



UNIVERSITY OF CENTRAL FLORIDA

Board of Trustees  
Governance Committee Meeting  
September 22, 2021  
Live Oak Center/Virtual

**MINUTES**

**CALL TO ORDER**

Trustee Michael Okaty, chair of the Governance Committee, called the meeting to order at 2:30 p.m. Committee members Meg Hall, John Miklos, and Beverly Seay were present. Committee members Danny Gaekwad and Bill Christy attended virtually. Other Trustees in attendance were Joseph Harrington, Caryl McAlpin, Harold Mills, Tiffany Altizer and Chair Alex Martins (*ex-officio*).

**MINUTES**

Trustee Gaekwad made a motion to approve the minutes from the June 16, 2021, Governance Committee meeting. Trustee Seay seconded the motion. The committee unanimously approved the minutes of the June 16, 2021, Governance Committee as submitted.

Chair Okaty indicated that the minutes from the final Compensation and Labor Committee also require approval. Trustee Hall made a motion to approve the minutes from the June 16, 2021, Compensation and Labor Committee meeting. Trustee Seay seconded the motion. The minutes were approved unanimously.

**NEW BUSINESS**

**Board Policies Update (GOVC-1)**

Youndy Cook, Interim General Counsel and Vice President, presented proposed updates to several Board policies. Cook informed the committee that all board policies are being reviewed, starting with the non-financial policies being presented today. The Administration and Finance Division is reviewing the Board's financial policies and will present any recommended changes to those policies to the Committee at the November 16th meeting. Three of the existing non-financial policies have no proposed changes, because they were recently updated: Resolution on Presidential Authority, the Board Conflict of Interest Statement and Disclosure Form, and the Delegation of Authority to Senior Management Official policy. Three policies were presented with proposed amendments: Naming of Buildings and Facilities, Presidential Performance and Compensation Review, and Policy on Use of the Stadium. Two policies were recommended for repeal: Request for Release of Direct Support Organization Records and Presidential Selection Process and Leadership Statement. Trustee Gaekwad made a motion to approve the proposed revisions to the Resolution on Presidential Authority, the Board Conflict of Interest Statement and Disclosure Form, and the Delegation of Authority to Senior Management Official policy and to dissolve the Request for Release of Direct Support Organization Records and Presidential Selection

Process and Leadership Statement. Trustee Hall seconded the motion. The motion was approved unanimously.

#### Amendments to Chapter 5 University Regulations (GOVC-2)

Cook presented the proposed amendments to nine Chapter 5 university regulations. This group of regulations address students' rights and responsibilities and are reviewed annually and updated as needed. Three of the regulations, UCF-5.009, UCF-5.013, and UCF-5.015, were initially amended on an emergency basis on July 1 to include changes necessary to comply with new language in Section 1006.60, Florida Statutes. Some of the proposed regulation amendments memorialize those emergency changes to conform to the new statute; other amendments update procedures and provisions for better clarity and function. Trustee Christy made a motion to approve the proposed regulation amendments and Trustee Seay seconded. The motion was approved unanimously.

#### Adoption of University Regulation UCF-5.0065 Involuntary Withdrawal Procedures; Mandated Assessment (GOVC-3)

Cook presented proposed university regulation UCF-5.0065 for adoption. This new regulation addresses involuntary withdrawal and mandated assessment processes for students in crisis. This regulation is proposed for adoption as a new regulation, but the text is taken from current regulation UCF-5.006. The only proposed change to the pre-existing text is to specifically allow the appellate officer additional time as needed to review a student's appeal of an involuntary withdrawal decision. Trustee Hall made a motion to approve the proposed regulation and Trustee Seay seconded. The motion was approved unanimously.

#### Amendments to University Regulation UCF-3.001 Non-Discrimination; Affirmative Action Programs (GOVC-4)

Cook also presented the proposed amendments to regulation UCF-3.001. The sole proposed amendment is to add Section 503 of the Rehabilitation Act of 1973 to the list of laws that prohibit specific forms of behavior. The Office of Institutional Equity requested this addition. Trustee Gaekwad made a motion to approve the proposed regulation amendments and Trustee Christy seconded. The motion was approved unanimously.

#### Election of Board Members to Central Florida Clinical Practice Organization (GOVC-5)

Cook presented the election of Dr. Jane Gibson, Chair, Department of Clinical Sciences to the Board of Directors of the Central Florida Clinical Practice Organization. CFCPO bylaws authorize election of 3 College of Medicine employed clinical faculty members to the CFCPO Board of Directors, one of whom must be a clinical department chair. There are two department chairs – the department chair who had been serving is not seeking re-election, therefore Dr. Gibson as the other clinical department chair is elected de facto to a three year term. Although CFCPO is not a DSO, it follows similar review processes to ensure complete transparency and oversight to that of the university DSOs. Trustee Christy made a motion to approve the election of Dr. Jane Gibson to the CFCPO Board of Directors and Trustee Seay seconded. The motion was approved unanimously.

#### Appointment of Board Members to Limitless Solutions (GOVC-6)

Cook presented the appointments of three individuals to the Limitless Solutions Board of Directors. The three appointees are Dr. Manoj Chopra, Josh Schmiesing, and Roger Pynn. They will each begin a two-

year term effective immediately. Trustee Seay inquired as to how individuals are selected to serve on the boards of direct support organizations. Dr. Cartwright indicated that he approves the appointments after they are vetted. A deeper level review process could be enacted but has not yet been implemented. Trustee Gaekwad made a motion to approve the appointments to the Limbitless Solutions board and Trustee Miklos seconded. The motion was approved unanimously.

#### Appointment of Board Member to UCF Athletics Association (GOVC-7)

Cook presented the appointment of Bill Self to the UCF Athletics Association Board of Directors. UCFAA Bylaws state that one director of the UCFAA board of directors shall be a UCF employee recommended by the President of UCF. President Cartwright has appointed Bill Self to fill that role. Chair Martins expanded on the qualifications of Self. Trustee Seay made a motion to approve the appointment of Self to the UCFAA board and Trustee Christy seconded. The motion was approved unanimously.

#### Nomination of Darin Edwards for Honorary Doctoral Degree of Public Service (GOVC-8)

Mike Kilbride, Chief of Staff, presented the nomination of Darin Edwards to receive an honorary doctoral degree of Public Service in recognition of his extraordinary service to humanity through his leadership of the non-clinical team that developed the Moderna COVID-19 vaccines. He was nominated by his professor, James Hickman PhD, and it was unanimously approved by the UCF Faculty Senate's Commencement, Convocations and Recognitions Committee. President Cartwright also fully endorses this recognition. Mr. Edwards will be on campus to deliver the commencement address for the UCF Class of 2020 makeup ceremony in November. Trustee Christy made a motion to approve the nomination and Trustee Seay seconded. The motion was approved unanimously.

#### Approval of the University of Central Florida Bonus Plan (GOVC-9)

Cook and Maureen Binder, Associate Vice President and Chief Human Resources Officer, presented the proposed UCF Bonus Plan. This plan was developed to meet the criteria of Section 1012.978, Florida Statutes and new Board of Governors Regulation 9.015, which allow university boards of trustees to create bonus plans to provide incentive bonuses based on work performance as well as bonuses to address recruitment and retention needs. Included in the plan are evaluation criteria by which any bonus would be awarded. Further, the plan would require the President to report to the Board annually at the first Board meeting during the fall semester the amount of bonuses provided during the year. The President's report must include a certification that all bonuses distributed during the prior cycle comply with the criteria of this plan and that the bonuses were within the university's budget. This plan must then be submitted to the Board of Governors for their approval. Trustee Miklos made a motion to approve the proposed plan and Trustee Hall seconded. The motion was approved unanimously.

#### FY22 Governance Committee Annual Plan (INFO-1)

Okaty shared the fiscal year 2022 work plan for the Governance Committee. It outlines anticipated actions, discussions, and informational items planned to come before the Committee this fiscal year. Trustee Harrington commented that approval of honorary degrees should be moved to the Academic Excellence and Student Success. Chair Okaty indicated that this would be considered along with the impacts to the committee charter.

Assignment of Ex-Officio Board Member to UCF Research Foundation (INFO-2)

Cook shared that Gerald Hector, Senior Vice President for Administration and Finance, was appointed to the UCF Research Foundation Board of Directors *ex officio*. The UCFRF Bylaws provide that the UCF Chief Financial Officer shall be a board member.

**ADJOURNMENT**

The meeting adjourned at 3:17 p.m.

Reviewed by:

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Michael Okaty  
Chair, Governance Committee

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Date

Respectfully submitted:

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Michael Kilbride  
Associate Corporate Secretary

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Date

