



UNIVERSITY OF CENTRAL FLORIDA

**Board of Trustees  
Nominating and Governance Committee  
September 19, 2019  
8:00 a.m. - 8:30 a.m.  
FAIRWINDS Alumni Center  
Executive Conference Room, 2<sup>nd</sup> Floor  
Call-in Number: 888-619-1583, Passcode: 6875809394**

**Agenda**

**I. CALL TO ORDER**

William Yeargin  
*Chair, Nominating and  
Governance Committee*

**II. ROLL CALL**

Tanya Perry  
*Coordinator, Legal Affairs*

**III. MEETING MINUTES**

- [Approval of the July 18, 2019 Nominating and Governance Committee meeting minutes](#)

Chair Yeargin

**IV. NEW BUSINESS**

- Eighth Amended and Restated Bylaws of the Board of Trustees of the University of Central Florida ([NGC-1](#)) Scott Cole  
*Vice President and General Counsel*
- Revision to Delegation of Authority of Senior Management Official for Classified Program ([NGC-2](#)) Scott Cole
- Appointment of Board Members to UCF Research Foundation ([NGC-3](#)) Scott Cole
- UCF Convocation Corporation Bylaws Amendments ([NGC-4](#)) Scott Cole  
Margaret Jarrell-Cole

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|  | <i>Assoc. Vice President, Direct<br/>Support Organizations</i>                 |
| • Amendments to University Regulations UCF-3.0262<br>( <a href="#">NGC-5</a> )   | Scott Cole<br>Youndy Cook<br><i>Deputy General Counsel</i>                     |
| • Amendments to University Regulations UCF-5.016<br>( <a href="#">NGC-6</a> )  | Scott Cole<br>Youndy Cook  |
| • Board Operating Procedure: Staffing, Meetings;<br>Agendas ( <a href="#">NGC-7</a> )  | Scott Cole   |
| • Post Investigation Action Plan for Items with<br>Nominating and Governance Committee Oversight<br>( <a href="#">INFO-1</a> ) | Scott Cole<br>Janet Owen<br><i>Vice President for Government<br/>Relations</i> |
| <br><b>V. CLOSING COMMENTS</b>   | <br>Chair Yeargin  |



UNIVERSITY OF CENTRAL FLORIDA

**Board of Trustees  
Nominating and Governance Committee  
President's Boardroom, Millican Hall  
July 18, 2019**

**MINUTES**

**CALL TO ORDER**

Trustee William Yeargin, chair of the Nominating and Governance Committee, called the meeting to order at 8:30 a.m. Committee member Beverly Seay was present and committee members Alex Martins and John Sprouls attended by telephone.

**MINUTES APPROVAL**

The minutes from the June 24, 2019, Nominating and Governance Committee meeting were approved as submitted.

**NEW BUSINESS**

**Amendments to University Regulations UCF-9.001 and UCF-9.003 (NGC-1)**

Deputy General Counsel Youndy Cook asked the committee to approve amendments to UCF-9.001 and UCF-9.003. UCF-9.001 is being amended to place UCF Online tuition into the default tuition and fee grid; to add new language referencing the Board of Governors Allocation Summary and Workpapers document that details charges for students enrolled in the same undergraduate class more than twice; and to add new language for self-funded or market rate courses and a link to the website where current tuition costs are posted. The amendments to paragraph (6)(a) will be effective Spring 2020, all other proposed amendments will be effective immediately. UCF-9.003 is being amended to remove the requirement that tuition waivers for online programs apply only to nonresident graduate students. Instead tuition waivers may apply to any academic program offered in a fully online format and administered and approved through UCF Online. Trustee Seay made a motion to approve the amendments to both regulations and Trustee Martins seconded. The motion was approved unanimously.

**Amendments to University Regulations UCF-9.004 and UCF-3.0031 (NGC-2)**

Cook asked the committee to approve amendments to UCF-9.004 and UCF-3.0031. UCF-3.0031 adds new language regarding continued eligibility for tuition waivers for UCF employees and updates the language regarding which courses the tuition waiver program excludes. UCF-9.004 contains the same updates but applies to UCFAA employees. Trustee Martins made a motion to

approve the amendments to both regulations and Trustee Seay seconded. The motion was approved unanimously.

Amendments to University Regulation UCF-4.010 (NGC-3)

Cook asked the committee to approve amendments to UCF-4.010 Solicitation on Campus. UCF-4.010 is amended to exempt vendors, agents, and brokers authorized by the UCF Human Resources Office to promote employee benefit programs from the procedures of this regulation. Trustee Seay made a motion to approve the amendments and Trustee Martins seconded. The motion was approved unanimously.

Amendments to University Regulation UCF-4.034 (NGC-4)

Cook asked the committee to approve amendments to UCF-4.034 University Direct Support Organizations. UCF-4.034 is amended to remove reference to the Materiality Guidelines that were rescinded at the May 16, 2019, Board of Trustees meeting. Trustee Sprouls made a motion to approve the amendments and Trustee Seay seconded. The motion was approved unanimously.

Amendments to Chapter 5 University Regulations (NGC-5)

Cook asked the committee to approve amendments to regulations UCF-5.006, UCF-5.008, UCF-5.009, UCF-5.010, UCF-5.012, UCF-5.013, UCF-5.015, and UCF-5.017. She provided a brief overview of the proposed changes to each regulation. Chair Garvy inquired about whether viewpoints regarding Title IX and the application of judicial processes at universities have shifted. Cook provided an overview to recent legislative changes regarding due process and how it relates to the student conduct process. Trustee Self stated that there were no comments on the behalf of faculty regarding the proposed changes. Trustee Seay made a motion to approve the amendments to all of the regulations and Trustee Martins seconded. The motion was approved unanimously.

Delegation of Authority to Senior Management Official for Classified Programs (NGC-6)

Scott Cole, Vice President and General Counsel, presented a new board policy for approval. The policy would authorize exclusive delegation of authority to the Vice President for Research and Dean of Graduate Studies to access, control, and influence the UCF classified program until the University President is granted a clearance at the facility clearance level. Trustee Seay made a motion to approve the policy and Trustee Sprouls seconded. The motion was approved unanimously.

Appointment of Board Members to the Central Florida Clinical Practice Organization, Inc. (NGC-7)

Cole asked the committee to approve the appointment of three individuals to the board of the Central Florida Clinical Practice Organization. Although the CFCPO is not a direct support organization, it behaves similarly and will follow the same processes that DSOs follow for transparency purposes. Trustee Self suggested that future agenda items include a copy of the respective bylaws for each organization. Trustee Sprouls made a motion to approve the appointments and Trustee Seay seconded. The motion was approved unanimously.

Appointment of Board Member to UCF Research Foundation (NGC-8)

Cole asked the committee to approve the appointment of Misty Shepherd, Interim Chief Operating Officer, to the board of the UCF Research Foundation. Trustee Martins made a motion to approve the appointment and Trustee Sprouls seconded. The motion was approved unanimously.

UCF Foundation Bylaws Amendments (NGC-9)

Cole asked the committee to approve amendments to the bylaws of the UCF Foundation. He summarized the proposed changes. These changes were approved by the UCF Foundation board at their annual meeting on June 7, 2019. Trustee Seay made a motion to approve the proposed amendments to the bylaws and Trustee Sprouls seconded. The motion was approved unanimously.

UCF Foundation Board First Term Nominations (NGC-10)

Cole asked the committee to approve the appointments of five individuals to the board of the UCF Foundation. The UCF Foundation Board Governance Committee approved these nominations at their May 15, 2019, meeting. Trustee Seay made a motion to approve the appointments and Trustee Sprouls seconded. The motion was approved unanimously.

Leadership Statement revisions (NGC-11)

Cole presented proposed changes to the Leadership Statement. These changes were suggested by Trustee Seay at the prior Nominating and Governance Committee meeting. They are recommended from the AGB Comprehensive Guide to Presidential Searches for Universities and Colleges. Trustee Martins made a motion to approve the amendments and Trustee Sprouls seconded. The motion was approved unanimously.

Board Operation Procedure: Staffing; Meetings; Agendas (NGC-12)

Cole presented the first of the Board Operating Procedures. These procedures are being developed to formalize processes as they relate to the operations of the Board. This procedure is related to the creation and presentation of agendas, meeting materials, and a board events calendar. Trustee Seay recommended that the staff liaison for the Executive Committee be the Vice President for Government Relations. Trustee Seay made a motion to approve the Board Operating Procedure with the revision as to the staff liaison for the Executive Committee, and Trustee Sprouls seconded. The motion was approved unanimously.

Review of Board of Trustees Bylaws (INFO-1)

Cole informed the committee that one of the function of the committee is to review annually the bylaws of the Board of Trustees. The bylaws were last revised in 2016. He will solicit the board for any proposed changes and bring them back at the next committee meeting for approval.

**OTHER BUSINESS**

Chair Yeargin mentioned that the voting for chair and vice chair will occur at the full board meeting later in the afternoon.

Chair Garvey asked when the appropriate time might be to begin the presidential leadership process. He stated that he would like the committee to reach out to several leading search firms to gauge their opinions on the appropriate timing to begin the next presidential search and report the findings at the next board meeting. Trustee Walsh asked for clarification on the timeline for the search process. He also made comments commending President Seymour for his leadership. Trustee Gaekwad inquired as to any time limits on the interim presidential role. Chair Garvy indicated that there are no requirements or limits to the interim role and that the university can be flexible on when the search process begins.

The meeting adjourned at 9:29 a.m.

Reviewed by:

\_\_\_\_\_  
William Yeargin  
Chair, Nominating and Governance  
Committee

\_\_\_\_\_  
Date

Respectfully submitted:

\_\_\_\_\_  
Janet Owen  
Associate Corporate Secretary

\_\_\_\_\_  
Date

**ITEM: NGC-1**

**UCF BOARD OF TRUSTEES  
Nominating and Governance Committee  
September 19, 2019**

**Title:** Eighth Amended and Restated Bylaws of the Board of Trustees

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**Background:**

One of the functions of the Nominating and Governance Committee is to annually review the bylaws of the University of Central Florida Board of Trustees. A copy of the bylaws was sent to each Trustee to request their input on possible revisions. Suggestions were compiled and have been incorporated into the proposed amended bylaws.

**Issues to be Considered:**

The Eighth Amended and Restated Bylaws of the University of Central Florida Board of Trustees is being amended to add language clarifying the limitations or authority of the Executive Committee and eliminating the Strategic Planning Committee. Additional technical changes are also proposed.

**Alternatives to Decision:**

Do not approve the recommended revisions to the Bylaws or approve alternative revisions.

**Fiscal Impact and Source of Funding:**

N/A.

**Recommended Action:**

Approve the Eighth Amended and Restated Bylaws of the University of Central Florida Board of Trustees.

**Authority for Board of Trustees Action:**

Second Amended and Restated UCF Nominating and Governance Committee Charter

**Contract Reviewed/Approved by General Counsel:**

N/A

**Committee Chair or Chair of the Board approval:**

Committee Chair Bill Yeargin approved.

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**Submitted by:**

Scott Cole, Vice President and General Counsel

**Supporting Documentation:**

Attachment A: Eighth Amended and Restated Bylaws of the University of Central Florida Board of Trustees (redline)

**Facilitators/Presenters:**

N/A

Attachment A

# University of Central Florida Board of Trustees

## Eighth~~Seventh~~ Amended and Restated Bylaws

September 19, 2019  
~~September 15, 2016~~



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## 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 ~~regulations~~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 ~~regulations~~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 ~~regulations~~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 ~~regulations~~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' ~~regulations~~<sup>rules</sup> 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. The Executive Committee may not take any of the following actions, for which only the board has the exclusive authority: appointment and dismissal of the president; approval of the president's employment agreement; sale or other disposition of assets; incurrence of debt; approval of new facilities; election of chair and vice chair; approval of the annual capital and operations budgets; use of the institution's credit line; conferral of degrees; institution or elimination of new academic programs or colleges; and amendment of the bylaws.

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 ~~seven~~<sup>fourteen</sup> (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 ~~Office of Board Relations~~<sup>Assistant Secretary of the Board</sup> 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 ~~these bylaws or~~ specific ~~procedures~~<sup>rules</sup> 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 delivered electronically or by mail ~~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 19, 2019 ~~September 15, 2016~~.

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Secretary

**ITEM: NGC-2**

**UCF BOARD OF TRUSTEES  
Nominating and Governance  
September 19, 2019**

**Title:** Revision to Delegation of Authority of Senior Management Official for Classified Program

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**Background:**

On July 18, 2019, this Committee approved the Delegation of Authority of Senior Management Official for Classified Program. The United States National Industrial Security Program Operating Manual (NISPOM) requires the Senior Management Official (SMO) of a facility to be cleared at the facility clearance level. Interim President Seymour has now been granted clearance at the facility clearance level, and is no longer required to be excluded from access, control, and influence over the UCF classified program.

**Issues to be Considered:**

Authorize revision to the Delegation of Authority of Senior Management Official for Classified Program to exclusively delegate authority to the Interim President as to access, control, and influence over the UCF classified program, including executing and administering classified contracts, and to confirm his authority to execute and administer classified contracts, and otherwise access, control, and influence the UCF classified program.

**Alternatives to Decision:**

Decline the revision, so that the Vice President for Research and Dean of the College of Graduate Studies remains the Senior Management Official for UCF's Classified Program.

**Fiscal Impact and Source of Funding:**

n/a

**Recommended Action:**

Rescind the delegation to the Vice President for Research and Dean of the College of Graduate Studies, and delegate exclusive authority to Dr. Thad Seymour, Jr., Interim President, to execute and administer classified contracts, by approving the revisions to the Delegation of Authority to Senior Management Official.

**Authority for Board of Trustees Action:**

Board of Governors' Regulation 1.01

Board of Governors' Sponsored Research Regulation 10.002

**Committee Chair or Chair of the Board approval:**

Committee Chair Bill Yeargin approved.

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**Submitted by:**

W. Scott Cole, Vice President and General Counsel

**Supporting Documentation:**

Attachment A: Delegation of Exclusive Authority to Senior Management Official

Attachment B: Board of Governors' Regulation 1.001



Attachment C: Board of Governors' Sponsored Research Regulation 10.002

**Facilitators/Presenters:**

Sandra Sovinski, Deputy General Counsel for Research

Attachment A

Policy BOT-6

**UNIVERSITY OF CENTRAL FLORIDA  
BOARD OF TRUSTEES  
POLICY**

**Delegation of Authority to Senior Management Official**

**POLICY STATEMENT**

Article IX, Section 7 of the Florida Constitution provides that the Board of Governors shall establish the powers and duties of the university boards of trustees. Board of Governors Regulation 1.001, copy attached as Exhibit A, delegates those powers and duties to the boards of trustees.

The Board of Trustees desires to further delegate certain of its powers and duties to a Senior Management Official, as more particularly described below. Any power or duty delegated by the Board to the Senior Management Official may be rescinded at any time by majority vote of the Board. The Senior Management Official may NOT further delegate his or her powers and duties.

**DEFINITIONS**

Board: UCF Board of Trustees

BOG: Florida Board of Governors

KMP: Key Management Personnel

NISPOM: United States National Industrial Security Program Operating Manual

SMO: Senior Management Official

UCF or University: University of Central Florida

**PROCEDURES:**

The Board exclusively delegates to the ~~Vice President for Research and Dean of the College of Graduate Studies~~ all usual and customary powers necessary, as the University's SMO, to administer the University classified program.

Except as provided herein, no KMP may have access, control, and influence over the UCF classified program. Board member(s) cleared at the facility clearance level, the Vice President for Research and Dean of the College of Graduate Studies, and legal counsel cleared at the facility clearance level (whether in-house or contracted), may be consulted, as necessary and as

permitted by NISPOM.

**The SMO's authority also includes the following:**

1. Execute classified contracts on behalf of the Board.
2. Oversee the classified research activities of the University, including managing the intellectual property of the University related thereto.

**Items requiring the SMO to consult with legal counsel and Board member(s) cleared at the facility clearance level) before implementation:**

1. Any matter which has the potential to create significant risk, or political or reputational issues for the University.
2. All items required by the BOG or Florida Legislature to be approved by the Board.

INITIATING AUTHORITY

UCF Board of Trustees

**History:** New 7-18-2019. Revised -19.

Authority: Section 7(c), Art. IX, Fla. Const.; FL BOG Regulation 1.001

Attachment B

**1.001 University Board of Trustees Powers and Duties**

- (1) Pursuant to Article IX, section 7(c), Florida Constitution, the Board of Governors shall establish the powers and duties of the board of trustees as set forth herein and as may be established in Board of Governors' regulations. This regulation supersedes the delegation of authority to the boards of trustees contained in the Board of Governors' Resolution dated January 7, 2003. The intent of this regulation is to delegate powers and duties to the university boards of trustees so that the university boards have all of the powers and duties necessary and appropriate for the direction, operation, management, and accountability of each state university.
- (2) Composition of Boards; Membership and Organization.
  - (a) Each university shall be administered by a board of trustees, consisting of thirteen members dedicated to the purposes of the State University System. Each university board of trustees includes six members appointed by the Governor and five members appointed by the Board of Governors, all of whom must be confirmed by the Senate. All trustees are required to attend a Board of Governors orientation session, preferably prior to service on the university board. The chair of the faculty senate, or the equivalent, and the president of Student Government, or the equivalent, are also members. Board of trustee members shall serve staggered terms of five years and may be reappointed for subsequent terms, except for the faculty and student representatives who shall serve for the duration of the term of their respective elected offices. All members are public officers subject to the requirements of the Florida Code of Ethics.
  - (b) Each board of trustees shall select its chair and vice chair from the appointed members. Each chair shall serve for two years and may be reselected for one additional consecutive two-year term. Any exception to this term of office must be approved by a two-thirds vote of the board of trustees.
  - (c) The duties of the chair shall include presiding at all meetings of the board of trustees, calling special meetings of the board of trustees, attesting to actions of the board of trustees, and notifying the Board of Governors or the Governor, 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 as provided in section 1001.71, Florida Statutes.
  - (d) The university president shall serve as the chief executive officer and corporate secretary of the board of trustees and shall be responsible to the board of trustees for all operations of the university and for setting

the agenda for meetings of the board of trustees in consultation with the chair.

- (e) Members of the boards of trustees shall receive no compensation but may be reimbursed for travel and per diem expenses as provided in section 112.061, Florida Statutes.
  - (f) Each board of trustees shall establish the powers and duties of the university president.
  - (g) Each board of trustees shall be a public body corporate with all the powers of a body corporate, including the power to adopt a corporate seal, to contract and be contracted with, to sue and be sued, to plead and be impleaded in all courts of law and equity, and to give and receive donations. In all suits against the board of trustees, service of process shall be made on the chair of the board of trustees or on a university designee.
  - (h) Each board of trustees shall be primarily acting as an instrumentality of the state pursuant to section 768.28, Florida Statutes, for purposes of sovereign immunity.
  - (i) Each board of trustees is subject to the public records and open meetings requirements set forth in Article I, section 24 of the Florida Constitution and laws implementing that section.
  - (j) Each board of trustees shall keep and, within two weeks after a board meeting, post prominently on the university's website detailed meeting minutes for all meetings, including the vote history and attendance of each trustee, as provided in section 1001.71, Florida Statutes.
- (3) University Administration and Oversight.
- (a) Each board of trustees shall be responsible for the administration of its university in a manner that is dedicated to, and consistent with the university's mission which shall be otherwise consistent with the mission and purposes of the State University System as defined by the Board of Governors.
  - (b) Each board of trustees may establish committees of the board to address matters including, but not limited to, academic and student affairs, strategic planning, finance, audit, property acquisition and construction, personnel, and budgets.
  - (c) Each board of trustees shall adopt a strategic plan in alignment with the Board of Governors' systemwide strategic plan and regulations, and the university's mission. University strategic plans shall be submitted to the Board of Governors for approval.
  - (d) Each board of trustees shall prepare a multi-year workplan/report for the Board of Governors that outlines its university's top priorities, strategic directions, and specific actions and financial plans for

achieving those priorities, as well as performance expectations and outcomes on institutional and systemwide goals. The workplan/report shall reflect the university's distinctive mission and focus on core institutional strengths within the context of State University System goals and regional and statewide needs.

- (e) Each board of trustees shall have a policy addressing conflicts of interest for its members.
  - (f) Each board of trustees shall maintain an effective information system to provide accurate, timely, and cost-effective information about the university, and shall require that all data and reporting requirements of the Board of Governors are met.
  - (g) Each board of trustees may promulgate regulations and procedures related to data and technology, including information systems, communications systems, computer hardware and software, and networks.
  - (h) Each board of trustees is authorized to secure comprehensive general liability insurance.
  - (i) Each board of trustees may provide for payment of the cost of civil actions against officers, employees, or agents of its board.
  - (j) Each board of trustees is authorized to promulgate university regulations in accordance with the Regulation Development Procedure adopted by the Board of Governors.
  - (k) Each board of trustees may govern traffic on the grounds of the university and in other areas in accordance with law and any mutual aid agreements entered into with other law enforcement agencies.
  - (l) Each board of trustees shall be responsible for campus safety and emergency preparedness, to include safety and security measures for university personnel, students, and campus visitors.
  - (m) Each board of trustees is authorized to create divisions of sponsored research and establish policies regulating the administration and operation of the divisions of sponsored research.
- (4) Academic Programs and Student Affairs.
- (a) Each board of trustees shall adopt university regulations or policies, as appropriate, in areas including, but not limited to:
    - 1. authorization and discontinuance of degree programs;
    - 2. articulation and access;
    - 3. admission and enrollment of students;
    - 4. minimum academic performance standards for the award of a degree;
    - 5. student financial assistance;
    - 6. student activities and organizations;
    - 7. student records and reports;

8. antihazing, related penalties, and program for enforcement;
  9. reasonable accommodation of religious observances; and
  10. uniform student code of conduct and related penalties.
- Such regulations or policies shall be consistent with any applicable Board of Governors' regulations.

- (b) Each board of trustees shall establish a committee to periodically review and evaluate the student judicial system. At least one-half of the members of the committee shall be students appointed by the student body president.
  - (c) Each board of trustees shall approve the internal procedures of student government organizations.
  - (d) Each board of trustees shall require that institutional control and oversight of its intercollegiate athletics program is in compliance with the rules and regulations of the National Collegiate Athletic Association. The university president is responsible for the administration of all aspects of the intercollegiate athletics program.
- (5) Personnel.
- (a) Each board of trustees shall provide for the establishment of the personnel program for all the employees of the university, including the president, which may include but is not limited to: compensation and other conditions of employment, recruitment and selection, nonreappointment, standards for performance and conduct, evaluation, benefits and hours of work, leave policies, recognition and awards, inventions and works, travel, learning opportunities, exchange programs, academic freedom and responsibility, promotion, assignment, demotion, transfer, tenure, and permanent status, ethical obligations and conflicts of interest, restrictive covenants, disciplinary actions, complaints, appeals and grievance procedures, and separation and termination from employment. To the extent allowed by law, university employees shall continue to be able to participate in the state group insurance programs and the state retirement systems.
  - (b) Each board of trustees shall act as the sole public employer with regard to all public employees of its university for the purposes of collective bargaining, and shall serve as the legislative body for the resolution of impasses with regard to collective bargaining matters.
  - (c) Each board of trustees shall select its university president subject to confirmation of the candidate by the Board of Governors and in accordance with the requirements of Regulation 1.002. A presidential search committee shall be appointed to make recommendations to the full board of trustees. The board of trustees shall select a candidate for confirmation by the Board of Governors. Prior to confirmation, the board of trustees shall submit a written description of the selection

process and criteria, the qualifications of the selected candidate, and a copy of the proposed employment contract to the Board of Governors for its consideration in confirming the candidate. The candidate selected by the board of trustees shall be required to appear before the Board of Governors at the meeting where confirmation of the candidate will be considered. Such meeting will be held as soon as practicable to ensure a timely transition. Renewals of presidential employment contracts shall be subject to confirmation by the Board of Governors and shall be limited to one-year terms.

- (d) In the event that a board of trustees selects an interim president, such selection is subject to confirmation of the candidate by the Board of Governors. If it is determined by the board of trustees to be in the best interests of the university, the interim president selected by the board may be delegated full authority to serve as the interim president during the period prior to confirmation by the Board of Governors. Continued service as interim president requires confirmation by the Board of Governors, and the candidate selected by the board of trustees shall be required to appear before the Board of Governors at the meeting where confirmation will be considered. Such meeting will be held as soon as practicable to ensure a timely transition.
  - (e) Each board of trustees shall develop guidelines for the annual evaluation of the president.
  - (f) Each board of trustees shall conduct an annual evaluation of the president. The chair of the board of trustees shall request input from the Chair of the Board of Governors, who may involve the Chancellor, during the annual evaluation process pertaining to responsiveness to the Board of Governors' strategic goals and priorities, and compliance with systemwide regulations.
- (6) Financial Management.
- (a) Each board of trustees shall be responsible for the financial management of its university and shall submit an institutional budget request, including a request for fixed capital outlay, and an operating budget to the Board of Governors for approval in accordance with the guidelines established by the Board of Governors.
  - (b) Each board of trustees shall establish tuition and fees in accordance with regulations established by the Board of Governors.
  - (c) Each board of trustees shall establish waivers for tuition and fees pursuant to regulations established by the Board of Governors.
  - (d) Each board of trustees shall engage in sound debt management practices for the issuance of debt by the university and its direct support organizations, and shall comply with the guidelines established by the Board of Governors in connection with the



- authorization, issuance and sale of university and direct support organization debt.
- (e) Each board of trustees shall account for expenditures of all state, local, federal, and other funds in accordance with guidelines or regulations established by the Board of Governors, and as provided by state or federal law.
  - (f) Each board of trustees may enter into agreements for, and accept, credit card payments as compensation for goods, services, tuition, and fees.
  - (g) Each board of trustees shall establish policies and procedures for the performance of annual internal audits of university finances and operations. All reports generated from such audits must be submitted to the Board of Governors after review and acceptance by the board of trustees, or its designee.
  - (h) Each board of trustees and each direct support organization shall submit annual financial statements to the Board of Governors.
- (7) Property and Purchasing.
- (a) Each board of trustees and university direct support organization must obtain prior approval from the Board of Governors before entering into a binding contractual obligation to improve real property that will result in the board or the direct support organization seeking a commitment of state funds for the development, construction, operation, or maintenance of an educational or research facility.
  - (b) Each board of trustees shall have the authority to acquire real and personal property and contract for the sale and disposal of same, and approve and execute contracts for purchase, sale, lease, license, or acquisition of commodities, goods, equipment, and contractual services, leases of real and personal property, and construction. The acquisition may include purchase by installment or lease-purchase. Such contracts may provide for payment of interest on the unpaid portion of the purchase price.
  - (c) With respect to state-funded real property acquisitions, each board of trustees may, with the consent of the Board of Trustees of the Internal Improvement Trust Fund, sell, convey, transfer, exchange, trade, or purchase real property and related improvements necessary and desirable to serve the needs and purposes of the university.
    - 1. The board of trustees may secure appraisals and surveys in accordance with the policies and procedures of the Board of Trustees of the Internal Improvement Trust Fund. Whenever the board of trustees finds it necessary for timely property acquisition, it may contract, without the need for competitive selection, with one or more appraisers whose names are

contained on the list of approved appraisers maintained by the Division of State Lands in the Department of Environmental Protection.

2. The board of trustees may negotiate and enter into an option contract before an appraisal is obtained. The option contract must state that the final purchase price may not exceed the maximum value allowed by law. The consideration for such an option contract may not exceed 10 percent of the estimate obtained by the board of trustees or 10 percent of the value of the parcel, whichever is greater, unless otherwise authorized by the board of trustees.
  3. Title to property acquired by a university board of trustees prior to January 7, 2003, and to property acquired thereafter with state funds shall vest in the Board of Trustees of the Internal Improvement Trust Fund. With respect to all other real property acquired by a university, such property shall be titled in the name of the university board of trustees, or as the trustees of the university may deem appropriate.
- (d) Each board of trustees shall submit to the Board of Governors, for approval, plans for all new campuses and instructional centers.
  - (e) Each board of trustees shall administer a program for the maintenance and construction of facilities.
  - (f) Each board of trustees may exercise the right of eminent domain pursuant to the provisions of chapter 1013, Florida Statutes.
  - (g) Each board of trustees shall be responsible for the use, maintenance, protection, and control of, and the imposition of charges for, university-owned or university-controlled buildings and grounds, property and equipment, name trademarks and other proprietary marks, and the financial and other resources of the university.
  - (h) With respect to any funds or real or personal property designated by will, deed, agreement, or court appointment to be held in trust for the benefit of the university, or its students, faculty members, officers, or employees, or otherwise, or for any educational purpose, a university board of trustees is authorized to act as trustee with full legal capacity as trustee to administer such trust property and, in such event, the title thereto shall vest in the board of trustees as trustee. In all such cases, the university board of trustees shall have the power and capacity to do and perform all things as fully as any individual trustee or other competent trustee might do or perform, and with the same rights, privileges, and duties including the power, capacity, and authority to convey, transfer, mortgage, or pledge such property held in trust and to contract and execute all other documents relating to said trust property which may be required for or appropriate to the

administration of such trust or to accomplish the purposes of any such trust. Nothing herein shall be construed to authorize a board of trustees to contract a debt on behalf of, or in any way to obligate, the state; and the satisfaction of any debt or obligation incurred by the board as trustee under the provisions of this section shall be exclusively from the trust property, mortgaged or encumbered.

- (i) Each board of trustees shall prepare and adopt a campus master plan pursuant to section 1013.30, Florida Statutes.
  - (j) Each board of trustees shall prepare, adopt, and execute a campus development agreement pursuant to section 1013.30, Florida Statutes.
  - (k) Each board of trustees may authorize the rent or lease of parking facilities, provided that such facilities are funded through parking fees or parking fines imposed by a university. A board of trustees may authorize a university to charge fees for parking at such rented or leased parking facilities and parking fines.
  - (l) Each board of trustees shall promulgate regulations that establish basic criteria related to the procurement of commodities and contractual services.
  - (m) Each board of trustees shall be responsible for the fire safety and sanitation of public educational and ancillary plants.
- (8) Miscellaneous Powers and Duties.
- (a) Each board of trustees is authorized to form such corporate entities as are necessary to establish and maintain faculty practice plans for the collection, distribution, and regulation of fees generated by faculty members engaged in the provision of healthcare services to patients as an integral part of their academic activities and employment as faculty. Each such faculty practice plan must be adopted by the board of trustees in accordance with regulations of the Board of Governors and approved by the Board of Governors.
  - (b) Each board of trustees is authorized to establish direct support organizations and university health services support organizations and certify them to use university property, facilities, and services.
  - (c) Each board of trustees may establish educational research centers for child development.
  - (d) Each board of trustees is authorized to protect, develop, and transfer the work products of university personnel and other university agents and contractors, which authority shall include but not be limited to licensing, assigning, selling, leasing, or otherwise allowing the use of or conveying such work products and securing and enforcing patents, copyrights, and trademarks on such products. Each board of trustees shall have policies and procedures concerning the work products of university personnel that facilitate technology development and

transfer for the public benefit. Such policies must include, without limitation, provisions that take into account the contributions of university personnel in the development of work products and that require any proceeds from such work products be used to support the research and sponsored training programs of the university.

- (e) Each board of trustees is responsible for compliance with all applicable laws, rules, regulations, and requirements.
- (f) Each board of trustees shall perform such other duties as provided by the Board of Governors, or as each board of trustees may determine are necessary or appropriate for the administration of the university so long as the trustees comply with any applicable laws and Board of Governors' regulations and policies.

Authority: Section 7(c), Art. IX, Fla. Const.; History: Resolution 1-07-03, New 3-26-09, Amended 09-16-10, 08-31-17.

Attachment C

**10.002 Sponsored Research**

- (1) University boards of trustees are authorized to create divisions of sponsored research and establish policies regulating the administration and operation of the divisions of sponsored research.
- (2) Each university shall annually certify to the Board of Governors that it has policies in place to negotiate, enter into, and execute research contracts including, but not limited to, policies for solicitation and acceptance of research grants and research donations, policies for the collection of fees and research donations in the context of university sponsored research, and policies relating to the appropriate use of research funds.
- (3) Each certification will further provide that reasonable control and monitoring systems are in place for research activities to comply with applicable laws and the mission and long term plans of the university. The certification will be submitted to the Board of Governors by October 1 of each calendar year.
- (4) The certification form will be signed, to the best of the certifying official's knowledge, by the most senior officer responsible for research as designated by the President and the annual certification will be reported to the board of trustees.

Authority: Section 7(d), Art. IX, Fla. Const.; History: New 6-22-17.

**ITEM: NGC-3**

**UCF BOARD OF TRUSTEES  
Nominating and Governance Committee  
September 19, 2019**

**Title:** Appointment of Board Member to UCF Research Foundation

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**Background:**

Florida Statute 1004.28(3) requires that the university board of trustees approve all board appointments to direct support organizations.

UCF Research Foundation Bylaws provides that the President may appoint a designee to the Board of Directors. The UCF Research Foundation is recommending that Peter Wearden, MD, PhD, be considered for appointment. He will be appointed to a three-year term effective immediately.

**Issues to be Considered:**

N/A

**Alternatives to Decision:**

N/A

**Fiscal Impact and Source of Funding:**

N/A

**Recommended Action:**

Approve the appointment of Dr. Peter Wearden to serve on the corporation's Board of Directors.

**Authority for Board of Trustees Action:**

Fl. Statute 1004.28(3)

Third Amended and Restated Bylaws of the University of Central Florida Research Foundation

**Contract Reviewed/Approved by General Counsel:**

N/A

**Committee Chair or Chair of the Board approval:**

Committee Chair Bill Yeargin approved.

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**Submitted by:**

Scott Cole, Vice President and General Counsel

**Supporting Documentation:**

Attachment A: Board member candidate bio and CV

Attachment B: Third Amended and Restated Bylaws of the UCF Research Foundation

**Facilitators/Presenters:**

N/A

Attachment A

## Peter D. Wearden, MD, PhD

*Director and Chair, Nemours Cardiac Center in Florida and Chief of Cardiothoracic Surgery,  
Nemours Children's Hospital*

Peter D. Wearden, MD, PhD, joined Nemours Children's Hospital in October 2015. Before joining Nemours, he served as a pediatric cardiothoracic surgeon at the Children's Hospital of Pittsburgh of UPMC (University of Pittsburgh Medical Center). Dr. Wearden earned his medical degree and a doctorate in pharmacology and toxicology from the West Virginia University School of Medicine, where he continued his training with a residency in surgery. Following a residency in cardiothoracic surgery at the University of Pittsburgh Medical Center, Dr. Wearden completed a fellowship in pediatric cardiothoracic surgery at the Hospital for Sick Children in Toronto. Dr. Wearden is certified by the American Board of Thoracic Surgery and the American Board of Surgery. Dr. Wearden is an NIH funded investigator and recognized as an international authority on the development and implementation of artificial hearts and lungs in children.



Attachment B

**THIRD AMENDED AND RESTATED  
BYLAWS  
OF THE  
UNIVERSITY OF CENTRAL FLORIDA RESEARCH FOUNDATION, INC.  
f/k/a The Research Foundation of The University of Central Florida, Inc.  
(A Not-For-Profit Corporation)**

**ARTICLE I  
Board of Directors**

Section 1. Membership, Term of Office, and Chair. The Board of Directors shall consist of not less than six (6) and not more than nine (9) voting members. The first and second members shall be the University of Central Florida (UCF or University) President and UCF Provost, or their respective designees. The third member shall be the UCF Vice President for Research and Commercialization. The fourth member shall be appointed by the UCF Vice President for Medical Affairs. The fifth member shall be appointed by the University President. The sixth member shall be appointed by the Chair of the University Board of Trustees. The seventh member shall be the UCF Chief Financial Officer. Additional members of the Board shall only be appointed by the University President.

The University President and UCF Provost, and their respective designees, shall serve as Directors for such time as the President and Provost, individually, continue to serve as the President and Provost of the University. The Director appointed by the Chair of the University Board of Trustees shall serve for such time as the Chair of the University Board of Trustees continues to serve as the Chair. The UCF Vice President for Research and Commercialization shall serve as a Director for such time as he or she continues to serve as the Vice President for Research and Commercialization of the University. The Director appointed by the UCF Vice President for Medical Affairs shall serve for such time as the Vice President for Medical Affairs continues to serve as a Vice President of the University. The remaining Directors shall serve a three-year term and shall be eligible for re- appointment by majority vote of the University President, University Provost, and UCF Vice President for Research and Commercialization, or their designees where applicable.

The respective appointments or designations to the Board shall serve at the pleasure of the University President, University Provost, Chair of the University Board of Trustees, or UCF Vice President for Medical Affairs and until a successor is appointed. The University President, University Provost, Chair of the University Board of Trustees, and UCF Vice President for Medical Affairs shall have full discretionary power to replace their individual appointments or designations to the Board. Notice of any such replacement shall be provided to the University President and the President of the Corporation.

The UCF Vice President for Research and Commercialization shall serve as Chair of the Board.

Section 2. Powers and Duties of the Board of Directors. The property, affairs, activities, and concerns of the Corporation shall be vested in the Board. All management functions shall be exercised by the Board, subject to delegation by the Board to the Officers and the Executive Committee. The University President shall:



- a) Have authority and responsibility to monitor and control the use of University resources and the University name in accordance with applicable Florida laws and University rules and policies, as amended from time-to-time.
- b) Have authority to monitor and control the use of the Corporation's resources.
- c) Retain control of the Corporation's name and monitor compliance of the Corporation with state and federal laws and rules of the Board of Trustees.
- d) Possess line-item authority over the budget of the Corporation. This authority includes the establishment of additional line items and reduction or elimination of existing budgetary items.
- e) Approve salary supplements and other compensation or benefits paid to the University faculty and staff from Corporation's assets.

Section 3. Meetings. A regular annual meeting of the Board shall be held between August 1 and September 30 at a date and time set by the Board. Other regular meetings may be held at dates and times set by the Board. Notice of the meetings, signed by the Secretary, and shall be given by personal delivery, U.S. Mail or electronic mail to the last recorded address of each Director at least ten (10) days before the time appointed for the meeting. Special meetings of the Board may be called by the President or Secretary of this Corporation, two (2) or more Directors, or the University President. Notice of any special meeting of the Board shall be given at least ten (10) days prior thereto by personal delivery, U.S. Mail, or electronic mail to each Director at his or her address as shown by the records of the Corporation and to the Chair of the University Board of Trustees. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Business to be transacted at the meeting need not be specified in the notice or waiver, unless specifically required by law or by these Bylaws. Proxies, general or special, shall not be accepted for any purpose in the meetings of the Board. The use of telephone or video conferencing for meeting attendance, quorum and voting is permissible so long as the meeting is held in accordance with the Florida Government-in-the-Sunshine Law.

Section 4. Quorum. A majority of the Board shall constitute a quorum for the transaction of business at any meeting of the Board. If a quorum is not present, a majority of those present may adjourn the meeting from time-to-time without further notice.

Section 5. Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by law or by these Bylaws.

Section 6. Vacancies. Whenever any vacancy occurs on the Board, by death, resignation, or otherwise, it shall be filled without undue delay. In the case of the University President, Provost, and Vice President for Research, the person who is acting as the University President, Provost, or Vice President for Research will fill the vacancy.

Section 7. Order of Business. The order of business shall be as follows at all meetings of the Board and Executive Committee:

- a) Calling of the roll

- b) Proof of notice of meeting or waiver of notice
- c) Reading of the minutes
- d) Receiving communication
- e) Election of officers and directors, if necessary
- f) Reports of officers
- g) Report of committees
- h) Unfinished business
- i) New business

Any question as to the priority of business shall be decided by the Chair without debate. This order of business may be altered or suspended at any meeting by a majority vote of the Directors present.

## **ARTICLE II**

### **Officers**

Section 1. Number. The Officers of this Corporation shall be a President, a Vice President, a Secretary, and a Treasurer. Additional Officers may be appointed by the Board.

Section 2. Method of Election and Removal. The Board shall elect all officers at its regular annual meeting, or other regular or special meeting, and such Officers shall serve for a term of one (1) year. A majority of a quorum present shall be necessary to constitute an election. The election of the President of the Corporation shall be upon the recommendation and prior approval of the University President. The Board may remove any Officer at any special meeting by a vote of majority of a quorum present, provided that notice of the pending removal is set forth in the notice of the special meeting, or provided that all Directors waive notice of such special meeting.

Section 3. Duties of Officers. The duties and powers of the Officers of the Corporation shall be as follows:

- a) President. The President shall be a member ex officio, with the right to vote, of all committees. At the regular annual meeting of the Board and at such other times as he or she deems proper, he or she shall communicate to the Board such matters and make such suggestions as may in his or her opinion tend to promote the prosperity and usefulness of the Corporation. The President shall act as the Chief Executive Officer of the Corporation and shall do and perform such other duties as may be assigned to him by the Board. The President is authorized to execute all certificates, contracts, deeds, notes and other documents or legal instruments authorized or issued by the Board in the name of the Corporation, with the Secretary attesting. The President of the Corporation shall also report to the University President, or his or her designee, who shall be a vice president or other senior officer reporting directly to the President. As required for the efficient operation of the Corporation, the President may authorize others to serve as signatories for specific categories of agreements, e.g., research contracts and research grants.
- b) Vice President. The Vice President shall be authorized to act on matters delegated to him or her by the President of the Corporation and shall take such actions as necessary to allow for the efficient operation of the Corporation.



- c) Secretary. The Secretary shall keep full and accurate minutes of all the meetings of the Board and Executive Committee in a book provided for that purpose and shall transmit all notices required by these Bylaws. The Secretary shall perform all duties incident to the management of the office of Secretary of the Board. The Secretary may sign documents with the President in the name of this Corporation. The Secretary shall have charge of all official records of the Corporation, which shall be at all reasonable times open to the inspection of any Director. The Secretary shall exercise such authority to collect revenues and make routine expenditures, which authority shall be delegated by the Board, the Executive Committee, or the President of the Corporation.
- d) Treasurer. The Treasurer shall receive and keep the funds of the Corporation and pay out the same only in accordance with the guidelines established by the Board. The Treasurer shall perform all duties incident to the management of the office of Treasurer of the Board. The Treasurer shall deposit all monies, checks, and other credits to the account of the Corporation in such bank or banks or other depositories as the Board may designate. The Treasurer shall have full oversight over the financial transactions of the corporation, and shall participate as a member of the Finance Committee. He or she shall render to the Board an account and statement of all transactions at the annual meeting of the Board and at such other times as the Board may determine. The Treasurer shall regularly maintain a full and accurate account of all monies received and paid out on accounts administered by the Corporation. The Treasurer shall at all reasonable times exhibit his or her books and accounts to the Finance Committee and/or any Director.

In no case shall an individual Officer hold more than one position.

Section 4. Bond. The Officers of the Corporation shall, if required by the Board, give to the Corporation such security for the faithful discharge of their duties as the Board may direct.

Section 5. Checks. All vouchers for checks or drafts over Twenty-five thousand dollars (\$25,000) on the funds of the Corporation shall be approved in writing by one (1) Officer and (1) one Director. All vouchers for checks or drafts equal to or under Twenty-five thousand dollars (\$25,000) shall be approved in writing by the Treasurer or his or her designee.

Section 6. Audit. At the close of each fiscal year, the Finance Committee or President of the Corporation shall arrange for the auditing of the books, records, and accounts of the Corporation. The annual audit shall be performed in accordance with Generally Accepted Auditing Standards and Government Auditing Standards issued by the Comptroller General of the United States. A management letter of response will be included, if appropriate.

Neither the auditors selected nor any member or employee of any auditing firm selected shall be a Director or any officer of the Corporation, unless this requirement is specifically waived by action of the Board.

A copy of the report of the auditor shall be made available to each member of the Corporation's

Board of Directors as soon as practicable and such report shall be presented at the next meeting of the Board of Directors held after the report is completed.

The annual financial audit and any management letter shall be forwarded to the University Board of Trustees.

Section 7. Vacancies. All vacancies in any Officer position shall be filled by the Board without undue delay at its regular annual meeting or at any other regular or special meeting, or in any office, it may be filled by appointment made by the University President in conformity with these Bylaws. The newly appointed member or officer shall act during the remainder of the unexpired term of his or her predecessor.

Section 8. Compensation. The Officers shall receive no special salary or compensation for being Officers of the Corporation, other than their usual salaries as employees of the University. The benefits of all employees of the Corporation shall be set by the President of the Corporation with the approval of the Executive Committee or the Board. The President of the University shall determine the compensation of Corporation employees from Corporation assets and such authority may not be delegated. The Directors and Officers of this Corporation, except those otherwise employed by the Corporation, shall not receive any compensation from this Corporation for their services as director or officer; provided, however, that they may be reimbursed from funds of the Corporation for any travel expenses or other expenditures incurred by them in the proper performance of their duties.

### **ARTICLE III Committees**

Section 1. Executive Committee. The Board may elect at its regular annual meeting, or other regular or special meeting, an Executive Committee consisting of four (4) Directors, one (1) of which shall be the University President, or his or her designee, and one (1) which shall be the appointee of the Chair of the University Board of Trustees. The Executive Committee shall have such powers as may be delegated to it by the Board. A majority of the Executive Committee shall be sufficient to exercise all of its powers. Proxies, general or special, shall not be accepted in the meetings of the Executive Committee. Between meetings of the Board, the Executive Committee shall have the authority of the full Board, provided that the Executive Committee shall not have the authority to do the following unless specifically empowered by the Board to do so:

- a) Take any action inconsistent with a prior act of the Board;
- b) Alter Articles of Corporation or these Bylaws;
- c) Fill vacancies; or
- d) Authorize the purchase, sale or lease of land or buildings or grant a mortgage on real estate to secure a debt.

In the absence of an elected Executive Committee, the entire Board shall constitute such Executive Committee.

Section 2. Finance Committee. The Finance Committee shall be a committee consisting



of a minimum of two (2) Directors and one (1) Officer, and shall assist the Board of Directors in fulfilling its responsibility with respect to the Corporation's finances, investments, annual budget, audit, and long term financial planning.

The first Director shall be the UCF Chief Financial Officer, the second Director shall be appointed by the UCF Vice President for Research & Commercialization, and the Officer shall be the Treasurer of the Corporation, who shall serve as the Secretary of the Finance Committee.

Section 3. Standing Committees. The Board, on its own motion or upon the recommendation of the President of the Corporation, may appoint such committees comprising Directors and Officers as it may deem necessary and advisable to assist in the conduct of the Corporation's affairs.

Section 4. Special Committees. The Board may, at any time, appoint other committees comprising Directors and Officers on any subject for which there are no standing committees. The President of the University shall have the authority to establish an unlimited number of Special Committees to accomplish any objectives affecting various interests and the welfare of the Corporation and the University of Central Florida.

Section 5. Committee Quorum. A majority of any committee shall constitute a quorum for the transaction of business, unless any committee shall by majority of its entire membership decide otherwise.

Section 6. Committee Vacancies. The various committees shall have the power to fill vacancies in their membership with the exception of the executive Committee. Vacancies on the Executive Committee shall be filled by the Board.

#### **ARTICLE IV**

##### **Seal**

The Corporation shall have the power to adopt, use, and alter a common corporate seal, in accordance with the Articles of the Corporation and Florida Statute 617.0302.

#### **ARTICLE V**

##### **Amendments**

These Bylaws may be amended by majority vote of the entire Board at any duly organized meeting, subject to the approval of the University of Central Florida Board of Trustees, and in accordance with the Article of the Corporation.

#### **ARTICLE VI**

##### **Fiscal Year**

The fiscal year of the Corporation shall commence on July 1 of each year and end on June 30.

## **ARTICLE VII Employment**

Section 1. Any person employed by the Corporation shall not be considered to be an employee of the State of Florida or the University solely by virtue of such employment with the Corporation.

Section 2. The Corporation shall provide equal employment opportunities for all persons regardless of race, color, religion, sex, age, or national origin.

## **ARTICLE VIII Indemnification**

Section 1. Indemnification. Pursuant to Sections 607.0850 and 617.028, Florida Statutes, any person who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action, suit, or proceeding whether civil, criminal, administrative, or investigative (other than an action by, or in the right of, the Corporation, by reason of the fact that he or she is or was a Director or Officer of the Corporation) shall be indemnified against expenses (including attorneys fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit, or proceeding, including any appeal thereof, but only if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interest of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The Corporation shall have the authority to purchase insurance for this purpose.

Section 2. Authorization of Indemnification. Any indemnification hereunder shall be made by the Corporation only upon a determination that indemnification of the Director or Officer is proper in a specific case because he or she has met the standard of conduct set forth in Section 1 of this Article VIII. Such determination shall be made by the Board by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding or, if such quorum is not obtainable, by a majority vote of a committee duly designated by the Board (in which Directors who are parties may participate) consisting solely of two (2) or more Directors not at the time parties to the action, suit or proceeding or by a committee comprised of individuals who were not parties to such action, suit or proceeding where such committee is selected by a majority vote of the full Board (in which Directors who are parties may participate).

## **ARTICLE IX Ethics and Financial Disclosure**

Section 1. Ethical Duties Generally. It is the duty of each Director and Officer to fully comply with the Government-in-the-Sunshine Law set forth in Section 286, et seq., Florida Statutes, the Public Records Law set forth in Section 119, et seq., Florida Statutes, and to the extent it applies, the Code of Ethics for Public Officers and Employees set forth in Chapter 112, Part III, Florida Statutes.



Section 2. Procedure for Filing and Handling Complaint. Any allegation of violation of any provision of this Article IX shall be referred to the President of the Corporation or such other person as the University President shall designate. The President of the Corporation, or such other person as may be designated by the University President, shall be responsible for undertaking an initial investigation of the factual and legal basis for the complaint. The President of the Corporation, or such other person designated by the University President, shall make a recommendation to the Chair as to whether sufficient probable cause exists to bring the complaint before the Board for its consideration, and if deemed appropriate as to an appropriate penalty.

Section 3. Conflict of Interest. All actual or potential conflicts of interest involving Directors of the Corporation shall be disclosed and addressed in accordance with the Corporation's Conflict of Interest Policy.

Section 4. Penalties. Any Director, Officer, or employee who knowingly violates any provision of this Article IX may be punished by: (a) written reprimand, and/or (b) in the case of a Director or Officer, recommendation that the Board terminate the Director's or Officer's affiliation with the Corporation. Any employee who knowingly violates any provision of this Article IX may be subject to discipline, up to and including termination of employment.

## ARTICLE X Miscellaneous Provisions

Section 1. Contracts for the routine activities of this Corporation shall be signed in the name of the Corporation or in the Corporation's fictitious name, University of Central Florida Applied Research Institute, by the President or such other(s) as the President may authorize in accordance with Article II(3)(a).

Section 2. Public access to the Corporation's records shall be governed by Section 1004.28, Florida Statutes.

The undersigned, as Secretary of the Corporation, hereby certifies that the foregoing Third Amended and Restated Bylaws of University of Central Florida Research Foundation, Inc. were approved by no less than a two-thirds (2/3) vote of the entire Board at the meeting held on December 8, 2015.

Signature

Date

Kim Smith, Secretary

Legal Approval:

Approved as to Form and Legality

**ITEM: NGC-4**

**UCF BOARD OF TRUSTEES  
Nominating and Governance Committee  
September 19, 2019**

**Title:** UCF Convocation Corporation Bylaws Amendments

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**Background:**

UCF Convocation Corporation (UCFCC) was certified as a direct support organization on August 8, 2005. Its purpose is to promote and support the mission of the university as well as financing facilities to meet university needs for large meetings, or convocation space and to provide additional student housing. The current UCFCC Bylaws were adopted by the UCFCC Board of Directors on August 27, 2014.

UCFCC has the responsibility to periodically review its bylaws and propose any amendments to the Nominating and Governance Committee and Board of Trustees. The UCFCC Bylaws have been amended by its Board of Directors as recommended by the Association of Governing Boards to ensure compliance with statute and regulation changes regarding DSOs; to align with the bylaws of other university DSOs; to update titles; and to make changes to roles of certain officers.

As any red-line of the bylaws would be significant and confusing, this section includes a summary of substantive changes:

- A new definition for Laws identifies current laws, regulations and policies applicable to direct support organizations and anticipates changes to the laws without the need to update the bylaws in the future.
- Because of the integral role of student housing to the project, the university's Vice President, Student Development and Enrollment Services is now a required position on the board and she is designated as vice chair.
- The revised bylaws designate a presidential appointee as the chair of the board of directors.
- Certain financial obligations of the board are clarified, including approval of any material changes to the budget.
- The chair possesses line-item authority over the budget to be consistent with other direct support organizations and the sovereign immunity court cases.
- Officers now have two-year terms.
- The secretary-treasurer role also the university's Chief Operating Officer is further clarified and included is responsibility for day-to-to duties related non-housing matters.
- The surety bond was deleted as unnecessary for UCF employees and trustees.
- The 15-day requirement was deleted to provide flexibility as each board member is a UCF employee or trustee.

On August 5, 2019, the UCFCC Board of Directors accepted and approved the Third Amended and Restated Bylaws.

**Issues to be Considered:**

Margaret Jarrell-Cole, the university's Associate Vice President for Direct Support Organizations, has reviewed, provided edits and support regarding the proposed bylaw amendments.



**Alternatives to Decision:**

Many of the proposed amendments are required for UCFCC to comply with Florida statutes and regulations others were recommended by the Association of Governing Boards. While other language may be considered, the substance and spirit of the amendments required by statute and regulation changes are necessary for many changes.

**Fiscal Impact and Source of Funding:**

N/A

**Recommended Action:**

Approval of proposed Third Amended and Restated Bylaws.

**Authority for Board of Trustees Action:**

- Section 1004.28 Florida Statutes
- BOG Regulation 9.011
- UCF Regulation 4.034(3)(d)
- Second Amended and Restated UCF Nominating and Governance Committee Charter, Section 1.11

**Contract Reviewed/Approved by General Counsel:**

N/A

**Committee Chair or Chair of the Board approval:**

Committee Chair Bill Yeargin approved.

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**Submitted by:**

Grant Heston, Chair, UCF Convocation Corporation

**Supporting Documentation:**

Attachment A: Proposed Third Amended and Restated Bylaws

Attachment B: Amended and Restated Bylaws of UCF Convocation Corporation (2014)

**Facilitators/Presenters:**

Margaret Jarrell-Cole, Associate Vice President, Direct Support Organizations

Attachment A

**THIRD AMENDED AND RESTATED BYLAWS OF  
UCF CONVOCATION CORPORATION (Corporation)**

**ARTICLE 1 MEMBERSHIP**

The Corporation will have no members and will be managed by the Board of Directors.

**ARTICLE 2 BOARD OF DIRECTORS AND MEETINGS**

1. Directors. The Board of Directors (Board) will consist of:
  - A. The President of the University of Central Florida (UCF) or designee.
  - B. A person appointed by the Chair of the University of Central Florida Board of Trustees (BOT).
  - C. In addition, both the UCF President and the Chair of the BOT may appoint one or more additional members.

The BOT representative provided for in Section 1B may not be the UCF President. The BOT Chair and the UCF President may not appoint the same individual to represent them both on the Board.

The BOT will approve all appointments to the Board other than the representatives appointed by the UCF President or the BOT Chair.

2. Term of Office. Ex-officio directors, who are employees of UCF or its affiliated entities, will serve a two (2)-year term or the term of their position with UCF when appointed, whichever is less. Other directors will serve a two (2)-year term. Any director may be removed, with or without cause, by the person who appointed the director. Directors may serve successive terms.
3. Powers and Duties. The property, affairs, activities and concerns of the Corporation will be vested in the Board subject to the Articles of Incorporation, Bylaws, applicable laws, guidelines, policies and regulations, including section 267, F.S. section 1004.28, F.S., section 1010.62 F.S., Florida Board of Governors Regulation 9.011 and UCF Regulations 2-100.5, 2-1002.3, 2-207, 2-208, 2-209, and 4.034 (Laws). All management functions will be exercised by the Board subject to its delegation. The powers and duties of the Board will be to:
  - A. Faithfully discharge its duties under the Laws.
  - B. Meet when requested by the Chair of the Board, the Vice Chair of this Corporation, or any two members of the Board.

- C. Select a bank or banks or other depositories for the Corporation; and to cause the Corporation to conduct its financial affairs in conformity with the policies and procedures adopted by the Board.
  - D. Cause an independent audit of the books and records of this Corporation at least once each fiscal year together with a management letter, including the response from management, if required. This audit will be conducted by a firm of independent Certified Public Accountants selected in accordance with the Laws by the Chair of the Board. The engagement letter will provide the audit render an opinion on the financial statements under generally accepted accounting principles and to have the results of the audit reported to and accepted by the Board. In accordance with the Laws the audit will be forwarded to the BOT for review and oversight.
  - E. To hold and to invest and reinvest monies it receives and to hold property, to sell or exchange the same, and to invest and reinvest the proceeds of any sale or other conversion of any property.
  - F. To borrow money by issuing long or short-term notes, bonds, or debentures and to pledge, mortgage, or otherwise encumber its assets within the discretion of the Board, subject to the Laws.
  - G. Approve the Corporation's budget as well as any material changes to the budget.
  - H. Cause the Corporation to conduct its financial affairs in conformity with the policies and procedures adopted by the Board.
- 4. Quorum and Voting. A majority of the directors will constitute a quorum at any meeting of the Board or its committees and all questions will be determined by a majority vote.
  - 5. Meetings of the Board. The Chair of the Board will preside at meetings of the Board. In the absence of the Chair from any meeting, the Vice Chair of the Corporation will preside.

The annual meeting of the Board will be held before the end of the Corporation's fiscal year, or as soon after that date as possible. The time and location of the annual meeting will be designated by the Chair of the Board.

- 6. Vacancies. Whenever any vacancy occurs in the Board by death, resignation, or otherwise, it will be filled without undue delay. Any person appointed or designated to fill a vacancy in the Board will hold office for the unexpired term of his or her predecessor in office. A director or officer may resign at any time by submitting a written resignation to the Chair of the Board and the UCF President.
- 7. Removal. The UCF President may remove any director at any time upon written notice, with or without cause, except for directors appointed by the BOT Chair. The Board may remove

any director at any time upon a two-thirds vote of the directors, whenever the best interests of the Corporation would be served.

8. Participation by Telephone. Board members may participate in a meeting of the Board by telephone or similar communications equipment provided all persons participating in the meeting are able to communicate with each other if permitted by the Laws.

### **ARTICLE 3 CHAIR AND OFFICERS**

1. Chair. The Chair of the Board will be an appointee of the President of UCF and will have the following authority:
  - A. Preside at meetings of the Board. In the absence of the Chair from any meeting, the Vice Chair will preside.
  - B. Retain the authority to monitor and control the use of the Corporation's resources. The Chair will retain control of the Corporation's name and will monitor compliance of the Corporation with the Laws.
  - C. Review and approve, or appoint a designee, for the Corporation's quarterly expenditure plans. If the Chair appoints a designee to review and approve the quarterly expenditure plans, the designee will be a Vice President or another senior officer of UCF who reports directly to the UCF President. The quarterly expenditure plan will separately delineate planned actions which may result in a commitment of UCF resources or the resources of the Corporation.
  - D. Possess line-item authority over the budget of the Corporation. This authority includes the establishment of additional line items and reduction or elimination of existing budgetary items.
  - E. Prepare the agenda for all meetings of the Board or appoint a designee.
  - F. Appoint the officers of the Corporation. Only employees of the Corporation or the University may be appointed as officers of the Corporation. In the absence of the Chair, the Vice Chair may appoint officers.
  - G. In the event of absence, inability, or refusal to act of any of the officers, the Chair will appoint a successor or successors to perform the duties of their respective offices.
2. Vice Chair. The Vice President, Student Development and Enrollment Services or designee, who will be Vice Chair and considered a designee of the UCF President. The duties of the Vice Chair of this Corporation will be to:
  - A. Manage the day to day operations of the Corporation related to housing, subject to

delegation.

B. Serve in the absence or disability of the Chair.

C. In the absence of the Chair, appoint officers.

3. Secretary. The duties of the Secretary will be to keep:

A. Accurate minutes of the proceedings of the annual meeting of the Corporation and all meetings of the Board and preserve them as a permanent record.

B. A copy of the Articles of Incorporation and Bylaws of the Corporation and all amendments to them.

C. The seal of the Corporation, if necessary, and affix it to official documents, records and papers as may be required.

D. An accurate list of all members of this Corporation and their respective terms of service.

4. Treasurer. The duties of the Treasurer will be to:

A. Assure adequate provision is made for the care and custody of all the assets of the Corporation.

B. Prepare the annual budget of the Corporation and provide it to the Board for approval and BOT for review.

C. Oversee the preparation of any required federal or state tax forms, including IRS Form 990.

D. Oversee any financing, lease or related documents.

E. Manage the day to day operations of the Corporation, subject to delegation.

F. Facilitate the annual independent audit.

5. Secretary and Treasurer. The offices of Secretary and Treasurer may be held by a single person.

6. Removal. The UCF President may remove any officer at any time upon written notice, with or without cause. The Board may remove any officer at any time upon a two-thirds vote of the directors, whenever the best interests of the Corporation would be served.

7. Vacancies. In the event of absence, inability, or refusal to act of any of the ex officio or

designated officers of the Corporation, the Chair, except as otherwise provided for in these Bylaws will appoint a successor or successors to perform the duties of their respective offices subject to the Laws.

#### **ARTICLE 4 COMMITTEES**

The Chair of the Board may, at any time, appoint and charge committees (Committees) as necessary and advisable to assist in the conduct of the Corporation's affairs. Committee members may include members who are not directors. Committees will include a majority of directors and will be chaired by a director appointed by the Chair of the Board. Committee member appointments will be for defined terms, and committee members may be removed at any time, with or without cause, by the Chair of the Board. A majority of any committee of the Corporation will constitute a quorum for the transaction of business. Committees will comply with the Laws.

Standing Committees may be established by the Board. Standing Committees will be permanent unless a term is specified, and their membership will consist of directors or other members of the UCF community as appointed by the Chair. Standing Committee members will serve until the Chair of the Board appoints a replacement.

#### **ARTICLE 5 MISCELLANEOUS PROVISIONS**

1. Contracts. Contracts for the routine activities of this Corporation will be signed in the name of the Corporation by the Chair or Vice Chair, or as otherwise delegated by the Board.
2. Officer and Director Compensation. The Directors and Officers of this Corporation, except those otherwise employed by the Corporation, will not receive any compensation from this Corporation for their services as director or officer; provided, however, they may be reimbursed from funds of the Corporation for any travel expenses or other expenditures incurred by them in the proper performance of their duties. Any expense reimbursement or personal services compensation will comply with the Laws.
3. Officer and Director Indemnification. This Corporation will indemnify and hold harmless all directors, officers, and employees of the Corporation for any liability incurred as a result of their actions in the performance of their duties on behalf of this Corporation. The Corporation will have the authority to purchase insurance for this purpose.

#### **ARTICLE 6 AMENDMENTS**

These Bylaws may be made, altered, or rescinded by a two-thirds (2/3) vote of members of the Board present at any regular or special meeting at which a quorum is present. All amendments must be submitted to the BOT in accordance with UCF Regulation 4.034 (3) (d) for approval prior to becoming effective.

#### **ARTICLE 7 FISCAL YEAR**

The fiscal year of the Corporation will begin on July 1 and end on June 30 of the following year, or as otherwise directed by the BOT.

#### **ARTICLE 8 NONDISCRIMINATION**

The Corporation is committed to non-discrimination with respect to race, creed, color, religion, age, disability, sex, marital status, national origin, veteran status or any other basis protected by law.

#### **ARTICLE 9 CONFLICT OF INTEREST**

All actual or potential conflicts of interest involving directors of the Corporation will be disclosed and addressed in accordance with the Corporation's conflict of interest policy.

#### **ARTICLE 10 DIRECT SUPPORT ORGANIZATIONS**

1. Governing Authority. The Corporation operates as a Direct Support Organization (DSO) for the benefit of UCF as defined by Florida statute. DSOs are certified by the BOT and follow the Law.
2. University Resources and Name. The UCF President has the authority to monitor and control the use of UCF's resources, including the names of DSOs.
3. Public Records and Open Meetings. Public access to the Corporation's records and public meetings of a DSO are governed by the Laws, including Section 1004.28, Florida Statutes.
4. Employees. Persons employed by the Corporation will not be considered to be employees of the State of Florida by virtue of employment with the organization

I CERTIFY these Third Amended and Restated Bylaws were approved by majority vote of the Board on August 5, 2019 and submitted to the BOT on \_\_\_\_\_, 2019.

\_\_\_\_\_  
Secretary

\_\_\_\_\_, 2019  
Date

Attachment B

**AMENDED AND RESTATED  
BYLAWS OF  
UCF CONVOCAATION CORPORATION**

**ARTICLE I.**

**MEMBERSHIP**

The Board of Directors (Board) of the Corporation shall constitute the members of the Corporation.

**ARTICLE II.**

**ANNUAL MEETING**

1. The members of this Corporation shall meet at least annually and more often if needed. The time and location of the annual meeting shall be designated by the Chairman of the Board.
2. The annual reports of the officers for the year shall be read and considered.
3. Following the reports of the officers, such other business as may come before the body may be transacted.
4. At this meeting, a majority of the members shall constitute a quorum and a majority of those members present may transact any business coming before the body.

**ARTICLE III.**

**BOARD OF DIRECTORS**

1. The following persons shall be directors of the Corporation:
  - A. The President of the University of Central Florida or his designee.
  - B. A person appointed by the Chairman of the University of Central Florida Board Of Trustees.
  - C. One or more persons appointed by the President of the University of Central Florida or his designee.



2. Each director appointed by the President or his designee and who is employed by the University of Central Florida shall serve at the discretion of the President. Directors appointed by the Chair of the Board of Trustees shall serve at the discretion of the Chair of the Board of Trustees. All other directors shall serve a two-year term unless removed, with or without cause, by the person who appointed such director. Directors may serve successive terms.
3. The duties of the Board shall be as follows:
  - A. To discharge faithfully all the duties imposed upon it by the Articles of Incorporation and bylaws.
  - B. To meet upon the call of the Chair of the Board, the President of this Corporation, or any two members of the Board.
  - C. To select a bank or banks or other depositories for the deposit of the funds and securities of the Corporation; and to cause the Corporation to conduct its financial affairs in conformity with the policies and procedures adopted by the Board.
  - D. To approve an annual budget for the Corporation.
  - E. To approve, accept, or give direction for any other business of the Corporation as the need may arise.
4. A majority of the directors or committee members shall constitute a quorum at any meeting of the Board or Committees, respectively thereof, and all questions shall be determined by a majority vote.
5. The Chair of the Corporation shall preside at meetings of the Board of Directors. In the absence of the Chair from any meeting, the President of the Corporation shall preside, or a designee appointed by the Chair in the absence of the President.
6. Meetings may be conducted by telephone, video conference, or similar communications equipment, provided all persons participating in such meetings are able to communicate with each other.
7. Proxies, general or special, shall not be accepted for any purpose in the meeting of the Board or Committees thereof.

#### **ARTICLE IV.**

##### **CHAIR OF THE BOARD AND OFFICERS OF THE CORPORATION**

1. The Chair of the Board shall have the following authority:
  - A. The Chair shall retain the authority to monitor and control the use of the Corporation's resources. The Chair shall retain control of the Corporation's name and shall monitor compliance of the Corporation with state and federal laws and the rules of the Board of Governors and University Board of Trustees.

- B. The Chair or Chair's designee shall review the quarterly expenditure reports for the Corporation. If the Chair appoints a designee to review the quarterly expenditure reports, such designee shall be a Vice President or other senior officer of the University who reports directly to the President of the University.
  - C. The Chair or designee shall prepare the agenda for all meetings of the Board.
  - D. The Chair shall appoint the officers of the Corporation. The Chair may appoint officers who do not serve on the Board of Directors. Terms of officers may coincide with the term of the appointee unless otherwise specified by the Chair. In the absence of the Chair, the President of the Board may appoint officers.
  - E. In the event of absence, inability, or refusal to act from any of the officers of this Corporation, the Chair shall appoint a successor or successors to perform the duties of their respective offices. In the absence of a Chair, the President of the Corporation may appoint successors.
2. The duties of the President of this Corporation shall be as follows:
- A. To manage the day-to-day operations of the Corporation and to preside over meetings in the absence of the Chair.
3. The duties of the Secretary shall be as follows:
- A. To keep accurate minutes of the proceedings of the annual meeting of the Corporation and all meetings of the Board and preserve same in a book of such nature so as to serve as a permanent record.
  - B. To keep on record a copy of the Articles of Incorporation and Bylaws of the Corporation and all amendments thereto.
  - C. To keep the seal of the Corporation and affix same to such official documents, records, and papers as may be required.
  - D. To keep an accurate list of all members of this corporation.
4. The duties of the Treasurer shall be as follows:
- A. To assure that adequate provision is made for the care and custody of all the assets of this Corporation.
  - B. To assure that adequate provision is made to keep in force a blanket surety bond to assure that each officer and employee who is authorized to collect, hold, or disburse funds of the Corporation shall faithfully discharge his or her duties.
5. The offices of Secretary and Treasurer may be held by a single person.

## **ARTICLE V.**

### **COMMITTEES OF THE BOARD**

1. The Standing Committees may be established by the Board as needed. The Board shall perform the duties of the Standing Committees until such time the committees are established. Standing Committees shall be permanent, and their membership shall consist of directors and such other members of the University community as appointed by the Chair. Standing Committee members shall serve until the Chair of the Board appoints a replacement.

## **ARTICLE VI.**

### **MISCELLANEOUS PROVISIONS**

1. Contracts for the routine activities of this Corporation shall be signed in the name of the Corporation by the Chair or President, or their designee.
2. The Directors and Officers of this Corporation, except those otherwise employed by the Corporation, shall not receive any compensation from this Corporation for their services as director or officer; provided, however, that they may be reimbursed from funds of the Corporation for any travel expenses or other expenditures incurred by them in the proper performance of their duties.
3. Whenever a vacancy occurs on the Board of the Corporation, any Committee, or in any office, it may be filled by appointment made by the President of the University. The Chairman of the University of Central Florida Board of Trustees may fill any Trustee vacancy on the Board.
4. The seal of this Corporation shall be in the form of a circle and shall bear, among other things, the name of the Corporation and the date of its incorporation.
5. Personnel employed by this Corporation shall not be considered to be employees of the State of Florida by virtue of employment by this Corporation.
6. This Corporation shall indemnify and hold harmless all directors, officers, and employees of the Corporation for any liability heretofore or hereafter incurred as a result of their actions in the performance of their duties on behalf of this Corporation. The Corporation shall have the authority to purchase insurance for this purpose.

## **ARTICLE VII.**

### **AMENDMENTS**

These Bylaws may be altered, amended, or rescinded only by an affirmative vote of the majority of all of the voting members. In case it becomes necessary to call a special meeting for this purpose, written notice shall be given to each voting member of the Corporation at least 15 calendar days before the date set for the meeting, and such notice shall indicate the provision sought to be amended and the nature of the amendment proposed to be adopted. All proposed amendments are subject to University Board of Trustees' review and approval.

**ARTICLE VIII.**

**FISCAL YEAR**

The fiscal year of the Corporation shall begin on July 1 and end on June 30 of the following year.

**ARTICLE IX.**

**NONDISCRIMINATION**

The Corporation is committed to non-discrimination with respect to race, creed, color, religion, age, disability, sex, marital status, national origin, or veteran status.

**ARTICLE X.**

**CONFLICT OF INTEREST**

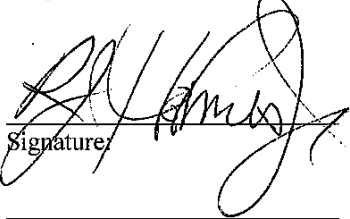
All actual or potential conflicts of interest involving directors of the Corporation shall be disclosed and addressed in accordance with the Corporation's Conflict of Interest Policy.

**ARTICLE XI.**

**PUBLIC RECORDS**

Public access to the Corporation's records shall be governed by Section 1004.28, Florida Statutes.

I HEREBY CERTIFY that the foregoing Bylaws are the Bylaws of UCF Convocation Corporation and were adopted by the Board on the 21st day of August, 2014.

  
Signature: \_\_\_\_\_

Name: Robert J. Holmes Jr., Chair

8/27/14  
Date:

**ITEM: NGC-5**

**UCF BOARD OF TRUSTEES  
Nominating and Governance Committee  
September 19, 2019**

**Title:** Amendments to University Regulation UCF-3.0262

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**Background:**

Florida Board of Governors Regulation 1.001 provides that “Each Board of Trustees is authorized to promulgate university regulations in accordance with the Regulation Development Procedure adopted by the Board of Governors.”

**Issues to be Considered:**

The University proposes to amend Regulation UCF-3.0262, Solicitation on Campus, to clarify that units may not expend more than \$100 of state funds when recognizing employees under the Meritorious Service Awards Program, while clarifying that nonstate funds are not addressed by these restrictions.

This regulation was posted online August 16, 2019, for public comment. No comments were received as of the date of submission of these materials.

**Alternatives to Decision:**

Do not amend University Regulation UCF-3.0262.

**Fiscal Impact and Source of Funding:**

N/A

**Recommended Action:**

Approve amendments to University Regulation UCF-3.0262.

**Authority for Board of Trustees Action:**

Board of Governors regulation 1.001

**Contract Reviewed/Approved by General Counsel:**

N/A

**Committee Chair or Chair of the Board approval:**

Committee Chair Bill Yeargin approved.

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**Submitted by:**

Scott Cole, Vice President and General Counsel

**Supporting Documentation:**

Attachment A: Proposed Amended Regulation UCF-3.0262 (redline)

**Facilitators/Presenters:**

Youndy Cook, Deputy General Counsel

Attachment A

**UCF-3.0262 Meritorious Service Awards Program.**

(1) The University of Central Florida Meritorious Service Awards Program provides for the recognition of eligible employees. This regulation does not apply to employees represented by the United Faculty of Florida.

(2) The University is authorized to expend State funds for recognition and awards to employees in compliance with this regulation. Any award will be contingent upon the availability of funds. Nothing in this regulation is intended to govern the expenditure of ~~non-state~~private funds to which the university may have access.

(3) The awards provided for herein shall acknowledge employee achievement in the following components:

- (a) Superior Accomplishment – Exemplary performance by faculty members, or Administrative and Professional (A&P) or USPS employees, that is deemed to have significantly contributed to their respective fields, thereby reflecting positively on the University of Central Florida.
- (b) Service – Sustained satisfactory service with this university by faculty, A&P or USPS employees.
  - 1. Eligible employees will be recognized for service upon retirement.
  - 2. Eligible A&P and USPS employees shall also be recognized upon achieving increments of five continuous years of satisfactory service at this university.

(4) Superior Accomplishment Component.

- (a) Awards for superior accomplishment may be presented to eligible employees on an individual basis or collectively for outstanding group performance.
- (b) No award granted under the superior accomplishment component shall exceed \$2,500.
- (c) The University may award certificates, pins, plaques, letters of commendation, or other appropriate tokens of recognition for superior accomplishment, provided that the cost of the token does not exceed \$100 in state funds.

(5) Service Award Component.

- (a) The University recognizes eligible retiring employees whose service has been satisfactory. Awards for retirees may take the form of suitable framed certificates,

pins, or other tokens of recognition and appreciation, provided the University does not expend more than~~such awards do not cost in excess of~~ \$100 in state funds per award~~each~~.

- (b) The University recognizes eligible employees who have attained sustained satisfactory service in increments of five years (for USPS and A&P). Awards for satisfactory service may take the form of suitable framed certificates, pins, or other tokens of recognition, provided the University does not expend more than \$100 in state funds per award~~such awards do not cost in excess of \$100 each~~.

*Authority: BOG Regulation 1.001. History—New 8-30-87, Amended 5-11-89, 10-6-91, 4-23-03, Formerly 6C7-3.0262, Amended 4-16-09, 6-30-16, 7-28-16, \_\_\_\_\_-19.*

**ITEM: NGC-6**

**UCF BOARD OF TRUSTEES  
Nominating and Governance Committee  
September 19, 2019**

**Title:** Amendments to University Regulation UCF-5.016

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**Background:**

Florida Board of Governors Regulation 1.001 provides that “Each Board of Trustees is authorized to promulgate university regulations in accordance with the Regulation Development Procedure adopted by the Board of Governors.”

**Issues to be Considered:**

The University proposes to amend Regulation UCF-5.016 Student Academic Appeals to update timeframes and the Dean’s active role in the academic appeals process and to direct students to use of a specified form for the appeal. Significant portions of the regulation were also rearranged to better reflect the appeals process however the primary concepts of the process remain intact.

This regulation was posted online August 16, 2019, for public comment. No comments were received as of the date of submission of these materials.

**Alternatives to Decision:**

Do not amend University Regulation UCF-5.016.

**Fiscal Impact and Source of Funding:**

N/A

**Recommended Action:**

Approve amendments to University Regulation UCF-5.016.

**Authority for Board of Trustees Action:**

Board of Governors regulation 1.001

**Contract Reviewed/Approved by General Counsel:**

N/A

**Committee Chair or Chair of the Board approval:**

Committee Chair Bill Yeargin approved.

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**Submitted by:**

Scott Cole, Vice President and General Counsel

**Supporting Documentation:**

Attachment A: Proposed Amended Regulation UCF-5.016 (redline)

**Facilitators/Presenters:**

Youndy Cook, Deputy General Counsel



Attachment A

**UCF-5.016 Student Academic Appeals**

(1) General PolicyScope:

- (a) This regulation shall apply to undergraduate and graduate students ~~appeals of grades (typically limited to final grades) resulting from an instructor's seeking to appeal a final course grade or an undergraduate program decision. The professional judgement exercised by an instructor in assigning a specific grade or in conducting a class is excluded from the provisions of this regulation except as noted.~~
- (b) This regulation does not apply to appeals of graduate programs actions or decisions by a faculty member, program, or college, including termination from an academic program, or to the assignment of grades for Thesis or Dissertation credit hours. Appeals from such actions are discussed in and may only be brought under Regulation UCF-5.017.
- (c) Grounds for a grade appeal must fall under at least one of the following:
  - 1. Alleged deviation from established and announced grading policy;
  - 2. Alleged errors in the application of grading procedures;
  - 3. Alleged deviation from University syllabus policy ~~or, if applicable, program handbook(s) that could have impacted the resulting grade;~~ and
  - 4. Alleged lowering of grades for non-academic reasons, including discrimination. (A grade appeal alleging discrimination in violation of University policy will be referred to the Office of Institutional Equity. The University is entitled to a reasonable period of time to review allegations of discriminations contained in an appeal, and the University may accordingly extend deadlines applicable to the University for the purposes of reviewing such allegations).
- (d) Grounds for an undergraduate program appeal must fall under at least one of the following:
  - 1. Alleged deviation from program or university policies as outlined in the Undergraduate Catalog or Undergraduate Program Handbook(s);
  - 2. Alleged errors in the application of policies or procedures;
  - 3. Alleged probation or dismissal due to non-academic reasons; and
  - 4. Alleged undergraduate program action discrimination and/or sexual harassment in the undergraduate program, department or college. (An

appeal alleging discrimination in violation of University policy will be referred to the Office of Institutional Equity. The University is entitled to a reasonable period of time to review allegations of discriminations contained in an appeal, and the University may accordingly extend deadlines applicable to the University for the purposes of reviewing such allegations).

~~\_(b) This regulation shall also apply to appeals of undergraduate program action, including termination from an undergraduate academic program.~~

~~\_(e) The professional judgment exercised by an instructor in assigning a specific grade or in conducting a class is excluded from the provisions of this regulation except as noted above.~~

~~\_(d) This regulation does not apply to appeals of graduate programs actions or decisions by a faculty member, program, or college, including termination from an academic program, or to the assignment of grades for Thesis or Dissertation credit hours. Appeals from such actions are discussed in and may only be brought under Regulation UCF 5.017.~~

(2) ~~General Policy.~~ The following assumptions are adopted:

(a) Resolution of student academic appeals should be made as informally as possible.

(b) Students and faculty are entitled to a fair and timely resolution of academic appeals.

~~\_(b) Faculty members and administrators are entitled to a fair and timely forum in defense of their action.~~

(c) The burden of proof in a student academic appeal is on the student.

(d) Students have access to published materials and student government ~~representatives~~ to help them become familiar with and understand procedures for handling academic appeals. Students may consult with a student government advisor for advice regarding the student's rights and responsibilities with respect to this appeal process.

(e) Faculty members and administrators have access to published materials and University staff to help them be aware of and understand procedures to address academic appeals.

~~\_(f) Resolution of student academic appeals should be made as informally as possible.~~

(fg) The University as an institution and its faculty are entitled to procedures that ensure the maintenance of academic standards.

~~(h) The appropriate forum for discussion or alteration of academic matters is the academic unit responsible for these matters.~~

(gi) The University is entitled to a reasonable period of time to review allegations of discrimination contained in an ~~an~~ grade-appeal, and the University may accordingly extend deadlines applicable to the University for purposes of reviewing such allegations.

~~(j) Students may consult with Student Government Association's Judicial Advisor or designee, who shall furnish advice regarding the student's rights and responsibilities with respect to this policy.~~

(h) All communication between the student and any University personnel must be made via a university provided email account (e.g. knights.ucf.edu or ucf.edu).

(3) Resolution of Student Appeals at ~~Informal~~ the Unit Level

(a) The initial appeal, for final grades or an undergraduate program action, must be initiated within ninety (90) business days of the undergraduate program action or final grade posting.

(b) Step 1: All student academic appeals of allegedly wrongful academic action(s) by an instructor or administrator shall first be brought to the attention of the person whose action is being appealed. (The instructor of the course or administrator whose action is being appealed will be referred to in this regulation as the Responding Party.) If the issue cannot be resolved with the decision of the Responding Party, or if the Responding Party is not available, the student must pursue a Step 2 solution with the unit head, usually the chair or director of the unit. This action must be initiated within one semester of the alleged wrongful action or grade. The parties should attempt to resolve the problem in a timely and satisfactory manner. If dissatisfied with the decision of the Responding Party, or if that person is not available, the student must first continue to pursue an informal solution with the unit head, usually the chair or director of the unit.

~~(bc)~~ Step 2: The student must submit the appropriate appeal form, available at the following URL: [www.dtl.ucf.edu/gradeappeal](http://www.dtl.ucf.edu/gradeappeal). The unit head or designee, in consultation with the Responding Party, should make reasonable every efforts to communicate with the student and resolve the problem. When classes are in session, this This communication shall normally take place within ten (10) business days

of the complaint being ~~brought forwarded~~ to the unit head or designee. ~~Between semesters and during the summer term, this communication may be extended 10 business days into the new semester.~~ The unit head or designee will provide the student with a written final unit-level decision. ~~that includes reference to student academic appeals procedures.~~ The written decision must include the contact information of the appropriate associate dean or designee to contact regarding the appeal process if dissatisfied with the final unit level decision.

1. ~~If/When~~ the Responding Party is not available to discuss the problem, ~~if at all possible~~, the resolution should wait, if at all possible, until such time as the Responding Party can return to the campus, but not more than ~~six months~~(90) business days.
2. If the unit head or designee and/or college-associate dean or designee determines that an emergency exists requiring that the problem be solved prior to the availability of the Responding Party (e.g. in a case of probable delayed graduation), the unit head or dean or designee shall make ~~every~~ reasonable efforts to inform the Responding Party of the situation. The Responding Party may elect to submit a written statement and/or to designate a replacement to aid in solving the problem.
3. ~~If the Responding Party cannot be reached or does not designate a replacement, and the complaint must be dealt with promptly, then the unit head or dean or designee shall act on behalf of the Responding Party.~~

(4) Resolution of Student Academic Appeals at the College Level

- (a) Step 3: If the student is dissatisfied with the outcome, then the student may proceed to Step 3 of the process. Within ten (10) business days of receipt of the unit head's ~~or supervisor's or designee's~~ decision, ~~if the student wishes to file a formal appeal,~~ the student must schedule an appointment with~~contact~~ the appropriate associate dean's office or designee of the college in which the action occurred. ~~and schedule an appointment with the dean or a designee.~~ That individual will ~~informally~~ review the student's concerns, ~~counsel the student on his/her options~~inform the student of their ability to seek the assistance of a student government advisor, and explain the ~~formal~~ Student Academic Appeals process. The associate dean or designee shall issue a written recommended resolution, including a concise and explicit written

statement that explains the basis for the recommended resolution, within ten (10) business days of the meeting outlined above. Each party has ten (10) business days from the issuance of the written recommended resolution to review the written recommended resolution.

- (b) Step 4: If ~~dissatisfied with the consultation with the administrator~~the student does not accept the written recommended resolution of the associate dean or designee, then the student must submit a written appeal to the associate dean or designee. The college will have ten (10) business days from that notice to form an~~the student may, within 10 business days, file a written appeal with the~~ Ad Hoc Student Academic Appeals Committee. ~~of the college.~~ This committee will review the student's appeal regarding the awarded grade and/or the academic program action and, if appropriate, suggest a resolution. ~~The student's written appeal shall include the basis of the student's complaint, the dates when the instructor, unit head, administrator, or supervisor, discussed the problem with the student, and the suggested resolution at that time.~~

(c) The Committee shall, at a minimum, be presented with the following information:

1. Electronic appeal form submitted by the student.
2. A written final decision of the unit head or designee.
3. Recommended resolution of the associate dean or designee.
4. Information submitted by the student.
5. Information submitted by the Responding Party.

(5) Composition of the Ad Hoc Student Academic Appeals Committee

- (a) Each college shall establish an Ad Hoc Student Academic Appeals Committee whenever required and the Committee shall be considered dissolved upon submission of the Committee's recommendation to the college dean.
- (b) The committee shall be made up of at least ~~two~~three and no more than five full-time instructional faculty members and an equal number of students ~~of comparable academic classification (i.e., undergraduate or graduate) as the student initiating the appeal.~~ The college shall make a reasonable effort to select students of comparable academic classification as the student initiating the appeal.
- (c) Quorum for the Committee shall be two (2) faculty members and two (2) students.

- (de) Student members shall be selected by the associate dean ~~of the college~~ or designee from a panel of students. This panel shall be appointed by the Vice President of Student Development and Enrollment Services and/or the Dean of the College of Graduate Studies. The list of students appointed to the student panel shall be maintained by the Office of Student Conduct, and furnished upon a request from a college.
- (ed) The parties will be informed of the names of the Ad Hoc Student Academic Appeal Committee members seated to hear the appeal. Any member may be challenged for cause by either party within three (3) days of notification of the names of the members assigned to the Ad Hoc Student Academic Appeals Committee. The validity of such challenges shall be decided by the Assistant Dean and Executive Director of Student Rights and Responsibilities or designee ~~Office of Student Rights and Responsibilities~~. If a challenge is upheld, the college dean or designee shall appoint a replacement from the college's ~~tenured and tenure earning faculty~~ full-time instructional faculty members or the student panel.
- ~~(e) The college dean or designee shall assemble the Student Academic Appeals Committee to conduct a formal review of the student academic appeal.~~
- (6) Ad Hoc Student Academic Appeals Committee Guidelines. ~~Formal Review of a Student Academic Appeal~~
  - (a) ~~In conducting a formal review, the Student Academic Appeals Committee shall adhere to the following guidelines~~ The following guidelines should be adhered to when a committee is conducting a review of an appeal:
    1. ~~Where a time limit is specified in the following review procedure, it may be extended by mutual agreement of the parties. Where an appeal makes allegations of discrimination, the University may unilaterally extend deadlines applicable to it to allow for review of such allegations.~~ The Committee will function as an objective, fact-finding body when examining all available and relevant information concerning the student's appeal of a grade or program action by the Responding Party. Such information may include the student's written appeal, written and/or oral information provided by the Responding Party, statements made by both parties before

- the Committee, and any other information the committee may deem relevant.
2. The time limits specified in the following review procedure may be extended by mutual agreement of the parties.
- ~~2. The committee shall not be officially convened to review the appeal until the Responding Party, or substitute/replacement, has received a copy of the appeal and has had at least 5 business days to submit, if desired, a response or additional information. The student will be provided with a copy of any material submitted by the Responding Party at least 5 business days before the committee meets to review the case.~~
3. The committee should make reasonable efforts to meet for review of the case within twenty (20) business days, after receipt of the student's written appeal and any information provided by the Responding Party and/or unit head. Scheduling and holding a committee meeting may require more time; as such, this 20 business days is not a time limit. ~~If the committee cannot meet within the 20 days, the university will inform the parties of the need for additional time.~~ appealing student. The committee will function as an objective, fact-finding body when examining all available and relevant information concerning the student's appeal of academic action by the Responding Party. Such information shall include the student's written appeal, written and/or oral information provided by the Responding Party, statements made by both parties before the committee, and any other information the committee may deem relevant. Should either party fail to attend the scheduled appeal hearing, the hearing will be held in the party's absence with the understanding that the proposed outcomes and resolutions will be made using the information available at the time of the appeal hearing in the party's absence.
45. The ~~college-associate~~ dean or designee will convene the committee, establish procedural rules for conducting the meeting, serve as its chair, and will vote in the case of a tie. The meeting is not covered by Sunshine laws, and is thus closed to outside parties and will not be recorded.

56. The student and Responding Party shall be invited to meet with the committee. Participating individuals in the appeal may appear through virtual (electronic) means at the committee meeting. Each shall be allowed adequate time to respond to the appeal and material as submitted, to answer any questions from committee members, and to present additional information needed to clarify the issues involved.
67. After meeting with both parties, the committee will deliberate and issue a ~~decision-recommendation~~ by majority vote to the college dean. The committee will ~~first (1)~~ decide if the student has ~~demonstrated~~proven that there were grounds for the appeal; and ~~second~~, if there were grounds, (2) suggest what resolution should be implemented. This decision may let the grade/action as recommended by the associate dean or designee in Step 3 stand as is, or ~~alter~~change the recommended grade/action. If the decision of the committee is to ~~alter~~change the recommended Step 3 decision of the associate dean or designee~~grade~~, only the faculty members on the ~~Board~~committee will be involved in deciding what the ~~alteration~~change will be. The committee chair will ensure that the committee's majority opinion, rationale, and recommended findings and resolutions ~~are~~is recorded and forwarded to the college dean within five (5) days of the conclusion of the Committee hearing.
- (b) The college dean will prepare a written decision on the appeal within five (5) business days of the receipt of the Committee's recommendation. The college dean may do one of the following with the Committee's recommendation: accept it, reject it, or modify it. If the college dean rejects or modifies the Committee's recommendation, then the college dean's written decision must include a statement of reason for the action. The college dean will send a copy of the Committee's recommendation along with the college dean's written decision ~~provide copies of the panel's decision within 10 business days of the Student Academic Appeals Panel hearing to both parties concerned the student, the Responding Party, to the Provost, the unit head, other involved parties and departments, and to the appropriate dean of undergraduate or graduate studies.~~ The college dean's decision shall be the final decision on the college level.



(7) Final Appeal

- (a) Step ~~56~~: If dissatisfied with the college dean's decision, the student may, within ~~ten~~ (10) business days, file a written request for review with the dean of undergraduate studies or the dean of graduate studies, or designee (depending upon the classification of the student), clearly stating the basis for review and the resolution sought by the student.
- (b) The dean of the college of undergraduate studies, or designee, or dean of the college of graduate studies, or designee, shall serve as the final appellate officer. The final appellate officer should issue a written decision to the student's appeal within twenty (20) business days of receipt of the appeal. Should the final appellate officer require additional time for review beyond the 20 business days, the final appellate officer will notify the student in writing of the need for additional time.
- (b) Acting as the University President's representative, the decision of the dean of undergraduate studies, or designee, or the dean of graduate studies, or designee, shall ~~make a represent~~ final agency action decision on the matter within 10 business days of receipt of the student's request for review. Copies of the dean's, or designee's written decision shall be sent to the student, the college dean, the ~~chair~~ unit head, the Director of OSC, the Responding Party, the Provost, and other involved parties and the appropriate dean of undergraduate or graduate studies.

*Authority: BOG Regulation 1.001. History– New 4-23-03, Formerly 6C7-5.00431, Amended 8-10-09, 9-4-12, 10-29-15, 7-20-17, 7-19-18, 1-24-19, \_\_\_\_\_-19.*

**ITEM: NGC-7**

**UCF BOARD OF TRUSTEES  
Nominating and Governance Committee  
September 19, 2019**

**Title:** Board Operating Procedure: Staffing; Meetings; Agendas

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**Background:**

Board Operating Procedures are being developed to formalize processes as they relate to the operations of the Board. This Board Operating Procedure was approved at the July 18, 2019 Board of Trustees meeting.

**Issues to be Considered:**

This Board Operating Procedure is being amended to remove reference to the Strategic Planning Committee as per the proposed revision to the Bylaws of the Board of Trustees. A revision has also been proposed to replace the Chief of Staff with the Vice President of Government Relations when confirming completeness and accuracy of materials that will be distributed to the Board.

**Alternatives to Decision:**

Do not amend this Board Operating Procedure.

**Fiscal Impact and Source of Funding:**

N/A

**Recommended Action:**

Approve the revisions to Board Operating Procedure – Staffing; Meetings; Agendas.

**Authority for Board of Trustees Action:**

Section 2.3, UCF Board of Trustees Seventh Amended and Restated Bylaws

**Contract Reviewed/Approved by General Counsel:**

N/A

**Committee Chair or Chair of the Board approval:**

Committee Chair Bill Yeargin approved.

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**Submitted by:**

Scott Cole, Vice President and General Counsel

**Supporting Documentation:**

Attachment A: Board Operating Procedure – Staffing; Meetings; Agendas

**Facilitators/Presenters:**

N/A

Attachment A



**University of Central Florida Board of Trustees**

**Board Operating Procedure**

Title: Board Operating Procedure – Staffing; Meetings; Agendas

BOP No. 2019-1

Date of Adoption July 18, 2019, Revised -19.

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Statement of purpose

This Board Operating Procedure serves to articulate Board expectations for Board members and staff with regard to Board operations, including meetings. In the event of a conflict between any Board Operating Procedure and the bylaws, the terms of the bylaws shall take precedence.

Staff Responsibilities

Staff of the University will provide all materials and information necessary for the Board to make informed decisions and fulfill its fiduciary responsibilities.

Committee liaisons

The Board chair and president shall identify a senior leader for each Board committee to facilitate committee meetings, assist in agenda development, prepare meeting and agenda item materials, coordinate presentations, and fulfill other duties. Assignments to standing Board committees are typically as follows:

- Advancement – Chief of Staff and Vice President for Communications and Marketing; Vice President for Advancement; and Vice President for Government Relations
- Audit and Compliance – Chief Audit Officer; and Chief Compliance, Ethics, and Risk Officer
- Compensation and Labor – Associate Vice President and Chief Human Resources Officer; and Vice President and General Counsel
- Educational Programs – Provost and Vice President for Academic Affairs
- Finance and Facilities – Chief Financial Officer; and Chief Operations Officer
- Nominating and Governance – Vice President and General Counsel
- ~~Strategic Planning – Provost; and Associate Provost for Strategy~~
- Executive – Vice President for Government Relations

#### Committee coordinators

In addition, each committee will have an assigned committee coordinator, generally a staff member in the office of a Committee Liaison to the Board standing committee. It will be the role of the committee coordinator to:

- advise and support committee leadership and members of the committee to ensure successful committee operations;
- serve as a liaison between committee leadership and the senior leader committee liaison(s);
- facilitate annual work planning, agenda planning, and meeting material previews;
- review meeting materials, including agenda items, supporting documentation, and documents of committee action; and
- support the committee leadership and committee members in gathering information for committee business.
- Prepare minutes

#### Board Operations – Meetings

In addition to providing all materials and information necessary for the Board to make informed decisions and fulfill its fiduciary responsibilities, staff shall have primary responsibility for all logistical matters involved in scheduling meetings, in preparing Board meeting materials, in submitting agenda items, and in assuring that meetings are properly equipped and staffed to run efficiently and effectively.

#### Board Operations – Standard Format for Agenda Items

Agenda items shall be prepared for all Committee and Board meetings using a standardized format that provides the following information for each proposed action:

- background information on the proposed action;
- issues to be decided by the Committee or Board;
- reasonable alternatives available to the decision being recommended;
- financial cost of the decision to the University, the specific funding source amount and any restrictions on the proposed funding source;
- the staff's recommendation on the item, stated with specificity; authority for the Board's action;
- confirmation that any contracts were reviewed and approved by General Counsel.
- confirmation that the agenda item was approved by the Committee Chair or Board Chair prior to placement on the agenda.
- Additionally, each Board agenda item shall identify the senior officer sponsoring the action, provide any supporting documentation, and list facilitators/presenters for the agenda item.

A form for this purpose has been created and is available on the Board website under the Resources tab. [See <https://bot.ucf.edu/files/2019/02/Agenda-Memorandum.pdf>]

#### Board Operations – Development of Agendas

Committee liaisons must consult with their committee chair well in advance of finalizing agendas about the content and strategic issues to be included on each agenda.

Committee liaisons should arrange to discuss the agenda and materials in advance with the Committee Chairs to ensure the clarity and adequacy of the information provided.

The President, and Committee liaisons as appropriate, should arrange to discuss the agenda and materials in advance with the Board Chair to ensure the clarity and adequacy of the information provided.

Prior to distributing materials to the Board, the President, General Counsel, and the Vice President of Government Relations~~Chief of Staff~~, along with other committee liaisons as appropriate, will, to the best of their knowledge, confirm the completeness and accuracy of materials.

Each agenda item for which statutory authority supports the Board's or Committee's action shall be additionally verified by General Counsel.

#### Board Operations – Delivery of Meeting Materials

For regularly scheduled meetings of the Board, notice shall be provided and materials should be delivered to trustees at least two weeks in advance of a Board meeting to provide the trustees with the opportunity to study the materials and raise questions. Late additions are not permitted except in exceptional circumstances or to correct scrivener's errors.

For specially called meetings of the Board, notice shall be provided and materials should be delivered to trustees at least forty-eight (48) hours in advance of the meeting. Late additions are not permitted except in exceptional circumstances or to correct scrivener's errors.

For emergency meetings of the Board, notice shall be provided and materials should be delivered to trustees at least twenty-four (24) hours in advance of the meeting. Late additions are not permitted.

#### Board Operations – Minutes

It is the expectation of the Board that staff shall prepare minutes of each Board meeting and Board Committee meeting that present a full and accurate report on Board and Committee deliberations and actions. Minutes shall be prepared with the following guidelines in mind:

Minutes should identify meeting start time, the trustees in attendance and the trustees not in attendance; minutes should also note trustees who leave early or arrive late (or who are not present for a particular item taken up on the agenda).

Minutes should follow the order of the agenda of the meeting and should reflect each action taken, including all votes.

Minutes should provide enough information to show how trustees reached their decisions and what actions were taken, but minutes should not record discussions verbatim and should not resemble a transcript.

Motions should be recorded with precise wording; minutes should identify the Trustees who made and seconded the motion, and the result of the vote on the motion. If there is a conflict of interest on any particular action item, that should be noted in the minutes and proper paperwork (Form F8) should be submitted by the trustee later.

Minutes should conclude with the date and time of adjournment.

Board Operations – Current Calendar

The Board expects staff to prepare and maintain a current calendar of all relevant deadlines and meetings for the Board and each Board Committee. This calendar shall include Board and Committee meetings dates, deadlines for approval and submission of meeting items, and any relevant Board oversight deadlines. This calendar may also include other dates of interest to Trustees, such as dates for Board of Governors meetings, or any other item the Board identifies as appropriate for inclusion. This calendar shall be updated regularly and shall be available on the Board website.

**ITEM: INFO-1**

**UCF BOARD OF TRUSTEES  
Nominating and Governance Committee  
September 19, 2019**

**Title:** Post Investigation Action Plan for Items with Nominating and Governance Committee Oversight

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**Background:**

The Audit and Compliance Committee was charged by the Chairman of the Board of Trustees to develop a board plan for oversight of the implementation of recommendations arising from the inappropriate transfer of E&G funds to construction accounts. As requested by the Board of Trustees, University Audit and University Compliance, Ethics, and Risk accumulated all recommendations, sorted them by similarity, assigned a theme, ranked them by risk, and assigned the appropriate university staff to implement solutions. An action plan with target completion dates for each recommendation has also been prepared. This plan was approved by the Board of Trustees on July 18, 2019. The action items in this plan have been sorted by board committee and distributed to the chair of each committee. Attachment A includes those outstanding items which are assigned to the Nominating and Governance Committee.

**Issues to be Considered:**

Review the proposed action plans and determine if they are appropriately assigned to this committee and will assist the board in meeting its fiduciary duties.

**Alternatives to Decision:**

Propose alternative approach for ensuring the board meets its fiduciary duties with respect to the recommendations.

**Fiscal Impact and Source of Funding:**

N/A.

**Recommended Action:**

Approve the action plan and agree to actively monitor the progress until completion.

**Authority for Board of Trustees Action:**

BOG Regulation 1.001

**Contract Reviewed/Approved by General Counsel:**

N/A

**Committee Chair or Chair of the Board approval:**

Committee Chair Bill Yeargin approved.

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**Submitted by:**

Scott Cole, Vice President and General Counsel

**Supporting Documentation:**

Attachment A: Post Investigation Action Plans for Items with Nominating and Governance Committee Oversight

**Facilitators/Presenters:**

Scott Cole, Vice President and General Counsel



## Attachment A

## Pending Recommendation List -- Nominating and Governance Committee

## Post Investigation Action Plan

As of August 28, 2019

Title	Recommendation	Status	Risk Rating	Source/Theme/Committee	Initial Action Plan	Due Date	Revised Due Date Changes	Auditor	Responsible Administrator	Responsible Manager
Item #20--Staff Development	Since many of the staff are new in their positions, they should engage in professional development focused on accepted best practices as soon as practicable. A major goal of this developmental process would be to clarify the board's role as the highest governing authority at UCF and the staff's role in supporting the work of the board.	D - Management Agrees - In Progress	Medium	AGB May 15, 2019 Report BOT & Staff Interaction theme Nominating and Governance Committee	In April 2019, the board relations team in the Office of the President attended the Association of Governing Boards National Conference on Trusteeship. The team has also completed the AGB online training modules. The team will attend AGB's 2020 National Conference on Trusteeship, and encourage all staff who support committees to attend as well. The board relations team in the Office of the President also attended the May BOT retreat with AGB and BOG representatives.	12/31/2019	0	Robert Taft	Janet Owen	
Item #22--Leadership role of the BOT Chair	There is wisdom in the first and last word in the description of the chair as "first among equals." The chair is the leader of the board, is the sole official spokesperson for the board, and symbolizes through discourse and demeanor the seriousness and importance of the board. Board members should keep in clear focus that the board is a single entity as distinct from a body of separate voices. Nevertheless, with the exception of specific authority noted in the bylaws such as naming members of committees and committee chairs, the board chair has only one vote just like other members. Board members who fail to respect the role of the chair especially as the public spokesperson for the board and the controller of the time for debate during board discussions render the board less effective. The BOT should consider following the lead of high-performing boards in taking time to develop a code of board member behavior that embodies respect for the essential role of the chair, the duty of all members to seriously engage themselves in the work of the board, and the rules of transparency and decorum. (See Appendix C for The Ten Habits of Highly Effective Boards.)	D - Management Agrees - In Progress	Medium	AGB May 15, 2019 Report Culture, Ethics & Governance theme Nominating and Governance Committee	A pledge form will be developed for all BOT members	11/29/2019	0	Robert Taft	Janet Owen	
Item #24--Taskforce of Governance Reform	The current nominating and governance committee should be charged with a close examination of these and other recommendations with an eye toward implementation of changes in governance behavior—including, perhaps, the name of the committee. However, to give the governance reform work the energy and attention it deserves, consideration should be given to a special task group charged (during a three-month time frame) with implementing, assessing progress on, and reporting regularly to the board on accomplishment of specific reforms. (See Appendix A for a checklist of topics meriting governance committee oversight.)	D - Management Agrees - In Progress	Medium	AGB May 15, 2019 Report Culture, Ethics & Governance theme Nominating and Governance Committee	This recommendation will be lead by the Board of Trustees and Board Chair. In June 2019, the BOT chair directed the Audit and Compliance Committee to track and monitor post investigation recommendations from all sources. The committee could also recommend a taskforce of trustees assume this responsibility, or that a taskforce review certain categories of recommendations.		0	Robert Taft	Thad Seymour	
Item #25--Board of Trustees Self-Assessment	A high-functioning board is composed of members who make service to the institution and its effectiveness in fulfilling its public mission their top priority. Willingness to engage in a regular self-assessment is a sign of commitment to this fiduciary standard. Board self-assessment is also required of Florida institutions by the regional accrediting body—as regional accreditors are demonstrating a focus on board governance among their periodic reviews. An annual retreat that includes self-appraisal, as well as discussion of strategic topics is highly recommended, as are more frequent checks on board performance, its working relationship with the president and staff, as well as the functioning of committees and similar topics. The UCF conflict of interest policy is adequate but relies heavily on self-reporting of conflicts or potential conflicts. It would be greatly strengthened by adherence to the best practices described in the AGB Board of Directors' Statement on Conflict of Interest with Guidelines on Compelling Benefits issued in 2013. (See Appendix D for more information.) A fully functioning governance committee should assume responsibility for structuring a process of board and trustee assessment and conflict of interest oversight.	D - Management Agrees - In Progress	Medium	AGB May 15, 2019 Report Culture, Ethics & Governance theme Nominating and Governance Committee	This recommendation will be lead by the Board of Trustees and Board Chair; however many good examples of board self assessment processes exist which the Board could model, including AGB and the UCF Foundation. The same is true for conflict of interest reporting. The Nominating and Governance Committee could request examples of both for discussion at an upcoming meeting.	11/29/2019	0	Robert Taft	Janet Owen	

## Nominating and Governance Committee Meeting - New Business

Item #52--Governance in the sunshine	Florida's embrace open meetings and records requirements mean that nearly all board discourse be open to the public. Board meetings at an institution as prominent as UCF attract broad attention from internal stakeholders, the media, and the public at large. The Trevor Colbourn Hall controversy magnifies this attention. In this environment, board members must develop the habit of openly and freely discussing serious strategic and occasionally divisive topics in public. Sticking to noncontroversial items or discussing serious matters superficially will not serve the board or the public. Given the recent spate of negative publicity, the board should not be concerned about a few more headlines about it tackling difficult topics.	D - Management Agrees - In Progress	Low	AGB May 15, 2019 report BOT & Staff Interaction theme Nominating and Governance Committee	This recommendation will be lead by the Board of Trustees and Board Chair; however it can be achieved by articulating a "Statement of Expectations" to guide individual and collective behavior. In terms of transparency, board meetings will be livestreamed beginning in July 2019.	11/29/2019	0	Robert Taft	Thad Seymour	Janet Owen
Item #47--Board of Trustees orientation and development	Orienting new members and reorienting longer-serving trustees is a standard best practice to enable newer board members to add value more quickly and the veterans to update their working awareness of the scope and limits of effective board responsibility and governance. A sound orientation program avoids the "drinking from a fire hose syndrome" just as it provides all of the relevant information a new member needs or requests. An ongoing development program polls members on their interests and proposes special workshops on the compelling issues for boards now and in the foreseeable future. Topics could well include technology and educational effectiveness, predictive analytics and student achievement, the evolving nature of the student body, maximizing athletics as a university asset, as well as such areas of risk as Title IX violations, cybersecurity, et cetera. As of the date of the drafting of this report, UCF has made AGB's online board orientation program available to all members of the UCF BOT.	D - Management Agrees - In Progress	Medium	AGB May 15, 2019 Report Training and Awareness theme Nominating and Governance Committee	A draft orientation plan is nearing completion. This plan would have new trustees participate in a full day (or two half day) sessions with administration, deans, faculty, staff and students and provide a rich history of UCF and its goals, as well as the governance and fiduciary requirements from the AGB, BOG and BOT retreat.	9/30/2019	0	Robert Taft	Grant Heston	

## Nominating and Governance Committee Meeting - New Business

### Completed Recommendation List -- Nominating and Governance Committee

#### Post Investigation Action Plan

As of August 28, 2019

Title	Recommendation	Status	Risk Rating	Source/Theme/Committee	Initial Action Plan	Due Date	Revised Due Date	Revised Due Date Changes	Auditor	Responsible Administrator
Item #18 Committee Support	Staff who support specific committees should consult with the committee chairs about the content and relevant strategic issues well in advance of finalizing agendas.	G2 - Completed	Medium	AGB May 15, 2019 Report BOT & Staff Interaction theme Nominating and Governance Committee	To be included in Board Operating Procedures 1	7/31/2019		0	Robert Taft	Scott Cole
Item #41 Recording BOT meeting minutes	The minutes of board and committee meetings became much more detailed during the course of 2018. However, the appropriate board committee and staff should develop guidelines to ensure that minutes present a full and accurate report on board and committee deliberations and actions.	G2 - Completed	Medium	AGB May 15, 2019 Report Policies & Procedures theme Nominating and Governance Committee	To be included in Board Operating Procedures 1	7/31/2019		0	Robert Taft	Scott Cole
Item #50--Agenda pre-discussions with chairs	In advance of meeting staff should arrange to discuss the agenda and materials in advance with the board chair and committee chairs to ensure the clarity and adequacy of the information provided.	G2 - Completed	Medium	AGB May 15, 2019 Report Transparency & Pre-approvals theme Nominating and Governance Committee	To be included in Board Operating Procedures 1	7/31/2019		0	Robert Taft	Scott Cole
Item #51--Full disclosure of board meeting materials	Prior to distributing materials, the president, senior legal counsel, and chief of staff along with other staff as appropriate should meet to discuss and confirm the completeness and accuracy of materials. The president should confirm in writing that to the best of his knowledge the materials disclose all relevant information, including legal issues and requirements, needed for board deliberations and action.	G2 - Completed	Medium	AGB May 15, 2019 Report Transparency & Pre-Approvals theme Nominating and Governance Committee	To be included in Board Operating Procedures 1	7/31/2019		0	Robert Taft	Scott Cole
Item #54--Staff Responsibilities to the BOT	Develop a concise statement of the staff's role in supporting the board's governance authority and responsibilities to include attention to the completeness and transparency of materials provided to the board.	G2 - Completed	Low	AGB May 15, 2019 Report BOT & Staff Interaction Theme Nominating and Governance Committee	To be included in Board Operating Procedures 1	7/31/2019	5/31/2019	1	Robert Taft	
Item #65 BOT policy to verify agenda items that are supported by statute	Develop a policy for the BOT to verify agenda items that are supported by statute. NOTE: ***This was not a recommendation from the BOG. President Whittaker informed them that this was an action we were taking.	G2 - Completed	Low	Former President Whittaker Transparency & Pre Approvals Theme Nominating and Governance Committee	To be included in Board Operating Procedures 1	7/31/2019		0	Robert Taft	Scott Cole