



UNIVERSITY OF CENTRAL FLORIDA

**Board of Trustees
Nominating and Governance Committee
President's Boardroom, Millican Hall
May 1, 2019**

MINUTES

CALL TO ORDER

Trustee William Yeargin, chair of the Nominating and Governance Committee, called the meeting to order at 3:01 p.m. Committee member Beverly Seay was present and committee members Alex Martins, John Lord, and John Sprouls attended by telephone. Chairman Robert Garvy and Trustee Bill Self were also present.

MINUTES APPROVAL

The minutes from the March 21, 2019, Nominating and Governance Committee meeting were approved as submitted.

NEW BUSINESS

Revise the Board of Trustees Delegation of Authority to the President (NGC-2) and Rescind materiality guidelines (NGC-1)

Dr. Elizabeth Klonoff and Deputy General Counsel for Research Sandra Sovinski asked the committee to revise the Delegation of Authority to the President policy to clarify the contract thresholds that require approval by the board. The current materiality guidelines are inconsistent with the policy and the policy currently requires research contracts to be approved by the Board, even though historically they have not. A motion was made to rescind the materiality guidelines and to amend the Delegation of Authority to the President to clarify that Research contracts do not require board approval. The committee unanimously approved rescinding the materiality guidelines and amending the Delegation of Authority.

Amendments to University Regulation UCF-3.015 Promotion and Tenure of Tenured and Tenure-Earning Faculty (NGC-3)

General Counsel Scott Cole asked the committee to approve amendments to UCF-3.015 which adds new language to allow promotion files with unanimously positive votes through the level of the dean to bypass the university committee and move straight to the Provost. This process was recommended by the Faculty Senate in 2017 and approved by Provost Whittaker on February 26, 2018. General committee procedures, including the requirement to not review a file where there is a conflict of interest, have been consolidated in a single subsection in the regulation.

Additional updates have been made to clarify abstentions and potential conflicts of interest. The committee unanimously approved the proposed amendments.

Amendments to University Regulations UCF-6.007 Traffic/Parking Regulation and UCF-6008 Vehicle Registration Fees: Parking Violation Fines (NGC-4)

Scott Cole asked the committee to approve amendments to UCF-6.007 and 6.008. UCF-6.007 is being amended to add the new UCF Downtown campus to the definition of campus and create a new "V" permit for Valencia employees and students. New language has also been added relating to Disabled Veteran license plates and the use of license plate recognition software for parking systems management and enforcement. Back in parking will no longer be allowed in any parking lot or garage. UCF-6.008 is being amended to add the new classification for permits for Valencia employees and students, and a new fine for parking facing traffic/backed into parking space. Multiple comments were received related to the prohibition of back in parking. The committee unanimously approved the proposed amendments for both regulations.

UCF Academic Health Bylaws Amendments (NGC-5)

Jeanette Schreiber, Chief Legal Counsel for the College of Medicine, presented to the committee proposed amendments to the UCF Academic Health Bylaws. These changes are being proposed to be compliant with statutes and regulations, and to align more closely with the bylaws of other university DSOs. The UCF Academic Health Board of Directors approved these amendments at their meeting on March 1, 2019. The committee unanimously approved the proposed amendments.

Chair and Vice Chair Nominations, UCF Board of Trustees (NGC-6)

Yeargin presented to the committee the nominations for chair and vice chair. Yeargin suggested that Chairman Garvy remain in the role of chair and that Trustee Seay be nominated vice chair. Trustee Lord asked to withdraw his name from the nominations. Chairman Garvy asked the committee to postpone the discussion further until he could get clarification from the Board of Governors on his term limits. He also expressed concerns that the university is trying to stabilize relationships with multiple groups and he would appreciate extra time to explore that and whether he can make further commitments required of the role of chair. A motion was made to postpone this item to discuss at a later meeting which will be held prior to May 31, 2019. The motion was approved unanimously.

Review Presidential Selection Process (INFO-1)

Yeargin presented the Presidential Selection Process to the committee for review. In anticipation of the upcoming presidential search beginning this fall, the committee was asked for comments or revisions. Some changes were suggested concerning number of faculty represented on the committee and that search consultants physically come to campus for face to face interviews before they are selected. Revisions will be presented at the next committee meeting for approval.

Review Nominating and Governance Committee Charter (INFO-2)

Yeargin asked the committee to review the committee's charter which should be done annually. Several changes were suggested to more closely align with current practices. Trustee Seay will present at each committee meeting any update on governance best practices. Revisions will be presented at the next committee meeting for approval.

Discussion of items from February 12, 2019 Board of Trustees Meeting (INFO-3)

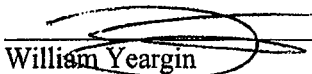
Cole presented several items that were brought forth at the February 12, 2019 Board of Trustees meeting. These items included the role of Board Secretary, the UCF organizational chart, and the reporting relationship of the General Counsel to the Board of Trustees. Cole explained that the board corporate secretary is the university president per Board of Governors regulation. The president operates with authority delegated by the Board pursuant to the Delegation of Authority to the President policy. The university organizational chart was presented which illustrates that the board of trustees as the governing body. They delegate authority to the president, who in turn delegates to the vice presidents. The last item discussed was the role of the General Counsel with respect to the Board and the President. The Florida Bar and the American Bar Association have both clearly defined the relationship between the general counsel and the organization. The Delegation of Authority to the President policy specifically provides that the hiring and firing of the Vice President and General Counsel, the Chief Compliance Officer, and the Chief Audit Executive is something that the Board of Trustees must approve and that those individuals report to the board as well as the President. There are also ethical obligations which state that any attorney licensed in the state of Florida that is employed by an organization represents the organization. There is generally no conflict between the General Counsel representing multiple parties within an organization. The highest duty is to the Board of Trustees, but representation also moves with delegation, the General Counsel can also represent the President who is acting under the authority of the Board of Trustees. Trustee Seay noted that while the roles of the General Counsel, the Chief Compliance Officer, and the Chief Audit Executive functionally report to the President, the primary reporting relationships on the organizational chart should be to the Board of Trustees. Cole indicated that the organizational chart will be revised to reflect that and sent to committee members.

Additional comments

Trustee Self commented that although the regulations presented today comply with the Board of Governors regulation for being posted 30 days prior to the Board of Trustees approval, they should be posted 30 days prior to the committee meeting to allow for the full window of comments. Cole commented that this instance is an anomaly since this committee normally meets on the morning of the full board meeting. However, if additional significant comments are received that are different than what have already been received, they will be brought to the full board and the regulations removed from the consent agenda.

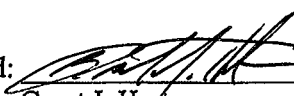
The meeting adjourned at 4:16 p.m.

Reviewed by:


William Yeargin
Chair, Nominating and Governance
Committee

7/10/19
Date

Respectfully submitted:


Grant J. Heston
Associate Corporate Secretary

7/17/19
Date