



November 18, 2021 UCF Board of Trustees Meeting

Board of Trustees
 Rosen College of Hospitality Management
 Nov 18, 2021 9:00 AM - 1:30 PM EST

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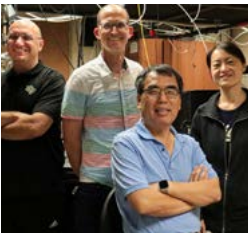
5 THINGS TO KNOW

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



Advancing Transportation and Infrastructure Across America

Electric vehicles are attractive for their cheaper fuel costs and lower maintenance requirements, but challenges like finding charging stations during long trips, greater upfront costs, and limited models has hindered widespread adoption. UCF aims to change that as part of a new coalition of more than 60 public and private organizations charging forward to address the electric transportation market and infrastructure challenges in the Southeast region of the U.S.



Aiding U.S. in Race to Laser Science Prominence

UCF is joining the 11-member, invitation-only LaserNetUS, a consortium of the nation's best large laser facilities started by the Department of Energy. The institutions will work together to establish the United States as the leader in the world's race to advance intense laser science. UCF was sought out for its expertise in ultrafast long wavelength lasers with high energy and high average power.



Nationally Certified for Helping Latino Students Excel

UCF was recently recognized by two organizations as a national leader for its efforts in accelerating Latino student success. UCF became the second university in Florida and one of 24 institutions certified with the Seal of *Excellencia* designation since its inception in 2019. The news was announced two days after UCF was named a Fulbright Hispanic Serving Institution Leader by the U.S. State Department's Bureau of Educational and Cultural Affairs. As of Fall 2021, 19,665 Hispanic students are enrolled at UCF, making up 27.8% of the student population.



Florida's First-of-its-Kind FinTech Degree

Financial technology is widely regarded as one of the world's fastest growing business areas, so to help provide highly trained professionals to the industry, UCF recently launched a new master's degree in FinTech — the only program of its kind in Florida. Upon completion of the program, graduates will be well positioned for a wide range of jobs, including apps developer, blockchain developer, cybersecurity analyst, compliance expert, data specialist, financial analyst, investment manager and more.



Orlando: Powered by Knights

More than 25% of this year's "Orlando's 50 Most Powerful People" honorees are Knights. Board of Trustees Chair Alex Martins '01MBA, UCF President Alexander N. Cartwright and 12 other faculty, alumni and supporters were named to Orlando Magazine's list, which highlights prominent leaders in education, tourism, government, entertainment, sports, arts and business.



7. Consent Agenda

Chair Martins

- AES – 1 New Degree Program Proposal – Ph.D. in Biomedical Engineering (*Seay*)
- AES – 2 Student Career Planning and Development – UCF Response to HB-1261 (*Seay*)
- AES – 3 Tenure with Hire (*Seay*)
- AES – 4 Conferral of Degrees (*Seay*)
- GOV – 2 Adoption of University Regulation UCF-4.015 Fraud Prevention and Detection (*Okaty*)
- GOV – 3 Approval of UCF Research Foundation Fourth Amended and Restated Bylaws (*Okaty*)
- GOV – 4 Approval of Limbitless Solutions Fourth Amended and Restated Bylaws (*Okaty*)

8. Break

9. Discussion

- DISC-1 University for the Future: Preparing for Innovations in Hospitality, Tourism and Entertainment
Moderator: Chair Martins
Panelists: Michael D. Brown, *President and Chief Executive Officer, Travel + Leisure Co.*; John Sprouls, *Executive Vice President and Chief Administrative Officer, Universal Parks & Resorts*; and Jeff Vahle, *President, Walt Disney World Resort*

10. New Business

- BOT – 1 President’s FY22 Goals
Chair Martins
President Cartwright

11. Break

12. Working Lunch

- DISC – 2 Anatomy of Good Governance
Dr. Sally Mason, *Senior Consultant and Senior Fellow, Association of Governing Boards and President Emerita of the University of Iowa*



13. Announcements

December 2, 2021

Board of Trustees Retreat
(UCF Downtown Campus)

December 17 – 18, 2021

UCF Commencement Ceremonies
(Addition Financial Arena)

January 25 – 26, 2022

Board of Governors Meeting
(Florida State University, Tallahassee)

February 22, 2022

Board of Trustees Committee Day
(UCF Downtown Campus)

February 23, 2022

Board of Trustees Meeting
(UCF Downtown Campus)

14. Adjournment

Chair Martins

**Minutes
Board of Trustees
Emergency Meeting
University of Central Florida
September 10, 2021**

Chair Alex Martins called the Board of Trustees Emergency Meeting to order at 3:15 p.m.

He 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 virtually: Chair Alex Martins, Vice Chair Harold Mills and Trustees Tiffany Altizer, Meg Hall, Joseph Harrington, Caryl McAlpin, John Miklos, Michael Okaty and Beverly Seay.

Trustees Christy and Gaekwad joined via teleconference.

Trustees Jeff Condello and Joseph Conte were not in attendance.

PUBLIC COMMENT

There were no requests for public comment.

NEW BUSINESS

BOT-1 UCF Athletics Conference Membership

Martins recognized President Alexander Cartwright to address the Board.

Cartwright shared that earlier in the day, UCF received an invitation to join the Big 12 Conference no later than July 1, 2024. He said this invitation will not only enhance the university's national recognition in athletic competitions but also strengthen the university's goal to become the world's leading metropolitan research university. He said preliminary financial terms were outlined in meeting materials. Cartwright concluded his remarks with thanks to past and present university constituents, Big 12 Commissioner Bob Bowlsby and American Athletic Conference Commissioner Michael Aresco.

Martins commented that it is the Board's role to make important decisions for the betterment of the university and these decisions are centered on benefiting students. He said today's decision has the strong potential to be one such transformative decision noting that intercollegiate athletics provides a launching point for international notoriety that has a multiplying effect on a university's success.



Martins said he would entertain a motion to accept the invitation to join The Big 12 Conference and to delegate to President Alexander Cartwright the authority to negotiate and agree to terms of admission to the Big 12 as well as terms of exit from the American Athletic Conference, in consultation with the Chair of the Board of Trustees.

McAlpin moved to approve BOT-1 with Mills providing the second.

The trustees had the following comments:

- Okaty shared his thanks for the contributions of previous and current university staff, leadership and members of the Board of Trustees who laid the foundation for today’s vote.
- Gaekwad requested clarification that his questions regarding resources to support the realignment were addressed. Martins said he consulted with Cartwright on conference transition and will continue to do so as negotiations with the Big 12 Conference and the American Athletic Conference move ahead.

The motion passed unanimously.

BOT-2 Amended Line of Credit between the UCF Foundation and UCF Athletics Association

Martins recognized Gerald Hector, Senior Vice President for Administration and Finance, to address the Board.

Hector said in December 2020 the Board voted to institute a \$4M internal line of credit between the UCF Foundation and the UCF Athletics Association. Hector said today’s request is to increase that line to \$10M to support upcoming transactions related to conference transition. He said no other material terms in the agreement, including an annual interest rate of 3 percent, have changed.

Martins said he would entertain a motion to approve the first amendment to the memorandum of understanding between the UCF Foundation and UCF Athletics Association.

Mills moved to approve BOT-2 with Okaty providing the second.

The motion passed unanimously.

ADJOURNMENT

Martins adjourned the board meeting at 3:32 p.m.

Reviewed by: _____ Date: _____
Alex Martins, Chair UCF Board of Trustees

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

**Minutes
Board of Trustees Meeting
University of Central Florida
September 23, 2021**

Chair Alex Martins called the Board of Trustees Meeting to order at 9:33 a.m.

He 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 Alex Martins, Vice Chair Harold Mills and Trustees Tiffany Altizer, Bill Christy, Joseph Conte, Meg Hall, Joseph Harrington, Caryl McAlpin, John Miklos, Michael Okaty and Beverly Seay.

Trustees Jeff Condello and Danny Gaekwad attended the meeting virtually.

PUBLIC COMMENT

There was one request for public comment. Terry Walsh commented on transfer students and undergraduates.

MINUTES

Martins called for approval of the meeting minutes of the August 19, 2021 meeting. Mills moved to approve the minutes with McAlpin providing the second. The motion passed.

REMARKS

Martins recognized former Trustee John Sprouls for his outstanding service and commitment to the Board. He commended President Cartwright for the strategic focus on the university's \$40 million gift from MacKenzie Scott and Dan Jewett.

Martins outlined the topics from the last Board of Governors' (BOG) meeting that he would like the Board to focus on for the upcoming year:

- Inclusive Excellence and Civil Discourse in the State University System (SUS), which will be further discussed in today's agenda.
- The need for collaboration between the state universities and industry. He said that in a future meeting, the Board will conduct an industry panel discussion about the needs of the local economy.
- Commitment to address deferred maintenance issues within the SUS, noting that the university will continue to work closely with the BOG to identify sources of revenue and to educate state legislators on this topic.
- Student highlight presentation, which will be incorporated into the Board's agenda

beginning with the next meeting.

- Focus on performance metrics, a topic that requires regular discussion at Board meetings.

He concluded his remarks by stressing the importance of the university's alignment with the BOG and reiterating the transformative event of the university's admission into the Big 12 Conference, a move that will benefit the university's entire student population and contribute to the university's goal of becoming a top metropolitan research university.

He recognized President Alexander Cartwright for his President's Update.

President's Update

Cartwright's update highlighted:

- Recognition of faculty and staff who helped to navigate a return to more normal fall operations
- Participation in traditions of opening a new semester and increased opportunities for face-to-face interaction with students, faculty and staff
- UCF continues to monitor COVID-19 numbers on campus
- U.S. News & World Report rankings of note:
 - 67 for public institutions – up 10 from last year
 - 148 for all colleges and universities – up 12 from last year
 - 15 for most innovative – 4th year in the top 20, first in Florida
 - 51 for top performers on social mobility
 - UCF is one of only three universities nationally to climb in the overall rankings for each of the past five years
- Big 12 Conference invitation, noting that he will keep the Board informed of the conference transition process
- Hispanic Heritage Month:
 - Hispanic-Serving Institution (HSI) Week Forum
 - UCF is one of three Hispanic-Serving Institutions in Florida's State University System and one of only 16 Hispanic-Serving Research Institutions across the country
 - UCF's first HSI federal grant - The National Science Foundation (NSF) grant of more than \$1.8 million through its Improving Undergraduate STEM Education program to support the success of Latino and other underrepresented students pursuing a major within STEM fields.
- Monthly Student Dinner Series, an opportunity to connect and hear from students regarding their campus experiences.
- Leadership Updates:
 - Welcomed Andrea Guzmán, Vice President for Diversity, Equity and Inclusion, and Jonathan Varnell, Vice President for Facilities and Business Operations
 - Searches to be completed include Senior Vice President for Advancement and External Affairs; Senior Vice President for Student Success; and Vice President and General Counsel

- Recognized Paul Sohl, President of the Florida High Tech Corridor Council, on their 25th anniversary, noting their strategic partnership with UCF, USF and UF.
 - Sohl acknowledged his team was present at the meeting and provided a Florida High Tech Corridor Council update.

COMMITTEE REPORTS

Martins 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.

ACADEMIC EXCELLENCE AND STUDENT SUCCESS COMMITTEE REPORT

Seay, Chair of the Academic Excellence and Student Success Committee, reported highlights from the committee meeting held on September 22, 2021.

AES-1 2021 SUS Textbook and Instructional Material Affordability Annual Report

Seay moved to approve AES-1 with McAlpin providing the second. The motion passed.

AUDIT AND COMPLIANCE COMMITTEE REPORT

Christy, Chair of the Audit and Compliance Committee, reported highlights from the committee meeting held on August 24, 2021.

AUD-1 University of Central Florida 2021 Florida Equity Report

Christy moved to approve AUD-1 with Seay providing the second. The motion passed.

Mills acknowledged UCF's diverse student population, commenting on the work that needs to be done to reflect that same diversity in UCF's faculty, staff, administration and the Board, which he believes is necessary for the Board to deliver a better product to students. Martins concurred and referenced the discussion during the Audit and Compliance Committee, noting that the Equity Report only covers certain categories, and the university needs to find and ensure ways to track that it does reflect the university's student body and there is a diverse approach to operations. Christy said the Committee had a discussion on graduation rates and tasked staff with determining why there were reductions in certain areas.

AUD-2 Five-Year External Program Review of UCF's Compliance Program

Christy moved to approve AUD-2 with Conte providing the second.

Harrington asked to move the report back to Committee since faculty were not interviewed:

- Rhonda Bishop, Vice President for Compliance and Risk, clarified the external

review process.

- Mills asked how often the review needs to be conducted. Bishop confirmed that the review needs to be conducted every 5 years, per BOG Regulation 4.003.
- Martins said he was comfortable with the process.
- Harrington agreed to move forward with the understanding that the faculty would be included going forward, and Christy agreed with this approach.

The motion passed.

BUDGET AND FINANCE COMMITTEE REPORT

Mills, Chair of the Budget and Finance Committee, reported highlights from the committee meeting held on September 22, 2021.

BUD-1 2021-22 Carryforward Spending Plan

Mills moved to approve BUD-1 which allows management to amend the plan to include \$11.8 million for critical IT infrastructure prior to submission to the Board of Governors. Christy provided the second. The motion passed.

BUD-2 2021-22 Fixed Capital Outlay Budget

Mills moved to approve BUD-2 with Harrington providing the second. The motion passed.

FACILITIES AND INFRASTRUCTURE COMMITTEE REPORT

McAlpin, Chair of the Facilities and Infrastructure Committee, reported highlights from the committee meeting held on September 22, 2021.

McAlpin reported that FAC-1 and FAC-2 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 September 22, 2021.

Okaty reported that GOV-1 through GOV-9 were unanimously approved by the committee and placed on the Board's consent agenda.

STRATEGIC PARTNERSHIPS AND ADVANCEMENT COMMITTEE REPORT

Conte, Chair of the Strategic Partnerships and Advancement Committee, reported highlights from the committee meeting held on September 22, 2021.

CONSENT AGENDA

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

DISCUSSION

DISC -1 Inclusive Excellence and Civil Discourse at UCF

Martins said that in addition to the BOG's initiative on Civil Discourse that was previously mentioned, a role of the Board is to understand the university's policies on freedom of speech, and the measures in place at the university to encourage freedom of expression. He recognized Cartwright to introduce this topic.

Cartwright's introduction highlighted:

- The university's diversity of background and experience; thought and religion; beliefs and ideals brought together make the university community better.
- The importance of the university's campuses to be places where any topic can be discussed, the learning that occurs from these discussions and the ability to disagree respectfully.
- A campus culture focused on inclusive excellence, with compassion at its core, will build an environment that will enable the university's goal to become the world's leading metropolitan research university.
- The BOG's directive of tasking the BOG Strategic Planning Committee with the Civil Discourse initiative.

Cartwright welcomed presenters Michael Johnson, Interim Provost and Vice President for Academic Affairs; Youndy Cook, Interim Vice President and General Counsel; Adrienne Frame, Interim Vice President for Student Development and Enrollment Services; and Andrea Guzmán, Vice President for Diversity, Equity and Inclusion, to address the Board and be available for questions.

Their presentation highlighted:

- Legal Overview
 - U.S. and Florida Constitutional guarantees; key provisions of the Campus Free Expression Act; House Bill 233; and the university's current policies and practices regarding freedom of expression.
- Academic Freedom
 - Focused on the relationship of academic freedom and freedom of speech.
- Student Awareness and Education
 - How the university educates students about free speech and encourages free speech.

The trustees had the following comments:

- Mills asked if the university was following the Supreme Court precedent on First Amendment limitations, and Cook confirmed that the university was. Mills asked for data around incidents where the university shielded free speech or free expression from students. Cook clarified that to her knowledge no such data exists since the

university supports free speech across campus, including before the adoption of the Campus Free Expression Act. Mills clarified with Cook that bullying (harmful behavior) is included in the university's Student Conduct Regulations, which was confirmed.

- Harrington recognized the university's role in teaching the legal and social limitations of speech, including external limits on student behavior, noting that a university is a unique environment as opposed to the rest of society.
- Cartwright reinforced the university's commitment for all to feel welcome and supported.
- Martins asked Seay, as Chair of the Academic Excellence and Student Success Committee, to keep regular dialogue with the Provost and Dr. Frame on this topic and bring updates or concerns to the Board through the Academic Excellence and Student Success Committee, as necessary.
- Harrington said the Faculty Senate recently appointed a committee to sponsor a series of university debates, with the intent to debate difficult issues, but also demonstrate and model that there can be disagreement while still remaining good friends.

WORKING LUNCH

DISC -2 University Decision-Making and Shared Governance

Martins recognized Provost Johnson to address the Board.

The presentation highlighted:

- Benefits of Shared Governance
- Roles in Shared Governance
- Examples of how Shared Governance works at UCF:
 - Course Content and Curriculum
 - Academic Policies
 - New Degree Programs
 - Colleges and Department Budgets
 - Hiring Faculty
 - Evaluating Faculty
 - Strategic Planning

The trustees had the following comments:

- Martins inquired about means other than advisory boards for gaining industry input in developing content and curriculum. Johnson said the most effective paths are advisory boards and informal conversations.
- Mills asked what percentage of the university's faculty serve as paid consultants. Johnson said he is not sure this is captured well since there is a strong disciplinary difference between colleges, noting industry input can be obtained through engineering and science research contracts and grants while business faculty tend to gain that input through consulting.
- Martins asked where the student falls in the context of course content and

curriculum, and how the university creates internship opportunities that prepare students for the workforce. Johnson said this is discipline dependent – professional disciplines do it well, but there is an opportunity to strengthen industry ties in non-professional disciplines.

- Cartwright followed up on Chair Martins' question, acknowledging that students are at the center of the course content and curriculum model. He further acknowledged that students become alumni working in industry, and they can have a big impact on the university's programs. To become a model that includes a circle of input between faculty, industry, leadership, and with students at the center, the university must think differently about how it can leverage input from each group.
- Harrington said this is also an opportunity for advancement, noting interested corporations can sponsor a course, fund a teaching lab or endow a professorship.
- Seay said marketing is needed to educate industries on the university's 'Handshake' system for hiring students.
- Christy noted a joint program of hospitality management and the arts is a highly sought-after joint degree that hospitality industries would support since it could help with their 50 percent first-year attrition rate. He stressed that the university needs to move on these opportunities — aggressively.
- Cartwright said that he and the Provost have been discussing industry clusters and how to bring in that expertise as a consortium in different areas.
- Mills cautioned that accountability and responsibility for the development of strategic partnerships must be assigned. Cartwright said the role of Senior Vice President for External Affairs and Advancement was expanded to include this responsibility. Mills suggested that each university department head should consider monitoring strategic partnerships as part of their objectives.
- Conte said the university should maintain and leverage current relationships and strategic partnerships and these can be studied as the university considers new partnerships.
- Okaty asked for a focus on a streamlined and easy process for community partners to find opportunities for mentorship, to find graduates to hire or to offer internships.
- Altizer said the College of Business has unique programs like The EXCHANGE for industry participation, but these programs need to be better marketed.
- Mills said the university should not forget that it can actively drive performance and improve its performance-based funding metrics, in turn increasing revenue. Johnson clarified that the state is not putting any new money in performance funding, and the university must perform well to not lose performance-based funding dollars.
- Hall commented that Student Government is advocating to publicize Student Perception of Instruction reports, recognizing that the rating scale is not always extremely accurate. She went on to say that making course design information available would be helpful so that all different types of learners can make the best choice when enrolling. She suggested offering a more reliable alternative to "Rate My Professor" that is focused on course design as opposed to personal opinion would be beneficial to students when enrolling in classes.

ANNOUNCEMENTS



Board of Trustees

Martins made several announcements regarding upcoming meetings.

NEW BUSINESS

There was no new business to come before the Board.

ADJOURNMENT

Martins adjourned the board meeting at 12:47 p.m.

Reviewed by: _____ Date: _____
Alex Martins, Chair, UCF Board of Trustees

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

**Minutes
Board of Trustees Special Meeting
University of Central Florida
October 28, 2021**

Chair Alex Martins called the Board of Trustees Special Meeting to order at 4:02 p.m.

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

Laura Stylianou, Assistant Director for Board Relations, called the roll and determined a quorum was present.

The following board members attended the meeting virtually: Chair Alex Martins, Vice Chair Harold Mills and Trustees Tiffany Altizer, Bill Christy, Meg Hall, Joseph Harrington, and Michael Okaty.

Trustees Joseph Conte, Caryl McAlpin and John Miklos joined via teleconference.

Trustees Jeff Condello, Danny Gaekwad and Beverly Seay were not in attendance.

PUBLIC COMMENT

There were no requests for public comment.

NEW BUSINESS

Martins 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.

[BOT-1 Article 2: Definitions, Article 7: Wages, Article 13: Change in Assignment, and Article 23: Grievance Procedure of the Collective Bargaining Agreement Between the University of Central Florida Board of Trustees and the American Federation of State, County and Municipal Employees \(AFSCME\)](#)

Martins said that in the August Board of Trustees meeting, he appointed a subcommittee of the Executive Committee responsible for advising and making recommendations to the Board and president regarding collective bargaining activities. He reminded the Board of the subcommittee members: Trustee Okaty, who acts as Chair, and Trustees Christy and McAlpin.

He recognized Okaty to address the Board.

Okaty said the university has three employee unions – the United Faculty of Florida (UFF); American Federation of State, County and Municipal Employees (AFSCME); and the Police Benevolent Association (PBA). He said Maureen Binder, Associate Vice President for Human Resources and Chief HR Officer, serves as the chief negotiator for both AFSCME and PBA, the unions with collective bargaining agreements being considered today. Okaty said the Collective Bargaining Subcommittee members had been individually briefed on both contracts.

He recognized Binder to address the Board.

Binder outlined the AFSCME and PBA collective bargaining processes.

Okaty welcomed subcommittee members Christy and McAlpin for comments. Both acknowledged that they were briefed and were comfortable with the collective bargaining processes.

Binder highlighted the negotiated articles of the AFSCME agreement.

Okaty moved to approve BOT – 1 with McAlpin providing the second.

President Alexander Cartwright acknowledged the hard work of the university's employees, particularly over the past 18 months. He said many of the staff represented through this employment agreement have worked on campus throughout the university's response to COVID-19. He said this agreement has his full support. Martins concurred with Cartwright's comments.

The trustees had the following comments:

- Conte encouraged a flexible approach to Article 13, in which the notice period was increased for reassignments. Binder commented that reassigned employees are also given a one-time \$500 payment for gas, tolls, and similar expenses. Conte asked when salaries will be renegotiated. Binder confirmed salaries are negotiated annually.
- Harrington said it will be important for the university to track national employment trends.

The motion passed unanimously.

BOT-2 Collective Bargaining Agreement Between the University of Central Florida Board of Trustees and the Central Florida Police Benevolent Association

Martins recognized Okaty, who said the subcommittee was briefed on this agreement. He asked Binder to outline significant changes to the PBA agreement, which she did.

Okaty clarified that department supervisors who serve on the university's negotiating committees are not covered under collective bargaining agreements, as management is not included in bargaining units. He said department leadership represents the university in collective bargaining with a special understanding of respective departmental concerns.

Okaty moved to approve BOT – 2 with Harrington providing the second.

Cartwright said the university's police officers are dedicated to keeping the campus safe while caring for and supporting our students, faculty and staff. He said he values their contributions to our community, the care they put into their work and the incredible services they provide 24/7, whether the campus is open or closed. He said this agreement has his full support. Martins concurred with his comments.

The trustees had the following comments:

- Conte requested clarification on the compensatory time off that is provided for mental health assessments and physicals in Article 11, which is six hours for each, annually . He asked if other university staff represented by a union were given a uniform compensation. Binder said the university gives the Facilities staff work uniforms but no outright compensation.



Board of Trustees

- Mills asked how the Sunshine Law applies to collective bargaining. Cook clarified the application of the Sunshine Law to the collective bargaining process and explained that the Board votes on ratification at the conclusion of negotiations.

The motion passed unanimously.

ADJOURNMENT

Martins adjourned the board meeting at 4:38 p.m.

Reviewed by: _____ Date: _____

Alex Martins, Chair UCF Board of Trustees

Respectfully submitted: _____ Date: _____

Mike Kilbride, Associate Corporate Secretary



Board of Trustees
November 18, 2021

GOV-1 FY21 Presidential Assessment and Compensation Review

Information

Discussion

Action

Meeting Date for Upcoming Action: _____

Purpose and Issues to be Considered:

Consider the Presidential Assessment and Compensation Review Executive Summary and outlined compensation recommendations (Attachment A).

Background Information:

Board of Governors Regulation 1.001 requires the Board to conduct an annual evaluation of the president. The Governance Committee is responsible for the annual evaluation of the president's performance in addition to reviewing the President's compensation and reviewing and approving the President's short- and long- term goals.

In June 2021, the Board approved a plan for evaluating the president's performance. The plan included an incentive plan to be utilized in determining the president's award of an annual incentive as provided by the president's employment agreement which provides for an annual incentive award of not more than 50 percent of the president's base salary (or up to \$300,000).

Following approval of the plan, the Chief Human Resources Officer conducted individual interviews with all trustees to discuss their assessment of the president based on the approved presidential assessment criteria. The assessment includes two parts: assessment of the president's leadership competencies and assessment of the president's progress and accomplishments related to the incentive plan goals.

Additionally, the Chair of the Board of Trustees requested input from the Chair of the Board of Governors (BOG), for input into the evaluation.

Based on all feedback received, the Chief Human Resources Officer compiled a Presidential Assessment and Compensation Review Executive Summary (Attachment A) in consultation with the Chair of the Board of Trustees. The report also includes compensation recommendations made by the Immediate Past Chair of the Board of Trustees.

Recommended Action:

Approve the Presidential Assessment and Compensation Review Executive Summary and outlined compensation recommendations in Attachment A.

Alternatives to Decision:

Decline approval of the Presidential Assessment and Compensation Review Executive Summary and compensation recommendations as presented.
Propose alternative compensation recommendations.



Fiscal Impact and Source of Funding:

If approved, non-state resources would be used to fund the incentive compensation payment.

Authority for Board of Trustees Action:

BOG Regulation 1.001

Board Policy - Presidential Performance and Compensation Review

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:

Maureen Binder, Associate Vice President and Chief Human Resources Officer

Supporting Documentation:

Attachment A: Presidential Assessment and Compensation Review Executive Summary

Facilitators/Presenters:

Alex Martins, Chair, UCF Board of Trustees

Beverly Seay, Immediate Past Chair, UCF Board of Trustees

Maureen Binder, Associate Vice President and Chief Human Resources Officer

**2020-21
Presidential Assessment and Compensation Review
Executive Summary**

The Board of Trustees' Presidential Performance and Compensation Review Policy requires an annual assessment of the president's performance. The Board of Trustees' Governance Committee is responsible for conducting this annual assessment. Each trustee was interviewed by Maureen Binder, Chief Human Resources Officer, using an assessment questionnaire that was distributed to each trustee in advance. The twelve leadership competencies assessed were: personal characteristics; strong academic leader/faculty focus; student focus; proven record of diversity and inclusion; partnerships and external relations; administrative leadership, judgement, and decision making; fund raising and diversification of resources; athletic knowledge, knowledge of metropolitan universities; relationship with governance; financial acumen; and overall performance. The assessment levels were defined as: Exceeds Expectations, Meets Expectations, and Does Not Meet Expectations. Additionally, the trustees rated the president on his five Fiscal 2021 Goals that were approved by the Board of Trustees on June 17, 2021. The rating criteria were: Superior, Very Good, Satisfactory, Less than Satisfactory and Unsatisfactory.

The trustees' assessment of the president's leadership competencies and overall performance evaluation rating was "Exceeds Expectations." President Cartwright was rated highest in the categories of strong academic leader, personal characteristics, athletics knowledge, and knowledge of a metropolitan university. In addition, the president's performance was commended by the Board of Governors' Chair, Syd Kitson.

The trustees believe the president has done an exceptional job in providing leadership to the university over the last year, especially considering the COVID-19 pandemic. Trustees noted the president's care and concern for UCF students, faculty, and staff. Several trustees commented in multiple categories that Dr. Cartwright was resilient and handled challenges very well. One particularly notable comment was that Dr. Cartwright would be farther along in some areas if it weren't for COVID, however his performance has been impressive. His integrity and transparency were praised as was his strong respect for the faculty and his own strong academic background. It was noted that because of his own background as a first-generation college student, the president could relate better to students. The trustees were almost unanimous in praising Dr. Cartwright's vision for focusing on making UCF the world's leading metropolitan research university. The trustees also praised the president's knowledge of athletics, mentioning his hiring of a new athletic director and football coach, along with UCF moving to the Big 12. It was noted that the Big 12 would help elevate UCF's national reputation and assist in building additional partnerships.

Several trustees commented that they were impressed with how President Cartwright has needed to make some very difficult decisions and tough calls. However, it was also noted in a few areas that he was still setting the foundation and had not had enough time to "move the needle." These areas of developing leadership included the areas of diversity, equity, and inclusion; partnerships and external relations; and fundraising and diversification of resources. Several trustees mentioned the McKenzie Scott gift, noting that President Cartwright would be responsible to grow it. It was mentioned that many external relationship opportunities had been handicapped by COVID but that this area was now moving in a better direction.

Several trustees commented that UCF was lucky to have President Cartwright and went on to say that he is setting a foundation to move UCF to a national stage in academics as a world class institution.

In summary, responding to this annual assessment review of leadership competencies, the committee recommends that President Cartwright's annual assessment be rated as "Exceeds Expectations."

In addition, the overall assessment of President Cartwright's performance toward his five Fiscal Year 2021 goals was rated as "Very Good." It was noted that the president still has leadership positions on his team to fill, however, the quality of the hires he has made so far has been excellent. One trustee commented that UCF was a large, complex place and the president "had a lot to get his hands around," including ensuring that the financial health of the institution was strong while providing financial accountability and transparency.

One trustee comment summed the overall assessment well, noting that it is a thrill to have Dr. Cartwright in the leadership helm at UCF with the foundation he is setting. President Cartwright is effectively positioning UCF to achieve world class performance in the education it provides to its student community.

In addition to the assessment of the President's Leadership Competencies and performance toward his fiscal goals, an annual evaluation of the president's base and incentive compensation was conducted in accordance with the Board of Trustees' Presidential Performance and Compensation Review Policy. The current board chair and the immediately preceding board chair considered an analysis of presidential compensation data for national, high-research universities comparable to UCF as well as total presidential compensation data for the Florida State University System (SUS) presidents. Based on this review, it is not recommended to adjust the president's base salary at this time.

Considering President Cartwright's annual assessment leadership competency rating of "Exceeds Expectations" and his Fiscal Year Goal achievement rating of "Very Good," the previous board chair has recommended a performance incentive award of \$197,500 based on the incentive structure approved by the Board of Trustees. The recommendation for the incentive award is made with consideration to the maximum award amount provided by the president's employment agreement, which is capped at half of the president's base salary.

Prepared by: Maureen Binder, Associate Vice President and Chief Human Resources Officer, in consultation with Alex Martins, Chair, UCF Board of Trustees

Submitted by: Alex Martins, Chair, UCF Board of Trustees



Board of Trustees
November 18, 2021

SPA-1: The Stephen W. Hawking Center for Microgravity and Education

Information

Discussion

Action

Meeting Date for Upcoming Action: _____

Purpose and Issues to be Considered:

Approval is sought to rename UCF’s Center for Microgravity Research to “The Stephen W. Hawking Center for Microgravity Research and Education,” which may also be referred to as “The Hawking Center.”

Note: No building or facility is being named. Activities of the Center for Microgravity Research take place primarily within labs in the UCF Physical Sciences Building and Florida Space Institute (FSI) facilities in Research Park.

Background Information:

On January 24, 2019, Vice President for Research Elizabeth Klonoff brought an information item to the Board of Trustees, via the Nominating and Governance Committee. The briefing described that renowned physicist and professor Stephen William Hawking provided UCF and Space Florida certified irrevocable consent to use his name in relation to a center for microgravity research and education. The Hawking consent letter further referred to creation of a non-profit entity, to be jointly operated by UCF and Space Florida.

UCF, in collaboration with Space Florida, has negotiated an agreement with the Estate of Professor Hawking, at least partially in view of certain registered U.S. trademarks owned by the Estate, with a result that simplified the matter to eliminate the requirement to form a separate non-profit entity. UCF and Space Florida have a pending collaboration agreement that defines the responsibilities of each and confirms UCF the controlling party for operations and education of the center.

Naming the center after Dr. Hawking would be a strategic move for UCF in reaching its goal of becoming the world’s leading public metropolitan research university. Faculty, researchers, and students at UCF and FSI have done an excellent job of building the university’s reputation with peer institutions, NASA and commercial space companies. But associating Hawking’s famous name, which is well-respected by the world’s scientific community, is well-recognized across society, and has been adopted into pop culture, provides an opportunity to elevate UCF’s reputation to another level.

The only known university granted permission to use Dr. Hawking’s name for a research center to date is the University of Cambridge in the UK. The Estate is excited about continuing Dr. Hawking’s research legacy and educating the next generation of scientists, which aligns with UCF’s mission of research and education.



Given the exclusively limited use of the Hawking name, we expect the association will impart third-party affirmation of UCF's excellence in innovative space-related research. Approval of renaming the existing microgravity center is also expected to open the doors to new opportunities, both monetary and collaborative in nature, and raise UCF's visibility at that state, national and international level.

Recommended Action:

Approve the renaming of UCF's Center for Microgravity Research as "The Stephen W. Hawking Center for Microgravity Research and Education".

Alternatives to Decision:

- Decline to recommend approval.
- Table item of business for future consideration.
- Request revisions for future consideration.

Fiscal Impact and Source of Funding:

UCF's Center for Microgravity Research will continue to operate along its present fiscal model. Acting upon Dr. Hawking's certified consent does not obligate UCF to any fees, however, approximately \$20,000 will be paid to the Estate for legal fees related to the contract negotiation, using research overhead.

Authority for Board of Trustees Action:

Board of Governors Regulation 1.001(3)(a)
Resolution on Presidential Authority – Article 5(k)

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:

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

Supporting Documentation:

- Attachment A- Stephen Hawking, Ph.D. Consent Letter
- Attachment B- Pending, Negotiated Letter Agreement with the Estate of Stephen W. Hawking
- Attachment C- Pending, Negotiated Space Florida Collaboration Agreement

Facilitators/Presenters:

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

CONSENT OF STEPHEN W. HAWKING, PH.D.
TO SPACE FLORIDA

18th February 2011 (Date)

Frank A. Di Bello, President
Space Florida
Mail Stop: SPFL
Bldg: M6-306; Room 9030
Kennedy Space Center, FL 32899

RE: Consent to use and register "The Stephen W. Hawking Center for Microgravity Research and Education"

Dear Mr. DiBello,

This letter serves as my certified consent to allow Space Florida, an independent special district, a body politic and corporate, and a subdivision of the State of Florida, and the University of Central Florida, to incorporate and register a not-for-profit corporation that includes my name in its name.

In particular, I consent to Space Florida and the University of Central Florida use of my name in connection with "The Stephen W. Hawking Center for Microgravity Research and Education", a non-profit corporation to be incorporated under the laws of the State of Florida. This consent further extends to federal and/or state trademark or business name registrations made by Space Florida or The Stephen W. Hawking Center for Microgravity Research and Education that includes my name. This consent also includes permission for The Stephen W. Hawking Center for Microgravity Research and Education to be referred to as "The Hawking Center".

This consent is irrevocable and exclusive to Space Florida, the University of Central Florida, and The Stephen W. Hawking Center for Microgravity Research and Education.

Very Truly Yours,



Stephen Hawking, Ph.D.

RIGHT THUMB-PRINT
OF S.W. HAWKING
WITNESSED BY
JUDITH CROASDELL

d-f
d!fil!V **W**

Judith Croasdell BD, FRGS
Personal Assistant to Professor S W Hawking

**U UNIVERSITY OF
VCAMBRIDGE**
Department of Applied Mathematics
and Theoretical Physics

Taylor Vinters 17 12 2020

THE ESTATE OF PROFESSOR STEPHEN HAWKING
c/o Taylor Vinters
Merlin Place
Milton Road
Cambridge
CB4 0DP

To:

Frank A. DiBello, President
Space Florida
505 Odyssey Way
Suite 300
Exploration Park
FL 32953

Alexander Cartwright, President
University of Central Florida
Board of Trustees
4000 Central Florida Boulevard
Orlando
FL 328176-0015

24 August 2021

Dear Sirs/Madams

Professor Stephen Hawking

We, the Estate of Professor Stephen Hawking ("**Estate**"), write to formally recognize the grant made by Professor Stephen Hawking on February 18, 2011, and to supplement such grant with the terms set out in this letter by granting to Space Florida and the University of Central Florida ("**SF** and **UCF**", respectively, "**You**") certain use of Professor Stephen Hawking's name, and to set out certain additional terms between the Parties regarding such use, including in view of certain United States trademarks that were registered subsequent to Professor Stephen Hawking's February 18, 2011 grant. (Estate, SF, and UCF, each a "**Party**", and collectively, the "**Parties**")

By our execution of this letter agreement, in consideration of the terms set forth herein, and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Parties memorialize their mutual respect for the wishes of Professor Hawking by clear definition of the Parties' intentions and obligations to each other with respect to their exercise of the respective rights each Party received from Professor Hawking, and otherwise as set forth herein, and agree as follows:

1 As between the Parties, other than the exclusive right to certain limited use of his name that Professor Stephen Hawking personally and exclusively granted to SF and UCF prior to his death, the Estate is the owner of all intellectual property and other rights relating to Professor Stephen Hawking, including: a number of trade mark registrations and

applications for STEPHEN HAWKING, which include the US registered trade marks shown in Appendix 1 (“**Trade Marks**”), the goodwill in those registered trade marks derived from the substantial reputation of and in connection with Professor Stephen Hawking, and all other intellectual property rights and other rights (including without limitation all rights in the nature of ‘personality’ or ‘image’ rights), in each case whether registered or unregistered and including applications, and all rights or forms of protection having equivalent or similar effect anywhere in the world (together, the “**Estate Rights**”).

2 The Estate formally recognizes the February 18, 2011 grant and now supplements it as set out in this letter (such that the contract between the Parties shall be aggregate of the February 18, 2011 grant and this letter agreement), and grants to You the following limited, non-transferable, revocable and exclusive rights, without the right to grant sub-licences except as expressly stated:

- 2.1 to use the name STEPHEN HAWKING in connection with a microgravity research center at UCF, and to be called “The Stephen W. Hawking Center for Microgravity Research and Education”; and
- 2.2 to also refer to The Stephen W. Hawking Center for Microgravity Research and Education as “The Hawking Center”,

(together, the “**Center Rights**”, and The Stephen W. Hawking Center for Microgravity Research and Education and The Hawking Center, together, “**The Center**”)

3 SF and UCF will, in accordance with their Center Rights, and following approval by the UCF Board of Trustees and the SF Board of Directors at their respective public meetings, as applicable and required, act together in accordance with a Collaboration Agreement between SF and UCF to operate The Center in accordance with Professor Hawking’s conveyed intent by:

- 3.1 conducting fundamental and applied research related to or enabled by microgravity environments;
- 3.2 engaging in educational and public outreach activities to involve and excite the public about space research; and
- 3.3 attracting support from and collaboration with third parties for such research and educational and public outreach activities as set forth in paragraphs 3.1 and 3.2.

4 SF and UCF:

- 4.1 will not pursue federal and/or state trademark registrations that include Professor Hawking’s name; and
- 4.2 will not make commercial use of the name STEPHEN HAWKING except to the extent included in the names of The Center as set forth in paragraphs 2.1 and 2.2, as expressly authorized by Professor Stephen Hawking, and as set forth in this letter agreement; and
- 4.3 will act in accordance with paragraph 7 with respect to trademark use of the name STEPHEN HAWKING.

5 The Estate:

- 5.1 will not assert rights or attempt to assert rights in the STEPHEN HAWKING trade marks against SF, UCF, and/or The Center, nor participate in or support any such proceeding, nor encourage any such action or proceeding by any third party, so long as SF, UCF, and/or The Center is/are exercising the rights, as granted in this letter agreement; and
- 5.2 will not seek rights in or to fundamental or applied research conducted at The Center.

6 Other than as recognized and granted in this letter agreement, no other use of any of the Estate Rights is permitted by UCF, SF, and/or The Center under this letter agreement. For clarity, other than as recognized and granted in this letter agreement, no other rights are granted to use the name, reputation, image, voice or likeness of Professor Stephen Hawking without the prior written consent of the Estate.

7 Should UCF, SF, and/or The Center, in accordance with paragraph 4.3, make trademark use of the name STEPHEN HAWKING, any goodwill derived from such trademark use of the Estate Rights shall accrue to the Estate. In such instance, the Estate may, at any time, call for a document confirming the assignment of that goodwill and UCF, SF, and/or The Center shall promptly execute it and use all reasonable endeavours to procure that any necessary third party shall, promptly execute such documents and perform such acts as may reasonably be required for the purpose of giving full effect to this paragraph 7.

8 You acknowledge that: other than the Center Rights that were granted to SF and UCF prior to Professor Hawking's death, prior to the registration of the Trade Marks, and prior to the transfer of the Estate Rights to the Estate, and notwithstanding any other grant by the Estate hereunder, the Estate owns and will retain all rights, title and interest in and to the Estate Rights, that no right, title or interest in or to the Estate Rights are hereby granted except as expressly set out hereunder, and that neither the Estate nor any other person has made or makes any representation or warranty of any kind in relation to the Estate Rights. Nothing in this letter agreement shall prevent the Estate from using or granting any other person a licence to use any of the Estate Rights outside the scope of the Center Rights.

9. You shall:

- 9.1 obtain the Estate's prior written approval of the design of a logo for The Center and notify the Estate of all items and materials that will incorporate or bear any of the Estate Rights, and with all such use only in support of the activities set forth in paragraph 2;
- 9.2 not place or depict The Center or any of the Estate Rights, nor carry out any fundraising, in any manner or in any materials that would be reasonably interpreted to denigrate, disparage, tarnish, dilute, misrepresent or otherwise adversely affect the Estate Rights or the reputation of Professor Stephen Hawking;
- 9.3 comply with all applicable laws and regulations that may apply to UCF, SF, and The Center, as Florida state entities and instrumentalities of the State of Florida,

and perform your obligations in connection with the running of The Center with all due skill, care and diligence including good research practice and the highest standards of teaching, both as reasonably recognized for United States' public institutions;

- 9.4 allow the Estate or a representative of the Estate to have access to The Center (and to UCF and SF, as may be necessary), on reasonable prior notice and no more than once per calendar year, to inspect and audit the teaching and research at The Center, by inspecting and auditing such records and documents as may be necessary to verify your compliance with the terms of this letter agreement, at the Estate's reasonable cost. You shall co-operate with the Estate and provide all reasonable assistance in relation to any such audit;
- 9.5 keep the Estate regularly informed and updated in writing on the aims and activities of The Center;
- 9.6 not carry out any fundraising, merchandising or promotional activities in the US (or elsewhere) using any of the Estate Rights except in connection with raising funds to support the running of The Center for the public benefit as set forth in paragraphs 3.1 and 3.2;
- 9.7 seek the prior written approval of the Estate if you wish to use any photographs or video footage or voice recordings of Professor Hawking or biographical material about him and owned by the Estate in connection with The Center, or otherwise seek proper approval from the owner of such photographs, footage, recordings, or material if not owned by the Estate;
- 9.8 ensure that any merchandise that SF, UCF, and/or The Center create using any of the Estate Rights in respect of the Center shall only use the Center's name and/or the logo created for The Center and approved by the Estate, pursuant to paragraph 9.1. Any such merchandise shall be for non-commercial purposes, to raise funds to further the aims of The Center as set forth in paragraph 3;
- 9.9 consult the Estate prior to the launch of The Center, and prior to any other publicity events, to discuss the involvement that the Estate wishes to have and whether a quote from the Estate or the physical presence of a representative of the Estate would be appropriate. The Estate shall not be obliged to provide any quotes or to be present at any launch event or subsequent publicity events. If SF, UCF, and/or The Center requests the physical presence of an Estate representative at any such event, and a representative is willing to attend, SF, UCF, and/or The Center shall be responsible for all costs and expenses of the representative in attending; and
- 9.10 ensure that any requests for approvals or input required from the Estate in accordance with this letter agreement are given to the Estate with reasonable prior notice of at least 10 business days (being days when banks in London, England are open for business).

10. You shall promptly notify the Estate in writing giving full particulars if any of the following matters come to your attention:

- 10.1 any actual, suspected or threatened infringement of the Trade Marks;
- 10.2 any actual or threatened claim that the Trade Marks are invalid;
- 10.3 any actual or threatened opposition to the Trade Marks;
- 10.4 any claim made or threatened that use of the Trade Marks infringes the rights of any third party; or
- 10.5 any other form of attack, charge or claim to which the Trade Marks may be subject.

11 In respect of any of the matters listed in clause 10:

- 11.1 the Estate shall, in its absolute discretion, decide what action if any to take;
- 11.2 the Estate shall have exclusive control over, and conduct of, all claims and proceedings;
- 11.3 you shall not make any admissions other than to the Estate and shall provide the Estate with all assistance that it may reasonably require in the conduct of any claims or proceedings;
- 11.4 the Estate shall bear the cost of any proceedings and shall be entitled to retain all sums recovered in any action for its own account;
- 11.5 SF, UCF, and The Center shall have no obligation to participate in any such proceedings.

12 If any third party infringement of the Trade Marks in the United States interferes materially with The Center's use of the Center Rights and the Estate does not wish to take action under paragraph 11 then, subject to receiving advice from experienced counsel that infringement proceedings stand a reasonable chance of success, and at your sole discretion but without obligation to do so, you may commence proceedings and may require the Estate to lend its name to such proceedings, if legally necessary, and provide reasonable assistance, at the sole cost of The Center and where directly resulting from the Estate's involvement in such proceedings.

13 Nothing in this letter agreement shall constitute any representation or warranty that:

- 13.1 any registration comprised in the Trade Marks is valid; or
- 13.2 any application comprised in the Trade Marks shall proceed to grant or, if granted, shall be valid; or
- 13.3 that The Center will be successful in its mission.

14 You shall indemnify us against all liabilities, costs, expenses, damages and direct losses (including but not limited to any direct, indirect or consequential losses, loss of profit, loss of reputation and all interest, penalties and legal costs (calculated on a full indemnity basis) and all other reasonable professional costs and expenses) suffered or incurred by us arising out of or in connection with any breach by You of the terms of this letter agreement and any use you make of the Rights; however, the amount and total of Your liability for such indemnification shall be capped, regardless of the number or nature of claims in tort, equity, or contract, at the dollar amount set by the Florida legislature in Section 768.28, Florida Statutes. UCF and SF expressly retain all rights, benefits and immunities of sovereign immunity, with nothing in this letter agreement deemed a waiver of immunity. Nothing in this letter agreement shall inure to the benefit of any third party for the purpose of allowing any claim against UCF and/or SF that would otherwise be barred under the doctrine of sovereign immunity or operation of law.

15 You shall not assign, transfer, mortgage, charge, subcontract, declare a trust over or deal in any other manner with any of your rights and obligations under this letter agreement.

16 You shall make a contribution of £15,000 of the costs reasonably incurred by the Estate in relation to the execution of this letter agreement and their fulfilment of their obligations arising from this letter agreement.

17 If the approvals of the UCF Board of Trustees and the SF Board of Directors referenced in Paragraph 3 are required but are not received, the Estate has the right to terminate this letter agreement with immediate effect by giving written notice to You. If within 18 months of the date of execution of this letter agreement UCF and SF jointly make the business decision not to move forward with the formation of The Center then (i) the Estate or (ii) jointly UCF and SF have the right to terminate this letter agreement with immediate effect by giving written notice to the other parties.

18 If there is a conflict between any of the provisions of this letter agreement and the provisions of the February 18, 2011 grant, the provisions of this letter agreement shall prevail.

19 We may revoke the permissions set out in this letter agreement at any time with immediate effect by written notice to you if you contravene any requirement of this letter agreement. Revocation will apply to all future use of the Rights but will not require You to delete or remove the Rights from any existing tangible materials, as long as the placement and representation of the Rights comply with the terms of this letter.

20 No variation of this letter agreement shall be effective unless it is in writing and signed by the parties (or their authorised representatives).

Please be so kind as to sign and return the enclosed copy of this letter thereby creating binding agreement between us.

[Signatures Follow]

Yours faithfully

.....

Signed by
on behalf of the Estate of Professor Stephen Hawking

We agree the above:

.....

Signed by [NAME]
On behalf of Space Florida

Date:2021

.....

Signed by [NAME].
On behalf of the University of Central Florida Board of Trustees

Date:2021

PENDING

Appendix 1

Registered Trade Marks

<u>Mark</u>	<u>Country</u>	<u>Classes</u>	<u>Registration Number</u>
STEPHEN HAWKING	United States	16 and 41	5010670
STEPHEN HAWKING	United States	9, 12, 36, 42 and 44	5010876
STEPHEN HAWKING	US	14, 18, 21, 25 and 28	5980163

PENDING

**COLLABORATION AGREEMENT
BETWEEN
SPACE FLORIDA
and
UNIVERSITY OF CENTRAL FLORIDA**

This **COLLABORATION AGREEMENT** ("Agreement") is entered into as of the date of last signature below, (the "Commencement Date") by **SPACE FLORIDA** ("SF"), an independent special district, a body politic and corporate, and a subdivision of the State of Florida, whose principal place of business is 505 Odyssey Way, Suite 300, Exploration Park, FL 32953, and **THE UNIVERSITY OF CENTRAL FLORIDA BOARD OF TRUSTEES**, (hereinafter referred to as "UCF"), a Public University and public body corporate authorized to do business in Florida whose principal place of business is 4000 Central Florida Boulevard, Orlando, FL 32816-0015.

WHEREAS, Section 331.302 of the Florida Statutes created SF to foster the growth and development of a sustainable and world-leading aerospace industry in the State of Florida;

WHEREAS, SF is charged with promoting aerospace business development by facilitating business financing, spaceport operations, research and development, workforce development, and innovative education programs;

WHEREAS, Section 331.305 of the Florida Statutes authorizes SF to own, acquire, construct, develop, create, reconstruct, equip, operate, maintain, extend, and improve launch pads, landing areas, ranges, payload assembly buildings, payload processing facilities, laboratories, aerospace space business incubators, launch vehicles, payloads, space flight hardware, facilities and equipment for the construction of payloads, space flight hardware, rockets, and other launch vehicles, and other spaceport facilities and other aerospace-related space-related systems, including educational, cultural, and parking facilities and aerospace- related space-related initiatives;

WHEREAS, UCF is recognized as a leading space-related research university, as the home of the Florida Space Institute (FSI), which supports space research, development, and education activities within the University of Central Florida and other FSI member universities and colleges throughout Florida, and, also supports the development of Florida's space economy – civil, defense, and commercial;

WHEREAS, UCF's Planetary Science Group, a unit of FSI, and UCF's Department of Physics use spacecraft data, images from the world's largest telescopes, meteorites, ground-based and space-based experiments, and supercomputers to investigate our Solar System as well as others around the Galaxy, with expertise areas including in situ resource utilization, planetary origins and evolution, and plasma physics;

WHEREAS, SF and UCF have worked together under a series of agreements to establish and conduct research in The Center for Microgravity Research and Education at UCF, focusing, to date, on planetary rings, planetesimal formation, small bodies, and other microgravity applications;

WHEREAS, Professor Stephen William Hawking, Ph.D., a renowned and well-honored physicist, worked on the basic laws which govern the universe, was able to experience weightlessness in 2007, and always hoped to make it into space one day, prior to his death certified his consent for SF and UCF to use his name in connection with a microgravity center to be located in the State of Florida;

WHEREAS, SF and UCF have negotiated an agreement with the Estate of Professor Stephen

Hawking which formally recognizes the grant made by Professor Stephen Hawking on February 18, 2011, and supplements the grant with certain additional terms; and

WHEREAS, SF and UCF set forth herein their agreement to collaborate in the operation of “The Stephen W. Hawking Center for Microgravity Research and Education”, also to be known as “The Hawking Center”.

WHEREAS, it is the intention of SF and UCF to work together in good faith to formalize the mission of the “The Stephen W. Hawking Center for Microgravity Research and Education”.

NOW, THEREFORE, in consideration of the foregoing, and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties agree as follows:

1. Certified Consent.

On February 18, 2011, Stephen William Hawking, Ph.D., certified his irrevocable consent, exclusive to SF, UCF, and The Stephen W. Hawking Center for Microgravity Research and Education, in a letter attached hereto as Exhibit A, to exercise certain rights related to the use of his name.

2. Estate of Professor Stephen Hawking.

On _____, SF and UCF entered into an agreement (“Letter Agreement”) with the Estate of Professor Stephen Hawking (“Estate”), to formally recognize Professor Hawking’s February 18, 2011 grant, and to memorialize their mutual respect for the wishes of Professor Hawking by clear definition of their respective intentions and obligations to each other, including in view of certain United States trademarks that were registered subsequent to Professor Hawking’s February 18, 2011 grant. In the Letter Agreement, attached hereto as Exhibit B, the Estate granted SF and UCF the right:

- 2.1. To use the name STEPHEN HAWKING in connection with a microgravity research center at UCF, to be called “The Stephen W. Hawking Center for Microgravity Research and Education”; and
- 2.2. To also refer to The Stephen W. Hawking Center for Microgravity Research and Education as “The Hawking Center”,

(together, the “**Center Rights**”, and The Stephen W. Hawking Center for Microgravity Research and Education and The Hawking Center, together, “**The Center**”).

3. Formation of The Center.

SF and UCF hereby agree it is their intent, following approval by a majority of the SF Directors and having had the naming of the Center, as set forth in the Letter Agreement with the Estate, previously approved by the UCF Trustees, each at their respective public meetings:

3.1 To collaborate in actualizing “The Stephen W. Hawking Center for Microgravity Research and Education”, also to be known as “The Hawking Center” to be housed at UCF;

3.2 To act together to operate the Center” in accordance with Professor Hawking’s conveyed intent by:

3.2.1 conducting fundamental and applied research related to or enabled by microgravity environments;

3.2.2 engaging in educational and public outreach activities to involve and excite the public about space research; and

3.2.3 attracting support from and collaboration with third parties for such research and educational public outreach activities as set forth in paragraphs 3.2.1 and 3.2.2.

4. Collaborative Structure of the Center.

4.1. An advisory board shall serve the Center.

4.2. Structure of the advisory board shall be as follows:

4.2.1. The total number of UCF designees on the advisory board shall be as necessary in order for UCF to retain a majority position.

4.2.2. Upon further expansion beyond the initial advisory board members identified in Article 4.3, the advisory board shall consist of at least 2 advisors appointed by SF.

4.2.3. Advisors will be appointed as agreed to by the parties, and with the parties making good faith efforts for industry representation, ensuring at least one industry representative advisor.

4.2.4. Advisors shall be chosen with characteristics agreed upon by the parties.

4.3. The initial advisory board members for the Center shall be as follows:

4.3.1. One SF designee – Frank DiBello, President & CEO Space Florida

4.3.2. One UCF designee – Elizabeth Klonoff, Ph.D., UCF Vice President for Research and Dean of the College of Graduate Studies

4.3.3. A second UCF designee – To be determined following consultation with SF

4.4. The initial strategic planning committee for the Center shall be staffed as follows:

4.4.1. Committee Chair – Ramon Lugo III, Ph.D., UCF Director of FSI

4.4.2. Committee Vice-Chair – Dale Ketcham, SF Vice President Government & External Relations

4.4.3. Committee Member – Joshua Colwell, Ph.D., UCF Associate Chair of Department of Physics and Assistant Director of FSI

4.4.4. Committee Member – Tony Gannon, SF Vice President Research & Innovation

Other strategic planning committee members for the Center shall be recommended by the advisory board as needed.

5. Responsibilities of the Parties.

5.1. SF will:

5.1.1. Assist with introductions and provision of information as to potential advisory board nominees and other parties of interest, and

5.1.2. Disseminate information regarding the Center to its unique audiences, as appropriate.

5.2. UCF will:

5.2.1. Have primary responsibility for support and management of the operational aspects of the Center,

5.2.2. Conduct and manage the scientific research, and

5.2.3. Disseminate information regarding the Center to its unique audiences, as appropriate.

5.3. SF and UCF will:

- 5.3.1. work together in good faith to define and implement a functional and effective fundraising strategy, operations plan and management structure for the Center within a 90 day period following the execution of this Agreement,
- 5.3.2. work together to create and, upon approval of the Estate, implement a logo for use in identifying the services of the Center,
- 5.3.3. each be responsible for their own expenses, unless and until otherwise agreed in writing, and
- 5.3.4. be available, with reasonable notice for meetings and telephone communications for issues relating to the Center.

6. Term.

This Agreement shall continue so long as the Letter Agreement with the Estate remains in force, unless earlier terminated by the parties.

7. General Understandings.

- 7.1. SF and UCF agree that any press or publicity regarding the subject matter of this Agreement shall require prior written approval of each party, and as applicable, the Estate.
- 7.2. The terms of this Agreement may be amended only by written mutual agreement, effective when signed by the parties.
- 7.3. The relationship between the parties shall be solely that of independent entities, the rights and obligations of the parties shall be limited to those expressly set forth herein or otherwise agreed upon in writing by the parties.
- 7.4. Nothing herein contained shall be construed as authorizing either party to act as an agent or representative of the other or to make any commitment or create any obligations for the other without such party's prior written consent.
- 7.5. All documents, books, records, accounts, and materials of any kind related to this agreement and the collaboration created thereby shall be open to the public for inspection as subject to the applicable provisions of the Florida Public Records Act, Chapter 119, Florida Statutes.
- 7.6. No right or license to either party's intellectual property is granted or implied hereunder.
- 7.7. Severability. If any provision of this agreement is found by a court of competent jurisdiction to be invalid or unenforceable to any extent, the remainder of this Agreement shall not be affected thereby and shall remain enforceable to the greatest extent permitted by law.
- 7.8. Limitation of Liability.
 - 7.8.1. The limits of liability for both parties are set forth in Section 768.28 of the Florida Statutes, and nothing herein shall be construed to extend the liabilities of either party beyond that cap provided in Section 768.28 of the Florida Statutes. Nothing herein is intended as a waiver of either party's sovereign immunity under Section 768.28 of the Florida Statutes. Nothing hereby shall inure to the benefit of any third party for any purpose, including but not limited to anything which might allow claims otherwise barred by sovereign immunity or operation of law. Furthermore, all of each party's obligations under this agreement are limited to the payment of no more than the per person amount limitation and the aggregate contained in Section 768.28 of the Florida Statutes, even if the sovereign immunity limitations of that statute are not otherwise

applicable to the matters as set forth herein.

- 7.8.2. In no event shall either party be liable to the other party for indirect, special, or consequential damages, including, but not limited to, loss of revenue, loss of profit, cost of capital, or loss of opportunity regardless of whether such liability arises out of contract, tort (including negligence), strict liability, or otherwise.
- 7.8.3. Neither party shall assume any liability for the acts, omissions, or negligence of the other party, its agents, servants, employees, or subcontractors.

7.9. Representations.

- 7.9.1. Each party has the necessary and required Federal and State authority to enter into this Agreement.
- 7.9.2. Neither this Agreement nor either party's performance of its obligations hereunder will knowingly place such party in breach of any other contract or obligation and will not knowingly violate the rights of any third party.

7.10.No Third-Party Beneficiaries. This Agreement does not, and is not intended, to confer any rights or remedies upon any person other than the parties.

7.11.Counterparts. The parties may sign this Agreement in several counterparts,each of which will be deemed an original but all of which together will constitute one instrument.

7.12.Facsimile Deemed as Original. Acceptance of this Agreement may be made by facsimile or electronic transmission. Receipt of the facsimile, or electronic, transmission shall for the purposes of this Agreement be deemed to be an original, including signatures.

7.13.The parties shall comply with all applicable Federal, State and local laws, rules and regulations.

7.14.This Agreement may not be assigned by either party without the prior written consent of the other.

7.15.This Agreement shall be construed in accordance with the laws of the State of Florida.

Authorized parties are signing this agreement on the execution dates under the signatures below.

Space Florida Board of Directors

By: Frank DiBello
President & CEO
Space Florida

Date:

**The University of Central Florida
Board of Trustees**

By: Elizabeth Klonoff, Ph.D.
Vice President for Research and
Dean of Graduate Studies

Date:



**Board of Trustees
November 18, 2021**

AES-1: New Degree Program Proposal – Ph.D. in Biomedical Engineering

- Information
 Discussion
 Action

Meeting Date for Upcoming Action: _____

Purpose and Issues to be Considered:

The College of Engineering and Computer Science (CECS) and Department of Mechanical and Aerospace Engineering (MAE) seek approval of a new Ph.D. program in Biomedical Engineering (BME). The proposed Ph.D. degree program will build upon the reputation the department has established in this field.

Background Information:

The Mechanical and Aerospace Engineering (MAE) Department has worked to meet a strategic goal of the CECS by establishing Biomedical Engineering programs aimed at significantly enhancing its growth, reputation and ranking, to meet strong demand from motivated students, that typically includes a significant proportion of women, minority and students with disabilities, and to promote productive research collaborations with the UCF College of Medicine (UCF-COM) at the Lake Nona campus and, more generally, with biomedical researchers throughout UCF and Central Florida. The CECS has established a successful Bioengineering Minor that complements BS degrees in Engineering and Computer Science. The CECS has collaborated with the Burnett School of Biomedical Sciences at UCF to establish a companion Bioengineering Minor that was launched in 2019 and the Medicine-Engineering Double Degree (MEDD) program established in 2016 for pre-med students. Finally, MAE launched the Master of Science in BME in Fall 2016. The MAE department has made a substantial number of strategic hires, four of which were made through the Bionix and DAT UCF faculty cluster initiatives. The department has an extensive history of BME research funding that supported the production of BME theses and BME-related dissertations. The next strategic step is to formalize this latter effort by adding the Ph.D. in Biomedical Engineering.

Recommended Action:

Approve the proposed Ph.D. program in Biomedical Engineering

Alternatives to Decision:

Do not approve

Fiscal Impact and Source of Funding:

Fiscal impact is minimal for a STEM graduate program as the expertise and courses are building on faculty already in place based as a result of the master’s degree in Biomedical Engineering. The courses for this degree program are already offered for students in the current mechanical engineering programs as part of their research focus or elective interest. The enrollment potential for this program is demonstrated in the cover page table and the funds are internal to the MAE department.



Authority for Board of Trustees Action:

University Regulation UCF 2.040 Development, Approval, Termination, and

Suspension of Degree Programs

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

Supporting Documentation:

Attachment A:

Request to Offer New Degree Program - Ph.D. in Biomedical Engineering

Please click the link below to view the full proposal:

<https://bot.ucf.edu/wp-content/uploads/sites/5/2021/11/UCF-Biomedical-Engineering-PhD-Proposal-and-App-A-E-UCF-Approved.pdf>

Attachment B:

Analysis Summary for New Degree Program Authorization - Ph.D. in Biomedical Engineering

Facilitator:

Timothy D. Letzring, Vice Provost for Academic Affairs



Board of Governors, State University System of Florida
REQUEST TO OFFER A NEW DEGREE PROGRAM

In Accordance with BOG Regulation 8.011

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

University of Central Florida

Institution Submitting Proposal

College of Engineering and Computer Science

Name of College(s) or School(s)

Biomedical Engineering

Academic Specialty or Field

14.0501

Proposed CIP Code (2020 CIP)

Fall 2022

Proposed Implementation Term

Mechanical and Aerospace Engineering

Name of Department(s)/Division(s)

PhD in Biomedical Engineering

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's Signature Date

 Board of Trustees Chair's Signature Date

 Provost's Signature Date

PROJECTED ENROLLMENTS AND PROGRAM COSTS

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 3 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	HC	FTE	E&G Cost per FTE	E&G Funds	Contract & Grants Funds	Auxiliary/Philanthropy Funds	Total Cost
Year 1	11	8.25	\$15,759	\$130,013	\$200,000	\$0	\$330,013
Year 2	16	12.00					
Year 3	18	13.50					
Year 4	22	16.50					
Year 5	27	20.25	\$7,618	\$154,262	\$472,727	\$0	\$626,989

*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: Biomedical Engineering PhD

	Criteria	Proposal Response to Criteria
1.	The goals of the program are aligned with the university's mission and relate to specific institutional strengths.	<p>Met with Strength</p> <p>The proposed PhD in BME program aligns with the UCF strategic mission to be a leading research university and with the SUS BOG Strategic Planning Goals, which specifically identify biomedical engineering as a key enabling industry that: (1) provides jobs with high average annual salaries, and (2) fits within the overarching strategy of building a stable Florida economy based on knowledge and innovation. The terminal degree program will produce highly trained graduates to meet the demands of the growing biomedical industry in Florida and nationwide.</p> <p>The program is interdisciplinary building upon existing collaborations among the UCF College of Engineering and Computer Science and the UCF College of Medicine and Burnett School of Biomedical Sciences and local industry partners such as Orlando Health, Advent Health, and Nemours. Moreover, the program leverages the substantial institutional investment in the Bionix (prosthetic interfaces) and Disability, Aging and Technology (DAT) faculty cluster initiatives.</p>
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.	<p>Met with Strength</p> <p>The BME MS program in MAE Department completed an Academic Program Review in 2018-19 with external consultants. The recommendations were (1) continue to target a high-quality diverse pool for graduate student recruitment, (2) enrich curriculum content in biomedical engineering and assure course offering availability, (3) improve student career preparation, and (4) increase student financial support.</p> <p>The MAE Department has made substantial progress in implementing recommendations by hiring diverse faculty and recruiting a diverse graduate student population, enriching its curriculum by offering a substantial number of BME courses, and providing additional assistantships as a consequence of the growth of the BME faculty research portfolio (for example NIH RO1 and two NSF CAREER awards).</p>

Criteria	Proposal Response to Criteria
<p>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.</p>	<p>Met</p> <p>The 72-hr curriculum consists of a core set of seven required courses (21 hours) that have been approved by the BME faculty and an additional 12 elective courses (36 hours). The additional 12 elective courses could include independent study and directed research but must include a minimum of six hours of formal coursework chosen from a selection of graduate elective courses. The courses are being offered regularly so that they will be readily available to the doctoral students. Students will have the ability to develop specializations within the broad curriculum.</p> <p>Courses such as biomaterials, biomechanics, and bioelectricity are often components of Biomedical Engineering graduate curricula. The proposed courses are primarily focused on biomechanics. The curriculum could be made more interdisciplinary and strengthened by including additional electives related to biomedical sciences from computer science, electrical engineering, materials science from CECS and others related to biomedical sciences such as physiology, anatomy, and biochemistry from the Burnett School of Biomedical Sciences and nanomedicine from the College of Medicine.</p> <p>Admission consideration will be given to applicants with undergraduate degrees in: Biomedical Engineering, Aerospace Engineering, Mechanical Engineering, Materials Science and Engineering or closely related disciplines such as Electrical Engineering.</p> <p>Graduate engineering programs in MAE do not require professional accreditation, but MAE undergraduate programs have been accredited until 2027 by the Engineering Accreditation Commission (EAC) of the Accreditation Board for Engineering & Technology (ABET). The MAE Department has an industrial advisory committee that reviews the curriculum and informs the department and department chair annually regarding industry needs and trends.</p>

Criteria	Proposal Response to Criteria
<p>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.</p>	<p>Met with Strength</p> <p>UCF and the MAE Department have invested substantial resources in preparation for the PhD in BME program through recruiting a strong core of faculty (12) who will teach the required courses and provide exciting research opportunities for the doctoral students.</p> <p>The BME-focused MAE faculty have earned their doctorate degrees in BME and/or have received formal postdoctoral training in BME. The number of BME faculty in MAE is comparable to that of most BME departments. These faculty members can support the projected growth of the PhD program from 11 students estimated to enroll in year one to the 27 students estimated in year five. This is an average of 2.45 PhD students/faculty member which is achievable without hiring additional faculty. Furthermore, the number of UCF BME-engaged faculty is considerably larger, and the UCF BME expertise is broader when you consider the collaborating faculty from the Biionix and DAT clusters and other research groups (e.g., computer vision, nanoscience, materials engineering, biomedical sciences) outside of MAE.</p> <p>The BME faculty have been successful in securing research grant support from NSF, NIH, American Heart Association, local industry, and private foundations. Notably two faculty members (a female and an African American) were recently awarded NSF CAREER Awards. In addition to the CAREER, Dr. Huang also has an active NIH RO1.</p> <p>The foundation for the BME PhD degree program has been strategically constructed. The successful undergraduate minor in bioengineering in CECS began in 2011 (and joined with the BSBS in 2019), and the MS in BME began in 2016. Historically, several doctoral dissertations in ME have had BME emphases. As a result of these efforts, the coursework for the doctoral program has been largely developed. Thus, the proposed PhD program will not place an instructional burden as the curriculum are currently being delivered through the MSBME and the PhD in ME programs.</p>

Criteria	Proposal Response to Criteria
<p>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.</p>	<p>Met with Strength</p> <p>The UCF Libraries journal and database holdings will meet the needs for the proposed program. A review of peer institution library resources shows that UCF has the necessary databases, journals, and books to support the BME PhD program. There are no additional library costs associated with the proposed BME PhD program. This is a consequence of prior investments made by the college in support of the BME MS program initiated in 2016.</p> <p>The BME faculty have collectively 11,210 sq. ft of specialized research lab space located mainly in the College of Engineering and Computer Science and also at the UCF College of Medicine, and the UCF Nano Science and Technology Center. All faculty members have dedicated office space in Engineering I.</p> <p>The MAE Department has 7,272 sq ft of teaching lab space that will support the BME PhD program. The program will have access to the UCF-COM anatomy lab for the prosection experiences in Mechanics of Biostructures I and II, which are currently taught at the UCF COM.</p> <p>Additional resources include the CECS Ideas innovative suites, machine shop, 3D printing facilities, specialized characterization equipment at the UCF Materials Characterization Facility, the UCF Central Cleanroom facility with 3,500 sq. ft of class 1000 and 1,200 sq. ft of 1200 class clean rooms.</p> <p>There is commitment from local industry such as Orlando Health and Advent Health for clinical experiences and collaborations. BME faculty have sustained grant support to offer graduate research assistantships and several funding opportunities are identified for additional support by the program.</p>

Criteria	Proposal Response to Criteria
<p>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.</p>	<p>Met with Strength</p> <p>Evidence is provided from the Bureau of Labor Statistics that employment of bioengineers and biomedical engineers grew 27 percent from 2012 to 2019. This sector is projected to grow by 5 percent from 2019 to 2029, faster than the average for all occupations. Evidence shows Florida to be one of the states with the highest published employment growth of BME positions. From 2019-2020 growth in BME-related employment in Florida was nearly 4%.</p> <p>In the CAVP review, a UF BME representative stated that it has an excess of applicants and there will definitely be applicant demand for any new BME doctoral program in the state. Three surveys (2017, 2019, and 2021), showed a strong interest in the proposed BME PhD program by current UCF undergraduates.</p> <p>The proposal describes the four PhD in BME in the Florida SUS (UF, FIU, FSU/FAMU and USF) as well two private PhD in BME programs (University of Miami and FIT) most of which emphasize research at the cell and tissue levels and focus on drug delivery. At UCF such research is well-established at the Burnett School of Biomedical Sciences. Although there are some small overlaps with some of the existing programs, the proposed BME program has an emphasis on biomechanics and biofluids focusing on biomedical issues at the level of the body mainly concerned with treatment planning, rehabilitation, and medical device development and does not substantially duplicate other degree programs in Florida.</p> <p>The proposal estimates a headcount of 11 in the first year which is reasonable given the number of current UCF ME PhD students who requested to transfer if the BME PhD is implemented. The head count is expected to grow to 27 by year 5 which is typical of the growth seen in previous PhD programs in MAE. The FTE is estimated at 0.75 average per year which is estimated based on the mix of graduate students progressing at different stages of the program. The first year is expected to generate 8.25 FTE and year five to generate 20.25 FTE.</p> <p>The program is committed to achieve a diverse student body. UCF is a member of GEM (Graduate Engineering Minority) Consortium and the George Louis Stokes Alliance for Minority Participation. The program has hired highly successful BME faculty members nearly half of whom are under-represented in STEM (three females and two African Americans). These faculty members serve as role models and attract students from varied backgrounds. The BME PhD degree is ranked 3rd among engineering PhD degrees awarded to women in 2021 at 36.9%. The proposal identifies several mechanisms to recruit a diverse student population.</p>

Criteria	Proposal Response to Criteria
<p>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.</p>	<p>Met</p> <p>The budget for the program primarily represents salary support for the 12 faculty currently engaged in BME research and teaching in the MAE department which will be re-directed to the program when approved. This will not negatively impact MAE.</p> <p>There is a commitment of \$200K in stipends from contracts and grants in year 1 which is escalated to \$472 with the projected growth in year 5. This amounts to a roughly \$22k/year stipend which is typical for engineering PhD stipends at UCF. But this somewhat low for the cost of living in central Florida and below stipend levels of aspirational peers. There are no graduate teaching assistantships associated with the program.</p>
<p>8. The proposal provides evidence that the academic unit(s) associated with this new degree have been productive in teaching, research, and service.</p>	<p>Met with Strength</p> <p>There is strong evidence provided that indicates that the faculty of the host academic unit, the Mechanical and Aerospace Engineering Department (MAE), is highly productive:</p> <ul style="list-style-type: none"> • MAE undergraduate student head count has more than doubled from 1,830 in AY 2010-2011 to 3,980 in Fall 2020, • MAE graduate student count has more than doubled from 170 (118 MS and 52 PhD) in AY 2010-2011 to 401 (254 MS and 147 PhD) in Fall 2020 • in AY 2019-2020 the MAE faculty graduated 114 graduate students • MAE research expenditures were nearly \$7M in 2020 • MAE faculty members published 3+ journal papers on average • MAE faculty are Fellows or Associate Fellows of national and international professional societies of such as ASME, AIAA, AIMBE, AAAS • MAE faculty members are on the Editorial Boards of numerous professional journals such as ASME Journal of Heat Transfer, ASME Journal of Mechanisms and Robotics, and IEEE Transactions on Neural Systems and Rehabilitation Engineering. <p>MAE faculty members have won numerous highly prestigious and competitive early career research awards such as the ONR Young Investigator Award, the US DTRA Young Investigator Award, and DARPA/MTO Young Faculty Award. Nine members of the MAE faculty won NSF CAREER Awards (two of whom are identified as BME faculty in the proposal).</p> <p>MAE faculty members have been recognized at the institution level though UCF Trustee Chair positions, Pegasus Professor Positions, and Reach-for the Stars Awards in recognition of excellence in teaching, research, and service.</p>

Board of Trustees
November 18, 2021

AES-2: Student Career Planning and Development – UCF Response to HB-1261

Information

Discussion

Action

Meeting Date for Upcoming Action:

Purpose and Issues to be Considered:

The purpose of this action item is to present the University of Central Florida's plan for the development of an online module to enhance career planning and development for undergraduate students during their first year of enrollment as required by HB 1261, passed in the 2021 legislative session.

Background Information:

To further promote informed consumer choice and give prospective and current students better access to student outcome data, the 2021 Legislature passed HB 1261 requiring the Board of Governors to create an online dashboard. The dashboard must present data, by academic discipline, of graduates of state universities, including the following information:

- (a) Post-graduation median salary 1, 5, and 10 years after graduation.
- (b) Median student loan debt.
- (c) Debt-to-income ratio.
- (d) Estimated monthly loan payment as a percentage of gross monthly income.
- (e) The percentage of graduates who have continued their education beyond the baccalaureate level.

The online dashboard must be available by January 1, 2022, and a link to the dashboard must be prominently displayed on each university's office of admissions website.

To comply with the new law, each university board of trustees must adopt procedures to connect undergraduate students to career planning, coaching, and related programs during the first academic year of the student's enrollment. For these purposes, "undergraduate students" include full-time or part-time degree-seeking, first time in college students, transfer students and readmitted students.

The procedures must be approved by the Board of Governors and include placing a hold on student registration before the end of the first year of each student's enrollment. To lift the hold and register for classes, each student must:

1. Register with the university's career center.
2. Complete a career readiness training module provided by the career center.
3. Be directed to the dashboard.
4. Affirmatively indicate that he or she has been provided with the information required and is aware of the employment and wage prospects for his or her declared major.

Recommended Action:

Each university's plan must be approved by its board of trustees and submitted to the Board of Governors by December 15, 2021. Board of Governors' approval of a university's plan is required by March 1, 2022. It is recommended that the UCF Board of Trustees approve the plan so that it may be submitted to the Board of Governors on or before December 15, 2021 for further approval.



Alternatives to Decision:

HB 1261 requires the Board of Trustees' approval to be in compliance with state law. If an alternative plan is required, the Board will need to take formal action to approve the alternative plan on or before December 15, 2021.

Fiscal Impact and Source of Funding:

The career planning online module will be offered through UCF's webcourse platform and is being designed in partnership with the divisions of Student Development and Enrollment Services and Student Learning and Academic Success. Ten thousand dollars (\$10,000) in carry forward E&G funds has been provided by Student Learning and Academic Success to cover costs associated with video production and editing of portions of the career planning and development module.

Authority for Board of Trustees Action:

Fla.Stat.s. 1006.751(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:

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

Supporting Documentation:

None

Facilitator:

Adrienne Frame, Interim Vice President for Student Development and Enrollment Services



Board of Trustees
November 18, 2021

AES-3: Tenure with Hire

Information Discussion Action

Meeting Date for Upcoming Action: _____

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:

University Regulation 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:

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

Supporting Documentation:



Attachment A: Tenure with Hire Justification

Facilitators:

Michael D. Johnson

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

Attachment A

Tenure with Hire Justification Board of Trustees Meeting November 18, 2021

Maggy Tomova, Professor College of Sciences, Department of Mathematics

Dr. Maggy Tomova received her Ph.D. in mathematics from the University of California, Santa Barbara. She comes to UCF from the University of Iowa, where she was a tenured professor of mathematics. At UCF, Dr. Tomova will serve as the dean of the College of Sciences. While at the University of Iowa, she held the position of associate dean for the Natural, Mathematical, and Social Sciences, in the College of Liberal Arts and Sciences, and served as chair in the Department of Mathematics. Dr. Tomova has received over \$2.2 million dollars in research funding as a principal investigator or co-principal investigator, including \$956,000 from the National Science Foundation. She has published numerous peer-reviewed journal articles, and has presented at regional, national, and international conferences and invited lectures. Dr. Tomova has teaching experience at the graduate and undergraduate levels, advised graduate and undergraduate students, and was Assistant Director and Research Mentor, for the Research Experience for Undergraduates (summer program), California State University Channel Islands. Dr. Tomova has significant experience leading efforts to support students and faculty and her focus on inclusive excellence has led to better student outcomes and increased faculty research. She serves on the editorial board for ***Algebraic and Geometric Topology*** and serves as reviewer for several national and international peer-reviewed journals, among many other service activities in the profession, college, and university. The Department of Mathematics and College of Sciences support the recommendation for tenure with hire.



Board of Trustees
November 18, 2021

AES-4 Conferral of Degrees

Information Discussion Action

Meeting Date for Upcoming Action: _____

Purpose and Issues to be Considered:

Approval for Fall 2021 Conferral of Degrees

Background Information:

UCF expects to award the following degrees during the Fall commencement ceremonies on December 17 and 18, 2021.

Baccalaureate Degrees:	5,163
Master's Degrees:	909
<u>Doctoral and Specialist:</u>	<u>156</u>
Total:	6,228

Recommended Action:

Recommend approval of the conferral of degrees during the Fall 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 AESC 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:

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

Supporting Documentation:

Attachment A: Fall Graduation Count

Facilitator:

Michael D. Johnson

UCF Fall 2021 Commencement

College	Bachelor	Master	Doctorate	CollegeTotals
College of Arts and Humanities	326	31	3	360
College of Business Administration	734	57	1	792
College of Community Innovation and Education	597	332	33	962
College of Engineering and Computer Science	739	150	72	961
College of Graduate Studies	0	13	0	13
College of Health Professions and Sciences	539	123	0	662
College of Medicine	163	6	3	172
College of Nursing	187	28	23	238
College of Optics and Photonics	10	8	10	28
College of Sciences	1,232	94	11	1,337
College of Undergraduate Studies	312	0	0	312
Rosen College of Hospitality Management	324	67	0	391
Degree level totals:	5,163	909	156	6,228



Board of Trustees
November 18, 2021

GOV-2: Adoption of University Regulation UCF-4.015 Fraud Prevention and Detection

Information

Discussion

Action

Meeting Date for Upcoming Action: _____

Purpose and Issues to be Considered:

Proposed new University Regulation UCF-4.015 sets forth, in accordance with the requirements of Florida Board of Governors Regulation 3.003, UCF’s commitment to creating an organizational culture where risk management structures are established to prevent and detect fraud within the University. Further, the regulation sets forth criteria related to appropriate institutional controls and risk management framework to provide reasonable assurance that fraudulent activities within the University’s areas of responsibility are prevented, detected, reported, and investigated. Florida Board of Governors Regulation 3.003 requires each university to adopt a regulation addressing these matters.

This regulation was posted online October 18, 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 adoption of UCF Regulation UCF-4.015.

Alternatives to Decision:

Do not adopt University Regulation UCF-4.015 as proposed. Approve alternative amendments to University Regulation UCF-4.015.

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



Board of Trustees

Agenda Memo

Submitted by:

Youndy Cook, Interim Vice President and General Counsel

Supporting Documentation:

Attachment A: Proposed Regulation UCF-4.015

Facilitators/Presenters:

Youndy Cook

UCF-4.015 Fraud Prevention and Detection

(1) Applicability. This Regulation is applicable to all members of the University of Central Florida (University or UCF) community, including all UCF Board of Trustees' (Board) members, University employees, students, volunteers, and all contractors and guests attending, doing business with, or affiliating with the University or any of its employees, organizations, components, campuses, facilities, or events.

(2) Definitions.

- (a) **Fraud:** An intentional misrepresentation or concealment of a material fact for the purpose of obtaining a benefit that would not otherwise be received, or inducement of another to act upon the intentional misrepresentation or concealment to his or her detriment.
- (b) **Fraud Prevention:** Hindering, precluding, stopping, or intercepting the performance of fraud.
- (c) **Fraud Detection:** Finding, discovering, or bringing out facts related to the occurrence of fraud.
- (d) **Employee:** A person who performs services for, and under the control and direction of, UCF.

(3) Fraud Prevention and Detection Criteria. The Board of Trustees is committed to creating an organizational culture that proactively identifies potential fraud scenarios, discourages the commitment of fraud, and provides encouragement to report potential fraud. This Regulation establishes University criteria related to appropriate institutional controls and risk management framework to provide reasonable assurance that fraudulent activities within the University's areas of responsibility are prevented, detected, reported, and investigated. Accordingly, the University hereby identifies the following fraud prevention and detection criteria:

- (a) **Zero tolerance.** The University has zero tolerance for fraudulent activities and will promote consistent organizational behavior and institute preventive measures and controls designed to deter, prevent and/or detect fraudulent activities.
- (b) **Acts constituting fraud.** Examples of fraud may include, but are not limited to:
 - 1. Forgery or alteration of any document or account belonging to UCF;
 - 2. The willful and/or intentional destruction, alteration or concealment of any records to be used in the conduct of an audit, bid/vendor selection, contract execution, or pursuit of debt financing;
 - 3. Misappropriation of funds, securities, supplies, equipment, or other assets of UCF;
 - 4. Theft of a check or other diversion of payment intended for an internal or external party;
 - 5. Participation in any activity that is intended to initiate an identity theft scheme; and
 - 6. Any similar or related inappropriate conduct or irregularity and/or dishonest or fraudulent act while performing University functions.
- (c) **Anti-Fraud Framework and Strategies.**
 - 1. **Framework.** Under the direction of the president and with assistance from other members of management and University Audit, the university will develop and maintain an anti-fraud framework, which shall include, but not be limited to:
 - a. Committing to combating fraud by creating an organizational culture and structure conducive to fraud risk management through awareness, training and a "tone at the top";

- b. Planning regular fraud risk assessments using scenario analysis and similar methods to identify potential fraud scenarios and assessing the likelihood and impact of these risk scenarios to determine the University's overall fraud risk profile;
 - c. Designing and implementing a strategy with specific preventative and detective control activities to mitigate assessed fraud risks associated with potential scenarios and fostering collaboration at all levels of the University to help ensure effective implementation of the identified strategies and control activities; and,
 - d. Evaluating the success of the adopted framework based on actual fraud losses and changes in known fraud scenarios using a risk-based/cost-benefit approach and adapting current activities to improve future fraud risk management.
2. Management Commitment. All levels of management are responsible for establishing and following process controls as applicable for their division or unit in accordance with this regulation. Management is responsible for ensuring their controls are functioning effectively and designed to prevent and/or detect fraud. Any instance of fraud, misappropriation, or irregularity that is detected or suspected must be reported immediately to the University's Chief Audit Executive. Management shall not initiate their own fraud investigations or hire external parties to initiate a fraud investigation.
 3. Division of Audit. University Audit has the primary responsibility for the investigation of all suspected fraudulent acts as defined by this regulation, along with developing and maintaining the university's anti-fraud framework to prevent, detect and report fraud. As necessary, University Audit will work with the Board and management to obtain external parties with subject matter expertise and/or professional independence to perform or assist with fraud investigations.
 4. Risk Assessment. University Audit, with the assistance and active participation of other divisions, will periodically perform a fraud risk assessment and advise the Board and management of potential actions and activities that could reduce the risk of fraud.
- (d) Delineation of Responsibilities. The delineation of responsibilities for the prevention, detection, reporting, investigation, and remediation of fraud shall operate in accordance with the roles and responsibilities outlined in this regulation.
- (e) Reporting.
1. Requirement to Report. University employees, consultants, vendors, persons doing business with UCF, or DSO employees, who have suspicion of a fraud or misappropriation, shall immediately notify University Audit. Complaints may be made anonymously.
 2. Requirement to Act in Good Faith. Anyone reporting an irregularity that is detected or suspected must be acting in good faith and have reasonable grounds for believing the information provided. Allegations made maliciously or with knowledge of their falsity may be subject to appropriate institutional disciplinary action.
 3. Complainant Notification Procedure. Reports of fraud should be made to either of the following:
 - a. University Audit. University Audit may be emailed at audit@ucf.edu and/or contacted at (407) 823-2889 <https://universityaudit.ucf.edu>.

Persons seeking whistle-blower protection should file reports of fraud directly to University Audit.

b. UCF IntegrityLine. The University's IntegrityLine allows anonymous reporting and may be used to submit reports of potential fraud:

<http://www.ucfintegrityline.com/>.

(f) Rights and Protections of the Reporting Individual.

1. Confidentiality. The University will treat all information received confidentially to the extent permitted under applicable law.
2. Whistleblower Protection. University Audit shall initially assess each reported complaint when there is a known complainant to determine if the allegations fall under the Whistle-blower Act (Sections 112.3187 – 112.31895, Florida Statutes). If the reported allegations fall under the Whistle-blower Act, that employee who reported the wrongful acts, or suspected acts in good faith, is protected against retaliation for making such report and the identity of the whistle-blower is confidential and exempt from disclosure. Additional whistle-blower information is outlined in UCF 2-010 Whistle-blower Determination and Investigation Policy. <https://policies.ucf.edu/documents/2-010.pdf>
3. Retaliation. UCF prohibits any form of retaliation against individuals who make a good faith report of potential misconduct including fraud or suspected fraud or for their participation in an investigation into misconduct. An employee or other person who lawfully, appropriately, and in good faith reports suspected fraud or other improper activity shall not be discharged, demoted, suspended, threatened, harassed, or suffer adverse personnel action of any kind because of such individual's lawful actions in providing information or assistance to an investigation into fraudulent or other inappropriate activity. Additional information is outlined in UCF 2-700 Reporting Misconduct and Protection from Retaliation Policy. <https://policies.ucf.edu/documents/2-700.pdf>

(g) Alert Process.

1. General. The results/status of ongoing investigations will not be disclosed or discussed with anyone, unless required by law, regulation, or University policy. When a final report is issued, University Audit will abide by the notification guidance outlined in Board of Governors' Regulation 4.001.
2. Substantiated Fraudulent Activities. If the investigation substantiates that any fraudulent activities have occurred, University Audit will issue reports to appropriate designated University personnel and external parties as required to provide details and support for this conclusion.
3. Notification to Board of Governors. The Chief Audit Executive shall timely notify the Board of Governors Office of Inspector General and Director of Compliance (OIGC) of any significant and credible allegation(s) of fraud, waste, or mismanagement against a University Board of Trustees' member or the president; and shall provide copies of all final investigative reports to the Board of Governors, if the allegations are determined to be significant and credible.

(h) Actions.

1. General. Employees determined to have participated in fraudulent acts will be subject to disciplinary action (i.e., demotion, suspension, termination, etc.) in accordance with University policies and regulations and any applicable collective bargaining agreements.

2. Criminal, Civil, or Administrative. Criminal, civil and/or other administrative actions may also be taken against any person or entity who is found to have participated in unlawful acts or who knowingly withheld information that would have revealed fraudulent or other improper activities.
3. Non-employee. Failure to comply by a consultant, vendor, contractor, outside agency, or person doing business with UCF or in any other relationship with UCF could result in cancellation of the business or other relationship between the entity and UCF.

(4) Periodic Review. This regulation shall be reviewed every five years for currency and consistency with applicable Board of Governors and University regulations. The Board of Trustees shall be notified, at least annually, of the efficacy of the University's antifraud framework and any necessary revisions to improve the framework.

Authority: Article IX, Section 7, Florida Constitution, Board of Governors Regulations 1.001, 3.003, and 4.001. History–New _____-21.



Board of Trustees
November 18, 2021

GOV-3: Approval of UCF Research Foundation Fourth Amended and Restated Bylaws

Information Discussion Action

Meeting Date for Upcoming Action: _____

Purpose and Issues to be Considered:

The UCF Research Foundation is updating its Bylaws and seeks approval of these amendments. There are various proposed changes to the Bylaws, including with regard to Board membership, term of office, board chair, and officers. There are also changes for general housekeeping purposes. The redlined changes to the bylaws are presented in Attachment A. The line-item details of the proposed changes are outlined in Attachment B.

Background Information:

The UCF Research Foundation Bylaws were approved by the UCF Research Foundation Board of Directors on August 22, 2018. It was recently discovered that these bylaws were not brought forth to the UCF Board of Trustees for approval.

Recommended Action:

Approve the amended UCF Research Foundation Bylaws, as presented.

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 UCF-4.034 Direct Support Organizations, Florida Statutes s. 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:

Elizabeth Klonoff, VP for Research and President of the Research Foundation
Robert Wilson, Associate Counsel

Supporting Documentation:

Attachment A: UCF Research Foundation Fourth Amended and Restated bylaws (redline)



Board of Trustees

Agenda Memo

Attachment B: Summary of proposed amendments

Facilitators/Presenters:

Youndy Cook, Interim Vice President and General Counsel

1 **~~THIRD-FOURTH~~ AMENDED AND RESTATED**
2 **BYLAWS**
3 **OF THE**
4 **UNIVERSITY OF CENTRAL FLORIDA RESEARCH FOUNDATION, INC.**
5 f/k/a The Research Foundation of The University of Central Florida, Inc.
6 (A Not-For-Profit Corporation)

7
8 **ARTICLE I**
9 **Board of Directors**

10
11 Section 1. Membership, Term of Office, and Chair. The Board of Directors shall consist of not
12 less than six (6) and not more than nine (9) voting members. The first and second members shall be the
13 University of Central Florida (UCF or University) President and UCF Provost, or their respective
14 designees. The third member shall be the UCF Vice President for Research ~~and Commercialization~~. The
15 fourth member shall be appointed by the UCF Vice President for Medical Affairs. The fifth member shall
16 be appointed by the University President. The sixth member shall be appointed by the Chair of the
17 University Board of Trustees. The seventh member shall be the UCF Chief Financial Officer. Additional
18 members of the Board shall only be appointed by the University President and approved by the University
19 Board of Trustees.

20
21 The University President and UCF Provost, and their respective designees, shall serve as Directors
22 for such time as the President and Provost, individually, continue to serve as the President and Provost of
23 the University. The Director appointed by the Chair of the University Board of Trustees shall serve for
24 such time as the Chair of the University Board of Trustees continues to serve as the Chair. The UCF Vice
25 President for Research ~~and Commercialization~~ shall serve as a Director for such time as he or she
26 continues to serve as the Vice President for Research ~~and Commercialization~~ of the University. The
27 Director appointed by the UCF Vice President for Medical Affairs shall serve for such time as the Vice
28 President for Medical Affairs continues to serve as a Vice President of the University. The remaining
29 Directors shall serve a three-year term and shall be eligible for re-appointment by majority vote of the
30 University President, University Provost, and UCF Vice President for Research ~~and Commercialization~~,
31 or their designees where applicable, and approval by the University Board of Trustees.

32
33 The respective appointments or designations to the Board shall serve at the pleasure of the
34 University President, University Provost, Chair of the University Board of Trustees, or UCF Vice
35 President for Medical Affairs and until a successor is appointed. The University President, University
36 Provost, Chair of the University Board of Trustees, and UCF Vice President for Medical Affairs shall
37 have full discretionary power to replace their individual appointments or designations to the Board. Notice
38 of any such replacement shall be provided to the University President and the President of the
39 Corporation.

40
41 The UCF Vice President for Research ~~and Commercialization~~ shall serve as President of the
42 Corporation and Chair of the Board.

43
44 Section 2. Powers and Duties of the Board of Directors. The property, affairs, activities, and
45 concerns of the Corporation shall be vested in the Board. All management functions shall be exercised
46 by the Board, subject to delegation by the Board to the Officers and the Executive Committee. The
47 University President shall:

- 48
49 a) Have authority and responsibility to monitor and control the use of University resources and

50 the University name in accordance with applicable Florida laws and University rules and
51 policies, as amended from time-to-time.

- 52 b) Have authority to monitor and control the use of the Corporation's resources.
- 53 c) Retain control of the Corporation's name and monitor compliance of the Corporation with
54 state and federal laws and rules of the University Board of Trustees.
- 55 d) Possess line-item authority over the budget of the Corporation. This authority includes the
56 establishment of additional line items and reduction or elimination of existing budgetary
57 items.
- 58 e) Approve salary supplements and other compensation or benefits paid to the University
59 faculty and staff from Corporation's assets.

60
61 Section 3. Meetings. A regular annual meeting of the Board shall be held between August 1
62 and September 30 at a date and time set by the Board. Other regular meetings may be held at dates
63 and times set by the Board. Notice of the meetings, signed by the Secretary, and shall be given by
64 personal delivery, U.S. Mail or electronic mail to the last recorded address of each Director at least
65 ten (10) days before the time appointed for the meeting. Special meetings of the Board may be called
66 by the President or Secretary of this Corporation, two (2) or more Directors, or the University
67 President. Notice of any special meeting of the Board shall be given at least ten (10) days prior
68 thereto by personal delivery, U.S. Mail, or electronic mail to each Director at his or her address as
69 shown by the records of the Corporation and to the Chair of the University Board of Trustees. Any
70 Director may waive notice of any meeting. The attendance of a Director at any meeting shall
71 constitute a waiver of notice of such meeting, except where a Director attends a meeting for the
72 express purpose of objecting to the transaction of any business because the meeting is not lawfully
73 called or convened. Business to be transacted at the meeting need not be specified in the notice or
74 waiver, unless specifically required by law or by these Bylaws. Proxies, general or special, shall not
75 be accepted for any purpose in the meetings of the Board. The use of telephone or video conferencing
76 for meeting attendance, quorum and voting is permissible so long as the meeting is held in accordance
77 with the Florida Government-in-the-Sunshine Law.

78
79 Section 4. Quorum. A majority of the Board shall constitute a quorum for the transaction of
80 business at any meeting of the Board. If a quorum is not present, a majority of those present may
81 adjourn the meeting from time-to-time without further notice.

82
83 Section 5. Manner of Acting. The act of a majority of the Directors present at a meeting at which
84 a quorum is present shall be the act of the Board, unless the act of a greater number is required by law or
85 by these Bylaws.

86
87 Section 6. Vacancies. Whenever any vacancy occurs on the Board, by death, resignation, or
88 otherwise, it shall be filled without undue delay. In the case of the University President, Provost, and
89 Vice President for Research, the person who is acting as the University President, Provost, or Vice
90 President for Research will fill the vacancy.

91
92 Section 7. Order of Business. The order of business shall be as follows at all meetings of the
93 Board and Executive Committee:

- 94 a) Calling of the roll
- 95 ~~b) Proof of notice of meeting or waiver of notice~~
- 96 ~~e)b) Reading of the minutes~~
- 97 ~~d) Receiving communication~~
- 98

- e)c) Election of officers and directors, if necessary
- f)d) Reports of officers
- g)e) Report of committees
- h)f) Unfinished business
- i)g) New business

Any question as to the priority of business shall be decided by the Chair without debate. This order of business may be altered or suspended at any meeting by a majority vote of the Directors present.

ARTICLE II Officers

Section 1. Number. The Officers of this Corporation shall be a President, ~~aa~~ Vice President of Operations, a Vice President of Technology Transfer, a Secretary, and a Treasurer. Additional Officers may be appointed by the Board.

Section 2. Method of Election and Removal. The Board shall elect all officers at its regular annual meeting, or other regular or special meeting, and such Officers shall serve for a term of ~~one-two~~ (+2) years. A majority of a quorum present shall be necessary to constitute an election. The election of the President of the Corporation shall be upon the recommendation and prior approval of the University President. The Board may remove any Officer at any special meeting by a vote of majority of a quorum present, provided that notice of the pending removal is set forth in the notice of the special meeting, or provided that all Directors waive notice of such special meeting.

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

a) President. The President shall be a member ex officio, with the right to vote, of all committees. At the regular annual meeting of the Board and at such other times as he or she deems proper, he or she shall communicate to the Board such matters and make such suggestions as may, in his or her opinion, tend to promote the prosperity and usefulness of the Corporation. The President shall act as the Chief Executive Officer of the Corporation and shall do and perform such other duties as may be assigned to him by the Board. The President is authorized to execute all certificates, contracts, deeds, notes and other documents or legal instruments authorized or issued by the Board in the name of the Corporation, with the Secretary attesting. The President of the Corporation shall also report to the University President, or his or her designee, who shall be a vice president or other senior officer reporting directly to the President. As required for the efficient operation of the Corporation, the President may authorize others to serve as signatories for specific categories of agreements, e.g., research contracts and research grants.

b) Vice President of Operations. The Vice President of Operations shall be authorized to act on matters delegated to him or her by the President of the Corporation and shall take such actions as necessary to allow for the efficient operation of the Corporation.

~~b)c)~~ Vice President of Technology Transfer. The Vice President of Technology Transfer shall be authorized to act on matters delegated to him or her by the President of the Corporation and shall take such actions as necessary to allow for the efficient operation of technology transfer activities of the

148 Corporation.

149
150 e)d) Secretary. The Secretary shall keep full and accurate minutes of all the meetings of the Board
151 and Executive Committee in a book provided for that purpose and shall transmit all notices
152 required by these Bylaws. The Secretary shall perform all duties incident to the management
153 of the office of Secretary of the Board. The Secretary may sign documents with the President
154 in the name of this Corporation. The Secretary shall have charge of all official records of the
155 Corporation, which shall be at all reasonable times open to the inspection of any Director. The
156 Secretary shall exercise such authority to collect revenues and make routine expenditures,
157 which authority shall be delegated by the Board, the Executive Committee, or the President of
158 the Corporation. The Vice President of Operations may serve as Secretary upon Board
159 approval.

160
161 e)e) Treasurer. The Treasurer shall receive and keep the funds of the Corporation and pay out
162 the same only in accordance with the guidelines established by the Board. The Treasurer shall
163 perform all duties incident to the management of the office of Treasurer of the Board. The
164 Treasurer shall deposit all monies, checks, and other credits to the account of the Corporation
165 in such bank or banks or other depositories as the Board may designate. The Treasurer shall
166 have full oversight over the financial transactions of the corporation, and shall participate as
167 a member of the Finance Committee. He or she shall render to the Board an account and
168 statement of all transactions at the annual meeting of the Board and at such other times as the
169 Board may determine. The Treasurer shall regularly maintain a full and accurate account of all
170 monies received and paid out on accounts administered by the Corporation. The Treasurer shall
171 at all reasonable times exhibit his or her books and accounts to the Finance Committee and/or
172 any Director.

173
174 ~~In no case shall an individual Officer hold more than one position.~~

175
176 Section 4. Bond. The Officers of the Corporation shall, if required by the Board, give to the
177 Corporation such security for the faithful discharge of their duties as the Board may direct.

178
179 Section 5. Checks. All vouchers for checks or drafts over Twenty-five thousand dollars
180 (\$25,000) on the funds of the Corporation shall be approved in writing by one (1) Officer and (1)
181 one Director. All vouchers for checks or drafts equal to or under Twenty-five thousand dollars
182 (\$25,000) shall be approved in writing by the Treasurer or his or her designee.

183
184 Section 6. Audit. At the close of each fiscal year, the Finance Committee, ~~or~~ President, or
185 Vice President of Operations of the Corporation shall arrange for the auditing of the books, records, and
186 accounts of the Corporation. The annual audit shall be performed in accordance with Generally Accepted
187 Auditing Standards and Government Auditing Standards issued by the Comptroller General of the United
188 States. A management letter of response will be included, if appropriate.

189
190 Neither the auditors selected nor any member or employee of any auditing firm selected shall be a Director
191 or any officer of the Corporation, unless this requirement is specifically waived by action of the Board.

192
193 A copy of the report of the auditor shall be made available to each member of the Corporation's Board of
194 Directors as soon as practicable and such report shall be presented at the next meeting of the Board of
195 Directors held after the report is completed.

197 The annual financial audit and any management letter shall be forwarded to the University Board of
198 Trustees.
199

200 Section 7. Vacancies. All vacancies in any Officer position shall be filled by the Board without
201 undue delay at its regular annual meeting or at any other regular or special meeting, or in any office, it
202 may be filled by appointment made by the University President in conformity with these Bylaws. The
203 newly appointed member or officer shall act during the remainder of the unexpired term of his or her
204 predecessor.
205

206 Section 8. Compensation. The Officers shall receive no special salary or compensation for being
207 Officers of the Corporation, other than their usual salaries as employees of the University. The benefits
208 of all employees of the Corporation shall be set by the President of the Corporation with the approval of
209 the Executive Committee or the Board. The President of the University shall determine the compensation
210 of Corporation employees from Corporation assets and such authority may not be delegated. The
211 Directors and Officers of this Corporation, except those otherwise employed by the Corporation, shall
212 not receive any compensation from this Corporation for their services as director or officer; provided,
213 however, that they may be reimbursed from funds of the Corporation for any travel expenses or other
214 expenditures incurred by them in the proper performance of their duties.
215

216 **ARTICLE III** 217 **Committees** 218

219 Section 1. Executive Committee. The Board may elect at its regular annual meeting, or other
220 regular or special meeting, an Executive Committee consisting of four (4) Directors, one (1) of which
221 shall be the University President, or his or her designee, and one (1) which shall be the appointee of the
222 Chair of the University Board of Trustees. The Executive Committee shall have such powers as may be
223 delegated to it by the Board. A majority of the Executive Committee shall be sufficient to exercise all of
224 its powers. Proxies, general or special, shall not be accepted in the meetings of the Executive Committee.
225 Between meetings of the Board, the Executive Committee shall have the authority of the full Board,
226 provided that the Executive Committee shall not have the authority to do the following unless specifically
227 empowered by the Board to do so:
228

- 229 a) Take any action inconsistent with a prior act of the Board;
- 230 b) Alter Articles of Corporation or these Bylaws;
- 231 c) Fill vacancies; or
- 232 d) Authorize the purchase, sale or lease of land or buildings or grant a mortgage on real estate to
233 secure a debt.
234

235 In the absence of an elected Executive Committee, the entire Board shall constitute such Executive
236 Committee.
237

238 Section 2. Finance Committee. The Finance Committee shall be a committee consisting of a
239 minimum of two (2) Directors and one (1) Officer, and shall assist the Board of Directors in fulfilling its
240 responsibility with respect to the Corporation's finances, investments, annual budget, audit, and long term
241 financial planning.
242

243 The first Director shall be the UCF Chief Financial Officer, the second Director shall be appointed by the
244 UCF Vice President for Research ~~& Commercialization~~, and the Officer shall be the Treasurer of the
245 Corporation, who shall serve as the Secretary of the Finance Committee.

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Section 3. Standing Committees. The Board, on its own motion or upon the recommendation of the President of the Corporation, may appoint such committees comprising Directors and Officers as it may deem necessary and advisable to assist in the conduct of the Corporation's affairs.

Section 4. Special Committees. The Board may, at any time, appoint other committees comprising Directors and Officers on any subject for which there are no standing committees. The President of the University shall have the authority to establish an unlimited number of Special Committees to accomplish any objectives affecting various interests and the welfare of the Corporation and the University of Central Florida.

Section 5. Committee Quorum. A majority of any committee shall constitute a quorum for the transaction of business, unless any committee shall by majority of its entire membership decide otherwise.

Section 6. Committee Vacancies. The various committees shall have the power to fill vacancies in their membership with the exception of the executive Committee. Vacancies on the Executive Committee shall be filled by the Board.

ARTICLE IV
Seal

The Corporation shall have the power to adopt, use, and alter a common corporate seal, in accordance with the Articles of the Corporation and Florida Statute 617.0302.

ARTICLE V
Amendments

These Bylaws may be amended by majority vote of the entire Board at any duly organized meeting, subject to the approval of the University of Central Florida Board of Trustees, and in accordance with the Article of the Corporation.

ARTICLE VI
Fiscal Year

The fiscal year of the Corporation shall commence on July 1 of each year and end on June 30.

ARTICLE VII
Employment

Section 1. Any person employed by the Corporation shall not be considered to be an employee of the State of Florida or the University solely by virtue of such employment with the Corporation.

Section 2. The Corporation shall provide equal employment opportunities for all persons regardless of race, color, religion, sex, age, or national origin.

295 **ARTICLE VIII**
296 **Indemnification**

297
298 Section 1. Indemnification. Pursuant to Sections 607.0850 and 617.028, Florida Statutes,
299 any person who was or is a party, or is threatened to be made a party, to any threatened, pending,
300 or completed action, suit, or proceeding whether civil, criminal, administrative, or investigative
301 (other than an action by, or in the right of, the Corporation, by reason of the fact that he or she is
302 or was a Director or Officer of the Corporation) shall be indemnified against expenses (including
303 attorney’s fees), judgments, fines, and amounts paid in settlement actually and reasonably
304 incurred by him or her in connection with such action, suit, or proceeding, including any appeal
305 thereof, but only if he or she acted in good faith and in a manner he or she reasonably believed to
306 be in, or not opposed to, the best interest of the Corporation, and, with respect to any criminal
307 action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The
308 Corporation shall have the authority to purchase insurance for this purpose.
309

310 Section 2. Authorization of Indemnification. Any indemnification hereunder shall be made by
311 the Corporation only upon a determination that indemnification of the Director or Officer is proper
312 in a specific case because he or she has met the standard of conduct set forth in Section 1 of this
313 Article VIII. Such determination shall be made by the Board by a majority vote of a quorum
314 consisting of Directors who were not parties to such action, suit or proceeding or, if such quorum is
315 not obtainable, by a majority vote of a committee duly designated by the Board (in which Directors
316 who are parties may participate) consisting solely of two (2) or more Directors not at the time parties
317 to the action, suit or proceeding or by a committee comprised of individuals who were not parties to
318 such action, suit or proceeding where such committee is selected by a majority vote of the full Board
319 (in which Directors who are parties may participate).
320

321 **ARTICLE IX**
322 **Ethics and Financial Disclosure**

323
324 Section 1. Ethical Duties Generally. It is the duty of each Director and Officer to fully comply
325 with the Government-in-the-Sunshine Law set forth in Section 286, et seq., Florida Statutes, the
326 Public Records Law set forth in Section 119, et seq., Florida Statutes, and to the extent it applies, the
327 Code of Ethics for Public Officers and Employees set forth in Chapter 112, Part III, Florida Statutes.
328
329

330 Section 2. Procedure for Filing and Handling Complaint. Any allegation of violation of any
331 provision of this Article IX shall be referred to the President of the Corporation or such other person as
332 the University President shall designate. The President of the Corporation, or such other person as may
333 be designated by the University President, shall be responsible for undertaking an initial investigation of
334 the factual and legal basis for the complaint. The President of the Corporation, or such other person
335 designated by the University President, shall make a recommendation to the Chair as to whether sufficient
336 probable cause exists to bring the complaint before the Board for its consideration, and if deemed
337 appropriate as to an appropriate penalty.
338

339 Section 3. Conflict of Interest. All actual or potential conflicts of interest involving Directors of
340 the Corporation shall be disclosed and addressed in accordance with the Corporation’s Conflict of Interest
341 Policy.
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343 Section 4. Penalties. Any Director, Officer, or employee who knowingly violates any provision of

344 this Article IX may be punished by: (a) written reprimand, and/or (b) in the case of a Director or Officer,
345 recommendation that the Board terminate the Director's or Officer's affiliation with the Corporation. Any
346 employee who knowingly violates any provision of this Article IX may be subject to discipline, up to and
347 including termination of employment.

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ARTICLE X
Miscellaneous Provisions

352 Section 1. Contracts for the routine activities of this Corporation shall be signed in the name of the
353 Corporation or in the Corporation's fictitious name, University of Central Florida Applied Research
354 Institute, by the President or such other(s) as the President may authorize in accordance with Article
355 II(3)(a).

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357 Section 2. Public access to the Corporation's records shall be governed by Section 1004.28, Florida
358 Statutes.

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361 The undersigned, as Secretary of the Corporation, hereby certifies that the foregoing ~~Third~~ Fourth
362 Amended and Restated Bylaws of University of Central Florida Research Foundation, Inc. were approved
363 by no less than a two-thirds (2/3) vote of the entire Board at the meeting held on August 22, 2018.

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Signature	Date
	Kim Smith, Secretary

Legal Approval:

Summary of Proposed Changes to UCF Research Foundation Bylaws

Three Focus Areas for the Proposed Changes (*as noted below*):

(A) University Board of Trustees approval of Board Members

(B) General Housekeeping

(C) Officers

(B) Line 1

Updated numbering

(B) Line 14, 25, 26, 30

Article I. Section 1. Membership, Term of Office, and Chair

Update the title for the third member assigned to the Board to reflect University organizational changes

(A) Line 19, 31

Article I. Section 1. Membership, Term of Office, and Chair

Add statement to address the requirement of UCF Board of Trustees approval of appointed Board members

(B) Line 41, 42

Article I. Section 1. Membership, Term of Office, and Chair

Updated the title for the third member assigned to the Board and clarified the role of the UCF VP for Research as President of the corporation in addition to Chair of the Board

(B) Line 54

Article I. Section 2. Powers and Duties of the Board of Directors

Added in "University" to clarify section

(B) Line 95-103

Article I. Section 7. Order of Business

Updated order of business

(C) Line 112-113

Article II. Section 1. Number

Updated to reflect organizational changes under VP of Research

(B) Line 117

Article II. Section 2. Method of Election and Removal

Updated Officers terms from one year to two years

(C) Line 141, 145-148

Article II. Section 3. Duties of Officers

Updated Vice President of the Corporation from one to two; VP of Operations and VP of Technology Transfer to align with organizations changes under VP of Research

(C) Line 158-159

Article II. Section 3. Duties of Officers

Included language allowing Vice President of Operations to serve as Secretary upon Board approval

(C) Line 174

Article II. Section 3. Duties of Officers

Removal of section prohibiting an individual Officer to hold more than one position

(C) Line 184-185

Article II. Section 6. Audit

Updated language to allow VP of Operations, in addition to already stated Finance Committee or President to arrange for annual audit at the end of each fiscal year

(B) Line 244

Article III. Section 2. Finance Committee

Update the title for the third member assigned to the Board

(B) Line 361

Article X. Section 2. Finance Committee

Update amendment number



Board of Trustees
November 18, 2021

GOV-4: Approval of Limbitless Solutions Fourth Amended and Restated Bylaws

Information

Discussion

Action

Meeting Date for Upcoming Action: _____

Purpose and Issues to be Considered:

Limbitless Solutions, Inc. is updating its Bylaws and seeks approval of these amendments. The only changes are in Article II Section 2 related to board members. Specifically, the changes reflect that: one board member will be the President or his designee; board members serve two-year terms and may be reappointed for one additional term; and except for the UCF Board of Trustees Chair and the President of the university (or their designees), all appointments are subject to UCF Board of Trustees approval.

Background Information:

These bylaws were approved by the Limbitless Solutions Board of Directors on July 16, 2018. It was recently discovered that these bylaws were not brought forth to the Board of Trustees for approval at that time.

Recommended Action:

Approve the amended Limbitless Solutions Bylaws, as presented.

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 UCF-4.034 Direct Support Organizations, Florida Statutes s. 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:

Robert Wilson, Associate General Counsel

Supporting Documentation:

Attachment A: Limbitless Solutions Fourth Amended and Restated bylaws (redline)

Facilitators/Presenters:

Youndy Cook, Interim Vice President and General Counsel

**~~THIRD-FOURTH~~ AMENDED AND RESTATED BYLAWS OF
LIMBITLESS SOLUTIONS, INC.**

**ARTICLE I
ANNUAL MEETING**

1. The annual meeting of the members of this Corporation shall be held on the first Monday of July of each year, or as soon thereafter as possible. The time and location of the annual meeting shall be designated by the Chairman of the Board of Directors.
2. The annual reports of the officers for the year shall be read and considered.
3. Following the reports of the officers, such other business as may come before the body may be transacted.
4. At this meeting, a majority of the voting members shall constitute a quorum and a majority of those voting members present may transact any business coming before the body.

**ARTICLE II
BOARD OF DIRECTORS**

1. The Board of Directors shall constitute the members of the Corporation.
2. The following persons shall be members of the Board of Directors of the Corporation:
 - a. The President of the University of Central Florida or his designee.
 - ~~a.~~ Members of the administration, faculty or student body of the University of Central Florida, as the President of the University may appoint ~~and for such terms as the President of the University shall designate.~~
 - b.
 - ~~b.c.~~ The Chairman of the University of Central Florida Board of Trustees or designee.
 - d. Such members of the public as appointed by the President of the University. ~~for such terms as the President of the University shall designate.~~
 - e. All board members shall serve two year terms and may be reappointed for one additional term.
 - e.f. All appointments, other than the Chair of the UCF Board of Trustees and President of the University, are subject to approval of the UCF Board of Trustees
3. The duties of the Board of Directors shall be as follows:
 - a. To discharge faithfully all the duties imposed upon it by the Articles of Incorporation, Bylaws, and state and federal law.
 - b. To meet upon the call of the Chairman of the Board, the President of this Corporation, or any three members of the Board.

- c. To select a bank or banks or other depositories for the deposit of the funds and securities of the Corporation; and to cause the Corporation to conduct its financial affairs in conformity with the policies and procedures adopted by the Board.
 - d. To cause an audit of the books and records, in accordance with university policy 2-208, *Direct Support Organization External Auditor Selection*, of this Corporation to be made at least once each fiscal year together with a management letter, including the response from management, conducted by a firm of independent Certified Public Accountants selected by the Chairman of the Board, whose engagement letter shall provide that it render an opinion on the financial statements in accordance with generally accepted accounting principles and to have the results of the audit reported to the Board of Directors.
4. A majority of the directors shall constitute a quorum at any meeting of the Board of Directors or Committees thereof and all questions shall be determined by a majority vote of the directors present.
 5. The Chairman of the Board shall preside at meetings of the Board of Directors. In the absence of the Chairman from any meeting, the President of the Corporation shall preside.
 6. Meetings may be conducted by telephone, video conference or similar communications equipment, provided all persons participating in such meetings are able to communicate with each other.
 7. Proxies, general or special, shall not be accepted for any purpose in the meeting of the Board of Directors or committees thereof.
 8. The members of the Board of Director shall serve until replaced by the President of the University or Chairman of the Board of Trustees as applicable.

ARTICLE III
CHAIRMAN OF THE BOARD AND
OFFICERS OF THE CORPORATION

1. The Chairman of the Board of Directors shall be appointed by the President of the University of Central Florida and shall have the following authority:
 - a. The Chairman shall preside at all meetings of the Board of Directors.
 - b. The Chairman shall retain the authority to monitor and control the use of the Corporation's resources. The Chairman shall retain control of the Corporation's name and shall monitor compliance of the Corporation with state and federal laws and the rules of the State Board of Education and University Board of Trustees.

- c. The Chairman or Chairman's designee shall review and approve quarterly expenditure plans for the Corporation. If the Chairman appoints a designee to review and approve the quarterly expenditure plans, such designee shall be a Vice President or other senior officer of the University who reports directly to the President of the University. The quarterly expenditure plan shall separately delineate planned actions which may result in a commitment of University resources or the resources of the Corporation.
 - d. The Chairman of the Board shall possess line-item authority over the budget of the Corporation. This authority includes the establishment of additional line items and reduction or elimination of existing budgetary items.
 - e. The Chairman or designee shall prepare the agenda for all meetings of the Board of Directors.
 - f. The Chairman shall appoint the officers of the Corporation. The President, Secretary, and Treasurer shall be appointed annually from the voting members of this Corporation. These officers are to serve terms of one year each commencing immediately following their appointment.
 - g. In the event of absence, inability, or refusal to act of any of the officers of this Corporation, the Chairman shall appoint a successor or successors to perform the duties of their respective offices.
 - h. The Chairman, upon the recommendation of the Audit Committee, in accordance with university policy 2-208, *Direct Support Organization External Auditor Selection*, shall engage a firm of independent Certified Public Accountants for the performance of a financial audit, and the rendering of the associated management letter, for each fiscal year of this Corporation.
2. The duties of the President of this Corporation shall be as follows:
 - a. To manage the day to day activities of the Corporation.
 3. The duties of the Vice President shall be as follows:
 - a. To perform the duties of the President during the absence or incapacity of the President.
 4. The duties of the Secretary shall be as follows:
 - a. To keep accurate minutes of the proceedings of the annual meeting of the Corporation and all meetings of the Board of Directors and preserve same in a book of such nature as to serve as a permanent record.
 - b. To keep on record a copy of the Articles of Incorporation and Bylaws of the Corporation and all amendments thereto.

- c. To keep the seal of the Corporation and affix same to such official documents, records and papers as may be required.
 - d. To keep an accurate list of all members of this corporation.
 - e. To present a written report of the conduct of his or her office at the next annual meeting following his or her appointment to office.
5. The duties of the Treasurer shall be as follows:
- a. To assure that adequate provision is made for the care and custody of all the assets of this Corporation.
 - 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 Corporation shall faithfully discharge their duties, the adequacy of which shall be determined by the Executive Committee.
 - c. To present a written report of the conduct of his or her office at the next annual meeting following his or her appointment to office.

**ARTICLE IV
COMMITTEES OF THE BOARD OF DIRECTORS**

1. **STANDING COMMITTEES**

There shall be Standing Committees of the Board of Directors. Standing Committees shall be permanent and their membership shall consist of voting directors and such other members of the University community as appointed by the Chairman. Standing Committee members shall serve until the Chairman of the Board appoints a replacement. The Standing Committees are designated as follows:

a. **EXECUTIVE COMMITTEE**

1. The Executive Committee shall consist of three members as follows:

- a. The Chairman of the Corporation.
- b. The President of the Corporation.
- c. A designee of the Chair of the Board of the University of Central Florida who is a member of the Board of Directors of this Corporation.

2. The Executive Committee shall meet at the call of the Chairman or President of the Corporation. The presence of three members shall constitute a quorum of this Committee and the affirmative vote of

three members shall be necessary for the adoption of any motion or resolution. When urgency precludes a formal meeting, matters may be handled by telephone conference, subsequently confirmed in writing. No subsequent revision or alteration by the Board of Directors of action taken by the Executive Committee shall affect the rights of third parties.

3. The Executive Committee shall have and may exercise all powers and authority of the Board of Directors when the Board is not in session, subject only to such restrictions or limitations as the Board of Directors may from time to time specify; provided however, the Executive Committee shall have no authority to alter, amend, or repeal the Articles of Incorporation or the Bylaws of the Corporation or to appoint directors. All actions of the Executive Committee shall be reported in writing to the Board of Directors at the next meeting of the Board, or when deemed sufficiently important by any member of the Executive Committee or the Executive Vice President, such actions shall be reported within ten days after such action. All actions of the Executive Committee shall be included in the minutes of the Board of Directors meetings.

b. FINANCE COMMITTEE

The Finance Committee shall consist of a minimum of three members appointed by the Chairman from the Board of Directors. The duties of the Finance Committee shall be as follows:

1. The Finance Committee shall concern itself with fiscal policy, budget and spending. It shall review the annual budget and from time to time assure itself that the budget and current funds of the Corporation are administered in accordance with the policies of the Board of Directors.
2. The Finance Committee shall develop and review financial policies and procedures and make detailed reports to the Board of Directors.
3. The Finance Committee shall receive and consider the Corporation's budget for each fiscal year. It shall then present the budget with appropriate recommendations to the Corporation's Board of Directors. Upon approval by the board, the budget shall be submitted to the President of the University of Central Florida for approval. Upon approval, the President shall recommend the budget to the University Board of Trustees for review and approval.
4. The Finance Committee shall meet with Corporation staff from time to time and compare actual spending with the budget and make recommendations to the Board.

5. The Treasurer of the Corporation or the Treasurer's designee shall serve as the Secretary of the Finance Committee and shall keep minutes of the actions of the Committee. The Secretary of the Finance Committee need not be a member of the Finance Committee.

c. AUDIT COMMITTEE

1. The Audit Committee shall consist of a minimum of three members appointed by the Chair of the Board of Directors.
2. The Audit Committee shall recommend to the Chairman of the Board of Directors, no later than March 31 of every year, in accordance with university policy 2-208, *Direct Support Organization External Auditor Selection*, the engagement of a firm of independent Certified Public Accountants for the performance of a financial audit, and the rendering of the associated Management Letter, for the Corporation's fiscal year which ends on the following June 30th.
3. The Audit Committee shall receive, on behalf of the Board of Directors, the Audit Report, the associated Management Letter and responses by this Corporation's management to the Management Letter. The Audit Committee shall meet, as it deems appropriate, with representatives of the auditing firm and the Corporation's management to discuss any issues which arise as a result of the Audit Report, the Management Letter or the responses to the Management Letter from the Corporation's management.
4. The Audit Committee shall transmit the Audit Report, the Management Letter and the responses of this Corporation's management to the Management Letter to the Executive Committee and the Chairman of the Board of Directors within thirty days of receipt of the completed documents. The transmittal of the completed documents shall be accompanied by comments of the Audit Committee regarding the audit results and recommendation for action by the Board of Directors.
5. The annual audit and management letter shall be forwarded to the University Board of Trustees for review.
6. The Audit Committee shall also undertake other relevant projects which the Board of Directors, the Chairman or the President of the Corporation shall deem appropriate to assign to it.

2. SPECIAL COMMITTEES

The Chairman of the Board of Directors of the Corporation shall have the authority to establish an unlimited number of Special Committees to accomplish any objectives

affecting various interests and the welfare of the Corporation and the University of Central Florida.

ARTICLE VI MISCELLANEOUS PROVISIONS

1. Contracts for the routine activities of this Corporation shall be signed in the name of the Corporation by the Chairman or President or designee.
2. The Directors and Officers of this Corporation, except those otherwise employed by the Corporation, shall not receive any compensation from this Corporation for their services as director or officer; provided, however, that they may be reimbursed from funds of the Corporation for any travel expenses or other expenditures incurred by them in the proper performance of their duties.
3. Whenever a vacancy occurs on the Board of Directors of the Corporation or in any office, it may be filled by appointment made by the person who appointed the original director. The newly appointed member or officer shall act during the remainder of the unexpired term of his or her predecessor.
4. The seal of this Corporation shall be in the form of a circle and shall bear, among other things, the name of the Corporation and the date of its incorporation.
5. Personnel employed by this Corporation shall not be considered to be employees of the State of Florida by virtue of employment by this Corporation.
6. This Corporation shall indemnify and hold harmless all directors, officers, and employees of the Corporation for any liability heretofore or hereafter incurred as a result of their actions in the performance of their duties on behalf of this Corporation. The Corporation shall have the authority to purchase insurance for this purpose.

ARTICLE VII AMENDMENTS

These Bylaws may be altered, amended, or rescinded only by an affirmative vote of the majority of all of the voting members. In case it becomes necessary to call a special meeting for this purpose, written notice shall be given to each voting member of the Corporation at least fifteen (15) calendar days before the date set for the meeting, and such notice shall indicate the provision sought to be amended and the nature of the amendment proposed to be adopted. All proposed amendments are subject to University Board of Trustees review and approval.

ARTICLE VIII FISCAL YEAR

The fiscal year of the Corporation shall begin on July 1 and end on June 30 of the following year.

**ARTICLE IX
NONDISCRIMINATION**

The Corporation is committed to non-discrimination with respect to race, creed, color, religion, age, disability, sex, marital status, national origin, or veteran status.

**ARTICLE X
CONFLICT OF INTEREST**

All actual or potential conflicts of interest involving directors of the Corporation shall be disclosed and addressed in accordance with the Corporation's Conflict of Interest Policy.

**ARTICLE XI
PUBLIC RECORDS**

Public access to the Corporation's records shall be governed by Section 1004.28, Florida Statutes.

I HEREBY CERTIFY that the foregoing ~~Fourth~~^{Third} Amended and Restated Bylaws were approved by majority vote of the Board of Directors on ~~January 30~~ _____, 2018.

Secretary

Date



Regular Meeting | Board of Trustees
November 18, 2021

DISC–1: University for the Future: Preparing for Innovations in Hospitality, Tourism and Entertainment

Information

Discussion

Action

Meeting Date for Upcoming Action: _____

Purpose and Issues to be Considered:

This session is the first in a series of panels that provides the Board the opportunity to engage in strategic discussions with industry leaders related to areas of importance to the region and the university.

UCF Rosen College of Hospitality Management – named the nation’s best, and No. 2 in world - provides the perfect environment for a discussion focused on emerging trends in hospitality, tourism and entertainment and how the university can deepen its partnership with these industries to strengthen education, workforce development, and research outcomes.

President Cartwright will highlight programs and rankings in hospitality, tourism, and entertainment, identifying what distinguishes UCF in these areas and how these industries tie to UCF’s goal of becoming the leading public metropolitan research university.

Chair Martins will moderate the panel and facilitate discussion with the Board. All board members are encouraged to participate in asking questions of the panelists.

The panelists are (see Attachment A for panelists’ bios):

Michael D. Brown

President and Chief Executive Officer, Travel + Leisure Co.

John Sprouls

Executive Vice President and Chief Administrative Officer, Universal Parks & Resorts

Jeff Vahle

President, Walt Disney World Resort

Background Information:

The Board will host a series of industry panel discussions to inform decision-making and input throughout the strategic planning process.

Recommended Action:

N/A

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:

Karen Monteleone, Assistant Vice President, Board Relations

Supporting Documentation:

Attachment A: Panelist Bios

Facilitators/Presenters:

Moderator:

Chair Martins

Panelists:

Michael D. Brown, *President and Chief Executive Officer, Travel + Leisure Co.*

John Sprouls, *Executive Vice President and Chief Administrative Officer, Universal Parks & Resorts*

Jeff Vahle, *President, Walt Disney World Resort*

**TRAVEL+
LEISURE**

**WYNDHAM
•DESTINATIONS**

PANORAMA

**TRAVEL+
LEISURE
Group**

Michael D. Brown
President and Chief Executive Officer
Travel + Leisure Co.

Michael D. Brown serves as President and Chief Executive Officer (CEO) of Travel + Leisure Co., and is a member of its Board of Directors. Brown is responsible for the performance, growth and strategic direction of the world's leading membership and leisure travel company with a portfolio of nearly 20 resort, travel club, and lifestyle travel brands. The company, which employs 17,000 associates, includes the Wyndham Destinations, Panorama, and Travel + Leisure Group business lines.

Brown joined the company in 2017, and in June 2018 led its subsequent evolution to Wyndham Destinations as an independent public company, globally headquartered in Orlando, FL, after spinning off Wyndham Hotels & Resorts. In 2021, Wyndham Destinations acquired the iconic Travel + Leisure brand and became Travel + Leisure Co., aligned with its strategy to be the world's leading membership and leisure travel company.

Previously, Brown served as Chief Operating Officer at Hilton Grand Vacations (HGV). Prior to being appointed as COO for HGV in 2014, he held the role of Executive Vice President, Sales and Marketing – Mainland U.S. and Europe. Prior to joining HGV in 2008, Brown served in a series of leadership roles throughout the U.S., Europe and the Caribbean during his more than 16 years at Marriott International and Marriott Vacation Club International.

A leisure travel industry veteran of more than 25 years, Brown's leadership is infused with a combination of strategic vision, operational expertise, authentic engagement, and industry knowledge. He drives the company's commitment to be responsive and engaged through socially conscious initiatives, and fosters its global spirit of hospitality and responsible tourism. Aligned with the culture of inclusion and diversity, Brown leads the company's Global Inclusion and Diversity Council.

Brown earned a bachelor's degree from the McIntire School of Commerce at the University of Virginia. He currently serves as a member of the World Travel & Tourism Council, the American Resort Development Association (ARDA) Executive Committee, and is the Chair of the ARDA Board of Directors. He is also a member of the Orlando Economic Partnership Governor's Council, an Advisory Council Member of the Enzian Theatre, and serves on the Hispanic Chamber of Commerce Metro Orlando Board of Directors.

JOHN SPROULS

Executive Vice President and Chief Administrative Officer
Universal Parks and Resorts
Chief Executive Officer
Universal Orlando Resort

Mr. Sprouls is Executive Vice President and Chief Administrative Officer for Universal Parks & Resorts, the division of NBC Universal responsible for all worldwide theme park resort and development activities. He oversees Human Resources, Legal, Business Affairs, Global Merchandise, Risk Management, EHS, Information Technology, Real Estate, Corporate Communications, External Affairs and Community Relations for the Group.

Mr. Sprouls also serves as Chief Executive Officer of Universal Orlando Resort and previously served as President/CEO of Universal Holdings I and II, the entities that owned and controlled Universal Orlando from 2006 to 2011.

Mr. Sprouls serves on the U.S. Commerce Department's Tourism and Travel Advisory Board and is its former chairman. He is a member of the U.S. Travel Association CEO Roundtable, and a former member of USTA's Board of Directors. Mr. Sprouls is President of the Universal Orlando Foundation and Chairman Emeritus of the Board of Directors for City Year Orlando. He has also served on the Board of Trustees for the University of Central Florida, the University of Central Florida Foundation, the Central Florida Coalition for the Homeless and the Orlando Repertory Theatre.



JEFF VAHLE

President

Walt Disney World Resort

[@jeffvahle](#)



Jeff Vahle serves as president of Walt Disney World Resort. A 30-year veteran of the Disney Parks, Experiences and Products, Jeff has been inspiring teams around the world to deliver the company's unrivaled brand of family vacations. Jeff oversees a workforce of more than 77,000 Cast Members at four theme parks and 30 resort hotels all located at the world's premier vacation destination.

In addition to his duties at Walt Disney World Resort, Jeff oversees Facilities & Operations Services for Disney theme parks worldwide. These teams are responsible for engineering, maintenance, construction, utilities, manufacturing, sourcing and procurement, safety and health, and asset management programs.

Jeff began his Disney career in 1990 and is a respected senior executive who is committed to driving creativity and innovation, exceeding guest expectations and delivering long-term business growth. While at Disney, he held a series of high-profile leadership roles in operations, engineering, technology and global support services.

Jeff most recently served as president of Disney Signature Experiences, leading several key growth businesses including Disney Cruise Line, Disney Vacation Club, Adventures by Disney, Golden Oak and Aulani, a Disney Resort & Spa.

At Disney Cruise Line, Jeff was responsible for the award-winning business, including four ships, as well as Castaway Cay (Disney's private island in the Bahamas) and Disney's Port Canaveral cruise terminal. Jeff also led Disney Vacation Club, the company's popular vacation-ownership program. His other responsibilities included Adventures by Disney, the company's guided group travel business, and Golden Oak, the company's luxury whole-ownership community of custom homes at Walt Disney World Resort.

Jeff is actively involved in the Central Florida community, currently serving on the board of directors for Give Kids the World Village and as a member of the Rollins College Board of Trustees. He previously served on the Central Florida Salvation Army board of directors. Jeff earned a bachelor's degree in mechanical engineering from Auburn University and a master's degree in business administration from Rollins College.



Regular Meeting | Board of Trustees
November 18, 2021

BOT-1: President’s FY22 Goals

Information

Discussion

Action

Meeting Date for Upcoming Action: _____

Purpose and Issues to be Considered:

The President’s FY22 goals were presented for a preliminary discussion at the November 8, 2021 Governance Committee meeting. The final version is attached for full Board discussion and approval.

The goals are intended to serve as a bridge to the end of this fiscal year (June 30, 2022). At the request of the Board Chair, the president will define the specific objectives to meet these goals in consultation with his leadership team.

Following the completion of the University’s strategic plan, short- and long-term goals and metrics specifically linked to the strategic plan will be brought to the Board for consideration and approval.

Background Information:

At the November 8, 2021 Governance Committee meeting, there was preliminary discussion regarding the President’s FY22 goals. The Committee requested additional time for review.

Following the Committee meeting, the Board Chair and president met to further discuss and update the goals. The updated version was shared by the Board Office on behalf of the Board Chair for feedback to be received by the Board Office or president prior to the final goals being posted.

Recommended Action:

Approve the President’s FY22 goals.

Alternatives to Decision:

Decline approval of the goals or propose amendments to goals.

Fiscal Impact and Source of Funding:

N/A

Authority for Board of Trustees Action:

BOG Regulation 1.001

UCF Board Policy - Presidential Performance and Compensation Review

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:

Alexander Cartwright, President, University of Central Florida

Supporting Documentation:

Attachment A: President's FY22 Goals

Facilitators/Presenters:

Chair Martins

President Cartwright

Presidential 2021-2022 Goals

UCF aspires to be one of the nation's leading metropolitan public research universities. We focus on student success and contributing to the betterment of society through engagement, research, and creative works. A different kind of university driven by our innovation, entrepreneurship, and optimism, UCF will not be defined by our contemporaries. Rather, we seek to forge a new path that will help to define the future of higher education.

To do this, we must build the critical infrastructure that will support UCF's pursuit of excellence in all that we do. We must strategically invest in our academic and operational efforts. As a result, UCF will have a national, and, in key areas, international reputation as a new kind of metropolitan public research university that is tightly coupled with our community. We will collaboratively deliver the skilled workforce needed by our region, create new knowledge and creative works that will amplify our economy, and work directly with businesses to drive economic prosperity. This positions us well to make UCF a top-50 public research university nationally.

UCF's pursuit of excellence is only made possible because of the creativity and hard work of our faculty, staff, and students. With a focus on building the University for the Future, we will also commit to a culture of trust, engagement, and accountability, which is necessary to deliver on academic, research, operational, and inclusive-excellence goals.

Goals for 2021-2022

- 1. Develop a comprehensive strategic plan, including a review of the University's mission and vision, that will serve as a roadmap for becoming a University for the Future. The plan will serve as the foundation to strategically align our resources and inform better strategic enrollment management and long term institutional financial planning.**
- 2. Invest in academic excellence to enable greater academic outcomes. Focus specifically on establishing and executing on initiatives to drive critical metrics of student success, reduced student to faculty ratio, and research and creative works productivity. Investments will focus on faculty, staff, processes, and infrastructure.**
- 3. Complete searches for additional senior leadership positions and continue to develop existing University leaders. Also focus on improving administrative infrastructure and systems that drive operational excellence, efficiency, and effectiveness.**
- 4. Invest in programs and initiatives that build a culture of trust, engagement, and accountability across the institution and that further enhance our commitment to inclusive excellence.**
- 5. Strengthen relationships with UCF alumni and supporters with a focus on growing the number of individuals investing in UCF's mission through philanthropy. Focus on growing UCF's endowment in support of student and faculty excellence. Specifically, leverage the transformational gift from MacKenzie Scott and Dan Jewett through the UCF Challenge program to grow our endowment for future generations.**

Presidential 2021-2022 Goals

- 6. Tell the UCF story better. Elevate and promote UCF's excellence and impact to improve the University's regional, state-wide, and national reputation through new efforts in advancement, government and community relations, and communications and marketing.**

- 7. Further strengthen our role in economic development by helping to recruit, expand, and create new businesses in Central Florida. In addition, work with industry to enhance existing and create new strategic partnerships, including talent development, that will leverage resources that can support our academic and operational goals.**



Regular Meeting | Board of Trustees
November 18, 2021

DISC – 2: Anatomy of Good Governance

Information

Discussion

Action

Meeting Date for Upcoming Action: _____

Purpose and Issues to be Considered:

The purpose of this discussion is to provide the Board with continuing education. [Dr. Sally Mason](#), Senior Consultant and Senior Fellow, Association of Governing Boards (AGB) and President Emerita of the University of Iowa, will moderate a presentation that addresses the role of a governing Board in public higher education, including AGB’s Principles of Trusteeship.

Background Information:

In 2019, AGB provided several recommendations to reform overall governance of the UCF Board of Trustees. One of the recommendations was to create a Board Orientation and Development Program to orient new trustees and reorient longer-serving trustees. The goal of the program is to enable newer board members to add value more quickly and the veterans to update their working awareness of the scope and limits of effective board responsibility and governance.

In June 2020, a formal Board Orientation and Development Program was presented to the Governance Committee. This plan outlines a structure and process for onboarding new trustees and providing continuing education to the full Board.

Recommended Action:

N/A

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:

Karen Monteleone, Assistant Vice President, Board Relations



Board of Trustees

Agenda Memo

Supporting Documentation:

Attachment A: Anatomy of Good Governance

Facilitators/Presenters:

Dr. Sally Mason, *Senior Consultant and Senior Fellow, Association of Governing Boards and President Emerita of the University of Iowa*

Anatomy of Good Governance

University of Central Florida

November, 2021

Fiduciary Duty



Duty of CARE

- Decide and act in good faith
- Prudent person level of care



Duty of LOYALTY

- Decide and act in the best interest of the organization, protect and support



Duty of OBEDIENCE

- Faithful to founding documents
- Obey the law

Above All: The Best Interest of the Institution

Board: to fulfill UCF's mission and vision now & long-term

Mission

The University of Central Florida is a public multi-campus, metropolitan research university that stands for opportunity. The university anchors the Central Florida city-state in meeting its economic, cultural, intellectual, environmental and societal needs by providing high-quality, broad based education and experienced-based learning; pioneering scholarship and impactful research; enriched student development and leadership growth; and highly relevant continuing education and public service initiatives that address pressing local, state, national, and international issues in support of the global community.

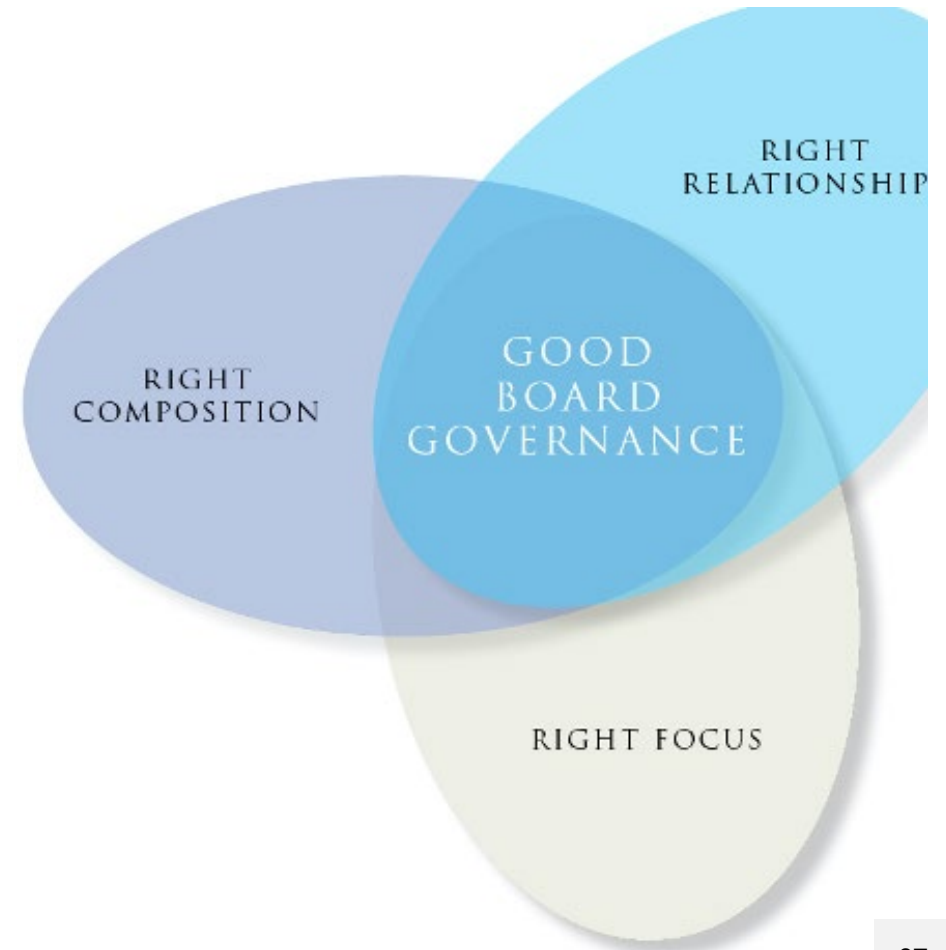
Good Board Governance Is Simple

What's needed:

- The right people on the board,
- The board addresses the right issues, and
- Board members engage in the right way, among themselves and with others.

Taken together, these are the enabling conditions of good governance.

Yet each can be difficult to achieve and sustain. Simple, but not easy.



Right People: A Good Board Is...

- Diverse
- All members actively participate in the work of the board
- All members are committed to the institution they serve
- All members are well informed about the roles and responsibilities of trusteeship

Questions for discerning right composition

1. Do all our members fully understand the **role and responsibilities** of the board?
2. Do we provide a thorough **orientation** for new members as well as ongoing opportunities for board development?
3. Does each board member effectively **apply his or her unique skills, expertise, background,** and experience to the work of the board?
4. Do all our members come to meetings **well prepared**? Do all participate in board discussions?

The Focus of the Board

- A good board focuses on the big picture and takes the long view.
- A good board uses its time productively.
- A good board seeks and obtains the information it needs.

Role of the Board



Questions For Discerning Right Focus

1. Are we as a board **focusing on the right things** in our deliberations and decisions?
2. Are we **spending our time** in board and committee meetings productively? Are our meetings structured effectively to enable us to fulfill our roles as trustees?
3. Do we focus consistently on the **big picture** and bring a **strategic vision** to bear on the matters that come before us?

The Relationships of the Board

- Of paramount importance is the board's relationship with the president
- Relationships founded on mutual respect and trust
- Functional and appropriate relationships with the board's partners in shared governance
- Relationships with internal and external constituencies support consultation and advocacy.

Questions For Discerning Right Relationships

1. Do we have a healthy, transparent, and collaborative relationship with the president? Does our board chair communicate regularly with the president?
2. Do we encourage diverse points of view and respectful debate? Are the perspectives and opinions of all members welcomed and respected?
3. Do all our members respect the confidentiality of board deliberations? Or, where “sunshine laws” require open meetings and records, do we all strive to ensure that our commitment to follow both the letter and the spirit of the laws does not impose undue constraints on either the candor of our deliberations or our willingness to make tough decisions?
4. Are all our members fully engaged? Do we encourage participation by all members in our deliberations, or are our discussions dominated by a few?
5. Do we have cliques or political factions on our board?
6. Do we have robust and transparent communication among members and between committees and the full board?

Principles of Trusteeship to Guide Your Service

University of Central Florida

November, 2021



What makes a good trustee?

As a trustee, you can count on me to/to be available, honest, humble, helpful, have integrity, thoughtful, engaged, committed to the mission above all, engaged, prepared, honest, direct, committed to the institution above all, respect confidentiality re UCF and trustees.

I count on each of my fellow trustees to/to be have probing, challenging questions; honest, open, constructive; show up engaged, supportive, open to feedback, committed to the mission above all, engaged, prepared, honest, direct, committed to the institution above all, respect confidentiality re UCF and trustees.

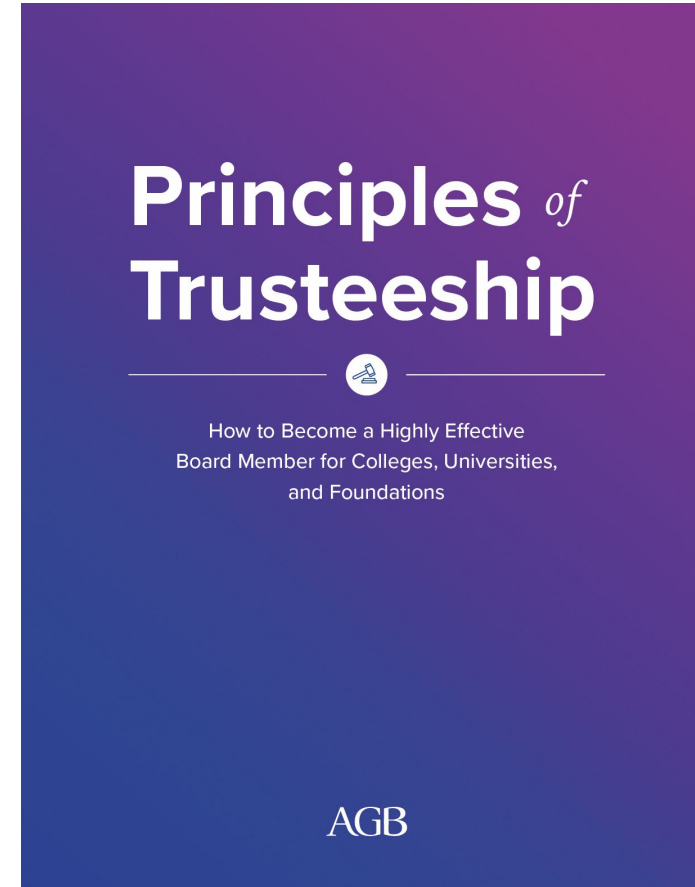
AGB 2021: Principles of Trusteeship



Think Strategically / Understand Governance / Lead by Example

Resources

- Download the [e-book](#) or [purchase the print book](#) online
- Visit the [Principles of Trusteeship microsite](#) in the Knowledge Center for additional resources
- Get expert support for your board with [AGB Consulting](#) services



Principles of Trusteeship

Understand Governance

1. Embrace the full scope of your responsibilities as a board member.
2. Respect the difference between the board's role and the administration's role.
3. Be an ambassador for your institution and higher education.

Lead By Example

4. Conduct yourself with impeccable integrity.
5. Think independently and act collectively.
6. Champion justice, equity, and inclusion.

Think Strategically

7. Learn about your institution's mission, constituents, culture, and context.
8. Focus on what matters most to long-term sustainability.
9. Ask insightful questions and listen with an open mind.

Principles of Trusteeship



	Fiduciary	Team Member	Individual
UNDERSTAND GOVERNANCE			
1. Embrace the full scope of your responsibilities as a board member.	Fulfill your fiduciary responsibilities.	Recognize that governance is a collective endeavor.	Prepare in advance, show up fully present, and participate productively.
2. Respect the difference between the board's role and the administration's role.	Honor the academic norm of <i>shared governance</i> , which includes the president, administration, and faculty.	Be humble and respect your partners in governance and leadership.	Provide advice and counsel but leave operational decisions to the administration.
3. Be an ambassador for your institution and higher education.	Advocate on behalf of your institution and higher education.	Represent the institution proudly and recognize who speaks for the board and for the institution.	Engage actively and appropriately.
LEAD BY EXAMPLE			
4. Conduct yourself with impeccable integrity.	Act in the institution's best interests, putting them ahead of your personal preferences and political allegiances.	Preemptively disclose conflicts—actual and perceived—and dualities of interest.	Uphold the highest ethical standards.
5. Think independently and act collectively.	Constructively challenge <i>and</i> support the president, administration, and committees.	Speak up on important issues, even if they are uncomfortable or unpopular.	Express your concerns diplomatically to the appropriate person(s) at an appropriate time.
6. Champion justice, equity, and inclusion.	Protect and promote justice and equity throughout the enterprise.	Seek diversity and model inclusion on the board.	Be mindful of how your experience shapes your assumptions.
THINK STRATEGICALLY			
7. Learn about your institution's mission, constituents, culture, and context.	Shape your institution's vision and strategy based on its unique purpose and constituents.	Understand the present state of the enterprise and focus on its future needs.	Become a student of higher education.
8. Focus on what matters most to long-term sustainability.	Make decisions based on the strategy and vitality of the entire enterprise.	Help define what constitutes success for your institution.	Focus your personal and professional talents on significant strategic issues.
9. Ask insightful questions and listen with an open mind.	Pose the right questions, rather than prescribe answers.	Listen actively and seek to understand.	Bring genuine curiosity and an open mind to board service.



Understand Governance

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Governance Scenarios

- A community leader expects you to help his grandson get admitted to one of the more selective programs at UCF.
- Under what conditions is it appropriate for the president or board to make a major decision that had no input from relevant constituents?
- The football team has lost three consecutive games and you decide to tell the president it's time to fire the coach and the athletic director.

Lead by Example

4. Conduct yourself with impeccable integrity.
5. Think independently and act collectively.
6. Champion justice, equity, and inclusion.

Leadership Scenarios

- A fellow trustee is talking with other trustees behind the scenes about a vice-president he believes to be incompetent.
- A fellow trustee has strong political convictions, some of which do not match up with the university's stance. She frames all her participation to move the university toward her views.
- A trustee has developed health problems such that he is often confused at meetings or absent from them.
- You are frustrated with board meetings. They waste time and focus on trivial matters.

Think Strategically

7. Learn about your institution's mission, constituents, culture, and context.
8. Focus on what matters most to long-term sustainability.
9. Ask insightful questions and listen with an open mind.

Thinking Strategically

- What matters most to UCF's long-term sustainability? Do we as a board "get it?"
- Is UCF's business model sustainable? Do we understand and address the inherent risks?
- What more can the board do, do differently, or ask the president to do for greater impact on justice, diversity, equity, and inclusion?
- How can we leverage what we do best?
- How do I respond when I disagree with a colleague?

Principles of Trusteeship

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Principles of Trusteeship

Understand
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Lead
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Think
Strategically

- What principles would best represent the expectations for members of the UCF Board of Trustees?**
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