



## **December 2, 2021- Board of Trustees Special Meeting**

Board of Trustees

UCF Downtown Campus, Moot Court, DPAC 161

Dec 2, 2021 9:00 AM - 9:30 AM EST

### **Table of Contents**

<b>I. Agenda.....</b>	<b>2</b>
<b>II. New Business</b>	
<b>A. BOT - 1 Approval to hire the University of Central Florida's next Vice President and General Counsel.....</b>	<b>3</b>
<b>III. Adjournment</b>	





## Board of Trustees Special Meeting | December 2, 2021

### **BOT-1: Approval to hire the University of Central Florida’s next Vice President and General Counsel**

---

Information

Discussion

Action

Meeting Date for Upcoming Action: \_\_\_\_\_

#### **Purpose and Issues to be Considered:**

The Board will consider approving the hiring of **Youndy Cook** as the University of Central Florida’s next **Vice President and General Counsel**.

Cook currently serves as Interim Vice President and General Counsel at the University of Central Florida, where she leads the Office of the General Counsel in providing legal services to the entire university and its direct-support organizations (DSOs). Cook joined UCF’s Office of the General Counsel in April 2002, where she has worked with departments and units across the university on a wide variety of issues, including general advice, employment issues, litigation, student affairs, policies and procedures, regulations, and contracts. Prior to joining the university, she practiced labor and employment litigation at law firms in Tampa, Florida. Cook received her B.A., summa cum laude, from Vanderbilt University and her J.D., summa cum laude, from the University of Miami School of Law.

The Resolution on Presidential Authority, last amended on February 18, 2021, requires the President to “*secure approval of the Board of Trustees for the hiring, firing, or reduction in compensation of individuals serving in the positions of Vice President and General Counsel, Chief Compliance Officer, and Chief Audit Executive, which positions have a reporting relationship to the Board of Trustees in addition to reporting to the President.*”

#### **Background Information:**

President Cartwright appointed a search committee that included administrators, faculty, staff, and students to conduct a national search for UCF’s next Vice President and General Counsel. The search committee was co-chaired by Gerald Hector, Sr. Vice President for Administration and Finance and Janet Owen, Vice President for Government and Community Relations. The committee was supported by AGB Search, the search firm selected to support the search process.

Because the Vice President and General Counsel is one of the positions noted in the Resolution on Presidential Authority with a reporting relationship to the Board of Trustees, Trustee Michael Okaty also served on the Search Committee.



Following a robust national recruitment effort, the search committee interviewed semi-finalists for the position and ultimately recommended five candidates to the President for his review. Ultimately two candidates completed on-campus interviews that included sessions with University Leadership, the Office of General Counsel, the Chair of the Board of Trustees, Trustee Michael Okaty, and an open forum session with students, faculty, and staff.

Following the interview process and in consultation with the Chair of the Board of Trustees, President Cartwright has selected Youndy Cook as the next Vice President and General Counsel. Ms. Cook has accepted the offer pending approval by the UCF Board of Trustees.

**Recommended Action:**

Approve the hiring of Youndy Cook as the University of Central Florida’s next Vice President and General Counsel.

**Alternatives to Decision:**

Do not approve the selection and direct the administration to undertake a new search.

**Fiscal Impact and Source of Funding:**

UCF Human Resources completed a market analysis of Chief Legal Affairs Officers using CUPA survey data and peer data from within the State University System of Florida to negotiate the salary of UCF’s Vice President and General Counsel. Pursuant with Florida Statute 101.976, no more than \$200,000 of the employee’s salary will be funded from appropriated state funds. Salary above \$200,000 will be funded from the University’s central auxiliary funds.

**Authority for Board of Trustees Action:**

Resolution on Presidential Authority, Section (3)(c)

**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:**

Mike Kilbride, *Executive Chief of Staff*

**Supporting Documentation:**

Attachment A: Youndy Cook’s Cover Letter

Attachment B: Youndy Cook’s CV

**Facilitators/Presenters:**

President Alexander Cartwright

Trustee Michael Okaty

# Youndy C. Cook

October 4, 2021

Via Email: [UCFGeneralCounsel@agbsearch.com](mailto:UCFGeneralCounsel@agbsearch.com)

Search Committee  
c/o AGB Search Consultants  
Attn: Kimberly Templeton and Beverly Warren

Re: Application for Position of Vice President and General Counsel

Dear Mr. Hector, Ms. Owen, and Members of the Search Committee,

By any measure, the University of Central Florida has had a meteoric rise in the landscape of American higher education. A can-do spirit is part of UCF's DNA and comes from the passion and commitment of its community. It has been my privilege to be part of UCF's amazing trajectory as a member of the Office of the General Counsel since April 2002. I started with the university as Associate General Counsel, later being promoted to Deputy General Counsel and, in 2019, to Associate Vice President and Senior Deputy General Counsel. As counsel to the University, I have taken on progressively more responsible and complex obligations. Today, I offer the background, passion, credentials, and commitment to lead the legal team I have worked with for the past two decades. Therefore, with deep pride in what we have accomplished and excitement about what is ahead, I enthusiastically submit my resume for consideration to be UCF's next Vice President and General Counsel.

Legal issues permeate higher education and can make or break the success and stewardship of any institutional project – from large-scale research endeavors and human resources matters to intellectual property and real estate transactions. The reasons for the expansion of the legal portfolio in higher education include the ever-increasing laws and regulations affecting higher education, the growing expectations on in-house legal departments, societal demands on higher education institutions, the increasing complexity of the institutions themselves, and the environment – social, political, cultural, economic – in which higher education operates.

Serving as General Counsel to a large public university requires a keen intellect and a broad view – essentially, an ability to absorb information quickly and scan the horizon for the 'what ifs'. From compliance to constitutional issues, emergency management to labor and employment, FERPA to governance, and litigation to student affairs, the Office of the General Counsel must pivot rapidly and accurately. One must be able to address multiple known and unknown variables and to do so with the highest standards of professional ethics. And in Florida this must be done while operating under Florida's Open Government and Sunshine Laws. The variety of demands that come with this job are a welcome challenge to my skills.

I have been a trusted advisor to decision-makers, a collaborator and partner across all units within the institution and its related entities, and a vigilant steward of the university's interests. I am a strong and clear communicator, one who attempts to assess all viewpoints and be objective in providing counsel that encompasses the perspectives of multiple stakeholders. I know that reasonable minds can differ, so finding common ground and a way forward is my strength. I look to "get to yes" without damaging relationships and, in fact, building alliances – I view it as my responsibility to encourage these collaborations with calm insight, judgement, discretion, and the highest ethical standards. Additionally, I have established solid rapport and trust with the Board and administration. Our trustees can be assured that I have the knowledge and integrity to keep them fully briefed on the legal ramifications of decisions they face. I respect the contribution these leaders make and honor their commitment to our reputation, brand, and future.

My recent work as Interim General Counsel has been highly focused on university governance, serving the Board and the President directly as counsel. I was thrilled to be part of the leadership team that secured an invitation to join the Big 12 Conference, and I know that change will be a big part of our future success in athletics, advancement, and academics. During the pandemic, I served on UCF's expanded emergency issues and crisis response team ("EICRT") focused on the coronavirus, helping to keep our community safe and productive. Some of my other responsibilities include University Regulations, employment and labor matters, public records and open government, general legal advising, and contract negotiation. University Regulations, if created and used strategically, can help advance our compliance needs but also our institutional mission. Over the years, I have worked on many employment issues, helping to resolve conflicts and avoid litigation with confidential and measured advice. I am a recognized authority on public records and open government issues. I love helping academic departments secure something of direct benefit to their students. For example, I have long worked with various allied health programs and the education programs to ensure student access to quality external training opportunities. And many other contracts I have reviewed, prepared, or negotiated have directly benefitted a department or program. Finally, I enjoy collaborating with colleagues at other SUS institutions, on such things as Board of Governors regulations or system responses to different external demands. These are just some brief highlights of the many opportunities I have had as UCF counsel over the years, and I commend to the committee my resume for other items.

Of course, no single attorney can be master of all the disciplines and intricacies of our evolving legal system, especially in an organization the size and complexity of UCF. Since 2002, I helped build a highly skilled in-house legal team representing expertise in a number of areas critical to the University's continuing success. I know the strengths of the in-house team and can tap them as needed; further, for matters necessitating other expertise, I have identified and retained outside counsel for those special projects of great importance to the University. As General Counsel, I would build on this excellence, increasing our office's overall effectiveness and efficiency.

As noted on my resume, I earned my B.A. from Vanderbilt University and my J.D. from the University of Miami School of Law. I am one of fewer than fifty attorneys recognized by the Florida Bar as a Board Certified Specialist in Education Law. I am active in the Florida Bar and the National Association of College and University Attorneys.

As the Interim General Counsel, I am energized by the challenges and opportunities ahead. In the Florida Bar Rules of Professional Conduct it says that “no worthwhile human activity can be completely defined by legal rules.” What this tells us is that there is no one size fits all formula in law. Practicing law is not about citing this or that statute number, though I can do that, but rather about considered application of the legal framework to different questions and situations, while keeping the institutional mission in focus.

At UCF, we stand for inclusive excellence and opportunity. That is a mission worthy of my wholehearted support and dedication – in the work I’ve already done and in the work I hope to do going forward. For all the reasons stated, and if my credentials and work to date merit the confidence of President Cartwright and the search committee, I would be honored to be the University’s next Vice President and General Counsel. With my thanks for your consideration, and my best wishes in your work ahead, I remain,

Sincerely,



Youndy C. Cook

Go Knights!

Enclosures

# Youndy C. Cook

---

## PROFILE

A proven problem solver with twenty-five years of progressively more responsible and complex legal practice. A higher education law specialist with practice emphasis and experience in governance, employment law, litigation, appellate representation, student affairs, Title IX, compliance and regulatory matters, crisis management, conflict avoidance, and policy and procedure development and implementation. Board Certified (Florida Bar) as an Education Law specialist since 2012.

A trusted campus partner, providing solutions-oriented advice and creatively working with others to advance institutional goals and mission while maintaining legal compliance.

## EMPLOYMENT HISTORY

### UNIVERSITY OF CENTRAL FLORIDA

ORLANDO, FLORIDA

*April 2002 - Present*

*Interim Vice-President and General Counsel (December 1, 2020 to present)*

Serving as the chief legal counsel for the University, including all colleges, departments, and related entities, provide sophisticated legal counsel and transactional support and guidance to all departments on campus; lead a team of ten lawyers.

- Participate on President's Cabinet; staff liaison to Governance Committee of the Board; support Board operations.
- Proactively advise on legal matters, seeking best-case solutions for the University.
- Monitor legal developments, consult across SUS and with BOG as appropriate; anticipate and identify legal issues arising from institutional activities and counsel units on legal strategies and solutions.

*Associate Vice-President and Sr. Deputy General Counsel (January 2019-November 30, 2020);*

*Deputy General Counsel (2013- 2019); Associate General Counsel (2002-2013)*

In progressively more responsible roles, working as part of the legal team to represent the entire University and all units and related entities with creativity, attention to detail, and know-how. As needed, direct the main legal office and attorney team. Additionally, represent the legal office in university-wide quality improvement efforts; supervise law clerks; and coordinate services across full legal team. Specific practice emphasis in governance, labor and employment law, civil rights, Title IX, student affairs, administrative law, regulatory compliance, training, litigation management, and policy development.

- Governance and Board Relations. Lead counsel for University Regulations, involved in preparation of regulation language and present regulations to the Board. Coronavirus response. Serve on the University's expanded pandemic Emerging Issues and Crisis Response Team, including serve on the initial response and return to campus working groups. [February 2020 – present]
- Litigation/Appellate Practice. Manage employment discrimination and general civil litigation. Litigate civil matters suitable for in-house management, including civil rights claims. Represent UCF on appeal as appropriate. Manage outside appellate counsel. Reported cases as lead counsel on behalf of UCF include: *Couchman v. UCF*, 84 So. 3d 445 (Fla. 5th DCA 2012); *UCF v. Turkiewicz*, 21 So. 3d 141 (Fla. 5th DCA 2009).



- Regulatory/Administrative Compliance. Advise on legislative and regulatory developments. Assist in campus implementation of new state and federal requirements on an ongoing basis, as universities function in an increasingly enhanced regulatory environment year over year. In 2020 served on executive committee to revamp campus Title IX response to comply with new federal regulations. Implement procedures for compliance with new requirements in various areas; monitor for continued compliance. Provide proactive and practical advice regarding application of new legal developments to existing or planned university operations.
- Counseling and Advising - Training. Advise internal clients regarding federal and state laws, including civil rights laws, privacy laws, and public records laws. Draft policies and procedures. Work closely with internal clients to address legal issues and risk management questions in preventative fashion. Prepare and conduct training and presentations on topics of interest to university community, including discrimination prevention, employment law, and public records and sunshine law compliance.
- Administrative Law. Primary responsibility for University's regulation development requirements. Represent university in administrative proceedings and in investigations by federal and state agencies (e.g., educational privacy, civil rights). Advise university departments and units on compliance with public records and sunshine law requirements, audit requirements, and periodic reporting to state.
- Contracts. Draft, review, revise, and negotiate contracts of various types, including affiliation/internship agreements, purchase and service agreements, and others.
- Alternative Dispute Resolution. Successfully represent UCF in mediations and arbitrations. Negotiate favorable settlements. Counsel university clients regarding grievances.
- Labor Relations. Ongoing counseling and representation in relations with three unions. Serve on staff collective bargaining teams; consult on faculty collective bargaining team as needed. Represent UCF in labor proceedings, including impasse.

**FORD & HARRISON LLP**

TAMPA, FLORIDA

*Summer 1999 – Spring 2002*

*Associate*

Associate with Ford Harrison LLP, a multistate labor and employment firm. Practiced in all areas of employment law and litigation, with special emphasis on class actions, accessibility law, and wage and hour law.

- Served as co-lead defense counsel in nationwide Americans with Disabilities Act (ADA) Title III class action involving over 200 related defendants through initial phases of multi-year case; assisted in creation and implementation of process to inspect approximately 350 facilities and collaboratively resolve claims as to each.
- Defended race and national origin discrimination case brought by 27 former employees of paving company.
- Defended specialized wage/hour actions, including action by migrant farmworkers seeking an opt-in class of alien migrant farmworkers alleging wage and contract violations.
- Counseled clients on Fair Labor Standards Act, Family and Medical Leave Act, Title VII, the ADA (including public access provisions), ADEA, and state and local employment laws. Protected client interests through several wage and hour investigations by US DOL.
- Drafted policies and procedures. Represented employers in administrative proceedings.

**CARLTON FIELDS, P.A.**

TAMPA, FLORIDA

*Fall 1996 - Spring 1999*

*Associate*

Associate with Carlton Fields, P.A., a large general practice law firm. Practiced in labor and employment practice and general civil litigation groups. Litigated employment discrimination,

wage and hour law, employee privacy, negligence, and employment torts cases.

- Defended employment discrimination claims and litigation, including investigation and witness interviews; research and drafting of pleadings, motions, and memoranda; depositions; negotiation of settlements and preparation of settlement papers.
- Implemented document production schedule in discrimination class action; prepared brief in opposition to class certification.
- Assisted with general, medical malpractice, and insurance litigation under ERISA by defending depositions, writing and arguing motions, and conducting discovery.

## EDUCATION

### UNIVERSITY OF MIAMI SCHOOL OF LAW

CORAL GABLES, FLORIDA

Juris Doctor, *Summa Cum Laude*, May 1996

Dean's Honor Scholarship Recipient

The University of Miami Law Review, Member

### VANDERBILT UNIVERSITY

NASHVILLE, TENNESSEE

Bachelor of Arts, *Summa Cum Laude*, December 1992

Dean's Honor Scholarship Recipient; Phi Beta Kappa

## BAR ADMISSIONS AND ACTIVITIES

**Admitted:**     **The Florida Bar, 1996;** Middle District of Florida, 1996;  
**Certified:**     Board Certified Specialist in Education Law, Since 2012

**Activities:**    National Association of College and University Attorneys, 2002-present  
CLE Committee, 2008-09, 2010-11, 2012-14, 2018-2021  
2010 Annual Conference Committee, 2009-10, 2011-12, 2014-18  
Florida Bar Education Law Certification Committee, 2016-present  
Florida Bar Education Law Committee, 2008-present  
Vice-Chair, 2011-13; Chair, 2013-2014  
Guardian Ad Litem program, *guardian ad litem*, 2010-2011  
President, Orlando Vanderbilt Alumni Club, 2005 –2008  
Alpha Delta Pi (UCF Chapter), Standards Advisor, 2002- 2006

### **Presentations and Trainings (Selected):**

NACUA Briefing – Title IX and Challenges to Sex-Based Scholarships (2019)  
Training on Legal Issues for University Supervisors – bi-annually (pre-covid)  
(in-house training as part of larger HR leadership course)  
June 2017 Care Manager Statewide Meeting (FERPA and HIPAA compliance)  
Training on FERPA and Florida Public Records Law November 2016 and  
March 2017 (in-house training for student affairs division)  
Presented at September 2015 CUPA-HR Annual Conference, Orlando, FL  
(topic: in-house legal and HR collaboration)  
Presented at June 2015 NACUA Annual Conference, Washington, D.C.  
(topics: social media and crisis management; legal and HR collaboration)  
Presented at June 2012 Annual Conference, Chicago, IL  
(topic: social media in the workplace, workplace monitoring)