, state and local governmental offices, and legislative bodies. She is responsible for development and implementation of strategies and programs to attain public funding goals, and to foster mutually supportive, on-going relationships with elected officials, executive branch leaders and other education institutions. A graduate of the University of Florida, Janet received her law degree from Stetson University College of Law and spent nearly a decade in private practice before entering the field of higher education law and advocacy. She has been with UCF since June 2018.

Anne Smallwood

Anne Smallwood, MS, CCRA, finished her undergraduate degree in Physics at Grinnell College, and completed her MS in Clinical Research at Drexel University College of Medicine. Anne spent more than 4 decades in BioPharma, primarily in Medical Affairs. She participated in 14 successful launches (in Reproductive Endocrinology, Solid Organ & Bone Marrow Transplant, Oncology, and Immuno-oncology) operationalized clinical trials and REMS programs, and participated in War Games and Strategic Planning. She currently serves as a member on the National Council of Trustees for National Jewish Health. She also serves as an ad hoc advisor (emphasizing PharmacoEconomic and Health Outcomes Research) to Limbitless Solutions while teaching at Drexel University College of Medicine School of Graduate and Professional Studies. Anne is one of Limbitless Solutions founding "Lasting Legacy" planned giving donors, and is actively working to support our clinical development.

Reappointment of existing board members:

Dr. Deborah German

Trustee David Walsh

Dr. Michael Georgiopoulos

Tracy Clark

Dale Jackson

Brendan Jones

Michelle Hawley

ITEM: NGC-3

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

SUBJECT: Appointment of Board Member to the UCF Research Foundation

DATE: November 15, 2018

PROPOSED COMMITTEE ACTION

Approve the appointment of Kathy Mitchell to the UCF Research Foundation Board of Directors.

Kathy Mitchell is the interim Chief Financial Officer for the University of Central Florida. She has worked at the university since 1999, most recently as the Associate Director of University Audit, where she managed advisory services and supervised audits. She has a Bachelor of Science in Psychology from the University of Central Florida, and a Master of Science in Psychology and a Bachelor of Arts in Accounting from Florida State University. Kathy is a Certified Public Accountant and a Certified Compliance and Ethics Professional.

BACKGROUND INFORMATION

Florida Statute 1004.28(3) now requires that the university board of trustees approve all board appointments to direct support organizations.

Supporting documentation: None

Prepared by: Scott Cole, Vice President and General Counsel

Submitted by: Scott Cole, Vice President and General Counsel

ITEM: NGC-4

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

SUBJECT: Amendments to University Regulation UCF-4.010

DATE: November 15, 2018

PROPOSED COMMITTEE ACTION

Approve amendments to University of Central Florida Regulation UCF-4.010 Solicitation on Campus.

BACKGROUND INFORMATION

Florida Board of Governors Regulation 1.001 provides that “Each Board of Trustees is authorized to promulgate university regulations in accordance with the Regulation Development Procedure adopted by the Board of Governors.”

Regulation UCF-4.010 is amended to remove outdated language regarding solicitation credentials.

Supporting documentation: Attachment A: Proposed Amended Regulation UCF-4.010 (redline)

Prepared by: Youndy Cook, Deputy General Counsel

Submitted by: Scott Cole, Vice President and General Counsel

UCF-4.010 Solicitation on Campus.

(1) This regulation applies to all solicitors.

(2) Definitions

(a) For purposes of this regulation, “campus” shall be defined to include all properties and facilities under the guidance, supervision, regulation, or control of the University of Central Florida or any of its direct support organizations, and all fraternity and sorority houses on the campus.

(b) Solicitation is defined to be any act or event conducted for the purpose of financial or commercial gain to the vendor, individual(s) or organization(s). For purposes of this regulation, solicitation includes:

1. the sale, lease, rental or offer for sale, lease, rental, or distribution of any property, product, merchandise, publication or service, whether for immediate or future delivery; or
2. the distribution or display of printed material, merchandise, or products – whether through printed or media advertising, sponsorships, or otherwise – that is designed to publicize, advertise, encourage the purchase, use, or rental of any property, product, merchandise, publication or service.

(c) Solicitor is defined to be any person, individual, vendor, or business that engages or wishes to engage in solicitation. The term solicitor would include any university department, group, organization, employee, student, student organization, vendor, or visitor that engages or wishes to engage in solicitation.

(d) University contract is defined to mean any university obligation, commitment, or contract that obliges the university in any way, whether or not money is exchanged, or which relates to the needs of the university’s own operations or academic mission. The term university contract would include bond obligations, support of university departments or direct support organizations, agreements with vendors and suppliers, and other commitments the university has made or may make.

(3) Solicitation is prohibited on campus without prior approval. UCF Business Services is the primary authority for approving solicitation on campus. Except as provided in this regulation, university departments, units, and DSOs must have approval prior to entering into any contract allowing solicitation on campus by any third party.

(4) All approved solicitation must be appropriate for the university community, benefit the students, faculty, and staff, and be conducted in a manner that will not:

- (a) obstruct vehicular, bicycle, pedestrian, or other traffic;
- (b) obstruct entrances or exits to buildings or driveways, or impede entry to or exit from any building or parking lot or vehicular path;
- (c) interfere with educational or administrative activities inside or outside any building;
- (d) violate a law, rule, regulation, or ordinance;
- (e) interfere with scheduled university ceremonies or events;
- (f) interfere with or disrupt normal university operations;
- (g) damage property, including grass, shrubs, trees, or other landscaping;
- (h) harass, embarrass, or intimidate the person or persons being solicited;
- (i) violate or impair any existing university contract, as defined above.

(5) Solicitors wishing to engage in solicitation activity at the University of Central Florida must contact and obtain approval through UCF Business Services. ~~Approved solicitors will be issued solicitation credentials that must be provided upon request by a law enforcement or university official, and must be displayed prominently during the solicitation.~~

(6) Solicitation procedures:

- (a) Vendors must obtain prior approval ~~and solicitation credentials~~ from UCF Business Services for solicitation. Approvals may be subject to a processing fee. A vendor credential processing fee may be assessed.
- (b) Vendors must adhere to the requirements established by UCF for the safety of the event and any rules as may be mandated by UCF's Department of Environmental Health and Safety and/or University Police.
- (c) UCF is not responsible for any loss, theft, or damage to vendors' equipment or goods. Vendors are responsible for the security of their property.
- (d) Those violating this policy will be instructed to cease and desist immediately and may be asked to leave the property. Additionally, a no-trespass warning by the UCF police may be issued to violators.
- (e) Failure of officially registered, active student organizations to comply with this regulation may result in student disciplinary action taken against such organizations, including the loss of the privilege to engage in solicitation on

campus, the loss of the privilege to register as a student organization, as well as other disciplinary action. Failure of a student to comply with this regulation may result in student disciplinary action taken against the student.

- (f) By requesting the opportunity for solicitation on the premises, a solicitor warrants that it may lawfully sell or promote its product, service or idea and that such activity does not violate any law, and does not violate any trademark, copyright, or similar proprietary interest.
- (g) A university department, unit, or direct support organization wishing to enter into a contract with a third party that will involve the third party engaging in solicitation on campus must consult with and obtain the approval of UCF Business Services or designee prior to entering to any such contract.

(7) Special Requirements for Food or Beverage Vendors. The university has contractual relationships with specific companies for food and beverage provision on campus. Specifically, the university has an exclusive concessionaire, a preferred caterer, and an exclusive pouring rights and sponsorship agreement. Any other food or beverage vendors may only solicit at the university if their solicitation conforms with these prior contractual arrangements, as well as with other university requirements and policies. Food or beverage vendors must comply with all legal health and safety requirements. Food or beverage vendors may be referred to the university's contractual partners for contractual and administrative oversight. Preference will be given to existing on-site merchants.

(8) Printed Materials Distribution and Posting

- (a) A solicitor must obtain prior approval for solicitation from UCF Business Services for printed material distribution and posting in campus common areas. Refer also to the university's signage policy.
- (b) Posting or otherwise affixing information or items to UCF buildings or property other than bulletin boards is prohibited. Those wishing to post academic-related material on a bulletin board must gain approval from the building coordinator. As a general rule the building coordinator allows items from 1) faculty for their own classes, 2) Student Government Association, or 3) Administration (EHS/Safety/Police). Non-academic solicitation requests must be approved by the Director of Business Services.

- (c) Posting or otherwise affixing printed material or other items on vehicles parked in UCF parking facilities is prohibited.

(9) Exceptions

- (a) Student Union Market Day. This policy does not apply to activities at the Student Union on Market Day as long as the activities do not violate or impair any existing university contract or this regulation. The Director of the Student Union or designee in accordance with Student Union policy regulates activities in the Student Union grounds.
- (b) Football Game Day. On campus football game days, the area designated as the “Gold Zone” is regulated for solicitation purposes by the UCF Athletics Association, Inc. (“UCFAA”), and they may approve solicitation in that area so long as the solicitation does not violate or impair any existing university contract and does not violate paragraph (4) of this regulation. The UCFAA and their designee(s) regulate activities within the Gold Zone. SGA-sponsored functions and student activities may be conducted on Memory Mall in specifically defined areas as long as these activities do not violate or impair any existing university contract or this regulation.
- (c) Registered student organizations that have written permission from the Director of the Student Union and/or the appropriate building coordinator to conduct a solicitation to benefit only the student organization have exception from this policy, as long as the activities do not violate or impair any existing university contract or this regulation. No person or entity outside of the student organization shall participate in the solicitation or receive any financial or other benefit or thing of value from the solicitation. Examples of such solicitations include but are not limited to bake sales and similar fundraising activities, distribution of literature, speakers, giveaway promotions, or signing of petitions.
- (d) The university has contractual relationships with merchants that maintain regular business hours on campus in contractually defined locations. Those merchants are engaged in approved solicitation only to the extent they are operating within the terms of their contracts and the confines of their defined locations on campus. If an established merchant on campus wishes to solicit on campus outside of their

contractually defined location, they must seek approval for that solicitation and comply with this regulation.

Authority: BOG Regulation 1.001. History—New 10-8-75, Amended 10-30-78, Formerly 6C7-4.10, Amended 4-27-03, 1-5-09; Formerly 6C7-4.010. Amended 5-5-14, _____-18.