



Board of Trustees Meeting

Board of Trustees

Jun 17, 2021 8:30 AM - 1:30 PM EDT

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5 THINGS TO KNOW

READ MORE ABOUT UCF AT [UCF.EDU/NEWS](https://ucf.edu/news)



Innovating Breakthroughs in Engineering and Healthcare

Five UCF professors were selected to receive National Science Foundation CAREER grants, which recognize early-career professionals who demonstrate promising research. In the past 10 years, UCF has had more than 50 awardees. This year's recipients are Assistant Professor of Biomedical Sciences Salvador Almagro-Moreno, Assistant Professor of Mechanical Engineering Samik Bhattacharya, Assistant Professor of Computer Science Yanjie Fu, Assistant Professor of Materials Science and Engineering Lorraine Leonand, and Assistant Professor of Mechanical Engineering Robert Steward Jr.



2 Conducting Clinical Trials for PTSD Treatment

UCF RESTORES, a nonprofit trauma research center and treatment clinic at UCF, has developed a virtual reality treatment tool that is now in clinical trials. Since 2011, UCF RESTORES has worked to change the way PTSD is understood, diagnosed and treated. Combining exposure therapy, emerging technology such as VR, as well as individual and group therapy sessions, the clinic's approach has resulted in 66% of participants with combat-related trauma and 76% of first responders no longer meeting the diagnostic criteria for PTSD following three weeks of intensive treatment.



3 Advancing to North American Championships for Programming

UCF's programming team advanced to the North American championship tournament in the 2021 International Collegiate Programming Contest. They represent one of 32 teams — out of the more than 1,000 that entered — that will compete in this prestigious collegiate programming contest, which will be held on UCF's campus for the first time this August.



4 Placing Second in International Aircraft Competition

UCF's student-built remote-controlled aircraft took first in the U.S. and second in the world at the American Institute of Aeronautics and Astronautics' 2021 Design Build Fly competition. Designed by eight aerospace engineering students, UCF's aircraft achieved a virtual tie with the winning team from Dayananda Sagar College of Engineering in India, which was given a tie-breaking advantage by contest judges, according to AIAA.



5 Garnering Recognition for World-Changing Ideas

Fast Company magazine selected a technology pioneered at UCF as one of its 2021 "World Changing Ideas" from a list of more than 4,000 nominations. Developed by Assistant Professor of Industrial Engineering Ben Sawyer '14MS '15PhD and his team, the technology will make it easier for people to read digital text at a high speed with increased comprehension. The readability technology is a collaboration between Sawyer, Adobe and the nonprofit Readability Matters.



UNIVERSITY OF CENTRAL FLORIDA

**Board of Trustees Meeting
June 17, 2021
FAIRWINDS Alumni Center
8:30 a.m. – 1:30 p.m.**

Livestream: <https://youtu.be/dG-gEOT44V8>

AGENDA

- | | |
|--|---|
| 1. Welcome and Call to Order | Beverly Seay, <i>Chair, UCF Board of Trustees</i> |
| 2. Roll Call | Karen Monteleone, <i>Assistant Vice President, Board Relations</i> |
| 3. Public Comment | Karen Monteleone |
| 4. Minutes of the April 22, 2021 meeting | Chair Seay |
| 5. Remarks (10-minutes) | Chair Seay |
| 6. Reports (45-minutes) | Chair Seay |
| Discussion | President's Action Report
Alexander Cartwright, <i>President</i> |
| 7. Committee Reports (60-minutes) | |
| Advancement | Chair Condello |
| Audit and Compliance | Chair Christy |
| Compensation and Labor | Chair Conte |
| CL – 1 Motion | Presidential Assessment and Incentive Plan |
| Educational Programs | Chair Martins |
| EP – 1 Motion | Tenure with Hire |

Executive Committee		Chair Seay
Finance and Facilities		Chair Mills
FF – 1	Motion	Five-Year Capital Improvement Plan
FF – 2	Motion	Proposed 2021-22 University Operating Budget
Governance		Chair Okaty
GOV – 1	Motion	New Board Committee Structure
GOV – 2	Motion	Tenth Amended and Restated Bylaws of the University of Central Florida Board of Trustees
8. Consent Agenda		Chair Seay
EP – 2	Motion	Conferral of Degrees (<i>Martins</i>)
EP – 3	Motion	New Degree Program Proposal – Masters in FinTech (<i>Martins</i>)
FF – 3	Motion	Release of Unrestricted UCF Stadium Corporation Revenues (<i>Mills</i>)
FF – 4	Motion	Renewal of Reducing Revolving Line of Credit – Fifth Third Bank (<i>Mills</i>)
FF – 5	Motion	Renewal of the License for the Canvas Learning Management System Platform (<i>Mills</i>)
FF – 6	Motion	Direct Support Organizations’ 2021-22 Budgets (<i>Mills</i>)
FF – 7	Motion	FY 2020-21 Budget Authority Increase for Contracts and Grants (C&G) (<i>Mills</i>)
GOV – 3	Motion	UCF Foundation Bylaws Amendments (<i>Okaty</i>)
GOV – 4	Motion	Professional Employer Organization Arrangement and Formation of CFCPO Subsidiary (<i>Okaty</i>)
GOV – 5	Motion	Appointment of Board Members to the UCF Foundation (<i>Okaty</i>)
GOV – 6	Motion	Appointment of Board Member to Central Florida Clinical Practice Organization (<i>Okaty</i>)

GOV – 7	Motion	Appointment of Board Member to UCF Stadium Corporation (<i>Okaty</i>)
GOV – 8	Motion	Appointment of Board Member to UCF Academic Health (<i>Okaty</i>)
GOV – 9	Motion	Amendments to University Regulation UCF-2.003 Admission of Graduate Students (<i>Okaty</i>)
GOV – 10	Motion	Amendments to University Regulation UCF-2.029 Patents, Trademarks, and Trade Secrets (<i>Okaty</i>)
GOV – 11	Motion	Amendments to University Regulations UCF-3.040 Benefits and Hours of Work and 3.042 Separations of Employment (<i>Okaty</i>)
GOV – 12	Motion	Amendments to University Regulation UCF-4.034 University Direct Support Organizations (<i>Okaty</i>)
GOV – 13	Motion	Amendments to University Regulation UCF-5.016 Student Academic Appeals (<i>Okaty</i>)
9. Break (<i>15-minutes</i>)		
10. Discussion (<i>45-minutes</i>)		Chair Seay
INFO -1	Information	Academic Health Sciences Center Update President Cartwright Deborah German, <i>Vice President for UCF Health Affairs and Dean, College of Medicine</i> Dr. Darrell Kirch and Shannon Lorbiecki, <i>Manatt Consultants</i>
11. New Business (<i>30-minutes</i>)		
BOT – 1	Motion	Election of Chair and Vice Chair of the UCF Board of Trustees Trustee Michael Okaty
12. Break (<i>15-minutes</i>)		
13. Working Lunch (<i>60-minutes</i>)		
	Discussion	University Decision Making and Shared Governance President Cartwright

Michael Johnson, *Provost and Vice President for Academic Affairs*
Jana Jasinski, *Vice Provost for Faculty Excellence*

14. Announcements

Chair Seay

June 22 – 23, 2021

Board of Governors Meeting
(*University of South Florida St. Petersburg campus*)

July 22, 2021

Board of Trustees Virtual Meeting
(*as needed*)

August 11, 2021

Board of Trustees Committee Day
(*TBD*)

August 19, 2021

Board of Trustees Meeting
(*FAIRWINDS Alumni Center*)

15. Adjournment

Chair Seay

**Minutes
Board of Trustees Meeting
University of Central Florida
April 22, 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 and Trustees Tiffany Altizer, Bill Christy, Joseph Conte, Joseph Harrington, Sabrina La Rosa, Alex Martins and Caryl McAlpin.

The following board members attended the meeting virtually: Vice Chair Harold Mills and Trustees Jeff Condello, Danny Gaekwad, Michael Okaty and John Sprouls.

PUBLIC COMMENT

There were four requests for public comment.

Comments by Terri Walsh, Jonathan Alsacka and Ashley Stickel were related to the College of Business.

Kathleen Hass commented on the termination of department administrative staff within the College of Business.

MINUTES

Seay called for approval of the meeting minutes of the February 18, 2021 meeting. Christy moved to approve the minutes with Conte providing the second. The motion passed.

REMARKS

Seay said that Alex Martins was reappointed to the Board of Trustees. She recognized former Trustee Kenneth Bradley and outgoing Student Government President Trustee Sabrina La Rosa for their outstanding contributions to the Board.

Seay thanked new Trustees Altizer, Christy, and Condello for their leadership since becoming board members. She also recognized Student Government President-Elect Meg Hall stating that she will be joining the Board in May.

Seay highlighted several priorities of the Board of Governors (BOG):

- UCF had a 98% participation rate in Kognito, a system-wide mental health literacy program. This was the second-highest rate in the System.
- The March BOG Task Force on Academic and Workforce Alignment highlighted how the State University System can support future talent needs of Florida's aerospace industry. Seay stated that *Aviation Week* ranks UCF second in graduates having skills needed by employers in the aerospace and defense industries and that for six years in a row, UCF has been the number one supplier of engineering talent to the aerospace and defense industries.
- The BOG Office regularly conducts an environmental scan to identify labor market demand for university graduates. Seay said that reports and trends identified during this process assist in updating the BOG's official list of academic Programs of Strategic Emphasis. Seay said that two of the 10 Performance Funding metrics measure the number of baccalaureate and graduate degrees awarded within these programs and UCF scores a perfect 10 points for both bachelor's and graduate degrees in programs of strategic emphasis.

REPORTS

President's Action Report

President Alexander Cartwright reflected on his one-year anniversary with UCF. He thanked the Board for the opportunity to serve as President and expressed his gratitude for the Board's support and counsel over the past 12 months.

Cartwright highlighted student and faculty excellence:

- New record achievements for NSF Graduate Research Fellows (16 awardees and 7 honorable mentions) and Goldwater Scholars (4 recipients), which tied UCF for fourth in the country alongside Harvard, MIT, Yale and John Hopkins.
- Welcomed Order of Pegasus students from the Class of 2020 and Class of 2021 to address the Board: Taylor Pryor, Taylor Duffy, Padmavathi Ganduri and Riya Shah.
- Recognized five faculty members who were recipients of this year's Pegasus Professor award and highlighted the national and international impact on their areas of expertise: Issa Batarseh, Professor of Electrical Engineering and Director of the Florida Power Electronics Center; Cristina Fernández-Valle, Professor of Medicine; Luis Martínez-Fernández, Professor of History; Marshall Schminke, BB& T Professor of Business Ethics; and Jeffrey Stout, Professor of Kinesiology and Founding Director of the School of Kinesiology and Physical Therapy.

Cartwright recognized Janet Owen, Vice President for Government Relations and Community Relations, for a legislative update.

Cartwright continued his report with the following updates:

- The university will resume in-person commencement ceremonies this semester, with students having the opportunity for either a socially distanced traditional ceremony or a

Grad Walk experience.

- Plans to return to more normal operations in Fall 2021, highlighting that extra on-campus classes would be added in Summer B.
- An update on a national search for UCF's first Vice President of Diversity, Equity and Inclusion.
- Feedback from meetings with the President's Student Advisory Council and senior leaders across campus is allowing for the creation of workgroups to deliver action in key areas like academic and online learning; mental health; diversity, equity and inclusion; student success initiatives and student accessibility; and graduate student concerns.
- Michael Morsberger, Vice President for Advancement, will be stepping down from his role as Vice President for Advancement. Karen Cochran has agreed to serve as Interim Vice President after Morsberger's resignation.

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

Gaekwad, Chair of the Advancement Committee, reported highlights from the committee meeting held on April 14, 2021.

AUDIT AND COMPLIANCE COMMITTEE REPORT

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

COMPENSATION AND LABOR COMMITTEE REPORT

Sprouls, Chair of the Compensation and Labor Committee, stated that the committee had not met since the last Board meeting.

EDUCATIONAL PROGRAMS COMMITTEE REPORT

Martins, Chair of the Educational Programs Committee, reported highlights from the committee meeting held on April 14, 2021.

EP-1 2021 UCF Accountability Plan

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

Martins reported that EP-2 through EP-6 were unanimously approved by the committee and placed on the Board's consent agenda.

EXECUTIVE COMMITTEE REPORT

Seay, Chair of the Executive Committee, stated that the committee had not met since the last Board meeting, but the committee will meet on May 4, 2021. She encouraged all trustees to attend the upcoming Executive Committee meeting.

FINANCE AND FACILITIES COMMITTEE REPORT

Mills, Chair of the Finance and Facilities Committee, reported on highlights from the meeting held on April 14, 2021.

Mills reported that FF-1 through FF-4 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 April 14, 2021.

GOV-1 Direct Support Organization Project Governance Recommendations

Okaty moved to approve GOV-1 with Martins providing the second. The motion passed.

Okaty reported that GOV-2 through GOV-7 were unanimously approved by the committee and placed on the Board's consent agenda.

CONSENT AGENDA

Gaekwad asked to remove item EP – 3, 2021 Tenure Recommendations from the consent agenda.

Harrington moved to approve the consent agenda with the removal of item EP – 3. La Rosa provided the second.

During discussion, Condello stated he believes the university can do better in accountability measures for tenured professors and would not be in support of EP – 3 Tenure Recommendations. Seay clarified that Gaekwad removed EP – 3 from the consent agenda and that it would be taken up separate from the consent agenda.

The motion to approve the consent agenda with the removal of EP – 3 passed.

EP-3 Tenure Recommendations

Martins moved to approve EP – 3 with McAlpin providing the second. Seay opened the floor for discussion by asking Trustee Gaekwad to begin with his questions.

At Chair Seay's request, Interim Provost Michael Johnson addressed Gaekwad's question on the meaning of tenure.

The trustees had the following comments:

- Gaekwad asked for a matrix on the financial impact of tenure. Seay said this information was presented at the Board's November Research Workshop, and that it will again be shared with the Board.
- Seay clarified the difference between research in industry and research in academia.
- Okaty commented on the approval process in place for awarding tenure and suggested that going forward, tenure is a non-consent item with an accompanying presentation.
- Mills said he believes it is possible for the university to be a financially stable institution with the existence of tenure.
- Harrington shared an example from another institution that illustrates how tenure is part of a competitive landscape in higher education. He also commented on the process for awarding tenure and affirmed that the faculty being considered had been fully vetted.
- La Rosa shared the student perspective by acknowledging that overall students understand and appreciate the value of having tenured faculty.
- Gaekwad asked for benchmarking data. Johnson clarified that the university does regularly benchmark itself against many universities including State University System institutions, University Innovation Alliance institutions and a self-selected group of near peers, some aspirational and some like UCF. He noted that in citations of scholarly work, an important means of measuring the success of an individual's research, UCF is 52nd among the nation's public, premier institutions and tied for third among R1 institutions in Florida. He further elaborated on the meaning of tenure.
- Conte asked for data that provides a correlation between UCF's percentage of tenured faculty compared to the professorial full-time employees. He would like to understand how that compares to other universities. Conte would also like this information specific to the 45 faculty members being recommended for tenure. Seay said this information would again be shared with the Board and requested that information on patents also be shared.
- Martins agreed with the importance of benchmarking and evaluating the impact of research but stressed how tenure is a fundamental part of a R1 university.
- Seay acknowledged and agreed with statements regarding a tenure workshop. Martins, as Chair of the Educational Programs Committee, said he and the Provost would prepare a tenure workshop, suggesting it should be held in the off cycle of tenure approvals.

The motion passed with opposition from Gaekwad and Condello.

NEW BUSINESS

There was no new business to come before the Board.

TRANSFORMATIONAL LEADERSHIP, OPERATIONS AND PLANNING DISCUSSIONS

Transformational Leadership and Strategic Alignment

Seay reiterated that although the Board works directly and closely with the President, the decisions regarding university operations are driven by the President. Seay called on Cartwright for his presentation.

Cartwright outlined his framework for organizing the university's core functions.

The trustees had no comments.

Progress Towards Operational Excellence

Seay recognized Gerald Hector, Senior Vice President for Administration and Finance and Matthew Hall, Vice President for Information Technology and CIO to address the Board.

Hector presented on 'A Culture of Excellence in Administration and Finance.' Hall presented on "IT@UCF Assess and Transform 2021."

Trustees Martins and Mills complimented Hector and Hall on their presentations.

FY22 BOARD WORK PLANNING

Bi-Annual Board Self-Assessment Results

Seay called on Okaty to present the Board Self-Assessment Survey summary presentation.

Following Okaty's presentation, there was a discussion that included several comments and suggestions from trustees regarding how meeting materials and meeting preparation processes can be enhanced to help trustees come better prepared for discussions. Chair Seay stated that she has asked the Board Office to work with the Board on developing an annual work plan that identifies themes for each meeting. In doing so, Communications and Marketing can also identify news articles tied to the meeting theme for trustees to read in advance.

Committee Restructuring for Strategic Alignment

Seay called on Okaty to present preliminary recommendations on committee restructuring.

Following Okaty's presentation, the trustees had the following comments:

- Martins asked if different trustees would be appointed to the proposed Finance Committee and Facilities and Infrastructure Committee to ensure checks and balances.
- Seay commented on the different skills trustees would bring to each committee, particularly in the areas of facilities and finance.
- Christy expressed that while composition could be separate, trustees should attend both committee meetings to hear the discussions.
- Mills stated that at the Board level the concept of checks and balances should not be a factor in the decision, but he supports the split given the volume of work, which he believes is a consideration.
- Okaty replied to Mills' comment by clarifying that ultimately consensus building is the goal by having more trustees engaged in the respective discussions.
- Harrington commented on having joint meetings when an item involves two committees.

FY21/22 Strategic Planning for becoming a Top 50 Public Research University

Seay introduced the final topic and moderated a discussion on plans to begin the strategic planning process.

The trustees had the following comments:

- Conte suggested having a progression in the plan to identify the top three or four strategic priorities. He also suggested taking a more practical approach to ensure the plan is useful and easily understood. He suggested a three-year plan as opposed to five years or more.
- Cartwright agreed and talked about the concept of a roadmap that includes milestones to be accomplished by certain dates, all while having the long-term goal in mind of where UCF is heading as a university.
- Mills asked for clarification of the BOG's requirement on the required length of time for a strategic plan. Cook later clarified the requirement outlined in BOG Regulation 1.001.
- Harrington would like the plan to focus on achievable paths that define the steps and problems that must be solved to reach each goal.
- Seay stated that the plan should be reviewed by the Board at every meeting. Cartwright commented on the use of dashboards for measuring the plan's progress and acknowledged that there are items in the current strategic plan that should be considered for the next plan.
- Mills suggested integrating UCF's workplan into the strategic plan to make it more substantive and give the Board a regular platform to discuss both.
- Seay asked Cartwright if he would be ready by the June meeting to share with the Board the priority areas coming to the top. Cartwright said he can commit to having the information together, including an assessment of the previous plan, how the BOG's plan will be considered in the process, and milestones that must be achieved over the next few months to be ready to officially launch the process.
- Martins concluded the discussion by stating that the process should address the question of "What do we want to be known for?"
- Seay commented that we should start with areas UCF is known for now as an institution.

ANNOUNCEMENTS

Seay made several announcements regarding upcoming meetings.

ADJOURNMENT

Seay adjourned the board meeting at 1:35 p.m.

Reviewed by: _____

Date: _____

Beverly Seay, Chair UCF Board of Trustees

Respectfully submitted: _____

Date: _____

Janet Owen, Associate Corporate Secretary

UCF BOARD OF TRUSTEES
Agenda Item Summary
June 17, 2021

Title: Presidential Assessment and Incentive Plan

☐ **Information** ☐ **Information for upcoming action** ☒ **Action**

Meeting Date for Upcoming Action: _____

Materials forthcoming.

UCF BOARD OF TRUSTEES
Agenda Item Summary
June 17, 2021

Title: Tenure with Hire

☐ Information ☐ Information for upcoming action ☒ Action

Meeting Date for Upcoming Action: N/A

Purpose and Issues to be Considered:

The recommendation of a faculty member for tenure shall signify that the president and the Board of Trustees believe that the employee will continue to make significant and sustained professional contributions to the university and the academic community.

The primary purpose of tenure is to protect academic freedom. The award of tenure shall provide annual reappointment until voluntary resignation, retirement, removal for just cause, or layoff.

Background Information:

New faculty members are hired each year with tenure. Normally, such faculty members have earned tenure at their previous institution and meet UCF's requirements for tenure. For others, tenure is part of the hiring package when senior faculty members are hired for administrative positions. Department faculty members and the university's administrative officers have approved granting tenure to these faculty members.

Recommended Action:

The department, college and Provost support the recommendations for tenure with hire.

Alternatives to Decision:

N/A

Fiscal Impact and Source of Funding:

Faculty are considered employees of the university and like other employees, compensation is negotiated during the hiring process. Recommendations for tenure are considered independently from compensation. Faculty who are awarded tenure will have annual reappointment until voluntary resignation, retirement, removal for just cause, or layoff.

Authority for Board of Trustees Action:

UCF 3.015(4)(a)5 – Promotion and Tenure of Tenured and Tenure-earning Faculty

Contract Reviewed/Approved by General Counsel ☐ N/A ☒

Committee Chair or Chair of the Board has approved adding this item to the agenda ☒

Submitted by:

Jana L. Jasinski, Vice Provost for Faculty Excellence and Pegasus Professor of Sociology

Supporting Documentation:

Attachment A: Tenure with Hire Justification

Facilitators/Presenters:

Michael D. Johnson, Interim Provost and Vice President for Academic Affairs

Jana L. Jasinski

Tenure with Hire Justification

Mona Shattell, Professor

College of Nursing, Department of Nursing Systems

Dr. Mona Shattell received her Ph.D. in nursing from the University of Tennessee. She comes to UCF from Johns Hopkins University, where she was a tenured professor of nursing. At UCF, she will serve as the Chair of the Department of Nursing Systems and the Hugh F. and Jeannette G. McKean Endowed Chair. While at Johns Hopkins University, Dr. Shattell was the Associate Dean for Faculty Development and a joint appointment with Bloomberg School of Public Health, Department of Environmental Health and Engineering. Her Fellow inductions include the American Academy of Nursing, the Institute of Medicine Chicago, and Sigma Theta Tau International Nurse Researcher Hall of Fame. Dr. Shattell is a nationally and internationally recognized leader in psychiatric mental health nursing practice and one of the few researchers to study the mental health of long-haul truck drivers. She has published numerous peer-reviewed journal articles, book chapters, presented at regional, national, and international conferences and keynote addresses. Dr. Shattell has extensive teaching experience at the undergraduate and graduate levels, teaching mental health, health care policy, finance, ethics, and health care law. Dr. Shattell serves as *Journal of Psychosocial Nursing and Mental Health Services* editor, among many other service activities in the profession, school, and university. The Department of Nursing Systems and College of Nursing support the recommendation for tenure with hire.

Mercedeh Khajavikhan, Professor

College of Optics and Photonics

Dr. Mercedeh Khajavikhan received her Ph.D. in electrical engineering from the University of Minnesota. She comes to UCF from the University of Southern California, where she was a tenured associate professor of electrical and computer engineering. Dr. Khajavikhan previously held a tenured faculty position at the University of Central Florida. Among her numerous honors, she was named a fellow of The Optical Society of America, received the Defense Advanced Research Projects Agency (DARPA) Director's Fellowship, a UCF Luminary Award, DARPA Young Faculty Award, Excellence in Graduate Teaching Award – UCF CREOL, Office of Naval Research Young Investigator Award, and a National Science Foundation Early CAREER Award. Over the past five years, she has awards of over \$8.5 million in external funding. Dr. Khajavikhan is a well-established educator and researcher in the area of nano-lasers and topological photonics. She is a highly cited author with numerous peer-reviewed journal publications and has presented at many regional, national, and international conferences, invited talks, and seminars.

Professor Khajavikhan has extensive teaching experience at undergraduate and graduate levels, developing and introducing several areas, including optoelectronics courses, photonics lab, quantum electronics, electromagnetics, and laser engineering.

Professor Khajavikhan has mentored postdoctoral scholars and research scientists; also graduated multiple Ph.D. and M.S. students. Khajavikhan served as *Optics Express* and *Applied Physics Letters* topical editor, among many other service activities in the profession, college, and university. The College of Optics and Photonics supports the recommendation for tenure with hire.

UCF BOARD OF TRUSTEES
Agenda Item Summary
June 17, 2021

Title: Five-Year Capital Improvement Plan

☐ Information ☐ Information for upcoming action ☒ Action

Meeting Date for Upcoming Action: _____

Purpose and Issues to be Considered:

The projects included in the CIP adhere to criteria prescribed by the Board of Governors:

1. Remodeling/Renovation/Maintenance/Repair

Funds will be requested from PECO pursuant to formula as required by section 1013.64(1)(a), Florida Statutes, and should not be included by the university on the CIP – this funding will be requested as the top system issue by the Board of Governors.

2. Projects Previously Funded by the Legislature

Projects previously funded by the Legislature, effective July 1, 2017, or later, should be listed next on the CIP; these are considered “Previously Funded”. If a university has more than one such project, priority should be given to those projects which can be most rapidly brought to completion.

3. Capital Renewal and Stewardship of Existing Facilities

- a) Subsystem Requests – Each board of trustees shall prioritize capital renewal and stewardship projects for individual subsystems of existing facilities which have failed or are functioning with substantial degradation in efficiency or performing at increased cost. This must be done on a line-item basis.
- b) Multiple Subsystem Requests – Renovation of multiple subsystems of an existing facility may be requested only if approved pursuant to an Educational Plant Survey.
- c) Demolition – Funding for demolition of an existing facility may be requested only if approved pursuant to an Educational Plant Survey.

4. New Facility Request

A New Facility Request must address the following demand indicators:

- a) Will it improve the national ranking of a specific college, e.g., Music, Business, etc.?
- b) Will it allow for creation of a new academic program?
- c) Will it create both new research capability and capacity, requiring material institutional support?
- d) Will it expand current course offerings?
- e) Will it address campus-wide needs?

New Facility Requests **must also** be supported by an existing Educational Plant Survey, a business case study; and a Plant Operations and Maintenance (PO&M) Budget Amendment, showing in detail how the existing operating budget will be adjusted to address the increased PO&M costs without additional state funds. Alternatively, identify non-state funding for the new facility.

Background Information:

Pursuant to 1001.74(12), 1011.40(1), and 1013.60, Florida Statutes, each year the university must submit an updated Capital Improvement Plan (CIP) to the Board of Governors. This plan identifies projects that will be included in the three-year Public Education Capital Outlay (PECO) list and provides information to the State Board of Education for its request for capital project funding for 2022-23. The new buildings listed in the CIP represent the highest university priorities for new construction based on critical need for research space. Once submitted the Board of Governors will evaluate all universities based on the criteria above and a newly established points-based system to present a request for PECO funding to the Legislature. If the State does not approve the funds requested, the University may include the same projects on next year's CIP, or, if available may request authorization to utilize E&G carryforward funds. This document represents the university request for state funding for new construction based on highest priority, it does not represent a comprehensive Capital Plan, which would take into account all appropriate funding sources and capital renewal needs.

Recommended Action:

Approve the Five-Year Capital Improvement Plan as presented.

Alternatives to Decision:

1. Not approve the Five-year Capital Improvement Plan.
2. Recommend changes to the Five-Year Capital Improvement Plan

Fiscal Impact and Source of Funding:

The two highest priority projects are estimated to be \$157,445,120 and we are requesting PECO funds to support the total costs. In addition, approval of the projects will require university commitment to fund an escrow equal to 1% of the project, for these two buildings that represents a commitment of \$1,547,451. The university will also be committed to reallocate existing funding sufficient to cover all building operations and maintenance costs, estimated to be approximately \$3,500,000 annually.

The Plan also requests approval to spend up to \$27,646,087 from available CITF.

Authority for Board of Trustees Action:

Florida Statutes s. 1001.74

Contract Reviewed/Approved by General Counsel ☐ N/A ☒

Committee Chair or Chair of the Board has approved adding this item to the agenda ☒

Submitted by:

Misty Shepherd, Interim Vice President for Administrative Affairs and Chief Operating Officer

Supporting Documentation:

Attachment A: Five-Year Capital Improvement Plan

Facilitators/Presenters:

Misty Shepherd, Interim Vice President for Administrative Affairs and Chief Operating Officer

Duane Siemen, Interim Associate Vice President for Facilities and Safety

CIP-1 NARRATIVE OVERVIEW FOR AGENCY CAPITAL IMPROVEMENTS PLAN (NARRATIVE)

AGENCY: University of Central Florida

AGENCY OBJECTIVES AND POLICIES AS THEY RELATE TO THE CAPITAL IMPROVEMENTS PROGRAM

The University of Central Florida (UCF) is a metropolitan university, which combines a contemporary and local role with one that is both traditional and universal. UCF seeks to serve its local, national, and international constituents by accelerating industry diversification, enhancing quality of life for our residents, and improving the world beyond our borders.

UCF is a leader in many academic, partnership, and research fields including optics and lasers, modeling and simulation, engineering and computer science, business administration, education, hospitality management, health care, and video game design. UCF's programs in communication and the fine arts help fulfill the cultural and entertainment needs of a growing metropolitan area. Through learning, discovery, and partnerships, UCF transforms lives and livelihood.

According to U.S. News & World Report's 2021 Best Colleges guide, UCF ranks among the nation's 20 most innovative universities. UCF is also ranked as a best-value university by Kiplinger and The Princeton Review, as well as one of the nation's most affordable colleges by Forbes.

UCF has a general education program designed to produce well-rounded graduates with a balance of communicative and mathematical skills; historical, social, and scientific knowledge; and ethical, aesthetic, and artistic sensitivity. UCF uses the power of scale and the pursuit of excellence to solve tomorrow's greatest challenges and to make a better future for our students and society. Students explore and address their personal and social responsibility in an interconnected world and become engaged global citizens. The university confers almost 17,000 degrees each year and benefits from a diverse faculty and staff who create a welcoming environment and opportunities for all students to grow, learn, and succeed, in order to lead productive and meaningful lives.

UCF is the No. 1 supplier of graduates to U.S. aerospace and defense industries for the sixth consecutive year, according to Aviation Week Network, and ranks second in the nation for teaching the critical skills needed by employers.

During our first 50 years of existence, the university experienced a tremendous growth period, with great demand and high expectations. With new residents still moving to Central Florida every week, the pressures to keep up with the region's higher education needs are immense.

The university has 13 colleges comprising: Arts and Humanities, Burnett Honors College Business, Community Innovation and Education, Engineering and Computer Science, Graduate Studies, Health Professions and Sciences, Medicine, Nursing, Optics and Photonics, Rosen College of Hospitality Management, Sciences, and Undergraduate Studies. The university will continue to implement new programs at both the undergraduate and graduate levels to meet the needs of a rapidly-developing service area. The university is committed to maintaining the public's trust by offering high-quality programs of instruction, research, and service.

The construction and maintenance of facilities is fundamental to delivery of the university's programs, and requires land improvements and infrastructure improvements. Based on the results of the Educational Plant Survey, UCF is operating at a significant space deficit and is leasing space in locations such as the Central Florida Research Park.

HIGHLIGHTS OF CAPITAL IMPROVEMENTS PROGRAM

This year, the university places a high priority on the renovation of building systems: Chemistry Renovation, Biological Sciences Renovation . New projects include the Learning Lab, Research II, and the Performing Arts Complex Phase II.

CURRENT STATUS OF FACILITY EFFORTS AND HIGHLIGHTS OF FACILITY PROGRAM OVER LAST FIVE YEARS

Over the last five years, the university has upgraded a variety of existing facilities, identified a need for new facilities, and constructed new facilities. This past year, UCF completed construction of the John C. Hitt Library Renovation Phase IA, Student Union Expansion, and the Roth Athletic Center.

Funding of facility maintenance is critical to enable campus buildings to continue to function effectively and safely. Life Safety items have been identified and extensive programs for fire alarm systems, fire code corrections, American Disabilities Act (ADA) requirements, and asbestos abatement projects are being performed as funding becomes available.

SUMMARY OF THE SIZE, USE AND CONDITION OF THE AGENCY'S FACILITIES OPERATIONS

The university's facilities consist of more than 6.5+ million assignable square feet in more than 200 buildings located on 1,415 acres. Since 2012, the University has contracted with the ISES Corporation to benchmark and detail the condition of its E&G facilities. On a triennial basis, Facilities Condition Assessments are performed on each E&G building. Categories inspected include exterior structure and roof system, interior structure, ADA accessibility, energy/water conservation, health, fire/life safety, HVAC, electrical, plumbing, and elevators. This ongoing assessment helps the university prioritize and perform the most critical repairs in a cost-effective manner, therefore helping to avoid the accumulation of deferred maintenance on campus. These reports have become an invaluable tool when renovating existing buildings.

IMPACT OF THE CURRENT AND PROPOSED FACILITIES OPERATIONS SIZE, USE AND CONDITION ON THE AGENCY'S OPERATING BUDGET

Plant operations and maintenance costs to maintain our facilities are critical to the success of the university. By renovating buildings and infrastructure, UCF will be able to extend the lifecycles of its existing buildings, and upgrading the utilities will result in greater energy efficiency, offsetting ever-increasing utility costs.

ALL PROPOSED DEBT OR P3 PROJECTS FOR FY 2022-23 THAT REQUIRE LEGISLATIVE APPROVAL

College of Nursing	\$63,781,430	Construction of a new 90,000 GSF facility to serve College of Nursing academic programs; includes Classrooms, Teaching Labs (Simulation, Essential Skills, Health Assessment, Virtual Reality, Objective Structured Clinical Examination), Study Space, and Office/Conference Space.
Spectrum Stadium expansion (Phase I)	\$48,700,000	Increase of approximately 10,000 in seating capacity in three separate seating sections.
Spectrum Stadium expansion (Phase II)	\$43,500,000	Addition of premium seating tower in southwest sector of stadium.
McNamara Cove	\$2,900,000	Located on ~ 1.5 acres of land immediately adjacent to the southeast corner of Spectrum Stadium, the outdoor resort-style pool facility will feature a 495 ft. x 9 ft. long river and two small activity pools. In addition, the site will include an 1,800 square ft. restroom and dressing facility (unconditioned), sand volleyball courts, and a large concrete-paver deck. Added pavilion building and additional landscaping.
Wayne Densch Sports Center Renovation	\$750,000	Renovation and finish upgrades to interior spaces of the building (opened in 2003) to include the reallocation of space to create more efficient staff work and dressing-room and student-athlete areas.
Wayne Densch Sports Center Entry Atrium	\$1,000,000	Expansion of building to create new formal entry to the WDSC.
Champions Way Pedestrian Path @ Kenneth G. Dixon Athletics Village	\$2,500,000	Pedestrian pathway extending ~2,200 ft. from the Wayne Densch Center for Student-Athlete Leadership (east) to Addition Arena (west). Project will be done in phases as funding allows.
UCF Basketball Excellence Center	\$15,000,000	Comprehensive renovation of south sector of the three-story "The Venue" (the original UCF Arena opened in 1991) to create functional and efficient space for the intercollegiate sports of men's and women's basketball, and women's Volleyball.
Stadium Video/Audio Boards	\$1,500,000	New video display boards at baseball and softball stadiums.
Tennis Training Facility (courts)	\$1,500,000	Eight hard-surface tennis courts and teams' clubhouse.

OTHER FACTORS AFFECTING THE AGENCY'S CAPITAL IMPROVEMENTS PROGRAM

N/A

Summary of Projects - PECO-Eligible Projects

University University of Central Florida

Contact: Gina Seabrook

(name)

407-823-5894

(phone)

gina.seabrook@ucf.edu

(email)

PECO-ELIGIBLE PROJECT REQUESTS (ONLY)

[illegible]

Summary of Projects - CITF Projects

gina.seabrook@ucf.edu

(email)

[illegible][illegible]

Total:	\$ 27,646,087	\$ -	\$ -	\$ -	\$ -
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Summary of Projects - Supplemental Funding

SUPPLEMENTAL FUNDING OF PECO AND/OR CITF PROJECTS (ONLY)

27

Project Detail

University: University of Central Florida

Project Title: Learning Laboratory

Project Address: Main Campus - TBD

PROJECT NARRATIVE

PURPOSE, NEED, SCOPE, RELATIONSHIP OF PROJECT TO AGENCY OBJECTIVES

In late 2017, UCF's Office of the Provost and Academic Affairs convened a university-wide committee to assess academic space and facility needs across campus, and to refine planning for research laboratories, teaching laboratories, and classroom space. Deans and Vice Presidents presented their 5-year visions for academic needs to the committee. Among the highest collective priorities was a need for more and better teaching laboratories and classrooms to support Science, Technology, Engineering, and Math (STEM).

UCF determined that a new innovative, interdisciplinary STEM facility could meet campus-wide needs for teaching laboratories and active learning classrooms for multiple colleges. The UCF 2021-2026 Educational Plant Survey "Needs Assessment" confirms that there remains a deficit of teaching laboratories and classrooms at UCF.

The proposed Learning Laboratory (LL) will be a 150,000 gross square foot (GSF) facility. The facility will provide 100,000 net assignable square feet (NASF) of classrooms, teaching laboratories, and office space to meet the needs of several colleges.

TEACHING LABORATORIES. New state-of-the-art Teaching Labs will replace aging, crowded teaching labs in other buildings, and provide additional space for growth and new programs. The Teaching Labs will provide an appropriate quantity of space per student station, in keeping with current code and recommendations in the Florida State Requirements for Educational Facilities (SREF).

COLLEGE OF SCIENCES (COS)

- Chemistry Teaching Laboratories (10) will be provided to replace those currently located in the 1967 Chemistry building (CHEM); and additional Chemistry Teaching Labs (2) will address current needs.
- Introductory Physics Teaching Labs (4) will replace those currently located in the 1969 Mathematical Sciences Building (MSB); and additional Physics Teaching Labs (2) will address current needs. Physics will retain several Teaching Labs in MSB to support upper level courses.
- A Mixed-Use Teaching Lab will serve both Chemistry and Biology.
- Chemistry Teaching Lab Service will be provided to replace all Teaching Lab Service in CHEM.
- Physics Teaching Lab Service will be provided to support new Physics Teaching Labs in LL. Physics will retain some Teaching Lab Service to support retained Teaching Labs in MSB.

COLLEGE OF MEDICINE, Burnett School of Biomedical Sciences (BSBS)

- Molecular Microbiology Teaching Laboratories (4) will support current needs; and additional Teaching Laboratories (2) will offset any loss of capacity that would result from even the most minor future renovations to existing BSBS Teaching Laboratories (6) located in the 20-year-old Health Sciences II building (HS II).
- Teaching Lab Service will be provided to support BSBS Teaching Labs in LL.

COLLEGE OF ENGINEERING and COMPUTER SCIENCES (CECS)

- Teaching Labs (3) will support the new Bachelor of Science in Materials Science and Engineering (MSE), introduced in Summer of 2019.
- Teaching Lab Service for MSE will be provided.

COLLEGE of COMMUNITY INNOVATION and EDUCATION (CCIE)

- A new MakerSpace will serve K-12 education programs in Science, Technology, Engineering, Arts, and Mathematics (STEAM.)
- The LL will provide a collaborative Science Teaching Laboratory for teacher education.
- See CLASSROOMS regarding the provision of Flexible Learning Studios, where active learning pedagogies can be practiced by future teachers.

GENERAL PURPOSE

- An Open Laboratory will serve as a Tutoring Center for the participating colleges; and replace a small tutoring room in CHEM.
- Additional Teaching Labs (4) will be available to serve STEM colleges that require space.

CLASSROOMS. All classrooms in the facility will be designed to support active learning pedagogies, with furniture and technology to facilitate collaboration and generous space per student station. All classrooms in the facility will be classified as General Purpose, open to the university to partially remediate UCF's classroom space deficit.

Flexible Learning Studios (7) were requested by the College of Community Innovation and Education (CCIE) for teacher education. To improve utilization, the University will use these rooms as General Purpose Classrooms when they are not in use by CCIE.

Large Lecture Halls (2) will support collaborative learning for 200 and 240 students.

- One lecture hall will be tiered to facilitate chemistry and physics demonstrations, with teaming tables oriented toward the instructor area. The students will be arranged in teams of six, with easy circulation around the tables.
- One lecture hall should be furnished to support teaming at round tables. This room may be divisible into two rooms by use of a mobile partition.
- Technology will support distance learning, interactive teaching, and Assistive Listening Devices (ALD) to comply with the Americans with Disabilities Act (ADA).

The large lecture hall(s) will address university and community needs for colloquia, collaboration, and public talks; as well as serving the professional learning components of CCIE.

Classrooms will be served by a shared Storeroom for use by the participating colleges, as well as Breakout and Queueing space to support the comings and goings of large numbers of students.

OFFICE. The facility will not serve as the primary home for any of the participating colleges. Office space will be provided only for personnel who are critical to the success and

- safety of the facility.
- Critical Personnel (lab managers, lab techs) from all four colleges will be provided dedicated office space. Workspace will also be provided for support staff, such as a facility manager, Information Technology, and the Office of Instructional Resources.
 - Touchdown workspace will be provided for teaching assistants (TAs) and faculty working in the facility but officed elsewhere.
 - Several Conference Rooms will be available, including some for use as Office-Hours Rooms by TAs from the participating colleges.

This project will result in the release of outdated Teaching Laboratory and Teaching Laboratory Service space in CHEM, for renovation into classroom and office space to partially remediate UCF's deficits in these space classifications. Further, it will facilitate the release of Teaching Laboratory and Teaching Laboratory Service in MSB, to support other academic units.

SUSTAINABILITY AND LEED

The University of Central Florida is committed to sustainability and continued reduction of energy consumption in new construction projects. As energy costs and demands continue to escalate, achieving higher levels of efficiency has become increasingly important to the university's mission. Since 2007, UCF has mandated LEED certification, with most projects achieving Gold. UCF requires specific individual LEED credits that contribute to UCF's core principles including energy efficiency, water conservation, and indoor air quality for all projects. The Facilities Planning & Construction and Utilities & Energy Services departments provide oversight for all new construction and major renovation projects, and expedite the commissioning process with the latest industry standards to ensure that the university's sustainability goals are met and design parameters achieved.

SPACE CLASSIFICATIONS

The space classification is both teaching laboratory and classroom type. The project will achieve LEED Gold certification with the U.S. Green Building Council (USGBC). Energy consumption will be at least 30% less than the energy standards cited in ANSI/ASHRAE/IES Standard 90.1-2016 Energy Standard for Buildings, and water consumption will be at least 30% less than that of a comparable building. Laboratories will have continuous variable air flow valves with air flow reset capabilities. Domestic and laboratory hot water needs shall be provided primarily by solar thermal energy. The project will utilize the district cooling loop for space cooling needs and will look at alternative measures to provide dehumidification with the classifications of lab spaces and related energy use, and all heating and reheating will be hydronic.

EDUCATIONAL PLANT SURVEY

The 2021-2026 Educational Plant Survey was conducted March 5, 2021 and approved by the UCF Board of Trustees on April 22, 2021. Approval by the SUS Board of Governors is anticipated at their June 22, 2021 meeting.

The most recent UCF Educational Plant Survey (EPS) recommended the Learning Laboratory as Project 5.2.

1% RESERVE ESCROW [per F.S. 1001.706 (12) c.] This pertains to PECO projects only, not CITF

Building / project value:	\$	69,159,431
Basis / source of valuation:		
1st Year escrow deposit:	\$	691,594
Escrow funding source:		
Comments:		

BUILDING SPACE DESCRIPTION

Space Type (per FICM)	Net Assignable Sq. Ft. (NASF)	Net-to-Gross Conversion Factor	Gross Sq. Ft. (GSF)	Unit Cost * (per GSF)	Building Cost		
NEW CONSTRUCTION							
Classroom	23,900	1.5	35,850	355	12,717,429		
Teaching Lab	68,600	1.5	102,900	387	39,872,721		
Office	7,500	1.5	11,250	360	4,046,400		
	-		-		-		
	-		-		-		
	-		-		-		
	-		-		-		
	-		-		-		
	-		-		-		
Total:	100,000		150,000		56,636,550		
* Apply Unit Cost to total GSF based on Space Type							
REMODELING / RENOVATION						Remodeling Projects Only	
						NASF BEFORE	NASF AFTER
	-		-		-	-	-
	-		-		-	-	-
	-		-		-	-	-
	-		-		-	-	-
	-		-		-	-	-
	-		-		-	-	-
	-		-		-	-	-
	-		-		-	-	-
	-		-		-	-	-
Total:	-		-		-	-	-
Total New Const. and/or							
Remodel / Renovation:	100,000		150,000		56,636,550		

PROJECT FUNDING

	Costs Funded to Date	Projected Costs				
	Year 1	Year 2	Year 3	Year 4	Year 5	Total
Basic Construction Costs						
Building Cost (from above)		56,636,550				56,636,550
Environmental Impacts/Mitigation						
Site Preparation	1,000,000					1,000,000
Landscape / Irrigation			500,000			500,000
Plaza / Walks						
Roadway Improvements						
Parking : _____ spaces						
Telecommunication			1,200,000			1,200,000
Electrical Service						
Water Distribution						
Sanitary Sewer System						
Chilled Water System						
Storm Water System						
Energy Efficient Equipment						
Subtotal: Basic Const. Costs	1,000,000	56,636,550	1,700,000			59,336,550
Other Project Costs						
Land / existing facility acquisition						
Professional Fees	3,239,407					3,239,407
Fire Marshall Fees	122,385					122,385
Inspection Services	273,410					273,410
Insurance Consultant	23,387					23,387
Surveys & Tests	100,000					100,000
Permit / Impact / Environmental Fees	109,447					109,447
Artwork			100,000			100,000
Moveable Furnishings & Equipment		-	2,938,870			2,938,870
Project Contingency	451,920	1,882,969	581,086			2,915,975
Subtotal: Other Project Costs	4,319,956	1,882,969	3,619,956			9,822,881
Total Project Cost:	5,319,956	58,519,519	5,319,956			69,159,431

PROJECT FUNDING

Funding to Date				
<u>Source *</u>	<u>Fiscal Year</u>	<u>Amount</u>		
		-		
		-		
		-		
		-		
		-		
		-		
		-		
	Total:	-		
			Total Project Cost	Remaining Funding Need
			(from above)	
			69,159,431	69,159,431

*

List any prior PECO funding. Also, for non-PECO funding sources (i.e. donations, auxiliary, C&G, etc), list each source and the entire anticipated (\$) amount. See Instructions for further detail.

Project Detail

University: University of Central Florida

Project Title: Research II

Project Address: Main Campus - TBD

PROJECT NARRATIVE

PURPOSE, NEED, SCOPE, RELATIONSHIP OF PROJECT TO AGENCY OBJECTIVES

UCF has a critical need for research space that can contribute to driving Florida's innovation economy and assist our state in producing high paying jobs. Crosscutting research is a critical component in addressing many of the issues facing today's innovation-based economy. Interdisciplinary research, which crosses traditional academic disciplinary lines, has led the way in the discovery and creation of new and innovative technologies that fuel economic growth and prosperity in the U.S. UCF is building a strong base of faculty with extensive technological expertise in key areas of science and technology based on strong clusters in sectors vital to Florida. The ability to leverage the talents of faculty from various disciplines creates synergies, value, and opportunities well beyond the sum of the individual parts.

UCF aspires to be a preeminent state research university and has set strategic goals to be a top 50 research university by 2035. It is committed to a robust portfolio of research, scholarship, and creative activities across all disciplines, contributing to the creation of new knowledge. Specific metrics have been designed to meet preeminence, increasing research awards from \$133 million to at least \$250 million and achieving a level where at least 25% of graduate degrees awarded are research-focused. Strategies to meet these objectives include: reaching at least 200 post-doctoral research appointees; increasing undergraduate participation in research by 50%; winning ten proposals per year exceeding \$1M, five of which exceed \$3M; creating 16 start-up companies annually; executing 36 licenses and options for UCF intellectual property; and achieving 200 patents awarded over three years.

In late 2017, UCF's Office of the Provost and Academic Affairs convened a university-wide committee to assess academic space and facility needs across campus, and to refine planning for research, teaching laboratory, and classroom space. Deans and Vice Presidents presented their 5-year visions for academic and research needs to the committee. Among the highest collective priorities was a need for more and better research laboratories, teaching laboratories, and classrooms.

UCF determined that a new innovative, interdisciplinary research facility could address campus-wide research space needs for multiple colleges. While the 2015 UCF Educational Plant Survey reported a laboratory space deficit of 629,057 NASF, the deficit has grown to 855,618 NASF in the 2021-2026 Educational Plant Survey.

The proposed Research II (Bldg. 0166) will be a 138,000 gross square foot facility and will be advantageous to the State of Florida and to UCF, as the institution strives to achieve status as a top-tier, preeminent state research university. The new facility will provide 92,000 net assignable square feet (NASF) of research laboratories and office space to reduce space deficits and serve three UCF colleges and the Office of Research.

The enhanced capabilities of Research II and its greater capacity will support advancement toward preeminence, based on increased research expenditures (impacting the institution's national ranking for research expenditures), patents awarded, doctoral degrees conferred, and post-doctoral appointments. In addition, an increase in STEM graduate degrees will strengthen UCF's metrics for performance-based funding.

UCF must accelerate the growth of its research enterprise in people, funded research expenditures, and facilities to expand the university's research scale and impact.

Based on the productivity measures that are used in determining national rankings (numbers of graduate students and graduate degrees, and research expenditures), the programs proposed for Research II will be enriched. Additionally, the enhanced visibility and reputations of the faculty and their research will positively affect the subjective ranking input from deans and industry leaders.

This facility will provide the infrastructure, environment, and culture necessary to build strong, creative, and innovative teams and programs in research, technology transfer, and commercialization. The facility will enable fundamental and applied research across traditional disciplines to create clusters, focusing on relevant technology in emerging areas. It will act as a bridge between technology development, technology transfer, and commercialization; and become an integral component of economic development activities in the region and state. The benefits of the research that will be conducted at UCF are not limited to economics; as cutting-edge research will also contribute to the enhanced quality of life in Florida.

Research II is envisioned as a multidisciplinary, highly collaborative building with space allocated for programs in multiple colleges and disciplines. The facility will expand opportunities for research growth in alignment with the current strategic goals of the university, similar to the recent consolidation of interdisciplinary faculty research clusters and the UCF Materials Characterization Facility in Research I.

This facility will include space for research faculty from multiple STEM departments in three colleges

- COLLEGE OF SCIENCES (COS) - Chemistry, Physics, Biology and Anthropology, Wet, Damp and Dry Research Labs
- COLLEGE OF ENGINEERING AND COMPUTER SCIENCE (CECS) - Wet and Dry Research Labs for seven CECS Departments (CECE, ECE, MAE, MSE, CECE, CS, and IEMS)
- COLLEGE OF OPTICS AND PHOTONICS (CREOL) - Laser Optics & Research Labs. See also Cleanroom, under OFFICE OF RESEARCH space
- OFFICE OF RESEARCH (OR) SHARED SPACE - technical space for manufacturing and prototyping, including a Central Microfabrication Facility (cleanroom) and a Central Mechanical Manufacturing Facility (machine shop).
- OFFICE - Office space will be provided for personnel who are critical to the success and safety of the facility, based on the workspace model in Research I. The facility will not serve as the primary home for any of the participating colleges.
- Researchers and critical personnel will be provided with dedicated offices.
- Open Office suites will provide cubicles for research assistants (RAs)
- Touchdown workspaces may be provided for researchers and RAs who are officed elsewhere, need to work in the facility intermittently.
- Several Conference Rooms will be available for team meetings.

In 2018, UCF began centralizing the operations and personnel of all research-support facilities on campus, combining machine shops, cleanrooms, cryogenic, nuclear magnetic resonance, and other facilities in COS, CECS, and CREOL. All such facilities will be managed by the Office of Research. Research II will facilitate the collocation of all university cleanrooms, machine shops, and associated personnel. Collocation of state-of-the-art manufacturing and microfabrication facilities will result in the highly efficient operation, increasing the competitiveness of the diverse research faculty at the institution.

Research II will facilitate synergy among research teams from the most productive academic units at UCF, and will foster an increased emphasis on internal and external partnerships that, for more than twenty-five years, have been a cornerstone of UCF's success, impact, and rise toward pre-eminence. UCF's emphasis on partnerships has resulted in numerous research efforts in collaboration with, or at least supported by, industry. With additional research space and personnel, the funding from industry sponsors and the number of industry-sponsored projects will increase proportionally. Additionally, indirect benefits can be measured in terms of student internships and permanent employment opportunities for graduates with partner companies and others.

SUSTAINABILITY AND LEED

The University of Central Florida is committed to sustainability and continued reduction of energy consumption in new construction projects. As energy costs and demands continue to escalate, achieving higher levels of efficiency has become increasingly important to the university's mission. Since 2007, UCF has mandated LEED certification, with most projects achieving Gold. UCF requires specific individual LEED credits that contribute to UCF's core principles including energy efficiency, water conservation, and indoor air quality for all projects. The Facilities Planning & Construction and Utilities & Energy Services departments provide oversight for all new construction and major renovation projects and expedite the commissioning process with the latest industry standards to ensure that the university's sustainability goals are met, and design parameters achieved.

SPACE CLASSIFICATIONS

The space classification is predominately Research Laboratory type, with office type minimized. The project will achieve LEED Gold certification with the U.S. Green Building Council (USGBC). Energy consumption will be at least 30% less than the energy standards cited in ANSI/ASRAE/IES Standard 90.1-2016 Energy Standard for Buildings, and water consumption will be at least 30% less than that of a comparable building. Laboratories will have continuous variable air flow valves with air flow reset capabilities. Domestic and laboratory hot water needs shall be provided primarily by solar thermal energy. The project will utilize the district cooling loop for space cooling needs and will look at alternative measures to provide dehumidification with the classifications of lab spaces and related energy use, and all heating and reheating will be hydronic.

EDUCATIONAL PLANT SURVEY

The 2021-2026 Educational Plant Survey was conducted March 5, 2021 and approved by the UCF Board of Trustees on April 22, 2021. Approval by the SUS Board of Governors is anticipated at their June 22, 2021 meeting.

1% RESERVE ESCROW [per F.S. 1001.706 (12) c.] This pertains to PECO projects only, not CITF

Building / project value:	\$	88,285,689
Basis / source of valuation:		
1st Year escrow deposit:	\$	882,857
Escrow funding source:		
Comments:		

BUILDING SPACE DESCRIPTION

Space Type (per FICM)	Net Assignable Sq. Ft. (NASF)	Net-to-Gross Conversion Factor	Gross Sq. Ft. (GSF)	Unit Cost * (per GSF)	Building Cost
NEW CONSTRUCTION					
Research Lab	72,350	1.5	108,525	534	57,952,350
Office	19,650	1.5	29,475	399	11,751,093
	-		-		-
	-		-		-
	-		-		-
	-		-		-
	-		-		-
	-		-		-
	-		-		-
	-		-		-
Total:	92,000		138,000		69,703,443
* Apply Unit Cost to total GSF based on Space Type					
Remodeling Projects Only					
NASF NASF					
BEFORE AFTER					
	-		-		-
	-		-		-
	-		-		-
	-		-		-
	-		-		-
	-		-		-
	-		-		-
	-		-		-
	-		-		-
	-		-		-
Total:	-		-		-
Total New Const. and/or					
Remodel / Renovation:					
	92,000		138,000		69,703,443

PROJECT COMPONENT COSTS & PROJECTIONS

	Costs Funded to Date	Projected Costs					Total
		Year 1	Year 2	Year 3	Year 4	Year 5	
Basic Construction Costs							
Building Cost (from above)				69,703,443			69,703,443
Environmental Impacts/Mitigation							
Site Preparation			579,907				579,907
Landscape / Irrigation				816,055			816,055
Plaza / Walks							
/ Improvements							

Project Detail

University: University of Central Florida

Project Title: Performing Arts Complex Phase II

Project Address: 12488 Centaurus Blvd, Orlando, FL 32816

PROJECT NARRATIVE

PURPOSE, NEED, SCOPE, RELATIONSHIP OF PROJECT TO UNIVERSITY OBJECTIVES

The Performing Arts Complex Phase II (PAC II) project is the second, and final, phase of the UCF Performing Arts Complex. UCF, the state university with the highest student enrollment in Florida, cannot meet the needs of the School of Performing Arts with its existing facilities. Currently, the Music and Theatre Departments reside in the Performing Arts Complex Phase I (PAC I), a classroom and studio structure that was constructed in 2010. Since PAC I was constructed without performance venues, PAC II will meet this critical need. Due to consistent growth of academic offerings and a substantial increase in student enrollment over the past 10 years, PAC I is operating above capacity. Performing Arts has contended with the lack of performance space in PAC I by utilizing inadequate on-campus spaces, such as lecture halls and Rehearsal Hall, a 167-seat dedicated music performance facility, and by borrowing larger and more up-to-date performance spaces from neighboring churches and schools.

In lieu of constructing multiple performance venue spaces in PAC II, the facility will be designed to provide a highly-flexible "Sound Stage," divisible and convertible into as many as four performance spaces to provide learning opportunities for traditional performances (proscenium theatre, concert hall, etc.), as well as for developing unique events for UCF's new Themed Experience program (experiential, immersive, interactive, and shareable activities). The Sound Stage will have mobile "seating wagons" and no fixed seating.

PAC II will provide teaching labs (sound stage, rehearsal studios, production shops, etc.), study space/gallery, storage, and supporting offices, and will establish a new cultural home for the School of Performing Arts. The learning spaces will be built to professional standards with the most advanced of technologies, enabling the teaching labs to be accessed, shared, and experienced on many different platforms, in addition to traditional live settings. By using technology to create an innovative laboratory experience for undergraduate and graduate students, UCF can attract and retain exceptional students, faculty, and staff, whose collective contributions will strengthen academic programs as well as promote partnerships within the community.

PAC II will enrich all UCF programs by emphasizing the critical importance of the arts in education and encouraging creativity and innovation across other academic disciplines. This convergence between the arts and other fields of academia is among the facility's most important contributions in support of UCF's vision to create opportunity through access, partnerships, interdisciplinary endeavors, and community engagement. Students who graduate with degrees in the Performing Arts, at both the undergraduate and graduate levels, will possess the skill sets required to contribute to the local economy, by virtue of their marketability as employees in the field of entertainment. The College of Arts and Humanities has recently introduced a new Themed Experience track in the Theatre Masters of Fine Arts program as well as the Masters of Science program. Located in the "Theme Park Capital of the World," UCF is uniquely positioned to meet a growing demand for a skilled workforce, forward-thinking research, and creative ideation in the Themed Experience industry.

The benefits of completing the Performing Arts Complex, with the construction of PAC II, will extend well beyond the UCF campus. The spaces will attract regional community activities to campus, a potential boon to the local economy.

- Because of Orlando's prominence as an international tourist destination, PAC II will help UCF students and faculty expand their reach, and promote greater international recognition for the university.

- PAC II will enhance collaborations with community-based industry partners, such as Disney World, Universal Studios, and Cirque du Soleil; and open the door to other creative partnerships.

- Community-based partner organizations, such as the Orlando Philharmonic, Orlando Shakespeare Theater, and Orlando Repertory Theatre will be able to use PAC II technologies and venues, as they support UCF's graduate programs.

- PAC II would assist UCF in meeting state performance goals (skilled graduates earning competitive wages) and align with the UCF Collective Impact Strategic

Plan goal of transforming lives and livelihoods through UCF's impact on students and the communities it serves.

Space needs and project costs for PAC II were determined as follows: First, a preliminary needs-evaluation and design concept was prepared by a prominent local architecture firm and a theatrical consulting firm. UCF then developed a "summary of required spaces" that aligned with space categories used by the SUS. Finally, a local contracting firm prepared a detailed cost estimate, including "extraordinary costs that are not directly related to the facility" (utility extension from the UCF District Energy Plant and IT upgrades).

The building program for the facility has been approved by the university President. In 2019, student government expressed their support for the project, as evidenced by the student led CITF committee allocating \$2M of CITF funds to the design efforts of the project. The UCF Board of Trustees has also approved the use of these funds, as well as \$750K of donations, to be spent on design and preconstruction efforts.

The use of the performance space as Auditoria will be far less frequent than its use as learning space; therefore, performance, rehearsal, and production spaces will be classified as Instructional space (Teaching Labs) where students will learn all facets of the design, production, and staging of performances such as plays, musicals, concerts, and themed events. A large portion of lobby and gallery space will be used as Study space.

SUSTAINABILITY AND LEED

The University of Central Florida is committed to the efficient use of natural resources. As energy costs and demands continue to grow, achieving energy efficiency has become increasingly important to the university's mission. Appropriate policies and procedures that govern the use of environmental resources and facilities have enabled UCF to achieve the improvements necessary to ensure a productive environment for all and establish itself as a national leader in energy research, education, and stewardship.

The project will achieve LEED Gold certification with the U.S. Green Building Council. Energy consumption will be at least 30% less than a comparable building. Water consumption will be at least 50% less than a comparable building. The project will utilize the district cooling loop for space cooling needs.

EDUCATIONAL PLANT SURVEY

The 2021-2026 Educational Plant Survey was conducted March 5, 2021 and approved by the UCF Board of Trustees on April 22, 2021. Approval by the SUS Board of Governors is anticipated at their June 22, 2021 meeting.

The most recent UCF Educational Plant Survey recommends the Performing Arts Complex Phase II as Project 5.1.

1% RESERVE ESCROW [per F.S. 1001.706 (12) c.] This pertains to PECO projects only, not CITF

Building / project value: \$ 77,500,000

Basix / source of valuation:

1st Year escrow deposit: \$ 775,000

Escrow funding source:

Comments:

BUILDING SPACE DESCRIPTION

Space Type (per FICM)	Net Assignable Sq. Ft. (NASF)	Net-to-Gross Conversion Factor	Gross Sq. Ft. (GSF)	Unit Cost * (per GSF)	Building Cost
NEW CONSTRUCTION					
Teaching Lab	49,335	1.5	74,003	435	32,191,088
Study	6,400	1.4	8,960	333	2,985,472
Office	2,485	1.5	3,728	346	1,289,529
Audio/Exhib.	28,060	1.2	33,672	410	13,805,520
Other	2,030	1.2	2,436	315	767,340
-	-	-	-	-	-
-	-	-	-	-	-
-	-	-	-	-	-
-	-	-	-	-	-
Total:	88,310		122,798		51,038,948
* Apply Unit Cost to total GSF based on Space Type					

REMODELING / RENOVATION

					Remodeling Projects Only	
					NASF BEFORE	NASF AFTER
-	-	-	-	-	-	-
-	-	-	-	-	-	-
-	-	-	-	-	-	-
-	-	-	-	-	-	-
-	-	-	-	-	-	-
-	-	-	-	-	-	-
-	-	-	-	-	-	-
-	-	-	-	-	-	-
-	-	-	-	-	-	-
-	-	-	-	-	-	-
Total:	-	-	-	-	-	-
Total New Const. and/or Remodel / Renovation:	88,310		122,798			

PROJECT COMPONENT COSTS & PROJECTIONS

	Costs Funded to Date	Projected Costs					Total
	Year 1	Year 2	Year 3	Year 4	Year 5		
Basic Construction Costs							
Building Cost (from above)			51,038,948				51,038,948
Environmental Impacts/Mitigation							
Site Preparation			1,500,000				1,500,000
Landscape / Irrigation			800,000				800,000
Plaza / Walks			587,550				587,550
Roadway Improvements							
Parking : spaces							
Telecommunication			1,500,000				1,500,000
Electrical Service			600,000				600,000
Water Distribution			350,000				350,000
Sanitary Sewer System			350,000				350,000
Chilled Water System			2,500,000				2,500,000
Storm Water System			800,000				800,000
Energy Efficient Equipment			700,000				700,000
Subtotal: Basic Const. Costs			60,726,498				60,726,498
Other Project Costs							
Land / existing facility acquisition							
Professional Fees	2,750,000		2,414,520				5,164,520
Fire Marshall Fees			165,133				165,133
Inspection Services			974,435				974,435
Insurance Consultant			35,602				35,602
Surveys & Tests			100,000				100,000
Permit / Impact / Environmental Fees			119,292				119,292
Artwork			100,000				100,000
Moveable Furnishings & Equipment			1,200,000	5,164,520			6,364,520
Project Contingency			3,750,000				3,750,000
Subtotal: Other Project Costs	2,750,000		2,414,520	6,444,462	5,164,520		16,773,502

Total Project Cost:	67,170,960	77,500,000
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PROJECT FUNDING

Funding to Date			Total Project Cost (from above)	Remaining Funding Need
Source *	Fiscal Year	Amount		
CITF	2021-22	2,000,000		
Donations	2021-22	750,000		
		-		
		-		
		-		
		-		
Total:		<u>2,750,000</u>	<u>77,500,000</u>	<u>74,750,000</u>

*

List any prior PECO funding. Also, for non-PECO funding sources (i.e. donations, auxiliary, C&G, etc), list each source and the entire anticipated (\$) amount. See Instructions for further detail.

Project Detail

University: University of Central Florida

Project Title: Chemistry Building Renovation

Project Address: 4104 Libra Dr, Orlando, FL 32816

PROJECT NARRATIVE

PURPOSE, NEED, SCOPE, RELATIONSHIP OF PROJECT TO AGENCY OBJECTIVES

The Chemistry Building, a lab-sciences building constructed in 1969, is still serviced by its original building systems and is in grave need of a major renovation. The building currently serves as home to the Chemistry Department within the College of Sciences. In order for Chemistry to continue functioning as a lab-science building, it must be brought up to code and the labs modernized to ensure their compliance. The building is structurally sound; however, extensive remediation of critical and non-critical building infrastructure issues is required. Replacement of building systems will prolong the intended use of the building and avoid unnecessary and costly building system failures.

The building requires the following renovations:

- Replacement of 24 laboratory exhaust fans on the south side of the building with one dual fan system; the existing fans are obsolete, have reached end-of-life, and are not current to code.
- Replacement of 16 laboratory exhaust fans on the north side of the building with one dual fan system; the existing fans are obsolete, have reached end-of-life, and are not current to code.
- Update and modernization of lab controls to provide a more energy-efficient approach to controlling the amount of exhaust, makeup air, chilled water, and reheat required in the building.
- Replacement of all air handler units (AHU) and variable air volume systems (VAV); none meet current UCF standards.
- Replacement of boilers, pumps, and domestic hot water heat exchangers with premium efficient condensing boilers; current boilers do not meet UCF standards.
- Update electrical, generator, elevator, ADA restroom, egress stair, and limited finishes

Using deferred maintenance funds, the university has already renovated the following:

- Added fire sprinklers.
- Replaced the main electrical distribution panel.
- Repaired the domestic and acid waste piping.
- Replaced the exterior doors.
- Renovated AHU coils, recoated drain pans and floors in AHU mechanical rooms.

The following three assessments have been completed related to the Chemistry Building:

- ISES Corporation conducted a Facilities Condition Assessment (FCA) to benchmark the condition of its E&G facilities. The issues identified encompass deficiencies such as indoor air quality, fire alarms, potable water and plumbing systems, electrical service, asbestos, HVAC, lighting, building automation, utility service entrance, information technology upgrades, ADA compliance, building envelope, interior finishes, and flooring. Per ISES, the most critical issue in this building is the support systems for the teaching labs, which are outdated and need to be repaired or replaced.
- TLC Engineering conducted a life safety and building systems analysis on the building in 2015. The study evaluated the construction parameters and usage of the building's laboratories in order to assess and categorize the existing laboratories, based on their current conditions. This evaluation corroborates the FCA findings that the labs do not fully meet current codes. Specifically, they lack proper exhaust fans, gas shut off valves, generator capacity, fire suppression systems, smoke control systems, room exits, fire dampers, and have significant HVAC issues. These issues need to be addressed to ensure that the teaching and research labs meet code requirements.

SUSTAINABILITY AND LEED

The University of Central Florida is committed to sustainability and continued reduction of energy consumption in new construction projects. As energy costs and demands continue to escalate, achieving higher levels of efficiency has become increasingly important to the university's mission. Since 2007, UCF has mandated LEED certification, with most projects achieving Gold. UCF requires specific individual LEED credits that contribute to UCF's core principles including energy efficiency, water conservation, and indoor air quality for all projects. The Facilities Planning & Construction and Utilities & Energy Services departments provide oversight for all new construction and major renovation projects, and expedite the commissioning process with the latest industry standards to ensure that the university's sustainability goals are met and design parameters achieved.

Classroom/Office

The space classification is predominately class laboratory, with research labs and minimal office space. The project will achieve Gold LEED certification from the U.S. Green Building Council (USGBC). Energy consumption will be at least 30% less than the energy standards cited in ANSI/ASHRAE/IES Standard 90.1-2016 Energy Standard for Buildings, and water consumption will be at least 30% less than that of a comparable building. The project will utilize the district cooling loop for space cooling needs and look at alternative measures to provide dehumidification with the classifications of classroom and offices and related energy use. All heating and reheating will be hydronic.

Research/Laboratory

There are a significant number of research and teaching laboratories in the building. Laboratories should have continuous variable air flow valves with air flow reset capabilities and fume hoods should have SAV's, to properly track exhaust and maintain the labs slightly negative. The fume hoods should also be exhausted through high plume exhaust fans. Domestic and laboratory hot water needs shall be provided primarily by solar thermal energy.

EDUCATIONAL PLANT SURVEY

The 2021-2026 Educational Plant Survey was conducted March 5, 2021 and approved by the UCF Board of Trustees on April 22, 2021. Approval by the SUS Board of Governors is anticipated at their June 22, 2021 meeting.

The most recent UCF Educational Plant Survey (EPS) recommended the Chemistry Project on 2.2.8.1.2.

1% RESERVE ESCROW [per F.S. 1001.706 (12) c.] This pertains to PECO projects only, not CITF

Building / project value: \$ -

Basis / source of valuation: _____

1st Year escrow deposit: \$ -

Escrow funding source: _____

Comments: _____

BUILDING SPACE DESCRIPTION

Space Type (per FICM)	Net Assignable Sq. Ft. (NASF)	Net-to-Gross Conversion Factor	Gross Sq. Ft. (GSF)	Unit Cost * (per GSF)	Building Cost		
NEW CONSTRUCTION							
	-		-		-		
	-		-		-		
	-		-		-		
	-		-		-		
	-		-		-		
	-		-		-		
	-		-		-		
	-		-		-		
Total:					-		
* Apply Unit Cost to total GSF based on Space Type							
						Remodeling Projects <u>Only</u>	
						NASF BEFORE	NASF AFTER
	-		-		-	-	-
	-		-		-	-	-
	-		-		-	-	-
	-		-		-	-	-
	-		-		-	-	-
	-		-		-	-	-
	-		-		-	-	-
	-		-		-	-	-
	-		-		-	-	-
Total:					-	-	-
Total New Const. and/or Remodel / Renovation:						-	-

PROJECT COMPONENT COSTS & PROJECTIONS									
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	Costs Funded to Date	Projected Costs					Total
		Year 1	Year 2	Year 3	Year 4	Year 5	
Basic Construction Costs							
Building Cost (from above)				8,206,200			8,206,200
Environmental Impacts/Mitigation							
Site Preparation							
Landscape / Irrigation							
Plaza / Walks							
Roadway Improvements							
Parking : _____ spaces							
Telecommunication							
Electrical Service							
Water Distribution							
Sanitary Sewer System							
Chilled Water System				233,278			233,278
Storm Water System				87,300			87,300
Energy Efficient Equipment							
Subtotal: Basic Const. Costs				8,526,778			8,526,778
Other Project Costs							
Land / existing facility acquisition							
Professional Fees			1,000,000				1,000,000
Fire Marshall Fees				21,825			21,825
Inspection Services				72,183			72,183
Insurance Consultant				43,214			43,214
Surveys & Tests				45,000			45,000
Permit / Impact / Environmental Fees				48,500			48,500
Artwork							
Moveable Furnishings & Equipment							
Project Contingency				242,500			242,500
Subtotal: Other Project Costs			1,000,000	473,222			1,473,222
Total Project Cost:				9,000,000			10,000,000

PROJECT FUNDING

<u>Source</u> *	<u>Fiscal Year</u>	<u>Amount</u>		
		-		
		-		
		-		
		-		
		-		
		-		
	Total:	-	Total Project Cost (from above)	Remaining Funding Need
		-	<u>10,000,000</u>	<u>10,000,000</u>

*

List any prior PECO funding. Also, for non-PECO funding sources (i.e. donations, auxiliary, C&G, etc), list each source and the entire anticipated (\$) amount. See Instructions for further detail.

Project Detail

University: University of Central Florida

Project Title: Biological Sciences Renovation

Project Address: 4110 Libra Dr, Orlando, FL 32816

PROJECT NARRATIVE

PURPOSE, NEED, SCOPE, RELATIONSHIP OF PROJECT TO AGENCY OBJECTIVES

The Biological Sciences Building is a reinforced concrete and masonry five-story structure (including the sub-level basement) and was built in 1975. With the addition of the annex in 2002, its size doubled to 116,607 gross square feet. This building houses two general-purpose classrooms with a combined seating capacity of 110 seats, and nine specialized teaching laboratories (BIO-COS) with a combined seating capacity of 300 seats. Research laboratories and research support spaces facilitate the sponsored research of 40 principal investigators and numerous graduate and undergraduate students from Biological Sciences (COS), Burnett School of Biomedical Sciences (COM) Genomics and Bioinformatics Cluster (OR-FCI), and Kinesiology and Physical Therapy (CHPS). Researchers in this building were awarded \$12.5M in sponsored-research grants in the past three years. The rest of the building contains faculty and staff offices and conference rooms.

The Department of Biology is the greatest user of the building's instructional spaces, and has the 8th largest undergraduate program on campus, with 1,871 students in Fall 2018. In addition, the department serves thousands of non-majors through its teaching of introductory biology. The department has a well-recognized graduate program which currently supports 64 graduate students. Overall, the department comprises a balanced blend of research scientists and classroom lecturers who are committed to maintaining a diverse undergraduate curriculum and a dynamic graduate program, and engaging in contemporary research. Biology faculty have successfully trained thousands of undergraduate students for a range of biology careers, including botanists, zoologists, ecologists, and health care professionals. Furthermore, the department's broad-based curriculum provides excellent preparation for post-graduate education (e.g., medical, dental, veterinary, and graduate school). Its competitive MS and PhD programs provide contemporary training in a diverse academic environment. Many state and federal agencies, colleges, universities, environmental consulting firms, and NGOs have consistently employed its students. The Biology Department would make an even greater impact on the Central Florida region with up-to-date, optimized facilities designed to support its ability to provide broad-based science education in an engaging manner.

The university contracted with the ISES Corporation to conduct a Facilities Condition Assessment (FCA) to benchmark the condition of its E&G facilities. The ISES Corporation inspected Biological Sciences May 15, 2018 and reported the building's Facility Condition Needs Index (FCNI) at 0.47 (below average condition with major renovation required). This project request includes renovation costs for the entire building. These costs include the following scope items:

- Planning, design, permitting, and inspections
- Painting of public areas and labs
- Fire pump and controller replacement
- Fire alarm replacement, including peripherals and radio communications
- Restroom upgrades for ADA compliance
- Interior lighting replacement including ceiling grid and tile replacement
- Flooring replacement
- Building envelope repairs
- Stair egress and entrance repairs
- Exterior door replacement
- Compressed air system replacement
- Walk-in cooler condenser and evaporator replacement
- Information Technology air conditioner replacement
- Electrical panel replacement and upgrades
- Elevator modernization
- Boiler and hot water replacement and upgrades
- Replacement of building automation control systems
- Replacement or repair of HVAC distribution systems, sealing, ductwork, dampers, diffusers, etc.
- Replacement of furniture, fixtures, and equipment where necessary
- Lab upgrades where needed, such as countertop, cabinetry, and sink replacement
- Temporary staff relocation when necessary

SUSTAINABILITY AND LEED

The University of Central Florida is committed to sustainability and continued reduction of natural resource consumption in new construction projects, and renovations where applicable. As energy costs and demands continue to escalate, achieving higher levels of efficiency has become increasingly important to the university's mission. Since 2007, UCF has mandated LEED certification, with most projects achieving Gold. UCF requires specific individual LEED credits that contribute to UCF's core principles including energy efficiency, water conservation, and indoor air quality for all projects. The Facilities Planning & Construction and Utilities & Energy Services departments provide oversight for all new construction and major renovation projects, and expedite the commissioning process with the latest industry standards to ensure that the university's sustainability goals are met and operational efficiency is achieved.

Research/Laboratory

The space classification is predominately research or laboratory type, with standard classroom and office type minimized. The project will achieve LEED Gold certification with the U.S. Green Building Council (USGBC). Energy consumption will be at least 30% less than the energy standards cited in

EDUCATIONAL PLANT SURVEY

The 2021-2026 Educational Plant Survey was conducted March 5, 2021 and approved by the UCF Board of Trustees on April 22, 2021. Approval by the SUS Board of Governors is anticipated at their June 22, 2021 meeting.

1% RESERVE ESCROW [per F.S. 1001.706 (12) c.] This pertains to PECO projects only, not CITF

Building / project value: \$ -

Basis / source of valuation:

1st Year escrow deposit: \$ -

Escrow funding source:

Comments:

BUILDING SPACE DESCRIPTION

Space Type (per FICM)	Net Assignable Sq. Ft. (NASF)	Net-to-Gross Conversion Factor	Gross Sq. Ft. (GSF)	Unit Cost * (per GSF)	Building Cost	
NEW CONSTRUCTION						
	-		-		-	
	-		-		-	
	-		-		-	
	-		-		-	
	-		-		-	
	-		-		-	
	-		-		-	
	-		-		-	
Total:	-		-		-	
* Apply Unit Cost to total GSF based on Space Type						
						Remodeling Projects Only
						NASF NASF
						BEFORE AFTER
Classroom	1,515	1.5	2,273		-	- -
Teaching Lab	13,266	1.5	19,899		-	- -
Research Lab	41,057	1.5	61,586		-	- -
Office	12,790	1.5	19,185		-	- -
Other	74	1.4	104		-	- -
	-		-		-	- -
	-		-		-	- -
	-		-		-	- -
	-		-		-	- -
	-		-		-	- -
Total:	68,702		103,046		-	- -
Total New Const. and/or Remodel / Renovation:	68,702		103,046		-	- -

PROJECT COMPONENT COSTS & PROJECTIONS

	Costs Funded to Date	Projected Costs					Total
		Year 1	Year 2	Year 3	Year 4	Year 5	
Basic Construction Costs							
Building Cost (from above)				16,438,000			16,438,000
Environmental Impacts/Mitigation							
Site Preparation							
Landscape / Irrigation							
Plaza / Walks							
Roadway Improvements							
Parking : _____ spaces							
Telecommunication							
Electrical Service							
Water Distribution							
Sanitary Sewer System							
Chilled Water System				233,278			233,278
Storm Water System				87,300			87,300
Energy Efficient Equipment							
Subtotal: Basic Const. Costs				16,758,578			16,758,578
Other Project Costs							
Land / existing facility acquisition							
Professional Fees			1,790,345				1,790,345
Fire Marshall Fees			43,260	21,825			65,085
Inspection Services			86,087				86,087
Insurance Consultant					43,214		43,214
Surveys & Tests				45,000			45,000
Permit / Impact / Environmental Fees			80,617				80,617
Artwork							
Moveable Furnishings & Equipment					1,895,874		1,895,874
Project Contingency			162,691	478,597	223,912		865,200
Subtotal: Other Project Costs			2,163,000	545,422	2,163,000		4,871,422
Total Project Cost:				17,304,000			21,630,000

PROJECT FUNDING

Funding to Date				
<u>Source</u> *	<u>Fiscal Year</u>	<u>Amount</u>		
		-		
		-		
		-		
		-		
		-		
		-		
	Total:	-		
			Total Project Cost	Remaining Funding Need
			(from above)	
			21,630,000	21,630,000

*

List any prior PECO funding. Also, for non-PECO funding sources (i.e. donations, auxiliary, C&G, etc), list each source and the entire anticipated (\$) amount. See Instructions for further detail.

State University System
5-Year Capital Improvement Plan (CIP)
FY 2022-23 through 2026-27

Project Detail

University: University of Central Florida

Project Title: John C. Hitt Library Renovation Phase II

Project Address: 12701 Pegasus Drive Orlando, FL 32816

PROJECT NARRATIVE

PURPOSE, NEED, SCOPE, RELATIONSHIP OF PROJECT TO AGENCY OBJECTIVES

The John C. Hitt Library, built in 1967 when enrollment was 1,948 students, and expanded in 1984, is woefully inadequate to meet the needs of current and future student populations. The existing library, with a collection of over 1.3 million print volumes, is open 105 hours per week, and has a patron count of almost 1.25 million visits per year. During a typical midterm week, 41,000 people visit the library. The existing library had 1,903 public seats pre-Phase IA construction, which represents about 4.9% of the main campus FTE, significantly less than the minimum requirements recommended by the Association of College and Research Libraries.

The university contracted with the ISES Corporation to conduct a Facilities Condition Assessment (FCA) to benchmark the condition of its E&G facilities. The John C. Hitt Library renovation will address both critical and non-critical issues identified in the FCA. These issues encompass deficiencies such as indoor air quality, fire alarm modernization, potable water and plumbing distribution systems, electrical service, asbestos, HVAC modernization, lighting upgrades, building automation, ADA compliance, building envelope repairs, interior finishes, flooring, egress, exterior lighting, and utility service entrance upgrades. Information technology upgrades are also required in order to meet current and future requirements.

When completed, the renovated and expanded facility will include flexible interior spaces featuring greatly increased seating, more collaboration spaces, expanded library instruction rooms; triple the number of group study rooms; a 24/5 study area; a digital initiatives center; additional Special Collections and University Archives space; graduate study space; dedicated space for campus academic partners such as SARC and the Writing Center; quiet study areas; and more than twice the number of technology workstations. The building will integrate advances in technology seamlessly with library services and collections. The renovation will also upgrade existing HVAC, electrical, and water systems – most of which are original to the building.

The next phases of the Library project consist of the build-out of the remaining ARC aisles and the full renovation of the third floor of the library - which requires the addition of a mechanical room to the first floor, and system replacements such as boilers and chilled water pumps. Future phases will renovate additional floors of the library. When fully completed, this project will provide approximately 3,500 public seats, about 9.1% of main campus FTE.

SUSTAINABILITY AND LEED

The University of Central Florida is committed to sustainability and continued reduction of natural resource consumption in new construction projects, and renovations where applicable. As energy costs and demands continue to escalate, achieving higher levels of efficiency has become increasingly important to the university's mission. Since 2007, UCF has mandated LEED certification, with most projects achieving Gold. UCF requires specific individual LEED credits that contribute to UCF's core principles including energy efficiency, water conservation, and indoor air quality for all projects. The Facilities Planning & Construction and Utilities & Energy Services departments provide oversight for all new construction and major renovation projects, and expedite the commissioning process with the latest industry standards to ensure that the university's sustainability goals are met and operational efficiency is achieved.

Classroom/Office

The space classification is predominately open seating, group study rooms, stacks, or office type, with laboratory or research type minimized. The project will achieve Gold LEED certification from the U.S. Green Building Council (USGBC). Energy consumption will be at least 30% less than the energy standards cited in ANSI/ASHRAE/IES Standard 90.1-2016 Energy Standard for Buildings, and water consumption will be at least 30% less than that of a comparable building. The project will utilize the district cooling loop for space cooling needs and look at alternative measures to provide dehumidification with the classifications of classroom and offices and related energy use. All heating and reheating will be hydronic.

EDUCATIONAL PLANT SURVEY

1% RESERVE ESCROW [per F.S. 1001.706 (12) c.] This pertains to PECO projects only, not CITF

Building / project value: \$ -

Basis / source of valuation:

1st Year escrow deposit: \$ -

Escrow funding source:

Comments:

BUILDING SPACE DESCRIPTION

Space Type (per FICM)	Net Assignable Sq. Ft. (NASF)	Net-to-Gross Conversion Factor	Gross Sq. Ft. (GSF)	Unit Cost * (per GSF)	Building Cost
	-		-		-
	-		-		-
	-		-		-
	-		-		-
	-		-		-
	-		-		-
	-		-		-
	-		-		-
	-		-		-
	-		-		-

Total: - - -
 * Apply Unit Cost to total GSF based on Space Type

REMODELING / RENOVATION

					Remodeling Projects Only	
					NASF BEFORE	NASF AFTER
Classroom	5,525	1.5	8,288	-	-	-
Study	113,536	1.4	158,950	-	-	-
Instruct. Media	10,000	1.5	15,000	-	-	-
Office	29,512	1.5	44,268	-	-	-
	-		-	-	-	-
	-		-	-	-	-
	-		-	-	-	-
	-		-	-	-	-
	-		-	-	-	-
Total:	158,573		226,506	-	-	-
Total New Const. and/or						
Remodel / Renovation:	158,573		226,506	-		

PROJECT COMPONENT COSTS & PROJECTIONS

	Costs Funded to Date	Projected Costs					
		Year 1	Year 2	Year 3	Year 4	Year 5	Total
Basic Construction Costs							
Building Cost (from above)	27,656,798	4,226,383					31,883,181
Environmental Impacts/Mitigation							
Site Preparation	673,900						673,900
Landscape / Irrigation		1,600,000					1,600,000
Plaza / Walks							
Roadway Improvements							
Parking : _____ spaces							
Telecommunication	936,370						936,370
Electrical Service							
Water Distribution							
Sanitary Sewer System							
Chilled Water System	168,475						168,475
Storm Water System							
Energy Efficient Equipment							
Subtotal: Basic Const. Costs	29,435,543	5,826,383					35,261,926
Other Project Costs							
Land / existing facility acquisition							
Professional Fees	3,206,120						3,206,120
Fire Marshall Fees	84,237						84,237
Inspection Services	295,790						295,790
Insurance Consultant		18,018					18,018
Surveys & Tests	292,304						292,304
Permit / Impact / Environmental Fees	101,101						101,101
Artwork							
Moveable Furnishings & Equipment	2,121,208						2,121,208
Project Contingency	140,922	1,456,686					1,597,608
Subtotal: Other Project Costs	6,241,682	1,474,704					7,716,386
Total Project Cost:	35,677,225	7,301,087					42,978,312

PROJECT FUNDING

Funding to Date				Total Project Cost (from above)	Remaining Funding Need
Source *	Fiscal Year	Amount			
	CITF	2017-18	1,710,066		
	CITF	2018-19	7,701,673		
	CITF	2019-20	9,337,817		
	CITF	2020-21	9,625,360		
	CITF	2021-22	7,302,309		
	Total:		35,677,225	42,978,312	7,301,087

* List any prior PECO funding. Also, for non-PECO funding sources (i.e. donations, auxiliary, C&G, etc), list each source and the entire anticipated (\$) amount. See Instructions for further detail.

UCF BOARD OF TRUSTEES
Agenda Item Summary
June 17, 2021

Title: Proposed 2021-22 University Operating Budget

☐ Information ☐ Information for upcoming action ☒ Action

Meeting Date for Upcoming Action: _____

Purpose and Issues to be Considered:

Proviso language included annually in the General Appropriations Act (Senate Bill 2500 for FY 2021-22) states in part “Funds...shall be expended in accordance with operating budgets that must be approved by each university’s board of trustees.” In order to ensure compliance with proviso requirements, the University is required to submit a proposed operating budget approved by the university board of trustees to the Board of Governors prior to the beginning of the new fiscal year.

The Proposed Operating Budget for FY 2021-22 in the amount of \$2,186,499,129 is due for submission to the Board of Governors on June 22, 2021.

The following budget entities are included for BOT approval:

1. Education and General (E&G)
 - a. E&G Main
 - b. E&G College of Medicine
 - c. Florida Center for Students with Unique Abilities
2. Auxiliary Enterprises
3. Contracts and Grants
4. Local Funds
 - a. Student Activity and Service
 - b. Student Financial Aid
 - c. Athletics
 - d. Concessions
 - e. Technology Fee
 - f. Self-Insurance Program
5. Faculty Practice Plan

Authority for the President to amend the budget is necessary to accommodate changes in revenues, expenditures, and statutory budget amendments that may occur throughout the upcoming year. During FY 2021-22, the President shall keep the university board of trustees informed of the status of the operating budget through quarterly updates.

Background Information:

On June 18, 2020, the Board approved a continuation budget for FY 2020-21 in the amount of \$1,964,116,147. The primary reason for the continuation budget was due to the timeframe in which the Governor signed the state budget into law, which finally occurred on June 29, 2020. Because of uncertainties around the pandemic and the impact on state revenue collections, it was highly anticipated that a Special Session was forthcoming in early Fall 2020 to adjust agency budgets for FY 2020-21. Additionally, discussions were held during regular Session regarding the possibility of adjusting current year budgets. On April 30, 2021, Session concluded without budget adjustments proposed by the Legislature for FY 2020-21.

The Revised Operating Budget for FY 2020-21 totaled \$2,037,114,272 and takes into account the state allocations signed into law after the Board approved the continuation budget plus budget adjustments made for Contracts and Grants (C&G) and Athletics.

For E&G – Main, the revised budget represents a decrease of \$7.4M (1.1 percent) from the continuation budget. As a recap, below are the four major variances:

- Budget Reduction Based on Carryforward Balances: (\$7.3M)
- Advance Manufacturing – Governor Veto: (\$5M)
- Performance Funding Reduction: (\$1.6M)
- State Health Insurance Adjustment: \$5.5M

For FY 2021-22, the university’s total E&G budget represents the state appropriations proposed by the Legislature during the 2021 Florida Legislative Session. On June 2, 2021, the Governor signed the state budget for FY 2021-22, with no vetoes impacting the university.

The university’s total operating budget of \$2,186,499,129 represents a \$149.4M (7.3 percent) increase over the current year revised budget. Major highlights of the variances are as follows:

- Post-traumatic Stress Disorder Clinic of Florida Veterans/First Responders: \$1.05M
- Eliminate Excess Faculty Salaries Over \$200K: (\$3.9M)
- Return of Non-Recurring General Revenue Reduction from Prior Year: \$7.3M
- State Health Insurance Premium Annualization: \$1.9M
- 2019-20 and 2020-21 Tuition and Fees growth to BOG authority: \$13.8M
- Anticipated non-E&G increases, particularly in C&G and Student Financial Aid budget entities due to federal stimulus funds received to support the fight against the coronavirus.

Recommended Action:

Recommend approval of FY 2021-22 Proposed University Operating Budget and authorize the President, or his designee, to amend the budget consistent with Legislative, Board of Governors’ and BOT directives and guidelines.

Alternatives to Decision:

The approval of a preliminary operating budget before the beginning of a fiscal year is required by law. Therefore, the university would be in non-compliance if the decision is made to not submit a preliminary plan before the upcoming year.

Fiscal Impact and Source of Funding:

The proposed operating budget for FY 2021-22 is \$2,186,499,129.

Authority for Board of Trustees Action:

Florida Statute 1011.40(2) provides that “each university board of trustees shall adopt an operating budget for the operation of the university as prescribed by law and rules of the Board of Governors.”

Florida Board of Governors Regulation 9.007(1) states that each university president shall prepare an operating budget for approval by the university board of trustees in accordance with the instructions, guidelines and standard formats provided by the Board of Governors.

Contract Reviewed/Approved by General Counsel ☐ N/A ☒

Committee Chair or Chair of the Board has approved adding this item to the agenda ☒

Submitted by:

Gerald Hector, Senior Vice President for Administration and Finance

Supporting Documentation:

Attachment A: FY 2021-22 Proposed Operating Budget

Facilitators/Presenters:

Gerald Hector, Senior Vice President for Administration and Finance

Kristie Harris, Associate Vice President for Financial Affairs

Attachment A

University of Central Florida
2021-22 Proposed Operating Budget
All Budget Entities

	2020-21 BOT Approved Operating Budget	2020-21 Final Operating Budget	2021-22 Proposed Operating Budget	% Increase (Decrease)	\$ Increase (Decrease)
<u>Education and General (E&G) Budget Entities¹</u>					
E&G, Main					
State Appropriations	\$ 336,391,302	\$ 329,001,670	\$ 335,794,312	2.1%	\$ 6,792,642
Student Tuition and Fees	304,640,516	304,640,516	318,133,474	4.4%	\$ 13,492,958
Interest and Other Revenue	3,070,000	3,070,000	3,070,000	0.0%	\$ -
Total E&G Main	644,101,818	636,712,186	656,997,786	3.2%	20,285,600
E&G, College of Medicine					
State Appropriations	30,773,894	30,995,142	30,781,275	-0.7%	(213,867)
Student Tuition and Fees	15,708,657	15,708,657	16,024,899	2.0%	316,242
Interest and Other Revenue	300,000	300,000	300,000	0.0%	-
Total E&G, College of Medicine	46,782,551	47,003,799	47,106,174	0.2%	102,375
E&G, Florida Center for Students with Unique Abilities (FCSUA)					
State Appropriations	8,984,565	8,984,565	8,984,565	0.0%	-
Total E&G, FCSUA	8,984,565	8,984,565	8,984,565	-	-
Total E&G Budget Entities	699,868,934	692,700,550	713,088,525	2.9%	20,387,975
<u>Non-E&G Budget Entities</u>					
Auxiliary Enterprises	302,385,900	302,385,900	305,999,077	1.2%	3,613,177
Contracts and Grants	188,528,000	271,000,000	319,991,191	18.1%	48,991,191
Local Funds					
<i>Student Financial Aid</i>	659,877,204	659,877,204	727,540,204	10.3%	67,663,000
<i>Intercollegiate Athletics</i>	68,086,641	65,781,150	74,209,459	12.8%	8,428,309
<i>Student Activities</i>	24,760,828	24,760,828	24,197,328	-2.3%	(563,500)
<i>Technology Fee</i>	10,028,400	10,028,400	11,863,810	18.3%	1,835,410
Self-Insurance Plan	576,878	576,878	563,167	-2.4%	(13,711)
<i>Concessions</i>	400,000	400,000	800,000	100.0%	400,000
Total Local Funds	763,729,951	761,424,460	839,173,968	10.2%	77,749,508
Faculty Practice Plan	9,603,362	9,603,362	8,246,368	-14.1%	(1,356,994)
Total Non-E&G Budget Entities	1,264,247,213	1,344,413,722	1,473,410,604	9.60%	128,996,882
Total Proposed FY 2021-22 Budget	1,964,116,147	2,037,114,272	2,186,499,129	7.3%	149,384,857

Highlights

¹ Excludes E&G carryforward funds. Per Board of Governors (BOG) Regulation 9.007, State University Operating Budgets and Requests, university budgeted E&G carryforward funds shall be reported separately in the E&G Carryforward Spending Plan Report. This report will be due for submission to the BOG for approval by a date established by the Chancellor of the State University System after the upcoming fiscal year.

UCF BOARD OF TRUSTEES
Agenda Item Summary
June 17, 2021

Title: New Board Committee Structure

☐ Information ☐ Information for upcoming action ☒ Action

Meeting Date for Upcoming Action: _____

Purpose and Issues to be Considered:

The Governance Committee is responsible for reviewing and recommending to the Board the number and structure of committees.

Following a review of best practice standards and two discussions at previous Governance Committee meetings, Trustee Okaty shared a summary of preliminary recommendations for a new committee structure at the Board's meeting on April 22, 2021. During that full Board discussion, no material changes were made to the proposed framework.

Following further internal discussions to ensure strategic alignment, the following structure is recommended for adoption:

- Academic Excellence and Student Success
- Audit and Compliance
- Budget and Finance
- Executive
- Facilities and Infrastructure
- Governance
- Strategic Partnerships and Advancement

Additionally, new charters have been drafted to correspond with the proposed scope of each new committee. Following the Board's adoption of the new Board committee structure and charters, the new structure would be effective July 1, 2021.

Background Information:

During the February 4, 2021, Executive Committee meeting, Chair Seay charged Trustee Okaty and the Governance Committee with assessing the Board's current committee structure. She stated that central to the review should be UCF's mission. She also requested the committee to consider in its assessment the board's emerging issues and President Cartwright's goal of becoming a Top 50 public metropolitan research institution.

The Board's current standing committees are as follows:

- Advancement
- Audit and Compliance
- Compensation and Labor
- Educational Programs
- Executive
- Finance and Facilities
- Governance

The most recent changes to the Board's committee structure include:

- Activating the Executive Committee and adopting a charter (September 19, 2019)
- Dissolving the Strategic Planning Committee (September 19, 2019)

Recommended Action:

Recommend dissolving the Board's current committee structure and charters and adopting the new Board committee structure and charters as presented in Attachment A and Attachment B.

Alternatives to Decision:

Make recommendations for an alternative committee structure.

Make alternative recommendations to the proposed new committee charters.

Fiscal Impact and Source of Funding:

N/A

Authority for Board of Trustees Action:

Board of Governors Regulation 1.001

Ninth Amended and Restated Bylaws, Section 6.1 COMMITTEES

Contract Reviewed/Approved by General Counsel ☐ N/A ☒

Committee Chair or Chair of the Board has approved adding this item to the agenda ☒

Submitted by:

Karen Monteleone, Assistant Vice President, Board Relations

Supporting Documentation:

Attachment A: New Board Committee Structure for Adoption

Attachment B: New Board Committee Charters for Adoption

Facilitators/Presenters:

Chair Okaty

Karen Monteleone

BOARD OF TRUSTEES – FINAL MANAGEMENT RECOMMENDATIONS FOR COMMITTEE STRUCTURE

	Executive	Academic Excellence and Student Success	Audit and Compliance	Budget and Finance	Facilities and Infrastructure	Governance	Strategic Partnerships and Advancement
COMMITTEE SCOPE	• Strategic Planning • Culture and Climate • Diversity, Equity and Inclusion • Collective Bargaining • Annual Board Workplan	• Fulfillment of academic mission: Teaching, Research and Service • Strategic review of degree programs • Enrollment Strategy • Student Success initiatives • Performance Based Funding and Preeminence Metrics	• Internal controls • External and Internal audits • Data integrity • Compliance and Ethics program • Enterprise Risk and Insurance program	• Tuition and Fees • University and DSO Budgets • University and DSO Financial Reporting • Treasury and Cash Management • Debt management	• Campus master planning • Capital Improvement Planning • Deferred maintenance • Real Estate • Information Technology, Operational Technology, and Cyber Security	• Board policies and delegation of authority • Board performance and self-assessment • Presidential performance, assessment and compensation • University Regulations, DSOs and Related Entities	• Fundraising • Strategic Partnerships • Community and Economic Impact • Business Development and Revenue Generation • Institutional brand and reputation • External building naming
PRIMARY LIAISON	• President	• Provost and EVP, Academic Affairs • SVP, Student Success	• VP, Compliance, Ethics and Risk • Chief Audit Officer	• SVP, Finance & Administration	• SVP, Finance & Administration	• VP, General Counsel	• SVP, External Affairs and Advancement
ADDITIONAL DIRECT EXECUTIVE SUPPORT	• VP, Athletics • VP, Health Affairs • VP, Diversity, Equity and Inclusion • Chief of Staff • Chief Human Resources Officer	• VP, Research • VP, Health Affairs • Vice Provost, Faculty Excellence • Vice Provost, Student Learning and Academic Success • Vice Provost, Digital Learning • Chief Analytics Officer • Sr. Assoc. Provost, Academic Affairs		• VP, Facilities and Business Operations • AVP, Controller • AVP, Treasurer • AVP, DSO Accounting	• VP, Facilities and Business Operations • VP, Information Technology	• SVP, Finance & Administration • AVP, Board Relations • AVP, Direct Support Organizations	• VP, Athletics • VP, Development • VP, Government and Community Relations • Chief Marketing & Communications Officer

NOTE: All Executive leaders are expected to attend and provide support during all full board and committee meetings. The assignments above outline roles that have direct connections to the work of the committee.



Board of Trustees

COMMITTEE CHARTER

EXECUTIVE COMMITTEE

PURPOSE AND AUTHORITY

The Executive Committee ("Committee") is a standing Committee of the University of Central Florida Board of Trustees ("Board"). The purpose of the Committee is to foster cross-functional coordination of the Board's annual work planning, institutional strategic planning, issues related to University culture and climate, and act on matters that, in the opinion of the Board Chair, must be timely approved between regularly scheduled Board meetings. The Committee or a sub-Committee appointed by the chair shall also be responsible for advising and making recommendations to the Board and president regarding collective bargaining activities.

The Board authorizes the Committee to perform activities within the scope of its charter as follows:

- Coordinate with the President to build an annual work plan that includes themes, objectives, and desired outcomes for all Board and Committee meetings.
- Provide oversight of the development, implementation, and regular review of the University's strategic plan across the Board's standing Committees.
- Provide oversight of the University's collective bargaining activities.
- Discuss with the president issues related to University culture and climate.
- Perform other duties as assigned by the Board or the Board Chair.

ROLES AND RESPONSIBILITIES

The Committee will review and recommend the following to the Board for action:

- The Board's annual work plan
- Collective Bargaining Agreements
- Compensation responsibilities for the University's Clinical Practice organization.
- Additional items within the Committee's scope and authority that require approval.

The Committee may not take any of the following actions, for which only the Board has the exclusive authority:

- appointment and dismissal of the president;
- final approval of the president's employment agreement;
- sale or other disposition of assets; incurrence of debt;
- approval of new facilities; election of chair and vice chair;
- approval of the annual capital and operations budgets;
- use of the institution's line of credit;
- conferral of degrees;
- creation or termination of degree programs; and amendment of the bylaws.

REPORTING RESPONSIBILITIES

- The Committee Chair will, at the next regularly scheduled Board meeting, report to the Board any action taken by the Committee.
- The Committee Chair will promptly notify all Board members of any matters within its oversight roles and responsibilities that might significantly impact the financial, legal, academic standing, or reputation of the University.

MEMBERSHIP

- The chair and vice chair of the Board and the chairs of each standing Committee shall be members of the Committee.
- Members of the Committee will serve until their resignation or until they no longer serve as a Committee chair.

MEETINGS AND MINUTES

- The Committee shall meet as needed at the discretion of the Board chair in consultation with the President.
- A majority of the Committee members will constitute a quorum for the conduct of business. Action shall require a majority vote of Committee members present.
- The Committee will maintain and post written minutes of its meetings in accordance with Florida Statute 1001.71.

STAFF

- The president will serve as the primary liaison to the Committee and delegate administrative responsibilities as necessary.
- The president may call upon additional direct executive support staff to provide presentations, information, or recommendations in the scope of the Committee's charter.

CHARTER REVIEW

- The Committee will review its charter annually and recommend to the Board any changes that the Committee deems necessary.



ADOPTION

I HEREBY CERTIFY that the University of Central Florida Board of Trustees adopted this charter at its regularly scheduled meeting on June 17, 2021.

Associate Corporate Secretary
University of Central Florida Board of Trustees

Date

ACADEMIC EXCELLENCE AND STUDENT SUCCESS COMMITTEE

PURPOSE AND AUTHORITY

The Academic Excellence and Student Success Committee ("Committee") is a standing Committee of the University of Central Florida Board of Trustees ("Board"). The Committee is responsible for oversight of activities relating to the core mission of the University: teaching, research, and service.

The Board authorizes the Committee to perform activities within the scope of its charter as follows:

- Provide oversight and strategic direction for the development of accountability measures associated with the University's academic programs and services, student success initiatives, and research activities and creative works.
- Provide oversight and strategic direction of the University's health affairs and related clinical activities and partnerships.
- Provide oversight and strategic direction of the University's research and creative works activities including licensing and technology transfer.
- Discuss strategies and long-range plans related to the quality and continuous improvement of academic programs and services, student success initiatives and scholarly activities of the University.
- Discuss strategies relating to the recruitment and retention of faculty members, faculty mix, academic freedom, and academic responsibility.
- Monitor key performance indicator results, including admission, progression, retention, graduation, and research productivity to ensure they align with the strategic direction of the University.
- Perform other duties as assigned by the Board or the Board Chair.

ROLES AND RESPONSIBILITIES

The Committee will review and recommend the following to the Board for action:

- The creation or termination of bachelor's, master's, and doctoral programs.
- The conferral of degrees.
- The awarding of tenure and tenure with hire.
- The annual Accountability Plan to the Board of Governors.
- Additional items within the Committee's scope and authority that require approval.

REPORTING RESPONSIBILITIES

- The Committee Chair will, at the next regularly scheduled Board meeting, report to the Board any action taken by the Committee.
- The Committee Chair will promptly notify all Board members of any matters within its oversight roles and responsibilities that might significantly impact the financial, legal, academic standing, or reputation of the University.

MEMBERSHIP

- The chair of the Board will appoint the chair and members of the Committee and serves as a non-voting ex officio member.
- Members of the Committee will serve until their resignation or replacement by the chair of the Board.
- The Committee will consist of at least five members.

MEETINGS AND MINUTES

- Meetings will be held not less than four times per fiscal year.
- A majority of the Committee members will constitute a quorum for the conduct of business. Action shall require a majority vote of Committee members present.
- The Committee will maintain and post written minutes of its meetings in accordance with Florida Statute 1001.71.

STAFF

- The provost and executive vice president for academic affairs will serve as the primary liaison to the Committee and delegate administrative responsibilities as necessary. The senior vice president for student success also will serve as a liaison to the Committee.
- The president, provost or senior vice president for student success may call upon additional staff to provide presentations, information, or recommendations in the scope of the Committee's charter.

CHARTER REVIEW

- The Committee will review its charter annually and recommend to the Board any changes that the Committee deems necessary.



ADOPTION

I HEREBY CERTIFY that the University of Central Florida Board of Trustees adopted this charter at its regularly scheduled meeting on June 17, 2021.

Associate Corporate Secretary
University of Central Florida Board of Trustees

Date

AUDIT AND COMPLIANCE COMMITTEE

1. Purpose

The Audit and Compliance Committee ("Committee") is appointed by the University of Central Florida Board of Trustees ("Board") and assists the Board in discharging its oversight responsibilities. The committee oversees the following for the University of Central Florida ("University") and its direct support organizations ("DSO"):

- internal control structure,
- independence and performance of internal and external audits and corrective actions plans,
- integrity of information technology infrastructure, security, and data governance,
- independence and effectiveness of the compliance and ethics program,
- compliance with applicable laws and regulations,
- standards for ethical conduct,
- risk identification and mitigation,
- and internal investigation processes.

2. Membership

The Committee will consist of at least three members of the Board of Trustees.

Members will be independent and objective in the discharge of their responsibilities and free of any financial, family, or other material personal relationship that would impair their independence from management and the University.

The Chair of the Board will appoint the chair, vice chair, and additional members of the Committee. Members will serve on the Committee until their departure from the Board, resignation, or replacement by the Chair of the Board.

3. Experience and Education

Members of the Committee should have professional experience and expertise in at least one of the following fields: post-secondary education, non-profit administration, law, banking, insurance and financial services, finance, accounting, financial reporting, auditing, risk management, or information technology.

The committee may direct the University and outside resources to provide the Committee with educational resources relating to the Committee in maintaining and enhancing an appropriate level of financial and compliance literacy.

4. Meetings

The Committee will meet as needed to address matters on its agenda, but not less frequently than three times each year.

A majority of the members of the Committee will constitute a quorum for the transaction of business.

Meeting agendas will be prepared jointly by the Committee chair, the chief audit executive, and the vice president for compliance and risk taking into account recommendations from Committee

members. Meeting agendas and appropriate briefing materials will be provided in advance to Committee members.

The Committee will maintain written minutes of its meetings.

The Committee may ask members of management or other individuals to provide pertinent information as necessary. In addition, the Committee may request special reports from University or DSO management on topics that may enhance its understanding of the university's activities and operations.

In addition to scheduled meetings of the full Committee, the Committee chair will meet with the chief audit executive and the vice president for compliance and risk on a regular basis or as needed.

The Committee is subject to Florida's Government in the Sunshine Law, as set forth in Chapter 286, Florida Statutes. The Sunshine Law extends to all discussions and deliberations as well as any formal action taken by the Committee.

5. Authority

The Board authorizes the Committee to:

- Perform activities within the scope of its charter.
- Have unrestricted access to management, faculty, and employees of the University and its DSOs, as well as to all their books, records, and facilities.
- Study or investigate any matter related to audit, compliance, risk, or related concerns such as potential fraud or conflicts of interest that the Committee deems appropriate.
- Engage independent counsel and other advisers as it deems necessary to discharge its duties.
- Provide oversight and direction of the internal auditing function, of external auditors, and of engagements with state auditors.
- Provide oversight and direction of the institutional compliance, ethics, and enterprise risk management and insurance programs, and be knowledgeable of the program with respect to its implementation and effectiveness.
- Perform other duties as assigned by the Board.

6. Roles and responsibilities

With regard to each topic listed below, the Committee will:

A. Internal Controls and Financial Statements

- Evaluate the overall effectiveness of the internal control framework by reviewing audit reports and open audit issue status updates and investigation memorandum to determine if recommendations made by the internal and external auditors have been implemented by management.

- Make inquiries of management and the external auditors concerning the effectiveness of the University's system of internal controls.
- Determine whether the external auditors are satisfied with the disclosure and content of the financial statements, including the nature and extent of any significant changes in accounting principles.
- Review management's written responses to significant findings and recommendations of the auditors, including the timetable to correct weaknesses in the internal control system.
- Review the adequacy of accounting, management, and financial processes of the University and its DSOs.
- Review the financial reporting process implemented by management of the University and its DSOs.
- Review University and DSO management processes for ensuring the transparency of the financial statements and the completeness and clarity of the disclosures.

B. External Audit

- Receive and review audits by the State of Florida Auditor General.
- Receive and review audits of the direct support organizations and component units.
- Review and contract with external auditors for special audits or reviews related to the University's affairs and report the results of any such special projects to the Board.

C. Internal Audit

- Review the independence, qualifications, activities, performance, resources, and structure of the internal audit function and ensure no unjustified restrictions or limitations are made.
- Review the effectiveness of the internal audit function and ensure that it has appropriate standing within the University.
- Ensure that significant findings and recommendations made by the internal auditors and management's proposed response are received, discussed, and appropriately dispositioned.
- Review the proposed internal audit plan for the coming year or the multi-year plan and ensure that it addresses key areas of risk based on risk assessment procedures performed by Audit in consultation with management and the Committee.
- Obtain reports or notification concerning financial fraud resulting in losses in excess of \$10,000 or involving a member of senior management.

D. Data Integrity

- Review the adequacy of the university's information technology management methodology with regards to internal controls, including applications, systems, and infrastructure.

- Review the adequacy of the university's data management policies and procedures to ensure data security and data integrity in institutional reporting.

E. Compliance and Ethics Program

- Review and approve the Compliance Program Plan and any subsequent changes.
- Review the independence, qualifications, activities, resources, and structure of the compliance and ethics function and ensure no unjustified restrictions or limitations are made.
- Review the effectiveness of the compliance and ethics program in preventing or detecting noncompliance, unethical behavior, and criminal misconduct and ensure that it has appropriate standing and visibility across the University.
- Ensure that significant findings and recommendations made by the vice president for compliance and risk are received, discussed, and appropriately dispositioned.
- Ensure that procedures for reporting misconduct, or ethical and criminal violations are well publicized and administered and include a mechanism that allows for anonymity or confidentiality, whereby members of the university community may report or seek guidance without the fear of retaliation.
- Review the effectiveness of the system for monitoring compliance with laws and regulations and management's investigation and follow-up (including disciplinary action) of any wrongful acts or non-compliance.
- Review the proposed compliance and ethics work plan for the coming year and ensure that it addresses key areas of risk and includes elements of an effective program as defined by Chapter 8 of the Federal Sentencing Guidelines.
- Obtain regular updates from the vice president for compliance and risk regarding compliance and ethics matters that may have a material impact on the organization's financial statements or compliance policies.
- Review the findings of any examinations or investigations by regulatory bodies.
- Review the University and DSO conflict of interest policies to ensure that: 1) the term "conflict of interest" is clearly defined, 2) guidelines are comprehensive, 3) annual signoff is required, and 4) potential conflicts are adequately resolved and documented.

F. Enterprise Risk and Insurance Program

- Review and approve the University's enterprise risk policy to include approval of the University's risk appetite and tolerance
- Oversee the identification, assessment, and mitigation of the University's enterprise risks and opportunities
- Obtain an annual update on the University's enterprise risk universe
- Obtain regular updates from the vice president for compliance and risk regarding critical risk

matters that may materially impact the organization's financial position, operations, and / or reputation

- Gain and maintain reasonable assurance that the University's insurance strategy appropriately protects University assets

G. Reporting Responsibilities

- Regularly update the Board about its activities and make appropriate recommendations.
- Ensure the Board is informed of matters that may cause significant financial, legal, reputational, or operational impact to the University or its DSOs.
- Receive a summary of findings from completed internal and external audits and the status of implementing related recommendations.
- Receive a summary of findings from completed reports related to the compliance, ethics, or risk programs.

H. Evaluating Performance

- Evaluate the Committee's own performance, both of individual members and collectively, on a periodic basis and communicate the results of this evaluation to the Board.
- Review the Committee's charter annually and update as necessary.
- Ensure that any changes to the charter are discussed with the Board and reapproved.

ADOPTION

I HEREBY CERTIFY that the University of Central Florida Board of Trustees adopted this charter at its regularly scheduled meeting on June 17, 2021.

Associate Corporate Secretary
University of Central Florida Board of Trustees

Date

BUDGET AND FINANCE COMMITTEE

PURPOSE AND AUTHORITY

The Budget and Finance Committee ("Committee") is a standing Committee of the University of Central Florida Board of Trustees ("Board"). The purpose of the Committee is to oversee the University budget and all revenue sources to monitor the overall financial performance of the University and its Related Entities.

The Board authorizes the Committee to perform activities within the scope of its charter as follows:

- Provide oversight of the financial condition of the University and all Related Entities.
- Provide oversight and strategic direction of the University's financial planning and resource allocation, financial commitments and contractual obligations, treasury and cash management, debt management, and tuition and fees.
- Evaluate the University's investment and cash management strategies and make recommendations to enhance performance.
- Perform other duties as assigned by the Board or the Board Chair.

ROLES AND RESPONSIBILITIES

The Committee will review and recommend the following to the Board for action:

- The annual operating budget of the University, carryforward spending plan, and capital outlay budget of the University and its Related Entities.
- Financial commitments, contractual obligations, contingent risks, or the assumption of liabilities not delegated to the President.
- The borrowing of funds and any material changes to such loans, including internal University resources borrowed via internal loan; any debt issuance; and public private partnerships.
- Changes to the University's tuition and fees.
- The transfer of allowable University funds to, from, or among Related Entities, unless under an agreement approved by the Board of Trustees.
- The financial statements of the University and of the University's Related Entities.
- Additional items within the Committee's scope and authority that require approval.

REPORTING RESPONSIBILITIES

- The Committee will, at the next regularly scheduled board meeting, report to the Board any action taken by the Committee.
- The Committee will promptly notify all board members of any matters within its oversight roles and responsibilities that might significantly impact the financial, legal, academic standing, or reputation of the University.

MEMBERSHIP

- The chair of the Board will appoint the chair and members of the Committee and serve as a non-voting ex officio member.
- The Committee will consist of at least five members.
- Members of the Committee will serve until their resignation or replacement by the chair of the Board.

MEETINGS AND MINUTES

- Meetings will be held not less than four times per fiscal year.
- A majority of the Committee members will constitute a quorum for the conduct of business. Action shall require a majority vote of Committee members present.
- The Committee will maintain and post written minutes of its meetings in accordance with Florida Statute 1001.71.

STAFF

- The senior vice president for finance and administration will serve as the primary liaison to the Committee and delegate administrative responsibilities as necessary.
- The president and senior vice president for finance and administration may call upon additional staff to provide presentations, information, or recommendations in the scope of the Committee's charter.

CHARTER REVIEW

- The Committee will review its charter annually and recommend to the Board any changes that the Committee deems necessary.



ADOPTION

I HEREBY CERTIFY that the University of Central Florida Board of Trustees adopted this charter at its regularly scheduled meeting on June 17, 2021.

Associate Corporate Secretary
University of Central Florida Board of Trustees

Date

FACILITIES AND INFRASTRUCTURE COMMITTEE**PURPOSE AND AUTHORITY**

The Facilities and Infrastructure Committee ("Committee") is a standing committee of the University of Central Florida Board of Trustees ("Board"). The purpose of the committee is to advise the Board on the capital improvement needs, including but not limited to, campus master planning, new construction projects, deferred maintenance, real estate, information technology, operational technology, and cybersecurity.

The Board authorizes the Committee to perform activities within the scope of its charter as follows:

- Provide oversight and strategic direction for the University's Campus Master Plan, including the University's program to administer the construction and maintenance of facilities.
- Provide oversight and strategic direction for the University's real estate program including real estate acquisitions, dispositions, or encumbrances for the university and its Related Entities.
- Provide oversight of the facilities and operations associated with on-campus student housing, affiliated off-campus student housing, and managed off-campus student housing.
- Review and assess construction-related activities, including information regarding change order activity and minor projects.
- Assessing and monitoring the effectiveness of the University's information technology, operational technology, and cybersecurity programs.
- Perform other duties as assigned by the Board or the Board Chair.

ROLES AND RESPONSIBILITIES

The Committee will review and recommend the following to the Board for action:

- The Campus Master Plan.
- Construction projects (new, remodeling, site work) with a projected total project cost in any amount greater than \$2 million, and any material changes to the projects.
- University facilities seeking funding by the Legislature, including the PECO list, and the Capital Improvement Program.
- The acquisition, lease, license, disposition or encumbrance of real property transactions not delegated to the President.
- Additional items within the committee's scope and authority that require approval.

REPORTING RESPONSIBILITIES

- The Committee Chair will, at the next regularly scheduled board meeting, report to the Board any action taken by the Committee.
- The Committee Chair will promptly notify all board members of any matters within its oversight roles and responsibilities that might significantly impact the financial, legal, academic standing, or reputation of the University.

MEMBERSHIP

- The chair of the Board will appoint the chair and members of the Committee and serve as a non-voting ex officio member.
- The Committee will consist of at least three members.
- Members of the Committee will serve until their resignation or replacement by the chair of the Board.

MEETINGS AND MINUTES

- Meetings will be held not less than two times per fiscal year.
- A majority of the Committee members will constitute a quorum for the conduct of business. Action shall require a majority vote of Committee members present.
- The Committee will maintain and post written minutes of its meetings in accordance with Florida Statute 1001.71.

STAFF

- The senior vice president for finance and administration will serve as the primary liaison to the committee and delegate administrative responsibilities as necessary.
- The president and senior vice president for finance and administration may call upon additional staff to provide presentations, information, or recommendations in the scope of the committee's charter.

CHARTER REVIEW

- The Committee will review its charter annually and recommend to the Board any changes that the Committee deems necessary.



ADOPTION

I HEREBY CERTIFY that the University of Central Florida Board of Trustees adopted this charter at its regularly scheduled meeting on June 17, 2021.

Associate Corporate Secretary
University of Central Florida Board of Trustees

Date

GOVERNANCE COMMITTEE**PURPOSE**

The Governance Committee ("Committee") is a standing committee of the University of Central Florida Board of Trustees ("Board"). The purpose of the committee is to provide oversight of the corporate governance, administrative operations, and delegations of the Board and University Related Entities.

The Board authorizes the Committee to perform activities within the scope of its charter as follows:

- Provide oversight and strategic direction for the governance activities of the University and its Related Entities including governing documents, regulations, and associated policies.
- Ensure the Board's governance aligns with best practice standards for a governing Board in public higher education.
- Provide oversight and strategic direction to the Board's new member orientation program and make recommendations for Board member training and development.
- Lead a biannual, comprehensive Board self-assessment process.
- Perform other duties as assigned by the Board or the Board Chair.

ROLES AND RESPONSIBILITIES

The Committee will review and recommend the following to the Board for action:

- Amendments to the Board's governing documents and policies, including, but not limited to Board Bylaws, the Board's conflict of interest statement and disclosure form, and the delegation of authority to the President.
- Amendments to the governing documents and policies of University Related Entities and appointments of Board Members to University Related Entities.
- The annual evaluation of the president's performance and compensation including review and approval of short- and long-term goals.
- Recommendations for chair and vice chair of the Board.
- Amendments to University regulations.
- The awarding of Honorary Doctorate degrees recommended by University leadership.
- The designation of Trustee Emeritus status to former Trustees.
- Additional items within the committee's scope and authority that require approval.

REPORTING RESPONSIBILITIES

- The Committee Chair will, at the next regularly scheduled board meeting, report to the Board any action taken by the Committee.
- The Committee Chair will promptly notify all board members of any matters within its oversight roles and responsibilities that might significantly impact the financial, legal, academic standing, or reputation of the University.

MEMBERSHIP

- The chair of the Board will appoint the chair and members of the Committee and serves as a non-voting ex officio member.
- The Committee will consist of at least five members.
- Members of the Committee will serve until their resignation or replacement by the chair of the Board.

MEETINGS AND MINUTES

- Meetings will be held not less than four times per fiscal year.
- A majority of the Committee members will constitute a quorum for the conduct of business. Action shall require a majority vote of Committee members present.
- The Committee will maintain and post written minutes of its meetings in accordance with Florida Statute 1001.71.

STAFF

- The vice president and general counsel will serve as the primary liaison to the committee and delegate administrative responsibilities as necessary.
- The president or vice president and general counsel may call upon additional staff to provide presentations, information, or recommendations in the scope of the committee's charter.

CHARTER REVIEW

- The Committee will review its charter annually and recommend to the Board any changes that the Committee deems necessary.



ADOPTION

I HEREBY CERTIFY that the University of Central Florida Board of Trustees adopted this charter at its regularly scheduled meeting on June 17, 2021.

Associate Corporate Secretary
University of Central Florida Board of Trustees

Date

STRATEGIC PARTNERSHIPS AND ADVANCEMENT COMMITTEE**PURPOSE AND AUTHORITY**

The Strategic Partnerships and Advancement Committee ("Committee") is a standing Committee of the University of Central Florida Board of Trustees ("Board"). The purpose of the Committee is to advise the Board on the University's philanthropic strategies, community engagement activities, strategic communications and marketing activities, and economic and business development activities to advance the mission of the University and bolster the institution's brand and reputation.

The Board authorizes the Committee to perform activities within the scope of its charter as follows:

- Provide oversight and strategic direction to the University's advancement, communications and marketing, community and government relations, and economic and business development activities.
- Monitor key performance indicator results, including, but not limited to, fundraising targets, alumni engagement metrics, national rankings, community engagement, brand strength and economic impact.
- Discuss and recommend to the Board strategies and actions that address pressing local, state, national, and international issues in support of the global community.
- Build positive relationships and maintain open channels of communication between the University and the Board of Governors, the Governor, the Florida Legislature, the Florida Congressional Delegation, and other public officials and leaders.
- Ensure the advancement of the University's external engagement priorities by advising the Board on opportunities to serve as advocates, ambassadors, and champions of the University's strategic goals and accomplishments.
- Perform other duties as assigned by the Board or the Board Chair.

ROLES AND RESPONSIBILITIES

As outlined in its annual work plan, the Committee will review and recommend the following to the Board for action:

- The naming of any University facility in accordance with Board of Governors Regulation 9.005 and in alignment with the University's mission and values.
- Strategic opportunities to engage or invest in strategic partnerships that impact the University's brand and reputation.
- Additional items within the Committee's scope and authority that require approval.

REPORTING RESPONSIBILITIES

- The Committee will, at the next regularly scheduled board meeting, report to the Board any action taken by the Committee.
- The Committee will promptly notify all board members of any matters within its oversight roles and responsibilities that might significantly impact the financial, legal, academic standing, or reputation of the University.

MEMBERSHIP

- The chair of the Board will appoint the chair and members of the Committee and serves as a non-voting ex officio member.
- The Committee will consist of at least three members.
- Members of the Committee will serve until their resignation or replacement by the chair of the Board.

MEETINGS AND MINUTES

- Meetings will be held not less than two times per fiscal year.
- A majority of the Committee members will constitute a quorum for the conduct of business. Action shall require a majority vote of Committee members present.
- The Committee will maintain and post written minutes of its meetings in accordance with Florida Statute 1001.71.

STAFF

- The senior vice president for external affairs and advancement will serve as the primary liaison to the Committee and delegate administrative responsibilities as necessary.
- The president or senior vice president for external affairs and advancement may call upon additional direct executive support staff to provide presentations, information, or recommendations in the scope of the Committee's charter.

CHARTER REVIEW

- The Committee will review its charter annually and recommend to the Board any changes that the Committee deems necessary.



ADOPTION

I HEREBY CERTIFY that the University of Central Florida Board of Trustees adopted this charter at its regularly scheduled meeting on June 17, 2021.

Associate Corporate Secretary
University of Central Florida Board of Trustees

Date

UCF BOARD OF TRUSTEES

Agenda Item Summary

June 17, 2021

Title: Tenth Amended and Restated Bylaws of the University of Central Florida Board of Trustees

☐ Information☐ Information for upcoming action☒ Action

Meeting Date for Upcoming Action: _____

Purpose and Issues to be Considered:

Revisions to the Ninth Amended and Restated Bylaws of the University of Central Florida Board of Trustees. The Bylaws are being amended to make a number of cumulative changes based on other recent actions of the Board, including: to add new language regarding the vacancy of an officer position (Section 4.5), to conform the Bylaws (Section 6.2) to reflect the new committee structure discussed in the previous agenda item, and to replace the term “affiliated organizations” with “related entities” throughout and update the definition of that term. Additionally, staff took this opportunity to review the bylaws in more detail and propose changes in other sections throughout, including: adding clarifying language to terms of office for trustees (Section 3.1), conforming selection of officers language to statute (Section 4.2), directing committees to state how often they meet (Section 7.1), clarifying emergency meetings (Section 7.4), updating the instructions for appearance before the board (Section 7.7), addressing Board and committee quorum in one section (Section 7.8), and modify notice period for bylaw amendments to conform to standard timeframe for delivery of other Board materials (Section 8.5).

Background Information:

The Governance Committee is responsible for reviewing annually and recommending changes as necessary to the bylaws of the University of Central Florida Board of Trustees. The bylaws were last amended on October 22, 2020. The proposed edits provide consistency with other governing documents that were updated in the last year and with other recent Board action, and also clarify operating procedures for Board of Trustees agenda changes.

Recommended Action:

Waive the ten-day notice to trustees for bylaw amendments and approve the Tenth Amended and Restated Bylaws of the University of Central Florida Board of Trustees as presented.

Alternatives to Decision:

Do not approve the recommended revisions to the Bylaws or approve alternative revisions.

Fiscal Impact and Source of Funding:

N/A

Authority for Board of Trustees Action:

Sixth Amended and Restated Governance Committee Charter

Contract Reviewed/Approved by General Counsel ☐ N/A ☒

Committee Chair or Chair of the Board has approved adding this item to the agenda ☒

Submitted by:

Youndy Cook, Interim Vice President and General Counsel

Supporting Documentation:

Attachment A: Tenth Amended and Restated Bylaws of the University of Central Florida Board of Trustees (redline)

Attachment B: Tenth Amended and Restated Bylaws of the University of Central Florida Board of Trustees (clean copy)

Facilitators/Presenters:

Youndy Cook

University of Central Florida Board of Trustees

~~Ninth~~ Tenth Amended and Restated Bylaws

~~October 22~~ June __, 2021~~0~~

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ARTICLE I

STATEMENT OF PURPOSE

The University of Central Florida Board of Trustees is vested by law with all the powers and authority to administer the University of Central Florida in accordance with Article IX, Section 7 of the Florida Constitution, the laws of the State of Florida and ~~with~~ regulations and policies of the Florida Board of Governors. In order to more effectively discharge its responsibilities and duties in connection therewith, the University of Central Florida Board of Trustees hereby adopts these bylaws.

ARTICLE II

THE BOARD

Section 2.1 CORPORATE NAME – The Board of Trustees is a public body corporate called the *University of Central Florida Board of Trustees*, with all the powers of a body corporate under the laws of the State of Florida. The Board of Trustees shall be hereinafter referred to as the *Board*.

Section 2.2 COMPOSITION – The Board is composed of thirteen (13) trustees, including six (6) citizen members appointed by the governor, and five (5) citizen members appointed by the Board of Governors, subject to confirmation by the Senate of the State of Florida. The president of the ~~s~~Student ~~b~~Body and chair of the ~~f~~Faculty ~~s~~Senate ~~shall~~ also serve as voting trustees during their terms of office.

Section 2.3 POWERS AND DUTIES OF BOARD – The Board shall serve as the governing body of the University of Central Florida. It shall select the president of the University of Central Florida for ratification by the Board of Governors and shall hold the president responsible for the university's operation and management, performance, fiscal accountability, and compliance with federal and state laws and regulations of the Board of Governors. The Board shall have the authority to carry out all lawful functions permitted by these bylaws, its operating procedures, by regulations and policies of the Board of Governors, or by law.

The Board may adopt rules, regulations, resolutions, and policies consistent with the university mission, with law, and with the regulations and policies of the Board of Governors, in order to effectively fulfill its obligations under the law.

Section 2.4 CORPORATE SEAL – The corporate seal shall be used only in connection with the transaction of business of the Board and of the university. The secretary may affix the seal on any document signed on behalf of the corporation and the university. Permission may be granted by the secretary for the use of the seal in the decoration of any university building or in other special circumstances. The corporate seal of the Board shall be consistent with the following form and design:

INSERT SEAL

ARTICLE III

THE TRUSTEES

Section 3.1 TERM OF OFFICE – Trustees shall serve for staggered 5-year terms, as provided by law. The president of the student body and chair of the faculty senate shall serve for terms corresponding to the terms of their respective elected offices.

In the event a trustee is not immediately reappointed or replaced by the governing authority upon the expiration of the trustee's term, the trustee shall continue to serve on the Board and any committees until they are reappointed or their replacement is appointed.

Section 3.2 VACANCIES – Vacancies shall be filled by appointing authority subject to confirmation by the Senate of the State of Florida.

Section 3.3 COMPENSATION – Trustees shall receive no compensation but may be reimbursed upon request for travel and per diem expenses.

ARTICLE IV

OFFICERS OF THE BOARD

Section 4.1 OFFICERS – The officers of the Board shall be the Chair, Vice Chair, Corporate Secretary, and the Associate Corporate Secretary. The Chair and Vice Chair shall be trustees, but no other Board officers shall be members of the Board.

Section 4.2 SELECTION – The Board shall elect its Chair and Vice Chair from the appointed members and upon recommendation of the Governance Committee, at its last regular meeting of the fiscal year ending June 30. The Chair shall serve for two years beginning July 1 and may be reelected for one additional consecutive two-year term, except that for each additional consecutive term beyond two terms, by a two-thirds vote, the Board may reelect the Chair for additional consecutive two-year terms. ~~Any exception to this term of office must be approved by a two-thirds vote of the board of trustees.~~

Section 4.3 CHAIR – The duties of the Chair shall include presiding at all meetings of the Board, calling special meetings of the Board, appointing committee chairs, determining the composition of all Board committees, attesting to actions of the Board, serving as spokesperson for the Board, and fulfilling other duties as assigned by the Board. The Chair shall notify the Governor or the Board of Governors, as applicable, in writing, whenever a board member has three consecutive unexcused absences from regular board meetings in any fiscal year, which may be grounds for removal by the Governor or Board of Governors, as applicable. The Chair shall perform such duties in consultation with the university president.

Section 4.4 VICE CHAIR – The duty of the Vice Chair is to act as chair when the Chair is not present during the absence or disability of the chair. ~~While the vice chair shall be the presumptive successor to the chair when a vacancy occurs, the chair shall be selected by the full board upon nomination of the Governance Committee.~~

Section 4.5 VACANCY OF OFFICER – A vacancy in the Chair or Vice Chair position shall be deemed to occur upon the death, resignation, or removal of the incumbent. Resignation occurs upon the incumbent’s acknowledgement in writing that they intend not to perform, or will be unable to perform, the material duties of the position. The Corporate Secretary or designee shall notify the Board upon the occurrence of a vacancy. A vacancy of the Chair or Vice Chair shall be filled at any time by a majority vote of the Board upon recommendation of the Governance Committee. The trustee filling a vacancy in the unexpired term of Chair or Vice Chair shall serve for the remainder of the term for which they filled, and election or reelection shall take place at the Board’s June meeting

Section 4.~~65~~ CORPORATE SECRETARY – The university president shall serve as ~~C~~orporate ~~S~~ecretary of the Board, and in ~~that~~ capacity ~~of secretary~~, shall be responsible for giving notice of all meetings of the Board and its committees, setting the agenda and compiling the supporting documents for meetings of the Board in consultation with the ~~C~~hair, recording and maintaining detailed minutes of any Board meeting, including a record of all votes cast and history of attendance of each trustee, executing or attesting to all documents that have been executed by the Board, and ~~shall serving as~~ be custodian of the corporate seal. Minutes of each meeting shall be prominently posted on the university’s website within two weeks after the meeting. All meetings will be held in accordance with section 286.011(2), Florida Statutes.

Section 4.~~76~~ ASSOCIATE CORPORATE SECRETARY – The secretary may designate an individual to serve as ~~A~~ssociate ~~C~~orporate ~~S~~ecretary to the Board. This individual shall perform all duties delegated by the secretary and shall provide for review by the General Counsel documents to be presented to the board and committees.

ARTICLE V

PRESIDENT

Section 5.1 DUTIES OF THE PRESIDENT – The university president shall serve as the chief executive officer of the university. The university president shall be responsible for the operation of the university, including efficient and effective budget and program administration, leading the university to accomplish its educational missions and goals, monitoring educational and financial performance, consulting with the Board in a timely manner on matters appropriate to its policy-making and fiduciary functions, appointing staff liaisons for each board committee, and serving as the university’s key spokesperson. The president shall have the authority to execute all documents on behalf of the university and the Board consistent with law, applicable Board of Governors² and Board~~’s of Trustees’~~ regulations and policies, and the best interests of the university.

ARTICLE VI

COMMITTEES

Section 6.1 COMMITTEES – The Board shall establish standing and ad-hoc committees as it deems appropriate to discharge its responsibilities. The Board chair shall appoint members of committees, their chairs and vice chairs based upon their expertise in matters relating to that committee ~~and shall appoint a trustee representative to the board of directors of each direct support organization~~. The ~~C~~hair shall be an ex-officio member of each committee. Each committee shall

consist of no fewer than three members. Members of committees shall hold office until the appointment of their successors. Any vacancies on the standing committees shall be filled by appointment of the Board chair. Unless specifically delegated or as otherwise provided in these bylaws, authority to act on all matters is reserved to the Board and the duty of each committee shall be to consider and to make recommendations to the Board upon matters referred to it. Each committee shall have a written statement of purpose and primary responsibilities, or charter, as approved by the Board. The chairs of all committees shall perform their duties in consultation with the university president or designated administrative liaisons.

Section 6.2 STANDING COMMITTEES – The following committees shall be standing committees of the Board until dissolved by the Board:

Academic Excellence and Student Success Committee

~~Advancement Committee~~

Audit and Compliance Committee

Budget and Finance Committee

~~Compensation and Labor Committee~~

~~Educational Programs Committee~~

Facilities and Infrastructure Committee

~~Finance and Facilities Committee~~

Governance Committee

Strategic Partnerships and Advancement Committee

Section 6.3 EXECUTIVE COMMITTEE – The Executive Committee shall be comprised of the Board Chair, Vice Chair, and committee chairs. The Executive Committee shall be empowered to act on matters that, in the opinion of the board chair, must be timely approved between regularly scheduled Board meetings. Actions taken by the Executive Committee shall be reported to the Board at the next Board meeting. The Executive Committee may not take any of the following actions, for which only the board has the exclusive authority: appointment and dismissal of the president; approval of the president’s employment agreement; sale or other disposition of assets; incurrence of debt; approval of new facilities; election of chair and vice chair; approval of the annual capital and operations budgets; use of the institution’s credit line; conferral of degrees; creation or termination of degree programs ; and amendment of the bylaws.

Section 6.4 AD HOC COMMITTEES – Ad-hoc committees shall be ~~appointed~~created by the ~~Board Chair~~ upon authority of the Board with such powers and duties and period of service as the ~~Board Chair~~ may determine, provided that no ad-hoc committee shall be created to act upon any matter appropriate to be acted upon by a standing committee. The chairs of any ad-hoc committees shall be appointed by the ~~Board Chair~~ and shall perform their duties in consultation with the university president. The Chair of the Board shall serve as an ex-officio member of each ad hoc committee.

Section 6.5 ~~AFFILIATED ORGANIZATIONS~~RELATED ENTITIES – To allow for Board oversight the Chair shall appoint a trustee representative to the board of directors of each Related Entity. Each ~~Affiliated Organization~~Related Entity, which includes Direct Support Organizations ~~and, Practice Plan Corporations, self insurance trust funds, and other legal entities under the control of the Board of Trustees,~~ shall provide regular reports to a standing committee as assigned by the ~~Board Chair~~.

~~Section 6.6 QUORUM – A majority of the regular (not ex-officio) committee members shall constitute a quorum for all committee meetings. A quorum having been established, no business shall be transacted without a majority vote of all committee members present.~~

ARTICLE VII

MEETINGS

All meetings of the Board and its committees shall be open to the public at all times, and no resolution, rule, or formal action shall be considered binding except as taken or made at such meeting in accordance with section 286.011, Florida Statutes, unless the matter being discussed falls within the provisions of law allowing closed sessions.

Section 7.1 COMMITTEE MEETINGS – Each committee charter shall state how often the committee will meet.

Section 7.2 REGULAR MEETINGS – There shall be not less than five (5) regular meetings a year as the Board may determine. These meetings shall be held on such dates and at such times as the Board may determine. The time and date of a regular meeting may be changed by an affirmative vote of a quorum of the Board. At the discretion of the Chair, meetings may be held virtually or by teleconference.

Section 7.32 SPECIAL MEETINGS – Special meetings of the Board may be held at the call of the ~~Board~~-eChair, the Corporate Secretary, or upon request of seven (7) trustees. The Corporate Secretary or designee shall send written notice of such special meeting to all trustees, along with a statement of the purpose of the meeting, at least 48 hours in advance. No matter may be considered at any special meeting that was not included in the call of that meeting except by an affirmative vote of not less than two-thirds (2/3) of the trustees at the meeting. At the discretion of the Chair, special meetings of the Board may be held virtually or by teleconference.

Section 7.43 EMERGENCY MEETINGS – An emergency meeting of the Board may be called by the Chair upon no less than twenty-four (24) hours' notice whenever an issue requires immediate Board action. No matter may be considered at any emergency meeting that was not included in the call of that meeting except other business will be transacted at the meeting unless additional emergency matters are agreed to by affirmative vote of not less than two-thirds (2/3) of the trustees at the meeting a majority of those Board members present.

Section 7.54 AGENDA – The President, in consultation with the eChair, shall set the agenda for the meetings with the review of the General Counsel. Recommendations to the Board included in the agenda are presented by the Chair or committee chair ~~designated by the chair~~, and include all matters of business or concern to the Board that have not been specifically delegated to the Chair or the university president. The ~~chair~~-Corporate Secretary or designee will provide a copy of the agenda to each member of the Board at least seven (7) days prior to the meeting. If additional items or supporting documentation become available, notice will be sent to all trustees acknowledging the update(s). A revised agenda will be issued if a new agenda item is added or if an agenda item is removed. The Board may also consider items not included in the published agenda.

Section 7.~~65~~ CONSENT AGENDA – The ~~Board Chair~~ may approve items to be placed on a consent agenda that may be approved by the Board without discussion. Committee items not recommended by the unanimous vote of the committee may not be placed on the consent agenda. Items may be removed from the consent agenda by any trustee, preferably at least two days prior to the Board meeting.

Section 7.~~76~~ APPEARANCE BEFORE THE BOARD – Individuals, groups, or factions who wish to appear before the Board to ~~discuss comment on~~ a subject pending before the Board ~~shall~~must complete a public comment form specifying the matter upon which they desire to be heard. Public comment forms ~~are will be~~ available on the Board's website at each meeting and must be submitted to the Office of Board Relations at least twenty-four hours prior to commencement of the meeting at which comment is sought to be made. This also applies to ~~For~~ meetings held virtually or by teleconference; ~~public comment forms can be obtained from the Board web site and emailed to the Office of Board Relations prior to the meeting.~~ Organizations, groups, or factions wishing to address the Board shall designate a single representative to speak on its behalf to ensure an orderly presentation to the Board. The Board will reserve no more than fifteen minutes for public comments. Each speaker shall be allotted three minutes to present information unless modified by the Board chair.

Section 7.~~78~~ QUORUM – A quorum for the conduct of business by the full Board shall consist of seven (7) trustees. A quorum for the conduct of business by a Board committee shall consist of a majority of the members then serving on the committee. A quorum having been established, no business shall be transacted without a majority vote of all trustees present except as otherwise provided in these bylaws.

Section 7.~~98~~ RULES OF PROCEDURE – Except as modified by these bylaws or specific procedures and policies enacted by the Board, *Robert's Rules of Order Newly Revised* shall constitute the rules of parliamentary procedure applicable to all meetings of the Board and its committees.

ARTICLE VIII

MISCELLANEOUS

Section 8.1 CONFLICT OF INTEREST POLICY – Trustees stand in a fiduciary relationship to the university. Therefore, Trustees shall act in good faith, with due regard to the interests of the university, and shall comply with the fiduciary principles and law set forth in the Code of Ethics for Public Officers and Employees, Section 112.311-112.326, Florida Statutes. The Board shall adopt a written conflict of interest policy, ~~to be included in the Board operating procedures or other policies,~~ which shall be reviewed periodically and revised as necessary.

Section 8.2 INDEMINIFICATION – Whenever any civil or criminal action has been brought against a trustee for any act or omission arising out of and in the course of the performance of his or her duties and responsibilities, the Board may defray all costs of defending such action, including reasonable attorney's fees and expenses together with costs of appeal, and may save harmless and protect such person from any financial loss resulting from the lawful performance of his or her duties and responsibilities. Claims based on such actions or omissions may, in the discretion of the Board, be settled prior to or after the filing of suit thereon. The Board may arrange for and pay the premium for appropriate insurance to cover all such losses and expenses.

Section 8.3 LIMITATION OF LIABILITY – The Board shall be a corporation primarily acting as a public instrumentality or agency of the state pursuant to section 768.28(2), Florida Statutes, for purposes of sovereign immunity.

Section 8.4 AMENDMENTS – These Bylaws may be amended at any regular meeting of the Board by the affirmative vote of not less than two-thirds (2/3) of the members of the Board, provided that notice of any proposed amendment including a draft thereof shall have been filed in writing with the Corporate sSecretary and a copy of the draft has been delivered electronically or by mail to each trustee at least ~~ten-seven~~ (107) days prior to the meeting at which the amendment is to be voted upon.

Section 8.5 SUSPENSION OF OPERATING PROCEDURES – Any provision of these bylaws may be suspended in connection with the consideration of a matter before the Board by an affirmative vote of not less than two-thirds (2/3) of the members of the Board.

Section 8.6 PROXIES – The use of proxies for purposes of determining a quorum, for voting, or for any other purposes is prohibited.

I HEREBY CERTIFY that the foregoing ~~Ninth-Tenth~~ Amended and Restated Bylaws of the University of Central Florida Board of Trustees were approved by an affirmative vote of not less than two-thirds (2/3) of the members of the Board of Trustees at a regular meeting of the Board held on ~~October 22, 2020~~June, 2021.

Associate Corporate Secretary

History: New 1-23-03. Amended 11-20-04, 1-17-08, 9-17-09, 1-27-11, 9-26-13, 5-31-16, 9-15-16, 9-19-19, 6-17-21.

University of Central Florida Board of Trustees

Tenth Amended and Restated Bylaws

June __, 2021

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ARTICLE I

STATEMENT OF PURPOSE

The University of Central Florida Board of Trustees is vested by law with all the powers and authority to administer the University of Central Florida in accordance with Article IX, Section 7 of the Florida Constitution, the laws of the State of Florida and regulations and policies of the Florida Board of Governors. In order to more effectively discharge its responsibilities and duties in connection therewith, the University of Central Florida Board of Trustees hereby adopts these bylaws.

ARTICLE II

THE BOARD

Section 2.1 CORPORATE NAME – The Board of Trustees is a public body corporate called the *University of Central Florida Board of Trustees*, with all the powers of a body corporate under the laws of the State of Florida. The Board of Trustees shall be hereinafter referred to as the *Board*.

Section 2.2 COMPOSITION – The Board is composed of thirteen (13) trustees, including six (6) citizen members appointed by the governor and five (5) citizen members appointed by the Board of Governors, subject to confirmation by the Senate of the State of Florida. The president of the student body and chair of the faculty senate also serve as voting trustees during their terms of office.

Section 2.3 POWERS AND DUTIES OF BOARD – The Board shall serve as the governing body of the University of Central Florida. It shall select the president of the University of Central Florida for ratification by the Board of Governors and shall hold the president responsible for the university's operation and management, performance, fiscal accountability, and compliance with federal and state laws and regulations of the Board of Governors. The Board shall have the authority to carry out all lawful functions permitted by these bylaws, its operating procedures, by regulations and policies of the Board of Governors, or by law.

The Board may adopt rules, regulations, resolutions, and policies consistent with the university mission, with law, and with the regulations and policies of the Board of Governors, in order to effectively fulfill its obligations under the law.

Section 2.4 CORPORATE SEAL – The corporate seal shall be used only in connection with the transaction of business of the Board and of the university. The secretary may affix the seal on any document signed on behalf of the corporation and the university. Permission may be granted by the secretary for the use of the seal in the decoration of any university building or in other special circumstances. The corporate seal of the Board shall be consistent with the following form and design:

INSERT SEAL

ARTICLE III

THE TRUSTEES

Section 3.1 TERM OF OFFICE – Trustees shall serve for staggered 5-year terms, as provided by law. The president of the student body and chair of the faculty senate shall serve for terms corresponding to the terms of their respective elected offices.

In the event a trustee is not immediately reappointed or replaced by the governing authority upon the expiration of the trustee's term, the trustee shall continue to serve on the Board and any committees until they are reappointed or their replacement is appointed.

Section 3.2 VACANCIES – Vacancies shall be filled by appointing authority subject to confirmation by the Senate of the State of Florida.

Section 3.3 COMPENSATION – Trustees shall receive no compensation but may be reimbursed upon request for travel and per diem expenses.

ARTICLE IV

OFFICERS OF THE BOARD

Section 4.1 OFFICERS – The officers of the Board shall be the Chair, Vice Chair, Corporate Secretary, and the Associate Corporate Secretary. The Chair and Vice Chair shall be trustees, but no other Board officers shall be members of the Board.

Section 4.2 SELECTION – The Board shall elect its Chair and Vice Chair from the appointed members and upon recommendation of the Governance Committee, at its last regular meeting of the fiscal year ending June 30. The Chair shall serve for two years beginning July 1 and may be reelected for one additional consecutive two-year term, except that for each additional consecutive term beyond two terms, by a two-thirds vote, the Board may reelect the Chair for additional consecutive two-year terms.

Section 4.3 CHAIR – The duties of the Chair shall include presiding at all meetings of the Board, calling special meetings of the Board, appointing committee chairs, determining the composition of all Board committees, attesting to actions of the Board, serving as spokesperson for the Board, and fulfilling other duties as assigned by the Board. The Chair shall notify the Governor or the Board of Governors, as applicable, in writing, whenever a board member has three consecutive unexcused absences from regular board meetings in any fiscal year, which may be grounds for removal by the Governor or Board of Governors, as applicable. The Chair shall perform such duties in consultation with the university president.

Section 4.4 VICE CHAIR – The duty of the Vice Chair is to act as chair when the Chair is not present. .

Section 4.5 VACANCY OF OFFICER – A vacancy in the Chair or Vice Chair position shall be deemed to occur upon the death, resignation, or removal of the incumbent. Resignation occurs

upon the incumbent's acknowledgement in writing that they intend not to perform, or will be unable to perform, the material duties of the position. The Corporate Secretary or designee shall notify the Board upon the occurrence of a vacancy. A vacancy of the Chair or Vice Chair shall be filled at any time by a majority vote of the Board upon recommendation of the Governance Committee. The trustee filling a vacancy in the unexpired term of Chair or Vice Chair shall serve for the remainder of the term for which they filled, and election or reelection shall take place at the Board's June meeting

Section 4.6 CORPORATE SECRETARY – The university president shall serve as Corporate Secretary of the Board, and in that capacity shall be responsible for giving notice of all meetings of the Board and its committees, setting the agenda and compiling the supporting documents for meetings of the Board in consultation with the Chair, recording and maintaining detailed minutes of any Board meeting, including a record of all votes cast and history of attendance of each trustee, executing or attesting to all documents that have been executed by the Board, and serving as custodian of the corporate seal. Minutes of each meeting shall be prominently posted on the university's website within two weeks after the meeting. All meetings will be held in accordance with section 286.011(2), Florida Statutes.

Section 4.7 ASSOCIATE CORPORATE SECRETARY – The secretary may designate an individual to serve as Associate Corporate Secretary to the Board. This individual shall perform all duties delegated by the secretary and shall provide for review by the General Counsel documents to be presented to the board and committees.

ARTICLE V

PRESIDENT

Section 5.1 DUTIES OF THE PRESIDENT – The university president shall serve as the chief executive officer of the university. The university president shall be responsible for the operation of the university, including efficient and effective budget and program administration, leading the university to accomplish its educational missions and goals, monitoring educational and financial performance, consulting with the Board in a timely manner on matters appropriate to its policy-making and fiduciary functions, appointing staff liaisons for each board committee, and serving as the university's key spokesperson. The president shall have the authority to execute all documents on behalf of the university and the Board consistent with law, applicable Board of Governors and Board regulations and policies, and the best interests of the university.

ARTICLE VI

COMMITTEES

Section 6.1 COMMITTEES – The Board shall establish standing and ad-hoc committees as it deems appropriate to discharge its responsibilities. The Board chair shall appoint members of committees, their chairs and vice chairs based upon their expertise in matters relating to that committee. The Chair shall be an ex-officio member of each committee. Each committee shall consist of no fewer than three members. Members of committees shall hold office until the appointment of their successors. Any vacancies on the standing committees shall be filled by appointment of the Board chair. Unless specifically delegated or as otherwise provided in these

bylaws, authority to act on all matters is reserved to the Board and the duty of each committee shall be to consider and to make recommendations to the Board upon matters referred to it. Each committee shall have a written statement of purpose and primary responsibilities, or charter, as approved by the Board. The chairs of all committees shall perform their duties in consultation with the university president or designated administrative liaisons.

Section 6.2 STANDING COMMITTEES – The following committees shall be standing committees of the Board until dissolved by the Board:

- Academic Excellence and Student Success Committee
- Audit and Compliance Committee
- Budget and Finance Committee
- Facilities and Infrastructure Committee
- Governance Committee
- Strategic Partnerships and Advancement Committee

Section 6.3 EXECUTIVE COMMITTEE – The Executive Committee shall be comprised of the Board Chair, Vice Chair, and committee chairs. The Executive Committee shall be empowered to act on matters that, in the opinion of the board chair, must be timely approved between regularly scheduled Board meetings. Actions taken by the Executive Committee shall be reported to the Board at the next Board meeting. The Executive Committee may not take any of the following actions, for which only the board has the exclusive authority: appointment and dismissal of the president; approval of the president’s employment agreement; sale or other disposition of assets; incurrence of debt; approval of new facilities; election of chair and vice chair; approval of the annual capital and operations budgets; use of the institution’s credit line; conferral of degrees; creation or termination of degree programs ; and amendment of the bylaws.

Section 6.4 AD HOC COMMITTEES – Ad-hoc committees shall be created by the Chair upon authority of the Board with such powers and duties and period of service as the Chair may determine, provided that no ad-hoc committee shall be created to act upon any matter appropriate to be acted upon by a standing committee. The chairs of any ad-hoc committees shall be appointed by the Chair and shall perform their duties in consultation with the university president. The Chair shall serve as an ex-officio member of each ad hoc committee.

Section 6.5 RELATED ENTITIES – To allow for Board oversight the Chair shall appoint a trustee representative to the board of directors of each Related Entity. Each Related Entity, which includes Direct Support Organizations and Practice Plan Corporations shall provide regular reports to a standing committee as assigned by the Chair.

ARTICLE VII

MEETINGS

All meetings of the Board and its committees shall be open to the public at all times, and no resolution, rule, or formal action shall be considered binding except as taken or made at such meeting in accordance with section 286.011, Florida Statutes, unless the matter being discussed falls within the provisions of law allowing closed sessions.

Section 7.1 COMMITTEE MEETINGS – Each committee charter shall state how often the committee will meet.

Section 7.2 REGULAR MEETINGS – There shall be not less than five (5) regular meetings a year as the Board may determine. These meetings shall be held on such dates and at such times as the Board may determine. The time and date of a regular meeting may be changed by an affirmative vote of a quorum of the Board. At the discretion of the Chair, meetings may be held virtually or by teleconference.

Section 7.3 SPECIAL MEETINGS – Special meetings of the Board may be held at the call of the Chair, the Corporate Secretary, or upon request of seven (7) trustees. The Corporate Secretary or designee shall send written notice of such special meeting to all trustees, along with a statement of the purpose of the meeting, at least 48 hours in advance. No matter may be considered at any special meeting that was not included in the call of that meeting except by an affirmative vote of not less than two-thirds (2/3) of the trustees at the meeting. At the discretion of the Chair, special meetings of the Board may be held virtually or by teleconference.

Section 7.4 EMERGENCY MEETINGS – An emergency meeting of the Board may be called by the Chair upon no less than twenty-four (24) hours' notice whenever an issue requires immediate Board action. No matter may be considered at any emergency meeting that was not included in the call of that meeting except by affirmative vote of not less than two-thirds (2/3) of the trustees at the meeting.

Section 7.5 AGENDA – The President, in consultation with the Chair, shall set the agenda for the meetings with the review of the General Counsel. Recommendations to the Board included in the agenda are presented by the Chair or committee chair, and include all matters of business or concern to the Board that have not been specifically delegated to the Chair or the university president. The Corporate Secretary or designee will provide a copy of the agenda to each member of the Board at least seven (7) days prior to the meeting. If additional items or supporting documentation become available, notice will be sent to all trustees acknowledging the update(s). A revised agenda will be issued if a new agenda item is added or if an agenda item is removed. The Board may also consider items not included in the published agenda.

Section 7.6 CONSENT AGENDA – The Chair may approve items to be placed on a consent agenda that may be approved by the Board without discussion. Committee items not recommended by the unanimous vote of the committee may not be placed on the consent agenda. Items may be removed from the consent agenda by any trustee, preferably at least two days prior to the Board meeting.

Section 7.7 APPEARANCE BEFORE THE BOARD – Individuals, groups, or factions who wish to appear before the Board to comment on a subject pending before the Board must complete a public comment form specifying the matter upon which they desire to be heard. Public comment forms are available on the Board's website and must be submitted to the Office of Board Relations at least twenty-four hours prior to commencement of the meeting at which comment is sought to be made. This also applies to meetings held virtually or by teleconference. Organizations, groups, or factions wishing to address the Board shall designate a single representative to speak on its behalf to ensure an orderly presentation to the Board. The Board will reserve no more than fifteen minutes for public comments. Each speaker shall be allotted three minutes to present information unless modified by the Board chair.

Section 7.8 QUORUM – A quorum for the conduct of business by the full Board shall consist of seven (7) trustees. A quorum for the conduct of business by a Board committee shall consist of a majority of the members then serving on the committee. A quorum having been established, no business shall be transacted without a majority vote of all trustees present except as otherwise provided in these bylaws.

Section 7.9 RULES OF PROCEDURE – Except as modified by these bylaws or specific procedures and policies enacted by the Board, *Robert's Rules of Order Newly Revised* shall constitute the rules of parliamentary procedure applicable to all meetings of the Board and its committees.

ARTICLE VIII

MISCELLANEOUS

Section 8.1 CONFLICT OF INTEREST POLICY – Trustees stand in a fiduciary relationship to the university. Therefore, Trustees shall act in good faith, with due regard to the interests of the university, and shall comply with the fiduciary principles and law set forth in the Code of Ethics for Public Officers and Employees, Section 112.311-112.326, Florida Statutes. The Board shall adopt a written conflict of interest policy, which shall be reviewed periodically and revised as necessary.

Section 8.2 INDEMINIFICATION – Whenever any civil or criminal action has been brought against a trustee for any act or omission arising out of and in the course of the performance of his or her duties and responsibilities, the Board may defray all costs of defending such action, including reasonable attorney's fees and expenses together with costs of appeal, and may save harmless and protect such person from any financial loss resulting from the lawful performance of his or her duties and responsibilities. Claims based on such actions or omissions may, in the discretion of the Board, be settled prior to or after the filing of suit thereon. The Board may arrange for and pay the premium for appropriate insurance to cover all such losses and expenses.

Section 8.3 LIMITATION OF LIABILITY – The Board shall be a corporation primarily acting as a public instrumentality or agency of the state pursuant to section 768.28(2), Florida Statutes, for purposes of sovereign immunity.

Section 8.4 AMENDMENTS – These Bylaws may be amended at any regular meeting of the Board by the affirmative vote of not less than two-thirds (2/3) of the members of the Board, provided that notice of any proposed amendment including a draft thereof shall have been filed in writing with the Corporate Secretary and a copy of the draft has been delivered electronically or by mail to each trustee at least seven (7) days prior to the meeting at which the amendment is to be voted upon.

Section 8.5 SUSPENSION OF OPERATING PROCEDURES – Any provision of these bylaws may be suspended in connection with the consideration of a matter before the Board by an affirmative vote of not less than two-thirds (2/3) of the members of the Board.

Section 8.6 PROXIES – The use of proxies for purposes of determining a quorum, for voting, or for any other purposes is prohibited.

I HEREBY CERTIFY that the foregoing Tenth Amended and Restated Bylaws of the University of Central Florida Board of Trustees were approved by an affirmative vote of not less than two-thirds (2/3) of the members of the Board of Trustees at a regular meeting of the Board held on June __, 2021.

Associate Corporate Secretary

History: New 1-23-03. Amended 11-20-04, 1-17-08, 9-17-09, 1-27-11, 9-26-13, 5-31-16, 9-15-16, 9-19-19, 6-17-21.

UCF BOARD OF TRUSTEES
Agenda Item Summary
June 17, 2021

Title: Conferral of Degrees

☐ Information ☐ Information for upcoming action ☒ **Action**

Meeting Date for Upcoming Action: N/A

Purpose and Issues to be Considered:

Approval for Summer 2021 Conferral of Degrees

Background Information:

UCF expects to award the following degrees during the Summer commencement ceremonies on August 7, 2021.

Baccalaureate Degrees:	3,114
Master's Degrees:	680
Doctoral and Specialist:	222
Total:	4,016

Recommended Action:

Recommend approval of the conferral of degrees during the Summer 2021 Commencement.

Alternatives to Decision:

N/A

Fiscal Impact and Source of Funding:

N/A

Authority for Board of Trustees Action:

BOG 1.001 (4)(a)
UCF BOT EPC Charter 2.1

Contract Reviewed/Approved by General Counsel: ☐ N/A ☒

Committee Chair or Chair of the Board has approved adding this item to the agenda ☒

Submitted by:

Brian Boyd, University Registrar

Supporting Documentation:

Attachment A: UCF 2021 Summer Commencement Graduation Count

Facilitator:

Michael D. Johnson, Interim Provost and Vice President for Academic Affairs

UCF 2021 Summer Commencement

College	Bachelor	Master	Doctorate	CollegeTotals
College of Arts and Humanities	176	13	6	195
College of Business Administration	391	129	9	529
College of Community Innovation and Education	357	254	46	657
College of Engineering and Computer Science	321	68	62	451
College of Graduate Studies	0	15	0	15
College of Health Professions and Sciences	378	99	1	478
College of Medicine	151	9	8	168
College of Nursing	207	12	47	266
College of Optics and Photonics	5	4	8	17
College of Sciences	723	55	33	811
College of Undergraduate Studies	194	0	0	194
Rosen College of Hospitality Management	211	22	2	235
Degree level totals:	3,114	680	222	4,016

UCF BOARD OF TRUSTEES

Agenda Item Summary

June 17, 2021

Title: New Degree Program Proposal - Master of Science in FinTech

☐

Information

☐

Information for upcoming action

☒

Action

Meeting Date for Upcoming Action: N/A

Purpose and Issues to be Considered:

- **Program Description:**

FinTech or Financial Technology refers to the application of technological innovation in the financial services industry. Recent developments in technology and computer science have brought about significant changes in many sectors of the financial services industry, enabling individuals and businesses to use products and services at a lower cost, with greater ease and convenience.

- **Benefits:**

The ***MS in FinTech*** program will directly support the SUS goal of “Productivity” in STEM disciplines. The SUS strategic plan for 2012-2015 (page 12) has as a 2025 goal for Florida to “*increase the educational attainment levels of its citizens and the state universities must respond by awarding more degrees in specific high demand programs, particularly the STEM disciplines.*” The ***MS in FinTech*** program will contribute to the awarding of Master’s degrees produced at UCF in the high-demand STEM areas of technology and analytics within the context of the financial services industry. It also contributes to the SUS goal to: “Increase Community and Business Workforce” (page 13). This workforce training aspect of the program also contributes to UCF’s goal to become America’s leading partnership university. Several aspects of the degree program, in particular the final capstone project, will connect with the community and industry.

The program will support the SUS “Strategic Priorities for a Knowledge Economy” (pages 12-13). The goal of “Increasing Collaboration and External Support for Research Activity” will help UCF’s graduate programs in the CBA and the CECS increase their ability to engage with companies who will consider supporting faculty teaching in the program with grants and contracts. Engagement will happen both from students taking jobs in industry and becoming potential future sponsors of the faculty teaching in this program and from student projects conducted in the capstone course. Such collaborations with industry will also contribute to meeting the goal: “Increase Research and Commercialization Activity.” Such partnerships with industry are also consistent with UCF’s goals: “achieving international prominence in key programs of graduate study and research” and “becoming America’s Leading Partnership University.”

- **Career/Workforce Needs:**
According to the BLS (2020), the fastest-growing occupations (2018 projected to 2028) include information security analysts, statisticians, software developers/ applications, mathematicians, and operations research analysts. Job demand for FinTech is growing (with 7,439 FinTech jobs listed on LinkedIn as of 1/10/2020). FinTech jobs (which combine skills in key software and finance areas) have a high median annual income of \$130,000 vs. \$105,000 for a general software developer. Salaries for potential positions our graduates can seek include statistician (\$84,060), software developer/application (\$101,790), financial analyst (\$84,300) credit analyst (\$71,290), personal investment advisor (\$90,640), and software developer (\$103,560). The ***FinTech MS*** represents an interdisciplinary approach, through a partnership between finance and computer science, to prepare graduates to meet the workforce needs of the modern financial services industry.

It is essential to underscore the uniqueness of the ***MS in FinTech***, which distinguishes it from an MS in Finance or MS in Quantitative Finance.

- MS in Finance graduates typically perform traditional finance tasks (e.g., investments, asset management), and MS in Quantitative Finance graduates often work as Wall Street quantitative analysts or risk analysts.
- HOWEVER, the MS in FinTech will prepare students to analyze financial service activities and identify functions that can be simplified and build processes to automate them. These graduates, capable of programming and analyzing market requirements, will automate the simpler, commoditized finance activities and functions (e.g., payment systems, Robo-advising, P2P lending, online credit checks).

Background Information:

All graduate degree programs utilizing a new CIP Code must be reviewed and approved by the Board of Trustees.

The College of Business (CBA) and the College of Engineering and Computer Science (CECS) are proposing a new (joint) degree program for **CIP Code 30.7104 (Financial Analytics)**.

Recommended Action:

The Provost's office recommends approval of the new degree program. The program met all eight BOG Criteria "with strength."

Alternatives to Decision:

There is no alternative if this degree program is not approved.

Fiscal Impact and Source of Funding:

The program enrollment is projected at a level that ensures the viability of the program.

Authority for Board of Trustees Action:

BOG Regulation 8.011 – Authorization for New Academic Degree Programs and Other Curricular Offerings.

Contract Reviewed/Approved by General Counsel ☐ N/A ☒

Committee Chair or Chair of the Board has approved adding this item to the agenda ☒

Submitted by:

Michael Johnson, Interim Provost and Vice President of Academic Affairs

Supporting Documentation:

Attachment A: Request to Offer New Degree Program – Masters in FinTech

Please click the link below to view the full proposal:

<https://bot.ucf.edu/wp-content/uploads/sites/5/2021/06/EPC-3-Attachment-A-New-Degree-Program-Proposal-Masters-in-FinTech.pdf>

Attachment B: Analysis Summary for New Degree Authorization - Masters in FinTech

Facilitator:

Michael Johnson, Interim Provost and Vice President of Academic Affairs

Board of Governors, State University System of Florida

Request to Offer a New Degree Program

(Please do not revise this proposal format without prior approval from Board staff)

University of Central Florida

 University Submitting Proposal

College of Business Administration

 College of Engineering & Computer
Science

 Name of College(s) or School(s)

 Academic Specialty or Field

 30.7104 (Financial Analytics)

 Proposed CIP Code

Fall 2022

 Proposed Implementation Term

Department of Finance

Department of Computer Science

 Name of Department(s)/ Division(s)

Masters of Science in FinTech

 Complete Name of Degree

The submission of this proposal constitutes a commitment by the university that, if the proposal is approved, the necessary financial resources and the criteria for establishing new programs have been met prior to the initiation of the program.

 Date Approved by the University Board of
Trustees

 President

 Date

 Signature of Chair, Board of
Trustees

 Date

 Vice President for Academic
Affairs

 Date

Provide headcount (HC) and full-time equivalent (FTE) student estimates of majors for Years 1 through 5. HC and FTE estimates should be identical to those in Table 1 in Appendix A. Indicate the program costs for the first and the fifth years of implementation as shown in the appropriate columns in Table 2 in Appendix A. Calculate an Educational and General (E&G) cost per FTE for Years 1 and 5 (Total E&G divided by FTE).

Implementation Timeframe	Projected Enrollment (From Table 1)		Projected Program Costs (From Table 4)				
	HC	FTE	E&G Cost per FTE	E&G Funds	Contract & Grants Funds	Auxiliary Funds	Total Cost
Year 1	40	30	\$16,835	\$505,037	\$-	\$	505,037
Year 2	90	57.5					
Year 3	110	70					
Year 4	120	75					
Year 5	120	75	\$9,912	\$743,409	\$-	\$	\$743,409

Note: This outline and the questions pertaining to each section must be reproduced within the body of the proposal to ensure that all sections have been satisfactorily addressed. Tables 1 through 4 are to be included as Appendix A and not reproduced within the body of the proposals because this often causes errors in the automatic calculations.

Analysis Summary for New Degree Authorization
Program Name: FinTech MS

	Criteria	Proposal Response to Criteria
1.	The goals of the program are aligned with the university's mission and relate to specific institutional strengths.	Met with Strength The FinTech MS will increase productivity in STEM through the multi-disciplinary departments of Finance and Computer Sciences that house this program. The program will increase graduates in STEM at UCF.
2.	If there have been program reviews or accreditation activities in the discipline or related disciplines pertinent to the proposed program, the proposal provides evidence that progress has been made in implementing the recommendations from those reviews.	Met with Strength The College of Business and the College of Engineering and Computer Science received strong program reviews in their recent SACSCOC review. As a result of the review, both the Finance and Computer Science departments have recruited more faculty as suggested. In the AACSB review, the FinTech program was mentioned and received positive feedback.
3.	The proposal describes an appropriate and sequenced course of study. Admissions and graduation criteria are clearly specified and appropriate. The course of study and credit hours required may be satisfied within a reasonable time to degree. In cases in which accreditation is available for existing bachelor's or master's level programs, evidence is provided that the programs are accredited or a rationale is provided as to the lack of accreditation.	Met with Strength All of the courses and faculty for this program are in place. The program proposal clearly outlines a set of desired student attributes that will ensure success in the program. The program will be offered in a cohort style which will ease registration for students. The proposal states the recommended pre-requisite courses that a student must take to be successful in the program. For admission to the program, competitive GRE scores and a competitive undergraduate GPA is required.
4.	Evidence is provided that a critical mass of faculty members is available to initiate the program based on estimated enrollments, and that, if appropriate, there is a commitment to hire additional faculty members in later years, based on estimated enrollments. For doctoral programs, evidence is provided that the faculty members in aggregate have the necessary experience and research activity to sustain a doctoral program.	Met with Strength Both the Finance and Computer Science departments have added new faculty in recent years and both have a large pool of faculty that are qualified to teach the required courses.

	Criteria	Proposal Response to Criteria
5.	Evidence is provided that the necessary library volumes and serials; classroom, teaching laboratory, research laboratory, office, and any other type of physical space; equipment; appropriate fellowships, scholarships, and graduate assistantships; and appropriate clinical and internship sites are sufficient to initiate the program.	Met with Strength The library resources are in place currently. Some additional funding will be provided in the amount of \$15,000 over five years for needed resources. Physical resources for the program are adequate and no additional space will be required. The program will award two fellowships to outstanding students in the program. Students will have internship opportunities with industry partners. The program will purchase another cloud server if needed.
6.	Evidence is provided that there is a need for more people to be educated in this program at this level. For all degree programs, if the program duplicates other degree programs in Florida, a convincing rationale for doing so is provided. The proposal contains realistic estimates of headcount and FTE students who will major in the proposed program and indicates steps to be taken to achieve a diverse student body.	Met with Strength A recent market study shows demand for graduates in the FinTech field. Training in this field will command a high salary after graduation. The program is unique in Florida and also in the country. The program received many letters of support further demonstrating the need for graduates in this field. One of these letters commits to hire graduates from the program.
7.	The proposal provides a complete and realistic budget for the program, which reflects the text of the proposal, is comparable to the budgets of similar programs, and provides evidence that, in the event that resources within the institution are redirected to support the new program, such a redirection will not have a negative impact on undergraduate education. The proposal demonstrates a judicious use of resources and provides a convincing argument that the output of the program justifies the investment.	Met with Strength The program will use non-traditional tuition and is projected to be self-supporting. There is no expected negative impact on undergraduate education.
8.	The proposal provides evidence that the academic unit(s) associated with this new degree have been productive in teaching, research, and service.	Met with Strength The Finance department has a large number of graduates and recently started an undergraduate FinTech minor that could feed students to this graduate program. The faculty in both departments generate a high level of activity including teaching, service, publications, and research.

UCF BOARD OF TRUSTEES
Agenda Item Summary
June 17, 2021

Title: Renewal of Reducing Revolving Line of Credit – Fifth Third Bank

☐ Information ☐ Information for upcoming action ☒ Action

Meeting Date for Upcoming Action: _____

Purpose and Issues to be Considered:

Construction Line: Interest rate is 79% of 30-day LIBOR Rate plus 1.34%; however, the LIBOR rate will not drop below 50 basis points (lowered from 75 basis points in the previous year's renewal for the purposes of calculating the rate). Principal payment of \$305,000 will be due on July 15, 2021, and the principal owed on the note as of the July 18 renewal date will be \$4,775,000.

Background Information:

This line of credit was originally opened in 2004 for the purpose of constructing facilities for women's sports. The original amount of the line was \$4.5 million and was increased to \$8.5 million in 2006 to help facilitate initial costs of the football stadium and then additional needs once the stadium bonds were issued and the line was reimbursed for the initial expenses. Each year, the line is renewed and includes a negotiated principal payment. The interest rate on this line is tax-exempt. There are no more draws available on the line and the current balance owed is \$5,080,000.

This is a separate line of credit than the \$5 million revolving line of credit that was used to assist UCFAA with cash flow timing issues. That line was closed in March 2021.

UCFAA Board of Directors approved the renewal of the lines of credit on May 19, 2021

Recommended Action:

Approval of loan renewal documents.

Alternatives to Decision:

Deny the renewal and allow the lines to expire. UCFAA would not have the funds available to pay off the reducing line and would be unable to take draws on the revolving line limiting the ability to pay for expenses in a timely manner.

Fiscal Impact and Source of Funding:

UCFAA is budgeting \$435,000 for principal and interest on the note to be funded from the operating budget.

Authority for Board of Trustees Action:

Florida BOG Regulation 1.001 University Board of Trustees Powers and Duties (6)(d) Each board of trustees shall engage in sound debt management practices for the issuance of debt by the university and its direct support organizations, and shall comply with the guidelines established by the Board of Governors in connection with the authorization, issuance and sale of university and direct support organization debt.

Contract Reviewed/Approved by General Counsel ☐ N/A ☒

Committee Chair or Chair of the Board has approved adding this item to the agenda ☒

Submitted by:

Brad Stricklin, Brad Stricklin, Executive Associate Athletics Director and CFO for UCFAA

Supporting Documentation:

Attachment A: Fifth Third Loan Documents

Facilitators/Presenters:

Gerald Hector, Senior Vice President for Administration and Finance

Brad Stricklin, Executive Associate Athletics Director and CFO for UCFAA

Christina Tant, Assistant Vice President for DSO Accounting and Reporting

**RESOLUTIONS OF THE
BOARD OF DIRECTORS
OF
UCF ATHLETICS ASSOCIATION, INC,**

Adopted as of [May 19], 2021

WHEREAS, FIFTH THIRD BANK, NATIONAL ASSOCIATION (hereinafter referred to as the “Bank”) previously extended to **UCF ATHLETICS ASSOCIATION, INC.**, a Florida not-for-profit corporation (the “Association”), extensions of credit pursuant to that certain Amended and Restated Loan Agreement dated as of December 31, 2013 (as further amended, supplemented or otherwise modified at any time or from time to time, the “Reducing Revolving Loan Agreement”) and the loans thereunder with a current outstanding principal amount of \$5,080,000.00 (the “Reducing Revolving Loan”) evidenced by that certain Renewal Reducing Revolving Line of Credit Promissory Note dated December 31, 2013 in the original principal amount of \$6,774,999.53 made by the Association payable to the Bank (as further amended, supplemented, renewed or otherwise modified at any time or from time to time, the “Reducing Revolving Loan Note”), each are modified by that certain First Modification and Renewal of Renewal Reducing Revolving Line of Credit Promissory Note and Other Loan Documents dated as of July 3, 2014, that certain Second Modification of Renewal Reducing Revolving Line of Credit Promissory Note and Other Loan Documents dated as of July 5, 2015, that certain Third Modification of Renewal Reducing Revolving Line of Credit Promissory Note and Other Loan Documents dated to be effective as of July 4, 2016, that certain Fourth Modification of Renewal Reducing Revolving Line of Credit Promissory Note and Other Loan Documents dated to be effective as of July 3, 2017, that certain Fifth Modification of Renewal Reducing Revolving Line of Credit Promissory Note and Other Loan Documents dated to be effective as of June 30, 2018, that certain Sixth Modification of Renewal Reducing Revolving Line of Credit Promissory Note and Other Loan Documents dated as of July 20, 2019, and that certain Seventh Modification of Renewal Reducing Revolving Line of Credit Promissory Note and Other Loan Documents dated as of July 19, 2020 (collectively, as further amended, supplemented or otherwise modified at any time or from time to time, the “Reducing Revolving Loan Documents”); and

WHEREAS, the Reducing Revolving Loan is currently secured, *inter alia*, by 100% of the student athletic fee receipts received by the Borrower from the University of Central Florida, which are imposed by the University on its students pursuant to Florida law, and specifically Section 1009.24, Florida Statutes; and

WHEREAS, the Reducing Revolving Loan has not matured and (a) the Association has requested the Bank to extend the maturity of the Reducing Revolving Loan to July 17, 2022, and to make certain other amendments to the Reducing Revolving Loan Documents as set forth in that certain Eighth Modification of Renewal Reducing Revolving Line of Credit Promissory Note and other Loan Documents to be dated as of July 18, 2021 substantially in the form attached hereto as Exhibit A (the “Eighth Modification”), and (b) the Bank has agreed to do so provided (x) the Association agrees to execute and deliver to the Bank the Eighth Modification and to perform its obligations thereunder, including without limitation making an annual principal payment on the Reducing Revolving Loan in the amount of \$305,000.00 on or before

July 15, 2021, and making the other annual payments set forth in the principal payment schedule for each succeeding July 15 as set forth in the Eighth Modification, with the entire outstanding principal balance and all accrued interest due and payable on the maturity date (as the same may be further extended from time to time by the Bank), and (y) the Association agrees to execute and deliver to the Bank such other documents, instruments or agreements as may be requested or required by the Bank in connection therewith (collectively, the “Amendment Documents”); and

WHEREAS, it is in the best interests of the Association that the Loan Documents be so amended, modified and restated.

NOW, THEREFORE:

BE IT RESOLVED THAT this Association (a) ratifies and approves the modifications to the Reducing Revolving Loan as set forth in the Eighth Modification, (b) agrees to execute and deliver with and to the Bank the Amendment Documents and such other documents, instruments or agreements as the Bank may request or require in connection therewith, and (c) authorizes the payment of the fees and expenses of the Bank charged or incurred in connection with the Amendment Documents and the transactions described therein and/or contemplated thereby; and

BE IT FURTHER RESOLVED THAT Terry Mohajir, as the President of the Association, and Dr. Alexander Cartwright, as the Chairman of the Board of Directors of the Association (each, an “Authorized Representative”) be and they hereby each and all are authorized, empowered and directed in the name and on behalf of this Association, and with or without its corporate seal, to make, enter into, execute and deliver with and to the Bank the Amendment Documents and any other instruments, documents or agreements which such Authorized Representative in his/her sole discretion deems necessary or appropriate and which may be requested or required by the Bank in connection with the Reducing Revolving Loan, the renewal thereof and the amendments thereto set forth in the Eighth Modification, and to carry out and fulfill the purposes and intent of the Resolutions contained herein including, but not limited to, the documents and instruments set forth in these Resolutions; and

BE IT FURTHER RESOLVED THAT in regard to the matters set forth in these Resolutions, any one or more of the persons authorized to act on behalf of the Association pursuant to these Resolutions may continue to act on behalf of the Association in the future as to all matters relating to the Reducing Revolving Loan and the matters set forth in these Resolutions, including, without limitation, the execution and delivery of any additional documents to the Bank in connection with any further amendment, modification, renewal or extension of the Reducing Revolving Loan, without any requirement on the part of the Bank to obtain any additional certificate from any officer of the Association or for any further actions to be taken by this Board of Directors; and

BE IT FURTHER RESOLVED THAT the Secretary of the Association and/or any other officer of this Association be, and he or she hereby is, authorized and directed to furnish the Bank with a copy of the foregoing Resolutions and to certify the same, and to certify that the provisions of said Resolutions are in conformity with the Articles of Incorporation and Amended and Restated Bylaws of this Association and that said Resolutions are in full force and effect and

have not been rescinded or modified; and the Bank shall be indemnified and saved harmless by this Association from any and all claims, demands, expenses, costs and damages resulting from or growing out of honoring or relying on the signature or other authority (whether or not properly used) of any officer whose name and signature was so certified, or refusing to honor any signature or authority not so certified; and

BE IT FURTHER RESOLVED THAT the foregoing Resolutions are adopted in addition to, and not in replacement or limitation of, and shall not be limited by, any and all other Resolutions heretofore adopted by this Association governing any transaction with or involving the Bank, and the foregoing Resolutions contained herein shall continue in force until express written notice of their prospective rescission or modification, as to future transactions not then existing or committed for by the Bank, has been furnished to and received by the Bank; and

BE IT FURTHER RESOLVED THAT any and all prior and existing agreements and transactions by or on behalf of this Association with the Bank be and the same hereby are in all respects ratified, approved and confirmed.

Exhibit A to Resolutions

Form of Eighth Modification

See Attached.

**EIGHTH MODIFICATION OF
RENEWAL REDUCING REVOLVING LINE OF CREDIT PROMISSORY NOTE
AND OTHER LOAN DOCUMENTS**

THIS EIGHTH MODIFICATION OF RENEWAL REDUCING REVOLVING LINE OF CREDIT PROMISSORY NOTE AND OTHER LOAN DOCUMENTS (this “Modification”) is executed as of the 18th day of July, 2021, by and between **FIFTH THIRD BANK, NATIONAL ASSOCIATION** (“Lender”), whose address is 200 East Robinson Street, Suite 1000, Orlando, Florida 32801, and **UCF ATHLETICS ASSOCIATION, INC.**, a not-for-profit Florida corporation (“Borrower”), whose address is 4465 Knights Victory Way, Building 135, Orlando, Florida 32816.

WITNESSETH:

WHEREAS, Borrower is indebted to Lender under a \$4,775,000.00 reducing revolving line of credit loan (the “Loan”) as evidenced by that certain Renewal Reducing Revolving Line of Credit Promissory Note by Borrower in favor of Lender, effective as of December 31, 2013, as modified by that certain First Modification and Renewal of Renewal Reducing Revolving Line of Credit Promissory Note and Other Loan Documents dated as of July 3, 2014, that certain Second Modification of Renewal Reducing Revolving Line of Credit Promissory Note and Other Loan Documents dated as of July 5, 2015, that certain Third Modification of Renewal Reducing Revolving Line of Credit Promissory Note and Other Loan Documents dated to be effective as of July 4, 2016, that certain Fourth Modification of Renewal Reducing Revolving Line of Credit Promissory Note and Other Loan Documents dated to be effective as of July 3, 2017, that certain Fifth Modification of Renewal Reducing Revolving Line of Credit Promissory Note and Other Loan Documents dated to be effective as of June 30, 2018, that certain Sixth Modification of Renewal Reducing Revolving Line of Credit Promissory Note and Other Loan Documents dated as of July 20, 2019; and that certain Seventh Modification of Renewal Reducing Revolving Line of Credit Promissory Note and Other Loan Documents dated as of July 19, 2020 (collectively as modified, the “Note”), with a Maturity Date of July 18, 2021, pursuant to that certain Amended and Restated Loan Agreement, effective as of December 31, 2013 (as amended, supplemented or otherwise modified at any time or from time to time, the “Loan Agreement”) and other related loan documents (as the same may be amended, supplemented or otherwise modified at any time or from time to time, collectively, the “Loan Documents”); and

WHEREAS, the Loan is scheduled to mature on July 18, 2021 and the Borrower has requested the Lender to renew and extend the Loan through July 17, 2022 and the Lender has agreed to do so, provided the Borrower executes this Modification, including without limitation agreeing to the amendments set forth herein, and reaffirms the pledge of certain revenues available to the Borrower in favor of Lender for the payment of the Loan; and

WHEREAS, the Borrower and the Lender have agreed to modify the Note, the Loan Agreement and the Loan Documents upon the terms and conditions hereinafter set forth.

NOW THEREFORE, in consideration of the premises hereof, and the mutual covenants contained herein, and the sum of TEN AND 00/100 DOLLARS (\$10.00) in hand paid by the

Borrower to the Lender, the receipt and sufficiency of which is hereby acknowledged, the parties agree as follows:

1. Recitals. All of the foregoing recitations are true and correct and are hereby incorporated herein and made a part hereof.
2. Representations of Borrower. In order to induce Lender to enter into this Agreement, Borrower does hereby acknowledge, represent and warrant to and in favor of Lender that: (a) the indebtedness represented by the Note is due from Borrower to Lender in accordance with the terms of the Note as modified, free from any defense, claim, or right to set-off; (b) as of July 18, 2021, the outstanding principal balance of the Loan is \$4,775,000.00 plus accrued and unpaid interest, (c) the principal payment on the Loan, due on July 15, 2021, in the amount of \$305,000.00, was paid by the Borrower on or before such date, and (d) there are no suits, judgments, bankruptcies or executions pending against Borrower in any court which could in any way materially affect Borrower's ability to make payments of obligations due on the Loan.
3. Modification of Loan Documents. The Note, the Loan Agreement and/or the other Loan Documents are hereby modified as follows:
 - (a) The definition of the term "Maturity Date" in the first line of Section 1 of the Note is hereby amended by deleting "July 18, 2021" and inserting "July 17, 2022" in place thereof.
 - (b) The first paragraph of Section 2 of the Note is hereby amended and restated in its entirety as follows:

"2. INTEREST RATE. The principal sum outstanding shall bear interest at a floating rate per annum equal to 79% of the LIBOR Rate plus 1.34 percent (1.34%) (the "Interest Rate"). The term "LIBOR Rate" means the rate of interest rounded upwards (the "Rounding Adjustment"), if necessary, to the next 1/8 of 1% (and adjusted for reserves if Lender is required to maintain reserves with respect to relevant advances) fixed by ICE Benchmark Administration Limited (or any successor thereto, or replacement thereof, approved by Lender, each, an "Alternate LIBOR Source") at approximately 11:00 a.m., London, England time (or the relevant time established by ICE Benchmark Administration Limited, an Alternate LIBOR Source, or Lender, as applicable), two (2) Business Days prior to such date of determination, relating to quotations for the one (1) month London InterBank Offered Rates on U.S. Dollar deposits, as displayed by Bloomberg LP (or any successor thereto, or replacement thereof, as approved by Lender, each an "Approved Bloomberg Successor"), or, if no longer displayed by Bloomberg LP (or any Approved Bloomberg Successor), such rate as shall be determined in good faith by Lender from such sources as it shall determine to be comparable to Bloomberg LP (or any Approved Bloomberg Successor), all as

determined by Lender in accordance with this Note and Lender's loan systems and procedures periodically in effect. Notwithstanding anything to the contrary contained herein, in no event shall the LIBOR Rate be less than 0.50% as of any date (the "LIBOR Rate Minimum"); *provided* that, at any time during which a Rate Management Agreement with Lender is then in effect with respect to all or a portion of the Obligations, the LIBOR Rate Minimum, the Rounding Adjustment and the Adjustment Protocol (as defined below) shall all be disregarded and no longer of any force and effect with respect to such portion of the Obligations subject to such Rate Management Agreement. Each determination by Lender of the LIBOR Rate shall be binding and conclusive in the absence of manifest error. The LIBOR Rate shall be determined as of the first day of the Interest Period and shall be effective until the last day of the Interest Period (the "First Adjustment Date"). The interest rate based upon the LIBOR Rate shall be adjusted automatically on the First Adjustment Date and on the first (1st) day of each month thereafter (the "Adjustment Protocol"). "Interest Period" shall mean a period of one (1) month, provided that no Interest Period shall extend beyond the Maturity Date."

(c) Section 3(b) of the Note is hereby amended and restated in its entirety as follows:

“(b) Principal Payments. Principal shall be payable on the following dates, in the following amounts (assuming the Maturity Date continues to be extended for successive Extension Periods as hereinafter provided):

DATE	AMOUNT
07/15/2022	\$320,000
07/15/2023	\$330,000
07/15/2024	\$345,000
07/15/2025	\$360,000
07/15/2026	\$370,000
07/15/2027	\$385,000
07/15/2028	\$400,000
07/15/2029	\$420,000
07/15/2030	\$435,000
07/15/2031	\$450,000
07/15/2032	\$470,000
07/15/2033	\$490,000”

(d) Section 20 of the Note is hereby amended and restated in its entirety as follows:

“20. UNAVAILABILITY OF LIBOR RATE.

(i) Temporary Inability. In the event, prior to commencement of any Interest Period relating to the Loan, (a) Lender shall determine that deposits in Dollars (in the applicable amounts) are not being offered to it in the London

Interbank Offered Rate market for such Interest Period, (b) by reason of circumstances affecting the London Interbank Offered Rate Market adequate and reasonable methods do not exist for ascertaining the LIBOR Rate, (c) the LIBOR Rate as determined by Lender will not adequately and fairly reflect the cost to the Lender of funding the Loan for such Interest Period or (d) the making or funding of the Loan become impracticable;

then, Lender shall promptly provide notice of such determination to Borrower (which shall be conclusive and binding on Borrower), and (y) the Loan will automatically, on the last day of the then current Interest Period relating thereto, become a Base Rate Loan, and (z) the obligations of Lender to calculate the Interest Rate based on the LIBOR Rate shall be suspended until Lender determines that the circumstances giving rise to such suspension no longer exist, in which event Lender shall so notify Borrower.

(ii) Permanent Inability.

(a) Benchmark Replacement. Notwithstanding anything to the contrary herein or in any other Loan Document (and any Rate Management Agreement shall be deemed not to be a “Loan Document” for purposes of this Section 20(ii)), if a Benchmark Transition Event or an Early Opt-in Election, as applicable, and its related Benchmark Replacement Date have occurred prior to the Reference Time in respect of any setting of the then-current Benchmark, then (x) if a Benchmark Replacement is determined in accordance with clause (1) or (2) of the definition of “Benchmark Replacement” for such Benchmark Replacement Date, such Benchmark Replacement will replace such Benchmark for all purposes hereunder and under any Loan Document in respect of such Benchmark setting and subsequent Benchmark settings without any amendment to, or further action or consent of any other party to, this Note, the Loan Agreement or any other Loan Document and (y) if a Benchmark Replacement is determined in accordance with clause (3) of the definition of “Benchmark Replacement” for such Benchmark Replacement Date, or in connection with an Early Opt-in Election, or if the Lender selects Daily Compounded SOFR as provided in the definition of Benchmark Replacement, such Benchmark Replacement will replace such Benchmark for all purposes hereunder and under any Loan Document in respect of any Benchmark setting at or after 5:00 p.m. (New York City time) on the fifth (5th) Business Day after the date notice of such Benchmark Replacement is provided to the Borrower without any amendment to this Note, the Loan Agreement or any other Loan Document, or further action or consent of the Borrower.

Notwithstanding anything to the contrary herein or in any other Loan Document and subject to the proviso below in this paragraph, if a Term SOFR Transition Event and its related Benchmark Replacement Date have occurred prior to the Reference Time in respect of any setting

of the then-current Benchmark, then the applicable Benchmark Replacement will replace the then-current Benchmark for all purposes hereunder or under any Loan Document in respect of such Benchmark setting and subsequent Benchmark settings, without any amendment to, or further action or consent of any other party to, this Note, the Loan Agreement or any other Loan Document; provided that, the Benchmark Replacement as set forth in this paragraph shall not be effective unless the Lender has delivered a Term SOFR Notice to the Borrower.

(b) Benchmark Replacement Conforming Changes. In connection with the implementation of a Benchmark Replacement, the Lender will have the right to make Benchmark Replacement Conforming Changes from time to time and, notwithstanding anything to the contrary herein or in any other Loan Document, any amendments implementing such Benchmark Replacement Conforming Changes will become effective without any further action or consent of the Borrower.

(c) Notices; Standards for Decisions and Determinations. The Lender will promptly notify the Borrower of (i) any occurrence of a Benchmark Transition Event, a Term SOFR Transition Event, or an Early Opt-in Election, as applicable, and its related Benchmark Replacement Date, (ii) the implementation of any Benchmark Replacement, (iii) the effectiveness of any Benchmark Replacement Conforming Changes, (iv) the removal or reinstatement of any tenor of a Benchmark pursuant to clause (d) below and (v) the commencement or conclusion of any Benchmark Unavailability Period. Any determination, decision or election that may be made by the Lender pursuant to this Section 20(ii), including any determination with respect to a tenor, rate or adjustment or of the occurrence or non-occurrence of an event, circumstance or date and any decision to take or refrain from taking any action or any selection, will be conclusive and binding absent manifest error and may be made in its sole discretion and without consent from the Borrower, except, in each case, as expressly required pursuant to this Section 20(ii).

(d) Unavailability of Tenor of Benchmark. Notwithstanding anything to the contrary herein or in any other Loan Document, at any time (including in connection with the implementation of a Benchmark Replacement), (i) if the then-current Benchmark is a term rate (including Term SOFR or LIBOR) and either (A) any tenor for such Benchmark is not displayed on a screen or other information service that publishes such rate from time to time as selected by the Lender in its reasonable discretion or (B) the regulatory supervisor for the administrator of such Benchmark has provided a public statement or publication of information announcing that any tenor for such Benchmark is or will be no longer representative, then the Lender may modify the definition of “Interest Period” for any Benchmark settings at or after such time to remove such unavailable or non-representative tenor and (ii) if a tenor that was

removed pursuant to clause (i) above either (A) is subsequently displayed on a screen or information service for a Benchmark (including a Benchmark Replacement) or (B) is not, or is no longer, subject to an announcement that it is or will no longer be representative for a Benchmark (including a Benchmark Replacement), then the Lender may modify the definition of “Interest Period” for all Benchmark settings at or after such time to reinstate such previously removed tenor.

(e) Benchmark Unavailability Period. Upon the Borrower’s receipt of notice of the commencement of a Benchmark Unavailability Period, the Borrower may convert the Loan to a Base Rate Loan. During any Benchmark Unavailability Period or at any time that a tenor for the then-current Benchmark is not an Available Tenor, the component of the Base Rate based upon the then-current Benchmark or such tenor for such Benchmark, as applicable, will not be used in any determination of the Base Rate.

(f) Certain Defined Terms. As used in this Section 20(ii):

“Available Tenor” means, as of any date of determination and with respect to the then-current Benchmark, as applicable, any tenor for such Benchmark or payment period for interest calculated with reference to such Benchmark, as applicable, that is or may be used for determining the length of an Interest Period pursuant to this Note as of such date and not including, for the avoidance of doubt, any tenor for such Benchmark that is then-removed from the definition of “Interest Period” pursuant to clause (d) of this Section 20(ii).

“Benchmark” means, initially, the LIBOR Rate; provided that if a Benchmark Transition Event, a Term SOFR Transition Event, or an Early Opt-in Election, as applicable, and its related Benchmark Replacement Date have occurred with respect to the LIBOR Rate or the then-current Benchmark, then “Benchmark” means the applicable Benchmark Replacement to the extent that such Benchmark Replacement has replaced such prior benchmark rate pursuant to clause (a) of this Section 20(ii).

“Benchmark Replacement” means, for any Available Tenor, the first alternative set forth in the order below that can be determined by the Lender for the applicable Benchmark Replacement Date:

(1) the sum of: (a) Term SOFR and (b) the related Benchmark Replacement Adjustment;

(2) the sum of: (a) Daily Simple SOFR and (b) the related Benchmark Replacement Adjustment;

(3) the sum of: (a) the alternate benchmark rate that has been selected by the Lender as the replacement for the then-current Benchmark for the applicable Corresponding Tenor giving due consideration to (i) any selection or recommendation of a replacement benchmark rate or the mechanism for determining such a rate by the Relevant Governmental Body or (ii) any evolving or then-prevailing market convention for determining a benchmark rate as a replacement for the then-current Benchmark for U.S. dollar-denominated syndicated or bilateral credit facilities at such time and (b) the related Benchmark Replacement Adjustment;

provided that, in the case of clause (1), such Unadjusted Benchmark Replacement is displayed on a screen or other information service that publishes such rate from time to time as selected by the Lender in its reasonable discretion; provided, further, notwithstanding anything to the contrary in this Note or in any other Loan Document, upon the occurrence of a Term SOFR Transition Event, and the delivery of a Term SOFR Notice, on the applicable Benchmark Replacement Date, the “Benchmark Replacement” shall revert to and shall be deemed to be the sum of (a) Term SOFR and (b) the related Benchmark Replacement Adjustment, as set forth in clause (1) of this definition (subject to the first proviso above), and Term SOFR and the related Benchmark Replacement Adjustment shall be the Benchmark Replacement for all purposes hereunder or under any Loan Document in respect of any Benchmark setting and any subsequent Benchmark setting.

Notwithstanding anything to the contrary in this Note or any other Loan Document, if at the time of a Benchmark Replacement Date applicable to a Benchmark Transition Event or Early Opt-In Election, the Borrower has a Rate Management Agreement in effect with respect to all or part of the Loan, in order to more closely align the floating interest rate under the Loan with the floating rate option under the Rate Management Agreement, if any, and giving due consideration to evolving standards and market practice, the Lender may, in its discretion, replace the Benchmark Replacement that would otherwise be selected pursuant to this definition of Benchmark Replacement with the sum of: (a) Daily Compounded SOFR and (b) the related Benchmark Replacement Adjustment. If Daily Compounded SOFR is selected for the Benchmark Replacement, Lender shall provide written notice of this election to the Borrower.

If the Benchmark Replacement as determined pursuant to this definition would be less than the Floor, the Benchmark Replacement will be deemed to be the Floor for the purposes of this Note and the other Loan Documents.

“Benchmark Replacement Adjustment” means, with respect to any replacement of the then-current Benchmark with an Unadjusted Benchmark Replacement for any applicable Interest Period and Available Tenor for any setting of such Unadjusted Benchmark Replacement:

(1) for purposes of clauses (1) and (2) of the definition of “Benchmark Replacement,” the first alternative set forth in the order below that can be determined by the Lender:

(a) the spread adjustment, or method for calculating or determining such spread adjustment, (which may be a positive or negative value or zero) as of the Reference Time such Benchmark Replacement is first set for such Interest Period that has been selected or recommended by the Relevant Governmental Body for the replacement of such Benchmark with the applicable Unadjusted Benchmark Replacement for the applicable Corresponding Tenor;

(b) the spread adjustment (which may be a positive or negative value or zero) as of the Reference Time such Benchmark Replacement is first set for such Interest Period that would apply to the fallback rate for a derivative transaction referencing the ISDA Definitions to be effective upon an index cessation event with respect to such Benchmark for the applicable Corresponding Tenor;

(2) for purposes of clause (3) of the definition of “Benchmark Replacement,” the spread adjustment, or method for calculating or determining such spread adjustment, (which may be a positive or negative value or zero) that has been selected by the Lender for the applicable Corresponding Tenor giving due consideration to (i) any selection or recommendation of a spread adjustment, or method for calculating or determining such spread adjustment, for the replacement of such Benchmark with the applicable Unadjusted Benchmark Replacement by the Relevant Governmental Body on the applicable Benchmark Replacement Date or (ii) any evolving or then-prevailing market convention for determining a spread adjustment, or method for calculating or determining such spread adjustment, for the replacement of such Benchmark with the applicable Unadjusted Benchmark

Replacement for U.S. dollar-denominated syndicated or bilateral credit facilities; and

(3) if Daily Compounded SOFR is selected (as provided in the definition of Benchmark Replacement), the Lender may also select the Benchmark Replacement Adjustment in clause 1(b) above in lieu of the Benchmark Replacement Adjustment in clause 1(a) above.

provided that, in the case of clause (1) above, such adjustment is displayed on a screen or other information service that publishes such Benchmark Replacement Adjustment from time to time as selected by the Lender in its reasonable discretion.

“Benchmark Replacement Conforming Changes” means, with respect to any Benchmark Replacement, any technical, administrative or operational changes (including changes to the definition of “Business Day”, the definition of “Interest Period”, timing and frequency of determining rates and making payments of interest, timing of borrowing requests or prepayment, conversion or continuation notices, length of lookback periods or observation shifts, the applicability of breakage provisions, and other technical, administrative or operational matters) that the Lender decides may be appropriate to reflect the adoption and implementation of such Benchmark Replacement and to permit the administration thereof by the Lender in a manner substantially consistent with market practice (or, if the Lender decides that adoption of any portion of such market practice is not administratively feasible or if the Lender determines that no market practice for the administration of such Benchmark Replacement exists, in such other manner of administration as the Lender decides is reasonably necessary in connection with the administration of this Note, the Loan Agreement and the other Loan Documents).

“Benchmark Replacement Date” means the earliest to occur of the following events with respect to the then-current Benchmark:

(1) in the case of clause (1) or (2) of the definition of “Benchmark Transition Event”, the later of (a) the date of the public statement or publication of information referenced therein and (b) the date on which the administrator of such Benchmark (or the published component used in the calculation thereof) permanently or indefinitely ceases to provide all Available Tenors of such Benchmark (or such component thereof);

(2) in the case of clause (3) of the definition of “Benchmark Transition Event”, the date of the public statement or publication of information referenced therein; or

(3) in the case of an Early Opt-in Election or selection of Daily Compounded SOFR (as provided in the definition of Benchmark Replacement), the sixth (6th) Business Day after the date notice of such Early Opt-in Election or Benchmark Replacement selection is provided to the Borrower, so long as the Lender has not received, by 5:00 p.m. (New York City time) on the fifth (5th) Business Day after the date notice of such Early Opt-in Election or Benchmark Replacement selection is provided to the Borrower, written notice of objection to such Early Opt-in Election or Benchmark Replacement selection from Borrower.

For the avoidance of doubt, (i) if the event giving rise to the Benchmark Replacement Date occurs on the same day as, but earlier than, the Reference Time in respect of any determination, the Benchmark Replacement Date will be deemed to have occurred prior to the Reference Time for such determination and (ii) the “Benchmark Replacement Date” will be deemed to have occurred in the case of clause (1) or (2) with respect to any Benchmark upon the occurrence of the applicable event or events set forth therein with respect to all then-current Available Tenors of such Benchmark (or the published component used in the calculation thereof).

“Benchmark Transition Event” means the occurrence of one or more of the following events with respect to the then-current Benchmark:

(1) a public statement or publication of information by or on behalf of the administrator of such Benchmark (or the published component used in the calculation thereof) announcing that such administrator has ceased or will cease to provide all Available Tenors of such Benchmark (or such component thereof), permanently or indefinitely, provided that, at the time of such statement or publication, there is no successor administrator that will continue to provide any Available Tenor of such Benchmark (or such component thereof);

(2) a public statement or publication of information by the regulatory supervisor for the administrator of such Benchmark (or the published component used in the calculation thereof), the Board of Governors of the Federal Reserve System, the Federal Reserve Bank of New York, an insolvency official with jurisdiction over the administrator for such Benchmark (or such

component), a resolution authority with jurisdiction over the administrator for such Benchmark (or such component) or a court or an entity with similar insolvency or resolution authority over the administrator for such Benchmark (or such component), which states that the administrator of such Benchmark (or such component) has ceased or will cease to provide all Available Tenors of such Benchmark (or such component thereof) permanently or indefinitely, provided that, at the time of such statement or publication, there is no successor administrator that will continue to provide any Available Tenor of such Benchmark (or such component thereof); or

(3) a public statement or publication of information by the regulatory supervisor for the administrator of such Benchmark (or the published component used in the calculation thereof) announcing that all Available Tenors of such Benchmark (or such component thereof) are no longer representative.

For the avoidance of doubt, a “Benchmark Transition Event” will be deemed to have occurred with respect to any Benchmark if a public statement or publication of information set forth above has occurred with respect to each then-current Available Tenor of such Benchmark (or the published component used in the calculation thereof).

“Benchmark Unavailability Period” means the period (if any) (x) beginning at the time that a Benchmark Replacement Date pursuant to clauses (1) or (2) of that definition has occurred if, at such time, no Benchmark Replacement has replaced the then-current Benchmark for all purposes hereunder and under any Loan Document in accordance with this Section 20(ii) and (y) ending at the time that a Benchmark Replacement has replaced the then-current Benchmark for all purposes hereunder and under any Loan Document in accordance with this Section 20(ii).

“Corresponding Tenor” with respect to any Available Tenor means, as applicable, either a tenor (including overnight) or an interest payment period having approximately the same length (disregarding business day adjustment) as such Available Tenor.

“Daily Compounded SOFR” means, for any day, SOFR, with interest accruing on a compounded daily basis, with the methodology and conventions for this rate (which may include compounding in arrears with a lookback or observation shift) being established by the Lender in accordance with a methodology and the conventions for this rate selected or recommended (x) by the Relevant Governmental Body for determining “Daily Compounded

SOFR” for business loans or (y) by reference to the ISDA Definitions for derivatives comparable to any applicable Rate Management Agreement; provided, that if the Lender decides that any such convention is not administratively feasible for the Lender, then the Lender may establish another convention in its reasonable discretion.

“Daily Simple SOFR” means, for any day, SOFR, with the conventions for this rate (which will include a lookback) being established by the Lender in accordance with the conventions for this rate selected or recommended by the Relevant Governmental Body for determining “Daily Simple SOFR” for business loans; provided, that if the Lender decides that any such convention is not administratively feasible for the Lender, then the Lender may establish another convention in its reasonable discretion.

“Early Opt-in Election” means, if the then-current Benchmark is LIBOR, the occurrence of:

(1) a determination by the Lender that at least five (5) currently outstanding U.S. dollar-denominated syndicated or bilateral credit facilities at such time contain (as a result of amendment or as originally executed) a SOFR-based rate (including SOFR, a term SOFR or any other rate based upon SOFR) as a benchmark rate (and such credit facilities are identified in the notice to the Borrower described in clause 2 below and are publicly available for review), and

(2) the election by the Lender to trigger a fallback from LIBOR and the provision by the Lender of written notice of such election to the Borrower.

“Floor” means the benchmark rate floor as set forth in the definition of LIBOR Rate Minimum.

“ISDA Definitions” means the 2006 ISDA Definitions published by the International Swaps and Derivatives Association, Inc. or any successor thereto, as amended or supplemented from time to time, or any successor definitional booklet for interest rate derivatives published from time to time by the International Swaps and Derivatives Association, Inc. or such successor thereto.

“Reference Time” with respect to any setting of the then-current Benchmark means (1) if such Benchmark is the LIBOR Rate, 11:00 a.m. (London time) on the day that is two London banking days preceding the date of such setting, and (2) if such

Benchmark is not LIBOR, the time determined by the Lender in its reasonable discretion.

“Relevant Governmental Body” means the Board of Governors of the Federal Reserve System or the Federal Reserve Bank of New York, or a committee officially endorsed or convened by the Board of Governors of the Federal Reserve System or the Federal Reserve Bank of New York, or any successor thereto.

“SOFR” means, with respect to any Business Day, a rate per annum equal to the secured overnight financing rate for such Business Day published by the SOFR Administrator on the SOFR Administrator’s Website on the immediately succeeding Business Day.

“SOFR Administrator” means the Federal Reserve Bank of New York (or a successor administrator of the secured overnight financing rate).

“SOFR Administrator’s Website” means the website of the Federal Reserve Bank of New York, currently at <http://www.newyorkfed.org>, or any successor source for the secured overnight financing rate identified as such by the SOFR Administrator from time to time.

“Term SOFR” means, for the applicable Corresponding Tenor as of the applicable Reference Time, the forward-looking term rate based on SOFR that has been selected or recommended by the Relevant Governmental Body.

“Term SOFR Notice” means a notification by the Lender to the Borrower of the occurrence of a Term SOFR Transition Event.

“Term SOFR Transition Event” means the determination by the Lender that (a) Term SOFR has been recommended for use by the Relevant Governmental Body, (b) the administration of Term SOFR is administratively feasible for the Lender and (c) a Benchmark Transition Event has previously occurred resulting in a Benchmark Replacement that is not Term SOFR.

“Unadjusted Benchmark Replacement” means the applicable Benchmark Replacement excluding the related Benchmark Replacement Adjustment.

(g) Necessity for Benchmark Replacement and Limitation of Liability. The interest rate on this Loan is determined by reference to the LIBOR Rate, which is derived from the London interbank offered rate.

The LIBOR Rate is intended to represent the rate at which contributing banks may obtain short-term borrowings from each other in the London interbank market. In July 2017, the U.K. Financial Conduct Authority announced that, after the end of 2021, it would no longer compel contributing banks to make rate submissions for purposes of setting the LIBOR Rate. As a result, it is possible that commencing in 2022 (or earlier), the LIBOR Rate may no longer be available or may no longer be deemed a reliable rate. Upon the occurrence of a Benchmark Transition Event or a Term SOFR Transition Event, the Lender will notify the Borrower of any change to the reference rate upon which the interest rate is based. However, the Lender does not warrant or accept any responsibility for, and shall not have any liability with respect to, the administration, submission, or any other matter related to the LIBOR Rate or any alternative, successor, or replacement rate, including, without limitation, the implementation of any Benchmark Replacement or any Benchmark Replacement Conforming Changes or whether the composition or characteristics of any alternative, successor or replacement reference rate will be similar to, or produce the same value or economic equivalence of, the LIBOR Rate or have the same volume or liquidity as did the LIBOR Rate prior to its discontinuance or unavailability.”

4. Reaffirmation of Revenue Pledge. The Borrower hereby reaffirms the pledge of the Collateral as defined in the Loan Documents, including without limitation all student athletic fee revenues from the University of Central Florida, and agrees and confirms that said pledge remains in full force and effect and continues to secure the Loan. Further, the Borrower represents to the Lender that the Board of Trustees of the University of Central Florida has not rescinded or modified the pledge by the Borrower of the Collateral to the repayment of the Loan.
5. **WAIVER OF JURY TRIAL. BY THE EXECUTION HEREOF, BORROWER AND LENDER HEREBY KNOWINGLY, VOLUNTARILY AND INTENTIONALLY AGREE, THAT:**
 - (a) **NEITHER THE BORROWER NOR LENDER, NOR ANY ASSIGNEE, SUCCESSOR, HEIR OR LEGAL REPRESENTATIVE OF ANY OF THE SAME SHALL SEEK A JURY TRIAL IN ANY LAWSUIT, PROCEEDING, COUNTERCLAIM, OR ANY OTHER LITIGATION PROCEDURE ARISING FROM OR BASED UPON THIS MODIFICATION OR ANY LOAN DOCUMENT EVIDENCING, SECURING OR RELATING TO THE OBLIGATIONS OR TO THE DEALINGS OR RELATIONSHIP BETWEEN OR AMONG THE PARTIES THERETO;**
 - (b) **NEITHER THE BORROWER NOR LENDER SHALL SEEK TO CONSOLIDATE ANY SUCH ACTION, IN WHICH A JURY TRIAL HAS BEEN WAIVED, WITH ANY OTHER ACTION IN WHICH A JURY TRIAL HAS NOT BEEN OR CANNOT BE WAIVED;**

- (c) **THE PROVISIONS OF THIS PARAGRAPH HAVE BEEN FULLY NEGOTIATED BY THE PARTIES HERETO, AND THESE PROVISIONS SHALL BE SUBJECT TO NO EXCEPTIONS;**
 - (d) **NEITHER THE BORROWER NOR LENDER HAS IN ANY WAY AGREED WITH OR PRESENTED TO ANY OTHER PARTY THAT THE PROVISIONS OF THIS PARAGRAPH WILL NOT BE FULLY ENFORCED IN ALL INSTANCES; AND**
 - (e) **THIS PROVISION IS A MATERIAL INDUCEMENT FOR LENDER TO ENTER INTO THIS MODIFICATION AND SHALL RUN TO THE BENEFIT OF LENDER AND BORROWER ONLY AND SHALL NOT BENEFIT ANY THIRD PARTIES.**
6. Fees. Borrower agrees that all costs and expenses associated with the execution and delivery of this Agreement, including, but not limited to, the Lender's attorney's fees, and documentary stamp fee and intangible taxes, if applicable, (together with all interest and penalties thereon, if any) and other related expenses, plus accrued interest on the Loan, shall be paid by Borrower on or before the effective date of this Modification. Borrower agrees to defend, indemnify, and hold harmless the Lender from and against any and all such costs and expenses, and agrees that the Lender shall not in any way be held liable for such costs and expenses.
7. Conditions to Effectiveness. This Modification and the effectiveness of the provisions hereof shall be conditioned upon (i) the accuracy of the representations of the Borrower set forth in Section 2 above and each of the other representations and warranties set forth in the other Loan Documents, in each case as of the effective date hereof, (ii) payment of the fees and expenses set forth in Section 6 above, (iii) receipt by the Lender of a certificate of status issued by the Secretary of State of Florida not earlier than fifteen (15) business days prior to the effective date hereof and satisfactory results of lien searches and other due diligence conducted by the Lender in its discretion, (iv) execution and delivery by the Borrower of this Modification and the Certificate of Organizational Documents, Resolutions and Incumbency as of the date of execution of this Modification, and (v) any other agreement, certificate, instrument or other document reasonably required by the Lender.
8. Miscellaneous. Except for the changes and modifications effected hereby, it is expressly agreed that the Loan Documents shall remain in full force and effect in strict accordance with the terms thereof, and nothing herein contained shall affect or be construed to affect the other Loan Documents, or to release or affect the liability of any party or parties who may now or hereafter be liable under or on account of the Loan Documents. This Modification constitutes the complete agreement between the parties hereto and incorporates all prior discussions, agreements and representations made in regard to the matters set forth herein. This Modification shall be binding upon and shall inure to the benefit of, the

heirs, executors, administrators, personal representatives, successors and assigns of the parties hereto. This Modification shall be governed by and interpreted in accordance with the laws of the State of Florida.

[Signature Page Follows]

IN WITNESS WHEREOF, the parties to this Modification have executed this Modification in a manner and form sufficient to bind them as of the day and year first above written.

LENDER:

FIFTH THIRD BANK, NATIONAL ASSOCIATION

By: _____

Name: Steven Wortman

Title: Vice President

BORROWER:

UCF ATHLETICS ASSOCIATION, INC., a

Florida not-for-profit corporation

By: _____

Name: Dr. Alexander Cartwright

Title: Chairman

UCF BOARD OF TRUSTEES
Agenda Item Summary
June 17, 2021

Title: Renewal of the License for the Canvas Learning Management System Platform

☐ Information ☐ Information for upcoming action ☒ Action

Meeting Date for Upcoming Action: _____

Purpose and Issues to be Considered:

The Canvas learning management system (LMS) from Instructure is a mission critical software platform. As the system behind Webcourses@UCF, it is used by every section of every course across campus. It is the primary mechanism used to capture academic engagement for financial aid disbursement and faculty are required by policy to keep grades in the Canvas gradebook as a consistent and proactive way for students to measure progress throughout the semester. It is the platform used to deliver online and blended learning, including the UCF Online virtual campus. It proved to be a key asset in the university's pivot to online instruction in response to the COVID-19 pandemic.

The existing Canvas license expires at the end of June 2021 and must be renewed to continue its use.

Background Information:

Since adopting Canvas in 2012, UCF has licensed the platform through a contracting vehicle available as part of our membership in Internet2/Net+. Upon comparing the terms of a general license, a license through the state of Florida ITN, and a license renewed through I2/Net+, the renewal through I2/Net+ offered UCF the best financial and value terms.

Recommended Action:

The Division of Digital Learning (DDL) recommends a five-year renewal, which offers the maximum discounts compared to other license durations.

Alternatives to Decision:

UCF could renew the license for a different duration (1-4 years). This would result in a higher per FTE cost.

Fiscal Impact and Source of Funding:

The Division of Digital Learning will fund the license with a combination of Distance Learning auxiliary and divisional E&G funding. Below are the financial terms of the license:

Year 1:	$\$11.35 \times 59,349 \text{ IPEDS FTE (Canvas Cloud LMS)} + 20\% \text{ support} + \$3.82 \times 2,400 \text{ (Studio Cloud video add-on)} + \$1,500 \text{ Studio setup (one time charge)} = \mathbf{\$819,001.38}$
Year 2:	$\$11.46 \times 59,349 + 20\% + \$3.94 \times 2,400 = \mathbf{\$825,623.45}$
Year 3:	$\$11.69 \times 59,349 + 20\% + \$4.06 \times 2,400 = \mathbf{\$842,291.77}$
Year 4:	$\$12.04 \times 59,349 + 20\% + \$4.18 \times 2,400 = \mathbf{\$867,506.35}$
Year 5:	$\$12.40 \times 59,349 + 20\% + \$4.30 \times 2,400 = \mathbf{\$893,433.12}$
TOTAL:	\$4,247,856.07

Authority for Board of Trustees Action:

UCF BOT Resolution on Presidential Authority - Financial Management (4)(a)

Contract Reviewed/Approved by General Counsel ☒ N/A ☐

Committee Chair or Chair of the Board has approved adding this item to the agenda ☒

Submitted by:

Gerald Hector, Senior Vice President for Administration and Finance

Supporting Documentation:

Attachment A: Contract Summary Form

- Renewal Service Order Form
- Original Contract
- Contract amendment
- Service Order Form for existing contract
- Internet2/Net+ terms for extra storage

Facilitators/Presenters:

Gerald Hector, Senior Vice President for Administration and Finance

Thomas Cavanagh, Vice Provost for Digital Learning

Summary of Agreement

Purpose/Background	Renew license for the Canvas learning management system for five years. Canvas is the platform behind Webcourses@UCF and is used in all sections taught at UCF in all modalities. UCF will be licensing the platform once again through Internet2/Net+ as that vehicle affords us the most favorable terms out of all contracting options.
Parties	Instructure (and Internet 2 as the contracting vehicle)
Term	5 years
Obligations of UCF	Payment of required amounts as set forth in the financial section below.
Obligations of other party	Provision and support of the Canvas cloud LMS, 24 x 7 support, and a limited subscription to the Studio video product. Additional storage per section provided as part of the I2/Net+ agreement.
Financial terms	Year 1: $\\$11.35 \times 59,349 \text{ IPEDS FTE (Canvas Cloud)} + 20\% \text{ support} + \\$3.82 \times 2,400 \text{ (Studio Cloud)} + \\$1,500 \text{ Studio setup (one time charge)} = \\$819,001.38$ Year 2: $\\$11.46 \times 59,349 + 20\% + \\$3.94 \times 2,400 = \\$825,623.45$ Year 3: $\\$11.69 \times 59,349 + 20\% + \\$4.06 \times 2,400 = \\$842,291.77$ Year 4: $\\$12.04 \times 59,349 + 20\% + \\$4.18 \times 2,400 = \\$867,506.35$ Year 5: $\\$12.40 \times 59,349 + 20\% + \\$4.30 \times 2,400 = \\$893,433.12$ TOTAL: \$4,247,856.07
Termination rights	Defined in Section 12 of the original contract agreement (attached).
Additional terms	Additional storage per section per Internet2/Net+ agreement
Link to agreement	https://bot.ucf.edu/wp-content/uploads/sites/5/2021/06/FFC-4-Contract-for-Canvas-Learning-Management-System-Renewal.pdf

UCF BOARD OF TRUSTEES**Agenda Item Summary**

June 17, 2021

Title: Direct Support Organizations' 2021-22 Budgets

☐ **Information**☐ **Information for upcoming action**☒ **Action****Meeting Date for Upcoming Action:** _____**Purpose and Issues to be Considered:**

Fiscal year 2022 budgets for the UCF Direct Support Organizations (DSO) and the Central Florida Clinical Practice Organizations (CFCPO) are attached. The budgets have been approved by each DSO board and are now being presented to the University Board of Trustees for approval.

Background Information:

The DSO and CFCPO proposed fiscal year 2022 budgets are attached and include assumptions consistent with the university's update on COVID-19 guidelines published in May 2021, based on guidance from the Board of Governors and in collaboration with other state universities. These include anticipations that campus will return to normal operations and allow full participation in athletic and social events across the campus community.

Issues to be Considered:**UCF Athletics Association and UCF Stadium Corporation**

The Athletics Association was organized to operate the university's intercollegiate athletic programs. The Stadium Corporation receives pledged revenues from the Association, premium seat revenue, and other revenues including concessions, merchandise, and interest to fund debt used to construct the football stadium. Any surplus remaining after debt service and operating expenses is transferred back to the Association to fund its operations. This combined view is intended to present gross revenues and expenditures of the Association and provide a more holistic view of the impact that the Corporation has on the Association's financial results.

The UCF Athletics Association fiscal year 2022 budget was developed with the expectation that the campus will return to full spectator seating capacity and a full football home game schedule consistent with pre-pandemic conditions.

- Athletic events include ticket and per-seat revenues, NCAA/ conference distributions, and game guarantees. These revenues are budgeted to reflect an increase over fiscal 2021 due to hosting seven home football games, full spectator capacity, and the projected sell out of football season tickets. The budget does not assume the implementation of dynamic pricing on premium home games to be conservative.
- The proposed budget for university allocations includes student athletic fees of \$25.1 million, scholarship support of \$10.3 million, and Title IX support of \$1.7 million. The proposed budget reflects increases of \$0.5 million in student fees, \$0.5 million in scholarship support, and an \$0.8 million in Title IX support over fiscal 2021 projected actuals.
- Sponsorship revenues are budgeted to be higher than fiscal 2021 projected actuals but are expected to remain below fiscal 2020 actuals due to the pandemic's impact on the economy.
- Contributions revenues are budgeted to be lower than fiscal 2021 due to the Keep Charging On Fund being a one-year initiative. This decrease is partially offset by an increase in capital donations for the Roth Athletics center that will be used for debt service in fiscal 2022.

- Other revenues are budgeted materially consistent with fiscal 2021 and are significantly less than fiscal 2021 projected actuals due to the exclusion on contract buyout payments received from the University of Tennessee in order to hire the previous Athletic Director and head football coach.
- Scholarship expenses (and scholarship support provided by the university) are budgeted to be higher than fiscal 2021 due to funding an additional year of eligibility for student-athletes whose fall 2020 and winter 2021 competitive seasons were interrupted by the pandemic.
- Compensation expenses are budgeted to be higher than fiscal 2021. This is primarily due to the inclusion of a severance payment for a former football coach. The remainder reflects the expansion of television and video production staff, nutrition and counseling programming for our student-athletes, and the expansion of the student-athlete leadership academy that includes an enhanced jobs program to help student-athletes obtain employment or acceptance into graduate school upon graduation.
- Sport and support operations expenses are budgeted to be higher than fiscal 2021 because full competitive playing seasons are anticipated.
- Other expenses reflect non-recurring expenses primarily focused on deferred maintenance for our facilities that are showing extensive wear-and-tear.
- The Association's debt service includes annual debt service on the Roth Athletics Center, funded by donations and the construction line of credit with Fifth Third Bank. The university agreed to defer its \$1 million loan repayment for fiscal 2021 and 2022. This allows the Association to offset lost revenues from fiscal 2021 and begin funding a reserve in fiscal 2022. The Association closed its operating line of credit during the fiscal 2021 year further necessitating the need for cash reserves on hand.

UCF Academic Health

UCF Academic Health, Inc. supports medical education, research, and patient care through the planning and development of clinical initiatives and affiliated partnerships that serve the educational, research, and clinical mission of the College of Medicine. It began operations in July 2019 with the leasing of space to outside tenants in the Lake Nona Cancer Center.

The proposed budget reflects anticipated increase in lease revenues and related costs resulting from three new executed tenant agreements that began in the current fiscal year. Only current executed lease agreements were included in fiscal year 2020 budget which represents seventy seven percent (77%) of total rentable square footage.

UCF Convocation Corporation

The Convocation Corporation operates four student residence halls (Towers Knights Plaza), the convocation center (Addition Financial Arena and The Venue), surrounding retail space (Knights Plaza), and adjacent parking. The operation of these facilities fund the debt service obligations related to its housing and arena bonds. The proposed budget is expected to yield sufficient revenues to meet the debt service requirements for the year.

Housing Operations – The proposed budget includes an increase of approximately \$1.8 million in housing rental income over the prior year due to campus returning to normal operations. Conservatively budgeted at a 94% occupancy rate, which consistent with on-campus occupancy rates.

Retail Operations – Budgeted revenues are based on a return to full rents by all vendors for fiscal year 2022. Of the leased property there are 10 tenants that will have contractual rent increases during the year that equates to rental income growth of approximately \$29,000. The university's Business Services department will relocate some of its offices to the location used by former Convocation Corporation management and pay rent for the use of the space. This will be added rental revenue. Expenses are based on historical 3-year averages and reflect savings expected from the new management structure.

Arena Operations – Revenue forecasts are based on the expectation that there will be some lagging impact to event activity due to COVID-19, but that there will be a gradual return to more typical operations as the fiscal year progresses and as the university returns to normal athletic and social activities.

UCF Finance Corporation

The UCF Finance Corporation receives rent and philanthropic pledges to repay construction loans on the Burnett Biomedical Sciences building at Lake Nona and the UCF downtown campus. The university pays rent under the operating lease on the Burnett Biomedical Sciences building. An additional \$2.7 million in rent will be received to fund principal on the underlying building loan. These transfers are sufficient to fund the related debt service and the Corporation's operating costs for the year.

Transfers from UCF Foundation are expected to be \$2.3 million based on verified outstanding pledges, net of reserves that are expected to be received during fiscal year 2022. Once received, these funds will be used to repay the construction loan on the downtown campus. Any receipts in excess of this amount will be transferred directly from UCF Foundation to the university.

UCF Foundation

The UCF Foundation's principal function is to provide charitable and educational aid to the University. Its sources of funding include personnel support from the university, rent from mostly university tenants in office buildings, endowment fees, and earnings from investments.

The proposed budget reflects endowment earnings higher than prior year due to strong performance. University and other related support revenues are expected to remain flat. Debt service interest is expected to be lower in fiscal year 2022 due to the loan being refinanced in fiscal year 2021.

UCF Limbless Solutions

Limbless produces artistic prosthetic medical devices, conducts research and promotes STEM/ STEAM education.

Fiscal year 2021 yielded a significant increase in revenue compared to fiscal year 2020 with fundraising and sponsorship largely focused on the facility upgrades for the program. The proposed budget builds on the momentum generated by the upcoming laboratory move. However, there is still uncertainty in predicting the current philanthropy appetite due to the economic impact of COVID-19. However, LSI anticipates an increase in philanthropic support from individual donors and has worked with the UCF Foundation to establish a mutually agreed upon fundraising goal.

The move to a new laboratory space will result in an increase in equipment, office furniture, rent, and promotional expenses. All other amounts are consistent with conservative yearly trends.

UCF Research Foundation

The Research Foundation promotes and supports the research activities of faculty, staff, and students. Its operating revenue and expenses include contracts, grants, royalties, contributions, rents, conferences, unit residuals, and consortiums.

The proposed budget reflects an overall 39% increase in net surplus over the prior budget and an overall 69% increase from the fiscal 2021 projected actuals. Both increases are due to the receipt of monies previously projected to be canceled as a result of global coronavirus pandemic.

Operating revenue and expenses for contracts and grants is expected to increase due to start of clinical trial agreements which will be handled solely by the Research Foundation. While contributions and other agreements, as well as conferences and workshops and rental revenues are all expected to be similar to the fiscal 2021 actuals due to uncertainty in the economy as a result of the continued global coronavirus pandemic.

Central Florida Clinical Practice Organization

CFCPO is an affiliated organization formed to support the medical education program and clinical faculty within the College of Medicine. The prior year budget included a 30% reduction in revenue based on the uncertain impact of the Covid-19 pandemic. However, the clinic was able to quickly respond and put in place safety measures so that a return to “normal” clinical activity could occur. This resulted in the current year revenue exceeding budget, and therefore the proposed fiscal year 2022 budget is projecting higher revenues based on the level of current activity. It also includes an increase in revenue from the addition of three new faculty provider positions and an expected increase in HealthARCH activities.

With an increase in revenue, there are variable operating expenses that will also increase which is reflected in the proposed budget. In addition, budgeted expenses includes facility rent for the Quadrangle now being recorded under the CFCPO and projected expenses related to the activities of the new providers and increased HealthARCH activities. Transfers from the CFCPO to the College of Medicine is budgeted at \$5.9 million for fiscal 2022, which is an increase of \$3.6 million over projected actuals for fiscal 2021, resulting in net income of \$500,000 for fiscal 2022. The transfers from the CFCPO cover budgeted activities at the College of Medicine.

Recommended Action:

Approve the 2021-22 Direct Support Organizations’ budgets.

Alternatives to Decision:

Not approve the 2021-22 Direct Support Organizations’ budgets or approve with recommended changes.

Fiscal Impact and Source of Funding:

Source of funding varies across all Direct Support Organizations.

Authority for Board of Trustees Action:

Board Resolution on Presidential Authority, Miscellaneous Powers and Duties, 6(c) Recommend for Board of Trustees’ approval annual operating and capital budgets for Related Entities.

Contract Reviewed/Approved by General Counsel ☐ N/A ☒

Committee Chair or Chair of the Board has approved adding this item to the agenda ☒

Submitted by:

Gerald Hector, Senior Vice President for Administration and Finance

Supporting Documentation:

Attachment A: UCF Athletics Association and Stadium Corporation

Attachment B: UCF Academic Health

Attachment C: UCF Convocation Corporation

Attachment D: UCF Finance Corporation

Attachment E: UCF Foundation

Attachment F: UCF Limitless Solutions

Attachment G: UCF Research Foundation

Attachment H: Central Florida Clinical Practice Organization

Facilitators/Presenters:

Gerald Hector, Senior Vice President for Administration and Finance

Christina Tant, Assistant Vice President for DSO Accounting and Reporting

Attachment A

UCF Stadium Corporation and UCF Athletics Association Annual Budget Fiscal 2021-22

	UCF Athletics Association			UCF Stadium Corporation			COMBINED			
	2020-21 PROJECTED ACTUALS	2020-21 APPROVED AMENDED BUDGET	2021-22 PROPOSED BUDGET	2020-21 PROJECTED ACTUALS	2020-21 APPROVED AMENDED BUDGET	2021-22 PROPOSED BUDGET	2020-21 PROJECTED ACTUALS	2020-21 APPROVED AMENDED BUDGET	2021-22 PROPOSED BUDGET	BUDGET INCREASE (DECREASE)
Revenues										
Athletics events, including premium seating	\$ 11,595,787	\$ 12,247,473	\$ 19,752,049	\$ 887,540	\$ 882,540	\$ 2,570,453	\$ 12,483,327	\$ 13,130,013	\$ 22,322,502	\$ 9,192,489
University allocations	35,312,814	34,804,880	37,153,341	-	-	-	35,312,814	34,804,880	37,153,341	2,348,461
Sponsorship	6,278,000	6,325,000	8,025,000	479,980	479,980	855,000	6,757,980	6,804,980	8,880,000	2,075,020
Contributions	3,384,549	3,831,365	2,717,905	640,000	390,000	375,000	4,024,549	4,221,365	3,092,905	(1,128,460)
Other	6,032,710	228,600	385,600	-	-	-	6,032,710	228,600	385,600	157,000
Total revenues	62,603,860	57,437,318	68,033,895	2,007,520	1,752,520	3,800,453	64,611,380	59,189,838	71,834,348	12,644,510
Expenses										
Scholarships	10,314,915	10,264,915	10,822,154	-	-	-	10,314,915	10,264,915	10,822,154	557,239
Employee compensation	27,057,706	26,201,653	27,891,255	-	-	-	27,057,706	26,201,653	27,891,255	1,689,602
Sport Operations	5,776,954	6,275,481	10,507,790	-	-	-	5,776,954	6,275,481	10,507,790	4,232,309
Support Operations	9,769,998	10,548,118	13,580,241	-	-	-	9,769,998	10,548,118	13,580,241	3,032,123
Other	4,408,000	3,671,100	1,719,301	1,618,908	1,672,128	598,220	6,026,908	5,343,228	2,317,521	(3,025,707)
Total operating expenses	57,327,573	56,961,267	64,520,741	1,618,908	1,672,128	598,220	58,946,481	58,633,395	65,118,961	6,485,566
Net increase (decrease) from total operations	5,276,287	476,051	3,513,154	388,612	80,392	3,202,233	5,664,899	556,443	6,715,387	6,158,944
Non-operating revenues (expenses)										
Net transfers to Stadium Corp/ from UCFAA	(1,856,962)	(2,106,086)	(370,437)	1,856,962	2,106,086	370,437	-	-	-	-
Interest income	-	-	-	54,124	65,000	54,108	54,124	65,000	54,108	10,892
Interest expense	(361,703)	(435,940)	(444,664)	(1,683,606)	(1,683,606)	(1,599,778)	(2,045,309)	(2,119,546)	(2,044,442)	(75,104)
Capital project donations - Athletics	374,168	1,600,000	1,500,000	-	-	-	374,168	1,600,000	1,500,000	100,000
Restricted accounts revenue	1,200,000	600,000	1,018,812	-	-	-	1,200,000	600,000	1,018,812	(418,812)
Restricted accounts outlay	(400,000)	(100,000)	(819,812)	-	-	-	(400,000)	(100,000)	(819,812)	719,812
Capital projects outlay	(1,537,209)	(1,537,209)	(1,960,048)	-	-	-	(1,537,209)	(1,537,209)	(1,960,048)	422,839
Total non-operating revenues (expenses)	(2,581,706)	(1,979,235)	(1,076,149)	227,480	487,480	(1,175,233)	(2,354,226)	(1,491,755)	(2,251,382)	759,627
Net increase (decrease) in net position	\$ 2,694,581	\$ (1,503,184)	\$ 2,437,005	\$ 616,092	\$ 567,872	\$ 2,027,000	\$ 3,310,673	\$ (935,312)	\$ 4,464,005	\$ 6,918,571
Debt Service										
Principal	\$ 1,451,000	\$ 1,451,000	\$ 2,239,196	\$ 1,940,000	\$ 1,940,000	\$ 2,027,000	\$ 3,391,000	\$ 3,391,000	\$ 4,266,196	\$ (875,196)
Interest	361,703	435,940	444,664	1,683,606	1,683,606	1,599,778	2,045,309	2,119,546	2,044,442	75,104
Total Debt Service	\$ 1,812,703	\$ 1,886,940	\$ 2,683,860	\$ 3,623,606	\$ 3,623,606	\$ 3,626,778	\$ 5,436,309	\$ 5,510,546	\$ 6,310,638	\$ (800,092)

Attachment B

University of Central Florida Academic Health, Inc Annual Budget 2021-22

	2021-22	2020-21			2020-21	2020-21		
	Proposed Budget	Revised Budget	Variance Favorable (Unfavorable)		Projected Actual	Revised Budget	Variance Favorable (Unfavorable)	
Revenues								
Real Estate (Rent, CAM, & Sales Tax Income)	2,644,288	1,188,310	1,455,978	122.5 %	1,102,050	1,188,310	(86,260)	(7.3)%
Other	-	-	-	-	1,169	-	1,169	-
Total Revenues	<u>2,644,288</u>	<u>1,188,310</u>	<u>1,455,978</u>	122.5 %	<u>1,103,219</u>	<u>1,188,310</u>	<u>(85,092)</u>	(7.2)%
Operating Expenses								
Professional Services	15,340	15,000	340	2.3 %	15,389	15,000	389	2.6 %
Supplies and Repairs	-	-	-	-	-	-	-	-
Facility Expense	2,451,492	1,092,409	1,359,083	124.4 %	999,134	1,092,409	(93,275)	(8.5)%
Information Technology	7,680	7,210	470	6.5 %	7,210	7,210	(0)	(0.0)%
Other Operating Expense	169,777	73,691	96,085	130.4 %	81,487	73,691	7,795	10.6 %
Total Expense	<u>2,644,288</u>	<u>1,188,310</u>	<u>1,455,978</u>	122.5 %	<u>1,103,219</u>	<u>1,188,310</u>	<u>(85,092)</u>	(7.2)%
Net increase (decrease)	<u>-</u>	<u>-</u>	<u>-</u>	-	<u>-</u>	<u>-</u>	<u>-</u>	-

Attachment C

UCF Convocation Corporation Annual Budget 2021-22

	2021-2022 Proposed Budget	2020-2021 Amended Budget	Variance Favorable (Unfavorable)		2020-2021 Projected Actuals	2020-2021 Amended Budget	Variance Favorable (Unfavorable)	
Housing Operations								
Revenues								
Apartment rentals	\$ 17,143,024	\$ 15,386,991	\$ 1,756,033	10.2 %	\$ 15,415,026	\$ 15,386,991	\$ 28,035	0.2 %
Housing Subsidy from UCF	-	-	-	0.0 %	-	-	-	0.0 %
Parking	1,036,388	1,036,388	-	0.0 %	1,036,388	1,036,388	-	0.0 %
University support	-	-	-	0.0 %	-	-	-	0.0 %
Other	110,000	58,125	51,875	47.2 %	113,335	58,125	55,210	48.7 %
Total revenues	18,289,412	16,481,504	1,807,908	9.9 %	16,564,749	16,481,504	83,245	0.5 %
Expenses								
Operating	5,085,077	4,497,782	587,295	11.5 %	4,873,107	4,497,782	375,325	7.7 %
R&R expenses	620,000	672,410	(52,410)	(8.5)%	520,000	672,410	(152,410)	(29.3)%
Total expenses	5,705,077	5,170,192	534,885	9.4 %	5,393,107	5,170,192	222,915	4.1 %
Net increase from housing operations	12,584,335	11,311,312	(1,273,023)	(10.1)%	11,171,642	11,311,312	(139,670)	(1.3)%
Retail Operations								
Total revenues	1,984,312	1,507,037	(477,275)	(24.1)%	1,507,037	1,507,037	-	0.0 %
Total expenses	391,492	333,126	(58,366)	(14.9)%	330,341	333,126	(2,785)	(0.8)%
Net increase from retail operations	1,592,820	1,173,911	(418,909)	(26.3)%	1,176,696	1,173,911	2,785	0.2 %
Arena Operations								
Revenues								
Event related	3,394,180	1,473,464	(1,920,716)	(56.6)%	196,889	1,473,464	(1,276,575)	(648.4)%
Premium seating and sponsorship	1,311,500	813,750	(497,750)	(38.0)%	841,333	813,750	27,583	3.3 %
Rental Income	2,735,000	2,735,000	-	0.0 %	2,735,000	2,735,000	-	0.0 %
University support	-	-	-	0.0 %	-	-	-	0.0 %
Other	132,596	88,917	(43,679)	(32.9)%	94,750	88,917	5,833	6.2 %
Total revenues	7,573,276	5,111,131	(2,462,145)	(32.5)%	3,867,972	5,111,131	(1,243,159)	(32.1)%
Expenses								
Direct Event	2,574,225	1,042,343	1,531,882	59.5 %	100,618	1,042,343	(941,725)	(935.9)%
Operating and indirect event	4,358,724	3,666,029	(692,696)	(15.9)%	3,293,840	3,666,029	(372,189)	(11.3)%
Direct premium seating	232,330	181,500	(50,830)	(21.9)%	102,000	181,500	(79,500)	(77.9)%
R&R expenses	272,000	329,668	57,668	21.2 %	271,599	329,668	(58,069)	(21.4)%
Transfer to UCF	-	-	-	0.0 %	-	-	-	-
Total expenses	7,437,279	5,219,540	846,025	11.4 %	3,768,057	5,219,540	(1,451,483)	(38.5)%
Net increase (decrease) from arena operations	135,997	(108,409)	(244,406)	(179.7)%	99,915	(108,409)	208,324	208.5 %
Net increase from total operations	\$ 14,313,152	\$ 12,376,815	\$ (1,936,338)	(13.5)%	\$ 12,448,253	\$ 12,376,815	\$ 71,439	0.6 %
Debt Service								
Principal payments	8,290,000				\$ 8,025,000			
Interest payments	5,767,155				6,042,140			
Total Debt Service	\$ 14,057,155				\$ 14,067,140			

UCF Finance Corporation
Annual Budget
Fiscal year ending June 30, 2022

	2021-22 Proposed Budget	2020-21 Approved Budget	Variance Favorable (Unfavorable)		2020-21 Projected Actual	2020-21 Approved Budget	Variance Favorable (Unfavorable)	
Revenues								
Transfers from University ¹	\$ 1,276,121	\$ 1,330,896	\$ (54,775)	(4.1)%	\$ 1,340,157	\$ 1,330,896	\$ 9,261	0.7 %
Transfers from Foundation - Downtown Pledges ²	2,342,194	3,460,000	(1,117,806)	(32.3)%	1,703,205	3,460,000	(1,756,795)	(50.8)%
Interest	46,000	55,000	(9,000)	(16.4)%	45,683	55,000	(9,318)	(16.9)%
Total revenues	<u>3,664,315</u>	<u>4,845,896</u>	<u>(1,181,581)</u>	<u>(24.4)%</u>	<u>3,089,044</u>	<u>4,845,896</u>	<u>(1,756,852)</u>	<u>(36.3)%</u>
Expenses								
Operating	17,985	18,100	115	0.6 %	18,207	18,100	(107)	(0.6)%
Interest	1,329,136	1,457,796	128,660	8.8 %	1,392,796	1,457,796	65,000	4.5 %
Transfers to University - Downtown Construction ³	-	-	-	-	-	-	-	-
Total expenses	<u>1,347,121</u>	<u>1,475,896</u>	<u>128,775</u>	<u>8.7 %</u>	<u>1,411,003</u>	<u>1,475,896</u>	<u>64,893</u>	<u>4.4 %</u>
Net increase (decrease) from operations	<u>\$ 2,317,194</u>	<u>\$ 3,370,000</u>	<u>\$ (1,052,806)</u>		<u>\$ 1,678,041</u>	<u>\$ 3,370,000</u>	<u>\$ (1,691,959)</u>	
Debt Service								
Principal	\$ 5,026,194	\$ 6,081,000			\$ 5,887,204			
Interest	1,329,136	1,457,796			1,392,796			
Total Debt Service	<u>\$ 6,355,330</u>	<u>\$ 7,538,796</u>			<u>\$ 7,280,000</u>			

¹ Represents rent pursuant to the 2017 amended and restated operating lease agreement for the financing of facilities constructed on the health sciences campus in Lake Nona. This amount funds interest on the building loan and operating expenses.

² The fiscal 2022 budget is based on the amount of pledges scheduled to be received during the year for the construction of the downtown campus. The amount of pledges needed to fund the remaining principal on the note will be received and any excess will be transferred directly by UCF Foundation to the University. Anticipated pledges for fiscal year 2021 are over-budget due to a receipt from Orange County that was converted from an "in kind" pledge to a cash pledge.

³ Transfers to the UCF downtown construction project were funded by draws on the UCF downtown construction note. No additional transfers are planned and pledge receivables held by UCF Foundation exceed the balance remaining on the construction note.

Attachment E

**UCF Foundation
Annual Budget
2021 -22**

Preliminary Budget, not yet approved by Foundation Board

	2021-22 Proposed Budget	2020-21 Approved Budget	Variance Favorable (Unfavorable)		2020-21 Projected Actual	2020-21 Approved Budget	Variance Favorable (Unfavorable)	
Revenues								
Unrestricted gifts, fees, and investment earnings	\$ 7,303,250	\$ 6,163,800	\$ 1,139,450	18.5 %	\$ 9,937,427	\$ 6,163,800	\$ 3,773,627	61.2 %
Real estate	2,000,000	2,000,000	-	0.0 %	1,662,500	2,000,000	(337,500)	-
University and other related support	11,089,696	11,086,500	3,196	0.0 %	11,759,175	11,086,500	672,675	6.1 %
Total revenue	20,392,946	19,250,300	1,142,646	5.9 %	23,359,102	19,250,300	4,108,802	21.3 %
Expenses								
Academic and university support	1,081,647	1,031,647	(50,000)	(4.8)%	1,484,545	1,031,647	(452,898)	(43.9)%
Development, alumni relations, and operations	19,149,899	18,218,653	(931,246)	(5.1)%	16,367,389	18,218,653	1,851,264	10.2 %
Total expenses	20,231,546	19,250,300	(981,246)	(5.1)%	17,851,934	19,250,300	1,398,366	7.3 %
Net increase (decrease) from total operations	\$ 161,400	\$ -	\$ 161,400		\$ 5,507,168	\$ -	\$ 5,507,168	
Debt Service								
Principal payments	\$ 2,427,000				\$ 2,240,000	187,000		
Interest payments	493,373				641,315	(147,942)		
Total Debt Service	\$ 2,920,373				\$ 2,881,315			

Attachment F

Limbitless Solutions, Inc. Annual Budget 2021-2022

	2021-22 Proposed Budget	2020-21 Approved Budget	Variance Favorable (Unfavorable)		2020-21 Projected Actual	2020-21 Approved Budget	Variance Favorable (Unfavorable)	
Revenues								
Philanthropic Donations	\$ 500,000	\$ 300,000	\$ 200,000	66.7 %	\$ 360,000	\$ 300,000	\$ 60,000	20.0 %
Sponsorships	75,000	100,000	(25,000)	(25.0)%	196,000	100,000	96,000	96.0 %
Other	72,500	80,000	(7,500)	(9.4)%	13,000	80,000	(67,000)	(83.8)%
Total revenues	<u>647,500</u>	<u>480,000</u>	<u>167,500</u>	<u>34.9 %</u>	<u>569,000</u>	<u>480,000</u>	<u>89,000</u>	<u>18.5 %</u>
Expenses								
Operating expenses	<u>416,371</u>	<u>251,869</u>	<u>(164,502)</u>	<u>(65.3)%</u>	<u>190,510</u>	<u>251,869</u>	<u>61,359</u>	<u>24.4 %</u>
Total expenses	<u>416,371</u>	<u>251,869</u>	<u>(164,502)</u>	<u>(65.3)%</u>	<u>190,510</u>	<u>251,869</u>	<u>61,359</u>	<u>24.4 %</u>
Nonoperating activity								
Renovation donations	-	-	-	0.0 %	348,069	-	348,069	100.0 %
Renovation expense	-	-	-	0.0 %	379,151	-	(379,151)	(100.0)%
Net nonoperating activity	<u>-</u>	<u>-</u>	<u>-</u>	<u>0.0 %</u>	<u>(31,082)</u>	<u>-</u>	<u>(31,082)</u>	<u>0.0 %</u>
Net increase from operations	<u>\$ 231,129</u>	<u>\$ 228,131</u>	<u>\$ 2,998</u>	<u>1.3 %</u>	<u>\$ 347,408</u>	<u>\$ 228,131</u>	<u>\$ 119,277</u>	<u>52.3 %</u>

Attachment G

UCF Research Foundation
Annual Budget
2021-2022

	2021-2022 Proposed Budget	2020-2021 Approved Budget	Variance Favorable (Unfavorable)		2020-2021 Projected Actual	2020-2021 Approved Budget	Variance Favorable (Unfavorable)	
Revenues								
Operating revenue ^{2,3}	\$ 12,460,000	\$ 11,085,000	\$ 1,375,000	11 %	\$ 12,089,280	\$ 11,085,000	\$ 1,004,280	8 %
Management fees and other ⁴	1,500,000	840,000	660,000	44 %	1,300,000	840,000	460,000	35 %
Total revenues	13,960,000	11,925,000	2,035,000	15 %	13,389,280	11,925,000	1,464,280	11 %
Expenses ^{2,3,5}								
Total operating expenses	13,603,750	11,708,201	(1,895,549)	(14)%	12,691,053	11,708,201	(982,852)	(8)%
Net increase (decrease) ¹	\$ 356,250	\$ 216,799	\$ 139,451	39 %	\$ 698,227	\$ 216,799	\$ 481,428	69 %

¹ The Research Foundation is recognizing an overall 39% net increase from the 2020-2021 approved budget as compared to the 2021-2022 proposed budget and an overall 69% increase from the 2020-2021 projected actual amounts as compared to the 2020-2021 approved budget. Both of these noted increases are due to the receipt of monies previously projected to be canceled as a result of global coronavirus pandemic.

² Operating revenue and expenses includes contracts, grants, royalties, contributions, rents, conferences, unit residuals, and consortiums.

³ Operating revenue and expenses for contracts and grants is expected to increase due to start of clinical trial agreements which will be handled solely by UCFRF. While contributions and other agreements, as well as conferences and workshops and rental revenues are all expected to be similar to the 2020-2021 projected actual amount due to uncertainty in the economy as a result of the continued global coronavirus pandemic.

⁴ Management fees and F&A are expected to increase due to the start of clinical trial agreements mentioned above as well as the new fiscal agent agreement with ASEMFL for which activity is expected to begin during Quarter Four of Fiscal Year 2021.

⁵ Other operating expenses includes funding for research foundation payroll and operating expenses plus offset for technology transfer related expenses. The budgeted amount takes into account the Quarter Four Fiscal Year 2021 hiring of a Federal Contract Manager and Contract Accountant. Additionally, assumes the hiring of a Budget Development Manager during the second quarter of Fiscal Year 2022 along with the hiring of a Clinical Trials Contract Manager mid-year Fiscal Year 2022. Further Gap Fund expenses included in the 2020-2021 projected actual amounts are related to Fiscal Year 2019 award. The Gap Funding for Fiscal Year 2021 was not awarded but is budgeted to be awarded in Fiscal 2022.

Attachment H

Central Florida Clinical Practice Organization
Annual Budget
2021-22

	2021-22 Proposed Budget	2020-21 Approved Budget	Variance Favorable (Unfavorable)		2020-21 Projected Actual	2020-21 Approved Budget	Variance Favorable (Unfavorable)	
Revenues								
Patient Care	\$ 7,781,723	\$ 6,041,174	\$ 1,740,549	29%	\$ 6,877,585	\$ 6,041,174	\$ 836,411	14%
Other	964,645	796,182	168,463	21%	767,345	796,182	(28,837)	-4%
Total revenues	8,746,368	6,837,356	1,909,012	28%	7,644,930	6,837,356	807,574	12%
Operating Expenses								
Professional Services	724,547	417,579	(306,968)	-74%	404,755	417,579	12,824	3%
Supplies and Repairs	648,160	935,007	286,847	31%	858,509	935,007	76,498	8%
Facility Expense	501,390	230,378	(271,012)	-118%	488,644	230,378	(258,266)	-112%
Information Technology	387,095	341,581	(45,514)	-13%	363,553	341,581	(21,972)	-6%
Other Expense	90,280	101,016	10,736	11%	84,080	101,016	16,936	17%
Total Operating Expense	2,351,472	2,025,561	(325,911)	-16%	2,199,541	2,025,561	(173,980)	-9%
Total Transfer to College of Medicine	5,894,896	4,811,795	(1,083,101)	-23%	2,338,984	4,811,795	2,472,811	51%
Total expenses	8,246,368	6,837,356	(1,409,012)	-21%	4,538,524	6,837,356	2,298,832	34%
Net increase (decrease)	\$ 500,000	\$ -	\$ 500,000	-	\$ 3,106,406	\$ -	\$ 3,106,406	-

UCF BOARD OF TRUSTEES
Agenda Item Summary
June 17, 2021

Title: FY 2020-21 Budget Authority Increase for Contracts and Grants (C&G)

☐ Information ☐ Information for upcoming action ☒ Action

Meeting Date for Upcoming Action: _____

Purpose and Issues to be Considered:

An increase in C&G spending authority of \$82.5 million (from \$188.5 million to \$271 million) is requested as follows:

One-time National Science Foundation (NSF) funds for Arecibo Observatory cleanup	20,000,000
FY 2021 increases in C&G award expenditures	20,472,000
CARES Act Higher Education Emergency Relief Fund (HEERF) grants	42,000,000
Total Anticipated C&G Expenditure Increase	82,472,000

- According to a National Science Foundation (NSF) report published in early March as required by Congress, the cost of cleaning up the collapsed radio telescope site at the iconic Arecibo Observatory in Puerto Rico is estimated between \$30 million and \$50 million. This cost will be split between fiscal year 2021 and 2022. This \$20 million requested increase in C&G spending authority is intended to cover the FY 2020-21 anticipated expenses from the first NSF installment.
- UCF continues to excel at moving ideas to innovation and realization, and despite a national pandemic has once again achieved growth in external funding. As examples, expenditures in the College of Optics and Photonics through March 31, 2021 have increased by 25% or \$1.25M from FY 2019-20. Similarly, the Florida Space Institute's expenses have increased by 68% or \$6.3M from FY 2019-20.
- The requested increase of FY 2020-21 spending authority is the amount needed to cover an estimated \$10 million of HEERF I reimbursements in progress, and \$32 million of HEERF II funding specifically allocated to replace lost revenues.

Background Information:

The Board of Trustees approved a Continuation Operating Budget for FY 2020-21 at the same funding levels approved on June 19, 2019, for FY 2019-20. The approved continuation budget of \$1,964,116,147 included a budget for Contracts and Grants (C&G) of \$188,528,000. The 2020-21 C&G operating budget totaled \$188.5 million, therefore the proposed increase to \$271 million is a 44 percent increase. At this time, UCF requests BOT approval to amend the FY 2020-21 C&G operating budget by \$82.5 million to \$271 million to accommodate anticipated end of year expenditures.

Recommended Action:

Approve an increase in FY 2020-21 C&G spending authority of \$82.5 million.

Alternatives to Decision:

The university would be unable to meet the obligation of supporting anticipated expenditures at year end if sufficient spending authority is not granted.

Fiscal Impact and Source of Funding:

The use of \$82.5 million in additional support for C&G for FY 2020-21.

Authority for Board of Trustees Action:

University of Central Florida BOT Delegation of Authority to the President states specific approval of the Board is required for operating and capital budget amendments for “any changes to the operating budget in an amount greater than the lower of \$5 million or .5 percent of the budget.”

Contract Reviewed/Approved by General Counsel ☐ N/A ☒

Committee Chair or Chair of the Board has approved adding this item to the agenda ☒

Submitted by:

Gerald Hector, Senior Vice President for Administration and Finance

Supporting Documentation:

Attachment A: FY 2020-21 Contracts and Grants Budget Amendment

Facilitators/Presenters:

Gerald Hector, Senior Vice President for Administration and Finance

Elizabeth Klonoff, Vice President for Research and Dean of the College of Graduate Studies

Attachment A

University of Central Florida
2020-21 Proposed Operating Budget Amendment
For Board of Trustees (BOT) Approval

Budget Entity	2020-21 BOT-approved Budget ¹	+	2020-21 State/University Adjustments	+	2020-21 Proposed Amendment ²	=	2020-21 Revised Budget	Percent Increase/ Decrease
Education and General (E&G), Main	644,101,818		(7,389,632)				636,712,186	-1.15%
Education and General (E&G), College of Medicine	46,782,551		221,248				47,003,799	0.47%
Education and General (E&G), Fl. Center for Students with Unique Abilities	8,984,565		-				8,984,565	0.00%
Contracts and Grants (C&G)	188,528,000				82,472,000		271,000,000	43.75%
Auxiliaries	302,385,900						302,385,900	0.00%
Local Funds	763,729,951		(2,305,491)				761,424,460	-0.30%
<i>Non-add Local Funds Detail</i>								
<i>Student Financial Aid (SFA)</i>	659,877,204						659,877,204	0.00%
<i>Intercollegiate Athletics (ICA)</i> ³	68,086,641		(2,305,491)				65,781,150	-3.39%
<i>Student Activities</i>	24,760,828						24,760,828	0.00%
<i>Technology Fee</i>	10,028,400						10,028,400	0.00%
<i>Concession Funds</i>	400,000						400,000	0.00%
<i>Self Insurance Plan (SIP)</i>	576,878						576,878	0.00%
Faculty Practice Plan	9,603,362						9,603,362	0.00%
Total Operating Expenditures	1,964,116,147		(9,473,875)		82,472,000		2,037,114,272	3.72%

Highlights

¹ On June 18, 2020, the Board of Trustees approved a FY 2021 continuation operating budget (OB) equal to FY 2020 for all budget entities. The OB was exclusive of possible revenue increases/decreases, such as, but not limited to, research awards, state appropriations, and tuition and fees.

² The proposed C&G amendment is due to the following anticipated year-end expenditures:

CARES Act Higher Education Emergency Relief Fund (HEERF) grant (\$10M for HEERF estimated expenditure reimbursements + \$32M estimated transfers for lost revenues).	42,000,000
One-time National Science Foundation (NSF) funds for The Arecibo Observatory cleanup.	20,000,000
Office of Research estimated FY 2021 increase in C&G award expenditures.	20,472,000
	<u>82,472,000</u>

³ On January 18, 2021, the Board of Trustees approved an amended budget for Intercollegiate Athletics.

UCF BOARD OF TRUSTEES

Agenda Item Summary

June 17, 2021

Title: UCF Foundation Bylaws Amendments

☐ Information☐ Information for upcoming action☒ Action**Meeting Date for Upcoming Action:** _____**Purpose and Issues to be Considered:**

The UCF Foundation, Inc. Board of Directors is updating its Bylaws and seeks approval of these amendments. The changes include: the merging of two standing committees, the Finance Committee and Real Estate Committee, into one Finance and Facilities Committee; and the elimination of the Information Technology (IT) Committee as a standing committee. Additionally, committee meeting notice time frames were revised, along with public comment language; committee advisors (subject matter experts who are non-board members) were further defined to include term limits; and the Foundation's mission was updated to reflect the current mission as set forth in its revised Articles of Incorporation.

Background Information:

The UCF Foundation Bylaws were last amended on April 23, 2020 via ratification by the UCF Board of Trustees.

Recommended Action:

Approve the amended UCF Foundation Bylaws, as presented, and recommend approval to the UCF Board of Trustees.

Alternatives to Decision:

Decline proposed amendments

Request additional or alternate amendments.

Fiscal Impact and Source of Funding:

N/A

Authority for Board of Trustees Action: UCF Regulation 4.034, Direct Support Organizations, Florida Statutes 1004.28

Contract Reviewed/Approved by General Counsel ☐ N/A ☒

Committee Chair or Chair of the Board has approved adding this item to the agenda ☒

Submitted by:

Lauren Ferguson, Director of Foundation Board Relations, UCF Advancement

Supporting Documentation:

Attachment A – UCF Foundation Bylaws (redline)

Attachment B – UCF Foundation Bylaws (clean copy)

Facilitators/Presenters:

Jennifer Cerasa, UCF Foundation Legal Counsel and Senior Associate General Counsel, UCF

Attachment A

BYLAWS
of the
UNIVERSITY OF CENTRAL FLORIDA FOUNDATION,
INCORPORATED

AMENDMENTS APPROVED: _____

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

ARTICLE I. MISSION AND PRINCIPAL OFFICE

The purposes for which this corporation is organized are as follows:

To encourage, support, and enhance the University of Central Florida, a comprehensive learning institution in higher education, in its mission as determined by the University of Central Florida Board of Trustees, including the ability to encourage, solicit, receive and administer private support for the for the benefit of the University and its related entities, create awareness of the University and its mission, build relationships, recognize support, own property, borrow such sums of money necessary upon approval by the Board of Trustees, and perform all business related matters necessary to accomplish this purpose which a corporation not for profit organized under the laws of Florida for the foregoing purposes can be authorized to exercise or as may be further delegated by the Bylaws.

All of the assets and income of the Foundation shall be used only for the purposes hereinabove set out, including the payment of expenses incidental thereto; and no part of its assets or income shall be distributable to its members, trustees or officers, and no substantial part of its activities shall be for the carrying on of propaganda or otherwise attempting to influence legislation, and the Foundation shall not participate in or intervene in any political campaign on behalf of any candidate for public office.

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

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

ARTICLE II. COMPOSITION OF THE BOARD

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

2.2 Duties. ~~All management functions will be exercised by the Board subject to delegation by the Board.~~ The property, affairs, activities, and concerns of the corporation are vested in the Board subject to Florida law and policy, including the provisions of section 1004.28, F.S., Board of Governors Regulation 9.011, UCF Regulation 4.034 and these Bylaws. The duties of the Board are as follows:

- A. To discharge all the duties imposed upon it by the Articles of Incorporation and 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 of these Bylaws.

- C. Upon the recommendation of the Finance and Facilities 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. Upon the recommendation of the Investment Committee, to hold and to invest and reinvest any monies it receives and to hold any property, to sell or exchange the same, and to invest and reinvest the proceeds of any sale or other conversion of any such property, for the purpose of earning income, which income, less operating expenses of the corporation, will be used to further the specific purposes of the corporation.
- F. To borrow money by issuing long or short-term notes, bonds, or debentures, and to pledge, mortgage, or otherwise encumber its assets within the discretion of the Board, subject to the policies of the University of Central Florida, the Board of Trustees, and the Florida Board of Governors.
- G. To delegate actions in writing to the CEO, other Officers, and the Foundation's senior management.
- H. To acquire and maintain a broad awareness and knowledge of the University including its programs, strengths, needs, resources, and mission.
- I. 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.
- J. To provide advice and counsel to the University President and the CEO as requested on matters involving the University family and the community.
- K. 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.

- L. To serve as an effective University ambassador in the community.

2.3 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.

2.4 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 (or designee), and Chair of the UCF Alumni Board of Directors. ~~The Chair of the Board of Trustees's designee may not be the University President; nor may the Chair of the Board of Trustees and the University President appoint the same person to represent both the Board of Trustees Chair and the University President.~~

2.5 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.

2.6 Board of Trustees Approval. The Board of Trustees will approve all Elected Directors.

2.7 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 their 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 their 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 they are removed for cause.
- C. Ex Officio Director. An Ex Officio Director will serve so long as they hold the office or the position that resulted in such placement on the Board.

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

2.9 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 at their sole discretion.

ARTICLE III. OFFICERS OF THE BOARD

3.1 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.

3.2 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:

- A. Vice President for Advancement (also known as the Chief Executive Officer or CEO)
- B. AVP, Advancement Strategy
- C. Sr. AVP, Development (also known as the Chief Development Officer or CDO)
- D. Associate Vice President of Finance (also known as the Chief Financial Officer or CFO)
- E. Director for Foundation Board Relations and Development (also known as the Assistant Secretary)

3.3 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 IV. ELECTION OF AND POWERS AND DUTIES OF OFFICERS

4.1 Election. ~~At the annual meeting of the fiscal, the~~ 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. Board.~~

4.2 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.

4.3 Vice Chairs. The Vice Chairs will do and perform duties as may be assigned to them by the Chair,

the Board, or these Bylaws. A Vice Chair will have full authority to act for the Chair in their absence or incapacity. If more than one is available, the one with the longest continuous service on the Board will act.

4.4 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.

4.5 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 their office at the next annual meeting following their appointment to office.

4.6 Chief Executive Officer. The CEO, ~~CDO or designee~~, will attend all meetings of the Board and present a written report of the activities of their office at each meeting, including the next annual meeting following their appointment to office. ~~The CEO shall be selected and appointed by the Board, subject to prior approval by the University President.~~ The CEO shall report to the University President or their designee.

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

4.8 AVP, Advancement Strategy. The AVP will manage the day-to-day business activities of the

Foundation~~and attend all Board and Committee meetings.~~

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

4.10 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.

4.11 Resignation. Any Officer may resign at any time by submitting a written resignation to the Chair and CEO. If the Chair is resigning, they will submit their resignation to the CEO and University President. If the CEO is resigning, they will submit their resignation to the Chair and University President.

4.12 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 at their sole discretion.

4.13 Vacancy of a Board Officer. The CEO, or designee, will notify all Executive Committee members upon the occurrence of a Vacancy of a Board Officer. The Governance Committee will propose a replacement, which will be approved by the Executive Committee. This section will not apply to Ex-Officio Corporate Officers.

ARTICLE V. COMMITTEES OF THE BOARD

5.1 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 may vote on the committee's recommendations to the Executive Committee or Board. ~~Advisors will serve a committee term of four years. Committee terms commence on July 1 of the next fiscal year and end June 30 at the end of four years. No Advisor is eligible to serve more than two consecutive terms on any standing committee. An Advisor who has served two committee terms consecutively may be appointed to an alternate standing committee upon committee term completion or re-appointed to the standing committee for which they most recently served after the expiration of one year following the end of their last committee term and will have the status of a newly appointed Advisor.~~
- B.** With the exception of the Executive Committee, Emeritus Directors may be appointed to committees as Emeritus Advisors. Emeritus Advisors may vote on committee

recommendations to the Executive Committee or Board. Emeritus Advisors will serve a committee term of four years. Committee terms commence on July 1 of the next fiscal year and end June 30 at the end of four years. No Emeritus Advisor is eligible to serve more than two consecutive terms on any standing committee. An Emeritus Advisor who has served two committee terms consecutively may be appointed to an alternate standing committee upon committee term completion or re-appointed to the standing committee for which they most recently served after the expiration of one year following the end of their last committee term and will have the status of a newly appointed Emeritus Advisor.

- C. The Chair may remove any committee member at their discretion, except for Ex-Officio positions.
- D. The majority of the members of any committee will be Elected Directors.
- E. 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:

F. 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, and Chair of all other committees described in these Bylaws.
- 2. The Chair, or in their 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.

G. Finance and Facilities Committee

- 1. The Finance and Facilities 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 and Facilities Committee will be the Treasurer.
- 3 The Finance and Facilities Committee will establish and be responsible for the fiscal policy of the Foundation, including budgets and fees. The Finance and Facilities 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.
- 4 The Finance and Facilities 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.

H. 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 Vacancy 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.

I. 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.

J. 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.

K. 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.

~~**L. Real Estate Committee**~~

- ~~1—1. The Real Estate Committee will consist of not fewer than five appointed Elected Directors.~~
- ~~2—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.~~

~~**M. Information Technology (IT) Committee**~~

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

5.2 Other Committees. The Board Chair will have the authority to establish an unlimited number of ~~temporary~~ Other Committees or task forces to accomplish any objectives affecting various interests and the welfare of the Foundation and the University as they deem necessary or desirable. Other Committees will be governed by a charter approved by the applicable Other Committees.

ARTICLE VI. MEETINGS AND QUORUM

6.1 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.

6.2 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.

6.3 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.

6.4 Open Meetings. All meetings will be conducted in accordance with Florida Statutes 286.011, Florida's Government in the Sunshine law.

6.5 Presiding Officer. The Chair, or in their 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.

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

6.7 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.

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

6.9 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.

6.10 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~~ **forty-eight hours** 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 6.10 does not dispense with any public notice required by law and governs to the maximum extent permitted by law.

6.11 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.~~

6.12 Public Comment. To the extent required by law or permitted by the Chair, individuals who desire to appear before the Board 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 VII. RELATIONSHIP WITH THE UNIVERSITY

7.1 Governing Authority. 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.

7.2 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.

7.3 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 VIII. 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 IX. MISCELLANEOUS

9.1 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 they become 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 they acted in good faith and in a manner they reasonably believed to be in, or not opposed to, the best interests of the Foundation and (where applicable) had no reasonable cause to believe their conduct was unlawful. This indemnification will be made in accordance with Section 607.0850, Florida Statutes, as amended from time to time.

9.2 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 their duties.

9.3 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.

9.4 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.

9.5 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.

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

9.7 Non-discrimination. The Foundation is committed to non-discrimination with respect to race,

color, religion, age, disability, sex, marital status, sexual orientation, national origin, veteran status or any other basis protected by law. Personal services provided to the organization must comply with Section 1012.976.

9.8 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.

9.9 Confidential and Exempt Public Records. Under Florida Statutes Section 1004.28, Foundation records are confidential and exempt from Florida public records laws, unless otherwise designated. ~~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 X. DEFINITIONS

- a. Advancement - the University of Central Florida Foundation, Inc.
- b. Advisors - individuals who are not Elected, Emeritus, or Ex Officio Directors but have been appointed to serve on a standing committee of the Board.
- c. Assistant Secretary – the Director for Foundation Board Relations and Development.
- d. Assistant Treasurer – the Sr. Vice President for Administration and Finance.
- e. AVP for Advancement Strategy - the University of Central Florida Foundation, Inc. Associate Vice President for Advancement Strategy.
- f. Board Officers - 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.

- g. Board of Directors or Board - the University of Central Florida Foundation Board of Directors.
- h. Board of Trustees - the University of Central Florida Board of Trustees.
- i. CDO - the University of Central Florida Chief Development Officer.
- j. CEO - the University of Central Florida Foundation Chief Executive Officer.
- k. CFO - the University of Central Florida Foundation Chief Financial Officer.
- l. Committee - either or collectively a standing committee and other committee.
- m. Directors – the Elected Directors and Ex-Officio Directors of the Board of Directors.
- n. Emeritus Advisor – an Emeritus Director serving as an appointed voting member of a standing committee of the Board.
- o. 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 UCF and the Foundation with distinguished service. The Board will serve as the final body to approve the nomination(s).
- p. Ex Officio Affiliates - those individuals who hold community leadership positions, as may be designated by the Board of Directors, from time to time.
- q. Ex Officio Corporate Officers - those individuals who hold the designation of CEO, CDO, CFO and Assistant Secretary.
- r. Ex Officio Directors - those individuals who hold the designation of Chair of the Board of Trustees (or designee), University President (or designee), or Chair of the UCF Alumni Board.
- s. For cause - 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.
- t. Foundation - the University of Central Florida Foundation, Incorporated.
- u. Sr. AVP for Development - the University of Central Florida Foundation, Inc. Senior Associate Vice President for Development.

- v. Sr. Vice President for Administration and Finance - the University of Central Florida Senior Vice President for Administration and Finance.
- w. Standing Committee – a permanent committee of the University of Central Florida Foundation Board of Directors, as defined in these Bylaws.
- x. UCF - the University of Central Florida.
- y. UCF Alumni Board - the University of Central Florida Alumni Board, which is a separate advisory board to the Office of UCF Alumni Engagement and Annual Giving.
- z. University - the University of Central Florida.
- aa. University President - the President of the University of Central Florida.
- bb. Vacancy - 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 they intend not to perform, or is or will be unable to perform, the materials 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.

APPROVED BY BOARD ACTION ON: _____

{SEAL NOT REQUIRED}

Name

Secretary

University of Central Florida Foundation, Incorporated

Board of Directors

Attachment B

BYLAWS
of the
UNIVERSITY OF CENTRAL FLORIDA FOUNDATION,
INCORPORATED

AMENDMENTS APPROVED: _____

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

ARTICLE I. MISSION AND PRINCIPAL OFFICE

The purposes for which this corporation is organized are as follows:

To encourage, support, and enhance the University of Central Florida, a comprehensive learning institution in higher education, in its mission as determined by the University of Central Florida Board of Trustees, including the ability to encourage, solicit, receive, and administer private support for the for the benefit of the University and its related entities, create awareness of the University and its mission, build relationships, recognize support, own property, borrow such sums of money necessary upon approval by the Board of Trustees, and perform all business related matters necessary to accomplish this purpose which a corporation not for profit organized under the laws of Florida for the foregoing purposes can be authorized to exercise or as may be further delegated by the Bylaws.

All of the assets and income of the Foundation shall be used only for the purposes hereinabove set out, including the payment of expenses incidental thereto; and no part of its assets or income shall be distributable to its members, trustees, or officers, and no substantial part of its activities shall be for the carrying on of propaganda or otherwise attempting to influence legislation, and the Foundation shall not participate in or intervene in any political campaign on behalf of any candidate for public office.

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

ARTICLE II. COMPOSITION OF THE BOARD

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

2.2 Duties. The property, affairs, activities, and concerns of the corporation are vested in the Board subject to Florida law and policy, including the provisions of section 1004.28, F.S., Board of Governors Regulation 9.011, UCF Regulation 4.034 and these Bylaws. The duties of the Board are as follows:

- A. To discharge all the duties imposed upon it by the Articles of Incorporation and 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 of these Bylaws.
- C. Upon the recommendation of the Finance and Facilities 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. Upon the recommendation of the Investment Committee, to hold and to invest and reinvest any monies it receives and to hold any property, to sell or exchange the same, and to invest and reinvest the proceeds of any sale or other conversion of any such property, for the purpose of earning income, which income, less operating expenses of the corporation, will be used to further the specific purposes of the corporation.
- F. To borrow money by issuing long or short-term notes, bonds, or debentures, and to pledge, mortgage, or otherwise encumber its assets within the discretion of the Board, subject to the policies of the University of Central Florida, the Board of Trustees, and the Florida Board of Governors.
- G. To delegate actions in writing to the CEO, other Officers, and the Foundation's senior management.
- H. To acquire and maintain a broad awareness and knowledge of the University including its programs, strengths, needs, resources, and mission.
- I. 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.
- J. To provide advice and counsel to the University President and the CEO as requested on matters involving the University family and the community.
- K. 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.
- L. To serve as an effective University ambassador in the community.

2.3 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. All Elected Directors will be voting members of the Board.

2.4 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 (or designee), and Chair of the UCF Alumni Board of Directors. The Chair of the Board of Trustees's designee may not be the University President; nor may the Chair of the Board of Trustees and the University President appoint the same person to represent both the Board of Trustees Chair and the University President.

2.5 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.

2.6 Board of Trustees Approval. The Board of Trustees will approve all Elected Directors.

2.7 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 their 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 their 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 they are removed for cause.
- C. Ex Officio Director. An Ex Officio Director will serve so long as they hold the office or the position that resulted in such placement on the Board.

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

2.9 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 at their sole discretion.

ARTICLE III. OFFICERS OF THE BOARD

3.1 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.

3.2 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:

- A. Vice President for Advancement (also known as the Chief Executive Officer or CEO)
- B. AVP, Advancement Strategy
- C. Sr. AVP, Development (also known as the Chief Development Officer or CDO)
- D. Associate Vice President of Finance (also known as the Chief Financial Officer or CFO)
- E. Director for Foundation Board Relations and Development (also known as the Assistant Secretary)

3.3 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 IV. ELECTION OF AND POWERS AND DUTIES OF OFFICERS

4.1 Election. 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 Board.

4.2 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.

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

4.4 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.

4.5 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 their office at the next annual meeting following their appointment to office.

4.6 Chief Executive Officer. The CEO, or designee, will attend all meetings of the Board and present a written report of the activities of their office at each meeting, including the next annual meeting following their appointment to office. The CEO shall report to the University President or their designee.

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

4.8 AVP, Advancement Strategy. The AVP will manage the day-to-day business activities of the Foundation.

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

4.10 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.

4.11 Resignation. Any Officer may resign at any time by submitting a written resignation to the Chair and CEO. If the Chair is resigning, they will submit their resignation to the CEO and University President. If the CEO is resigning, they will submit their resignation to the Chair and University President.

4.12 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 at their sole discretion.

4.13 Vacancy of a Board Officer. The CEO, or designee, will notify all Executive Committee members upon the occurrence of a Vacancy of a Board Officer. The Governance Committee will propose a replacement, which will be approved by the Executive Committee. This section will not apply to Ex-Officio Corporate Officers.

ARTICLE V. COMMITTEES OF THE BOARD

5.1 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 may vote on the committee's recommendations to the Executive Committee or Board. Advisors will serve a committee term of four years. Committee terms commence on July 1 of the next fiscal year and end June 30 at the end of four years. No Advisor is eligible to serve more than two consecutive terms on any standing committee. An Advisor who has served two committee terms consecutively may be appointed to an alternate standing committee upon committee term completion or re-appointed to the standing committee for which they most recently served after the expiration of one year following the end of their last committee term and will have the status of a newly appointed Advisor.
- B. With the exception of the Executive Committee, Emeritus Directors may be appointed to committees as Emeritus Advisors. Emeritus Advisors may vote on committee recommendations to the Executive Committee or Board. Emeritus Advisors will serve a committee term of four years. Committee terms commence on July 1 of the next fiscal year and end June 30 at the end of four years. No Emeritus Advisor is eligible to serve more than two consecutive terms on any standing committee. An Emeritus Advisor who has served two committee terms consecutively may be appointed to an alternate standing committee upon committee term completion or re-appointed to the standing committee for which they most

recently served after the expiration of one year following the end of their last committee term and will have the status of a newly appointed Emeritus Advisor.

- C. The Chair may remove any committee member at their discretion, except for Ex-Officio positions.
- D. The majority of the members of any committee will be Elected Directors.
- E. 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:

F. 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, and Chair of all other committees described in these Bylaws.
- 2. The Chair, or in their 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.

G. Finance and Facilities Committee

- 1. The Finance and Facilities 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 and Facilities Committee will be the Treasurer.
- 3. The Finance and Facilities Committee will establish and be responsible for the fiscal policy of the Foundation, including budgets and fees. The Finance and Facilities 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.

4. The Finance and Facilities 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.

H. 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.

I. 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.

J. 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.

K. 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.

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

ARTICLE VI. MEETINGS AND QUORUM

6.1 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.

6.2 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.

6.3 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.

6.4 Open Meetings. All meetings will be conducted in accordance with Florida Statutes 286.011, Florida's Government in the Sunshine law.

6.5 Presiding Officer. The Chair, or in their 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.

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

6.7 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.

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

6.9 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.

6.10 Notice. Notice of each meeting will be sent to the Board or any Committee by the Secretary or a designee not fewer than forty-eight hours 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 6.10 does not dispense with any public notice required by law and governs to the maximum extent permitted by law.

6.11 Public Notice. Public notice of any meeting of the Board or any Committee will be made as required by Florida law.

6.12 Public Comment. To the extent required by law or permitted by the Chair, individuals who desire to appear before the Board 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 VII. RELATIONSHIP WITH THE UNIVERSITY

7.1 Governing Authority. 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.

7.2 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.

7.3 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 VIII. 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 IX. MISCELLANEOUS

9.1 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 they become 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 they acted in good faith and in a manner they reasonably believed to be in, or not opposed to, the best interests of the Foundation and (where applicable) had no reasonable cause to believe their conduct was unlawful. This indemnification will be made in accordance with Section 607.0850, Florida Statutes, as amended from time to time.

9.2 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 their duties.

9.3 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.

9.4 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.

9.5 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.

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

9.7 Non-discrimination. The Foundation is committed to non-discrimination with respect to race, color, religion, age, disability, sex, marital status, sexual orientation, national origin, veteran status or any other basis protected by law. Personal services provided to the organization must comply with Section 1012.976.

9.8 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.

9.9 Confidential and Exempt Public Records. Under Florida Statutes Section 1004.28, Foundation records are confidential and exempt from Florida public records laws, unless otherwise designated.

ARTICLE X. DEFINITIONS

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- h. Board of Trustees - the University of Central Florida Board of Trustees.
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- m. Directors – the Elected Directors and Ex-Officio Directors of the Board of Directors.
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- o. 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 UCF and the Foundation with distinguished service. The Board will serve as the final body to approve the nomination(s).
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- y. UCF Alumni Board - the University of Central Florida Alumni Board, which is a separate advisory board to the Office of UCF Alumni Engagement and Annual Giving.
- z. University - the University of Central Florida.
- aa. University President - the President of the University of Central Florida.
- bb. Vacancy - 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 they intend not to perform, or is or will be unable to perform, the materials 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.

APPROVED BY BOARD ACTION ON: _____

{SEAL NOT REQUIRED}

Name

Secretary

University of Central Florida Foundation, Incorporated

Board of Directors

UCF BOARD OF TRUSTEES**Agenda Item Summary**

June 17, 2021

Title: Professional Employer Organization Arrangement and Formation of CFCPO Subsidiary

☐ **Information**☐ **Information for Upcoming Action**☒ **Action****Meeting Date for Upcoming Action** _____**Purpose and Issues to be Considered:**

UCF College of Medicine (COM) seeks approval of a co-employment arrangement by which a third-party professional employer organization (PEO) will assume the management of payroll, benefits, and other employee-related administrative responsibilities for non-faculty clinical and administrative employees at UCF Health and HealthARCH. In addition, Central Florida Clinical Practice Organization, Inc. (CFCPO) seeks approval of the formation of a wholly owned (single-member, member-managed) subsidiary that will contract with the PEO and will contract with UCF and CFCPO to define services and payment arrangements related to the PEO.

This PEO arrangement implements an operational efficiency that UCF Health has been planning since 2019, as mentioned in previous presentations to the Finance and Facilities Committee (October 16, 2019) and the Board of Trustees (Emerging Issues Discussion, Clinical Mission Update, April 23, 2020). A significant challenge to achieving UCF Health's financial sustainability has been the financial and operational disadvantages it faces due to the higher than market cost of benefits and time-off allowances for its non-faculty clinical and administrative employees. Under the proposed arrangement, UCF Health's non-faculty clinical and administrative employees will transition to the PEO, while continuing to report to UCF employed staff and faculty, and UCF Health and CFCPO will experience the cost advantages of increased flexibility with regard to salary, benefits and paid time-off.

HealthARCH currently utilizes a third-party staffing organization, the contract for which will be terminating. HealthARCH will benefit from the lower management fees and competitive health benefits rates offered by the PEO arrangement.

The initial purpose of the proposed subsidiary LLC will be to enter into the PEO agreement and to contract with UCF and CFCPO to define services and payment arrangements related to the PEO. The proposed subsidiary also may be utilized for future initiatives/arrangements in support of the mission and objectives of the UCF College of Medicine. CFCPO officers will serve as the officers of the proposed subsidiary, holding the same positions and having the same authority and responsibilities as they have for CFCPO. The CFCPO Board of Directors approved the formation of the proposed LLC subsidiary on May 7, 2021.

President Cartwright and his Health Cabinet have been consulted and approved of the PEO arrangement and the proposed formation of the LLC subsidiary. The proposed Operating Agreement for the proposed subsidiary was developed by the Office of General Counsel Health Affairs Legal Team.

Background:

UCF Health is COM's faculty practice, an integral component of the College's education, research and clinical mission, that provides clinical services to the community. In 2018, the College of Medicine and UCF Health began working with national consultants on a plan for operational and financial improvements with the goal of becoming financially stable and sustainable. Optimizing operations including establishing the proposed PEO arrangement is a key element of UCF Health's turnaround plan.

HealthARCH is a COM program that was originally funded by an \$8.6 million federal grant to assist community physicians in transitioning to use of electronic health records. The program helps community physicians implement practice operational and quality improvements. It is funded by Florida Department of Health grants and CDC funding that are managed by the university's Office of Research and Commercialization and by income generated by its professional services fees. HealthARCH fee for service revenue flows through CFCPO.

CFCPO is a 501(c)(3) tax exempt organization created to serve as a support entity for the UCF College of Medicine clinical mission, similar to that of other Florida state medical schools. CFCPO receives and holds clinically related revenues, applies that revenue to pay appropriate expenses, manages reserves, ensures proper accounting procedures are being followed, and provides administrative and financial services. Although CFCPO is not a DSO, it follows similar review processes to ensure full transparency and oversight in alignment with the President's goal of building a culture of trust, engagement and accountability.

Currently, CFCPO reimburses UCF for the cost of salaries and benefits for UCF Health non-faculty clinical and administrative employees. Management has determined that the most appropriate entity to enter into a PEO arrangement is the proposed new subsidiary of CFCPO.

Recommended Action:

(1). Review and recommend approval by the BOT of the implementation of a co-employment arrangement with a PEO to assume the management of UCF Health's and HealthARCH's non-faculty clinical and administrative employee payroll, benefits and other employee-related administrative responsibilities, and authorize CFCPO, COM, UCF Health and HealthARCH to take such actions as are necessary and appropriate regarding implementing the PEO arrangement.

(2). Review and recommend approval by the BOT of the formation of a single-member, member-managed subsidiary of CFCPO and authorize CFCPO to take such actions as are necessary and appropriate regarding formation of the proposed subsidiary.

Alternatives to Decision:

A PEO is not engaged, and the UCF Health non-faculty administrative and clinical employees continue to fall under the university's pay, benefits and leave structure.

An alternative to the proposed CFCPO subsidiary is designated as the contracting party for the PEO arrangement.

Fiscal Impact and Source of Funding:

The PEO arrangement will have a positive financial impact on CFCPO, COM, UCF Health and HealthARCH. The net financial benefit is estimated to be in excess of \$500,000/year.

The funds for the proposed subsidiary's payment of PEO expenses will come from CFCPO, from the UCF Health clinical revenues for UCF Health staff and from an allocation of HealthARCH fee for service and grant revenues for HealthARCH.

The cost to file the proposed subsidiary's Articles of Organization and Designation of Registered Agent is \$125. The annual report filing fee for a limited liability corporation is currently \$138.75.

Authority for Board of Trustees Action:

BOG Reg. 1.001(3)(a) and (5)(a)

Contract Reviewed and Approved by General Counsel ☒ **Not Applicable** ☐

Committee Chair or Chair of the Board has approved adding this item to the agenda ☒

Submitted by:

Deborah C. German, Vice President for Health Affairs and Dean, College of Medicine; Chair, CFCPO

Supporting Documentation:

Attachment A: PEO Presentation

Attachment B: Summary of Operating Agreement

Facilitators/Presenters:

Jeanette C. Schreiber, Sr. Assoc. Vice President for Health Affairs and Chief Legal Officer, COM;
Secretary, CFCPO

Danny Cavallo, Associate Vice President for Administration & Finance and Chief Financial Officer, COM;
Director, CFCPO

Attachment A

PEO Overview

Professional Employment Organization (PEO)

Executive Summary

Why move to a PEO?

- To achieve a sustainable faculty practice.
- A key deliverable of the strategy presented to the Board of Trustees Finance and Facilities Committee on October 16th, 2019.

Issues addressed by this plan:

- The composite fringe rate at UCF Health is 1.5x higher than the industry standard.
- UCF's vacation and sick day allowance policies are 1.6x higher than the comparison group.
- This creates a financial, productivity, and operational competitive disadvantage.

Who is impacted?

- 73 UCF Health employees (existing employees receive grandfathered program).
- 7 HealthArch employees (currently outsourced, no change to benefits).
- New employees hired after plan is in effect.

PEO

Executive Summary

Proposed plan:

Develop contract with PEO for administrative, clinical staff and other non-faculty.

Current staff will be transitioned with a grandfathering program.

This provides new:

- Health benefits package
- Retirement contributions
- Paid time off
- Provides flexibility in pay raises, hiring, and alignment with industry practices

PEO

Executive Summary

What are the benefits to the employee?

- Payout of annual and sick time effecting 73 employees.
 - Average payout is \$3K (Range \$0 - \$17K)
- Competitive salaries for different complexities of care.
 - Creates a ladder for career advancement where there is none
- Flexibility to create higher monthly take home pay.
 - Choice in retirement contributions with the ability to double current offering
- More choices in health care plans.
 - Expansion from 2 choices to 4 choices to meet individual and family needs

PEO

Executive Summary

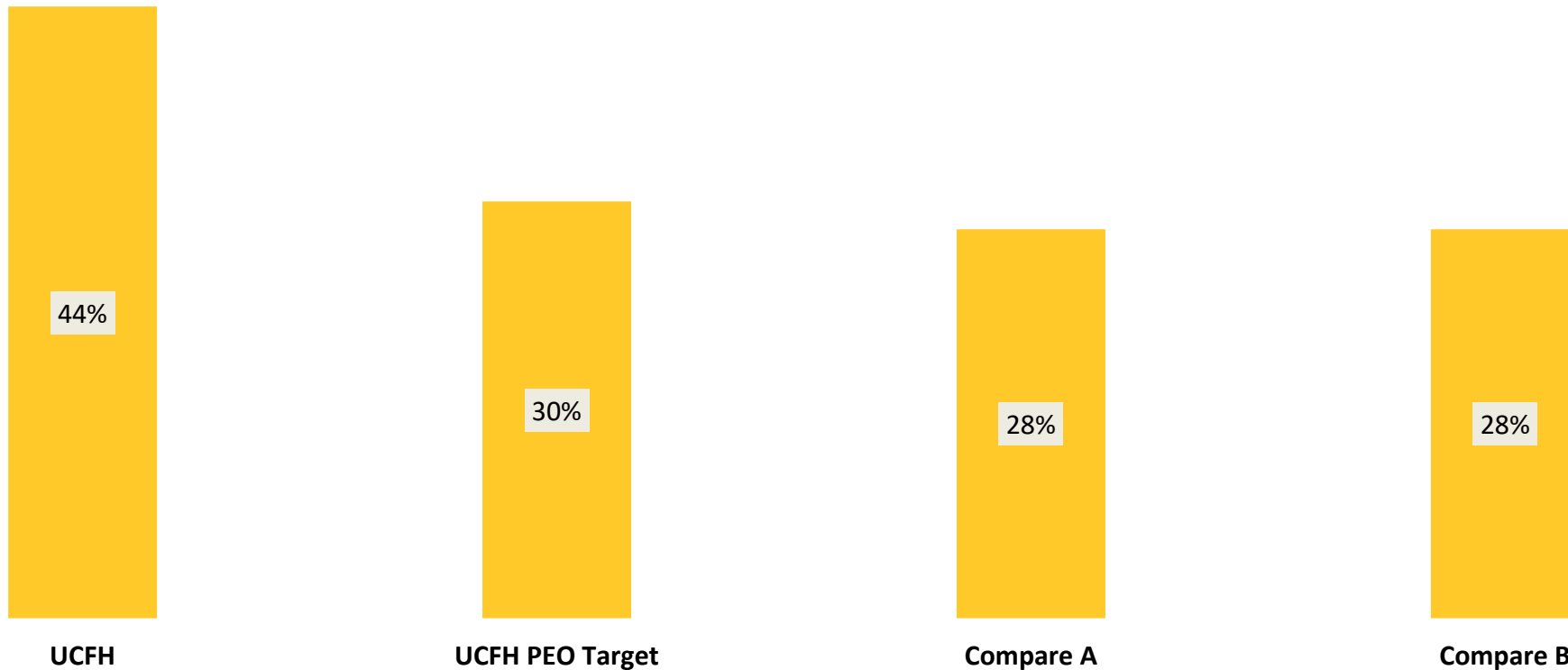
What are the benefits to UCF Health?

- Fringe benefits - reducing the overall fringe benefit cost from 44% to approximately 30%.
 - Savings of \$400K - \$700K annually
- Paid time off - re-designing the vacation and sick accrual policy.
 - Productivity gain of 5.7 FTE (\$311K value)
- Health plan changes - decreased cost and expanded number of choices for the employee
 - Savings of \$340K included in fringe, tier changes alone are \$170K

PEO

Executive Summary

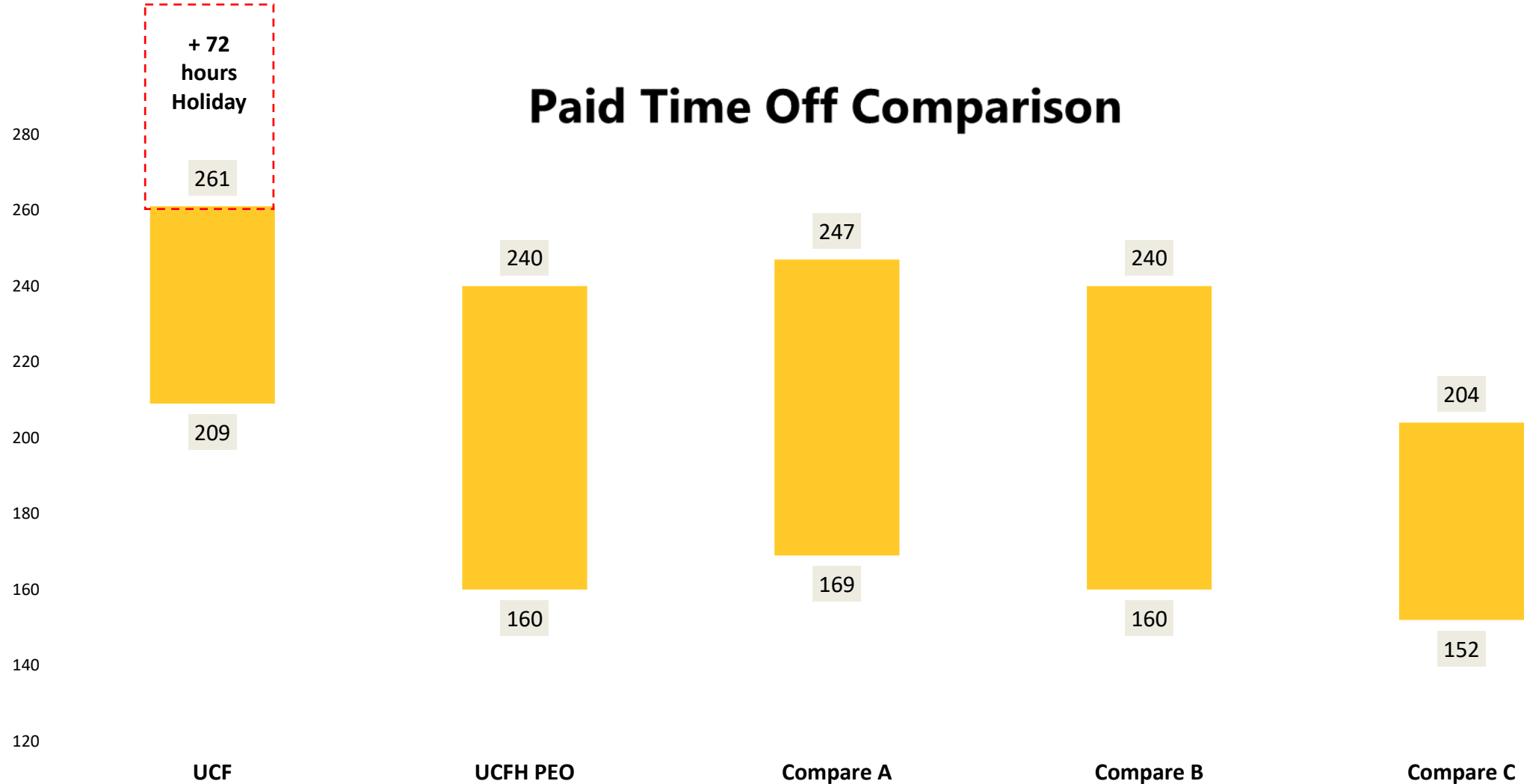
Composite Fringe Rates by Organization



PEO

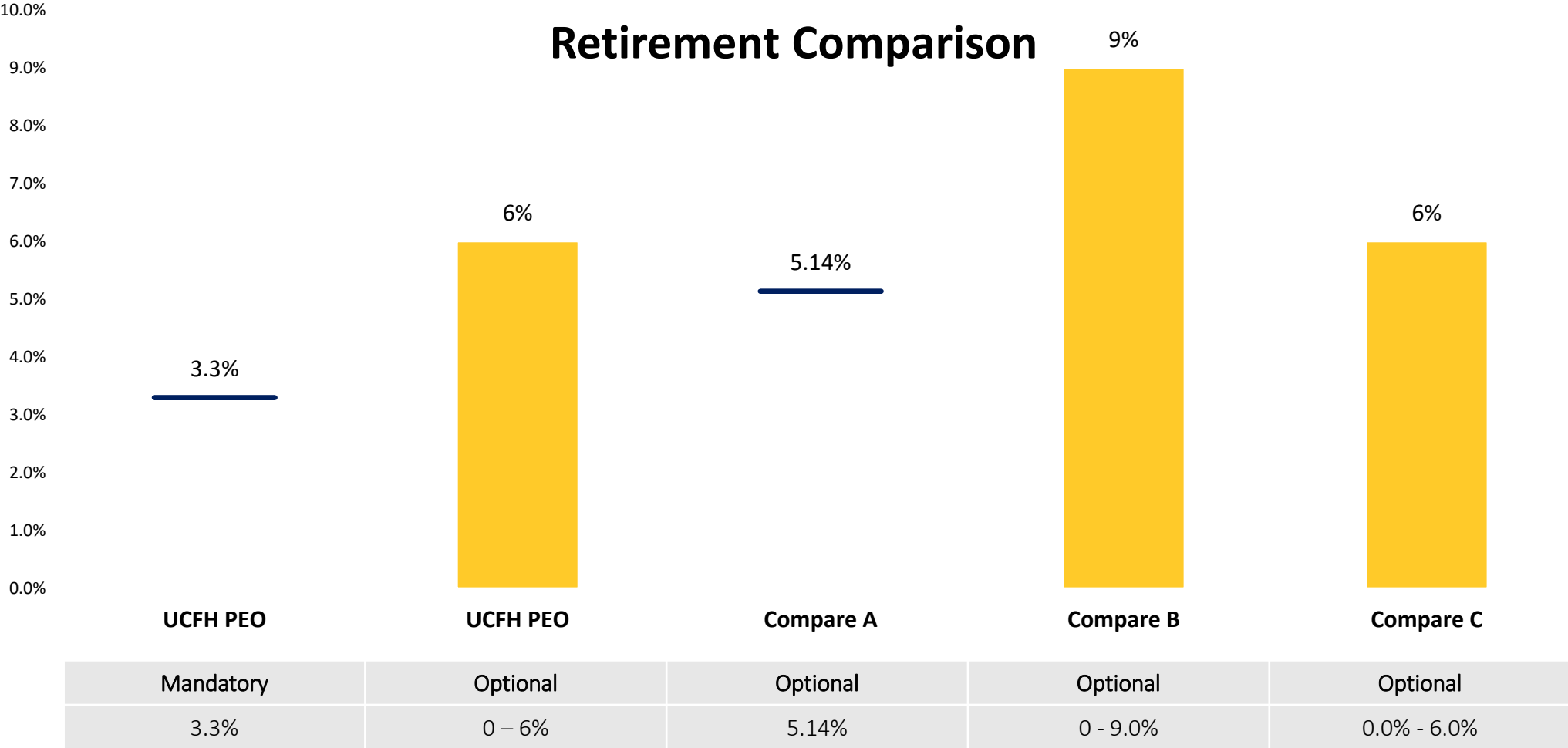
Executive Summary

Paid Time Off Comparison



PEO

Executive Summary



PEO

Executive Summary

Structure for PEO Arrangement

- Subsidiary “New LLC” will be created under CFCPO
 - 100% owned and controlled by CFCPO, “single-member, member-managed”
 - Same model as UCF Real Estate Foundation, LLC
 - Included under CFCPO’s existing 501(c)(3) federal tax exemption
- New LLC contracts with PEO for co-employment arrangement
- New LLC contracts with UCF and CFCPO to define services and payment arrangements
- Structure retains sovereign immunity and SIP coverage for clinical employees under PEO

PEO

Executive Summary

Recommended Action:

- Review and recommend approval by the BOT of the implementation of a co-employment arrangement with a PEO to assume the management of UCF Health's and HealthARCH's non-faculty clinical and administrative employee payroll, benefits and other employee-related administrative responsibilities, and authorize CFCPO, COM, UCF Health and HealthARCH to take such actions as are necessary and appropriate regarding implementing the PEO arrangement.
- Review and recommend approval by the BOT of the formation of a single-member, member-managed subsidiary of CFCPO and authorize CFCPO to take such actions as are necessary and appropriate regarding formation of the proposed subsidiary.

Central Florida Clinical Enterprise, LLC Operating Agreement

Summary of Operating Agreement

Purpose/Background	Central Florida Clinical Practice Organization, Inc. (CFCPO) is forming a single member member-managed limited liability company that shall be named and transact business as Central Florida Clinical Enterprise, LLC (proposed CFCPO subsidiary). The initial purpose of the proposed CFCPO subsidiary will be to enter into a PEO arrangement and to contract with UCF and CFCPO to define services and payment arrangements related to the PEO. The proposed CFCPO subsidiary also may be utilized for future initiatives/arrangements related to the promotion and support of the mission and objectives of the UCF College of Medicine.
Parties	Central Florida Clinical Practice Organization, Inc. (the sole Member)
Term	Perpetual, unless the limited liability company is dissolved as determined by CFCPO and in accordance with Article VII of the operating agreement.
Obligations of CFCPO	As sole Member of the proposed CFCPO subsidiary, CFCPO has exclusive authority and full discretion with respect to the management of the proposed CFCPO subsidiary. The officers of CFCPO shall serve as the officers of the proposed CFCPO subsidiary with concurrently running terms and with the same authority and responsibilities as they have for CFCPO. As a single member LLC, all voting rights in the proposed CFCPO subsidiary are vested in CFCPO. In the event that CFCPO ceases to qualify as a 501(c)(3) exempt entity, it must arrange within 90 days the transfer of its interest in the proposed CFCPO subsidiary to another entity that is 501(c)(3) exempt. Upon dissolution, CFCPO will wind up the affairs of the proposed CFCPO subsidiary.
Obligations of Central Florida Clinical Enterprise, LLC (proposed CFCPO subsidiary)	Transact business and engage in the promotion and support of medical education, research and patient care in support of the mission and objectives of the UCF College of Medicine.
Financial terms	From time to time, CFCPO may determine that the proposed CFCPO subsidiary requires capital and may make capital contribution(s) in an amount determined by CFCPO. The proposed CFCPO subsidiary will be classified as a single-Member limited liability company and will therefore be a disregarded entity for income tax purposes.

Termination rights	N/A
Additional terms	All Members of the proposed CFCPO subsidiary shall be 501(c)(3) organizations, Governmental Units or wholly-owned instrumentalities of a State or political subdivision. CFCPO has authority to bind the proposed CFCPO subsidiary to any third-party with respect to any matter. New Members of the proposed CFCPO subsidiary can only be admitted upon CFCPO's approval. CFCPO is not liable for any debt, obligation or liability of the proposed CFCPO subsidiary. CFCPO shall be entitled to all distributions made by the proposed CFCPO subsidiary
Link to agreement	https://bot.ucf.edu/wp-content/uploads/sites/5/2021/05/Operating-Agr-CFCE-LLC-5.19.21.pdf

UCF BOARD OF TRUSTEES

Agenda Item Summary

June 17, 2021

Title: Appointment of Board Members to the UCF Foundation

☐ Information☐ Information for upcoming action☒ Action**Meeting Date for Upcoming Action:** _____**Purpose and Issues to be Considered:**

Consideration of the slate of first and second term elected directors of the UCF Foundation Board. Per UCF Foundation Bylaws (Article 3.3), Elected Directors will be subject to Board of Trustees review and approval.

Background Information:

After a review of records, it was noted that the following individuals were approved unanimously by the UCF Foundation Board on June 4, 2020, as elected directors but were not brought forward to the Board of Trustees for final approval. Terms for these individuals began on July 1, 2020.

First Term Elected Directors

- Barry Forbes '86
- Laurence "Chris" Marlin '94
- Marc McMurrin '01
- Thomas McNamara '88

Second Term Elected Directors

- Alan Florez '98

Additionally, a motion was made and approved unanimously by the UCF Foundation Board on June 10, 2021 to elect the following individuals as elected directors with terms commencing on July 1, 2021.

First Term Elected Directors

- Rick Cardenas '92
- James Harhi '97
- Stuart Heaton
- Michael Hinn '92

Second Term Elected Directors

- Carrie (Callahan) Daanen '92
- Kevin Miller
- Dianne Owen '93
- Eva Tukdarian '90

Recommended Action:

Retroactively approve the UCF Foundation Board's 2020 elected directors for a term effective as of July 1, 2020 and approve the 2021 elected directors for a term effective July 1, 2021.

Alternatives to Decision:

Decline to approve one or more of the presented elected directors.

Fiscal Impact and Source of Funding:

N/A

Authority for Board of Trustees Action:

UCF Regulation 4.034, Direct Support Organizations

UCF Foundation Bylaws, Article 3.3

Contract Reviewed/Approved by General Counsel ☐ N/A ☒

Committee Chair or Chair of the Board has approved adding this item to the agenda ☒

Submitted by:

Lauren Ferguson, Director of Foundation Board Relations, UCF Advancement

Supporting Documentation:

[UCF Foundation Bylaws](#)

Attachment A – FY21 and FY22 Elected Directors approved by the UCF Foundation Board

Facilitators/Presenters:

Youndy Cook, Interim Vice-President and General Counsel

FY22 Elected Directors Approved by the UCF Foundation Board

First Term Elected Directors



Mr. Ricardo "Rick" Cardenas '92

Business Title: President & Chief Operating Officer

Business Name: Darden Restaurants

Rick Cardenas was named President and Chief Operating Officer in January 2021. In this role, he has responsibility for all restaurant operations as well as supply chain, development, franchising & international and consumer insights.

Previously, Cardenas served as chief financial officer for Darden Restaurants. As CFO, Cardenas role lead all financial functions for the company including finance and accounting, corporate reporting, corporate tax, treasury and investor relations. In addition, Cardenas maintained oversight of Darden's IT, consumer insights and business analytics functions. Darden owns and operates more than 1,800 Olive Garden, LongHorn Steakhouse, Cheddar's Scratch Kitchen, Yard House, The Capital Grille, Seasons 52, Bahama Breeze and Eddie V's restaurants in North America, employing more than 175,000 people and serving 360 million guests annually.

Mr. Cardenas is a 2018 CBA Hall of Fame recipient.



Mr. James F. Harhi '97

Business Title: Principal

Business Name: IAM StarGuard Elite

Serial entrepreneur James Harhi is a co-founder of Innovative Attraction Management (IAM), a turn-key operations management of entertainment attractions and an aquatic risk prevention company. Additionally, IAM provides lifeguard training and services through its Star Guard Elite program which currently has 80 clients worldwide and four parks under active management including one in Trinidad and one in Oman. Mr. Harhi is also the owner of JFH Technologies LLC which specializes in arcade game repairs and consulting, and JFH Rentals, a property rental company.



Mr. Stuart Heaton

Business Title: Executive Vice President & Chief Operating Officer

Business Name: Elevation Financial Group

Stuart Heaton is the executive vice president and chief operating officer of Elevation Financial Group and is a key executive officer of its affiliated companies. Mr. Heaton joined Elevation in November 2012. He has served for more than two decades as a senior executive directing and managing a broad spectrum of operational, legal, and capital-related activities for micro-to-large cap publicly traded companies. In addition, he is a licensed attorney who has practiced law in both the private sector and in-house for 30 years. He has served as the general counsel of a Fortune 500 corporation and has directed the global business development activities of a satellite media company with a presence on three continents. Mr. Heaton's real estate experience includes real property acquisition, development, divestiture, leasing, facilities management, and related transactional activities. He has developed and delivered office parks, warehousing facilities, light industrial developments, and commercial office space. He has also conducted and completed numerous M&A transactions, joint ventures, public and private financings, and cross-border transactions.



Mr. Michael "Mike" Hinn '92

Business Title: CEO

Business Name: Knight Agency

Mike Hinn is the co-founder and CEO of Knight Agency, an Orlando based advertising and marketing services agency. He founded his company, formerly known as Knight Images Inc., with Jim Hobart in 1994 as a marketing agency providing different marketing and public relations services to local and international organizations. Its services include branding, design, interactive, publishing, media and business intelligence. Clients have included AAA; Hertz; Eola Wine Co.; The Vue; Darden; Burke, Hogue & Mills; Starwood Hotels & Resorts; the Metro Orlando Economic Development Commission; Disney; The Kessler Collection; Hughes Supply; House of Blues; Hertz and Florida Hospital. Mr. Hinn won the UCF Alumni Association's Lifetime of Service Award in 2012 for his 18-plus years of contributions to the alumni magazine, Pegasus.

Second Term Elected Directors



Ms. Carrie (Callahan) Daanen '92

Business Title: Retired Managing Partner

Business Name: Galliard Capital Management

Carrie Callahan retired as one of four Managing Partners at Galliard Capital Management, an asset management company. Ms. Daanen was integrally involved in defining the firm's overall business strategy and setting the firm's direction for future growth and success. With more than 20 years of experience in the investment management industry, Ms. Daanen contributed to Galliard's ability to provide client-aligned investment solutions for institutional investors. Ms. Daanen oversaw Client Service, Consultant Relations, New Business, and Marketing and Communications, and had partial responsibility for Client Portfolio Management. She was actively involved in new business development and served key clients and consultant relationships. Prior to joining Galliard in 2004, Ms. Daanen served as Group Vice President in Consultant Relations at Trusco Capital. Prior to Trusco Capital, she was a Senior Vice President for SunTrust Banks.

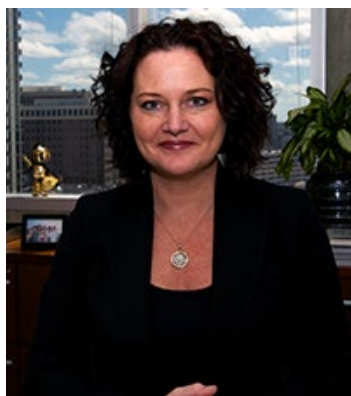


Mr. Kevin Miller

Business Title: President and CEO

Business Name: Addition Financial

Kevin Miller is currently President and CEO of Addition Financial (formerly CFE Federal Credit Union). He began his career with Addition Financial in February 2004 as Senior Vice President/General and later to Executive Vice President/Chief Administrative Officer. Born and raised in Michigan, he graduated from the University of Pittsburgh and earned his JD degree from Emory Law School in Atlanta. Mr. Miller has also obtained the NAFCU Certified Compliance Officer designation and completed the Credit Union Executives Society (CUES) Certified Chief Executive program. Since joining the credit union in 2004, he has held responsibility for Regulatory Compliance, Legal, Collections, Human Resources, Card Services, Business Services, Facilities, and Development. Previously, Mr. Miller was an attorney at Graham, Builder, Jones, Pratt & Marks, an Orlando law firm.



Ms. Dianne Owen '93, '97MBA

Business Title: Executive Vice President of Marketing

Business Name: *FAIRWINDS* Credit Union

Dianne Owen is the Executive Vice President of Marketing for FAIRWINDS Credit Union. In her role, Ms. Owen oversees all of the credit union's strategic marketing functions including advertising and promotions, community relations, market research, branding, corporate communications, planning and budgeting. Ms. Owen has been with the credit union in the role of marketing for more than 20 years. In that time the credit union has grown from \$300 million to over \$2.2 billion in assets and has 33 branches throughout Central Florida, including a branch on the

UCF campus. Ms. Owen served as the Chair of the UCF Alumni Board from 2012-2014.



Ms. Eva Tukdarian '90

Business Title: Chief Financial Officer

Business Name: Dr. Phillips Charities

Eva Tukdarian has been dedicated to working with nonprofit entities for the past 11 years as the Chief Financial Officer, Chief Investment Officer, Treasurer and Assistant Secretary of Dr. Phillips Charities. During her time at Dr. Phillips, she has been responsible for overseeing all aspects of finance, investments, human resources, and information technology systems for Dr. Phillips Charities. In her role, she not only ensures that the real estate and financial assets of Dr. Phillips are

invested wisely, she also reviews the financial statements of all nonprofits requesting grants and helps educate nonprofits in the areas of strengthening financial internal controls, exempt organization tax laws and technology.

Prior to joining Dr. Phillips Charities in 2005, Ms. Tukdarian worked for The Walt Disney Company, as the Controller for Walt Disney Imagineering and Director of Financial Reporting. She oversaw all financial aspects of the real estate development of the Celebration and Little Lake Bryan communities, as well as financial reporting for all theme park and resort construction projects. She began her career with the accounting firm PriceWaterhouseCoopers in Orlando, Florida.

FY21 Elected Directors Approved by the UCF Foundation Board

First Term Elected Directors



Mr. John B. "Barry" Forbes '86

Business Title: Client Advisor

Business Name: Seaside Bank

Barry Forbes is a banker with over 30 years of experience in commercial banking in Brevard County. Mr. Forbes is a client advisor with Seaside Bank working to assist businesses and individuals throughout Brevard County.

Mr. Forbes's strengths include his ability to establish relationships with business owners built on trust and his delivery of expertise in the area of financial services. Mr. Forbes also serves as a connecting point between different clients to facilitate the sharing of knowledge and expertise between different business owners.



Mr. Laurence “Chris” Marlin ’94

Business Title: President

Business Name: Lennar International

Chris Marlin is the president of Lennar International and vice president and counsel to Lennar Corporation, one of the leading homebuilders in the United States. Previously, Mr. Marlin served as deputy general counsel and head of litigation for Lennar, where he was responsible for all the company’s litigation, internal investigations, labor and employment matters, and other special matters. In 2014, he founded Lennar International, a division of Lennar Corporation. Lennar International facilitates foreign direct investment in Lennar’s U.S. real estate platform, matching foreign capital with Lennar’s varied U.S. real estate interests, including project level debt and equity, single family rental and institutional sales, funds, and asset dispositions. In addition, Lennar International serves as Lennar’s global engagement arm, managing relationships with the world’s top membership organizations and government entities.

Mr. Marlin also serves as Lennar’s resident global real estate expert, regularly commenting in international media on cross-border investments between the U.S. and Asia, Latin America, and Europe. He has appeared on Bloomberg’s Daybreak Asia, CNBC’s Squawk Box Asia, and Singapore’s Channel NewsAsia among others.



Mr. Marc McMurrin ’01

Business Title: Executive Director

Business Name: Ginsburg Family Foundation

Marc McMurrin is executive director of the Ginsburg Family Foundation, focused on the foundation’s impact and philanthropic legacy. Prior, Mr. McMurrin served as executive director of operations for Northland Church and executive vice president for the Kiev Symphony Orchestra and Chorus. McMurrin has a business degree from UCF and is certified as a family philanthropy advisor.



Mr. Thomas McNamara ’88

Business Title: President

Business Name: Southern Development & Construction, Inc.

Thomas McNamara is a third-generation builder and the president of Southern Development & Construction, Inc., a premier Central Florida heavy civil construction and development company. McNamara is also the president of Mud Hole Custom Tackle, Inc., the world’s largest supplier of fishing tackle crafting goods, and CEO of American Tackle Company International, Inc., a manufacturer of fishing rod components in the United States with offices in Asia and Europe.

While At UCF, Mr. McNamara was active in the LXA fraternity and met his wife Stacey ’89. He was on the UCF Athletics Association and currently on the Athletic Director’s Cabinet.

Second Term Elected Directors



The Honorable Alan Florez '98

Business Title: CEO

Business Name: Halifax Insurance Partners

Alan Florez is the CEO of Halifax Insurance Partners, a multi-lines commercial insurance brokerage based in Daytona Beach, FL. An executive in the insurance intermediary industry for over 12 years, Mr. Florez has presided over high performing agencies achieving significant and consistent growth. Currently, he is also a Director with The Weatherford Partners, a venture capital and strategic advisory firm.

Previously, Mr. Florez served as an Executive Vice President of Brown & Brown Insurance, the 7th largest insurance brokerage in the United States. In this capacity he was the head of its largest retail branch located in the company's headquarters of Daytona Beach, FL as well as the head of the public entity specialist and subsidiary, Public Risk Insurance Agency. Before working in the insurance sector, Mr. Florez served as Governor Jeb Bush's Deputy Director of Legislative Affairs and as his Special Assistant.

Mr. Florez is a former Trustee of the University of Central Florida (2006-2016) and a former Director of the UCF Athletics Association.

UCF BOARD OF TRUSTEES
Agenda Item Summary
June 17, 2021

Title: Appointment of Board Member to Central Florida Clinical Practice Organization

☐ Information

☐ Information for Upcoming Action

☒ Action

Meeting Date for Upcoming Action _____

Purpose and Issues to be Considered:

The Central Florida Clinical Practice Organization, Inc. (CFCPO) Bylaws authorize election of three employed clinical faculty members to the CFCPO Board of Directors. The Bylaws also provide that when a clinical faculty member director vacancy occurs, that it be filled by an election held by the clinical faculty, and that the individual elected hold office for the unexpired term of his/her predecessor. Due to the departure of a clinical faculty member who served on the CFCPO Board of Directors, an election by the employed clinical faculty was conducted to fill the vacancy for the remainder of its unexpired term. Dr. Naveed Sami was elected pursuant to CFCPO's Bylaws to serve the remainder of his predecessor's term, which expires in the third quarter of 2022.

Although CFCPO is not a DSO, it follows similar review processes to ensure full transparency and oversight in alignment with the president's goal of building a culture of trust, engagement, and accountability.

Background:

Central Florida Clinical Practice Organization, Inc. (CFCPO) is a 501(c)(3) tax exempt organization created to serve as a support entity for the UCF College of Medicine clinical mission, similar to that of other Florida state medical schools. CFCPO receives and holds clinically related revenues, applies that revenue to pay appropriate expenses, manages reserves, ensures proper accounting procedures are being followed, and provides administrative and financial services.

Recommended Action:

Approval of the election of Dr. Naveed Sami to serve on the corporation's Board of Directors.

Alternatives to Decision:

The election results could be rejected.

Fiscal Impact and Source of Funding:

N/A

Authority for Board of Trustees Action:

2020 Florida Statute 1004.28, Section (3)

Fifth Amended and Restated Bylaws of Central Florida Clinical Practice Organization, Inc.

Contract Reviewed and Approved by General Counsel ☐ Not Applicable ☒

Committee Chair or Chair of the Board has approved adding this item to the agenda ☒

Submitted by:

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

Supporting Documentation:

[Central Florida Clinical Practice Organization Bylaws](#)

Attachment A: Board Member Bio

Facilitators/Presenters:

Jeanette C. Schreiber, Secretary, Central Florida Clinical Practice Organization, Inc.; Sr. Associate Vice President for Health Affairs and Chief Legal Officer, College of Medicine

Naveed Sami, M.D., FAAD

Dr. Naveed Sami is an experienced board-certified dermatologist and Professor of Medicine at the UCF College of Medicine. In addition to caring for all aspects of general dermatology, he has a keen interest and expertise in complex medical dermatology with a specific focus in autoimmune and autoinflammatory skin diseases including autoimmune blistering diseases (such as pemphigus and pemphigoid), rheumatic/connective tissue diseases (such as lupus and dermatomyositis), vasculitis, sarcoidosis, lichen planus, eczema, and psoriasis. He enjoys working in partnership with primary care providers and specialists.

Education

Dr. Sami's diverse training includes a medical degree from the Aga Khan University in Karachi, Pakistan, dermatology residency training at the University of Alabama, and a fellowship at Harvard University in the Department of Oral Medicine.

Dr. Sami is a thought-leader who regularly contributes to peer-reviewed medical publications, and recently compiled a medical textbook with national and international experts outlining the treatment of autoimmune blistering diseases.

Background

Since these diseases can be multisystemic, he enjoys working in partnership with other specialties, including dentistry, oral medicine, rheumatology, ENT, ophthalmology, and Ob/Gyn, along with primary care physicians.

UCF BOARD OF TRUSTEES**Agenda Item Summary**

June 17, 2021

Title: Appointment of Board Member to UCF Stadium Corporation

☐ **Information**☐ **Information for Upcoming Action**☒ **Action****Meeting Date for Upcoming Action** _____**Purpose and Issues to be Considered:**

The Governance Committee will discuss the proposed appointments and recommendations to the Board of Trustees (Board) to fill a vacant seat on the UCF Stadium Corporation (UCFSC) board.

Background:

Florida Statutes section 1004.28(3) requires the Board approve all appointments to direct support organizations except the designees of the Board Chair and the President of the University of Central Florida (President). An opening on the UCFSC board recently occurred and the following university employee was appointed by the President to fill the positions described.

Recommended Action:

Approve the appointment of Gerald L. Hector, Senior Vice President for Administration and Finance, as Board Chair and *ex-officio* director for the term specified in the UCFSC bylaws.

Alternatives to Decision:

Decline approval of the appointment.

Fiscal Impact and Source of Funding:

None.

Authority for Board of Trustees Action:

2020 Florida Statute 1004.28, Section (3)

UCF Regulation-4.034, Section (3)(c)

Contract Reviewed and Approved by General Counsel ☐ **Not Applicable** ☒

Committee Chair or Chair of the Board has approved adding this item to the agenda ☒

Submitted by:

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

Supporting Documentation:

[UCF Stadium Corporation Third Amended Bylaws Article 3\(1\)](#)

Attachment A: Biography for Gerald L Hector, Senior Vice President for Administration and Finance and CFO

Facilitators/Presenters:

Youndy Cook, Interim Vice President and General Counsel

Attachment A



Gerald L. Hector

Gerald Hector is the Senior Vice President for Administration and Finance at the University of Central Florida. He oversees accounting, finance, human resources, campus safety, auxiliary enterprises, and all aspects of facilities management.

Before joining UCF, he was the Executive Vice President and Chief Business Officer for Morehouse College, and prior to that, Vice President for Financial Affairs and University Treasurer for Cornell University. He has also held similar leadership roles at Ithaca College and Johnson C. Smith University. Before joining higher education, he was the Corporate Controller for the United Negro College Fund, and a public accountant with then Deloitte and Touche.

His twenty-two-year tenure in higher education has seen him advocate for diversity and inclusion matters. He has made presentations both nationally and on the campuses he serves.

He is an honors graduate from Howard University where he majored in accounting and holds a Master of Christian Thought degree from the Gordon Conwell Theological Seminary.

UCF BOARD OF TRUSTEES**Agenda Item Summary**

June 17, 2021

Title: Appointment of Board Member to UCF Academic Health

☐ **Information**☐ **Information for Upcoming Action**☒ **Action****Meeting Date for Upcoming Action** _____**Purpose and Issues to be Considered:**

UCF Academic Health, Inc. (UCFAH) seeks approval of the appointment of Gerald Hector, Sr. Vice President for Administration and Finance, to the UCFAH Board of Directors. The UCFAH Amended & Restated Bylaws provide that the university's Chief Financial Officer or Designee will serve ex officio on the corporation's Board of Directors.

Background:

UCFAH is a 501(c)(3) non-profit corporation and is certified as a direct support organization of the University of Central Florida. UCFAH promotes and supports medical education, research and patient care through the planning and development of clinical initiatives and affiliated partnerships that will serve the education, research and clinical mission and objectives of the University of Central Florida College of Medicine.

Recommended Action:

Approval of the appointment of Gerald Hector, Sr. Vice President for Administration and Finance, to serve on the corporation's Board of Directors.

Alternatives to Decision:

Decline approval of the appointment.

Fiscal Impact and Source of Funding:

None.

Authority for Board of Trustees Action:

Florida Statute 1004.28, Section (3)

BOG Reg. 9.011(9)

UCFAH Amended & Restated Bylaws, Article II, Section 1

Contract Reviewed and Approved by General Counsel ☐ **Not Applicable** ☒**Committee Chair or Chair of the Board has approved adding this item to the agenda** ☒**Submitted by:**

Deborah C. German, MD, Chair, UCF Academic Health, Inc.; Vice President for Health Affairs and Dean, College of Medicine

Supporting Documentation:

[UCF Academic Health Bylaws](#)

Attachment A: Biography for Gerald L Hector, Senior Vice President for Administration and Finance and CFO

Facilitators/Presenters:

Youndy Cook, Interim Vice President and General Counsel

Attachment A



Gerald L. Hector

Gerald Hector is the Senior Vice President for Administration and Finance at the University of Central Florida. He oversees accounting, finance, human resources, campus safety, auxiliary enterprises, and all aspects of facilities management.

Before joining UCF, he was the Executive Vice President and Chief Business Officer for Morehouse College, and prior to that, Vice President for Financial Affairs and University Treasurer for Cornell University. He has also held similar leadership roles at Ithaca College and Johnson C. Smith University. Before joining higher education, he was the Corporate Controller for the United Negro College Fund, and a public accountant with then Deloitte and Touche.

His twenty-two-year tenure in higher education has seen him advocate for diversity and inclusion matters. He has made presentations both nationally and on the campuses he serves.

He is an honors graduate from Howard University where he majored in accounting and holds a Master of Christian Thought degree from the Gordon Conwell Theological Seminary.

UCF BOARD OF TRUSTEES
Agenda Item Summary
June 17, 2021

Title: Amendments to Regulation UCF-2.003 Admission of Graduate Students

☐ Information ☐ Information for upcoming action ☒ Action

Meeting Date for Upcoming Action: _____

Purpose and Issues to be Considered:

The University proposes to amend University Regulation UCF-2.003, which sets out the basic requirements for the admission of graduate students. The university proposes to amend the regulation to: clarify that each graduate program may determine the additional requirements for admission beyond the basic requirements; specify the types of materials that programs must include as part of the admissions requirements; allowing each graduate program to determine whether it will require standardized test scores; and providing that any graduate program that does not require a standardized test score shall require international applicants to obtain course-by-course transcript evaluation by an outside service.

This regulation was posted online May 17, 2021, for public comment. No comments were received as of the date of submission of these materials.

Background Information:

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.” This regulation was also presented to the Educational Programs Committee on June 16, 2021 as an information only item.

Recommended Action:

Approve amendments to University of Central Florida Regulation UCF-2.003 Admission of Graduate Students.

Alternatives to Decision:

Do not amend University Regulation UCF-2.003 as proposed.
Approve alternative amendments to University Regulation UCF-2.003.

Fiscal Impact and Source of Funding:

N/A

Authority for Board of Trustees Action:

Board of Governors Regulation 1.001

Contract Reviewed/Approved by General Counsel ☐ N/A ☒

Committee Chair or Chair of the Board has approved adding this item to the agenda ☒

Submitted by:

Youndy Cook, Interim Vice President and General Counsel

Supporting Documentation:

Attachment A: Proposed Amended Regulation UCF-2.003 (redline)

Facilitators/Presenters:

Youndy Cook, Interim Vice President and General Counsel

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 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 U.S. institution of higher education accredited by an accrediting body listed in (2)(a) or its equivalent from a foreign institution in a field related to the discipline of the program to which the applicant is applying.

(3) Each graduate program may determine other requirements for admission, consistent with the mission and purpose of their college and program beyond those listed in (2). All program admissions requirements must be published in the Graduate Catalog and are required to be reviewed and updated annually.

(a) Graduate programs must include at least 2 of the following materials to support the application:

- Letter(s) of reference
- Resume or CV
- Writing Sample
- Personal, Goal, or Professional Statement
- Research Statement
- Professional, Academic, Artistic, or Music Portfolio
- Video answer to prompt
- Other relevant supporting materials approved by the College of Graduate Studies

(b) Admissions criteria must not include preferences for applicants on the basis of race, color, national origin, disability, religion, or sex.

(4) The requirement to submit GRE, GMAT, or MCAT scores is at the discretion of the program to which the student is applying. Please refer to the current catalog for specific program level standardized test score requirements.

(a) For programs that do not require a GRE or GMAT, all international applicants must submit a course-by-course evaluation of the student's official transcript by a credential evaluation service recommended by UCF that shows a GPA equivalent of 3.0 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)).

~~(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. For the Spring, Summer, and Fall 2021 admission cycles only, this university requirement to present test scores for doctoral degree program admissions is suspended; however, each academic program may choose to continue to require test scores for such candidates for admission. If a doctoral degree program elects to waive the test score requirements for the Spring, Summer, and Fall 2021 admission cycles, the program~~

~~must notify Graduate Studies of that decision on or before October 29, 2020. Students, including international students, who already have a graduate degree obtained from a 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 master's 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 master's programs must be published annually in the Graduate Catalog and on the website of the master's 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, 4-23-20, 10-22-20, _____-21.

UCF BOARD OF TRUSTEES

Agenda Item Summary

June 17, 2021

Title: Amendments to Regulation UCF-2.029 Patents, Trademarks, and Trade Secrets

☐ Information☐ Information for upcoming action☒ Action

Meeting Date for Upcoming Action: _____

Purpose and Issues to be Considered:

The university proposes to amend University Regulation UCF-2.029, which governs the ownership, use, and commercialization of intellectual property. The university proposes to amend the regulation to add language to paragraph (3)(b) to clarify that if the inventor is employed by UCF solely to teach in an adjunct capacity, subsection (3)(b)(i) does not apply.

This regulation was posted online May 17, 2021, for public comment. No comments were received as of the date of submission of these materials.

Background Information:

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.”

Recommended Action:

Approve amendments to University of Central Florida Regulation UCF-2.029 Patents, Trademarks, and Trade Secrets.

Alternatives to Decision:

Do not amend University Regulation UCF-2.029 as proposed.

Approve alternative amendments to University Regulation UCF-2.029.

Fiscal Impact and Source of Funding:

N/A

Authority for Board of Trustees Action:

Board of Governors Regulation 1.001

Contract Reviewed/Approved by General Counsel ☐ N/A ☒

Committee Chair or Chair of the Board has approved adding this item to the agenda ☒

Submitted by:

Youndy Cook, Interim Vice President and General Counsel

Supporting Documentation:

Attachment A: Proposed Amended Regulation UCF-2.029 (redline)

Facilitators/Presenters:

Youndy Cook, Interim Vice President and General Counsel

UCF-2.029 Patents, Trademarks and Trade Secrets.

(1) General.

- (a) This regulation is applicable to all University Personnel (as defined in section (2)(a)). Nothing herein shall be deemed to limit or restrict the University's full exercise of its legal rights and authority.
- (b) The University possesses all rights to and has the authority, at its option, to take any action necessary and proper to secure Intellectual Property owned by the University, and the University may take all steps necessary and proper to protect and enforce its rights. University profits derived from Intellectual Property subject to this Regulation shall be shared with the Inventor and/or Creator in accordance with this Regulation, University Regulation UCF-2.033, any applicable collective bargaining agreements, and policies or procedures established by the University, including the Office of Research and Commercialization. In the event of a conflict between this regulation and any departmental or university policy, this Regulation shall control.
- (c) It is a purpose of this Regulation to state University-wide policies governing the ownership, use, and commercialization of Inventions, Trademarks, and Trade Secrets. The University encourages University Personnel to engage in research and scholarly endeavors that may result in Inventions, Trademarks, and Trade Secrets. To that end, the University has developed a robust operation to support University personnel in research endeavors and to commercialize the Intellectual Property that may result from those endeavors. Where the University asserts ownership rights, the University will share proceeds of any commercialization efforts with the appropriate University Personnel.
- (d) Research is a basic objective of the University, undertaken to educate students, stimulate a spirit of inquiry, solve problems, and create new knowledge. Although the research and teaching missions of the University always take precedence over intellectual property considerations, adequate recognition of and incentive to potential Inventors through the sharing of the financial benefits resulting from the transfer and development of patentable Inventions and other marketable forms of Intellectual Property encourages the creation of such Intellectual Property and serves the public interest. In sharing the proceeds with Inventors, the University recognizes

inventorship, encourages and supports research within the University, and recognizes the interests held by outside sponsors of University research.

- (e) This Regulation addresses only Patents, Trademarks, and Trade Secrets. Copyrights and Works are addressed in University Regulation UCF-2.033 and in applicable collective bargaining agreements.

(2) Definitions. For purposes of interpreting and applying the substantive provisions of this Regulation, the following definitions shall apply:

- (a) “University Personnel” shall mean all full-time and part-time employees of the University, whether or not they are members of a collective bargaining unit, including all faculty, staff, and post-doctoral fellows; appointees of the University who receive University Support (as defined below), including volunteers, adjuncts, and courtesy faculty; persons paid by or through the University, including contractors and consultants; and anybody working under University auspices and anybody receiving University-Support (as defined below). Students, including undergraduate, graduate and professional students, who are encompassed within any of these categories, shall be considered University Personnel for purposes of this Regulation.
- (b) “Work” means, in accordance with Title 17 of the U.S. Code, any original work of authorship that is or may be subject to Copyright. “Work” includes but is not limited to printed material (such as books, articles, memoranda, and texts), computer software or databases, audio and visual material, circuit diagrams, architectural and engineering drawings, lecture, musical or dramatic compositions, musical works, dramatic works, motion pictures, multimedia works, web pages, sound recordings, choreography, and pictorial or graphic illustrations or displays, and any creative expression of a Trademark used in connection with these items. “Work” does not include any patentable material, which is encompassed within the definition of an Invention, but an Invention may include a related Work. Rights to Works are addressed in University Regulation UCF-2.033, Copyrights and Works.
- (c) “Invention” shall include (i) any discovery, invention, process, composition of matter, article of manufacture, know how, design, model, technological development, biological material, strain, variety, culture of any organism, or portion,

modification, translation or extension of these items which is or may be patentable or otherwise protected under Title 35 of the United States Code, or that is or may be protected as a Trade Secret, under the Florida Trade Secrets Act, Ch. 688, Fla. Stat. or any similar act of another State, as may be relevant, (ii) any novel variety of plant that is or may be patentable or otherwise protected under the Plant Variety Protection Act (7 U.S.C. §2321 *et seq.*), (iii) any Trademark, and/or (iv) any directly related know-how used in connection with these items. Instructional Technology Material which is or may be patentable is included in this definition.

- (d) “Creator” shall mean any University Personnel who create(s) a Work.
- (e) “Inventor” shall mean any University Personnel who make(s) or discover(s) an Invention.
- (f) “Makes” or “made” when used in conjunction with any Invention shall mean the conception or constructive or first actual reduction to practice of such Invention.
- (g) “University Support” shall mean the non-incidental use of University funds, personnel, facilities, equipment, materials, technical information, or students in the creation or making of a Work or Invention; and does not include the inconsequential use of resources made available to the University community for common use.
“University Support” includes support provided by other public or private organizations when it is arranged, administered or controlled by the University, including but not limited to research and investigations that are sponsored by the University and/or that are carried out by public funds.
- (h) “Patent” means a property right granted by the Government of the United States of America to an Inventor to exclude others from making, using, offering for sale, or selling an Invention throughout the United States or importing the Invention into the United States for a limited time in exchange for public disclosure of the Invention. The term also includes patent rights that may be granted by foreign governments.
- (i) “Trade Secret” means information, including a formula, pattern, compilation, program, device, method, technique, or process that: (i) derives independent economic value, actual or potential, from not being generally known to, and not being readily ascertainable by proper means by, other persons who can obtain

economic value from its disclosure or use; and (ii) is the subject of efforts that are reasonable under the circumstances to maintain its secrecy.

- (j) “Intellectual Property” refers to Works, Inventions, Trademarks and Trade Secrets.
 - (k) “UCFRF” means the University of Central Florida Research Foundation, Inc., a direct support organization of the University which supports the research and sponsored program activities of the University.
 - (l) “Trademark” means a name, symbol, figure, letter, word or mark adopted and used to designate the source of goods and/or services arising from an Invention or a Work.
 - (m) “Outside Activity” means private practice, private consulting, additional teaching or research, financial interest, or other activity, compensated or uncompensated that: (i) is not part of University Personnel’s assigned duties; (ii) is not compensated by the University; and (iii) does not involve University Support. Outside Activity is subject to the requirements of this Regulation and other University Policies and Regulations, including but not limited to University Regulation UCF-3.018.
- (3) Rights in Inventions, Trademarks, and Trade Secrets.
- (a) *Inventions made as a result of personal endeavors are owned by University Personnel.*
 - (i) Inventions made outside the field or discipline in which the Inventor is employed by the University (i.e. the field or discipline in which the Inventor conducts research, teaches, and/or provides service activities for the University), for which the idea came from the Inventor, and for which there has been no University Support (as defined in 2(g)), are the property of the Inventor.
 - (ii) Inventions resulting from Outside Activity. University Personnel, after reporting the details in accordance with applicable University procedures and receiving authorization, may engage in Outside Activity. University Personnel seeking to engage in Outside Activity are advised to review the terms of University Regulation UCF-3.018 and any applicable collective bargaining agreement. University Personnel engaged in Outside Activity should use great care to determine that Intellectual Property clauses in their

Outside Activity agreement(s) do not involve conflicts of interest and are not in conflict with sponsored grants or contacts, or with University policy. If the individual seeking to engage in an Outside Activity is asked to sign an agreement relating to the Outside Activity that purports to waive any University right(s) in any Intellectual Property, a copy of this Regulation shall be provided to the person asking for a waiver before the Outside Activity begins. University Personnel are not authorized to waive University rights, and any such waiver is deemed rejected by the University unless specifically accepted by the Vice President of Research & Commercialization or designee.

- (A) All Inventions arising from authorized Outside Activity and outside the field or discipline of the Inventor are the property of the Inventor.
- (B) Undisclosed Outside Activity is considered unauthorized. Any Invention arising from undisclosed Outside Activity must be disclosed to the Vice President of Research & Commercialization (see 3(c)). If the Inventor claims the Invention resulted from Independent Effort(s), then as part of the disclosure, the Inventor shall provide sufficient documentation to substantiate the claim. As used in this section, the term "Independent Effort(s)" means that the Invention is outside the field or discipline of the Inventor and was made without University Support.
- (C) Upon receipt of written notice from the Vice President of Research & Commercialization confirming the University's decision not to assert a University interest in an Invention resulting from unauthorized Outside Activity, the Inventor shall have the right to determine the disposition of such Invention. However, the Inventor and the Vice President of Research & Commercialization may agree that a patent for such Invention will be pursued by the University; in that event, the Inventor and University shall share in the proceeds of any Invention as provided by this Regulation and any applicable policies or procedures established by the Vice President of Research &

Commercialization including applicable UCFRF Guidelines and Procedures for Distribution of Funds or in such other manner as the parties may agree.

- (b) *Inventions Owned by the University.* Inventions (i) made in the field in which the Inventor is employed by the University (i.e. the field or discipline in which the Inventor conducts research, teaches, and/or provides service activities for the University), or (ii) for which there has been University Support (as defined in 2(g)), are the property of the University, and the Inventor(s) shall share in the proceeds therefrom. Such Inventions and related rights shall be the property of the University and are hereby assigned to the University by the Inventor(s). Where the Inventor is employed by UCF solely to teach in an adjunct capacity, subsection 3(b)(i) does not apply.

(4) Disclosure/University Review. University Personnel are required to disclose all Inventions owned by the University and all Inventions resulting from any Outside Activity within the field or discipline of the inventing University Personnel. It is the policy of the University that, in general, research results should be publishable; publication of such results in appropriate venues is encouraged. However, if the publication of research results may reveal an Invention in which the University has an interest, University Personnel should seek advice on how and when to publish the results in order that potential patent rights for the Invention are not compromised. That is, upon the making of an Invention and prior to any publication or public disclosure, University Personnel shall promptly and fully disclose to the Vice President of Research & Commercialization any Invention described in 3(b).

- (a) The disclosure shall be made on the forms and according to procedures prescribed by the Vice President of Research & Commercialization. At a minimum the disclosure shall: (1) identify each Inventor, (2) provide a brief description of the Invention, and (3) identify and summarize the research project including the participants and applicable funding sources.
- (b) The Vice President of Research & Commercialization shall inform the Inventor within one hundred twenty (120) days from the date of disclosure whether the University will assert its interest in the Invention and pursue patent, trademark,

and/or copyright protection for the Invention and/or define certain elements of the Invention for protection as trade secret.

- (c) In the event the University elects to obtain a Patent, register a Trademark or a Copyright, or to formally define a Trade Secret to protect the University's rights in the Invention, University Personnel will execute any and all necessary documents to affirm, publicly formalize, and record the transfer of all rights to the University or to UCFRF. UCFRF is required to comply with the same policies and procedures regarding allocation of proceeds/royalties as the University.
- (d) In the event the University asserts its rights in the Invention, all costs and expense of patenting, developing, and marketing the Invention and related activities, including those which may lead to active licensing of the Invention, shall be paid by the University.
- (e) Allocation of proceeds/royalties shall be made in accordance with this Regulation and any applicable policies or procedures established by the Vice President of Research & Commercialization including the applicable UCFRF Guidelines and Procedures for Distribution of Funds. The University's costs and expenses shall be recovered before any division of revenue is made. For any Invention that results from research done in a thesis or dissertation or in connection with a thesis or dissertation related project, the amount allocated to the Inventor(s) shall be divided between the faculty member who directed the research and the graduate student(s) who invented the Invention in a manner that reflects their relative contributions to the Invention as determined by the Vice President of Research & Commercialization.
- (f) The Inventor shall not commit any act that would tend to defeat the University's or Inventor's interest in the Invention, such as making a public disclosure of the Invention prior to the University obtaining applicable intellectual property protection, and shall take any necessary steps to protect such interests.

(5) Release of University Rights. If the University elects not to assert its interest in an Invention owned by the University, all rights to the Invention shall be released to the Inventor upon the Inventor's request and subject to any existing third party right.

- (a) If the University's ownership interest in an Invention is waived, the Inventor must disclose any potential conflict of interest created by the Inventor's ownership of the

Invention when proposing research to be conducted using University resources that could reasonably appear to influence the financial value of the Invention.

- (b) The University's release of the Invention to the Inventor(s) shall be contingent upon the execution of a written agreement with the Inventor(s) that grants to the University: (1) a right to a ten percent (10%) share of proceeds arising from or attributed to the Intellectual Property valuation of the Invention and received by the Inventor from a third-party for commercialization of the Invention or transfer of ownership of the Invention, and (2) a royalty free right to the Invention for educational and research purposes of the University and for the governmental purposes of the State of Florida.

(6) University Withdrawal and Transfer of Rights to Inventor.

At any stage in the formalizing of Intellectual Property registration (such as making a patent application or maintaining the patent) or in the commercial application of an Invention, the University at its sole discretion may elect to withdraw from further involvement in the protection or commercial application of the Invention. If the University elects to withdraw upon the Inventor's request, the University may transfer the Invention rights not subject to third-party rights to the Inventor. Under these circumstances, the Invention shall become the property of the Inventor and none of the costs incurred by the University or on its behalf shall be assessed against the Inventor; however, the provisions of paragraph (5) and this paragraph will apply. Where the University assigns or releases its rights to the Inventor, the Invention shall be available royalty-free for governmental purposes of the State of Florida and research or instructional purposes of the University unless otherwise agreed to in writing.

Authority: BOG Regulation 1.001, Florida Statutes s. 1004.23. History—New 10-8-75, Amended 7-14-80, Formerly 6C7-2.29, Amended 3-16-03, Formerly 6C7-2.029, Amended 1-24-12, ____-21.

UCF BOARD OF TRUSTEES

Agenda Item Summary

June 17, 2021

Title: Amendments to Regulations UCF-3.040 Benefits and Hours of Work and UCF-3.042 Separations of Employment

☐ Information☐ Information for upcoming action☒ Action

Meeting Date for Upcoming Action: _____

Purpose and Issues to be Considered:

The university proposes to amend University Regulation UCF-3.040 which addresses benefits and hours of work for non-unit university employees. The university proposes to remove language regarding compensatory and special compensatory leave for non-exempt USPS employees, because this language has not applied since November 18, 2016. Additionally, language regarding retirement is removed because such options are defined by the State and fluctuate. Other proposed changes are: use of recovery leave terminology in place of compulsory leave and changes to the language describing recovery leave; new language to allow supervisors to require employees to provide documentation to support the need of administrative leave (e.g. jury summons); expansion of bereavement leave to three paid days for both USPS and A&P (including Executive Service) employees; and minor edits made throughout.

The university also proposes to amend University Regulation UCF-3.042 which addresses separations of employment from the University. Specifically, the university proposes to add language for employees that fail to provide a two-week notice of resignation designating them ineligible for rehire except in certain circumstances. This language aligns with the language already in Regulation UCF-3.0122 Resignation and Nonrenewal of Non-unit Faculty and A&P Staff Members.

These regulations were posted online May 17, 2021, for public comment. No comments were received as of the date of submission of these materials.

Background Information:

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.”

Recommended Action:

Approve amendments to University of Central Florida Regulations UCF-3.040 Benefits and Hours of Work and UCF-3.042 Separations of Employment.

Alternatives to Decision:

Do not amend University Regulations UCF-3.040 and UCF-3.042 as proposed.

Approve alternative amendments to University Regulations UCF-3.040 and UCF-3.042.

Fiscal Impact and Source of Funding:

N/A

Authority for Board of Trustees Action:

Contract Reviewed/Approved by General Counsel ☐ N/A ☒

Committee Chair or Chair of the Board has approved adding this item to the agenda ☒

Submitted by:

Youndy Cook, Interim Vice President and General Counsel

Supporting Documentation:

Attachment A: Proposed Amended Regulation UCF-3.040 (redline)

Attachment B: Proposed Amended Regulation UCF-3.042 (redline)

Facilitators/Presenters:

Youndy Cook, Interim Vice President and General Counsel

UCF-3.040 Benefits and Hours of Work.

(1) Except as provided by any applicable collective bargaining agreement, this regulation applies to all employees based on their appointment type with the university.

(24) Benefits made available to Faculty, A&P (including Executive Service), and USPS include, but are not limited to: paid and unpaid leave, holidays, State and University-sponsored insurance and retirement programs, ~~and retirement.~~

(32) Benefits made available to Post-Doctoral Associates (PDA) include health insurance, paid annual leave, and paid sick leave and should be prorated based on full-time equivalency and date of hire. The leave is tracked by the department.

(43) Benefits made available to residents and fellows in a program of graduate medical education in the College of Medicine are provided as described in College of Medicine Graduate Medical Education policies.

(54) Benefits made available to OPS may include university and State-sponsored insurance for those that meet the eligibility criteria. For example, in accordance with the Shared Responsibility for Employers provision of Patient Protection and Affordable Care Act (PPACA) of 2010 (26 U.S. Code § 4980H, et seq.), OPS employees who meet state eligibility criteria may be eligible for State-sponsored health insurance benefits.

~~(5) Under the Family Medical Leave Act (FMLA), OPS employees may be eligible for unpaid leave.~~

(6) ~~Benefits and h~~Hours of work requirements shall be administered consistent with the following provisions.

(a) Each employee is expected to work the number of hours in the employee's established workweek unless on approved leave. ~~Benefits shall be provided in proportion to the established scheduled hours and in compliance with federal and state health reform laws.~~

(b) The minimum workweek is 40 hours for full-time employees. ~~Pay for designated University holidays (maximum of eight hours) and accrued leave are not considered overtime and are paid at the employee's regular pay rate.~~ Approved leave may be adjusted to ensure an employee's workweek will not exceed 40 hours.

(c) Pay for designated University holidays (maximum of eight hours) and accrued leave are not considered overtime and are paid at the employee's regular pay rate.

(7) Overtime Compensation for non-exempt employees. Non-exempt employees must be paid overtime at the rate of 1.5 times their regular rate of pay for all hours ~~actually~~ worked beyond 40 in the employer's designated work week (Friday through Thursday).

- (a) There are limited exceptions to this rule as authorized by FLSA, including an exception relating to law enforcement personnel.
- (b) When leave is used or paid holidays occur, those hours do not count toward the calculation of hours worked. ~~__ unless required by university procedure or collective bargaining agreement.~~
- (c) Overtime compensation shall be paid no later than the end of the following pay period.

~~(8) Compensatory leave for non-exempt USPS employees.~~

~~(a) Prior to November 18, 2016, overtime compensatory leave was provided in lieu of payment for overtime for nonexempt USPS employees at the rate of one and one half times the total hours worked beyond 40 in the workweek.~~

~~1. The maximum overtime compensatory leave an employee could accrue was 120 hours. When the employee's overtime compensatory leave balance reached 120 hours, the employee was not allowed to earn additional overtime compensatory leave until s/he reduced the balance by using the leave.~~

~~2. Employees who have accrued overtime compensatory leave are required to use such leave before using annual leave.~~

~~3. If the employee separates from employment or transfers to another department, the employee shall be paid for all unused overtime compensatory leave at the employee's regular rate of pay, by the sending department.~~

~~4. Effective November 18, 2016, overtime compensatory leave will no longer be an option (exception: in-unit PBA). Employees who work overtime hours shall be paid in accordance with section (7) of this regulation.~~

~~5. Employees who have overtime compensatory leave balances as of November 18, 2016, should coordinate with their supervisors to use the hours prior to July 1, 2018. Any~~

~~employees with an overtime compensatory leave balance at that time, will receive a payout to zero out the balance.~~

~~(b) — Prior to November 18, 2016, special compensatory leave was provided to non-exempt USPS employees as follows:~~

~~1. — Special compensatory leave was provided to compensate an employee for a university designated holiday when: the employee observed the holiday and worked 40 hours the week during which the holiday occurred; the holiday fell on the employee's regularly scheduled day off; or the employee was required to work the holiday.~~

~~2. — Special compensatory leave was provided to compensate an employee for administrative leave for jury duty or court appearance provided in Section (16)(a) and (b) below when the employee worked 40 hours during the workweek in which the jury duty or court appearance occurred.~~

~~3. — Special compensatory leave was provided to employees required to perform essential duties during an emergency closing for the hours worked during the closing.~~

~~4. — There was no limit on the amount of Special Compensatory Leave an employee could accrue.~~

~~5. — Employees who have accrued special compensatory leave will be required to use such leave before using annual leave.~~

~~6. — The appropriate Vice President or Dean may elect to pay an employee for a part or all accrued special compensatory leave at any time. If the employee separates from employment or transfers to another department, the employee shall be paid for all unused special compensatory leave at the employee's regular rate of pay, by the sending department.~~

~~7. — Effective November 18, 2016, special compensatory leave accruals will no longer be an option (exception: in-unit PBA). Employees who work in a pay period that generates the earning of special compensatory hours, shall be paid for those hours when paid for that pay period.~~

~~8. — Employees who have special compensatory leave balances should coordinate with their supervisors to use the hours prior to July 1, 2018. Any employees with a special compensatory leave balance at that time will receive a payout to zero the balance.~~

(89) An employee in a Faculty, USPS, or A&P (including Executive Service) appointment shall be paid in proportion to their FTE status for all holidays designated for UCF employees, up to eight (8) hours per holiday.

(940) Faculty, USPS, or A&P (including Executive Service) appointments shall accrue ~~Leave shall be accrued~~ while in pay status and shall have such leave be credited on the last day of that pay period or, in the case of separation, on the last day of employment. ~~the employee performed services.~~

(1044) During approved unpaid leave for parental, foster care, medical or military reasons, an employee in a leave-accruing position may use accrued leave to continue the contributions to their benefits and other payroll deductions. ~~expenses.~~—Under such circumstances, the employee must use a minimum of ten accrued leave hours per week until such leave is exhausted.

(1142) Unless agreed otherwise, an employee shall be employed in the same or similar status upon completion of the approved leave period. While on paid leave, an employee may not be employed elsewhere unless approved by the University in writing. The outside activity and dual compensation regulations may apply in such circumstances.

(1243) ~~Compulsory-Recovery~~ leave initiated by the employer ~~provisions~~ shall be consistent with the following provisions.

- (a) Medical certification by an approved health care provider may be required.
- (b) Notice shall be provided to the employee identifying duration of the leave, the conditions for return to the position, and whether such leave shall count toward FMLA entitlements.
- (c) The employee may be allowed to use accrued leave during ~~compulsory recovery~~ leave to continue the contributions to their benefits and other expenses.
- (d) Unless agreed otherwise, an employee shall be employed in the same or similar status upon completion of the approved leave period and upon receipt of medical certification.
- (e) Employees who fail to meet the conditions of the ~~compulsory-recovery~~ leave or who may be unable ~~fail to obtain medical certification and are~~ ~~unable~~ to perform their essential duties or fail to obtain medical certification

may be required to engage in the university's interactive accommodation process to determine if an accommodation can be made; or whether the employee will be offered part time employment, placed on unpaid leave or have such leave extended, be requested to resign, or be dismissed for inability to perform the duties of the position. The employee may also choose to resign at any point during the recovery leave process.

~~(1314)~~ Employees are provided with 12 workweeks of Family and Medical Leave within a 12-month period in compliance with the Family and Medical Leave Act (FMLA) of 1993 (29 USC s. 2601, et seq.) and implementing regulations (29 CFR Part 825). The 12-month period is defined as the fiscal year (July 1-June 30). All employees are eligible (including OPS and Post-Doctoral Associate employees) who have worked at least 12 months (these need not have been consecutive) and who have worked at least 1,250 hours in the 12-months prior to the leave. Leave-accruing employees may use accrued leave when taking an FMLA leave.

~~(1415)~~ Employees shall be provided with up to six months unpaid parental leave ~~(unless otherwise defined by collective bargaining agreement)~~ when the employee becomes a biological or adoptive parent. Parental leave shall begin no more than two weeks prior to the expected date of the child's arrival unless otherwise approved by the supervising physician or appropriate Dean or Director. The employee taking parental leave may only use accrued sick leave, ~~but accrued sick leave may only be used during the time when~~ the supervising physician restricts the employee from working.

~~(1516)~~ Employees are granted paid administrative leave as follows. Administrative leave shall not count as hours worked for purposes of calculating overtime nor is it accrued. Upon request, employees may be asked to provide documentation that supports the usage of aAdministrative lLeave (e.g., jury summons).

- (a) Administrative leave for jury duty shall not exceed the number of hours in the employee's normal workday. If jury duty does not require absence for the entire workday, the employee shall return to work immediately upon release from the court. If the jury duty does not coincide with the regular work schedule, the employee shall be granted administrative leave based on the total hours served on jury duty and such leave shall be granted on the

next scheduled work shift. Any jury pay shall be retained by the employee.

- (b) When job duties require court attendance, such as law enforcement officers under subpoena to appear in a proceeding because of their position with the University, this will be considered time worked. Administrative leave shall be provided to an employee summoned as a witness in a matter not involving personal interests, but shall not be provided to an employee who: is a defendant in a criminal matter, where criminal matter means either an alleged misdemeanor or felony; ~~who~~ has received a summons to appear in traffic court (except as a witness); ~~who~~ is a party to a civil case, either as plaintiff or defendant; or ~~who~~ has any personal or familial interest in the proceedings.
- (c) Administrative leave for athletic competition in Olympic events shall be provided in accordance with Section 110.118, F.S.
- (d) Administrative leave up to ~~threetwo~~ (3) days shall be provided to A&P (including Executive Service) and USPS employees in a leave--accruing appointment a non-exempt employee upon the death of an immediate family member. Immediate family member is defined as an employee's spouse (or persons bearing the same relationship to the employee's spouse), domestic partner, children (includes step, adopted, foster, and children for whom the employee has parent responsibilities), and their spouses, legal dependents, parents (includes biological, adoptive, foster, step, and loco parentis), siblings and their spouses, grandchildren, and grandparents. ~~(grandparents, parents, children, grandchildren and siblings of the employee, employee's spouse.)~~
- (e) Administrative leave shall be provided for official emergency closing of University facilities per UCF Regulation 3.035.
- (f) The President or designee may provide administrative leave for Florida Disaster Volunteers in accordance with Section 110.120, F.S.
- (g) The supervisor may provide administrative leave up to one hour for voting in public elections when it is not possible for the employee to vote outside of their normal work schedule. If early voting procedures are in effect,

employees are not eligible for this benefit. The employee must request this leave in advance.

- (h) An employee who has been rated by the United States Department of Veterans Affairs or its predecessor to have incurred a military-service-connected disability and has been scheduled by the United States Department of Veterans Affairs to be reexamined or treated for the disability shall be granted administrative leave for such reexamination or treatment without loss of pay or benefits. However, such paid leave may not exceed 48 hours per calendar year. Employees should request the administrative leave in advance from their supervisor and provide a copy of the official documentation for the timekeeping records. If an employee fails to do so and later requests administrative leave, departments are permitted to approve adjustments to dates within the current calendar year.

(1617) Other forms of administrative leave. Administrative leave under this section (1617) may be paid or unpaid at the discretion of the appropriate University official. For faculty, administrative leave and pay status decisions under this section (1617) will be made by the President or designee. For A&P (including Executive Service) and USPS, administrative leave and pay status decision under this section (1617) will be made by the CHRO or designee. If paid, administrative leave under this section (1617) shall not count as hours worked for purposes of calculating overtime, ~~and shall not accrue~~. An employee may be placed on administrative leave for the following:

- (a) If it is determined that the employee's presence in the workplace may result in damage to property, or injury to the employee or others.
- (b) When the employee is under investigation.
- (c) Where deemed appropriate to unique or specific circumstances related to the employee and/or if determined to be in the best interest of the University.

(1718) Military leave and reemployment rights shall be provided to Faculty, A&P (including Executive Service) and USPS employees consistent with Federal and State laws. OPS employees, including Post-Doctoral Associates, may request time off for military duty obligations. However, OPS employees are not eligible for military pay supplements or

extended leaves of absence.

(1849) Workers' Compensation benefits for an injury compensable under the Florida Workers' Compensation Law shall be provided consistent with the following.

- (a) An employee shall remain in full pay status for a period up to a maximum of forty (40) hours without being required to use accrued leave. If, during that period, the employee receives Workers' Compensation benefits, then the employee shall reimburse the University the amount of the benefits. Such reimbursement shall not include payments for expenses related to medical, surgical, hospital, or nursing treatment or payments of disability losses.
- (b) An employee may elect to use accrued leave to supplement Workers' Compensation payments up to the employee's regular salary/rate of pay.
- (c) The period of paid or unpaid job-related disability leave shall be in accordance with Chapter 440, F.S.
- (d) An employee who was injured in the workplace may be returned to alternate duty consistent with established University policies or procedures.
- (e) If at the end of the leave period, an employee is unable to return from leave to work full-time and perform the duties of the position, the CHRO or designee may offer the employee a part-time appointment, place the employee on unpaid leave, extend the leave status, request the employee's resignation, or terminate the employee from employment.

~~(20) In accordance with Fla. Stat. §121.35(3), all new Faculty and A&P employees are automatically enrolled in the Optional Retirement Program (ORP) unless such employee elects membership in the Florida Retirement System. Such election shall be made in writing and submitted to UCF Human Resources. Any employee who is eligible to participate in the Optional Retirement Program and who fails to execute a contract with one of the approved companies and submit a copy of said contract accompanied by a completed ORP-16 SUSORP Retirement Plan Choice Form within 90 days after the date of eligibility shall be deemed to have elected membership in the Florida Retirement System, except as provided in s. 121.051(1)(a), which states that a faculty member in the College of Medicine may~~

~~not participate in the Florida Retirement System. Faculty members in the College of Medicine shall participate in the Optional Retirement Program.~~

(1924) Adjunct faculty, OPS non-student employees, Post-Doctoral Associates, Medical Residents, and Medical Fellows are automatically enrolled in the 401(a) FICA ~~Alternative Replacement~~ Plan as a mandatory condition of employment. This is a mandatory retirement ~~system plan~~ and such employees do not contribute to or receive credits in the Social Security system.

Authority: BOG Regulation 1.001. History– New 5-16-12. Amended 2-8-16, 12-19-16, 7-20-17, 1-18-18, _____-21.

UCF-3.042 Separations from Employment.

(1) Except as provided by any applicable collective bargaining agreement, this regulation is applicable to all UCF employees.

(2) Failure to provide at least two (2) weeks' written notice of resignation will result in the designation of the employee as ineligible for rehire, except in cases of medical or family emergency, or where the employee's early departure is approved by the University.

(3) Employees are required to work their resignation notice period unless on approved leave of absence. Failure to work during the resignation notice period will may result in the designation of the employee as ineligible for rehire.

~~(2) An employee who resigns from employment shall not have any rights of appeal.~~

(43) An employee who resigns from employment while under an official investigation by the university may have their resignation status adjusted to reflect "ineligible for rehire" should the investigation substantiate violation(s) of university regulations, policies, or the UCF Employee Code of Conduct.

(5) An employee who resigns from employment shall not have any rights of appeal, either as to the resignation or as to any other matter arising during their employment.

(64) An employee who is USPS, A&P (including Executive Service) or OPS (including Post-Doctoral Associates) and is absent without approved leave for three or more consecutive workdays may be considered to have abandoned their position.

(75) The president or designee may separate an employee in accordance with university regulations, policies, or procedures.

(86) OPS employees and other employees not in regular positions (e.g., interim, temporary, time-limited, visiting or emergency appointments) may be separated from employment at any time without the requirements of notice or reason and without rights of appeal.

However, they may meet with the dean or director of the appropriate unit to register any concerns and request a review of their separation. If the ~~organization unit~~ does not have a dean or director, then another appropriate administrator who is at the dean or director level or above shall substitute ~~who is at the dean or director level or above~~. For example, an associate vice president or vice provost could substitute for a dean or director if the employee worked in such an office. Adjunct faculty who are on contract may have rights stipulated by their contract, so supervisors should contact Academic Affairs prior to taking

any action.

(97) Non-tenured or non-regular Faculty and A&P whose appointments expire after receiving notice of non-renewal or non-reappointment or whose appointment expires without the requirement of a written notice of non-reappointment may be separated without further notice.

(108) Employees may be laid off in accordance with Regulation UCF-3.0123.

(119) USPS employees without regular status may be separated from employment at any time without any requirements of notice or reason and without rights of appeal. However, they may meet with their dean or director of the appropriate unit to register any concerns and request a review of their separation. If the organization does not have a dean or director, then another appropriate administrator who is at the dean or director level or above shall substitute ~~who is at the dean or director level or above~~. For example, an associate vice president or vice provost could substitute for a dean or director if the employee worked in such an office.

(1240) Separation Clearance.

- (a) All persons separating from employment with the university are required to return to the university all university property in their possession and settle their account with UCF on or before their last work day. Failure to return university property may result in a categorization of the employee as ineligible for rehire, regardless of the nature of the separation from employment.
- (b) The university reserves the right to subtract any amounts owed to the university or to subtract an amount to compensate for unreturned property from any funds which are due the employee (considering federal minimum wage requirements) and may delay or withhold the issuance of transcripts where applicable.
- (c) The employee's supervisor is responsible for ensuring proper separation procedures are followed and for notifying the department or college head if property or keys are not returned or accounts are not settled.

Authority: BOG Regulation 1.001. History–New 5-29-12, 9-27-18, _____-21.

UCF BOARD OF TRUSTEES
Agenda Item Summary
June 17, 2021

Title: Amendments to Regulation UCF-4.034 University Direct Support Organizations

☐ Information ☐ Information for upcoming action ☒ Action

Meeting Date for Upcoming Action: _____

Purpose and Issues to be Considered:

This agenda item presents proposed amendments to University Regulation UCF-4.034. This regulation is proposed to be amended to better align with BOG Regulation 9.011 and the recently approved Resolution on Presidential Authority. New language has been added to address updates to the equal opportunities language required in DSO bylaws: to reference thresholds when Board of Trustees approval is required for purchase of goods and services, acquisition of real property and construction or renovation of facilities; to provide that the DSO governing boards are the appropriate boards for approving tax forms; and to state that DSOs are prohibited from giving to political committees. In addition, language has been removed that is no longer authorized or required under the existing BOG regulation 9.011.

This regulation was posted online May 17, 2021, for public comment. No comments were received as of the date of submission of these materials.

Background Information:

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.”

Recommended Action:

Approve amendments to University of Central Florida Regulation UCF-4.034 University Direct Support Organizations.

Alternatives to Decision:

Do not amend University Regulation UCF-4.034 as proposed.
Approve alternative amendments to University Regulation UCF-4.034.

Fiscal Impact and Source of Funding:

N/A

Authority for Board of Trustees Action:

Board of Governors Regulation 1.001

Contract Reviewed/Approved by General Counsel ☐ N/A ☒

Committee Chair or Chair of the Board has approved adding this item to the agenda ☒

Submitted by:

Youndy Cook, Interim Vice President and General Counsel

Supporting Documentation:

Attachment A: Proposed Amended Regulation UCF-4.034 (redline)

Facilitators/Presenters:

Youndy Cook, Interim Vice President and General Counsel

UCF-4.034 University Direct Support Organizations.

- (1) As provided in Section 1004.28, Florida Statutes, and Florida Board of Governors Regulation 9.011, a Direct Support Organization is an organization ~~that is~~ certified by the University of Central Florida Board of Trustees as operating in a manner consistent with the goals of the University and the best interest of the State.
- (2) To obtain certification as a Direct Support Organization, the organization ~~must~~will submit to the Board of Trustees the following:
 - (a) The proposed Articles of Incorporation.
 - (b) The proposed Bylaws, which ~~shall~~will describe the operating procedures and specific individual responsibilities of the ~~b~~Board of ~~d~~Directors, committees, and officers of the organization.
- (3) The Articles of Incorporation and the Bylaws, together, ~~shall~~will provide ~~that~~:
 - ~~(a) Persons employed by the organization shall not be considered to be employees of the State of Florida by virtue of employment by the organization.~~
 - ~~(ab) The chief executive officer or director of the organization shall be selected and appointed by the governing board of the organization, subject to prior approval by the President of the University.~~ The director or chief executive officer ~~will~~shall report to the President of the University or the President's designee, ~~who shall be a vice president or other senior officer reporting directly to the President.~~
 - ~~(be) The C~~chair of the Board of Trustees ~~shall~~will appoint at least one Trustee representative to the board of directors and any executive committee ~~(if any)~~ of the organization, ~~and t~~The President of the University or his/her/their designee ~~shall~~will also serve on the board of directors and any executive committee of the organization. The Board of Trustees ~~shall~~will approve all appointments to each ~~D~~irect ~~S~~upport ~~O~~rganizations ~~b~~Board of ~~d~~Directors, except for the ~~C~~chair's Trustee representative and the ~~P~~resident (or ~~P~~resident's designee). The ~~C~~chair's Trustee representative may not be the ~~U~~niversity ~~P~~resident; nor may the ~~C~~chair and ~~P~~resident appoint the same person to represent both the ~~C~~chair and the ~~P~~resident on any one ~~D~~irect ~~S~~upport ~~O~~rganization board.

(~~ce~~) Any subsequent amendments to the Articles of Incorporation or Bylaws of the organization will ~~must~~ be submitted to the Board of Trustees for approval prior to becoming effective.

(~~de~~) The organization ~~shall~~ will provide equal employment opportunities for all persons regardless of race, color, religion, sex, age, ~~or~~ national origin, disability, marital status, veteran status, or any other basis protected by law. Personal services provided to the organization will ~~must~~ comply with Section 1012.976, Florida Statutes.

(4) Upon certification by the Board of Trustees, a Direct Support Organization is authorized to use the property, facilities, and personal services of the University.

(5) All debt issued by a Direct Support Organization is subject to the Florida Board of Governors Debt Management Guidelines and all public-private partnership transactions involving a direct support organization are subject to the State University System Public-Private Partnership Guidelines.

(6) DSOs will require approval by the Board of Trustees for the purchase of goods and services, acquisition of real property, and the construction or renovation of facilities, at the thresholds more particularly set forth in the Resolution on Presidential Authority, as the delegated authorities may be updated from time to time.

~~Direct support organizations shall conduct business in accordance with the UCF Debt Management Guidelines and the Delegation of Authority to the President. As required therein, the Board of Trustees shall approve: purchases, acquisitions, and project expenditures with an annual financial commitment, obligation, or contingent risk of five million dollars or .5% of the university budgets, whichever amount is smaller; a contractual obligation of either more than five (5) years' duration or an aggregate net value of five million or more dollars; and the issuance of debt by a direct support organization. The provisions of this paragraph are not intended to apply to either: (i) the receipt by or award of funds to a direct support organization, such as donations or sponsored research funding or (ii) a direct support organization expenditure where the funding is supplied by a third party (including but not limited to a granting agency, awarding entity, or donor) as part of a grant, award, sponsored research contract, or donation.~~

(6) ~~The President of the University shall have the authority to monitor and control the use of University name and resources by the organization, monitor compliance of the organization with~~

~~state and federal laws and rules of the Board of Trustees, and approve salary supplements and other compensation or benefits paid to the University faculty and staff from organization assets.~~

(7) As of July 1, 2019, any transfer of a state appropriation to a DSO is limited to funds pledged for capital projects.

(a) This regulation does not prohibit the transfer of non-state funds between university DSOs, or the transfer of non-state funds to the DSO, as long as the original source of funding was not a state appropriation.

(b) A DSO may transfer funds and provide the use of DSO property, facilities or personal services without any charge to the university.

(c) Annually, each university will report to the Legislature and the Board of Governors all transfers of state funds to each university DSO, using the format and instructions specified by the Chancellor.

(8) A Direct Support Organization is responsible for submitting any forms that may be required by the Internal Revenue Services, including but not limited to, the Recognition of Exemption Form (Form 1023) and its Return of Organization Exempt from Income Tax form (Form 990). The University Board of Trustees designates the Direct Support Organization's board of directors (or its applicable committee) as the appropriate reviewing and approval authority. Copies of the Form 1023 and Form 990 shall will be provided to the Board of Governors by the University.

~~(7) The President of the University shall determine the compensation of organization employees from organization assets and such authority may not be delegated.~~

(98) A Direct Support Organization shall will prepare, at least annually, a budget to be reviewed and approved by the organization's governing board and the Board of Trustees.

(109) The A Direct Support Organization shall will prepare quarterly expenditure plans for review and approval by the President or designee, who shall will be a vice president or other senior officer of the university reporting directly to the President.

(110) A Direct Ssupport Oorganizations shall will provide for an annual audit by an independent certified public accountant, as prescribed by applicable law and rules, which shall will be forwarded to the Board of Trustee for review, as well as the Board of Governors and Auditor General. and oversight.

(12) A Direct Support Organization may not use state funds for travel expenses incurred by the Direct Support Organization.

(13) The Direct Support Organization is prohibited from giving, either directly or indirectly, any gift to a political committee as defined in section 106.011, Florida Statutes, for any purpose.

(14) The University President may request ~~that~~ the Board of Trustees decertify a Direct Support Organization if the President determines ~~that~~ the organization is no longer serving the best interest of the University. The request for decertification ~~shall~~will include a plan for disposition of the Direct Support Organization's assets and liabilities.

(15) The Direct Support Organization ~~shall~~will comply with all other obligations required by law and regulation, including those required by Section 1004.28, Florida Statutes and Florida Board of Governor Regulation 9.011. ~~As set forth therein, the organization shall not use state funds for travel expenses.~~

Authority: BOG Regulations 1.001 and 9.011. History—New 4-3-03; Formerly 6C7-4.034; Amended 5-11-09, 9-15-14, 1-24-19, 7-18-19, _____-21.

UCF BOARD OF TRUSTEES
Agenda Item Summary
June 17, 2021

Title: Amendments to Regulation UCF-5.016 Student Academic Appeals

☐ **Information**

☐ **Information for upcoming action**

☒ **Action**

Meeting Date for Upcoming Action: _____

Purpose and Issues to be Considered:

This agenda item presents proposed amendments to University Regulation UCF-5.016, which sets forth the conditions and procedures for student academic appeals. This regulation is proposed for substantial revisions. Significant portions have been rearranged to better reflect the appeals process and some aspects of the process have been changed, however the primary concepts of the process remain intact. Key improvements in the process include identifying dismissal of appeals that are determined to have no basis under the procedure, expanding on the process at the final stage of available review, and specifying the record keeping requirements for these appeals.

This regulation was posted online May 17, 2021, for public comment. No comments were received as of the date of submission of these materials.

Background Information:

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.”

Recommended Action:

Approve amendments to University of Central Florida Regulation UCF-5.016 Student Academic Appeals.

Alternatives to Decision:

Do not amend University Regulation UCF-5.016 as proposed.

Approve alternative amendments to University Regulation UCF-5.016.

Fiscal Impact and Source of Funding:

N/A

Authority for Board of Trustees Action:

Board of Governors Regulation 1.001

Contract Reviewed/Approved by General Counsel ☐ N/A ☒

Committee Chair or Chair of the Board has approved adding this item to the agenda ☒

Submitted by:

Youndy Cook, Interim Vice President and General Counsel

Supporting Documentation:

Attachment A: Proposed Amended Regulation UCF-5.016 (redline)

Facilitators/Presenters:

Youndy Cook, Interim Vice President and General Counsel

UCF-5.016 Student Academic Appeals

(1) General Policy.

(a) This regulation applies to:

1. Undergraduate or graduate students seeking to appeal a final course grade (individual grades on assignments, exams, etc. are not appealed by this process).
2. Undergraduate students seeking to appeal a program decision. (Graduate student appeals of program decisions, including termination from an academic program or grades on thesis or dissertation, are handled in UCF-5.017).

(b) All grade concerns must first be discussed directly with the instructor of the course. The professional judgement exercised by an instructor in assigning a grade or in conducting a class is excluded from the provisions of this regulation. A formal grade appeal is limited to or more of the following reasons:

1. Alleged deviation from established and announced grading policy;
2. Alleged errors in the application of grading procedures;
3. Alleged deviation from University syllabus policy that could have impacted the resulting grade; and
4. Alleged lowering of grades for non-academic reasons, including discrimination.

(c) Program decisions include actions related to program or college specific requirements. An undergraduate program appeal is limited to one or more of the following reasons:

1. Alleged deviation from program policies or university policies applied to the program as outlined in the Undergraduate Catalog or Undergraduate Program Handbook(s);
2. Alleged errors in the application of program policies or procedures;
3. Alleged program probation or program dismissal due to non-academic reasons; and
4. Alleged undergraduate program action for non-academic reasons, including discrimination and/or sexual harassment in the undergraduate program, department or college.

- (d) If an appeal alleges discrimination, the appeal will first be referred to the Office of Institutional Equity (<https://oie.ucf.edu/>). The OIE process must be concluded before a formal grade appeal can be initiated.
 - (e) If the student is charged with a conduct violation based on alleged academic misconduct (per UCF-5.008) that relates to the grade or program action being appealed, the student conduct process must be completed before the student initiates a formal grade appeal.
 - (f) If the student is pursuing a program appeal that relates to a grade appeal, the grade appeal must be completed before the student initiates the program appeal.
 - (g) If needed, the University may extend deadlines applicable to the grade or program appeal process for the purposes of reviewing the appeal. If extensions are made, the new deadline will be shared in writing.
- (2) For any appeal, the following assumptions are adopted:
- (a) The burden of proof for a student academic appeal is on the student.
 - (b) Students and faculty members are entitled to a fair and timely resolution of academic appeals.
 - (c) Students have access to published materials, professional advisors, and student government to help them become familiar with and understand the procedures for handling academic appeals. Students may consult the Golden Rule, seek advice from an academic advisor, or consult with a student government advisor (sga_cjus@ucf.edu) regarding the student's rights and responsibilities with respect to this appeal process.
 - (d) Faculty members and administrators have access to the materials published in the Golden Rule and access to University staff in the Office of Student Rights and Responsibilities (<https://osrr.sdes.ucf.edu/>) to help them be aware of and understand the procedures to address academic appeals.
 - (e) The University as an institution and its faculty members and students are entitled to procedures that ensure due process and the maintenance of academic standards.
 - (f) All appeal communications between the student and any University personnel must be made via a university-provided system.
 - 1. Information regarding informal appeals should be communicated using the UCF email account (e.g., knights.ucf.edu or ucf.edu).

2. Information regarding formal appeals are submitted using the appeal forms and processes available at <https://academicsuccess.ucf.edu/gradeappeal/>.

(3) Step 1: Resolution of Student Appeals with the Instructor or Program

- (a) The appeal of final grades or an undergraduate program action must be initiated within ninety (90) calendar days of the final grade being posted or of the undergraduate program action being taken.
- (b) All student appeals of grades or undergraduate program actions must first be addressed by the person or program whose action is being appealed. In cases of grade appeals this will be the instructor of the course and in cases of undergraduate program actions this will be the faculty administrator (e.g., program director or program coordinator) of the program that enacted the action. Henceforth, the instructor or faculty administrator are referred to as the “Responding Party”. This attempted resolution is required before the student can continue to the formal appeal process described in Step 2.
- (c) If the issue cannot be resolved directly with the Responding Party, or if the Responding Party is not available, the student has the right to pursue a Step 2 formal resolution at the unit level with the unit head or their designee. The “unit head” is usually the faculty member who serves as chair of the department or director of the school that houses the course or program.

(4) Step 2: Formal Resolution of the Student Appeal at the Unit Level

- (a) To initiate the formal academic appeal, the student must submit the appropriate appeal form and supporting documentation. The appeal form is available at <https://academicsuccess.ucf.edu/gradeappeal/>. If supporting documentation cannot be submitted online, the student must provide it to the unit head or designee. This documentation must clearly state the reason for the appeal and must include the resolution sought by the student.
- (b) Once the appeal is received by the unit head, they or their designee will review the appeal and supporting documentation to determine if there are grounds for the appeal.
 1. If there is not a basis for the appeal, the appeal will be dismissed, and the unit head or designee will inform the student in writing why the appeal is dismissed.

2. If there is a basis for the appeal, within ten (10) business days of receipt of the appeal the unit head or designee will consult with the Responding Party and may also ask to meet with the student.
 - a. If the Responding Party or student is not available to discuss or respond to the appeal, the resolution should wait until the Responding Party or student can respond, but not more than thirty (30) business days.
 - b. In the event an immediate resolution is needed (e.g., due to pending graduation certification) the unit head will make a decision based on available information.
 - (c) Within fifteen (15) days of receipt of the appeal, or longer based on either the Responding Party or student not being available (see above), the unit head or designee will provide the student and the Responding Party with a written decision.
- (5) Step 3: Resolution of Student Academic Appeals at the College Level
- (a) If the student has new information to present or can show that a procedural error occurred in the previous steps, within ten (10) business days of the unit head or designee's written decision the student may submit the appeal to the dean of the college that offers the course or program. The student will provide the information using the processes outlined in (2)(f).
 - (b) The dean will delegate the appeal to an associate dean or designee who will, within ten (10) business days of receipt, review the appeal. One of the following actions will take place:
 1. If an appeal is presented that was previously dismissed for having no basis, and none of the new or additional information establishes a basis, then the appeal will again be dismissed, and the associate dean or designee will inform the student in writing why the appeal is dismissed.
 2. If the student presents new or additional information that must first be reviewed by the unit head, then the associate dean or designee will inform the student in writing that this information must be reviewed first by the unit head and that the student is required to revisit Step 2.
 3. If the appeal warrants a review, the associate dean or designee will submit a recommendation to the dean.

- (c) If a recommendation is submitted to the dean, within five (5) business days of receiving the associate dean or designee's recommendation the college dean will provide the student with a written decision on the appeal. The dean's decision will be sent to the student and copied to the Responding Party, the unit head, and the appropriate dean of the undergraduate or graduate college.

(6) Step 4: Resolution of Student Academic Appeals at the University Level

- (a) If the student has new information to present or can show that a procedural error occurred in the previous steps, within ten (10) business days of the dean's written decision the student may submit the appeal to the dean of the college of undergraduate studies or the dean of the graduate college. The student will provide the information using the processes outlined in (2)(f).
- (b) The university dean will review the appeal within ten (10) business days of receipt. One of the following actions will take place:
 - 1. If an appeal is presented that was previously dismissed for having no basis and none of the new or additional information establishes a basis, then the appeal will again be dismissed, and the university dean or designee will inform the student in writing why the appeal is dismissed.
 - 2. If the student presents new or additional information that must first be reviewed by the college dean, then the university dean or designee will inform the student in writing that this information must be reviewed first by the college dean and that the student is required to revisit Step 3.
 - 3. If the information presented warrants additional review, the university dean will inform the student in writing that the appeal will be reviewed by the Ad Hoc Student Academic Appeal Committee who will make a recommendation to the university dean. The appeal will continue to Step 5.

(7) Step 5: Ad Hoc Student Academic Appeal Committee

- (a) The committee will function as an objective, fact-finding body when examining all available and relevant information concerning the student's appeal of a grade or program action by the Responding Party. Such information may include the student's documented appeal, written and/or oral information provided by the student or Responding Party, statements made by both parties before the committee, and any other information the committee may deem relevant.

- (b) The committee will review the student's appeal of the awarded grade or the undergraduate program action and will make a recommendation to the university dean about how the appeal will be resolved.
- (c) The committee shall be made up of no more than two (2) full-time instructional faculty members and an equal number of students. The university shall make a reasonable effort to select students of comparable academic classification as the student initiating the appeal. The university will select student members from a panel of students appointed and trained by the Vice President of Student Development and Enrollment Services and/or the Dean of the College of Graduate Studies. The list of students appointed to the student panel shall be maintained by the office of Student Conduct and Academic Integrity (for undergraduate) or the College of Graduate Studies (for graduate).
- (d) Once the committee is convened, the committee should make reasonable efforts to meet for review of the case within twenty (20) business days. If the committee cannot meet within the 20 days, the university will inform the parties of the need for additional time.
- (e) The meeting is not covered by Sunshine laws, is closed to outside parties, and will not be recorded.
 - 1. The student and Responding Party shall be separately invited to meet with the committee. Participating individuals in the appeal may appear through virtual (electronic) means at the committee meeting. While either party may invite a guest to attend the meeting, no guest may address the committee or respond to questions.
 - 2. The student and Responding Party shall be allowed adequate time to respond to the appeal and material as submitted, to answer any questions from committee members, and to present additional information needed to clarify the issues involved.
 - 3. Should either party fail to attend the scheduled appeal meeting, the meeting will be held in the party's absence with the understanding that the proposed outcomes and resolutions will be made using the information available at the time of the appeal meeting and in the party's absence.

- (f) After meeting with both parties, the committee will deliberate and issue a recommendation by majority vote to the university dean. If applicable, the committee will suggest a resolution to the appeal. This decision may let the grade/action stand as is or may alter the recommended grade/action. If the decision of the committee is to alter a previous decision, only the faculty members on the committee will recommend what the alteration will be; however, the student members on the committee may participate in the discussion. The committee chair will ensure that the committee's majority opinion, rationale, and recommended findings and resolutions are documented and forwarded to the university dean within five (5) days of the conclusion of the committee hearing.
- (g) Within five (5) business days of receiving the committee's recommendation, the university dean will provide the student with a written decision on the appeal. This decision represents final agency action. The dean's decision will be copied to the unit head and the dean of the college from which the appeal originated.

(8) Responsibility for Record Keeping of Formal Student Academic Appeals

- (a) To support institutional compliance with the Southern Association of Colleges and Schools Commission on Colleges Principles of Accreditation, the following parties shall be responsible for maintaining complete records of all formal student academic appeals.
 - 1. The College of Undergraduate Studies for undergraduate-level academic appeals; and
 - 2. The College of Graduate Studies for graduate-level academic appeals.
- (b) The complete record shall include the following components:
 - 1. First and last name of the student filing the formal appeal or the student's unique UCF personal identification number,
 - 2. Date the formal appeal was filed,
 - 3. Final decision resulting from review of the formal appeal,
 - 4. Date the formal appeal was determined closed, and
 - 5. Documentation reviewed at each phase of the formal appeal process.
- (c) The dean of the College of Undergraduate Studies and the dean of the College of Graduate Studies or their respective designees shall be responsible for monitoring formal academic appeals for patterns that may warrant broader review in an effort

to ensure the integrity of the academic enterprise and continuous compliance with accreditation standards. At minimum, the respective dean or designee shall conduct an annual review of the elements addressed in the SACS-COC Principles of Accreditation (10)(b)1, 2, 3, and 4 and shall consult the documentation on file for SACS-COC Principles of Accreditation (1)(b)5 as needed to render a determination of need for broader review.

~~(1) General Policy~~

- ~~(a) This regulation shall apply to undergraduate and graduate students seeking to appeal a final course grade or an undergraduate program decision. The professional judgement exercised by an instructor in assigning a specific grade or in conducting a class is excluded from the provisions of this regulation except as noted.~~
- ~~(b) This regulation does not apply to appeals of graduate programs actions or decisions by a faculty member, program, or college, including termination from an academic program, or to the assignment of grades for Thesis or Dissertation credit hours. Appeals from such actions are discussed in and may only be brought under Regulation UCF-5.017.~~
- ~~(c) Grounds for a grade appeal must fall under at least one of the following:
 - ~~1. Alleged deviation from established and announced grading policy;~~
 - ~~2. Alleged errors in the application of grading procedures;~~
 - ~~3. Alleged deviation from University syllabus policy that could have impacted the resulting grade; and~~
 - ~~4. Alleged lowering of grades for non-academic reasons, including discrimination. (A grade appeal alleging discrimination in violation of University policy will be referred to the Office of Institutional Equity. The University is entitled to a reasonable period of time to review allegations of discriminations contained in an appeal, and the University may accordingly extend deadlines applicable to the University for the purposes of reviewing such allegations).~~~~
- ~~(d) Grounds for an undergraduate program appeal must fall under at least one of the following:
 - ~~1. Alleged deviation from program or university policies as outlined in the Undergraduate Catalog or Undergraduate Program Handbook(s);~~~~

- ~~2. — Alleged errors in the application of policies or procedures;~~
- ~~3. — Alleged probation or dismissal due to non-academic reasons; and~~
- ~~4. — Alleged undergraduate program action discrimination and/or sexual harassment in the undergraduate program, department or college. (An appeal alleging discrimination in violation of University policy will be referred to the Office of Institutional Equity. The University is entitled to a reasonable period of time to review allegations of discriminations contained in an appeal, and the University may accordingly extend deadlines applicable to the University for the purposes of reviewing such allegations).~~

~~(2) The following assumptions are adopted:~~

- ~~(a) — Resolution of student academic appeals should be made as informally as possible.~~
- ~~(b) — Students and faculty are entitled to a fair and timely resolution of academic appeals.~~
- ~~(c) — The burden of proof in a student academic appeal is on the student.~~
- ~~(d) — Students have access to published materials and student government to help them become familiar with and understand procedures for handling academic appeals. Students may consult with a student government advisor for advice regarding the student's rights and responsibilities with respect to this appeal process.~~
- ~~(e) — Faculty members and administrators have access to published materials and University staff to help them be aware of and understand procedures to address academic appeals.~~
- ~~(f) — The University as an institution and its faculty are entitled to procedures that ensure the maintenance of academic standards.~~
- ~~(g) — The University is entitled to a reasonable period of time to review allegations of discrimination contained in an appeal, and the University may accordingly extend deadlines applicable to the University for purposes of reviewing such allegations.~~
- ~~(h) — All communication between the student and any University personnel must be made via a university provided email account (e.g. knights.ucf.edu or ucf.edu).~~

~~(3) Resolution of Student Appeals at the Unit Level~~

- ~~(a) — The initial appeal, for final grades or an undergraduate program action, must be initiated within ninety (90) business days of the undergraduate program action or final grade posting.~~

~~(b) — Step 1: All student academic appeals of allegedly wrongful academic action(s) by an instructor or administrator shall first be brought to the attention of the person whose action is being appealed. (The instructor of the course or administrator whose action is being appealed will be referred to in this regulation as the Responding Party.) If the issue cannot be resolved with the decision of the Responding Party, or if the Responding Party is not available, the student must pursue a Step 2 solution with the unit head, usually the chair or director of the unit.~~

~~(c) — Step 2: The student must submit the appropriate appeal form, available at the following URL: www.dtl.ucf.edu/gradeappeal. The unit head or designee, in consultation with the Responding Party, should make reasonable efforts to communicate with the student and resolve the problem. This communication shall normally take place within ten (10) business days of the complaint being forwarded to the unit head or designee. The unit head or designee will provide the student with a written final unit level decision. The written decision must include the contact information of the appropriate associate dean or designee to contact regarding the appeal process if dissatisfied with the final unit level decision.~~

~~1. — If the Responding Party is not available to discuss the problem, the resolution should wait, if at all possible, until such time as the Responding Party can return to the campus, but not more than (90) business days.~~

~~2. — If the unit head or designee and/or associate dean or designee determines that an emergency exists requiring that the problem be solved prior to the availability of the Responding Party (e.g. in a case of probable delayed graduation), the unit head or dean or designee shall make reasonable efforts to inform the Responding Party of the situation. The Responding Party may elect to submit a written statement and/or to designate a replacement to aid in solving the problem.~~

~~(4) Resolution of Student Academic Appeals at the College Level~~

~~(a) — Step 3: If the student is dissatisfied with the outcome, then the student may proceed to Step 3 of the process. Within ten (10) business days of receipt of the unit head's or designee's decision, the student must schedule an appointment with the appropriate associate dean or designee of the college in which the action occurred. That individual will review the student's concerns, inform the student of their~~

~~ability to seek the assistance of a student government advisor and explain the Student Academic Appeals process. The associate dean or designee shall issue a written recommended resolution, including a concise and explicit written statement that explains the basis for the recommended resolution, within ten (10) business days of the meeting outlined above. Each party has ten (10) business days from the issuance of the written recommended resolution to review the written recommended resolution.~~

~~(b) — Step 4: If the student does not accept the written recommended resolution of the associate dean or designee, then the student must submit a written appeal to the associate dean or designee. The college will have ten (10) business days from that notice to form an Ad Hoc Student Academic Appeals Committee. This committee will review the student's appeal regarding the awarded grade and/or the academic program action and, if appropriate, suggest a resolution.~~

~~(c) — The Committee shall, at a minimum, be presented with the following information:~~

- ~~1. — Electronic appeal form submitted by the student.~~
- ~~2. — A written final decision of the unit head or designee.~~
- ~~3. — Recommended resolution of the associate dean or designee.~~
- ~~4. — Information submitted by the student.~~
- ~~5. — Information submitted by the Responding Party.~~

~~(5) Composition of the Ad Hoc Student Academic Appeals Committee~~

~~(a) — Each college shall establish an Ad Hoc Student Academic Appeals Committee whenever required and the Committee shall be considered dissolved upon submission of the Committee's recommendation to the college dean.~~

~~(b) — The committee shall be made up of at least two and no more than five full time instructional faculty members and an equal number of students. The college shall make a reasonable effort to select students of comparable academic classification as the student initiating the appeal.~~

~~(c) — Quorum for the Committee shall be two (2) faculty members and two (2) students.~~

~~(d) — Student members shall be selected by the associate dean or designee from a panel of students. This panel shall be appointed by the Vice President of Student Development and Enrollment Services and/or the Dean of the College of Graduate~~

~~Studies. The list of students appointed to the student panel shall be maintained by the Office of Student Conduct and furnished upon a request from a college.~~

- ~~(e) — The parties will be informed of the names of the Ad Hoc Student Academic Appeal Committee members seated to hear the appeal. Any member may be challenged for cause by either party within three (3) days of notification of the names of the members assigned to the Ad Hoc Student Academic Appeals Committee. The validity of such challenges shall be decided by the Assistant Dean and Executive Director of Student Rights and Responsibilities or designee. If a challenge is upheld, the college dean or designee shall appoint a replacement from the college's full-time instructional faculty members or the student panel.~~

~~(6) Ad Hoc Student Academic Appeals Committee Guidelines:~~

- ~~(a) — The following guidelines should be adhered to when a committee is conducting a review of an appeal:~~
- ~~1. — The Committee will function as an objective, fact-finding body when examining all available and relevant information concerning the student's appeal of a grade or program action by the Responding Party. Such information may include the student's written appeal, written and/or oral information provided by the Responding Party, statements made by both parties before the Committee, and any other information the committee may deem relevant.~~
 - ~~2. — The time limits specified in the following review procedure may be extended by mutual agreement of the parties.~~
 - ~~3. — The committee should make reasonable efforts to meet for review of the case within twenty (20) business days. If the committee cannot meet within the 20 days, the university will inform the parties of the need for additional time. Should either party fail to attend the scheduled appeal hearing, the hearing will be held in the party's absence with the understanding that the proposed outcomes and resolutions will be made using the information available at the time of the appeal hearing in the party's absence.~~
 - ~~4. — The associate dean or designee will convene the committee, establish procedural rules for conducting the meeting, serve as its chair, and will vote~~

~~in the case of a tie. The meeting is not covered by Sunshine laws and is thus closed to outside parties and will not be recorded.~~

~~5. The student and Responding Party shall be invited to meet with the committee. Participating individuals in the appeal may appear through virtual (electronic) means at the committee meeting. Each shall be allowed adequate time to respond to the appeal and material as submitted, to answer any questions from committee members, and to present additional information needed to clarify the issues involved.~~

~~6. After meeting with both parties, the committee will deliberate and issue a recommendation by majority vote to the college dean. The committee will (1) decide if the student has demonstrated that there were grounds for the appeal and, if there were grounds, (2) suggest what resolution should be implemented. This decision may let the grade/action as recommended by the associate dean or designee in Step 3 stand as is, or alter the recommended grade/action. If the decision of the committee is to alter the recommended Step 3 decision of the associate dean or designee, only the faculty members on the Board will be involved in deciding what the alteration will be. The committee chair will ensure that the committee's majority opinion, rationale, and recommended findings and resolutions are recorded and forwarded to the college dean within five (5) days of the conclusion of the Committee hearing.~~

~~(b) The college dean will prepare a written decision on the appeal within five (5) business days of the receipt of the Committee's recommendation. The college dean may do one of the following with the Committee's recommendation: accept it, reject it, or modify it. If the college dean rejects or modifies the Committee's recommendation, then the college dean's written decision must include a statement of reason for the action. The college dean will send a copy of the Committee's recommendation along with the college dean's written decision to the student, the Responding Party, the Provost, the unit head, and the appropriate dean of undergraduate or graduate studies. The college dean's decision shall be the final decision on the college level.~~

~~(7) Final Appeal~~

- ~~(a) — Step 5: If dissatisfied with the college dean’s decision, the student may, within ten (10) business days, file a written request for review with the dean of undergraduate studies or the dean of graduate studies, or designee (depending upon the classification of the student), clearly stating the basis for review and the resolution sought by the student.~~
- ~~(b) — The dean of the college of undergraduate studies, or designee, or dean of the college of graduate studies, or designee, shall serve as the final appellate officer. The final appellate officer should issue a written decision to the student’s appeal within twenty (20) business days of receipt of the appeal. Should the final appellate officer require additional time for review beyond the 20 business days, the final appellate officer will notify the student in writing of the need for additional time.~~
- ~~(c) — Acting as the University President’s representative, the decision of the dean of undergraduate studies, or designee, or the dean of graduate studies, or designee, shall represent final agency action. Copies of the dean’s, or designee’s written decision shall be sent to the student, the college dean, the unit head, the Director of OSC, the Responding Party, the Provost, and the appropriate dean of undergraduate or graduate studies.~~

Authority: BOG Regulation 1.001. History– New 4-23-03, Formerly 6C7-5.00431, Amended 8-10-09, 9-4-12, 10-29-15, 7-20-17, 7-19-18, 1-24-19, 9-19-19, _____-21.

UCF BOARD OF TRUSTEES

Agenda Item Summary

Board of Trustees

June 17, 2021

Title: Academic Health Sciences Center Update

☒ **Information**☐ **Information for upcoming action**☐ **Action****Meeting Date for Upcoming Action:** _____**Purpose and Issues to be Considered:**

Manatt Health Strategies, LCC was engaged to work with UCF's Academic Health Sciences Center (AHSC) and UCF leadership to develop options and solutions to address the critical issues for achieving UCF's vision for the AHSC, aligned with President Cartwright's goals for UCF.

During this presentation, President Cartwright, Dr. Deborah German, Vice President for Health Affairs and Dean of the College of Medicine, and representatives from Manatt will share an update on the key opportunities and challenges for UCF and the AHSC. Following the presentation, the Board will have the opportunity to ask questions on the planning process and provide input to realize UCF's aspirations for the AHSC and its member colleges and programs.

Background Information:

Following a series of stakeholder interviews and surveys, Manatt moderated a preliminary strategic planning retreat with students, faculty, and staff to introduce the strategic planning framework and vision.

A presentation of the final AHSC Strategic Plan will be shared with the Board in October 2021.

Recommended Action:

This item is being presented as information only.

Alternatives to Decision:

N/A

Fiscal Impact and Source of Funding:

N/A

Authority for Board of Trustees Action:

N/A

Contract Reviewed/Approved by General Counsel ☐ N/A ☒**Committee Chair or Chair of the Board has approved adding this item to the agenda** ☒**Submitted by:**

President Cartwright

Supporting Documentation:

Attachment A: UCF Academic Health Sciences Center Update

Facilitators/Presenters:

President Cartwright

Deborah German, Vice President for Health Affairs and Dean, College of Medicine

Darrell Kirch, Manatt Consulting

Shannon Lorbiecki, Manatt Consulting



University of Central Florida Academic Health Sciences Center Update

UCF AHSC Board of Trustees Meeting

June 17, 2021

The Value of the Academic Health Sciences Center (AHSC) in a Major Research University

2

With few exceptions, the top research universities in the nation have robust academic health centers.

- In the 21st century, health care is the largest sector in our economy and a rapidly growing sector of the workforce, and biomedical research is a key area of innovation.

The economic impact of academic health centers is significant:

\$1,750

in economic
impact

U.S. medical schools and teaching hospitals represented by the Association of American Medical Colleges (AAMC) generated approximately \$1,750 in economic impact per person and supported more than 6.3 million jobs nationally in 2015

\$854

in economic
impact

In Florida, participating medical schools and teaching hospitals represented \$854.31 in economic impact per state resident, indicating an opportunity to grow impact

1 in 51

employed

1 in 51 Americans are directly or indirectly employed by AHSCs

Value and Benefits of an Integrated AHSC

3



Students and trainees benefit from integrated interprofessional educational programs in hospitals and practices that are dedicated to teaching. Interaction across both formal and informal education and clinical settings better prepares learners for working in team-based care delivery.



There are community service and engagement benefits. Practicing in teams has a holistic impact on the health of the communities that are served.



Increasingly, science, discovery, and innovation have become interdisciplinary. Bringing together scientists and clinicians across disciplines provides a catalyst to grow impact.

Why a UCF Academic Health Sciences Center (AHSC)

4

Original Intent of Forming the AHSC

“The AHSC will enable UCF to leverage, build and deploy its collective health-related assets and strengths across all missions and disciplines to solve society’s greatest health care challenges.”

Why this plan is critical now:

- **To build upon existing UCF strengths and catalyze the AHSC’s development** to advance the University’s goal to be a top public research university.
- **To evolve as a differentiated AHSC**, leveraging the uniqueness, large population base, and resources of the Orlando region to drive innovation, support regional economic development, and address targeted health care challenges.

Source: Report of the Academic Health Sciences Center Task Force. December 18, 2017

Timeline for UCF and Its AHSC

5



Overview of the UCF AHSC College (as of Fall 2020)

6

College	# of Graduate Students	# of Undergraduate Students	# of Faculty Members	Research Expenditures (2020)
College of Health Professions and Sciences	971	6,354	100	\$3.6 million
College of Medicine	1,108 (490 medical students, 133 graduate students, 485 residents/fellows)	3,086	142	\$20.1 million
College of Nursing	502	2,644	56	\$2.4 million
AHSC Total and Proportion of UCF	2,581 (nearly 1 in 4)	12,084 (1 in 5)	298 (1 in 6)	\$26.1 million (13%)

Data from Institute Knowledge Management (IKM) System provided by UCF: UCF research from <https://www.ucf.edu/news/ucf-sets-research-funding-record-of-204-5-million>

Overview of the UCF AHSC Graduate and Professional Programs

7

College of Health Professions and Sciences

- **History:** Established in 2018
- **Student Body Diversity:**
 - 46% White, 28% Hispanic, 10% Black, 6% Asian, and 5% other
 - Graduate CHPS students: 60% female, 40% male
- **Degrees Offered:**
 - Exercise Physiology/Education, Social Work/Public Affairs (PhD)
 - Physical Therapy (DPT)
 - Communication Sciences and Disorders (MA)
 - Social Work (MSW)
 - Anatomical Sciences, Military Social Work (Certificates)
 - Kinesiology (MS)
 - Communication Sciences and Disorders (BA)
 - Communication Sciences and Disorders, Health Sciences, Kinesiology (BS)
 - Social Work (BSW)

College of Medicine

- **History:** Established in 2006; founded on principles of economic impact, innovation, high-tech learning tools, and a pioneering spirit
- **Student Body Diversity*:**
 - 46% White, 28% Hispanic, 10% Black, 6% Asian, and 13% other
 - COM students are 47% female and 53% male
- **Degrees offered*:**
 - Doctor of Medicine (MD)
 - Biomedical Sciences (PhD)
 - Biomedical Sciences (MS)
 - Biomedical Sciences (BS)
 - Biotechnology (BS)
 - Medical Laboratory Sciences (BS)

College of Nursing

- **History:** Established as a college in 2007; founding roots go back to 1978
- **Student Body Diversity:**
 - 57% White, 18% Hispanic, 11% Black, 6% Asian, and 8% other
 - Nursing students are 87% female and 13% male
 - Nearly all of the students are Florida residents
- **Degrees Offered:**
 - Multiple Doctor of Nursing Practice degrees (DNP)
 - Multiple master's degrees in nursing (MSN)
 - Post-grad nurse anesthesia certificate program
 - Post-grad nurse midwifery certificate program
 - Post-grad APRN certificate program
 - Nursing (BN)

**Does not include medical residents or fellows*

Key Issues for the UCF AHSC

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There are challenges to be addressed as a new AHSC, early in its evolution.

- Completing the basic building blocks of the AHSC organization.
- Evolving the nascent AHSC to the next level through a realistic 5- to 10- year growth plan.
- Building interprofessional collaboration, education, and research programs in a geographically dispersed AHSC.
- Focusing, prioritizing, and sequencing initiatives given resource constraints and limited levers for initial investment.



There are significant opportunities and partnerships, both internal to UCF and external, that are key to our collective success.

- Elevating UCF's research stature through Health Sciences, e.g., strengthening the health sciences to make the AHSC the best partner for UCF.
- Collaborative partnerships with local and national health systems.
- UCF and the AHSC's key role in the development of Lake Nona and the region as a hub of health innovation and in driving economic development.

We are just over 3 months into a 6-month strategic planning process.

- **Accomplishments to date include:**
 - Solicited broad stakeholder input (*see table below*)
 - Conducted current state assessment
 - Completed strategic issues analysis
 - Developed strategic plan framework to work through the key issues facing the AHSC

Strategic Planning Stakeholder Input

Interviews	Surveys	Stakeholder Retreat
• 18 UCF stakeholders • 25 external stakeholders	• The faculty and staff survey solicited 205 total responses • The student survey solicited 198 total responses	• Over 90 total participants for a 3-hour virtual retreat

*We are currently working with AHSC and UCF leadership **to develop options and solutions to address the critical issues for achieving UCF’s vision** for the AHSC, aligned with President Cartwright’s goals for UCF.*

UCF AHSC Strategic Plan: Internal Interview List

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Governance	
Name	Title
Ms. Beverly Seay	Chair, Board of Trustees
Mr. Joseph Conte	Member, UCF Board of Trustees
Ms. Martie Moore	Chair, UCF College of Nursing Dean’s Advisory Board

University Leadership	
Name	Title
Dr. Alexander Cartwright	UCF President
Dr. Michael Johnson	Interim Provost and Vice President for Academic Affairs
Mr. Gerald Hector	Senior VP, Administration and Finance, UCF
Mr. Matthew Hall	VP for Information Technology and CIO, UCF
Ms. Janet Owen	VP for Government Relations and Associate General Counsel, UCF
Dr. Michael Georgiopoulos	Dean, UCF College of Engineering and Computer Science
Elizabeth Klonoff	Vice President, Research, Dean of College of Graduate Studies, UCF

UCF AHSC Leadership	
Name	Title
Dr. Deborah German	Vice President, AHSC and Dean, College of Medicine
Ms. Jeanette Schreiber	Associate Vice President for Medical Affairs and Chief Legal Officer
Mr. Danny Cavallo	Associate Vice President and CFO
Dr. Michael Deichen	Executive Director, Student Health Services
Mr. Michael Duong	Associate VP Health and Information Technology, COM
Dr. Chris Ingersoll	Dean, College of Health Professions and Sciences
Dr. Mary Lou Sole	Dean, College of Nursing
Dr. Jennifer Kent-Walsh	Associate Dean of Research, College of Health Professions and Sciences
Dr. Griffith Parks	Associate Dean, Research, Director, Burnett School of Biomedical Sciences
Dr. Judy Simms-Cendan	Professor, UCF COM, Education Council

Clinical Partners Organization Leadership

HCA leaders from Lake Nona Medical Center, North Florida Division and National Group

Nemours Children's Hospital

Orlando VA Healthcare System

Advent Health Executive Leadership

Orlando Health Executive Leadership

Community Leaders

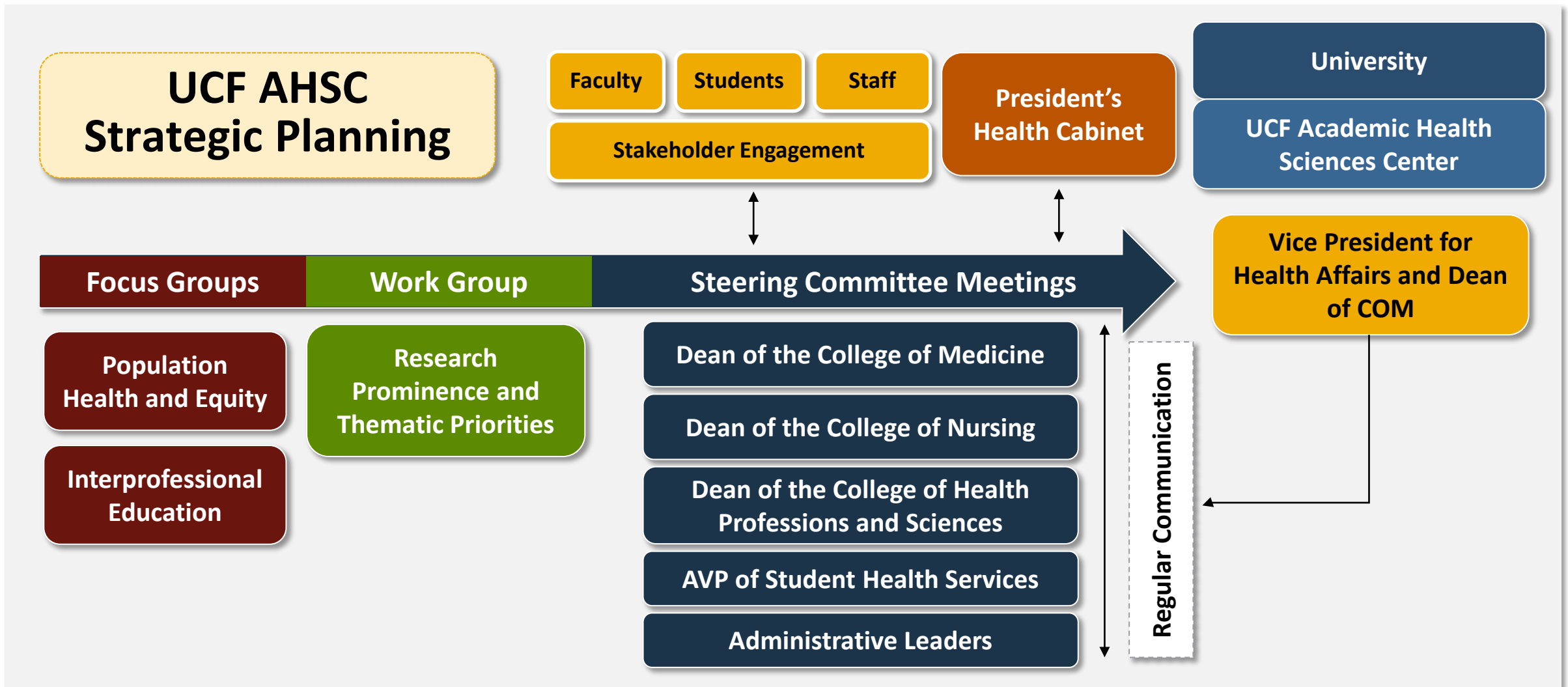
Florida Blue

Orlando Economic Partnership

Tavistock Group

AHSC Strategic Planning Structure

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UCF AHSC Strategic Plan Framework

The Strategic Plan will define the priorities to realize the aspirations of the AHSC and its member colleges and programs.

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Objective: Create the roadmap for the AHSC to enable its schools and programs to transform health and well-being.



UCF AHSC & UCF Alignment



AHSC Differentiation and Value



Clinical Services and Partnerships



Foundational: Essential Elements of an Integrated AHSC



- The AHSC will play a critical role in UCF's position as a leading metropolitan research university by enhancing academic excellence to drive greater student success and research outcomes.
- The strategic plan will build upon existing strengths to catalyze the AHSC's development and support the University's goal of being a top public research university through collaboration. The following areas are being considered as potential thematic areas of focus.
 - Tourism health, hospitality industry, and global mobility
 - Human performance and healthy aging
 - Cancer
 - Engineering and health
 - Augmented reality/virtual reality (AR/VR) and simulation
 - Population health and health equity
- There are opportunities for more new and innovative intercollegiate teaching programs (e.g., dual degrees, tracks, programs) like the Medicine-Engineering Double Degree (MEDD) program, a partnership between the colleges of Engineering & Computer Science and Medicine. Fourth-year MEDD students who meet academic criteria are guaranteed an admissions interview at the UCF College of Medicine.



The strategic plan will articulate the AHSC's compelling value proposition and communicate its value to stakeholders by defining the ways that the AHSC is and will be differentiated from other health sciences centers and add value to UCF, the region, the state of Florida, and beyond.

- A rapidly developing medical city at Lake Nona is an existing differentiator. Continuing to leverage the unique characteristics, technology, and innovation of Lake Nona and the Orlando region will drive AHSC differentiation.
- A core theme of its differentiation will be UCF's role in innovation and health technology, e.g., AR/VR, simulation.
- The AHSC has the meaningful components to build out an innovative interprofessional education curriculum that trains learners to practice in team-based care settings.
- The AHSC will play a crucial role in securing resources for health sciences colleges and programs by elevating and promoting UCF's excellence and its national reputation and by speaking with one voice.



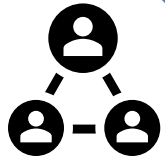
- A more unified approach to clinical affiliations will make UCF a stronger partner and enhance UCF's key role and value to the state in health workforce development and public health initiatives.
- The plan will confirm the clinical services and partnership relationships, both existing and future, and the clinical faculty network needed to fulfill the AHSC's vision and strategic plan.



- The strategic plan will identify the AHSC's building blocks that will support shared curriculum development and continue to advance interdisciplinary education, research, and clinical service.
- The plan will create the roadmap for the AHSC's financial success, including leveraging synergies across units.
- A new AHSC budget and resourcing model consistent with the University's budget model is needed to benefit from the scale of the collective health sciences and UCF.
- The AHSC will continue its commitment to diversity and inclusion in a shared culture of trust, engagement, and accountability that makes UCF one of the best places to work.
- An emerging clinical and research priority is to become an example for how a community fully commits to inclusive excellence and actionably delivers on diversity, equity, and inclusion initiatives.



Focus groups, interviews, and working sessions with UCF faculty and staff to develop recommended strategies and solutions



Ongoing AHSC Executive Council and President's Health Cabinet working sessions to iterate on strategic options and develop final strategic plan



Presentation of final plan to Board of Trustees in October 2021

UCF BOARD OF TRUSTEES
Agenda Item Summary
June 17, 2021

Title: Election of Chair and Vice Chair of the UCF Board of Trustees

☐ **Information**

☐ **Information for upcoming action**

☒ **Action**

Meeting Date for Upcoming Action: _____

Materials forthcoming.