



UNIVERSITY OF CENTRAL FLORIDA

**Board of Trustees  
Nominating and Governance Committee  
October 22, 2019 3:00 – 4:00 p.m.  
UCF Downtown  
Dr. Phillips Academic Commons East, Room 169  
Call-in Number: 800-442-5794, Passcode: 463796**

**Agenda**

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| <b>I. CALL TO ORDER</b>  | William Yeargin<br><i>Chair, Nominating and<br/>Governance Committee</i>  |
| <b>II. ROLL CALL</b>   | Tanya Perry<br><i>Coordinator, Legal Affairs</i>  |
| <b>III. MEETING MINUTES</b>  |   |
| • <a href="#">Approval of the September 19, 2019</a> Nominating and Governance Committee meeting minutes | Chair Yeargin   |
| <b>IV. UNFINISHED BUSINESS</b>   |   |
| • Appointment of Board Members to UCF Research Foundation ( <a href="#">NGC-1</a> )                      | Scott Cole  |
| <b>V. NEW BUSINESS</b>   |   |
| • UCF Stadium Corporation Bylaws Amendments ( <a href="#">NGC-2</a> )                                    | Scott Cole<br><i>Vice President and General Counsel</i><br>Margaret Jarrell-Cole<br><i>Associate Vice President, Direct<br/>Support Organizations</i> |
| • UCF Finance Corporation Bylaws Amendments ( <a href="#">NGC-3</a> )                                    | Scott Cole<br>Margaret Jarrell-Cole   |

- Appointment of Board Member to UCF Finance Corporation ([NGC-4](#)) Scott Cole  
Margaret Jarrell-Cole
- Change Name of the Committee and Review Committee Charter ([NGC-5](#)) Scott Cole
- Amendments to University Regulations UCF-3.001 ([NGC-6](#)) Scott Cole  
Youndy Cook  
*Deputy General Counsel*
- Amendments to University Regulations UCF-3.0122 ([NGC-7](#)) Scott Cole  
Youndy Cook
- Nomination of Daniel Holsenbeck for Honorary Doctoral Degree of Humane Letters ([NGC-8](#)) Scott Cole  
Tom Hope  
*Deputy Chief of Staff for Strategic Initiatives*
- Nomination of James Pitaro for Honorary Doctoral Degree of Humane Letters ([NGC-9](#)) Scott Cole  
Tom Hope
- UCF Board of Trustees Statement of Expectations ([NGC-10](#)) Scott Cole  
Karen Monteleone  
*Assistant Vice President for Board Relations*
- Delegation of Authority to the President ([INFO-1](#)) Scott Cole
- Post Investigation Action Plan for Items with Nominating and Governance Committee Oversight ([INFO-2](#)) Scott Cole  
Karen Monteleone

**VI. CLOSING COMMENTS**

Chair Yeargin



UNIVERSITY OF CENTRAL FLORIDA

**Board of Trustees  
Nominating and Governance Committee  
FAIRWINDS Alumni Center  
September 19, 2019**

**MINUTES**

**CALL TO ORDER**

Trustee William Yeargin, chair of the Nominating and Governance Committee, called the meeting to order at 8:00 a.m. Committee members Robert Garvy, Alex Martins, John Sprouls, and William Self were present. Board Chair Beverly Seay and Trustee John Lord were also present.

**MINUTES APPROVAL**

The minutes from the July 18, 2019, Nominating and Governance Committee meeting were approved as submitted.

**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, presented the Eighth Amended and Restated Bylaws of the Board of Trustees of the University of Central Florida. The proposed changes were compiled from suggestions submitted by Trustees. Trustee Self voiced his concern over the inclusion of “institution or elimination of new academic programs or colleges” as an action that the Executive Committee may not take. A discussion ensued about whether this is appropriate to include in the bylaws as it has historically been a function of the President and Provost. Trustee Self made a motion to approve the revised bylaws with the understanding that the Delegation of Authority to the President will be discussed at the next meeting and Trustee Garvey seconded. The motion was approved unanimously.

**Revision to Delegation of Authority of Senior Management Official for Classified Program (NGC-2)**

Cole presented a revision to the Delegation of Authority of Senior Management Official for Classified Program board policy that was approved at the last committee meeting. 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. Cole asked the committee to rescind the delegation to the Vice President for Research and Dean of the College of Graduate Studies and delegate the authority to execute and administer classified contracts to the Interim President. Trustee Garvy made a motion to approve the revisions to the policy and Trustee Martins seconded. The motion was approved unanimously.

Appointment of Board Member to UCF Research Foundation (NGC-3)

Cole asked the committee to approve the appointment of Dr. Peter Wearden to the board of the UCF Research Foundation. Dr. Wearden's bio and CV is provided in the committee materials for reference. Trustee Martins made a motion to approve the appointment and Trustee Self seconded. The motion was approved unanimously.

UCF Convocation Corporation Bylaws (NGC-4)

Margaret Jarrell-Cole, Associate Vice President for Direct Support Organizations, asked the committee to approve amendments to the bylaws of the UCF Convocation Corporation. She summarized the proposed changes. These changes were approved by the UCF Convocation Corporation board at their meeting on August 5, 2019. Trustee Martins requested that Article 2, Section 1 be clarified to replace "person" with "trustee." Trustee Garvy made a motion to approve the proposed amendments to the bylaws and replace "person" with "trustee" in Article 2 Section 1, and Trustee Sprouls seconded. The motion was approved unanimously.

Amendments to University Regulation UCF-3.0262 (NGC-5)

Youndy Cook, Deputy General Counsel asked the committee to approve amendments to UCF-3.0262 Meritorious Service Awards Program. UCF-3.0262 is amended to clarify that units may not expend more than \$100 of state funds when recognizing employees under the Meritorious Service Awards Program and private funds was revised to non-state funds for clarification between state and non-state funds. Trustee Martins made a motion to approve the amendments and Trustee Self seconded. The motion was approved unanimously.

Amendments to University Regulation UCF-5.016 (NGC-6)

Cook asked the committee to approve amendments to UCF-5.016 Student Academic Appeals. UCF-5.016 is amended to update timeframes in the regulation and to give deans an active role in the academic appeals process. Trustee Garvy inquired as to whether student input was given into these changes, and Melody Bowden, Interim Dean of College of Undergraduate Studies verified that these changes included review by the Golden Rule Review Committee which is comprised of students. Trustee Self noted that the link to the form is not yet active and Bowden indicated that it will be within the week. Trustee Self made a motion to approve the amendments and Trustee Martins seconded. The motion was approved unanimously.

Board Operating Procedure: Staffing; Meetings; Agendas (NGC-7)

Cole asked the committee to approve two revisions to Board Operating Procedure 1, removing reference to the Strategic Planning Committee as a standing committee, and replacing the Chief of Staff with the Vice President of Government Relations for ensuring completeness and accuracy of board materials. Trustee Martins made a motion to approve the revisions and Trustee Sprouls seconded. The motion was approved unanimously.

Post Investigation Action Plan for Items with Nominating and Governance Committee Oversight (INFO-1)

Cole briefly reviewed the outstanding items on the Post Investigation Action Plan that have Nominating and Governance Committee oversight. Chair Yeargin indicated that the committee is making progress and the last page of the plan shows those items that have been completed. President Seymour indicated that university leadership is responsible for bringing items forward to the committee for approval and more progress will be made soon.

**OTHER BUSINESS**

Chair Garvey asked for an update on the calls with various search firms that Chair Yeargin made in respect to a possible upcoming presidential search. Chair Yeargin gave a brief overview of his findings to the committee and indicated he will give a complete update at the Board meeting immediately following this meeting.

The meeting adjourned at 8:35 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  
October 22, 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)

Fourth 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: Fourth 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

**FOURTH 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. 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 and approved by the University Board of Trustees.

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 shall serve as a Director for such time as he or she continues to serve as the Vice President for Research 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, or their designees where applicable, and approval by the University Board of Trustees.

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 shall serve as President of the Corporation and 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 University 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) Reading of the minutes
- c) Election of officers and directors, if necessary
- d) Reports of officers
- e) Report of committees
- f) Unfinished business
- g) 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 of Operations, a Vice President of Technology Transfer, 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 two (2) years. 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 of Operations. The Vice President of Operations 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) Vice President of Technology Transfer. The Vice President of Technology Transfer 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 technology transfer activities of the Corporation.
- d) 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. The Vice President of Operations may serve as Secretary upon Board approval.
- e) 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.

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, President, or Vice President of Operations 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, 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 attorney's 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) Officers or Agents 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 Fourth 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 August 22, 2018.

*Kim Smith*

5-17-2019

Signature

Date

Kim Smith, Secretary

Legal Approval: *AS* 5-17-19

**ITEM: NGC-2**

**UCF BOARD OF TRUSTEES  
Nominating and Governance Committee  
October 22, 2019**

**Title:** UCF Stadium Corporation Bylaws Amendments

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**Background:**

UCF Stadium Corporation (UCFSC) was certified as a direct support organization on October 25, 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 UCFSC Second Amended and Restated Bylaws were adopted by the UCFCC Board of Directors on January 30, 2018.

UCFSC has the responsibility to annually review its bylaws and propose any amendments to the Nominating and Governance Committee and Board of Trustees.

The UCFSC Third Amended and Restated Bylaws were amended on October 1, 2019, 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.
- The revised bylaws designate a presidential appointee as the chair of the board of directors.
- The title President was changed to Vice Chair to conform with model DSO bylaws. As a financing corporation it is desirable all members of the board are university employees or trustee appointees. Currently, the Corporation President is a volunteer. When that volunteer is no longer a member of the board, the vacant position will be filled by a university employee.
- 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 and has oversight of the day-to-day operations of the corporation rather than the volunteer president.
- 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.

**Issues to be Considered:**

Margaret Cole, the university's Associate Vice President for Direct Support Organizations, has reviewed, provided edits and support regarding the proposed bylaw amendments. The amended bylaws were also approved by the UCF General Counsel's office.

**Alternatives to Decision:**

Many of the proposed amendments are required for UCFSC to comply with Florida statutes and regulations or to conform with model DSO bylaws. While other language can be considered, the substance and spirit of the amendments required by statute and regulation changes are necessary.

**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:**

Approved by Chair William Yeargin

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**Submitted by:**

Grant Heston, Chair, UCF Stadium Corporation

**Supporting Documentation:**

Attachment A: Proposed Third Amended and Restated Bylaws

**Facilitators/Presenters:**

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



Attachment A

**THIRD AMENDED AND RESTATED BYLAWS OF  
UCF STADIUM 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 trustee 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. The Vice Chair, Secretary, and Treasurer are to serve terms of two (2) year each commencing immediately following their appointment. The Chair may appoint additional officers as needed. Only employees of the Corporation or the University may be appointed as officers of the Corporation once the Vice Chair in office on July 1, 2019, has finished his term. 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 duties of the Vice Chair of this Corporation will be to:
  - A. Serve in the absence or disability of the Chair.
  - B. 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.
4. 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.
5. 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.

6. 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.
7. 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.

#### **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.

I CERTIFY these 3<sup>rd</sup> Amended and Restated Bylaws were approved by majority vote of the Board on October 1, 2019 and submitted to the BOT on November 14, 2019.

\_\_\_\_\_  
Secretary

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

**ITEM: NGC-3**

**UCF BOARD OF TRUSTEES  
Nominating and Governance Committee  
October 22, 2019**

**Title:** UCF Finance Corporation Bylaws Amendments

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**Background:**

UCF Finance Corporation (UCFFC) was certified as a direct support organization on February 21, 2007. Its purpose is to promote and support the mission of the university as well as a vehicle for non-operational financings to meet university needs. The current UCFFC Second Amended and Restated Bylaws were adopted by the UCFFC Board of Directors on February 9, 2018.

UCFFC has the responsibility to annually review its bylaws and propose any amendments to the Nominating and Governance Committee and Board of Trustees.

The UCFFC Third Amended and Restated Bylaws were amended on October 8, 2019, 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.
- The revised bylaws designate a presidential appointee as the chair of the board of directors.
- The title President was changed to Vice Chair to conform with model DSO bylaws.
- Certain financial obligations of the board are clarified, including approval of any material changes to the budget.
- Officers now have two-year terms.
- The UCFFC Secretary-treasurer is also the university's Chief Operating Officer and that role is further clarified and included is responsibility for day-to-to duties operations of the Corporation rather than the UCFCC President (currently the UCF Provost).
- 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.

**Issues to be Considered:**

Margaret Cole, the university's Associate Vice President for Direct Support Organizations, has reviewed, provided edits and support regarding the proposed bylaw amendments. The amended bylaws were also approved by the UCF General Counsel's office.

**Alternatives to Decision:**

Many of the proposed amendments are required for UCFFC to comply with Florida statutes and regulations or to conform with model DSO bylaws. While other language can be considered, the substance and spirit of the amendments required by statute and regulation changes are necessary.

**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:**

Approved by Chair William Yeargin

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**Submitted by:**

Deborah C. German, Chair, UCF Finance Corporation

**Supporting Documentation:**

Attachment A: Proposed Third Amended and Restated Bylaws

**Facilitators/Presenters:**

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



Attachment A

**THIRD AMENDED AND RESTATED BYLAWS OF  
UCF FINANCE 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 trustee 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 Provost and Vice President of Academic Affairs, 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. Serve in the absence or disability of the Chair.
  - B. 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 3<sup>rd</sup> Amended and Restated Bylaws were approved by majority vote of the Board on October 8, 2019 and submitted to the BOT on November 14, 2019.

\_\_\_\_\_  
Secretary

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

**ITEM: NGC-4**

**UCF BOARD OF TRUSTEES  
Nominating and Governance Committee  
October 22, 2019**

**Title:** Appointment of Board Member to UCF Finance Corporation

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**Background:**

UCF Finance Corporation (UCFFC) is a 501(c)(3) tax exempt organization created to receive, hold, invest, and administer property and to make expenditure to or for the benefit of the University of Central Florida.

Each year, the UCFFC is charged with the responsibility of annually receiving and placing in nomination the names of individuals to be considered or appointed for membership on the board.

Annually, the names are presented to the Board of Trustees Nominating Committee for further discussion and recommendation to the full board. This action is in accordance with Article 2 of the Third Amended and Restated Bylaws of the corporation. All candidates have acknowledged acceptance of the terms of service for membership on the UCFFC.

The UCFFC Bylaws authorize, as part of the UCFFC Board of Directors, appointment of one director for a two-year term.

Dr. Debra Reinhart was selected pursuant to UCFFC's Bylaws in an appointment by the UCF President to serve on the corporation's Board of Directors. In accordance with the Bylaws, Dr. Reinhart's two-year term will begin July 1, 2019 through June 30, 2021.

**Issues to be Considered:**

N/A

**Alternatives to Decision:**

Decline to approve the appointment.

**Fiscal Impact and Source of Funding:**

N/A

**Recommended Action:**

Approval of the appointment of Dr. Reinhart to serve on the UCFFC Board of Directors.

**Authority for Board of Trustees Action:**

Fl. Statute 1004.28(3)

**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:**

Deborah C. German, Chair, UCF Finance Corporation

**Supporting Documentation:**

Attachment A: Board member candidate bio

Attachment B: Second Amended and Restated Bylaws of the UCF Finance Corporation

**Facilitators/Presenters:**

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



Attachment A

**UCF Finance Corporation  
Board Member Appointment**

Debra Reinhart, Ph.D.

Dr. Reinhart serves as the Associate Vice President for Research and Scholarship at the University of Central Florida. She is a Pegasus Professor in the Civil, Environmental and Construction Engineering Department. She is an associate editor for the Waste Management Journal. She is a member of the Oak Ridge Association of Universities Board and the Managing Board of the International Waste Working Group, and is an ABET Program Evaluator. For over 15 years, she served on the EREF Board of Directors and is a member of the EREF Research Council.

Dr. Reinhart is a registered professional engineer in Florida and Georgia, a board-certified environmental engineer, and a fellow of the American Society of Civil Engineers, the Association of Environmental and Science Engineering Professors, and the American Association for the Advancement of Science. She has served as a reviewer for more than 20 journals and organizations. Dr. Reinhart served from 2011 to 2013 as the Environmental Engineering Program Manager at the National Science Foundation in Washington D.C.

Attachment B

**SECOND AMENDED AND  
RESTATED BYLAWS OF  
UCF FINANCE CORPORATION**

**ARTICLE I.**

**MEMBERSHIP**

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

**ARTICLE II.**

**ANNUAL MEETING**

1. The annual meeting of the members of this Corporation shall be held on the first Monday of July of each year, or as soon thereafter as possible. The time and location of the annual meeting shall be designated by the Chairman of the Board of Directors.
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.
2. Each director shall serve a 2 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 of Directors 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 Chairman 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.
4. A majority of the directors shall constitute a quorum at any meeting of the Board of Directors or Committees thereof and all questions shall be determined by a majority vote.
5. The Chairman of the Corporation shall preside at meetings of the Board of Directors. In the absence of the Chairman from any meeting, the President of the Corporation shall preside.
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 of Directors or Committees thereof.
8. The Board, in accordance with University policy 2-208, *Direct Support Organization External Auditor Selection*, shall cause an audit of the books and records of this Corporation to be made at least once each fiscal year together with a management letter, including the response from management, conducted by a firm of independent Certified Public Accountants selected by the Board, whose engagement letter shall provide that it render an opinion on the financial statements in accordance with generally accepted accounting principles and to have the results of the audit reported to the Board of Directors.

**ARTICLE IV.**

**CHAIRMAN OF THE BOARD AND  
OFFICERS OF THE CORPORATION**

1. The Chairman of the Board of Directors shall have the following authority:
  - A. The Chairman shall retain the authority to monitor and control the use of the Corporation's resources. The Chairman 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 Chairman or Chairman's designee shall review and approve quarterly expenditure plans for the Corporation. If the Chairman appoints a designee to review and approve the quarterly expenditure plans, such designee shall be a Vice President or other senior officer of the University who reports directly to the President of the University. The quarterly expenditure plan shall separately delineate planned actions which may result in a commitment of University resources or the resources of the Corporation.
  - C. The Chairman of the Board shall 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.
  - D. The Chairman or designee shall prepare the agenda for all meetings of the Board of Directors.
  - E. The Chairman shall appoint the officers of the Corporation. The President, Secretary, and Treasurer shall be appointed annually. These officers are to serve terms of one year each commencing immediately following their appointment. The Chairman may appoint additional officers who do not serve on the Board of directors.
  - F. In the event of absence, inability, or refusal to act of any of the officers of this Corporation, the Chairman shall appoint a successor or successors to perform the duties of their respective offices.
2. The duties of the President of this Corporation shall be as follows:
  - A. To manage the day to day operations of the Corporation.
  - B. To present a written report of the conduct of his or her office at the next annual meeting following his or her appointment to office.

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 of Directors and preserve same in a book of such nature 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.
  - E. To present a written report of the conduct of his or her office at the next annual meeting following his or her appointment to office.
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 their duties, the adequacy of which shall be determined by the Executive Committee.
  - C. To present a written report of the conduct of his or her office at the next annual meeting following his or her appointment to office.
5. The offices of Secretary and Treasurer may be held by a single person.

#### **ARTICLE V.**

#### **COMMITTEES OF THE BOARD OF DIRECTORS**

1. The Standing Committees shall be established by the Board of Directors. Standing Committees shall be permanent and their membership shall consist of directors and such other members of the University community as appointed by the Chairman. Standing Committee members shall serve until the Chairman 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 Chairman or President.
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 Directors of the Corporation or in any office, it may be filled by appointment made by the Chairman of the Board of Directors 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.
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 fifteen (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**

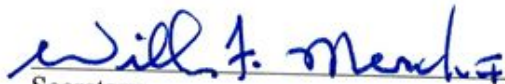
All actual or potential conflicts of interest involving directors of the Corporation shall be disclosed and addressed in accordance with the Corporation's Conflict of Interest Policy.

**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 Second Amended and Restated Bylaws are the Bylaws of UCF Finance Corporation (formerly UCF Health Facilities Corporation) and were adopted by the Board of Directors on the day of February 9, 2018.

  
Secretary

ITEM: NGC-5

**UCF BOARD OF TRUSTEES**  
**Nominating and Governance Committee**  
**October 22, 2019**

**Title:** Change Name of the Committee and Review Committee Charter

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**Background:**

The Nominating and Governance Committee has been increasing its workload as the Board of Trustees and the university are focusing more on governance issues. Item 24 on the Post Investigation Action Plan indicates that “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.” Changing the name of this committee to the Governance Committee would better reflect the work that this committee is performing.

**Issues to be Considered:**

Review the Nominating and Governance Committee charter and determine if the committee should be renamed the Governance Committee. Determine if any other changes should be made to the charter.

**Alternatives to Decision:**

Keep the current committee name and do not make any changes to the charter.

**Fiscal Impact and Source of Funding:**

N/A

**Recommended Action:**

Change the name of the committee to the Governance Committee.

**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: Fourth Amended and Restated UCF Nominating and Governance Committee Charter (redline)

**Facilitators/Presenters:**

N/A



## Attachment A

### **~~Fourth~~<sup>Third</sup> Amended and Restated UCF ~~Nominating and~~ Governance Committee Charter**

#### **1. Overall Purpose and Objectives**

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

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

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

## 2. **Authority**

The board authorizes the committee to:

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

## 3. **Organization/Membership**

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

### **Meetings**

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

## 4. **Governance**

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

Approved by the UCF Board of Trustees on                     -19 July 18, 2019.

ITEM: NGC-6

**UCF BOARD OF TRUSTEES**  
**Nominating and Governance Committee**  
**October 22, 2019**

**Title:** Amendments to University Regulation UCF-3.001

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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-3.001, Non-Discrimination; Affirmative Action Programs to add new language clarifying compliance with state and federal law. Additionally, language was removed from paragraph (2)(a) so that the language would conform with the language in paragraph (1). This was inadvertently inserted in the regulation the last time revisions were made.

This regulation was posted online October 2, 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-3.001

**Fiscal Impact and Source of Funding:**

N/A

**Recommended Action:**

Approve amendments to University Regulation UCF-3.001.

**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-3.001 (redline)

**Facilitators/Presenters:**

Youndy Cook, Deputy General Counsel

Attachment A

**UCF-3.001 Non-Discrimination; Affirmative Action Programs.**

(1) The University shall actively promote equal opportunity policies and practices conforming to federal and state laws against discrimination. The University shall not discriminate in offering access to its educational programs and activities or with respect to employment terms and conditions on the basis of race, color, ethnicity, national origin, religion, non-religion, age, genetic information, sex (including pregnancy and parental status), gender identity or expression, sexual orientation, marital status, physical or mental disability (including learning disabilities, intellectual disabilities, and past or present history of mental illness), political affiliations, veteran status (as protected under the Vietnam Era Veterans' Readjustment Assistance Act), or membership in any other protected classes as set forth in state or federal law. This commitment applies to the University's relationships with outside organizations, including the federal government, the military, ROTC, and private employers, only to the extent of state and federal requirements.

(2) It is the policy of the University that each employee and student be allowed to work and study in an environment free from unlawful discrimination, discriminatory harassment, and retaliation. To that end, the University prohibits specific forms behavior that violate state and federal laws, including but not limited to Title VII of the Civil Rights Act of 1964 ("Title VII"), Title IX of the Education Amendments of 1972 ("Title IX"), the Violence Against Women Reauthorization Act of 2013 ("VAWA"), Florida's Civil Rights Act (Florida Statutes ss. 760.10 and 110.1221), the Florida Educational Equity Act (Florida Statute s. 1000.05) and related state and federal anti-discrimination laws.

- (a) For purposes of this regulation, discrimination is defined as any unlawful distinction, preference, or detriment to an individual that is based upon an

individual's race, color, ethnicity, national origin, religion, non-religion, age, genetic information, sex (including pregnancy and parental status), gender identity or expression, sexual orientation, marital status, physical or mental disability (including learning disabilities, intellectual disabilities, and past or present history of mental illness), political affiliations, ~~prior conviction of a crime~~, veteran's status (as protected under the Vietnam Era Veterans' Readjustment Assistant Act), or membership in other protected classes set forth in state or federal law and that: (1) excludes an individual from participation in; (2) denies the individual the benefits of; (3) treats the individual differently with regard to; or (4) otherwise adversely affects a term or condition of an individual's employment, education, living environment or participation in a university program or activity. Religious discrimination includes failing to reasonably accommodate an employee's or student's religious practices where the accommodation does not impose an undue hardship. Disability discrimination includes not making reasonable accommodations to the known physical or mental limitations of an otherwise qualified individual with a disability where the accommodations do not impose an undue hardship.

- (b) Unlawful discriminatory harassment is a form of unlawful discrimination wherein an individual is subjected to verbal, physical, electronic or other conduct based upon an individual's protected class (such as race, color, religion, et al.), that interferes with that individual's educational or employment opportunities, participation in a university program or activity, or receipt of legitimately-

requested services and meets the description of either Hostile Environment Harassment or Quid Pro Quo Harassment, as defined below.

1. Hostile Environment Harassment: Discriminatory Harassment that is so severe or pervasive that it unreasonably interferes with, limits, deprives, or alters the terms or conditions of education (e.g., admission, academic standing, grades, assignment); employment (e.g., hiring, advancement, assignment); or participation in a University program or activity (e.g., campus housing), when viewed from both a subjective and objective perspective.
2. Quid Pro Quo Harassment: Discriminatory Harassment where submission to or rejection of unwelcome conduct is used, explicitly or implicitly, as the basis for decisions affecting an individual's education (e.g., admission, academic standing, grades, assignment); employment (e.g., hiring, advancement, assignment); or participation in a university program or activity (e.g., campus housing).

- (c) Retaliation is defined as taking an adverse action against an individual because that individual, in good faith: (i) reported or threatened to report discrimination or discriminatory harassment; or (ii) participated in any capacity, including as a witness or party, in a discrimination investigation or proceeding.

(3) Sexual harassment is a form of sex discrimination. Sexual harassment is defined as any unwelcome sexual advances, request for sexual favors, and other unwanted conduct of a sexual nature, whether verbal, non-verbal, graphic, physical, or otherwise, when the conditions for Hostile Environment Harassment or Quid Pro Quo Harassment (as defined above) are present.

(4) Employee Reporting Responsibilities.

- (a) Responsible employees are required to immediately report to the university's Office of Institutional Equity all relevant details (obtained directly or indirectly) about an incident of sex/gender-based discrimination or harassment, sexual harassment, sexual assault, sexual exploitation, relationship violence, and/or stalking (as defined in the University's *Prohibition of Discrimination, Harassment and Related Interpersonal Violence Policy*, No. 2-004) that involves any student as a complainant, respondent, and/or witness, including dates, times, locations, and names of parties and witnesses. Reporting is required when the responsible employee knows (by reason of a direct or indirect disclosure) or should have known of such sex/gender-based discrimination or harassment, sexual harassment, sexual assault, sexual exploitation, relationship violence, and/or stalking.
- (b) Deans, directors, department heads and supervisors are required to report to the Office of Institutional Equity all relevant details about an incident of discrimination, discriminatory harassment, or retaliation where either the complainant or the respondent is an employee or Direct Support Organization employee. Reporting is required when such deans, directors, department heads, and supervisors know (by reason of direct or indirect disclosure) or should have known of the discrimination, discriminatory harassment, or retaliation.

(5) Disciplinary Action.

- (a) Any employee or student of the University who is found to have unlawfully discriminated against an employee, an applicant for employment, a student, or

other member of the University community will be subject to disciplinary action up to and including termination or expulsion. Any contractor or other visitor to the University who is found to have engaged in unlawful discriminatory or retaliatory conduct in violation of this regulation will be subject to removal from University facilities, may be denied reentry, and may provide cause to terminate any applicable contract.

- (b) Any employee in a supervisory capacity who has actual knowledge by direct observation or by receipt of a report of discrimination or discriminatory harassment, and who does not report the matter to the Office of Institutional Equity shall be subject to disciplinary action up to and including termination or expulsion.

(6) Complaint and Investigation Procedures. Any employee, student, or other member of the university community who believes that he or she is a victim of unlawful discrimination, discriminatory harassment, or retaliation may take formal or informal action. The individual may report the conduct to his or her supervisor or a higher level employee for further action; pursue informal resolution of the complaint; or pursue an investigation in accordance with Regulation UCF-3.0134 with the Office of Institutional Equity. The Office of Institutional Equity is available to assist employees, students, and members of the university community with reporting discriminatory conduct, obtaining information about the options to informally resolve a complaint, or pursuing an investigation by the Office of Institutional Equity.

(7) The University, in affirming equal opportunity practices, is committed to a continuing program of promotion and maintenance of an affirmative action program. The University, as a federal contractor, is required by law to maintain a current affirmative action plan for the



University. For further information about that plan, contact the Office of Institutional Equity, University of Central Florida, Orlando, Florida 32816.

*Authority: BOG Regulation 1.001. History–New 10-8-75, Amended 1-10-82, 1-9-83, 12-27-83, 12-27-84, Formerly 6C7-3.01, Amended 3-27-86, 1-6-93, 3-16-03, 11-07-07, 07-10-08. Formerly 6C7-3.001, Amended 3-25-00, 1-3-11, 10-26-17, \_\_\_\_\_-19.*

**ITEM: NGC-7**

**UCF BOARD OF TRUSTEES  
Nominating and Governance Committee  
October 22, 2019**

**Title:** Amendments to University Regulation UCF-3.0122

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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-3.0122, Resignation and Nonrenewal of Non-unit Faculty and A&P Staff Members, to clarify language for employees on “soft-money” funded appointments.

This regulation was posted online October 2, 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-3.0122

**Fiscal Impact and Source of Funding:**

N/A

**Recommended Action:**

Approve amendments to University Regulation UCF-3.0122.

**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-3.0122 (redline)

**Facilitators/Presenters:**

Youndy Cook, Deputy General Counsel

Attachment A

**UCF-3.0122 Resignation and Nonrenewal of Non-unit Faculty and Administrative and Professional Staff Members.**

(1) Resignation by the Employee.

- (a) Non-unit Faculty and Administrative and Professional (“A&P”) staff members shall give one month’s written notice of resignation if possible.
- (b) Failure to provide at least two (2) weeks’ written notice of resignation will result in the designation of the employee as ineligible for rehire, except in cases of medical or family emergency, or where the employee’s early departure is approved by the University.
- (c) Employees are required to work their resignation notice period unless on approved leave of absence. Failure to work during the resignation notice period will result in the designation of the employee as ineligible for rehire.

(2) Nonrenewal by the University.

- (a) Non-unit faculty and A&P staff members have no expectation of continued employment beyond the terms listed herein. These employees may be given a notice of nonrenewal for any reason, subject to the notice provisions herein, at any time during their employment, and such notice supersedes any term provisions of an appointment or contract. Notice is provided to allow time for the employee to seek other employment, either with UCF or elsewhere. Any reference to “non-unit faculty” in this Regulation specifically excludes tenured faculty.
- (b) Nonrenewal means an employee is given written notice that his or her employment with the University will end at the time set forth in the written notice.

(3) Terms and Conditions of Notice; Notice Periods

- (a) Non-unit Faculty and A&P staff members with up to 6 months of employment in their current pay plan, may be given two weeks’ notice terminating the employment relationship.
- (b) Non-unit Faculty and A&P staff members with at least six months but fewer than two (2) years of employment in their current pay plan may be given four (4) weeks’ written notice terminating the employment relationship.
- (c) Non-unit Faculty and A&P staff members with at least two (2) years but fewer than five (5) years of employment in their current pay plan, may be given twelve (12) weeks’ written notice terminating the employment relationship.

- (d) Non-unit Faculty and A&P staff members with at least five (5) years but fewer than ten (10) years of employment in their current pay plan may be given sixteen (16) weeks' written notice terminating the employment relationship.
- (e) Non-unit Faculty and A&P staff members with ten (10) years or more of employment in their current pay plan may be given twenty (20) weeks' written notice terminating the employment relationship.
- (f) Notwithstanding any provision of this regulation, employees hired on or moved to Executive Service appointments may have their employment terminated with sixty (60) days' written notice of nonrenewal, regardless of how long the individual has been employed with the University.

(4) Following receipt of the notice of nonrenewal, the employee may be reassigned to other duties and responsibilities. An employee reassigned during a notice of nonrenewal period is entitled to the same level of salary he or she received prior to reassignment. An employee on notice of nonrenewal shall not receive any pay increase during the notice period.

(5) At the time of or following issuance of a notice of nonrenewal to any employee, the University may elect in its discretion to pay the employee for all or a portion of the notice period, as may be allowed under Florida law. If the University elects this option, it shall pay the employee an amount, less withholding, equal to the salary for that portion of the notice period which the University is paying out, and the employee's employment shall terminate immediately.

(6) Exceptions to Notice Requirements; Special Conditions.

- (a) Employees on "soft money" funded appointments. Notwithstanding paragraphs (2) and (3) above, the University may nonrenew without notice employees- who are on "soft money" funded appointments (e.g., contracts and grants, sponsored research funds, and grants and donations trust funds) with less than five continuous years of service on such "soft money" funded appointments, ~~in their current pay plan~~. For employees on a "soft money" funded appointment with five years or greater of such continued service, ~~in their current pay plan~~, the University shall provide ninety (90) days' notice of nonrenewal if funds are available in the contract, grant or fund.
- (b) Employees on Visiting Appointments. Notwithstanding paragraphs (2) and (3) above, the University may nonrenew an employee on a Visiting Appointment without providing notice.

- (c) Each employee on “soft money” or a Visiting Appointment shall have the following or an equivalent statement included in an appointment document or employment agreement: “Your employment is a Visiting Appointment or is funded by ‘soft money’ as defined in Regulation UCF-3.0122 and may cease with little or no notice.”

(7) The decision to nonrenew a University employee shall not be based on constitutionally or statutorily impermissible grounds.

*Authority: BOG Regulation 1.001. History–New 4-30-81, Formerly 6C7-3.122, Amended 1-6-93, 4-23-03, 7-16-07; Formerly 6C7-3.0122, Amended 5-7-09, 8-25-14, 10-27-17, \_\_\_\_\_-19.*

**ITEM: NGC-8**

**UCF BOARD OF TRUSTEES  
Nominating and Governance Committee  
October 22, 2019**

**Title:** Nomination of Daniel Holsenbeck for Honorary Doctoral Degree of Humane Letters

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**Background:**

Since 1970, UCF has bestowed 93 honorary degrees to individuals who have made significant academic, cultural and scientific contributions to society.

**Issues to be Considered:**

Nomination of Daniel Holsenbeck for Honorary Doctoral Degree of Humane Letters.

**Alternatives to Decision:**

Deny recommendation.

**Fiscal Impact and Source of Funding:**

N/A

**Recommended Action:**

Approve honorary doctorate nomination for consideration by full Board.

**Authority for Board of Trustees Action:**

UCF Nominating and Governance Committee Charter Section 1.4: recommend candidates for designation as Honorary Doctor for consideration by the full board.

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

N/A

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

Nominating and Governance Committee Chair William Yeargin.

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**Submitted by:**

Tom Hope, Associate Vice President and Deputy Chief of Staff, on behalf of Thad Seymour Jr., Interim President

**Supporting Documentation:**

Attachment A: Letter of Recommendation from Thad Seymour Jr., Interim President

**Facilitators/Presenters:**

Tom Hope



## Attachment A

UNIVERSITY OF CENTRAL FLORIDA

**Office of the President**

P.O. Box 160002  
Orlando, FL 32816-0002

October 1, 2019

William Yeargin, Chair  
Nominating and Governance Committee  
UCF Board of Trustees  
Millican Hall 308  
University of Central Florida  
Orlando, FL 32816

Dear Chair Yeargin,

It is my distinct pleasure to nominate Dr. Daniel Holsenbeck, senior counsel to the president, for the degree of UCF Doctor of Humane Letters. For more than three decades, Dan Holsenbeck has served UCF and the Central Florida community as a key leader, advisor and strategist.

Since joining UCF in 1985, Holsenbeck has reported to every UCF president except its first. He has fostered deep relationships with elected officials who have helped propel the university's rise in quality and status, securing support for increased state funding, the College of Medicine, UCF Downtown and more.

Holsenbeck holds a B.S. in mathematics (with honors) from Auburn University, a M.Ed. from the Johns Hopkins University, and a Ph.D. in higher education management systems from the Florida State University. He has written, spoken, published and taught extensively on all aspects of public relations, governmental relations, teaching and testing in postsecondary education, and other related professional endeavors. In his career, he has managed every aspect of university advancement and development.

In his previous role as vice president of university relations and director of governmental relations, he supervised UCF's state legislative, local government and congressional liaison. He also served the president of the University of Central Florida in numerous public relations and advisory capacities, and managed University Economic Development and Defense Transition Services.

Before UCF, Holsenbeck was associate vice president for development and alumni affairs at the University of South Florida, the director of university relations at Auburn University, and vice chancellor for development at Auburn University at Montgomery.

He has been active in several local and national civic and professional organizations, including the Central Florida Partnership, the Economic Development Commission of Mid-Florida, Visit Orlando (board of directors), the Orange County R & D Authority (chairman, 1999-2000) and the Council for Advancement and Support of Education. Holsenbeck served on the CASE National Board of Trustees and was chairman of CASE's National Commission on Government Relations. He was chairman of the CASE National Association of State Universities and Land-



UNIVERSITY OF CENTRAL FLORIDA

**Office of the President**

P.O. Box 160002  
Orlando, FL 32816-0002

Grant Colleges (NASULGC) and American Association of State Colleges and Universities (AASCU) Task Force on State Relations from 1996 through 1997. In 1999, Holsenbeck received the highest national recognition for his state relations activities, the Swede Johnson Award sponsored by CASE, NASULGC and AASCU. He has served on the Boards of Kids House of Seminole, Work Force Central Florida, the UCF Foundation, the National Center for Simulation, the UCF Alumni Association and the Board of Visitors for the FAMU College of Law.

Holsenbeck is a captain (retired) in the U.S. Naval Reserve and was director of basic enlisted mathematics for the U.S. Navy Nuclear Power School from 1967-69. He served as the principal civilian advisor on college and university teaching and testing to the Chief of Naval Education and Training in Pensacola, Florida. In that capacity, he conducted teaching seminars for all NROTC Navy and Marine instructors from 1971-1998. As a drilling reservist, Holsenbeck held four commands in Montgomery, Alabama, and Orlando, Florida.

“Dan’s political and communications skills are unmatched in the history of Florida higher education,” said former UCF Board of Trustees Chairman Rick Walsh. “His wise counsel and key relationships helped UCF in immeasurable ways. Simply put, without ‘Dr. Dan,’ UCF would not be the institution it is today.”

It is my privilege to nominate Dan Holsenbeck for the honorary Doctorate of Humane Letters degree. His many achievements and honors, and exemplary service to UCF, more than warrant this distinction

Sincerely,

A handwritten signature in black ink, appearing to read "Thad Seymour, Jr.", is positioned below the word "Sincerely,".

Thad Seymour, Jr.  
Interim President



**ITEM: NGC-9**

**UCF BOARD OF TRUSTEES  
Nominating and Governance Committee  
October 22, 2019**

**Title:** Nomination of James Pitaro for Honorary Doctoral Degree of Humane Letters

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**Background:**

Since 1970, UCF has bestowed 93 honorary degrees to individuals who have made significant academic, cultural and scientific contributions to society.

**Issues to be Considered:**

Nomination of James Pitaro for Honorary Doctoral Degree of Humane Letters.

**Alternatives to Decision:**

Deny recommendation.

**Fiscal Impact and Source of Funding:**

N/A

**Recommended Action:**

Approve honorary doctorate nomination for consideration by full Board.

**Authority for Board of Trustees Action:**

UCF Nominating and Governance Committee Charter Section 1.4: recommend candidates for designation as Honorary Doctor for consideration by the full board.

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

N/A

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

Nominating and Governance Committee Chair William Yeargin.

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**Submitted by:**

Tom Hope, Associate Vice President and Deputy Chief of Staff, on behalf of Thad Seymour Jr., Interim President

**Supporting Documentation:**

Attachment A: Letter of Recommendation from Thad Seymour Jr., Interim President

**Facilitators/Presenters:**

Tom Hope



## Attachment A

UNIVERSITY OF CENTRAL FLORIDA

**Office of the President**

P.O. Box 160002  
Orlando, FL 32816-0002

October 1, 2019

William Yeargin, Chair  
Nominating and Governance Committee  
UCF Board of Trustees  
Millican Hall 308  
University of Central Florida  
Orlando, FL 32816

Dear Chair Yeargin,

I am pleased to nominate James Pitaro for the degree of UCF Doctor of Humane Letters.

James Pitaro was named ESPN president and co-chair, Disney Media Networks, on March 5, 2018, after serving eight years as a top Disney executive. In making the announcement, Bob Iger, The Walt Disney Company chairman and chief executive officer, said, "Jimmy's appointment was the result of more than 20 years spent at the intersection of technology, sports and media."

A visionary leader, Pitaro has identified and consistently communicated internally and externally four business priorities — Innovation, Storytelling and Programming, Audience Expansion and Direct to Consumer — to keep ESPN poised for future success.

In Pitaro's year-plus as President, his collaborative leadership style has led to impressive results, including reaching creative new rights agreements with the NFL and UFC encompassing Disney-wide assets; ratings successes with a variety of shows and series, including ESPN's signature show, SportsCenter; and the April 2018 launch and consistent growth of ESPN+, the multi-sport, direct-to-consumer video service from The Walt Disney Company's Direct-to-Consumer and International (DTCI) segment and ESPN.

Since February 2016, Pitaro had served as chairman of Disney's consumer products and interactive media division, the world's largest licensor of consumer products. Among his many responsibilities, he oversaw the creation of branded digital and physical products, including a robust digital game slate. He and his team brought to life the characters and stories of four iconic brands – Disney, Pixar, Star Wars and Marvel – across toys, apparel, home goods, the world's largest children's publisher, hundreds of Disney store locations worldwide, the e-commerce destination ShopDisney, and the Disney Digital Network of social and digital channels that reach one out of every three U.S. social media accounts.

Pitaro originally joined The Walt Disney Company in 2010 as co-president, Disney Interactive, where he successfully led the turnaround of the digital media and gaming division.



UNIVERSITY OF CENTRAL FLORIDA

**Office of the President**

P.O. Box 160002  
Orlando, FL 32816-0002

Pitaro came to Disney from Yahoo, where he rose to head of media. He was in charge of, and set strategy and executed growth-driving initiatives for, Yahoo's media properties, including Yahoo Sports and Yahoo Music. In 2009, he was named to Sports Business Journal's "Forty Under 40" annual list of top achievers in sports for his dynamic leadership and "breathless flurry of market-moving pacts" with major sports rightsholders and media companies. Pitaro was also honored as 2018's Multichannel News Sports Executive of the Year.

He serves on a variety of industry and charitable boards, including the NCTA, the Paley Center for Media, The V Foundation, Pacer and CoachArt. Pitaro also serves as Co-Committee Chair of the March of Dimes.

In endorsing this nomination, Dr. Richard Lapchick, Chair of the DeVos Sport Business Management Program and Director of the Institute for Diversity and Ethics in Sport writes "Jimmy Pitaro has reinforced ESPN's executive in residence program at the DeVos Sports Business Management Program. It is an exclusive relationship with UCF for ESPN. ESPN also supports financially two real world projects each year for DeVos graduate students to develop marketing plans for ESPN audience expansion. Other exclusive relationships are in the works. ESPN.com continues to have a regular column of mine on social justice issues and ESPN features all of the reports of UCF's Institute for Diversity and Ethics in Sport, including the Racial and Gender Report Cards, on its digital platform."

Pitaro earned a bachelor of science degree in economics in 1991 from Cornell University. He earned his Juris Doctor from St. John's Law School in 1994.

I am delighted to nominate James Pitaro for the honorary Doctorate of Humane Letters degree.

Sincerely,

A handwritten signature in black ink that reads "Thad Seymour, Jr." with a stylized flourish at the end.

Thad Seymour, Jr.  
Interim President

ITEM: NGC-10

**UCF BOARD OF TRUSTEES  
Nominating and Governance Committee  
October 22, 2019**

**Title:** UCF Board of Trustees Statement of Expectations

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**Background:**

The AGB May 15, 2019 Report provided several recommendations to reform overall governance of the UCF Board of Trustees. One of the recommendations encourages the board to consider the adoption of 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.”

This recommendation was included in UCF’s Post Investigation Action Plan as an item to be vetted through the Nominating and Governance Committee. The attached UCF Board of Trustees Statement of Expectations has been drafted for review and discussion.

**Issues to be Considered:**

Whether the proposed statement addresses the AGB report recommendation and meets best practice standards for a public higher education governing board.

**Alternatives to Decision:**

Approve a modified Statement of Expectations.

**Fiscal Impact and Source of Funding:**

N/A

**Recommended Action:**

Approve the Statement of Expectations as presented.

**Authority for Board of Trustees Action:**

N/A

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

N/A

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

Approved by Chair William Yeargin

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**Submitted by:**

W. Scott Cole, General Counsel

Karen Monteleone, Assistant Vice President for Board Relations

**Supporting Documentation:**

Attachment A: UCF Board of Trustees Statement of Expectations

**Facilitators/Presenters:**

W. Scott Cole, General Counsel

Karen Monteleone, Assistant Vice President for Board Relations

## Attachment A



UNIVERSITY OF CENTRAL FLORIDA

### **UCF Board of Trustees Statement of Expectations**

This Statement of Expectations is intended to provide guidelines and information to assist members of the Board of Trustees in fulfilling their roles and responsibilities in service to the University of Central Florida.

#### **I. The Role of the Board**

- a. The Board of Trustees is a public body corporate called the University of Central Florida Board of Trustees, with all the powers of a public body corporate under the laws of the State of Florida.
- b. 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 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 and policies of the Board of Governors, or by law. The Board may adopt regulations and policies consistent with the university mission, with law, and with the regulations and policies of the Board of Governors, in order to effectively fulfill its obligations under the law.
- c. The Board's primary concerns are strategic governance and accountability. It should adopt a strategic plan designed to ensure the long-term fulfillment of the university's teaching, research and service mission, monitor progress in achieving the plan's goals, and update the plan as necessary. It should provide oversight to protect the university's fiscal integrity and make sure that the President, faculty and staff comply with all applicable laws and perform their responsibilities ethically and competently.
- d. The Board should govern through the President and should refrain from becoming involved in day-to-day operations.
- e. The Board should recognize the important role that the principle of shared governance plays in institutions of higher education. It should seek input from faculty, staff and students and whenever possible incorporate their views into its decisions.

## **II. The Role of Individual Trustees**

- a. By law, the Board, acting as a collective body, is responsible for governance of the university. Individual Trustees have no authority except as delegated by the Board as a whole.
- b. Members of the Board of Trustees are stewards of the public trust. They have a fiduciary obligation to act in the best interests of the university and the State of Florida. They must adhere to the highest ethical standards and perform their university duties without regard to any personal interests they may have. Trustees should understand and comply with state ethics laws and keep themselves informed of developments in these laws. They should avoid situations that may give rise to even the appearance of a conflict of interest and promptly disclose any conflicts of interest that may occur.
- c. Trustees should understand that they serve the institution as a whole and are not advocates for any particular unit or constituency of the university.
- d. Student Trustees have a unique responsibility to ensure that the views of students are heard in Board deliberations. They should also share with other students the Board's perspectives on university issues. In performing both of these functions, they should keep in mind the needs of all constituencies within the university.
- e. Service on the Board is a time consuming professional commitment. Trustees should attend all meetings of the Board and committees and should give notice to the Chair when they are unable to do so. Trustees should also make an effort to participate in conferences and other programs designed to educate and update Trustees and to attend commencements, convocations and other special events on campus.
- f. Trustees should be attentive during meetings and refrain from multitasking. They should treat the opinions of their colleagues on the Board as well as others participating in Board discussions with civility and respect and should be open to alternative points of view. They should respect matters discussed at board meetings and refrain from publicly or privately criticizing other Trustees.
- g. Trustees should strive to make informed decisions based on an analysis of objective data. In their deliberations they should rely on the application of sound management principles and prudent business judgment. To ensure thorough consideration of Board decisions, they should review briefing materials in advance and be prepared to actively participate in discussions.
- h. In order to make good decisions, Trustees need to engage in robust and thorough discussions of university issues in public meetings. Disagreements will occur and Trustees should seek productive ways to resolve them. Once a consensus is reached on an issue, all Trustees should respect the final decision of the Board.

- i. Trustees should keep themselves informed about issues and events at the local, state and national level that may affect the university and higher education in general.
- j. Trustees are encouraged to consider a philanthropic investment in the university in accordance with their means.
- k. Trustees should understand and comply with Florida's Sunshine Law and Public Records Laws and should keep themselves informed of developments in these laws.

### **III. The Board's Relationship with the President**

- a. The Board delegates responsibility for institutional management to the President. The Board and individual Trustees should refrain from involvement in operational matters except as necessary to fulfill their fiduciary duties.
- b. The Board and the President should agree on clearly defined institutional goals and strategies for achieving them.
- c. The Board should hold the President accountable for achieving institutional goals. Evaluation of the President should be an ongoing process with the Board offering candid and constructive feedback as necessary. Formal evaluations should be conducted on a regular basis.
- d. The President reports to the Board as a whole and not to individual Trustees. Trustees who have concerns about the President's performance should convey them to the Board Relations Office who will consult with the Chair. The Board Relations Office will report back to the Trustee who raised the concern in a timely manner.
- e. Individual Trustees should develop a comfortable working relationship with the President. They are encouraged to interact with the President one-on-one as needed to share information, concerns or advice but they should remember that when they do so they are not speaking for the entire Board.

### **IV. The Board's Relationship with Internal Constituencies**

- a. Trustees are encouraged to interact informally with administrators, faculty and students, bearing in mind that they do so as individual members of the Board. They should avoid any statements that would give rise to the perception that they speak for the entire Board.
- b. When interacting with faculty, staff and students, Trustees should not advocate for their personal position on university issues or criticize other members of the university community.
- c. Trustees should submit requests for information about institutional issues to the Board Office which will facilitate a response from the appropriate university official.

- d. Consistent with the principle of shared governance, the faculty, through the Faculty Senate, plays an active advisory role to the administration and the Board of Trustees on all academic matters, including but not limited to academic standards, research, admissions, curriculum and the granting of degrees. The Faculty Senate initiates resolutions relating to university-wide academic matters, the rights and responsibilities of faculty and faculty grievances. The Board should respect the role of the Senate in these areas and should also consider advice from the Senate on matters of general concern to the university community.
- e. The Board should encourage the President and administrators to involve individual faculty and students in the development of institutional goals and priorities. The active participation of faculty and students in these matters will give them a broader understanding of institutional governance and will enrich the Board's understanding of faculty and student views on university issues.

**V. Relationships with External Entities**

- a. The Board Chair is the only Trustee authorized to make public statements on behalf of the entire Board.
- b. When asked to comment on Board actions or deliberations, Trustees should defer to the Chair or the President. If Trustees choose to speak publicly on issues relating to the university or higher education in general they should make it clear that they are stating their personal views and are not expressing the formal position of the Board or the university.
- c. When individual Trustees communicate with federal, state or local officials on issues relating to higher education, they should take care not to create the perception that they speak for the Board or the university unless they have been authorized by the Chair or the Board to do so.
- d. When individual Trustees are presented with concerns about university operations, these matters should be communicated to the President and/or the Board Relations Office.
- e. While Trustees should seek information and ask questions of others, they should refrain from publicly criticizing the President or other members of the University Community. Criticisms or concerns that Trustees may have about the President or other members of the University Community should be conveyed to the Board Relations Office who will discuss with the Chair the appropriate method for the Board to address the issue.



ITEM: INFO-1

**UCF BOARD OF TRUSTEES**  
**Nominating and Governance Committee**  
**October 22, 2019**

**Title:** Delegation of Authority to the President

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**Background:**

At the September 29, 2019, Nominating and Governance Committee meeting Trustee Self raised concerns about some of the new language that was added to the Eighth Amended and Restated Bylaws of the Board of Trustees. Language added to Section 6.3 of the bylaws listed the actions that the Executive Committee could not take. One of the actions, institution or elimination of new academic programs or colleges, caused him concern that by listing this as an action that the Executive Committee could not take, he felt it implied that the full board could take this action. Historically, the authority to institute or eliminate new academic programs or colleges has rested with the President and Provost. After discussion, the committee voted to approve the proposed amendments and discuss the action at the next committee meeting in the context of the Delegation of Authority to the President board policy.

**Issues to be Considered:**

Whether the action of institution or elimination of new academic programs or colleges should be included in this policy.

**Alternatives to Decision:**

N/A

**Fiscal Impact and Source of Funding:**

N/A

**Recommended Action:**

N/A

**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: Board of Trustees Delegation of Authority to the President

**Facilitators/Presenters:**

N/A

Attachment A

Policy BOT-4

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

**Delegation of Authority to the President**

**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 the President as more particularly described below. Any power or duty delegated by the Board to the President may be rescinded at any time by majority vote of the Board. Except as otherwise provided herein, the President may further delegate his or her powers and duties to employees of the University in accordance with the University's Policy on Delegation of Authority.

**DEFINITIONS**

Affiliated Entities: Direct support organizations, practice plan corporations, or self-insurance trust funds of the University of Central Florida.

Board: UCF Board of Trustees

BOG: Florida Board of Governors

President: President of UCF

UCF or University: University of Central Florida

**PROCEDURES:**

Except as provided herein, the Board delegates to the President all usual and customary powers of a President to administer the day to day operations of the University. This includes the powers and duties described in Board of Governors Regulation 1.001 and those reasonably implied therefrom, which are not required to be directly performed by the Board.

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

1. Propose regulations for approval by the Board.
2. Govern Traffic on the grounds of the University.
3. Close and/or suspend operations of the campus as deemed necessary.
4. Set the agenda for Board meetings in consultation with the Chair of the Board.
5. Establish the University calendar.
6. Administer the personnel program subject to Board and BOG policies and regulations.
7. Administer University travel in accordance with Section 112.061, Florida Statutes.
8. Administer the collective bargaining process.
9. Administer the financial activities of the university including proposing university budgets and managing university revenues and expenditures.
10. Administer the purchasing and construction programs and act as custodian for university property.
11. Execute contracts on behalf of the Board.
12. Oversee the research activities of the University, including managing the intellectual property of the university.
13. Oversee the philanthropic activities of the University.
14. Perform such other duties related to the above not specifically retained by the Board.

**Items requiring specific approval of the Board:**

1. All duties required to be undertaken directly by the Board pursuant to BOG Regulation 1.001.
2. Annual financial commitment, obligation, or contingent risk of five million dollars or .5% percent of the University budget, whichever amount is smaller, other than grants, contracts, and other agreements for research, sponsored training, clinical trials, patents and licensing, technology transfer, and research compliance.
3. Contractual obligation of more than five (5) years' duration and an aggregate net value of five million or more dollars, options, renewals, extensions, or amendments thereto, other than grants, contracts, and other agreements for research, sponsored training, clinical trials, patents and licensing, technology transfer, and research compliance.
4. Changes requiring SACS substantive-change approval.
5. Acquisition (including gifts), sale, or encumbrance of real property.
6. Matters with potential for significant damage to the reputation of the University.
7. Any material change to the University's investment program.
8. Approval of capital projects valued at two million dollars or more and any material changes to such projects.
9. Borrowing of funds by the University or Affiliated Entities and any changes to the term of existing indebtedness.
10. Public Private Partnerships.
11. Use of University funds for capital improvement projects exceeding two million dollars in construction costs and all changes to such projects that increase project costs by more than 10 percent of the original estimate.

12. Creation, dissolution or amendment of governing documents of Affiliated Entities.
13. Review and confirmation of all appointments by the President to affiliated entities other than President or designee as provided in Section 1004.28 F.S.
14. Adoption of or amendment to the University strategic plan.
15. Annual operating and capital budgets for the University and Affiliated Entities and amendments to any line item of two million dollars or greater that exceeds 10% of the value of such line item.
16. University works plans, accountability plans and all other significant reports required to be submitted to the BOG.
17. Creation or termination of degree programs.
18. Naming of Buildings.
19. Establishment or closure of educational sites.
20. Amendment to University governing documents.
21. Establishment or elimination of Board Committees.
22. Hiring, supervision, termination and annual evaluation of the President.
23. University regulations and Board policies.
24. Annual institutional budget request and changes thereto in an amount greater than the lower of five million dollars or .5% of the budget
25. Adoption of new or changes in existing tuition and fees.
26. Internal and external audits of the University and Affiliated Entities.
27. Campus master plan, capital improvement plans, and amendments thereto.
28. Adoption or amendments to Committee charters.
29. Awarding of Tenure.
30. Collective bargaining agreements and impasse.
31. Conferral of degrees.
32. Transfer of university funds to, from, or among Affiliated Entities.
33. Performance unit plan adoption, amendment and cancellation as well as participation, goals and payments under the performance unit plan.
34. Hiring and firing or reduction of compensation of the Vice President and General Counsel, Chief Compliance Officer, and Chief Audit Executive, who shall report to the Board as well as the President.
35. Hiring and firing or reduction of compensation for the Chief Financial Officer and the Vice President of Administration or Chief Operating Officer.
36. Selection of Chair and Vice Chair of the Board.
37. All items required by the BOG or Florida Legislature to be approved by the Board.
38. Any additional items required by the Board to be approved by it.

**Items requiring President to consult with the Board Chair before implementation:**

1. Hiring, dismissal (except for Vice President and General Counsel, Chief Compliance officer and Chief Audit Executive) and any annual increase of more than 5% in the compensation of any Vice President or other direct report to the President, the head football coach or the head men's basketball coach. The President and Chair shall review and agree annually on the individuals that are governed by this provision.

2. Initiation, appeal or settlement of lawsuits involving the University or Affiliated Entities other than tort claims handled by the State Division of Risk Management.
3. Any matter which has the potential to create significant political or reputational issues for the University.
4. Employment contract with an employee of the University or an Affiliated Entity with a term greater than one year

**INITIATING AUTHORITY**

UCF Board of Trustees

**History:** New 10-26-2017. Amended 1-24-19, 5-16-19.

**Authority:** Section 7(c), Art. IX, Fla. Const.; FL BOG Regulation 1.001; FL BOG Delegation Best Practices and Principles.

ITEM: INFO-2

**UCF BOARD OF TRUSTEES**  
**Nominating and Governance Committee**  
**October 22, 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 discuss a timeline for implementation.

**Alternatives to Decision:**

N/A

**Fiscal Impact and Source of Funding:**

N/A.

**Recommended Action:**

N/A

**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

Karen Monteleone, Assistant Vice President for Board Relations

Nominating and Governance Committee Meeting - New Business

Attachment A

**Pending Recommendation List**

Post Investigation Action Plan

As of October 18, 2019

Item #	Summary Source	Source Detail	Recommendation	Risk Rating	Theme	Responsible Office	Responsible Person	Responsible BOT Committee	Action Plan	Status	Completion Date
20	Association of Governing Boards	AGB May 15, 2019 Report	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.	Medium	BOT & Staff Interaction	Board Office	Janet Owen	Nominating and Governance Committee	In April 2019, the board relations team in the Office of the President attended AGB's Workshop for Board Professionals. The team has also completed the AGB online training modules. The Board Office staff will attend AGB's 2020 Workshop for Board Professionals and share highlights from the conference with the committee support staff. The board relations team in the Office of the President also attended the May BOT retreat with AGB and BOG representatives.	In Progress	April-20
22	Association of Governing Boards	AGB May 15, 2019 Report	Leadership role of the 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.)	Medium	Culture, Ethics, & Governance	Board Office	Janet Owen	Nominating and Governance Committee	A pledge form will be developed for all BOT members. A draft statement of expectations will be reviewed by the Nominating and Governance Committee at its October 22, 2019 meeting. The statement will then be presented for full board adoption at the November 14, 2019 meeting.	In Progress	November-19
24	Association of Governing Boards	AGB May 15, 2019 Report	Governance Committee/Taskforce on 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.)	Medium	Culture, Ethics, & Governance	Board Office	Janet Owen	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. At the October 22, 2019 meeting, the Nominating and Governance Committee plans to discuss changing the name of the committee to the 'Governance Committee' to better reflect the work the committee is performing.	In Progress	November-19
25	Association of Governing Boards	AGB May 15, 2019 Report	Board 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 Benefit 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.	Medium	Culture, Ethics, & Governance	Board Office	Janet Owen	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. The Board Office staff are meeting with the Sr. Associate Provost and SACSCOC Liaison, the Director and Assistant Director for Academic Compliance on October 24, 2019 to discuss the SACSCOC requirements for board self-assessment. Additionally, the Board Office has collected self-assessment survey questions from the UCF Foundation and other institutions. Consider adding specific responsibility for the development of board self-assessment tools to the Governance Committee Charter.	In Progress	June-20

**Pending Recommendation List**

*Post Investigation Action Plan*

As of October 18, 2019

Item #	Summary Source	Source Detail	Recommendation	Risk Rating	Theme	Responsible Office	Responsible Person	Responsible BOT Committee	Action Plan	Status	Completion Date
47	Association of Governing Boards	AGB May 15, 2019 Report	Board 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.	Medium	Training & Awareness	Board Office	Janet Owen	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. This plan would also include regular, ongoing trustee education and training on strategic issues throughout the year. The new board meeting format allows and welcomes these opportunities.	In Progress	February-20
52	Association of Governing Boards	AGB May 15, 2019 Report	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.	Low	BOT & Staff Interaction	Board Office	Janet Owen	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. A draft statement of expectations will be reviewed by the Nominating and Governance Committee at its October 22, 2019 meeting. The statement will then be presented for full board adoption at the November 14, 2019 meeting. Additionally, the activation of an Executive Committee has allowed the board to focus on areas where the university has made a significant investment of resources and proactively engage a Trustee in working with staff to evaluate current strategies. The assigned Trustee is responsible to the board for providing regular updates and recommendations on the respective task force or area of focus.	In Progress	November-19