



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