

Minutes
Board of Trustees Meeting
University of Central Florida
May 16, 2019

Chairman Robert Garvy called the meeting of the Board of Trustees to order at 1 p.m. at the UCF *FAIRWINDS* Alumni Center.

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

WELCOME

Garvy 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 Robert Garvy, Trustees Kenneth Bradley, Danny Gaekwad, Kyler Gray, Alex Martins, Beverly Seay, William Self, David Walsh and William Yeargin. Trustees Joseph Conte and John Sprouls joined via teleconference.

PUBLIC COMMENT

Fritz Farrow addressed the board on his concerns with license plate readers.

Marisa McCarty and Daniel Kan addressed the board about their support for the College of Business REAL class format.

MINUTES

Garvy called for approval of the March 13, 2019, March 21, 2019, and April 17, 2019 meeting minutes, which were approved.

REMARKS AND INTRODUCTIONS

Garvy called on Interim President Thad Seymour for remarks.

Seymour welcomed Kyler Gray to the board as the newly elected 2019-20 president of the Student Government Association. Seymour also thanked the board members who were able to attend the Spring Commencement ceremonies where more than 8,000 degrees were awarded, noting that UCF remains one of the nation's top sources of talent in the country, graduating more than 16,000 students each year. He highlighted two milestones reached during the spring ceremonies:

- Awarding of the 50,000th degree to a DirectConnect student, showing the incredible impact that the program has had over the past 13 years.

- Celebrating the first cohort of students who earned certificates through the Inclusive Education Services program.

Seymour also shared additional announcements:

- For the second year in a row, the student cyber defense team took second place in the world's largest collegiate cyber defense competition.
- UCF researchers marked their fourth flight into space this year with instruments designed to better understand how planetary bodies form and behave.
- New data from the NCAA reflects that 10 UCF programs continue to be among the top in the nation and the state for Academic Progress Rate, which measures academic success and progress toward graduation. Of those, the Women's Tennis program earned a perfect score for the eighth-straight year and the program won the university's first American Athletic Conference title and reached the Sweet 16 for the first time.

Seymour discussed his ongoing work to strengthen UCF's operations and invest in excellence. Last month, he and Provost Elizabeth Dooley established a task force to create a long-term enrollment strategy. The new task force is comprised of faculty, students, staff and a Board of Trustees representative, Chairman Garvy. He said that UCF will not grow at the same rate that it has in the past, but there will be a strategic and disciplined plan for the composition of the student body, with a full understanding of the financial implications of the choices made.

Seymour said that Dennis Crudele joined UCF as the long-term interim Chief Financial Officer (CFO). Crudele addressed the board on the upcoming approval of the FY19-20 budget and additional priorities with the Finance and Accounting staff, which will take a hard look at past practices related to internal loans and the budget process.

Garvy thanked Seymour and Crudele for their remarks. He then briefly discussed the role of the chair. Garvy said it had been an honor to serve UCF as Chair for the past several months, but he had decided not to seek another term as Chair and withdrew his name from board chair consideration.

REPORTS

Garvy called on Janet Owen, Vice President for Government Relations, who provided an update on the following item, and included recognition of the 2019 Class of legislative scholars.

- INFO-1 Legislative Update

Garvy called on Seay who provided an update on the following item.

- INFO-2 Report on the UCF Integrity Line and Whistle-blower Program with Recommendations for Improvement

Garvy noted there are two key components from the report; the training of the board and staff and the technology to identify improper transfers on a real-time basis.

Martins made a motion to accept the report and the recommendations from the Audit and Compliance Committee and to have the administration implement them. The motion carried unanimously.

Seymour endorsed the motion and made a commitment to begin implementation, including a review of technology, additional resources and leadership, noting one of his next priorities will be the need for a Chief Accountability Officer, who will work directly with him to implement these recommendations.

Bradley noted that the recommendations will evolve over time and asked that university management consider that the university's audit department is understaffed and should be staffed quickly.

AUDIT, OPERATIONS REVIEW, COMPLIANCE, AND ETHICS COMMITTEE REPORT

Seay, Chair of the Audit and Compliance Committee, reported on the following information item from the meeting held on April 23, 2019.

- INFO – 1 Compliance Accountability

The committee questioned how they know if the university's compliance system is working. Seay stated the committee will review the efficiency and benchmarking matrix and will report back to the board at the next board meeting.

COMPENSATION AND LABOR COMMITTEE REPORT

Sprouls, Chair of the Compensation and Labor Committee, reported highlights from the committee meeting held earlier that day and noted the following information item was discussed:

- INFO – 1 Market-Based Staff Salary Adjustments

EDUCATIONAL PROGRAMS COMMITTEE REPORT

Garvy, Chair of the Educational Programs Committee, reported highlights from the committee meeting held earlier that day and reported that the following items were unanimously approved by the committee and placed on the board's consent agenda:

- EPC – 1 2019 Tenure Recommendations
- EPC – 2 Tenure with Hire

- INFO – 3 L3 Building Lease Documents
- INFO – 4 Critical Deferred Maintenance Update
- INFO – 5 Capital Improvement Plan Process Explanation
- INFO – 6 Direct Support Organizations' 2018-19 Second-Quarter Financial Reports
- INFO – 7 University and Direct Support Organization Debt Report
- INFO – 8 University Final Audited Financial Report 2017-18
- INFO – 9 Quarterly Operating Budget Report Ended March 31, 2019

NOMINATING AND GOVERNANCE COMMITTEE REPORT

Yeargin, Chair of the Nominating and Governance Committee, reported highlights from the committee meeting held on May 1, 2019 and the meeting held earlier that day.

Yeargin reported that the following items were unanimously approved on May 1, 2019 by the committee and placed on the board's consent agenda:

- NGC – 1 Rescind the materiality guidelines
- NGC – 2 Revise the Board of Trustees Delegation of Authority to the President
- NGC – 3 Amendments to University Regulation UCF-3.015 Promotion and Tenure of Tenured and Tenure-Earning Faculty
- NGC – 4 Amendments to University Regulation UCF-6.007 Traffic/Parking Regulation and Enforcement and UCF-6.008 Vehicle Registration Fees: Parking Violation Fines
- NGC – 5 UCF Academic Health Bylaws Amendments

Yeargin noted the following item was tabled for further discussion at a later date.

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

Yeargin presented the following INFO items for the board.

- INFO – 1 Review Presidential Selection Process
- INFO – 2 Review Nominating and Governance Committee Charter

- INFO – 3 Discussion of items from February 12, 2019 Board of Trustees Meeting that included the role of Board Secretary, the UCF organizational chart, and the reporting relationship of the General Counsel to the Board of Trustees.

Yeargin presented the following item, which was unanimously approved by the committee earlier that day and placed on the board's consent agenda:

- NGC – 1 Waiver of Deadline for Developing Nominations for Board of Trustees

STRATEGIC PLANNING COMMITTEE REPORT

Walsh, Chair of the Strategic Planning Committee, reported highlights from the committee meeting held earlier that day.

Walsh presented the following INFO items for the board.

- INFO – 1 Reflections of the Board of Governors' Commentary Relative to Strategic Planning
- INFO – 2 Progress on Collective Impact Priority Metrics
- INFO – 3 Collective Impact Strategic Plan Institutionalization Update

CONSENT AGENDA

Gaekwad made a motion to approve the consent agenda but removing EP – 2 for further discussion at Walsh's request. The consent agenda was unanimously approved.

- EP – 1 2019 Tenure Recommendations (Garvy)
- EP – 3 New Degree Program – Master of Public Policy (Garvy)
- EP – 4 Terminate Degree Program – Bachelor of Science in Athletic Training (Garvy)
- EP – 5 Agreement between Department of the Air Force 159th AFROTC Cadet Wing and University of Central Florida (Garvy)
- FF – 1 U.S. Army Cooperative Agreement Modifications 33 (Martins)
- FF – 2 Lockheed College Work Experience Program Contract Amendments (Martins)

- FF – 3 Schlumberger Global Master Services Agreement Amendment (Martins)
- FF – 4 First Amendment to the Florida Advanced Manufacturing Research Center Lease (Martins)
- NG – 1 Rescind Materiality Guidelines (Yeargin)
- NG – 2 Revise the Board of Trustees Delegation of Authority to the President (Yeargin)
- NG – 3 Amendments to University Regulation UCF-3.015 Promotion and Tenure of Tenured and Tenure-Earning Faculty (Yeargin)
- NG – 4 Amendments to University Regulation UCF-6.007 Traffic/Parking Regulation and Enforcement and UCF-6.008 Vehicle Registration Fees: Parking Violation Fines (Yeargin)
- NG – 5 UCF Academic Health Bylaws Amendments (Yeargin)
- NG – 6 Waiver of Deadline for Developing Nominations for Board of Trustees (Yeargin)

Walsh stated he wanted to clarify his thoughts on tenure with hire.

- EP – 2 Tenure with Hire (Garvy)

The following discussion occurred:

- Walsh clarified he is interested in the priority of the new hires and the cost impact to the university.
- Seay clarified that these decisions are about tenure.
- Martins indicated the board should not be determining hiring decisions best left to the deans and faculty, but the board does set goals and if the board determines the faculty/student ratio needs to be improved then it should be a set goal.
- Garvy stated the Educational Programs Committee will research the faculty/student ratio and discuss what is needed in relation to faculty staffing.

Bradley made a motion to approve tenure with hire. The motion passed with an opposition from Walsh.

NEW BUSINESS

Garvy asked the board members what their preference is for reviewing contracts in materials going forward. The board agreed they would prefer a summary of the contract with a link to view the full contract. Bradley requested the agenda cover sheet indicate that General Counsel has reviewed the contract and Garvy requested the summary information be highlighted in the contract for easy reference.

Garvy called on Heston who provided an update on the following items.

- INFO – 3 2020 Board of Trustees Meeting Dates
- INFO – 4 Board Committee and Direct Support Organization Assignments

Garvy called on Mike Kilbride, Assistant Vice President, to provide an update on the following item.

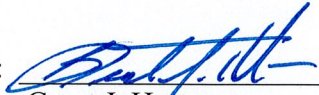
- INFO – 5 UCF Downtown Update

ANNOUNCEMENTS AND ADJOURNMENT

Garvy announced the following upcoming meetings:

Trustees Tour of UCF Downtown (optional)	May 16, 2019
BOG meeting	June 11-13, 2019 (University of South Florida, Tampa)
BOT Meeting	July 18, 2019 (FAIRWINDS Alumni Center)
Commencement	August 3, 2019 (Addition Financial Arena)
Downtown Campus Grand Opening	August 17, 2019 (UCF Downtown)

Garvy adjourned the board meeting at 3:34 p.m.

Respectfully submitted:  _____ Date: 8/2/19
Grant J. Heston
Associate Corporate Secretary