



UNIVERSITY OF CENTRAL FLORIDA

Board of Trustees
Governance Committee Meeting
November 16, 2022
Lake Nona Wave Hotel/Virtual

MINUTES

CALL TO ORDER

Trustee Michael Okaty, chair of the Governance Committee, called the meeting to order at 2:00 p.m. Committee member Beverly Seay attended in person, and Bill Christy, Danny Gaekwad, and John Miklos attended virtually. The following board members were also in attendance: Chair Alex Martins, Tiffany Altizer, Harold Mills, and Stephen King. Trustee Jeff Condello attended virtually.

MINUTES

Trustee Gaekwad made a motion to approve the minutes from October 19, 2022, Governance Committee meeting and Trustee Miklos seconded. The committee unanimously approved the minutes as submitted.

NEW BUSINESS

Presidential Assessment and Compensation Review (GOVC-1)

Alex Martins, Chair of Board of Trustees, presented the executive summary for the FY23 Presidential Assessment and compensation recommendations. The executive summary was prepared based on feedback received in consultation with the Chair of the Board of Trustees and the Chair of the Board of Governors. The assessment contains two parts: assessment of the president's leadership competencies and assessment of the president's progress and accomplishments related to his incentive plan goals. The committee was asked to approve President Cartwright's 2021-2022 assessment, which will include an incentive award of \$280k of the \$300k potential outlined in his employment agreement as well as an increase of his base compensation to \$725k and permission to amend the President's employment agreement to limit his annual incentive award to \$300k from 50% and to establish a 3-year retention bonus plan tied to annual metrics towards achieving our strategic plan, with specific metrics to be established by the Chair and approved by the board on an annual basis. Trustee Christy made a motion to approve the 2021-2022 assessment and compensation recommendations as presented and Trustee Gaekwad seconded. Comments were made by Trustee Gaekwad, Trustee Christy, Trustee Miklos, and Trustee Mills. Motion passes unanimously.

Amended and Restated Bylaws of the UCF Foundation, Inc. (GOVC-2)

Youndy Cook, Vice President and General Counsel, presented a summary of the proposed changes to the amended and restated bylaws of the UCF Foundation. These are the final DSO

bylaws revisions being presented in the new templated format. Trustee Christy made a motion to approve the Amended and Restated Bylaws of the UCF Foundation, Inc. and Trustee Gaekwad seconded. The motion was approved unanimously.

Amended Bylaws and Articles of Incorporation for Central Florida Clinical Practice Organization, Inc. (GOVC-3)

Cook presented the proposed amendments to the bylaws and articles of incorporation for the Central Florida Clinical Practice Organization (CFCPO). She summarized the key changes for each document. Trustee Christy made a motion to approve the amended Bylaws and the Articles of Incorporation of the CFCPO and Trustee Miklos seconded. The motion was approved unanimously.

Amendments to University Regulation UCF-2.040 Development, Approval, Termination, and Suspension of Degree Programs (GOVC-4)

Cook presented the proposed amendments to university regulation UCF-2.040 Development, Approval, Termination, and Suspension of Degree Programs. There are only two amendments to address terminology changes to conform to changes in the associated BOG regulation. Trustee Christy made a motion to approve the proposed amendments to UCF-2.040 Development, Approval, Termination, and Suspension of Degree Programs and Trustee Gaekwad seconded. The motion was approved unanimously.

Amendments to University Regulation UCF-4.010 Solicitation on Campus (GOVC-5)

Cook presented the proposed amendments to UCF-4.010 Solicitation on Campus, the only proposed change is to the language regarding harassment. Trustee Christy made a motion to approve the proposed amendments to UCF-4.010 Solicitation on Campus and Trustee Gaekwad seconded. The motion was approved unanimously.

Amendments to University Regulation UCF-7.203 Real Property Leasing, and Repeal of University Regulations UCF-7.201 Real Property Transactions, UCF-7.208 Leases of 5,000 Square Feet or More, and UCF-7.209 Solicitation for Lease Space (GOVC-6)

Cook presented the proposed amendments to university regulation UCF-7.203 Real Property Leasing. She also asked the committee to repeal the university regulations UCF-7.201 Real Property Transactions, 7.208 Leases of 5,000 Square Feet or More, 7.209 Solicitation for Lease Space. All four regulations relate to the topic of leases and have been consolidated into a single regulation. The material in each proposed repealed regulation is either incorporated into UCF-7.203 or is no longer relevant. Trustee Christy made a motion to approve the proposed regulation amendments to UCF-7.203 and to repeal UCF-7.201, UCF-7.208, and UCF-7.209, and Trustee Miklos seconded. The motion was approved unanimously.

Board Self-Assessment Process (DISC-1)

Lauren Ferguson, Associate Vice President of Board Relations, presented the board self-assessment process. The draft survey is included in the meeting materials. The survey will be brought forth for approval at the February meeting.

President's FY23 Goals (INFO-1)

Chair Okaty indicated that the FY23 goals of the president will be presented at full board meeting tomorrow for discussion and approval.

ADJOURNMENT

The meeting adjourned at 2:42 p.m.



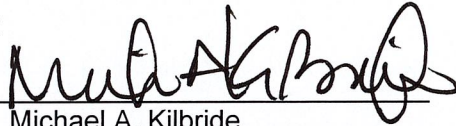
Reviewed by:

Michael Okaty
03/10/2023 09:10 EST

Michael Okaty
Chair, Governance Committee

Date

Respectfully submitted:



Michael A. Kilbride
Associate Corporate Secretary

8/10/23

Date