



UNIVERSITY OF CENTRAL FLORIDA

**Board of Trustees
Nominating and Governance Committee
President's Boardroom, Millican Hall
June 24, 2019**

MINUTES

CALL TO ORDER

Trustee William Yeargin, chair of the Nominating and Governance Committee, called the meeting to order at 3:30 p.m. Committee members John Lord and Beverly Seay were present and committee member Alex Martins attended by telephone.

MINUTES APPROVAL

The minutes from the May 1, 2019 and May 16, 2019, Nominating and Governance Committee meetings were approved as submitted.

NEW BUSINESS

Presidential Selection Process (NGC-1)

General Counsel Scott Cole asked the committee to approve revisions to the Presidential Selection Process that were discussed at the May 1, 2019, committee meeting. The Presidential Selection Process was revised to remove references to President Hitt and language regarding semifinalist candidates. Revisions were also made to reference that the document would be reviewed on an as needed basis instead of annually. The committee unanimously approved the revisions to the Presidential Selection Process. Trustee Seay suggested additions to the Leadership Statement that accompanies the Presidential Selection Process. She suggested adding several new items as recommended by the AGB Comprehensive Guide to Presidential Searches for Universities and Colleges. The Leadership Statement will be revised with these proposed additions and be brought back to the committee for their approval at the next scheduled meeting on July 18, 2019.

Amend Nominating and Governance Committee Charter (NGC-2)

General Counsel Scott Cole asked the committee to approve revisions to the Nominating and Governance Committee Charter that were discussed at the May 1, 2019, committee meeting. The proposed revision is to have each committee perform their own self-assessment. The committee unanimously approved the revisions to the Nominating and Governance Committee Charter

Chair and Vice Chair Nominations, UCF Board of Trustees (NGC-3)

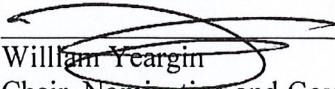
Chair Yeargin discussed the nominations received for the positions of board chair and vice chair. He suggested that due to the number of votes received, he recommended Trustee Seay for the role of chair and Trustee Martins for the role of vice chair. Trustee Lord agreed with his recommendations. The committee unanimously approved recommending Trustee Seay for chair and Trustee Martins for vice chair to the full board for a vote at the next scheduled board meeting on July 18, 2019.

Discussion of process to review recommendations/comments from AGB report and board retreat (INFO-1)

Yeargin suggested setting up a working committee comprised of a trustee representative and university staff, to review all of the recommendations and comments that have been received in response to the AGB report and the investigations performed by Bryan Cave. Yeargin suggests that Trustee Seay should head this committee due to her work on the Audit Committee. It was mentioned that Chairman Garvy has also recommended the Trustee Seay take the lead on this issue. Trustee Seay indicated that it's the intent of the Audit committee to collect all recommendations from AGB, Bryan Cave, the Legislature, the Board of Governors, Florida Audit reports, the Board of Trustees, and university administration. Once they are collected, they will be organized by type and recommendations will be made. University Audit and University Compliance, Ethics and Risk have already begun this process. A motion was made to approve the process led by Trustee Seay and report back to the committee at a future meeting. The motion passed unanimously.

The meeting adjourned at 4:02 p.m.

Reviewed by:



William Yeargin
Chair, Nominating and Governance
Committee

7/19/19
Date

Respectfully submitted:



Grant J. Heston
Associate Corporate Secretary

8/2/19
Date