



UNIVERSITY OF CENTRAL FLORIDA

**Board of Trustees
Governance Committee
President's Boardroom, Millican Hall
January 28, 2020, 10:30 a.m.-11:30 a.m.
Conference Call-in Number: 800-442-5794, passcode: 463796**

Agenda

- | | |
|---|--|
| I. CALL TO ORDER | William Yeargin
<i>Chair, Nominating and
Governance Committee</i> |
| II. ROLL CALL | Tanya Perry
<i>Coordinator, Legal Affairs</i> |
| III. MEETING MINUTES | |
| <ul style="list-style-type: none">• Approval of the October 22, 2019 Nominating and Governance Committee meeting minutes | Chair Yeargin |
| IV. NEW BUSINESS | |
| <ul style="list-style-type: none">• Amendments to University Regulations UCF-4.036 Skateboarding, Skating and Similar Activities on University Property (GOV-1) | Youndy Cook
<i>Deputy General Counsel</i> |
| <ul style="list-style-type: none">• Central Florida Clinical Practice Organization, Inc. Bylaws Amendments (GOV-2) | Jeanette Schreiber
<i>Chief Legal Officer, College
of Medicine</i> |
| <ul style="list-style-type: none">• Post Investigation Action Plan for Items with Nominating and Governance Committee Oversight (INFO-1) | Scott Cole
<i>Vice President and
General Counsel</i>
Karen Monteleone
<i>Assistant Vice President for
Board Relations</i> |

- 2020 BOT Governance Committee Meeting Dates Chair Yeargin
([INFO-2](#))

V. CLOSING COMMENTS

Chair Yeargin



UNIVERSITY OF CENTRAL FLORIDA

**Board of Trustees
Nominating and Governance Committee
UCF Downtown, Room 169
October 22, 2019**

MINUTES

CALL TO ORDER

Trustee William Yeargin, chair of the Nominating and Governance Committee, called the meeting to order at 3:05 p.m. Committee members Robert Garvy, Alex Martins, William Self, and John Sprouls were present. Board Chair Beverly Seay was also present.

MINUTES APPROVAL

The minutes from the September 19, 2019, Nominating and Governance Committee meeting were approved as submitted.

UNFINISHED BUSINESS

Appointment of Board Members to UCF Research Foundation (NGC-1)

Scott Cole, Vice President and General Counsel, provided a recap of this item. The appointment of a new director for the UCF Research Foundation was discussed, and approved, at our last committee meeting. During the last full board meeting, Trustee Bradley asked that the item be removed from the consent agenda and referred to the committee to discuss whether it is appropriate for two individuals from the same company to serve on the board together. The committee discussed whether a formal policy should be created for these situations and the consensus was that no policy was needed and could be addressed on a case by case basis. This item will be placed on the agenda for the next Board of Trustees meeting.

NEW BUSINESS

UCF Stadium Corporation Bylaws Amendments (NGC-2)

Margaret Jarrell-Cole, Associate Vice President, Direct Support Organizations, asked the committee to approve amendments to the bylaws of the UCF Stadium Corporation. She summarized the proposed changes. The changes were approved by the UCF Stadium Corporation on October 1, 2019. Trustee Sprouls made a motion to approve the revised bylaws and Trustee Self seconded. The motion was approved unanimously.

UCF Finance Corporation Bylaws Amendments (NGC-3)

Jarrell-Cole asked the committee to approve amendments to the bylaws of the UCF Finance Corporation. She summarized the proposed changes. The changes were approved by the UCF Finance Corporation on October 8, 2019. A motion to approve the changes was made by Trustee Martins and seconded by Trustee Self. Trustee Garvy expressed concern about excluding volunteers from being appointed as officers of DSOs. The committee discussed the benefits of having volunteers serve as officers and agreed that the bylaws shouldn't require that only employees of the corporation or university be able to serve.

Trustee Garvy made a motion to table the approval of the Finance Corporation bylaws (NGC-3) and Trustee Martins seconded. The motion passed unanimously. Trustee Garvy then made a motion to reconsider the approval of the Stadium Corporation bylaws (NGC-2) and Trustee Martins seconded. The motion was approved unanimously. Trustee Garvy made a motion to remove the language from the Stadium Corporation bylaws that only corporation and university employees may be appointed as officers and approved the rest of the proposed amendments. Trustee Self seconded. The motion was approved unanimously.

Trustee Martins made a motion to pull NGC-3 off the table and Trustee Self seconded. The motion was approved unanimously. Trustee Garvy made a motion to approve the proposed amendments to the Finance Corporation bylaws with the understanding that if there is any reference to prohibiting volunteers from serving as officers that it will be removed. Trustee Martins seconded. The motion approved unanimously.

Appointment of Board Member to UCF Finance Corporation (NGC-4)

Jarrell-Cole asked the committee to approve the appointment of Dr. Debra Reinhart to a two-year term on the UCF Finance Corporation board of directors. Dr. Reinhart is the Associate Vice President for Research, as well as a Pegasus Professor in the Civil, Environmental, and Construction Engineering Department. Trustee Martins made a motion to approve the appointment and Trustee Self seconded. The motion was approved unanimously.

Change Name of the Committee and Review the Committee Charter (NGC-5)

Cole asked the committee to approve changing the name of the committee to Governance Committee. This change stems from Item 24 on the Post Investigation Action Plan and would better reflect the work that the committee is performing. The duties and the responsibilities of the committee would remain the same. The Nominating and Governance Committee Charter was reviewed and the only change suggested was to update the name of the committee. Trustee Garvy made a motion to approve changing the name of the committee to the Governance Committee and Trustee Martins seconded. The motion was approved unanimously.

Amendments to University Regulation UCF-3.001 (NGC-6)

Youndy Cook, Deputy General Counsel asked the committee to approve amendments to UCF-3.001 Non-Discrimination; Affirmative Action Programs. UCF-3.001 is amended to add new language to comply with state and federal laws. Additionally, some language was removed from

paragraph (2)(a) so that the language would conform with the language in paragraph (1). This language was inadvertently inserted into the regulation during the last revision. Trustee Martins made a motion to approve the amendments and Trustee Self seconded. The motion was approved unanimously.

Amendments to University Regulation UCF-3.0122 (NGC-7)

Cook asked the committee to approve amendments to UCF-3.0122 Resignation and Nonrenewal of Non-unit Faculty and A&P Staff Members. UCF-3.0122 is amended to clarify language for employees on “soft-money” funded appointments and delete the reference to “in current pay plan.” Trustee Self inquired if “soft money” was defined anywhere and if employees were aware they had a soft-money appointment. Cook stated that employees on soft-money appointments know they have that type of appointment. Trustee Sprouls made a motion to approve the amendments and Trustee Self seconded. The motion was approved unanimously.

Nomination of Daniel Holsenbeck for Honorary Doctoral Degree of Humane Letters (NGC-8)

Tom Hope, Associate Vice President and Deputy Chief of Staff, asked the committee to approve an honorary Doctor of Humane Letters for Daniel Holsenbeck for his significant contributions to both the university and the community. The Faculty Senate Commencement, Convocation, and Recognition Committee approved the awarding of this degree. Trustee Martins made a motion to approve the honorary doctorate and Trustee Sprouls seconded. The motion was approved unanimously.

Nomination of James Pitaro for Honorary Doctoral Degree of Humane Letters (NGC-9)

Tom Hope, Associate Vice President and Deputy Chief of Staff, asked the committee to approve an honorary Doctor of Humane Letters for James Pitaro. He was nominated by Dr. Richard Lapchick for his support of the DeVos Sports Business Management Program and the significant relationship that UCF has developed with ESPN. The Faculty Senate Commencement, Convocation, and Recognition Committee approved the awarding of this degree. Trustee Sprouls made a motion to approve the honorary doctorate and Trustee Martins seconded. The motion was approved unanimously.

UCF Board of Trustees Statement of Expectations (NGC-10)

Karen Monteleone, Assistant Vice President for Board Relations, presented The UCF Board of Trustees Statement of Expectations to the committee for approval. The May 15, 2019 AGB report provided several recommendations to reform overall governance of the board. One of the recommendations encourages the board to consider the adoption of a code of board member behavior. This document aligns with Board of Governors regulations, statutes, AGB recommendations and was compiled from various sources including other SUS institutions, AGB and the Foundation’s statement. Trustee Self made a motion to approve the Statement of Expectations and Trustee Sprouls seconded. Trustee Garvey expressed that the entire board should review this document and Chair Yeargin agreed that this will be placed on the agenda for the next board meeting as a non-consent agenda item. The motion was approved unanimously.

Delegation of Authority to the President (INFO-1)

Cole reminded the committee that this item is on the agenda in response to a discussion at the last committee meeting concerning the revision to the UCF Board of Trustees bylaws. Trustee Self had raised concerns about including the language “institution or elimination of new academic programs or colleges” as an action that the Executive Committee could not take. Trustee Self briefly summarized his concerns that by listing it in the bylaws it is implied that instituting or eliminating academic programs or colleges is an action the full board could take, even though historically the authority rests with the president and provost. The committee discussed the ramifications of adding this action to the delegation of authority document and decided to gather input from all trustees and the president before taking action.

Post Investigation Action Plan for Items with Nominating and Governance Committee Oversight (INFO-2)

Monteleone briefly reviewed the outstanding items on the Post Investigation Action Plan that have Nominating and Governance Committee oversight. The last two items to be completed are trustee orientation and trustee self-assessment. Both items are being discussed by leadership and will be brought back to the committee early next year.

OTHER BUSINESS

Jarrell-Cole asked the committee, whether, in light of the changes approved for the UCF Stadium Corporation and the UCF Finance Corporation, did they want to make the same change for the bylaws of the UCF Convocation Corporation that was approved at the last meeting. The committee agreed that the same revision should be made. Trustee Garvy made a motion to remove the language that only UCF employees can be appointed as officers and add it to the agenda at the next board meeting. Trustee Martins seconded. The motion was approved unanimously.

The meeting adjourned at 4:21 p.m.

Reviewed by:

William Yeargin
Chair, Nominating and Governance
Committee

Date

Respectfully submitted:

Janet Owen
Associate Corporate Secretary

Date

ITEM: GOV-1

**UCF BOARD OF TRUSTEES
Governance Committee
January 28, 2020**

Title: Amendments to University Regulation UCF-4.036 Skateboarding, Skating and Similar Activities on University Property

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-4.036 Skateboarding, Skating and Similar Activities on University Property to add scooters as a form of transportation regulated by the university and to clarify that this regulation applied to both manual and electric devices. New language regarding use of these modes of transportation in high-density areas on campus has also been added.

This regulation was posted online December 20, 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-4.036

Fiscal Impact and Source of Funding:

N/A

Recommended Action:

Approve proposed amendments to University Regulation UCF-4.036.

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:

Chair Bill Yeargin has approved adding this item to the agenda.

Submitted by:

Youndy Cook, Deputy General Counsel

Supporting Documentation:

Attachment A: Proposed Amended Regulation UCF-4.036 (redline)

Facilitators/Presenters:

Youndy Cook, Deputy General Counsel

Attachment A

UCF-4.036 Skateboarding, Bicycling, Scooting, Skating, and Similar Activities on University Property

- (1) This regulation promotes greater safety on University property and prevents physical damage to University property.
- (2) This regulation applies to the operation by any person of bicycles, skateboards, skates, scooters and other similar devices, whether manual or electric, on University property.
- (3) For purposes of this regulation, “University property” includes any campus of the University of Central Florida, as well as any facility controlled by the University of Central Florida, and also includes any vehicles, equipment, or fixtures that are on or part of any campus of or any facility controlled by the University of Central Florida..
- (4) No person shall use a skateboard, skates, bicycle, scooter or other similar device on any University property, except as specified in applicable law and this regulation.
- (5) The use of bicycles, skateboards, skates (in-line or roller), scooters, or similar devices shall be allowed only as a means of transportation on designated walkways and other vehicular travel ways of University property. Anyone on University property may use or operate bicycles, skateboards, skates (in-line or roller), scooters, or similar devices ~~only~~ on walkways and while crossing streets at crosswalks in accordance with Florida law. The use of bicycles, skateboards, skates (in-line or roller), scooters, or similar devices is prohibited in or on ~~all other University property, including but not limited to:~~ curbs; benches; stairs; ~~parking garages; wooden walkways;~~ athletic facilities; landscaped areas; and the interior of any building.; ~~John T. Washington Center breezeway; Student Union courtyard area and patio area; and UCF Arena area, including Knights Plaza.~~ Bicycles and scooters may not be operated in and must be dismounted and walked through the following high-density areas of the University: parking garages; wooden walkways; John T. Washington Center breezeway; Student Union courtyard

area and patio area; and UCF Arena area, including Knights Plaza. The use of skateboards, skates (in-line or roller) or other similar devices is prohibited in these high-density areas.

Abusing grounds or building structures, including but not limited to ramps, rails, stair sets, and entryways by means of recreational cycling, skating, scootering, or the like constitutes misuse of University property.

(6) The following activities are prohibited on or using University property: acrobatics (e.g., jumping on or over steps, benches, walls, rails, bike racks, “free running,” “Parkour,” etc.); excessive speed; blocking pedestrian paths (e.g., sidewalks, ramps, doors, etc.); blocking or occupying marked parking spots; entering buildings while wearing in-line or roller skates or skates; slacklining; highlining; rappelling; and any activity which reasonably presents a risk of injury to persons or damage to property.

(7) No person shall ride at a speed greater than is reasonable and prudent, having due regard to traffic, pedestrians, surface of the side-walk or pavement, the hazard at intersections and any other condition then existing. Pedestrians have the right of way on all walkways and paths commonly used for pedestrian traffic. Persons operating bicycles, skateboards, skates (in-line or roller), scooters, or similar devices shall yield to pedestrians and shall avoid distractions (e.g., texting, use of earphones at high volume, etc.) while operating such devices.

(8) Violations of this regulation

(a) Any person who is not a student or employee (faculty or staff) of the University who violates this regulation is subject to an order to leave the immediate premises of University property by a person in charge of the University property or an officer of the University of Central Florida Police Department. Persons failing to comply with an order from a person in charge of the University property or an

officer of the University of Central Florida Police Department to leave or to remain off the immediate premises of the University property area subject to arrest for criminal trespassing.

- (b) Any student who violates this regulation is subject to referral to the Office of Student Conduct.
- (c) Any employee of the University (faculty, staff, or otherwise) who violates this regulation is subject to disciplinary action by the University.
- (d) The University also may seek restitution for damage to persons or University property.

(9) Violations of state or local traffic laws by persons operating bicycles, skateboards, skates (in-line or roller), scooters, or similar devices may also be addressed by the University of Central Florida Police Department, including issuance of a citation as appropriate.

(10) Activities that are otherwise prohibited by this regulation may be allowed as part of a university-sponsored event or the activities of a registered student organization, provided that a SAFE Form has been submitted and approved in accordance with University Regulation UCF-4.0292. Approval of a specific activity does not waive the requirement to obtain approval for future activities.

Authority: BOG Regulation 1.001. History – New 2-13-12; _____-20.

ITEM: GOV-2

**UCF BOARD OF TRUSTEES
Governance Committee
January 28, 2020**

Title: Central Florida Clinical Practice Organization, Inc. Bylaws Amendments

Background:

Central Florida Clinical Practice Organization, Inc. (CFCPO) is a practice plan corporation whose purpose is to assist the College of Medicine in carrying out the business operations of the College of Medicine clinical mission. The original CFCPO Bylaws were approved and adopted by the CFCPO Board of Directors on April 5, 2010, and have since been amended and restated. Most recently, the CFCPO Bylaws were amended by its Board of Directors to update titles, update removal language, address term of office, and make other revisions. More specifically, amendments include:

- Updating the title of the Vice President for Medical Affairs to Vice President for Health Affairs.
- Updating references to the Medical Affairs unit to the Health Affairs unit.
- Replacing on the Board of Directors the university's Vice President for Administration and Finance or his/her designee with the university's Chief Operating Officer or his/her designee.
- Clarifying the term of office of Directors designated in the Bylaws.
- Adding to the language addressing removal of directors by the President an exception for directors appointed by the Chair of the Board of Trustees and allowing the Board to remove a Director upon 2/3 vote.
- Clarifying that the Chair shall be the Vice President for Health Affairs for as long as he/she serves as the Vice President for Health Affairs.
- Eliminating any requirement for the Treasurer to provide security.
- Adding language permitting the President to remove any officer at any time and permitting the Board to remove any officer upon 2/3 vote.

Issues to be Considered:

The CFCPO Board reviewed and approved the proposed Fifth Amended & Restated Bylaws at its August 29, 2019 meeting.

Alternatives to Decision:

With respect to title changes, there is no alternative as there is no longer a Vice President for Medical Affairs or a Vice President for Administration and Finance. For all other changes, alternative language can be proposed and considered.

Fiscal Impact and Source of Funding:

N/A

Recommended Action:

Approval of proposed Fifth Amended & Restated Bylaws.

Authority for Board of Trustees Action:

UCF Board of Trustees Policy BOT-4, Delegation of Authority to the President.

Contract Reviewed/Approved by General Counsel:

N/A

Committee Chair or Chair of the Board approval:

Chair Bill Yeargin has approved adding this item to the agenda.

Submitted by:

Deborah C. German, Chair, Central Florida Clinical Practice Organization, Inc.

Supporting Documentation:

Attachment A: Proposed Fifth Amended & Restated Bylaws (redline)

Facilitators/Presenters:

Deborah C. German, Chair, Central Florida Clinical Practice Organization, Inc.

Jeanette C. Schreiber, Secretary, Central Florida Clinical Practice Organization, Inc.

Attachment A

~~FOURTH~~FIFTH
AMENDED & RESTATED
BYLAWS
of
CENTRAL FLORIDA CLINICAL PRACTICE ORGANIZATION, INC.

(A Non-Profit Corporation)

ARTICLE I.
NAME

The name of this Corporation shall be CENTRAL FLORIDA CLINICAL PRACTICE ORGANIZATION, INC.

ARTICLE II.
PURPOSE

The corporation is organized as a corporation not-for-profit under Chapter 617, Florida Statutes. The corporation shall be organized and operated exclusively for scientific, educational and charitable purposes, within the meaning of Section 501(c)(3) of the United States Internal Revenue Code, and not for pecuniary profit, and exclusively for the support and benefit of the University of Central Florida (the “university”). The corporation shall possess all powers and authority as are now or may hereafter be granted to corporations not-for-profit under the laws of the State of Florida. The specific purposes for which the corporation is organized shall include the promotion and support of medical education, research, and patient care, including the collection, receipt, management, administration and distribution of funds, exclusively for support of the mission and objectives of the university’s College of Medicine (the “College”), in accordance with the College of Medicine Faculty Practice Plan adopted in accordance with Florida Board of Governors Regulation 6C-9.017, or corresponding provisions of any subsequent laws or rules.

ARTICLE III.
MEMBERSHIP

The corporation shall have no members and shall be managed by the Board of Directors.

ARTICLE IV.
FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of July and end on the last day of June in each year.

ARTICLE V.
BOARD OF DIRECTORS

Section 1. Directors. The Board of Directors shall consist of:

- (a) A member of the university Board of Trustees appointed by the Chair of the Board of Trustees,
- (b) The Dean of the College of Medicine,
- (c) The Dean of the College of Nursing,
- (d) The Vice President for ~~Medical~~Health Affairs of the university,
- (e) The Provost of the university or designee,
- (f) The ~~Vice President for Administration and Finance~~Chief Operating Officer of the university or designee,
- (g) Two (2) members of the senior leadership team of the university's ~~Medical~~Health Affairs unit appointed by the Vice President for ~~Medical~~Health Affairs of the university, and
- (h) Three (3) members of the College of Medicine's employed clinical faculty, two of whom shall practice at the College of Medicine's faculty practice and one of whom shall be a clinical department Chair, elected by the employed clinical faculty who practice at the College of Medicine's faculty practice.

If any member of the Board of Directors shall serve *ex officio* in more than one designated position, their membership in the Board of Directors shall be considered as one position and they shall have no more than one vote per matter presented to the Board of Directors.

Section 2. Terms of Office. *Ex officio* members of the Board of Directors shall serve as directors of the corporation, pursuant to section 1 (b), (c), (d) (e) and (f), for such time as they continue to serve in their positions with the university. Directors designated pursuant to section 1 (e) and (f), if any, will serve for terms of three years commencing at the annual meeting of the Board of Directors or until their successors will be duly designated and approved. Directors appointed or elected pursuant to section 1 (a), (g) and (h), shall serve for terms of three (3) years commencing at the annual meeting of the Board of Directors or until their successors shall be duly appointed or elected and qualified. ~~;~~Any such appointed, designated or elected director may be appointed, designated or elected to succeed himself/herself. The terms of the elected clinical faculty directors shall be staggered so as to expire at different times.

Section 3. Powers and Duties of the Board of Directors. The property, affairs, activities, and concerns of the corporation shall be vested in the Board of Directors. All management functions shall be exercised by the Board of Directors subject to delegation by the Board to others.

The Board of Directors shall have the power to hold and to invest and reinvest any monies it receives and to hold any property, to sell or exchange the same, and to invest and reinvest the proceeds of any sale or other conversion of any such property, for the purpose of earning income, which income, less operating expenses of the corporation, shall be used to further the specific purposes of the corporation.

The corporation shall have the power and authority 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 of Directors, subject to the policies of the university and its Board of Trustees.

Section 4. Meetings of the Board. The Board of Directors shall hold an annual meeting in the first quarter of each fiscal year for the receiving of annual reports of officers, directors and committees, and the transaction of other business. Regular meetings of the Board of Directors shall be held at such times as shall be determined by the Board. Written notice of the time and place of the annual meeting and regular meetings shall be provided by the Secretary to each director, by personal delivery, first class mail, or electronic mail, at least three (3) business days before the meeting.

Special meetings of the Board of Directors may be called by the Chair or upon the written request of three (3) members of the Board. At least three (3) business days prior written notice of any special meeting shall be provided by the Secretary to all members of the Board by personal delivery, first class mail, or electronic mail.

Notice of a meeting of the Board of Directors may be waived by any director, either before or after the meeting. Attendance of a director at a meeting shall constitute a waiver of notice, except when a director states, at the beginning of the meeting, any objection to the transaction of business because the meeting was not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice.

Section 5. Quorum and Voting. A majority of the Board of Directors shall constitute a quorum for the transaction of business. In the absence of the Chair and Vice Chair, the quorum present may choose a chair for the meeting. If a quorum is not present, a lesser number may adjourn the meeting to a date no more than ten (10) days later. 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 of Directors unless a greater number is required by these bylaws or by law.

Section 6. Order of Business. The order of business shall be as follows at all the meetings of the Board of Directors:

- (a) calling the roll
- (b) review of the minutes of the prior meeting
- (c) reports of committees
- (d) reports of officers
- (e) old and unfinished business
- (f) new business
- (g) adjournment

Any question as to priority of business shall be decided by the Chair. This order of business may be altered or suspended at any meeting by a majority vote of the members present.

Section 7. Vacancies. Whenever any vacancy occurs in the Board of Directors by death, resignation, or otherwise, it shall be filled without undue delay. In the case of elected clinical faculty directors, the vacancy shall be filled by an election held by the clinical faculty. Any person appointed, designated or elected to fill a vacancy in the Board of Directors shall hold office for the unexpired term of his or her predecessor in office, subject to the power of removal stated in these bylaws or by law.

Section 8. Removal. The President of the university may remove any director at any time upon written notice, with or without cause, except for directors appointed by the Chair of the Board of Trustees. The Board of Directors 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.

Section 9. Participation by Conference Telephone. Members of the Board of Directors may participate in a meeting of the Board by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

ARTICLE VI. **OFFICERS**

Section 1. Number Officers. Except as otherwise provided in these Bylaws, the affairs of the corporation are to be managed by a Chair, a Vice Chair, a Secretary, and a Treasurer. The offices of Secretary and Treasurer may be consolidated and held by one person, if so determined by the Board of Directors. The Board of Directors may select an executive director of the corporation and may delegate to the executive director the responsibility for the day-to-day management and operation of the corporation.

Section 2. Election and Term of Office. The Chair of the corporation shall be the Vice President for ~~Medical~~Health Affairs of the university, and shall serve for such time as he/she continues to serve as the Vice President for Health Affairs of the university. The Board of Directors shall elect the Vice Chair, Secretary, and Treasurer for terms of three (3) years. A majority of a quorum present shall be necessary to constitute an election.

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

Chair. The Chair shall preside at the meetings of the Board of Directors and shall be a member *ex officio*, with right to vote, of all committees. The Chair shall perform such other duties as are necessarily incident to the office of the chair. The Chair shall sign all certificates, bonds, deeds, mortgages, leases, and contracts of the corporation except as otherwise approved by the Board of Directors. The Chair shall perform all duties as the Board of Directors shall designate and may delegate certain duties with the Board's approval.

Vice Chair. In case of the death or absence of the Chair, or of his/her inability to act, the Vice Chair shall perform the duties of the chair.

Secretary. The Secretary shall give notice of and attend all meetings of the Board of Directors and keep a record of the actions of the Board and committees; conduct correspondence and carry into execution all orders, votes, and resolutions not otherwise committed; notify the officers and members of the Board of their election; notify committee members of their appointment on committees; and generally carry out such duties as are incident to the office of the secretary.

Treasurer. The Treasurer shall keep an account of all monies received and expended for the use of the corporation. The Treasurer shall cause to be deposited from time to time such funds of the corporation as the Treasurer may deem necessary or advisable in accounts with any such bank or banks designated in a manner approved by the Board of Directors, and shall make a report at the annual meeting or when called upon by the Chair.

~~Section 4. Bond of Treasurer. The Treasurer shall give to the corporation such security for the faithful discharge of his/her duties as the Board of Directors may direct.~~

Section 45. The Executive Director. The Board of Directors may appoint an executive director to serve at the pleasure of the Board or for such other term as fixed by a contract between the corporation and the executive director. The executive director shall be an *ex officio* non-voting member of the Board of Directors and all committees appointed by the Board of Directors. The executive director shall also serve as the chief administrative officer of the corporation and, as such, shall be responsible for the day-to-day management and operation of the corporation and may hold the office of Treasurer if approved by the Board of Directors. The executive director shall be accountable directly to the corporation's Chair.

~~Section 5. Removal. The President of the university may remove any officer at any time upon written notice. The Board of Directors 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.~~

Section 6. Vacancies. A vacancy in any office, whether due to death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term. All vacancies in any office shall be filled by the Board of Directors without undue delay, at any regular meeting, or at a meeting regularly called for that purpose.

ARTICLE VII. **COMMITTEES**

Section 1. Standing Committees. At the first meeting of the Board of Directors after their election, or as soon thereafter as practicable, the Chair shall, subject to the Board's approval, appoint and charge such committees as he/she may deem necessary and advisable to assist in the conduct of the corporation's affairs.

Section 2. Audit Committee. The Board of Directors may establish an Audit Committee to provide for oversight of the integrity of financial reporting, internal controls and the independence and performance of the audit function of the corporation's independent auditors.

Section 3. Committee on Nominations of Clinical Faculty Representatives. The Board of Directors may establish a nominating committee of at least three (3) members of the clinical faculty in the College of Medicine whose duty it shall be to seek nominations from the employed clinical faculty who practice at the College of Medicine's faculty practice candidates for election to the Board of Directors by the clinical faculty in accordance with Article V. Such nominations shall be reported in writing to the Secretary, who will hold an election in May/June of each year. Board members elected from clinical faculty shall take office effective at the annual meeting.

Section 4. Special Committees. The Chair may, at any time, appoint other committees on any subject for which there are no standing committees.

Section 5. Membership and Committee Quorum. Committees of the Board of Directors may include members who are not directors but shall be constituted to include a majority of directors and shall be chaired by a director appointed by the Chair. Committee members may be removed at any time, with or without cause, and committees may be abolished at any time by the Chair of the corporation.

A majority of any committee of the corporation shall constitute a quorum for the transaction of business.

Section 6. Committee Vacancies. The authority that originally appointed a committee shall have the power to fill any vacancy on the committee.

ARTICLE VIII.
DISTRIBUTION OF NET RECEIPTS

The accumulation, expenditure, and distribution of all funds of the corporation shall be exclusively for the support of the mission and objectives of the University of Central Florida College of Medicine and shall be made only after approval by the Vice President for ~~Medical~~Health Affairs of the university or designee.

ARTICLE IX.
ADMINISTRATIVE POLICIES

Section 1. Affairs and Operations. Notwithstanding any other provision of these Bylaws to the contrary, the affairs and operations of the corporation shall be conducted in compliance with the applicable regulations of the Florida Board of Governors and the University of Central Florida, including regulations governing the faculty practice plan for the University of Central Florida College of Medicine.

Section 2. Financial Audits and Reports. All financial records of the corporation shall be available to the appropriate personnel of the university from time to time designated by the Vice

President for MedicalHealth Affairs of the university, the President of the university, or the Chair of the university Board of Trustees. The corporation shall annually have a financial audit of its accounts and records conducted by an independent certified public accountant. Copies of each annual audit and management letter shall be forwarded to the President of the university, the Vice President for MedicalHealth Affairs of the university, the Dean of the College of Medicine, and the university Board of Trustees and the Board of Governors.

Section 3. Operating Budget. An operating budget shall be prepared for the corporation at least annually and recommended by the Dean of the College of Medicine, the Vice President for MedicalHealth Affairs of the university, and the President of the university to the university Board of Trustees and the Board of Governors for review and oversight.

ARTICLE X. INDEMNIFICATION

The Corporation shall, to the extent legally permissible, indemnify and defend each of its directors, officers, employees, or other agents against all liabilities and expenses, including where applicable, amounts paid actions, suit or other proceeding, whether civil or criminal, in which such person may be involved by reason of corporate employment or Board of Directors service, except with respect to any matter as to which such person shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interest of the Corporation; provided that any payment by the way of settlement, compromise or consent decree shall be indemnified hereunder only to the extent that it shall be determined by the Board to have been made in the best interests of the Corporation; and further provided that no settlement hereunder shall be entered into without the prior consultation and approval of a duly authorized representative of the Board. Any person believing himself to be entitled to indemnification or defense under this Section shall, in order to qualify for indemnification or defense hereunder, notify the Chair immediately upon the occurrence giving rise to said entitlement.

In the event that a director, officer, employee or other agent who would otherwise be entitled to indemnification or defense hereunder is entitled, through insurance or otherwise, to alternative sources (s) of indemnification or defense for liabilities and expenses noted above, such individual will be entitled, under this provision, only to indemnification or defense to the extent not provided by such alternative sources(s).

Nothing contained in this Article shall affect any rights of indemnification or defense to which corporate personnel other than directors, officers, employees, and other agents of the Corporation may be entitled by contract or otherwise by law.

ARTICLE XI. AMENDMENTS

The Bylaws of the corporation shall be made, altered, or rescinded by a two-thirds (2/3) vote of members of the Board of Directors present at any regular or special meeting at which a quorum is present. Copies of all amendments shall be provided to the President of the university and the university Board of Trustees.

These ~~Fourth~~Fifth Amended & Restated Bylaws of the Central Florida Clinical Practice Organization, Inc. were approved and adopted by the corporation's Board of Directors on ~~March 10, 2015~~August 29, 2019.

Deborah C. German, M.D.
Chair, Board of Directors

Amendment History

Adopted by Board of Directors: 4/5/2010

Amended and Restated: 8/1/2011

Second Amended and Restated: 9/4/2012

Third Amended and Restated: 9/11/2014

Fourth Amended and Restated: 3/10/2015

Fifth Amended and Restated: 8/29/2019

ITEM: INFO-1

**UCF BOARD OF TRUSTEES
Governance Committee
January 28, 2020**

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

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 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:

Chair Yeargin has approved adding this item to the agenda.

Submitted by:

Scott Cole, Vice President and General Counsel

Supporting Documentation:

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

Facilitators/Presenters:

Scott Cole, Vice President and General Counsel

Karen Monteleone, Assistant Vice President for Board Relations

Attachment A

Pending Recommendation List

Post Investigation Action Plan

As of December 13, 2019

Item #	Summary Source	Source Detail	Recommendation	Risk Rating	Theme	Responsible Office	Responsible Person	Responsible BOT Committee	Action Plan	Action Plan Completion	Status	Completion Date
18	Association of Governing Boards	AGB May 15, 2019 Report	Committee support: Staff who support specific committees should consult with the committee chairs about the content and relevant strategic issues well in advance of finalizing agendas.	Medium	BOT & Staff Interaction	General Counsel	Scott Cole	Governance Committee	To be included in Board Operating Procedures 1.	Approved at July BOT Meeting.	Completed	July-19
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	Governance Committee	In April 2019, the board relations team in the Office of the President attended the Association of Governing Boards 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 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	Governance Committee	A draft statement of expectations for the Board was reviewed by the Nominating and Governance Committee at its October 22, 2019 meeting. The statement was then presented to the full board for adoption at the November 14, 2019 meeting.	The Board of Trustees Statement of Expectations approved by the BOT on November 14, 2019 satisfies this recommendation.	Completed	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	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 discussed changing the name of the committee to the 'Governance Committee' to better reflect the work the committee is performing. The request to approve the name change was brought before the full Board on November 14, 2019 for approval.	The Board approved changing the name of the Nominating and Governance Committee to the 'Governance Committee' and approved the revised charter which reflects the change in the work the committee is performing. This satisfies this recommendation.	Completed	November-19

Governance Committee Meeting - New Business

Pending Recommendation List

Post Investigation Action Plan

As of December 13, 2019

Item #	Summary Source	Source Detail	Recommendation	Risk Rating	Theme	Responsible Office	Responsible Person	Responsible BOT Committee	Action Plan	Action Plan Completion	Status	Completion Date
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	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 SACSOC Liaison, the Director and Assistant Director for Academic Compliance on October 24, 2019 to discuss the SACSOC 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
41	Association of Governing Boards	AGB May 15, 2019 Report	Recording minutes: The minutes of board and committee meetings became much more detailed during the course of 2018. However, the appropriate board committee and staff should develop guidelines to ensure that minutes present a full and accurate report on board and committee deliberations and actions.	Medium	Policies & Procedures	General Counsel	Scott Cole	Governance Committee	To be included in Board Operating Procedures 1.	Approved at July BOT Meeting.	Completed	July-19
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	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
50	Association of Governing Boards	AGB May 15, 2019 Report	In advance of meetings: Staff should arrange to discuss the agenda and materials in advance with the board chair and committee chairs to ensure the clarity and adequacy of the information provided.	Medium	Transparency & Pre-Approvals	General Counsel	Scott Cole	Governance Committee	To be included in Board Operating Procedures 1.	Approved at July BOT Meeting.	Completed	July-19
51	Association of Governing Boards	AGB May 15, 2019 Report	Full disclosure: Prior to distributing materials, the president, senior legal counsel, and chief of staff along with other staff as appropriate should meet to discuss and confirm the completeness and accuracy of materials. The president should confirm in writing that to the best of his knowledge the materials disclose all relevant information, including legal issues and requirements, needed for board deliberations and action.	Medium	Transparency & Pre-Approvals	General Counsel	Scott Cole	Nominating and Governance Committee	To be included in Board Operating Procedures 1.	Approved at July BOT Meeting.	Completed	July-19

Governance Committee Meeting - New Business

Pending Recommendation List

Post Investigation Action Plan

As of December 13, 2019

Item #	Summary Source	Source Detail	Recommendation	Risk Rating	Theme	Responsible Office	Responsible Person	Responsible BOT Committee	Action Plan	Action Plan Completion	Status	Completion Date
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	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.	The Board of Trustees Statement of Expectations approved by the BOT on November 14, 2019 satisfies this recommendation.	Completed	November-19
54	Association of Governing Boards	AGB May 15, 2019 Report	Staff responsibilities to the board: Develop a concise statement of the staff's role in supporting the board's governance authority and responsibilities to include attention to the completeness and transparency of materials provided to the board.	Low	BOT & Staff Interaction	General Counsel	Scott Cole	Governance Committee	To be included in Board Operating Procedures 1.	Approved at July BOT Meeting.	Completed	July-19
65	Board of Governors	Board of Governors January 31, 2019 Audit and Compliance Committee Meeting	Develop a policy for the BOT to verify agenda items that are supported by statute. NOTE: ***This was not a recommendation from the BOC. President Whittaker informed them that this was an action we were taking.	Low	Transparency & Pre-Approvals	General Counsel	Scott Cole	Governance Committee	To be included in Board Operating Procedures 1.	Approved at July BOT Meeting.	Completed	July-19

**UCF BOARD OF TRUSTEES
Governance Committee
January 28, 2020**

Title: 2020 BOT Governance Committee Meeting Dates

Background:

The 2020 Board of Trustees Governance Committee meetings are scheduled as follows:

January 28, 2020	10:30-11:30 a.m.	Tuesday	President’s Boardroom, Millican Hall
March 18, 2020	10:30-11:30 a.m.	Wednesday	President’s Boardroom, Millican Hall
May 13, 2020	10:30-11:30 a.m.	Wednesday	President’s Boardroom, Millican Hall
June 17, 2020	10:30-11:30 a.m.	Wednesday	President’s Boardroom, Millican Hall
September 30, 2020	10:30-11:30 a.m.	Wednesday	President’s Boardroom, Millican Hall
November 18, 2020	10:30-11:30 a.m.	Wednesday	President’s Boardroom, Millican Hall

Issues to be Considered:

Dates are subject to change.

Alternatives to Decision:

Recommend new meeting dates.

Fiscal Impact and Source of Funding:

N/A.

Recommended Action:

N/A

Authority for Board of Trustees Action:

N/A

Contract Reviewed/Approved by General Counsel:

N/A

Committee Chair or Chair of the Board approval:

Chair Yeargin has approved adding this item to the agenda.

Submitted by:

Karen Monteleone, Assistant Vice President for Board Relations

Supporting Documentation:

None

Facilitators/Presenters:

Karen Monteleone, Assistant Vice President for Board Relations