



UNIVERSITY OF CENTRAL FLORIDA

**Board of Trustees
Nominating and Governance Committee
June 24, 2019
3:30 p.m.
President's Boardroom
Call-in Number: 800-442-5794, Passcode: 463796**

Agenda

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| 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 | |
| • Approval of the May 1, 2019, and the May 16, 2019, Nominating and Governance Committee meeting minutes | Chair Yeargin |
| IV. NEW BUSINESS | |
| • Presidential Selection Process (NGC-1) | Scott Cole
<i>Vice President and General Counsel</i> |
| • Amend Nominating and Governance Committee Charter (NGC-2) | Scott Cole |
| • Chair and Vice Chair Nominations, UCF Board of Trustees (NGC-3) | Scott Cole |
| • Discussion of process to review recommendations/comments from AGB report and board retreat (INFO-1) | Scott Cole |
| V. CLOSING COMMENTS | Chair Yeargin |



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

Date

Respectfully submitted:

Grant J. Heston
Associate Corporate Secretary

Date



UNIVERSITY OF CENTRAL FLORIDA

**Board of Trustees
Nominating and Governance Committee
FAIRWINDS Alumni Center
May 16, 2019**

MINUTES

CALL TO ORDER

Trustee William Yeargin, chair of the Nominating and Governance Committee, called the meeting to order at 8:24 a.m. Committee members Alex Martins and Beverly Seay were present and committee member John Sprouls attended by telephone. Chairman Robert Garvy and Trustees Kenneth Bradley, William Self, and David Walsh were also present.

NEW BUSINESS

Waiver of Deadline for Developing Nominations for Board of Trustees (NGC-1)
Vice President and General Counsel Scott Cole asked the committee to waive the May 31st deadline specified in the Nomination Process for Chair and Vice Chair. Due to scheduling conflicts, the committee is unable to obtain a quorum prior to that date. The committee will be meeting on June 5th to continue the discussion pursuant to the Nomination Process guidelines. The committee unanimously approved waiving the May 31st deadline.

The meeting adjourned at 8:26 a.m.

Reviewed by:

William Yeargin
Chair, Nominating and Governance
Committee

Date

Respectfully submitted:

Grant J. Heston
Associate Corporate Secretary

Date

ITEM: NGC-1

**UCF BOARD OF TRUSTEES
Nominating and Governance Committee
June 24, 2019**

Title: Presidential Selection Process

Background:

At the May 1, 2019 Nominating and Governance Committee meeting, the committee reviewed the Presidential Selection: Process Guide for the University of Central Florida which was last updated in January 2018. Suggested revisions include removing the requirement to have semi-finalists, and having the search consultants come to campus for an in-person meeting prior to selecting the search firm.

Issues to be Considered:

Amend the Presidential Selection Process: Process Guide for the University of Central Florida which was last updated in January 2018. Also review the Leadership Statement which was last updated in January 2017.

Alternatives to Decision:

N/A

Fiscal Impact and Source of Funding:

None

Recommended Action:

Approve revisions to the Presidential Selection: Process Guide for the University of Central Florida

Authority for Board of Trustees Action:

Board of Trustees bylaws
Nominating and Governance Committee charter

Committee Chair or Chairman of the Board approval:

Committee Chair Bill Yeargin approved.

Submitted by:

Scott Cole, Vice President and General Counsel

Supporting Documentation:

Attachment A: Presidential Selection: Process Guide for the University of Central Florida (redline)

Facilitators/Presenters:

N/A

Attachment A

PRESIDENTIAL SELECTION: PROCESS GUIDE FOR THE UNIVERSITY OF CENTRAL FLORIDA

I. Roles in Presidential Selection Process

- A. **Selecting President:** This is the sole responsibility of the UCF Board of Trustees, with the selection subject to ratification by the Florida Board of Governors. UCF will adhere to Board of Governors regulation 1.002, Presidential Search and Selection.
- B. **Screening of Candidates:** This responsibility is delegated by the UCF Board of Trustees to a search firm and a search committee, whose members are appointed by the board chair and are charged with conducting specific activities.
- C. **Searching for Applicants:** This is a critical activity in which all members and friends of the UCF academic community may participate.

II. Background Steps

- A. **Preparation and Updating of Institutional Analysis:** This committee appraised the present condition of UCF and detailed the reasons for its success to determine qualities needed in a future president. As Judith McLaughlin and David Reisman indicate in *The Presidential Search: A Guide to the Process of Selecting and Appointing College and University Presidents*, "If a successful search is to be conducted, the search committee must have a clear sense of the sort of person for whom they are searching. The starting point of the search process, then, should be introspection concerning what the institution needs in order to reorganize strengths and to cope with weaknesses, both in terms of history and tradition, and future prospects and dilemmas. . . . Without an institutional assessment and leadership definition, the search committee is also at a loss to know who will be the best choice for them. They run the risk of choosing someone totally inappropriate for their institution, someone whose attractiveness lies in the fact that his or her style differs (or mirrors) the departing president, or someone whose understanding of the college or university is too limited for effective leadership."

~~With significant and thoughtful input from President John Hitt and the UCF leadership team, [t~~he Nominating Committee enumerated the Critical Success Factors that have been key to UCF's prominence. This document will be reviewed and updated ~~as needed annually~~ until such time as the board undertakes a presidential search.

- B. **Development Leadership Statement:** A Leadership Statement developed by the president and the committee provides a description of the qualities sought in a president at this stage of UCF's development. Representing the board's consensus on the work to be done in a next presidency, the statement serves as a single grid against which candidates will be measured. At the initiation of the search, the Vice President and General Counsel will prepare a memorandum to the Board of Trustees, search committee, and search firm outlining the search criteria and be available for interpretation of such criteria.

The Nominating Committee has adopted the Leadership Statement. This document will be reviewed and updated as needed annually until such time as the board undertakes a presidential search.

- C. **Appointment of Interim President (If Needed):** The board chair will recommend to the Board of Trustees for approval an interim President to serve until a new President takes office.
- D. **Decisions on Compensation Range:** The Compensation and Labor Committee annually reviews the president's compensation package and recommends changes to the board. At the time of a search, the committee will update the compensation data as may be needed for the new president.
- E. **Decisions on Search Consultant:** The board chair, with input from the Board and leadership of the University, shall retain a search consultant to assist with the search process. *(Continue discussions of best practices through AASCU and others.)* Search consultants being considered should come on-campus for an interview.
- F. **Size and Composition of Board of Trustees' Search Committee:** A search committee composed of eight to fifteen members will be appointed by the board chair with input from the trustees and the leadership of the university. At least three trustees shall serve on the committee. A chair and vice chair of the search committee, both of whom will be trustees, will be appointed by the board chair. All appointments will be ratified by the full board.

The search committee will include one or more representative from the faculty, student body, Foundation board of directors, administration who are not the current President or a direct report to the President, and representatives from the broader community. The board chair will also ask the Florida Board of Governors to appoint a representative to serve on the search committee. The board chair also will ask one or more presidents of the community colleges who

participate in the Direct Connect Consortium with UCF to serve or appoint a representative to the search committee.

The search committee will work with the search consultant to solicit and screen applicants using the Leadership Statement adopted by the board, interview semi-finalists, and recommend three to five finalists to the full board. In all of its actions, the search committee will act in a manner consistent with the requirements of the Sunshine Law.

- G. **Development of Search Committee Charge:** Please see the attached Exhibit A. This charge will be presented to all members of the search committee.
- H. **Establishment of Timeline:** The search consultant will work with the chair of the Board and the chair of the search committee to establish a timeline for the search.

III. Implementation

- A. **Advertising of Position and Development of Candidate List:** The search consultant will solicit nominations for the position from his or her various sources. Additionally, the position will be advertised broadly through *The Chronicle of Higher Education* and other appropriate media. All nominations and applications will be directed to the search consultant. Applications and nominations will be considered to be open until the finalist selection process is completed.

~~B. **Screening and Selection of Semifinalists:** The search consultant will review all of the nominations and applications based on the agreed upon leadership criteria and will narrow the applicant pool to a reasonable number (12-20 candidates). The search consultant will discuss these candidates informally and separately with the chair and vice chair of the search committee. Assuming positive feedback, the search consultant will then confirm with each of these candidates that he or she understands the public nature of the process and agrees to be a semifinalist. The search consultant will then forward all semifinalist applications to the search committee to vote on inviting selected semifinalists for visits.~~

~~C. **Semifinalist Interview:** Members of the search committee will conduct semifinalist interviews.~~

BD. **Reference and Background Checks:** These checks will be conducted by the search consultant, with the assistance of others as may be appropriate.

CE. **Determination of Finalists:** The search committee will select up to five finalists.

DF. **Campus Visits:** Members of the search committee, with the aid of the search

consultant, will arrange campus visits for all finalists. These visits will feature multiple opportunities for the candidates to interact with representatives from the board, faculty, students, staff, and the broader community. The search committee will provide the results of community advice and reactions regarding the finalists to the Board of Trustees.

EG. Final Selection by Board of Trustees and Negotiations: The Board of Trustees shall select the individual to be hired as President, subject to ratification by the Florida Board of Governors. The Board Chair and General Counsel will negotiate the terms of the President's contract.

FH. Welcome and Transition Activities: The Board will oversee the announcements of the selection of the new President, with notification to those most directly affected (e.g., faculty, student and administrative staff leaders) preceding the public announcements. The Board and the new President will discuss mutual expectations regarding Board culture, processes, communication and operations. Additional reading material about the University will be provided to the President. A series of introductions to the University and the broader community will be scheduled, affording the President the opportunity both to increase his or her understanding of the University and the community and to express his or her goals and viewpoints on a variety of issues. The Board and the President will consider the desirability of a series of familiarization workshops and of a transition team or committee.

EXHIBIT A: DRAFT OF BOARD CHAIR'S CHARGE TO PRESIDENTIAL SEARCH COMMITTEE

The search committee, appointed to advise the Board of Trustees of the University of Central Florida, is composed of _____ members. The committee's chair is Trustee _____, and its vice chair is Trustee _____.

The search committee is charged with recommending to the trustees not later than (date), an unranked list of three to five individuals who are well qualified to lead UCF as its next president. The search committee is asked to base its recommendations upon the Leadership Statement adopted by the Board of Trustees, as well as the trustees' established equal opportunity and affirmative action policies.

The board chair asks the search committee, assisted by the search firm, to conduct the following activities in discharging its duties:

- Actively solicit nominations and applications from a diverse group of well-qualified persons.
- Screen applications using the leadership criteria as the basis for choice.
- ~~Select and interview semifinalist candidates.~~
- ~~Assist in checking references of semifinalists.~~
- Assist in arranging campus visits for finalists.
- Report to the board a summary of campus and community reactions to finalists.
- Ensure that appropriate information about the university and the presidency is provided to candidates at each stage of the screening process.
- Ensure that appropriate confidentiality is strictly observed with respect to applicants and to the committee's internal deliberations.
- Submit more than two qualified candidates to the Board of Trustees for consideration.
- Comply with the requirements of Board of Governors Regulation 1.002.

The Board of Trustees extends its gratitude to the members of the search committee for accepting this demanding assignment. You have the trustees' warmest wishes for a successful conclusion. The future of the university rests upon your wisdom.

Leadership Statement

University Of Central Florida

Board of Trustees' Nominating Committee

January 13, 2017

The successful candidate will demonstrate the following characteristics:

- A high level of integrity
- A strong personal and professional academic background
- A sense of commitment to undergraduate education, as well as a dedication to and understanding of graduate and professional education and research
- A respect and concern for students
- A commitment to inclusion and diversity
- A commitment to student success in all areas of the collegiate experience
- An understanding and respect for the roles and responsibilities of the faculty
- A demonstrated record of building, nurturing, and working with a high caliber leadership team
- A demonstrated record of partnership and spirit of entrepreneurship
- A willingness to make strategic choices, timely decisions, and responsive actions
- The ability to acquire resources from a variety of sources, including fundraising
- The ability to work with a variety of governmental agencies
- A keen understanding of the unique mission and the ability to lead a multisite metropolitan research university
- A desire and ability to support access and inclusion
- An appreciation for the significant role of intercollegiate athletics in the life of the university

ITEM: NGC-2

**UCF BOARD OF TRUSTEES
Nominating and Governance Committee
June 24, 2019**

Title: Amend Nominating and Governance Committee Charter

Background:

At the May 1, 2019 Nominating and Governance Committee meeting, the committee reviewed the Nominating and Governance Committee Charter. The committee is performing many of the tasks set forth in the charter, however the committee should be more involved in recommending candidates for Trustee Emeritus, reviewing the board bylaws more regularly, and reviewing the number and structure of committees. Suggested revisions include having each committee perform their own self-assessment. Trustee Seay will also begin providing regular reports to the committee on best practices.

Issues to be Considered:

Amending the Nominating and Governance Committee charter to incorporating the process of reviewing each committee's self-assessment.

Alternatives to Decision:

N/A

Fiscal Impact and Source of Funding:

None

Recommended Action:

Approve revisions to the Nominating and Governance Committee charter.

Authority for Board of Trustees Action:

Board of Trustees bylaws

Committee Chair or Chairman of the Board approval:

Committee Chair Bill Yeargin approved.

Submitted by:

Scott Cole, Vice President and General Counsel

Supporting Documentation:

Attachment A: Nominating and Governance Committee charter (redline)

Facilitators/Presenters:

N/A

Attachment A

**~~Third~~Second Amended and Restated
UCF Nominating and Governance Committee Charter**

1. Overall Purpose and Objectives

The Nominating and Governance Committee is appointed by the University of Central Florida Board of Trustees with the responsibility to:

- 1.1 propose for consideration by the full board a process by which presidents of the University of Central Florida would be selected
- 1.2 nominate a chair and vice chair of the University of Central Florida Board of Trustees for consideration by the full board
- 1.3 recommend candidates for designation as Trustee Emeritus for consideration by the full board
- 1.4 recommend candidates for designation as Honorary Doctor for consideration by the full board
- 1.5 review annually and recommend changes as necessary to the Board Bylaws-
- 1.6 review ~~the annual evaluation of the performance of the Board, Board committees, and Board members~~ the self-assessment that each committee performs
- 1.7 review and provide recommendations to the Board regarding Board member education, including new member orientation and regularly scheduled board member training
- 1.8 inform members of corporate governance “best practices” and make recommendations to the Board and its committees
- 1.9 review and recommend to the Board the number and structure of committees
- 1.10 review and make recommendations regarding delegation of authority to the President
- 1.11 review and make recommendations regarding amendments to the bylaws of direct support organizations
- 1.12 review and approve university regulations

- 1.13 fulfill any other responsibilities as subsequently may be assigned by the University of Central Florida Board of Trustees and/or the board chair.

2. **Authority**

The board authorizes the committee to:

- 2.1 perform activities within the scope of its charter
- 2.2 engage advisors as it deems necessary to carry out its duties
- 2.3 have unrestricted access to management, faculty, and employees of the University of Central Florida and its direct support organizations and affiliates.

3. **Organization/Membership**

- 3.1 The chair of the board will appoint the chair and members of the committee.
- 3.2 The committee will consist of at least five members.
- 3.3 Members will serve on the committee until their resignation or replacement by the chair of the board.

Meetings

- 3.4 A majority of the members of the committee will constitute a quorum for the transaction of business.
- 3.5 Meetings will be held not less than two times per year.
- 3.6 The committee will maintain written minutes of its meetings.
- 3.7 The committee may request special reports from members of the university or Direct Support Organization management personnel on topics that may enhance its understanding of their activities and operations as it relates to the committee's mission.

4. **Governance**

The committee will review the committee charter annually and discuss any required changes with the board to ensure that the charter is approved or reapproved by the board annually.

Approved by the UCF Board of Trustees on October 26, 2017 -19.

ITEM: NGC-3

**UCF BOARD OF TRUSTEES
Nominating and Governance Committee
June 24, 2019**

Title: Chair and Vice Chair Nominations, UCF Board of Trustees

Background:

The Board of Trustees Bylaws provide that 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. Because the chair and vice chair serve two year terms, the election occurs every other year. The current year is an election year so the chair and vice chair must be elected at the July 18, 2019, meeting. Per the Nomination Process, the Nominating and Governance Committee will meet in May to prepare a slate of candidates from the nominations received and submit that slate to the Board for action at its meeting in July. This process began at the May 1, 2019 committee meeting, however it was postponed at the request of Chairman Robert Garvy.

Issues to be Considered:

Discuss the suggestions received from board members to fill the positions of chair and vice chair of the UCF Board of Trustees and nominate an individual for each position for consideration by the full board at its next regular meeting after July 1.

Alternatives to Decision:

N/A

Fiscal Impact and Source of Funding:

N/A

Recommended Action:

Nominate an individual for chair and vice chair for consideration by the full board at the July 18, 2019 meeting.

Authority for Board of Trustees Action:

Seventh Amended and Restated Bylaws University of Central Florida Board of Trustees, Section 4.2

Committee Chair or Chairman of the Board approval:

Approved by Chair William Yeargin

Submitted by:

W. Scott Cole, Vice President and General Counsel

Supporting Documentation:

Attachment A: Slate of Nominations for Chair and Vice Chair

Facilitators/Presenters:

N/A

Attachment A

Nominations and Governance Committee
Nominations for Chair and Vice Chair
June 5, 2019

Chair nominations

Danny Gaekwad (1 vote) – Trustee Gaekwad was appointed to the board in 2018, his term ends in 2023. He is the Founder-CEO of NDS USA, an IT & Cloud Services company, and Danny G Management, which owns and operates various restaurants and hotels. In a business career spanning over three decades, Mr. Gaekwad has built over a dozen small- and medium-sized companies worth hundreds of millions of dollars, in diverse fields, such as Convenience stores, Real Estate development, Hospitality and Information Technology, among various other industries. He has founded or co-founded several organizations, including the India Association of Ocala, for which he also constructed a building. Mr. Gaekwad also helped construct the United Way building in Ocala. In the past three decades, Mr. Gaekwad has served on the boards of numerous public, private and nonprofit organizations. He is an Executive Board member of Enterprise Florida, Inc., a public-private partnership between Florida’s business and government leaders, since 2009. He also serves as an Executive Board member of Visit Florida, the official tourism marketing corporation of the state and on the Board of Directors for The Florida Chambers. Recently, he was appointed to the Transition Advisory Committee on the Economy by Governor-Elect Ron DeSantis. Mr. Gaekwad has been awarded Person of the Year 2018 by Ocala Magazine. Following are some of the awards and recognitions he has won: Asian American Hotel Owners Association Chairman’s Award, “One Million Jobs” certificate of appreciation, Lion of the Year Award, Leaders Leader Award, Marion County, Pride of India Award 2017, Glorious India Chairman’s Award 2017 and National Federation of India American Association in Washington D.C. with the Business and Entrepreneurship in 2018.

Alex Martins (3 votes) – Trustee Martins was appointed to the board in 2013, his term ends in 2021. He is chief executive officer of the Orlando Magic and has spent more than 26 years in professional sports management. He previously served as president for more than one year and was the team’s chief operating officer from 2006-10. Martins also serves as CEO of SED Development, LLC, an affiliate of the Magic which is currently planning an entertainment mixed use development across Church Street from the Amway Center. Over the past eight years, Martins led the Magic in a transformation of its business operations, while overseeing ticket sales, premium sales and corporate partnership effort which saw the most successful business year in the history of the franchise in the 2010-11 season. The transformation process received the recognition of the SportsBusiness Journal which named the Magic as a finalist for Professional Sports Team of the Year, the only NBA team to be named a finalist. Martins originally joined the Magic as director of publicity/media relations in April 1989. In September of 1996, he was promoted to senior director of communications. He also previously served as the Chairman of the Board of the Magic Action Team Community Fund. The Magic Action Team Fund developed into the Orlando Magic Youth Fund, which has distributed nearly \$18 million to local nonprofit organizations during the last 23 years, including \$1 million this season. Additionally, Martins served on the developmental board of the DeVos Sport Business Management Program at UCF. Martins is past chairman of the Metro Orlando Economic Development Commission and The Central Florida Partnership. He also serves on the board of directors of the Orlando/Orange County Convention & Visitors Bureau, the Central Florida Commission on Homeless, the executive

committee of the Dr. Phillips Performing Arts Center and the Central Florida board of directors for Seaside National Bank & Trust. In December of 2013, Martins was awarded the 2013 Charles Andrews Memorial Hospitality Award for Community Leadership by the Central Florida Hotel and Lodging Association. Martins earned his MBA from the University of Central Florida where he is a member of the College of Business Administration's Hall of Fame. He also serves on the Dean's Executive Council for the College of Business Administration at UCF, and was honored with the opportunity to serve as Commencement Speaker at UCF in August of 2008.

Beverly Seay (3 votes) – Trustee Seay was appointed to the board in 2013, her term ends in 2023. She is an entrepreneurial senior executive with global experience and a Fortune 500 track record in domestic and global business operations with a unique blend of strengths to include start-up, turnaround, high growth and acquisition. She recently completed the startup of the Nebraska Applied Research Institute focused on Cyber Physical Systems for Building and Utility Control Systems. She previously started the CAE Global Integrated Enterprise Solutions Group and CAE Healthcare Services for CAE Healthcare Products. From 1990-2011, she built the SAIC Modeling and Simulation systems business unit from startup to a peak of \$648M with 2500 employees, including an acquisition, internal merger and spinout. Recently inducted into the National Center for Simulation Hall of Fame, Bev is a recognized leader in innovative and creative technologies with strong university ties through personal commitment and industry collaboration. She chairs the Deans' Industry Advisory Boards at the UCF College of Engineering and Computer Science and the Georgia Tech College of Computing. She is also a member of the board of Association of Governing Boards of Universities and Colleges (AGB) (2015-present). She was vice-chair of UCF's Presidential search in 2017. Bev has a BS Mathematics and MS Computers, Information and Control Engineering from the University of Michigan.

David Walsh (1 vote) –Trustee Walsh was appointed to the board in 2016, his term ends in 2021. He was appointed President and Chief Executive Officer of Mitsubishi Hitachi Power Systems Americas, Inc. (MHPSA) in 2014, with responsibility for the Western Hemisphere electric power generation business of Mitsubishi Heavy Industries Ltd. and Hitachi Ltd. of Japan. Mr. Walsh was the first non-Japanese corporate officer of MHPSA's parent company, Mitsubishi Hitachi Power Systems, Ltd., in Japan. He was also the first American Board member of the America's company, MHPSA. Mr. Walsh retired from Mitsubishi Hitachi Power Systems in 2016, now serving as an advisor to various clients in the energy industry. Prior to his appointment as President & CEO at MHPSA, Mr. Walsh had been Executive Vice President of Sales & Marketing, Projects and Services. Mr. Walsh joined the company in 2001, and initially established the service and manufacturing business for Mitsubishi Heavy Industries in the Western Hemisphere. Previously, Mr. Walsh had been a senior executive at Westinghouse Electric Corporation as General Manager and Chairman of the Westinghouse global industrial and power generation service subsidiaries. He later became the senior executive and Vice Chairman responsible for the Westinghouse Electric power joint ventures in China, in partnership with the Shanghai Municipal Government and with the Chinese Ministry of Electric Power. Mr. Walsh received his BS Commerce degree from The University of Virginia, and did Graduate Study in Finance at The University of Pittsburgh and at Northwestern University. Mr. Walsh was an Enterprise Florida Board Member, and has previously been a Board Member of the Seminole County Foundation for Public Education, and served on the Seminole State College of Florida Foundation Board. Mr. Walsh has also been appointed Honorary Consul Japan, Orlando, by the Japanese Ministry of Foreign Affairs.

Vice Chair nominations

Kenneth Bradley (1 vote) – Trustee Bradley was appointed to the board in 2016, his term ends in 2021. He is the Senior Vice President/Administrator at Winter Park Memorial Hospital. Bradley has more than 30 years of central Florida healthcare experience, including Campus CEO/COO of Florida Hospital Kissimmee and COO of Florida Hospital's Celebration Health. Bradley's professional roots are in human resources management. His civic and professional service includes elected and appointed office as well as volunteer leadership. He served two terms as the elected Mayor of Winter Park, Florida. He also serves on the Wells Fargo Central Florida Community Bank Board. He has served on the Winter Park Library Board, and as a Board member of the University of Central Florida Foundation and the Southwest Volusia Healthcare Corporation Board. He is a graduate of Leadership Florida, Class 25. Bradley was appointed by the State of Florida CFO to serve on the Florida Medical Malpractice Joint Underwriters Association. Previously, Bradley served as the Chairman of the Board/Winter Park Chamber of Commerce, Board Member/Heart of Florida United Way, and Chairman of the Board/Community Vision of Osceola County. He is a member of the Rotary Club of Winter Park, with 29 years of perfect attendance. Additionally, he is a member of the American College of Healthcare Executives. Bradley has received numerous awards including: University of Central Florida Business College Hall of Fame (2014), Adventist Health System's Crystal Angel (2011), Winter Park Chamber Citizen of the Year (2010), and the Orlando Business Journal's Central Florida's Most Influential Businessmen award (2004 and 2010). Bradley is a 1985 graduate of the University of Central Florida with a Masters of Business Administration. He graduated with a Bachelor of Arts degree from Southern Adventist University (formerly known as Southern College of Seventh-day Adventists) in Collegedale, Tennessee.

Danny Gaekwad (2 votes) – see bio above.

Alex Martins (2 votes) – see bio above.

Beverly Seay (3 votes) – see bio above.

John Sprouls (1 vote) – Trustee Sprouls was appointed to the board in 2011, his term ends in 2021. He is the Executive Vice President and Chief Administrative Officer for Universal Parks & Resorts, the division of NBC Universal responsible for all theme park, resort and development activities. He oversees Human Resources, Legal, Business Affairs, Risk Management, EHS, Corporate Communications and External Affairs for the Group. Mr. Sprouls previously served as Chief Executive Officer of Universal Orlando Resort and President/CEO of Universal Holdings I and II, the entities that own and control Universal Orlando, from 2006 to 2011. Mr. Sprouls joined Universal Orlando in 1996 as Vice President of Human Resources, after having spent 15 years in various senior level roles for The Seagram Company, Ltd. He was appointed Senior Vice President – Administration for Universal Orlando in 1997. Beginning in 1999, he then served as Executive Vice President – Human Resources for the Universal Parks & Resorts Group, and from 2004 to 2011, served as Executive Vice President – HR, Legal and Business Affairs for the Group. In addition, he spent several years as an attorney in private practice in New York and New Jersey. Mr. Sprouls is a member of the U.S. Commerce Department's Tourism and Travel Advisory Board, U.S. Travel Association's Board of Directors and the U.S. Travel Association CEO Roundtable. Mr. Sprouls is

President of the Universal Orlando Foundation. He also serves as a board member of the University of Central Florida Foundation. Mr. Sprouls holds both a BA (History) and a J.D. from Seton Hall University.

David Walsh (2 votes) – see bio above.

ITEM: INFO-1

**UCF BOARD OF TRUSTEES
Nominating and Governance Committee
June 24, 2019**

Title: Discussion of process to review recommendations/comments from AGB report and board retreat

Background:

On May 17, 2019, members of the Board of Trustees attended a retreat to discuss the report from Association of Governing Boards (AGB) and participate in training from AGB, the Board of Governors, and university staff.

Issues to be Considered:

Discuss the process to review the recommendations that were presented at the May 17, 2019 retreat.

Alternatives to Decision:

N/A

Fiscal Impact and Source of Funding:

None

Recommended Action:

N/A

Authority for Board of Trustees Action:

N/A

Committee Chair or Chairman of the Board approval:

Committee Chair Bill Yeargin approved.

Submitted by:

Scott Cole, Vice President and General Counsel

Supporting Documentation:

None

Facilitators/Presenters:

N/A