



## **November 16, 2022 Governance Committee**

Board of Trustees

Lake Nona Wave Hotel

Nov 16, 2022 2:00 PM - 3:00 PM EST

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# Board of Trustees

## Meeting Agenda

**Board of Trustees Meeting  
Governance Committee  
November 16, 2022 2:00-3:00 p.m.**  
*(or upon adjournment of previous meeting, and at the Chair's privilege)*  
**Lake Nona Wave Hotel | Lake Nona**

Livestream:

<https://ucf.zoom.us/j/94177507263?pwd=Zy9nN0xMckJjS2tyQzk3NVBUeEhBdz09>

Webinar ID: 941 7750 7263 Passcode: 009276

Conference call number: 929-205-6099; Meeting ID: 94107750 7263

### AGENDA

- |  |  |
|--|--|
| 1. Call to Order and Welcome               | Michael Okaty, <i>Chair, Governance Committee</i>  |
| 2. Roll Call                               | Tanya Perry, <i>Legal Services Coordinator</i>   |
| 3. Minutes of the October 19, 2022 meeting | Chair Okaty  |
| 4. Action (45 minutes)                     | Chair Okaty  |
| GOVC – 1                                   | Presidential Assessment and Compensation Review<br>Maureen Binder, <i>Associate Vice President and Chief Human Resources Officer</i> |
| GOVC – 2                                   | Amended and Restated Bylaws of the UCF Foundation, Inc.<br>Youndy Cook, <i>Vice President and General Counsel</i>                    |
| GOVC – 3                                   | Amended Bylaws and Articles of Incorporation for Central Florida Clinical Practice Organization, Inc.<br>Youndy Cook                 |
| GOVC – 4                                   | Amendments to University Regulation UCF-2.040 Development, Approval, Termination, and Suspension of Degree Programs<br>Youndy Cook   |
| GOVC – 5                                   | Amendments to University Regulation UCF-4.010 Solicitation on Campus<br>Youndy Cook  |



# Board of Trustees

## Meeting Agenda

GOVC – 6

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  
Youndy Cook

5. Discussion (*10 minutes*)

DISC – 1

Board Self-Assessment Process  
Lauren Ferguson, *Assistant Vice President, Board Relations*

6. Information (*5 minutes*)

INFO – 1

President's FY23 Goals  
Chair Okaty

7. New Business

Chair Okaty

8. Adjournment

Chair Okaty



UNIVERSITY OF CENTRAL FLORIDA

Board of Trustees  
Governance Committee Meeting  
October 19, 2022  
President's Boardroom/Virtual

**MINUTES**

**CALL TO ORDER**

Trustee Michael Okaty, chair of the Governance Committee, called the meeting to order at 10:00 a.m. Committee members Bill Christy, Daniella Lopez and John Miklos attended virtually, and Danny Gaekwad attended by teleconference. The following board members attended virtually: Chair Alex Martins, Tiffany Altizer, Jeffrey Condello, Stephen King, and Caryl McAlpin.

**MINUTES**

Trustee Christy made a motion to approve the minutes from May 25, 2022, Governance Committee meeting and Trustee Miklos seconded. The committee unanimously approved the minutes as submitted.

**NEW BUSINESS**

**Board of Trustees Resolution on Presidential Authority (GOVC-1)**

Youndy Cook, Vice President and General Counsel, presented the new Board Policy on Presidential Authority and Delegation to replace the existing Resolution on Presidential Authority. Significant changes have been made to improve usability and readability, clarify, update, reduce confusion by removing unnecessary provisions, and reorganization of topics. Additionally, Cook proposed that the amount in paragraph (7)(d) be raised to increase the threshold from \$1 million to \$5 million to match the threshold in paragraph (7)(e). Trustee Miklos made a motion to replace the existing Resolution on Presidential Authority with the Board Policy on Presidential Authority and Delegation with the stipulation that the threshold in paragraph (7)(d) be revised to \$5 million. Trustee Gaekwad seconded the motion. The motion was approved unanimously.

**Revisions to Board of Trustees Policy Delegation of Authority to Senior Management Official (GOVC-2)**

Doug Backman, Director of Compliance for the Office of Research, presented proposed amendments to the Board of Trustees Policy Delegation of Authority to Senior Management Official. This policy addresses which individuals can consult on the university's classified program according to the United States National Industrial Security Program Operating Manual (NISPOM). The current Interim Vice President of Research does not have the appropriate clearance, so the amendment provides that the Provost may be consulted as necessary. Trustee Christy made a motion approve the revisions to the policy and Trustee Lopez seconded. The motion was approved unanimously.

**Amendments to Bylaws for UCF Research Foundation and Limbitless Solutions (GOVC-3)**

Robert Wilson, Senior Associate General Counsel, presented the proposed amendments to the bylaws of the UCF Research Foundation, Inc. and Limbitless Solutions, Inc. The Direct Support Organization Board Office

and the Office of the General Counsel worked together to create a standardized template for all DSO bylaws that could be modified as needed to suit each entity. Each set of bylaws were approved by their respective DSO Board of Directors. Trustee Christy made a motion to approve the proposed bylaws amendments for the UCF Research Foundation and Limbitless Solutions and Trustee Lopez seconded. The motion was approved unanimously.

#### Third Amended and Restated Articles of Incorporation for UCF Research Foundation (GOVC-4)

Wilson also presented the amended Articles of Incorporation for the UCF Research Foundation, Inc. These amendments are necessary to be consistent with the amended bylaws presented earlier. Trustee Christy made a motion to approve the proposed Third Amended and Restated Articles of Incorporation for the UCF Research Foundation and Trustee Lopez seconded. The motion was approved unanimously.

#### Appointment of Board Members to UCF Academic Health, Inc., Limbitless Solutions, Inc., and Central Florida Clinical Practice Organization Boards of Directors (GOVC-5)

Mike Kilbride, Chief of Staff, presented the board appointments and reappointments of members to UCF Academic Health, Inc., Limbitless Solutions, Inc., and the Central Florida Clinical Practice Organization boards of directors. The Board Office now coordinates the board appointments for direct support organizations and tracks the terms. President Cartwright has approved each of the appointments, and they were approved by their respective DSO Board of Directors. Trustee Christy made a motion to approve the board appointments and Trustee Lopez seconded. The motion was approved unanimously.

#### Amendments to University Regulation UCF- 2.035 Institutes and Centers (GOVC-6)

Cook presented the proposed amendments to university regulation UCF-2.035 Institutes and Centers. These amendments are proposed to update the definitions and clarify the language regarding the establishment of university institutes and centers, reporting requirements and the disbanding process. Trustee Christy made a motion to approve the proposed regulation amendments, and Trustee Lopez seconded. The motion was approved unanimously.

#### Amendments to University Regulation UCF-3.0124 Discipline and Termination for Cause of Non-Unit Faculty and Non-Unit A&P Staff Members (GOVC-7)

Cook presented the proposed amendments to university regulation UCF-3.0124 Discipline and Termination for Cause of Non-Unit Faculty and Non-Unit A&P Staff Members. This regulation is amended to add language that is already contained in UCF-3.0191 Disciplinary Action for USPS Employees so that the process is the same for each group of employees. Trustee Christy made a motion to approve the proposed regulation amendments and Trustee Gaekwad seconded. The motion was approved unanimously.

#### Amendments to University Regulations UCF-3.001 Non-Discrimination; Affirmative Action Programs and UCF-3.0134 Complaints and Grievances Alleging Discrimination, Discriminatory Harassment or Retaliation (GOVC-8)

Sara Potter, Associate General Counsel, presented the proposed amendments to university regulations UCF-3.001 Non-Discrimination; Affirmative Action Programs and UCF-3.0134 Complaints and Grievances Alleging Discrimination, Discriminatory Harassment or Retaliation. Potter noted that one additional change should be considered to remove duplicative language found in (2)(b)2. Trustee Christy made a motion to approve the proposed regulation amendments with the additional change of striking the added language from paragraph (2)(b)2. Trustee Miklos seconded. The motion was approved unanimously.

Amendments to University Regulations UCF-5.006 Student Rights and Responsibilities, UCF-5.008 Rules of Conduct, and UCF-5.012 Organizational Rules of Conduct (GOVC-9)

Cook presented the presented the proposed amendments to university regulations UCF-5.006 Student Rights and Responsibilities, UCF-5.008 Rules of Conduct, and UCF-5.012 Organizational Rules of Conduct. Two additional edits were proposed in addition to the presented amendments for UCF-5.006: to delete the proposed language in paragraph (6)(c)3 except for the last sentence and strike “decision-maker” from paragraph (6)(c)5. Trustee Miklos made a motion to approve the regulations with the proposed modifications and Trustee Gaekwad seconded. The motion was approved unanimously.

Proposed University Regulation UCF-3.002 Nondiscrimination in University Training and Instruction (GOVC-10)

Cook presented proposed University Regulation UCF-3.002 Nondiscrimination in University Training and Instruction. This is a new regulation created in response to Board of Governors Regulation 10.005 Prohibition of Discrimination in University Training or Instruction. A corresponding university policy will be drafted to establish the complaint process. Several public comments were received after posting. Cook proposed an additional change to paragraph (4) to delete the language after “engaged citizenship” in the last sentence. Trustee Miklos made a motion to approve the proposed regulation with the removal of the specified language from paragraph (4). Trustee Lopez seconded. The motion was approved unanimously.

Amendments to University Regulation UCF-10.001 College of Medicine Faculty Practice Plan (GOVC-11)

Cook also presented the proposed amendments to University Regulation UCF-10.001 College of Medicine Faculty Practice Plan. These amendments are proposed to align to Board of Governors Regulation 9.017 Faculty Practice Plans. Trustee Gaekwad made a motion to approve the proposed regulation amendments and Trustee Miklos seconded. The motion was approved unanimously.

FY23 Work Plan and Charter Review (INFO-1)

Chair Okaty indicated that the FY23 Work Plan for the Governance Committee was included in the meeting materials, along with the committee charter.

**ADJOURNMENT**

The meeting adjourned at 11:05 a.m.

Reviewed by:

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

\_\_\_\_\_  
Date

Respectfully submitted:

\_\_\_\_\_  
Mike Kilbride  
Associate Corporate Secretary

\_\_\_\_\_  
Date



### Board of Trustees Governance Committee | November 16, 2022

## GOVC-1 FY22 Presidential Assessment and Compensation Review

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☐ Information

☐ Discussion

☒ Action

Meeting Date for Upcoming Action: November 17, 2022

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### Purpose and Issues to be Considered:

Consider the Presidential Assessment and Compensation Review Executive Summary and outlined compensation recommendations (Attachment A).

### Background Information:

Board of Governors Regulation 1.001 requires the Board to conduct an annual evaluation of the president. The Governance Committee is responsible for the annual evaluation of the president's performance in addition to reviewing the President's compensation and reviewing and approving the President's short- and long- term goals.

In June 2021, the Board approved a plan for evaluating the president's performance. The plan included an incentive plan to be utilized in determining the president's award of an annual incentive as provided by the president's employment agreement which provides for an annual incentive award of not more than 50 percent of the president's base salary (or up to \$300,000).

In November 2022, the Chief Human Resources Officer, Maureen Binder, conducted individual interviews with all trustees to discuss their assessment of the president based on the approved presidential assessment criteria. The assessment includes two parts: assessment of the president's leadership competencies and assessment of the president's progress and accomplishments related to his incentive plan goals.

Additionally, the Chair of the Board of Trustees requested input from the Chair of the Board of Governors (BOG), for input into the evaluation.

Based on all feedback received, the Chief Human Resources Officer compiled a Presidential Assessment and Compensation Review Executive Summary (Attachment A) in consultation with the Chair of the Board of Trustees. The report also includes compensation recommendations made by the Chair of the Board of Trustees.

### Recommended Action:

Recommend approval of the Presidential Assessment and Compensation Review Executive Summary and outlined compensation recommendations in Attachment A.

### Alternatives to Decision:

Decline to recommend approval of the Presidential Assessment and Compensation Review Executive Summary and compensation recommendations as presented.  
Propose alternative compensation recommendations.

**Fiscal Impact and Source of Funding:**

If approved, non-state resources would be used to fund the incentive compensation payment.

**Authority for Board of Trustees Action:**

BOG Regulation 1.001

Board Policy - Presidential Performance and Compensation Review

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**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:**

Maureen Binder, Associate Vice President and Chief Human Resources Officer

**Supporting Documentation:**

Attachment A: Presidential Assessment and Compensation Review Executive Summary

**Facilitators/Presenters:**

Alex Martins, Chair, UCF Board of Trustees

Maureen Binder, Associate Vice President and Chief Human Resources Officer



**2021-2022  
Presidential Assessment and Compensation Review  
Executive Summary**

The Board of Trustees' Presidential Performance and Compensation Review Policy requires an annual assessment of the president's performance. The Board of Trustees Governance Committee is responsible for conducting this annual assessment. Each trustee was interviewed by Maureen Binder, Chief Human Resources Officer, using an assessment questionnaire that was distributed to each trustee in advance. The twelve leadership competencies assessed were: personal characteristics; strong academic leader/faculty focus; student focus; proven record of diversity and inclusion; partnerships and external relations; administrative leadership, judgement, and decision making; fund raising and diversification of resources; athletic knowledge, knowledge of metropolitan universities; relationship with governance; financial acumen; and overall performance. The assessment levels were defined as: Exceeds Expectations, Meets Expectations, and Does Not Meet Expectations. Additionally, the trustees rated the president on his seven Fiscal 2022 Goals that were approved by the Board of Trustees on June 17, 2021. The rating criteria were: Superior, Very Good, Satisfactory, Less than Satisfactory and Unsatisfactory.

The trustees' assessment of the president's leadership competencies and overall performance evaluation rating was "Exceeds Expectations." President Cartwright was rated highest in the categories of administrative leadership, judgement and decision making, athletic knowledge, student focus, personal characteristics, and relationship with governance. In addition, the president's performance was commended the Board of Governors' Chair, Brian Lamb. He unequivocally praised him for the work he is doing at UCF and stated that he was thoughtful, a great advocate for UCF, and a strong supporter of students and the entire SUS. He relayed that UCF is lucky to have him.

The trustees believe the president has had an excellent year as the senior leader at UCF. He has moved UCF forward and leveraged his newness strategically. They believe his goals are right in line with where UCF needs to be going. Several said that he instills trust, which is different than what UCF has had in the past. Further, he couldn't be a better ambassador for UCF and is an exceptional man, brilliant yet humble, and a good listener. . More than one trustee commented on Melinda Cartwright, the president's wife, saying she is a big part of his success, is a great partner for him, UCF, and an integral part of his team. He was praised for his focus on students. It was noted that because of his own background as a first-generation college student, from another country, he is an "every-person" example for the students. It was apparent to many trustees that the president is sincere in his commitment to students, their academic achievement, and success. The trustees also praised the president's knowledge of athletics, and the significance it plays in the life of a university.

Several trustees commented that they were impressed with how President Cartwright looks ahead and that he is still leading UCF out of difficult times. However, it was also noted in a few areas that he was still setting the foundation and had not had enough time to "move the needle on everything." These areas included the areas of diversity, equity, and inclusion; partnerships and external relations; and fundraising and diversification of resources.

Unanimously, trustees commented that UCF was lucky and blessed to have President Cartwright and went on to say that he is setting a foundation to move UCF to a national stage in academics and as a metropolitan research university.

In summary, responding to this annual assessment review of leadership competencies, the committee recommends that President Cartwright's annual assessment be rated as "Exceeds Expectations."

In addition, the overall assessment of President Cartwright's performance toward his seven Fiscal Year 2022 goals was rated as "Very Good." Multiple trustees praised the strategic planning process, noting the participation and engagement of many stakeholders and voices. Several commented that they look forward to seeing the progress on the plan and the metrics and are immensely proud of the plan. It was noted that the president has hired great leaders and is building an excellent team with only one key position left to fill. One trustee commented that it would be helpful if more student leaders could participate in the process of hiring future senior leaders. Several trustees commented on Knight Vision, Workday and SET, praising the president for pushing and supporting these initiatives that will improve UCF. Several noted that change is hard but that it needed to happen, he should continue to push it as well as innovation and risk-taking. A common comment from Trustees is that diversity and inclusion still has a way to go and that it is important that students see faculty who look like them to feel that they belong. Diversity and inclusion should be more intentional. Another common theme from Trustees was a desire for the president to focus more on philanthropy and building external relations and partnerships in the next year. Several mentioned that BOT members could support him in building relationships.

One trustee comment summed the overall assessment well, noting that they were incredibly pleased with the job he is doing. UCF is on the right track. Many goals have been met, many exceeded, some need more work, which is normal, but the future is bright. UCF has the right leader at the helm.

In addition to the assessment of the President's Leadership Competencies and performance toward his Fiscal Year Goals, an annual evaluation of the president's base and incentive compensation was conducted in accordance with the Board of Trustees' Presidential Performance and Compensation Review Policy. The current board chair considered an analysis of presidential compensation data for national, high-research universities comparable to UCF as well as total presidential compensation data for the Florida State University System (SUS) presidents. Based on this review and taking into consideration all of the comparables, it is recommended to adjust the president's base salary to \$725,000.

Considering President Cartwright's annual assessment leadership competency rating of "Exceeds Expectations" and his Fiscal Year Goal achievement rating of "Very Good," the board chair has recommended a performance incentive award of \$280,000 based on the incentive structure approved by the Board of Trustees. The recommendation for the incentive award is made with consideration to the maximum award amount provided by the president's employment agreement, which is capped at half of the president's base salary.

Prepared by: Maureen Binder, Associate Vice President and Chief Human Resources Officer, in consultation with Alex Martins, Chair, UCF Board of Trustees

Submitted by: Alex Martins, Chair, UCF Board of Trustees



Board of Trustees  
Governance Committee | November 16, 2022

### **GOVC-2: Amended and Restated Bylaws of the UCF Foundation, Inc.**

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☐ Information

☐ Discussion

☒ Action

Meeting Date for Upcoming Action: November 17, 2022

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

UCF Regulation 4.034(3)(c) requires amendments to the bylaws of a UCF Direct Support Organization (DSO) to be approved by the UCF Board of Trustees (BOT). The bylaws for the UCF Foundation, Inc. were revised and adopted by its board. This was done to follow the Governance and Management Recommendations resulting from the BOT's DSO Governance Project Report to improve DSO operational effectiveness and efficiency.

#### **Background Information:**

UCF DSOs are created exclusively to benefit the university and are overseen by the UCF Board of Trustees, the UCF President, and the UCF Vice presidents who serve as chief executive officers of the DSOs. In December 2019, the Board of Trustees, through Chair Beverly Seay, initiated a DSO Project to review all the UCF DSOs to ensure best practices and improve efficiencies among UCF's DSOs. Following a thorough review of DSO governance and management, one that looked to establish best practices, on April 22, 2021, the Board of Trustees approved DSO Governance Recommendations. To implement these recommendations as they relate to DSO Bylaws, the DSO Board Office worked with the Office of the General Counsel to develop a bylaws template to be tailored by each DSO to its operations. The goal of such a template is to create coherence across the DSO Bylaws, which currently vary in areas where consistency is needed to align DSO Board operations.

Five DSOs' amended Bylaws were approved during the May 26, 2022 meeting cycle and two additional DSOs were approved during the October 20, 2022 meeting cycle. The last two related entities to amend their bylaws are the UCF Foundation, Inc. and the Central Florida Clinical Practice Organization, Inc., which are being presented during this November meeting cycle. Assuming approval of these amendments, the comprehensive update to create coherence across the DSOs' Bylaws will be complete.

The attached amended and restated bylaws for the UCF Foundation, Inc. were reviewed and approved by their board at their October 21, 2022, meeting.

#### **Recommended Action:**

Recommend approval of the amended and restated bylaws for the University of Central Florida Foundation, Inc.

#### **Alternatives to Decision:**

Decline to recommend the approval of the proposed bylaws amendments. Recommend modifications to be considered by the respective DSO Board.

**Fiscal Impact and Source of Funding:**

N/A

**Authority for Board of Trustees Action:**

Florida Statutes Section 1004.28

Florida Board of Governors Regulation 9.011

University Regulation UCF-4.034

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**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, Vice President and General Counsel

**Supporting Documentation:**

Attachment A: Summary DSO Bylaws Changes

Attachment B: Amended and Restated Bylaws of the UCF Foundation, Inc.

**Facilitators/Presenters:**

Youndy Cook

## Attachment A

### SUMMARY OF BYLAWS CHANGES

The following is a highlight of substantive changes in the bylaws:

#### Board Composition

- BOT Chair will appoint a Trustee representative; previously language noted the representative would be the BOT Chair
- Alumni Board Chair may name a designee to serve in their stead on the Board
- Change of terminology from Ex Officio Director to Designated Director to reflect that these individuals may be designees

#### Board versus Corporate Officers

- Clear delineation between Board Officers (such as the Board Chair and Vice Chair) and Corporate Officers (such as the CEO and CFO)

#### Board Meetings

- Notice of meetings to occur a minimum of (3) business days prior to the scheduled meeting date
- Inclusion of language regarding public comment at Board meetings

#### Committees

- Removal of the Alumni Board Treasurer as a member of the Finance & Facilities Committee

#### Amendments

- Prior Bylaws could be amended by majority vote; new Bylaws require 2/3 vote

#### Other

- Removal of language prescribing the process for the resignation of the UCF Foundation CEO, as it is not necessary
- Inclusion of amendment history going forward
- Added a provision on ethics and financial disclosures

**AMENDED & RESTATED BYLAWS OF THE  
UNIVERSITY OF CENTRAL FLORIDA FOUNDATION, INCORPORATED**

**ARTICLE I.  
MEMBERS, PURPOSE, MISSION AND OFFICE**

The purposes for which the University of Central Foundation, Incorporated (Foundation) is organized are as follows:

To encourage, support, and enhance the University of Central Florida (University), a comprehensive learning institution in higher education, in its mission as determined by the University of Central Florida Board of Trustees (BOT), including the ability to encourage, solicit, receive, and administer private support 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 BOT, 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 here in above 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.  
BOARD OF DIRECTORS**

**Section 1. Composition.** The Foundation Board of Directors (Board of Directors) will consist of:

- A. Elected Directors. There will be no more than thirty-eight (38) Elected Directors. The BOT will approve all elected director appointments to the Board of Directors.
- B. Designated Directors of the Board of Directors shall be as follows: the UCF Alumni Board Chair, or a designee from within the Alumni Board membership; the University of Central Florida President, or a designee; and a Board of Trustees representative appointed by the BOT Chair.
- C. Emeritus Directors. 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 and Foundation with distinguished service. The Board will serve as the final body to approve the nomination(s). Emeritus Directors will be non-voting.
- D. Additional representatives appointed by the University President.

## **Section 2. Term of Office.**

- A. Elected Directors 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 will begin on the date of appointment and end June 30 (or July 1 through June 30, whichever applies). 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 of Directors after the expiration of one year following the end of their last term and will have the status of a newly Elected Director.
- B. Designated Directors will serve so long as they (or the individual who designated them) hold the office or the position that resulted in such placement on the Board of Directors.
- C. Emeritus Directors serve for life unless they are removed for cause.

**Section 3. Vacancies.** Whenever any vacancy occurs in the Board of Directors by death, resignation, or otherwise, it will be filled without undue delay. Any person elected or designated to fill a vacancy in the Board of Directors will hold office for the unexpired term of his or her predecessor in office. Three years of a term will constitute a full term of service.

**Section 4. Removal.** An Elected Director or Emeritus 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.

**Section 5. Resignation.** A Director may resign at any time by submitting a written resignation to the Chair. If the Chair is resigning, they will submit their resignation to the CEO and University President.

**Section 6. Powers and Duties.** So long as certified by the Board of Trustees, the property, affairs, activities, and concerns of the Foundation are vested in the Board of Directors subject to the Articles of Incorporation, Bylaws, applicable laws, guidelines, policies and regulations. All management functions will be exercised by the Board of Directors subject to its delegation. The powers and duties of the Board of Directors are as follows:

- A. To discharge faithfully all the duties imposed upon it by the Articles of Incorporation and by law.
- B. To meet upon the call of the Chair, Vice 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 of Directors.
- 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 fiscal year together with a management letter, including the response from management, conducted by a firm of independent Certified Public Accountants



selected in accordance with University Policy 2-208, whose engagement letter will provide that it render an opinion on the financial statements in accordance with generally accepted accounting principles and to have the results of the audit reported to and accepted by the Board of Directors.

- 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 Foundation, will be used to further the specific purposes of the Foundation.
- F. To authorize the CEO, other Officers, and the Foundation's senior management to take action(s) as directed by the Board of Directors.
- G. 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 of Directors, subject to the policies of the University, BOT, and the Florida Board of Governors.
- H. To annually approve the Foundation's operating and real estate budgets as well as any material changes to the budget, and then submit the budget to the BOT for approval.
- I. To annually submit to the University of Central Florida Board of Trustees and the Board of Governors its federal Internal Revenue Service Return of Organization Exempt from Income Tax filing (Form 990).
- J. To participate in Board meetings and serve on at least one Committee or University affiliated group as approved by the Chair.
- K. To acquire and maintain a broad awareness and knowledge of the University including its programs, strengths, needs, resources, and mission.
- L. To provide advice and counsel to the University President and the CEO as requested on matters involving the University family and the community.
- M. To support the philanthropic aims of the Foundation with a minimum annual gift in an amount set by the Board of Directors. The annual gift should only mark the beginning of the Directors' 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 Foundations.
- N. To serve as an effective University ambassador in the community.

**Section 7. Meetings of the Board.** The Chair will preside at meetings of the Board of Directors. In the absence of the Board Chair, a Vice Chair will preside.

- A. Regular meetings of the Board of Directors will be held as determined by the Board of Directors. Written notice of the time and place of the annual meeting and regular meetings will be provided to each director, by personal delivery, first class mail, electronic mail or board portal notice, at least three (3) business days before the meeting.

- B. Special meetings of the Board of Directors may be called by the Chair, Vice Chair, CEO, or upon the written request of two (2) members of the Board of Directors. At least three (3) business days prior written notice of any special meeting will be provided to all members of the Board of Directors by personal delivery, first class mail, electronic mail or board portal notice.
- C. Proxies, general or special, will not be accepted for any purpose in the meetings of the Board of Directors.
- D. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

**Section 8. Public Notice.** Public notice of any meeting of the Board of Directors or any Committee will be made as required by Florida law.

**Section 9. Public Comment.** To the extent required by law or permitted by the Chair, individuals who desire to appear before the Board of Directors 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 a minimum of 24-hours in advance, specifying the agenda item about which they wish to speak. Public comment will be limited to three minutes per person.

**Section 10. Quorum and Voting.** A majority of the Board of Directors will constitute a quorum for the transaction of business. The act of a majority of the directors present at a meeting at which a quorum is present will be the act of the Board of Directors unless a greater number is required by these bylaws or by law.

**Section 11. Participation by Electronic Means.** Members of the Board of Directors may participate in a meeting by conference, telephone, or similar communications means provided all persons participating in the meeting are able to communicate with each other.

**Section 12. Officers of the Board.** The Board of Directors shall have the following officers: Chair, (2) Vice Chairs, Treasurer, and a Secretary.

- A. **Chair of the Board.** The Chair will be elected by the Board of Directors and must be a member of the Board of Directors. The Chair will:
  - 1. Preside at the meetings of the Board of Directors. The Chair or designee will prepare the agenda for all meetings of the Board of Directors.
  - 2. Sign all certificates, bonds, deeds, mortgages, leases, and contracts of the Foundation except as otherwise approved by the Board of Directors.
  - 3. Perform all duties as the Board of Directors will designate and may delegate certain duties with the Board of Directors' approval.
  - 4. Perform other duties as are necessarily incident to the office of the Chair.
- B. **Vice Chairs.** The Vice Chairs will be elected by the Board of Directors to serve as its Vice Chairs and must be members of the Board of Directors. In the Chair's absence or incapacity and perform such duties as are assigned by the Chair, one of the Vice Chairs will assume the Chair's duties.
- C. **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:

1. 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.
2. To keep on record a copy of the Articles of Incorporation and Bylaws of the Foundation and all amendments thereto.
3. 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.
4. To keep an accurate list of all members of this Foundation Board of Directors.

D. 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:

1. To assure that adequate provision is made for the care and custody of all the assets of this Foundation with guidance from the CFO.
2. 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.
3. To present a written report of the financial activities of their office at the next annual meeting following their appointment to office.

E. Term of Board Officers. Officers of the Board will serve for two years or until their successor is duly elected. Any such selected or elected Board officer may serve successive terms.

F. Removal. The Board of Directors may remove any Board Officer at any time upon a two-thirds vote of the directors, whenever the best interests of the Foundation would be served.

G. Vacancies. In the event of absence, inability or refusal to act of the Chair the Board of Directors will elect a new Chair no later than its next regular meeting. In the event of absence, inability or refusal to act of a Vice Chair the Board of Directors will elect a new Vice Chair no later than its next regular meeting.

### **ARTICLE III. OFFICERS OF THE CORPORATION**

**Section 1. 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 of Directors and will have no voting rights.

- A. Chief Executive Officer (CEO) appointed by the University President;
- B. Chief Development Officer (CDO), who will be appointed by the CEO;
- C. Chief Operating Officer (COO), who will be appointed by the CEO;
- D. Chief Financial Officer (CFO), who will be appointed by the CEO;
- E. Director of Foundation Board Relations and Development, who will be appointed by the CEO.

**Section 2. Additional Corporate Officers.** 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 of Directors.

**Section 3. Term of Corporate Officers.** Ex Officio Corporate Officers will serve so long as they hold the identified office or the position. The term of office for Additional Corporate Officers will commence when designated or appointed and continue for three years or until their successor is duly designated or appointed. Any such designated or appointed officer may serve successive terms.

**Section 4. Duties of Corporate Officers.** The duties and powers of the officers of the corporation will be as follows:

- A. CEO. The CEO, or designee, will attend all meetings of the Board of Directors 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.
- B. CDO. The CDO will perform the duties of the CEO during the absence or incapacity of the CEO.
- C. COO. The COO will manage the day-to-day business activities of the Foundation.
- D. CFO. The CFO will oversee the fiscal affairs of the Foundation. The duties of the CEO include assuring that adequate provision is made for the care and custody of all the assets of the Foundation.
- E. Director of Foundation Board Relations and Development. The Director of Foundation Board Relations and Development will assist in the documentation and safekeeping of accurate minutes of the proceedings of all meetings of the Board of Directors and maintain a record of the actions of the Board and committees. The Director of Foundation Board Relations and Development will maintain a copy of the Articles of Incorporation and Bylaws of the Foundation and all amendments.

**Section 5. Removal.** The University President and CEO may remove any Corporate Officer at their sole discretion.

**Section 6. Vacancies.** In the event of absence, inability, or refusal to act of any of the ex officio corporate officers, appointed, or designated officers of the corporation, the CEO, except as otherwise provided for in these Bylaws and subject to University Regulation 4.034, will appoint a successor or successors to perform the duties of their respective offices.

## **ARTICLE IV. COMMITTEES**

**Section 1. Standing Committees.** The Chair of the Board of Directors may, at any time, appoint and charge the committees necessary and advisable to assist in the conduct of the Foundation's affairs. The Board Chair will appoint the Chair and the members of each committee, except for those committees whose Chair is specifically appointed in the bylaws.

A. Executive Committee.

1. The Executive Committee consists of the following: the Chair, Vice Chairs, Secretary, Treasurer, immediate past Chair, University President or designee, Chair of the Board of Trustees or designee, Chair of the UCF Alumni Board of Directors or designee, and Chair of all other committees described in these Bylaws.
2. The Chair, or in their absence one of the Vice Chairs, 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 of Directors at all times when the Board of Directors is not meeting. No action of any standing committee will be binding upon the Foundation unless such action is approved by the Executive Committee or Board of Directors.
4. The Executive Committee will meet at the call of the Chair.

B. 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.

C. Donor Engagement and Stewardship Committee.

1. The Donor Engagement and Stewardship Committee will consist of not fewer than three appointed Elected Directors. The Philanthropy Chair of the UCF Alumni Board will serve as an ex-officio voting member.
2. The Donor Engagement and Stewardship Committee will advise the Board of Directors in matters dealing with Donor stewardship strategies, including but not limited to donor recognition, reporting and other experiences.

D. Finance and Facilities Committee.

1. The Finance and Facilities Committee consists of not fewer than five appointed Elected Directors.
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 of Directors at its annual meeting held prior to the end of the current fiscal year.
4. The Finance and Facilities Committee advises the Board of Directors and the University of Central Florida Real Estate Corporation, 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.

E. 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 Chair of the Board of Directors will serve as the Chair of the Governance Committee. If the past Chair is unable to serve, the current Chair of the Board of Directors 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 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.

F. Investment Committee.

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

G. Other Committees.

1. The Chair of the Board of Directors 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.

**Section 2. Membership.** Although committees may include individuals who are not Elected Directors (Advisors), committees will include a majority of Elected Directors and will be chaired by an Elected Director appointed by the Chair of the Board of Directors or specified by these bylaws. Committee member appointments will be for defined terms, and committee members may be removed at any time, with or without cause, by the Chair of the Board of Directors. A majority of any committee of the Board of Directors will constitute a quorum for the transaction of business.

- A. With the exception of the Executive Committee, individuals who are not Elected or Designated 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 of Directors. 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.

**Section 3. Powers and Duties.** Standing Committees will be governed by a charter that is approved by the Board of Directors. The Board of Directors must approve any revocations or amendments to the committee charter(s). With the exception of the Executive Committee, no action of any standing committee shall be binding upon the Foundation unless such action is approved by the Executive Committee or Board of Directors.

#### **ARTICLE V. DIRECT SUPPORT ORGANIZATIONS**

**Section 1. Governing Authority.** The Foundation operates as a Direct Support Organization (DSO) for the University of Central Florida as defined by Florida statute. DSOs are certified by the University of Central Florida Board of Trustees and follow Florida law, the policies and procedures established by the State University System of Florida, the University of Central Florida and the Board of Trustees.

**Section 2. Fiscal Year.** The fiscal year of the Foundation will begin on July 1 and end on June 30 of the following year.

#### **ARTICLE VI. NONDISCRIMINATION**

The Foundation is committed to non-discrimination with respect to race, color, religion, age, disability, sex, marital status, national origin, veteran status or any other basis protected by law.

#### **ARTICLE VII. AMENDMENTS**

These Bylaws may be made, altered, or rescinded by a two-thirds (2/3) vote of members of the Board of Directors present at any regular or special meeting at which a quorum is present. All amendments must be submitted to the University of Central Florida Board of Trustees in accordance with University Regulation prior to becoming effective.

#### **ARTICLE VIII. OPERATIONAL PROVISIONS**

**Section 1. Contracts.** Contracts for the activities of this Foundation will be signed in the name of the Foundation by the Chair of the Board of Directors except as otherwise delegated.

**Section 2. Financial Audits and Reports.** The Foundation will annually have a financial audit of its accounts and records conducted by an independent certified public accountant selected in accordance with University Policy 2-208. The audit will be performed in accordance with the applicable rules adopted by the Auditor General and by the BOT, which will be forwarded to the BOT for review and to the Board of Governors and Auditor General.

**Section 3. Compensation and Employment.** The directors and officers of this Foundation, except those otherwise employed by the Foundation or UCF, will not receive any compensation from this Foundation for their services as director or officer.

- A. Directors, officers, and employees of this Foundation 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, provided the reimbursements or expenditures comply with Florida Statutes Sections 1004.28 and 1012.976.
- B. Personnel employed by this Foundation will not be considered employees of the State of Florida by virtue of employment by this Foundation.
- C. The Foundation will provide equal employment opportunities for all persons regardless of race, color, religion, sex, age, or national origin. Personal services provided to the organization must comply with Section 1012.976, Florida Statutes.

**Section 4. Travel Expenses.** The Foundation will not use state funds for travel expenses.

**Section 5. Indemnification.** Pursuant to Sections 607.0850 and 617.0831, Florida Statutes, any person who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action, suit, or proceeding whether civil, criminal, administrative, or investigative (other than an action by, or in the right of, the Foundation, by reason of the fact that he or she is or was a Director or Officer of the corporation) shall be indemnified against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit, or proceeding, including any appeal thereof, but only if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interest of the Foundation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The Foundation shall have the authority to purchase insurance for this purpose.

Authorization of Indemnification. Any indemnification hereunder shall be made by the Foundation only upon a determination that indemnification of the Director or Officer is proper in a specific case because he or she has met the standard of conduct set forth in the previous paragraph of this Section 5. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding or, if such quorum is not obtainable, by a majority vote of a committee duly designated by the Board of Directors (in which Directors who are parties may participate) consisting solely of two (2) or more Directors not at the time parties to the action, suit or proceeding or by a committee comprised of individuals who were not parties to such action, suit or proceeding where such committee is selected by a majority vote of the full Board of Directors (in which Directors who are parties may participate).

**Section 6. Ethics and Financial Disclosure.** It is the duty of each Director and Officer to fully comply with the Government-in-the-Sunshine Law set forth in Section 286, et seq., Florida Statutes, the Public Records Law set forth in Section 119, et seq., Florida Statutes, and to the extent it applies, the Code of Ethics for Public Officers and Employees set forth in Chapter 112, Part III, Florida Statutes.

**Section 7. Insurance.** The Board of Directors will keep in force a blanket surety bond, or directors and officers liability insurance, or other general liability insurance, the adequacy of which will be determined by the Board of Directors, or a Committee designated by the Board of Directors, to assure that each Officer and employee who is authorized to collect, hold, or disburse funds of the Board of Directors will faithfully discharge their duties.



**Section 8. Seal.** The seal of this corporation will be in the form of a circle and will bear, among other things, the name of the corporation and the date of its incorporation.

**Section 9. Rules.** These Bylaws govern the transaction of business for this Board of Directors. To the extent that the Bylaws do not cover specific procedures, the most recent version of *Robert's Rules of Order* will be applied.

**Section 10. Confidential and Exempt Public Records.** Under Florida Statutes 1004.28(5)(b), other than the auditor's report, management letter, any records related to the expenditure of state funds, and any financial records related to the expenditure of private funds for travel, all records of the Foundation and any supplemental data requested by the Board of Governors, the Board of Trustees, the Auditor General, and the Office of Program Policy Analysis and Government Accountability shall be confidential and exempt from s. 119.07(1).

## **ARTICLE IX. CONFLICT OF INTEREST**

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

I CERTIFY these Amended and Restated Bylaws were approved by the Board of Directors on \_\_\_\_\_ and by the University of Central Florida Board of Trustees on \_\_\_\_\_.

\_\_\_\_\_  
Dana Patton, Secretary  
University of Central Florida Foundation,  
Incorporated Board of Directors

### Amendment History

Original: October 13, 2001

Amended and Restated: October 21, 2022, Approved by Board of Directors

November 17, 2022 Approved by UCF Board of Trustees



Board of Trustees  
Governance Committee | November 16, 2022

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

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☐ Information

☐ Discussion

☒ Action

Meeting Date for Upcoming Action: November 17, 2022

#### Purpose and Issues to be Considered:

The Board Policy on Presidential Authority, section 8(a) requires the President to present and recommend changes to governing documents for practice plan corporations of the university. Central Florida Clinical Practice Organization, Inc. is a related entity/practice plan corporation of the university, and although it is not a DSO, it follows the approval processes followed by the university's DSO.

The bylaws of the corporation have been revised in order to follow the Governance Recommendations approved by the Board of Trustees (BOT) on April 22, 2021, as a result of the BOT's DSO Governance Project Report to improve operational effectiveness and efficiency. In order to implement those recommendations with regard to bylaws, a bylaws template was developed by the DSO Office and the Office of General Counsel. Although Central Florida Clinical Practice Organization, Inc. is not a DSO, the DSO bylaws template was used to develop its Sixth Amended & Restated Bylaws and was tailored to the corporation's operations and activities.

The Articles of Incorporation have been revised in order to align with the changes made to the Sixth Amended & Restated Bylaws and to make necessary updates.

The major changes in the Sixth Amended & Restated Bylaws and in the First Amended & Restated Articles of Incorporation are outlined in Attachment A.

The Sixth Amended & Restated Bylaws and the First Amended & Restated Articles of Incorporation for Central Florida Clinical Practice Organization, Inc. were adopted by its Board of Directors at its meeting on October 17, 2022, and will become effective July 1, 2023.

#### Background Information:

The Board of Governors and the university authorized the formation of a corporate entity to achieve the objectives of the College of Medicine's Faculty Practice Plan. Central Florida Clinical Practice Organization, Inc. was formed in 2008.

#### Recommended Actions:

Recommend approval of the Sixth Amended & Restated Bylaws and the First Amended & Restated Articles of Incorporation for Central Florida Clinical Practice Organization, Inc.

#### Alternatives to Decision:

Decline to recommend the approval and recommend modifications to be considered by the Central Florida Clinical Practice Organization, Inc. Board.

**Fiscal Impact and Source of Funding:**

N/A

**Authority for Board of Trustees Action:**

Board Policy on Presidential Authority, section 8(a)

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**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:**

Jeanette Schreiber, Senior Associate Vice President for Health Affairs and Chief Legal Officer, College of Medicine

**Supporting Documentation:**

Attachment A: Summary of Bylaws Changes

Attachment B: Sixth Amended & Restated Bylaws of Central Florida Clinical Practice Organization, Inc.

Attachment C: First Amended & Restated Articles of Incorporation of Central Florida Clinical Practice Organization, Inc.

**Facilitators/Presenters:**

Youndy Cook, Vice President and General Counsel

**Central Florida Clinical Practice Organization, Inc.**

**Summary of Bylaws and Articles of Incorporation Changes**

Major Bylaws Changes:

ARTICLE I

- Members, Purpose, Mission and Office – Office location was added.

ARTICLE II

- Directors - The Board will be comprised of the President or designee, at least one UCF Board of Trustees (BOT) representative appointed by the Chair of the BOT, a designee of the Vice President for Health Affairs, the Sr. Associate Vice President for Financial Affairs and additional representatives appointed by the University President. Language was added requiring BOT approval of all appointments to the Board other than the BOT Chair or designee and the University President or designee.
- Board member terms - Terms for designated or appointed members of the Board will begin on the date of appointment and end on June 30 (or July 1 through June 30, whichever applies) or until their successor is duly designated or appointed. (Section 2)
- Resignations – Added language that a Director may resign at any time by written resignation to the Chair. (Section 5)
- Board powers – Added language regarding powers. (Section 6) –
  - To discharge faithfully all duties imposed by the Articles of Incorporation and law. (Section 6.A.)
  - To meet upon the call of the Board Chair, the Vice Chair or the CEO or any two Directors. (Section 6.B.)
  - To select a bank or other depositories and to cause the corporation to conduct its financial affairs in conformity with policies and procedures adopted by the Board of Directors. (Section 6.C.)
  - To cause an annual audit of the books and records at least once each fiscal year. (Section 6.D.)
  - To authorize the CEO, other Officers, and the corporation's senior management to take action(s) as directed by the Board. (Section 6.F.)
  - To annually approve the corporation's operating budget as well as any material changes to the budget, and then submit the budget to the BOT for approval (Section 6.H.)
  - To annually submit to the BOT and the Board of Governors its federal Internal Revenue Service Return of Organization Exempt from Income Tax filing (Form 990). (Section 6.I.)

- Who can call Board meetings - (Section 7) Added language that the Board Chair will preside at meetings, and in the Board Chair's absence, the Vice Chair will preside. Revised special meetings language so that such meetings may be called by the Board Chair, Vice Chair or CEO or the written request of 2 members of the Board and added that notice of regular and special meetings can be made via Board portal notice. (Sections 7A. and B.)
- Proxies – Added language that proxies will not be accepted for any purpose in a meeting. (Section 7C.)
- Public Notice and Public Comment – Added public notice and public comment language. (Sections 8 and 9)
- Quorum and Voting – Removed language related to adjourning a meeting to a date no more than 10 days later if there is not a quorum. (Section 10)
- Separation of Board Officers and Corporate Officers – Revised to clearly separate Officers of the Board and Corporate Officers and make clear that Corporate Officers are not members of the Board. Board Officers will be Chair and Vice Chair, with the Chair selected by the President of UCF and the Vice Chair elected by the Board. (Section 12 and Article III)

#### ARTICLE III

- Corporate Officers – Clarifies that Directors are not Corporate Officers. Identifies the standing Corporate Officer roles as CEO, Treasurer and Secretary. The CEO will be the Vice President with responsibility for health affairs and will appoint the Treasurer and Secretary.
- Officer Duties – Establishes baseline responsibilities for each of the Corporate Officers.

#### ARTICLE IV

- Committees – Removed sections on committee on nominations and special committees. (Section 2)

#### ARTICLE V

- Governing Authority - Added section on Governing Authority.

#### ARTICLE VI

- Nondiscrimination - Added Article on nondiscrimination.

#### ARTICLE IX

- Added language regarding contracts, compensation and employment and the prohibition on using state funds for travel expenses. (Sections 1, 3 and 4)
- Indemnification – Updated language subject to Florida Statutes, Section 607.0850 and 617.0831. (Section 5)
- Ethics and Financial Disclosure – Added compliance language pursuant to Sunshine and Public Records Laws and Code of Ethics for Public Officers and Employees. (Section 6)

- Added language regarding the corporate seal, insurance and meeting rules.

#### ARTICLE X

- Conflict of Interest - Added Article regarding Conflict of Interest.

#### Major Articles of Incorporation changes:

- Name and Address – Updated address.
- Directors and Officers - Revised sections on Directors and Officers to be consistent with changes in the proposed Sixth Amended & Restated Bylaws.
- Registered Agent - Updated the Registered Agent's name and address.
- Added Articles containing information required by Florida law and the Secretary of State's office, including the July 1, 2023 effective date.

**SIXTH AMENDED & RESTATED BYLAWS OF  
CENTRAL FLORIDA CLINICAL PRACTICE ORGANIZATION, INC.**

**ARTICLE I.  
MEMBERS, PURPOSE, MISSION, AND OFFICE**

The corporation will have no members and will be managed by the Board of Directors.

The corporation is organized as a corporation not-for-profit under Chapter 617, Florida Statutes. The corporation will be organized and operated exclusively for scientific, educational, and charitable purposes, within the meaning of Section 501(c)(3) of the United States Internal Revenue Code, and not for pecuniary profit, and exclusively for the support and benefit of the University of Central Florida (the “University”). The corporation will possess all powers and authority as are now or may hereafter be granted to corporations not-for-profit under the laws of the State of Florida. The specific purposes for which the corporation is organized will include the promotion and support of medical education, research, and patient care, including the collection, receipt, management, administration and distribution of funds, exclusively for support of the mission and objectives of the university’s College of Medicine (the “College”), in accordance with the College of Medicine Faculty Practice Plan adopted in accordance with Florida Board of Governors Regulation 9.017, or corresponding provisions of any subsequent laws or rules.

The principal office of Central Florida Clinical Practice Organization, Inc. will be located at 6850 Lake Nona Blvd., 3<sup>rd</sup> Floor, Orlando, Orange County, Florida.

**ARTICLE II.  
BOARD OF DIRECTORS**

**Section 1. Directors.** The Central Florida Clinical Practice Organization, Inc. Board of Directors will consist of:

- A. The President of the University of Central Florida, or designee,
- B. At least one University of Central Florida Board of Trustees (“BOT”) representative appointed by the Chair of the BOT,
- C. A designee of the Vice President for Health Affairs of the University of Central Florida,
- D. The Sr. Associate Vice President for Financial Affairs, and
- E. Additional representatives appointed by the University President.

The BOT will approve all appointments to the Board of Directors other than the BOT Chair or designee and the University President or designee.

**Section 2. Terms of Office.** *Ex officio* members of the Board of Directors will serve as directors of the corporation for such time as they continue to serve in their positions with the university.

Directors designated or appointed to the Board of Directors will serve for three-year terms. Terms will begin on the date of appointment and end June 30 (or July 1 through June 30, whichever applies) or until their successor is duly designated or appointed. Any designated or appointed director may be designated or appointed to successive terms.

**Section 3. Vacancies.** Whenever any vacancy occurs in the Board of Directors by death, resignation, or otherwise, it will be filled without undue delay. Any person designated or appointed to fill a vacancy in the Board of Directors will hold office for the unexpired term of his or her predecessor in office.

**Section 4. Removal.** The University President may remove any director at any time upon written notice, with or without cause, except for directors appointed by the BOT Chair. The Board of Directors may remove any director at any time upon a two-thirds vote of the directors, whenever the best interests of the corporation would be served.

**Section 5. Resignation.** A Director may resign at any time by submitting a written resignation to the Chair.

**Section 6. Powers and Duties.** The property, affairs, activities, and concerns of the corporation are vested in the Board of Directors subject to the Articles of Incorporation, Bylaws, applicable laws, guidelines and policies and regulations. All management functions will be exercised by the Board of Directors subject to its delegation. The powers and duties of the Board of Directors are as follows:

- A. To discharge faithfully all the duties imposed upon it by the Articles of Incorporation and by law.
- B. To meet upon the call of the Board Chair, the Board Vice Chair, the Chief Executive Officer (“CEO”) of the corporation or any two directors.
- C. To select a bank or banks or other depositories for the deposit of funds and securities of the corporation; and to cause the corporation to conduct its financial affairs in conformity with the policies and procedures adopted by the Board of Directors.
- D. To cause an audit of the books and records of this corporation to be made at least once each fiscal year together with a management letter, including the response from management, if required, conducted by a firm of independent Certified Public Accountants, whose engagement letter will provide that it render an opinion on the financial statements in accordance with generally accepted accounting principles and to have the results of the audit reported to and accepted by the Board of Directors.
- E. 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 authorize the CEO, other Officers, and the corporation’s senior management to take action(s) as directed by the Board of Directors.



- G. 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, its Board of Trustees and the Florida Board of Governors.
- H. To annually approve the corporation's operating budget as well as any material changes to the budget, and then submit the budget to the University of Central Florida Board of Trustees for approval.
- I. To annually submit to the University of Central Florida Board of Trustees and the Board of Governors its federal Internal Revenue Service Return of Organization Exempt from Income Tax filing ("Form 990").

**Section 7. Meetings of the Board.** The Board Chair will preside at meetings of the Board of Directors. In the absence of the Board Chair, the Vice Chair will preside.

- A. Regular meetings of the Board of Directors will be held as determined by the Board of Directors. Written notice of the time and place of the annual meeting and regular meetings will be provided to each director, by personal delivery, first class mail, or electronic mail or board portal notice, at least three (3) business days before the meeting.
- B. Special meetings of the Board of Directors may be called by the Board Chair, Vice Chair, CEO or upon the written request of two (2) members of the Board of Directors. At least three (3) business days prior written notice of any special meeting will be provided to all members of the Board of Directors by personal delivery, first class mail, electronic mail or board portal notice.
- C. Proxies, general or special, will not be accepted for any purpose in the meetings of the Board of Directors.
- D. Any director may waive notice of any meeting. The attendance of a director at any meeting will constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

**Section 8. Public Notice.** Public notice of any meeting of the Board of Directors or any Committee will be made as required by Florida law. Opportunity for public comment may be permitted.

**Section 9. Public Comment.** To the extent required by law or permitted by the Chair, individuals who desire to appear before the Board of Directors or any Committee 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 in advance, specifying the agenda item about which they wish to speak. Public comment will be limited to three (3) minutes per person.

**Section 10. Quorum and Voting.** A majority of the Board of Directors will constitute a quorum for the transaction of business. The act of a majority of the directors present at a meeting at which

a quorum is present will be the act of the Board of Directors unless a greater number is required by these bylaws or by law.

**Section 11. Participation by Electronic Means.** Members of the Board of Directors may participate in a meeting of the Board by conference, telephone or similar communications means provided all persons participating in the meeting are able to communicate with each other.

**Section 12. Chair and Vice Chair of the Board.** The Board of Directors will have a Chair and Vice Chair serve as officers of the Board.

- A. Chair of the Board. The Chair of the Board (“Board Chair”) will be selected by the University President and must be a member of the Board. The Board Chair will:
  - 1. Preside at the meetings of the Board of Directors. The Board Chair or designee will prepare the agenda for all meetings of the Board of Directors.
  - 2. Sign all certificates, bonds, deeds, mortgages, leases, and contracts of the corporation except as otherwise approved by the Board of Directors.
  - 3. Perform all duties as the Board of Directors will designate and may delegate certain duties with the Board of Directors’ approval.
  - 4. Perform other duties as are necessarily incident to the office of the Board Chair.
- B. Vice Chair. The Vice Chair will be elected by the Board of Directors to serve as its Vice Chair and must be a member of the Board. The Vice Chair will assume the Chair’s duties in the Chair’s absence or incapacity and perform such duties as are assigned by the Chair.
- C. Term of Board Officers. Officers of the Board will serve for three years or until their successor is duly selected or elected. Any such selected or elected Board officer may serve successive terms.
- D. Removal. The Board of Directors may remove any Board officer at any time upon a two-thirds vote of the directors, whenever the best interests of the corporation would be served.
- E. Vacancies. In the event of absence, inability, or refusal to act of the Chair, the University President will select another member of the Board to serve as Chair. In the event of absence, inability or refusal to act of the Vice Chair, the Board will elect a new Vice Chair no later than its next regular meeting.

### **ARTICLE III.**

### **OFFICERS OF THE CORPORATION**

**Section 1. Officers.** The officers of the corporation will be non-members of the Board and will be as follows:

- A. CEO, who is the Vice President of the University of Central Florida with responsibility for health affairs;
- B. Secretary, who will be appointed by the CEO;
- C. Treasurer, who will be appointed by the CEO, in consultation with the Chief Financial Officer of the University; and
- D. Other officers, listed below, as may be appointed by the CEO.

**Section 2. Term of Corporate Officers.** *Ex officio* Corporate Officers who are employees of the University of Central Florida will serve as long as they continue to be employed with the University of Central Florida in that position. The term of office for appointed Corporate Officers will commence when appointed and continue for three (3) years or until their successor is duly appointed. Any such appointed officer may serve successive terms.

**Section 3. Duties of Officers.** The duties and powers of the officers of the corporation will be as follows:

- A. CEO. The CEO will be the chief executive officer of the corporation, will have general and active management of the business and affairs of the corporation, subject to the directions of the Board of Directors, and, in the absence of a Chair or Vice Chair of the Board of Directors, will preside at all meetings of the Board of Directors.
- B. Secretary. The Secretary will be responsible for the following permanent records:
  - 1. Accurate minutes of the proceedings of all meetings of the Board of Directors and a record of the actions of the Board and committees.
  - 2. A copy of the Articles of Incorporation and Bylaws of the corporation and all amendments.
- C. Treasurer. The Treasurer will oversee the fiscal affairs of the corporation. The duties of the Treasurer include assuring that adequate provision is made for the care and custody of all the assets of the corporation.

**Section 4. Removal.** The CEO may remove any corporate officer at any time whenever the best interests of the corporation would be served.

**Section 5. Vacancies.** In the event of absence, inability, or refusal to act of any of the appointed or designated officers of the corporation, the CEO, except as otherwise provided for in these Bylaws and subject to University Regulation 10.001, will appoint a successor or successors to perform the duties of their respective offices.

#### **ARTICLE IV.** **COMMITTEES**

**Section 1. General.** The Board Chair may, at any time, appoint and charge such committees necessary and advisable to assist in the conduct of the corporation's affairs. Although committee members may include members who are not directors, committees will include a majority of directors and will be chaired by a director appointed by the Board Chair. Committee member appointments will be for defined terms, and committee members may be removed at any time, with or without cause, by the Board Chair. A majority of any committee of the corporation will constitute a quorum for the transaction of business.

**Section 2. Audit Committee.** The Board of Directors may establish an Audit Committee to provide for oversight of the integrity of financial reporting, internal controls and the independence and performance of the audit function of the corporation's independent auditors.

#### **ARTICLE V.** **GOVERNING AUTHORITY AND FISCAL YEAR**

**Section 1. Governing Authority.** Notwithstanding any other provision of these Bylaws to the contrary, the affairs and operations of the corporation will be conducted in compliance with the applicable regulations of the Florida Board of Governors and the University of Central Florida, including regulations governing the faculty practice plan for the University of Central Florida College of Medicine.

**Section 2. Fiscal Year.** The fiscal year of the corporation will begin on July 1 and end on June 30 of the following year.

#### **ARTICLE VI.** **NONDISCRIMINATION**

The corporation is committed to non-discrimination with respect to race, color, religion, age, disability, sex, marital status, national origin, veteran status or any other basis protected by law.

#### **ARTICLE VII.** **AMENDMENTS**

These Bylaws may be made, altered, or rescinded by a two-thirds (2/3) vote of members of the Board of Directors present at any regular or special meeting at which a quorum is present. All amendments must be submitted to the University of Central Florida Board of Trustees.

**ARTICLE VIII.**  
**DISTRIBUTION OF NET RECEIPTS**

The accumulation, expenditure, and distribution of all funds of the corporation will be exclusively for the support of the mission and objectives of the University of Central Florida College of Medicine and will be made only after approval by the Vice President for Health Affairs of the university or designee.

**ARTICLE IX.**  
**OPERATIONAL PROVISIONS**

**Section 1. Contracts.** Contracts for the activities of this corporation will be signed in the name of the corporation by the Board Chair except as otherwise delegated.

**Section 2. Financial Audits and Reports.** The corporation will annually have a financial audit of its accounts and records conducted by an independent certified public accountant. The audit will be performed in accordance with the applicable rules adopted by the Auditor General and by the BOT, which will be forwarded to the BOT for review and to the Board of Governors and Auditor General.

**Section 3. Compensation and Employment.** The directors and officers of this corporation, except those otherwise employed by the corporation or UCF, will not receive any compensation from this corporation for their services as director or officer.

- A. Directors, officers, and employees of this corporation may be reimbursed from funds of the corporation for any travel expenses or other expenditures incurred by them in the proper performance of their duties, provided the reimbursements or expenditures comply with applicable laws, regulations and policies.
- B. Personnel employed by this corporation will not be considered employees of the State of Florida by virtue of employment by this corporation.
- C. The corporation will provide equal employment opportunities for all persons regardless of race, color, religion, sex, age, or national origin. Personal services provided to the organization must comply with Section 1012.976, Florida Statutes.

**Section 4. Travel Expenses.** The corporation will not use state funds for travel expenses.

**Section 5. Indemnification.** Pursuant to Sections 607.0850 and 617.0831, Florida Statutes, any person who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action, suit, or proceeding whether civil, criminal, administrative, or investigative (other than an action by, or in the right of, the corporation, by reason of the fact that he or she is or was a Director or Officer of the corporation) shall be indemnified against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit, or proceeding, including any appeal thereof, but only if he or she acted in good faith and in a manner he or she reasonably believed

to be in, or not opposed to, the best interest of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The corporation shall have the authority to purchase insurance for this purpose.

**Authorization of Indemnification.** Any indemnification hereunder shall be made by the corporation only upon a determination that indemnification of the Director or Officer is proper in a specific case because he or she has met the standard of conduct set forth in the previous paragraph of this Section 5. Such determination shall be made by the Board by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding or, if such quorum is not obtainable, by a majority vote of a committee duly designated by the Board (in which Directors who are parties may participate) consisting solely of two (2) or more Directors not at the time parties to the action, suit or proceeding or by a committee comprised of individuals who were not parties to such action, suit or proceeding where such committee is selected by a majority vote of the full Board (in which Directors who are parties may participate).

**Section 6. Ethics and Financial Disclosure.** It is the duty of each Director and Officer to fully comply where applicable with the Government-in-the-Sunshine Law set forth in Section 286, et seq., Florida Statutes, the Public Records Law set forth in Section 119, et seq., Florida Statutes, and to the extent it applies, the Code of Ethics for Public Officers and Employees set forth in Chapter 112, Part III, Florida Statutes.

**Section 7. Seal.** The seal of this corporation will be in the form of a circle and will bear, among other things, the name of the corporation and year of its incorporation.

**Section 8. Insurance.** Central Florida Clinical Practice Organization, Inc. will keep in force a blanket surety bond, or directors and officers liability insurance, or other general liability 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 Central Florida Clinical Practice Organization, Inc. will faithfully discharge their duties.

**Section 9. Rules.** These Bylaws govern the transaction of business for this Board of Directors. To the extent that the Bylaws do not cover specific procedures, the most recent version of *Robert's Rules of Order* will be applied.

## **ARTICLE X. CONFLICT OF INTEREST**

All actual or potential conflicts of interest involving directors and officers of the corporation will be disclosed and addressed in accordance with the corporation's Conflict of Interest Policy.

I CERTIFY these Sixth Amended & Restated Bylaws of the Central Florida Clinical Practice Organization, Inc. were approved and adopted by the corporation's Board of Directors on \_\_\_\_\_.

\_\_\_\_\_  
Jeanette C. Schreiber, JD, MSW  
Secretary

Amendment History

Adopted by Board of Directors: 4/5/2010

Amended and Restated: 8/1/2011

Second Amended and Restated: 9/4/2012

Third Amended and Restated: 9/11/2014

Fourth Amended and Restated: 3/10/2015

Fifth Amended and Restated: 8/29/2019, 2/19/202; UCF Board of Trustees 2/20/2020

Sixth Amended and Restated: 10/17/2022; UCF Board of Trustees \_\_\_\_\_

**FIRST AMENDED & RESTATED ARTICLES OF INCORPORATION  
of  
CENTRAL FLORIDA CLINICAL PRACTICE ORGANIZATION, INC.**

(A Non-Profit Corporation)

The undersigned, as Secretary of Central Florida Clinical Practice Organization, Inc. (Corporation), hereby certifies as follows:

**ARTICLE I  
Name and Address**

The name of the Corporation is Central Florida Clinical Practice Organization, Inc. The principal office and mailing address of the Corporation shall be University of Central Florida College of Medicine, 6850 Lake Nona Boulevard, 3<sup>rd</sup> Floor, Orlando, Florida 32827.

**ARTICLE II  
Purpose, Powers and Dissolution**

**Section 1. Purposes and Powers.**

The Corporation is organized as a corporation not-for-profit under Chapter 617, Florida Statutes. The Corporation shall be organized and operated exclusively for scientific, educational, and charitable purposes, within the meaning of Section 501(c)(3) of the United States Internal Revenue Code, and not for pecuniary profit, and exclusively for the support and benefit of the University of Central Florida (the "University"). The Corporation shall possess all powers and authority as are now or may hereafter be granted to corporations not-for-profit under the laws of the State of Florida. The specific purposes for which the Corporation is organized shall include the promotion and support of medical education, research, and patient care, including the collection, receipt, management, administration and distribution of funds, exclusively for support of the mission and objectives of the University's College of Medicine (the "College"), in accordance with the College of Medicine Faculty Practice Plan adopted in accordance with Florida Board of Governor's Regulation 9.017 or corresponding provisions of any subsequent laws or rules.

**Section 2. Limitations on Actions.**

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to, its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes as set forth in these articles of incorporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation



shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for political office. Notwithstanding any other provisions of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future tax code. No employee of the Corporation shall engage in the practice of medicine.

### **Section 3. Dissolution.**

Upon dissolution of this Corporation, all of its assets remaining after the payment of all costs and expenses of such dissolution shall be disbursed to the University of Central Florida Foundation, Inc., provided that it is exempt under Section 501(c)(3) of the Internal Revenue Code, or corresponding provisions of any future tax code, for use only by the College of Medicine. In the event that such organization is not in existence or the University of Central Florida Foundation, Inc., is not exempt under Section 501(c)(3) of the Internal Revenue Code, or corresponding provisions of any future tax code, the remaining assets of the Corporation shall be distributed, at the discretion of the Board of Directors of the Corporation, for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for educational, scientific or charitable purposes and which qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future tax code.

## **ARTICLE III Membership**

The members of this not-for-profit corporation, if any, shall be qualified and admitted as set forth in the Bylaws of this Corporation.

## **ARTICLE IV Term of Existence**

This Corporation shall have perpetual existence unless it shall be dissolved according to the laws of the State of Florida.

**ARTICLE V**  
**Board of Directors**

The property, affairs and activities of the Corporation shall be managed by the Board of Directors, who shall serve *ex officio*, be appointed or be designated as provided in the Bylaws of this Corporation, and who shall serve without compensation.

**ARTICLE VI**  
**Officers**

The Officers shall be appointed or elected as described in the Bylaws of the Corporation.

**ARTICLE VII**  
**Stock and Dividends Prohibited**

The Corporation shall have no capital stock, pay no dividends, distribute no part of the net income to its members, officers, or directors, and the private property of its members shall not be liable for any obligations of the Corporation.

**ARTICLE VIII**  
**Amendment**

Amendments to these Articles of Incorporation may be proposed and adopted by a vote of two-thirds (2/3) of all members of the Board of Directors.

**ARTICLE IX**  
**Incorporator**

The name and street address of the incorporator is:

W. Scott Cole

Vice President and General Counsel University of Central Florida

Millican Hall, Suite 360

4000 Central Florida Blvd. Orlando, FL 32816-0015

**ARTICLE X**  
**Office and Registered Agent**

Jeanette C. Schreiber, whose office is located at University of Central Florida College of Medicine, 6850 Lake Nona Boulevard, 3<sup>rd</sup> Floor, Orlando, Florida 32827, is designated as the Registered Agent to accept service of process for the Corporation within this state, and said Agent's acceptance is endorsed below.

## **ARTICLE XI**

### **Article Consolidation**

These adopted First Amended & Restated Articles of Incorporation supersede the original Articles of Incorporation and all amendments to them.

## **ARTICLE XII**

### **Required Adoption Information**

These First Amended & Restated Articles of Incorporation contain amendments to the Articles of Incorporation which required Board of Directors approval. The date of adoption of the amendments was October 17, 2022, and the votes cast were sufficient for approval.

## **ARTICLE XIII**

### **Effective Date**

The effective date of these First Amended & Restated Articles of Incorporation is July 1, 2023.

**IN WITNESS WHEREOF**, the undersigned has executed these Articles of Incorporation on the \_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_.

**Secretary**

By: \_\_\_\_\_  
**Jeanette C. Schreiber, JD, MSW**  
**Secretary**

**ACCEPTANCE BY REGISTERED AGENT**

The undersigned, having been designated as the registered agent of the Corporation, and being familiar with and accepting the obligations of the position, does hereby accept that designation.

\_\_\_\_\_  
Jeanette C. Schreiber, Registered Agent

\_\_\_\_\_, 20\_\_



Board of Trustees  
Governance Committee | November 16, 2022

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

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☐ Information

☐ Discussion

☒ Action

Meeting Date for Upcoming Action: November 17, 2022

#### Purpose and Issues to be Considered:

This regulation outlines the policies and procedures governing new degree development, as well as termination and suspension of degree programs. The proposed amendments to this regulation are update terminology to be consistent with Board of Governors Regulation 8.011 Authorization of New Academic Degree Programs and Other Curricular Offerings.

This regulation was posted online October 17, 2022, 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:

Recommend approval of proposed amendments to UCF Regulation UCF-2.040.

#### Alternatives to Decision:

Decline to recommend approval of proposed amendments to University Regulation UCF-2.040.  
Recommend alternative amendments.

#### Fiscal Impact and Source of Funding:

N/A

#### Authority for Board of Trustees Action:

Board of Governors Regulations 1.001 and 8.011

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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, Vice President and General Counsel



# Board of Trustees

## Agenda Memo

### **Supporting Documentation:**

Attachment A: Proposed Amended Regulation UCF-2.040

### **Facilitators/Presenters:**

Youndy Cook

## **UCF 2.040 Development, Approval, Termination, and Suspension of Degree Programs**

(1) All proposals for new degree programs, as well as all terminations of existing degree programs, shall be approved by the Board of Trustees in accordance with Board of Governors Regulation 8.011 and 8.012. The purpose of this Regulation is to outline the basic guidelines governing new degree development, as well as suspension and termination of degree programs, at the University of Central Florida. The core tenets that guide the process are:

- (a) The faculty creates, approves, and modifies all curricula, including degree programs, as outlined in the faculty senate bylaws that charters the Undergraduate Council and the Graduate Council.
- (b) The administration determines program alignment with the University Mission, University Strategic Plan, and the University ~~Accountability~~~~Work~~ Plan, as well as whether funding and funding priorities support approval of specific degree programs, given the resources needed to support those programs in a manner consistent with the University's status as an aspiring preeminent institution.

(2) All formal new degree proposals are developed at the department level by UCF faculty members. The process for approving new degree programs utilizes a pre-proposal process that includes the Board of Governors Council of Academic Vice Presidents (CAVP) Academic Coordination Group (ACG).

- (a) Early in the development process, the lead faculty author works with the Provost's Office and Graduate Studies, if appropriate, to prepare a CAVP Pre-Proposal for the Provost's approval.
- (b) The CAVP Pre-Proposal is reviewed and approved following the guidelines provided by the Provost's Office. Approved pre-proposals are included in the University's annual accountability report submitted to the Board of Governors.

(3) After review by the CAVP ACG, a full Proposal for New Program is completed in accordance with the common State University System (SUS) new degree proposal format and submitted through the process as outlined in Faculty Senate Bylaws.

(4) Other Academic Curricular Offerings under Board of Governors Regulation 8.011(7), which include program minors, concentrations, areas of emphasis, tracks, and for-credit certificate programs, shall also follow the internal approval process, but are finalized at the Provost level.

(5) After approval by the UCF Board of Trustees, degree proposals are submitted to the Board of Governors' Office for review and inclusion in the SUS Degree Inventory, at which time the new degree program is also placed in the UCF Degree Program Inventory, with the following additional processes required for specific types of programs:

- (a) All doctoral degree programs must be reviewed by a qualified external consultant prior to consideration by the UCF Board of Trustees. The reviewer's report is advisory to the UCF Board of Trustees. After Board of Trustees approval, research doctorate and professional degrees are forwarded to the Board of Governors staff in preparation for review and approval at a formal Board of Governors meeting. Degrees at this level are placed on the appropriate degree inventories only after approval by the full Board of Governors.
- (b) Bachelor's degree programs that are seeking ~~specialized admission~~~~limited access~~ status or requesting waiver of the 120 credit hour limit, must also receive Board

of Governors approval, and are not placed in either the Board of Governors or the UCF degree inventory until such approval is received.

(6) Approval for new majors, tracks, and certificates under an existing approved program do not require the pre-proposal process. New majors must meet the definition outlined in BOG Regulation 8.011(2)(b) and must be “reasonably associated with the degree program under which it is offered and shall share common core courses with any other majors within the same degree program.” Approval for majors, track, and certificates do not require Board of Trustees or Board of Governors approval; however, a full proposal is submitted as outlined in paragraph (3) above.

(7) The process for terminating a UCF degree program mirrors that found in Board of Governors Regulation 8.012. The academic unit requesting termination prepares an “Academic Degree Program Termination Form” for review and approval as outlined in the Faculty Senate bylaws. Degrees at the professional and doctoral levels are terminated only with approval from the Board of Governors. All terminated programs require a teach-out plan, if students are enrolled in the program, in accordance with undergraduate and graduate policy as outlined in the termination form. The Provost Office will oversee the notification of the Florida College System as required in 8.012(1)(b)3.

(8) Temporary suspensions of UCF degree programs also follow the requirements set forth in Board of Governors Regulation 8.012 and require the unit to prepare a “Request for Temporary Suspension of New Enrollments in an Academic Degree Program” form. Programs may be suspended for up to 9 semesters. After that time, UCF must notify the Board of Governors’ office on the desired course of action for the program (e.g., formal termination, reinstatement, or request an extension of the suspension period).

*Authority: Art. IX, Sec. 7, Fla. Constitution, BOG Regulations 8.004, 8.011, 8.012, 8.013, and 8.014. History: New 6-18-2020, \_\_\_\_\_22.*



Board of Trustees  
Governance Committee | November 16, 2022

### GOVC-5: Amendments to University Regulation UCF-4.010 Solicitation on Campus

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☐ Information

☐ Discussion

☒ Action

Meeting Date for Upcoming Action: November 17, 2022

**Purpose and Issues to be Considered:**

This regulation outlines the policies and procedures governing solicitation on campus. The only proposed amendment is to update the language in paragraph (4) regarding harassment and threats to be consistent with other university regulations.

This regulation was posted online October 17, 2022, 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:**

Recommend approval amendments to UCF Regulation UCF-4.010.

**Alternatives to Decision:**

Decline to recommend amendments to University Regulation UCF-4.010 as proposed. Recommend alternative amendments.

**Fiscal Impact and Source of Funding:**

N/A

**Authority for Board of Trustees Action:**

Board of Governors Regulation 1.001

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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, Vice President and General Counsel

**Supporting Documentation:**

Attachment A: Proposed Amended Regulation UCF-4.010



# Board of Trustees

## Agenda Memo

**Facilitators/Presenters:**

Youndy Cook

## Attachment A

### UCF-4.010 Solicitation on Campus.

(1) This regulation applies to all solicitors.

(2) Definitions

- (a) For purposes of this regulation, “campus” shall be defined to include all properties and facilities under the guidance, supervision, regulation, or control of the University of Central Florida or any of its direct support organizations, and all fraternity and sorority houses on the campus.
- (b) Solicitation is defined to be any act or event conducted for the purpose of financial or commercial gain to the vendor, individual(s) or organization(s). For purposes of this regulation, solicitation includes:
  - 1. the sale, lease, rental or offer for sale, lease, rental, or distribution of any property, product, merchandise, publication or service, whether for immediate or future delivery; or
  - 2. the distribution or display of printed material, merchandise, or products – whether through printed or media advertising, sponsorships, or otherwise – that is designed to publicize, advertise, encourage the purchase, use, or rental of any property, product, merchandise, publication or service.
- (c) Solicitor is defined to be any person, individual, vendor, or business that engages or wishes to engage in solicitation. The term solicitor would include any university department, group, organization, employee, student, student organization, vendor, or visitor that engages or wishes to engage in solicitation.
- (d) University contract is defined to mean any university obligation, commitment, or contract that obliges the university in any way, whether or not money is exchanged, or which relates to the needs of the university’s own operations or academic mission. The term university contract would include bond obligations, support of university departments or direct support organizations, agreements with vendors and suppliers, and other commitments the university has made or may make.

(3) Solicitation is prohibited on campus without prior approval. UCF Business Services is the primary authority for approving solicitation on campus. Except as provided in this regulation, university departments, units, and DSOs must have approval from UCF Business Services prior to entering into any contract allowing solicitation on campus by any third party.

(4) All approved solicitation must be appropriate for the university community, benefit the students, faculty, and staff, and be conducted in a manner that will not:

- (a) obstruct vehicular, bicycle, pedestrian, or other traffic;
- (b) obstruct entrances or exits to buildings or driveways, or impede entry to or exit from any building or parking lot or vehicular path;
- (c) interfere with educational or administrative activities inside or outside any building;
- (d) violate a law, rule, regulation, or ordinance;
- (e) interfere with scheduled university ceremonies or events;
- (f) interfere with or disrupt normal university operations;
- (g) damage property, including grass, shrubs, trees, or other landscaping;
- (h) unlawfully harass, ~~embarrass~~, or ~~intimidate-threaten~~ the person or persons being solicited;
- (i) violate or impair any existing university contract, as defined above.

(5) Solicitors wishing to engage in solicitation activity at the University of Central Florida must contact and obtain approval through UCF Business Services.

(6) Solicitation procedures:

- (a) Vendors must obtain prior approval from UCF Business Services for solicitation. Approvals may be subject to a processing fee.
- (b) Vendors must adhere to the requirements established by UCF for the safety of the event and any rules as may be mandated by UCF's Department of Environmental Health and Safety and/or University Police.
- (c) UCF is not responsible for any loss, theft, or damage to vendors' equipment or goods. Vendors are responsible for the security of their property.
- (d) Those violating this policy will be instructed to cease and desist immediately and may be asked to leave the property. Additionally, a no-trespass warning by the UCF police may be issued to violators.
- (e) Failure of officially registered, active student organizations to comply with this regulation may result in student disciplinary action taken against such organizations, including the loss of the privilege to engage in solicitation on campus, the loss of the privilege to register as a student organization, as well as other disciplinary action. Failure of a student to comply with this regulation may result in student disciplinary action taken against the student.
- (f) By requesting the opportunity for solicitation on the premises, a solicitor warrants that it may lawfully sell or promote its product, service or idea and that such activity does not violate any law, and does not violate any trademark, copyright, or similar proprietary interest.
- (g) A university department, unit, or direct support organization wishing to enter into a contract with a third party that will involve the third party engaging in solicitation on campus must consult with and obtain the approval of UCF Business Services or designee prior to entering into any such contract.

(7) Special Requirements for Food or Beverage Vendors. The university has contractual relationships with specific companies for food and beverage provision on campus. Specifically, the university has an exclusive concessionaire, a preferred caterer, and an exclusive pouring rights and sponsorship agreement. Any other food or beverage vendors may only solicit at the university if their solicitation conforms with these prior contractual arrangements, as well as with other university requirements and policies. Food or beverage vendors must comply with all legal health and safety requirements. Food or beverage vendors may be referred to the university's contractual partners for contractual and administrative oversight. Preference will be given to existing on-site merchants.

(8) Printed Materials Distribution and Posting

- (a) A solicitor must obtain prior approval for solicitation from UCF Business Services for printed material distribution and posting in campus common areas. Refer also to the university's signage policy.
- (b) Posting or otherwise affixing information or items to UCF buildings or property other than bulletin boards is prohibited. Those wishing to post academic-related material on a bulletin board must gain approval from the building coordinator. As a general rule the building coordinator allows items from 1) faculty for their own classes, 2) Student Government Association, or 3) Administration (EHS/Safety/Police). Non-academic solicitation requests must be approved by the Director of Business Services.
- (c) Posting or otherwise affixing printed material or other items on vehicles parked in UCF parking facilities is prohibited.

(9) Exceptions

- (a) Student Union Market Day. This policy does not apply to activities at the Student Union on Market Day as long as the activities do not violate or impair any existing university contract or this regulation. The Director of the Student Union or designee in accordance with Student Union policy regulates activities in the Student Union grounds.
- (b) Football Game Day. On campus football game days, the area designated as the “Gold Zone” is regulated for solicitation purposes by the UCF Athletics Association, Inc. (“UCFAA”), and they may approve solicitation in that area so long as the solicitation does not violate or impair any existing university contract and does not violate paragraph (4) of this regulation. The UCFAA and their designee(s) regulate activities within the Gold Zone. SGA-sponsored functions and student activities may be conducted on Memory Mall in specifically defined areas as long as these activities do not violate or impair any existing university contract or this regulation.
- (c) Registered student organizations that have written permission from the Director of the Student Union and/or the appropriate building coordinator to conduct a solicitation to benefit only the student organization have exception from this policy, as long as the activities do not violate or impair any existing university contract or this regulation. No person or entity outside of the student organization shall participate in the solicitation or receive any financial or other benefit or thing of value from the solicitation. Examples of such solicitations include but are not limited to bake sales and similar fundraising activities, distribution of literature, speakers, giveaway promotions, or signing of petitions.
- (d) The university has contractual relationships with merchants that maintain regular business hours on campus in contractually defined locations. Those merchants are engaged in approved solicitation only to the extent they are operating within the terms of their contracts and the confines of their defined locations on campus. If an established merchant on campus wishes to solicit on campus outside of their contractually defined location, they must seek approval for that solicitation and comply with this regulation.
- (e) This regulation does not apply to vendors, agents, or brokers authorized by the UCF Human Resources Office to offer employee benefits products and services to UCF employees. The Office of Human Resources manages and performs oversight for its specific employee benefits business lines and vendor relationships through departmental guidelines and forms, and does so independently of UCF Business Services and this regulation. Vendors, agents, or brokers authorized by UCF Human Resources are engaged in approved solicitation only to the extent they are operating within the terms of their agreements with the State of Florida or the University and the authorization provided by the UCF Human Resources Office.

*Authority: BOG Regulation 1.001. History–New 10-8-75, Amended 10-30-78, Formerly 6C7-4.10, Amended 4-27-03, 1-5-09; Formerly 6C7-4.010. Amended 5-5-14, 11-15-18, 7-18-19, \_\_\_\_\_-22.*

Board of Trustees  
Governance Committee | November 16, 2022

**GOVC-6:** 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

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☐ Information

☐ Discussion

☒ Action

Meeting Date for Upcoming Action: November 17, 2022

**Purpose and Issues to be Considered:**

University Regulation UCF-7.203 Real Property Leasing is substantially amended to incorporate language from 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. Proposed amendments will consolidate these four regulations into one regulation related to leases of real property. The proposed amendments also simplify regulation language for end user utilization and add provisions to conform to current processes.

With the amendments to Regulation UCF-7.203, we propose the repeal of Regulations UCF-7.201, UCF-7.208, and UCF-7.209 as the material contained in each regulation is either no longer relevant or is proposed for incorporation into the proposed amendment of UCF-7.203.

These regulations were posted online October 17, 2022, 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:**

Recommend approval of proposed amendments to UCF Regulation UCF-7.203 Real Property Leasing and repeal 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.

**Alternatives to Decision:**

Decline to recommend proposed amendments to University Regulation UCF-7.203 Real Property Leasing as proposed, and do not repeal 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. Recommend alternative amendments.

**Fiscal Impact and Source of Funding:**

N/A

**Authority for Board of Trustees Action:**

Board of Governors Regulation 1.001

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**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, Vice President and General Counsel

**Supporting Documentation:**

Attachment A: Proposed Amended Regulation UCF-7.203 Real Property Leasing

Attachment B: UCF-7.201 Real Property Transactions

Attachment C: UCF-7.208 Leases of 5,000 Square Feet or More

Attachment D: UCF-7.209 Solicitation for Lease Space

**Facilitators/Presenters:**

Youndy Cook

### **UCF-7.203 Real Property Leasing.**

(1) This regulation applies to all university and, where specified, university direct support organization leases of real property, irrespective of source or destination of funds involved. This regulation does not apply to a short-term lease agreement of less than ninety (90) consecutive days.

(2) The university may lease real property for the use and benefit of approved programs of the University, according to this and other related regulations. All leases of space where the University is the lessee for greater than 5,000 square feet shall be in accordance with BOG Regulation 17.001.

(3) **Lease.** A lease is an agreement containing the terms and conditions establishing the relationship of landlord and tenant for the use and/or occupancy of real property, including land and any improvement(s) thereon. To be legally binding, a lease must be in writing and executed by an authorized university or direct support organization official. A license or space use agreement which conveys only limited rights of use of particular space is not a lease agreement.

#### **(4) Approval of Leases.**

- (a) Prior to entering into discussions with a landlord, requests for space should be submitted to the Office of Space Administration (SA) to determine whether space exists, or could be created, within existing University real estate assets on campus and to also assist the requester in developing an appropriate space program to provide definition for the space required.
- (b) If SA determines that there is no existing space suitable to meet the space program, then SA shall engage the Office of Real Estate (RE). RE shall coordinate the solicitation of potential leased options in collaboration with the requestor.
- (c) RE will coordinate development of lease agreements, including review by the Office of the General Counsel (OGC).
- (d) All lease agreements where the university or a direct support organization is the tenant or licensee, and the expenditure is \$5,000,000 or greater and the term is five (5) years or longer shall be presented to the Board of Trustees for approval.
- (e) All lease agreements shall be signed in accordance with University Policy 2-107, Contract Signatory Authority. Direct support organizations shall follow their individual signatory authority policies.

(5) **Standard Lease Agreement Terms.** The University has certain standard lease agreement terms that it requires regardless of whether the university leases space from a third party or is the landlord. Any deviation from standard lease agreement terms used by the University requires OGC and RE review and approval.

(6) **Right-to-Terminate Clause Required.** A right-to-terminate clause must be a part of any lease where the University is lessee for a term exceeding one (1) fiscal year, with language as follows “The State of Florida’s performance and obligation to pay under this lease is contingent upon an annual appropriation by the legislature.” This clause is not required for direct support organization leases.



**(7) Solicitation for Leased Space Greater than 5,000 Square Feet where the University is lessee (not applicable to direct support organizations).**

- (a) As provided for in Section 255.25 F.S., a lease of space of 5,000 square feet or more in a privately owned building may not be entered into except upon advertisement for and receipt of competitive solicitations.
- (b) Solicitations shall be coordinated by and overseen through the RE.
- (c) Solicitation should set forth, but not be limited to, the following:

  - 1. Approximate net square footage required to be measured through a method of measurement used by the State University System as described in BOG regulation 17.001.
  - 2. General geographic area in which space must be located.
  - 3. Approximate floor plan of space needed showing partitioning and other physical requirements.
  - 4. Date space must be available.
  - 5. Name and address of location where specifications may be obtained.
  - 6. Terms and conditions of lease, including an option to renew if desired.
  - 7. Services and building amenities required, including parking, food service or retail offerings, and transportation/transit requirements, if any.
- (d) Bid specifications shall be drawn by the University in general terms. They shall afford each prospective lessor interested in submitting a proposal knowledge of the University's space requirements. They shall not be structured to favor any specific location or lessor.
- (e) Specifications shall also set forth that the prospective lessor will agree to:

  - 1. Enter into a lease agreement that incorporates specified terms, if applicable.
  - 2. Provide a scaled floor plan showing present configurations and measurements that equate to net rentable square footage offered.
  - 3. Provide Full Disclosure Statement(s) of Ownership.
  - 4. Validate the proposal for a minimum of forty-five (45) calendar days following the public bid/proposal opening date.
  - 5. If the space is 20,000 or more square feet in any one structure, provide a Life Cycle Analysis, with the understanding that the analysis must be acceptable before an award can be made as described in Section 255.254, F.S.
  - 6. Provide a rental rate per square foot per year that will include all renovations and other special requirements necessary to accommodate the program at the time of initial occupancy.
- (f) Lease proposals.

  - 1. Proposals shall specifically respond, but need not be limited, to each item included in the bid specifications.
  - 2. Each proposal shall be signed by the owner(s), corporate officers, or legal representative(s). The corporate, trade or partnership name must be either stamped, written, or typewritten, beside the actual signature(s). If the proposal is signed by an agent, written evidence of his authority must accompany the proposal. If a corporation foreign to the State of Florida is

the owner of the space to be leased, evidence of authority to conduct business in Florida shall be presented.

- (g) In any lease of space that is accomplished without competition, the individuals taking part in the development or selection of criteria for evaluation, in the evaluation, and in the award processes, shall attest in writing that they are independent of, and have no conflicting interest in, the entities evaluated and selected.
- (h) Competitive solicitations shall not be required when leasing educational facilities in the Central Florida Research Park, which is affiliated with the University of Central Florida. The Board of Trustees or designee must certify in writing that the leasing of such educational facilities is in the best interests of the University and that the exemption from competitive bid requirements is not detrimental to the state, pursuant to s. 1013.17, F.S.
- (i) Competitive solicitations shall not be required when leasing specialized research, medical or educational facilities, if the President or the President's designee certifies in writing that said facility is available from a single source and that compliance with competitive bid requirements would be detrimental to the University.
- (j) Competitive solicitations shall not be required in an emergency, when leasing space is necessary because an existing state-owned or leased space is destroyed or rendered uninhabitable by an act of God, fire, malicious destruction, or structural failure, or by legal action, upon certification by the President or his designee that other University controlled space is not available and the term of any such lease does not exceed 18 months, provided the University may modify the lease to extend it on month to month basis for up to 6 additional months to allow completion of such construction or renovations.
- (k) Competitive solicitations shall not be required when leasing facilities in a hospital or other medical facilities, such as a medical office building, with which the University is affiliated.

(8) **Renewal of Leases.** Competitive bids shall not be required for the renewal of a real estate lease where the renewal is provided for in the original lease and the original lease was competitively procured.

(9) **Code Compliance in Leased Space.**

- (a) Any privately-owned building or any part thereof to be leased to the University shall comply with those portions of Chapters 553 and 633, F.S., applicable to university buildings, including but not limited to fire safety, life safety, and disabled access standards.
- (b) The cost of all modifications or renovations made for the purpose of bringing leased property into compliance with applicable fire safety, life safety, and disabled access standards shall be borne by the lessor unless otherwise agreed in writing by the University or direct support organization.

~~(4) The University of Central Florida may lease real property for the use and benefit of approved programs of the University, according to this and other related regulations.~~

~~(2) Exceptions. These regulations shall not apply to leases for less than 21 consecutive days.~~

~~(3) Lease. A lease is an agreement containing the terms and conditions establishing the relationship of landlord and tenant for real property, including land and any improvement thereon. A lease agreement must be in writing and executed by an authorized university official.~~

~~(4) Approval of Leases. Before leasing a building or any part thereof and occupying such space, a lease agreement shall be approved by the University's attorney and the President or Vice President for Administration and Finance or, for leases up to \$100,000, by the Purchasing Director. All lease agreements in excess of \$1,000,000 shall be approved also by the Board of Trustees or designee.~~

~~(5) Nothing contained in these regulations shall be interpreted as circumventing any applicable statutory or regulatory requirements for life safety, construction, or disabled access.~~

~~(6) Standard Lease Agreement Terms. The University has certain standard lease agreement terms that it requires where the university leases space from a third party and where the university is the landlord. All lease agreements must have the prior approval of the Office of the General Counsel or shall be considered null and void.~~

~~(8) Right to Terminate Clause Required. A right to terminate clause shall be a part of any lease for a term exceeding one fiscal year and may not be omitted from any University lease. To comply with this provision, each lease for a term exceeding one fiscal year shall contain the following clause; "The State of Florida's performance and obligation to pay under this lease is contingent upon an annual appropriation by the legislature."~~

~~(9) Renewal of Leases. Any lease may contain an option to renew. Any such renewal shall be made according to the terms and conditions of the lease.~~

~~(10) Code Compliance in Leased Space.~~

~~(a) Any privately owned building or any part thereof to be leased to the University shall comply with those portions of Chapters 553 and 633, F.S., applicable to University buildings, including but not limited to fire safety, life safety and disabled access standards.~~

~~(b) Before construction or renovation of any state leased building is commenced, the University shall ascertain that the proposed construction or renovation plan complies with those applicable portions of Chapters 553 and 633, F.S.~~

~~(c) The cost of all modifications or renovations made for the purpose of bringing lease property into compliance with applicable fire safety, life safety, and disabled access standards shall be borne by the lessor unless otherwise agreed in writing by the University.~~

~~(11) Space Measurement. The measurement of leased space shall be based on the method of measurement used by the State University System for gross square feet as described in BOG Regulation 17.001.~~

*Authority: BOG Regulations 1.001 and 17.001. History—Renumbered and Amended 8-4-82, 3-16-03; Renumbered and Amended 8-31-09, 7-5-16, 10-26-17, \_\_\_\_-22.*

~~—— UCF 7.201 Real Property Transactions.~~

~~—— (1) The purpose of Part II of this Chapter is to address the university's acquisition (by lease or purchase), management or sale of real property.~~

~~—— (2) These regulations shall apply to all university real property transactions irrespective of source or destination of funds involved; except that transactions involving university direct support organizations as defined in Section 1004.28, F.S., and support funds (UCF Foundation, Alumni Association, etc.) shall be conducted as directed by the university president.~~

~~Authority: BOG Regulations 1.001 and 17.001. History New 8-4-82, Amended 3-16-03; Formerly 6C7-7.201, Amended 4-1-09, 8-31-09.~~

**~~UCF 7.208 Leases of 5,000 Square Feet or More.~~**

~~—— (1) The University shall not enter into a lease for 5,000 square feet or more in a privately owned building, except upon advertisement for and receipt of competitive bids or proposals as determined by the University. The University shall comply with BOG Regulation 17.001 in the acceptance of bids or proposals for such leased space. The University shall not enter into, within any 12 month period, more than one lease for space of a total of 5,000 square feet or more in a privately owned facility or complex except upon the solicitation of competitive bids.~~

~~—— (2) Exceptions to the competitive solicitation requirements.~~

~~—— (a) This regulation shall not apply to renewal of leases when the lease contains renewal terms.~~

~~—— (b) This regulation shall not apply to any lease having a term of less than 120 consecutive days for the purpose of securing the one time special use of the leased property.~~

~~—— (c) This regulation shall not apply to any lease for nominal or no consideration. As used herein, “nominal consideration” means consideration for \$100.00 or less per year.~~

~~—— (d) This regulation shall not apply to building or facilities of any size leased for the purpose of providing care and living space for persons.~~

~~—— (e) The University may approve extensions of an existing lease of 5,000 square feet or more space if such extensions are determined to be in the best interest of the University, but in no case shall the total of such extensions exceed 11 months. If at the end of the 11th month the University still needs space, it shall be procured by competitive bid. However, if the University determines it is in the best interest to remain in space it currently occupies, the University may negotiate a replacement lease with the landlord if an independent market analysis demonstrates that the lease rates offered are within market rates for the space and the cost of the new lease does not exceed the cost of a comparable lease plus documented moving costs. The term of such replacement lease~~

~~may not exceed the base term of the expiring lease. The decision to extend a lease and to remain in space currently occupied shall be based on the following factors: the cost of moving, the disruption of activities that will occur as a result of moving, the location of the space, the suitability of the space, the proximity of services, the layout and type of space, and the quality of space involved.~~

~~—— (f) Specialized research, medical, or educational facilities excluding classrooms shall be exempt from the competitive bid requirements for leasing upon certification by the University President or designee that said facility is available from a single source and that compliance with competitive bid requirements would be detrimental to the University.~~

~~—— (g) Leases of educational facilities in the Central Florida Research Park, “with which the University is affiliated,” are exempt from the competitive solicitation requirements. The Board of Trustees or designee must certify in writing that the leasing of such educational facilities is in the best interests of the University and that the exemption from competitive bid requirements is not detrimental to the state, pursuant to s. 1013.17, F.S.~~

~~—— (h) Leases of space in the event of emergency space needs where existing state or University-owned or leased space is destroyed or rendered uninhabitable and the President or designee certifies that other University-controlled space is not available and the term of the lease does not exceed 18 months, provided the University may modify the lease to extend month to month for up to 6 additional months to allow completion of construction or renovation.~~

~~—— (i) Competitive solicitations shall not be required when leasing facilities in a hospital or other medical facility, such as a medical office building, with which the University is affiliated.~~

~~—— (3) The University shall not enter into a lease agreement for space of 5,000 square feet or more in a privately owned building when suitable space is available in a state-owned building located in the same geographic region unless it is determined to be in the best interest of the~~

~~University and the State, such as when the cost of the move from a private building to the state-owned building would be prohibitive. The University is exempt from these requirements when leasing space in the Central Florida Research Park.~~

~~*Authority: BOG Regulations 1.001 and 17.001. History Formerly 6C7-4.052(9)(a), (b), F.A.C., Renumbered 8-4-82, Amended 12-29-91, 3-16-03, 5-5-08; Formerly 6C7-7.208, Amended 8-31-09.*~~



**~~UCF-7.209 Solicitation for Lease Space.~~**

- ~~—— (1) Where required, the university will advertise for and receive competitive bids or proposals for the lease of space more than 5,000 square feet.~~
- ~~—— (2) A public solicitation for proposals will be widely publicized using newspaper advertisement and contact with owners, developers or realtors in the city or area in which space is desired.~~
- ~~—— (3) Solicitation should set forth, but not be limited to the following:~~
  - ~~—— (a) Approximate net square footage required to be measured in accordance Regulation UCF-7.203(11).~~
  - ~~—— (b) General area in which space must be located.~~
  - ~~—— (c) Approximate floor plan of space needed showing partitioning and other physical requirements.~~
  - ~~—— (d) Date space must be available.~~
  - ~~—— (e) Name and address of location where specifications may be obtained.~~
  - ~~—— (f) Terms and conditions of lease, including an option to renew if desired.~~
  - ~~—— (g) Services required, including parking, dining, and transportation requirements, if any.~~
- ~~—— (4) For all leases to be awarded based upon competitive bid, bid specifications shall be drawn by the University in general terms. They shall afford each prospective lessor, interested in submitting a proposal, knowledge of the University's space requirements. They shall not be structured to favor any specific location or lessor.~~
- ~~—— (5) Specifications shall also set forth that the prospective lessor will agree to:~~
  - ~~—— (a) Enter into a lease agreement that incorporates specified terms, if applicable.~~
  - ~~—— (b) Provide a scaled floor plan showing present configurations and measurements that equate to net rentable square footage offered.~~
  - ~~—— (c) Be an Equal Opportunity Employer.~~
  - ~~—— (d) Provide Full Disclosure Statement(s) of Ownership.~~
  - ~~—— (e) Validate the proposal for a minimum of forty five (45) days following the public bid/proposal opening date.~~

~~—— f) Provide a Life Cycle Analysis with proposal if the space is for 20,000 or more square feet in any one structure with the understanding that the analysis must be acceptable before an award can be made. (Section 255.254, F.S.)~~

~~—— g) Propose a rental rate per square foot per year that will include all renovations and other special requirements necessary to accommodate the program at the time of initial occupancy.~~

~~—— (6) Specifications may provide that sealed proposals are to be submitted, in a titled envelope, to a designated individual by a specified closing time and date, at which time all proposals will be publicly opened.~~ ~~—— (7) Lease Proposals.~~

~~—— (a) Proposals shall specifically respond, but need not be limited, to each item included in the specification.~~

~~—— (b) Each proposal shall be signed by the owner(s), corporate officers, or legal representative(s). The corporate, trade or partnership name must be either stamped, written or typewritten, beside the actual signature(s). If the proposal is signed by an agent, written evidence of his authority must accompany the proposal. If a corporation foreign to the State of Florida is the owner, evidence of authority to conduct business in Florida shall be presented.~~

~~—— (8) In any lease of space that is accomplished without competition, the individuals taking part in the development or selection of criteria for evaluation, in the evaluation, and in the award processes shall attest in writing that they are independent of, and have no conflicting interest in, the entities evaluated and selected.~~

~~*Authority: BOG Regulations 1.001 and 17.001. History Renumbered and Retitled 8-4-82, Amended 3-16-03; Renumbered and Amended 8-31-09.*~~



### Board of Trustees Governance Committee | November 16, 2022

#### DISC-1: Board Self-Assessment Process

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☐ Information

☒ Discussion

☐ Action

Meeting Date for Upcoming Action: February 23, 2023

#### Purpose and Issues to be Considered:

To provide Committee members the opportunity to review and offer input on the Board Self-Assessment process. This item will be presented at the February 23, 2023, Governance Committee for approval.

#### Background Information:

The UCF Board of Trustees Statement on Board Self-Assessment was approved by the Board on June 18, 2020.

As noted in the Statement on Board Self-Assessment, a high-functioning board is composed of members who make service to the institution and its effectiveness in fulfilling its public mission their top priority. Willingness to engage in a regular Board self-assessment is a sign of commitment to this fiduciary standard.

Additionally, section 4 of the Southern Association of Colleges and Schools Commission on Colleges (SACSCOC) 2018 Principles of Accreditation requires governing boards to define and regularly evaluate their responsibilities and expectations as a Board.

The Statement on Board Self-Assessment grants the Governance Committee the responsibility of engaging in a comprehensive Board self-assessment process. The process begins every two years in the fall beginning with a discussion, and approval of an electronic survey and the following meeting to be administered prior to the Board's spring retreat. The Board Office will administer the electronic survey and collect the result, distributing the results to the Board and the President prior to the Board's spring retreat.

The board self-assessment timeline is presented as follows:

November 16, 2022	Governance Committee Meeting: Review draft Board Self-Assessment Survey
February 23, 2023	Governance Committee Meeting: Approve final Board Self-Assessment Survey
March 1 – April 1, 2023	Survey is administered
April 2023	Results analyzed; briefings with President, Chair, and Vice Chair
May 18, 2023	Presentation and trustee discussion at the spring BOT Retreat

#### Recommended Action:

N/A

**Alternatives to Decision:**

N/A

**Fiscal Impact and Source of Funding:**

N/A

**Authority for Board of Trustees Action:**

N/A

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**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, Assistant Vice President, Board Relations

**Supporting Documentation:**

Attachment A: UCF Board of Trustees Statement on Board Self-Assessment

Attachment B: Draft Board Self-Assessment Survey

**Facilitator:**

Michael Okaty, Chair, Governance Committee

Lauren Ferguson



UNIVERSITY OF CENTRAL FLORIDA

## **UCF Board of Trustees Statement on Board Self-Assessment**

This Statement on Board Self-Assessment provides a framework and timeline for administering a Board self-assessment survey, sharing the results, and implementing action items based on the Board's direction.

### **Purpose**

According to the Association of Governing Boards (AGB), a high-functioning board is composed of members who make service to the institution and its effectiveness in fulfilling its public mission their top priority. Willingness to engage in a regular Board self-assessment is a sign of commitment to this fiduciary standard.

Additionally, Section 4 of the Southern Association of Colleges and Schools Commission on Colleges (SACSCOC) 2018 Principles of Accreditation requires governing boards to define and regularly evaluate their responsibilities and expectations as a Board.

### **Timeline and Presentation of Results**

Led by the Governance Committee, every two years the Board will engage in a comprehensive, Board self-assessment process. This process will commence in the fall, beginning with a discussion and approval of an electronic survey to be administered prior to the Board's spring retreat. The Board Office, in consultation with the president and Board chair, will administer the electronic survey and collect the results. The results will be distributed to the Board and president prior to the Board's spring retreat.

### **Implementation of Action Items**

The Board Office, in coordination with the president and Board chair, will be responsible for the coordination and assurance that implementation of action items determined as an outcome of the assessment process are executed and tracked for appropriate follow-up.

*The UCF Board of Trustees is committed to practicing good governance and hereby accepts this statement as part of its role as a public higher education governing board.*

## Knowledge of Institution

**This survey is designed to focus on the Board's overall performance. It is not an evaluation of any individual Board member. Your responses will remain anonymous, and the results will be consolidated for discussion at the Board's spring retreat.**

*Indicate the degree to which you agree or disagree with the following statements.*

The Board has a clear understanding of UCF's mission.

Strongly disagree    Somewhat disagree    Neither agree nor disagree    Somewhat agree    Strongly agree

The Board is well-informed about UCF's educational programs and academic quality.

Strongly disagree    Somewhat disagree    Neither agree nor disagree    Somewhat agree    Strongly agree

The University has a 3-5 year strategic plan or a set of clear long-ranging goals and priorities.

Strongly disagree    Somewhat disagree    Neither agree nor disagree    Somewhat agree    Strongly agree

The Board has a good understanding of the needs, concerns, and perspectives of UCF's constituents.

Please indicate the degree to which you agree or disagree with the Board's understanding of the the needs, concerns, and perspectives of the following groups:

	Strongly disagree	Somewhat disagree	Neither agree nor disagree	Somewhat agree	Strongly agree
Students	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
Faculty	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
Staff	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

Please indicate the degree to which you agree or disagree with the Board's understanding of the the needs, concerns, and perspectives of the following groups:

	Strongly disagree	Somewhat disagree	Neither agree nor disagree	Somewhat agree	Strongly agree
Alumni	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
Cabinet	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
Donors & Friends	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

## The Role of the Board

I am informed of and understand my powers and duties as outlined in [Board of Governors Regulation 1.001](#) and the [UCF Board of Trustees Bylaws](#).

Strongly disagree   Somewhat disagree   Neither agree nor disagree   Somewhat agree   Strongly agree

The Board serves as an effective strategic partner to the administration by providing sound advice, offering new perspectives, lending support and by making connections.

Strongly disagree   Somewhat disagree   Neither agree nor disagree   Somewhat agree   Strongly agree

Board members come to each meeting prepared and ready to debate issues fully and openly.

Strongly disagree   Somewhat disagree   Neither agree nor disagree   Somewhat agree   Strongly agree

Board members receive appropriate training to allow them to discharge their responsibilities.

Strongly disagree   Somewhat disagree   Neither agree nor disagree   Somewhat agree   Strongly agree

The Board collectively adheres to the [Board Statement of Expectations](#).

Strongly disagree   Somewhat disagree   Neither agree nor disagree   Somewhat agree   Strongly agree

There is open two-way communication between the Board and administration.

Strongly disagree    Somewhat disagree    Neither agree nor disagree    Somewhat agree    Strongly agree

---

The Board and University administration well understand and operate within their respective roles and responsibilities.

Strongly disagree    Somewhat disagree    Neither agree nor disagree    Somewhat agree    Strongly agree

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## **Board Oversight and Relationship with the President**

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Board members have a clear understanding of their legal and fiduciary responsibilities and carry them out at the proper level of oversight.

Strongly disagree    Somewhat disagree    Neither agree nor disagree    Somewhat agree    Strongly agree

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The Board effectively participates in strategic planning, monitors financial, educational and administrative performance, sets appropriate performance goals and assesses achievement of those goals.

Strongly disagree    Somewhat disagree    Neither agree nor disagree    Somewhat agree    Strongly agree

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The Board effectively delegates responsibility for institutional management to the President and refrains from involvement in operational matters except as necessary to fulfill its fiduciary responsibilities.

Strongly disagree    Somewhat disagree    Neither agree nor disagree    Somewhat agree    Strongly agree

---

The Board effectively ensures that institutional policies and processes are current, in legal compliance and properly implemented.

Strongly disagree    Somewhat disagree    Neither agree nor disagree    Somewhat agree    Strongly agree

---

The Board evaluates the performance of the President of the University and has an appropriate mechanism for feedback.



Strongly disagree   Somewhat disagree   Neither agree nor disagree   Somewhat agree   Strongly agree

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The Board promotes an environment where Board members feel engaged, respected, and empowered to raise issues for discussion.

Strongly disagree   Somewhat disagree   Neither agree nor disagree   Somewhat agree   Strongly agree

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## Board Meetings and Trustee Engagement

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The Board's meeting agenda clearly reflects the institution's strategic priorities.

Strongly disagree   Somewhat disagree   Neither agree nor disagree   Somewhat agree   Strongly agree

---

The format of the **full Board** meeting agendas is conducive for the proper balance of oversight, problem solving, strategic discussion and continuing Board education.

Strongly disagree   Somewhat disagree   Neither agree nor disagree   Somewhat agree   Strongly agree

---

The **committee** meeting agendas are conducive for the proper balance of oversight, problem solving, strategic discussion and continuing Board education.

Strongly disagree   Somewhat disagree   Neither agree nor disagree   Somewhat agree   Strongly agree

---

The number of full Board meetings is appropriate to address the work of the UCF Board of Trustees.

Strongly disagree   Somewhat disagree   Neither agree nor disagree   Somewhat agree   Strongly agree

---

My time is well utilized when participating in university engagements.

Strongly disagree   Somewhat disagree   Neither agree nor disagree   Somewhat agree   Strongly agree

---

## Additional Feedback

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What would you like to see the Board accomplish in the next two years?

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What change or action would most improve the Board's performance?

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What do you think the Board does well?

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What are areas in which the Board could improve?

---

What are topics you would like to see the Board address during future meetings?

In what ways have you found your role as a board member rewarding?

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Governance Committee | Board of Trustees  
November 16, 2022

### INFO-1: 2022-23 Goals for Presidential Assessment

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☒ Information

☐ Discussion

☐ Action

Meeting Date for Upcoming Action: November 17, 2022

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#### Purpose and Issues to be Considered:

Consider adopting the goals outlined in the University's 2022-27 Strategic Plan as the President's annual goals for 2022-2023 and adopt annual targets for key measures outlined in the approved plan.

#### Background Information:

In May 2022, the Board of Trustees approved UCF's 2022-27 Strategic Plan that included short- and long-term goals and metrics in the areas of Student Success and Well-being, Discovery and Exploration, Community and Culture, and Innovation and Sustainability.

Prior to the approval of UCF's 2022-27 Strategic Plan, as outlined in the President's employment agreement, the President submitted annual goals with specific objectives crafted in consultation with the Board Chair. In 2021, Board of Trustees requested that the President's annual goals align with the goals and outcomes outlined in the Strategic Plan once approved.

#### Recommended Action:

N/A

#### Alternatives to Decision:

N/A

#### Fiscal Impact and Source of Funding:

N/A

#### Authority for Board of Trustees Action:

BOG Regulation 1.001

UCF Board Policy - Presidential Performance and Compensation Review

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Contract Reviewed/Approved by General Counsel ☐ N/A ☒

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



# Board of Trustees

## Agenda Memo

**Submitted by:**

Alexander Cartwright, President, University of Central Florida

**Supporting Documentation:**

Attachment A: 2022-2023 University Goals for Presidential Assessment

**Facilitators/Presenters:**

Chair Martins

President Cartwright

## University Goals for Presidential Assessment 2022-2023

### 1. Student Success and Well-Being

- a. Accelerate undergraduate progression and graduation; reduce interferences that cause hardship or delay.
- b. Enrich the student learning experience for the development of career and cultural competencies.
- c. Provide financially accessible educational experiences.

STRATEGIC PLAN METRICS	BASELINE	ANNUAL TARGET	PLAN GOAL 2026-27
FTIC Freshman Retention Rate	92.0%	93.0%	93%
FTIC 4-Year Graduation Rate	54.8%	56.0%	65%
FTIC 6-Year Graduation Rate	74.8%	75.0%	76%
FTIC Pell Recipient 6-Year Graduation Rate	70.8%	72.0%	76%
FCS AA 2-Year Graduation Rate	30.0%	37.0%	50%
Percentage of Graduating Students with HIP	89.1%	90.0%	100%
Percentage of Graduates Enrolled or Employed	63.0%	64.0%	70%
Percentage of Graduates without Federal Loan	58.0%	60.0%	60%

### 2. Discovery and Exploration

- a. Increase focus on research by supporting basic, applied, clinical, and translational research activities.
- b. Extend the impact, application, and commercialization of knowledge.
- c. Recruit and retain highly qualified faculty, post-doctoral appointees, and doctoral students to increase academic outcomes and support our research activity.

STRATEGIC PLAN METRICS	BASELINE	ANNUAL TARGET	PLAN GOAL 2026-27
Total Research Expenditures	\$219M	\$258M	\$350M
Patents Awarded Annually	52	53	55
Licenses and Options Executed Annually	32	36	36
Number of Start-up Companies Created	2	4	6
Faculty FTE	1,787	1,805	2,100
Post-doctoral Appointees	162	190	225

### 3. Community and Culture

- a. Become an employer of choice by recruiting, retaining, and developing the best talent and strengthening our culture of inclusion, collaboration, and engagement.
- b. Establish lifelong connections with our community through athletic and alumni engagement activities.
- c. Establish comprehensive partnerships that integrate education, research, the arts, service, workforce development, and philanthropic engagement.

STRATEGIC PLAN METRICS	BASELINE	ANNUAL TARGET	PLAN GOAL 2026-27
National Academy Memberships	8	9	10
Faculty and Staff Satisfaction	66%	70%	80%
Carnegie Classification for Engagement	Yes	Yes	Yes
Alumni Participation Rate	7.6%	8.0%	9.0%
Pegasus Partnerships	0	2	5

### 4. Innovation and Sustainability

- a. Diversify the university's revenue and resource base to reduce financial vulnerability and provide flexible funds for strategic investment.
- b. Institutionalize campus sustainability with a focus on service excellence.
- c. Enhance UCF's brand and national reputation.

STRATEGIC PLAN METRICS	BASELINE	ANNUAL TARGET	PLAN GOAL 2026-27
Endowment Value	\$215.1M	\$240M	\$350M
Annual Fundraising	\$76.01M	\$85M	\$100M
STARS Rating	Silver	Silver	Gold
U.S. News Peer Evaluation Score	2.9	3	3.3