



UNIVERSITY OF CENTRAL FLORIDA

Board of Trustees  
Governance Committee Meeting  
October 14, 2020  
Virtual Meeting

**MINUTES**

**CALL TO ORDER**

Trustee Bill Yeargin, chair of the Governance Committee, called the meeting to order at 10:45 a.m. Committee members Alex Martins, Ken Bradley, Joseph Harrington, Sabrina La Rosa, and John Sprouls attended virtually. Chair Seay and Trustees Harold Mills and David Walsh also attended virtually.

**MINUTES**

Trustee Martins made a motion to approve the minutes from the August 12, 2020, Governance Committee meeting. Trustee Harrington seconded the motion.

The committee unanimously approved the minutes of the August 12, 2020, Governance Committee as submitted.

**NEW BUSINESS**

FY21 Governance Committee Annual Plan (INFO-1)

Chair Yeargin introduced the Governance Committee Annual Plan for fiscal year 2021. The plan is a summary of the purpose, priorities, and future schedule of the committee. The plan will be revised and updated as needed throughout the year.

Amendments to University Regulation UCF- 2.003 Admission of Graduate Students (GOVC-7)

Youndy Cook, Senior Deputy General Counsel, presented proposed amendments to regulation UCF- 2.003 Admission of Graduate Students. This regulation, which sets out basic admissions requirements for graduate students, is amended to allow doctoral academic programs to waive test score requirements for applicants of the Spring, Summer, and Fall 2021 admission cycles. Dr Elizabeth Klonoff, Vice President for Research and Dean of the College of Graduate Studies, shared that many applicants have had difficulties taking the exams due to the current pandemic situation. Trustee Harrington made a motion to approve the proposed regulation amendments and Trustee Bradley seconded. The motion was approved unanimously.

#### Resolution on the Delegation of Authority to the President (GOVC-1)

Janet Owen, Vice President for Government and Community Relations, presented a new resolution which details the authorities delegated to from the Board to the President. All authorities not specifically delegated in this resolution are retained by the Board. The resolution was developed based on the Board of Governors best practices and the practices at other SUS institutions. All trustee feedback was incorporated into the document. The proposed resolution would rescind and replace the existing Delegation of Authority to the President which was approved on May 16, 2019. Trustee Bradley made a motion to approve the resolution and rescind the prior delegation and Trustee LaRosa seconded. Owen indicated that she discovered a mistake in the resolution and will correct it upon conclusion of the meeting. Trustee Bradley amended his motion to approve the resolution with authority to correct errors. Trustee Harrington seconded. The motion was approved unanimously.

#### Ninth Amended and Restated Bylaws of the University of Central Florida Board of Trustees (GOVC-2)

Scott Cole, Vice President and General Counsel, presented proposed revisions to the Bylaws of the Board of Trustees. One prominent revision is shifting the election of the chair and vice chair to occur prior to the start of a fiscal year. The chair and vice chair terms will then align with the university's fiscal year. The term "affiliated organizations" is also being added as it is a broader term that encompasses all entities of the university, not just direct support organizations. Trustee Martins made a motion to approve the amended bylaws and Trustee Bradley seconded. The motion was approved unanimously.

#### Amendments to University Regulation UCF-3.001 Non-Discrimination; Affirmative Action Programs and UCF-3.0134 Complaints and Grievances Alleging Discrimination, Discriminatory Harassment or Retaliation (GOVC-3)

Cook updated the committee on the status of the emergency regulations that were mentioned at the August committee meeting. Those regulations were adopted on August 13<sup>th</sup> in order to comply with the new U.S. Department of Education Title IX regulations which took effect on August 14<sup>th</sup>. The emergency regulations must then move forward through the regular regulation process, which are being proposed for approval at this meeting. Regulations UCF-3.001 and UCF-3.0134 relate to the university's nondiscrimination program, which includes sex discrimination. Some of the proposed changes were highlighted and Trustee Martins asked to have any changes not made in response to the Title IX regulations addressed. No public comments were received on either of these regulations. Trustee Harrington made a motion to approve the proposed regulation amendments and Trustee LaRosa seconded. The motion was approved unanimously.

#### Amendments to University Regulations UCF-3.0191 Disciplinary Action – USPS, UCF-3.033 USPS Predetermination and Arbitration Procedures for Employees with Regular Status, UCF-3.0133 USPS Non-unit Grievance Procedure, UCF-3.0124 Discipline and Termination for Cause of Non-unit Faculty Employees, UCF-3.036 Grievance Procedure for Non-unit Faculty Employees and UCF-3.037 Grievance Procedure for Non-unit AP Employees (GOV-4)

Cook also summarized the amendments to regulations UCF-3.0191, UCF-3.033, UCF-3.0133, UCF-3.0124, UCF-3.036 and UCF-3.037. These regulations relate to the university's personnel program, employee discipline, and internal grievance procedures for employees. UCF-3.0191 implements the new Title IX Grievance Policy and adds Title IX Sexual Harassment as grounds for disciplinary action. Various modifications are made in UCF-3.033 to the disciplinary process to accommodate the procedures required by Title IX when there is an allegation of Title IX sexual harassment. Separately, language

related to administrative leave pending investigation or disciplinary action is amended to defer to existing administrative leave provisions; and rather than arbitration, USPS employees are referred to applicable grievance procedures. In UCF-3.0133 changes are made to clarify that the grievance procedure is not to be used where the employee has an appeal available under the Title IX Grievance Policy. UCF-3.0124 is amended to add new language regarding Title IX Sexual Harassment investigations. UCF-3.036 and UCF-3.037 are amended to clarify that the grievance procedure is not to be used for Title IX Sexual Harassment appeals under the Title IX Grievance Policy. No public comments were received for these regulations. Trustee Sprouls made a motion to approve the proposed regulation amendments and Trustee Martins seconded. The motion was approved unanimously.

Amendments to University Regulations UCF-5.006 Student Rights and Responsibilities, UCF-5.008 Rules of Conduct, UCF-5.009 Student Conduct Review Process; Sanctions, UCF-5.010 Student Conduct Appeals, UCF-5.012 Organizational Rules of Conduct, and UCF-5.013 Organizational Conduct Review Process; Sanctions; Appeals (GOVC-5)

Cook presented the proposed amendments to UCF-5.006, UCF-5.008, UCF-5.009, UCF-5.010, UCF-5.012, and UCF-5.013. These regulations relate to the student and student organization conduct program and procedures. UCF-5.006 is amended to update definitions, including several that are changed to conform to new Title IX Sexual Harassment Procedures. UCF-5.008 updates the description of discriminatory harassment and differentiates between sex-based misconduct and Title IX Sexual Harassment. UCF-5.009 updates the procedures for student conduct cases involving sex-based misconduct as compared to matters involving Title IX Sexual Harassment. UCF-5.010 is amended to clarify the grounds for appeals of student conduct cases involving sex-based misconduct and Title IX Sexual Harassment. UCF-5.012 updates the descriptions of discriminatory harassment and sex-based misconduct. UCF-5.013 is amended to add clarifying language related to the procedures to address sex-based misconduct allegations and updates the link to the CREED program website. No public comments were received for these regulations. Trustee Martins made a motion to approve the proposed regulation amendments and Trustee Bradley seconded. The motion was approved unanimously.

Amendments to University Regulations UCF-3.018 Conflict of Interest or Commitment; Outside Activity or Employment (GOVC-6)

Cook presented the proposed amendments to UCF-3.018 which outlines the conflict of interest and commitment disclosure process. New language has been added that references Florida Statute 1012.977 which requires that individuals engaged in the design, conduct or reporting of research for the university disclose outside activities and financial interests and receive a determination from the university that the outside activity and financial interest does not affect the integrity of the university. No public comments were received for this regulation. Trustee Martins made a motion to approve the proposed regulation amendments and Trustee Bradley seconded. The motion was approved unanimously.

Appointment of Board Member to Central Florida Clinical Practice Organization (GOVC-8)

Jeanette Schreiber, Secretary of the Central Florida Clinical Practice Organization, presented for approval the appointment of Dr. Mehul Patel to the Central Florida Clinical Practice Organization Board of Directors. Dr. Patel is an ophthalmologist who practices at UCF Health. He was selected pursuant to the CFCPO bylaws and will serve a three-year term. Trustee Bradley made a motion to approve the appointment and Trustee Harrington seconded. The motion was approved unanimously.

UCF Foundation Articles of Incorporation (GOVC-9)

Jennifer Cerasa, Senior Associate General Counsel, UCF Foundation, presented the Amended Articles of Incorporation for the UCF Foundation. They were last amended in 1979. The Articles have been completely rewritten and are now consistent with the UCF Foundation bylaws. Trustee Bradley made a motion to approve the amended UCF Foundation Articles of Incorporation and Trustee Harrington seconded. The motion was approved unanimously.

Governance Committee Charter Amendments (GOVC-10)

Cole presented amendments to the Governance Committee charter. These amendments align the Governance Committee to the new format that other committees have incorporated. It also adds new language regarding the process for election of chair and vice chair. The approval of these amendments will rescind the separate Nomination Process for Chair and Vice Chair document that the committee currently uses to avoid duplication. Trustee Martins made a motion to approve the amended charter and Trustee LaRosa seconded. The motion was approved unanimously.

**ADJOURNMENT**

The meeting adjourned at 11:51 a.m.

Reviewed by:

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Bill Yeargin  
Chair, Nominating and Governance  
Committee

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Date

Respectfully submitted:

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

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Date