



UNIVERSITY OF CENTRAL FLORIDA

Board of Trustees  
Governance Committee Meeting  
February 10, 2021  
Virtual Meeting

**MINUTES**

**CALL TO ORDER**

Trustee Michael Okaty, chair of the Governance Committee, called the meeting to order at 11:00 a.m. Committee members Ken Bradley, Joseph Harrington, Sabrina La Rosa, and John Sprouls attended virtually. Chair Beverly Seay and Trustee Joseph Conte also attended virtually.

**MINUTES**

Trustee Sprouls made a motion to approve the minutes from the November 19, 2020, Governance Committee meeting. Trustee Bradley seconded the motion.

The committee unanimously approved the minutes of the November 19, 2020, Governance Committee as submitted.

**REPORTS**

Mid-Year Annual Plan Assessment (INFO-1)

Chair Okaty presented the mid-year annual committee plan. This plan serves as a guide for what the committee can anticipate for discussion, information, and action at our meetings throughout the year. There were no questions or discussion about the plan as presented.

**NEW BUSINESS**

Revisions to Resolution on Presidential Authority (GOVC-1)

Youndy Cook, Interim Vice President and General Counsel, summarized the proposed revisions to the Resolution on Presidential Authority. This document was substantially revised at the October 2020 Governance Committee meeting, with discussion suggesting the desire to see some additional changes. Revisions brought to the November 2020 Governance Committee yielded additional discussion and continuing concerns with financial transaction provisions. The proposed changes now address those concerns raised and balance the need for the university to operate efficiently with appropriate Board oversight. Chair Okaty also reminded the committee that the President can always bring items to the Board that don't rise to the thresholds included in the resolution. Trustee Harrington made a motion to

approve the proposed revisions to the Resolution on Presidential Authority. Trustee LaRosa seconded. The motion was approved unanimously.

#### Ninth Amended and Restated Bylaws of the UCF Board of Trustees (INFO-2)

Chair Okaty reminded the committee that the bylaws of the Board of Trustees were recently amended in October 2020. The approval of revisions to the Resolution on Presidential Authority necessitates additional changes to the bylaws. There are also other items to be addressed by the Governance Committee that will require other changes, and it is preferable to make all changes at the same time. As a result, the bylaws are presented to the committee at this time for information only and for review by the committee members. Cook added that additional language addressing vacancy of the chair or vice chair, trustee holdover appointments, and committee restructuring should be considered for the next revision. Chair Okaty indicated that these bylaws will be amended at a future committee meeting.

#### Bi-Annual Board Self-Assessment Process (GOVC-2)

Karen Monteleone, Assistant Vice President for Board Relations, presented an overview of the Board Self-Assessment Process. This item was presented as an information item at the November Governance Committee meeting. No additional feedback was received. Trustee Bradley made a motion to approve the survey and Trustee Sprouls seconded. Chair Okaty indicated that the board has several new trustees and they may be unable to answer certain questions so they may leave those blank. For future surveys it would be helpful to have an additional possible response for not observed or insufficient information. Trustee Harrington inquired whether an additional response can be added before this survey is distributed. Monteleone indicated that it was possible to add a new answer response to the survey and present for full board approval at next week's Board of Trustees meeting. Trustee Bradley amended his motion to approve the survey with a new answer response for insufficient information. Trustee Sprouls seconded the motion and the amended motion was approved unanimously.

#### Amendments to University Regulations UCF-7.130 Administration and Finance; Procurement Services (GOVC-3)

Cook presented the proposed amendments to UCF-7.130. This regulation was initially presented at the November Governance Committee meeting and tabled to contemplate additional language related to contract adoption. Most of the proposed amendments are to conform to Board of Governors Regulation 18.001. The additional language related to contract adoption is to explicitly add language concerning negotiations when adopting a contract (i.e., piggybacking). Trustee Harrington made a motion to approve the proposed regulation amendments and Trustee LaRosa seconded. The motion was approved unanimously.

#### Direct Support Organizations Governance Recommendations (INFO-3)

Margaret Jarrell-Cole, Associate Vice President for Direct Support Organizations, introduced the proposed governance recommendations related to direct support organizations. These recommendations are based on the review requested by Chair Seay to ensure best practices among the university's DSOs. The management recommendations were presented for implementation to President Cartwright. These governance recommendations will be presented to the committee for approval at the next committee meeting.

Vice Chair Vacancy (GOVC-4)

Chair Okaty informed the committee that one of the functions of this committee is to recommend candidates for the positions of chair and vice chair for approval by the Board. Although the bylaws don't speak to filling vacancies outside of the regular process, the committee will follow the normal process outlined. The vice chair role is currently vacant and needs to be filled for the remainder of the term ending June 30, 2021. The Board Office solicited nominations for the vice chair position and Trustee Mills received three nominations. Trustee Bradley made a motion to nominate Trustee Mills for the role of vice chair to fulfill the term ending June 30, 2021. Trustee Sprouls seconded the motion. The motion was approved unanimously.

Committee Restructuring (INFO-4)

Chair Okaty indicated that Chair Seay has charged the committee to review the overall current committee structure of the Board. The committee will review the best practices as recommended by AGB as well as the committee structures of the other state universities. The Board Office will share those documents for context and reference and will meet with the trustees for any feedback. The proposed changes will be presented at the next committee meeting. In response to Trustee Sprouls' inquiry Chair Seay indicated that she believes the Finance and Facilities Committee may work better if split into two separate committees and that Compensation and Labor may no longer need to be a separate committee. Trustee Harrington expressed his thought that it is not efficient for items to be brought to multiple committees. At the next committee meeting, the committee will discuss possible committee restructuring to align with the university's strategic goals.

**ADJOURNMENT**

The meeting adjourned at 11:56 a.m.

Reviewed by:



\_\_\_\_\_  
Michael Okaty  
Chair, Governance Committee

\_\_\_\_\_  
Date

Respectfully submitted:



\_\_\_\_\_  
Janet Owen  
Associate Corporate Secretary

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Date