



UNIVERSITY OF CENTRAL FLORIDA

**Board of Trustees
Governance Committee
Virtual meeting
April 13, 2020, 4:00 – 5:00 p.m.
Conference call-in phone number: 844-992-4726 Access code: 790 565 321#**

Agenda

I. CALL TO ORDER

William Yeargin
*Chair, Nominating and
Governance Committee*

II. ROLL CALL

Tanya Perry
Coordinator, Legal Affairs

III. MEETING MINUTES

- [Approval of the January 28, 2020 Governance Committee meeting minutes](#) Chair Yeargin

IV. NEW BUSINESS

- Amendments to University Regulation UCF-4.022 Deferred Payment Status ([GOVC-1](#)) Youndy Cook
Deputy General Counsel
- Amendments to University Regulation UCF-5.017 Appeals of Graduate Programs Actions ([GOVC-2](#)) Youndy Cook
- Amendments to University Regulations UCF-2.002 Undergraduate Admission of First-time, Degree-Seeking Freshman and UCF-2.004 Admission of Undergraduate Transfer Students ([GOVC-3](#)) Youndy Cook
- Amendments to University Regulation UCF-2.003 Admission of Graduate Students, UCF-2.009 Admission of International Students, and UCF-2.036 College Credit for Nontraditional Courses Prior to Initial Enrollment ([GOVC-4](#)) Youndy Cook

- UCF Foundation Bylaws Amendments ([GOVC-5](#)) Scott Cole
Vice President and General Counsel
- Nomination of Abraham Pizam for Honorary Doctoral Degree of Commercial Science ([GOVC-6](#)) Thomas Hope
Associate Vice President and Deputy Chief of Staff
- Post Investigation Action Plan for Items with Nominating and Governance Committee Oversight ([INFO-1](#)) Scott Cole
Karen Monteleone
Assistant Vice President for Board Relations

V. CLOSING COMMENTS

Chair Yeargin



UNIVERSITY OF CENTRAL FLORIDA

Board of Trustees
Governance Committee Meeting
January 28, 2020
President's Board Room, Millican Hall

MINUTES

CALL TO ORDER

Trustee William Yeargin, chair of the Nominating and Governance Committee, called the meeting to order at 10:30 a.m. Committee members Alex Martins and William Self were present. Committee member Ken Bradley participated by phone.

MINUTES

The minutes from the October 22, 2019, Nominating and Governance Committee meeting were approved as submitted.

NEW BUSINESS

Amendments to University Regulation UCF-4.036 (GOVC-1)

Youndy Cook, Deputy General Counsel, asked the committee to approve amendments to UCF-4.036, Skateboarding, Skating, and Similar Activities on University Property. UCF-4.036 is amended to add scooters as a form of transportation regulated by the university and to clarify that this regulation applies to both manual and electric devices. New language regarding use of these modes of transportation in defined high-density areas on campus has also been added. Trustee Martins made a motion to approve the amendments and Trustee Self seconded. The motion was approved unanimously.

Central Florida Clinical Practice Organization, Inc. Bylaws Amendments (GOVC-2)

Jeanette Schreiber, Chief Legal Officer, College of Medicine, asked the committee to approve amendments to the bylaws of the Central Florida Clinical Practice Organization. She summarized the changes which include updated titles for individuals and departments; clarifying the terms of directors, and adding language to remove directors and officers by a two-thirds vote of the board. Trustee Martins made a motion to approve the amendments and Trustee Self seconded. Trustee Martins inquired as to why the two-thirds vote for removal of a director is included here since it's not present in DSO bylaws. Schreiber explained that the CFCPO has elected and appointed representatives unlike most other DSOs. A discussion about the two-thirds vote needed to remove directors occurred and the motion was withdrawn by Trustee Martins. A new motion was made by Trustee Martins to approve the amendments to the bylaws subject to the following changes: deletion of the last sentence of Section 8, Article V, and addition of language to Section 8 stating that the appointing authorities of

any directors may remove their appointed or elected directors. These changes would be made subject to final approval by the CFCPO board. Trustee Self seconded. A discussion about similar concerns to Article VI concerning officers occurred. Trustee Martins made a motion to amend the pending motion to add the term “elected” to the second sentence of section 5, Article VI. Trustee Self seconded. The amendment to the motion was approved unanimously. The amended motion was then approved unanimously.

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

Karen Monteleone, Assistant Vice President for Board Relations, briefly reviewed the outstanding items on the Post Investigation Action Plan that have 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 at the next committee meeting. Chair Yeargin inquired as to whether Item 20 can be considered completed at this time. Monteleone will discuss with Chair Seay and the Audit department to verify if that item can now be considered completed.

2020 BOT Governance Committee Meeting Dates (INFO-2)

Chair Yeargin presented the proposed meeting dates for the Governance Committee for 2020. Each date is subject to change.

ADJOURNMENT

The meeting adjourned at 11:11 a.m.

Reviewed by:

William Yeargin
Chair, Nominating and Governance
Committee

Date

Respectfully submitted:

Janet Owen
Associate Corporate Secretary

Date

ITEM: GOVC-1

**UCF BOARD OF TRUSTEES
Governance Committee
April 13, 2020**

Title: Amendments to University Regulation UCF-4.022 Deferred Payment Status

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-4.022 Deferred Payment Status to add a new condition for deferment if the student is enrolled in a tuition payment plan. Other minor changes include updating department names, as needed.

This regulation was posted online February 21, 2020, 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-4.022 or propose alternative amendments.

Fiscal Impact and Source of Funding:

N/A

Recommended Action:

Approve proposed amendments to University Regulation UCF-4.022.

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-4.022 (redline)

Facilitators/Presenters:

Youndy Cook, Deputy General Counsel

Attachment A

UCF-4.022 Deferred Payment Status.

(1) This regulation provides for the deferral of student tuition and associated fee payments under the circumstances listed herein.

(2) The University Controller or designee will administer all deferments in consultation with representatives from ~~the Student Account Services Office~~, Office of Student Financial Assistance, or Veterans' Academic Resource Center (VARC)~~Services Office~~ as needed. Deferments may be authorized based on the following conditions:

- (a) Eligible veterans receiving Veterans' Administration education benefits that are certified through the University's ~~Veterans' Services Office~~ VARC or Student Account Services may receive one deferment per semester; or
- (b) Formal arrangements have been made with the University for payment by an acceptable third party; or
- (c) The student is being processed to receive financial aid through the University financial aid office; or
- (d) The student is enrolled in the tuition payment plan; or
- ~~(e)~~ Extraordinary circumstances exist and the deferment has the concurrence of the University Controller or designee.

Authority: BOG Regulations 1.001 and 7.002. History—New 10-8-75, Amended 1-7-82, Formerly 6C7-4.22, Amended 10-14-03; Formerly 6C7-4.022, Amended 8-7-09, 12-5-14, _____-20.

ITEM: GOVC-2

**UCF BOARD OF TRUSTEES
Governance Committee
April 13, 2020**

Title: Amendments to University Regulation UCF-5.017 Appeals of Graduate Programs Actions

Background:

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

Issues to be Considered:

The University proposes to amend Regulation UCF-5.017 Appeals of Graduate Programs Actions to specify which administrator at the college level will receive grievances and recommend action to the college dean.

This regulation was posted online February 21, 2020, for public comment. No comments were received as of the date of submission of these materials.

Alternatives to Decision:

Do not amend University Regulation UCF-5.017 or propose alternative amendments.

Fiscal Impact and Source of Funding:

N/A

Recommended Action:

Approve proposed amendments to University Regulation UCF-5.017.

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-5.017 (redline)

Facilitators/Presenters:

Youndy Cook, Deputy General Counsel

Attachment A

UCF-5.017 Appeals of Graduate Program Actions or Decisions

(1) Review of Academic Performance.

- (a) The primary responsibility for monitoring a student's progress to degree (or program completion) rests with the graduate program, although the College of Graduate Studies also monitors a student's progress and takes appropriate actions if performance standards as specified by the program and University are not maintained. Satisfactory progress to degree (or program completion) requires an ongoing evaluation of a student's performance in a program as indicated by satisfactory grades within courses, successful performance on program competency exams, progress in thesis and dissertation research, the maintenance of the standards of academic and professional integrity expected in a particular discipline or program, and any other measures of progress as customarily used in the program. Academic probation or even dismissal of the student from the program may occur when the individual is not making satisfactory progress to degree (or program completion).
- (b) A graduate program may also recommend dismissal if the student fails to maintain the standards of academic and professional integrity, meet or exceed the professional competencies of the discipline, or maintain the competence necessary for the welfare of faculty, fellow students, staff, patients, clients, or others encountered in internships, externships, or other classes required by the degree program. A student's performance in clinical settings may be evaluated by clinical supervisors or other clinicians in conjunction with instructors of record and/or faculty advisors.
- (c) A student may be immediately terminated from a clinical assignment and/or graduate program when, in the professional judgment of a qualified clinician, faculty supervisor or instructor of record, client/patient welfare could be at risk. In cases where client/patient welfare could be at risk, graduate programs may forego published procedures for advising, mentoring or probation if documentation from clinical or faculty supervisors indicate immediate action was necessary to protect the welfare of others. When immediate action is taken, the graduate program must inform the student in writing of the action and the reasons

for the action. The student may appeal such action as a graduate program action under this Regulation.

- (d) Misconduct associated with research or misconduct in laboratory assignments may result in immediate termination from the assignment and/or the graduate program when the misconduct places clients, researchers, subjects or the university at risk.
- (e) It is incumbent on the graduate program to give the student an opportunity to discuss the pending action with the program director and provide additional relevant information prior to making a recommendation of probation or dismissal. A student does not have to agree with the action in order for the program to move forward with a recommendation of probation or dismissal.
- (f) The Dean of the College of Graduate Studies has final authority over probation and dismissal recommendations and will execute them accordingly.
 - 1. Once dismissed, a student may apply to UCF as a student in another program, or as a non-degree student. Readmitted students are prohibited from taking courses in the program from which they were dismissed.
 - 2. A student can only be reinstated to the previous graduate program by either submitting a new application to the program with a new admissions decision, or through a formal grievance process. (See Grievance Procedures in following section).

(2) Other Procedures. Graduate students disputing a graduate program action (including the evaluation of their progress to degree) as described above, have several routes of appeal depending on the nature of the grievance.

- (a) In the appeal of a grade in a specific course (excluding thesis or dissertation credit hours) students are referred to Regulation UCF-5.016 for the grade appeal procedures.
- (b) For issues resulting from a failure to maintain academic behavior standards such as cheating, plagiarism, etc., students are referred to Regulation UCF 5.015 (and, as appropriate, student conduct review procedures).
- (c) Misconduct associated with research will follow procedures determined by the Office of Research and Commercialization.

- (d) All other grievances, including the appeal of grades issued in Thesis and Dissertation credit hours, follow the Procedure for Other Grievances of Graduate Students as outlined in this Regulation.
- (3) Applicability of graduate program action appeal procedure:
 - (a) This regulation applies to graduate student appeals of decisions made by the College of Graduate Studies, an academic college or graduate degree program based on:
 - 1. Alleged deviation from program or university policies as outlined in the Graduate Catalog or Graduate Program Handbook(s)
 - 2. Alleged errors in application of policies or procedures
 - 3. Alleged probation or dismissal due to non-academic reasons
 - 4. Alleged deviation from the University's syllabus policy
 - 5. Alleged discrimination and/or sexual harassment in the program, department or college. (An appeal alleging discrimination and/or sexual harassment in the program, department or college will be referred directly to the Office Institutional Equity. The University is entitled to a reasonable period of time to review allegations of discrimination contained in a graduate student appeal, and the University may accordingly extend deadlines applicable to the University for purposes of reviewing such allegations.)
 - (b) Decisions based on professional judgment of an instructor, faculty member or clinical supervisor in the assignment of a grade or assessment of a student's performance in a class are excluded from the provisions of this regulation except as noted above. Probation or dismissal due to unsatisfactory performance on competency exams, research, or progress in thesis or dissertation research may not be appealed based on the student's disagreement with the professional judgment of an instructor, faculty member or advisor. Students may appeal based on alleged errors in process or alleged non-academic reasons.
 - (c) Students placed on probation or dismissed by the College of Graduate Studies for not maintaining at least a 3.0 GPA may not appeal the academic program or academic college's decision to not submit a Conditional Retention Plan (CRP). A CRP may be offered to a student when, in the discretion of the academic program,

extenuating circumstances warrant such an exception; however, graduate programs are not obligated to provide a CRP.

(4) Procedure for Other Grievances of Graduate Students. Students are entitled to a fair and timely resolution of appeals. This procedure is intended for graduate students having complaints regarding specific actions or decisions by a faculty member, program or college, including termination from an academic program, for reasons that are not covered in Section 2(a)-2(c) above. The graduate student is encouraged to first discuss the matter within the academic unit of the grievance and attempt to resolve the grievance informally. The formal procedure is as follows:

- (a) Step 1 -Program and Department Level: The graduate student appealing the decision of a program, must state the nature of the grievance in writing to the graduate program director, including a brief narrative of the grievance, the parties involved, and a statement of the remedy being requested. All appeals must be submitted using the form located at <https://graduatecouncil.ucf.edu/appeals-committee>. This statement must be submitted by the graduate student within six (6) months of the notification date of the occurrence of the program action being appealed.
- (b) Dependent on the nature of the grievance, the graduate program director will in ten business days following receipt of the grievance either make a recommendation about the grievance to the unit head or refer the grievance to the unit/ program graduate committee to examine the issue at their next scheduled meeting. The unit/program graduate committee may invite the aggrieved student and others having information about the case to attend the meeting and present information and arguments about the grievance. If so invited, the graduate student can have a personal advisor at the meeting, but the advisor can only confer with the student and not participate in the committee meeting. The unit/ program graduate committee will make a recommendation about the grievance to the graduate program director.
- (c) The graduate program director will consider the input of the unit/ program graduate committee and make a recommendation to the unit head about the grievance. The unit head will then make a final decision about the grievance at the

program/ unit level and inform the student of the decision within ten business days after receiving the recommendation from the graduate program director.

- (d) Step 2 - College Level: Should the graduate student disagree with the decision of the unit head, the student has ten business days to file a written appeal of the decision with the appropriate associate dean or designee of the college~~academic college graduate coordinator~~ (or the Dean of the College of Graduate Studies in the case of interdisciplinary programs with no academic college assigned to oversight of the program). It is incumbent on the student to explain in the appeal why the unit/program decision is in error and should be reexamined. At each appeal level, the basis for the appeal must be the same as the original appeal or must articulate new information discovered as part of the appeal process itself. If the basis for the appeal changes, the student will be considered to be initiating a new appeal that must begin at the initial level of the appeal process (and which must be timely).
- (e) Dependent on the grievance, the associate dean or designee~~academic college graduate coordinator~~ will, in ten business days following receipt of the appeal, either make a recommendation to the college dean about the grievance or refer the grievance to the college graduate committee to examine the issue at their next scheduled meeting. The college graduate committee may invite the aggrieved student and others having information about the case to attend the meeting and present information about the grievance. If so invited, the graduate student can have a personal advisor at the committee meeting, but the advisor can only confer with the student and not participate in the committee meeting. The college graduate committee will make a recommendation about the grievance to the associate dean or designee~~college graduate coordinator~~.
- (f) The associate dean or designee~~academic college graduate coordinator~~ after considering the input of the college graduate committee will make a recommendation to the college dean about the grievance. The college dean will then make the final decision about the grievance at the academic college level, and inform the student of the decision within ten business days after receiving the recommendation from the associate dean or designee~~college graduate coordinator~~.

- (g) Step 3 - College of Graduate Studies Level: Should the graduate student disagree with the decision of the academic college dean, the student has ten business days following receipt of the college decision to file a written appeal of the decision at the university-level with the Dean of the College of Graduate Studies. It is incumbent on the student to explain in the appeal why the academic college decision is in error and should be reexamined.
- (h) Dependent on the appeal, the Dean of the College of Graduate Studies will within ten business days following receipt of the appeal either make a decision about the grievance or refer the appeal to the Appeals Subcommittee of the Graduate Council to examine the issue at a scheduled meeting. The Appeals Subcommittee may invite the aggrieved student as well as others having information about the grievance to attend and present information about the grievance. If so invited, the graduate student can have a personal advisor at the meeting, but the advisor can only confer with the student and not participate in the committee meeting. The Appeals Subcommittee will submit a recommendation to the Dean of the College of Graduate Studies concerning the grievance.
- (i) The Dean of the College of Graduate Studies will consider the input of the Appeals Subcommittee of the Graduate Council and make a final decision about the grievance for the university. There is no appeal beyond the level of Dean of the Graduate College as this person is vested with the final authority by the President of the University.

Authority: BOG Regulation 1.001. History—Formerly 6C7-5.00431, New 7-20-09, Amended 7-19-12, 7-20-17, 7-19-18, 7-18-19, ____-20.

ITEM: GOVC-3

**UCF BOARD OF TRUSTEES
Governance Committee
April 13, 2020**

Title: Amendments to University Regulations UCF-2.002 Undergraduate Admission of First-time, Degree-seeking Freshman and UCF-2.004 Admission of Undergraduate Transfer Students

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-2.002 Undergraduate Admission of First-time, Degree-seeking Freshman to update language defining a first-time, degree-seeking Freshman.

The University proposes to amend Regulation UCF-2.004 Admission of Undergraduate Transfer Students to update the name of the Florida College System; specify all transfer applicants meet the criteria in Florida Board of Governors regulation 6.004; and indicate that international students meet the criteria set forth in UCF regulation 2.009.

These regulations were posted online March 10, 2020, for public comment. No comments were received as of the date of submission of these materials.

Alternatives to Decision:

Do not amend University Regulations UCF-2.002 or UCF-2.004.

Fiscal Impact and Source of Funding:

N/A

Recommended Action:

Approve proposed amendments to University Regulations UCF-2.002 and UCF-2.004.

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-2.002 (redline)

Attachment B: Proposed Amended Regulation UCF-2.004 (redline)

Facilitators/Presenters:

Youndy Cook, Deputy General Counsel

Attachment A

UCF-2.002 Undergraduate Admission of First-time, Degree-seeking Freshman.

(1) Applicants for admission as first-time, degree-seeking freshman (FTIC) must meet the minimum requirements set forth in Florida Board of Governors Regulation 6.002 as well as any admissions criteria set by the University. A first-time, degree-seeking freshman is a student who has earned a high school diploma from a Florida public or regionally accredited high school, or equivalent and who has earned fewer~~no more~~ than twelve (12) semester hours of transferable college credit since receiving a high school diploma or its equivalent~~after high school graduation~~.

(2) The Vice President over undergraduate admissions shall evaluate the projected FTIC enrollment in light of ongoing recruitment and retention efforts and establish a projected number of admission exceptions to be reported yearly. Exceptions to the standards set forth shall be made to ensure equal~~equality of~~ access to higher education ~~for ethnic minorities~~.

(3) Admission to the University shall be on a space available basis. Students judged to have a greater probability of academic success at University of Central Florida will be given priority in admissions when FTIC enrollment must be limited.

Authority: BOG Regulations 1.001 and 6.002. History—New 10-8-75, Amended 5-22-80, 1-6-82, 7-27-83, Revised 7-21-85, Amended 9-8-85, Formerly 6C7-2.02, Formerly 6C7-2.002, Amended 5-27-09, ____-20.

Attachment B

UCF-2.004 Admission of Undergraduate Transfer Students.

(1) The admission of Florida ~~College System institutions~~public community college Associate ~~in~~of Arts ~~and state articulated Associate in Science~~resident transfer students is governed by the Articulation Agreement between the state universities and the ~~Florida College System~~public community colleges of Florida, the University of Central Florida general admissions policy and, as applicable, the appropriate UCF ~~international~~foreign student admission policy. Within curricular, space and fiscal limitations, Associate ~~in~~of Arts and state articulated Associate in Science degree recipients of the State University System and ~~Florida College System~~public community colleges of Florida shall be admitted.

(2) Undergraduate transfer students who have not earned the Associate ~~in~~of Arts or state articulated Associate in Science degree from a state university or ~~Florida College System institution~~public community college of Florida must meet the general admission requirements of the University and the following requirements:

(a) Transfer applicants ~~Applicants applying~~ for admission must meet the minimum requirements set forth in Florida Board of Governors Regulation 6.004 as well as any admission criteria set by the University at the freshman or sophomore levels must satisfy the same admission requirements as first time in college students.

(b) Applicants must be in good standing with and eligible to return to the last institution they attended.

(c) Applicants must have a grade point average of at least 2.0 on a 4 point scale for all college level course work attempted as well as at the last institution attended.

(d) Applicants whose native language is not English must demonstrate English proficiency by successfully completing one of the approved methods outlined in UCF Regulation 2.009 Admission of International Students.~~shall be required to meet a minimum score of 550 on the Test of English as a Foreign Language (TOEFL).~~

(3) Exceptions may be made on an individual basis when, in the judgment of the Admissions and Standards Committee, a student can reasonably be expected to do satisfactory academic work.

Authority: BOG Regulations 1.001 and 6.004. History—New 10-8-75, Amended 3-22-76, 5-22-80, 1-6-82, Formerly 6C7-2.04, Formerly 6C7-2.004, Amended 5-27-09, _____-20.

ITEM: GOVC-4

**UCF BOARD OF TRUSTEES
Governance Committee
April 13, 2020**

Title: Amendments to University Regulations UCF-2.003 Admission of Graduate Students, UCF-2.009 Admission of International Students, and UCF-2.036 College Credit for Non-traditional Courses Prior to Initial Enrollment

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 U.S. Department of Education no longer recognizes a distinction between regional and national accreditors, as of July 1, 2020. All “institutional accreditors” approved by the Secretary of Education will be considered recognized accreditors for federal eligibility purposes. All three of these regulations (UCF-2.003 Admission of Graduate Students, UCF-2.009 Admission of International Students, and UCF-2.036 College Credit for Non-traditional Courses Prior to Initial Enrollment) are amended to conform to this new requirement by updating language to remove “regionally accredited” and adding the appropriate accrediting bodies.

These regulations were posted online March 10, 2020, for public comment. No comments were received as of the date of submission of these materials.

Alternatives to Decision:

None, these regulations must be amended to conform to federal law.

Fiscal Impact and Source of Funding:

N/A

Recommended Action:

Approve proposed amendments to University Regulations UCF-2.003, UCF-2.009, and UCF-2.036.

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-2.003 (redline)

Attachment B: Proposed Amended Regulation UCF-2.009 (redline)

Attachment C: Proposed Amended Regulation UCF-2.036 (redline)

Facilitators/Presenters:

Youndy Cook, Deputy General Counsel

Attachment A

UCF-2.003 Admission of Graduate Students.

(1) This regulation applies to all students who seek to be admitted to graduate programs at the University of Central Florida.

(2) Each admitted student to a graduate degree program or to a post-baccalaureate professional program must meet the following minimum requirements:

- (a) Earned a bachelor's degree or equivalent from a ~~regionally accredited~~ U.S. institution of higher education accredited by one of the following accrediting bodies or its equivalent from a foreign institution:

1. Accrediting Commission for Community and Junior Colleges (ACCJC)
2. New England Commission of Higher Education (NECHE)
3. Higher Learning Commission (HLC)
4. Middle States Commission on Higher Education (MSCHE)
5. Northwest Commission on Colleges and Universities (NWCCU)
6. Southern Association of Colleges and Schools Commission on Colleges (SACSCOC)
7. WASC Senior College and University Commission

AND

- (b) Earned a 3.0 GPA (or equivalent) or better in all work attempted while registered as an undergraduate student working for a baccalaureate degree, OR
- (c) Earned a 3.0 GPA (or equivalent) or better in all work attempted while registered as an upper division student working for a baccalaureate degree, OR
- (d) Earned a previous graduate degree or professional degree or equivalent from a regionally accredited U.S. institution or its equivalent from a foreign institution in a field related to the discipline of the program to which the applicant is applying.

(3) Additionally, all applicants to doctoral programs must meet the following specific requirements:

- (a) Each applicant to a doctoral degree program shall present scores that are acceptable for the program to which the student is applying on the Graduate Record Examination (verbal, quantitative, and writing), or an equivalent measure on the GMAT, whichever is deemed most appropriate to the program. Students, including international students, who already have a graduate degree obtained from a

~~regionally-accredited~~ U.S. institution of higher education accredited by an accrediting body listed in (2)(a) or equivalent foreign institution in the same or in a related area are not required to take the Graduate Record Examination or GMAT unless it is required by the program.

- (b) Submit three letters of recommendation, a resume or a curriculum vita, and a written essay.
- (c) The submitted materials must be used in the context of a holistic credential review process.
- (d) Each doctoral program may determine other requirements for admission, consistent with their mission and purpose. Any additional admissions requirements so imposed by doctoral programs must be published annually in the Graduate Catalog and on the website of the doctoral program; further, such requirements shall be reviewed and updated annually.
- (e) These requirements shall not include preferences in the admissions process for applicants on the basis of any category protected by law.

(4) Additionally, all applicants to master's programs must meet the following specific requirements:

- (a) A score on standardized exams such as the GRE or GMAT is not required by the university for admission to a masters degree program, although individual programs may still require the exams for admissions purposes.
- (b) Each master's program may determine other requirements for admission, consistent with their mission and purpose. Any additional admissions requirements so imposed by masters programs must be published annually in the Graduate Catalog and on the website of the masters program; further, such requirements shall be reviewed and updated annually.
- (c) These requirements shall not include preferences in the admissions process for applicants on the basis of any category protected by law.
- (d) For international students in master's programs that do not require a GRE or GMAT, a course-by-course evaluation of the student's official transcript must be submitted by a credential evaluation service recommended by UCF that shows a GPA equivalent from an earned degree equivalent to a U.S. bachelor's degree

obtained from an institution of higher education accredited by an accrediting body listed in (2)(a).

(5) In addition to the above requirements, international students must show proficiency in written and spoken English in accordance with the provisions of University Regulation UCF-2.009.

(6) All graduate applicants must indicate whether or not Florida residency is claimed. An application or residency affidavit submitted by or on behalf of a student which contains false, fraudulent or incomplete statements may result in denial of admission or denial of further registration and/or invalidation of UCF credit.

(7) Exceptions to the above requirements:

(a) In any academic term, up to 20 percent of the graduate students may be admitted in a given degree program as exceptions to the minimum requirements for graduate admissions as defined in paragraph (2) (b) & (c), above.

(b) Students who do not meet the admissions criteria and who wish to enroll in courses but not degree programs at the post-baccalaureate level may enroll under the classification of non-degree seeking students. Graduate programs wishing to admit these students to graduate degree programs after the students have satisfactorily completed up to nine hours of graduate course work may do so provided that the number so admitted is included as part of the 20 percent exception, as defined in paragraph (6)(a), above.

(8) In addition to the above requirements, all graduate applicants who are admitted must submit an immunization form. UCF Student Health Services is responsible for oversight of student immunization compliance and reserves the right to require immunizations based on recommendations from the Centers for Disease Control and Prevention (CDC) the Florida Department of Health, the Florida Board of Governors, or the UCF Board of Trustees. UCF reserves the right to refuse registration to any applicant, former student, or student whose health record indicates the existence of a condition which may be harmful to the members of the University community.

(9) Exceptions: Students may apply for an exception to the University's immunization requirements if they meet one of the following criteria and submit appropriate documentation.

(a) Medical Basis – The student must provide a letter from a healthcare provider, signed on official medical office stationery, stating the medical reason(s) why the student is

not able to receive the vaccine(s), and indicating if this is a temporary or permanent condition.

- (b) Religious Basis – The student (or the student’s parent/guardian if under 18 years old) can sign a Religious Exemption waiver upon request.
- (c) Active Duty Military and Veterans – Active Duty and Veterans may complete the waiver section of the immunization form if documentation of immunizations is unavailable at the time of registration. Proof of military service is required (DD 214 or military ID card).
- (d) With approval of the UCF President, limited UCF programs may be an exception when students will not be physically present in any UCF classroom or on any UCF campus. Should such students seek to register for face to face courses, they must comply with paragraph (8).

(10) All applicants for admission or readmission to the University of Central Florida, including to any graduate or doctoral programs of study within the University and including any applicant for post-baccalaureate study, are required to disclose on the application prior criminal conduct, pending criminal charges, and prior educational misconduct. The University reviews all applications in which a student discloses prior criminal conduct, pending criminal charges, or prior educational misconduct to determine whether the admission of the applicant is in the best interest of the University. The office responsible for this review is the Office of Student Rights and Responsibilities. Applicants who fail to disclose prior criminal misconduct, pending criminal charges, or any prior educational misconduct are in violation of the disclosure requirements of this paragraph and may be subject to appropriate action by the University, including denial of admission or readmission, revocation of admission, or other academic and/or disciplinary action prescribed by the University, up to and including dismissal. Applicants are not required to disclose minor traffic violations.

(11) Applicants may appeal an admissions decision by following the university admissions appeal procedure. Information regarding this procedure is available in the Graduate Catalog.

(12) Readmissions

- (a) Graduate students who do not maintain continuous enrollment, must apply for readmission. Readmission is not guaranteed. The readmission decision is based

on multiple factors such as previous academic performance, work taken since last attending UCF, space and fiscal limitations.

- (b) A student who was previously dismissed from his or her graduate program and would like to reapply to the same program must have an approved conditional retention plan on file before a readmission decision can be made.

(13) Graduate applicants and graduate readmit applicants may be admitted subject to space and fiscal limitations.

Authority: BOG Regulations 1.001, 6.001, and 6.003. History—New 10-8-75, Amended 9-27-79, 1-6-82, Formerly 6C7-2.03, Amended 10-2-08, Formerly 6C7-2.003, Amended 7-30-09, 2-29-16, 9-16-16, _____-20.

Attachment B

UCF-2.009 Admission of International Students.

Admission of international students to UCF is governed by the university admission regulations, Florida Board of Governors Regulation 6.009 and the following:

(1) Eligible international students may be accepted at the appropriate level subject to space and fiscal limitations. International applicants can only be admitted in a status that is appropriate for the visa category designated on the application.

(2) In addition to University admission requirements, international students must meet the following requirements as a minimum:

(a) The applicant shall be academically eligible for further study in his/her own country.

(b) An applicant whose native language is other than English shall show proficiency in written and spoken English by:

1. proving they are from a country where English is the only official language; or

2. establishing that a prior bachelor's, master's or doctoral degree was earned from a ~~United States regionally accredited college or university in the United States;~~institution of higher education accredited by one of the following accrediting bodies or its equivalent from a foreign institution:

a. Accrediting Commission for Community and Junior Colleges (ACCJC)

b. New England Commission of Higher Education (NECHE)

c. Higher Learning Commission (HLC)

d. Middle States Commission on Higher Education (MSCHE)

e. Northwest Commission on Colleges and Universities (NWCCU)

f. Southern Association of Colleges and Schools Commission on Colleges (SACSCOC)

g. WASC Senior College and University Commission

or

3. establishing that a prior bachelor's, master's or doctoral degree was earned from a country where English is the only official language, or a university at which English is the only official language of instruction; or

4. submitting a qualifying score on the Test of English as a Foreign Language (TOEFL) or International English Language Testing System (IELTS). Qualifying scores for graduate applicants are: a TOEFL computer-based score of 220; a TOEFL internet-based score of 80 (or equivalent score on the paper-based test); or an IELTS score of 6.5. Specific programs may establish higher scores for qualification, and such information will be included in the Graduate Catalog and program website information for that specific program. Qualifying scores for undergraduate applicants are: a TOEFL computer-based score of 220, a TOEFL internet-based score of 80, a TOEFL paper-based score of 550, or an IELTS score of 6.5; or
 5. completion of the English Language Institute's (ELI) level 8 or higher with a grade of a "B" or better; or
 6. completion of EAP 2851 with a grade of a "C" or better or placement into ENC 1101; or
 7. an onsite assessment by UCF ELI faculty qualified to administer English proficiency assessment and determining that the student is English proficient at the university level.
- (c) Students who are non-native speakers of English (and do not have a degree from a U.S. institution) must pass the Versant English Speaking exam administered by the UCF English Language Institute before they will be permitted to teach as a Graduate Teaching Associate or Graduate Teaching Assistant.
- (d) The graduate applicant shall have an overall GPA of at least 3.0 on a 4 point scale or equivalent.
- (e) The applicant shall furnish a detailed statement showing specific sources of a satisfactory level of financial support and the amount expected from each source.
- (f) The applicant shall submit a health examination form to the University physician indicating his fitness, mentally and physically to pursue a college level study program. In addition, all international students on an F or a J visa must submit proof of health insurance that complies with the requirements of BOG Regulation 6.009.

- (g) International student applications, undergraduate and graduate, along with all other records required for admission must be received by the program or university international application deadline, whichever is earliest, or the deadline must be waived by the university.

Authority: BOG Regulations 1.001 and 6.009. History–New 10-8-75, Amended 7-14-80, Formerly 6C7-2.09, Amended 3-16-03, Formerly 6C7-2.009, Amended 6-11-09, 12-19-16, 3-21-19, _____-20.

Attachment C

UCF-2.036 College Credit for Nontraditional Courses Prior to Initial Enrollment

(1) Undergraduate students who are admitted to the university and who have completed non-traditional courses, including online and short college level courses, prior to initial enrollment in undergraduate education may request that the university evaluate that work to determine if credit might be awarded. Sufficient time must be allowed for the university to evaluate the course material for transferability.

(2) Award of credit for that work must meet the following conditions:

- (a) The request is made prior to the initial term of enrollment and as soon as practicable.
- (b) University faculty members determine the nontraditional course content and learning outcomes to be comparable to a course offered at the institution;
- (c) Nontraditional courses meet the quality and accreditation standards intended for a transfer course as determined by the College of Undergraduate Studies in consultation with other units, as appropriate;
- (d) If the course is intended to meet a specific requirement for the student's degree program, the department offering the program determines that the nontraditional course is relevant to the student's intended program of study; and
- (e) If the coursework was delivered by a foreign institution, the coursework and accreditation status of the institution must be evaluated by an appropriate service provider acceptable to the university.

(3) Students wishing to have such nontraditional coursework evaluated for the purpose of receiving credit should inform the UCF Office of Undergraduate Admissions as soon as practicable. If credit for the nontraditional coursework was awarded by another ~~regionally~~ accredited institution of higher education meeting university transfer eligibility requirements, the student must submit an official transcript reflecting the award of credit and the transferability of that work will be determined with the same processes and criteria for other transferred courses.

(4) If the nontraditional coursework did not result in credit awarded by a previous institution, the student may request a review for the awarding of credit by providing the following information directly to the academic department that is qualified to evaluate the subject matter:

- (a) A syllabus for the course;
- (b) Credentials of the faculty member(s) teaching the course;
- (c) Course objectives and learning outcomes for the course;

- (d) Confirmation that the course was satisfactorily completed; and
- (e) Other information requested by the subject area faculty member(s) in order to determine demonstrated mastery of course learning outcomes. This may include a proctored testing requirement.

To ensure there is sufficient time for review, all required documentation must be submitted no later than three months prior to the start of the initial term of enrollment. Assuming all requested information is provided, normally a decision regarding the awarding of credit shall be made within the first term of enrollment.

(5) To be eligible for credit, short courses for credit shall have the same number of contact hours as do regularly scheduled courses. Other nontraditional courses must have an appropriate substitute(s) for the associated contact hours. The review of nontraditional course(s) must document equivalency with traditional course(s) when such traditional courses exist.

(6) Courses may be evaluated on the basis of the recommendations of the American Council of Education (ACE) when official credentials have been properly presented. While credit may be granted when courses are equivalent to those offered by the University, recommendations by ACE are not binding upon the University. Even though records may have been evaluated by another ~~regionally~~-accredited institution, it is important to have official credentials sent to UCF for evaluation.

(7) Credit for coursework taken prior to the initial term of enrollment will be noted on the student's transcript.

(8) An undergraduate student wishing to appeal the university's denial of credit for nontraditional courses may submit an appeal, in writing, to the College of Undergraduate Studies within 30 days of the date that the denial is sent to the student.

Authority: BOG Regulations 1.001, and 6.020. History - New 12-21-15, ____-20.

ITEM: GOVC-5

**UCF BOARD OF TRUSTEES
Governance Committee
April 13, 2020**

Title: UCF Foundation Bylaws Amendments

Background:

The Governance Committee of the UCF Foundation Board is delegated the responsibility by the board to annually review its bylaws and propose any amendments to the full board of directors. The last amended bylaws were approved by the UCF Foundation Board at the annual meeting on June 7, 2019 and the UCF Board of Trustees on July 19, 2019, respectively.

Since that time, the UCF Foundation Board of Directors have evaluated the need for a standing committee to assist with driving discussions and decisions surrounding donor engagement and stewardship. Details of associated amendments are below:

- Amending Article 6.1 to include the Donor Engagement and Stewardship Committee (Item H) as a standing committee of the UCF Foundation Board of Directors.
- Amending the previous Article 6.1 – Item H to be readdressed as Item I to align with the addition of the new standing committee.

The Governance Committee, in coordination with Foundation legal counsel and Foundation leadership have reviewed, discussed and approved the proposed amendments that were approved at the annual meeting of the UCF Foundation Board on February 6, 2020.

Issues to be Considered:

If the proposed amendments reflect the appropriate governance structure of the UCF Foundation.

Alternatives to Decision:

Decline the proposed amendments to the bylaws and/or offer alternative language to the proposed amendments.

Fiscal Impact and Source of Funding:

N/A

Recommended Action:

Approve the proposed amendments to the UCF Foundation Bylaws.

Authority for Board of Trustees Action:

UCF Regulation 4.034, Direct Support Organizations

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:

Lauren Ferguson, Board Liaison, Advancement | UCF Foundation

Supporting Documentation:

Attachment A: Proposed Amended UCF Foundation Bylaws (redline)

Facilitators/Presenters:

Scott Cole, Vice President and General Counsel

Attachment A

BYLAWS

of the

UNIVERSITY OF CENTRAL FLORIDA

FOUNDATION, INCORPORATED

AMENDMENTS APPROVED:

~~June 7, 2019~~ Proposed Date April 23, 2020

**BYLAWS OF THE
UNIVERSITY OF CENTRAL FLORIDA FOUNDATION, INCORPORATED**

ARTICLE 1. MISSION

The Foundation encourages, stewards and celebrates charitable contributions from alumni and friends to support the University.

ARTICLE 2. OFFICES

The principal office of the Foundation will be located at 12424 Research Parkway, Orlando, Orange County, Florida.

ARTICLE 3. COMPOSITION OF THE BOARD

3.1 Members. The Board is composed of Elected Directors, Ex Officio Directors, and Emeritus Directors. There will be no more than thirty-eight Elected Directors.

3.2 Duties. The duties of the Board are as follows:

- A. To discharge all the duties imposed upon it by the Articles of Incorporation and the Bylaws.
- B. To meet upon the call of the Chair, the CEO or by one-fourth of the Directors entitled to vote, in writing, with due written notice of the time, place and subject matter given to each Director and consistent with the requirements set forth in these Bylaws.
- C. Upon the recommendation of the Finance Committee, select a bank or banks or other depositories for the deposit of the funds and securities of the Foundation, and to cause the Foundation to conduct its financial affairs in conformity with the policies and procedures adopted by the Board.
- D. Upon the recommendation of the Audit Committee, to cause an audit of books and records of this Foundation to be made at least once each year together with a management letter, including the response from management, conducted by a firm of independent certified public accountants selected by the Audit Committee, whose engagement letter will provide that it render an opinion on financial statements in accordance with generally accepted accounting principles and to have the results of the audit reported to the Board.
- E. To acquire and maintain a broad awareness and knowledge of the University including its programs, strengths, needs, resources, and mission.
- F. To participate in Foundation meetings and serve on at least one Committee or University affiliated group as approved by the Chair, and provide experience and special expertise as time and abilities permit.
- G. To provide advice and counsel to the University President and the CEO as requested on matters involving the University family and the community.

- H. To support the philanthropic aims of the Foundation with a minimum annual gift in an amount set by the Board. The annual gift should only mark the beginning of the Board members' support, and they are encouraged, as appropriate, to support other funds supplemental to the University, to make leadership gifts to special projects, and to make provisions for planned giving and support the University through their foundations and corporations.
- I. To serve as an effective University ambassador in the community.

3.3 Selection of Elected Directors. The Governance Committee will review candidates for Elected Directors and each candidate will be subject to confirmation by the CEO and University President prior to standing for election. The Board will elect the Directors. The Elected Directors will be subject to Board of Trustees review and approval. All Elected Directors will be voting members of the Board.

3.4 Ex Officio Directors. Ex Officio Directors are voting members of the Board and will be as follows: Chair of the Board of Trustees (or designee), University President, and Chair of the UCF Alumni Board of Directors. -

3.5 Emeritus Director. Any Elected Director who has served two full terms may be nominated and appointed as an Emeritus Director following a six month period beginning at the conclusion of the second term. The Governance Committee will nominate Elected Directors who have served the University with distinguished service. The Board will serve as the final body to approve the nomination(s). Emeritus Directors will be non-voting.

3.6 Terms of Office.

- A. Elected Directors. Each Elected Director will serve a term of four years (or until the end of the respective term of his or her predecessor if elected to succeed a person who has not completed a four-year term). Terms commence on July 1 of the next fiscal year and end June 30 at the end of four years. Three years of a term will constitute a full term of service. No Elected Director is eligible to serve more than two consecutive terms unless the Director has been elected to serve as a Board Officer, in which case the term may be extended by the Board to accommodate the time required for fulfillment of the term of the office. An Elected Director who has served two terms consecutively may be re-elected to the Board after the expiration of one year following the end of his or her last term and will have the status of a newly Elected Director.
- B. Emeritus Directors. The selection of an Emeritus Director is for life, unless he or she is removed for cause.
- C. Ex Officio Director. An Ex Officio Director will serve so long as he or she holds the office or the position that resulted in such placement on the Board.

3.7 Resignation. A Director may resign at any time by submitting a written resignation to the Chair.

3.8 Removal. An Elected Director may be removed by a two-thirds vote of the Directors present and voting, whenever the interests of the Foundation would be best served. The University President may remove any Elected Director or Emeritus Director in his or her sole discretion.

ARTICLE 4. OFFICERS OF THE BOARD

4.1 Board Officers. The officers of the Board will be the Chair, Vice Chairs, Secretary and Treasurer. These Board Officers will be Elected Directors and members of the Board. No other Officers will be members of the Board.

4.2 Ex Officio Corporate Officers. Individuals holding the following positions at the Foundation will serve as Ex Officio Corporate Officers, but will not be members of the Board and will have no voting rights:

1. Vice President for Advancement (also known as the Chief Executive Officer or CEO)
2. AVP, Advancement Strategy
3. Sr. AVP, Development (also known as the Chief Development Officer or CDO)
4. Associate Vice President of Finance (also known as the Chief Financial Officer or CFO)
5. Director for Foundation Board Relations and Development (also known as the Assistant Secretary)

4.3 Additional Ex Officio Officer. The University President may appoint any members of the administration, faculty or student body of the University for any term(s) designated by the President, but any such appointee will not be a member of the Board.

ARTICLE 5. ELECTION OF AND POWERS AND DUTIES OF OFFICERS

5.1 Election. At the annual meeting of the fiscal year, the Board will vote on a slate of Board Officers submitted by the Governance Committee. The Board Officers will serve two-year terms each commencing on July 1 of the next fiscal year and ending June 30 at the end of two years. Should the need arise, an optional one-year extension may be approved by a vote of the full board. If a vacancy occurs in an office, the Governance Committee will propose a replacement, which will be confirmed by the Executive Committee.

5.2 Chair. The Chair will preside over all meetings and prepare the agenda for all meetings of the Board, as well as have primary responsibility for the relationship with the CEO.

5.3 Vice Chairs. The Vice Chairs will do and perform duties as may be assigned to him or her by the Chair, the Board, or these Bylaws. A Vice Chair will have full authority to act for the Chair in his or her absence or incapacity. If more than one is available, the one with the longest continuous service on the Board will act.

5.4 Secretary. The Secretary of the Board is responsible for the minutes of the Board and Executive Committee meetings. The Chair of each Committee is responsible for the minutes of each of their respective committee meetings. The duties of the Secretary will be as follows:

- A. To keep accurate minutes of the proceedings of the annual meeting of the Foundation and all meetings of the Board of Directors and preserve these records as a permanent record.
- B. To keep on record a copy of the Articles of Incorporation and Bylaws of the Foundation and all amendments thereto.
- C. To address the requests for any seal of the Foundation for official documents, records and papers as may be requested. A seal is not required.
- D. To keep an accurate list of all members of this Foundation Board of Directors.

5.5 Treasurer. The Treasurer will supervise the fiscal affairs of the Foundation and serve as Chair of the Finance Committee. The duties of the Treasurer will be as follows:

- A. To assure that adequate provision is made for the care and custody of all the assets of this Foundation with guidance from the CFO.
- 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 Foundation will faithfully discharge their duties, the adequacy of which will be determined by the Executive Committee.
- C. To present a written report of the financial activities of his or her office at the next annual meeting following his or her appointment to office.

5.6 Chief Executive Officer. The CEO, CDO or designee will attend all meetings of the Board and present a written report of the activities of his or her office at each meeting, including the next annual meeting following his or her appointment to office.

5.7 Chief Development Officer. The CDO will perform the duties of the CEO during the absence or incapacity of the CEO.

5.8 AVP, Advancement Strategy. The AVP will manage the day to day business activities of the Foundation and attend all Board and Committee meetings.

5.9 Chief Financial Officer. The CFO will manage the day to day financial activities of the Foundation.

5.10 Assistant Secretary. The Director of Foundation Board Relations and Development will assist in the documentation and safekeeping of the minutes of the Board and each Committee meeting.

5.11 Resignation. Any Officer may resign at any time by submitting a written resignation to the Chair and CEO. If the Chair is resigning, he or she will submit his or her resignation to the CEO and University President. If the CEO is resigning, he or she will submit his or her resignation to the Chair and University President.

5.12 Removal. Any Board Officer may be removed by a two-thirds vote of the Elected Directors present and voting when in the Board's judgment the interests of the Foundation would be best served. The University President may remove any Officer in his or her sole discretion.

ARTICLE 6. COMMITTEES OF THE BOARD

6.1 Standing Committees. Standing Committees will be permanent. The Chair will appoint the Chair and the members of each committee except for those committees whose Chair is specifically appointed in the bylaws.

- A. With the exception of the Executive Committee, individuals who are not Elected or Ex Officio Directors but have expertise in given areas may serve as advisors and vote on committees of the Board, with the approval of the Chair and in consultation with the relevant committee Chair. Advisors to Committees may vote on the committee's recommendations to the Executive Committee or Board.
- B. With the exception of the Executive committee, Emeritus Directors may be appointed to committees. Appointed Emeritus Directors may vote on committee recommendations to the Executive Committee or Board. The Chair may remove any committee member at his or her discretion, except for Ex-Officio positions.
- C. The majority of the members of any committee must always be Elected Directors.
- D. Standing Committees will be governed by a charter that is approved by the Board. The Board must approve any revocations or amendments to the charter(s).

The Standing Committees are designated as follows:

A. Executive Committee

- 1. The Executive Committee consists of the following: the Chair, Vice Chairs, Secretary, Treasurer, immediate past Chair, University President, Chair of the Board of Trustees, Chair of the UCF Alumni Board of Directors, Chair of all other committees described in these Bylaws.
- 2. The Chair, or in his or her absence the Vice Chair(s), will preside at meetings of the Executive Committee.
- 3. The Executive Committee is authorized and empowered to act for, in the name of and on behalf of the Board at all times when the Board is not meeting. No action of any standing committee will be binding upon the Foundation unless such action is approved by the Executive Committee.
- 4. The Executive Committee will meet at the call of the Chair.

B. Finance Committee

- 1. The Finance Committee consists of not fewer than five appointed Elected Directors, in addition to the Treasurer of the UCF Alumni Board of Directors and University Vice President of Finance and Administration, both of whom will serve as an ex officio voting member.
- 2. The Chair of the Finance Committee will be the Treasurer.
- 3. The Finance Committee will establish and be responsible for the fiscal policy of the Foundation, including budgets and fees. The Finance Committee will recommend the budget for the next fiscal year to the Board at its annual meeting held prior to the end of the current fiscal year.

C. Governance Committee

1. The Governance Committee consists of not fewer than five appointed Elected Directors and will include the immediate past Chair, Chair, Vice Chair(s) and a minimum of one appointed Elected Director.
2. The CEO will also participate as an Ex Officio Corporate Officer of the Governance Committee.
3. The immediate past Board Chair will serve as the Chair of the Governance Committee. If the past Chair is unable to serve, the current Board Chair will appoint the Chair of the Committee.
4. The Governance Committee is charged with the responsibility of annually receiving and placing in nomination the names of individuals to be considered for membership to the Board, preparing a slate of Board Officers every two years, or upon the resignation of a Board Officer and succession planning. The committee is also charged with annually reviewing the Foundation's bylaws, memberships, committee assignments, and leading a board self-assessment process. The Governance Committee is also responsible for receiving disclosures of proposed transactions with Directors, including potential excess benefit transactions, and reviewing such transactions.

D. Audit Committee

1. The Audit Committee will consist of a minimum of not fewer than three appointed Elected Directors.
2. The Audit Committee is charged with hiring the auditors and reviewing the results of the audit. The committee evaluates other accounting related policies and controls.

E. Investment Committee

1. The Investment Committee will consist of not fewer than five appointed Elected Directors.
2. The Investment Committee will advise the Board in regard to the general investment policy and investment management of the Foundation.

F. Real Estate Committee

1. The Real Estate Committee will consist of not fewer than five appointed Elected Directors.
2. The Real Estate Committee advises the Board and the University of Central Florida Real Estate Foundation, LLC and Knight's Crossing Student Housing, LLC in regard to real estate policies, procedures, potential transactions and other real estate issues affecting the Foundation.

G. Information Technology (IT) Committee

1. The IT Committee will consist of not fewer than three appointed Elected Directors.
2. The IT Committee will assist the Board in fulfilling its planning, operational and oversight responsibilities.

H. Donor Engagement and Stewardship Committee

- 1. The Donor Engagement and Stewardship Committee will consist of not fewer than three appointed Elected Directors.**
- 2. The Donor Engagement and Stewardship Committee will advise the Board in matters dealing with Donor stewardship strategies, including but not limited to donor recognition, reporting and other experiences.**

H.I. Other Committees. The Board Chair will have the authority to establish an unlimited number of Other Committees or task forces to accomplish any objectives affecting various interests and the welfare of the Foundation and the University as he or she deems necessary or desirable. Other Committees will be governed by a charter approved by the applicable Other Committees.

ARTICLE 7. MEETINGS AND QUORUM

7.1 Calling Meetings. At least two meetings of the Board and each Standing Committee will be held during each fiscal year. The respective Chair will select the meeting date, time and location.

7.2 Special Meetings. Special meetings of the Board and each Standing or Other Committee may be called by the Chair, CEO, two-thirds of the members entitled to vote, or the University President.

7.3 Quorum and Voting. A majority the members entitled to vote will constitute a quorum at any duly noticed meeting. An affirmative vote of a majority of members present is required for approval of any action items.

7.4 Presiding Officer. The Chair, or in his or her absence, one of the Vice Chairs, will preside at meetings of the Board and Executive Committee. If the absence of all of the above, the CEO may appoint a Director to preside.

7.5 Minutes. Minutes of the Board meeting or any Committee meeting will be taken and maintained in accordance with the Foundation policy.

7.6 Action without a Meeting; In Person or Telephone Meetings. The members of the Board or a Committee may participate in, and be included in the quorum of, a meeting in person or by telephone, video or any other means that allow members and all others in attendance at the meeting to hear and speak to one another contemporaneously.

7.7 Voice Vote. Any official action must be approved by a voice vote. Proxies or written votes are not permitted.

7.8 Roll Call. At the beginning of any meeting, the Secretary or a designee will determine the presence or absence of a quorum. The roll will thereafter only be called upon the request of the Chair or any Director, and after each roll call, the presence or absence of a quorum will be announced.

7.9 Notice. Notice of each meeting will be sent to the Board or any Committee by the Secretary or a designee not fewer than seven calendar days preceding the meeting. Notice may be waived by all the voting members of the Board or Committee. Notice requirements are deemed waived if not raised, in writing, to the Secretary prior to the conclusion of the meeting. This Section 7.9 does not dispense with any public notice required by law and governs to the maximum extent permitted by law.

7.10 Public Notice. Public notice of any meeting of the Board or any Committee will be made as required by Florida law. Opportunity for public comment may be permitted.

7.11 Public Comment. To the extent required by law or permitted by the Chair, individuals who desire to appear before the Board or any Committee regarding an item being considered must submit their requests in writing to the address or email address noted in the posted notice for the meeting, specifying the agenda item about which they wish to speak. Public comment will be limited to three minutes per person.

ARTICLE 8. RELATIONSHIP WITH THE UNIVERSITY

8.1 General. The Foundation operates as a Direct Support Organization for the University as defined by Florida Statute and the State University System of Florida. The Foundation adheres to and will follow the policies and procedures for direct support organizations established by the State University System of Florida and the Board of Trustees.

8.2 University Resources and Name. The University President has the authority to monitor and control the use of the University's resources and the University's name.

8.3 Operating Budgets. Operating budgets of the Foundation will be prepared annually, approved by the Board or Executive Committee and the University President, and then submitted to the Board of Trustees. Expenditure plans will be reviewed and approved quarterly by the Finance Committee and by the University President or designee. The designee must be a University Vice President or senior officer of the University who reports directly to the University President.

ARTICLE 9. EXECUTION OF INSTRUMENTS

Contracts and other instruments to be executed by the Foundation will be signed, unless otherwise required by law, by the Chair, the CEO or a Vice Chair in conjunction with the Secretary. The Chair or the CEO, signing alone, is authorized and empowered to execute in the name of this Foundation instruments not requiring attestation arising in the day-to-day operations of the business of the Foundation, including, but not limited to, certificates representing stocks, bonds or other securities. The Board may authorize any other person or persons, whether or not an Officer of the Foundation, to sign any contract or other instrument.

ARTICLE 10. MISCELLANEOUS

10.1 Indemnification.

- A. Every Director, Officer and employee of the Foundation, as well as special appointees, will be indemnified by the Foundation against all expenses and liabilities, including attorneys' fees, reasonably incurred by or imposed on the Director or Officer in connection with any proceeding, including any appeal, or any settlement of any proceeding to which the individual may be a party or in which he or she becomes involved as a result of serving as a Director, Officer, or special appointee. The indemnified party does not have to be a Director, Officer, or special appointee at the time the expenses or liabilities are incurred or imposed. In the event, however, of a settlement before entry of judgment, the indemnification will apply only upon approval by the Board as being in the best interests of the Foundation. This indemnification is in addition to and not exclusive of all other rights to which the person may be entitled. The Foundation has the authority and may elect to purchase insurance for this purpose.
- B. The above indemnification does not apply in the case of an action by, or in the right of, the Foundation. A Director, Officer, or special appointee is entitled to indemnification 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 interests of the Foundation and (where applicable) had no reasonable cause to believe his or her conduct was unlawful. This indemnification will be made in accordance with Section 607.0850, Florida Statutes, as amended from time to time.

10.2 Bonding. The Foundation will keep in force a blanket surety bond or employee dishonesty insurance, the adequacy of which will be determined by the Board, or a Committee designated by the Board, to assure that each Officer and employee who is authorized to collect, hold, or disburse funds of the Foundation will faithfully discharge his or her duties.

10.3 Seal. The seal of the Foundation will be inscribed with the words, "University of Central Florida Foundation, Inc.," the year "1968", and the words, "Foundation Not-for-Profit."

10.4 No Compensation. The Directors and Board Officers of this Foundation will not receive any compensation from this Foundation for their services as Director or Officer; provided, however, that they may be reimbursed from funds of the Foundation for any travel expenses or other expenditures incurred by them in the proper performance of their duties.

10.5 Rules. These Bylaws govern the transaction of business for this Foundation. To the extent that the Bylaws do not cover specific procedures, the most recent version of *Robert's Rules of Order* will be applied.

10.6 Amendments and Board of Trustees Approval. These Bylaws may be altered, amended, or rescinded only by an affirmative vote of the majority of all of the voting members of the Board. In case it becomes necessary to call a special meeting for this purpose, written notice will be given to each voting member of the Foundation at least five calendar days before the date set for the meeting, and such notice will indicate the provision sought to be amended and

the nature of the amendment proposed to be adopted. All proposed amendments are subject to Board of Trustees review and approval. All Elected Directors and those appointed other than under Florida Statutes 1004.28 are subject to Board of Trustees review and approval.

10.7 Fiscal Year. The fiscal year of the Foundation will begin on July 1 and end on June 30 of the following year.

10.8 Non-discrimination. The Foundation is committed to non-discrimination with respect to race, creed, color, religion, age, disability, gender, marital status, sexual orientation, national origin, or veteran status.

10.9 Conflict of Interest. All actual or potential conflicts of interest involving Directors of the Foundation will be disclosed and addressed in accordance with the Foundation's Conflict of Interest Policy.

10.10 Confidential and Exempt Public Records. As stated and limited in Florida Statutes Section 1004.28, Foundation records are confidential and exempt from Florida public records laws, unless otherwise designated. Upon receipt of a reasonable and specific request in writing, the Foundation will provide financial information such as expenditures from Foundation funds, documentation regarding completed business transactions, and information about the management of Foundation assets. The Foundation will furnish this information in a format reasonably responsive to the request, at a reasonable cost to the requesting party. To the extent permitted by law, the Foundation will not, however, release any record or information that includes personal or financial information about a donor, prospective donor, alumnus, volunteer, or employee, without the individual's express written consent. All fundraising activities undertaken by University employees or students, or by volunteers, are undertaken on behalf of the Foundation. All documents associated with such activities or with advising or serving the Foundation, whether or not in possession of any University employee or student, or any volunteer, are records of the Foundation and are confidential.

ARTICLE 11. DEFINITIONS

"Advancement" means the University of Central Florida Foundation, Inc.

"Assistant Secretary" means the Director for Foundation Board Relations and Development.

"Board Officers" means those individuals who are elected Directors and hold an office of the Board of Directors, which includes the Chair, Vice Chair(s), Secretary and Treasurer.

"Board of Directors" means the University of Central Florida Foundation Board of Directors.

"Board of Trustees" means the University of Central Florida Board of Trustees.

"CDO" means the University of Central Florida Chief Development Officer.

"CEO" means the University of Central Florida Foundation Chief Executive Officer.

"CFO" means the University of Central Florida Foundation Chief Financial Officer.

"Committee" means either or collectively a Standing Committee and Other Committee.

"Directors" means Elected Directors and Ex-Officio Directors of the Board of Directors.

"Emeritus Director" means any Elected Director who has served two full terms may be nominated and appointed as an Emeritus Director following a six month period beginning at the conclusion of the second term. The Governance Committee will nominate Elected Directors who have served UCF and the Foundation with distinguished service. The Board will serve as the final body to approve the nomination(s).

"Ex Officio Affiliates" means those individuals who hold community leadership positions, as may be designated by the Board of Directors, from time to time.

"Ex Officio Corporate Officers" mean those individuals who hold the designation of CEO, CDO, , CFO and Assistant Secretary.

"Ex Officio Directors" mean those individuals who hold the designation of Chair of the Board of Trustees, University President, Chair of the UCF Alumni Board of Directors and President of the UCF Athletics Association Board of Directors.

"For cause" means actions or omissions that may adversely reflect on the interests or reputation of the Foundation or the University, as determined by the University President after consulting with the Executive committee or any senior executive of the Foundation. Any such determination may be made by the University President and does not need to depend on the conclusion of any external determination or process.

"Foundation" means the University of Central Florida Foundation, Incorporated.

"Senior AVP for Development" means the University of Central Florida Foundation, Inc. Senior Associate Vice President for Development.

" AVP for Advancement Strategy " means the University of Central Florida Foundation, Inc. Associate Vice President for Advancement Strategy.

"UCF" means the University of Central Florida.

"UCF Alumni Board of Directors" means the University of Central Florida Alumni Board of Directors which is a separate advisory board to the Office of UCF Alumni Engagement and Annual Giving.

"UCF Athletics Association Board of Directors" means the University of Central Florida Athletics Association Board of Directors, which governs a separate direct support organization, the UCF Athletics Association.

"University" means the University of Central Florida.

"University President" means the President of the University of Central Florida.

"Vacancy" means and will be deemed to occur upon the incapacity, death, resignation or removal of the incumbent of the Board or an Officer position. Incapacity, which includes abandonment, will be deemed to occur when, for any reason and regardless of intent, the incumbent does not or cannot fulfill the material duties of the position for thirty consecutive days or forty-five days total in any six month period, unless the Executive Committee resolves not to treat such circumstances as a vacancy. Incapacity will also occur upon the incumbent's acknowledgement in writing that he or she intends not to perform, or is or will be unable to perform, the material duties of the position for at least either of such period of days, unless the Executive Committee resolves to not treat such circumstances as a vacancy.

The CEO will notify all Executive Committee members upon the occurrence of a vacancy and will specify the cause. Approval of the vacancy by the Executive Committee will be considered binding.

APPROVED BY BOARD ACTION ON: ~~June 7, 2019~~ April 23, 2020

By:

{SEAL NOT REQUIRED}

Sara Bernard '00

Secretary

*University of Central Florida Foundation, Incorporated
Board of Directors*

ITEM: GOVC-6

**UCF BOARD OF TRUSTEES
Governance Committee
April 13, 2020**

Title: Nomination of Abraham Pizam for Honorary Doctoral Degree of Commercial Science

Background:

Since 1970, UCF has bestowed 94 honorary degrees to individuals who have made significant academic, cultural and scientific contributions to society.

Issues to be Considered:

Nomination of Abraham Pizam for Honorary Doctoral Degree of Commercial Science.

Alternatives to Decision:

Deny recommendation.

Fiscal Impact and Source of Funding:

None

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:

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

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, Associate Vice President and Deputy Chief of Staff



Attachment A

UNIVERSITY OF CENTRAL FLORIDA

Office of the President

P.O. Box 160002

Orlando, FL 32816-0002

March 31, 2020

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 Dr. Abraham Pizam for the degree of UCF Doctor of Commercial Science.

Dr. Pizam is the Linda Chapin Eminent Scholar Chair in Tourism Management at the Rosen College and is widely known in the field of Hospitality and Tourism Management, having conducted research projects, lectured, and served as a consultant in more than 30 countries. He has held various academic positions, in the U.S.A, U.K., France, Austria, Australia, New-Zealand, Singapore, Israel and Switzerland, has authored more than 160 scientific publications and ten books, is the Editor-in-Chief of the International Journal of Hospitality Management and serves on the editorial boards of 20 academic journals. Professor Pizam has conducted consulting and research projects for a variety of international, national and regional tourism organizations.

Dr. Pizam joined UCF in 1983 and immediately demonstrated his skill at innovating and guiding big ideas to success. The new department he created, starting with zero students and no faculty members, later became UCF's Rosen College of Hospitality Management, of which he was the founding dean. He served in that position for more than 15 years until his return to faculty in 2018, building it into the largest hospitality-management college in the world.

Uniquely positioned in America's top tourism destination, the college educates the next generation of industry leaders through internationally-recognized faculty, innovative academic programs, cutting-edge research and strong industry and community partnerships. The college now consistently ranks among the top five hospitality programs worldwide.

Dr. Pizam earned a bachelor of arts degree in sociology and political science from Hebrew University, a Master's in Public Administration from New York University and a Ph.D. in business administration from Cornell University.

Phone: 407.823.1823 • Fax: 407.823.2264

An Equal Opportunity and Affirmative Action Institution



Attachment A

UNIVERSITY OF CENTRAL FLORIDA

Office of the President

P.O. Box 160002

Orlando, FL 32816-0002

It is my distinct pleasure to nominate Dr. Abraham Pizam for the honorary Doctorate of Commercial Science degree for his impact on UCF, Central Florida, and generations of hospitality professionals.

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: INFO-1

UCF BOARD OF TRUSTEES
Governance Committee
April 13, 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 February 17, 2020

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 February 17, 2020

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 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. Discussed at the Jan. 28 Governance Committee meeting that the office will present drafts for the self-assessment, COI policy, and new trustee orientation plan at the next Committee meeting on March 18. Those items would then be advanced to the full board for adoption at the April 23 meeting.	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. Three Trustees have been onboarded with the newly developed BOT Orientation Agenda. The agenda was built to compliment the AGB orientation, BOG orientation, and continuing education the Trustees now receive with the new meeting format. Discussed at the Jan. 28 Governance Committee meeting that the office will present drafts for the self-assessment, COI policy, and new trustee orientation plan at the next Committee meeting on March 18. Those items would then be advanced to the full board for adoption at the April 23 meeting. Adjusting the completion date from February 2020 to June 2020 to allow for these additional steps.	In Progress	June-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

Governance Committee Meeting - New Business

Pending Recommendation List

Post Investigation Action Plan

As of February 17, 2020

Item #	Summary Source	Source Detail	Recommendation	Risk Rating	Theme	Responsible Office	Responsible Person	Responsible BOT Committee	Action Plan	Action Plan Completion	Status	Completion Date
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	Governance Committee	To be included in Board Operating Procedures 1.	Approved at July BOT Meeting.	Completed	July-19
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 BOG. 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