

Governance Committee Meeting

Feb 10, 2021 11:00 AM - 12:15 PM EST

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UNIVERSITY OF CENTRAL FLORIDA

**Board of Trustees
Governance Committee
Virtual Meeting
February 10, 2021, 11:00 a.m. – 12:15 p.m.**

Livestream:

<https://ucf.webex.com/ucf/onstage/g.php?MTID=e88a262f37316bf78c928f3c0f7e32bcf>

Conference call number: 1-408-418-9388, access code: 132 647 9929#

AGENDA

- | | |
|---|---|
| 1. Call to order | Michael Okaty, <i>Chair, Governance Committee</i> |
| 2. Roll Call | Tanya Perry, <i>Coordinator, Legal Affairs</i> |
| 3. Minutes of the November 19, 2020 meeting | Chair Okaty |
| 4. Reports | Chair Okaty |
| INFO-1 | Mid-Year Annual Plan Assessment
<i>Chair Okaty</i> |
| 5. New Business | Chair Okaty |
| GOVC-1 | Revisions to Resolution on Presidential Authority
<i>Youndy Cook, Interim Vice President and
General Counsel
Janet Owen, Vice President for Government and
Community Relations</i> |
| INFO-2 | Ninth Amended and Restated Bylaws of the
University of Central Florida Board of Trustees
<i>Youndy Cook</i> |
| GOVC-2 | Bi-Annual Board Self-Assessment Process
<i>Karen Monteleone, Assistant Vice President for
Board Relations</i> |

GOVC-3

Amendments to University Regulation UCF-
7.130 Administration and Finance; Procurement
Services
Youndy Cook

INFO-3

Direct Support Organizations Governance
Recommendations
*Margaret Jarrell-Cole, Associate Vice President
for DSO's*

GOVC-4

Vice Chair Vacancy
Chair Okaty

INFO-4

Committee Restructuring
Chair Okaty

6. Adjournment

Chair Okaty



UNIVERSITY OF CENTRAL FLORIDA

Board of Trustees
Governance Committee Meeting
November 19, 2020
Virtual Meeting

MINUTES

CALL TO ORDER

Trustee Bill Yeargin, chair of the Governance Committee, called the meeting to order at 9:00 a.m. Committee members Alex Martins, Ken Bradley, Joseph Harrington, Sabrina La Rosa, and John Sprouls attended virtually. Chair Beverly Seay and Trustees Joseph Conte and Michael Okaty also attended virtually.

MINUTES

Trustee Harrington made a motion to approve the minutes from the October 14, 2020, Governance Committee meeting. Trustee LaRosa seconded the motion.

The committee unanimously approved the minutes of the October 14, 2020, Governance Committee as submitted.

NEW BUSINESS

Board Self-Assessment Process (INFO-1)

Karen Monteleone, Assistant Vice President for Board Relations, presented an overview of the Board Self-Assessment Process. The proposed survey is presented for review by the committee and will be presented for approval at the February 2021 committee meeting. The survey will be administered in March and results will be presented at the May Board of Trustees Retreat. Trustee Martins commented that the survey looks comprehensive and well done. Monteleone asked for feedback on the survey to be submitted to the Board Office.

Resolution on Presidential Authority (GOVC-1)

Scott Cole, Vice President and General Counsel presented proposed revisions to the Resolution on Presidential Authority in response to Trustee Conte's concerns noted at the October Governance Committee meeting. Trustee Conte noted that he still has reservations about including affiliated organizations in the criteria for when a contract should be brought to the Board for approval. Trustee Martins made a motion to approve the proposed revisions to the Resolution and Trustee Harrington seconded. Chair Yeargin suggested tabling the item to reconsider the proposed revisions.

Trustee Martins withdrew his motion and made a new motion to table this item. Trustee Bradley seconded. The motion was approved unanimously.

Board Operating Procedures (GOVC-2)

Monteleone asked the Committee to determine whether the Board Operating Procedures document should be revoked as an official Board document requiring approval of changes, instead reconstituting it as a Board Operating Guideline reference document that will be updated by the Board Relations Office as needed. Chair Seay added that now that the Board Office exists, it makes sense for them to maintain this document. Trustee Harrington amended his motion to approve the resolution with authority to correct errors. Trustee LaRosa seconded. The motion was approved unanimously.

Amendments to University Regulation UCF-2.033 Copyright and Works (GOVC-3)

Sherry Andrews, Associate General Counsel and Vice Provost, presented the proposed regulation amendments to UCF-2.033. These amendments are made to conform this regulation with Article 18 of the Collective Bargaining Agreement, which was ratified earlier this year. No other changes were made except to bring this regulation in line with Article 18. Trustee Harrington suggested the need for future discussions on open source software and textbooks. Andrews agreed this will be addressed in the future. Trustee Harrington made a motion to approve the proposed regulation amendments and Trustee Bradley seconded. The motion was approved unanimously.

Amendments to University Regulations UCF-2.036 College Credit for Nontraditional Courses Prior to Initial Enrollment (GOV-4)

Youndy Cook, Senior Deputy General Counsel, presented amendments to regulation UCF-2.036. These amendments clarify the authority, responsibility and roles, and standards for determining UCF credit equivalency for non-traditional courses prior to the initial term of enrollment. No public comments were received for this regulation. Trustee Bradley shared that a discussion on these changes was held at yesterday's Educational Programs Committee. He also proposed that a single regulation for all types of credits should be considered. Trustee Bradley made a motion to approve the proposed regulation amendments and Trustee LaRosa seconded. The motion was approved unanimously.

Amendments to University Regulations UCF-3.044 Compensation (GOVC-5)

Cook presented the proposed amendments to UCF-3.044 to add language clarifying compensation for the President and university administrators will conform to BOG regulations. This language has been added to conform to recent amendments to Board of Governors regulation 9.006. No public comments were received for this regulation. Trustee Martins made a motion to approve the proposed regulation amendments and Trustee Harrington seconded. The motion was approved unanimously.

Amendments to University Regulations UCF-5.008 Rules of Conduct and UCF-5.012 Organizational Rules of Conduct (GOVC-6)

Cook presented the proposed amendments to UCF-5.008 and UCF-5.012 to add in each regulation a phrase describing the purposes that support the hazing definition. These amendments allow the regulation to mirror the exact language of the statute and also BOG regulation 6.021. No public comments were received for this regulation. Trustee LaRosa made a motion to approve the proposed regulation amendments and Trustee Harrington seconded. The motion was approved unanimously.

Amendments to University Regulations UCF-7.130 Administration and Finance; Procurement Services (GOVC-7)

Cook presented the proposed amendments to UCF-7.130 to add new language concerning the use of existing Shared Initiatives contracts where practical and amending language to provide justification documentation for the use of contract adoption. These changes are to conform to recent amendments to Board of Governors regulation 18.001. Trustee Bradley made a motion to approve the proposed regulation amendments and Trustee Martins seconded. Trustee Martins asked whether the contract adoption (“piggybacking”) provision would prohibit further negotiations. The committee discussed whether negotiations should be explicitly addressed in this language, and it was determined that more input was needed from both Procurement and other SUS institutions. Trustee Bradley withdrew his motion and made a motion to table these amendments.

ADJOURNMENT

The meeting adjourned at 10:00 a.m.

Reviewed by:

Michael Okaty
Chair, Governance Committee

Date

Respectfully submitted:

Janet Owen
Associate Corporate Secretary

Date

UCF BOARD OF TRUSTEES
Agenda Item Summary
Governance Committee
February 10, 2021

Title: Mid-Year Annual Plan Assessment

Information **Information for upcoming action** **Action**

Meeting Date for Upcoming Action: _____

Purpose and Issues to be Considered:

At the beginning of FY21, committee annual plans were developed and shared for trustee input. Currently, at the mid-point in the fiscal year, committee annual plans are being included on all agendas for a brief assessment of the following:

- To acknowledge discussions, informational presentations, or action items that have been moved since the plan was presented in the fall.
- To provide committee members the opportunity to suggest strategic discussion items for the remaining FY21 meetings.

Background Information:

In response to trustee feedback, the Board Office, in coordination with the President’s Office and committee staff, have drafted a template for all committees to use in developing plans for strategic discussions, informational presentations, and actionable items that come before the committees on an annual basis. The draft template was presented to all committee chairs for their input and direction on strategic discussions to address in FY21.

Recommended Action:

This item is being presented as information only.

Alternatives to Decision:

N/A

Fiscal Impact and Source of Funding:

N/A

Authority for Board of Trustees Action:

N/A

Contract Reviewed/Approved by General Counsel N/A

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

Submitted by:

Karen Monteleone, Assistant Vice President, Board Relations

Supporting Documentation:

Attachment A: FY21 Governance Committee Annual Plan

Facilitators/Presenters:

Chair Okaty



UNIVERSITY OF CENTRAL FLORIDA

UCF Board of Trustees Governance Committee Annual Plan

Fiscal Year 2021 (July 1, 2020 – June 30, 2021)

Last Updated: February 21, 2021

Mission Statement:

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.

Charter Summary:

Purpose: The purpose of the **Governance Committee** is to propose for consideration by the full board a process by which presidents of the University of Central Florida would be selected; nominate a chair and vice chair of the University of Central Florida Board of Trustees for consideration by the full board; recommend candidates for designation as Trustee Emeritus for consideration by the full board; recommend candidates for designation as Honorary Doctor for consideration by the full board; review annually and recommend changes as necessary to the Board Bylaws; lead a biannual, comprehensive Board self-assessment process; review and provide recommendations to the Board regarding Board member education, including new member orientation and regularly scheduled board member training; inform members of corporate governance “best practices” and make recommendations to the Board and its committees; review and recommend to the Board the number and structure of committees; review and make recommendations regarding delegation of authority to the President; review and make recommendations regarding amendments to the bylaws of direct support organizations; review and approve university regulations; review and recommend changes as necessary to the Board’s conflict of interest statement and disclosure form and fulfill any other responsibilities as subsequently may be assigned by the University of Central Florida Board of Trustees and/or the board chair.

Minimum Number of meetings: 2

Charter last amended: June 18, 2020

Minimum Number of members: 5

Next charter review: April 14, 2021

2020-2021 Committee Priorities:

Align actions with approved goals: Ensure university actions align with the president’s strategic goals approved by the Board of Trustees.

Emerging Issues Monitoring: Direct Support Organizations (and associated Governance recommendations)

Types of Agenda Items:

Currently, agenda items fall into three categories: Discussion, Information, and Motion.

Discussion: These items may include a specific theme that carries through several meetings. The chair develops these items with committee staff and presentations are structured to engage the Committee in strategic discussion.

Information: These items are brought before the Committee to educate, but also to engage the committee members in discussion that will set the background for a future action. Except for extenuating circumstances, the Committee should never be asked to act on a decision with significant fiscal or reputational impact without prior discussion as a full body.

Motion (Action): These items require committee approval as required by federal or state laws, external standards, Board of Governors' Regulations, Board policies, and/ or university regulations. These items require a motion and a vote, but approval is never assumed. Staff bring recommendations to the Committee, but the approval lies within the Committee's decision-making authority.

**Governance Committee
Annual Plan Detail – FY21**

Committee Meeting Date	Item Type	Agenda Item	Lead(s)
August 12, 2020	Motion	Amendments to University Regulation UCF-2.032 Textbook Adoption	Cook
	Information	Update on Title IX regulations	Cook
	Information	Board of Trustees Delegation of Authority to the President	Cole
Committee Meeting Date	Item Type	Agenda Item	Lead(s)
October 14, 2020	Information	FY21 Governance Committee Annual Plan	Yeargin
	Information	Board Statement of Expectations Review	Monteleone
	Motion	Chair/ Vice Chair Election Process	Cole
	Motion	Revise the Board of Trustees Delegation of Authority to the President	Cole
	Motion	Fall Commencement Honorary Doctorate, as needed	Cole
	Motion	Regulations, as needed	Cook
Committee Meeting Date	Item Type	Agenda Item	Lead(s)
November 19, 2020	Motion	Regulations, as needed	Cook
	Discussion	Board Self-Assessment Process	Monteleone
	Discussion/Motion	DSO Report: Governance Recommendations	Yeargin Bradley Cole, Margaret
Committee Meeting Date	Item Type	Agenda Item	Lead(s)
February 10, 2021	Discussion	Mid-Year Annual Plan Assessment	Okaty
	Motion	Resolution on Delegation of Authority to President	Cook
	Motion	Board of Trustees Bylaws amendments	Cook
	Motion	Bi-Annual Board Self-Assessment Survey	Monteleone
	Motion	DSO Report: Governance Recommendations (postponed from November)	Bradley Cole, Margaret
	Motion	Regulations, as needed	Cook
Committee Meeting Date	Item Type	Agenda Item	Lead(s)
April 14, 2021	Discussion	Chair/Vice Chair Nomination Process	Okaty
	Motion	Spring Commencement Honorary Doctorate, as needed	Cook
	Motion	Regulations, as needed	Cook
	Information	Governance Committee Charter Review	Okaty
	Motion	Stephen J. Hawking Center for Microgravity and Education	Klonoff Sovinski
Committee Meeting Date	Item Type	Agenda Item	Lead(s)
June 16, 2021	Discussion	End-of-Year Annual Plan Assessment	Okaty
	Motion	Governance Committee Charter Amendments	Okaty
	Motion	Chair/Vice Chair Slate	Okaty
	Motion	Bylaws Amendments Approval (if needed)	Cook
	Motion	DSO Appointments	Cook
	Motion	DSO Bylaws Amendments	Cole, Margaret
	Motion	Summer Commencement Honorary Doctorate, as needed	Cook
	Motion	Regulations, as needed	Cook
Information	Board Orientation and Development Program Updates	Monteleone	

UCF BOARD OF TRUSTEES

Agenda Item Summary

Governance Committee

February 10, 2021

Title: Revisions to Resolution on Presidential Authority

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

At the November Governance Committee meeting, the Committee discussed proposed revisions to the Resolution on Presidential Authority in response to concerns expressed during the October presentation of the Resolution. During the November discussion, continued concerns were noted about the use of the ‘affiliated organizations’ terminology in the context of the Resolution criteria for bringing specific items to the Board for approval. Chair Yeargin suggested tabling the item to reconsider the proposed revisions.

The proposed changes will address and resolve these issues in a manner which will thoroughly address the issues across the Resolution and still balance the need for the university to operate efficiently with appropriate Board oversight. The proposed revisions include: (a) a change from “affiliated organizations” to “related entities” which requires updates throughout the Resolution; (b) modifying section (4)(a) under Financial Management to detail those agreements that must come to the Board versus those that will be approved by the President or his delegee; (c) modifying sections (5)(e) and (5)(f) under Property and Purchasing to create similar detail as to which real property agreements (leases and licenses) must come to the Board versus those that will be approved by the President or his delegee; (d) updating Section (4)(g) under Financial Management to provide more detail regarding SGA internal procedures that will be subject to approval; (e) modifying section (4)(m) under Financial Management to address Board’s role with regard to debt as to either the University or its Related Entities; (f) modifying section (6)(h) under Miscellaneous Powers and Duties to delineate those insured claims, lawsuits, and related actions that do not require consultation with the Board Chair because the issues are under claims management with the appropriate insurance or self-insurance; and (g) other minor modifications throughout to correct typographical errors or to clarify applicability of terms.

Background Information:

The Resolution on Presidential Authority was approved by the Board of Trustees at the October 22, 2020 meeting. This resolution replaced the prior Delegation of Authority to the President Board Policy. It is based on the Board of Governors Delegation Best Practices and Principles and was developed by an internal working group and reviewed by President Cartwright and Chair Seay.

Recommended Action:

Approve the proposed changes to the Resolution on Presidential Authority.

Alternatives to Decision:

Suggest alternative changes to the Resolution on Presidential Authority.

Fiscal Impact and Source of Funding:

N/A

Authority for Board of Trustees Action:

Board of Governors Regulation 1.001

Contract Reviewed/Approved by General Counsel N/A

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

Submitted by:

Youndy Cook, Interim Vice President and General Counsel

Supporting Documentation:

Attachment A: Resolution on Presidential Authority (redline)

Attachment B: Resolution on Presidential Authority (clean copy)

Facilitators/Presenters:

Youndy Cook

Resolution on Presidential Authority

WHEREAS, Article IX, section 7, Florida Constitution provides that the Board of Governors shall establish the powers and duties of the university board of trustees as set forth therein and as may be established in Board of Governors' regulations, and

WHEREAS, Board of Governors Regulation 1.001, University Boards of Trustees Powers and Duties, delegates powers and duties to the university boards of trustees so that the university boards have all of the powers and duties necessary and appropriate for the direction, operation, management, and accountability of each state university, and

WHEREAS, Board of Governors Regulation 1.001, University Boards of Trustees Powers and Duties, further provides that the university president shall serve as the chief executive officer and corporate secretary of the board of trustees and is responsible to the board of trustees for all operations of the university and for setting the agenda for meetings of the board of trustees in consultation with the chair, and

WHEREAS, the University of Central Florida Board of Trustees has revised and updated its delegation of certain authorities to the President, consistent with state law, regulations and policies of the Board of Governors, and regulations and policies of this Board, and hereby rescinds all previously delegated powers and duties to the President on October 26, 2017, January 24, 2019 and May 16, 2019 and intends this Resolution to supersede and replace the previously approved delegations of presidential authority, and

WHEREAS, the University of Central Florida Board of Trustees intends that any power or duty not delegated to the President in this Resolution be reserved in the Board of Trustees.

NOW THEREFORE, RESOLVED that:

(A) The University of Central Florida Board of Trustees, adopts this Resolution effective ~~October~~ , 20201, rescinding all existing delegations previously adopted by the Board, and

(B) The University President's powers and duties specified in Florida law, regulations and policies of the Board of Governors, and in the Board of Trustees regulations and bylaws are hereby affirmed; and

(C) The President is hereby authorized, in the name of the University Board of Trustees and the University, to exercise the following authorities and to take the following actions, all as the President deems appropriate, advisable, and in the interests of the University:

(1) University Administration and Oversight.

(a) Direct the day-to-day operations of the University.

(b) Organize the University to efficiently and effectively achieve its goals, and periodically review and provide reports to the Board of Trustees on University operations in order to determine how effectively and efficiently it is being administered and whether ~~are-it is~~ meeting the goals of the

strategic plan adopted by the Board of Governors and other strategic goals for the advancement of the University as endorsed by the Board of Trustees.

(c) Prepare a strategic plan in alignment with the Board of Governors' systemwide strategic plan and regulations, and the University's mission, to first be submitted to the Board of Trustees for approval and then to the Board of Governors for approval.

(d) Prepare an annual accountability plan and all other significant reports for consideration and approval by the Board of Trustees, and for submission to the Board of Governors, outlining the University's top priorities, strategic directions, and specific actions for achieving the priorities, as well as progress toward previously approved institutional and systemwide goals.

(e) Prepare and periodically update a policy addressing conflicts of interest for the Board of Trustees, ~~boards of Related Entities~~~~Affiliated Organizations~~, and ~~their~~~~University and Affiliated Organization~~ employees, and when appropriate, for students, independent contractors, and volunteers.

(f) Maintain an effective information system to provide accurate, timely, and cost-effective information about the University, meeting all data and reporting requirements of the Board of Trustees and Board of Governors.

(g) Propose regulations for approval by the Board of Trustees, when appropriate; take routine administrative actions on behalf of the Board of Trustees prior to the exercise of the Board's authority for final approval, related to the development, adoption, amendment or repeal of University regulations, or any action required under the Florida Administrative Procedures Act, Chapter 120, Florida Statutes.

(h) Establish policies and procedures related to data and technology, including information systems, communications systems, computer hardware and software, and networks.

(i) Secure comprehensive general liability insurance pursuant to sections 1001.706(4)(d) and 1004.24, Florida Statutes, and develop, approve, implement, and oversee the risk management program and implementation of an appropriate insurance strategy.

(j) Develop, approve, implement and oversee a systematic approach to identify, manage, and mitigate various types of risk, regardless of origin, and define the risk appetite for the University and ~~Related Entities~~~~Affiliated Organizations~~.

(k) Provide for payment of the cost of civil actions against trustees, officers, employees, or agents of the Board of Trustees, as the Board of Trustees is a corporation primarily acting as an instrumentality of the state pursuant to Section 768.28, Florida Statutes, for the purposes of sovereign immunity.

(l) Govern traffic on the grounds of the University and in other areas in accordance with law and any mutual aid agreements entered into with other law enforcement agencies.

(m) Develop and implement initiatives to promote inclusive excellence in all aspects of University programs and functions, fostering a diverse, equitable and inclusive environment in which free

expression of different viewpoints is valued. The President will report annually on the University's progress in implementing strategic initiatives and performance relating to diversity, equity and inclusion as they pertain to student enrollment, academic service and programs, equity in employment, and athletics, as a part of the Board's consideration of the Florida Equity Report.

(n) Establish the program for campus safety and emergency preparedness, including safety and security measures for University personnel, students, and campus visitors.

(o) Develop, approve, implement and oversee the programs, policies, procedures and systems to support and maintain the University's ~~and Affiliated and Related Entities' Organization's~~ compliance with applicable federal, state, and local laws, rules, regulations, and other requirements.

(p) Consult with the Board of Trustees in a timely ~~matter-manner~~ on any matters appropriate to its policy-making and fiduciary functions, recommend changes to governance documents, and promptly notify the Board Chair of any facts or circumstances that may materially and adversely affect the reputation of the University or ~~any of its Related Entities Affiliated Organizations~~.

(q) Close all or portions of the University campus and cease normal operations and services in the event of an emergency, when, in the President's judgment, such action would protect the safety, health and welfare of the University faculty, students and staff, and the University facilities and grounds. In exercising this authority, the President is authorized to determine and assign those employees who are required to provide essential services. Closures for non-emergencies greater than three days require consultation with the Chair.

(r) Consult with the Chancellor of the State University System prior to recommending any acquisition, establishment, reclassification, relocation, or closure of additional campuses or special purpose centers to the Board of Trustees.

(s) Take all actions necessary or desirable, including serving as the signatory on all documents and agreements, necessary or desirable to carry out the powers and duties enumerated in this Resolution and those reasonably inferable therefrom.

(t) As appropriate and consistent with this Resolution, delegate and authorize the sub-delegation of powers and duties provided in this Resolution, electronically or in writing to an employee of the University who:

1. is a University Vice President with responsibility in an area relating to the subject matter of the delegation; or
2. is a manager with responsibility in an area relating to the subject matter of the delegation who reports directly to a position at or above the level of Vice President; or
3. holds a position at the University that is equivalent in seniority or responsibility to a Vice President or such manager, as determined by the President or Chief Human Resources Officer; or
4. is deemed by the President to have the appropriate capabilities,

provided that the delegation specified the date of the delegation, the name and title of the delegee, the particular authority or portion of authority being delegated, and a copy of the delegation is filed with the delegee and with the Vice President and General Counsel of the University.

(2) Academic Programs and Student Affairs.

(a) Propose regulations for Board of Trustees' approval, and establish policies, when appropriate, in the area of academic programs and student affairs as follows, and in such additional areas as from time to time may be designated by the Legislature, Board of Governors as requiring Board of Trustees' approval:

1. Authorization and discontinuance of degree programs;
2. Articulation and access;
3. Admission and enrollment of students;
4. Minimum academic performance standards for the award of a degree;
5. Student financial assistance;
6. Student activities and organizations;
7. Student records and reports;
8. Antihazing, related penalties, and program for enforcement;
9. Reasonable accommodation of religious observances;
10. Textbook and instructional materials affordability; and
11. Student code of conduct and related penalties.

The President is authorized to adopt and revise policies as required or deemed appropriate in the areas of academic and student affairs which are not specifically listed above.

(b) Develop, approve, and implement non-degree and non-college credit granting educational programs of the University.

(c) Award degrees and certificates or other evidence of satisfying the graduation criteria approved by the Board of Trustees for degree-granting programs or of satisfying the completion criteria approved by the President for non-degree granting programs; award posthumous and in memoriam degrees; initially approve and recommend to the Board of Trustees for its final approval all honorary degrees; develop, approve, implement and govern the administrative and academic terms, policies, procedures and systems for awarding such degrees and certificates.

(d) Develop, approve, and implement student exchange programs, including without limitation those that are ancillary to the degree, non-degree and non-college credit granting programs of the University.

(e) Establish the internal academic calendar of the University within any applicable general guidelines of the Board of Governors.

(f) Establish a committee, which shall include student representation, for the periodic evaluation of the student disciplinary system, in accordance with applicable law and regulation.

(g) Approve the internal purchasing, contracting, budgetary and other procedures of student government organizations.

(h) Establish, develop, approve, implement and govern the programs, terms, policies, procedures and systems for childcare facilities, including educational research centers for child development as authorized in s. 1011.48, Florida Statutes, for the purpose of providing childcare services for members of the University community as well as providing research and internship opportunities.

(i) Develop, approve, implement and govern the inter- and intra-collegiate athletics programs, policies, and procedures of the University, with periodic reports to the Board of Trustees on the operations of the program including, but not limited to, finances, audit and compliance, and changes in key personnel.

(j) Establish policies regulating the administration and operation of the Office of Research. The President, or designee, is authorized to negotiate, enter into, and execute research contracts; to solicit and accept research grants and donations; and to fix and collect fees, other payments, and donations that may accrue from these methods. The president or designee may negotiate, enter into, and execute contracts on a cost-reimbursement basis and may provide temporary financing of those costs prior to reimbursement from moneys on deposit in a sponsored research development fund, except as prohibited elsewhere by law. All purchases of a division of sponsored research will be made in accordance with the policies and procedures of the University and the purchasing regulations of the Board of Governors; however, upon certification addressed to the President that it is necessary for the efficient or expeditious prosecution of a research project, the President may exempt the purchase of material, supplies, equipment, or services for research purposes from the general purchasing requirement of the Florida Statutes.

(k) Recommend to the Board of Trustees for approval, the creation and termination of masters and undergraduate degree-granting programs subject to BOG final approval of limited access programs and undergraduate programs requiring more than 120 credits for graduation if and as required by law;

(l) Subject to final approval of the Board of Governors:

1. Recommend to the Board of Trustees the creation and termination of doctoral and professional graduate degree-granting programs of the University; and
2. If, and as required by law, recommend and seek final Legislative approval for the creation of new colleges, schools and functional equivalents offering a program leading to a degree that is a credential for a specific license issued under a state statute or constitution.

(3) Personnel.

(a) Establish and implement policies and procedures to recruit, appoint, transfer, promote, compensate, evaluate, reward, demote, discipline, and remove personnel, in accordance with regulations and policies of the Board of Trustees and Board of Governors. Pursuant to law and Board of Governors' regulation, the Board of Trustees will evaluate the President's performance annually against the strategic goals of the University, approve compensation of the President. Renewals of the President's employment contract is subject to confirmation by the Board of Governors and is limited to one-year terms.

(b) With the exception of the positions described in (3)(c), below, consult with the Chair of the Board of Trustees, or other trustee designee, regarding the hiring, dismissal, or any annual increase of more than five (5) percent in the compensation of any Vice President or other direct report to the President, and any athletics personnel earning over \$1 million in compensation. The President and Board Chair will annually review the positions covered by this provision.

(c) Secure approval of the Board of Trustees for the hiring, firing, or reduction in compensation of individuals serving in the positions of Vice President and General Counsel, Chief Compliance Officer, and Chief Audit Executive, which positions have a reporting relationship to the Board of Trustees in addition to reporting to the President.

(d) Approve travel in accordance with s. 112.061, Florida Statutes.

(e) Administer collective bargaining agreements and matters related thereto, including the appointment of University collective bargaining team members to negotiate collective bargaining agreements; recommend for Board of Trustees' approval actions to be taken on collective bargaining agreements under negotiation; and execute Board of Trustees' approved collective bargaining agreements.

(f) Employ private attorney services after consulting with the University's General Counsel.

(g) Recommend to the Board of Trustees the awarding of tenure.

(h) Consult with the Board Chair regarding employment contracts in excess of one year.

(4) Financial Management.

(a) Recommend for Board of Trustees' approval financial commitments, contractual obligations, contingent risks, or the assumption of liabilities of any kind of more than (i) \$25 million or (ii) greater than five (5) years in duration, and ~~or~~ an aggregate net value of greater than \$5 million dollars ~~or greater; and~~ options, renewals, extensions or amendments thereto which increase the approved liability in an amount greater than or equal to ten percent (10%) of the total approved value; except that the President may approve the following: other than: gift agreements; grants, research contracts, clinical trial terms required in gift agreements, gift agreements, and other agreements for research; sponsored training; clinical trials, patents, trademarks, and copyright licensing, and technology transfer agreements; and research compliance agreements. This authority applies to Related Entities-Affiliated Organizations.

(b) Keep the Board of Trustees apprised of the financial condition of the University and all Related Entities-Affiliated Organizations, subject to the oversight of the Board of Trustees.

(c) Prepare an institutional budget request, including a request for fixed capital outlay, for approval by the Board of Trustees.

(d) Recommend to the Board of Trustees a schedule of tuition and fees to be charged by the University pursuant to law and regulations established by the Board of Governors.

(e) Recommend to the Board of Trustees a regulation for the waiver for tuition and fees pursuant to law and regulations established by the Board of Governors.

(f) Prepare the operating budget of the University, carryforward spending plan, and a fixed capital outlay budget, if required, as prescribed by law, regulations of the Board of Governors, policies of the Board of Trustees, and provisions of the General Appropriations Act, for approval by the Board of Trustees, with the following requirements:

1. The proposed expenditures, plus transfers, and balances must not exceed the estimated income, transfers, and balances.
2. The budget and each part must balance.
3. If at any time the unencumbered balance in the education and general fund of the Board of Trustees approved operating budget goes below seven (7) percent, the President must provide written notification to the Board of Governors.
4. Any changes to the operating budget in an amount greater than the lower of \$5 million or .5 percent of the budget requires approval of the Board of Trustees.
5. Provide quarterly budget-to-actual reporting to the Board of Trustees' Finance and Facilities Committee and annual budget-to-actual analysis to the Board of Trustees.

(g) Enter into agreements for, and accept, credit card payments as compensation for goods, services, tuition, and fees.

(h) Establish policies and procedures for the performance of annual internal audits of finances, controls and operations of the University and Related Entities~~Affiliated Organizations~~.

(i) Establish policies and procedures for the implementation of appropriate financial controls, with review by the University's internal auditor.

(j) Sign checks and authorize other forms of payment to pay legal obligations of the University, in accordance with section 1011.42(7), Florida Statutes.

(k) Enter into agreements for banking services and perform banking transactions. Further delegation of authority to withdraw funds or other assets from a University account at a depository institution is limited to a vice president or other position deemed by the President or senior designee reporting to the President to have responsibility for financial matters.

(l) Enter into agreements for collection services when deemed advisable in collecting delinquent accounts and charging off and settling uncollectible accounts. The President will annually report the status of accounts receivable charge-offs to the Board, which may be provided through the university's financial statements or reports.

(m) Recommend for Board of Trustees' approval, as to the University or any Related Entities:

1. All borrowing of funds ~~by the University or Affiliated Organizations~~ and any material changes to such loans, including internal University resources borrowed via internal loan;
2. Any debt issuance; and
3. Public private partnerships.

The Board of Trustees will be presented with sufficient information for prudent decision-making for all such projects and comply with ~~the applicable~~ guidelines established by the Board of

Governors in connection with the authorization, issuance and sale of University and ~~Related Entities Affiliated Organization~~ debt.

(n) Make budget transfers to and from depositories and accounts, to include, the transfer funds from one depository to another, within a depository, to another institution, or from another institution to a depository for investment purposes; and may transfer funds to pay expenses, expenditures, or other disbursements, evidenced by an invoice or other appropriate documentation.

(o) Account for University and ~~Related Entities Affiliated Organization~~ expenditures of any state, local, federal, and other funds in accordance with applicable guidelines or regulations established by the Board of Governors, and as provided by law, including the submission of annual financial statements for the University and all ~~Related Entities Affiliated Organizations~~.

(p) Ensure University funds are invested in accordance with the investment program approved by the Board of Trustees and in compliance with applicable federal and state laws and regulations. The President will inform the Board of Trustees of any proposed material change to the University's investment program.

(5) Property and Purchasing.

(a) Administer a program for the maintenance and construction of facilities, pursuant to Chapter 1013, Florida Statutes, to include the following activities:

1. Prepare a campus master plan for adoption by the Board of Trustees, prepare a campus development agreement for execution by the Board of Trustees, pursuant to section 1013.30, Florida Statutes, and report on progress under the master plan.
2. Recommend for Board of Trustees' prior approval any construction project (new, remodeling, site work) with a projected construction cost, in one or a series of related transactions, in an amount greater than \$2 million (Major Project), and any material changes to the projects, from any funding source(s) not specifically appropriated by the Legislature.
3. Initiate and manage construction projects (new, remodeling, or site work) with a projected construction cost, in one or a series of related transactions, in the amount equal to or less than \$2 million (Minor Project) in addition to Board of Trustees' approved Major Projects. Minor Projects and associated change orders of \$100,000 or more, will be reported on a quarterly basis to the Board of Trustees Finance and Facilities Committee.
4. Approve a facilities program for each Major Project.
5. Exercise responsibility for the fire safety, maintenance and sanitation of facilities.
6. Conduct plan reviews, issue permits and construction inspections to enforce building code compliance for projects subject to the Florida Building Code.
7. Approve additional service authorizations and change orders in the name of the Board of Trustees on Major Projects. Any change order(s) related to a facilities' construction or renovation project, in one or a series of related transactions, that increases the approved project budget in an amount greater than or equal to ten percent (10%) of the total approved value of a project, requires the prior approval of the Board of Trustees. All change orders shall be reported to the Board and entered into the official minutes as soon as practicable at a regular meeting of the Board.
8. Establish policies and procedures for the selection of vendors providing design and construction services incorporating applicable competitive solicitation requirements.

9. Contract for all required design, engineers and construction services, including design-build services.

10. Provide a comprehensive report on construction-related activities at each regular meeting of the Board's Finance and Facilities Committee, including information regarding change order activity.

(b) Recommend for Board of Trustees' approval, regulations setting forth competitive solicitation requirements and other criteria related to the procurement of commodities, goods, equipment and other types of personal property, software and contractual services.

(c) Contract for the purchase, sale, lease, license, or acquisition of commodities, goods, equipment and other types of personal property, software and contractual services, including private attorney services in accordance with the regulations approved by the Board of Trustees'.

(d) Contract for the lease-purchase equipment and software in accordance with the Board of Governors Debt Management Guidelines.

(e) Recommend for Board of Trustees' approval any real property leases or licenses, as a tenant or licensee, with total University expenditures as a tenant which are less greater than \$1,000,000 and ~~or~~ a term longer than five (5) years, as well as any amendment or extension of such real property leases or licenses which increases, by ten percent (10%) or more, the total approved lease or license value in an amount ten percent (10%) of the total approved value; except as stated here, the President may approve leases or licenses for the University as tenant or licensee. This authority applies to Related Entities Affiliated Organizations.

(f) Enter into real property leases or licenses, as landlord or licensor, for use of University property owned or controlled property by the University or Related Entities -with a total revenue less than \$5 million and a term less than five (5) years. For leases or licenses with a total revenue of \$5 million or more and a term of five (5) years or more, or for any amendment or extension of such leases or licenses which increases the obligation by ten percent (10%) or more of the total approved value, recommend for Board of Trustees' approval.

(g) Recommend for Board of Trustee approval the acquisition, sale or encumbrance of real property for any donated property ~~or for donated property~~ with a value of greater than \$500,000. This authority applies to Related Entitie Affiliated Organizations.

(h) Notify the Board of Trustees prior to the commencement of construction of any facility that requires and has not yet received state funding by the Legislature for facility operating and maintenance costs.

(i) Act for the Board of Trustees as custodian of all University personal property, to include:
1. Recommending for Board of Trustees' approval, policies and procedures for the disposal of personal property no longer needed by the University, in accordance with state law and Board of Governors regulation; and
2. The disposal, use or sale of lost or abandoned personal property found within areas under the University's jurisdiction in accordance with section 705.18, Florida Statutes.

(j) Regulate the use, maintenance, protection, and control of, and the imposition of charges for, University-owned or University-controlled buildings and grounds, property and equipment, name trademarks and other proprietary marks, and the financial and other resources of the University.

(k) Recommend to the Board of Trustees naming opportunities for exterior buildings, colleges, schools, departments, institutes, academic centers, or major programs for any individual, corporation or other entity; and (if and as required by law in connection with living individuals, to recommend such name to the BOG and/or Legislature for its final approval.

(l) Protect, develop, and transfer the work products of University personnel and other University agents and contractors, including licensing, assigning, selling, leasing, or otherwise allowing the use of or conveying such work products and securing and enforcing patents, copyrights, and trademarks therein. The President must consult with the Board Chair before initiating, appealing or settling any litigation related to the enforcement of patents, copyrights and trademarks.

(6) Miscellaneous Powers and Duties.

(a) Recommend for Board of Trustees' approval the creation, certification, decertification, dissolution, and change of governing documents of Related Entity~~Affiliated Organizations~~.

(b) Serve or appoint a presidential designee to serve on the board of directors and the executive committee of all Related Entities and direct support organizations,~~university health services support organizations and Affiliated Organizations~~ established to benefit the University pursuant to sections 1004.28 and 1004.29, Florida Statutes and recommend for approval by the Board of Trustees any other appointments to these organizations~~Affiliated Organizations~~. The Chair of the Board of Trustees shall appoint at least one representative to the board of directors and the executive committee of any such entity. The Board of Trustees shall approve all other director appointments.

(c) Recommend for Board of Trustees' approval annual operating and capital budgets for Related Entity~~Affiliated Organizations~~.

(d) Present to the Board of Trustees all internal and external audits of Related Entity~~Affiliated Organizations~~.

(e) Recommend to the Board of Trustees for approval any allowable transfer of funds ~~to or~~ among Affiliated Organization~~Direct Support Organization~~s, unless under an agreement approved by the Board of Trustees.

(f) Develop, approve, implement and oversee the programs, systems, terms, policies, procedures and strategies for the operations of faculty practice plans.

(g) Oversee the University's fundraising operations and accept and administer gifts, grants, bequests, and devises made to the University.

(h) Initiate, appeal and settle lawsuits involving the University or Related Entities~~Affiliated Organizations~~, and join amicus briefs, after consultation with the Board Chair, other than ~~routine~~ claims and lawsuits (i) covered by the State of Florida's Division of Risk Management or by the UCF College of Medicine Self-Insurance Program, which may be managed, appealed, and settled without Board Chair consultation, and (ii) for ~~Related Entities~~Affiliated Organizations, ~~claims~~ covered by their insurance or self-insurance program.

(i) Perform such other duties as are not retained by the Board of Trustees and as may be necessary or appropriate for the administration of the University, in compliance with any applicable laws, Board of Trustees and Board of Governors' regulations, policies, and resolutions.

For the purposes of this Resolution the following terms are used as follows:

~~**Affiliated Organizations:** Direct Support Organizations, Practice Plan Corporations, and other legal entities under the control of the BOT.~~

Board or **BOT:** UCF Board of Trustees

Board Chair: Chair of the UCF Board of Trustees

Board of Governors or **BOG:** Board of Governors of the State University System of Florida

President: President of the University of Central Florida

~~**Related Entities:** Direct support organizations and practice plan corporations of the University.~~

UCF or **University:** University of Central Florida

Vice President: University vice president or senior vice president.

Resolution on Presidential Authority

WHEREAS, Article IX, section 7, Florida Constitution provides that the Board of Governors shall establish the powers and duties of the university board of trustees as set forth therein and as may be established in Board of Governors' regulations, and

WHEREAS, Board of Governors Regulation 1.001, University Boards of Trustees Powers and Duties, delegates powers and duties to the university boards of trustees so that the university boards have all of the powers and duties necessary and appropriate for the direction, operation, management, and accountability of each state university, and

WHEREAS, Board of Governors Regulation 1.001, University Boards of Trustees Powers and Duties, further provides that the university president shall serve as the chief executive officer and corporate secretary of the board of trustees and is responsible to the board of trustees for all operations of the university and for setting the agenda for meetings of the board of trustees in consultation with the chair, and

WHEREAS, the University of Central Florida Board of Trustees has revised and updated its delegation of certain authorities to the President, consistent with state law, regulations and policies of the Board of Governors, and regulations and policies of this Board, and hereby rescinds all previously delegated powers and duties to the President on October 26, 2017, January 24, 2019 and May 16, 2019 and intends this Resolution to supersede and replace the previously approved delegations of presidential authority, and

WHEREAS, the University of Central Florida Board of Trustees intends that any power or duty not delegated to the President in this Resolution be reserved in the Board of Trustees.

NOW THEREFORE, RESOLVED that:

- (A) The University of Central Florida Board of Trustees, adopts this Resolution effective _____, 2021, rescinding all existing delegations previously adopted by the Board, and
- (B) The University President's powers and duties specified in Florida law, regulations and policies of the Board of Governors, and in the Board of Trustees regulations and bylaws are hereby affirmed; an
- (C) The President is hereby authorized, in the name of the University Board of Trustees and the University, to exercise the following authorities and to take the following actions, all as the President deems appropriate, advisable, and in the interests of the University:

(1) University Administration and Oversight.

- (a) Direct the day-to-day operations of the University.
- (b) Organize the University to efficiently and effectively achieve its goals, and periodically review and provide reports to the Board of Trustees on University operations in order to determine how effectively and efficiently it is being administered and whether it is meeting the goals of the strategic plan adopted by the Board of Governors and other strategic goals for the advancement of the University as endorsed by the Board of Trustees.

(c) Prepare a strategic plan in alignment with the Board of Governors' systemwide strategic plan and regulations, and the University's mission, to first be submitted to the Board of Trustees for approval and then to the Board of Governors for approval.

(d) Prepare an annual accountability plan and all other significant reports for consideration and approval by the Board of Trustees, and for submission to the Board of Governors, outlining the University's top priorities, strategic directions, and specific actions for achieving the priorities, as well as progress toward previously approved institutional and systemwide goals.

(e) Prepare and periodically update a policy addressing conflicts of interest for the Board of Trustees, boards of Related Entities, and their employees, and when appropriate, for students, independent contractors, and volunteers.

(f) Maintain an effective information system to provide accurate, timely, and cost-effective information about the University, meeting all data and reporting requirements of the Board of Trustees and Board of Governors.

(g) Propose regulations for approval by the Board of Trustees, when appropriate; take routine administrative actions on behalf of the Board of Trustees prior to the exercise of the Board's authority for final approval, related to the development, adoption, amendment or repeal of University regulations, or any action required under the Florida Administrative Procedures Act, Chapter 120, Florida Statutes.

(h) Establish policies and procedures related to data and technology, including information systems, communications systems, computer hardware and software, and networks.

(i) Secure comprehensive general liability insurance pursuant to sections 1001.706(4)(d) and 1004.24, Florida Statutes, and develop, approve, implement, and oversee the risk management program and implementation of an appropriate insurance strategy.

(j) Develop, approve, implement and oversee a systematic approach to identify, manage, and mitigate various types of risk, regardless of origin, and define the risk appetite for the University and Related Entities.

(k) Provide for payment of the cost of civil actions against trustees, officers, employees, or agents of the Board of Trustees, as the Board of Trustees is a corporation primarily acting as an instrumentality of the state pursuant to Section 768.28, Florida Statutes, for the purposes of sovereign immunity.

(l) Govern traffic on the grounds of the University and in other areas in accordance with law and any mutual aid agreements entered into with other law enforcement agencies.

(m) Develop and implement initiatives to promote inclusive excellence in all aspects of University programs and functions, fostering a diverse, equitable and inclusive environment in which free expression of different viewpoints is valued. The President will report annually on the University's progress in implementing strategic initiatives and performance relating to diversity, equity and inclusion as they pertain to student enrollment, academic service and programs,

equity in employment, and athletics, as a part of the Board's consideration of the Florida Equity Report.

(n) Establish the program for campus safety and emergency preparedness, including safety and security measures for University personnel, students, and campus visitors.

(o) Develop, approve, implement and oversee the programs, policies, procedures and systems to support and maintain the University's and Related Entities' compliance with applicable federal, state, and local laws, rules, regulations, and other requirements.

(p) Consult with the Board of Trustees in a timely manner on any matters appropriate to its policy-making and fiduciary functions, recommend changes to governance documents, and promptly notify the Board Chair of any facts or circumstances that may materially and adversely affect the reputation of the University or any of its Related Entities.

(q) Close all or portions of the University campus and cease normal operations and services in the event of an emergency, when, in the President's judgment, such action would protect the safety, health and welfare of the University faculty, students and staff, and the University facilities and grounds. In exercising this authority, the President is authorized to determine and assign those employees who are required to provide essential services. Closures for non-emergencies greater than three days require consultation with the Chair.

(r) Consult with the Chancellor of the State University System prior to recommending any acquisition, establishment, reclassification, relocation, or closure of additional campuses or special purpose centers to the Board of Trustees.

(s) Take all actions necessary or desirable, including serving as the signatory on all documents and agreements, necessary or desirable to carry out the powers and duties enumerated in this Resolution and those reasonably inferable therefrom.

(t) As appropriate and consistent with this Resolution, delegate and authorize the sub-delegation of powers and duties provided in this Resolution, electronically or in writing to an employee of the University who:

1. is a University Vice President with responsibility in an area relating to the subject matter of the delegation; or

2. is a manager with responsibility in an area relating to the subject matter of the delegation who reports directly to a position at or above the level of Vice President; or

3. holds a position at the University that is equivalent in seniority or responsibility to a Vice President or such manager, as determined by the President or Chief Human Resources Officer; or

4. is deemed by the President to have the appropriate capabilities, provided that the delegation specified the date of the delegation, the name and title of the delegee, the particular authority or portion of authority being delegated, and a copy of the delegation is filed with the delegee and with the Vice President and General Counsel of the University.

(2) Academic Programs and Student Affairs.

(a) Propose regulations for Board of Trustees' approval, and establish policies, when appropriate, in the area of academic programs and student affairs as follows, and in such additional areas as from time to time may be designated by the Legislature, Board of Governors as requiring Board of Trustees' approval:

1. Authorization and discontinuance of degree programs;
2. Articulation and access;
3. Admission and enrollment of students;
4. Minimum academic performance standards for the award of a degree;
5. Student financial assistance;
6. Student activities and organizations;
7. Student records and reports;
8. Antihazing, related penalties, and program for enforcement;
9. Reasonable accommodation of religious observances;
10. Textbook and instructional materials affordability; and
11. Student code of conduct and related penalties.

The President is authorized to adopt and revise policies as required or deemed appropriate in the areas of academic and student affairs which are not specifically listed above.

(b) Develop, approve, and implement non-degree and non-college credit granting educational programs of the University.

(c) Award degrees and certificates or other evidence of satisfying the graduation criteria approved by the Board of Trustees for degree-granting programs or of satisfying the completion criteria approved by the President for non-degree granting programs; award posthumous and in memoriam degrees; initially approve and recommend to the Board of Trustees for its final approval all honorary degrees; develop, approve, implement and govern the administrative and academic terms, policies, procedures and systems for awarding such degrees and certificates.

(d) Develop, approve, and implement student exchange programs, including without limitation those that are ancillary to the degree, non-degree and non-college credit granting programs of the University.

(e) Establish the internal academic calendar of the University within any applicable general guidelines of the Board of Governors.

(f) Establish a committee, which shall include student representation, for the periodic evaluation of the student disciplinary system, in accordance with applicable law and regulation.

(g) Approve the internal purchasing, contracting, budgetary and other procedures of student government organizations.

(h) Establish, develop, approve, implement and govern the programs, terms, policies, procedures and systems for childcare facilities, including educational research centers for child development as authorized in s. 1011.48, Florida Statutes, for the purpose of providing childcare services for members of the University community as well as providing research and internship opportunities.

(i) Develop, approve, implement and govern the inter- and intra-collegiate athletics programs, policies, and procedures of the University, with periodic reports to the Board of Trustees on the operations of the program including, but not limited to, finances, audit and compliance, and changes in key personnel.

(j) Establish policies regulating the administration and operation of the Office of Research. The President, or designee, is authorized to negotiate, enter into, and execute research contracts; to solicit and accept research grants and donations; and to fix and collect fees, other payments, and donations that may accrue from these methods. The president or designee may negotiate, enter into, and execute contracts on a cost-reimbursement basis and may provide temporary financing of those costs prior to reimbursement from moneys on deposit in a sponsored research development fund, except as prohibited elsewhere by law. All purchases of a division of sponsored research will be made in accordance with the policies and procedures of the University and the purchasing regulations of the Board of Governors; however, upon certification addressed to the President that it is necessary for the efficient or expeditious prosecution of a research project, the President may exempt the purchase of material, supplies, equipment, or services for research purposes from the general purchasing requirement of the Florida Statutes.

(k) Recommend to the Board of Trustees for approval, the creation and termination of masters and undergraduate degree-granting programs subject to BOG final approval of limited access programs and undergraduate programs requiring more than 120 credits for graduation if and as required by law;

(l) Subject to final approval of the Board of Governors:

1. Recommend to the Board of Trustees the creation and termination of doctoral and professional graduate degree-granting programs of the University; and
2. If, and as required by law, recommend and seek final Legislative approval for the creation of new colleges, schools and functional equivalents offering a program leading to a degree that is a credential for a specific license issued under a state statute or constitution.

(3) Personnel.

(a) Establish and implement policies and procedures to recruit, appoint, transfer, promote, compensate, evaluate, reward, demote, discipline, and remove personnel, in accordance with regulations and policies of the Board of Trustees and Board of Governors. Pursuant to law and Board of Governors' regulation, the Board of Trustees will evaluate the President's performance annually against the strategic goals of the University, approve compensation of the President. Renewals of the President's employment contract is subject to confirmation by the Board of Governors and is limited to one-year terms.

(b) With the exception of the positions described in (3)(c), below, consult with the Chair of the Board of Trustees, or other trustee designee, regarding the hiring, dismissal, or any annual increase of more than five (5) percent in the compensation of any Vice President or other direct report to the President, and any athletics personnel earning over \$1 million in compensation. The President and Board Chair will annually review the positions covered by this provision.

(c) Secure approval of the Board of Trustees for the hiring, firing, or reduction in compensation of individuals serving in the positions of Vice President and General Counsel, Chief Compliance Officer, and Chief Audit Executive, which positions have a reporting relationship to the Board of Trustees in addition to reporting to the President.

(d) Approve travel in accordance with s. 112.061, Florida Statutes.

(e) Administer collective bargaining agreements and matters related thereto, including the appointment of University collective bargaining team members to negotiate collective bargaining agreements; recommend for Board of Trustees' approval actions to be taken on collective bargaining agreements under negotiation; and execute Board of Trustees' approved collective bargaining agreements.

(f) Employ private attorney services after consulting with the University's General Counsel.

(g) Recommend to the Board of Trustees the awarding of tenure.

(h) Consult with the Board Chair regarding employment contracts in excess of one year.

(4) Financial Management.

(a) Recommend for Board of Trustees' approval financial commitments, contractual obligations, contingent risks, or the assumption of liabilities of any kind of more than (i) \$25 million or (ii) greater than five (5) years in duration, and an aggregate net value of greater than \$5 million dollars; and options, renewals, extensions or amendments thereto which increase the approved liability in an amount greater than or equal to ten percent (10%) of the total approved value; except that the President may approve the following: gift agreements; grants, research contracts, clinical trial agreements, and other agreements for research; sponsored training; patents, trademarks, and copyright licenses, and technology transfer agreements; and research compliance agreements. This authority applies to Related Entities.

(b) Keep the Board of Trustees apprised of the financial condition of the University and all Related Entities, subject to the oversight of the Board of Trustees.

(c) Prepare an institutional budget request, including a request for fixed capital outlay, for approval by the Board of Trustees.

(d) Recommend to the Board of Trustees a schedule of tuition and fees to be charged by the University pursuant to law and regulations established by the Board of Governors.

(e) Recommend to the Board of Trustees a regulation for the waiver for tuition and fees pursuant to law and regulations established by the Board of Governors.

(f) Prepare the operating budget of the University, carryforward spending plan, and a fixed capital outlay budget, if required, as prescribed by law, regulations of the Board of Governors, policies of the Board of Trustees, and provisions of the General Appropriations Act, for approval by the Board of Trustees, with the following requirements:

1. The proposed expenditures, plus transfers, and balances must not exceed the estimated income, transfers, and balances.
2. The budget and each part must balance.
3. If at any time the unencumbered balance in the education and general fund of the Board of Trustees approved operating budget goes below seven (7) percent, the President must provide written notification to the Board of Governors.
4. Any changes to the operating budget in an amount greater than the lower of \$5 million or .5 percent of the budget requires approval of the Board of Trustees.
5. Provide quarterly budget-to-actual reporting to the Board of Trustees' Finance and Facilities Committee and annual budget-to-actual analysis to the Board of Trustees.

(g) Enter into agreements for, and accept, credit card payments as compensation for goods, services, tuition, and fees.

(h) Establish policies and procedures for the performance of annual internal audits of finances, controls and operations of the University and Related Entities.

(i) Establish policies and procedures for the implementation of appropriate financial controls, with review by the University's internal auditor.

(j) Sign checks and authorize other forms of payment to pay legal obligations of the University, in accordance with section 1011.42(7), Florida Statutes.

(k) Enter into agreements for banking services and perform banking transactions. Further delegation of authority to withdraw funds or other assets from a University account at a depository institution is limited to a vice president or other position deemed by the President or senior designee reporting to the President to have responsibility for financial matters.

(l) Enter into agreements for collection services when deemed advisable in collecting delinquent accounts and charging off and settling uncollectible accounts. The President will annually report the status of accounts receivable charge-offs to the Board, which may be provided through the university's financial statements or reports.

(m) Recommend for Board of Trustees' approval, as to the University or any Related Entities:

1. All borrowing of funds and any material changes to such loans, including internal University resources borrowed via internal loan;
2. Any debt issuance; and
3. Public private partnerships.

The Board of Trustees will be presented with sufficient information for prudent decision-making for all such projects and comply with applicable guidelines established by the Board of Governors in connection with the authorization, issuance and sale of University and Related Entities debt.

(n) Make budget transfers to and from depositories and accounts, to include, the transfer funds from one depository to another, within a depository, to another institution, or from another institution to a depository for investment purposes; and may transfer funds to pay expenses, expenditures, or other disbursements, evidenced by an invoice or other appropriate documentation.

(o) Account for University and Related Entities expenditures of any state, local, federal, and other funds in accordance with applicable guidelines or regulations established by the Board of Governors, and as provided by law, including the submission of annual financial statements for the University and all Related Entities.

(p) Ensure University funds are invested in accordance with the investment program approved by the Board of Trustees and in compliance with applicable federal and state laws and regulations. The President will inform the Board of Trustees of any proposed material change to the University's investment program.

(5) Property and Purchasing.

(a) Administer a program for the maintenance and construction of facilities, pursuant to Chapter 1013, Florida Statutes, to include the following activities:

1. Prepare a campus master plan for adoption by the Board of Trustees, prepare a campus development agreement for execution by the Board of Trustees, pursuant to section 1013.30, Florida Statutes, and report on progress under the master plan.
2. Recommend for Board of Trustees' prior approval any construction project (new, remodeling, site work) with a projected construction cost, in one or a series of related transactions, in an amount greater than \$2 million (Major Project), and any material changes to the projects, from any funding source(s) not specifically appropriated by the Legislature.
3. Initiate and manage construction projects (new, remodeling, or site work) with a projected construction cost, in one or a series of related transactions, in the amount equal to or less than \$2 million (Minor Project) in addition to Board of Trustees' approved Major Projects. Minor Projects and associated change orders of \$100,000 or more, will be reported on a quarterly basis to the Board of Trustees Finance and Facilities Committee.
4. Approve a facilities program for each Major Project.
5. Exercise responsibility for the fire safety, maintenance and sanitation of facilities.
6. Conduct plan reviews, issue permits and construction inspections to enforce building code compliance for projects subject to the Florida Building Code.
7. Approve additional service authorizations and change orders in the name of the Board of Trustees on Major Projects. Any change order(s) related to a facilities' construction or renovation project, in one or a series of related transactions, that increases the approved project budget in an amount greater than or equal to ten percent (10%) of the total approved value of a project, requires the prior approval of the Board of Trustees. All change orders shall be reported to the Board and entered into the official minutes as soon as practicable at a regular meeting of the Board.
8. Establish policies and procedures for the selection of vendors providing design and construction services incorporating applicable competitive solicitation requirements.
9. Contract for all required design, engineers and construction services, including design-build services.
10. Provide a comprehensive report on construction-related activities at each regular meeting of the Board's Finance and Facilities Committee, including information regarding change order activity.

(b) Recommend for Board of Trustees' approval, regulations setting forth competitive solicitation requirements and other criteria related to the procurement of commodities, goods, equipment and other types of personal property, software and contractual services.

(c) Contract for the purchase, sale, lease, license, or acquisition of commodities, goods, equipment and other types of personal property, software and contractual services, including private attorney services in accordance with the regulations approved by the Board of Trustees'.

(d) Contract for the lease-purchase equipment and software in accordance with the Board of Governors Debt Management Guidelines.

(e) Recommend for Board of Trustees' approval any real property leases or licenses, as a tenant or licensee, with total University expenditures greater than \$1,000,000 and a term longer than five (5) years, as well as any amendment or extension of such real property leases or licenses which increases, by ten percent (10%) or more, the total approved lease or license value ; except as stated here, the President may approve leases or licenses for the University as tenant or licensee. This authority applies to Related Entities.

(f) Enter into real property leases or licenses, as landlord or licensor, for use of property owned or controlled by the University or Related Entities with a total revenue less than \$5 million and a term less than five (5) years. For leases or licenses with a total revenue of \$5 million or more and a term of five (5) years or more, or for any amendment or extension of such leases or licenses which increases the obligation by ten percent (10%) or more of the total approved value, recommend for Board of Trustees' approval.

(g) Recommend for Board of Trustee approval the acquisition, sale or encumbrance of real property for any donated property with a value of greater than \$500,000. This authority applies to Related Entities.

(h) Notify the Board of Trustees prior to the commencement of construction of any facility that requires and has not yet received state funding by the Legislature for facility operating and maintenance costs.

(i) Act for the Board of Trustees as custodian of all University personal property, to include:
1. Recommending for Board of Trustees' approval, policies and procedures for the disposal of personal property no longer needed by the University, in accordance with state law and Board of Governors regulation; and
2. The disposal, use or sale of lost or abandoned personal property found within areas under the University's jurisdiction in accordance with section 705.18, Florida Statutes.

(j) Regulate the use, maintenance, protection, and control of, and the imposition of charges for, University-owned or University-controlled buildings and grounds, property and equipment, name trademarks and other proprietary marks, and the financial and other resources of the University.

(k) Recommend to the Board of Trustees naming opportunities for exterior buildings, colleges, schools, departments, institutes, academic centers, or major programs for any individual,

corporation or other entity; and (if and as required by law in connection with living individuals, to recommend such name to the BOG and/or Legislature for its final approval.

(l) Protect, develop, and transfer the work products of University personnel and other University agents and contractors, including licensing, assigning, selling, leasing, or otherwise allowing the use of or conveying such work products and securing and enforcing patents, copyrights, and trademarks therein. The President must consult with the Board Chair before initiating, appealing or settling any litigation related to the enforcement of patents, copyrights and trademarks.

(6) Miscellaneous Powers and Duties.

(a) Recommend for Board of Trustees' approval the creation, certification, decertification, dissolution, and change of governing documents of Related Entities.

(b) Serve or appoint a presidential designee to serve on the board of directors and the executive committee of all Related Entities and university health services support organizations established to benefit the University pursuant to sections 1004.28 and 1004.29, Florida Statutes and recommend for approval by the Board of Trustees any other appointments to these organizations. The Chair of the Board of Trustees shall appoint at least one representative to the board of directors and the executive committee of any such entity. The Board of Trustees shall approve all other director appointments.

(c) Recommend for Board of Trustees' approval annual operating and capital budgets for Related Entities.

(d) Present to the Board of Trustees all internal and external audits of Related Entities.

(e) Recommend to the Board of Trustees for approval any allowable transfer of funds among Direct Support Organizations, unless under an agreement approved by the Board of Trustees.

(f) Develop, approve, implement and oversee the programs, systems, terms, policies, procedures and strategies for the operations of faculty practice plans.

(g) Oversee the University's fundraising operations and accept and administer gifts, grants, bequests, and devises made to the University.

(h) Initiate, appeal and settle lawsuits involving the University or Related Entities, and join amicus briefs, after consultation with the Board Chair, other than claims and lawsuits (i) covered by the State of Florida's Division of Risk Management or by the UCF College of Medicine Self-Insurance Program, which may be managed, appealed, and settled without Board Chair consultation, and (ii) for Related Entities, covered by their insurance or self-insurance program.

(i) Perform such other duties as are not retained by the Board of Trustees and as may be necessary or appropriate for the administration of the University, in compliance with any applicable laws, Board of Trustees and Board of Governors' regulations, policies, and resolutions.

For the purposes of this Resolution the following terms are used as follows:

Board or BOT: UCF Board of Trustees

Board Chair: Chair of the UCF Board of Trustees

Board of Governors or BOG: Board of Governors of the State University System of Florida

President: President of the University of Central Florida

Related Entities: Direct support organizations and practice plan corporations of the University.

UCF or University: University of Central Florida

Vice President: University vice president or senior vice president.

UCF BOARD OF TRUSTEES
Agenda Item Summary
Governance Committee
February 10, 2021

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

Information Information for upcoming action Action

Meeting Date for Upcoming Action: _____

Purpose and Issues to be Considered:

The current bylaws are included on the agenda for the committee to discuss proposed amendments for action at a future meeting. The proposed changes to the Resolution on Presidential Authority will require edits to the bylaws to reconcile provisions across the two documents. However, it is prudent to avoid making amendments when there are other proposed amendments likely to come soon.

Issues to be considered are as follows:

- The addition of language to provide a clear protocol when a vacancy occurs in the chair or vice chair position (Article IV).
- The Governance Committee is charged with completing a review and recommending to the Board any proposed changes to the current committee structure. This action also would necessitate amendments to the bylaws (Article VI).

Background Information:

The Governance Committee is responsible for reviewing annually and recommending changes as necessary to the bylaws of the University of Central Florida Board of Trustees. The bylaws were last amended on October 22, 2020, in conjunction with the adoption of a newly created Resolution on Presidential Authority (which replaced a prior delegation document).

Following the October 22, 2020 adoption of amendments to the Bylaws, additional changes to the Resolution on Presidential Authority were discussed and proposed, and these additional changes affect the Bylaws. Specifically, the Bylaws contain a definition of Affiliated Organizations and the proposed updates to the Resolution on Presidential Authority are removing that reference in favor of using the term Related Entities.

Recommended Action:

This item is being presented as information only for feedback and discussion.

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:

Youndy Cook, Interim Vice President and General Counsel

Supporting Documentation:

Attachment A: Ninth Amended and Restated Bylaws of the University of Central Florida Board of Trustees

Facilitators/Presenters:

Youndy Cook

University of Central Florida Board of Trustees

Ninth Amended and Restated Bylaws

October 22, 2020

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ARTICLE I

STATEMENT OF PURPOSE

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

ARTICLE II

THE BOARD

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

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

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

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

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

ARTICLE III

THE TRUSTEES

Section 3.1 **TERM OF OFFICE** – Trustees shall serve for staggered 5-year terms, as provided by law.

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

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

ARTICLE IV

OFFICERS OF THE BOARD

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

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

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

Section 4.4 **VICE CHAIR** – The duty of the vice chair is to act as chair during the absence or disability of the chair. While the vice chair shall be the presumptive successor to the chair when a vacancy occurs, the chair shall be selected by the full board upon nomination of the Governance Committee.

Section 4.5 **CORPORATE SECRETARY** – The university president shall serve as corporate secretary of the Board, and in the capacity of secretary, shall be responsible for giving notice of all meetings of the Board and its committees, setting the agenda and compiling the supporting documents for meetings of the Board in consultation with the chair, recording and maintaining detailed minutes of any Board meeting, including a record of all votes cast and history of attendance of each trustee, executing or attesting to all documents that have been executed by the Board, and shall be custodian of the corporate seal. Minutes of each meeting shall be

prominently posted on the university's website within two weeks after the meeting. All meetings will be held in accordance with section 286.011(2), Florida Statutes

Section 4.6 ASSOCIATE CORPORATE SECRETARY – The secretary may designate an individual to serve as associate corporate secretary to the Board. This individual shall perform all duties delegated by the secretary and shall provide for review by the General Counsel documents to be presented to the board and committees.

ARTICLE V

PRESIDENT

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

ARTICLE VI

COMMITTEES

Section 6.1 COMMITTEES – The Board shall establish standing and ad-hoc committees as it deems appropriate to discharge its responsibilities. The Board chair shall appoint members of committees, their chairs and vice chairs based upon their expertise in matters relating to that committee, and shall appoint a trustee representative to the board of directors of each direct support organization. The chair shall be an ex-officio member of each committee. Each committee shall consist of no fewer than three members. Members of committees shall hold office until the appointment of their successors. Any vacancies on the standing committees shall be filled by appointment of the Board chair. Unless specifically delegated or as otherwise provided in these bylaws, authority to act on all matters is reserved to the Board and the duty of each committee shall be to consider and to make recommendations to the Board upon matters referred to it. Each committee shall have a written statement of purpose and primary responsibilities, or charter, as approved by the Board. The chairs of all committees shall perform their duties and shall have the responsibility and authority to place matters on the Board's agenda, with approval of the Board chair.

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

Advancement Committee
Audit and Compliance Committee
Compensation and Labor Committee

Educational Programs Committee
Finance and Facilities Committee
Governance Committee

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

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

Section 6.5 AFFILIATED ORGANIZATIONS – Each Affiliated Organization, which includes Direct Support Organizations, Practice Plan Corporations, self-insurance trust funds, and other legal entities under the control of the Board of Trustees, shall provide regular reports to a standing committee as assigned by the Board chair.

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

ARTICLE VII

MEETINGS

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

Section 7.1 REGULAR MEETINGS – There shall be not less than five (5) regular meetings a year as the Board may determine. These meetings shall be held on such dates and at such times as the Board may determine. The time and date of a regular meeting may be changed by an affirmative vote of a quorum of the Board. At the discretion of the chair, meetings may be held virtually or by teleconference.

Section 7.2 SPECIAL MEETINGS – Special meetings of the Board may be held at the call of the Board chair, the secretary, or upon request of seven (7) trustees. The secretary shall send written

notice of such special meeting to all trustees, along with a statement of the purpose of the meeting, at least 48 hours in advance. No matter may be considered at any special meeting that was not included in the call of that meeting except by an affirmative vote of not less than two-thirds (2/3) of the trustees at the meeting. At the discretion of the chair, special meetings of the Board may be held virtually or by teleconference.

Section 7.3 EMERGENCY MEETINGS – An emergency meeting of the Board may be called by the chair upon no less than twenty-four (24) hours' notice whenever an issue requires immediate Board action. No other business will be transacted at the meeting unless additional emergency matters are agreed to by a majority of those Board members present.

Section 7.4 AGENDA – The President, in consultation with the chair, shall set the agenda for the meetings with the review of the General Counsel. Recommendations to the Board included in the agenda are presented by the chair or committee chair designated by the chair, and include all matters of business or concern to the Board that have not been specifically delegated to the chair or the university president. The chair will provide a copy of the agenda to each member of the Board at least seven (7) days prior to the meeting. If additional items or supporting documentation become available, notice will be sent to all trustees acknowledging the update(s). A revised agenda will be issued if a new agenda item is added or if an agenda item is removed. The Board may also consider items not included in the published agenda.

Section 7.5 CONSENT AGENDA – The Board chair may approve items to be placed on a consent agenda that may be approved by the Board without discussion. Committee items not recommended by the unanimous vote of the committee may not be placed on the consent agenda. Items may be removed from the consent agenda by any trustee, preferably at least two days prior to the Board meeting.

Section 7.6 APPEARANCE BEFORE THE BOARD – Individuals, groups or factions who wish to appear before the Board to discuss a subject pending before the Board shall complete a public comment form specifying the matter upon which they desire to be heard. Public comment forms will be available at each meeting and must be submitted prior to commencement of the meeting. For meetings held virtually or by teleconference, public comment forms can be obtained from the Board web site and emailed to the Office of Board Relations prior to the meeting. Organizations, groups, or factions wishing to address the Board shall designate a single representative to speak on its behalf to ensure an orderly presentation to the Board. The Board will reserve no more than fifteen minutes for public comments. Each speaker shall be allotted three minutes to present information unless modified by the Board chair.

Section 7.7 QUORUM – A quorum for the conduct of business by the full Board shall consist of seven (7) trustees. A quorum having been established, no business shall be transacted without a majority vote of all trustees present except as otherwise provided in these bylaws.

Section 7.8 RULES OF PROCEDURE – Except as modified by these bylaws or specific procedures and policies enacted by the Board, *Robert's Rules of Order Newly Revised* shall constitute the rules of parliamentary procedure applicable to all meetings of the Board and its committees.

ARTICLE VIII

MISCELLANEOUS

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

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

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

Section 8.4 AMENDMENTS – These Bylaws may be amended at any regular meeting of the Board by the affirmative vote of not less than two-thirds (2/3) of the members of the Board, provided that notice of any proposed amendment including a draft thereof shall have been filed in writing with the secretary and a copy of the draft has been delivered electronically or by mail to each trustee at least ten (10) days prior to the meeting at which the amendment is to be voted upon.

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

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

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

Janet D. Owen

Associate Corporate Secretary

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

UCF BOARD OF TRUSTEES**Agenda Item Summary**

Governance Committee

February 10, 2021

Title: Bi-Annual Board Self-Assessment Process **Information** **Information for upcoming action** **Action****Meeting Date for Upcoming Action:** _____**Purpose and Issues to be Considered:**

As outlined in the UCF Board of Trustees Statement on Board Self-Assessment, the Governance Committee will lead a bi-annual board self-assessment process, commencing in the fall, beginning with a discussion and approval of an electronic survey to be administered prior to the Board's spring retreat.

The board self-assessment timeline is presented as follows:

November 19, 2020	Governance Committee Meeting: Review draft Board Self-Assessment Survey
February 10, 2021	Governance Committee Meeting: Approve final Board Self-Assessment Survey
March 1 – April 2, 2021	Survey is administered
April 2021	Results analyzed; briefings with President, Chair, and Vice Chair
May 20, 2021	Presentation and trustee discussion at the spring BOT Retreat

The timeline and draft Board Self-Assessment Survey were presented to the committee for feedback at the November 19, 2020 Governance Committee Meeting. No additional feedback was received.

Background Information:

A University of Central Florida Board of Trustees Statement on Board Self-Assessment was approved by this Board on June 18, 2020.

As noted on the Self-Assessment Process document, according to the Association of Governing Boards (AGB), a high-functioning board is composed of members who make service to the institution and its effectiveness in fulfilling its public mission their top priority. Willingness to engage in a regular Board self-assessment is a sign of commitment to this fiduciary standard.

Additionally, Section 4 of the Southern Association of Colleges and Schools Commission on Colleges (SACSCOC) 2018 Principles of Accreditation requires governing boards to define and regularly evaluate their responsibilities and expectations as a Board.

Recommended Action:

To approve the associated timeline and Board Self-Assessment Survey

Alternatives to Decision:

Decline approve of the timeline or Board Self-Assessment Survey

Make alternative recommendations to the timeline or Board Self-Assessment Survey

Fiscal Impact and Source of Funding:

N/A

Authority for Board of Trustees Action:
Governance Committee Charter, Section 3.6

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: UCF Board of Trustees Statement on Board Self-Assessment

Attachment B: Final Board Self-Assessment Survey

Facilitators/Presenters:

Karen Monteleone



UNIVERSITY OF CENTRAL FLORIDA

UCF Board of Trustees Statement on Board Self-Assessment

This Statement on Board Self-Assessment provides a framework and timeline for administering a Board self-assessment survey, sharing the results, and implementing action items based on the Board's direction.

Purpose

According to the Association of Governing Boards (AGB), a high-functioning board is composed of members who make service to the institution and its effectiveness in fulfilling its public mission their top priority. Willingness to engage in a regular Board self-assessment is a sign of commitment to this fiduciary standard.

Additionally, Section 4 of the Southern Association of Colleges and Schools Commission on Colleges (SACSCOC) 2018 Principles of Accreditation requires governing boards to define and regularly evaluate their responsibilities and expectations as a Board.

Timeline and Presentation of Results

Led by the Governance Committee, every two years the Board will engage in a comprehensive, Board self-assessment process. This process will commence in the fall, beginning with a discussion and approval of an electronic survey to be administered prior to the Board's spring retreat. The Board Office, in consultation with the president and Board chair, will administer the electronic survey and collect the results. The results will be distributed to the Board and president prior to the Board's spring retreat.

Implementation of Action Items

The Board Office, in coordination with the president and Board chair, will be responsible for the coordination and assurance that implementation of action items determined as an outcome of the assessment process are executed and tracked for appropriate follow-up.

The UCF Board of Trustees is committed to practicing good governance and hereby accepts this statement as part of its role as a public higher education governing board.

Approved by the Board of Trustees on June 18, 2020

UCF Board of Trustees Board and Self-Assessment

This survey is designed to focus on the Board's overall performance. It is not an evaluation of any individual Board member. Your responses will remain anonymous, and the results will be consolidated for discussion at the Board's spring retreat.

Indicate the degree to which you agree or disagree with the following statements.

Knowledge of Institution

1. The Board has a clear understanding of UCF's mission.

Strong Agree Agree Neither Agree or Disagree Disagree Strongly Disagree

2. The Board is well-informed about UCF's educational programs and academic quality.

Strong Agree Agree Neither Agree or Disagree Disagree Strongly Disagree

3. The University has a three-to-five-year strategic plan or a set of clear long-ranging goals and priorities.

Strong Agree Agree Neither Agree or Disagree Disagree Strongly Disagree

4. The Board has a good understanding of the needs, concerns, and perspectives of UCF's constituents.

- Students
- Faculty
- Staff
- Alumni
- Cabinet
- Donors and friends

(For each)

Strong Agree Agree Neither Agree or Disagree Disagree Strongly Disagree

The Role of the Board

1. I am informed of and understand my powers and duties as outlined in [Board of Governors Regulation 1.001](#) and the [UCF Board of Trustees Bylaws](#).

Strong Agree Agree Neither Agree or Disagree Disagree Strongly Disagree

2. The Board serves as an effective strategic partner to the administration by providing sound advice, offering new perspectives, lending support and by making connections.

Strong Agree Agree Neither Agree or Disagree Disagree Strongly Disagree

3. Board members come to each meeting prepared and ready to debate issues fully and openly.

Strong Agree Agree Neither Agree or Disagree Disagree Strongly Disagree

4. Board members receive appropriate training to allow them to discharge their responsibilities.

Strong Agree Agree Neither Agree or Disagree Disagree Strongly Disagree

5. The Board collectively adheres to the [Board Statement of Expectations](#).

Strong Agree Agree Neither Agree or Disagree Disagree Strongly Disagree

6. There is open two-way communication between the Board and administration.

Strong Agree Agree Neither Agree or Disagree Disagree Strongly Disagree

7. The Board and University administration well understand and operate within their respective roles and responsibilities.

Strong Agree Agree Neither Agree or Disagree Disagree Strongly Disagree

Board Oversight and Relationship with the President

1. Board members have a clear understanding of their legal and fiduciary responsibilities and carry them out at the proper level of oversight.

Strong Agree Agree Neither Agree or Disagree Disagree Strongly Disagree

2. The Board effectively participates in strategic planning, monitors financial, educational and administrative performance, sets appropriate performance goals and assesses achievement of those goals.

Strong Agree Agree Neither Agree or Disagree Disagree Strongly Disagree

3. The Board effectively delegates responsibility for institutional management to the President and refrains from involvement in operational matters except as necessary to fulfill its fiduciary responsibilities.

Strong Agree Agree Neither Agree or Disagree Disagree Strongly Disagree

4. The Board effectively ensures that institutional policies and processes are current, in legal compliance and properly implemented.

Strong Agree Agree Neither Agree or Disagree Disagree Strongly Disagree

5. The Board evaluates the performance of the President of the University and has an appropriate mechanism for feedback.

Strong Agree Agree Neither Agree or Disagree Disagree Strongly Disagree

6. The Board promotes an environment where Board members feel engaged, respected, and empowered to raise issues for discussion.

Strong Agree Agree Neither Agree or Disagree Disagree Strongly Disagree

Board Meetings and Trustee Engagement

1. The Board's meeting agenda clearly reflects the institution's strategic priorities.
Strong Agree Agree Neither Agree or Disagree Disagree Strongly Disagree
2. The format of the **full Board** meeting agendas is conducive for the proper balance of oversight, problem solving, strategic discussion and continuing Board education.
Strong Agree Agree Neither Agree or Disagree Disagree Strongly Disagree
3. The **committee** meeting agendas are conducive for the proper balance of oversight, problem solving, strategic discussion and continuing Board education.
4. The number of full Board meetings is appropriate to address the work of the UCF Board of Trustees.
Strong Agree Agree Neither Agree or Disagree Disagree Strongly Disagree
5. My time is well utilized when participating in university engagements.
Strong Agree Agree Neither Agree or Disagree Disagree Strongly Disagree

Open Ended Questions

1. What would you like to see the Board accomplish in the next two years?
2. What change or action would most improve the Board's performance?
3. What do you think the Board does well?
4. What are areas in which the Board could improve?
5. What are topics you would like to see the Board address during future meetings?
6. In what ways have you found your role as a board member rewarding?

UCF BOARD OF TRUSTEES
Agenda Item Summary
 Governance Committee
 February 10, 2021

Title: Amendments to University Regulation UCF-7.130 Administration and Finance; Procurement Services

Information Information for upcoming action Action

Meeting Date for Upcoming Action: _____

Purpose and Issues to be Considered:

This regulation is amended to add new language to section (1)(e) concerning the use of existing Shared Initiatives contracts where practical, unless not in the best interest of the university; to amend section (1)(g) to require documentation that justifies the use of contract adoption (also known as contract ‘piggybacking’); and to add to section (3)(i)4 to clarify the use of auditor services that are not subject to the competitive solicitation process. These language changes conform to recent amendments to Florida Board of Governors’ Regulation 18.001.

This regulation was posted online January 15, 2021, for public comment. No comments were received as of the date of submission of these materials.

Background Information:

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

Recommended Action:

Approve amendments to University of Central Florida Regulation UCF-7.130 Administration and Finance; Procurement Services.

Alternatives to Decision:

Do not amend University Regulation UCF-7.130 as proposed.
 Approve alternative amendments to University Regulation UCF-7.130

Fiscal Impact and Source of Funding:

N/A

Authority for Board of Trustees Action:

Board of Governors Regulation 1.001

Contract Reviewed/Approved by General Counsel N/A

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

Submitted by:

Youndy Cook, Interim Vice President and General Counsel

Supporting Documentation:

Attachment A: Proposed Amended Regulation UCF-7.130 (redline)

Facilitators/Presenters:

Youndy Cook, Interim Vice President and General Counsel

UCF-7.130 Administration and Finance; Procurement Services.

(1) The University Board of Trustees (BOT) has authority to establish a system of coordinated procurement policies, procedures, and practices to be used in acquiring commodities and contractual services required by the University. The University Procurement Services Department has the duty to:

- (a) Develop procurement procedures.
- (b) Canvass sources of supply and contracting for the procurement or lease of all commodities and contractual services for the University, in any manner, including procurement by installment- or lease-purchase contracts. Installment- or lease-purchase contracts may provide for the payment of interest on unpaid portions of the purchase price.
- (c) Recommend or advise the suspension or debarment of a contractor, in accordance with University Regulation UCF-7.124, from doing business with the University for demonstrated cause, including previous unsatisfactory performance.
- (d) Plan and coordinate procurements in volume and negotiate and execute agreements and contracts for commodities and contractual services under which the University may make procurements.
- (e) Where practical and available, implementing the use of existing State University System (SUS) Shared Initiatives contracts; unless the Director of Procurement/Chief Procurement Officer or designee documents that such use is not in the best interest of the university.
- (fe) Develop an Annual Certification List to serve as a waiver of the competitive solicitation requirement for commodities/services that are frequently procured and are available from a single source.
- (gf) Evaluate, approve, and utilize contracts that are entered into after a public and open competitive solicitation by any State of Florida agency, ~~or~~ department, Florida state college or university, the Federal Government, other states, political subdivisions, cooperatives or consortia, or any independent college or university for the procurement of commodities and contractual services, when it is determined to be cost-effective and in the best interest of the University, to make purchases under contracts let by such other entities. The Universityies must maintain appropriate

justification for use of services contract adoption. Adopted contracts under this provision may be negotiated by the University to ensure appropriate state law and to achieve improved terms and pricing; however, the resulting contract's general purpose and scope of purchase must be within the scope of the original contract being adopted and the adopted contract must be current (i.e., not-expired). The University shall review existing consortia and cooperative contracts to identify potential savings and, if there is the potential for savings, enter into new consortia and cooperative contracts to achieve the savings, with the goal of achieving a five-percent savings on existing contract prices.

- (hg) Elect as an alternative to any provision in Board of Governor's (BOG) Regulation 18.002 to proceed with a bid solicitation or contract award process when it is set forth, in writing, that the particular facts and circumstances which demonstrate that the delay due to staying the solicitation or contract award process would be detrimental to the interests of the University. After the award of a contract resulting from a competitive solicitation in which a timely protest was received and in which the University did not prevail, the contract may be canceled and re-awarded to the prevailing party.
- (ih) Award contracts for commodities and contractual services to multiple suppliers, if it is determined to be in the best interest of the University. Such awards may be on a university, regional or multiple state university-wide basis and the contracts may be for multiple years.
- (ji) Reject or cancel any or all competitive solicitations when determined to be in the best interest of the Institution.
- (kj) Inspect the part of the plant or place of business to determine the capability of contract performance of a contractor or any subcontractor which is related to the performance of any contract awarded or to be awarded by the University, when specified in the agreement.

(2) Competitive Solicitations Required.

- (a) All contracts for the procurement of commodities or contractual services exceeding \$75,000 shall be awarded pursuant to a competitive solicitation, unless otherwise authorized herein.

- (b) When only one response is received to a competitive solicitation for commodities or contractual services exceeding \$75,000 the University shall review the solicitation to determine if a second call for a competitive solicitation is in the best interest of the University. If it is determined that a second call would not serve a useful purpose, the University shall proceed with the acquisition or cancel the acquisition.
- (c) When multiple responses that are equal in all respects are received to a competitive solicitation, the University will give preference to responses that include commodities manufactured in the state, Florida businesses, or foreign manufacturers located in the state to determine the contract award, or, if these conditions do not exist, will use coin toss to determine the award.~~toss of the coin.~~
- (d) The procurement of commodities and contractual services shall not be divided to avoid the requirement of competitive solicitation.
- (e) The Procurement Services Department, in issuing an Invitation to Bid, Request for Proposal or Invitation to Negotiate, shall provide notice of a decision or intended decision concerning a solicitation, or contract award by electronic posting for 72 hours, which is interpreted as three business days. (Business days do not include Saturdays, Sundays, State or University holidays, or any other days when the University is otherwise closed for business.) This notice shall contain the following statement: “Failure to file a protest in accordance with BOG regulation 18.002, or failure to post the bond or other security as required in BOG regulation 18.003, shall constitute a waiver of protest proceedings.”
- (f) Advertisement. Invitations to Bid, Requests for Proposals, and Invitations to Negotiate for commodities expected to be in excess of \$150,000 and for contractual services expected to be in excess of \$75,000 shall be advertised in the Florida Administrative Weekly or the State of Florida’s VBS System. The head of The Procurement Services Department or designee shall have the authority to waive this advertisement requirement when the number of potential bidders or proposers is limited and can otherwise be solicited, when the availability of funding so requires, or where delivery is urgent.

- (g) Bids and proposals shall remain sealed (with the exception of typical information revealed at the Bid/Proposal opening for the tabulation sheet) until notice of final contract award is given or in accordance with Florida Statute as appropriate.
- (h) In the case of extension errors, the unit price will prevail.
- (i) Withdrawal. A vendor may withdraw his or her bid or proposal in writing if done within seventy-two (72) hours of the bid or proposal opening, if the bid or proposal is clearly erroneous and it is withdrawn prior to final award or the purchase order being issued.
- (j) Bid/Proposal Evaluations – Bids/Proposals shall be evaluated based on the requirements set forth in the Invitation to Bid/ Request for Proposal/Invitation to Negotiate, which may include criteria to determine acceptability such as inspection, testing quality, workmanship, delivery and suitability for a particular purpose. Those criteria that will affect the bid/proposal price and be considered in evaluation for award shall be objectively measured, such as all or none, discounts, transportation costs and total or life cycle costs. The Invitation to Bid, Request for Proposal or Invitation to Negotiate shall set forth the criteria to be used. No criteria may be used in bid/proposal evaluation that is not set forth in the Invitation to Bid, Request for Proposal or Invitation to Negotiate.

(3) Procurement of Commodities or Contractual Services.

- (a) Procurement of Products with Recycled Content. The University encourages the procurement and use of products and materials with recycled content and post consumer recovered material.
- (b) Procurement of Private Attorney Services. Written approval from the Attorney General is not required for private attorney services acquired by the University.
- (c) Procurement of Insurance. The University has the authority to procure insurance as deemed necessary and appropriate for the operation and educational mission of the University. Examples of insurance coverage that may be acquired by the University include (but are not limited to) insurance coverage for:
 1. Physical damage on vehicles and boats;
 2. Inland marine on property owned, leased, or loaned to or by the University;
 3. Building and property damage;

4. Equipment losses due to theft;
 5. Loss of rental income;
 6. Excess general liability coverage;
 7. Professional liability;
- (d) Procurement of Printing. Printing shall be procured in accordance with the requirements of these rules. The University may refer to the requirements of Chapter 283, F.S., and rules promulgated thereto for guidance with respect to the procurement of printing services.
- (e) Procurements from Small, Minority, ~~and~~ Woman, and Veteran-Owned Business Enterprises (SMWVBE). The University is an equal opportunity institution and encourages procurement contracting with SMWVBE.
- (f) Procurements from Contractors Convicted of Public Entity Crimes. The University shall not accept a competitive solicitation from, or procure commodities or contractual services from, a person or affiliate who has been convicted of a public entity crime and has been placed on the State of Florida's convicted vendor list for a period of 36 months from the date of being added to the convicted vendor list.
- (g) Preferences for Florida-Based Vendors when Procuring Personal Property: For procurements of tangible personal property, the Florida Legislature enacted economic development laws establishing certain conditions and circumstances which, when applicable, require the granting of price preferences to businesses whose principal place of business is the State of Florida. Pursuant to §287.084 Florida Statute, award recommendations shall make appropriate adjustments to Resident Vendor pricing when considering solicitations from Bidders having a principal place of business outside the State of Florida. Refer to Florida Statute 287.084 and BOG Regulation 18.001 for additional information regarding applicability and implementation of this section.
- (h) Procurement actions that are not subject to the competitive solicitation process include but are not limited to:
1. Emergency Procurements. When the President or his or her designee determines, in writing, that a condition exists that threatens the health or safety of person(s) or animal(s) or the preservation or protection of property

or the continuance of a vital University function, the University may proceed with an emergency procurement without a competitive solicitation. The emergency procurement shall be limited to the procurement of only the type of items and quantities or for a time period sufficient to meet the immediate threat and shall not be used to meet long-term requirements.

2. Sole Source Procurements. Commodities or contractual services available from a single source shall be exempted from the competitive solicitation process. Sole Source document shall be publicly posted by the Procurement Services Department for three working days. Working days do not include Saturdays, Sundays, or State or University Holidays.
 3. Procurements from competitively bid Contracts and Negotiated Annual Price Agreements established by the State, other governmental entities, other public or private educational institutions, and any procurement cooperative or consortium are not subject to competitive solicitation.
 4. Construction Direct Procurement Program. Commodities to be incorporated into any public work (as that term is defined in Rule 12A-1.094, F.A.C.) which are procured by the University in accordance with the requirements of the University's direct procurement program are not subject to any further competitive solicitation.
- (i) Commodities and contractual services that are not subject to the competitive solicitation process include:
1. Artistic services;
 2. Academic reviews;
 3. Lectures;
 4. Accountant services,
 5. ~~including a~~ Auditor services, including those services needed to address audit, financial and fraud-related compliance, controls, and investigative matters, or such other related services;
 65. Legal services, including attorney, paralegal, expert witness, appraisal, lobbyist, arbitrator or mediator services;

- 76. Health services, including related equipment and supplies, involving examination, diagnosis, treatment, prevention, consultation or administration of physical or mental conditions or the provision of developmental or vocational rehabilitation;
- 87. Medicaid services delivered to an eligible Medicaid recipient by a health care provider who has not previously applied for and received a Medicaid provider number from the Department of Children and Family Services. This exception will be valid for a period not to exceed 90 days after the date of delivery to the Medicaid recipient and shall not be renewed;
- 98. Training and education services;
- 109. Advertising; except for media placement services;
- 1140. Services or commodities provided by governmental agencies, another university in the State of Florida or other independent colleges and universities;
- 1244. Programs or continuing education events that are offered to the general public for which fees have been collected to pay all expenses associated with the program or event;
- 1342. Procurements from firms or individuals that are prescribed by state or federal law or specified by a granting agency;
- 1443. Regulated utilities and government franchised services;
- 1544. Regulated public communications, except long distance telecommunication services or facilities;
- 1645. Extension of an existing contract; (see section (6)(c));
- 1746. Renewal of an existing contract if the terms of the contract specify renewal option(s); see section (6)(d));
- 1847. Procurements from the Annual Certification List developed by the University;
- 1948. Procurements for resale;
- 2049. Contracts or services provided by not-for-profit support and affiliate organizations of the University, direct support organizations, health support organizations and faculty practice plans;

2120. Implementation/programming/training services available from the owner of copyrighted software or its contracted vendor;

2221. Procurements of materials, supplies, equipment, or services for instructional or sponsored research purposes when a director of sponsored research or designee certifies that, in a particular instance, it is necessary for the efficient or expeditious prosecution of a research project in accordance with sponsored research procedures or to attain the instructional objective. Sponsored research documents shall be publicly posted by the Procurement Services Department for three business days.

2322. Procurements for the Florida High Tech Corridor initiative.

(j) Participants in Contract Awards Not Subject to Competitive Solicitations.

1. No person or firm who receives a contract to perform a feasibility study for potential implementation of a subsequent contract, participates in the drafting of a competitive solicitation or specifications, or designs or develops a program for future implementation shall be eligible to contract with the University dealing with the specific subject matter.
2. The individuals taking part in the development or selection of criteria for evaluation, the evaluation process and the contract award in any procurement shall be independent of, and have no conflict of interest in, the entities evaluated and selected and may be required to so attest in writing.

(4) Bonds.

- (a) Solicitation Security. A certified, cashier's or treasurer's check, bank draft or bid bond may be required as a condition for participating in a competitive solicitation where the University is reasonably uncertain about the contractor's ability to perform, and the expected value of the contract is in excess of \$100,000.
- (b) Payment and Performance Bonds for Commodities and Services Contracts. The head of the Procurement Services Department or designee is authorized to require any contractor contracting with the University to provide services or commodities (including installation) to furnish a payment and performance bond, with good and sufficient securities, to the University prior to the issuance of the contract when the

total contract amount is greater than \$100,000 and the University is uncertain about the contractor's ability to perform.

- (c) A bond or security required pursuant to paragraphs (a) or (b) above must be in an amount equal to 100% of the response submitted to the competitive solicitation.
- (d) Solicitation Protest Bond. Any contractor that files a formal protest pursuant to the protest procedures of BOG Regulation 18.002 and this regulation protesting a decision or intended decision pertaining to a solicitation, shall at the time of filing of the formal protest, post with the University a bond payable to the University in an amount equal to: 10% of the estimated value of the protestor's bid or proposal; 10% of the estimated expenditure during the contract term; \$10,000; or whichever is less. The bond shall be conditioned upon the payment of all costs which may be adjudged against the contractor filing the protest action. In lieu of a bond, the University may accept a cashier's check or money order in the amount of the bond.

(5) Notice and Protest Procedures for Protests Related to a University's Contract Procurement Process

- (a) The procedures set forth in BOG Regulation 18.002 shall apply exclusively to any protest that arises from any university contract procurement processes for the procurement of goods, services, leases and for construction-related competitive solicitations.
- (b) Any qualified offeror who is adversely affected by the university's decision may file a written notice of intent to protest within 72 hours after university posting of award or intent to award notice. The protesting firm must reduce its complaint to a written petition and file it with the department that issued the solicitation within ten (10) calendar days from registration of the original complaint. Failure to timely file a protest or failure to timely deliver the required bond or other security in accordance with the Board of Governors' (BOG) Regulations 18.002 and 18.003 shall constitute a waiver of protest proceedings. Additional information on protest procedures can be viewed in the above referenced BOG Regulations.

(6) Contracts.

- (a) Acquisitions of commodities, contractual services, or licenses shall be executed with a purchase order or a bilateral agreement/contract, prior to the goods or

services being ordered, contracted for, or rendered by the vendor. Procurement using a pCard, where compliant with applicable policies and procedures, or prior verbal approval from the Procurement Services Department, are also acceptable means to obligate the university for a procurement. All necessary procurement actions (i.e. competition, competition exemptions, approvals) must take place prior to signing a contract/agreement or engaging in any actions that will obligate the university. For procurement under a bilateral agreement/contract or prior verbal approval from the Procurement Services Department, the requisition to process the associated purchase order must be submitted within thirty (30) days of (i) delivery of the commodities or (ii) the obligation for contractual services or licenses being incurred.

- (b) Any contract for the procurement of services or tangible personal property for a period in excess of one fiscal year shall include the following or an equivalent statement: “The State of Florida’s and University’s performance and obligation to pay under this contract is contingent upon an annual appropriation by the Legislature.”
- (c) ~~Permitting the extension(s) of a~~ contract, entered into as a result of a competitive solicitation may be extended, for up to twelve (12) months or until completion of the competitive solicitation and award or protest, whichever is longer. The extension shall be in writing, signed by both parties, and shall be subject to the same terms and conditions set forth in the initial contract.
- (d) A contract may contain provisions for renewal. If the commodity or contractual service is procured as a result of a competitive solicitation, the cost of any contemplated renewal must be included in the competitive solicitation. All contract renewals are subject to sufficient annual appropriations. Renewals of a contract, whether the contract resulted from a competitive process or other procurement method, shall be for a period that may not exceed 5 years or twice the term of the original contract, whichever is longer. This provision is not intended to apply retroactively; existing contracts entered into prior to January 1, 2017, including any specified renewal period(s) may continue in accordance with the existing contract terms.

- (e) When any commodity contract requires deferred payments and the payment of interest, such contract may be submitted to the State of Florida Comptroller for the purpose of pre-audit review and approval prior to acceptance by the University. The President shall have the authority to enter into deferred payment agreements utilizing the State of Florida Comptroller's Consolidated Equipment Financing Program. No agreement shall establish a debt of the state or shall be a pledge of the faith and credit of the state; nor shall any agreement be a liability or obligation of the state except from appropriated funds.
- (f) In order to promote cost-effective procurement of commodities and contractual services, the University may enter into contracts that limit the liability of a vendor consistent with Section 672.719, F.S.
- (g) The total value of the contract is, for purposes of this regulation and university procedures, the procurement price for the initial term plus all renewal costs.
- (h) If a contractor does not furnish proof of payment to subcontractors, suppliers, or laborers within 60 days after the project is certified to be finally complete by the University, the University will pay any retainage, on a pro-rata basis, directly to the subcontractors, suppliers or laborers. In order to obtain payment, subcontractors, suppliers, or laborers who have not been paid after the 60 days have passed have an additional 30 days to submit documentation satisfactory to the University showing that they have performed work on the project, the amount due, and certifying that they have not been paid. If a contractor does not complete a project, the University will use any retainage to complete the work and then pay any balance of the retainage, on a pro-rata basis, to subcontractors, suppliers, or laborers who provide the above required documentation within 30 days after the completion of the project.

(7) Standard of Conduct. It shall be a breach of ethical standards: (a) for any employee of the University to accept, solicit, or agree to accept a gratuity of any kind, form or type in connection with any contract for commodities or services; (b) for any potential contractor to offer an employee of the University a gratuity of any kind, form or type to influence the development of a contract or potential contract for commodities or services; or (c) for any University or University direct support organization employee participating on a procurement selection committee to solicit

donations from responding vendors during the selection process, except for donations or benefits expressly stated in the procurement document.

(8) Procurement of Motor Vehicles.

- (a) The term “motor vehicle” includes any automobile, truck, watercraft or other vehicle designed primarily for transporting persons, and construction vehicles or farm equipment.
- (b) The University has authority to:
 - 1. Establish standard classes of motor vehicles to be leased, procured or used by University personnel;
 - 2. Obtain the most cost effective and efficient motor vehicles for state purposes;
 - 3. Establish and operate facilities for the acquisition, disposal, operation, maintenance, repair, storage, control and regulation of University-owned motor vehicles. Acquisition may be by procurement, lease, installment-purchase, loan or by any other legal means and may include a trade-in. All motor vehicles procured or leased shall be of a class that will safely transport University personnel and adequately meet the minimum requirements of the University.
 - 4. Contract for specialized maintenance services.
- (c) Motor vehicles owned, leased or operated by the University shall be available for official University business only.

(9) Public Records.

- (a) Agreements may be canceled unilaterally by the University for refusal by the vendor/contractor to allow public access to all papers, documents, letters or other material subject to the provisions of Chapter 119, Florida Statutes, and made or received by the vendor/contractor in conjunction with the Agreement.
- (b) The University is subject to the Florida Public Records laws.
- (c) Contract for Services. To the extent that Payee meets the definition of “contractor” under Section 119.0701, Florida Statutes, in addition to other contract requirements provided by law, Payee must comply with public records laws, including the requirements of Section 119.0701, Florida Statutes.

(10) Vendors Excluded from Competition. In order to ensure objective contractor performance and eliminate unfair competitive advantage, contractors that develop or draft specifications, requirements, statements of work, Invitations to Bid, Request for Proposals and/or Invitations to Negotiate shall be excluded from competing for such procurements.

Authority: BOG Regulations 1.001, 18.001, 18.002 and 18.003. History—New 4-23-03, Amended 4-17-06, 8-6-07, 10-19-07, Formerly 6C7-7.130, Amended 7-6-09, 8-8-14, 10-29-15, 7-5-16, 4-17-17, 1-24-19, _____-20.

UCF BOARD OF TRUSTEES
Agenda Item Summary
 Governance Committee
 February 10, 2021

Title: Review Proposed Direct Support Organization Project Governance Recommendations

Information **Information for upcoming action** **Action**

Meeting Date for Upcoming Action: Not Applicable

Purpose and Issues to be Considered:

The University of Central Florida Direct Support Organizations (DSOs) are overseen by the Board of Governors, UCF Board of Trustees, the UCF President and the UCF Vice presidents who serve as chief executive officers of the DSOs. In addition to the management recommendations described below, the governance recommendations to enhance the important work of the DSOs are:

1. Clarify the written delegation of authority from the BOT for applicability to DSOs.
2. The BOT Chair, UCF President and UCF General Counsel review delegation of authority the president for clear direction for DSOs.
3. Address DSO reporting structure.
 - a. DSOs report to a specific BOT committee for material operations review (see Attachment A).
 - b. Develop procedures for creating a DSO and 5-year review or sunset period of each DSO.
 - c. Develop a format to evaluate potential new DSO's to meet future UCF needs.
4. Change governing documents requiring DSOs to follow the UCF Foundation model with a VP as CEO and volunteer chair of the board of directors (or chair appointed by the UCF President) and include a faculty and student on each DSO board.
5. Provide DSO board meeting minutes to BOT via board portal.
6. Regular board training and training of new board members and staff including:
 - a. Governance;
 - b. Sunshine Laws; and
 - c. Conflicts of Interest

The Governance Recommendations are an important step forward in fulfilling the UCF President's goal of building a strong leadership team with a focus on improving administrative infrastructure and systems that drive operational excellence, efficiency and effectiveness.

Background Information:

In December 2019, the University of Central Florida Board of Trustees Chair Beverly Seay requested a review of the governance and oversight of all DSOs and other affiliated organizations

(DSO Project). Chair Seay appointed Trustee Bradley for trustee guidance and Margaret Jarrell-Cole, Associate Vice President, DSOs is the staff lead. The purpose of the review was to ensure best practices among UCF's DSOs.

Based on past work of the Association of Governing Boards and the assessment of Trustee Bradley and Ms. Jarell-Cole, both management and governance recommendations were made to ensure our DSOs were managed efficiently, effectively and according to best practices.

On June 18, 2020, the Board of Trustees received materials and a presentation on the DSO governance and management recommendations. The Board of Trustees (1) supported the DSO Project Report management recommendations to be implemented by the UCF President, and (2) supported forwarding the DSO Project Report governance recommendations to the Governance Committee for review and returning final recommendations to the Board of Trustees for adoption.

Recommended Action:

This agenda item is for information only.

Alternatives to Decision:

Not applicable.

Fiscal Impact and Source of Funding:

Not Applicable.

Authority for Board of Trustees Action:

Not applicable.

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:

Rhonda L. Bishop, Vice President for UCF Compliance and Risk
Margaret Jarrell-Cole, Associate Vice President for DSOs

Supporting Documentation:

Attachment A: DSO Oversight by BOT Committees List

Facilitators/Presenters:

Margaret Jarrell-Cole, Associate Vice President for DSOs
Kenneth Bradley, UCF Board Trustee

Attachment A

Affiliated Organizations Oversight by BOT Committee

UCF Direct Support Organizations	Possible BOT Committee
Central Florida Clinical Practice Organization, Inc.	Executive
Limbitless Solutions, Inc.	Advancement
UCF Academic Health, Inc.	Executive
UCF Athletics Association, Inc.	Executive
UCF Convocation Corporation	Finance and Facilities
UCF Finance Corporation	Finance and Facilities
UCF Foundation, Inc.	Advancement
UCF Research Foundation	Education
UCF Stadium Corporation	Finance and Facilities

Board of Trustees' Committees

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

UCF BOARD OF TRUSTEES

Agenda Item Summary

Governance Committee

February 10, 2021

Title: Vice Chair Vacancy

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

The Governance Committee will discuss nominations and recommend to the Board, a trustee to fill the vacant vice chair term ending June 30, 2021.

Background Information:

The Board of Trustees Bylaws provide that the Board shall elect its chair and vice chair from the appointed members and upon recommendation of the Governance Committee. The regular nomination cycle and process for presenting a chair and vice chair slate as outlined in the Board of Trustees Bylaws and Governance Committee Charter is not affected by the action of filling this vacancy. The trustee elected to fill the remainder of the vacant vice chair term will not be precluded from being eligible to be nominated or selected for a future officer role.

Recommended Action:

Recommend a vice chair from the appointed members to fill the vacant vice chair term ending June 30, 2021.

Alternatives to Decision:

N/A

Fiscal Impact and Source of Funding:

N/A

Authority for Board of Trustees Action:

Ninth Amended and Restated Bylaws University of Central Florida Board of Trustees, Section 4.2

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: Vice Chair Nominee

Facilitators/Presenters:

Chair Okaty

Karen Monteleone

Attachment A

Vice Chair Nominee

UCF Board of Trustees

(3 nominations)



Harold Mills

Board of Governors Appointment (term expires 01/06/2026)

Harold Mills is the CEO of VMD Ventures focused on investing in entrepreneurs in a variety of technology and service industries. Mills is also former Chairman and Chief Executive Officer of ZeroChaos, a leading global workforce management company. Mills is attributed with building ZeroChaos from inception to a multi-billion-dollar company with operations in over 53 countries.

Prior to ZeroChaos, Mr. Mills held various executive positions in general management and corporate development with leading solutions companies, including, HR technology companies and telecom companies, including AT&T (formerly Ameritech). Mr. Mills was the general manager of one of AT&T's emerging technology business units. Mills began his career holding several management positions at General Electric as a member of one of its fast-track management programs.

He serves on the boards of Guidewell and Florida Blue, Rollins College, University of Central Florida, Dr. Phillips Performing Arts Center, and LIFT Orlando, among others. He is a past board member for Florida Council of 100, Florida A&M University, the Jacksonville Branch of the Federal Reserve Bank of Atlanta and former chairman of Florida Citrus Sports, and recently he led the Heart of Florida's United Way campaign.

A Henry Crown Fellow and member of the Aspen Global Leaders, Mr. Mills has been honored with many awards including the EY (formerly Ernst & Young) Entrepreneur of the Year; the Peter Yessne Industry Innovator of the Year; Human Resources Outsourcing Association Thought Leader of the Year; Orlando's Entrepreneur of the Year; Orlando Business Journal's Top 40 under 40, and many others. He has been featured in many industry and trade magazines, business journals and other business and trade outlets.

Mr. Mills earned a bachelor's degree from Purdue University and an MBA from Harvard Business School. He resides in Orlando with his wife and three children.

UCF BOARD OF TRUSTEES
Agenda Item Summary
Governance Committee
February 10, 2021

Title: Committee Restructuring

Information Information for upcoming action Action

Meeting Date for Upcoming Action: TBD

Purpose and Issues to be Considered:

The Governance Committee is responsible for reviewing and recommending to the Board the number and structure of committees. The most recent changes to the Board's committee structure include:

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

The Board's current standing committees are as follows:

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

The committee will engage in an initial discussion regarding the scope, timeline, and subsequent actions that will be necessary to complete the review and make recommendations.

Background Information:

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

Chair Seay asked for a report on the discussion at the February 18 full Board meeting.

Recommended Action:

This item is being presented as information only for feedback and discussion.

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:

N/A

Facilitators/Presenters:

Chair Okaty

Karen Monteleone