



UNIVERSITY OF CENTRAL FLORIDA

Board of Trustees  
Governance Committee Meeting  
June 16, 2021  
Virtual Meeting

**MINUTES**

**CALL TO ORDER**

Trustee Michael Okaty, chair of the Governance Committee, called the meeting to order at 12:45 p.m. Committee members Joseph Conte, Meg Hall, Joseph Harrington, Alex Martins and Chair Seay (*ex-officio*) attended virtually. Trustees Tiffany Altizer, Bill Christy, and Jeff Condello also attended virtually.

**MINUTES**

Trustee Martins made a motion to approve the minutes from the April 14, 2021, Governance Committee meeting. Trustee Harrington seconded the motion. The committee unanimously approved the minutes of the April 14, 2021, Governance Committee as submitted.

**NEW BUSINESS**

**New Board Committee Structure (GOVC-1)**

Chair Okaty presented the topic of board committee restructuring. This topic was discussed at both the February and April Governance Committee meetings. The proposed action would dissolve the current committee structure and all current committee charters and, effective July 1, 2021, adopt the new committee structure with new charters for each committee, with the recognition that the Audit and Compliance Committee charter would remain the same. Trustee Martins made a motion to approve GOVC-1 and Trustee Hall seconded. Trustee Harrington voiced concerns about the faculty and student representatives not being included in the Executive Committee. Trustee Harrington made a motion to rename the Executive Committee as Strategic Planning Committee and amend the charter to include the student and faculty member trustee representatives as members of that committee. The motion was not seconded and the motion failed. Trustee Conte voiced concerns about the timing of this restructuring. Trustee Conte made a motion to postpone GOVC-1 for consideration until the August Governance Committee meeting and Trustee Harrington seconded. Trustees Conte and Harrington voted in favor and Trustees Okaty, Hall, and Martins voted against, and the motion failed. President Alexander Cartwright explained the purpose of the Executive Committee and stated that the faculty and students would never be excluded from strategic planning. Chair Seay reminded the committee of why the Executive Committee was created and why the Strategic Planning Committee was dissolved. Chair Okaty called for a vote on

the original motion to approve GOVC-1. Trustees Okaty, Hall, and Martins voted in favor, and Trustees Conte and Harrington voted against, and the motion passed for GOVC-1 to move to the full Board.

#### Board Chair and Vice Chair Nominations (GOVC-2)

Okaty presented the nominations that were received for the roles of Chair and Vice Chair and gave a history of the nomination process. The Governance Committee is responsible for, among other things, preparing a slate of officers to be presented to the full Board for action. Trustee Martins recused himself from this item, as required by the committee charter. Chair Okaty invited a motion to present a slate for consideration of Trustee Martins for Chair and Trustee Mills for Vice Chair. Trustee Conte so moved, but prior to a second being made discussion occurred. Trustee Harrington moved to present all current nominees to the full board for consideration. Youndy Cook, Interim Vice President and General Counsel, pointed out the requirements of the committee charter to present a slate consisting of a single name for each role. A discussion concerning the definition of slate was had and Cook indicated that, in addition to the committee charter language, past practice has been to present only a single person for each officer role. Trustee Harrington said he would like to amend the Governance Committee Charter to allow the presentation of multiple individuals for each role, but no motion was proffered. Trustee Conte restated the pending motion to present the slate of Trustee Martins for Chair and Trustee Mills for Vice Chair. At that point, Trustee Harrington seconded the original motion, and the motion passed unanimously (with the exception of Trustee Martins, who recused himself from the vote per the committee charter).

#### Tenth Amended and Restated Bylaws of the University of Central Florida Board of Trustees (GOVC-3)

Youndy Cook, Interim Vice President and General Counsel, presented the proposed amendments to the Board of Trustees Bylaws. The bylaws were last amended on October 22, 2020. The proposed edits provide consistency with other governing documents that were updated in the last year and clarify operating procedures for Board of Trustees agenda changes. Chair Okaty asked for a motion to approve the proposed amendments and to waive the ten day requirement to notice trustees of bylaws amendments. Trustee Martins made the motion and Trustee Conte seconded. Cook noted that section 6.2 committee structure would not be updated per the discussion from GOVC-1. Trustee Martins made a revised motion to adopt the bylaws as presented except for any provisions related to committee structure and waive the ten day noticing requirement. Trustee Conte seconded. Trustee Harrington questioned the possibility of postponing this item until the next committee meeting. Trustee Harrington also made a motion to add language clarifying whether the vacancy term would count as a first term for Board Chair. Cook pointed to the language of the statute; with some discussion, it was felt that filling a vacancy would not count as a full two-year term under the statute. Trustee Harrington withdrew his motion. Chair Okaty called for a vote on the pending motion. The motion passed unanimously.

#### UCF Foundation Bylaws Amendments (GOVC-4)

Jennifer Cerasa, Senior Associate General Counsel, presented the proposed amendments to the bylaws for the UCF Foundation. Trustee Conte inquired about the combining of the Real Estate and Finance Committees and Cerasa stated that the committees almost always work in tandem so their combination is meant to help streamline the process. Trustee Conte made a motion to accept the amendments and Trustee Harrington seconded. The motion was approved unanimously.

#### Professional Employer Organization Arrangement and Formation of CFCPO Subsidiary (GOVC-5)

Dr. Deborah German, Vice President for Health Affairs and Dean of College of Medicine, introduced the topic of utilizing a professional employer organization (PEO) for the management of payroll, benefits, and other employee-related administrative responsibilities for non-faculty clinical and administrative employees at UCF Health and HealthARCH. Danny Cavallo, Chief Financial Officer of College of Medicine, presented an overview of the PEO arrangements and the benefits that it would provide to help achieve UCF Health's financial sustainability. Jeanette Schreiber, Chief Legal Officer of College of Medicine, outlined the PEO structure and the proposed formation of a single-member, member-managed subsidiary of CFCPO. Trustee Conte made a motion to implement the College of Medicine's proposed PEO arrangement for non-faculty administrative and clinical employees, including the proposed subsidiary under CFCPO. Trustee Harrington seconded the motion. The motion was approved unanimously.

#### Appointment of Board Members to UCF Foundation (GOVC-6)

Cook presented the appointment of individuals elected to the UCF Foundation Board of Directors. After a review of records, it was noted that several individuals were approved unanimously by the UCFF Board on June 4, 2020 but were not brought forward to the Board of Trustees for additional approval at that time. Terms for these individuals began on July 1, 2020. Additionally, the UCFF Board approved unanimously to elect additional directors on June 10, 2021 with terms beginning on July 1, 2021. Trustee Harrington made a motion to retroactively approve the Foundation's 2020 elected directors and also approve the 2021 elected directors. Trustee Conte seconded. The motion was approved unanimously.

#### Appointment of Board Member to Central Florida Clinical Practice Organization (GOVC-7)

Cook presented the appointment of Dr. Naveed Sami to the CFCPO Board of Directors due to the departure of a previous board member. Dr. Sami was elected pursuant to the CFCPO bylaws to a term which expires in the third quarter of 2022. CFCPO is a 501(c)(3) tax exempt organization formed to serve as a support entity for the College of Medicine's clinical mission. It is not a direct support organization, but it follows a similar review process to ensure full transparency and oversight in alignment with the president's goal of building a culture of trust, engagement, and accountability. Trustee Harrington made a motion to approve the appointment of Dr. Sami to the CFCPO board and Trustee Conte seconded. The motion was approved unanimously.

#### Appointment of Board Member to UCF Stadium Corporation (GOVC-8)

Cook presented the appointment of Gerald Hector, Senior Vice President for Administration and Finance, to the UCF Stadium Corporation Board of Directors as Board Chair and *ex-officio* officer. Hector was appointed by the President to fill this position for the term specified in the UCFSC bylaws. Trustee Conte made a motion to approve the appointment and Trustee Harrington seconded. The motion was approved unanimously.

#### Appointment of Board Member to UCF Academic Health (GOVC-9)

Cook presented the appointment of Gerald Hector to the UCF Academic Health Board of Directors as *ex-officio* officer. The UCFAH bylaws provide that the University's Chief Financial Officer or designee will serve *ex officio* on the corporation's Board of Directors. Trustee Conte made a motion to approve the appointment and Trustee Hall seconded. The motion was approved unanimously.

Amendments to University Regulations UCF-2.003 Admission of Graduate Students (GOVC-10)

Cook presented the proposed amendments to university regulation UCF-2.003. These proposed amendments were also discussed in the Educational Programs Committee. Trustee Harrington commented on expensive transcript requirements for international students. Trustee Harrington made a motion to approve the proposed regulation amendments as presented and Trustee Hall seconded. The motion was approved unanimously.

Amendments to University Regulations UCF-2.029 Patents, Trademarks, and Trade Secrets (GOVC-11)

Cook presented the proposed amendments to university regulation UCF-2.029. The only amendment is to add language to paragraph (3)(b) to clarify that if the inventor is employed by UCF solely to teach in an adjunct capacity, subsection (3)(b)(i) does not apply. A motion was made by Trustee Harrington to approve the proposed regulation amendments and Trustee Hall seconded. The motion was approved unanimously.

Amendments to University Regulations UCF-3.040 Benefits and Hours and Work and UCF-3.042 Separations of Employment (GOVC-12)

Cook presented the proposed amendments to two university regulations UCF-3.040 and UCF-3.042. Trustee Hall made a motion to approve the proposed regulation amendments and Trustee Conte seconded. The motion was approved unanimously.

Amendments to University Regulations UCF-4.034 University Direct Support Organizations (GOVC-13)

Cook presented the proposed amendments to university regulation UCF-4.034. The proposed changes will bring the regulation into better alignment with Board of Governors regulation 9.011 and will also better align with the recently approved Resolution on Presidential Authority. Trustee Harrington made a motion to approve the proposed regulation amendments as presented, with the addition of “sexual orientation” in paragraph (3)(d). Trustee Conte seconded. The motion was approved unanimously.

Amendments to University Regulations UCF-5.016 Student Academic Appeals (GOVC-14)

Cook presented the proposed amendments to university regulation UCF-5.016. Trustee Harrington inquired as to if Student Government Association was consulted on these revisions. Dr. Theodore Berry, Vice Provost and Dean of College of Undergraduate Studies, confirmed that the prior SGA administration thoroughly reviewed the changes. Trustee Conte made a motion to approve the proposed regulation amendments and Trustee Hall seconded. The motion was approved unanimously.

Update on Emergency Student Conduct Regulations Planning (INFO-1)

Cook presented an update on planned updates to the university’s student conduct process regulations as a result of House Bill 233 (HB233). HB233 passed during the 2021 regular legislative session and is expected to take effect July 1. The new law requires changes to university regulations concerning student conduct processes. Due to the short timeframe to implement these significant changes to existing procedures and due to the need to coordinate university regulation changes with changes that the Florida Board of Governors will be making in their governing regulation, the university will announce its regulation updates initially through the emergency regulation process. No emergency regulation can be

effective for a period longer than 90 days; therefore, the university will utilize the standard regulation development procedure to bring final regulations to the Board for approval.

Campus Parking Options for Volunteers and Visitors (INFO-2)

Cook presented an update to the committee on a topic that was raised at the April Governance Committee meeting concerning the cost to volunteers to park on campus. Trustee Harrington still has concerns regarding parking for low paid volunteers. Gerald Hector, Senior Vice President for Administration and Finance, commented that debt service coverage ratios must be maintained and a steady stream of revenue is required to meet these requirements. Trustee Harrington and Hector will speak offline about this further.

**ADJOURNMENT**

The meeting adjourned at 2:42 p.m.

Reviewed by:

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Michael Okaty  
Chair, Governance Committee

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Date

Respectfully submitted:

\_\_\_\_\_  
Michael Kilbride  
Associate Corporate Secretary

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Date