



Governance Committee Meeting

Board of Trustees

Jun 16, 2021 12:45 PM - 2:45 PM EDT

Table of Contents

I. Agenda.....	2
II. Minutes of the April 14, 2021 meeting.....	4
III. New Business	
A. GOVC-1 New Board Committee Structure.....	7
B. GOVC-2 Board Chair and Vice Chair Nominations.....	33
C. GOVC-3 Tenth Amended and Restated Bylaws of the University of Central Florida Board of Trustees.....	41
D. GOVC-4 UCF Foundation Bylaws Amendments.....	61
E. GOVC-5 Professional Employer Organization Arrangement and Formation of CFCPO Subsidiary.....	96
F. GOVC-6 Appointment of Board Members to the UCF Foundation.....	111
G. GOVC-7 Appointment of Board Member to Central Florida Clinical Practice Organization.....	118
H. GOVC-8 Appointment of Board Member to UCF Stadium Corporation.....	121
I. GOVC-9 Appointment of Board Member to UCF Academic Health.....	123
J. GOVC-10 Amendments to University Regulation UCF-2.003 Admission of Graduate Students.....	126
K. GOVC-11 Amendments to University Regulation UCF-2.029 Patents, Trademarks, and Trade Secrets.....	134
L. GOVC-12 Amendments to University Regulations UCF-3.040 Benefits and Hours of Work and 3.042 Separations of Employment.....	144
M. GOVC-13 Amendments to University Regulation UCF-4.034 University Direct Support Organizations.....	157
N. GOVC-14 Amendments to University Regulation UCF-5.016 Student Academic Appeals.....	163
O. INFO-1 Update on Emergency Student Conduct Regulations Planning.....	179
P. INFO-2 Campus Parking Options for Volunteers and Visitors.....	181



UNIVERSITY OF CENTRAL FLORIDA

**Board of Trustees
Governance Committee
Virtual Meeting
June 16, 2021, 12:45 p.m. – 2:45 p.m.**

Livestream:

<https://ucf.zoom.us/j/97994455062?pwd=bGJma05UVTBqS1V0b3ZGVVY2aHg0Zz09>

Webinar ID: 979 9445 5062 Passcode: 151696

Conference call number: 1-312-626-6799, access code: 979 9445 5062

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 April 14, 2021 meeting | Chair Okaty |
| 4. New Business | Chair Okaty |
| GOVC-1 | New Board Committee Structure
Chair Okaty |
| GOVC-2 | Board Chair and Vice Chair Nominations
Chair Okaty |
| GOVC-3 | Tenth Amended and Restated Bylaws of the
University of Central Florida Board of Trustees
Youndy Cook, <i>Interim Vice President and
General Counsel</i> |
| GOVC-4 | UCF Foundation Bylaws Amendments
Jennifer Cerasa, <i>Sr. Associate General Counsel</i> |
| GOVC-5 | Professional Employer Organization
Arrangement and Formation of CFCPO
Subsidiary
Jeanette Schreiber, <i>Sr. Associate VP for Health
Affairs and Chief Legal Officer, College of
Medicine</i> |

Danny Cavallo, Assoc. VP for Administration & Finance and Chief Financial Officer, College of Medicine

- GOVC-6 Appointment of Board Members to the UCF Foundation
Youndy Cook
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- GOVC-14 Amendments to University Regulation UCF-5.016 Student Academic Appeals
Youndy Cook
- INFO-1 Update on Emergency Student Conduct Regulations Planning
Youndy Cook
- INFO-2 Campus Parking Options for Volunteers and Visitors
Youndy Cook
5. Adjournment
Chair Okaty



UNIVERSITY OF CENTRAL FLORIDA

Board of Trustees
Governance Committee Meeting
April 14, 2021
Virtual Meeting

MINUTES

CALL TO ORDER

Trustee Michael Okaty, chair of the Governance Committee, called the meeting to order at 11:41 a.m. Committee members Joseph Harrington, Sabrina La Rosa, Alex Martins, John Sprouls and Chair Seay (*ex-officio*) attended virtually. Trustee Joseph Conte also attended virtually.

MINUTES

Trustee Sprouls made a motion to approve the minutes from the February 10, 2021, Governance Committee meeting. Trustee LaRosa seconded the motion.

The committee unanimously approved the minutes of the February 10, 2021, Governance Committee as submitted.

NEW BUSINESS

Committee Restructuring (INFO-1)

Okaty provided comments and facilitated a preliminary discussion on committee restructuring. Karen Monteleone, Assistant Vice President for Board Relations, presented an overview of the current committee structure and shared a summary of feedback received from the trustees and committee staff. Chair Seay and Trustees Sprouls, Harrington, Conte, and Martins each provided comments. This item will be presented again at the June meeting for action.

Direct Support Organizations Governance Recommendations (GOVC-1)

Margaret Cole, Associate Vice President for Direct Support Organizations, presented the recommendations for direct support organizations and affiliated organizations as a result of the Emerging Issue project that was completed last year. She briefly reviewed the six proposed recommendations. These recommendations are an effort to balance the principles of accountability and transparency while also evaluating risk without hindering success. Trustee Harrington made a motion to accept the recommendations and Trustee LaRosa seconded. The motion was approved unanimously.

Amendments to University Regulations UCF-2.036 College Credit for Nontraditional Courses Prior to Initial Enrollment (GOVC-2)

Youndy Cook, Interim Vice President and General Counsel presented the proposed amendments to UCF-2.036. This regulation was updated last year, however there was a request to better define nontraditional courses. These proposed amendments were previously discussed in the Educational Programs Committee and it was proposed that the structure of the regulation be rearranged to increase clarity. Trustee Martins made a motion to approve the proposed regulation amendments with the non-substantive changes to the structure of the regulation as described and Trustee Harrington seconded. The motion was approved unanimously.

Amendments to University Regulations UCF-3.010 Faculty Evaluation and Improvement (GOVC-3)

Cook presented the proposed amendments to UCF-3.010. The amendments are being proposed to address conflicting or missing information within existing policies about the evaluation of administrative faculty outside of the collective bargaining agreement, to better align this regulation with the collective bargaining agreement, to clarify language regarding student evaluation of teaching instruction, and to add language requiring the annual evaluations of administrative faculty and establishing the process for evaluation of OPS adjunct faculty. This regulation was previously discussed in the Educational Programs Committee as an information item. Trustee LaRosa inquired as to whether student evaluations of faculty members are incorporated into the annual faculty evaluations. Lucretia Cooney, Director of Faculty Excellence, confirmed that is correct. A motion was made by Trustee LaRosa to approve the amendments as presented and Trustee Sprouls seconded. Trustee Harrington suggested that additional language be added to paragraph (7) to clarify that evaluations of OPS adjunct faculty be completed by the departmental chair or the associate chair. Trustee Harrington made a motion to approve the proposed regulation amendments and incorporate the new proposed language to paragraph (7) and Trustee Martins seconded. The amended motion was approved unanimously.

Amendments to University Regulations UCF-6.008 Vehicle Registration Fees; Parking Violation Fines (GOVC-4)

Cook presented the proposed amendments to UCF-6.008. The proposed amendments remove the “DIT” permit option that is no longer offered and adds language regarding a late fee charge when an administrative fee is not paid within ten business days. Trustee Harrington suggested that accommodations for university volunteers parking on campus be made available. Andy Rampersad, UCF Parking Services, indicated that there are reduced fee daily permits available for this situation, or that the Parking Advisory Committee could assist with alternative arrangements. Chair Okaty asked staff to look briefly into this issue further and bring it back to either this committee or the Advancement Committee for an update. Trustee Sprouls made a motion to approve the proposed regulation amendments and Trustee LaRosa seconded. The motion was approved unanimously.

Reappointment of Limbitless Solutions Board Members (GOVC-5)

Cook presented the reappointment of three members to the Limbitless Solutions Board of Directors for approval. The Board members proposed for reappointment are Janet Owen, Elizabeth Klonoff, and Anne Smallwood. They were discussed at the February 8, 2021, Limbitless Solutions Board of Directors meeting. Trustee Martins made a motion to approve the reappointments and Trustee Sprouls seconded. The motion was approved unanimously.

Appointment of Board Members to UCF Convocation Corporation Board of Directors (GOVC-6)

Cook presented the appointment of two individuals to the UCF Convocation Corporation (UCFCC) Board of Directors to fill board vacancies. The President appointed Gerald Hector, Senior Vice President for Administration and Finance, as UCFCC Board Chair and *ex-officio* officer and director, and Terry Mohajir, Vice President and Athletics Director, as *ex-officio* director to fill the described roles for the terms specified in the UCFCC bylaws. Trustee Harrington made a motion to approve the appointments and Trustee Sprouls seconded. The motion was approved unanimously.

Appointment of Board Member to UCF Finance Corporation Board of Directors (GOVC-7)

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

Bi-Annual Board Self-Assessment Process (INFO-2)

Okaty presented an update on the biannual Board Self-Assessment Process. All trustees have responded and the survey is now closed. A summary of the results and recommendations will be presented at the full Board meeting.

Board Chair and Vice Chair Nomination Process (INFO-3)

Okaty provided an overview of the chair and vice chair nomination process, acknowledging that the nomination process is further outlined in the Governance Committee charter. The committee is responsible for the process of nominating and recommending to the full board the election of these positions for terms beginning July 1, 2021 through June 30, 2023. In May, the Board Office will send a call for nominations and Trustees will have thirty days to submit their nominations in writing. The Board Office will compile the submitted nominations for the committee's review at the June 16, 2021 meeting. A slate will be prepared for recommendation to the full board at the June 17, 2021, Board meeting.

ADJOURNMENT

The meeting adjourned at 12:51 p.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
June 16, 2021

Title: New Board Committee Structure

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

Meeting Date for Upcoming Action: _____

Purpose and Issues to be Considered:

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

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

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

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

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

Background Information:

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

The Board's current standing committees are as follows:

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

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

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

Recommended Action:

Recommend dissolving the Board's current committee structure and charters and adopting the new Board committee structure and charters as presented in Attachment A and Attachment B for an effective date of July 1, 2021.

Alternatives to Decision:

Make recommendations for an alternative committee structure.
Make alternative recommendations to the proposed new committee charters.

Fiscal Impact and Source of Funding:

N/A

Authority for Board of Trustees Action:

Board of Governors Regulation 1.001
Ninth Amended and Restated Bylaws, Section 6.1 COMMITTEES

Contract Reviewed/Approved by General Counsel N/A

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

Submitted by:

Karen Monteleone, Assistant Vice President, Board Relations

Supporting Documentation:

Attachment A: New Board Committee Structure for Adoption
Attachment B: New Board Committee Charters for Adoption

Facilitators/Presenters:

Chair Okaty
Karen Monteleone

BOARD OF TRUSTEES – FINAL MANAGEMENT RECOMMENDATIONS FOR COMMITTEE STRUCTURE

	Executive	Academic Excellence and Student Success	Audit and Compliance	Budget and Finance	Facilities and Infrastructure	Governance	Strategic Partnerships and Advancement
COMMITTEE SCOPE	<ul style="list-style-type: none"> • Strategic Planning • Culture and Climate • Diversity, Equity and Inclusion • Collective Bargaining • Annual Board Workplan 	<ul style="list-style-type: none"> • Fulfillment of academic mission: Teaching, Research and Service • Strategic review of degree programs • Enrollment Strategy • Student Success initiatives • Performance Based Funding and Preeminence Metrics 	<ul style="list-style-type: none"> • Internal controls • External and Internal audits • Data integrity • Compliance and Ethics program • Enterprise Risk and Insurance program 	<ul style="list-style-type: none"> • Tuition and Fees • University and DSO Budgets • University and DSO Financial Reporting • Treasury and Cash Management • Debt management 	<ul style="list-style-type: none"> • Campus master planning • Capital Improvement Planning • Deferred maintenance • Real Estate • Information Technology, Operational Technology, and Cyber Security 	<ul style="list-style-type: none"> • Board policies and delegation of authority • Board performance and self-assessment • Presidential performance, assessment and compensation • University Regulations, DSOs and Related Entities 	<ul style="list-style-type: none"> • Fundraising • Strategic Partnerships • Community and Economic Impact • Business Development and Revenue Generation • Institutional brand and reputation • External building naming
PRIMARY LIAISON	<ul style="list-style-type: none"> • President 	<ul style="list-style-type: none"> • Provost and EVP, Academic Affairs • SVP, Student Success 	<ul style="list-style-type: none"> • VP, Compliance, Ethics and Risk • Chief Audit Officer 	<ul style="list-style-type: none"> • SVP, Finance & Administration 	<ul style="list-style-type: none"> • SVP, Finance & Administration 	<ul style="list-style-type: none"> • VP, General Counsel 	<ul style="list-style-type: none"> • SVP, External Affairs and Advancement
ADDITIONAL DIRECT EXECUTIVE SUPPORT	<ul style="list-style-type: none"> • VP, Athletics • VP, Health Affairs • VP, Diversity, Equity and Inclusion • Chief of Staff • Chief Human Resources Officer 	<ul style="list-style-type: none"> • VP, Research • VP, Health Affairs • Vice Provost, Faculty Excellence • Vice Provost, Student Learning and Academic Success • Vice Provost, Digital Learning • Chief Analytics Officer • Sr. Assoc. Provost, Academic Affairs 		<ul style="list-style-type: none"> • VP, Facilities and Business Operations • AVP, Controller • AVP, Treasurer • AVP, DSO Accounting 	<ul style="list-style-type: none"> • VP, Facilities and Business Operations • VP, Information Technology 	<ul style="list-style-type: none"> • SVP, Finance & Administration • AVP, Board Relations • AVP, Direct Support Organizations 	<ul style="list-style-type: none"> • VP, Athletics • VP, Development • VP, Government and Community Relations • Chief Marketing & Communications Officer

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

EXECUTIVE COMMITTEE**PURPOSE AND AUTHORITY**

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

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

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

ROLES AND RESPONSIBILITIES

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

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

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

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

REPORTING RESPONSIBILITIES

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

MEMBERSHIP

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

MEETINGS AND MINUTES

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

STAFF

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

CHARTER REVIEW

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



ADOPTION

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

Associate Corporate Secretary
University of Central Florida Board of Trustees

Date

ACADEMIC EXCELLENCE AND STUDENT SUCCESS COMMITTEE**PURPOSE AND AUTHORITY**

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

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

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

ROLES AND RESPONSIBILITIES

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

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

REPORTING RESPONSIBILITIES

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

MEMBERSHIP

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

MEETINGS AND MINUTES

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

STAFF

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

CHARTER REVIEW

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



ADOPTION

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

Associate Corporate Secretary
University of Central Florida Board of Trustees

Date

AUDIT AND COMPLIANCE COMMITTEE

1. Purpose

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

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

2. Membership

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

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

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

3. Experience and Education

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

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

4. Meetings

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

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

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

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

The Committee will maintain written minutes of its meetings.

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

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

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

5. Authority

The Board authorizes the Committee to:

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

6. Roles and responsibilities

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

A. Internal Controls and Financial Statements

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

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

B. External Audit

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

C. Internal Audit

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

D. Data Integrity

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

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

E. Compliance and Ethics Program

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

F. Enterprise Risk and Insurance Program

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



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

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

G. Reporting Responsibilities

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

H. Evaluating Performance

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

ADOPTION

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

Associate Corporate Secretary
University of Central Florida Board of Trustees

Date

BUDGET AND FINANCE COMMITTEE**PURPOSE AND AUTHORITY**

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

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

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

ROLES AND RESPONSIBILITIES

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

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

REPORTING RESPONSIBILITIES

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

MEMBERSHIP

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

MEETINGS AND MINUTES

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

STAFF

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

CHARTER REVIEW

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



ADOPTION

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

Associate Corporate Secretary
University of Central Florida Board of Trustees

Date

FACILITIES AND INFRASTRUCTURE COMMITTEE**PURPOSE AND AUTHORITY**

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

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

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

ROLES AND RESPONSIBILITIES

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

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

REPORTING RESPONSIBILITIES

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

MEMBERSHIP

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

MEETINGS AND MINUTES

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

STAFF

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

CHARTER REVIEW

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



ADOPTION

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

Associate Corporate Secretary
University of Central Florida Board of Trustees

Date

GOVERNANCE COMMITTEE

PURPOSE

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

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

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

ROLES AND RESPONSIBILITIES

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

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

REPORTING RESPONSIBILITIES

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

MEMBERSHIP

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

MEETINGS AND MINUTES

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

STAFF

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

CHARTER REVIEW

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



ADOPTION

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

Associate Corporate Secretary
University of Central Florida Board of Trustees

Date

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

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

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

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

ROLES AND RESPONSIBILITIES

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

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

REPORTING RESPONSIBILITIES

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

MEMBERSHIP

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

MEETINGS AND MINUTES

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

STAFF

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

CHARTER REVIEW

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



ADOPTION

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

Associate Corporate Secretary
University of Central Florida Board of Trustees

Date

UCF BOARD OF TRUSTEES
Agenda Item Summary
 Governance Committee
 June 16, 2021

Title: Board Chair and Vice Chair Nominations

Information Information for upcoming action Action

Meeting Date for Upcoming Action: June 17, 2021

Purpose and Issues to be Considered:

The current chair and vice chair terms conclude on June 30, 2021.

In accordance with the Ninth Amended and Restated Bylaws, Article IV, 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.

At the June 16, 2021 Governance Committee meeting, members of the committee who are not candidates for chair or vice chair, will prepare a slate of candidates from the nominations received and submit that slate, along with supporting information about each nominee, to the Board for action during the June 17, 2021 Board meeting.

Background Information:

The Board's Governance Committee Charter outlines a process for accepting nominations for chair and vice chair and preparing a slate for recommendation to the full Board.

The 2021 nomination process was executed as follows:

- On Wednesday, May 5, 2021, the Board Office sent a call for nominations for chair and vice chair to all current trustees. In accordance with the 30-day nomination period specified in the Governance Committee's charter, the deadline to receive nominations was Friday, June 4, 2021 at 5 p.m.
- The Board Office spoke with all trustees who received a nomination to confirm their acceptance of their nomination(s) for chair and/or vice chair. Trustees who received and accepted their respective nominations are included in Attachment A: Chair and Vice Chair Nominees.
- On Monday, June 7, 2021, the Board Office sent to all current trustees the final list of all trustee nominations that were received and accepted.

The duties of the Chair and Vice Chair are defined in the Board's bylaws as follows:

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.

Recommended Action:

In accordance with the Ninth Amended and Restated Bylaws, Article IV, 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.

Alternatives to Decision:

N/A

Fiscal Impact and Source of Funding:

N/A

Authority for Board of Trustees Action:

Board of Governors Regulation 1.001
Ninth Amended and Restated Bylaws, Section 4.2 SELECTION

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: Chair and Vice Chair Nominees

Facilitators/Presenters:

Chair Okaty



Chair

7 Nominations Received and Accepted

Alex Martins (5 Nominations)

Caryl McAlpin (2 Nominations)



Alex Martins '01MBA

Appointment

Gubernatorial

- › First Term: 03/12/2021 to 01/06/2026

Board of Governors

- › First Term: 11/21/2013 to 01/06/2016
- › Second Term: 01/21/2016 to 01/06/2021

Board Leadership

Current

- › Chair, Educational Programs Committee

Past

- › Vice Chair, UCF Board of Trustees
- › Chair, Finance and Facilities Committee

Alex Martins, who has spent 32 years in professional sports management and rejoined the Magic in June 2005, was promoted to chief executive officer on December 7, 2011. He previously served as president for more than one year and was the team's chief operating officer from 2006-10. Martins also serves as CEO of SED Development, LLC, an affiliate of the Magic which is currently planning an entertainment mixed use development across Church Street from the Amway Center. Martins represents the Magic as the team's Alternate Governor to the NBA Board of Governors, as well as managing partner of the Lakeland Magic, Orlando's affiliate in the NBA G League. Martins is a member of the NBA's Team Media Advisory Committee, Labor Relations Advisory Committee and Business & Basketball Committee.

Martins, who served in various senior-level management capacities with the Magic between 1989-98 and as the organization's executive vice president of marketing and franchise relations in 2005-06, oversees all operations of the club.

During the past 13 years, Martins led the Magic in a transformation of its business operations, while overseeing a ticket sales, premium sales and corporate partnership effort which saw the most successful business year in the history of the franchise in the 2010-11 season. The transformation process received the recognition of the *SportsBusiness* Journal which named the Magic as a finalist for Professional Sports Team of the Year, the only NBA team to be named a finalist that year.

Martins was instrumental in helping to secure the new state-of-the-art Amway Center in Orlando. The Amway Center is part of a public community venues program that also includes a new Performing Arts Center and a renovation of the Citrus Bowl Stadium. The new Amway Center opened in October 2010. The facility was named a finalist for the *SportsBusiness* Journal's Sports Facility of the Year Award for two consecutive years and captured the award in 2012. Additionally, the Magic also contributed \$20 million toward and constructed five community recreation centers throughout Orange County, Florida, as part of its commitment to build the new Amway Center. The Amway Center was also honored in 2013 with the Customer Experience Award during TheStadiumBusiness Awards presentation held in association with TheStadiumBusiness Summit in Manchester, England.

Martins earned his MBA from the University of Central Florida, where he is a member of the College of Business Administration's Hall of Fame and recipient of University's Distinguished Alumnus Award. He also serves on the Dean's Executive Council for the College of Business Administration at UCF, and was honored with the opportunity to serve as Commencement Speaker at UCF in August 2008.

A native of Kearny, New Jersey, Martins earned a Bachelor of Science degree in business administration from Villanova, where he graduated from in 1986. He resides in Orlando, Fla., with his wife, Juliet, and daughters, Sophia and Gabrielle.



Caryl McAlpin '77

Appointment

Board of Governors

› First Term: 01/07/2020 to 01/06/2025

Board Leadership

Current

- › Vice Chair, Educational Programs Committee
- › Vice Chair, Finance and Facilities Committee

Caryl C. McAlpin is a successful real estate entrepreneur, a UCF graduate, a lifelong resident of Central Florida and a dedicated community servant. Over a 40-year career as a real estate investor and developer, Ms. McAlpin managed a portfolio of commercial and residential real estate holdings that developed and held more \$30 million worth of office and retail space and built more than 500 custom homes in southwest Orange County. Ms. McAlpin's broad track record in the construction and development industry has given her deep experience in the areas of long-range planning, construction management, fiscal oversight, civil engineering, architecture and interior design.

Ms. McAlpin has a long record of community service in Central Florida. She currently serves as a development board member for Grace Medical Home, an Orlando non-profit agency that provides quality care to working, uninsured Central Floridians. Ms. McAlpin served on the Orange County Planning and Zoning Board, including one term as chair. She served on the Orange County Board of Zoning Adjustment, including one term as chair. She co-chaired Orange County's Urban Design Task Force. She served on the board of Health Central Hospital in Ocoee. She served on the grants advisory board for the Howard Phillips Foundation. She was as an elder at First Presbyterian Church in downtown Orlando. She is a graduate of Leadership Orlando, Class 45.

Ms. McAlpin also has served as an active member in a number of industry trade groups, including the Orlando Regional Realtor Association; the Greater Orlando Builders Association; NAIOP, the commercial real estate development association; Associated Builders and Contractors and the Orlando Partnership (formerly Economic Development Commission of Mid-Florida and the Orlando Chamber of Commerce).

Ms. McAlpin graduated from Orange County Public Schools. She earned a B.A., cum laude in Journalism from UCF in 1977.

She is married and has three children and one grandchild. She enjoys hiking in the mountains of western North Carolina.

Vice Chair

5 Nominations Received and Accepted

Caryl McAlpin (1 Nomination)

Harold Mills (4 Nominations)



Caryl McAlpin '77

Appointment

Board of Governors

› First Term: 01/07/2020 to 01/06/2025

Board Leadership

Current

- › Vice Chair, Educational Programs Committee
- › Vice Chair, Finance and Facilities Committee

Caryl C. McAlpin is a successful real estate entrepreneur, a UCF graduate, a lifelong resident of Central Florida and a dedicated community servant. Over a 40-year career as a real estate investor and developer, Ms. McAlpin managed a portfolio of commercial and residential real estate holdings that developed and held more \$30 million worth of office and retail space and built more than 500 custom homes in southwest Orange County. Ms. McAlpin's broad track record in the construction and development industry has given her deep experience in the areas of long-range planning, construction management, fiscal oversight, civil engineering, architecture and interior design.

Ms. McAlpin has a long record of community service in Central Florida. She currently serves as a development board member for Grace Medical Home, an Orlando non-profit agency that provides quality care to working, uninsured Central Floridians. Ms. McAlpin served on the Orange County Planning and Zoning Board, including one term as chair. She served on the Orange County Board of Zoning Adjustment, including one term as chair. She co-chaired Orange County's Urban Design Task Force. She served on the board of Health Central Hospital in Ocoee. She served on the grants advisory board for the Howard Phillips Foundation. She was as an elder at First Presbyterian Church in downtown Orlando. She is a graduate of Leadership Orlando, Class 45.

Ms. McAlpin also has served as an active member in a number of industry trade groups, including the Orlando Regional Realtor Association; the Greater Orlando Builders Association; NAIOP, the commercial real estate development association; Associated Builders and Contractors and the Orlando Partnership (formerly Economic Development Commission of Mid-Florida and the Orlando Chamber of Commerce).

Ms. McAlpin graduated from Orange County Public Schools. She earned a B.A., cum laude in Journalism from UCF in 1977.

She is married and has three children and one grandchild. She enjoys hiking in the mountains of western North Carolina.



Harold Mills

Appointment

Board of Governors

- › First Term: 10/30/2019 to 01/06/2021
- › Second Term: 01/07/2021 to 01/06/2026
**Eligible for another term*

Board Leadership

Current

- › Vice Chair, UCF Board of Trustees
- › Chair, Finance and Facilities Committee

Past

- › Vice Chair, Finance and Facilities Committee

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

June 16, 2021

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

 Information Information for upcoming action Action

Meeting Date for Upcoming Action: June 17, 2021

Purpose and Issues to be Considered:

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

The amendments would be effective July 1, 2021.

Background Information:

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

Recommended Action:

Waive the ten-day notice to trustees for bylaw amendments and approve the Tenth Amended and Restated Bylaws of the University of Central Florida Board of Trustees as presented for an effective date of July 1, 2021.

Alternatives to Decision:

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

Fiscal Impact and Source of Funding:

N/A

Authority for Board of Trustees Action:

Sixth Amended and Restated Governance Committee Charter

Contract Reviewed/Approved by General Counsel N/A

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

Submitted by:

Youndy Cook, Interim Vice President and General Counsel

Supporting Documentation:

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

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

Facilitators/Presenters:

Youndy Cook

University of Central Florida Board of Trustees

~~Ninth~~ Tenth Amended and Restated Bylaws

~~October 22~~ June __, 20210

Table of Contents

Article I	Statement of Purpose
Article II	The Board
2.1	Corporate Name
2.2	Composition
2.3	Powers and Duties of the Board
2.4	Corporate Seal
Article III	The Trustees
3.1	Term of Office
3.2	Vacancies
3.3	Compensation
Article IV	Officers of the Board
4.1	Officers
4.2	Selection
4.3	Chair
4.4	Vice Chair
4.4.5	<u>Vacancy of Officer</u>
4.5.4.6	Corporate Secretary
4.6.4.7	Associate Corporate Secretary
Article V	President
5.1	Duties of the President
Article VI	Committees
6.1	Committees
6.2	Standing Committees
6.3	Executive Committee
6.4	Ad-hoc Committees
6.5	Direct Support Organizations <u>Related Entities</u>
Article VII	Meetings
7.1	<u>Committee Meetings</u>
7.2	Regular Meetings
7.3.2	Special Meetings
7.4.3	Emergency Meetings
7.5.4	Agenda
7.6.5	Consent Agenda
7.7.6	Appearance before Board
7.8.7	Quorum
7.9.8	Rules of Procedure
Article VIII	Miscellaneous
8.1	Conflict of Interest Policy
8.2	Indemnification
8.3	Limitation of Liability
8.4	Amendments
8.5	Suspension of Bylaws

ARTICLE I

STATEMENT OF PURPOSE

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

ARTICLE II

THE BOARD

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

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

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

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

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

INSERT SEAL

ARTICLE III

THE TRUSTEES

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

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

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

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

ARTICLE IV

OFFICERS OF THE BOARD

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

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

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

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

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

Section 4.65 CORPORATE SECRETARY – The university president shall serve as ~~C~~orporate ~~S~~ecretary of the Board, and in ~~that~~ capacity ~~of secretary~~, shall be responsible for giving notice of all meetings of the Board and its committees, setting the agenda and compiling the supporting documents for meetings of the Board in consultation with the ~~C~~hair, recording and maintaining detailed minutes of any Board meeting, including a record of all votes cast and history of attendance of each trustee, executing or attesting to all documents that have been executed by the Board, and ~~shall serving as~~ be custodian of the corporate seal. Minutes of each meeting shall be prominently posted on the university’s website within two weeks after the meeting. All meetings will be held in accordance with section 286.011(2), Florida Statutes.

Section 4.76 ASSOCIATE CORPORATE SECRETARY – The secretary may designate an individual to serve as ~~A~~ssociate ~~C~~orporate ~~S~~ecretary to the Board. This individual shall perform all duties delegated by the secretary and shall provide for review by the General Counsel documents to be presented to the board and committees.

ARTICLE V

PRESIDENT

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

ARTICLE VI

COMMITTEES

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

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

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

Academic Excellence and Student Success Committee

~~Advancement Committee~~

Audit and Compliance Committee

Budget and Finance Committee

~~Compensation and Labor Committee~~

~~Educational Programs Committee~~

Facilities and Infrastructure Committee

~~Finance and Facilities Committee~~

Governance Committee

Strategic Partnerships and Advancement Committee

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

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

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

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

ARTICLE VII

MEETINGS

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

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

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

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

Section 7.~~4~~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 matter may be considered at any emergency meeting that was not included in the call of that meeting except other business will be transacted at the meeting unless additional emergency matters are agreed to by affirmative vote of not less than two-thirds (2/3) of the trustees at the meeting a majority of those Board members present.~~

Section 7.~~5~~4 AGENDA – The President, in consultation with the eChair, shall set the agenda for the meetings with the review of the General Counsel. Recommendations to the Board included in the agenda are presented by the Chair or committee chair ~~designated by the chair~~, and include all matters of business or concern to the Board that have not been specifically delegated to the Chair or the university president. The ~~chair~~Corporate Secretary or designee will provide a copy of the agenda to each member of the Board at least seven (7) days prior to the meeting. If additional items or supporting documentation become available, notice will be sent to all trustees acknowledging the update(s). A revised agenda will be issued if a new agenda item is added or if an agenda item is removed. The Board may also consider items not included in the published agenda.

Section 7.65 CONSENT AGENDA – The ~~Board Chair~~ may approve items to be placed on a consent agenda that may be approved by the Board without discussion. Committee items not recommended by the unanimous vote of the committee may not be placed on the consent agenda. Items may be removed from the consent agenda by any trustee, preferably at least two days prior to the Board meeting.

Section 7.76 APPEARANCE BEFORE THE BOARD – Individuals, groups, or factions who wish to appear before the Board to ~~discuss comment on~~ a subject pending before the Board ~~shall~~ must complete a public comment form specifying the matter upon which they desire to be heard. Public comment forms ~~are will be~~ available on the Board’s website at each meeting and must be submitted to the Office of Board Relations at least twenty-four hours prior to commencement of the meeting at which comment is sought to be made. This also applies to ~~For~~ meetings held virtually or by teleconference; ~~public comment forms can be obtained from the Board web site and emailed to the Office of Board Relations prior to the meeting.~~ Organizations, groups, or factions wishing to address the Board shall designate a single representative to speak on its behalf to ensure an orderly presentation to the Board. The Board will reserve no more than fifteen minutes for public comments. Each speaker shall be allotted three minutes to present information unless modified by the Board chair.

Section 7.78 QUORUM – A quorum for the conduct of business by the full Board shall consist of seven (7) trustees. A quorum for the conduct of business by a Board committee shall consist of a majority of the members then serving on the committee. A quorum having been established, no business shall be transacted without a majority vote of all trustees present except as otherwise provided in these bylaws.

Section 7.98 RULES OF PROCEDURE – Except as modified by these bylaws or specific procedures and policies enacted by the Board, *Robert’s Rules of Order Newly Revised* shall constitute the rules of parliamentary procedure applicable to all meetings of the Board and its committees.

ARTICLE VIII

MISCELLANEOUS

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

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

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

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

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

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

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

Associate Corporate Secretary

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

University of Central Florida Board of Trustees

Tenth Amended and Restated Bylaws

June __, 2021

Table of Contents

Article I	Statement of Purpose
Article II	The Board
2.1	Corporate Name
2.2	Composition
2.3	Powers and Duties of the Board
2.4	Corporate Seal
Article III	The Trustees
3.1	Term of Office
3.2	Vacancies
3.3	Compensation
Article IV	Officers of the Board
4.1	Officers
4.2	Selection
4.3	Chair
4.4	Vice Chair
4.5	Vacancy of Officer
4.6	Corporate Secretary
4.7	Associate Corporate Secretary
Article V	President
5.1	Duties of the President
Article VI	Committees
6.1	Committees
6.2	Standing Committees
6.3	Executive Committee
6.4	Ad-hoc Committees
6.5	Related Entities
Article VII	Meetings
7.1	Committee Meetings
7.2	Regular Meetings
7.3	Special Meetings
7.4	Emergency Meetings
7.5	Agenda
7.6	Consent Agenda
7.7	Appearance before Board
7.8	Quorum
7.9	Rules of Procedure
Article VIII	Miscellaneous
8.1	Conflict of Interest Policy
8.2	Indemnification
8.3	Limitation of Liability
8.4	Amendments
8.5	Suspension of Bylaws

ARTICLE I

STATEMENT OF PURPOSE

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

ARTICLE II

THE BOARD

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

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

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

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

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

INSERT SEAL

ARTICLE III

THE TRUSTEES

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

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

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

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

ARTICLE IV

OFFICERS OF THE BOARD

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

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

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

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

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

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

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

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

ARTICLE V

PRESIDENT

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

ARTICLE VI

COMMITTEES

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

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

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

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

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

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

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

ARTICLE VII

MEETINGS

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

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

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

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

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

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

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

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

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

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

ARTICLE VIII

MISCELLANEOUS

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

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

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

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

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

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

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

Associate Corporate Secretary

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

UCF BOARD OF TRUSTEES

Agenda Item Summary

Governance Committee

June 16, 2021

Title: UCF Foundation Bylaws Amendments

 Information Information for upcoming action Action**Meeting Date for Upcoming Action:** June 17, 2021**Purpose and Issues to be Considered:**

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

Background Information:

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

Recommended Action:

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

Alternatives to Decision:

Decline proposed amendments
Request additional or alternate amendments.

Fiscal Impact and Source of Funding:

N/A

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

Contract Reviewed/Approved by General Counsel N/A **Committee Chair or Chair of the Board has approved adding this item to the agenda** **Submitted by:**

Lauren Ferguson, Director of Foundation Board Relations, UCF Advancement

Supporting Documentation:

Attachment A – UCF Foundation Bylaws (redline)
Attachment B – UCF Foundation Bylaws (clean copy)

Facilitators/Presenters:

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

Attachment A

BYLAWS
of the
UNIVERSITY OF CENTRAL FLORIDA FOUNDATION,
INCORPORATED

AMENDMENTS APPROVED: _____

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

ARTICLE I. MISSION AND PRINCIPAL OFFICE

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

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

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

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

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

ARTICLE II. COMPOSITION OF THE BOARD

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

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

- A. To discharge all the duties imposed upon it by the Articles of Incorporation and Bylaws.
- B. To meet upon the call of the Chair, the CEO, or by one-fourth of the Directors entitled to vote, in writing, with due written notice of the time, place and subject matter given to each Director and

consistent with the requirements of these Bylaws.

- C. Upon the recommendation of the Finance and Facilities Committee, select a bank or banks or other depositories for the deposit of the funds and securities of the Foundation, and to cause the Foundation to conduct its financial affairs in conformity with the policies and procedures adopted by the Board.
- D. Upon the recommendation of the Audit Committee, to cause an audit of books and records of this Foundation to be made at least once each year together with a management letter, including the response from management, conducted by a firm of independent certified public accountants selected by the Audit Committee, whose engagement letter will provide that it render an opinion on financial statements in accordance with generally accepted accounting principles and to have the results of the audit reported to the Board.
- E. Upon the recommendation of the Investment Committee, to hold and to invest and reinvest any monies it receives and to hold any property, to sell or exchange the same, and to invest and reinvest the proceeds of any sale or other conversion of any such property, for the purpose of earning income, which income, less operating expenses of the corporation, will be used to further the specific purposes of the corporation.
- F. To borrow money by issuing long or short-term notes, bonds, or debentures, and to pledge, mortgage, or otherwise encumber its assets within the discretion of the Board, subject to the policies of the University of Central Florida, the Board of Trustees, and the Florida Board of Governors.
- G. To delegate actions in writing to the CEO, other Officers, and the Foundation's senior management.
- H. To acquire and maintain a broad awareness and knowledge of the University including its programs, strengths, needs, resources, and mission.
- I. To participate in Foundation meetings and serve on at least one Committee or University affiliated group as approved by the Chair and provide experience and special expertise as time and abilities permit.
- J. To provide advice and counsel to the University President and the CEO as requested on matters involving the University family and the community.
- K. To support the philanthropic aims of the Foundation with a minimum annual gift in an amount set by the Board. The annual gift should only mark the beginning of the Board members' support, and they are encouraged, as appropriate, to support other funds supplemental to the University, to make leadership gifts to special projects, and to make provisions for planned giving and support

the University through their foundations and corporations.

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

2.3 Selection of Elected Directors. The Governance Committee will review candidates for Elected Directors and each candidate will be subject to confirmation by the CEO and University President prior to standing for election. The Board will elect the Directors. ~~The Elected Directors will be subject to Board of Trustees review and approval.~~ All Elected Directors will be voting members of the Board.

2.4 Ex Officio Directors. Ex Officio Directors are voting members of the Board and will be as follows: Chair of the Board of Trustees (or designee), University President (or designee), and Chair of the UCF Alumni Board of Directors. ~~The Chair of the Board of Trustees's designee may not be the University President; nor may the Chair of the Board of Trustees and the University President appoint the same person to represent both the Board of Trustees Chair and the University President.~~

2.5 Emeritus Director. Any Elected Director who has served two full terms may be nominated and appointed as an Emeritus Director following a six-month period beginning at the conclusion of the second term. The Governance Committee will nominate Elected Directors who have served the University with distinguished service. The Board will serve as the final body to approve the nomination(s). Emeritus Directors will be non-voting.

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

2.7 Terms of Office.

- A. Elected Directors. Each Elected Director will serve a term of four years (or until the end of the respective term of their predecessor if elected to succeed a person who has not completed a four-year term). Terms commence on July 1 of the next fiscal year and end June 30 at the end of four years. Three years of a term will constitute a full term of service. No Elected Director is eligible to serve more than two consecutive terms unless the Director has been elected to serve as a Board Officer, in which case the term may be extended by the Board to accommodate the time required for fulfillment of the term of the office. An Elected Director who has served two terms consecutively may be re-elected to the Board after the expiration of one year following the end of their last term and will have the status of a newly Elected Director.
- B. Emeritus Directors. The selection of an Emeritus Director is for life, unless they are removed for cause.
- C. Ex Officio Director. An Ex Officio Director will serve so long as they hold the office or the position that resulted in such placement on the Board.

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

2.9 Removal. An Elected Director may be removed by a two-thirds vote of the Directors present and voting, whenever the interests of the Foundation would be best served. The University President may remove any Elected Director or Emeritus Director at their sole discretion.

ARTICLE III. OFFICERS OF THE BOARD

3.1 Board Officers. The officers of the Board will be the Chair, Vice Chairs, Secretary, and Treasurer. These Board Officers will be Elected Directors and members of the Board. No other Officers will be members of the Board.

3.2 Ex Officio Corporate Officers. Individuals holding the following positions at the Foundation will serve as Ex Officio Corporate Officers, but will not be members of the Board and will have no voting rights:

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

3.3 Additional Ex Officio Officer. The University President may appoint any members of the administration, faculty, or student body of the University for any term(s) designated by the President, but any such appointee will not be a member of the Board.

ARTICLE IV. ELECTION OF AND POWERS AND DUTIES OF OFFICERS

4.1 Election. ~~At the annual meeting of the fiscal, the~~ The Board will vote on a slate of Board Officers submitted by the Governance Committee. The Board Officers will serve two-year terms each commencing on July 1 of the next fiscal year and ending June 30 at the end of two years. Should the need arise, an optional one-year extension may be approved by a vote of the ~~full board. If a vacancy occurs in an office, the Governance Committee will propose a replacement, which will be confirmed by the Executive Committee.~~ Board.

4.2 Chair. The Chair will preside over all meetings and prepare the agenda for all meetings of the Board, as well as have primary responsibility for the relationship with the CEO.

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

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

4.4 Secretary. The Secretary of the Board is responsible for the minutes of the Board and Executive Committee meetings. The Chair of each Committee is responsible for the minutes of each of their respective committee meetings. The duties of the Secretary will be as follows:

- A. To keep accurate minutes of the proceedings of the annual meeting of the Foundation and all meetings of the Board of Directors and preserve these records as a permanent record.
- B. To keep on record a copy of the Articles of Incorporation and Bylaws of the Foundation and all amendments thereto.
- C. To address the requests for any seal of the Foundation for official documents, records and papers as may be requested. A seal is not required.
- D. To keep an accurate list of all members of this Foundation Board of Directors.

4.5 Treasurer. The Treasurer will supervise the fiscal affairs of the Foundation and serve as Chair of the Finance Committee. The duties of the Treasurer will be as follows:

- A. To assure that adequate provision is made for the care and custody of all the assets of this Foundation with guidance from the CFO.
- B. To assure that adequate provision is made to keep in force a blanket surety bond to assure that each Officer and employee who is authorized to collect, hold, or disburse funds of the Foundation will faithfully discharge their duties, the adequacy of which will be determined by the Executive Committee.
- C. To present a written report of the financial activities of their office at the next annual meeting following their appointment to office.

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

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

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

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

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

4.10 Assistant Secretary. The Director of Foundation Board Relations and Development will assist in the documentation and safekeeping of the minutes of the Board and each Committee meeting.

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

4.12 Removal. Any Board Officer may be removed by a two-thirds vote of the Elected Directors present and voting when in the Board's judgment the interests of the Foundation would be best served. The University President may remove any Officer at their sole discretion.

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

ARTICLE V. COMMITTEES OF THE BOARD

5.1 Standing Committees. Standing Committees will be permanent. The Chair will appoint the Chair and the members of each committee except for those committees whose Chair is specifically appointed in the bylaws.

- A. With the exception of the Executive Committee, individuals who are not Elected or Ex Officio Directors but have expertise in given areas may serve as Advisors and vote on committees of the Board, with the approval of the Chair and in consultation with the relevant committee Chair. Advisors may vote on the committee's recommendations to the Executive Committee or Board. **Advisors will serve a committee term of four years. Committee terms commence on July 1 of the next fiscal year and end June 30 at the end of four years. No Advisor is eligible to serve more than two consecutive terms on any standing committee. An Advisor who has served two committee terms consecutively may be appointed to an alternate standing committee upon committee term completion or re-appointed to the standing committee for which they most recently served after the expiration of one year following the end of their last committee term and will have the status of a newly appointed Advisor.**
- B. With the exception of the Executive Committee, Emeritus Directors may be appointed to committees as Emeritus Advisors. Emeritus Advisors may vote on committee

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

- C. The Chair may remove any committee member at their discretion, except for Ex-Officio positions.
- D. The majority of the members of any committee will be Elected Directors.
- E. Standing Committees will be governed by a charter that is approved by the Board. The Board must approve any revocations or amendments to the charter(s).

The Standing Committees are designated as follows:

F. Executive Committee

- 1. The Executive Committee consists of the following: the Chair, Vice Chairs, Secretary, Treasurer, immediate past Chair, University President, Chair of the Board of Trustees, Chair of the UCF Alumni Board of Directors, and Chair of all other committees described in these Bylaws.
- 2. The Chair, or in their absence the Vice Chair(s), will preside at meetings of the Executive Committee.
- 3. The Executive Committee is authorized and empowered to act for, in the name of and on behalf of the Board at all times when the Board is not meeting. No action of any standing committee will be binding upon the Foundation unless such action is approved by the Executive Committee.
- 4. The Executive Committee will meet at the call of the Chair.

G. Finance and Facilities Committee

- 1. The Finance and Facilities Committee consists of not fewer than five appointed Elected Directors, in addition to the Treasurer of the UCF Alumni Board of Directors and University Vice President of Finance and Administration, both of whom will serve as an ex officio voting member.

2. The Chair of the Finance and Facilities Committee will be the Treasurer.
3. The Finance and Facilities Committee will establish and be responsible for the fiscal policy of the Foundation, including budgets and fees. The Finance and Facilities Committee will recommend the budget for the next fiscal year to the Board at its annual meeting held prior to the end of the current fiscal year.
4. The Finance and Facilities Committee advises the Board and the University of Central Florida Real Estate Foundation, LLC and Knight's Crossing Student Housing, LLC in regard to real estate policies, procedures, potential transactions and other real estate issues affecting the Foundation.

H. Governance Committee

1. The Governance Committee consists of not fewer than five appointed Elected Directors and will include the immediate past Chair, Chair, Vice Chair(s) and a minimum of one appointed Elected Director.
2. The CEO will also participate as an Ex Officio Corporate Officer of the Governance Committee.
3. The immediate past Board Chair will serve as the Chair of the Governance Committee. If the past Chair is unable to serve, the current Board Chair will appoint the Chair of the Committee.
4. The Governance Committee is charged with the responsibility of annually receiving and placing in nomination the names of individuals to be considered for membership to the Board, preparing a slate of Board Officers every two years, or upon the resignation Vacancy of a Board Officer and succession planning. The committee is also charged with annually reviewing the Foundation's bylaws, memberships, committee assignments, and leading a board self-assessment process. The Governance Committee is also responsible for receiving disclosures of proposed transactions with Directors, including potential excess benefit transactions, and reviewing such transactions.

I. Audit Committee

1. The Audit Committee will consist of a minimum of not fewer than three appointed Elected Directors.

- 2 The Audit Committee is charged with hiring the auditors and reviewing the results of the audit. The committee evaluates other accounting related policies and controls.

J. Investment Committee

- 1 The Investment Committee will consist of not fewer than five appointed Elected Directors.
- 2 The Investment Committee will advise the Board in regard to the general investment policy and investment management of the Foundation.

K. Donor Engagement and Stewardship Committee

- 1 The Donor Engagement and Stewardship Committee will consist of not fewer than three appointed Elected Directors.
- 2 The Donor Engagement and Stewardship Committee will advise the Board in matters dealing with Donor stewardship strategies, including but not limited to donor recognition, reporting and other experiences.

~~L.—Real Estate Committee~~

- ~~1—1. The Real Estate Committee will consist of not fewer than five appointed Elected Directors.~~
- ~~2—2. The Real Estate Committee advises the Board and the University of Central Florida Real Estate Foundation, LLC and Knight’s Crossing Student Housing, LLC in regard to real estate policies, procedures, potential transactions and other real estate issues affecting the Foundation.~~

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

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

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

ARTICLE VI. MEETINGS AND QUORUM

6.1 Calling Meetings. At least two meetings of the Board and each Standing Committee will be held during each fiscal year. The respective Chair will select the meeting date, time and location.

6.2 Special Meetings. Special meetings of the Board and each Standing or Other Committee may be called by the Chair, CEO, two-thirds of the members entitled to vote, or the University President.

6.3 Quorum and Voting. A majority the members entitled to vote will constitute a quorum at any duly noticed meeting. An affirmative vote of a majority of members present is required for approval of any action items.

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

6.5 Presiding Officer. The Chair, or in their absence, one of the Vice Chairs, will preside at meetings of the Board and Executive Committee. If the absence of all of the above, the CEO may appoint a Director to preside.

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

6.7 Action without a Meeting; In Person or Telephone Meetings. The members of the Board or a Committee may participate in, and be included in the quorum of, a meeting in person or by telephone, video or any other means that allow members and all others in attendance at the meeting to hear and speak to one another contemporaneously.

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

6.9 Roll Call. At the beginning of any meeting, the Secretary or a designee will determine the presence or absence of a quorum. The roll will thereafter only be called upon the request of the Chair or any Director, and after each roll call, the presence or absence of a quorum will be announced.

6.10 Notice. Notice of each meeting will be sent to the Board or any Committee by the Secretary or a designee not fewer than ~~seven calendar days~~ **forty-eight hours** preceding the meeting. Notice may be waived by all the voting members of the Board or Committee. Notice requirements are deemed waived if not raised, in writing, to the Secretary prior to the conclusion of the meeting. This Section 6.10 does not dispense with any public notice required by law and governs to the maximum extent permitted by law.

6.11 Public Notice. Public notice of any meeting of the Board or any Committee will be made as required by Florida law. ~~Opportunity for public comment may be permitted.~~

6.12 Public Comment. To the extent required by law or permitted by the Chair, individuals who desire to appear before the Board regarding an item being considered must submit their requests in writing to the address or email address noted in the posted notice for the meeting, specifying the agenda item about which they wish to speak. Public comment will be limited to three minutes per person.

ARTICLE VII. RELATIONSHIP WITH THE UNIVERSITY

7.1 Governing Authority. The Foundation operates as a Direct Support Organization for the University as defined by Florida Statute and the State University System of Florida. The Foundation adheres to and will follow the policies and procedures for direct support organizations established by the State University System of Florida and the Board of Trustees.

7.2 University Resources and Name. The University President has the authority to monitor and control the use of the University's resources and the University's name.

7.3 Operating Budgets. Operating budgets of the Foundation will be prepared annually, approved by the Board or Executive Committee and the University President, and then submitted to the Board of Trustees. Expenditure plans will be reviewed and approved quarterly by the Finance Committee and by the University President or designee. The designee must be a University Vice President or senior officer of the University who reports directly to the University President.

ARTICLE VIII. EXECUTION OF INSTRUMENTS

Contracts and other instruments to be executed by the Foundation will be signed, unless otherwise required by law, by the Chair, the CEO or a Vice Chair in conjunction with the Secretary. The Chair or the CEO, signing alone, is authorized and empowered to execute in the name of this Foundation instruments not requiring attestation arising in the day-to-day operations of the business of the Foundation, including, but not limited to, certificates representing stocks, bonds or other securities. The Board may authorize any other person or persons, whether or not an Officer of the Foundation, to sign any contract or other instrument.

ARTICLE IX. MISCELLANEOUS

9.1 Indemnification.

- A. Every Director, Officer and employee of the Foundation, as well as special appointees, will be indemnified by the Foundation against all expenses and liabilities, including attorneys' fees, reasonably incurred by or imposed on the Director or Officer in connection with any proceeding, including any appeal, or any settlement of any proceeding to which the individual may be a party or in which they become involved as a result of serving as a Director, Officer, or special appointee. The indemnified party does not have to be a Director,

Officer, or special appointee at the time the expenses or liabilities are incurred or imposed. In the event, however, of a settlement before entry of judgment, the indemnification will apply only upon approval by the Board as being in the best interests of the Foundation. This indemnification is in addition to and not exclusive of all other rights to which the person may be entitled. The Foundation has the authority and may elect to purchase insurance for this purpose.

- B. The above indemnification does not apply in the case of an action by, or in the right of, the Foundation. A Director, Officer, or special appointee is entitled to indemnification only if they acted in good faith and in a manner they reasonably believed to be in, or not opposed to, the best interests of the Foundation and (where applicable) had no reasonable cause to believe their conduct was unlawful. This indemnification will be made in accordance with Section 607.0850, Florida Statutes, as amended from time to time.

9.2 Bonding. The Foundation will keep in force a blanket surety bond or employee dishonesty insurance, the adequacy of which will be determined by the Board, or a Committee designated by the Board, to assure that each Officer and employee who is authorized to collect, hold, or disburse funds of the Foundation will faithfully discharge their duties.

9.3 No Compensation. The Directors and Board Officers of this Foundation will not receive any compensation from this Foundation for their services as Director or Officer; provided, however, that they may be reimbursed from funds of the Foundation for any travel expenses or other expenditures incurred by them in the proper performance of their duties.

9.4 Rules. These Bylaws govern the transaction of business for this Foundation. To the extent that the Bylaws do not cover specific procedures, the most recent version of *Robert's Rules of Order* will be applied.

9.5 Amendments and Board of Trustees Approval. These Bylaws may be altered, amended, or rescinded only by an affirmative vote of the majority of all of the voting members of the Board. In case it becomes necessary to call a special meeting for this purpose, written notice will be given to each voting member of the Foundation at least five calendar days before the date set for the meeting, and such notice will indicate the provision sought to be amended and the nature of the amendment proposed to be adopted. All proposed amendments are subject to Board of Trustees review and approval. All Elected Directors and those appointed other than under Florida Statutes 1004.28 are subject to Board of Trustees review and approval.

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

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

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

9.8 Conflict of Interest. All actual or potential conflicts of interest involving Directors of the Foundation will be disclosed and addressed in accordance with the Foundation’s Conflict of Interest Policy.

9.9 Confidential and Exempt Public Records. Under Florida Statutes Section 1004.28, Foundation records are confidential and exempt from Florida public records laws, unless otherwise designated. ~~As stated and limited in Florida Statutes Section 1004.28, Foundation records are confidential and exempt from Florida public records laws, unless otherwise designated. Upon receipt of a reasonable and specific request in writing, the Foundation will provide financial information such as expenditures from Foundation funds, documentation regarding completed business transactions, and information about the management of Foundation assets. The Foundation will furnish this information in a format reasonably responsive to the request, at a reasonable cost to the requesting party. To the extent permitted by law, the Foundation will not, however, release any record or information that includes personal or financial information about a donor, prospective donor, alumnus, volunteer, or employee, without the individual’s express written consent. All fundraising activities undertaken by University employees or students, or by volunteers, are undertaken on behalf of the Foundation. All documents associated with such activities or with advising or serving the Foundation, whether or not in possession of any University employee or student, or any volunteer, are records of the Foundation and are confidential.~~

ARTICLE X. DEFINITIONS

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

- g. Board of Directors or Board - the University of Central Florida Foundation Board of Directors.
- h. Board of Trustees - the University of Central Florida Board of Trustees.
- i. CDO - the University of Central Florida Chief Development Officer.
- j. CEO - the University of Central Florida Foundation Chief Executive Officer.
- k. CFO - the University of Central Florida Foundation Chief Financial Officer.
- l. Committee - either or collectively a standing committee and other committee.
- m. Directors – the Elected Directors and Ex-Officio Directors of the Board of Directors.
- n. Emeritus Advisor – an Emeritus Director serving as an appointed voting member of a standing committee of the Board.
- o. Emeritus Director - any Elected Director who has served two full terms may be nominated and appointed as an Emeritus Director following a six-month period beginning at the conclusion of the second term. The Governance Committee will nominate Elected Directors who have served UCF and the Foundation with distinguished service. The Board will serve as the final body to approve the nomination(s).
- p. Ex Officio Affiliates - those individuals who hold community leadership positions, as may be designated by the Board of Directors, from time to time.
- q. Ex Officio Corporate Officers - those individuals who hold the designation of CEO, CDO, CFO and Assistant Secretary.
- r. Ex Officio Directors - those individuals who hold the designation of Chair of the Board of Trustees (or designee), University President (or designee), or Chair of the UCF Alumni Board.
- s. For cause - actions or omissions that may adversely reflect on the interests or reputation of the Foundation or the University, as determined by the University President after consulting with the Executive committee or any senior executive of the Foundation. Any such determination may be made by the University President and does not need to depend on the conclusion of any external determination or process.
- t. Foundation - the University of Central Florida Foundation, Incorporated.
- u. Sr. AVP for Development - the University of Central Florida Foundation, Inc. Senior Associate Vice President for Development.

- v. Sr. Vice President for Administration and Finance - the University of Central Florida Senior Vice President for Administration and Finance.
- w. Standing Committee – a permanent committee of the University of Central Florida Foundation Board of Directors, as defined in these Bylaws.
- x. UCF - the University of Central Florida.
- y. UCF Alumni Board - the University of Central Florida Alumni Board, which is a separate advisory board to the Office of UCF Alumni Engagement and Annual Giving.
- z. University - the University of Central Florida.
- aa. University President - the President of the University of Central Florida.
- bb. Vacancy - Deemed to occur upon the incapacity, death, resignation, or removal of the incumbent of the Board or an Officer position. Incapacity, which includes abandonment, will be deemed to occur when, for any reason and regardless of intent, the incumbent does not or cannot fulfill the material duties of the position for thirty consecutive days or forty-five days total in any six-month period, unless the Executive Committee resolves not to treat such circumstances as a vacancy. Incapacity will also occur upon the incumbent's acknowledgement in writing they intend not to perform, or is or will be unable to perform, the materials duties of the position for at least either of such period of days, unless the Executive Committee resolves to not treat such circumstances as a vacancy.

APPROVED BY BOARD ACTION ON: _____

{SEAL NOT REQUIRED}

Name

Secretary

University of Central Florida Foundation, Incorporated

Board of Directors

Attachment B

BYLAWS

of the

UNIVERSITY OF CENTRAL FLORIDA FOUNDATION,

INCORPORATED

AMENDMENTS APPROVED: _____

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

ARTICLE I. MISSION AND PRINCIPAL OFFICE

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

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

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

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

ARTICLE II. COMPOSITION OF THE BOARD

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

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

- A. To discharge all the duties imposed upon it by the Articles of Incorporation and Bylaws.
- B. To meet upon the call of the Chair, the CEO, or by one-fourth of the Directors entitled to vote, in writing, with due written notice of the time, place and subject matter given to each Director and consistent with the requirements of these Bylaws.
- C. Upon the recommendation of the Finance and Facilities Committee, select a bank or banks or other depositories for the deposit of the funds and securities of the Foundation, and to cause the

Foundation to conduct its financial affairs in conformity with the policies and procedures adopted by the Board.

- D. Upon the recommendation of the Audit Committee, to cause an audit of books and records of this Foundation to be made at least once each year together with a management letter, including the response from management, conducted by a firm of independent certified public accountants selected by the Audit Committee, whose engagement letter will provide that it render an opinion on financial statements in accordance with generally accepted accounting principles and to have the results of the audit reported to the Board.
- E. Upon the recommendation of the Investment Committee, to hold and to invest and reinvest any monies it receives and to hold any property, to sell or exchange the same, and to invest and reinvest the proceeds of any sale or other conversion of any such property, for the purpose of earning income, which income, less operating expenses of the corporation, will be used to further the specific purposes of the corporation.
- F. To borrow money by issuing long or short-term notes, bonds, or debentures, and to pledge, mortgage, or otherwise encumber its assets within the discretion of the Board, subject to the policies of the University of Central Florida, the Board of Trustees, and the Florida Board of Governors.
- G. To delegate actions in writing to the CEO, other Officers, and the Foundation's senior management.
- H. To acquire and maintain a broad awareness and knowledge of the University including its programs, strengths, needs, resources, and mission.
- I. To participate in Foundation meetings and serve on at least one Committee or University affiliated group as approved by the Chair and provide experience and special expertise as time and abilities permit.
- J. To provide advice and counsel to the University President and the CEO as requested on matters involving the University family and the community.
- K. To support the philanthropic aims of the Foundation with a minimum annual gift in an amount set by the Board. The annual gift should only mark the beginning of the Board members' support, and they are encouraged, as appropriate, to support other funds supplemental to the University, to make leadership gifts to special projects, and to make provisions for planned giving and support the University through their foundations and corporations.
- L. To serve as an effective University ambassador in the community.

2.3 Selection of Elected Directors. The Governance Committee will review candidates for Elected Directors and each candidate will be subject to confirmation by the CEO and University President prior to standing for election. The Board will elect the Directors. All Elected Directors will be voting members of the Board.

2.4 Ex Officio Directors. Ex Officio Directors are voting members of the Board and will be as follows: Chair of the Board of Trustees (or designee), University President (or designee), and Chair of the UCF Alumni Board of Directors. The Chair of the Board of Trustees' designee may not be the University President; nor may the Chair of the Board of Trustees and the University President appoint the same person to represent both the Board of Trustees Chair and the University President.

2.5 Emeritus Director. Any Elected Director who has served two full terms may be nominated and appointed as an Emeritus Director following a six-month period beginning at the conclusion of the second term. The Governance Committee will nominate Elected Directors who have served the University with distinguished service. The Board will serve as the final body to approve the nomination(s). Emeritus Directors will be non-voting.

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

2.7 Terms of Office.

- A. Elected Directors. Each Elected Director will serve a term of four years (or until the end of the respective term of their predecessor if elected to succeed a person who has not completed a four-year term). Terms commence on July 1 of the next fiscal year and end June 30 at the end of four years. Three years of a term will constitute a full term of service. No Elected Director is eligible to serve more than two consecutive terms unless the Director has been elected to serve as a Board Officer, in which case the term may be extended by the Board to accommodate the time required for fulfillment of the term of the office. An Elected Director who has served two terms consecutively may be re-elected to the Board after the expiration of one year following the end of their last term and will have the status of a newly Elected Director.
- B. Emeritus Directors. The selection of an Emeritus Director is for life, unless they are removed for cause.
- C. Ex Officio Director. An Ex Officio Director will serve so long as they hold the office or the position that resulted in such placement on the Board.

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

2.9 Removal. An Elected Director may be removed by a two-thirds vote of the Directors present and

voting, whenever the interests of the Foundation would be best served. The University President may remove any Elected Director or Emeritus Director at their sole discretion.

ARTICLE III. OFFICERS OF THE BOARD

3.1 Board Officers. The officers of the Board will be the Chair, Vice Chairs, Secretary, and Treasurer. These Board Officers will be Elected Directors and members of the Board. No other Officers will be members of the Board.

3.2 Ex Officio Corporate Officers. Individuals holding the following positions at the Foundation will serve as Ex Officio Corporate Officers, but will not be members of the Board and will have no voting rights:

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

3.3 Additional Ex Officio Officer. The University President may appoint any members of the administration, faculty, or student body of the University for any term(s) designated by the President, but any such appointee will not be a member of the Board.

ARTICLE IV. ELECTION OF AND POWERS AND DUTIES OF OFFICERS

4.1 Election. The Board will vote on a slate of Board Officers submitted by the Governance Committee. The Board Officers will serve two-year terms each commencing on July 1 of the next fiscal year and ending June 30 at the end of two years. Should the need arise, an optional one-year extension may be approved by a vote of the Board.

4.2 Chair. The Chair will preside over all meetings and prepare the agenda for all meetings of the Board, as well as have primary responsibility for the relationship with the CEO.

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

4.4 Secretary. The Secretary of the Board is responsible for the minutes of the Board and Executive Committee meetings. The Chair of each Committee is responsible for the minutes of each of their respective committee meetings. The duties of the Secretary will be as follows:

- A. To keep accurate minutes of the proceedings of the annual meeting of the Foundation and all meetings of the Board of Directors and preserve these records as a permanent record.
- B. To keep on record a copy of the Articles of Incorporation and Bylaws of the Foundation and all amendments thereto.
- C. To address the requests for any seal of the Foundation for official documents, records and papers as may be requested. A seal is not required.
- D. To keep an accurate list of all members of this Foundation Board of Directors.

4.5 Treasurer. The Treasurer will supervise the fiscal affairs of the Foundation and serve as Chair of the Finance Committee. The duties of the Treasurer will be as follows:

- A. To assure that adequate provision is made for the care and custody of all the assets of this Foundation with guidance from the CFO.
- B. To assure that adequate provision is made to keep in force a blanket surety bond to assure that each Officer and employee who is authorized to collect, hold, or disburse funds of the Foundation will faithfully discharge their duties, the adequacy of which will be determined by the Executive Committee.
- C. To present a written report of the financial activities of their office at the next annual meeting following their appointment to office.

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

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

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

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

4.10 Assistant Secretary. The Director of Foundation Board Relations and Development will assist in the documentation and safekeeping of the minutes of the Board and each Committee meeting.

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

4.12 Removal. Any Board Officer may be removed by a two-thirds vote of the Elected Directors present and voting when in the Board's judgment the interests of the Foundation would be best served. The University President may remove any Officer at their sole discretion.

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

ARTICLE V. COMMITTEES OF THE BOARD

5.1 Standing Committees. Standing Committees will be permanent. The Chair will appoint the Chair and the members of each committee except for those committees whose Chair is specifically appointed in the bylaws.

- A. With the exception of the Executive Committee, individuals who are not Elected or Ex Officio Directors but have expertise in given areas may serve as Advisors and vote on committees of the Board, with the approval of the Chair and in consultation with the relevant committee Chair. Advisors may vote on the committee's recommendations to the Executive Committee or Board. Advisors will serve a committee term of four years. Committee terms commence on July 1 of the next fiscal year and end June 30 at the end of four years. No Advisor is eligible to serve more than two consecutive terms on any standing committee. An Advisor who has served two committee terms consecutively may be appointed to an alternate standing committee upon committee term completion or re-appointed to the standing committee for which they most recently served after the expiration of one year following the end of their last committee term and will have the status of a newly appointed Advisor.
- B. With the exception of the Executive Committee, Emeritus Directors may be appointed to committees as Emeritus Advisors. Emeritus Advisors may vote on committee recommendations to the Executive Committee or Board. Emeritus Advisors will serve a committee term of four years. Committee terms commence on July 1 of the next fiscal year and end June 30 at the end of four years. No Emeritus Advisor is eligible to serve more than two consecutive terms on any standing committee. An Emeritus Advisor who has served two committee terms consecutively may be appointed to an alternate standing committee upon committee term completion or re-appointed to the standing committee for which they most

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

- C. The Chair may remove any committee member at their discretion, except for Ex-Officio positions.
- D. The majority of the members of any committee will be Elected Directors.
- E. Standing Committees will be governed by a charter that is approved by the Board. The Board must approve any revocations or amendments to the charter(s).

The Standing Committees are designated as follows:

F. Executive Committee

- 1. The Executive Committee consists of the following: the Chair, Vice Chairs, Secretary, Treasurer, immediate past Chair, University President, Chair of the Board of Trustees, Chair of the UCF Alumni Board of Directors, and Chair of all other committees described in these Bylaws.
- 2. The Chair, or in their absence the Vice Chair(s), will preside at meetings of the Executive Committee.
- 3. The Executive Committee is authorized and empowered to act for, in the name of and on behalf of the Board at all times when the Board is not meeting. No action of any standing committee will be binding upon the Foundation unless such action is approved by the Executive Committee.
- 4. The Executive Committee will meet at the call of the Chair.

G. Finance and Facilities Committee

- 1. The Finance and Facilities Committee consists of not fewer than five appointed Elected Directors, in addition to the Treasurer of the UCF Alumni Board of Directors and University Vice President of Finance and Administration, both of whom will serve as an ex officio voting member.
- 2. The Chair of the Finance and Facilities Committee will be the Treasurer.
- 3. The Finance and Facilities Committee will establish and be responsible for the fiscal policy of the Foundation, including budgets and fees. The Finance and Facilities Committee will recommend the budget for the next fiscal year to the Board at its

annual meeting held prior to the end of the current fiscal year.

4. The Finance and Facilities Committee advises the Board and the University of Central Florida Real Estate Foundation, LLC and Knight's Crossing Student Housing, LLC in regard to real estate policies, procedures, potential transactions and other real estate issues affecting the Foundation.

H. Governance Committee

1. The Governance Committee consists of not fewer than five appointed Elected Directors and will include the immediate past Chair, Chair, Vice Chair(s) and a minimum of one appointed Elected Director.
2. The CEO will also participate as an Ex Officio Corporate Officer of the Governance Committee.
3. The immediate past Board Chair will serve as the Chair of the Governance Committee. If the past Chair is unable to serve, the current Board Chair will appoint the Chair of the Committee.
4. The Governance Committee is charged with the responsibility of annually receiving and placing in nomination the names of individuals to be considered for membership to the Board, preparing a slate of Board Officers every two years, or upon the resignation of a Board Officer and succession planning. The committee is also charged with annually reviewing the Foundation's bylaws, memberships, committee assignments, and leading a board self-assessment process. The Governance Committee is also responsible for receiving disclosures of proposed transactions with Directors, including potential excess benefit transactions, and reviewing such transactions.

I. Audit Committee

1. The Audit Committee will consist of a minimum of not fewer than three appointed Elected Directors.
2. The Audit Committee is charged with hiring the auditors and reviewing the results of the audit. The committee evaluates other accounting related policies and controls.

J. Investment Committee

1. The Investment Committee will consist of not fewer than five appointed Elected

Directors.

2. The Investment Committee will advise the Board in regard to the general investment policy and investment management of the Foundation.

K. Donor Engagement and Stewardship Committee

1. The Donor Engagement and Stewardship Committee will consist of not fewer than three appointed Elected Directors.
2. The Donor Engagement and Stewardship Committee will advise the Board in matters dealing with Donor stewardship strategies, including but not limited to donor recognition, reporting and other experiences.

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

ARTICLE VI. MEETINGS AND QUORUM

6.1 Calling Meetings. At least two meetings of the Board and each Standing Committee will be held during each fiscal year. The respective Chair will select the meeting date, time and location.

6.2 Special Meetings. Special meetings of the Board and each Standing or Other Committee may be called by the Chair, CEO, two-thirds of the members entitled to vote, or the University President.

6.3 Quorum and Voting. A majority the members entitled to vote will constitute a quorum at any duly noticed meeting. An affirmative vote of a majority of members present is required for approval of any action items.

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

6.5 Presiding Officer. The Chair, or in their absence, one of the Vice Chairs, will preside at meetings of the Board and Executive Committee. If the absence of all of the above, the CEO may appoint a Director to preside.

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

6.7 Action without a Meeting; In Person or Telephone Meetings. The members of the Board or a Committee may participate in, and be included in the quorum of, a meeting in person or by telephone, video or any other means that allow members and all others in attendance at the meeting to hear and speak to one another contemporaneously.

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

6.9 Roll Call. At the beginning of any meeting, the Secretary or a designee will determine the presence or absence of a quorum. The roll will thereafter only be called upon the request of the Chair or any Director, and after each roll call, the presence or absence of a quorum will be announced.

6.10 Notice. Notice of each meeting will be sent to the Board or any Committee by the Secretary or a designee not fewer than forty-eight hours preceding the meeting. Notice may be waived by all the voting members of the Board or Committee. Notice requirements are deemed waived if not raised, in writing, to the Secretary prior to the conclusion of the meeting. This Section 6.10 does not dispense with any public notice required by law and governs to the maximum extent permitted by law.

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

6.12 Public Comment. To the extent required by law or permitted by the Chair, individuals who desire to appear before the Board regarding an item being considered must submit their requests in writing to the address or email address noted in the posted notice for the meeting, specifying the agenda item about which they wish to speak. Public comment will be limited to three minutes per person.

ARTICLE VII. RELATIONSHIP WITH THE UNIVERSITY

7.1 Governing Authority. The Foundation operates as a Direct Support Organization for the University as defined by Florida Statute and the State University System of Florida. The Foundation adheres to and will follow the policies and procedures for direct support organizations established by the State University System of Florida and the Board of Trustees.

7.2 University Resources and Name. The University President has the authority to monitor and control the use of the University's resources and the University's name.

7.3 Operating Budgets. Operating budgets of the Foundation will be prepared annually, approved by the Board or Executive Committee and the University President, and then submitted to the Board of Trustees. Expenditure plans will be reviewed and approved quarterly by the Finance Committee and by the University President or designee. The designee must be a University Vice President or senior officer of the University who reports directly to the University President.

ARTICLE VIII. EXECUTION OF INSTRUMENTS

Contracts and other instruments to be executed by the Foundation will be signed, unless otherwise required by law, by the Chair, the CEO or a Vice Chair in conjunction with the Secretary. The Chair or the CEO, signing alone, is authorized and empowered to execute in the name of this Foundation instruments not requiring attestation arising in the day-to-day operations of the business of the Foundation, including, but not limited to, certificates representing stocks, bonds or other securities. The Board may authorize any other person or persons, whether or not an Officer of the Foundation, to sign any contract or other instrument.

ARTICLE IX. MISCELLANEOUS

9.1 Indemnification.

- A. Every Director, Officer and employee of the Foundation, as well as special appointees, will be indemnified by the Foundation against all expenses and liabilities, including attorneys' fees, reasonably incurred by or imposed on the Director or Officer in connection with any proceeding, including any appeal, or any settlement of any proceeding to which the individual may be a party or in which they become involved as a result of serving as a Director, Officer, or special appointee. The indemnified party does not have to be a Director, Officer, or special appointee at the time the expenses or liabilities are incurred or imposed. In the event, however, of a settlement before entry of judgment, the indemnification will apply only upon approval by the Board as being in the best interests of the Foundation. This indemnification is in addition to and not exclusive of all other rights to which the person may be entitled. The Foundation has the authority and may elect to purchase insurance for this purpose.
- B. The above indemnification does not apply in the case of an action by, or in the right of, the Foundation. A Director, Officer, or special appointee is entitled to indemnification only if they acted in good faith and in a manner they reasonably believed to be in, or not opposed to, the best interests of the Foundation and (where applicable) had no reasonable cause to believe their conduct was unlawful. This indemnification will be made in accordance with Section 607.0850, Florida Statutes, as amended from time to time.

9.2 Bonding. The Foundation will keep in force a blanket surety bond or employee dishonesty insurance, the adequacy of which will be determined by the Board, or a Committee designated by the Board, to assure that each Officer and employee who is authorized to collect, hold, or disburse funds of the Foundation will faithfully discharge their duties.

9.3 No Compensation. The Directors and Board Officers of this Foundation will not receive any compensation from this Foundation for their services as Director or Officer; provided, however, that

they may be reimbursed from funds of the Foundation for any travel expenses or other expenditures incurred by them in the proper performance of their duties.

9.4 Rules. These Bylaws govern the transaction of business for this Foundation. To the extent that the Bylaws do not cover specific procedures, the most recent version of *Robert's Rules of Order* will be applied.

9.5 Amendments and Board of Trustees Approval. These Bylaws may be altered, amended, or rescinded only by an affirmative vote of the majority of all of the voting members of the Board. In case it becomes necessary to call a special meeting for this purpose, written notice will be given to each voting member of the Foundation at least five calendar days before the date set for the meeting, and such notice will indicate the provision sought to be amended and the nature of the amendment proposed to be adopted. All proposed amendments are subject to Board of Trustees review and approval. All Elected Directors and those appointed other than under Florida Statutes 1004.28 are subject to Board of Trustees review and approval.

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

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

9.8 Conflict of Interest. All actual or potential conflicts of interest involving Directors of the Foundation will be disclosed and addressed in accordance with the Foundation's Conflict of Interest Policy.

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

ARTICLE X. DEFINITIONS

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

- e. AVP for Advancement Strategy - the University of Central Florida Foundation, Inc. Associate Vice President for Advancement Strategy.
- f. Board Officers - those individuals who are elected Directors and hold an office of the Board of Directors, which includes the Chair, Vice Chair(s), Secretary and Treasurer.
- g. Board of Directors or Board - the University of Central Florida Foundation Board of Directors.
- h. Board of Trustees - the University of Central Florida Board of Trustees.
- i. CDO - the University of Central Florida Chief Development Officer.
- j. CEO - the University of Central Florida Foundation Chief Executive Officer.
- k. CFO - the University of Central Florida Foundation Chief Financial Officer.
- l. Committee - either or collectively a standing committee and other committee.
- m. Directors – the Elected Directors and Ex-Officio Directors of the Board of Directors.
- n. Emeritus Advisor – an Emeritus Director serving as an appointed voting member of a standing committee of the Board.
- o. Emeritus Director - any Elected Director who has served two full terms may be nominated and appointed as an Emeritus Director following a six-month period beginning at the conclusion of the second term. The Governance Committee will nominate Elected Directors who have served UCF and the Foundation with distinguished service. The Board will serve as the final body to approve the nomination(s).
- p. Ex Officio Affiliates - those individuals who hold community leadership positions, as may be designated by the Board of Directors, from time to time.
- q. Ex Officio Corporate Officers - those individuals who hold the designation of CEO, CDO, CFO and Assistant Secretary.
- r. Ex Officio Directors - those individuals who hold the designation of Chair of the Board of Trustees (or designee), University President (or designee), or Chair of the UCF Alumni Board.
- s. For cause - actions or omissions that may adversely reflect on the interests or reputation of the Foundation or the University, as determined by the University President after consulting with

the Executive committee or any senior executive of the Foundation. Any such determination may be made by the University President and does not need to depend on the conclusion of any external determination or process.

- t. Foundation - the University of Central Florida Foundation, Incorporated.
- u. Sr. AVP for Development - the University of Central Florida Foundation, Inc. Senior Associate Vice President for Development.
- v. Sr. Vice President for Administration and Finance - the University of Central Florida Senior Vice President for Administration and Finance.
- w. Standing Committee – a permanent committee of the University of Central Florida Foundation Board of Directors, as defined in these Bylaws.
- x. UCF - the University of Central Florida.
- y. UCF Alumni Board - the University of Central Florida Alumni Board, which is a separate advisory board to the Office of UCF Alumni Engagement and Annual Giving.
- z. University - the University of Central Florida.
- aa. University President - the President of the University of Central Florida.
- bb. Vacancy - Deemed to occur upon the incapacity, death, resignation, or removal of the incumbent of the Board or an Officer position. Incapacity, which includes abandonment, will be deemed to occur when, for any reason and regardless of intent, the incumbent does not or cannot fulfill the material duties of the position for thirty consecutive days or forty-five days total in any six-month period, unless the Executive Committee resolves not to treat such circumstances as a vacancy. Incapacity will also occur upon the incumbent's acknowledgement in writing they intend not to perform, or is or will be unable to perform, the materials duties of the position for at least either of such period of days, unless the Executive Committee resolves to not treat such circumstances as a vacancy.

APPROVED BY BOARD ACTION ON: _____

{SEAL NOT REQUIRED}

Name

Secretary

University of Central Florida Foundation, Incorporated

Board of Directors

UCF BOARD OF TRUSTEES
Agenda Item Summary
 Governance Committee
 June 16, 2021

Title: Professional Employer Organization Arrangement and Formation of CFCPO Subsidiary

Information Information for Upcoming Action Action

Meeting Date for Upcoming Action June 17, 2021

Purpose and Issues to be Considered:

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

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

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

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

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

Background:

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

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

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

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

Recommended Action:

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

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

Alternatives to Decision:

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

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

Fiscal Impact and Source of Funding:

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

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

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

Authority for Board of Trustees Action:

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

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

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

Submitted by:

Deborah C. German, Vice President for Health Affairs and Dean, College of Medicine; Chair, CFCPO

Supporting Documentation:

Attachment A: PEO Presentation

Attachment B: Summary of Operating Agreement

Facilitators/Presenters:

Jeanette C. Schreiber, Sr. Assoc. Vice President for Health Affairs and Chief Legal Officer, COM;
Secretary, CFCPO

Danny Cavallo, Associate Vice President for Administration & Finance and Chief Financial Officer, COM;
Director, CFCPO

Attachment A

PEO Overview

Professional Employment Organization (PEO)

Executive Summary

Why move to a PEO?

- To achieve a sustainable faculty practice.
- A key deliverable of the strategy presented to the Board of Trustees Finance and Facilities Committee on October 16th, 2019.

Issues addressed by this plan:

- The composite fringe rate at UCF Health is 1.5x higher than the industry standard.
- UCF's vacation and sick day allowance policies are 1.6x higher than the comparison group.
- This creates a financial, productivity, and operational competitive disadvantage.

Who is impacted?

- 73 UCF Health employees (existing employees receive grandfathered program).
- 7 HealthArch employees (currently outsourced, no change to benefits).
- New employees hired after plan is in effect.

PEO

Executive Summary

Proposed plan:

Develop contract with PEO for administrative, clinical staff and other non-faculty.

Current staff will be transitioned with a grandfathering program.

This provides new:

- Health benefits package
- Retirement contributions
- Paid time off
- Provides flexibility in pay raises, hiring, and alignment with industry practices

PEO

Executive Summary

What are the benefits to the employee?

- Payout of annual and sick time effecting 73 employees.
 - Average payout is \$3K (Range \$0 - \$17K)
- Competitive salaries for different complexities of care.
 - Creates a ladder for career advancement where there is none
- Flexibility to create higher monthly take home pay.
 - Choice in retirement contributions with the ability to double current offering
- More choices in health care plans.
 - Expansion from 2 choices to 4 choices to meet individual and family needs

PEO

Executive Summary

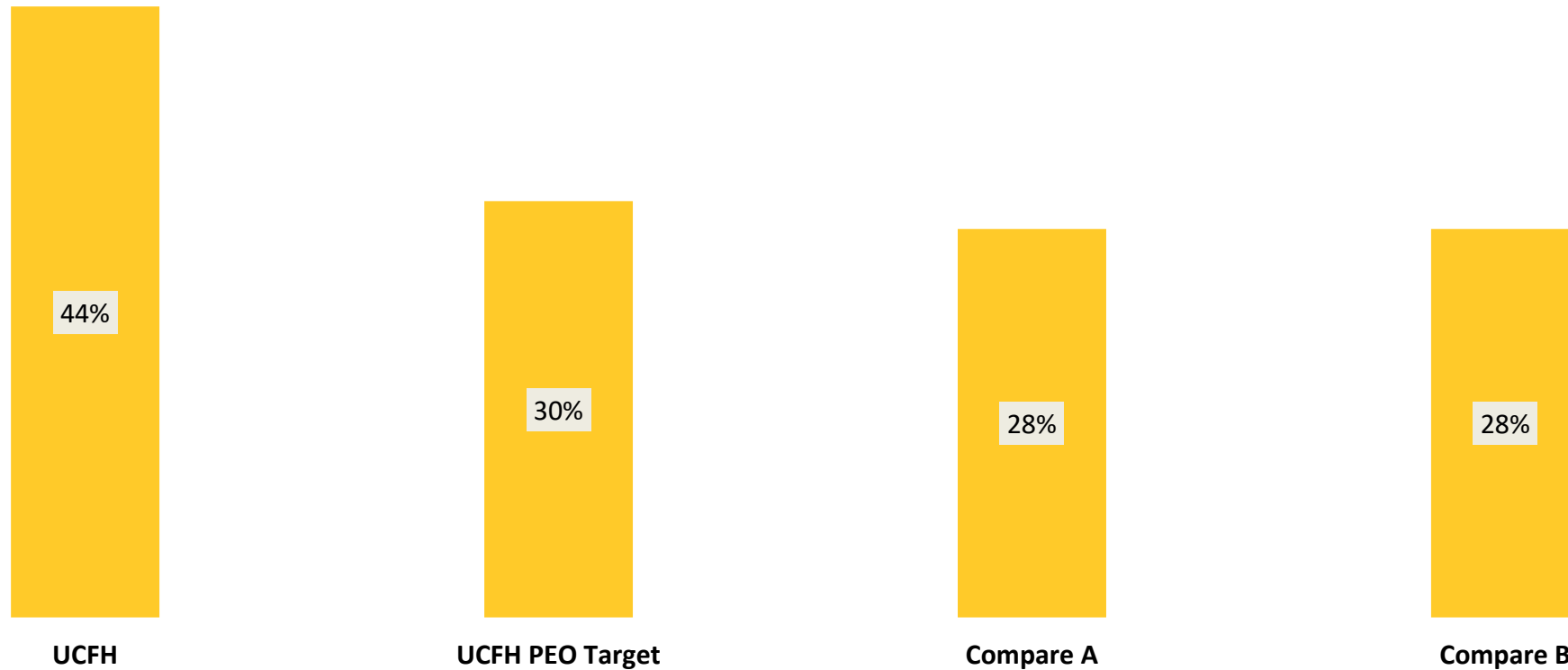
What are the benefits to UCF Health?

- Fringe benefits - reducing the overall fringe benefit cost from 44% to approximately 30%.
 - Savings of \$400K - \$700K annually
- Paid time off - re-designing the vacation and sick accrual policy.
 - Productivity gain of 5.7 FTE (\$311K value)
- Health plan changes - decreased cost and expanded number of choices for the employee
 - Savings of \$340K included in fringe, tier changes alone are \$170K

PEO

Executive Summary

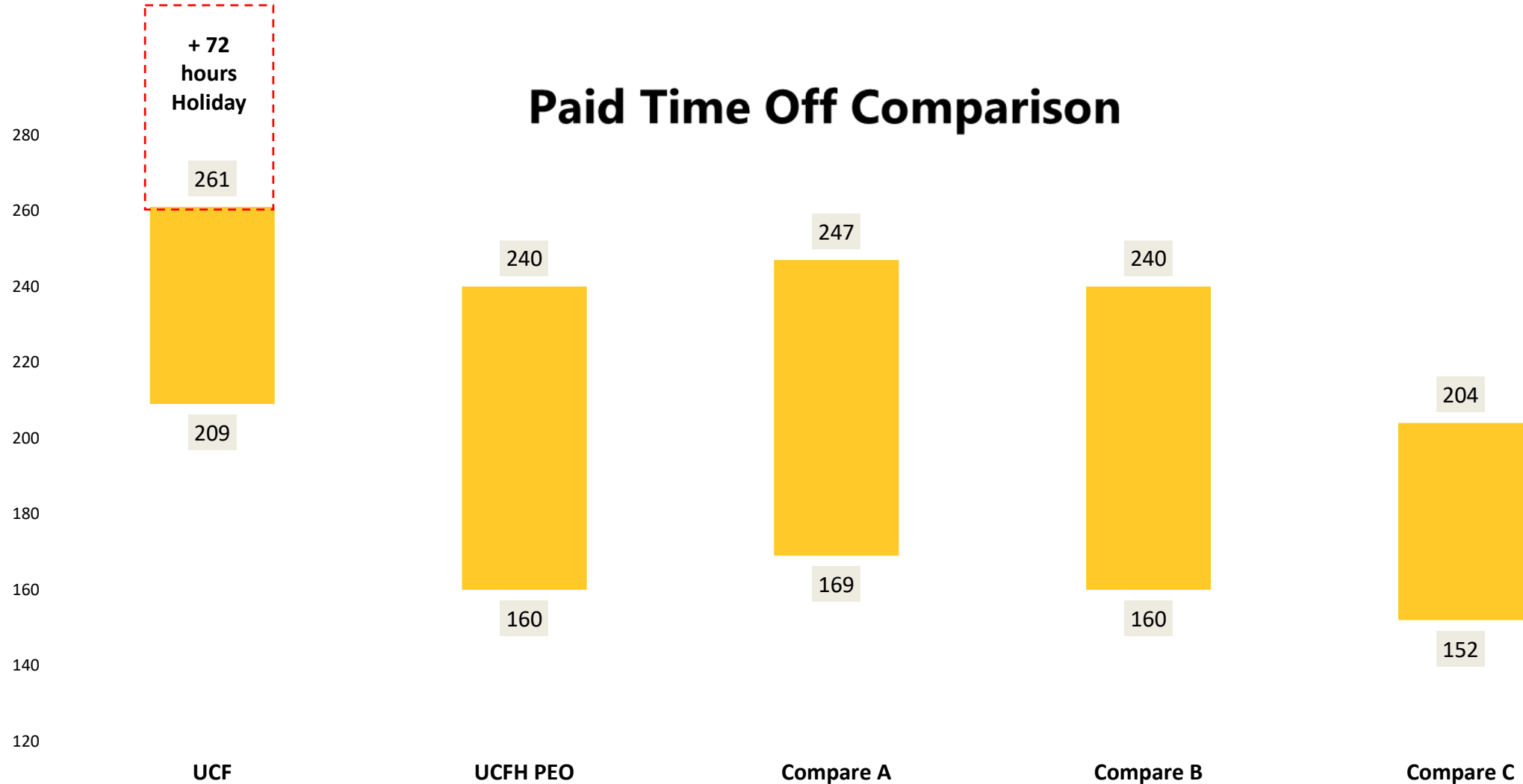
Composite Fringe Rates by Organization



PEO

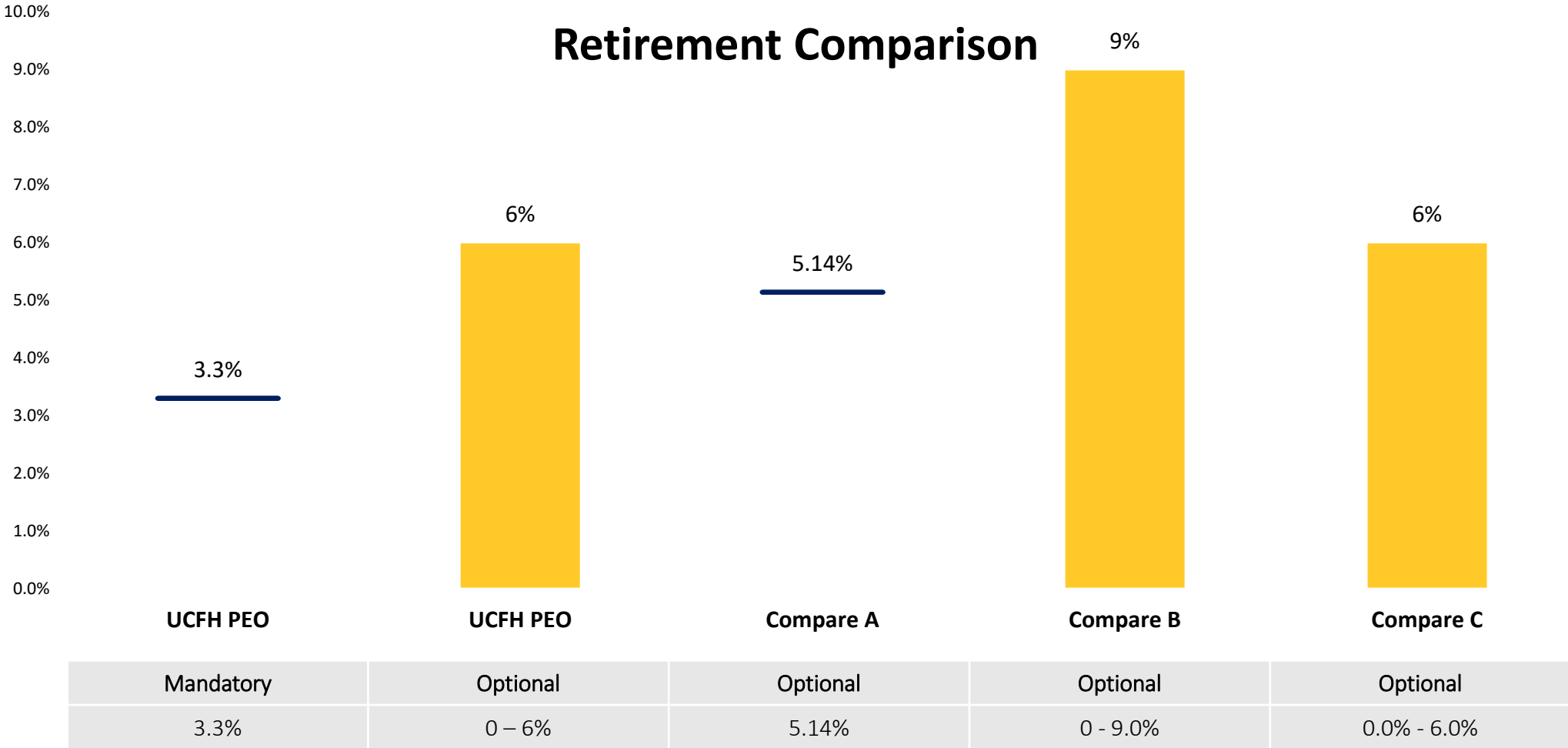
Executive Summary

Paid Time Off Comparison



PEO

Executive Summary



PEO

Executive Summary

Structure for PEO Arrangement

- Subsidiary “New LLC” will be created under CFCPO
 - 100% owned and controlled by CFCPO, “single-member, member-managed”
 - Same model as UCF Real Estate Foundation, LLC
 - Included under CFCPO’s existing 501(c)(3) federal tax exemption
- New LLC contracts with PEO for co-employment arrangement
- New LLC contracts with UCF and CFCPO to define services and payment arrangements
- Structure retains sovereign immunity and SIP coverage for clinical employees under PEO

PEO

Executive Summary

Recommended Action:

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

Central Florida Clinical Enterprise, LLC Operating Agreement

Summary of Operating Agreement

Purpose/Background	<p>Central Florida Clinical Practice Organization, Inc. (CFCPO) is forming a single member member-managed limited liability company that shall be named and transact business as Central Florida Clinical Enterprise, LLC (proposed CFCPO subsidiary).</p> <p>The initial purpose of the proposed CFCPO subsidiary will be to enter into a PEO arrangement and to contract with UCF and CFCPO to define services and payment arrangements related to the PEO. The proposed CFCPO subsidiary also may be utilized for future initiatives/arrangements related to the promotion and support of the mission and objectives of the UCF College of Medicine.</p>
Parties	Central Florida Clinical Practice Organization, Inc. (the sole Member)
Term	Perpetual, unless the limited liability company is dissolved as determined by CFCPO and in accordance with Article VII of the operating agreement.
Obligations of CFCPO	<p>As sole Member of the proposed CFCPO subsidiary, CFCPO has exclusive authority and full discretion with respect to the management of the proposed CFCPO subsidiary.</p> <p>The officers of CFCPO shall serve as the officers of the proposed CFCPO subsidiary with concurrently running terms and with the same authority and responsibilities as they have for CFCPO.</p> <p>As a single member LLC, all voting rights in the proposed CFCPO subsidiary are vested in CFCPO.</p> <p>In the event that CFCPO ceases to qualify as a 501(c)(3) exempt entity, it must arrange within 90 days the transfer of its interest in the proposed CFCPO subsidiary to another entity that is 501(c)(3) exempt.</p> <p>Upon dissolution, CFCPO will wind up the affairs of the proposed CFCPO subsidiary.</p>
Obligations of Central Florida Clinical Enterprise, LLC (proposed CFCPO subsidiary)	Transact business and engage in the promotion and support of medical education, research and patient care in support of the mission and objectives of the UCF College of Medicine.
Financial terms	<p>From time to time, CFCPO may determine that the proposed CFCPO subsidiary requires capital and may make capital contribution(s) in an amount determined by CFCPO.</p> <p>The proposed CFCPO subsidiary will be classified as a single-Member limited liability company and will therefore be a disregarded entity for income tax purposes.</p>

Termination rights	N/A
Additional terms	<p>All Members of the proposed CFCPO subsidiary shall be 501(c)(3) organizations, Governmental Units or wholly-owned instrumentalities of a State or political subdivision.</p> <p>CFCPO has authority to bind the proposed CFCPO subsidiary to any third-party with respect to any matter.</p> <p>New Members of the proposed CFCPO subsidiary can only be admitted upon CFCPO's approval.</p> <p>CFCPO is not liable for any debt, obligation or liability of the proposed CFCPO subsidiary.</p> <p>CFCPO shall be entitled to all distributions made by the proposed CFCPO subsidiary</p>
Link to agreement	https://bot.ucf.edu/wp-content/uploads/sites/5/2021/05/Operating-Agr-CFCE-LLC-5.19.21.pdf

UCF BOARD OF TRUSTEES

Agenda Item Summary

Governance Committee

June 16, 2021

Title: Appointment of Board Members to the UCF Foundation

Information Information for upcoming action Action

Meeting Date for Upcoming Action: June 17, 2021

Purpose and Issues to be Considered:

Consideration of the slate of first and second term elected directors of the UCF Foundation Board. Per UCF Foundation Bylaws (Article 3.3), Elected Directors will be subject to Board of Trustees review and approval.

Background Information:

After a review of records, it was noted that the following individuals were approved unanimously by the UCF Foundation Board on June 4, 2020, as elected directors but were not brought forward to the Board of Trustees for final approval. Terms for these individuals began on July 1, 2020.

First Term Elected Directors

- Barry Forbes '86
- Laurence "Chris" Marlin '94
- Marc McMurrin '01
- Thomas McNamara '88

Second Term Elected Directors

- Alan Florez '98

Additionally, a motion was made and approved unanimously by the UCF Foundation Board on June 10, 2021 to elect the following individuals as elected directors with terms commencing on July 1, 2021.

First Term Elected Directors

- Rick Cardenas '92
- James Harhi '97
- Stuart Heaton
- Michael Hinn '92

Second Term Elected Directors

- Carrie (Callahan) Daanen '92
- Kevin Miller
- Dianne Owen '93
- Eva Tukdarian '90

Recommended Action:

Retroactively approve the UCF Foundation Board’s 2020 elected directors for a term effective as of July 1, 2020 and approve the 2021 elected directors for a term effective July 1, 2021.

Alternatives to Decision:

Decline to approve one or more of the presented elected directors.

Fiscal Impact and Source of Funding:

N/A

Authority for Board of Trustees Action:

UCF Regulation 4.034, Direct Support Organizations

UCF Foundation Bylaws, Article 3.3

Contract Reviewed/Approved by General Counsel N/A

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

Submitted by:

Lauren Ferguson, Director of Foundation Board Relations, UCF Advancement

Supporting Documentation:

[UCF Foundation Bylaws](#)

Attachment A – FY21 and FY22 Elected Directors approved by the UCF Foundation Board

Facilitators/Presenters:

Youndy Cook, Interim Vice-President and General Counsel

FY22 Elected Directors Approved by the UCF Foundation Board

First Term Elected Directors



Mr. Ricardo "Rick" Cardenas '92

Business Title: President & Chief Operating Officer
Business Name: Darden Restaurants

Rick Cardenas was named President and Chief Operating Officer in January 2021. In this role, he has responsibility for all restaurant operations as well as supply chain, development, franchising & international and consumer insights.

Previously, Cardenas served as chief financial officer for Darden Restaurants. As CFO, Cardenas role lead all financial functions for the company including finance and accounting, corporate reporting, corporate tax, treasury and investor relations. In addition, Cardenas maintained oversight of Darden's IT, consumer insights and business analytics functions. Darden owns and operates more than 1,800 Olive Garden, LongHorn Steakhouse, Cheddar's Scratch Kitchen, Yard House, The Capital Grille, Seasons 52, Bahama Breeze and Eddie V's restaurants in North America, employing more than 175,000 people and serving 360 million guests annually.

Mr. Cardenas is a 2018 CBA Hall of Fame recipient.



Mr. James F. Harhi '97

Business Title: Principal
Business Name: IAM StarGuard Elite

Serial entrepreneur James Harhi is a co-founder of Innovative Attraction Management (IAM), a turn-key operations management of entertainment attractions and an aquatic risk prevention company. Additionally, IAM provides lifeguard training and services through its Star Guard Elite program which currently has 80 clients worldwide and four parks under active management including one in Trinidad and one in Oman. Mr. Harhi is also the owner of JFH Technologies LLC which specializes in arcade game repairs and consulting, and JFH Rentals, a property rental company.



Mr. Stuart Heaton

Business Title: Executive Vice President & Chief Operating Officer
Business Name: Elevation Financial Group

Stuart Heaton is the executive vice president and chief operating officer of Elevation Financial Group and is a key executive officer of its affiliated companies. Mr. Heaton joined Elevation in November 2012. He has served for more than two decades as a senior executive directing and managing a broad spectrum of operational, legal, and capital-related activities for micro-to-large cap publicly traded companies. In addition, he is a licensed attorney who has practiced law in both the private sector and in-house for 30 years. He has served as the general counsel of a Fortune 500 corporation and has directed the global business development activities of a satellite media company with a presence on three continents. Mr. Heaton's real estate experience includes real property acquisition, development, divestiture, leasing, facilities management, and related transactional activities. He has developed and delivered office parks, warehousing facilities, light industrial developments, and commercial office space. He has also conducted and completed numerous M&A transactions, joint ventures, public and private financings, and cross-border transactions.



Mr. Michael “Mike” Hinn ’92

Business Title: CEO
Business Name: Knight Agency

Mike Hinn is the co-founder and CEO of Knight Agency, an Orlando based advertising and marketing services agency. He founded his company, formerly known as Knight Images Inc., with Jim Hobart in 1994 as a marketing agency providing different marketing and public relations services to local and international organizations. Its services include branding, design, interactive, publishing, media and business intelligence. Clients have included AAA; Hertz; Eola Wine Co.; The Vue; Darden; Burke, Hogue & Mills; Starwood Hotels & Resorts; the Metro Orlando Economic Development Commission; Disney; The Kessler Collection; Hughes Supply; House of Blues; Hertz and Florida Hospital. Mr. Hinn won the UCF Alumni Association’s Lifetime of Service Award in 2012 for his 18-plus years of contributions to the alumni magazine, Pegasus.

Second Term Elected Directors



Ms. Carrie (Callahan) Daanen ’92
Business Title: Retired Managing Partner
Business Name: Galliard Capital Management

Carrie Callahan retired as one of four Managing Partners at Galliard Capital Management, an asset management company. Ms. Daanen was integrally involved in defining the firm’s overall business strategy and setting the firm’s direction for future growth and success. With more than 20 years of experience in the investment management industry, Ms. Daanen contributed to Galliard’s ability to provide client-aligned investment solutions for institutional investors. Ms. Daanen oversaw Client Service, Consultant Relations, New Business, and Marketing and Communications, and had partial responsibility for Client Portfolio Management. She was actively involved in new business development and served key clients and consultant relationships. Prior to joining Galliard in 2004, Ms. Daanen served as Group Vice President in Consultant Relations at Trusco Capital. Prior to Trusco Capital, she was a Senior Vice President for SunTrust Banks.



Mr. Kevin Miller
Business Title: President and CEO
Business Name: Addition Financial

Kevin Miller is currently President and CEO of Addition Financial (formerly CFE Federal Credit Union). He began his career with Addition Financial in February 2004 as Senior Vice President/General and later to Executive Vice President/Chief Administrative Officer. Born and raised in Michigan, he graduated from the University of Pittsburgh and earned his JD degree from Emory Law School in Atlanta. Mr. Miller has also obtained the NAFCU Certified Compliance Officer designation and completed the Credit Union Executives Society (CUES) Certified Chief Executive program. Since joining the credit union in 2004, he has held responsibility for Regulatory Compliance, Legal, Collections, Human Resources, Card Services, Business Services, Facilities, and Development. Previously, Mr. Miller was an attorney at Graham, Builder, Jones, Pratt & Marks, an Orlando law firm.



Ms. Dianne Owen '93, '97MBA

Business Title: Executive Vice President of Marketing

Business Name: *FAIRWINDS* Credit Union

Dianne Owen is the Executive Vice President of Marketing for FAIRWINDS Credit Union. In her role, Ms. Owen oversees all of the credit union's strategic marketing functions including advertising and promotions, community relations, market research, branding, corporate communications, planning and budgeting. Ms. Owen has been with the credit union in the role of marketing for more than 20 years. In that time the credit union has grown from \$300 million to over \$2.2 billion in assets and has 33 branches throughout Central Florida, including a branch on the

UCF campus. Ms. Owen served as the Chair of the UCF Alumni Board from 2012-2014.



Ms. Eva Tukdarian '90

Business Title: Chief Financial Officer

Business Name: Dr. Phillips Charities

Eva Tukdarian has been dedicated to working with nonprofit entities for the past 11 years as the Chief Financial Officer, Chief Investment Officer, Treasurer and Assistant Secretary of Dr. Phillips Charities. During her time at Dr. Phillips, she has been responsible for overseeing all aspects of finance, investments, human resources, and information technology systems for Dr. Phillips Charities. In her role, she not only ensures that the real estate and financial assets of Dr. Phillips are

invested wisely, she also reviews the financial statements of all nonprofits requesting grants and helps educate nonprofits in the areas of strengthening financial internal controls, exempt organization tax laws and technology.

Prior to joining Dr. Phillips Charities in 2005, Ms. Tukdarian worked for The Walt Disney Company, as the Controller for Walt Disney Imagineering and Director of Financial Reporting. She oversaw all financial aspects of the real estate development of the Celebration and Little Lake Bryan communities, as well as financial reporting for all theme park and resort construction projects. She began her career with the accounting firm PriceWaterhouseCoopers in Orlando, Florida.

FY21 Elected Directors Approved by the UCF Foundation Board

First Term Elected Directors



Mr. John B. "Barry" Forbes '86

Business Title: Client Advisor

Business Name: Seaside Bank

Barry Forbes is a banker with over 30 years of experience in commercial banking in Brevard County. Mr. Forbes is a client advisor with Seaside Bank working to assist businesses and individuals throughout Brevard County.

Mr. Forbes's strengths include his ability to establish relationships with business owners built on trust and his delivery of expertise in the area of financial services. Mr. Forbes also serves as a connecting point between different clients to facilitate the sharing of knowledge and expertise between different business owners.



Mr. Laurence “Chris” Marlin ’94

Business Title: President

Business Name: Lennar International

Chris Marlin is the president of Lennar International and vice president and counsel to Lennar Corporation, one of the leading homebuilders in the United States. Previously, Mr. Marlin served as deputy general counsel and head of litigation for Lennar, where he was responsible for all the company’s litigation, internal investigations, labor and employment matters, and other special matters. In 2014, he founded Lennar International, a division of Lennar Corporation. Lennar International facilitates foreign direct investment in Lennar’s U.S. real estate platform, matching foreign capital with Lennar’s varied U.S. real estate interests, including project level debt and equity, single family rental and institutional sales, funds, and asset dispositions. In addition, Lennar International serves as Lennar’s global engagement arm, managing relationships with the world’s top membership organizations and government entities.

Mr. Marlin also serves as Lennar’s resident global real estate expert, regularly commenting in international media on cross-border investments between the U.S. and Asia, Latin America, and Europe. He has appeared on Bloomberg’s Daybreak Asia, CNBC’s Squawk Box Asia, and Singapore’s Channel NewsAsia among others.



Mr. Marc McMurrin ’01

Business Title: Executive Director

Business Name: Ginsburg Family Foundation

Marc McMurrin is executive director of the Ginsburg Family Foundation, focused on the foundation’s impact and philanthropic legacy. Prior, Mr. McMurrin served as executive director of operations for Northland Church and executive vice president for the Kiev Symphony Orchestra and Chorus. McMurrin has a business degree from UCF and is certified as a family philanthropy advisor.



Mr. Thomas McNamara ’88

Business Title: President

Business Name: Southern Development & Construction, Inc.

Thomas McNamara is a third-generation builder and the president of Southern Development & Construction, Inc., a premier Central Florida heavy civil construction and development company. McNamara is also the president of Mud Hole Custom Tackle, Inc., the world’s largest supplier of fishing tackle crafting goods, and CEO of American Tackle Company International, Inc., a manufacturer of fishing rod components in the United States with offices in Asia and Europe.

While At UCF, Mr. McNamara was active in the LXA fraternity and met his wife Stacey ’89. He was on the UCF Athletics Association and currently on the Athletic Director’s Cabinet.

Second Term Elected Directors



The Honorable Alan Florez '98

Business Title: CEO

Business Name: Halifax Insurance Partners

Alan Florez is the CEO of Halifax Insurance Partners, a multi-lines commercial insurance brokerage based in Daytona Beach, FL. An executive in the insurance intermediary industry for over 12 years, Mr. Florez has presided over high performing agencies achieving significant and consistent growth. Currently, he is also a Director with The Weatherford Partners, a venture capital and strategic advisory firm.

Previously, Mr. Florez served as an Executive Vice President of Brown & Brown Insurance, the 7th largest insurance brokerage in the United States. In this capacity he was the head of its largest retail branch located in the company's headquarters of Daytona Beach, FL as well as the head of the public entity specialist and subsidiary, Public Risk Insurance Agency. Before working in the insurance sector, Mr. Florez served as Governor Jeb Bush's Deputy Director of Legislative Affairs and as his Special Assistant.

Mr. Florez is a former Trustee of the University of Central Florida (2006-2016) and a former Director of the UCF Athletics Association.

UCF BOARD OF TRUSTEES
Agenda Item Summary
 Governance Committee
 June 16, 2021

Title: Appointment of Board Member to Central Florida Clinical Practice Organization

Information Information for Upcoming Action Action

Meeting Date for Upcoming Action June 17, 2021

Purpose and Issues to be Considered:

The Central Florida Clinical Practice Organization, Inc. (CFCPO) Bylaws authorize election of three employed clinical faculty members to the CFCPO Board of Directors. The Bylaws also provide that when a clinical faculty member director vacancy occurs, that it be filled by an election held by the clinical faculty, and that the individual elected hold office for the unexpired term of his/her predecessor. Due to the departure of a clinical faculty member who served on the CFCPO Board of Directors, an election by the employed clinical faculty was conducted to fill the vacancy for the remainder of its unexpired term. Dr. Naveed Sami was elected pursuant to CFCPO's Bylaws to serve the remainder of his predecessor's term, which expires in the third quarter of 2022.

Although CFCPO is not a DSO, it follows similar review processes to ensure full transparency and oversight in alignment with the president's goal of building a culture of trust, engagement, and accountability.

Background:

Central Florida Clinical Practice Organization, Inc. (CFCPO) is a 501(c)(3) tax exempt organization created to serve as a support entity for the UCF College of Medicine clinical mission, similar to that of other Florida state medical schools. CFCPO receives and holds clinically related revenues, applies that revenue to pay appropriate expenses, manages reserves, ensures proper accounting procedures are being followed, and provides administrative and financial services.

Recommended Action:

Approval of the election of Dr. Naveed Sami to serve on the corporation's Board of Directors.

Alternatives to Decision:

The election results could be rejected.

Fiscal Impact and Source of Funding:

N/A

Authority for Board of Trustees Action:

2020 Florida Statute 1004.28, Section (3)

Fifth Amended and Restated Bylaws of Central Florida Clinical Practice Organization, Inc.

Contract Reviewed and Approved by General Counsel Not Applicable

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

Submitted by:

Deborah C. German, Chair, Central Florida Clinical Practice Organization, Inc.

Supporting Documentation:

[Central Florida Clinical Practice Organization Bylaws](#)

Attachment A: Board Member Bio

Facilitators/Presenters:

Youndy Cook, Interim Vice President and General Counsel

Naveed Sami, M.D., FAAD

Dr. Naveed Sami is an experienced board-certified dermatologist and Professor of Medicine at the UCF College of Medicine. In addition to caring for all aspects of general dermatology, he has a keen interest and expertise in complex medical dermatology with a specific focus in autoimmune and autoinflammatory skin diseases including autoimmune blistering diseases (such as pemphigus and pemphigoid), rheumatic/connective tissue diseases (such as lupus and dermatomyositis), vasculitis, sarcoidosis, lichen planus, eczema, and psoriasis. He enjoys working in partnership with primary care providers and specialists.

Education

Dr. Sami's diverse training includes a medical degree from the Aga Khan University in Karachi, Pakistan, dermatology residency training at the University of Alabama, and a fellowship at Harvard University in the Department of Oral Medicine.

Dr. Sami is a thought-leader who regularly contributes to peer-reviewed medical publications, and recently compiled a medical textbook with national and international experts outlining the treatment of autoimmune blistering diseases.

Background

Since these diseases can be multisystemic, he enjoys working in partnership with other specialties, including dentistry, oral medicine, rheumatology, ENT, ophthalmology, and Ob/Gyn, along with primary care physicians.

UCF BOARD OF TRUSTEES
Agenda Item Summary
 Governance Committee
 June 16, 2021

Title: Appointment of Board Member to UCF Stadium Corporation

Information Information for Upcoming Action Action

Meeting Date for Upcoming Action June 17, 2021

Purpose and Issues to be Considered:

The Governance Committee will discuss the proposed appointments and recommendations to the Board of Trustees (Board) to fill a vacant seat on the UCF Stadium Corporation (UCFSC) board.

Background:

Florida Statutes section 1004.28(3) requires the Board approve all appointments to direct support organizations except the designees of the Board Chair and the President of the University of Central Florida (President). An opening on the UCFSC board recently occurred and the following university employee was appointed by the President to fill the positions described.

Recommended Action:

Approve the appointment of Gerald L. Hector, Senior Vice President for Administration and Finance, as Board Chair and *ex-officio* director for the term specified in the UCFSC bylaws.

Alternatives to Decision:

Decline approval of the appointment.

Fiscal Impact and Source of Funding:

None.

Authority for Board of Trustees Action:

2020 Florida Statute 1004.28, Section (3)
 UCF Regulation-4.034, Section (3)(c)

Contract Reviewed and Approved by General Counsel Not Applicable

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

Submitted by:

Margaret Jarrell-Cole, Associate Vice President for Direct Support Organizations

Supporting Documentation:

[UCF Stadium Corporation Third Amended Bylaws Article 3\(1\)](#)

Attachment A: Biography for Gerald L Hector, Senior Vice President for Administration and Finance and CFO

Facilitators/Presenters:

Youndy Cook, Interim Vice President and General Counsel

Attachment A



Gerald L. Hector

Gerald Hector is the Senior Vice President for Administration and Finance at the University of Central Florida. He oversees accounting, finance, human resources, campus safety, auxiliary enterprises, and all aspects of facilities management.

Before joining UCF, he was the Executive Vice President and Chief Business Officer for Morehouse College, and prior to that, Vice President for Financial Affairs and University Treasurer for Cornell University. He has also held similar leadership roles at Ithaca College and Johnson C. Smith University. Before joining higher education, he was the Corporate Controller for the United Negro College Fund, and a public accountant with then Deloitte and Touche.

His twenty-two-year tenure in higher education has seen him advocate for diversity and inclusion matters. He has made presentations both nationally and on the campuses he serves.

He is an honors graduate from Howard University where he majored in accounting and holds a Master of Christian Thought degree from the Gordon Conwell Theological Seminary.

UCF BOARD OF TRUSTEES
Agenda Item Summary
 Governance Committee
 June 16, 2021

Title: Appointment of Board Member to UCF Academic Health

Information Information for Upcoming Action Action

Meeting Date for Upcoming Action June 17, 2021

Purpose and Issues to be Considered:

UCF Academic Health, Inc. (UCFAH) seeks approval of the appointment of Gerald Hector, Sr. Vice President for Administration and Finance, to the UCFAH Board of Directors. The UCFAH Amended & Restated Bylaws provide that the university's Chief Financial Officer or Designee will serve ex officio on the corporation's Board of Directors.

Background:

UCFAH is a 501(c)(3) non-profit corporation and is certified as a direct support organization of the University of Central Florida. UCFAH promotes and supports medical education, research and patient care through the planning and development of clinical initiatives and affiliated partnerships that will serve the education, research and clinical mission and objectives of the University of Central Florida College of Medicine.

Recommended Action:

Approval of the appointment of Gerald Hector, Sr. Vice President for Administration and Finance, to serve on the corporation's Board of Directors.

Alternatives to Decision:

Decline approval of the appointment.

Fiscal Impact and Source of Funding:

None.

Authority for Board of Trustees Action:

Florida Statute 1004.28, Section (3)
 BOG Reg. 9.011(9)
 UCFAH Amended & Restated Bylaws, Article II, Section 1

Contract Reviewed and Approved by General Counsel Not Applicable

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

Submitted by:

Deborah C. German, MD, Chair, UCF Academic Health, Inc.; Vice President for Health Affairs and Dean, College of Medicine

Supporting Documentation:

[UCF Academic Health Bylaws](#)

Attachment A: Biography for Gerald L Hector, Senior Vice President for Administration and Finance and CFO

Facilitators/Presenters:

Youndy Cook, Interim Vice President and General Counsel

Attachment A



Gerald L. Hector

Gerald Hector is the Senior Vice President for Administration and Finance at the University of Central Florida. He oversees accounting, finance, human resources, campus safety, auxiliary enterprises, and all aspects of facilities management.

Before joining UCF, he was the Executive Vice President and Chief Business Officer for Morehouse College, and prior to that, Vice President for Financial Affairs and University Treasurer for Cornell University. He has also held similar leadership roles at Ithaca College and Johnson C. Smith University. Before joining higher education, he was the Corporate Controller for the United Negro College Fund, and a public accountant with then Deloitte and Touche.

His twenty-two-year tenure in higher education has seen him advocate for diversity and inclusion matters. He has made presentations both nationally and on the campuses he serves.

He is an honors graduate from Howard University where he majored in accounting and holds a Master of Christian Thought degree from the Gordon Conwell Theological Seminary.

UCF BOARD OF TRUSTEES
Agenda Item Summary
 Governance Committee
 June 16, 2021

Title: Amendments to Regulation UCF-2.003 Admission of Graduate Students

Information Information for upcoming action Action

Meeting Date for Upcoming Action: June 17, 2021

Purpose and Issues to be Considered:

The University proposes to amend University Regulation UCF-2.003, which sets out the basic requirements for the admission of graduate students. The university proposes to amend the regulation to: clarify that each graduate program may determine the additional requirements for admission beyond the basic requirements; specify the types of materials that programs must include as part of the admissions requirements; allowing each graduate program to determine whether it will require standardized test scores; and providing that any graduate program that does not require a standardized test score shall require international applicants to obtain course-by-course transcript evaluation by an outside service.

This regulation was posted online May 17, 2021, for public comment. No comments were received as of the date of submission of these materials.

Background Information:

Florida Board of Governors Regulation 1.001 provides that “Each Board of Trustees is authorized to promulgate university regulations in accordance with the Regulation Development Procedure adopted by the Board of Governors.” This regulation was also presented to the Educational Programs Committee on June 16, 2021 as an information only item.

Recommended Action:

Approve amendments to University of Central Florida Regulation UCF-2.003 Admission of Graduate Students.

Alternatives to Decision:

Do not amend University Regulation UCF-2.003 as proposed.
 Approve alternative amendments to University Regulation UCF-2.003.

Fiscal Impact and Source of Funding:

N/A

Authority for Board of Trustees Action:

Board of Governors Regulation 1.001

Contract Reviewed/Approved by General Counsel N/A

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

Submitted by:

Youndy Cook, Interim Vice President and General Counsel

Supporting Documentation:

Attachment A: Proposed Amended Regulation UCF-2.003 (redline)

Facilitators/Presenters:

Youndy Cook, Interim Vice President and General Counsel

UCF-2.003 Admission of Graduate Students.

(1) This regulation applies to all students who seek to be admitted to graduate programs at the University of Central Florida.

(2) Each admitted student to a graduate degree program or to a post-baccalaureate professional program must meet the following minimum requirements:

(a) Earned a bachelor's degree or equivalent from a U.S. institution of higher education accredited by one of the following accrediting bodies or its equivalent from a foreign institution

1. Accrediting Commission for Community and Junior Colleges (ACCJC)
2. New England Commission of Higher Education (NECHE)
3. Higher Learning Commission (HLC)
4. Middle States Commission on Higher Education (MSCHE)
5. Northwest Commission on Colleges and Universities (NWCCU)
6. Southern Association of Colleges and Schools Commission on Colleges (SACSCOC)
7. WASC Senior College and University Commission

AND

(b) Earned a 3.0 GPA (or equivalent) or better in all work attempted while registered as an undergraduate student working for a baccalaureate degree, OR

(c) Earned a 3.0 GPA (or equivalent) or better in all work attempted while registered as an upper division student working for a baccalaureate degree, OR

(d) Earned a previous graduate degree or professional degree or equivalent from a U.S. institution of higher education accredited by an accrediting body listed in (2)(a) or its equivalent from a foreign institution in a field related to the discipline of the program to which the applicant is applying.

(3) Each graduate program may determine other requirements for admission, consistent with the mission and purpose of their college and program beyond those listed in (2). All program admissions requirements must be published in the Graduate Catalog and are required to be reviewed and updated annually.

(a) Graduate programs must include at least 2 of the following materials to support the application:

- Letter(s) of reference
- Resume or CV
- Writing Sample
- Personal, Goal, or Professional Statement
- Research Statement
- Professional, Academic, Artistic, or Music Portfolio
- Video answer to prompt
- Other relevant supporting materials approved by the College of Graduate Studies

(b) Admissions criteria must not include preferences for applicants on the basis of race, color, national origin, disability, religion, or sex.

(4) The requirement to submit GRE, GMAT, or MCAT scores is at the discretion of the program to which the student is applying. Please refer to the current catalog for specific program level standardized test score requirements.

(a) For programs that do not require a GRE or GMAT, all international applicants must submit a course-by-course evaluation of the student's official transcript by a credential evaluation service recommended by UCF that shows a GPA equivalent of 3.0 from an earned degree equivalent to a U.S. bachelor's degree obtained from an institution of higher education accredited by an accrediting body listed in (2((a)).

~~(3) Additionally, all applicants to doctoral programs must meet the following specific requirements:~~

~~(a) Each applicant to a doctoral degree program shall present scores that are acceptable for the program to which the student is applying on the Graduate Record Examination (verbal, quantitative, and writing), or an equivalent measure on the GMAT, whichever is deemed most appropriate to the program. For the Spring, Summer, and Fall 2021 admission cycles only, this university requirement to present test scores for doctoral degree program admissions is suspended; however, each academic program may choose to continue to require test scores for such candidates for admission. If a doctoral degree program elects to waive the test score requirements for the Spring, Summer, and Fall 2021 admission cycles, the program~~

~~must notify Graduate Studies of that decision on or before October 29, 2020. Students, including international students, who already have a graduate degree obtained from a U.S. institution of higher education accredited by an accrediting body listed in (2)(a) or equivalent foreign institution in the same or in a related area are not required to take the Graduate Record Examination or GMAT unless it is required by the program.~~

~~(b) — Submit three letters of recommendation, a resume or a curriculum vita, and a written essay.~~

~~(c) — The submitted materials must be used in the context of a holistic credential review process.~~

~~(d) — Each doctoral program may determine other requirements for admission, consistent with their mission and purpose. Any additional admissions requirements so imposed by doctoral programs must be published annually in the Graduate Catalog and on the website of the doctoral program; further, such requirements shall be reviewed and updated annually.~~

~~(e) — These requirements shall not include preferences in the admissions process for applicants on the basis of any category protected by law.~~

~~(4) Additionally, all applicants to master's programs must meet the following specific requirements:—~~

~~(a) — A score on standardized exams such as the GRE or GMAT is not required by the university for admission to a master's degree program, although individual programs may still require the exams for admissions purposes.~~

~~(b) — Each master's program may determine other requirements for admission, consistent with their mission and purpose. Any additional admissions requirements so imposed by master's programs must be published annually in the Graduate Catalog and on the website of the master's program; further, such requirements shall be reviewed and updated annually.~~

~~(c) — These requirements shall not include preferences in the admissions process for applicants on the basis of any category protected by law.~~

~~(d) — For international students in master's programs that do not require a GRE or GMAT, a course-by-course evaluation of the student's official transcript must be~~

~~submitted by a credential evaluation service recommended by UCF that shows a GPA equivalent from an earned degree equivalent to a U.S. bachelor's degree obtained from an institution of higher education accredited by an accrediting body listed in (2)(a).~~

(5) In addition to the above requirements, international students must show proficiency in written and spoken English in accordance with the provisions of University Regulation UCF-2.009.

(6) All graduate applicants must indicate whether or not Florida residency is claimed. An application or residency affidavit submitted by or on behalf of a student which contains false, fraudulent or incomplete statements may result in denial of admission or denial of further registration and/or invalidation of UCF credit.

(7) Exceptions to the above requirements:

(a) In any academic term, up to 20 percent of the graduate students may be admitted in a given degree program as exceptions to the minimum requirements for graduate admissions as defined in paragraph (2) (b) & (c), above.

(b) Students who do not meet the admissions criteria and who wish to enroll in courses but not degree programs at the post-baccalaureate level may enroll under the classification of non-degree seeking students. Graduate programs wishing to admit these students to graduate degree programs after the students have satisfactorily completed up to nine hours of graduate course work may do so provided that the number so admitted is included as part of the 20 percent exception, as defined in paragraph (6)(a), above.

(8) In addition to the above requirements, all graduate applicants who are admitted must submit an immunization form. UCF Student Health Services is responsible for oversight of student immunization compliance and reserves the right to require immunizations based on recommendations from the Centers for Disease Control and Prevention (CDC) the Florida Department of Health, the Florida Board of Governors, or the UCF Board of Trustees. UCF reserves the right to refuse registration to any applicant, former student, or student whose health record indicates the existence of a condition which may be harmful to the members of the University community.

(9) Exceptions: Students may apply for an exception to the University's immunization requirements if they meet one of the following criteria and submit appropriate documentation.

- (a) Medical Basis – The student must provide a letter from a healthcare provider, signed on official medical office stationery, stating the medical reason(s) why the student is not able to receive the vaccine(s), and indicating if this is a temporary or permanent condition.
- (b) Religious Basis – The student (or the student’s parent/guardian if under 18 years old) can sign a Religious Exemption waiver upon request.
- (c) Active Duty Military and Veterans – Active Duty and Veterans may complete the waiver section of the immunization form if documentation of immunizations is unavailable at the time of registration. Proof of military service is required (DD 214 or military ID card).
- (d) With approval of the UCF President, limited UCF programs may be an exception when students will not be physically present in any UCF classroom or on any UCF campus. Should such students seek to register for face to face courses, they must comply with paragraph (8).

(10) All applicants for admission or readmission to the University of Central Florida, including to any graduate or doctoral programs of study within the University and including any applicant for post-baccalaureate study, are required to disclose on the application prior criminal conduct, pending criminal charges, and prior educational misconduct. The University reviews all applications in which a student discloses prior criminal conduct, pending criminal charges, or prior educational misconduct to determine whether the admission of the applicant is in the best interest of the University. The office responsible for this review is the Office of Student Rights and Responsibilities. Applicants who fail to disclose prior criminal misconduct, pending criminal charges, or any prior educational misconduct are in violation of the disclosure requirements of this paragraph and may be subject to appropriate action by the University, including denial of admission or readmission, revocation of admission, or other academic and/or disciplinary action prescribed by the University, up to and including dismissal. Applicants are not required to disclose minor traffic violations.

(11) Applicants may appeal an admissions decision by following the university admissions appeal procedure. Information regarding this procedure is available in the Graduate Catalog.

(12) Readmissions

- (a) Graduate students who do not maintain continuous enrollment, must apply for readmission. Readmission is not guaranteed. The readmission decision is based on multiple factors such as previous academic performance, work taken since last attending UCF, space and fiscal limitations.
 - (b) A student who was previously dismissed from his or her graduate program and would like to reapply to the same program must have an approved conditional retention plan on file before a readmission decision can be made.
- (13) Graduate applicants and graduate readmit applicants may be admitted subject to space and fiscal limitations.

Authority: BOG Regulations 1.001, 6.001, and 6.003. History—New 10-8-75, Amended 9-27-79, 1-6-82, Formerly 6C7-2.03, Amended 10-2-08, Formerly 6C7-2.003, Amended 7-30-09, 2-29-16, 9-16-16, 4-23-20, 10-22-20, _____-21.

UCF BOARD OF TRUSTEES**Agenda Item Summary**

Governance Committee

June 16, 2021

Title: Amendments to Regulation UCF-2.029 Patents, Trademarks, and Trade Secrets

 Information **Information for upcoming action** **Action****Meeting Date for Upcoming Action:** June 17, 2021**Purpose and Issues to be Considered:**

The university proposes to amend University Regulation UCF-2.029, which governs the ownership, use, and commercialization of intellectual property. The university proposes to amend the regulation to add language to paragraph (3)(b) to clarify that if the inventor is employed by UCF solely to teach in an adjunct capacity, subsection (3)(b)(i) does not apply.

This regulation was posted online May 17, 2021, for public comment. No comments were received as of the date of submission of these materials.

Background Information:

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

Recommended Action:

Approve amendments to University of Central Florida Regulation UCF-2.029 Patents, Trademarks, and Trade Secrets.

Alternatives to Decision:

Do not amend University Regulation UCF-2.029 as proposed.

Approve alternative amendments to University Regulation UCF-2.029.

Fiscal Impact and Source of Funding:

N/A

Authority for Board of Trustees Action:

Board of Governors Regulation 1.001

Contract Reviewed/Approved by General Counsel N/A **Committee Chair or Chair of the Board has approved adding this item to the agenda** **Submitted by:**

Youndy Cook, Interim Vice President and General Counsel

Supporting Documentation:

Attachment A: Proposed Amended Regulation UCF-2.029 (redline)

Facilitators/Presenters:

Youndy Cook, Interim Vice President and General Counsel

UCF-2.029 Patents, Trademarks and Trade Secrets.

(1) General.

- (a) This regulation is applicable to all University Personnel (as defined in section (2)(a)). Nothing herein shall be deemed to limit or restrict the University's full exercise of its legal rights and authority.
- (b) The University possesses all rights to and has the authority, at its option, to take any action necessary and proper to secure Intellectual Property owned by the University, and the University may take all steps necessary and proper to protect and enforce its rights. University profits derived from Intellectual Property subject to this Regulation shall be shared with the Inventor and/or Creator in accordance with this Regulation, University Regulation UCF-2.033, any applicable collective bargaining agreements, and policies or procedures established by the University, including the Office of Research and Commercialization. In the event of a conflict between this regulation and any departmental or university policy, this Regulation shall control.
- (c) It is a purpose of this Regulation to state University-wide policies governing the ownership, use, and commercialization of Inventions, Trademarks, and Trade Secrets. The University encourages University Personnel to engage in research and scholarly endeavors that may result in Inventions, Trademarks, and Trade Secrets. To that end, the University has developed a robust operation to support University personnel in research endeavors and to commercialize the Intellectual Property that may result from those endeavors. Where the University asserts ownership rights, the University will share proceeds of any commercialization efforts with the appropriate University Personnel.
- (d) Research is a basic objective of the University, undertaken to educate students, stimulate a spirit of inquiry, solve problems, and create new knowledge. Although the research and teaching missions of the University always take precedence over intellectual property considerations, adequate recognition of and incentive to potential Inventors through the sharing of the financial benefits resulting from the transfer and development of patentable Inventions and other marketable forms of Intellectual Property encourages the creation of such Intellectual Property and serves the public interest. In sharing the proceeds with Inventors, the University recognizes

inventorship, encourages and supports research within the University, and recognizes the interests held by outside sponsors of University research.

- (e) This Regulation addresses only Patents, Trademarks, and Trade Secrets. Copyrights and Works are addressed in University Regulation UCF-2.033 and in applicable collective bargaining agreements.

(2) Definitions. For purposes of interpreting and applying the substantive provisions of this Regulation, the following definitions shall apply:

- (a) “University Personnel” shall mean all full-time and part-time employees of the University, whether or not they are members of a collective bargaining unit, including all faculty, staff, and post-doctoral fellows; appointees of the University who receive University Support (as defined below), including volunteers, adjuncts, and courtesy faculty; persons paid by or through the University, including contractors and consultants; and anybody working under University auspices and anybody receiving University-Support (as defined below). Students, including undergraduate, graduate and professional students, who are encompassed within any of these categories, shall be considered University Personnel for purposes of this Regulation.
- (b) “Work” means, in accordance with Title 17 of the U.S. Code, any original work of authorship that is or may be subject to Copyright. “Work” includes but is not limited to printed material (such as books, articles, memoranda, and texts), computer software or databases, audio and visual material, circuit diagrams, architectural and engineering drawings, lecture, musical or dramatic compositions, musical works, dramatic works, motion pictures, multimedia works, web pages, sound recordings, choreography, and pictorial or graphic illustrations or displays, and any creative expression of a Trademark used in connection with these items. “Work” does not include any patentable material, which is encompassed within the definition of an Invention, but an Invention may include a related Work. Rights to Works are addressed in University Regulation UCF-2.033, Copyrights and Works.
- (c) “Invention” shall include (i) any discovery, invention, process, composition of matter, article of manufacture, know how, design, model, technological development, biological material, strain, variety, culture of any organism, or portion,

modification, translation or extension of these items which is or may be patentable or otherwise protected under Title 35 of the United States Code, or that is or may be protected as a Trade Secret, under the Florida Trade Secrets Act, Ch. 688, Fla. Stat. or any similar act of another State, as may be relevant, (ii) any novel variety of plant that is or may be patentable or otherwise protected under the Plant Variety Protection Act (7 U.S.C. §2321 *et seq.*), (iii) any Trademark, and/or (iv) any directly related know-how used in connection with these items. Instructional Technology Material which is or may be patentable is included in this definition.

- (d) “Creator” shall mean any University Personnel who create(s) a Work.
- (e) “Inventor” shall mean any University Personnel who make(s) or discover(s) an Invention.
- (f) “Makes” or “made” when used in conjunction with any Invention shall mean the conception or constructive or first actual reduction to practice of such Invention.
- (g) “University Support” shall mean the non-incidentual use of University funds, personnel, facilities, equipment, materials, technical information, or students in the creation or making of a Work or Invention; and does not include the inconsequential use of resources made available to the University community for common use. “University Support” includes support provided by other public or private organizations when it is arranged, administered or controlled by the University, including but not limited to research and investigations that are sponsored by the University and/or that are carried out by public funds.
- (h) “Patent” means a property right granted by the Government of the United States of America to an Inventor to exclude others from making, using, offering for sale, or selling an Invention throughout the United States or importing the Invention into the United States for a limited time in exchange for public disclosure of the Invention. The term also includes patent rights that may be granted by foreign governments.
- (i) “Trade Secret” means information, including a formula, pattern, compilation, program, device, method, technique, or process that: (i) derives independent economic value, actual or potential, from not being generally known to, and not being readily ascertainable by proper means by, other persons who can obtain

economic value from its disclosure or use; and (ii) is the subject of efforts that are reasonable under the circumstances to maintain its secrecy.

- (j) “Intellectual Property” refers to Works, Inventions, Trademarks and Trade Secrets.
- (k) “UCFRF” means the University of Central Florida Research Foundation, Inc., a direct support organization of the University which supports the research and sponsored program activities of the University.
- (l) “Trademark” means a name, symbol, figure, letter, word or mark adopted and used to designate the source of goods and/or services arising from an Invention or a Work.
- (m) “Outside Activity” means private practice, private consulting, additional teaching or research, financial interest, or other activity, compensated or uncompensated that: (i) is not part of University Personnel’s assigned duties; (ii) is not compensated by the University; and (iii) does not involve University Support. Outside Activity is subject to the requirements of this Regulation and other University Policies and Regulations, including but not limited to University Regulation UCF-3.018.

(3) Rights in Inventions, Trademarks, and Trade Secrets.

- (a) *Inventions made as a result of personal endeavors are owned by University Personnel.*
 - (i) Inventions made outside the field or discipline in which the Inventor is employed by the University (i.e. the field or discipline in which the Inventor conducts research, teaches, and/or provides service activities for the University), for which the idea came from the Inventor, and for which there has been no University Support (as defined in 2(g)), are the property of the Inventor.
 - (ii) Inventions resulting from Outside Activity. University Personnel, after reporting the details in accordance with applicable University procedures and receiving authorization, may engage in Outside Activity. University Personnel seeking to engage in Outside Activity are advised to review the terms of University Regulation UCF-3.018 and any applicable collective bargaining agreement. University Personnel engaged in Outside Activity should use great care to determine that Intellectual Property clauses in their

Outside Activity agreement(s) do not involve conflicts of interest and are not in conflict with sponsored grants or contacts, or with University policy. If the individual seeking to engage in an Outside Activity is asked to sign an agreement relating to the Outside Activity that purports to waive any University right(s) in any Intellectual Property, a copy of this Regulation shall be provided to the person asking for a waiver before the Outside Activity begins. University Personnel are not authorized to waive University rights, and any such waiver is deemed rejected by the University unless specifically accepted by the Vice President of Research & Commercialization or designee.

- (A) All Inventions arising from authorized Outside Activity and outside the field or discipline of the Inventor are the property of the Inventor.
- (B) Undisclosed Outside Activity is considered unauthorized. Any Invention arising from undisclosed Outside Activity must be disclosed to the Vice President of Research & Commercialization (see 3(c)). If the Inventor claims the Invention resulted from Independent Effort(s), then as part of the disclosure, the Inventor shall provide sufficient documentation to substantiate the claim. As used in this section, the term "Independent Effort(s)" means that the Invention is outside the field or discipline of the Inventor and was made without University Support.
- (C) Upon receipt of written notice from the Vice President of Research & Commercialization confirming the University's decision not to assert a University interest in an Invention resulting from unauthorized Outside Activity, the Inventor shall have the right to determine the disposition of such Invention. However, the Inventor and the Vice President of Research & Commercialization may agree that a patent for such Invention will be pursued by the University; in that event, the Inventor and University shall share in the proceeds of any Invention as provided by this Regulation and any applicable policies or procedures established by the Vice President of Research &

Commercialization including applicable UCFRF Guidelines and Procedures for Distribution of Funds or in such other manner as the parties may agree.

- (b) *Inventions Owned by the University.* Inventions (i) made in the field in which the Inventor is employed by the University (i.e. the field or discipline in which the Inventor conducts research, teaches, and/or provides service activities for the University), or (ii) for which there has been University Support (as defined in 2(g)), are the property of the University, and the Inventor(s) shall share in the proceeds therefrom. Such Inventions and related rights shall be the property of the University and are hereby assigned to the University by the Inventor(s). Where the Inventor is employed by UCF solely to teach in an adjunct capacity, subsection 3(b)(i) does not apply.

(4) Disclosure/University Review. University Personnel are required to disclose all Inventions owned by the University and all Inventions resulting from any Outside Activity within the field or discipline of the inventing University Personnel. It is the policy of the University that, in general, research results should be publishable; publication of such results in appropriate venues is encouraged. However, if the publication of research results may reveal an Invention in which the University has an interest, University Personnel should seek advice on how and when to publish the results in order that potential patent rights for the Invention are not compromised. That is, upon the making of an Invention and prior to any publication or public disclosure, University Personnel shall promptly and fully disclose to the Vice President of Research & Commercialization any Invention described in 3(b).

- (a) The disclosure shall be made on the forms and according to procedures prescribed by the Vice President of Research & Commercialization. At a minimum the disclosure shall: (1) identify each Inventor, (2) provide a brief description of the Invention, and (3) identify and summarize the research project including the participants and applicable funding sources.
- (b) The Vice President of Research & Commercialization shall inform the Inventor within one hundred twenty (120) days from the date of disclosure whether the University will assert its interest in the Invention and pursue patent, trademark,

and/or copyright protection for the Invention and/or define certain elements of the Invention for protection as trade secret.

- (c) In the event the University elects to obtain a Patent, register a Trademark or a Copyright, or to formally define a Trade Secret to protect the University's rights in the Invention, University Personnel will execute any and all necessary documents to affirm, publicly formalize, and record the transfer of all rights to the University or to UCFRF. UCFRF is required to comply with the same policies and procedures regarding allocation of proceeds/royalties as the University.
 - (d) In the event the University asserts its rights in the Invention, all costs and expense of patenting, developing, and marketing the Invention and related activities, including those which may lead to active licensing of the Invention, shall be paid by the University.
 - (e) Allocation of proceeds/royalties shall be made in accordance with this Regulation and any applicable policies or procedures established by the Vice President of Research & Commercialization including the applicable UCFRF Guidelines and Procedures for Distribution of Funds. The University's costs and expenses shall be recovered before any division of revenue is made. For any Invention that results from research done in a thesis or dissertation or in connection with a thesis or dissertation related project, the amount allocated to the Inventor(s) shall be divided between the faculty member who directed the research and the graduate student(s) who invented the Invention in a manner that reflects their relative contributions to the Invention as determined by the Vice President of Research & Commercialization.
 - (f) The Inventor shall not commit any act that would tend to defeat the University's or Inventor's interest in the Invention, such as making a public disclosure of the Invention prior to the University obtaining applicable intellectual property protection, and shall take any necessary steps to protect such interests.
- (5) Release of University Rights. If the University elects not to assert its interest in an Invention owned by the University, all rights to the Invention shall be released to the Inventor upon the Inventor's request and subject to any existing third party right.
- (a) If the University's ownership interest in an Invention is waived, the Inventor must disclose any potential conflict of interest created by the Inventor's ownership of the

Invention when proposing research to be conducted using University resources that could reasonably appear to influence the financial value of the Invention.

- (b) The University's release of the Invention to the Inventor(s) shall be contingent upon the execution of a written agreement with the Inventor(s) that grants to the University: (1) a right to a ten percent (10%) share of proceeds arising from or attributed to the Intellectual Property valuation of the Invention and received by the Inventor from a third-party for commercialization of the Invention or transfer of ownership of the Invention, and (2) a royalty free right to the Invention for educational and research purposes of the University and for the governmental purposes of the State of Florida.

(6) University Withdrawal and Transfer of Rights to Inventor.

At any stage in the formalizing of Intellectual Property registration (such as making a patent application or maintaining the patent) or in the commercial application of an Invention, the University at its sole discretion may elect to withdraw from further involvement in the protection or commercial application of the Invention. If the University elects to withdraw upon the Inventor's request, the University may transfer the Invention rights not subject to third-party rights to the Inventor. Under these circumstances, the Invention shall become the property of the Inventor and none of the costs incurred by the University or on its behalf shall be assessed against the Inventor; however, the provisions of paragraph (5) and this paragraph will apply. Where the University assigns or releases its rights to the Inventor, the Invention shall be available royalty-free for governmental purposes of the State of Florida and research or instructional purposes of the University unless otherwise agreed to in writing.

Authority: BOG Regulation 1.001, Florida Statutes s. 1004.23. History—New 10-8-75, Amended 7-14-80, Formerly 6C7-2.29, Amended 3-16-03, Formerly 6C7-2.029, Amended 1-24-12, ____-21.

UCF BOARD OF TRUSTEES

Agenda Item Summary

Governance Committee

June 16, 2021

Title: Amendments to Regulations UCF-3.040 Benefits and Hours of Work and UCF-3.042 Separations of Employment

 Information Information for upcoming action Action

Meeting Date for Upcoming Action: June 17, 2021

Purpose and Issues to be Considered:

The university proposes to amend University Regulation UCF-3.040 which addresses benefits and hours of work for non-unit university employees. The university proposes to remove language regarding compensatory and special compensatory leave for non-exempt USPS employees, because this language has not applied since November 18, 2016. Additionally, language regarding retirement is removed because such options are defined by the State and fluctuate. Other proposed changes are: use of recovery leave terminology in place of compulsory leave and changes to the language describing recovery leave; new language to allow supervisors to require employees to provide documentation to support the need of administrative leave (e.g. jury summons); expansion of bereavement leave to three paid days for both USPS and A&P (including Executive Service) employees; and minor edits made throughout.

The university also proposes to amend University Regulation UCF-3.042 which addresses separations of employment from the University. Specifically, the university proposes to add language for employees that fail to provide a two-week notice of resignation designating them ineligible for rehire except in certain circumstances. This language aligns with the language already in Regulation UCF-3.0122 Resignation and Nonrenewal of Non-unit Faculty and A&P Staff Members.

These regulations were posted online May 17, 2021, for public comment. No comments were received as of the date of submission of these materials.

Background Information:

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

Recommended Action:

Approve amendments to University of Central Florida Regulations UCF-3.040 Benefits and Hours of Work and UCF-3.042 Separations of Employment.

Alternatives to Decision:

Do not amend University Regulations UCF-3.040 and UCF-3.042 as proposed.

Approve alternative amendments to University Regulations UCF-3.040 and UCF-3.042.

Fiscal Impact and Source of Funding:

N/A

Authority for Board of Trustees Action:

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-3.040 (redline)

Attachment B: Proposed Amended Regulation UCF-3.042 (redline)

Facilitators/Presenters:

Youndy Cook, Interim Vice President and General Counsel

UCF-3.040 Benefits and Hours of Work.

~~(1) Except as provided by any applicable collective bargaining agreement, this regulation applies to all employees based on their appointment type with the university.~~

~~(24) Benefits made available to Faculty, A&P (including Executive Service), and USPS include, but are not limited to: paid and unpaid leave, holidays, State and University-sponsored insurance and retirement programs, and retirement.~~

~~(32) Benefits made available to Post-Doctoral Associates (PDA) include health insurance, paid annual leave, and paid sick leave and should be prorated based on full-time equivalency and date of hire. The leave is tracked by the department.~~

~~(43) Benefits made available to residents and fellows in a program of graduate medical education in the College of Medicine are provided as described in College of Medicine Graduate Medical Education policies.~~

~~(54) Benefits made available to OPS may include university and State-sponsored insurance for those that meet the eligibility criteria. For example, in accordance with the Shared Responsibility for Employers provision of Patient Protection and Affordable Care Act (PPACA) of 2010 (26 U.S. Code § 4980H, et seq.), OPS employees who meet state eligibility criteria may be eligible for State-sponsored health insurance benefits.~~

~~(5) Under the Family Medical Leave Act (FMLA), OPS employees may be eligible for unpaid leave.~~

~~(6) Benefits and h~~Hours of work requirements shall be administered consistent with the following provisions.

(a) Each employee is expected to work the number of hours in the employee's established workweek unless on approved leave. ~~Benefits shall be provided in proportion to the established scheduled hours and in compliance with federal and state health reform laws.~~

(b) The minimum workweek is 40 hours for full-time employees. ~~Pay for designated University holidays (maximum of eight hours) and accrued leave are not considered overtime and are paid at the employee's regular pay rate.~~—Approved leave may be adjusted to ensure an employee's workweek will not exceed 40 hours.

(c) Pay for designated University holidays (maximum of eight hours) and accrued leave are not considered overtime and are paid at the employee's regular pay rate.

(7) Overtime Compensation for non-exempt employees. Non-exempt employees must be paid overtime at the rate of 1.5 times their regular rate of pay for all hours ~~actually~~ worked beyond 40 in the employer's designated work week (Friday through Thursday).

- (a) There are limited exceptions to this rule as authorized by FLSA, including an exception relating to law enforcement personnel.
- (b) When leave is used or paid holidays occur, those hours do not count toward the calculation of hours worked. ~~unless required by university procedure or collective bargaining agreement.~~
- (c) Overtime compensation shall be paid no later than the end of the following pay period.

~~(8) Compensatory leave for non-exempt USPS employees.~~

~~(a) Prior to November 18, 2016, overtime compensatory leave was provided in lieu of payment for overtime for nonexempt USPS employees at the rate of one and one half times the total hours worked beyond 40 in the workweek.~~

~~1. The maximum overtime compensatory leave an employee could accrue was 120 hours. When the employee's overtime compensatory leave balance reached 120 hours, the employee was not allowed to earn additional overtime compensatory leave until s/he reduced the balance by using the leave.~~

~~2. Employees who have accrued overtime compensatory leave are required to use such leave before using annual leave.~~

~~3. If the employee separates from employment or transfers to another department, the employee shall be paid for all unused overtime compensatory leave at the employee's regular rate of pay, by the sending department.~~

~~4. Effective November 18, 2016, overtime compensatory leave will no longer be an option (exception: in unit PBA). Employees who work overtime hours shall be paid in accordance with section (7) of this regulation.~~

~~5. Employees who have overtime compensatory leave balances as of November 18, 2016, should coordinate with their supervisors to use the hours prior to July 1, 2018. Any~~

~~employees with an overtime compensatory leave balance at that time, will receive a payout to zero out the balance.~~

~~(b) — Prior to November 18, 2016, special compensatory leave was provided to non-exempt USPS employees as follows:~~

~~1. — Special compensatory leave was provided to compensate an employee for a university designated holiday when: the employee observed the holiday and worked 40 hours the week during which the holiday occurred; the holiday fell on the employee's regularly scheduled day off; or the employee was required to work the holiday.~~

~~2. — Special compensatory leave was provided to compensate an employee for administrative leave for jury duty or court appearance provided in Section (16)(a) and (b) below when the employee worked 40 hours during the workweek in which the jury duty or court appearance occurred.~~

~~3. — Special compensatory leave was provided to employees required to perform essential duties during an emergency closing for the hours worked during the closing.~~

~~4. — There was no limit on the amount of Special Compensatory Leave an employee could accrue.~~

~~5. — Employees who have accrued special compensatory leave will be required to use such leave before using annual leave.~~

~~6. — The appropriate Vice President or Dean may elect to pay an employee for a part or all accrued special compensatory leave at any time. If the employee separates from employment or transfers to another department, the employee shall be paid for all unused special compensatory leave at the employee's regular rate of pay, by the sending department.~~

~~7. — Effective November 18, 2016, special compensatory leave accruals will no longer be an option (exception: in-unit PBA). Employees who work in a pay period that generates the earning of special compensatory hours, shall be paid for those hours when paid for that pay period.~~

~~8. — Employees who have special compensatory leave balances should coordinate with their supervisors to use the hours prior to July 1, 2018. Any employees with a special compensatory leave balance at that time will receive a payout to zero the balance.~~

(89) An employee in a Faculty, USPS, or A&P (including Executive Service) appointment shall be paid in proportion to their FTE status for all holidays designated for UCF employees, up to eight (8) hours per holiday.

(940) Faculty, USPS, or A&P (including Executive Service) appointments shall accrue ~~Leave shall be accrued~~ while in pay status and shall have such leave be credited on the last day of that pay period or, in the case of separation, on the last day of employment. ~~the employee performed services.~~

(1044) During approved unpaid leave for parental, foster care, medical or military reasons, an employee in a leave-accruing position may use accrued leave to continue the contributions to their benefits and other payroll deductions. ~~expenses.~~—Under such circumstances, the employee must use a minimum of ten accrued leave hours per week until such leave is exhausted.

(1142) Unless agreed otherwise, an employee shall be employed in the same or similar status upon completion of the approved leave period. While on paid leave, an employee may not be employed elsewhere unless approved by the University in writing. The outside activity and dual compensation regulations may apply in such circumstances.

(1243) ~~Compulsory-Recovery~~ leave initiated by the employer ~~provisions~~ shall be consistent with the following provisions.

- (a) Medical certification by an approved health care provider may be required.
- (b) Notice shall be provided to the employee identifying duration of the leave, the conditions for return to the position, and whether such leave shall count toward FMLA entitlements.
- (c) The employee may be allowed to use accrued leave during compulsory recovery leave to continue the contributions to their benefits and other expenses.
- (d) Unless agreed otherwise, an employee shall be employed in the same or similar status upon completion of the approved leave period and upon receipt of medical certification.
- (e) Employees who fail to meet the conditions of the compulsory-recovery leave or who may be unable ~~fail to obtain medical certification and are~~ unable to perform their essential duties or fail to obtain medical certification

may be required to engage in the university's interactive accommodation process to determine if an accommodation can be made; or whether the employee will be offered part time employment, placed on unpaid leave or have such leave extended, be requested to resign, or be dismissed for inability to perform the duties of the position. The employee may also choose to resign at any point during the recovery leave process.

~~(1314)~~ Employees are provided with 12 workweeks of Family and Medical Leave within a 12-month period in compliance with the Family and Medical Leave Act (FMLA) of 1993 (29 USC s. 2601, et seq.) and implementing regulations (29 CFR Part 825). The 12-month period is defined as the fiscal year (July 1-June 30). All employees are eligible (including OPS and Post-Doctoral Associate employees) who have worked at least 12 months (these need not have been consecutive) and who have worked at least 1,250 hours in the 12-months prior to the leave. Leave-accruing employees may use accrued leave when taking an FMLA leave.

~~(1415)~~ Employees shall be provided with up to six months unpaid parental leave ~~(unless otherwise defined by collective bargaining agreement)~~ when the employee becomes a biological or adoptive parent. Parental leave shall begin no more than two weeks prior to the expected date of the child's arrival unless otherwise approved by the supervising physician or appropriate Dean or Director. The employee taking parental leave may only use accrued sick leave, ~~but accrued sick leave may only be used during the time when~~ the supervising physician restricts the employee from working.

~~(1516)~~ Employees are granted paid administrative leave as follows. Administrative leave shall not count as hours worked for purposes of calculating overtime nor is it accrued. Upon request, employees may be asked to provide documentation that supports the usage of aAdministrative H-leave (e.g., jury summons).

- (a) Administrative leave for jury duty shall not exceed the number of hours in the employee's normal workday. If jury duty does not require absence for the entire workday, the employee shall return to work immediately upon release from the court. If the jury duty does not coincide with the regular work schedule, the employee shall be granted administrative leave based on the total hours served on jury duty and such leave shall be granted on the

- next scheduled work shift. Any jury pay shall be retained by the employee.
- (b) When job duties require court attendance, such as law enforcement officers under subpoena to appear in a proceeding because of their position with the University, this will be considered time worked. Administrative leave shall be provided to an employee summoned as a witness in a matter not involving personal interests, but shall not be provided to an employee who: is a defendant in a criminal matter, where criminal matter means either an alleged misdemeanor or felony; ~~who~~ has received a summons to appear in traffic court (except as a witness); ~~who~~ is a party to a civil case, either as plaintiff or defendant; or ~~who~~ has any personal or familial interest in the proceedings.
 - (c) Administrative leave for athletic competition in Olympic events shall be provided in accordance with Section 110.118, F.S.
 - (d) Administrative leave up to ~~threetwo~~ (3) days shall be provided to A&P (including Executive Service) and USPS employees in a leave--accruing appointment a non-exempt employee upon the death of an immediate family member. Immediate family member is defined as an employee's spouse (or persons bearing the same relationship to the employee's spouse), domestic partner, children (includes step, adopted, foster, and children for whom the employee has parent responsibilities), and their spouses, legal dependents, parents (includes biological, adoptive, foster, step, and loco parentis), siblings and their spouses, grandchildren, and grandparents. ~~(grandparents, parents, children, grandchildren and siblings of the employee, employee's spouse.)~~
 - (e) Administrative leave shall be provided for official emergency closing of University facilities per UCF Regulation 3.035.
 - (f) The President or designee may provide administrative leave for Florida Disaster Volunteers in accordance with Section 110.120, F.S.
 - (g) The supervisor may provide administrative leave up to one hour for voting in public elections when it is not possible for the employee to vote outside of their normal work schedule. If early voting procedures are in effect,

employees are not eligible for this benefit. The employee must request this leave in advance.

- (h) An employee who has been rated by the United States Department of Veterans Affairs or its predecessor to have incurred a military-service-connected disability and has been scheduled by the United States Department of Veterans Affairs to be reexamined or treated for the disability shall be granted administrative leave for such reexamination or treatment without loss of pay or benefits. However, such paid leave may not exceed 48 hours per calendar year. Employees should request the administrative leave in advance from their supervisor and provide a copy of the official documentation for the timekeeping records. If an employee fails to do so and later requests administrative leave, departments are permitted to approve adjustments to dates within the current calendar year.

(1617) Other forms of administrative leave. Administrative leave under this section (1617) may be paid or unpaid at the discretion of the appropriate University official. For faculty, administrative leave and pay status decisions under this section (1617) will be made by the President or designee. For A&P (including Executive Service) and USPS, administrative leave and pay status decision under this section (1617) will be made by the CHRO or designee. If paid, administrative leave under this section (1617) shall not count as hours worked for purposes of calculating overtime, ~~and shall not accrue~~. An employee may be placed on administrative leave for the following:

- (a) If it is determined that the employee's presence in the workplace may result in damage to property, or injury to the employee or others.
- (b) When the employee is under investigation.
- (c) Where deemed appropriate to unique or specific circumstances related to the employee and/or if determined to be in the best interest of the University.

(1748) Military leave and reemployment rights shall be provided to Faculty, A&P (including Executive Service) and USPS employees consistent with Federal and State laws. OPS employees, including Post-Doctoral Associates, may request time off for military duty obligations. However, OPS employees are not eligible for military pay supplements or

extended leaves of absence.

(1849) Workers' Compensation benefits for an injury compensable under the Florida Workers' Compensation Law shall be provided consistent with the following.

- (a) An employee shall remain in full pay status for a period up to a maximum of forty (40) hours without being required to use accrued leave. If, during that period, the employee receives Workers' Compensation benefits, then the employee shall reimburse the University the amount of the benefits. Such reimbursement shall not include payments for expenses related to medical, surgical, hospital, or nursing treatment or payments of disability losses.
- (b) An employee may elect to use accrued leave to supplement Workers' Compensation payments up to the employee's regular salary/rate of pay.
- (c) The period of paid or unpaid job-related disability leave shall be in accordance with Chapter 440, F.S.
- (d) An employee who was injured in the workplace may be returned to alternate duty consistent with established University policies or procedures.
- (e) If at the end of the leave period, an employee is unable to return from leave to work full-time and perform the duties of the position, the CHRO or designee may offer the employee a part-time appointment, place the employee on unpaid leave, extend the leave status, request the employee's resignation, or terminate the employee from employment.

~~(20) In accordance with Fla. Stat. §121.35(3), all new Faculty and A&P employees are automatically enrolled in the Optional Retirement Program (ORP) unless such employee elects membership in the Florida Retirement System. Such election shall be made in writing and submitted to UCF Human Resources. Any employee who is eligible to participate in the Optional Retirement Program and who fails to execute a contract with one of the approved companies and submit a copy of said contract accompanied by a completed ORP 16 SUSORP Retirement Plan Choice Form within 90 days after the date of eligibility shall be deemed to have elected membership in the Florida Retirement System, except as provided in s. 121.051(1)(a), which states that a faculty member in the College of Medicine may~~

~~not participate in the Florida Retirement System. Faculty members in the College of Medicine shall participate in the Optional Retirement Program.~~

(1924) Adjunct faculty, OPS non-student employees, Post-Doctoral Associates, Medical Residents, and Medical Fellows are automatically enrolled in the 401(a) FICA ~~Alternative Replacement~~ Plan as a mandatory condition of employment. This is a mandatory retirement ~~system plan~~ and such employees do not contribute to or receive credits in the Social Security system.

Authority: BOG Regulation 1.001. History— New 5-16-12. Amended 2-8-16, 12-19-16, 7-20-17, 1-18-18, _____-21.

UCF-3.042 Separations from Employment.

(1) Except as provided by any applicable collective bargaining agreement, this regulation is applicable to all UCF employees.

~~(2) Failure to provide at least two (2) weeks' written notice of resignation will result in the designation of the employee as ineligible for rehire, except in cases of medical or family emergency, or where the employee's early departure is approved by the University.~~

~~(3) Employees are required to work their resignation notice period unless on approved leave of absence. Failure to work during the resignation notice period will may result in the designation of the employee as ineligible for rehire.~~

~~(2) An employee who resigns from employment shall not have any rights of appeal.~~

(43) An employee who resigns from employment while under an official investigation by the university may have their resignation status adjusted to reflect "ineligible for rehire" should the investigation substantiate violation(s) of university regulations, policies, or the UCF Employee Code of Conduct.

~~(5) An employee who resigns from employment shall not have any rights of appeal, either as to the resignation or as to any other matter arising during their employment.~~

(64) An employee who is USPS, A&P (including Executive Service) or OPS (including Post-Doctoral Associates) and is absent without approved leave for three or more consecutive workdays may be considered to have abandoned their position.

~~(75) The president or designee may separate an employee in accordance with university regulations, policies, or procedures.~~

~~(86) OPS employees and other employees not in regular positions (e.g., interim, temporary, time-limited, visiting or emergency appointments) may be separated from employment at any time without the requirements of notice or reason and without rights of appeal.~~

However, they may meet with the dean or director of the appropriate unit to register any concerns and request a review of their separation. If the ~~organization unit~~ does not have a dean or director, then another appropriate administrator who is at the dean or director level or above shall substitute ~~who is at the dean or director level or above~~. For example, an associate vice president or vice provost could substitute for a dean or director if the employee worked in such an office. Adjunct faculty who are on contract may have rights stipulated by their contract, so supervisors should contact Academic Affairs prior to taking

any action.

(97) Non-tenured or non-regular Faculty and A&P whose appointments expire after receiving notice of non-renewal or non-reappointment or whose appointment expires without the requirement of a written notice of non-reappointment may be separated without further notice.

(108) Employees may be laid off in accordance with Regulation UCF-3.0123.

(119) USPS employees without regular status may be separated from employment at any time without any requirements of notice or reason and without rights of appeal. However, they may meet with their dean or director of the appropriate unit to register any concerns and request a review of their separation. If the organization does not have a dean or director, then another appropriate administrator who is at the dean or director level or above shall substitute ~~who is at the dean or director level or above~~. For example, an associate vice president or vice provost could substitute for a dean or director if the employee worked in such an office.

(1240) Separation Clearance.

- (a) All persons separating from employment with the university are required to return to the university all university property in their possession and settle their account with UCF on or before their last work day. Failure to return university property may result in a categorization of the employee as ineligible for rehire, regardless of the nature of the separation from employment.
- (b) The university reserves the right to subtract any amounts owed to the university or to subtract an amount to compensate for unreturned property from any funds which are due the employee (considering federal minimum wage requirements) and may delay or withhold the issuance of transcripts where applicable.
- (c) The employee's supervisor is responsible for ensuring proper separation procedures are followed and for notifying the department or college head if property or keys are not returned or accounts are not settled.

Authority: BOG Regulation 1.001. History–New 5-29-12, 9-27-18, _____-21.

UCF BOARD OF TRUSTEES
Agenda Item Summary
 Governance Committee
 June 16, 2021

Title: Amendments to Regulation UCF-4.034 University Direct Support Organizations

Information Information for upcoming action Action

Meeting Date for Upcoming Action: June 17, 2021

Purpose and Issues to be Considered:

This agenda item presents proposed amendments to University Regulation UCF-4.034. This regulation is proposed to be amended to better align with BOG Regulation 9.011 and the recently approved Resolution on Presidential Authority. New language has been added to address updates to the equal opportunities language required in DSO bylaws: to reference thresholds when Board of Trustees approval is required for purchase of goods and services, acquisition of real property and construction or renovation of facilities; to provide that the DSO governing boards are the appropriate boards for approving tax forms; and to state that DSOs are prohibited from giving to political committees. In addition, language has been removed that is no longer authorized or required under the existing BOG regulation 9.011.

This regulation was posted online May 17, 2021, for public comment. No comments were received as of the date of submission of these materials.

Background Information:

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

Recommended Action:

Approve amendments to University of Central Florida Regulation UCF-4.034 University Direct Support Organizations.

Alternatives to Decision:

Do not amend University Regulation UCF-4.034 as proposed.
 Approve alternative amendments to University Regulation UCF-4.034.

Fiscal Impact and Source of Funding:

N/A

Authority for Board of Trustees Action:

Board of Governors Regulation 1.001

Contract Reviewed/Approved by General Counsel N/A

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

Submitted by:

Youndy Cook, Interim Vice President and General Counsel

Supporting Documentation:

Attachment A: Proposed Amended Regulation UCF-4.034 (redline)

Facilitators/Presenters:

Youndy Cook, Interim Vice President and General Counsel

UCF-4.034 University Direct Support Organizations.

(1) As provided in Section 1004.28, Florida Statutes, and Florida Board of Governors Regulation 9.011, a Direct Support Organization is an organization ~~that is~~ certified by the University of Central Florida Board of Trustees as operating in a manner consistent with the goals of the University and the best interest of the State.

(2) To obtain certification as a Direct Support Organization, the organization ~~must~~ will submit to the Board of Trustees the following:

- (a) The proposed Articles of Incorporation.
- (b) The proposed Bylaws, which ~~shall~~ will describe the operating procedures and specific individual responsibilities of the ~~b~~Board of ~~d~~Directors, committees, and officers of the organization.

(3) The Articles of Incorporation and the Bylaws, together, ~~shall~~ will provide ~~that~~:

- ~~(a) Persons employed by the organization shall not be considered to be employees of the State of Florida by virtue of employment by the organization.~~
- ~~(a) The chief executive officer or director of the organization shall be selected and appointed by the governing board of the organization, subject to prior approval by the President of the University.~~ The director or chief executive officer ~~will~~ shall report to the President of the University or the President's designee, ~~who shall be a vice president or other senior officer reporting directly to the President.~~
- ~~(b) The Chair of the Board of Trustees shall appoint at least one Trustee representative to the board of directors and any executive committee (if any) of the organization, and the President of the University or his/her/their designee shall also serve on the board of directors and any executive committee of the organization. The Board of Trustees shall approve all appointments to each Direct Support Organization Board of Directors, except for the Chair's Trustee representative and the President (or President's designee). The Chair's Trustee representative may not be the University President; nor may the Chair and President appoint the same person to represent both the Chair and the President on any one Direct Support Organization board.~~

(~~ce~~) Any subsequent amendments to the Articles of Incorporation or Bylaws of the organization will ~~must~~ be submitted to the Board of Trustees for approval prior to becoming effective.

(~~de~~) The organization ~~shall~~ will provide equal employment opportunities for all persons regardless of race, color, religion, sex, age, ~~or~~ national origin, disability, marital status, veteran status, or any other basis protected by law. Personal services provided to the organization will ~~must~~ comply with Section 1012.976, Florida Statutes.

(4) Upon certification by the Board of Trustees, a Direct Support Organization is authorized to use the property, facilities, and personal services of the University.

(5) All debt issued by a Direct Support Organization is subject to the Florida Board of Governors Debt Management Guidelines and all public-private partnership transactions involving a direct support organization are subject to the State University System Public-Private Partnership Guidelines.

(6) DSOs will require approval by the Board of Trustees for the purchase of goods and services, acquisition of real property, and the construction or renovation of facilities, at the thresholds more particularly set forth in the Resolution on Presidential Authority, as the delegated authorities may be updated from time to time.

~~Direct support organizations shall conduct business in accordance with the UCF Debt Management Guidelines and the Delegation of Authority to the President. As required therein, the Board of Trustees shall approve: purchases, acquisitions, and project expenditures with an annual financial commitment, obligation, or contingent risk of five million dollars or .5% of the university budgets, whichever amount is smaller; a contractual obligation of either more than five (5) years' duration or an aggregate net value of five million or more dollars; and the issuance of debt by a direct support organization. The provisions of this paragraph are not intended to apply to either: (i) the receipt by or award of funds to a direct support organization, such as donations or sponsored research funding or (ii) a direct support organization expenditure where the funding is supplied by a third party (including but not limited to a granting agency, awarding entity, or donor) as part of a grant, award, sponsored research contract, or donation.~~

(6) ~~The President of the University shall have the authority to monitor and control the use of University name and resources by the organization, monitor compliance of the organization with~~

~~state and federal laws and rules of the Board of Trustees, and approve salary supplements and other compensation or benefits paid to the University faculty and staff from organization assets.~~

(7) As of July 1, 2019, any transfer of a state appropriation to a DSO is limited to funds pledged for capital projects.

(a) This regulation does not prohibit the transfer of non-state funds between university DSOs, or the transfer of non-state funds to the DSO, as long as the original source of funding was not a state appropriation.

(b) A DSO may transfer funds and provide the use of DSO property, facilities or personal services without any charge to the university.

(c) Annually, each university will report to the Legislature and the Board of Governors all transfers of state funds to each university DSO, using the format and instructions specified by the Chancellor.

(8) A Direct Support Organization is responsible for submitting any forms that may be required by the Internal Revenue Services, including but not limited to, the Recognition of Exemption Form (Form 1023) and its Return of Organization Exempt from Income Tax form (Form 990). The University Board of Trustees designates the Direct Support Organization's board of directors (or its applicable committee) as the appropriate reviewing and approval authority. Copies of the Form 1023 and Form 990 shall will be provided to the Board of Governors by the University.

~~(7) The President of the University shall determine the compensation of organization employees from organization assets and such authority may not be delegated.~~

(98) A Direct Support Organization shall will prepare, at least annually, a budget to be reviewed and approved by the organization's governing board and the Board of Trustees.

(109) The A Direct Support Organization shall will prepare quarterly expenditure plans for review and approval by the President or designee, who shall will be a vice president or other senior officer of the university reporting directly to the President.

(110) A Direct Ssupport Oorganizations shall will provide for an annual audit by an independent certified public accountant, as prescribed by applicable law and rules, which shall will be forwarded to the Board of Trustee for review, as well as the Board of Governors and Auditor General. and oversight.

(12) A Direct Support Organization may not use state funds for travel expenses incurred by the Direct Support Organization.

(13) The Direct Support Organization is prohibited from giving, either directly or indirectly, any gift to a political committee as defined in section 106.011, Florida Statutes, for any purpose.

(14) The University President may request ~~that~~ the Board of Trustees decertify a ~~D~~irect ~~S~~upport ~~O~~rganization if the President determines ~~that~~ the organization is no longer serving the best interest of the ~~U~~niversity. The request for decertification ~~shall~~will include a plan for disposition of the ~~D~~irect ~~S~~upport ~~O~~rganization's assets and liabilities.

(15) The Direct Support Organization ~~shall~~will comply with all other obligations required by law and regulation, including those required by Section 1004.28, Florida Statutes and Florida Board of Governor Regulation 9.011. ~~As set forth therein, the organization shall not use state funds for travel expenses.~~

Authority: BOG Regulations 1.001 and 9.011. History—New 4-3-03; Formerly 6C7-4.034; Amended 5-11-09, 9-15-14, 1-24-19, 7-18-19, _____-21.

UCF BOARD OF TRUSTEES

Agenda Item Summary

Governance Committee

June 16, 2021

Title: Amendments to Regulation UCF-5.016 Student Academic Appeals

 Information Information for upcoming action Action

Meeting Date for Upcoming Action: June 17, 2021

Purpose and Issues to be Considered:

This agenda item presents proposed amendments to University Regulation UCF-5.016, which sets forth the conditions and procedures for student academic appeals. This regulation is proposed for substantial revisions. Significant portions have been rearranged to better reflect the appeals process and some aspects of the process have been changed, however the primary concepts of the process remain intact. Key improvements in the process include identifying dismissal of appeals that are determined to have no basis under the procedure, expanding on the process at the final stage of available review, and specifying the record keeping requirements for these appeals.

This regulation was posted online May 17, 2021, for public comment. No comments were received as of the date of submission of these materials.

Background Information:

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

Recommended Action:

Approve amendments to University of Central Florida Regulation UCF-5.016 Student Academic Appeals.

Alternatives to Decision:

Do not amend University Regulation UCF-5.016 as proposed.

Approve alternative amendments to University Regulation UCF-5.016.

Fiscal Impact and Source of Funding:

N/A

Authority for Board of Trustees Action:

Board of Governors Regulation 1.001

Contract Reviewed/Approved by General Counsel N/A

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

Submitted by:

Youndy Cook, Interim Vice President and General Counsel

Supporting Documentation:

Attachment A: Proposed Amended Regulation UCF-5.016 (redline)

Facilitators/Presenters:

Youndy Cook, Interim Vice President and General Counsel

UCF-5.016 Student Academic Appeals

(1) General Policy.

(a) This regulation applies to:

1. Undergraduate or graduate students seeking to appeal a final course grade (individual grades on assignments, exams, etc. are not appealed by this process).
2. Undergraduate students seeking to appeal a program decision. (Graduate student appeals of program decisions, including termination from an academic program or grades on thesis or dissertation, are handled in UCF-5.017).

(b) All grade concerns must first be discussed directly with the instructor of the course. The professional judgement exercised by an instructor in assigning a grade or in conducting a class is excluded from the provisions of this regulation. A formal grade appeal is limited to or more of the following reasons:

1. Alleged deviation from established and announced grading policy;
2. Alleged errors in the application of grading procedures;
3. Alleged deviation from University syllabus policy that could have impacted the resulting grade; and
4. Alleged lowering of grades for non-academic reasons, including discrimination.

(c) Program decisions include actions related to program or college specific requirements. An undergraduate program appeal is limited to one or more of the following reasons:

1. Alleged deviation from program policies or university policies applied to the program as outlined in the Undergraduate Catalog or Undergraduate Program Handbook(s);
2. Alleged errors in the application of program policies or procedures;
3. Alleged program probation or program dismissal due to non-academic reasons; and
4. Alleged undergraduate program action for non-academic reasons, including discrimination and/or sexual harassment in the undergraduate program, department or college.

- (d) If an appeal alleges discrimination, the appeal will first be referred to the Office of Institutional Equity (<https://oie.ucf.edu/>). The OIE process must be concluded before a formal grade appeal can be initiated.
- (e) If the student is charged with a conduct violation based on alleged academic misconduct (per UCF-5.008) that relates to the grade or program action being appealed, the student conduct process must be completed before the student initiates a formal grade appeal.
- (f) If the student is pursuing a program appeal that relates to a grade appeal, the grade appeal must be completed before the student initiates the program appeal.
- (g) If needed, the University may extend deadlines applicable to the grade or program appeal process for the purposes of reviewing the appeal. If extensions are made, the new deadline will be shared in writing.

(2) For any appeal, the following assumptions are adopted:

- (a) The burden of proof for a student academic appeal is on the student.
- (b) Students and faculty members are entitled to a fair and timely resolution of academic appeals.
- (c) Students have access to published materials, professional advisors, and student government to help them become familiar with and understand the procedures for handling academic appeals. Students may consult the Golden Rule, seek advice from an academic advisor, or consult with a student government advisor (sga_cjus@ucf.edu) regarding the student's rights and responsibilities with respect to this appeal process.
- (d) Faculty members and administrators have access to the materials published in the Golden Rule and access to University staff in the Office of Student Rights and Responsibilities (<https://osrr.sdes.ucf.edu/>) to help them be aware of and understand the procedures to address academic appeals.
- (e) The University as an institution and its faculty members and students are entitled to procedures that ensure due process and the maintenance of academic standards.
- (f) All appeal communications between the student and any University personnel must be made via a university-provided system.
 1. Information regarding informal appeals should be communicated using the UCF email account (e.g., knights.ucf.edu or ucf.edu).

2. Information regarding formal appeals are submitted using the appeal forms and processes available at <https://academicsuccess.ucf.edu/gradeappeal/>.

(3) Step 1: Resolution of Student Appeals with the Instructor or Program

- (a) The appeal of final grades or an undergraduate program action must be initiated within ninety (90) calendar days of the final grade being posted or of the undergraduate program action being taken.
- (b) All student appeals of grades or undergraduate program actions must first be addressed by the person or program whose action is being appealed. In cases of grade appeals this will be the instructor of the course and in cases of undergraduate program actions this will be the faculty administrator (e.g., program director or program coordinator) of the program that enacted the action. Henceforth, the instructor or faculty administrator are referred to as the “Responding Party”. This attempted resolution is required before the student can continue to the formal appeal process described in Step 2.
- (c) If the issue cannot be resolved directly with the Responding Party, or if the Responding Party is not available, the student has the right to pursue a Step 2 formal resolution at the unit level with the unit head or their designee. The “unit head” is usually the faculty member who serves as chair of the department or director of the school that houses the course or program.

(4) Step 2: Formal Resolution of the Student Appeal at the Unit Level

- (a) To initiate the formal academic appeal, the student must submit the appropriate appeal form and supporting documentation. The appeal form is available at <https://academicsuccess.ucf.edu/gradeappeal/>. If supporting documentation cannot be submitted online, the student must provide it to the unit head or designee. This documentation must clearly state the reason for the appeal and must include the resolution sought by the student.
- (b) Once the appeal is received by the unit head, they or their designee will review the appeal and supporting documentation to determine if there are grounds for the appeal.
 - 1. If there is not a basis for the appeal, the appeal will be dismissed, and the unit head or designee will inform the student in writing why the appeal is dismissed.

2. If there is a basis for the appeal, within ten (10) business days of receipt of the appeal the unit head or designee will consult with the Responding Party and may also ask to meet with the student.

a. If the Responding Party or student is not available to discuss or respond to the appeal, the resolution should wait until the Responding Party or student can respond, but not more than thirty (30) business days.

b. In the event an immediate resolution is needed (e.g., due to pending graduation certification) the unit head will make a decision based on available information.

(c) Within fifteen (15) days of receipt of the appeal, or longer based on either the Responding Party or student not being available (see above), the unit head or designee will provide the student and the Responding Party with a written decision.

(5) Step 3: Resolution of Student Academic Appeals at the College Level

(a) If the student has new information to present or can show that a procedural error occurred in the previous steps, within ten (10) business days of the unit head or designee's written decision the student may submit the appeal to the dean of the college that offers the course or program. The student will provide the information using the processes outlined in (2)(f).

(b) The dean will delegate the appeal to an associate dean or designee who will, within ten (10) business days of receipt, review the appeal. One of the following actions will take place:

1. If an appeal is presented that was previously dismissed for having no basis, and none of the new or additional information establishes a basis, then the appeal will again be dismissed, and the associate dean or designee will inform the student in writing why the appeal is dismissed.

2. If the student presents new or additional information that must first be reviewed by the unit head, then the associate dean or designee will inform the student in writing that this information must be reviewed first by the unit head and that the student is required to revisit Step 2.

3. If the appeal warrants a review, the associate dean or designee will submit a recommendation to the dean.

(c) If a recommendation is submitted to the dean, within five (5) business days of receiving the associate dean or designee's recommendation the college dean will provide the student with a written decision on the appeal. The dean's decision will be sent to the student and copied to the Responding Party, the unit head, and the appropriate dean of the undergraduate or graduate college.

(6) Step 4: Resolution of Student Academic Appeals at the University Level

(a) If the student has new information to present or can show that a procedural error occurred in the previous steps, within ten (10) business days of the dean's written decision the student may submit the appeal to the dean of the college of undergraduate studies or the dean of the graduate college. The student will provide the information using the processes outlined in (2)(f).

(b) The university dean will review the appeal within ten (10) business days of receipt. One of the following actions will take place:

1. If an appeal is presented that was previously dismissed for having no basis and none of the new or additional information establishes a basis, then the appeal will again be dismissed, and the university dean or designee will inform the student in writing why the appeal is dismissed.

2. If the student presents new or additional information that must first be reviewed by the college dean, then the university dean or designee will inform the student in writing that this information must be reviewed first by the college dean and that the student is required to revisit Step 3.

3. If the information presented warrants additional review, the university dean will inform the student in writing that the appeal will be reviewed by the Ad Hoc Student Academic Appeal Committee who will make a recommendation to the university dean. The appeal will continue to Step 5.

(7) Step 5: Ad Hoc Student Academic Appeal Committee

(a) The committee will function as an objective, fact-finding body when examining all available and relevant information concerning the student's appeal of a grade or program action by the Responding Party. Such information may include the student's documented appeal, written and/or oral information provided by the student or Responding Party, statements made by both parties before the committee, and any other information the committee may deem relevant.

- (b) The committee will review the student's appeal of the awarded grade or the undergraduate program action and will make a recommendation to the university dean about how the appeal will be resolved.
- (c) The committee shall be made up of no more than two (2) full-time instructional faculty members and an equal number of students. The university shall make a reasonable effort to select students of comparable academic classification as the student initiating the appeal. The university will select student members from a panel of students appointed and trained by the Vice President of Student Development and Enrollment Services and/or the Dean of the College of Graduate Studies. The list of students appointed to the student panel shall be maintained by the office of Student Conduct and Academic Integrity (for undergraduate) or the College of Graduate Studies (for graduate).
- (d) Once the committee is convened, the committee should make reasonable efforts to meet for review of the case within twenty (20) business days. If the committee cannot meet within the 20 days, the university will inform the parties of the need for additional time.
- (e) The meeting is not covered by Sunshine laws, is closed to outside parties, and will not be recorded.
 - 1. The student and Responding Party shall be separately invited to meet with the committee. Participating individuals in the appeal may appear through virtual (electronic) means at the committee meeting. While either party may invite a guest to attend the meeting, no guest may address the committee or respond to questions.
 - 2. The student and Responding Party shall be allowed adequate time to respond to the appeal and material as submitted, to answer any questions from committee members, and to present additional information needed to clarify the issues involved.
 - 3. Should either party fail to attend the scheduled appeal meeting, the meeting will be held in the party's absence with the understanding that the proposed outcomes and resolutions will be made using the information available at the time of the appeal meeting and in the party's absence.

- (f) After meeting with both parties, the committee will deliberate and issue a recommendation by majority vote to the university dean. If applicable, the committee will suggest a resolution to the appeal. This decision may let the grade/action stand as is or may alter the recommended grade/action. If the decision of the committee is to alter a previous decision, only the faculty members on the committee will recommend what the alteration will be; however, the student members on the committee may participate in the discussion. The committee chair will ensure that the committee's majority opinion, rationale, and recommended findings and resolutions are documented and forwarded to the university dean within five (5) days of the conclusion of the committee hearing.
- (g) Within five (5) business days of receiving the committee's recommendation, the university dean will provide the student with a written decision on the appeal. This decision represents final agency action. The dean's decision will be copied to the unit head and the dean of the college from which the appeal originated.

(8) Responsibility for Record Keeping of Formal Student Academic Appeals

- (a) To support institutional compliance with the Southern Association of Colleges and Schools Commission on Colleges Principles of Accreditation, the following parties shall be responsible for maintaining complete records of all formal student academic appeals.
 - 1. The College of Undergraduate Studies for undergraduate-level academic appeals; and
 - 2. The College of Graduate Studies for graduate-level academic appeals.
- (b) The complete record shall include the following components:
 - 1. First and last name of the student filing the formal appeal or the student's unique UCF personal identification number,
 - 2. Date the formal appeal was filed,
 - 3. Final decision resulting from review of the formal appeal,
 - 4. Date the formal appeal was determined closed, and
 - 5. Documentation reviewed at each phase of the formal appeal process.
- (c) The dean of the College of Undergraduate Studies and the dean of the College of Graduate Studies or their respective designees shall be responsible for monitoring formal academic appeals for patterns that may warrant broader review in an effort

to ensure the integrity of the academic enterprise and continuous compliance with accreditation standards. At minimum, the respective dean or designee shall conduct an annual review of the elements addressed in the SACS-COC Principles of Accreditation (10)(b)1, 2, 3, and 4 and shall consult the documentation on file for SACS-COC Principles of Accreditation (1)(b)5 as needed to render a determination of need for broader review.

~~(1) General Policy~~

- ~~(a) This regulation shall apply to undergraduate and graduate students seeking to appeal a final course grade or an undergraduate program decision. The professional judgement exercised by an instructor in assigning a specific grade or in conducting a class is excluded from the provisions of this regulation except as noted.~~
- ~~(b) This regulation does not apply to appeals of graduate programs actions or decisions by a faculty member, program, or college, including termination from an academic program, or to the assignment of grades for Thesis or Dissertation credit hours. Appeals from such actions are discussed in and may only be brought under Regulation UCF-5.017.~~
- ~~(c) Grounds for a grade appeal must fall under at least one of the following:
 - ~~1. Alleged deviation from established and announced grading policy;~~
 - ~~2. Alleged errors in the application of grading procedures;~~
 - ~~3. Alleged deviation from University syllabus policy that could have impacted the resulting grade; and~~
 - ~~4. Alleged lowering of grades for non-academic reasons, including discrimination. (A grade appeal alleging discrimination in violation of University policy will be referred to the Office of Institutional Equity. The University is entitled to a reasonable period of time to review allegations of discriminations contained in an appeal, and the University may accordingly extend deadlines applicable to the University for the purposes of reviewing such allegations).~~~~
- ~~(d) Grounds for an undergraduate program appeal must fall under at least one of the following:
 - ~~1. Alleged deviation from program or university policies as outlined in the Undergraduate Catalog or Undergraduate Program Handbook(s);~~~~

- ~~2. — Alleged errors in the application of policies or procedures;~~
- ~~3. — Alleged probation or dismissal due to non-academic reasons; and~~
- ~~4. — Alleged undergraduate program action discrimination and/or sexual harassment in the undergraduate program, department or college. (An appeal alleging discrimination in violation of University policy will be referred to the Office of Institutional Equity. The University is entitled to a reasonable period of time to review allegations of discriminations contained in an appeal, and the University may accordingly extend deadlines applicable to the University for the purposes of reviewing such allegations).~~

~~(2) The following assumptions are adopted:~~

- ~~(a) — Resolution of student academic appeals should be made as informally as possible.~~
- ~~(b) — Students and faculty are entitled to a fair and timely resolution of academic appeals.~~
- ~~(c) — The burden of proof in a student academic appeal is on the student.~~
- ~~(d) — Students have access to published materials and student government to help them become familiar with and understand procedures for handling academic appeals. Students may consult with a student government advisor for advice regarding the student's rights and responsibilities with respect to this appeal process.~~
- ~~(e) — Faculty members and administrators have access to published materials and University staff to help them be aware of and understand procedures to address academic appeals.~~
- ~~(f) — The University as an institution and its faculty are entitled to procedures that ensure the maintenance of academic standards.~~
- ~~(g) — The University is entitled to a reasonable period of time to review allegations of discrimination contained in an appeal, and the University may accordingly extend deadlines applicable to the University for purposes of reviewing such allegations.~~
- ~~(h) — All communication between the student and any University personnel must be made via a university provided email account (e.g. knights.ucf.edu or ucf.edu).~~

~~(3) Resolution of Student Appeals at the Unit Level~~

- ~~(a) — The initial appeal, for final grades or an undergraduate program action, must be initiated within ninety (90) business days of the undergraduate program action or final grade posting.~~

~~(b) — Step 1: All student academic appeals of allegedly wrongful academic action(s) by an instructor or administrator shall first be brought to the attention of the person whose action is being appealed. (The instructor of the course or administrator whose action is being appealed will be referred to in this regulation as the Responding Party.) If the issue cannot be resolved with the decision of the Responding Party, or if the Responding Party is not available, the student must pursue a Step 2 solution with the unit head, usually the chair or director of the unit.~~

~~(c) — Step 2: The student must submit the appropriate appeal form, available at the following URL: www.dtl.ucf.edu/gradeappeal. The unit head or designee, in consultation with the Responding Party, should make reasonable efforts to communicate with the student and resolve the problem. This communication shall normally take place within ten (10) business days of the complaint being forwarded to the unit head or designee. The unit head or designee will provide the student with a written final unit level decision. The written decision must include the contact information of the appropriate associate dean or designee to contact regarding the appeal process if dissatisfied with the final unit level decision.~~

~~1. — If the Responding Party is not available to discuss the problem, the resolution should wait, if at all possible, until such time as the Responding Party can return to the campus, but not more than (90) business days.~~

~~2. — If the unit head or designee and/or associate dean or designee determines that an emergency exists requiring that the problem be solved prior to the availability of the Responding Party (e.g. in a case of probable delayed graduation), the unit head or dean or designee shall make reasonable efforts to inform the Responding Party of the situation. The Responding Party may elect to submit a written statement and/or to designate a replacement to aid in solving the problem.~~

~~(4) Resolution of Student Academic Appeals at the College Level~~

~~(a) — Step 3: If the student is dissatisfied with the outcome, then the student may proceed to Step 3 of the process. Within ten (10) business days of receipt of the unit head's or designee's decision, the student must schedule an appointment with the appropriate associate dean or designee of the college in which the action occurred. That individual will review the student's concerns, inform the student of their~~

~~ability to seek the assistance of a student government advisor and explain the Student Academic Appeals process. The associate dean or designee shall issue a written recommended resolution, including a concise and explicit written statement that explains the basis for the recommended resolution, within ten (10) business days of the meeting outlined above. Each party has ten (10) business days from the issuance of the written recommended resolution to review the written recommended resolution.~~

~~(b) Step 4: If the student does not accept the written recommended resolution of the associate dean or designee, then the student must submit a written appeal to the associate dean or designee. The college will have ten (10) business days from that notice to form an Ad Hoc Student Academic Appeals Committee. This committee will review the student's appeal regarding the awarded grade and/or the academic program action and, if appropriate, suggest a resolution.~~

~~(c) The Committee shall, at a minimum, be presented with the following information:~~

- ~~1. Electronic appeal form submitted by the student.~~
- ~~2. A written final decision of the unit head or designee.~~
- ~~3. Recommended resolution of the associate dean or designee.~~
- ~~4. Information submitted by the student.~~
- ~~5. Information submitted by the Responding Party.~~

~~(5) Composition of the Ad Hoc Student Academic Appeals Committee~~

~~(a) Each college shall establish an Ad Hoc Student Academic Appeals Committee whenever required and the Committee shall be considered dissolved upon submission of the Committee's recommendation to the college dean.~~

~~(b) The committee shall be made up of at least two and no more than five full time instructional faculty members and an equal number of students. The college shall make a reasonable effort to select students of comparable academic classification as the student initiating the appeal.~~

~~(c) Quorum for the Committee shall be two (2) faculty members and two (2) students.~~

~~(d) Student members shall be selected by the associate dean or designee from a panel of students. This panel shall be appointed by the Vice President of Student Development and Enrollment Services and/or the Dean of the College of Graduate~~

~~Studies. The list of students appointed to the student panel shall be maintained by the Office of Student Conduct and furnished upon a request from a college.~~

~~(e) — The parties will be informed of the names of the Ad Hoc Student Academic Appeal Committee members seated to hear the appeal. Any member may be challenged for cause by either party within three (3) days of notification of the names of the members assigned to the Ad Hoc Student Academic Appeals Committee. The validity of such challenges shall be decided by the Assistant Dean and Executive Director of Student Rights and Responsibilities or designee. If a challenge is upheld, the college dean or designee shall appoint a replacement from the college's full-time instructional faculty members or the student panel.~~

~~(6) Ad Hoc Student Academic Appeals Committee Guidelines:~~

~~(a) — The following guidelines should be adhered to when a committee is conducting a review of an appeal:~~

- ~~1. — The Committee will function as an objective, fact-finding body when examining all available and relevant information concerning the student's appeal of a grade or program action by the Responding Party. Such information may include the student's written appeal, written and/or oral information provided by the Responding Party, statements made by both parties before the Committee, and any other information the committee may deem relevant.~~
- ~~2. — The time limits specified in the following review procedure may be extended by mutual agreement of the parties.~~
- ~~3. — The committee should make reasonable efforts to meet for review of the case within twenty (20) business days. If the committee cannot meet within the 20 days, the university will inform the parties of the need for additional time. — Should either party fail to attend the scheduled appeal hearing, the hearing will be held in the party's absence with the understanding that the proposed outcomes and resolutions will be made using the information available at the time of the appeal hearing in the party's absence.~~
- ~~4. — The associate dean or designee will convene the committee, establish procedural rules for conducting the meeting, serve as its chair, and will vote~~

~~in the case of a tie. The meeting is not covered by Sunshine laws and is thus closed to outside parties and will not be recorded.~~

~~5. The student and Responding Party shall be invited to meet with the committee. Participating individuals in the appeal may appear through virtual (electronic) means at the committee meeting. Each shall be allowed adequate time to respond to the appeal and material as submitted, to answer any questions from committee members, and to present additional information needed to clarify the issues involved.~~

~~6. After meeting with both parties, the committee will deliberate and issue a recommendation by majority vote to the college dean. The committee will (1) decide if the student has demonstrated that there were grounds for the appeal and, if there were grounds, (2) suggest what resolution should be implemented. This decision may let the grade/action as recommended by the associate dean or designee in Step 3 stand as is, or alter the recommended grade/action. If the decision of the committee is to alter the recommended Step 3 decision of the associate dean or designee, only the faculty members on the Board will be involved in deciding what the alteration will be. The committee chair will ensure that the committee's majority opinion, rationale, and recommended findings and resolutions are recorded and forwarded to the college dean within five (5) days of the conclusion of the Committee hearing.~~

~~(b) The college dean will prepare a written decision on the appeal within five (5) business days of the receipt of the Committee's recommendation. The college dean may do one of the following with the Committee's recommendation: accept it, reject it, or modify it. If the college dean rejects or modifies the Committee's recommendation, then the college dean's written decision must include a statement of reason for the action. The college dean will send a copy of the Committee's recommendation along with the college dean's written decision to the student, the Responding Party, the Provost, the unit head, and the appropriate dean of undergraduate or graduate studies. The college dean's decision shall be the final decision on the college level.~~

~~(7) Final Appeal~~

- ~~(a) — Step 5: If dissatisfied with the college dean’s decision, the student may, within ten (10) business days, file a written request for review with the dean of undergraduate studies or the dean of graduate studies, or designee (depending upon the classification of the student), clearly stating the basis for review and the resolution sought by the student.~~
- ~~(b) — The dean of the college of undergraduate studies, or designee, or dean of the college of graduate studies, or designee, shall serve as the final appellate officer. The final appellate officer should issue a written decision to the student’s appeal within twenty (20) business days of receipt of the appeal. Should the final appellate officer require additional time for review beyond the 20 business days, the final appellate officer will notify the student in writing of the need for additional time.~~
- ~~(c) — Acting as the University President’s representative, the decision of the dean of undergraduate studies, or designee, or the dean of graduate studies, or designee, shall represent final agency action. Copies of the dean’s, or designee’s written decision shall be sent to the student, the college dean, the unit head, the Director of OSC, the Responding Party, the Provost, and the appropriate dean of undergraduate or graduate studies.~~

Authority: BOG Regulation 1.001. History— New 4-23-03, Formerly 6C7-5.00431, Amended 8-10-09, 9-4-12, 10-29-15, 7-20-17, 7-19-18, 1-24-19, 9-19-19, _____-21.

UCF BOARD OF TRUSTEES

Agenda Item Summary

Governance Committee

June 17, 2021

Title: Update on Emergency Student Conduct Regulations Planning

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

Youndy Cook will provide an update on the university's plan to comply with the student conduct code provisions of House Bill 233 (HB 233).

By July 1, 2021, the university must be in compliance with provisions recently adopted by the Florida Legislature as part of HB 233. The new law requires changes to university regulations concerning student conduct. For example, the new law articulates specific timeframes for elements of the student conduct process and expands the role of student advisors and representatives in the conduct process. Due to the short timeframe to implement these significant changes to existing procedures and due to the need to coordinate university regulation changes with changes that the Florida Board of Governors will be proposing in their corresponding regulation, the university will announce its regulation updates initially through the emergency regulation process described in the Board of Governors Regulation Development Procedure for State University Boards of Trustees. No emergency regulation can be effective for a period longer than 90 days; therefore, the university will utilize the standard regulation development procedure to bring final regulations to the Board for approval.

Background Information:

The Florida Legislature passed HB 233 during the 2021 regular session, and the bill is awaiting signature by the Governor as of the date of submission of these materials. Once approved, it takes effect July 1, 2021.

Recommended Action:

For 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:

Youndy Cook, Interim Vice President and General Counsel

Supporting Documentation:

N/A

Facilitators/Presenters:

Youndy Cook, Interim Vice President and General Counsel

UCF BOARD OF TRUSTEES
Agenda Item Summary
 Governance Committee
 June 17, 2021

Title: Campus Parking Options for Volunteers and Visitors

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

Meeting Date for Upcoming Action: _____

Purpose and Issues to be Considered:

Youndy Cook will provide an update on the parking options for campus volunteers and invited visitors.

Background Information:

At the April 14, 2021 Governance Committee meeting, Trustee Harrington inquired about parking options for volunteers and invited visitors to campus. All campus parking is for a fee, and campus parking fees are pledged to service debts incurred to expand campus parking options over the years. The current options for volunteers and invited visitors include purchasing a daily parking permit for \$5.00 or having the department purchase a discounted daily permit for \$3.00 with departmental funds. Most visitors to campus are not invited by a department, therefore their option for parking is the daily parking permit for \$5.00. The university does not track invited visitors to campus, such as guest speakers or job candidates. However, volunteers to the university are expected to be registered in order to ensure that appropriate safeguards and insurance are in place, and those numbers are available. The university has averaged over 1,500 registered volunteers annually (fiscal year 2019 to fiscal year 2021 year to date), providing service to more than 175 campus areas. Roughly sixty percent of the volunteers are recurring, compared to forty percent who volunteer for a one-time event. The largest numbers over the last three years were volunteers in: Burnett School of Biomedical Sciences (located at Lake Nona), the Departments of Biology and Psychology, Housing (e.g., for move-in help), Knights Pantry, and the UCF Arboretum. Departments that utilize volunteer services should be mindful of university policies that may apply (for example, the university's youth protection program).

Recommended Action:

For 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:

Youndy Cook, Interim Vice President and General Counsel

Anand Andy Rampersad, Assistant Director Parking and Transportation

Supporting Documentation:

N/A

Facilitators/Presenters:

Youndy Cook, Interim Vice President and General Counsel