

**Minutes
Board of Trustees Meeting
University of Central Florida
June 17, 2021**

Chair Beverly Seay called the Board of Trustees Meeting to order at 8:31 a.m.

She reminded the board that the meeting was covered by the Florida Sunshine Law and that the public and press were invited to attend.

Karen Monteleone, Assistant Vice President for Board Relations, called the roll and determined a quorum was present.

The following board members attended the meeting in person: Chair Beverly Seay, Vice Chair Harold Mills and Trustees Tiffany Altizer, Bill Christy, Joseph Conte, Danny Gaekwad, Meg Hall, Joseph Harrington, Caryl McAlpin, John Miklos and Michael Okaty.

Trustees Jeff Condello and Alex Martins attended the meeting virtually.

PUBLIC COMMENT

There were four requests for public comment.

Terri Walsh commented on undergraduate programs. Comments by Susan Finch were related to UCF Health. Comments by Kathleen Hass were related COBRA and Al Hamman commented on dual enrollment.

MINUTES

Seay called for approval of the meeting minutes of the April 22, 2021 meeting. Trustee Christy moved to approve the minutes with Trustee Mills providing the second. The motion passed.

REMARKS

Seay recognized new Trustees Meg Hall and John Miklos. She thanked John Sprouls for his service to the Board and noted that he would be invited to be recognized at a future meeting. Seay congratulated Trustee Harrington on being re-elected as Faculty Senate Chair and Trustee Gaekwad on his recent election as Chairman of the Visit Florida Board of Directors.

Seay outlined the university's recent accomplishments in cybersecurity and computer programming:

- UCF Collegiate Cybersecurity Competition Team won its fourth national championship at the National Collegiate Cyber Defense Competition.
- UCF computer programming team won its divisional competition to advance to the North

American Championship round of the 2021 International Collegiate Programming Contest, which will be hosted on UCF's main campus on August 14, 2021.

Seay said UCF would like to become one of the first public universities in the nation to offer a master's degree in financial technology, or FinTech, noting that this new degree program is on the Board's agenda for approval later today.

Seay said that at next Board of Governor's meeting, the Task Force on Academic and Workforce Alignment will hear from leaders from Florida's IT/cybersecurity and financial services sectors regarding future talent needs and how the State University System can address those needs.

REPORTS

President's Action Report

President Alexander Cartwright said philanthropist and author MacKenzie Scott and her husband, Dan Jewett, announced a \$40 million unrestricted gift to the university that will strengthen the proven pathways to opportunity offered to students of all backgrounds.

Cartwright's Action Report also:

- Joined in congratulations to the UCF Collegiate Cybersecurity Competition Team and to student-athletes for their accomplishments on and off the field, noting Rayniah Jones who is competing to qualify for the 2021 Tokyo Olympics.
- Invited Rhonda Bishop, Vice President for Compliance and Risk, and leader of the university's Emerging Issues and Crisis Response Team to provide an update on returning to more traditional operations this fall. Bishop highlighted:
 - The university will no longer require facial coverings or social distancing markers. Building, classroom, and office capacity limits were lifted.
 - The Clinical Oversight and Surveillance Committee, random testing, wastewater testing, and contact tracing will continue.
 - Approximately 18,500 vaccine doses have been given on the campus and the vaccine is available to one hundred people daily at the Student Health Center.
- Highlighted Kognito, a mental health literacy program introduced by the Board of Governors in 2019 as a strategy for preparing faculty and staff to address student mental health. He said this training is a component of the university's overall focus on student health and well-being. He welcomed Dr. Adrienne Frame, Karen Hoffman, and Dana Juntunen from the Student Development and Enrollment Services leadership team to present an overview on the university's focus on building a campus community of care and well-being and the continuum of care provided for students. The presentation highlighted:
 - The mission of Student Care Services.
 - The number of student-of-concern referrals from 2013 to 2021.
 - The breakdown of the campus and community referral sources and the types of referral.
 - Counseling and Psychological Services (CAPS) Stepped Care Model and the data on the increased percentage of need of mental health services for students.
 - The 98.8% completion rate of Kognito that has led to an increase in faculty and

staff abilities to help refer students to the resources they need.

- Leadership updates including the selection of Andrea Guzman as Vice President for Diversity, Equity and Inclusion.

The trustees had the following comments:

- Mills recognized the accomplishments highlighted by the Chair and President.
- Gaekwad asked that the trustees be provided with a breakdown on how the university spends the \$40 million gift.
- Christy asked that the gift also be reviewed as part of the Finance and Facilities Subcommittee on evaluating the university investment policies.
- Harrington raised the need for additional voluntary training of faculty. He requested that CAPS resources be shared with faculty as they interact with students on a consistent basis.

COMMITTEE REPORTS

Seay called on Youndy Cook, Interim Vice President and General Counsel, to read any disclosures of conflict of interest from the trustees. There were no disclosures.

ADVANCEMENT COMMITTEE REPORT

Condello, Chair of the Advancement Committee, reported highlights from the committee meeting held on June 16, 2021.

AUDIT AND COMPLIANCE COMMITTEE REPORT

Christy, Chair of the Audit and Compliance Committee, stated that the committee had not met since the last Board meeting.

COMPENSATION AND LABOR COMMITTEE REPORT

Conte, Chair of the Compensation and Labor Committee, reported highlights from the committee meeting held on June 16, 2021.

CL-1 Presidential Assessment and Incentive Plan

Conte moved to approve CL-1 with Harrington providing the second. The motion passed.

EDUCATIONAL PROGRAMS COMMITTEE REPORT

Martins, Chair of the Educational Programs Committee, reported highlights from the committee meeting held on June 16, 2021.

EP-1 Tenure with Hire

Martins moved to approve EP-1 with McAlpin providing the second. The motion passed.

Martins reported that EP-2 and EP-3 were unanimously approved by the committee and placed on the Board's consent agenda.

EXECUTIVE COMMITTEE REPORT

Seay, Chair of the Executive Committee, reported highlights from the committee meeting held on May 4, 2021.

FINANCE AND FACILITIES COMMITTEE REPORT

Mills, Chair of the Finance and Facilities Committee, reported on highlights from the meeting held on June 16, 2021.

FF-1 Five-Year Capital Improvement Plan

Mills moved to approve FF-1 with Altizer providing the second. The motion passed.

FF-2 Proposed 2021-22 University Operating Budget

Mills moved to approve FF-2 with McAlpin providing the second. The motion passed.

Mills reported that FF-3 through FF-7 were unanimously approved by the committee and placed on the Board's consent agenda.

GOVERNANCE COMMITTEE REPORT

Okaty, Chair of the Governance Committee, reported highlights from the committee meeting held on June 16, 2021.

GOV-1 New Board Committee Structure

Prior to the motion, Gaekwad questioned the appointments, asking why the appointments were coming to the Board when there will soon be a transition of the Board Chair. It was clarified by Okaty that the approvals on the consent agenda are the DSO Board appointments, and not appointments associated with the Board's committee restructuring. It was further clarified that the Governance Committee was making recommendations for the new committee structure and charters, but the new Board Chair would appoint the committee chairs and membership.

Okaty outlined the process for reaching the proposed committee restructuring recommendation, noting the Board's approval would include dissolving the current committee structure and adopting the new charters. The exception to this is the Audit and Compliance Committee's charter. The changes would be effective July 1. He also summarized the proposed changes to the committee structure, including splitting the Finance and Facilities Committee and folding responsibilities of the Compensation and Labor Committee into the Governance Committee.

Okaty then summarized the comments that were received during committee, including the timing of restructuring and concern over the composition of the Executive Committee not including the Faculty Senate Chair and Student Government President. Okaty moved to approve GOV-1.

The trustees had the following comments:

- Gaekwad expressed concern with having an Executive Committee, as he personally believes it excludes the trustees who are not serving as committee chairs. It was clarified that all trustees have been invited and are encouraged to attend Executive Committee meetings. Gaekwad requested that the incoming Chair or Vice Chair consider dissolving the Executive Committee.
- Seay commented that the Executive Committee was set up with the committee chairs to ensure the Board was covering and understanding the issues the Board was responsible for addressing. She clarified that it was not the Chair's position to establish or eliminate a committee. It was a recommendation that came to the full Board for a vote.
- Harrington voiced concerns over having the topics of strategic planning, culture and climate, and diversity, equity and inclusion, in the Executive Committee charter, since he believes these are specifically the issues the faculty and student are on the board for and should be part of those discussions at the beginning.

Harrington made a motion to amend GOV-1 to add to the proposed Executive Committee charter's Membership section, "The Chair may add members of the committee."

Okaty noted that the original motion had not yet been seconded. Martins then seconded the original motion made by Okaty.

- Hall expressed her further consideration of the committee restructuring following the Governance Committee meeting and echoed trustees Harrington's statement. She feels it is imperative not just to allow, but to ensure that student and faculty voices are heard in all capacities.

Mills asked Okaty to restate the original motion. Okaty restated the original motion as moving approval of GOV-1, the new committee structure and charters, resulting in all existing committees being dissolved and the new committee structure being effective July 1, with the exception of the Audit and Compliance Committee charter that will remain unchanged.

Seay asked President Cartwright to share his opinion on the Executive Committee's purpose. Cartwright commented that when considering the structure, the items in question - strategic planning, culture and climate and diversity, equity, and inclusion - touch every committee. The purpose of having the topics in the Executive Committee as a coordinating body ensures coordination amongst all the committees about the different topics. The intent is that everyone would be involved in the strategic planning process. He further articulated the need for a Strategic Planning Committee at the University that will be the operational committee to determine process. This committee will include students and faculty.

Following further clarification of Harrington's amended motion, Hall provided the second.

Following further discussion and clarification to the process for approving the amended motion, Okaty restated the amended motion as follows:

Amend GOV-1, which would amend the Executive Committee Charter to provide that the membership not only include the Chair, Vice Chair and committee chairs, but also additional members at the discretion of the Board Chair.

The amended motion to GOV-1 passed with Okaty, Conte, and Seay opposing.

The GOV-1 motion, as amended, passed unanimously.

GOV-2 Tenth Amended and Restated Bylaws of the University of Central Florida Board of Trustees

Okaty moved to approve GOV-2 including the full slate of bylaws revisions presented, as well as waive the 10-day notice requirement. Christy provided the second.

Harrington moved to amend Section 6.3 of the bylaws to be consistent with the amended Executive Committee charter language adopted as part of amended GOV-1. Hall provided the second.

The amended motion passed unanimously.

GOV-2, as amended, passed unanimously.

CONSENT AGENDA

Mills moved to approve the consent agenda with Harrington providing the second. The motion passed.

DISCUSSION

INFO -1 Academic Health Sciences Center Update

Seay said the success of the Academic Health Sciences Center (AHSC) is critical for both the university and our community. Cartwright said the university engaged Manatt Health Strategies to work with AHSC and university leadership to develop options and solutions to address the critical issues for building the AHSC for the future.

Cartwright said Deborah German, Vice President for Health Affairs and Dean, College of Medicine, and Manatt Health Strategies consultants will provide an update on the strategic planning process and allow trustee conversation around the process. He said as work continues to finalize the AHSC strategic plan by October of this year, additional work sessions with the Board will be scheduled that include deeper dives into the finances of the university's health enterprise.

Cartwright recognized German who introduced Manatt consultants Dr. Darrell Kirch and Shannon Lorbiecki.

The presentation included an overview of the AHSC and highlighted:

- The value of an AHSC in a major research university and the value and benefits of an integrated AHSC.
- The timeline for the university and its AHSC as well as the overview of the UCF AHSC College as of Fall 2020.
- Overview of the strategic process, timeline, planning structure, and framework.

The trustees had the following comments:

- Conte discussed how important the College of Medicine and College of AHSC is to the university's goal of becoming a top fifty research university and encouraged the trustees to remember that especially when it comes to funding. He also discussed looking into the future of what it will mean for the community.
- Gaekwad discussed how tourism can play a part in the advancement of the program and suggests that businesses and trustees be part of the shareholder discussions. He also said they should consider partnerships, including partnerships with more than one hospital.
- Seay noted how Orlando is the center for simulation and how it can be a benefit in the medical field.
- Mills discussed how essential the medical campus and UCF's medical work is to the community of Orlando. He also asked Dr. German about the trustees being invited to the Lake Nona Health Care forum.
- Conte asked German about a tour of the nurse simulation program once open.
- Altizer discussed how impressed she was with the medical city and requests suggestions from leadership on how trustees and the university can spread the word about what is being done at Lake Nona.

NEW BUSINESS

Seay said there was one item of new business.

BOT-1 Election of Chair and Vice Chair of the UCF Board of Trustees

Seay asked Okaty to moderate this discussion. Okaty said that the Governance Committee was putting forth two candidates: Alex Martins as Chair and Harold Mills as Vice Chair.

Okaty moved to approve BOT-1 with Gaekwad providing the second.

The trustees had the following comments:

- Gaekwad suggests the incoming Chair consider dissolving the Executive Committee.
- Christy recommends that the Governance Committee review their process regarding sharing the number of nominations received for each candidate. Gaekwad concurred.

The motion passed unanimously.

Seay recognized Chair Elect Martins, Vice Chair Elect Mills and President Cartwright for remarks.

Seay asked if there was any other new business to come before the Board and no new business was brought forward.

Seay said the working lunch discussion of University Decision Making and Shared Governance would be postponed to a later meeting.

ANNOUNCEMENTS

Seay made several announcements regarding upcoming meetings.

ADJOURNMENT

Seay adjourned the board meeting at 12:30 p.m.

Reviewed by: _____ Date: _____
Beverly Seay, Chair UCF Board of Trustees

Respectfully submitted: _____ Date: _____
Mike Kilbride, Associate Corporate Secretary