



UNIVERSITY OF CENTRAL FLORIDA

Board of Trustees Emergency Meeting
February 21, 2019
***FAIRWINDS* Alumni Center**
REVISED Agenda
10 a.m.
800-442-5794, passcode 463796

- | | |
|------------------------------|--|
| 1. Welcome and call to order | Robert Garvy, Chairman |
| 2. Roll Call | Grant J. Heston, Associate Corporate Secretary |
| 3. Public Comment | Grant J. Heston |
| 4. New Business | Chairman Garvy |
| BOT – 1 Approval | Resignation of President Whittaker |
| BOT – 2 Approval | Nomination Process for Chair and Vice Chair |
| 5. Other New Business | Chairman Garvy |
| 6. Adjournment | Chairman Garvy |

ITEM: BOT-1

UCF BOARD OF TRUSTEES

February 21, 2019

Title: Resignation of President Whittaker

Background

President Whittaker tendered his resignation to the Board of Trustees on February 19, 2019.

Issues to be Considered:

Whether it is in the best interests of the University of Central Florida to accept the tendered resignation.

Alternatives to Decision:

To not accept the tendered resignation.

Fiscal Impact and Source of Funding:

Payments due to President Whittaker upon the acceptance of his resignation and approval of a settlement agreement.

Recommended Action:

The board will accept the resignation subject to the approval of a settlement agreement with President Whittaker to be negotiated by the Chairman and recommended by the Nominating and Governance Committee for approval.

Authority for Board of Trustees Action:

Employment Agreement between the University of Central Florida and Dale Whittaker.

BOG Regulation 1.001

Delegation of Authority to the President

Committee Chair or Chairman of the Board approval:

Approved by Chair Garvy on February 20, 2019

Submitted by:

Scott Cole, Vice President and General Counsel

Supporting Documentation:

Attachment A: President Whittaker's letter of resignation

Attachment B: Chairman Garvy's letter to the Board of Trustees

Facilitators/Presenters:

N/A



Attachment A

UNIVERSITY OF CENTRAL FLORIDA

Office of the President
P.O. Box 160002
Orlando, FL 32816-0002

February 19, 2019

Robert A. Garvy, Chairman
UCF Board of Trustees
4000 Central Florida Boulevard
Orlando, FL 32816

Dear Chairman Garvy,

Since the beginning of my presidency, UCF has been faced with the grave challenge of how to respond to the controversy involving Trevor Coburn Hall ("TCH"), and the broader systemic problems that led to the improper use of E&G funds by prior UCF administrators.

Since the beginning of the process, I have had three goals. My first goal was to do everything in my power to support a full, accurate, and impartial investigation of the circumstances that led us to this point. My second goal was to immediately begin implementing reforms in both procedures and culture at UCF to prevent such an incident from ever occurring again; and to encourage an ongoing process of continually refining those reforms so we will continue to improve as an institution. Finally, my third goal has been to repair and restore the public's full trust and confidence in UCF, and to do everything in my power to begin healing the relationships between UCF and our funding partners in the legislative and executive branches of state government.

To accomplish the first goal, I directed all our university personnel to fully support the investigation initiated by the Board of Trustees, as well as the investigation being conducted by the Florida Board of Governors and Florida Legislature, to ensure that a full, accurate, and complete inquiry and record is made of all the circumstances surrounding TCH and other projects. I have personally given my own sworn testimony, and I will continue to support efforts to understand the incident, so that both UCF and the state university system can improve itself with better policies and procedures.

To accomplish the second goal, I made aggressive and far-reaching changes to fix the problems revealed by these investigations. To date, we have instituted the most comprehensive reorganization of personnel, policies, and controls in UCF history. I've engaged nationally respected, outside experts to advise us about best practices in financial reporting and accountability, and we are continuing to critically review the changes and improvements we have made, so that our pursuit of excellence in university governance will be ongoing.

To accomplish the third goal, both I and the members of our administration have met with countless students, alumni, and faculty. We conveyed our apologies for what went wrong and shared our commitment to making it right. I have done the same with both our Board of Trustees and the Board of Governors, and we have communicated extensively with legislative leadership and staff. Because we are a state university, ensuring the confidence of and maintaining a healthy relationship with state government is paramount to UCF's success.



UNIVERSITY OF CENTRAL FLORIDA

Office of the President
P.O. Box 160002
Orlando, FL 32816-0002

We have made great progress and UCF is pointed in the right direction.

However, to fully implement my third goal of restoring confidence in UCF by state government leaders, it has been made clear to me that one additional step is needed. Sometimes the best leadership decision you can make is to entrust leadership to others. I have concluded that for UCF to succeed with our state leaders in the future, new leadership will be required. I do not reach this conclusion lightly, because it has been my privilege and honor to lead UCF through one of the most serious challenges in its history. To help our university completely transition beyond its current circumstances, I believe my own personal transition is necessary.

Therefore, I offer my resignation as president to you and the Board of Trustees. I do so with the conviction that I have always acted with integrity and honesty, and with optimism that the relationship between UCF and the Legislature can be renewed. That healthy relationship is essential for the university to serve our more than 68,000 students in one of the fastest-growing, most diverse regions in the United States.

With you and our trustees making wise decisions about the future, I know UCF is in good hands.

Sincerely,

A handwritten signature in black ink, which appears to read "Dale Whittaker". The signature is fluid and cursive.

Dale Whittaker
President



Attachment B

UNIVERSITY OF CENTRAL FLORIDA

Board of Trustees

4000 Central Florida Boulevard
Orlando, FL 32816

February 19, 2019

Board of Trustees
University of Central Florida
4365 Andromeda Loop North
Orlando, FL 32816

Dear Trustees:

It is with considerable disappointment that I forward to you an offer from Dr. Dale Whittaker to resign as President of UCF.

Dale has served this University with distinction since his arrival as Provost in 2014 and his selection as President in 2018. His record of achievements, personal integrity, leadership, engagement, and insistence on the highest standards of personal conduct have been recognized and admired throughout our institution, the 68,000 students we serve and the central Florida community.

In his offer to resign, Dr. Whittaker is putting the interests of our students and the University above his own. I am grateful for his willingness to subordinate those interests to the needs of our students, our two hundred and eighty thousand graduates, and tens of thousands of businesses, organizations, and entities that rely on UCF's talent and significant economic impact.

I will be calling a special Board of Trustees meeting to address this matter and the steps we need to take as the governing authority over the University.

A handwritten signature in black ink, appearing to read "RG", with a stylized flourish at the end.

Robert Garvy

Chairman
UCF Board of Trustees

ITEM: BOT-2

UCF BOARD OF TRUSTEES

February 21, 2019

Title: Nomination Process for the Chair and Vice Chair

Background

In a special board meeting on February 12, 2019, the board approved an out-of-cycle Board Chair and Vice Chair election process to fill former Chairman Marchena's term, with an initial term beginning on the date of election and terminating on the first board meeting after July 1, 2021. The board directed the Nominating and Governance Committee to proceed with the nomination process, as outlined in the nomination process document, on an expedited basis.

Issues to be Considered:

Whether to proceed with the regular nomination process as outlined in section 4.2 in the Board of Trustees Bylaws and not accelerate the nomination process.

Alternatives to Decision:

Continue the expedited process as approved by the Board on February 12, 2019.

Fiscal Impact and Source of Funding:

N/A

Recommended Action:

Proceed with the regular nominating process as outlined in section 4.2 in the Board of Trustees Bylaws and retract the approval of an out-of-cycle expedited nominating process.

Authority for Board of Trustees Action:

University of Central Florida Board of Trustees Seventh Amended and Restated Bylaws and Nominating Process for Chair and Vice Chair

Committee Chair or Chairman of the Board approval:

Approved by Chair Garvy on February 20, 2019

Submitted by:

Scott Cole, Vice President and General Counsel

Supporting Documentation:

Attachment A: University of Central Florida Board of Trustees Seventh Amended and Restated Bylaws and Nominating Process for Chair and Vice Chair

Facilitators/Presenters:

N/A

Attachment A

University of Central Florida Board of Trustees

Seventh Amended and Restated Bylaws

September 15, 2016

Table of Contents

Article I	Statement of Purpose
Article II	The Board
2.1	Corporate Name
2.2	Composition
2.3	Powers and Duties of the Board
2.4	Corporate Seal
Article III	The Trustees
3.1	Term of Office
3.2	Vacancies
3.3	Compensation
Article IV	Officers of the Board
4.1	Officers
4.2	Selection
4.3	Chair
4.4	Vice Chair
4.5	Corporate Secretary
4.6	Associate Corporate Secretary
Article V	President
5.1	Duties of the President
Article VI	Committees
6.1	Committees
6.2	Standing Committees
6.3	Executive Committee
6.4	Ad-hoc Committees
6.5	Direct Support Organizations
Article VII	Meetings
7.1	Regular Meetings
7.2	Special Meetings
7.3	Emergency Meetings
7.4	Agenda
7.5	Consent Agenda
7.6	Appearance before Board
7.7	Quorum
7.8	Rules of Procedure
Article VIII	Miscellaneous
8.1	Conflict of Interest Policy
8.2	Indemnification
8.3	Limitation of Liability
8.4	Amendments
8.5	Suspension of Bylaws
8.6	Proxies

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
- Compensation and Labor 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.

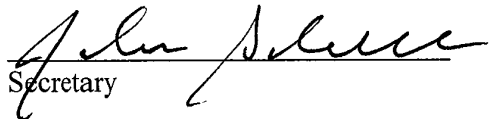
Section 8.3 LIMITATION OF LIABILITY – The Board shall be a corporation primarily acting as an instrumentality or agency of the state pursuant to section 768.28(2), Florida Statutes, for purposes of sovereign immunity.

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 Seventh 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 September 15, 2016.

Assistant Secretary  3-15-18

Nomination Process for Chair and Vice Chair

The following process shall govern the annual election of the chair and vice chair of the UCF Board of Trustees (“Board”), as provided for in Section 4.2 of the bylaws.

Process

The Committee will meet when necessary, no later than May 31, for the purpose of developing nominations for the positions of chair and vice chair of the Board. This meeting will be called by the Committee chair.

The Committee chair shall notify the Board no later than April 1 that nominations for the positions of chair and vice chair of the Board must be submitted in writing – either by email or hardcopy—to the Committee chair, or the chair’s designee, no later than April 30 at 5:00 p.m. No nominations will be accepted by the Committee chair after that time.

The Committee chair will develop a list of the written nominations that were submitted by the members of the Board and share that list with Committee members at least 10 days prior to the meeting for nominations in May.

At the May meeting for nominations, the members of the Committee who are not candidates for chair or vice chair will prepare a slate of candidates from nominations received and submit that slate, along with supporting information about each nominee, to the Board for action at its first meeting after July 1 of that year. The supporting information shall include the term of each candidate with the goal of providing continuity between the service of the chair and vice chair.

Any member of the Committee who has been nominated for the position of chair or vice chair of the Board shall abstain from voting on the nominees at the May nomination meeting of the Committee unless such member declines the nomination.