



October 19, 2022 Governance Committee

Board of Trustees

Virtual/President's Boardroom, Millican Hall, third floor

Oct 19, 2022 10:00 AM - 11:00 AM EDT

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**Board of Trustees Meeting
Governance Committee
October 19, 2022 | 10 a.m. – 11 a.m.
President's Boardroom, Millican Hall, third floor**

Livestream:
<https://ucf.zoom.us/j/99056613291?pwd=MFBtZzNEWGdMZ3l0UzZNNNGZGaFgyUT09>
Webinar ID: 990 5661 3291 Passcode: 898760
Conference call number: 929-205-6099; Meeting ID: 990 5661 3291

AGENDA

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| 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 May 25, 2022 meeting | Chair Okaty |
| 4. Action (60 minutes) | Chair Okaty |
| GOVC – 1 | Board of Trustees Resolution on Presidential Authority
Youndy Cook, <i>Vice President and General Counsel</i> |
| GOVC – 2 | Revisions to Board of Trustees Policy
Delegation of Authority to Senior Management Official
Doug Backman, <i>Director of Compliance, Office of Research</i> |
| GOVC – 3 | Amendments to Bylaws for UCF Research Foundation and Limbitless Solutions, Inc.
Youndy Cook |
| GOVC – 4 | Third Amended and Restated Articles of Incorporation for UCF Research Foundation, Inc.
Youndy Cook |
| GOVC – 5 | Appointment of Board Members to UCF Academic Health, Inc., Limbitless Solutions, Inc. and Central Florida Clinical Practice Organization Boards of Directors
Mike Kilbride, <i>Chief of Staff</i> |

	GOVC – 6	Amendments to University Regulation UCF-2.035 Institutes and Centers Youndy Cook
	GOVC – 7	Amendments to University Regulation UCF-3.0124 Discipline and Termination for Cause of Non-Unit Faculty and A&P Staff Members Youndy Cook
	GOVC – 8	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 Youndy Cook <i>Sara Potter, Associate General Counsel</i>
	GOVC – 9	Amendments to University Regulations UCF-5.006 Students Rights and Responsibilities, UCF-5.008 Rules of Conduct, and UCF-5.012 Organizational Rules of Conduct Youndy Cook
	GOVC – 10	Proposed University Regulation UCF-3.002 Nondiscrimination in University Training and Instruction Youndy Cook
	GOVC – 11	Amendments to University Regulation UCF-10.001 College of Medicine Faculty Practice Plan Youndy Cook
5. Information (15 minutes)	INFO-1	FY23 Work Plan and Charter Review Chair Okaty
6. New Business		Chair Okaty
7. Adjournment		Chair Okaty



UNIVERSITY OF CENTRAL FLORIDA

Board of Trustees
Governance Committee Meeting
May 25, 2022
Live Oak Center/Virtual

MINUTES

CALL TO ORDER

Trustee Michael Okaty, chair of the Governance Committee, called the meeting to order at 9:30 a.m. Committee members Danielle Lopez and Beverly Seay were present. Committee members Bill Christy, Danny Gaekwad and John Miklos attended virtually. Other Trustees in attendance were Tiffany Altizer, Stephen King, Caryl McAlpin, and Chair Alex Martins (*ex-officio*).

MINUTES

Trustee Gaekwad made a motion to approve the minutes from February 22, 2022, Governance Committee meeting and Trustee Christy seconded. The committee unanimously approved the minutes as submitted.

NEW BUSINESS

Amendments to Bylaws for UCF Academic Health, Inc., UCF Athletics Association, Inc., UCF Convocation Corporation, UCF Finance Corporation, and UCF Stadium Corporation (GOVC-1)

Jennifer Cerasa, Senior Associate General Counsel, presented the proposed amendments to the bylaws of UCF Academic Health, Inc., UCF Athletics Association, Inc., UCF Convocation Corporation, UCF Finance Corporation, and UCF Stadium Corporation. The Direct Support Organization Board Office and the Office of the General Counsel worked together to create a standardized template for all DSO bylaws. Each set of bylaws were approved by their respective DSO Board of Directors and will become effective July 1, 2022. Bylaws for the remaining university DSOs will be brought forth for approval at the next Governance Committee meeting. Trustee Christy made a motion to approve the proposed bylaws amendments. Trustee Seay seconded. The motion was approved unanimously.

Appointment of Board Members to UCF Athletics Association, UCF Convocation Corporation, UCF Foundation, and Limbitless Solutions, Inc. Board of Directors (GOVC-2)

Mike Kilbride, Chief of Staff, presented the board appointments and reappointments of members to UCF Athletics Association, UCF Convocation Corporation, UCF Foundation, and Limbitless Solutions 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 proposed regulation amendments, and Trustee Seay seconded. The motion was approved unanimously.

Approval of Amendments to the University of Central Florida Bonus Plan (GOVC-3)

Maureen Binder, Associate Vice President and Chief Human Resources Officer, presented the proposed amendments to the UCF Bonus Plan. This plan was approved in September 2021 in response to Florida Statute 1012.978 and BOG regulation 9.015. The proposed amendments include removal of the requirement for a positive evaluation to be on file to be eligible for a retention bonus. These amendments are an attempt to be more competitive in the current job market and increase our ability to retain in-demand employees. Trustees McAlpin, Seay, and Christy asked questions and responses were addressed by Matt Hall, Gerald Hector, Alex Cartwright, and Rhonda Bishop. Trustee Christy made a motion to approve the proposed regulation amendments, and Trustee Seay seconded. The motion was approved unanimously.

Amendments to University Regulations UCF- 2.003 Admission of Graduate Students and UCF-5.017 Appeals of Graduate Program Actions or Decisions (GOVC-4)

Youndy Cook, Vice President and General Counsel, presented the proposed amendments to university regulations UCF-2.003 Admission of Graduate Students and UCF-5.017 Appeals of Graduate Program Actions or Decisions. Both regulations apply to graduate students and the proposed amendments are interrelated. No public comments were received on either regulation. Trustee Christy made a motion to approve the proposed regulation amendments, and Trustee Miklos seconded. The motion was approved unanimously.

Amendments to Chapter 5 University Regulations (GOVC-5)

Cook presented the proposed amendments to university regulations UCF-5.0065 Involuntary Withdrawal Procedures; Mandated Assessment, UCF-5.008 Rules of Conduct Appeals, UCF-5.009 Student Conduct Review Process; Sanctions, and UCF-5.010 Student Conduct Appeals. These regulations address students rights and responsibilities and are reviewed annually. Cook gave a brief overview of changes to each regulation. No public comments were received on any of these regulations. Trustee Christy made a motion to approve the proposed regulation amendments, and Trustee Seay seconded. The motion was approved unanimously.

Amendments to University Regulations UCF- 6.007 Traffic/Parking Regulation and Enforcement and UCF-6.008 Vehicle Registration Fees; Parking Violation Fines (GOVC-6)

Cook presented the proposed amendments to university regulations UCF-6.007 Traffic/Parking Regulation and Enforcement and UCF-6.008 Vehicle Registration Fees; Parking Violation Fines. Substantial revisions have been made to both regulations as the university switches from traditional parking permits to virtual permits. Permits will now be effective for periods of time instead of by semester. Two public comments were received and were addressed with the commenters without any additional changes. Trustee Christy made a motion to approve the proposed regulation amendments, and Trustee Seay seconded. The motion was approved unanimously.

Resolution on Presidential Authority (INFO-1)

Cook informed the committee that staff have been working on some substantial revisions to the current Resolution on Presidential Authority that was adopted by the Board in February 2021. The current

structure based on Board of Governors Regulation 1.001 is not easy to follow and has created some confusion. It is anticipated that revisions to this document will come to the Board at the fall meeting once Workday has been implemented and additional changes are evaluated.

ADJOURNMENT

The meeting adjourned at 10:30 a.m.

Reviewed by:

Michael Okaty
Chair, Governance Committee

Date

Respectfully submitted:

Mike Kilbride
Associate Corporate Secretary

Date

**Board of Trustees
Governance Committee | October 19, 2022**

GOVC-1: Board of Trustees Resolution on Presidential Authority

☐ Information

☐ Discussion

☒ Action

Meeting Date for Upcoming Action: October 20, 2022

Purpose and Issues to be Considered:

Adoption of proposed Board Policy on Presidential Authority and Delegation (“Presidential Delegation Policy” - Attachment A) in place of the existing Resolution on Presidential Authority (“Resolution” - Attachment B) which was last amended on February 18, 2021. Approve the changes to delegated presidential authority as reflected in the presented Presidential Delegation Policy.

Background Information:

The first Board delegation of authority to the president was approved as a Board policy in 2017, which was amended twice in 2019. The presidential delegation was approved by the Board as a Resolution at the October 22, 2020, meeting, to replace the then-existing Board Policy on Delegation of Authority to the President. The Resolution was subsequently amended on February 28, 2021, to update specific provisions. Since that time, certain components of the Resolution have been identified as lacking clarity, in need of update, or unnecessary due to other controlling documents, such as University Regulations, BOG Regulations, and statutes. The proposed Presidential Delegation Policy was prepared to clarify, update, and reduce confusion by removing unnecessary provisions, by reorganizing provisions topically, and by updating certain delegated authorities.

Items of note in the proposed Presidential Delegation Policy include:

- Reordering of provisions throughout the document – for example, creation of a section 2 related to “Policies and Regulations” which collects references from throughout the document that assign or delegate to the President the duty and authority to adopt policy and/or regulations on various topics.
- Update to financial management provisions in section 6 – as to financial commitments, simplification of language and use of a single \$10 million threshold to trigger required Board approval; as to budget amendments in the event of substantial funding changes, increase of threshold to a flat 1% of operating budget.
- Update to property and procurement provisions in section 7 – as to a program for maintenance and construction of facilities in paragraph (a), update to terminology (“major” and “minor” reference are no longer used in the governing BOG regulations) and simplification of provisions; as to real property leases and licenses in paragraphs (d) and (e), simplification of language describing thresholds.
- Update to miscellaneous provisions in section 8 – update section title to be more descriptive; as to direct support organizations, combine five separate provisions into one at paragraph (a),



because actions related to DSOs are thoroughly addressed in Florida Statutes, BOG regulation, and UCF regulation; update paragraph (d) related to litigation for clarity.

Recommended Action:

Approve the proposed Board of Trustees Policy on Presidential Authority and Delegation.

Alternatives to Decision:

Do not approve the Board of Trustees Policy on Presidential Authority and Delegation as proposed. Suggest alternative changes to the proposed document.

Fiscal Impact and Source of Funding:

N/A

Authority for Board of Trustees Action:

Board of Governors Regulation 1.001

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: Board of Trustees Policy Presidential Authority and Delegation

Attachment B: Resolution on Presidential Authority

Facilitators/Presenters:

Youndy Cook



Board of Trustees

Board Policy

UNIVERSITY OF CENTRAL FLORIDA BOARD OF TRUSTEES POLICY

Presidential Authority and Delegation

STATEMENT OF POLICY

Article IX, section 7, of the Florida Constitution provides that the Board of Governors shall establish the powers and duties of the university board of trustees. Board of Governors Regulation 1.001, University Boards of Trustees Powers and Duties, delegates powers and duties to the university boards of trustees so that the university boards have all of the powers and duties necessary and appropriate for the direction, operation, management, and accountability of each state university. Board of Governors Regulation 1.001 further provides that the university president shall serve as the chief executive officer to the board of trustees and is responsible to the board of trustees for all operations of the university and for setting the agenda for meetings of the board of trustees in consultation with the chair of the board of trustees.

The University of Central Florida Board of Trustees ("Board") desires to further delegate certain of its powers and duties to the President of the University of Central Florida ("President"), consistent with state law and regulations and policies of the Board of Governors and this Board. Any power or duty delegated by the Board to the President may be rescinded at any time by a majority vote of the Board. Except as otherwise provided herein, the President may further delegate their powers and duties to other employees of the University.

The Board intends this policy to supersede and replace any previously approved delegations of presidential authority, whether by policy or resolution.

DELEGATION OF POWERS AND DUTIES TO PRESIDENT

In delegating certain of its powers and duties to the President, the Board affirms and in no way restricts the President's powers and duties specified in Florida law, regulations, and policies of the Board of Governors, and in the Board regulations and bylaws, all of which are hereby affirmed. In performing the duties and responsibilities outlined in this Policy, the President shall act in accordance with all applicable laws, regulations, and policies of the Florida Board of Governors, and regulations and policies of the Board and the University.

Those powers and duties not expressly or implicitly delegated to the President are retained by the Board or the Board of Governors.

The President is hereby authorized, in the name of the Board and the University, to exercise the following authorities and to take the following actions, all as the President deems appropriate, advisable, and in the best interests of the University:

(1) University Administration and Oversight.

The President shall serve as the chief executive officer of the University. The President, in conducting the day-to-day business of the University, shall have the power and authority to:

- (a) Direct the day-to-day operations of the University.
- (b) Organize the University to efficiently and effectively achieve its goals, and periodically review and provide reports to the Board on University operations in order to determine how effectively and efficiently it is being administered, whether it is meeting the goals of the strategic plans adopted by the Board of Governors and other strategic goals for the advancement of the University as endorsed by the Board, such as the UCF Strategic Plan.
- (c) Prepare a strategic plan in alignment with the Board of Governors' systemwide strategic plan and regulations, and the University's mission, to first be submitted to the Board for approval and then to the Board of Governors for approval.
- (d) Prepare an annual accountability plan and all other significant reports for consideration and approval by the Board, and for submission to the Board of Governors, outlining the University's top priorities, strategic directions, and specific actions for achieving the priorities, as well as progress toward previously approved institutional and systemwide goals.
- (e) Maintain an effective information system to provide accurate, timely, and cost-effective information about the University, meeting all data and reporting requirements of the Board and Board of Governors.
- (f) Develop and implement initiatives to support the State University System Statement on Free Expression and to promote inclusive excellence in all aspects of University programs and functions, fostering a diverse, equitable and inclusive environment in which free expression of different viewpoints is valued. The President will report annually on the University's progress in implementing strategic initiatives and performance relating to diversity, equity, and inclusion as they pertain to student enrollment, academic service and programs, equity in employment, and athletics, as a part of the Board's consideration of the Florida Equity Report.
- (g) Develop, approve, implement, and oversee the programs, policies, procedures, and systems to support and maintain the University's and Related Entities' compliance with applicable federal, state, and local laws, rules, regulations, and other requirements.
- (h) Consult with the Board in a timely manner on any matters appropriate to its policy-making and fiduciary functions, recommend changes to governance documents, and promptly notify the Board Chair of any facts or circumstances that may materially and adversely affect the reputation of the University or any of its Related Entities.
- (i) Take all actions necessary or desirable, including serving as the signatory on all documents and agreements, to carry out the powers and duties enumerated in this Policy and those reasonably inferable therefrom.
- (j) Develop, approve, and implement a policy for the delegation of the powers and duties set forth in this Policy, including delegations of signature authority, and delegate, and authorize the sub delegation of, the powers and duties set forth in this Policy pursuant to such policies and procedures.
- (k) Perform such other duties as are not retained by the Board and as may be necessary or appropriate for the administration of the University, in compliance with any applicable laws, Board and Board of Governors' regulations, policies, and resolutions.

(2) Policies and Regulations. The President shall:

(a) As appropriate, adopt policies and procedures or propose regulations for Board approval related to:

1. Conflicts of interests for the Board, boards of Related Entities, and their employees, and when appropriate, for students, independent contractors, and volunteers;
2. Delegation and sub-delegation of the powers and duties set forth in this policy;
3. The awarding of degrees and certificates;
4. Intercollegiate athletics
5. The University's personnel program, including policies to recruit, appoint, transfer, promote, compensate, evaluate, reward, demote, discipline, and remove personnel.
6. Data and technology, including information systems, communications systems, computer hardware and software, and networks
7. The performance of annual internal audits of finances, controls and operations of the University and Related Entities.
8. The implementation of appropriate financial controls.
9. Selection of vendors providing design and construction services, incorporating applicable competitive solicitation requirements.
10. Traffic and parking.
11. Waiver of tuition and fees.
12. Academic programs and student affairs, as further specified in section (4)(a) below.
13. Procurement.

(b) Adopt policies or propose regulations for Board approval addressing areas as from time to time may be designated by the Legislature or Board of Governors or as may be deemed desirable by the President in the efficient operation of the University.

(c) Take routine administrative actions on behalf of the Board prior to the exercise of the Board's authority for final approval, related to the development, adoption, amendment or repeal of University regulations, or any action required under the Florida Administrative Procedures Act, Chapter 120, Florida Statutes.

(3) Protect University Property and Community. The President will protect and secure University assets and property and make provision for security and good order. The President shall:

(a) Secure comprehensive general liability insurance pursuant to sections 1001.706(4)(d) and 1004.24, Florida Statutes, and develop, approve, implement, and oversee the risk management program and implementation of an appropriate insurance strategy.

- (b) Provide for payment of the cost of civil actions against trustees, officers, employees, or agents of the Board of Trustees, as the Board of Trustees is a corporation primarily acting as an instrumentality of the state pursuant to Section 768.28, Florida Statutes, for the purposes of sovereign immunity.
- (c) Develop, approve, implement, and oversee a systematic approach to identify, manage, and mitigate various types of risk, regardless of origin, and define the risk appetite for the University and Related Entities.
- (d) Govern traffic on the grounds of the University and in other areas in accordance with law and any mutual aid agreements entered into with other law enforcement agencies.
- (e) Establish the program for campus safety and emergency preparedness, including safety and security measures for University personnel, students, and campus visitors.
- (f) Close all or portions of the University campus and cease normal operations and services when, in the President's judgment, such action would protect the safety, health and welfare of the University community and property. In exercising this authority, the President is authorized to determine and assign those employees who are required to provide essential services. Closures for greater than three days require consultation with the Chair.

(4) Academic Programs and Student Affairs. The President shall have the authority to:

- (a) Propose regulations for Board approval, and establish policies, when appropriate, in the area of academic programs and student affairs, including:
 - 1. Authorization and discontinuance of degree programs;
 - 2. Articulation and access;
 - 3. Admission and enrollment of students;
 - 4. Minimum academic performance standards for the award of a degree;
 - 5. Student financial assistance;
 - 6. Student activities and organizations;
 - 7. Student records and reports;
 - 8. Antihazing, related penalties, and program for enforcement;
 - 9. Reasonable accommodation of religious observances;
 - 10. Textbook and instructional materials affordability; and
 - 11. Student code of conduct and related penalties.
- (b) Develop, approve, and implement non-degree and non-college credit granting educational programs of the University.
- (c) Govern admissions, subject to applicable law and regulations, rules, or policies. Award degrees, including posthumous and in memoriam degrees, and recommend for Board approval, honorary degrees. Develop, approve, implement and govern the administrative and academic terms, policies, procedures and systems for awarding degrees and certificates.

- (d) Develop, approve, and implement student exchange programs, including without limitation those that are ancillary to the degree, non-degree and non-college credit granting programs of the University.
- (e) Establish the internal academic calendar of the University, within any general guidelines of the Board of Governors.
- (f) Establish a committee to periodically review and evaluate the student disciplinary system. At least half the committee must be students appointed by the Student Government Association president.
- (g) Approve the internal purchasing, contracting, budgetary and other procedures of student government organizations.
- (h) Approve the establishment of and closure of childcare facilities, including an educational research center for child development as authorized by s. 1011.48, Florida Statutes, serving University faculty, staff, students, and affiliates.
- (i) Administer all aspects of the University intercollegiate athletics program, with periodic reports to the Board on the operations of the program including, but not limited to, finances, audit and compliance, and changes in key personnel.
- (j) Recommend for Board approval the creation and termination of undergraduate and graduate degree-granting programs; submit for Board of Governors' approval and authorization undergraduate specialized admissions programs, undergraduate programs requiring more than 120 credits for graduation if and as required by law, and new research and professional doctoral degree programs.

(5) Personnel. The President shall:

- (a) Establish and implement the personnel program of the University.
- (b) With the exception of the positions described in (5)(c), below, consult with the Chair of the Board, or other trustee designee, regarding the hiring, dismissal, or any annual increase of more than five (5) percent in the compensation of any vice president or other direct report to the President, and any athletics personnel earning \$1 million or more in compensation. The President and Board Chair will annually review the positions covered by this provision.
- (c) Secure approval of the Board for the hiring, firing, or reduction in compensation of individuals serving in the positions of Vice President and General Counsel, Chief Compliance Officer, and Chief Audit Executive, which positions have a reporting relationship to the Board in addition to reporting to the President.
- (d) Approve travel and travel expenditures in accordance with s. 112.061, Florida Statutes.
- (e) Administer collective bargaining agreements and matters related thereto, including the appointment of University collective bargaining team members to negotiate collective bargaining agreements
- (f) Consult with the Board Chair regarding employment contracts in excess of one year.

(6) Financial Management. The President, in overseeing the day to day operations of the University shall see to the sound financial management of the University and Related Entities, and shall:

- (a) Approve and execute the following at any dollar value or duration: gift agreements, including qualified sponsorships; grants, research contracts, research compliance agreements, clinical trial agreements, and other agreements for research; sponsored training; and patents, trademarks, copyright licenses, and technology transfer agreements.
- (b) Approve and execute financial commitments of University resources (such as contractual cost obligations, contingent risks, or the assumption of liabilities of any kind; and including options, renewals, extensions or amendments thereto; but excluding leases or licenses for use of real property); except that the Board must provide specific approval or authority for financial commitments of more than (i) \$10 million in the aggregate.
- (c) Approve and execute any option, renewal, extension or amendment of a Board-approved financial commitment which increases the approved transaction in an amount less than or equal to ten percent (10%) of the total approved value.
- (d) Administer and operate the Office of Research, which serves as the University's division of sponsored research. The President, or designee, is authorized to negotiate, enter into, and execute research contracts; to solicit and accept research grants and donations; and to fix and collect fees, other payments, and donations that may accrue from these methods. The President or designee may negotiate, enter into, and execute contracts on a cost-reimbursement basis and may provide temporary financing of those costs prior to reimbursement from moneys on deposit in a sponsored research development fund, except as prohibited elsewhere by law.
- (e) Keep the Board apprised of the financial condition of the University and all Related Entities, subject to the oversight of the Board.
- (f) Prepare an institutional budget request, including a request for fixed capital outlay, for approval by the Board.
- (g) Prepare for Board approval a schedule of tuition and fees to be charged by the University.
- (h) Prepare the operating budget of the University, carryforward spending plan, and a fixed capital outlay budget, if required, as prescribed by law, regulations of the Board of Governors, policies of the Board, and provisions of the General Appropriations Act, for approval by the Board. Amend the Board-approved operating budget when necessary to accommodate changes in revenues, expenditures, and statutory budget amendments. Seek Board approval for any changes in excess of one percent (1.0%) made to the total approved operating budget during the operating year.
- (i) Enter into agreements for, and accept, credit card payments as compensation for goods, services, tuition, and fees.
- (j) Sign checks and authorize other forms of payment to pay legal obligations of the University, in accordance with section 1011.42(7), Florida Statutes.

(k) Enter into agreements for banking services and perform banking transactions and delegate to appropriate individuals the authority to withdraw or transfer funds or other assets from a University account.

(l) Enter into agreements for collection services when deemed advisable in collecting delinquent accounts and charging off and settling uncollectible accounts.

(m) Provide sufficient information to Board to allow for prudent decision-making and recommend for Board approval, as to the University or any Related Entities:

1. All borrowing of funds and any material changes to such loans, including internal University resources borrowed via internal loan;
2. Any debt issuance; and
3. Public-private partnerships.

(n) Make budget transfers to and from depositories and accounts, to include, the transfer of funds from one depository to another, within a depository, to another institution, or from another institution to a depository for investment purposes; and may transfer funds to pay expenses, expenditures, or other disbursements, evidenced by an invoice or other appropriate documentation.

(o) Account for University and Related Entities expenditures of any state, local, federal, and other funds in accordance with applicable guidelines or regulations established by the Board of Governors, and as provided by law, including the submission of annual financial statements for the University and all Related Entities.

(p) Ensure University funds are invested in accordance with the investment program approved by the Board and in compliance with applicable federal and state laws and regulations.

(7) Property and Procurement. The President is responsible for implementing fiscally and administratively appropriate programs related to university property and procurement, and in doing so shall:

(a) Administer a program for the maintenance and construction of facilities, pursuant to Chapter 1013, Florida Statutes, and Board of Governors regulations, to include the following activities:

1. Pursuant to section 1013.30, Florida Statutes, and Board of Governors' regulations, prepare a campus master plan for Board adoption and a campus development agreement for Board execution; and report periodically on progress under the master plan and plan amendments.
2. Initiate and manage construction projects (new, remodeling, or site work) with a projected construction cost, in one or a series of related transactions, in the amount equal to or less than \$2 million. Manage construction projects with a projected construction cost greater than \$2 million following Board approval of the project.
3. Conduct plan reviews, issue permits and construction inspections to enforce building code compliance for projects subject to the Florida Building Code.

4. Approve additional service authorizations and change orders in the name of the Board. If a Board-approved project exceeds its approved budget in an amount greater than or equal to ten percent (10%) of the total approved value of the project, a project budget increase must be approved by the Board.
 5. Implement procedures for the selection of vendors providing design and construction services incorporating applicable competitive solicitation requirements.
 6. Contract for design, engineering, and construction services, including design-build services.
 7. Exercise responsibility for the fire safety and sanitation of public educational and ancillary plants.
- (b) Recommend for Board approval regulations setting forth competitive solicitation requirements and other criteria related to the procurement of commodities, goods, equipment and other types of personal property, software, and contractual services.
- (c) Contract for the lease-purchase of equipment and software in accordance with the Board of Governors Debt Management Guidelines.
- (d) Approve and execute any real property leases or licenses, as a tenant or licensee, with total University expenditures of less than \$1,000,000 and a term of or less than five (5) years, as well as any amendment or extension of such real property leases or licenses which increases, by ten percent (10%) or less of the total approved lease or license value. This authority applies to Related Entities.
- (e) Approve and execute any real property leases or licenses, as landlord or licensor, for use of property owned or controlled by the University or Related Entities with a total revenue less than \$5 million and a term of five (5) years or less, as well as any amendment or extension of such real property lease or license which increases, by ten percent (10%) or less of the total approved lease or license value.
- (f) Act for the Board as custodian of all University personal property, to include the disposal, use or sale of lost or abandoned personal property found within areas under the University's jurisdiction in accordance with section 705.18, Florida Statutes.
- (g) Regulate the use, maintenance, protection, and control of, and the imposition of charges for, University-owned or University-controlled buildings and grounds, property and equipment, name trademarks and other proprietary marks, and the financial and other resources of the University.
- (h) Recommend to the Board the naming of a University facility on a UCF campus on behalf of an individual, group or entity, in accordance with University policy on namings; comply with law or Board of Governors regulation as to any naming on behalf of a living individual.
- (i) Protect, develop, and transfer the work products of University personnel and other University agents and contractors, including licensing, assigning, selling, leasing, or otherwise allowing the use of or conveying such work products and securing and enforcing patents, copyrights, and trademarks therein.

(8) Miscellaneous Powers and Duties: Related Entities, Legal Matters, Gifts.

Not every circumstance that may occur at the University is addressed in this Policy, and the Board expects that the President will exercise sound judgment and act in the best interest of the University. Additionally, the President shall:

- (a) Present and recommend all appropriate documents and actions with regard to Related Entities, such as recommending certification of a Related Entity, presenting appointments to Related Entity boards for approval, recommending annual budgets and allowable transfers of funds, and recommending changes to governing documents; additionally, perform such other actions as may be necessary for the functioning of Related Entities in keeping with applicable law and regulations.
- (b) Develop, approve, implement and oversee the programs, systems, terms, policies, procedures and strategies for the operations of faculty practice plans.
- (c) Oversee the University's fundraising operations and accept and administer gifts, grants, bequests, and devises made for the benefit of the University.
- (d) Initiate, appeal and settle lawsuits involving the University or Related Entities, and join amicus briefs, after consultation with the Board Chair, other than claims and lawsuits (i) covered by the State of Florida's Division of Risk Management or by the UCF College of Medicine Self-Insurance Program, which may be managed, appealed, and settled without Board Chair consultation, and (ii) for Related Entities, covered by their insurance or self-insurance program.
- (e) Employ private attorney services after consulting with the University's General Counsel.

For the purposes of this Policy the following terms are used as follows:

Board or **BOT**: UCF Board of Trustees

Board Chair: Chair of the UCF Board of Trustees

Board of Governors or **BOG**: Board of Governors of the State University System of Florida

President: President of the University of Central Florida

Related Entities: Direct support organizations and practice plan corporations of the University.

UCF or **University**: University of Central Florida

Vice President: University vice president or senior vice president.

INITIATING AUTHORITY

UCF Board of Trustees

History: New October 26, 2017; Amended January 24, 2019, May 16, 2019, October 22, 2020, February 18, 2021, September ____, 2022.

Authority: Section 7(c), Art. IX, Fla. Const.; FL BOG Regulation 1.001

Resolution on Presidential Authority

WHEREAS, Article IX, section 7, Florida Constitution provides that the Board of Governors shall establish the powers and duties of the university board of trustees as set forth therein and as may be established in Board of Governors' regulations, and

WHEREAS, Board of Governors Regulation 1.001, University Boards of Trustees Powers and Duties, delegates powers and duties to the university boards of trustees so that the university boards have all of the powers and duties necessary and appropriate for the direction, operation, management, and accountability of each state university, and

WHEREAS, Board of Governors Regulation 1.001, University Boards of Trustees Powers and Duties, further provides that the university president shall serve as the chief executive officer and corporate secretary of the board of trustees and is responsible to the board of trustees for all operations of the university and for setting the agenda for meetings of the board of trustees in consultation with the chair, and

WHEREAS, the University of Central Florida Board of Trustees has revised and updated its delegation of certain authorities to the President, consistent with state law, regulations and policies of the Board of Governors, and regulations and policies of this Board, and hereby rescinds all previously delegated powers and duties to the President on October 26, 2017, January 24, 2019, May 16, 2019, and October 22, 2020 and intends this Resolution to supersede and replace the previously approved delegations of presidential authority, and

WHEREAS, the University of Central Florida Board of Trustees intends that any power or duty not delegated to the President in this Resolution be reserved in the Board of Trustees.

NOW THEREFORE, RESOLVED that:

- (A) The University of Central Florida Board of Trustees, adopts this Resolution effective February 18, 2021, rescinding all existing delegations previously adopted by the Board, and
- (B) The University President's powers and duties specified in Florida law, regulations and policies of the Board of Governors, and in the Board of Trustees regulations and bylaws are hereby affirmed; and
- (C) The President is hereby authorized, in the name of the University Board of Trustees and the University, to exercise the following authorities and to take the following actions, all as the President deems appropriate, advisable, and in the interests of the University:

(1) University Administration and Oversight.

- (a) Direct the day-to-day operations of the University.
- (b) Organize the University to efficiently and effectively achieve its goals, and periodically review and provide reports to the Board of Trustees on University operations in order to determine how effectively and efficiently it is being administered and whether it is meeting the goals of the strategic plan adopted by the Board of Governors and other strategic goals for the advancement of the University as endorsed by the Board of Trustees.

- (c) Prepare a strategic plan in alignment with the Board of Governors' systemwide strategic plan and regulations, and the University's mission, to first be submitted to the Board of Trustees for approval and then to the Board of Governors for approval.
- (d) Prepare an annual accountability plan and all other significant reports for consideration and approval by the Board of Trustees, and for submission to the Board of Governors, outlining the University's top priorities, strategic directions, and specific actions for achieving the priorities, as well as progress toward previously approved institutional and systemwide goals.
- (e) Prepare and periodically update a policy addressing conflicts of interest for the Board of Trustees, boards of Related Entities, and their employees, and when appropriate, for students, independent contractors, and volunteers.
- (f) Maintain an effective information system to provide accurate, timely, and cost-effective information about the University, meeting all data and reporting requirements of the Board of Trustees and Board of Governors.
- (g) Propose regulations for approval by the Board of Trustees, when appropriate; take routine administrative actions on behalf of the Board of Trustees prior to the exercise of the Board's authority for final approval, related to the development, adoption, amendment or repeal of University regulations, or any action required under the Florida Administrative Procedures Act, Chapter 120, Florida Statutes.
- (h) Establish policies and procedures related to data and technology, including information systems, communications systems, computer hardware and software, and networks.
- (i) Secure comprehensive general liability insurance pursuant to sections 1001.706(4)(d) and 1004.24, Florida Statutes, and develop, approve, implement, and oversee the risk management program and implementation of an appropriate insurance strategy.
- (j) Develop, approve, implement and oversee a systematic approach to identify, manage, and mitigate various types of risk, regardless of origin, and define the risk appetite for the University and Related Entities.
- (k) Provide for payment of the cost of civil actions against trustees, officers, employees, or agents of the Board of Trustees, as the Board of Trustees is a corporation primarily acting as an instrumentality of the state pursuant to Section 768.28, Florida Statutes, for the purposes of sovereign immunity.
- (l) Govern traffic on the grounds of the University and in other areas in accordance with law and any mutual aid agreements entered into with other law enforcement agencies.
- (m) Develop and implement initiatives to promote inclusive excellence in all aspects of University programs and functions, fostering a diverse, equitable and inclusive environment in which free expression of different viewpoints is valued. The President will report annually on the University's progress in implementing strategic initiatives and performance relating to diversity, equity and inclusion as they pertain to student enrollment, academic service and programs,

equity in employment, and athletics, as a part of the Board's consideration of the Florida Equity Report.

(n) Establish the program for campus safety and emergency preparedness, including safety and security measures for University personnel, students, and campus visitors.

(o) Develop, approve, implement and oversee the programs, policies, procedures and systems to support and maintain the University's and Related Entities' compliance with applicable federal, state, and local laws, rules, regulations, and other requirements.

(p) Consult with the Board of Trustees in a timely manner on any matters appropriate to its policy-making and fiduciary functions, recommend changes to governance documents, and promptly notify the Board Chair of any facts or circumstances that may materially and adversely affect the reputation of the University or any of its Related Entities.

(q) Close all or portions of the University campus and cease normal operations and services in the event of an emergency, when, in the President's judgment, such action would protect the safety, health and welfare of the University faculty, students and staff, and the University facilities and grounds. In exercising this authority, the President is authorized to determine and assign those employees who are required to provide essential services. Closures for non-emergencies greater than three days require consultation with the Chair.

(r) Consult with the Chancellor of the State University System prior to recommending any acquisition, establishment, reclassification, relocation, or closure of additional campuses or special purpose centers to the Board of Trustees.

(s) Take all actions necessary or desirable, including serving as the signatory on all documents and agreements, necessary or desirable to carry out the powers and duties enumerated in this Resolution and those reasonably inferable therefrom.

(t) As appropriate and consistent with this Resolution, delegate and authorize the sub-delegation of powers and duties provided in this Resolution, electronically or in writing to an employee of the University who:

1. is a University Vice President with responsibility in an area relating to the subject matter of the delegation; or

2. is a manager with responsibility in an area relating to the subject matter of the delegation who reports directly to a position at or above the level of Vice President; or

3. holds a position at the University that is equivalent in seniority or responsibility to a Vice President or such manager, as determined by the President or Chief Human Resources Officer; or

4. is deemed by the President to have the appropriate capabilities, provided that the delegation specified the date of the delegation, the name and title of the delegee, the particular authority or portion of authority being delegated, and a copy of the delegation is filed with the delegee and with the Vice President and General Counsel of the University.

(2) Academic Programs and Student Affairs.

(a) Propose regulations for Board of Trustees' approval, and establish policies, when appropriate, in the area of academic programs and student affairs as follows, and in such additional areas as from time to time may be designated by the Legislature, Board of Governors as requiring Board of Trustees' approval:

1. Authorization and discontinuance of degree programs;
2. Articulation and access;
3. Admission and enrollment of students;
4. Minimum academic performance standards for the award of a degree;
5. Student financial assistance;
6. Student activities and organizations;
7. Student records and reports;
8. Antihazing, related penalties, and program for enforcement;
9. Reasonable accommodation of religious observances;
10. Textbook and instructional materials affordability; and
11. Student code of conduct and related penalties.

The President is authorized to adopt and revise policies as required or deemed appropriate in the areas of academic and student affairs which are not specifically listed above.

(b) Develop, approve, and implement non-degree and non-college credit granting educational programs of the University.

(c) Award degrees and certificates or other evidence of satisfying the graduation criteria approved by the Board of Trustees for degree-granting programs or of satisfying the completion criteria approved by the President for non-degree granting programs; award posthumous and in memoriam degrees; initially approve and recommend to the Board of Trustees for its final approval all honorary degrees; develop, approve, implement and govern the administrative and academic terms, policies, procedures and systems for awarding such degrees and certificates.

(d) Develop, approve, and implement student exchange programs, including without limitation those that are ancillary to the degree, non-degree and non-college credit granting programs of the University.

(e) Establish the internal academic calendar of the University within any applicable general guidelines of the Board of Governors.

(f) Establish a committee, which shall include student representation, for the periodic evaluation of the student disciplinary system, in accordance with applicable law and regulation.

(g) Approve the internal purchasing, contracting, budgetary and other procedures of student government organizations.

(h) Establish, develop, approve, implement and govern the programs, terms, policies, procedures and systems for childcare facilities, including educational research centers for child development as authorized in s. 1011.48, Florida Statutes, for the purpose of providing childcare services for

members of the University community as well as providing research and internship opportunities.

(i) Develop, approve, implement and govern the inter- and intra-collegiate athletics programs, policies, and procedures of the University, with periodic reports to the Board of Trustees on the operations of the program including, but not limited to, finances, audit and compliance, and changes in key personnel.

(j) Establish policies regulating the administration and operation of the Office of Research. The President, or designee, is authorized to negotiate, enter into, and execute research contracts; to solicit and accept research grants and donations; and to fix and collect fees, other payments, and donations that may accrue from these methods. The president or designee may negotiate, enter into, and execute contracts on a cost-reimbursement basis and may provide temporary financing of those costs prior to reimbursement from moneys on deposit in a sponsored research development fund, except as prohibited elsewhere by law. All purchases of a division of sponsored research will be made in accordance with the policies and procedures of the University and the purchasing regulations of the Board of Governors; however, upon certification addressed to the President that it is necessary for the efficient or expeditious prosecution of a research project, the President may exempt the purchase of material, supplies, equipment, or services for research purposes from the general purchasing requirement of the Florida Statutes.

(k) Recommend to the Board of Trustees for approval, the creation and termination of masters and undergraduate degree-granting programs subject to BOG final approval of limited access programs and undergraduate programs requiring more than 120 credits for graduation if and as required by law;

(l) Subject to final approval of the Board of Governors:

1. Recommend to the Board of Trustees the creation and termination of doctoral and professional graduate degree-granting programs of the University; and
2. If, and as required by law, recommend and seek final Legislative approval for the creation of new colleges, schools and functional equivalents offering a program leading to a degree that is a credential for a specific license issued under a state statute or constitution.

(3) Personnel.

(a) Establish and implement policies and procedures to recruit, appoint, transfer, promote, compensate, evaluate, reward, demote, discipline, and remove personnel, in accordance with regulations and policies of the Board of Trustees and Board of Governors. Pursuant to law and Board of Governors' regulation, the Board of Trustees will evaluate the President's performance annually against the strategic goals of the University, approve compensation of the President. Renewals of the President's employment contract is subject to confirmation by the Board of Governors and is limited to one-year terms.

(b) With the exception of the positions described in (3)(c), below, consult with the Chair of the Board of Trustees, or other trustee designee, regarding the hiring, dismissal, or any annual increase of more than five (5) percent in the compensation of any Vice President or other direct

report to the President, and any athletics personnel earning over \$1 million in compensation. The President and Board Chair will annually review the positions covered by this provision.

(c) Secure approval of the Board of Trustees for the hiring, firing, or reduction in compensation of individuals serving in the positions of Vice President and General Counsel, Chief Compliance Officer, and Chief Audit Executive, which positions have a reporting relationship to the Board of Trustees in addition to reporting to the President.

(d) Approve travel in accordance with s. 112.061, Florida Statutes.

(e) Administer collective bargaining agreements and matters related thereto, including the appointment of University collective bargaining team members to negotiate collective bargaining agreements; recommend for Board of Trustees' approval actions to be taken on collective bargaining agreements under negotiation; and execute Board of Trustees' approved collective bargaining agreements.

(f) Employ private attorney services after consulting with the University's General Counsel.

(g) Recommend to the Board of Trustees the awarding of tenure.

(h) Consult with the Board Chair regarding employment contracts in excess of one year.

(4) Financial Management.

(a) Recommend for Board of Trustees' approval financial commitments, contractual obligations, contingent risks, or the assumption of liabilities of any kind of more than (i) \$25 million or (ii) greater than five (5) years in duration, and an aggregate net value of greater than \$5 million dollars; and options, renewals, extensions or amendments thereto which increase the approved liability in an amount greater than or equal to ten percent (10%) of the total approved value; except that the President may approve the following: gift agreements; grants, research contracts, clinical trial agreements, and other agreements for research; sponsored training; patents, trademarks, and copyright licenses, and technology transfer agreements; and research compliance agreements. This authority applies to Related Entities.

(b) Keep the Board of Trustees apprised of the financial condition of the University and all Related Entities, subject to the oversight of the Board of Trustees.

(c) Prepare an institutional budget request, including a request for fixed capital outlay, for approval by the Board of Trustees.

(d) Recommend to the Board of Trustees a schedule of tuition and fees to be charged by the University pursuant to law and regulations established by the Board of Governors.

(e) Recommend to the Board of Trustees a regulation for the waiver for tuition and fees pursuant to law and regulations established by the Board of Governors.

(f) Prepare the operating budget of the University, carryforward spending plan, and a fixed capital outlay budget, if required, as prescribed by law, regulations of the Board of Governors, policies of the Board of Trustees, and provisions of the General Appropriations Act, for approval by the Board of Trustees, with the following requirements:

1. The proposed expenditures, plus transfers, and balances must not exceed the estimated income, transfers, and balances.
2. The budget and each part must balance.
3. If at any time the unencumbered balance in the education and general fund of the Board of Trustees approved operating budget goes below seven (7) percent, the President must provide written notification to the Board of Governors.
4. Any changes to the operating budget in an amount greater than the lower of \$5 million or .5 percent of the budget requires approval of the Board of Trustees.
5. Provide quarterly budget-to-actual reporting to the Board of Trustees' Finance and Facilities Committee and annual budget-to-actual analysis to the Board of Trustees.

(g) Enter into agreements for, and accept, credit card payments as compensation for goods, services, tuition, and fees.

(h) Establish policies and procedures for the performance of annual internal audits of finances, controls and operations of the University and Related Entities.

(i) Establish policies and procedures for the implementation of appropriate financial controls, with review by the University's internal auditor.

(j) Sign checks and authorize other forms of payment to pay legal obligations of the University, in accordance with section 1011.42(7), Florida Statutes.

(k) Enter into agreements for banking services and perform banking transactions. Further delegation of authority to withdraw funds or other assets from a University account at a depository institution is limited to a vice president or other position deemed by the President or senior designee reporting to the President to have responsibility for financial matters.

(l) Enter into agreements for collection services when deemed advisable in collecting delinquent accounts and charging off and settling uncollectible accounts. The President will annually report the status of accounts receivable charge-offs to the Board, which may be provided through the university's financial statements or reports.

(m) Recommend for Board of Trustees' approval, as to the University or any Related Entities:

1. All borrowing of funds and any material changes to such loans, including internal University resources borrowed via internal loan;
2. Any debt issuance; and
3. Public private partnerships.

The Board of Trustees will be presented with sufficient information for prudent decision-making for all such projects and comply with applicable guidelines established by the Board of Governors in connection with the authorization, issuance and sale of University and Related Entities debt.

(n) Make budget transfers to and from depositories and accounts, to include, the transfer funds from one depository to another, within a depository, to another institution, or from another institution to a depository for investment purposes; and may transfer funds to pay expenses, expenditures, or other disbursements, evidenced by an invoice or other appropriate documentation.

(o) Account for University and Related Entities expenditures of any state, local, federal, and other funds in accordance with applicable guidelines or regulations established by the Board of Governors, and as provided by law, including the submission of annual financial statements for the University and all Related Entities.

(p) Ensure University funds are invested in accordance with the investment program approved by the Board of Trustees and in compliance with applicable federal and state laws and regulations. The President will inform the Board of Trustees of any proposed material change to the University's investment program.

(5) Property and Purchasing.

(a) Administer a program for the maintenance and construction of facilities, pursuant to Chapter 1013, Florida Statutes, to include the following activities:

1. Prepare a campus master plan for adoption by the Board of Trustees, prepare a campus development agreement for execution by the Board of Trustees, pursuant to section 1013.30, Florida Statutes, and report on progress under the master plan.
2. Recommend for Board of Trustees' prior approval any construction project (new, remodeling, site work) with a projected construction cost, in one or a series of related transactions, in an amount greater than \$2 million (Major Project), and any material changes to the projects, from any funding source(s) not specifically appropriated by the Legislature.
3. Initiate and manage construction projects (new, remodeling, or site work) with a projected construction cost, in one or a series of related transactions, in the amount equal to or less than \$2 million (Minor Project) in addition to Board of Trustees' approved Major Projects. Minor Projects and associated change orders of \$100,000 or more, will be reported on a quarterly basis to the Board of Trustees Finance and Facilities Committee.
4. Approve a facilities program for each Major Project.
5. Exercise responsibility for the fire safety, maintenance and sanitation of facilities.
6. Conduct plan reviews, issue permits and construction inspections to enforce building code compliance for projects subject to the Florida Building Code.
7. Approve additional service authorizations and change orders in the name of the Board of Trustees on Major Projects. Any change order(s) related to a facilities' construction or renovation project, in one or a series of related transactions, that increases the approved project budget in an amount greater than or equal to ten percent (10%) of the total approved value of a project, requires the prior approval of the Board of Trustees. All change orders shall be reported to the Board and entered into the official minutes as soon as practicable at a regular meeting of the Board.
8. Establish policies and procedures for the selection of vendors providing design and construction services incorporating applicable competitive solicitation requirements.
9. Contract for all required design, engineers and construction services, including design-build services.

10. Provide a comprehensive report on construction-related activities at each regular meeting of the Board's Finance and Facilities Committee, including information regarding change order activity.

(b) Recommend for Board of Trustees' approval, regulations setting forth competitive solicitation requirements and other criteria related to the procurement of commodities, goods, equipment and other types of personal property, software and contractual services.

(c) Contract for the purchase, sale, lease, license, or acquisition of commodities, goods, equipment and other types of personal property, software and contractual services, including private attorney services in accordance with the regulations approved by the Board of Trustees'.

(d) Contract for the lease-purchase equipment and software in accordance with the Board of Governors Debt Management Guidelines.

(e) Recommend for Board of Trustees' approval any real property leases or licenses, as a tenant or licensee, with total University expenditures greater than \$1,000,000 and a term longer than five (5) years, as well as any amendment or extension of such real property leases or licenses which increases, by ten percent (10%) or more, the total approved lease or license value ; except as stated here, the President may approve leases or licenses for the University as tenant or licensee. This authority applies to Related Entities.

(f) Enter into real property leases or licenses, as landlord or licensor, for use of property owned or controlled by the University or Related Entities with a total revenue less than \$5 million and a term less than five (5) years. For leases or licenses with a total revenue of \$5 million or more and a term of five (5) years or more, or for any amendment or extension of such leases or licenses which increases the obligation by ten percent (10%) or more of the total approved value, recommend for Board of Trustees' approval.

(g) Recommend for Board of Trustee approval the acquisition, sale or encumbrance of real property for any donated property with a value of greater than \$500,000. This authority applies to Related Entities.

(h) Notify the Board of Trustees prior to the commencement of construction of any facility that requires and has not yet received state funding by the Legislature for facility operating and maintenance costs.

(i) Act for the Board of Trustees as custodian of all University personal property, to include:

1. Recommending for Board of Trustees' approval, policies and procedures for the disposal of personal property no longer needed by the University, in accordance with state law and Board of Governors regulation; and
2. The disposal, use or sale of lost or abandoned personal property found within areas under the University's jurisdiction in accordance with section 705.18, Florida Statutes.

(j) Regulate the use, maintenance, protection, and control of, and the imposition of charges for, University-owned or University-controlled buildings and grounds, property and equipment,

name trademarks and other proprietary marks, and the financial and other resources of the University.

(k) Recommend to the Board of Trustees naming opportunities for exterior buildings, colleges, schools, departments, institutes, academic centers, or major programs for any individual, corporation or other entity; and (if and as required by law in connection with living individuals, to recommend such name to the BOG and/or Legislature for its final approval.

(l) Protect, develop, and transfer the work products of University personnel and other University agents and contractors, including licensing, assigning, selling, leasing, or otherwise allowing the use of or conveying such work products and securing and enforcing patents, copyrights, and trademarks therein. The President must consult with the Board Chair before initiating, appealing or settling any litigation related to the enforcement of patents, copyrights and trademarks.

(6) Miscellaneous Powers and Duties.

(a) Recommend for Board of Trustees' approval the creation, certification, decertification, dissolution, and change of governing documents of Related Entities.

(b) Serve or appoint a presidential designee to serve on the board of directors and the executive committee of all Related Entities and university health services support organizations established to benefit the University pursuant to sections 1004.28 and 1004.29, Florida Statutes and recommend for approval by the Board of Trustees any other appointments to these organizations. The Chair of the Board of Trustees shall appoint at least one representative to the board of directors and the executive committee of any such entity. The Board of Trustees shall approve all other director appointments.

(c) Recommend for Board of Trustees' approval annual operating and capital budgets for Related Entities.

(d) Present to the Board of Trustees all internal and external audits of Related Entities.

(e) Recommend to the Board of Trustees for approval any allowable transfer of funds among Direct Support Organizations, unless under an agreement approved by the Board of Trustees.

(f) Develop, approve, implement and oversee the programs, systems, terms, policies, procedures and strategies for the operations of faculty practice plans.

(g) Oversee the University's fundraising operations and accept and administer gifts, grants, bequests, and devises made to the University.

(h) Initiate, appeal and settle lawsuits involving the University or Related Entities, and join amicus briefs, after consultation with the Board Chair, other than claims and lawsuits (i) covered by the State of Florida's Division of Risk Management or by the UCF College of Medicine Self-Insurance Program, which may be managed, appealed, and settled without Board Chair consultation, and (ii) for Related Entities, covered by their insurance or self-insurance program.

(i) Perform such other duties as are not retained by the Board of Trustees and as may be necessary or appropriate for the administration of the University, in compliance with any applicable laws, Board of Trustees and Board of Governors' regulations, policies, and resolutions.

For the purposes of this Resolution the following terms are used as follows:

Board or **BOT**: UCF Board of Trustees

Board Chair: Chair of the UCF Board of Trustees

Board of Governors or **BOG**: Board of Governors of the State University System of Florida

President: President of the University of Central Florida

Related Entities: Direct support organizations and practice plan corporations of the University.

UCF or **University**: University of Central Florida

Vice President: University vice president or senior vice president.



Board of Trustees
Governance Committee | October 19, 2022

GOVC-2: Revisions to Board of Trustees Policy Delegation of Authority to Senior Management Official

☐ Information

☐ Discussion

☒ Action

Meeting Date for Upcoming Action: October 20, 2022

Purpose and Issues to be Considered:

This delegation has been revised to add the Provost and Executive Vice President for Academic Affairs as an appropriate individual to be consulted as needed to administer the university's classified program, and to remove the Vice President for Research and Dean of College of Graduate Studies.

Background Information:

The United States National Industrial Security Program Operating Manual (NISPOM) requires the Senior Management Official (SMO) of a facility to be cleared at the facility clearance level.

Recommended Action:

Recommend approval of the revisions to the Board of Trustees Policy Delegation of Authority to Senior Management Official.

Alternatives to Decision:

Decline the proposed revisions.

Fiscal Impact and Source of Funding:

N/A

Authority for Board of Trustees Action:

BOG Regulations 1.001 and 10.002

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:

Douglas Backman, Director of Compliance, Office of Research

Supporting Documentation:

Attachment A: Delegation of Authority to Senior Management Official (redline)

Facilitators/Presenters:

Douglas Backman

**UNIVERSITY OF CENTRAL FLORIDA
BOARD OF TRUSTEES
POLICY**

Delegation of Authority to Senior Management Official

POLICY STATEMENT

Article IX, Section 7 of the Florida Constitution provides that the Board of Governors shall establish the powers and duties of the university boards of trustees. Board of Governors Regulation 1.001, ~~copy attached as Exhibit A, University Board of Trustees, Powers, and Duties~~ delegates those powers and duties to the boards of trustees.

The Board of Trustees desires to further delegate certain of its powers and duties to a Senior Management Official, as more particularly described below. Any power or duty delegated by the Board to the Senior Management Official may be rescinded at any time by majority vote of the Board. The Senior Management Official may NOT further delegate his or her powers and duties under this policy.

DEFINITIONS

Board: UCF Board of Trustees

BOG: Florida Board of Governors

KMP: Key Management Personnel

NISPOM: United States National Industrial Security Program Operating Manual

SMO: Senior Management Official

UCF or University: University of Central Florida

PROCEDURES:

The Board exclusively delegates to the President all usual and customary powers necessary, as the University's SMO, to administer the University classified program.

The Insider Threat Program Senior Official and the Facility Security Officer shall be required to meet the personnel clearance requirements established for the University facility clearance level. Except as provided herein, no KMP may have access, control, and influence over the UCF classified program. Only Board member(s), the Provost and Executive Vice President for

~~Academic Affairs cleared at the facility clearance level, the Vice President for Research and Dean of the College of Graduate Studies, and legal counsel cleared at the facility clearance level~~ (whether in-house or contracted) cleared at the facility clearance level, may be consulted, as necessary and as permitted by NISPOM.

The SMO's authority also includes the following:

1. Execute classified contracts on behalf of the Board.
2. Oversee the classified research activities of the University, including managing the intellectual property of the University related thereto.

Items requiring the SMO to consult with legal counsel and Board member(s) cleared at the facility clearance level) before implementation:

1. Any matter which has the potential to create significant risk, or political or reputational issues for the University.
2. All items required by the BOG or Florida Legislature to be approved by the Board.

INITIATING AUTHORITY

UCF Board of Trustees

History: New 7-18-2019. Revised 9-19-19, _____-22.

Authority: Section 7(c), Art. IX, Fla. Const.; FL BOG Regulation 1.001

Board of Trustees
Governance Committee | October 19, 2022

GOVC-3: Amendments to Bylaws for UCF Research Foundation and Limbitless Solutions, Inc.

☐ Information

☐ Discussion

☒ Action

Meeting Date for Upcoming Action: October 20, 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 two of the university's DSOs were revised and adopted by their respective DSO boards. 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, noting that the remaining DSOs would bring forward amended bylaws in Fall 2022.

Following the review and approval of their respective Boards, two additional DSOs, UCF Limbitless Solutions, Inc. and UCF Research Foundation, Inc., are submitting their amended Bylaws for approval by the Board of Trustees:

UCF Research Foundation, Inc. – Fifth Amended and Restated Bylaws approved July 26, 2022

UCF Limbitless Solutions, Inc. – Fifth Amended and Restated Bylaws approved August 22, 2022

The UCF Foundation will bring forward its amended Bylaws for BOT approval in November 2022, which will complete the comprehensive update to create coherence across the DSOs' Bylaws.

Recommended Action:

Approve of the amended bylaws for UCF Limbitless Solutions, Inc. and UCF Research Foundation.

**Alternatives to Decision:**

Decline the proposed bylaws amendments or recommend modifications to be considered by the respective DSO Board(s).

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

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:

Robert Wilson, Senior Associate General Counsel

Youndy Cook, Vice President and General Counsel

Supporting Documentation:

Attachment A: Summary DSO Bylaws Changes

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

Attachment C: Fifth Amended and Restated Bylaws of Limbitless Solutions, Inc.

Facilitators/Presenters:

Youndy Cook

Attachment A

SUMMARY OF BYLAWS CHANGES

Generally, across all DSOs, the bylaws have been changed as follows:

ARTICLE I

- Purpose and Mission - Mission language and office location was added.
-

ARTICLE II

- Director appointed by chair of BOT – Tracking the DSO statute, states “[A]t least one University of Central Florida Board of Trustees (BOT) representative appointed by the Chair of the BOT.” (Section 1.B.)
- Board member terms - Board members should serve terms of two or three years, as selected by the DSO Board. (Section 2)
- Selection of Board Chair – The Board Chair is selected by the President of UCF and must be a member of the Board. Bylaws are silent as to whether the Chair must be a volunteer. (Section 12.)
- Delegation from University President to DSO officers/staff - University President’s direct authority over DSO is in appointment and removal of Board members. (Section 4)
- Board powers (Section 6) –
 - 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 University of Central Florida Board of Trustees for approval (Section 6.H.)
 - 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 6.I.)
- Who can call Board meetings - (Section 7.B.) Revised to the Board Chair, Vice Chair, CEO, or two members of the Board.
- Separation of Board Members and Corporate Officers – Revised to clearly separate officers of the board and officers of the corporation and make clear that corporate officers are not members of the Board. Board officers will be Chair and Vice Chair. Corporate officers will be the CEO, Secretary and Treasurer. (Section 12 and Art. III).

ARTICLE III

- Corporate Officers – Clarifies that directors are not officers of the corporation. Identifies the standing corporate officer roles: for example, CEO, Treasurer, and Secretary.

- Officer Duties – Establishes baseline responsibilities for each of the corporate officers.

ARTICLE VIII

- Indemnification – Added to bylaws, subject to Florida Statutes, Sections 607.0850 and 617.0831. (Section 5)
- Ethics and Financial Disclosure – Added compliance language pursuant to Sunshine Laws, Public Records Law, and Code of Ethics for Public Officers and Employees (Section 6)
- Detailed Amendment History – Added as recommended by UCF Audit to include Board of Trustees approvals.

**FIFTH AMENDED & RESTATED BYLAWS OF UNIVERSITY OF CENTRAL FLORIDA RESEARCH
FOUNDATION, 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 and operated exclusively to receive, hold, invest, and administer property and to make expenditures to or for the benefit of the University.

The corporation is organized and shall be operated exclusively for scientific and educational purposes and not for pecuniary profit. The corporation shall be operated exclusively for the benefit of the University of Central Florida and shall be subject to the oversight and control of the University of Central Florida Board of Trustees. The corporation is a university direct-support organization within the definition of Section 1004.28, Florida Statutes, and as such is organized and operated exclusively to receive, hold, invest in, and administer property, including both real property and intellectual property, and to make expenditures to or for the benefit of the University of Central Florida or for the benefit of a research and development park or research and development authority affiliated with the University of Central Florida and organized under part V of chapter 159 of the Florida Statutes.

The purposes of the corporation also include the promotion, encouragement of, and assistance to, the research and development activities (such as in the fields of engineering and biomedical research) of the University of Central Florida, including the development of research and buildings for such research activities. The purposes of the corporation also include complementary activities, including business incubation and business marketing activities for the benefit of the University of Central Florida. The corporation may receive income derived from or related to the development, investment in, technology transfer, licensing, and commercialization of university intellectual property and works, and to expend such income for the advancement of the university's research and development efforts.

The corporation shall provide means by which discoveries, inventions, processes, and works of faculty, staff, and students of the university may be patented, developed, applied, commercialized and marketed in order that the results of such research shall be made available to the public and that funds be made available from such discoveries, inventions, processes, contracts and grants to further research and development efforts by the faculty, staff and students of the University of Central Florida.

The principal office of the corporation will be located at 12201 Research Parkway, Suite 501, Orlando, Orange County, Florida.

**ARTICLE II.
BOARD OF DIRECTORS**

Section 1. Directors. The corporation's Board of Directors shall consist of not less than six and not more than nine voting members and 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. Designee of the Vice President for Health Affairs and,
- D. At least three 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. Term of Office. Members of the Board will serve as directors of the corporation for three-year terms. Terms will begin on the date of appointment and end June 30 (or July 1 through June 30, whichever applies). If filling a vacancy, the term ends at previous member's term.

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 appointed or designated to fill a vacancy in the Board of Directors will hold office for the unexpired term of their 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. So long as certified by the Board of Trustees 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 bylaws.
- B. To meet upon the call of the Board Chair, the Board Vice Chair, the CEO of the corporation or any two directors.
- C. To select a bank or banks or other depositories for the deposit of the 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 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. 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.
- 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, 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 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 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 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 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. Chair and Vice-Chair of the Board. The Board of Directors shall have a Chair and Vice-Chair serve as officers of the Board.

- A. Chair of the Board. The Chair of the Board will be selected by the President of UCF 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 President of UCF 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. Chief Executive Officer (CEO) appointed by the University President and who will be a Vice President that is responsible for research matters of the University of Central Florida;

- B. Vice President of Operations, who will be appointed by the CEO;
- C. Vice President of Technology Transfer, who will be appointed by the CEO;
- D. Secretary, who will be appointed by the CEO;
- E. Treasurer, who will be appointed by the CEO, in consultation with the Chief Financial Officer of the University; and
- F. Other officers, listed below, as may be appointed by the CEO.

Section 2. Term of Corporate Officers. The term of office for 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 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. Vice President of Operations. The Vice President of Operations shall be authorized to act on matters delegated to them by the CEO of the corporation and shall take such actions as necessary to allow for the efficient operation of the corporation.
- C. Vice President of Technology Transfer. The Vice President of Technology Transfer shall be authorized to act on matters delegated to them by the President of the Corporation and shall take such actions as necessary to allow for the efficient operation of technology transfer activities of the Corporation.
- D. 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 maintain a record of the actions of the Board of Directors and committees.
 - 2. A copy of the Articles of Incorporation and Bylaws of the corporation and all amendments.
- E. 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 *ex officio*, 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

The Board Chair may, at any time, appoint and charge the 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.

ARTICLE V. DIRECT SUPPORT ORGANIZATIONS

Section 1. Governing Authority. The corporation 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 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 in accordance with University Regulation prior to becoming effective.

ARTICLE VIII. 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 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 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 Florida Statutes Sections 1004.28 and 1012.976.
- 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 them 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 their 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 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 corporation 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 the corporation will faithfully discharge their duties.

Section 8. 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 9. 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 organization 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 corporation will be disclosed and addressed in accordance with the corporation's Conflict of Interest Policy.

I CERTIFY these Fifth Amended and Restated Bylaws were approved by the Board of Directors on July 26, 2022, by the UCF Governance Committee on September 28, 2022, and by the University of Central Florida Board of Trustees on September 29, 2022.

Secretary: Kim Smith

Amendment History

Original: April 5, 1991

First Amended and Restated: December 27, 2004

First Amendment to the First Amended and Restated: April 28, 2006

Second Amended and Restated: June 11, 2012

Third Amended and Restated: April 4, 2016

Fourth Amended and Restated: May 17, 2019

Fifth Amended and Restated: July 26, 2022

FIFTH AMENDED & RESTATED BYLAWS OF LIMBITLESS SOLUTIONS, 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 and operated exclusively to receive, hold, invest, and administer property and to make expenditures to or for the benefit of the University.

The corporation was established as a direct support organization of the University to research, design, create, and deliver mechanical and electronic advancements in disability technology; infuse engineering with artistic design, promote access and engagement in STEM/STEAM education; and to enter arrangements with third parties to facilitate research and innovations in related areas.

The corporation may hold any property, or any undivided interest therein, without limitation as to amount or value; may dispose of any such property and invest, reinvest or deal with the principal or the income in such manner as, in the judgment of the corporation's board of directors, will best promote the purposes of the corporation without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Bylaws of the corporation or any applicable laws or rules. The corporation may transact any and all lawful business, subject to the limitations contained herein.

The principal office of the corporation will be located at 12703 Research Pkwy Suite 100, Orlando, Orange County, Florida.

ARTICLE II. BOARD OF DIRECTORS

Section 1. Directors. The corporation's Board of Directors will consist of not less than six and not more than eleven voting members and 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. The Vice President for Research, or designee and,
- D. 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. Term of Office. Members of the Board will serve as directors of the corporation for three-year terms. Terms will begin on the date of appointment and end June 30 (or July 1 through June 30, whichever applies). If filling a vacancy, the term ends at previous member's term.

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 appointed or designated to fill a vacancy in the Board of Directors will hold office for the unexpired term of their 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. So long as certified by the Board of Trustees, 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 CEO of the corporation or any two directors.
- C. To select a bank or banks or other depositories for the deposit of the 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 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. 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.
- 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, 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 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 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 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 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. Chair and Vice Chair of the Board. The Board of Directors shall have a Chair and Vice Chair serve as officers of the Board.

- A. Chair of the Board. The Chair of the Board will be selected by the President of UCF 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 President of UCF 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. President and Chief Executive Officer (CEO) appointed by the University President who will be a UCF employee;
- B. Vice President, Research and Development of Technology, who will be appointed by the CEO;
- C. Secretary, who will be appointed by the CEO;
- D. Treasurer and Chief Financial Officer, 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. The term of office for 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 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. Vice President, Research and Development of Technology. The Vice President, Head of Research and Development of Technology, shall be authorized to act on matters delegated to them by the CEO of the corporation and shall take such actions as necessary to allow for the efficient operation of the corporation.
- C. 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 maintain a record of the actions of the Board of Directors and committees.
 - 2. A copy of the Articles of Incorporation and Bylaws of the corporation and all amendments.
- D. Treasurer and Chief Financial Officer. The Treasurer and Chief Financial Officer 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 4.034, will appoint a successor or successors to perform the duties of their respective offices.

ARTICLE IV. COMMITTEES

The Board Chair may, at any time, appoint and charge the 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.

ARTICLE V. DIRECT SUPPORT ORGANIZATIONS

Section 1. Governing Authority. The corporation 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 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 in accordance with University Regulation prior to becoming effective.

ARTICLE VIII. 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 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 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 Florida Statutes Sections 1004.28 and 1012.976.
- 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 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 corporation 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 the corporation will faithfully discharge their duties.

Section 8. 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 9. 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 organization 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 corporation will be disclosed and addressed in accordance with the corporation's Conflict of Interest Policy.

I CERTIFY these Fifth Amended and Restated Bylaws were approved by the Board of Directors on August 22, 2022, by the UCF Governance Committee on September 28, 2022, and by the University of Central Florida Board of Trustees on September 29, 2022.

Secretary_____

Amendment History

Original: October 9, 2014

First Amended and Restated: March 27, 2017

Second Amended and Restated: not approved

Third Amended and Restated: January 30, 2018

Fourth Amended and Restated: July 16 ,2018

Board of Trustees
Governance Committee | October 19, 2022

GOVC-4: Third Amended and Restated Articles of Incorporation for UCF Research Foundation, Inc.

☐ Information

☐ Discussion

☒ Action

Meeting Date for Upcoming Action: October 20, 2022

Purpose and Issues to be Considered:

UCF Regulation 4.034(3)(c) requires any amendments to a UCF Direct Support Organization (DSO) Articles of Incorporation be approved by the UCF Board of Trustees (BOT). The Articles of Incorporation for the UCF Research Foundation, Inc. were revised and adopted by its DSO board at their meeting on July 26, 2022, to be in alignment with the Fifth Amended and Restated Bylaws of the UCF Research Foundation, Inc. (see GOVC-3).

The major changes are updates to:

- Board management: removal of membership language since there are no members, rather a Board of Directors as outlined in the Bylaws; replaced language with a simpler statement to direct the terms and election conditions to be as provided in the Bylaws.
- Officers: revised officers to be consistent with changes in the Bylaws; replaced last sentence with a simpler statement to direct the terms and election conditions to be as provided in the Bylaws.
- Amendments: removed the section that talked about the amendments of the Bylaws as it's no longer needed in this document since it has its own amendments provisions (this is strictly relative to amendments to the Articles); revised notice time from ten (10) days to three (3) days.

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.

Recommended Action:

Approve the Third Amended and Restated Articles of Incorporation for UCF Research Foundation, Inc.

Alternatives to Decision:

Decline the approval and recommend modifications to be considered by the UCF Research Foundation Board.

Fiscal Impact and Source of Funding:

N/A

Authority for Board of Trustees Action:

Florida Statutes Section 1004.28
University Regulation UCF-4.034

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:

Robert Wilson, Senior Associate General Counsel
Youndy Cook, Vice President and General Counsel

Supporting Documentation:

Attachment A: Third Amended and Restated Articles of Incorporation of UCF Research Foundation, Inc.

Facilitators/Presenters:

Youndy Cook

**THIRD AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF THE
UNIVERSITY OF CENTRAL FLORIDA RESEARCH FOUNDATION, INC.**

f/k/a The Research Foundation of The University of Central Florida, Inc.

(A Not-For-Profit Corporation)

RECITALS

The undersigned, as Secretary of the University of Central Florida Research Foundation Inc., f/k/a Research Foundation of the University of Central Florida Incorporated, (Corporation) does hereby certify that:

The original Articles of Incorporation of the Corporation were filed on May 3, 1991 with the Florida Secretary of State; and

On December 27, 2004, the Board of Directors of the Corporation voted to amend and restate the Articles of Incorporation as reflected by its First Amended and Restated Articles of Incorporation as provided under Section X of those Articles by a vote of no less than 2/3 of the members of the Board of Directors; and

On April 28, 2006, and implemented July 11, 2006, an amendment and restatement to the Articles of Incorporation as reflected by a First Amendment to the First Amended and Restated Articles of Incorporation was provided; and

On June 11, 2012, the Board of Directors of the Corporation voted to amend and restate the Articles of Incorporation as reflected by its Second Amended and Restated Articles of Incorporation as provided under Section X of the Articles of Incorporation by a vote of no less than 2/3 of the members of the entire Board of Directors; and

On April 21, 2022, the Board of Directors of the Corporation voted to amend and restate the Articles of Incorporation as reflected in these Third Amended and Restated Articles of Incorporation as provided under Section X of the current Articles of Incorporation by a vote of no less than the majority of the members of the entire Board of Directors; and

Any amendments to these Third Amended and Restated Articles of Incorporation have been adopted pursuant to Section 617.1007(4), Florida Statutes and there are no discrepancies between the Corporation's Articles of Incorporation and these Third Amended and Restated Articles of Incorporation other than inclusion of these amendments and other matters of historic interest.

NOW, THEREFORE, it is resolved, that the Articles of Incorporation are hereby amended and restated in their entirety as follows:

ARTICLE I

Name

The name of the Corporation is University of Central Florida Research Foundation, Inc. and its principal place of business and mailing address shall be located at 12201 Research Parkway, Suite 501, Orlando, Florida 32826-3246.

ARTICLE II

Enabling Law

The Corporation is organized pursuant to the Florida Not for Profit Corporation Act.

ARTICLE III

Purposes

Section 1. The Corporation is organized and shall be operated exclusively for scientific and educational purposes and not for pecuniary profit. The Corporation shall be operated exclusively for the benefit of the University of Central Florida and shall be subject to the oversight and control of the University of Central Florida Board of Trustees. The Corporation is a university direct-support organization within the definition of Section 1004.28, Florida Statutes, and as such is organized and operated exclusively to receive, hold, invest in, and administer property, including both real property and intellectual property, and to make expenditures to or for the benefit of the University of Central Florida or for the benefit of a research and development park or research and development authority affiliated with the University of Central Florida and organized under part V of chapter 159 of the Florida Statutes.

The purposes of the Corporation also include the promotion, encouragement of, and assistance to, the research and development activities (such as in the fields of engineering and biomedical research) of the University of Central Florida, including the development of research and buildings for such research activities. The purposes of the Corporation also include complementary activities, including business incubation and business marketing activities for the benefit of the University of Central Florida. The Corporation may receive income derived from or related to the development, investment in, technology transfer, licensing, and commercialization of University intellectual property and works, and to expend such income for the advancement of the University's research and development efforts.

The Corporation shall provide means by which discoveries, inventions, processes, and works of faculty, staff, and students of the University may be patented, developed, applied, commercialized and marketed in order that the results of such research shall be made available to the public and that funds be made available from such discoveries, inventions, processes, contracts and grants to further research and development efforts by the faculty, staff and students of the University of Central Florida.

Section 2. All the assets and earnings of the Corporation shall be used exclusively for the exempt purposes set forth above, including the payment of expenses incidental thereto.

ARTICLE IV

Powers

Section 1. Powers. The Corporation shall have all the powers and authority as are now or may hereafter be granted to Corporations not for profit under the laws of the State of Florida.

Section 2. Limitations on Powers. The Corporation shall not have the power to:

- A. Convey, pledge, or otherwise encumber assets of the State of Florida or the University without the prior approval of the University.
- B. Issue stock, nor pay dividends.
- C. Allow any part of its income to inure to the benefit of directors, officers, or members of the Corporation, or to any other individuals except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of the purposes set forth in Article III hereof.
- D. 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 to any extent in any political campaign for or against any candidate for public office; or

E. Conduct any activities not permitted to be carried on by organizations exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and its regulations as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of such Code, and regulations as they now exist or as they may hereafter be amended.

F. It is intended by the provisions of these Articles of Incorporation that the Corporation shall possess the status of an organization exempt from federal income taxation under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986 as amended, and its regulations as they now exist, or they may hereinafter be amended. Accordingly, no part of the affairs of the Corporation shall be administered, directly or indirectly, in any manner whatsoever which might jeopardize the tax-exempt status of the Corporation.

ARTICLE V

Incorporators

The name and address of each incorporator is as follows:

NAME

ADDRESS

Steven Altman

4000 Central Florida Blvd, ADM Presidential Suite
Orlando, FL 32816-0150

Michael Bass

4000 Central Florida Blvd, ADM 243
Orlando, FL 32816-0150

ARTICLE VI

Management

Section 1. The Corporation shall be managed, its properties controlled, and its affairs governed under the direction of its Board of Directors. The terms and manner of election of the Directors shall be as provided in the Bylaws.

ARTICLE VII

Officers

Section 1. The officers of the Corporation shall be a Chief Executive Officer, Vice President of Operations, Vice President of Technology Transfer, Secretary, Treasurer, and such other officers as may be provided for in the Bylaws. The terms and manner of election of the officers shall be as provided in the Bylaws.

ARTICLE VIII

Registered Office and Registered Agent

The Corporation's Registered Office shall be located at the office of the General Counsel of the University of Central Florida, 4365 Andromeda Loop North, Orlando, FL 32816-0015, and the Corporation

hereby designates said General Counsel as Registered Agent of the Corporation to accept service of process within this state, and to serve in such capacity until a successor is selected and duly designated.

ARTICLE IX

Amendments

The Articles of Incorporation of the Corporation may be amended by a majority vote of the entire Board of Directors at any regular or special meeting of the Board or by all directors signing a written statement manifesting their intention that an amendment to the Articles of Incorporation be adopted, and in all instances, with the written concurrence of the President of The University of Central Florida, and subject to the approval of the University of Central Florida Board of Trustees; provided, however, with respect to any meetings, notice thereof, which shall include the text of the proposed change to the Articles of Incorporation, shall be furnished in writing to each Director of the Corporation at least three (3) days prior to the meeting at which such Amendment of the Articles of Incorporation is to be voted upon.

ARTICLE X

Term of Existence

The Corporation shall commence corporate existence upon the date of signing these Articles of Incorporation by the incorporators and shall have perpetual existence unless it shall be dissolved pursuant to the laws of the State of Florida and these Articles of Incorporation.

ARTICLE XI

Dissolution

Upon dissolution or winding up of the 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, Incorporated, provided that it is exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent revenue laws), or in the event that such organization is not in existence or the University of Central Florida Foundation, Incorporated, is not exempt under Section 50J(c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent revenue laws), the remaining assets of the Corporation shall be distributed to such scientific, educational and charitable organizations ruled exempt by the Internal Revenue Service under Section 50J(c)(3) and Section J 70(c)(2) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent revenue laws), as may be selected by the last Board of Directors, subject to the approval of the University President, and none of the assets will be distributed to any members, directors, or officers of the Corporation.

The undersigned, constituting the Secretary of the Corporation, has executed these Third Amended and Restated Articles of Incorporation this _____ day of _____, 2022.

Kim Smith, Secretary

Legal Content Approved

BOARD OF TRUSTEES Governance Committee | October 19, 2022

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

☐ Information ☐ Discussion ☒ Action

Meeting Date for Upcoming Action: October 20, 2022

Purpose and Issues to be Considered:

Florida Statutes section 1004.28(3) requires the Board of Trustees to approve all appointments to direct support organizations, except for the designees of the Board Chair and the President of the University of Central Florida (President).

The UCF Direct Support Organizations listed below are presenting new board member appointments and reappointments for terms of service pursuant to their bylaws.

UCF Academic Health, Inc. (3-year Term) | Attachment A

John Lord (*New Appointment; July 1, 2022-June 30, 2025*)

Dr. Clarence “Buck” Brown (*New Appointment; July 1, 2022-June 30, 2025*)

Limbitless Solutions, Inc. (3-Year Term) | Attachment B

Ann Smallwood (*Reappointment; July 1, 2022-June 30, 2025*)

Fred Kittinger (*New Appointment; July 1, 2022-June 30, 2025*)

Central Florida Clinical Practice Organization (3-Year Term) | Attachment C

Dr. Naziha Slimani (*New appointment; September 29, 2022-September 28, 2025*)

Attachments A-C include supporting documentation for each Board appointment.

Background Information:

UCF DSOs are 501(c)(3) non-profit corporations and are certified as a direct support organization of the University of Central Florida. DSOs are organized and operated exclusively to receive, hold, invest, and administer property and to make expenditures in a manner consistent with the goals of the University and the best interest of the State. Although CFCPO is not a DSO, it follows similar review processes to ensure full transparency and oversight in alignment with the president’s goal of building a culture of trust, engagement and accountability.

Recommended Action:

Approval of the board member appointments to the UCF Academic Health, Inc., Limbitless Solutions, Inc., and Clinical Practice Organization Boards of Directors

Alternatives to Decision:

Decline approval of the appointments or provide alternative recommendations.



Board of Trustees

Agenda Memo

Fiscal Impact and Source of Funding:
N/A

Authority for Board of Trustees Action:
Florida Statute 1004.28(3)
University Regulation UCF-4.034(3)(c)

Contract Reviewed/Approved by Attorney Liaison ☐ N/A ☒

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

Submitted by:
UCF Board Office

Supporting Documentation:
Attachment A: UCF Academic Health, Inc. Board Appointments
Attachment B: Limbitless Solutions, Inc. Board Appointments
Attachment C: Central Florida Clinical Practice Organization Board Appointment

Facilitators/Presenters:
Mike Kilbride, Executive Chief of Staff

UCF Academic Health, Inc.



John S. Lord

Trustee, Alfred I. duPont Testamentary Trust

UCF Academic Health Board of Directors

New Appointment; 3-year Term

7/1/2022 – 6/30/2025

Other DSO Affiliations: N/A

John S. Lord was born in Orlando and currently lives in Winter Park, Florida.

Mr. Lord was elected as a Trustee of the Alfred I. duPont Testamentary Trust in July 2000 and became a member of the Board of Directors of The Nemours Foundation the same year. He served as Chairman of the Board of Directors of Nemours from February 2007 to August 2015 before stepping off the Board in late 2016.

Mr. Lord retired in 2000 from his position with Bank of America as the Orlando-area market President and Small Business/Premier Banking Executive for the State of Florida after a 32 year banking career to join the Trust.

Mr. Lord currently serves as a board member for Dornoch Sutherland Assurance Ltd., Cruden Bay Risk Retention Group and the Pediatric Medical Services of Florida Inc. Mr. Lord is former director of the St. Joe Company, Florida East Coast Industries and ABC Fine Wine and Spirits.

Mr. Lord is a former chairman of the Orange County Industrial Authority, the Mid-Florida Industrial Development Commission, the Community Foundation of Central Florida, and the Florida Citrus Sports Association. He has served as treasurer of the Orange County Public School Foundation, vice president of the Orange County Civic Improvement Corporation, and the 1999 chairman of the Heart of Florida United Way. Mr. Lord also is a former appointee to the Valencia Community College Board of Trustees, where he served as chairman in 1994-95. He served as an Overseer of Rollins College Crummer School of Business for 16 years and serves as a member of the Board of Trustees at the University of Central Florida.

He is married to Carolyn and has two children and two grandchildren. He and his wife enjoy travel and remain active in the Central Florida community.

Clarence H (Buck) Brown, III MD

Clarence H. (Buck) Brown III, MD was born in Ft. Lauderdale, Florida and grew up in Orlando, then attended Emory University in Atlanta where he graduated with a BA degree in chemistry in 1962 and an MD, summa cum laude, in 1966. Dr. Brown trained in internal medicine and hematology at the Johns Hopkins Hospital in Baltimore and in medical oncology at the National Cancer Institute in Bethesda, Maryland. Following the completion of his training, he became a member of the faculty of the Baylor College of Medicine in Houston, where he was a Howard Hughes Research Fellow.

In 1975, Dr. Brown returned to Central Florida to practice hematology and medical oncology. He has served as medical director of the Hemophilia Association of Orlando and the Hospice of Central Florida. In 1988, Dr. Brown served as President of the Orange County Medical Society. He has served on numerous boards in Orlando and is past-Chairman of the Board of Directors of the Orlando Health Foundation. He has served on the Florida Division Board of Directors of the American Cancer Society and as a delegate to the National Assembly of the ACS. From 2001 through 2003, Dr. Brown was chairman of the Cancer Research and Advisory Council for the state of Florida, appointed by then-governor Jeb Bush. He was named one of the “Best Doctors in America” from 1996 to 2011 and in 1998 was named one of the 25 most influential leaders in health care in Central Florida. He has been identified by Orlando Magazine as one of the “Best Doctors in Orlando” and by Orlando Business Journal as a “Who’s Who in Health Care.” In 2002, he was inducted into the William R. Boone High School (Orlando) Athletic Hall of Fame.

In 1990, he became the founding medical director of MD Anderson Cancer Center Orlando which was the first affiliate of the renowned cancer center in Houston. In 1997 Dr. Brown became President and CEO of MD Anderson - Orlando. When retired from MD Anderson - Orlando in 2012, as President Emeritus, Dr. Brown joined the Orlando Health Foundation as Vice President of Development for Oncology. He retired from that position in 2014.

During his active years in practice and administrative medicine Dr. Brown was appointed a Professor of Medicine within the University of Central Florida College of Medicine and Adjunct Professor within the University of Texas MD Anderson Cancer Center.

In July 2013 he was appointed by Governor Rick Scott to the University of Central Florida Board of Trustees. He served in that position until 2018. He then joined the UCF Foundation Board of Directors until 2019 when becoming a member of the Board of Trustees of the UCF Lake Nona Hospital, on which he continues in the position of Chairman.

Hillary Anne Smallwood



Anne Smallwood, MS, CCRA has now worked for several decades in BioPharma industry, including work in reproductive medicine, transplant and immunosuppressive medicine, and finally immuno-oncology. In that time, she participated in 14 product launches, including time in marketing and training, and helped design and operationalize clinical trials. She participated in strategic planning and worked as a Senior Medical Science Liaison, shepherding novel compounds through late stage development while helping design and execute appropriate educational programs for CME (Continuing Medical Education).

She currently is on faculty at Drexel University College of Medicine's School of Graduate Studies as an adjunct professor, where she teaches courses included in the Masters of Science in Drug Discovery and Development and in the Masters of Science in Clinical Research and Organizational Management.

Ms Smallwood has been a lasting legacy donor involved with Limbitless Solutions since 2016 and has served on the board of directors since her appointment in 2019. She currently resides in Texas.

Fred Kittinger



Fred Kittinger is the Senior Associate Vice President for Government & Community Relations and Director of State and Local Government Affairs at the University of Central Florida.

Fred holds a Bachelor of Arts with honors from the University of Central Florida, and a Master in Public Administration degree from Florida State University.

Before assuming his present role at UCF in 2003, Fred was Chief of Staff to Orlando Mayor Glenda Hood, serving in the Mayor's office for 8 years. Prior to his city service, Fred was Vice President for Governmental Affairs & Executive Director of the Small Business Chamber for the Greater Orlando Chamber of Commerce. He began his career as a Legislative Aide to State Senator George Stuart, Jr.

Fred is active in various local civic organizations. He currently serves as: Board Member and Past-Chairman for Junior Achievement of Central Florida; Current Board Member of the Orange County Research and Development Board (Central Florida Research Park) and Current Board Member with the Orlando After School All-Stars program. Fred is also Past-Chair of Tiger Bay of Central Florida; Past-Chair of the Coalition for the Homeless, Past Chair of UCF Alumni Association and served on Orange County Mayor Jerry Demings' Transition Team as Chair of the Technology and Innovation Task Force. Fred is an elder and usher at Winter Park Presbyterian Church, and an alumnus of Leadership Florida and Leadership Orlando.

Fred has been married to Sandra B. Kittinger for 39 years and they have one daughter, Alyssa, who is a school psychologist with Sarasota County Schools, and a 9-year old granddaughter, Paisley, who Fred thoroughly enjoys spoiling.

Central Florida Clinical Practice Organization



Naziha Slimani, MD

Assistant Professor of Medicine, College of Medicine

Central Florida Clinical Practice Organization

Appointment; 3-year Term

Sept. 29, 2022 – Sept. 28, 2025

Dr. Naziha Slimani is a primary care specialist board certified in internal medicine. She is familiar with the diagnosis and treatment of a variety of diseases in both outpatient and inpatient settings. She also has experience in outpatient management and follow up of common Ophthalmology disorders.

Dr. Slimani received her M.D. at the University of Medicine in Algiers, Algeria. She then went on to her first residency program in ophthalmology at the University of Algiers then she furthered her clinical skills in eye health by completing a training in retinal surgery at the Hospital Lariboisière in Paris. She worked as an assistant professor in ophthalmology at the University of Tizi-Ouzou in Algeria before beginning an ocular oncology research fellowship at the University of Michigan in Ann Arbor, Michigan. Most recently, she graduated from an additional residency and internship program in internal medicine at Capital Health Regional in Trenton, New Jersey.

Dr. Slimani has interest in preventive medicine, and management of chronic diseases: diabetes, weight loss, cardiology, gastroenterology disorders and articular injections. When she is not in the clinic, she enjoys jogging, reading literature, cooking and spending time with family and friends. She is fluent in English, French and Arabic.



Board of Trustees
Governance Committee | October 19, 2022

GOVC-6: Amendments to University Regulation UCF-2.035 Institutes and Centers

☐ Information

☐ Discussion

☒ Action

Meeting Date for Upcoming Action: October 20, 2022

Purpose and Issues to be Considered:

This regulation ensures that institutes and centers within the state university system are aligned with the goals of the university and the Florida Board of Governors' requirements. The university proposes to amend the regulation to update the definitions and clarify the language regarding the establishment of institutes and centers, reporting requirements and the disbanding process.

These regulations were posted online August 26, 2022, for public comment. One comment was received and incorporated into the proposed amendments.

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:

Approve amendments to UCF Regulation UCF-2.035.

Alternatives to Decision:

Do not amend University Regulation UCF-2.035 as proposed. Approve alternative amendments.

Fiscal Impact and Source of Funding:

N/A

Authority for Board of Trustees Action:

Board of Governors Regulations 1.001 and 10.015

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-2.035



Board of Trustees

Agenda Memo

Facilitators/Presenters:

Youndy Cook

UCF- 2.035 Institutes and Centers

(1) **~~Purpose~~** – In order to ensure that institutes and centers implemented within the ~~state-State university-University system-System~~ are of the highest quality, enhance existing university activities, and are aligned with the goals of the university and the Florida Board of Governors, the following criteria and guidelines for institutes and centers are adopted.

(2) **Definitions** – Within the context of this regulation, institutes and centers are defined according to Florida Board of Governors' Regulation 10.015 as follows:

- (a) State of Florida Institute or Center: State of Florida Institute or Center is defined in the Florida Board of Governors' Regulation 10.015(2)(a). An entity with statewide mission, that may include two or more State universities, established to coordinate inter-institutional research, service, and teaching across the State University System. State of Florida institutes and centers must be approved by the Board of Governors. State of Florida institutes and centers' operational budgets reside within the bases of their host institutions; additional budget requests must be reviewed by the Council of Academic Vice Presidents (CAVP), and only those with a positive recommendation are carried forward to the Board of Governors for consideration.
- (b) University Institute or Center: An entity that is University Institute or Center is defined in the Florida Board of Governors' Regulation 10.015(2)(b) as an entity that is generally established by a single university to coordinate institutional research, service, and/or educational/training activities that enhance existing instruction, research, and service at the university. The budget of a university institute or center and any requests for additional funding are wholly within the purview of the host university. UCF recognizes two types of university institutes and centers, reporting and nonreporting, as defined below.
 1. Reporting university institute or center: Institutes or centers that support and coordinate research, training, and service in a well-defined area, leveraging existing strengths that are aligned with the institute or center. Typically, they have a strong history of recurring external funding from sources such as grants/contracts or legislative appropriations, and/or a dedicated recurring budget, sufficient to sustain operation. Reporting institutes and centers are formally established by presidential approval and their budgets and operations are overseen by the university. Such institutes and centers are registered with, and have formal reporting requirements to, the Florida Board of Governors.
 2. Nonreporting university institute or center: These entities are recognized by UCF as institutes or centers but are not formally established through UCF presidential approval. They are not registered with, or have any formal reporting requirements to, the Florida Board of Governors. These units typically do not have a history of sustained operation and may be supported through external funding with a limited duration.
- (c) Exclusions: There are entities that use the term "Institute" or "Center" in their titles, as well as some other service units, that are excluded from this policy. Examples of these units include the Institute of Food and Agricultural Sciences (IFAS); the University of Florida Health Sciences Center; the University of South Florida Health Sciences Center; the Florida State University Health Sciences

~~Center; the Florida Mental Health Institute; incorporated institutes and centers with university affiliations, such as the Institute for Human and Machine Cognition and the H. Lee Moffitt Cancer Center and Research Institute; and university advising, student health, computing, and certain other centers. However, excluded entities such as IFAS and the health sciences centers may have institutes or centers under their purview that are covered by the policies referenced in this document. There are some entities at the university level that use “center” or “institute” in their title but which are excluded from the requirements of the Board of Governors’ regulation and this university regulation. See Board of Governors’ Regulation 10.005(2)(c). Excluded entities at UCF include but are not limited to: the Student Health Center, the University Testing Center, the Center for Distributed Learning, the Faculty Center for Teaching and Learning, UCF Online Connect Center, and the Psychology Advising Center.~~

(3) Establishment of Institutes or Centers:

- (a) ~~State of Florida Institute or Center. Florida~~ Board of Governors’ Regulation 10.015(4)(a)-(b) describes the procedures to establish a ~~State-state~~ of Florida ~~I~~nstitute or ~~C~~enter.
- (b) ~~The president may establish a University Institutes and-or Ceenters. The provost shall be responsible for assuring effective implementation of institute and center operations. A copy of an approved new university institute or center proposal containing basic descriptive, contact, and fiscal information shall be submitted to the Board of Governors Office of Academic and Student Affairs. In cases where more than one university is participating, a host university is designated to handle reporting and evaluation of the institute or center. To begin the process of establishing a university institute or center, a proposal must be submitted to the Office of Research. Proposal instructions and templates will be provided by the Office of Research. The proposal shall include the following, at a minimum: the name of the institute or center; a list of participating units; the mission and goals of the institute or center; planned operational budget over first 5 years; and FTE of faculty, staff, students supporting the institute or center~~
 1. ~~Reporting university institute or center proposals: The Vice President of Research, or designee, will review the proposal and then forward the proposal with a recommendation to the provost. The provost then determines whether the proposal should be carried forward to the president for consideration. Only after formal approval from the president will the university institute or center be considered established, and implementation begin. The Florida Board of Governors’ office must be notified within 30 days of establishment of a new reporting university institute or center. Notices of establishment must include the institute or center name, the type of center, and a brief description of how the institute or center will enhance the university’s activities.~~
 2. ~~Nonreporting university institute or center proposals: The Vice President of Research, or designee, will review the proposal and decide if the institute or center should be recognized. Exempt university institutes or centers will only be implemented after Vice President of Research, or~~

designee, approval of recognition. The institute or center will then be added to the UCF list of recognized UCF institutes and centers.

(4) Institute and Center Reporting Requirements

- ~~(a) Initial Reporting — Upon receipt of notification that a record has been created for the institute or center in the Board of Governors Office of Academic and Student Affairs Institute and Center Reporting database, the host university shall enter descriptive and budgetary information in accordance with instructions provided by the Office of Academic and Student Affairs.~~
- ~~(ba) Annual Reporting — No later than September 30 of each year actual and estimated expenditure and position data shall be entered in the database for the fiscal year running from July 1 of the previous year to June 30 of the current year, in accordance with instructions provided by the Board of Governors Office of Academic and Student Affairs. Where the University of Central Florida is the sole or host university in the institute or center, annual reporting information will be prepared and submitted to the Board of Trustees or its designee for approval prior to submission to the Board of Governors Office of Academic and Student Affairs. Annual reporting is required by all state and university institutes and centers, due to the Office of Research no later than July 31 of each year. Instructions and templates for annual reporting will be provided by the Office of Research.~~
- ~~(eb) Review and Evaluation — Copies of all review and evaluation information shall be submitted to the Board of Governors Office of Academic and Student Affairs.~~
- ~~1. State of Florida institutes and centers shall be reviewed based on criteria and procedures established by the Florida Board of Governors' Regulation 10.015(5)(c).~~
 - ~~2. University institutes and centers must are to be reviewed according to procedures developed by the Office of Academic Affairs. A formal review shall be conducted at least every seven years at least every seven (7) years as established by the Florida Board of Governors' Regulation 10.015(5)(c)(2).~~
 - ~~3. At a minimum, all reviews and evaluations shall include:
 - a. A determination of the institute or center's progress against defined goals and objectives within the context of the institute or center's mission, the participating university missions, and the current Florida Board of Governor-s' Strategic Plan;
 - b. An assessment of the return on investment of Sstate dollars, if applicable;
 - c. The need for continuation of the institute or center;
 - d. Possible changes in mission or organizational structure;
 - e. Budget reduction or expansion;
 - f. Recommendations for change of classification (State of Florida, Infrastructural, or University institute or center), if applicable; and
 - g. Recommendations for status change (active, inactive, terminated), if applicable.~~

~~(5) Disbanding an Institute or Center — The president may disband a university institute or center, with the agreement of participating universities, if applicable. State of Florida institutes~~

~~and centers shall be disbanded at the recommendation of the Council of Academic Vice Presidents and upon the approval of the Board of Governors. When a university institute or center is disbanded by the president, the Office of Academic Affairs shall notify the Board of Governors Office of Academic and Student Affairs. If a disbanded institute or center has been funded by the Legislature, the Office of Academic Affairs will also provide documentation to ensure that the Legislative intent has been achieved and that the institute or center is no longer required. Fiscal information must be provided as part of the annual reporting process if the institute or center expends any funds during the fiscal year in which it is disbanded.~~

- (a) State of Florida institutes and centers shall be disbanded at the recommendation of the Council of Academic Vice Presidents and upon the approval of the Florida Board of Governors, as outlined in Florida Board of Governors' Regulation 10.015(6).
- (b) University institutes or centers.
 - 1. Reporting university institute or center: The UCF president may disband a reporting university institute or center, with the agreement of participating universities, if applicable. When a university institute or center is disbanded by the president, the Office of Academic Affairs shall notify the Florida Board of Governors Office of Academic and Student Affairs. If a disbanded institute or center has been funded by the Legislature, the Office of Academic Affairs will also provide documentation to ensure that the Legislative intent has been achieved and that the institute or center is no longer required. Fiscal information must be provided as part of the annual reporting process if the institute or center expends any funds during the fiscal year in which it is disbanded.
 - 2. Nonreporting university institute or center: The Vice President of Research, or designee, may disband an exempt university institute or center. Upon disbandment, the institute or center will be removed from the UCF listing of active recognized institutes and centers and will complete a final annual report for the fiscal year.

Authority: Board of Governors Regulations 1.001 and 10.015. History: New 10-6-14. Amended:
 -22.



Board of Trustees
Governance Committee | October 19, 2022

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

☐ Information

☐ Discussion

☒ Action

Meeting Date for Upcoming Action: October 20, 2022

Purpose and Issues to be Considered:

This regulation provides for the procedures to implement discipline and termination of non-unit A&P and faculty employees. The university proposes to amend the regulation to add the requirement that any discipline issued as a result of an official university investigation is to be retained in the employee's official personnel file housed in Human Resources. Similar language is already contained in UCF-3.0191 Disciplinary Action - USPS employees for USPS employees.

These regulations were posted online August 26, 2022, for public comment. No public 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:

Approve amendments to UCF Regulation UCF-3.0124.

Alternatives to Decision:

Do not amend University Regulation UCF-3.0124 as proposed. Approve alternative amendments.

Fiscal Impact and Source of Funding:

N/A

Authority for Board of Trustees Action:

Board of Governors Regulation 1.001

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-3.0124

Facilitators/Presenters:

Youndy Cook

UCF-3.0124 Discipline and Termination for Cause of Non-Unit Faculty and Non-Unit A&P Staff Members

(1) Just cause shall be defined as:

- (a) Incompetence; or
- (b) Misconduct.

(2) **Termination and Suspension.**

- (a) The appointment of a non-unit faculty or non-unit A&P staff member may be terminated or suspended during its term for just cause. The employee shall be given a written predetermination notice of a proposed termination or suspension by the president or the president's designee. The notice shall state the reasons for the proposed termination or suspension. The predetermination notice shall provide the opportunity for a predetermination conference regarding the proposed action, if requested in writing within five business days of receipt of the predetermination notice. The notice shall include a statement that the employee may resign, subject to being coded as ineligible for rehire, if the proposed action is a discharge. The predetermination conference shall be informal in nature and shall allow the employee an opportunity to present any information or records regarding the proposed action.
- (b) A written final notice shall be issued to notify the employee of the University's final decision regarding the proposed action. Any termination or suspension imposed under this subsection shall take effect as set forth in the final notice issued by the President or designee. An employee who is terminated or suspended under this subsection may grieve such action as set forth in University Regulations UCF-3.036 (non-unit faculty) or UCF-3.037 (non-unit A&P).
- (c) In the event that the non-unit A&P staff member or non-unit faculty member is investigated for Title IX Sexual Harassment, the procedures of this regulation shall be superseded in favor of the procedures of the Title IX Sexual Harassment process, including live hearing, as outlined in the University's Title IX Grievance Policy, UCF Policy 2-012. If the employee is also alleged to have committed other violations of university policy or code of conduct, such that termination or suspension of employment would be warranted based on those violations, if true, then the procedures outlined herein will be utilized to concurrently address the other forms of misconduct that do not fall within the University's Title IX Grievance Policy, UCF Policy 2-012.

(3) **Leave Pending a Predetermination Conference.** Notwithstanding the provisions of paragraph (2)(a) above, the president or designee may immediately place an employee on administrative leave as set forth in University Regulation UCF-3.040. An involuntary administrative leave under this subsection may be with or without pay. Either concurrent with or subsequent to notifying the employee of administrative leave, the University shall issue a predetermination notice, where warranted, regarding proposed disciplinary action in accordance with Section (2) above. If the employee has been placed on leave without pay under this subsection and ultimately no disciplinary action is proposed or the employee prevails in the predetermination procedure, the employee shall be reinstated with back pay.

(4) **Other Disciplinary Action.** The president or designee retains the right to impose disciplinary action other than termination or suspension for just cause. Disciplinary

actions include, but are not limited to, written reprimand, demotion, payment of fines, loss of future salary increases, or reassignment. The employee shall be given written notice of any disciplinary action other than termination or suspension, which notice shall state the reasons for the disciplinary action. Disciplinary action resulting from an official university investigation must be retained in the official personnel file housed in Human Resources. Any disciplinary action taken under this section shall be subject to the grievance procedure found in University Regulations UCF-3.036 or UCF-3.037, as applicable; except that action taken as a result of a Title IX live hearing shall only be subject to the appeal procedure contained in the University's Title IX Grievance Policy, UCF Policy 2-012. Counseling shall not be considered disciplinary action under this section.

(5) **Notification.** Whenever notice is provided to be given under this Regulation, the notice shall be personally delivered to the employee or mailed by certified mail to the employee's address of record with the university. The deposit of such notice in the U.S. Mail satisfies the requirement of notification and constitutes delivery of such notice. The University also may, but is not required to, provide notice to the employee by electronic mail to the employee's University-assigned electronic mail address.

Authority: BOG Regulation 1.001. History—New 4-30-81, Amended 12-27-83, Formerly 6C7-3.124, Amended 3-16-03; Formerly 6C7-3.0124, Amended 6-22-09, 4-20-10, 5-2-16, 2-20-17, 9-27-18, 10-22-20, _____-22.



Board of Trustees
Governance Committee | October 19, 2022

GOVC-8: 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

☐ Information

☐ Discussion

☒ Action

Meeting Date for Upcoming Action: October 20, 2022

Purpose and Issues to be Considered:

The university proposes to amend UCF-3.001 to include language related to UCF's commitment to free speech, update the definition of harassment, update the list of legally protected categories, clarify the reporting obligations of Responsible Persons related to sexual misconduct, and update reasonable accommodation language consistent with the university's obligations pursuant to applicable federal laws (ADA, Section 504 of the Rehabilitation Act, and Title IX).

Proposed amendments to UCF-3.0134 include updating the harassment definition to be identical to the definition as proposed in UCF-3.001.

These regulations were posted online August 26, 2022, for public comment. One public comment was 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:

Approve amendments to UCF Regulations UCF-3.001 and UCF-3.0134.

Alternatives to Decision:

Do not amend University Regulations UCF-3.001 and UCF-3.0134 as proposed. Approve alternative amendments.

Fiscal Impact and Source of Funding:

N/A

Authority for Board of Trustees Action:

Board of Governors Regulations 1.001

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-3.001

Attachment B: Proposed Amended Regulation UCF-3.0134

Facilitators/Presenters:

Youndy Cook

Sara Potter, Associate General Counsel

UCF-3.001 Non-~~d~~Discrimination; Affirmative Action Programs.

(1) The University shall actively promote equal opportunity policies and practices conforming to federal and state laws against discrimination. The University shall not discriminate in offering access to its educational programs and activities or with respect to employment terms and conditions on the basis of race, color, ethnicity, national origin, religion, non-religion, age, genetic information, sex (including pregnancy, parental status, gender identity or expression, and sexual orientation), marital status, physical or mental disability (including learning disabilities, intellectual disabilities, and past or present history of mental illness), ~~political affiliations~~, veteran status (as protected under the Vietnam Era Veterans' Readjustment Assistance Act), or membership in any other protected classes as set forth in state or federal law (hereinafter "Protected Classes"). This commitment applies to the University's relationships with outside organizations, including the federal government, the military, ROTC, and private employers, only to the extent of state and federal requirements. At the same time, the University is equally committed to protecting freedom of speech and academic freedom and in preserving the widest possible dialogue within its instructional and research settings. Accordingly, nothing in this regulation shall abridge an individual's rights to free speech and expression under the First Amendment of the U.S. Constitution.

(2) It is the policy of the University that each employee and student be allowed to work and study in an environment free from unlawful discrimination, ~~discriminatory~~ harassment, and retaliation. To that end, the University prohibits specific forms of behavior that violate state and federal laws, including but not limited to Title VI of the Civil Rights Act of 1964 ("Title VI"), Title VII of the Civil Rights Act of 1964 ("Title VII"), Title IX of the Education Amendments of 1972 ("Title IX"), the Violence Against Women Reauthorization Act of 2013 ("VAWA"), the Americans with Disabilities Act, Section 503 and Section 504 of the Rehabilitation Act of 1973, Age Discrimination Act of 1975, Age Discrimination in Employment Act of 1967, Genetic Information Nondiscrimination Act, Equal Pay Act, Florida's Civil Rights Act (Florida Statutes ss. 760.10 and 110.1221), Executive Order 11246, the Florida Educational Equity Act (Florida Statute s. 1000.05) and related state and federal ~~nonanti~~-discrimination laws.

- (a) For purposes of this regulation, discrimination is defined as any unlawful distinction, preference, or detriment to an individual that is based upon an individual's Protected Class(es) ~~race, color, ethnicity, national origin, religion, non-religion, age, genetic information, sex (including pregnancy, parental status, gender identity or expression, and sexual orientation), marital status, physical or mental disability (including learning disabilities, intellectual disabilities, and past or present history of mental illness), political affiliations, veteran's status (as protected under the Vietnam Era Veterans' Readjustment Assistant Act), or membership in other protected classes set forth in state or federal law~~ and that: (1) excludes an individual from participation in; (2) denies the individual the benefits of; (3) treats the individual differently with regard to; or (4) otherwise adversely affects a term or condition of an individual's employment, education, living environment or participation in a university program or activity. Religious discrimination includes failing to reasonably accommodate an employee's or student's religious practices where the accommodation does not impose an undue hardship nor fundamentally alter a course or academic program. Disability discrimination includes failing to~~not making~~ reasonably~~accommodations to~~ the known physical or mental limitations of an otherwise qualified individual with a

disability where the accommodations ~~does~~ not impose an undue hardship nor fundamentally alter a course or academic program. Pregnancy discrimination includes failing to reasonably accommodate an employee's or student's pregnancy or pregnancy-related condition where the accommodation does not impose an undue hardship and does not fundamentally alter a course or academic program.

- (b) Unlawful ~~discriminatory~~ harassment ~~consists of~~ is a form of unlawful discrimination wherein an individual is subjected to verbal, physical, electronic or ~~other~~ conduct based upon an individual's Protected Class(es) ~~protected class (such as race, color, religion, et al.), that interferes with that individual's educational or employment opportunities, participation in a university program or activity, or receipt of legitimately requested services and meetings~~ the description of either Hostile Environment Harassment or Quid Pro Quo Harassment, as defined below.
1. Hostile Environment Harassment: ~~Discriminatory Harassment Unwelcome behavior based on Protected Class(es) identified in this regulation, where the frequency and severity of the alleged harassing conduct that is so severe or pervasive that it unreasonably interferes with, limits, deprives, or effectively denies the individual's ability to participate in or benefit from the alters the terms or conditions of education (e.g., admission, academic standing, grades, assignment); employment (e.g., hiring, advancement, assignment); or participation in a u~~University program or activity ~~(e.g., campus housing)~~, when viewed from both a subjective and an objective perspective. For a hostile environment harassment claim, the record must establish that the Complainant(s) subjectively perceived the environment to be hostile, and that the environment was one that a reasonable person would find objectively hostile.
 2. Quid Pro Quo Harassment: ~~Discriminatory~~ Harassment where submission to or rejection of unwelcome conduct is used, explicitly or implicitly, as the basis for decisions affecting an individual's education (e.g., admission, academic standing, grades, assignment); employment (e.g., hiring, advancement, assignment); or participation in a university program or activity (e.g., campus housing). The University is equally committed to protecting freedom of speech and academic freedom and in preserving the widest possible dialogue within its instructional and research settings. Accordingly, nothing in this policy shall abridge an individual's rights to free speech and expression under the First Amendment of the U.S. Constitution.
- (c) Retaliation is defined as taking an adverse action against an individual because that individual, in good faith: (i) reported or threatened to report unlawful discrimination, ~~discriminatory~~ harassment, sexual harassment, or Title IX Sexual Harassment; or (ii) participated in any capacity, including as a witness or party, in a discrimination-related investigation or proceeding.

(3) Sexual harassment is a form of sex discrimination. Sexual harassment is defined as any unwelcome sexual advances, request for sexual favors, ~~or~~ and other unwanted verbal, graphic or physical conduct of a sexual nature, ~~whether verbal, non-verbal, graphic, physical, or otherwise,~~

when the conditions for Hostile Environment Harassment or Quid Pro Quo Harassment (as defined above) are present.

(4) Title IX Sexual Harassment is a form of sex discrimination specifically defined under Title IX regulations. Title IX Sexual Harassment is defined as any conduct ~~on the basis of sex which that~~ occurs within a University education program or activity against a person located in the United States on or after August 14, 2020 and that satisfies one or more of the following:

- (a) An employee conditioning the provision of an aid, benefit, or service on an individual's participation in unwelcome sexual conduct (i.e., quid pro quo);
- (b) Unwelcome conduct of a sexual nature determined by a reasonable person to be so severe, pervasive, and objectively offensive that it effectively denies a person equal access to an education program or activity (i.e., hostile environment); or
- (c) Sexual assault, dating violence, domestic violence, ~~or~~ stalking (as defined by the Jeanne Clery Act).

(5) Employee & Responsible Person Reporting Responsibilities.

- (a) Responsible ~~person~~employees are required to immediately report to the university's Office of Institutional Equity all relevant details known (obtained directly or indirectly) or should have been known about an incident of sex/gender-based discrimination or harassment, sexual harassment, Title IX Sexual Harassment, sexual assault, sexual exploitation, relationship violence, and/or stalking (as defined in the University's *Nondiscrimination Prohibition of Discrimination, Harassment and Related Interpersonal Violence* Policy, No. 2-004) that involves any student as a complainant, respondent, and/or witness, including dates, times, locations, and names of parties and witnesses. ~~Reporting is required when the responsible employee knows (by reason of a direct or indirect disclosure) or should have known of such sex/gender-based discrimination or harassment, sexual harassment, Title IX Sexual Harassment, sexual assault, sexual exploitation, relationship violence, and/or stalking. A responsible person's failure to do so may result in disciplinary action, up to and including termination of employment. Responsible persons are not required to report information disclosed (1) at public awareness events (e.g., "Light Up the Night," Clothesline Project, candlelight vigils, protests, "survivor speak-outs" or other public forums in which students may disclose incidents of this nature; (2) during a student's participation as a subject in an Institutional Review Board-approved human subjects research protocol; or (3) as part of coursework submitted to an instructor in connection with a course assignment or capstone experience (such as a paper, thesis, or dissertation).~~
- (b) Deans, directors, department heads and supervisors are required to report to the Office of Institutional Equity all relevant details about an incident of discrimination, ~~discriminatory~~ harassment, sexual assault, sexual exploitation, relationship violence, stalking, sexual, gender-based, or Title IX Sexual Harassment, aiding and abetting in the commission of any act prohibited by the University's Nondiscrimination Policy (No. 2-004) or Title IX Grievance Policy (No. 2-012), or retaliation where ~~either the complainant or~~ the respondent is an employee or Direct Support Organization employee. Reporting is required when such deans, directors, department heads, and supervisors know (by reason of

direct or indirect disclosure) or should have known of the discrimination, ~~discriminatory~~ harassment, or retaliation.

(6) Disciplinary Action.

- (a) Any employee or student of the University who is found to have unlawfully discriminated or retaliated against an employee, an applicant for employment, a student, or other member of the University community will be subject to disciplinary action up to and including termination or expulsion. Any contractor or other visitor to the University who is found to have engaged in unlawful discriminatory or retaliatory conduct in violation of this regulation will be subject to removal from University facilities, may be denied reentry, and may provide cause to terminate any applicable contract.
- (b) Any employee or responsible person who fails to fulfill their duty to report to the Office of Institutional Equity as set forth in section (5)(a) and (5)(b) above in a supervisory capacity who has actual knowledge by direct observation or by receipt of a report of discrimination, discriminatory harassment, sexual harassment, or Title IX Sexual Harassment, and who does not report the matter to the Office of Institutional Equity shall be subject to disciplinary action up to and including termination ~~or expulsion~~.

(7) Complaint and Investigation Procedures. Any employee, student, or other member of the university community who believes that he or she is a victim of unlawful discrimination, ~~discriminatory-unlawful~~ harassment, sexual assault, sexual exploitation, relationship violence, stalking, sexual, gender-based, or harassment, Title IX Sexual Harassment, aiding and abetting in the commission of any act prohibited by the University's Nondiscrimination Policy (No. 2-004) or Title IX Grievance Policy (No. 2-012), or retaliation may take formal or informal action. The individual may report the conduct to ~~their~~his or her supervisor or a higher-level employee for further action; pursue informal resolution of the complaint under certain circumstances; or pursue an investigation in accordance with Regulation UCF-3.0134 with the Office of Institutional Equity. The Office of Institutional Equity is available to assist employees, students, and members of the university community with reporting discrimination ~~ionary conduct~~, obtaining information about the options to informally resolve a complaint, or pursuing an investigation by the Office of Institutional Equity.

(8) The University, in affirming equal opportunity practices, is committed to a continuing program of promotion and maintenance of an affirmative action program. The University, as a federal contractor, is required by law to maintain a current affirmative action plan for the University. For further information about that plan, contact the Office of Institutional Equity, University of Central Florida, Orlando, Florida 32816.

Authority: BOG Regulation 1.001. History—New 10-8-75, Amended 1-10-82, 1-9-83, 12-27-83, 12-27-84, Formerly 6C7-3.01, Amended 3-27-86, 1-6-93, 3-16-03, 11-07-07, 07-10-08. Formerly 6C7-3.001, Amended 3-25-09, 1-3-11, 10-26-17, 11-14-19, 10-22-20, 9-23-21, _____-22.

UCF-3.0134 Complaints and Grievances Alleging Discrimination, ~~Discriminatory~~ Harassment or Retaliation.

(1) This regulation outlines the procedures to be used for processing complaints/grievances alleging unlawful discrimination, ~~discriminatory~~ harassment, sexual harassment, Title IX Sexual Harassment, or retaliation. Federal and state laws protect employees, students, and other members of the University community against discrimination, ~~discriminatory~~ harassment, sexual harassment, Title IX Sexual Harassment and retaliation. University policies have been developed to explain that protection and to offer solutions when discrimination is alleged on the basis of an individual's race, color, ethnicity, national origin, religion, non-religion, age, genetic information, sex (including pregnancy, parental status, gender identity or expression, and sexual orientation), marital status, physical or mental disability (including learning disabilities, intellectual disabilities, and past or present history of mental illness), ~~political affiliations~~, veteran status (as protected under the Vietnam Era Veterans' Readjustment Assistance Act), or membership in any other protected classes as set forth in state or federal law.

(2) The Office of Institutional Equity's Investigation Procedures are the university's procedures for addressing allegations that an employee or third party engaged in unlawful discrimination, ~~discriminatory~~ harassment, sexual harassment, or retaliation against an individual for reporting, in good faith, any discrimination or ~~discriminatory~~ harassment or participating in or being a party to any investigation or proceeding related to the University's ~~Nondiscrimination Prohibition of Discrimination, Harassment and Related Interpersonal Violence~~ Policy, No. 2-004. The University's Title IX Grievance Policy, UCF Policy 2-012, sets forth the university's procedures for addressing allegations that an employee or third party engaged in Title IX Sexual Harassment. Reports in which a student is alleged to have engaged in unlawful discrimination, ~~discriminatory~~ harassment, sexual harassment, Title IX Sexual Harassment, or retaliation are governed by Student Conduct rules and procedures set out in the Golden Rule Student Handbook and the University's Title IX Grievance Policy, UCF Policy 2-012. These procedures respond to the University's obligations under various laws to provide equal opportunity in employment and educational programs, and to provide access. A list of statutory and regulatory authorities is maintained on the Office of Institutional Equity's homepage.

(3) Processing Complaints/Grievances Alleging Discrimination.

- (a) When an allegation of unlawful discrimination, ~~discriminatory~~ harassment, sexual harassment, Title IX Sexual Harassment or retaliation is involved, the individual may elect to submit a written complaint/grievance under this procedure. Unless specifically prohibited by the terms of an applicable collective bargaining agreement, the complainant/grievant may submit a complaint/grievance directly to the university's Office of Institutional Equity. A representative of that office will communicate with those involved in the complaint/grievance.
- (b) An employee complaint/grievance submitted through other grievance procedures, but which alleges unlawful discrimination, ~~discriminatory~~ harassment, sexual harassment, Title IX Sexual Harassment, or retaliation will be submitted to the Office of Institutional Equity.
- (c) Where a complaint/grievance is submitted to the Office of Institutional Equity alleging unlawful discrimination, ~~discriminatory~~ harassment, ~~or~~ sexual harassment, or retaliation, the complainant will be notified in writing of the findings of the investigation. Where a complaint/grievance is submitted to the Office of

Institutional Equity alleging Title IX Sexual Harassment, the grievance will be handled through the procedures described in the University's Title IX Grievance Policy, UCF Policy 2-012. Findings from this procedure may be considered in an employee grievance initiated under other procedures, but no grievance will be processed through more than one university administrative forum.

(4) Unlawful Retaliation. Federal and state laws protect every individual who makes a good faith report of unlawful discrimination, ~~discriminatory~~ harassment, sexual harassment, ~~or~~ Title IX Sexual Harassment, or participates in or is a party to any investigation or proceeding regarding discrimination or ~~discriminatory~~ harassment from acts of retaliation. Retaliation is defined as any adverse action taken against a person for making a good faith report of unlawful discrimination, ~~discriminatory~~ harassment, sexual harassment, ~~or~~ Title IX Sexual Harassment, or participating in any proceeding related to such a report. Retaliation includes threatening, intimidating, harassing, coercing or any other conduct that would discourage a reasonable person from engaging in the protected activity.

(5) Substantiated unlawful discrimination, ~~discriminatory~~ harassment, sexual harassment, Title IX Sexual Harassment, and retaliation complaints/ grievances will be addressed with appropriate corrective action. The Office of Institutional Equity will inform the President, Provost, or appropriate Vice President or designee when an investigation concludes with findings of unlawful discrimination, ~~discriminatory~~ harassment, sexual harassment or retaliation, and in the case of substantiated Title IX Sexual Harassment, when the decision-maker finds, following the live hearing, that Title IX Sexual Harassment has occurred. The President, Provost, or appropriate Vice President or designee will take steps to implement actions that will correct the conduct. These include but are not limited to changes in regulations, policies, or procedures; discipline administered through standard procedures; changes in the complainant's status to achieve a non-discriminatory environment; or other remedies deemed appropriate.

Authority: BOG Regulation 1.001. History—New 12-27-83, Formerly 6C7-3.134, Amended 1-6-93, 4-23-03; Formerly 6C7-3.0134, Amended 5-18-09, 10-27-17, 10-22-20, _____-22.

Board of Trustees
Governance Committee | October 19, 2022

GOVC-9: Amendments to University Regulations UCF-5.006 Students Rights and Responsibilities, UCF-5.008 Rules of Conduct, and UCF-5.012 Organizational Rules of Conduct

☐ Information

☐ Discussion

☒ Action

Meeting Date for Upcoming Action: October 20, 2022

Purpose and Issues to be Considered:

UCF-5.006 Students Rights and Responsibilities sets forth student rights and responsibilities, including the definitions used in the student conduct process and the procedures used to address sex-based misconduct. The proposed amendments serve to include language consistent with the University's updated Nondiscrimination Policy, clarify the reporting obligations of Responsible Persons related to sexual misconduct, reorganize provisions of the student conduct procedures for sex-based misconduct, and update the terms used for those personnel who conduct Title IX Sexual Harassment proceedings.

UCF-5.008 Rules of Conduct sets out the student rules of conduct. The proposed amendments serve to: include the updated definition of harassment as proposed in Regulation UCF-3.001; update the definition of stalking (pursuant to Title IX and VAWA); and reorganize sexual exploitation offenses to be consistent with the University's Nondiscrimination Policy. The revisions also propose the removal of a prohibition on condoning, encouraging, or failing to intervene; and the addition of a provision related to aiding and abetting the misconduct of others.

UCF-5.012 Organizational Rules of Conduct sets out the rules of conduct for student organizations at the university. The proposed amendments serve to include the updated definition of harassment proposed in Regulation UCF-3.001; update the definition of stalking (pursuant to Title IX and VAWA); and reorganize the sexual exploitation offenses to be consistent with the University's Nondiscrimination Policy and the proposed revisions to UCF-5.008. The revisions also propose to modify the provision related to complicity to prohibit instead acts that aid and abet the violation of rules.

These regulations were posted online August 26, 2022, for public comment. No public 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:

Approve amendments to UCF Regulations UCF-5.006, UCF-5.008, and UCF-5.012.

**Alternatives to Decision:**

Do not amend University Regulations UCF-5.006, UCF-5.008, and UCF-5.012 as proposed. Approve alternative amendments.

Fiscal Impact and Source of Funding:

N/A

Authority for Board of Trustees Action:

Board of Governors Regulations 1.001

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-5.006

Attachment B: Proposed Amended Regulation UCF-5.008

Attachment C: Proposed Amended Regulation UCF-5.012

Facilitators/Presenters:

Youndy Cook

UCF-5.006 Student Rights and Responsibilities

(1) Student Rights. Upon enrollment, students are entitled to the following freedoms and rights, provided the exercise thereof is accomplished in accordance with University procedures and does not result in disruption or disturbance as elsewhere described in the Regulations.

- (a) Participation in Student Government and its elective process.
- (b) Membership in Registered Student Organizations.
- (c) Freedom of expression. The basic freedoms of students to hear, write, distribute, and act upon a variety of thoughts and beliefs are guaranteed. Freedom of expression carries with it the responsibility for seeing that the essential order of the University is preserved.
- (d) Freedom to hold public forums. The University desires to create a spirit of free inquiry and to promote the timely discussion of a wide variety of issues, provided the views expressed are stated openly and are subject to critical evaluation. Restraints on free inquiry are held to a minimum and are consistent with preserving an organized society in which peaceful, democratic means for change are available. Guest lecturers or off-campus speakers sponsored by student groups may appear on the UCF campus following arrangements with the designated University authority for such appearances.
- (e) Freedom to hear, write, distribute, and act upon a variety of thoughts and beliefs. This freedom is subject to the following:
 - 1. Written materials identified by authorship and sponsorship may be sold or distributed on campus within the guidelines of propriety and responsible journalism. The distribution of such material, as is arranged by the Director of Office of Student Involvement, is permissible for registered student organizations provided steps have been taken to preserve the orderliness of the campus.
 - 2. Solicitation, whether printed materials or otherwise, on campus is prohibited except as provided in University Regulation UCF-4.010.
 - 3. The distribution of materials or circulation of petitions to captive audiences such as those in classrooms, at registration, in study areas or in residential units is not allowed without prior permission. Such permission may be requested from the appropriate university official.
- (f) Peaceful assembly. Student gatherings must neither disrupt or interfere with the orderly operation of the institution, nor violate federal, state, or local laws, or University policies and regulations.
- (g) Fair and impartial proceeding. These matters shall include, but not be limited to:
 - 1. Disciplinary proceedings involving an alleged violation of academic and nonacademic rules.
 - 2. Refunds and charges. The status of a student charged with a violation of University rules shall not be affected pending final disposition of the charges except in the case of administrative action (also known as an interim action). For specific procedures and rights of students during the Student Conduct Review Process, see later section entitled “Student Conduct Review Process.”
- (h) Confidentiality of student records. Each University office and agency which generates, collects, and disseminates information on students must follow the guidelines for confidentiality of those records in their possession. For further information see “Student Record Guidelines.”

- (i) Students with disabilities may be entitled to accommodations. For those students, please contact Student Accessibility Services.

(2) Student Responsibilities. A student at the University is deemed to have given their consent to the policies of the University and the Florida Board of Governors and to the laws of the State of Florida. Each student is responsible for reviewing the rules and regulations of the University and for abiding by them.

(3) Definitions.

- (a) The term “Academic Misconduct Panel” is comprised of one faculty and one staff/faculty member and two students selected from the Student Conduct Board.
- (b) The term “Advisor” or “Support Person” refers to any individual who provides support, guidance or advice to a party involved in a Student Conduct Review Process and includes advocates and/or legal representatives. The Advisor or Support Person of the involved party’s choice may assist and/or accompany the party throughout the Student Conduct Review Process. This person may be present to advise the party involved in a Student Conduct Review Process and may participate in all aspects of the proceeding but shall not testify for the party. The Advisor or Support Person may not serve in any other role, including as a witness, an investigator, decider of fact, hearing officer, or member of a committee or panel convened to hear or decide the charge or any appeal. The term “Advisor” does not include an advisor as defined under 34 CFR 106.45; refer to University Policy 2-012 for information about “Advisor” under the University’s Title IX Grievance Policy.
- (c) The term “Class Lecture” is defined as a formal or methodical oral presentation as part of a university course intended to present information or teach enrolled students about a particular subject. A class lecture will occur most often in a course identified by the university as a lecture type course, whether online or in-person, as opposed to a lab course or a course section identified as a discussion section. “Class lecture” does not include lab sessions, student presentations (whether individually or as part of a group), class discussion (except when incidental to and incorporated within a class lecture), clinical presentations such as patient history, academic exercises involving student participation, test or examination administrations, field trips, and private conversations between students in the class or between a student and the faculty member during a class session.
- (d) The term “Clery Act” refers to the Jeanne Clery Disclosure of Campus Security Policy and Campus Crime Statistics Act. The Clery Act is a federal law that requires institutions of higher education to provide current and prospective students and employees, the public, and the federal government with crime statistics and information about campus crime prevention programs and policies. Among other crimes, the Clery Act requires that colleges and universities report forcible sex offenses including sexual assault and rape. The Clery Act was amended by the Violence Against Women Reauthorization Act of 2013.
- (e) The term “Community ReEngagement and Educational Development (CREED) Program” is a committee composed of an equal number of faculty/staff and students appointed by the Director of Student Conduct and Academic Integrity (SCAI) or designee to review the disciplinary status of a student, or the removal of a “Z Designation” on a student’s transcript.

- (f) The term “Complainant” refers to anyone who discloses having been subjected to any act prohibited by the Rules of Conduct section UCF-5.008(5), the Rules of Conduct section UCF-5.008(6), or the Organizational Rules of Conduct section UCF-5.012(5), regardless of whether that person makes a report or seeks action under that policy.
- (g) The term “Consent” means an understandable exchange of affirmative words or actions, which indicate a willingness to participate in mutually agreed upon sexual activity. Consent must be informed, freely and actively given. Consent cannot be obtained by force, threat, coercion, ~~manipulation~~, reasonable fear of injury, intimidation, use of position of influence, or through the use of one’s mental or physical helplessness or incapacity. Consent to one form of sexual activity does not imply consent to other forms of sexual activity. The lack of a negative response, lack of protest or resistance, and silence ~~and passivity~~ are not consent. An individual who is incapacitated (such as by alcohol and/or other drugs both voluntarily or involuntarily consumed) may not give consent. Consent to one form of sexual activity does not imply consent to other forms of sexual activity. Past consent to sexual activity does not imply ongoing future consent. Consent to sexual activity on a prior occasion does not, by itself, constitute consent to future sexual activity. In cases of prior relationships, the manner and nature of prior communications between the parties and the context of the relationship may have a bearing on the presence of consent. Once consent has been given to a particular sexual activity, it may be withdrawn at any time. An individual who seeks to withdraw consent must communicate, through clear words or actions, a decision to cease the sexual activity. Once consent is withdrawn, the sexual activity must cease immediately.
1. Responsibilities - It is the responsibility of the initiator to obtain clear and affirmative words or actions of a willingness to participate responses at each stage of sexual involvement.
 - ~~2. Standard – A determination of whether consent exists will be based on the information the initiator of the sexual act knew or should have known as a sober, reasonable person. Being impaired by alcohol or other drugs does not relieve an initiator of a sexual act from obtaining consent.~~
 23. Incapacitation – Incapacitation is a state where an individual cannot make rational, reasonable decisions because of age, mental or physical helplessness, sleep, unconsciousness, or lack of awareness that sexual activity is taking place. A person may be incapacitated due to the consumption of alcohol or other drugs, or due to a temporary or permanent physical or mental health condition. A person who is incapacitated lacks the capacity to give consent because they cannot understand the facts, nature, or extent of the sexual interaction. A person seeking to initiate sexual activity is not expected to be a medical expert in assessing incapacitation. The potential initiator must look for the common and obvious warning signs that show that a person may be incapacitated or approaching incapacitation.
 - ~~4. Duration of Consent – Consent must be ongoing throughout sexual activity, for each sexual act, and can be withdrawn at any time.~~
 - ~~5. Within each sexual encounter, there may be separate individual sexual acts involved. Consent to one act by itself does not constitute consent to another act. If verbal consent is not given, ongoing active participation is required for consent.~~

- ~~6. The existence of a dating or sexual relationship between the persons involved, or the fact of past sexual relations have occurred between the parties, is not an indicator of consent for any current or future sexual encounter.~~
- ~~7. An individual who seeks to withdraw consent must communicate, through clear words or actions, a decision to cease the sexual activity. Once consent is withdrawn, the sexual activity must cease immediately.~~
- ~~8. Scope of Consent—Consent to engage in sexual activity with one person does not imply consent to engage in sexual activity with another.~~
3. Being impaired by alcohol or other drugs is no defense to any violation of this regulation.

- (h) The term “Continuously Enrolled” is defined as being enrolled in classes without a break of two or more consecutive regular semesters/terms (i.e., Fall and Spring, or Spring, Summer, and Fall).
- (i) The term “Deputy Title IX Coordinator” is defined as a university employee who is responsible for assisting with the coordination of the University’s efforts to comply with and carry out its responsibilities under Title IX. ~~UCF’s Deputy Title IX Coordinators are Dana Juntunen, Brandi Stuart, and Abigail Malick.~~
- (j) The term “Director of SCAI” refers to the Director of Student Conduct and Academic Integrity.
- (k) The term “Hold” refers to a negative service indicator placed on a student’s record that includes but is not limited to: prevent modification to registration; access to transcripts; and re-enrollment following a separation from the University.
- (l) The term “Mandated Assessment” refers to a process which is used to evaluate the student’s risk of harm to self or others, and to take appropriate actions to ensure the safety of the student or others if risk is present, completed by a licensed mental health professional or other appropriate licensed medical provider.
- (m) The term “Off Campus” refers to any location not defined as University premises.
- (n) The term “Overlay” refers to a notification on a student’s university transcript that states the student is not in good standing.
- (o) The term "Possession" means having actual knowledge of a substance or property, and intentionally exercising control over that substance or property.
- (p) The term “Preponderance of Evidence” means that evidence, considered as a whole, shows that the fact sought to be proved is more probable than not. This is the standard used in adjudicating all disciplinary cases within the Student and Organizational Conduct Review Process.
- (q) The term “Publish” means to share, transmit, circulate, distribute or otherwise provide access to a recording, regardless of format or medium, to another person (or other persons), including but not limited to another student in the class. Additionally, a recording, or transcript of the recording, is published if it is posted on or uploaded to, in whole or in part, any media platform, including but not limited social media, book, magazine, newspaper, leaflet, picket signs, or any mode of print.
- (r) The term “Record Sealing” refers to when a student’s disciplinary record cannot be examined except by a court order or designated officials.
- (s) The term “Relevant Information” means information that has been shown to directly support the position of a party throughout one of the University’s

investigative processes, including the Student and/or Organizational Conduct Review Process.

- (t) The term “Respondent” refers to any student or registered student organization who has been accused of a violation of Rules of Conduct Section UCF-5.008(5), Rules of Conduct Section UCF-5.008(6), and/or the Organizational Rules of Conduct section UCF-5.012(5).
- (u) The term “Responsible ~~Person~~Employee” is defined as any university or Direct Support Organization non-student employee, ~~and Direct Support Organization non-student employee~~, who is not a confidential employee as defined in the University’s *Reporting Requirements Related to Nondiscrimination-Prohibition of Discrimination, Harassment and Related Interpersonal Violence Policy (No. 2-015)*, as well as resident assistants, and graduate students with administrative, instructional, or supervisory authority over others. Responsible ~~Persons~~Employees include (but are not ~~necessarily~~ limited to) Faculty (full-time and part-time), Staff (full-time and part-time), ~~Resident Assistants, and graduate students with classroom responsibilities~~. Responsible employees also include and all those employees identified as Campus Security Authorities (CSAs). The University reserves the right to designate other individuals involved in university-sponsored/related activities as Responsible ~~Persons~~Employees on a case-by-case basis.
- (v) The term “Sanction” refers to outcome(s) imposed on students and registered student organizations found in violation of any Rules of Conduct or Organizational Rules of Conduct.
- (w) The term “Sex Discrimination” refers to any unlawful distinction, preference or detriment to an individual that is based upon an individual’s sex that: (1) excludes an individual from participation in; (2) denies the individual the benefits of; (3) treats the individual differently with regards to; or (4) otherwise adversely affects a term or condition of an individual’s employment, education, living environment, or participation in a university program or activity. Sex discrimination includes sexual assault/misconduct, sexual exploitation, relationship violence, stalking, sexual or gender-based harassment, retaliation, or aiding and abetting~~complicity~~.
- (x) The term “Sexual Contact” means physical contact of a sexual nature between individuals and includes but is not limited to: (i) touching, kissing, fondling (whether over or under clothing) of an individual for the purpose of sexual gratification; and/or (ii) contact, however slight, between the mouth, anus or sex organ of one individual with either the anus or sex organ of another individual; and/or (iii) contact, however slight, between the anus or sex organ of one individual and any other object.
- (y) The term “Student” means any person enrolled in one or more classes at the University, either full time or part time, study abroad student, online students, continuing education students, students pursuing undergraduate, graduate or professional studies, either degree seeking or non-degree seeking. Persons who withdraw after allegedly violating the Rules of Conduct, or who are not officially enrolled for a particular academic term but who have a continuing relationship with the University are also “students.” Individuals who have been accepted for admission and have paid an enrollment deposit are considered “students” for limited purposes (including the Student Conduct Review Process).
- (z) The term “Student Conduct Board” refers to any person or persons authorized by the Director of SCAI or designee to review information and recommend findings

regarding whether a student or registered student organization has violated the Rules of Conduct or Organizational Rules of Conduct, and to recommend sanctions that may be imposed, if applicable. Student Conduct Board members shall be selected through an annual application and interview process, with the exception of the justices from the Student Government Judicial Branch. All members of the Student Conduct Board shall receive annual training from SCAI.

- (aa) The term “Title IX” refers to the Title IX of the Education Amendments of 1972 which is a federal law that protects people from discrimination based on sex in education programs or activities which receive Federal financial assistance. Title IX states that: “No person in the United States shall, on the basis of sex, be excluded from participation in, be denied the benefits of, or be subjected to discrimination under any education program or activity receiving Federal financial assistance”. Additionally, Title IX prohibits discrimination on the basis of pregnancy as well as Title IX sexual harassment (defined in [UCF Policy 2-012UCF-5.006\(7\)](#)).
- (bb) The “Title IX Coordinator” is defined as a university employee who is responsible for coordinating the University’s efforts to comply with and carry out its responsibilities under Title IX. ~~UCF’s Title IX Coordinator is Matt Rieke.~~
- (cc) The term “University” means the University of Central Florida.
- (dd) The term “University Community” refers, collectively and individually, to students, University officials, Trustees, employees, and all visitors, contractors, and guests to the University or any of its campuses, facilities or events.
- (ee) The term “University Official” includes any person employed by the University (i.e., faculty, staff, administration, and residence hall staff) acting within the scope of their job duties.
- (ff) The term “University Premises” includes all land, buildings, facilities, and other properties in the possession of or owned, used, controlled by the University, or its direct support organizations.
- (gg) The term “VAWA” refers to the Violence Against Women Reauthorization Act of 2013, which amended the Violence Against Women Act and the Clery Act to provide new requirements for schools to prevent and respond to sexual violence, relationship violence and stalking. Some of these requirements include providing primary prevention education and awareness programs for all incoming students and employees; collecting statistics on relationship violence and stalking, in addition to current requirements to collect sexual assault statistics; issuing Complainants a written notice of their rights; and adopting grievance policies that are prompt, fair, and impartial as well as administered by trained officials.
- (hh) The term “VP of SDES” refers to the Vice President of Student Development and Enrollment Services.
- (ii) The term “Witness” refers to any person who directly observed an incident or has direct or indirect knowledge related to an incident.

(4) Smoking. While on UCF property, students will uphold the smoke-free campus policy (<http://smokefree.sdes.ucf.edu/>) to ensure a healthy and clean environment for everyone. Smoking of any kind is prohibited in all facilities and University premises.

(5) Medical Emergencies. The University of Central Florida highly encourages students and Registered Student Organizations to call for medical assistance whenever an individual experiences severe intoxication/impairment or serious injury after consuming alcohol and/or drugs. Students and Registered Student Organizations may be reluctant to call for help for

themselves or others due to potential involvement from law enforcement officials or SCAI. Due to the serious or life-threatening nature of these medical emergencies, the University of Central Florida urges students to contact emergency medical services or the law enforcement officials if alcohol-related and/or drug-related medical emergencies arise. The University's primary goal is to create a safe environment for its students. Procedures and expectations regarding these incidents have been outlined in the section 5.007 for individuals of and 5.011 for Registered Student Organizations.

(6) Student Conduct Procedures for Sex-Based Misconduct (Non-Title IX Sexual Harassment).

- (a) These procedures apply to alleged violations of UCF Regulation 5.008(5) and 5.012(5), but do not apply to 5.008(6) Title IX Sexual Harassment (see paragraph (7) below).
- (a)(b) The Office of Institutional Equity (OIE) will conduct investigations under these procedures in a thorough and neutral manner. SCAI will then adjudicate the matters through the student conduct review process. During the investigation process and student conduct review process, the University will utilize the preponderance of evidence standard.
- ~~(b)~~ ~~The University of Central Florida is committed to fostering an environment in which all members of our campus community are safe, secure, and free from sex discrimination, including sexual misconduct, stalking, and relationship violence; listed and defined in the Rules of Conduct (UCF 5.008) and Organizational Rules of Conduct (UCF 5.012). Our community expects that all interpersonal relationships and interactions—especially those of an intimate nature—be grounded upon mutual respect and open communication. When learning of conduct or behavior that may not meet these standards, community members are expected take an active role in promoting the inherent dignity of all individuals. For a more exhaustive list of the community's rights and expectations as it relates to Title IX Policy and Procedures, please reference University Policy 2-004.1 Prohibition of Discrimination, Harassment and Related Interpersonal Violence. Allegations of Title IX Sexual Harassment (as defined in the University's Title IX Grievance Policy, UCF Policy 2-012) are governed by paragraph (7) below.~~
- ~~(c)~~ ~~The university encourages any faculty, staff, student or non-student who thinks that he or she has been subjected to sex discrimination or retaliation by another student, member of the faculty or staff, or third party affiliated with the University to immediately report the incident to the Office of Institutional Equity. Reports may be filed at <https://letsbeelear.ucf.edu>.~~
- (c) Rights of the Complainant and Respondent.

 - 1. The University strives to promote the safety and well-being of all students and employees. The requirements and protections of this policy apply equally regardless of an individual's protected class as defined in the University's Nondiscrimination Policy (No. 2-004). All requirements and protections also are equitably provided to individuals regardless of their status as a Complainant, Respondent, or Witness. This information is applicable to students and employees regardless of their sex, gender, sexual orientation, gender identity, or gender expression.
- ~~(e)~~ ~~Rights of the Complainant and the Respondent. Any individual ("Complainant") who discloses having been subjected to sex discrimination, including sexual assault/misconduct, sexual exploitation, relationship violence, stalking, sexual or~~

~~gender-based harassment, retaliation, or complicity, and any individual or registered student organization (“Respondent”) who has been accused of sex discrimination, including sexual assault/misconduct, sexual exploitation, relationship violence, stalking, sexual or gender-based harassment, retaliation, or complicity, are afforded the following rights throughout the university’s investigative process and the student conduct review process (except in cases involving alleged Title IX Sexual Harassment as defined in the University’s Title IX Grievance Policy, UCF Policy 2-012, see paragraph (7) below). These rights provide a fair process for both parties. These rights are in addition to the rights afforded in the student conduct review procedures outlined in University Policy 2-004.1 Prohibition of Discrimination, Harassment and Related Interpersonal Violence, and referenced in UCF 5.009 (students) and UCF 5.013 (student organizations) of the University Regulations. Complainant and Respondent rights include the following:~~

- ~~21.~~ Both the Complainant and Respondent are permitted to have an advisor or support person accompany them throughout the university’s investigative process and student conduct review process. This person may be present to advise the party ~~involved in a student conduct review process and may participate in all aspects of the proceeding~~ but shall not testify for the Complainant or Respondent. The advisor or support person may not serve in any other role, including as a witness, an investigator, decider of fact, hearing officer, or member of a committee or panel convened to hear or decide the charge or any appeal. Also, it is within OIE’s or SCAI’s discretion whether to reschedule a meeting regarding an investigation or adjudication, respectively, due to a support person’s/advisor’s unavailability. Parties and witnesses must give prior notice to the investigator or SCAI representative, as appropriate, when any other person will be attending a meeting with OIE or SCAI.
- ~~32.~~ Both the Complainant and the Respondent have the right to remedial and protective measures and shall be notified of available assistance at the University. The University offers a wide range of resources for students and employees to provide support and guidance throughout the complaint initiation, investigation, and resolution of a report of sex discrimination. The University will offer reasonable and appropriate measures to protect the parties and maintain continued access to their educational programs and activities, as well as employment. These measures may be remedial (designed to address a party’s safety and well-being and continued access) or protective (designed to reduce the risk of harm to an individual or community). These measures include but are not limited to no-contact directives, residence modifications, academic modifications and support, work schedule modifications, and assistance with arranging for escorts or transportation. For information, see Remedial Measures, Prevention, & Education Related to Nondiscrimination Policy (No. 2-016).
- ~~43.~~ Both the Complainant and Respondent will have equal opportunity to present relevant witnesses and other information during the investigative process and during a formal hearing. ~~Prior to the initiation of the student conduct review process, the investigator has the discretion to determine the relevance of any proffered evidence and to include or exclude certain types of evidence. In general, the investigator will not consider statements of personal opinion,~~

~~rather than direct observations or reasonable inference from the facts, or statements as to any party's general reputation for any character trait.~~

- ~~4. If the investigative process results in a recommendation to initiate the student conduct review process, at least seven business (7) business days before the formal hearing, the Respondent will receive timely written notice of the charges in sufficient detail to prepare for the formal hearing and the date, time, and location of the formal hearing. In addition to the timely written notice, Complainant and Respondent will be required to attend a preliminary conference meeting with SCAI and be informed of the available resolution options in the student conduct review process.~~
5. Both the Complainant and Respondent have the right to an impartial investigators, decision-makers and hearing officers. Prior to the commencement of the formal hearing, the Complainant and Respondent shall have the opportunity to challenge the impartiality of the hearing officer. If the Complainant or Respondent shows good cause for the removal of the hearing officer, the Associate Vice President and Dean of Students or designee will assign a new hearing officer.
- ~~6. At least five (5) business days before the formal hearing, both the Complainant and Respondent will be provided with all known information in the University's possession related to the allegations. This information will include all known witnesses and all known information that is related to the allegations, both inculpatory and exculpatory.~~
- ~~7. If the matter proceeds to a formal hearing, both the Complainant and Respondent may submit a list of proposed questions related to the alleged incident to be asked during the formal hearing. The relevancy of proposed questions will be determined by the hearing officer. During a formal hearing, all questions shall be asked through the hearing officer. Both Complainant and Respondent should not be questioned directly by one another nor by either's advisor; instead, questions for each shall be asked by the hearing officer based on proposed questions submitted by the other party.~~
68. Both the Complainant and Respondent will have equal opportunity to present relevant witnesses and other information during the investigative process and student conduct review process. Throughout the entire process, it is the student's responsibility to coordinate, schedule and communicate with OIE or SCAI if they would like to present relevant witnesses, documents or other information to be taken into consideration by OIE or SCAI. Unless otherwise stated in regulation, advisors are not permitted to coordinate, schedule and communicate with OIE or SCAI on behalf of a student. Neither the Complainant nor Respondent will have irrelevant past conduct, including sexual history, discussed during the formal hearing. The issue of relevancy shall be determined by the investigator during the investigation and by the hearing officer during the student conduct review process. Such evidence, as deemed relevant to the investigation and used in authoring the investigative findings report, shall be presented during the student conduct review process. Relevancy and timeliness will be determined by the investigator(s). All evidence and witnesses must be submitted by the Complainant and Respondent no later than the conclusion of the investigative findings report review period prior to the report being sent to OSRR. If OSRR determines that there is "cause," then OSRR will make a written recommendation,

including a copy of OIE's investigative report and all other supporting information, to SCAI. A finding of "cause" at this stage is not a finding of a violation. SCAI will charge the student and/or registered student organization through the Student Conduct Review Process when there is evidence of facts which reasonably allow the university to conclude that a violation of 5.008(5) or 5.012(5) may have occurred.

~~9. Both the Complainant and Respondent will have equal opportunity to present relevant witnesses and other information during a formal hearing review process. Neither the Complainant nor Respondent will have irrelevant past conduct, including sexual history, discussed during the formal hearing. The issue of relevancy shall be determined by the hearing officer.~~

~~10. Both the Complainant and the Respondent will be provided access to participate, during the entire formal hearing in person, via videoconference, by telephone, or by other means available.~~

~~11. At least five (5) business days before the formal hearing, the Complainant may submit a written statement describing the impact of the Prohibited Conduct on the Complainant and expressing a preference about the sanction(s) to be imposed. At least five (5) business days before the formal hearing, the Respondent may submit a written statement explaining any factors that the Respondent believes should mitigate or otherwise be considered in determining the sanction(s) imposed. SCAI will ensure that the Complainant and the Respondent each have an opportunity to review any statement submitted by the other party before the start of the formal hearing. The purpose of the statement(s) is to assist the hearing officer in proposing a sanction. Therefore, the statement(s) will be given to the hearing body for consideration only if the hearing officer makes a proposed finding of in violation on one or more allegations of sex-based misconduct (other than Title IX sexual harassment) addressed in the formal hearing.~~

~~12. Both the Complainant and Respondent will be informed, concurrently and in writing, of the outcome of the investigative process, the Student Conduct Review Process, and the outcome of the appeal process.~~

~~13. Both the Complainant and the Respondent have the right to appeal the outcome of the Student Conduct Review Process on the basis outlined in the applicable Student Conduct Appeals section UCF-5.010 (individual student) or UCF-5.013 (registered student organizations).~~

~~14. Both the Complainant and Respondent will be given periodic status updates throughout the investigative process and the Student Conduct Review Process.~~

10. Persons requiring a reasonable accommodation based on a disability throughout the process must alert the investigator, Title IX Coordinator or SCAI contact of their need/request a reasonable amount of time prior to the start of any meeting or proceeding described herein, even if the persons are already receiving accommodations from other university services or resources.

(df) Administrative hearing officers who hear cases of sex-based misconduct (other than Title IX sexual harassment) receive annual training on how to conduct fair and impartial hearings for these types of cases.

(7) Title IX Sexual Harassment Procedures for Student Conduct Review Process.

- (a) Federal law, specifically Title IX of the Education Amendments of 1972 (Title IX), prohibits discrimination on the basis of sex in education programs or activities. Part of Title IX's prohibition regarding sex discrimination includes acts of Title IX Sexual Harassment as defined in the University's Title IX Grievance Policy, UCF Policy 2-012. Title IX also prohibits retaliation for making a good faith report of Title IX Sexual Harassment or participating in or being a party to any proceeding involving allegations of Title IX Sexual Harassment.
- (b) Rights of the Complainant and the Respondent. The rights of the Complainant and Respondent in a Title IX Sexual Harassment matter are explained in the University's Title IX Grievance Policy, UCF Policy 2-012.
- (c) Procedures Governing Title IX Sexual Harassment Allegations. The policy and procedures which govern the investigation and live hearing process for allegations of Title IX Sexual Harassment are found in the University's Title IX Grievance Policy, UCF Policy 2-012.
- (d) ~~Administrative hearing officers~~ **Decision-makers and hearing chairs** who hear cases of Title IX Sexual Harassment receive annual training on how to conduct fair and impartial hearings for these types of cases.

Authority: BOG Regulations 1.001 and 6.0105. History - Formerly 6C7-5.003, New 6-18-09, Amended 7-19-12, 9-5-13, 11-24-14, 10-29-15, 7-28-16, 7-20-17, 1-18-18, 7-19-18, 7-18-19, 6-18-20, 10-22-20, 9-23-21, _____-22.

UCF-5.008 Rules of Conduct

The following defined and described actions include, but are not limited to, conduct for which disciplinary action may be taken at the University of Central Florida. Students are responsible for the observation of all University policies and regulations. Each student is expected to abide by these rules of conduct, and administrators are expected to enforce them. These Rules of Conduct should be read broadly and are not designed to define prohibited conduct in exhaustive terms. Additional rules and regulations may be revised during the year; announcements will be made on adoption of the changes or additions. The right of all students to seek knowledge, debate ideas, form opinions, and freely express their ideas is fully recognized by the University of Central Florida. The Rules of Conduct apply to student conduct and will not be used to impose discipline for the lawful expression of ideas. Students are prohibited from engaging in:

(1) Academic Misconduct

- (a) Unauthorized assistance: Using or attempting to use unauthorized materials, information or study aids in any academic exercise unless specifically authorized by the instructor of record. The unauthorized possession of examination or course related material also constitutes cheating.
- (b) Communication to another through written, visual, electronic, or oral means. The presentation of material which has not been studied or learned, but rather was obtained through someone else's efforts and used as part of an examination, course assignment or project.
- (c) Commercial Use of Academic Material: Selling of course material to another person and/or uploading course material to a third-party vendor without authorization or without the express written permission of the University and the Instructor. Course materials include but are not limited to class notes, Instructor's power points, tests, quizzes, labs, instruction sheets, homework, study guides, and handouts.
- (d) Falsifying or misrepresenting the student's own academic work.
- (e) Plagiarism: Whereby another's work is used or appropriated without any indication of the source, thereby attempting to convey the impression that such work is the student's own.
- (f) Multiple Submissions: Submitting the same academic work for credit more than once without the express written permission of the instructor.
- (g) Any student who knowingly helps another violate academic behavior standards is also in violation of the standards.
- (h) Soliciting assistance with academic coursework and/or degree requirements. The solicitation of assistance with an assignment, lab, quiz, test, paper, etc., without authorization of the instructor of record or designee is prohibited. This includes but is not limited to asking for answers to a quiz, trading answers, or offering to pay another to complete an assignment. It is considered Academic Misconduct to solicit assistance with academic coursework and/or degree requirements, even if the solicitation did not yield actual assistance (for example, if there was no response to the solicitation).

(2) Possessing and/or Providing False and Misleading Information and/or Falsification of University Records

- (a) Withholding related information or furnishing false or misleading information (oral or written) to University officials (faculty or staff) or law enforcement officers.
- (b) Possession, use or attempted use of any form of fraudulent identification, including the credentials or identification of another individual.
- (c) Forgery, alteration, or misuse of any University document, material, file, record, or instrument of identification.
- (d) Deliberately and purposefully providing false or misleading verbal or written information about another person.
- (e) Falsification, distortion, or misrepresentation of information during an investigation or the Student Conduct Review Process, including knowingly initiating a false complaint.
- (f) Fraud: Any act of deceit or misrepresentation for purposes of financial or personal gain.

(3) Disruptive Conduct

- (a) Any act that impairs, interferes with, or obstructs the orderly conduct, processes, and functions of the University or any part thereof or the rights of one or more individuals.
- (b) Any act which deliberately impedes or interferes with the normal flow of pedestrian and vehicular traffic.
- (c) Any act which intentionally interferes with the election processes of any University registered student organization or sponsored student group.
- (d) Misuse of any University safety equipment, firefighting equipment, or fire alarms.
- (e) A false report of an explosive or incendiary device, which constitutes a threat or bomb scare.
- (f) Breach of peace: an act, which aids, abets, or procures another person to breach the peace on the University premises or at University sponsored/related functions.
- (g) Failure to comply with oral or written instruction from duly authorized University officials (i.e. faculty, staff, administration, residence hall staff) acting within the scope of their job duties or law enforcement officers acting in the performance of their duties, including failure to produce identification to these persons when requested to do so.
- (h) Failure to produce identification upon request by a University official (i.e. faculty, staff, administration, residence hall staff), acting within the scope of their job duties or law enforcement officers acting in the performance of their duties.
- (i) Hindering, noncompliance, or interfering with the student conduct review process by failing to obey the notice from a university official to appear for a student conduct meeting or hearing; and/or attempting to discourage an individual's proper participating in, or use of, the student conduct review process.
- (j) Violation of any other University regulation or policy as described in the UCF Regulations, UCF Policies and Procedures, or University department publicized policy.
- (k) Failure to comply with applicable law and University regulations and procedures for solicitation and fundraising activities on campus.

(4) Harmful Behavior

- (a) Physical harm or threat of physical harm to any person. This harmful behavior policy may not apply in those instances where it is found that a student is acting in self-defense.
- (b) Verbal, digital, or written abuse, threats, intimidation, coercion and/or other conduct that endangers the health, safety, or wellbeing of others, or which would place a reasonable person in fear of bodily injury or death. This definition, however, shall not be interpreted to abridge the rights of the University community to freedom of expression protected by the First Amendment of the United States Constitution and any other applicable law.
- (c) ~~Discriminatory-Unlawful~~ Harassment: ~~Discriminatory-Unlawful~~ harassment consists of ~~verbal, physical, electronic or other~~ conduct based upon an individual's race, color, ethnicity, national origin, religion, non-religion, age, genetic information, sex (including pregnancy and parental status, gender identity or expression, or sexual orientation), marital status, physical or mental disability (including learning disabilities, intellectual disabilities, and past or present history of mental illness), veteran's status (as protected under the Vietnam Era Veterans' Readjustment Assistant Act), or membership in other protected classes set forth in state or federal law, a protected class as defined in University Policy 2-004, or membership in other protected classes set forth in state or federal law that interferes with that individual's educational or employment opportunities, participation in a university program or activity, or receipt of legitimately-requested services and the conduct meeting the description of either Hostile Environment Harassment or Quid Pro Quo Harassment, as defined in the University's Nondiscrimination Policy (No. 2-004) Prohibition of Discrimination, Harassment, and Related Interpersonal Violence.
- (d) Bullying: Defined as behavior of any sort (including communicative behavior) directed at another, that is severe, pervasive or persistent, and is of a nature that would cause a reasonable person or group in the target's position substantial emotional distress and undermine their ability to work, study, or participate in University life or regular activities, or which would place a reasonable person in fear of injury or death.
- (e) ~~Stalking: Defined as behavior not of a sexual nature that is repeated and/or unwanted toward or with another person that would cause a reasonable person to fear for their safety or the safety of others, or to experience substantial emotional distress. Such conduct is direct, indirect, or through a third party using any type of action, method, or means. Cyber stalking is also included in this definition.~~
- (f) Invasion of Privacy and Unauthorized Recording.
 - 1. Making, using, disclosing or distributing a recording of a person in a location or situation in which that person has a reasonable expectation of privacy and is unaware of the recording or does not consent to it; and any other conduct that constitutes an invasion of the privacy of another person under applicable laws and regulations. Such conduct includes, without limitation, unauthorized recording of personal conversations, images, meetings ~~or~~ activities, or surreptitiously or covertly surveilling or observing an individual.

2. Unauthorized recording of class activity (other than class lecture), or of meetings where there exists a legal expectation of privacy, and/or any unauthorized publication of a recording.
- ~~3. Engaging in acts of voyeurism, including but not limited to peeping or surreptitiously recording another when there is a reasonable expectation of privacy.~~
34. Any notice, consent, or other requirements under applicable laws and regulations must be fulfilled in connection with authorizing, making, using, disclosing, or distributing any recording, where there is a legal expectation of privacy.
- (g) Retaliation against or harassment of complainant(s), other person(s) alleging misconduct, or anyone who participates in an investigation.
- (h) ~~Condoning or encouraging acts of harmful behavior as defined above or failing to intervene during an act of harmful behavior while it is occurring.~~

(5) Sex-Based Misconduct (Non-Title IX Sexual Harassment)

- (a) Sexual Assault. Sexual assault means sexual contact without consent.
- (b) Sexual Harassment. Sexual harassment means any unwelcome sexual advances, request for sexual favors, or other unwanted verbal, graphic or physical conduct of a sexual nature, ~~whether verbal, non-verbal, graphic, physical, or otherwise,~~ when the conditions for Hostile Environment Harassment or Quid Pro Quo Harassment ~~Discriminatory Harassment~~ as defined in UCF's Nondiscrimination Policy (No. 2-004) are present.
- (c) Gender-Based Harassment: Gender-based harassment is ~~discriminatory-unlawful~~ harassment that is based on gender, sexual orientation, gender identity, or gender expression, which may include acts of aggression, intimidation, or hostility, whether verbal ~~or non-verbal~~, graphic, or physical, ~~or otherwise~~, even if the acts do not involve conduct of a sexual nature, when the conditions for Hostile Environment Harassment or Quid Pro Quo Harassment ~~Discriminatory Harassment~~ as defined in UCF's Nondiscrimination Policy (No. 2-004) are present.
- ~~(d) Obscene or Indecent Behavior: Exposure of one's body in such a manner that another party reasonably could be offended or to display sexual behavior which another person reasonably finds offensive.~~
- ~~(e) Voyeurism: Trespass, spying, or eavesdropping for the purpose of sexual gratification.~~
- ~~(f) Solicitation of a Minor: soliciting sexual acts from a minor by oral, written, or electronic means.~~
- ~~(g) Child Pornography: possessing, producing or the dissemination of child pornography~~
- (dh) Relationship Violence: Relationship Violence includes any act of violence or threatened act of violence that occurs between individuals who are involved or have been involved in a sexual, dating, spousal, domestic, or other intimate relationship. Relationship Violence includes "dating violence" and "domestic violence", as defined by the Violence Against Women Reauthorization Act of 2013. ~~may include sexual assault, stalking, and physical assault. Relationship Violence may involve a pattern of behavior used to establish power and control over another person through fear and intimidation or may involve one-time~~

conduct. A pattern of behavior is typically determined based on the repeated use of words and/or actions and inactions in order to demean, intimidate, and/or control another person. This behavior can be verbal, emotional, and/or physical and may be directed towards the former partner, their property, or other individuals. Examples of Relationship Violence may include, but are not limited to: slapping; pulling hair; punching; damaging another person's property; driving recklessly to scare someone; name calling; humiliating another person in public; harassment directed toward a current or former partner or spouse; and/or threats of abuse, such as threatening to hit, harm, or use a weapon on another (whether Complainant or acquaintance, friend, or family member of the Complainant), or other forms of verbal threats.

- (ci) ~~Stalking: Stalking under this provision occurs whenre a person engages in a course of conduct of a sexual nature that is directed at a specific person under circumstances that would cause a reasonable person to fear for the person's safety or the safety of others, or to experience substantial emotional distress. A "course of conduct" is two or more acts, including but not limited to acts in which a person directly, indirectly, or through third parties, by any action, method, device, or means, follows, monitors, observes, surveils, threatens, or communicates to or about another person, or interferes with another person's property. Stalking includes "cyber-stalking," a particular form of stalking in which a person uses electronic media, such as the internet, social networks, blogs, phones, texts, or other similar devices or forms of contact.~~ Stalking: Defined as when a person engages in a course of conduct directed as a specific person under circumstances that would cause a reasonable person to fear for their safety or the safety of others, or to experience substantial emotional distress. Stalking includes "cyber stalking," a particular form of stalking in which a person uses electronic media, such as the internet, social networks, blogs, phones, texts, or other similar devices or forms of contact. A "course of conduct" is two or more acts, including but not limited to acts in which a person directly, indirectly, or through third-parties, by any action, method, device, or means, follows, monitors, observes, surveils, threatens, or communicates to or about another person, or interferes with another person's property. Stalking may include, but is not limited to: non-consensual communications (face to face, telephone, e-mail); threatening or obscene gestures; surveillance/following/pursuit; showing up outside the targeted individual's classroom or workplace; sending gifts and/or notes (romantic, bizarre, sinister, or perverted); and/or making threats.

- (fj) Sexual Exploitation: -Sexual Exploitation is purposely or knowingly doing or attempting to do any of the following:
1. Exposing of one's body in such a manner that another party reasonably could be offended or to display sexual behavior which another person reasonably finds offensive;
 2. Voyeurism, including trespassing, spying, or eavesdropping for the purpose of sexual gratification;
 3. Soliciting sex acts from a minor by oral, written, or electronic means;
 4. Possessing, producing, or disseminating child pornography;
 5. Recording or photographing private sexual activity and/or a person's intimate parts (including genitalia, groin, breasts or buttocks) without consent;

6. Disseminating or posting images of private sexual activity and/or a person's intimate parts (including genitalia, groin, breasts, or buttocks) without consent;
7. Allowing third parties to observe private sexual activity from a hidden location (e.g., closet) or through electronic means (e.g., Skype or livestreaming of images);
8. Subjecting another person to human trafficking; or
9. Exposing another person to a sexually transmitted infection or virus without the other's knowledge.
1. ~~Recording or photographing private sexual activity and/or a person's intimate parts (including genitalia, groin, breasts or buttocks) without consent;~~
2. ~~Disseminating or posting images of private sexual activity and/or a person's intimate parts (including genitalia, groin, breasts or buttocks) without consent;~~
3. ~~Allowing third parties to observe private sexual activity from a hidden location (e.g., closet) or through electronic means (e.g., Skype or livestreaming of images);~~
4. ~~Subjecting another person to human trafficking; or~~
5. ~~Exposing another person to a sexually transmitted infection or virus without the other's knowledge.~~

(gk) Any attempted acts of sex-based misconduct are also violations of this policy.

(6) Title IX Sexual Harassment

- (a) Title IX Sexual Harassment is defined as any conduct ~~on the basis of sex~~ which occurs (i) on or after August 14, 2020; (ii) ~~against~~ against a person located in the United States; and (iii) in or as part of the University's education program or activity, which satisfies one or more of the following:
 1. Unwelcome conduct of a sexual nature that a reasonable person would determine is so severe, pervasive, and objectively offensive that it effectively denies a person equal access to the University's education program or activity.
 2. ~~-~~ Sexual assault (as defined in the Clery Act), which includes any sexual contact that occurs without consent (consent and sexual contact are defined in UCF-5.006(3)).
 3. Dating violence (as defined in the Violence Against Women Act (VAWA) amendments to the Clery Act), which includes any act of violence or threatened act of violence committed by a person: (A) who is or has been in a social relationship of a romantic or intimate nature with the victim; and (B) where the existence of such a relationship shall be determined based on a consideration of the length of the relationship; the type of relationship; and the frequency of interaction between the persons involved in the relationship.
 4. Domestic violence (as defined in the VAWA amendments to the Clery Act), which includes any felony or misdemeanor crimes of violence committed by a current or former spouse or intimate partner of the victim, by a person with whom the victim shares a child in common, by a person who is cohabitating with or has cohabitated with the victim as a spouse or

intimate partner, by a person similarly situated to a spouse of the victim under Florida statute or by any other person against an adult or youth victim who is protected from that person's acts under the domestic or family violence laws of Florida.

5. Stalking (as defined in the VAWA amendments to the Clery Act), meaning engaging in a course of conduct directed at a specific person that would cause a reasonable person to (a) fear for their safety or the safety of others; or (b) suffer substantial emotional distress.
- (b) Retaliation, including but not limited to conduct meant to intimidate, threaten, coerce, or discriminate against any individual for the purpose of interfering with any right or privilege secured by Title IX of the Education Amendments of 1972, ~~or~~ its implementing regulations, or UCF Policy 2-012.

(7) Larceny/Property Damage

- (a) Unauthorized use, possession, or theft of property or service. Such property may be personal or public.
- (b) Damaging or defacing of University property or the property of another person whether or not it is on University premises.
- (c) Misuse, tampering with, or damaging fire safety or other safety equipment.

(8) Hazing

- (a) Hazing is any action or situation that recklessly or intentionally endangers the mental or physical health and/or safety of a student for purposes including but not limited to: initiation or admission into, association or affiliation with, any registered student organization or other group whether or not officially recognized by the University. Hazing in violation of Florida Statutes may result in felony charges. A student may commit an act of hazing whether the student is a prospective, current, or former member of the organization or group. The actions of active, associate, new and/or prospective members, former members, or alumni of a student organization or group may be considered hazing under this rule.
- (b) Hazing includes brutality of a physical nature such as whipping, beating, branding, forced calisthenics, exposure to the elements; forced consumption of any food, liquid, liquor, drug, or other substances; or other forced elements; or other forced activity which could adversely affect the mental or physical health or safety of the individual.
- (c) Hazing includes any activity which could subject the individual to extreme mental stress such as sleep deprivation, forced exclusion from social contact, forced conduct that could result in extreme embarrassment, or any other activity that could adversely affect the mental health or dignity of the individual.
- (d) Hazing includes forcing, pressuring, or coercing, the student into violation of University policies or federal, state, or local law.
- (e) Hazing includes soliciting a person to commit or being actively involved in the planning of any act of hazing as defined above where the act of hazing creates a substantial risk of physical injury or death to the person(s) hazed.
- (f) It is not defense to an allegation of hazing that:
 1. the consent of the victim had been obtained;
 2. the conduct or activity that resulted in the death or injury of a person was not part of any official organizational event or otherwise sanctioned or approved by the student organization; or

- 3. the conduct or activity that resulted in the death or injury of a person was not done as a condition of membership into a student organization.
- (g) Hazing does not include customary athletic events or other similar contests or competitions or any activity or conduct that furthers a legal and legitimate objective.

(9) Misuse or Unauthorized Use of Facilities and Grounds

- (a) Misuse or unauthorized use of classroom or laboratory facilities, or University property (as defined by University Regulation UCF-4.036).
- (b) Abusing grounds or building structures including, but not limited to ramps, rails, stair sets and entryways by means of recreational cycling, skating, scootering, or other recreational activities or devices as outlined in University Regulation UCF-4.036.
- (c) Unauthorized entry or attempted entry to any University property (as defined by University Regulation UCF-4.036).
- (d) Unauthorized possession, duplication or use of keys to any University property (as defined by University Regulation UCF-4.036).

(10) Misconduct at University Sponsored/Related Activities

- (a) Violation of the UCF Rules of Conduct at any UCF sponsored or related activities.
- (b) Violations of a regulation(s) of a host institution sponsored/related activity shall be a violation of the golden rule.

(11) Controlled Substance and Drug Violations

- (a) Possessing, consuming, or attempting to possess cannabis in any amount.
- (b) Cultivating, manufacturing, or attempting to obtain cannabis in any amount.
- (c) Possessing, consuming, cultivating, manufacturing, or attempting to possess any controlled substances other than cannabis, except as expressly permitted by law.
- (d) Selling or distributing cannabis or any other controlled substances other than alcohol.
- (e) Possessing or attempting to possess any drug-related paraphernalia.
- (f) Misconduct under the influence of controlled substance(s) and/or drugs other than alcohol.

NOTE: Students who receive medical attention due to drug related emergencies and/or students who call for help on behalf of another student who may be experiencing a drug related emergency may be exempt from disciplinary action. Information regarding exemptions under this rule for drug related emergencies can be found in University Regulation UCF-5.007 and the Student Conduct and Academic Integrity website: <http://scai.sdes.ucf.edu/medicalemergencies> .

(12) Alcoholic Beverage Violations

- (a) Possessing or consuming alcoholic beverages, or possessing or using alcohol-related paraphernalia, except as expressly permitted by the law and University Regulations and/or Policies.
- (b) Selling or distributing alcoholic beverages or alcohol-related paraphernalia, except as expressly permitted by law and University Regulations and/or Policies
- (c) Misconduct under the influence of alcohol

NOTE: Students who receive medical attention due to drug related emergencies and/or students who call for help on behalf of another student who may be experiencing a drug

related emergency may be exempt from disciplinary action. Information regarding exemptions under this rule for drug related emergencies can be found in University Regulation UCF-5.007 and the Student Conduct and Academic Integrity website: <http://scai.sdes.ucf.edu/medicalemergencies>.

(13) Possession of Weapons and/or Dangerous Materials

- (a) The possession, use, or storage of weapons on property owned or controlled by the University or at events sponsored and/or supported by the University is prohibited, except as specifically outlined in University Policy 3-119.1 (Weapons on University Property and at University Events).
- (b) Possession or use of fireworks of any description, explosives, or chemicals which are disruptive, explosive, or corrosive are prohibited on University premises or at University sponsored/related activities.

(14) Instigation or Participation in Group Disturbances during Demonstrations, Parades, or Picketing

- (a) Participation in a demonstration(s), parade(s), or picketing which invades the rights of others, which interferes with the -function(s) of the University, or which jeopardizes public order and safety.
- (b) Leading or inciting others to disrupt scheduled and/or normal activities within any campus building or area.

(15) Misuse of Computing and Telecommunications Resources

- (a) Theft or other abuse of computer facilities and resources
- (b) Unauthorized entry into a file, to use, read, or change the contents, or for any other purpose.
- (c) Unauthorized transfer of a file.
- (d) Use of another individual's identification and/or password.
- (e) Use of computing facilities and telecommunications resources to interfere with the work of another student or of a faculty or staff member.
- (f) Use of computing facilities and telecommunications resources to send obscene materials.
- (g) Use of computing facilities and telecommunications resources to interfere with normal operation of the University computing system.
- (h) Use of computing facilities and telecommunications resources in violation of copyright laws.
- (i) Any violation of the University of Central Florida Use of Information Technology and Resources Policy (UCF Policy 4-002), including a violation of the terms and conditions of any third party computing system.
- (j) Any violation of the University of Central Florida ResNet Acceptable Use Policy.

(16) Gambling

- (a) Play in an unlawful game of chance for money or for anything of value on University premises or at any affair sponsored by a student or registered student organization.
- (b) Unlawfully sell, barter or dispose of a voucher or any item for participation in a scheme of chance by whatever name on University premises or at any affair sponsored by a student or registered student organization.
- (c) Wager on a University team or organization in a competition, with a direct influence in the success of the competition.

(17) University Wordmark Violations. Unauthorized use of the official University wordmark, Pegasus, monogram, seal, or other graphic identity symbol.

(18) Violation of Local, State, and/or Federal Laws. Violation of any local, state and/or federal law that may result in a felony or misdemeanor.

(19) Aiding and AbettingComplicity: Aiding and abetting~~Complicity~~ is any act taken with the purpose of aiding or, facilitating, ~~promoting or encouraging~~ the commission of an act prohibited by the Rules of Conduct.

Authority: BOG Regulations 1.001 and 6.0105. History –Formerly 6C7-5.0042, New 6-18-09, Amended 7-19-12, 9-5-13, 11-20-14, 10-29-15, 7-28-16, 7-20-17, 1-18-18, 7-19-18, 7-18-19, 6-18-20, 10-22-20, 12-3-20, 9-23-21, _____-22.

UCF-5.012 Organizational Rules of Conduct

Registered student organizations are expected to abide by these Organizational Rules of Conduct, and administrators and faculty are expected to enforce them. The prohibition on hazing found in Section (10), below, shall apply equally to registered student organizations and other student groups, whether or not officially recognized by the University. These rules should be read broadly and are not intended to define prohibited conduct in exhaustive terms. These rules may be revised during the year; announcements will be made on adoption of changes or additions. The right of all students to seek knowledge, debate ideas, form opinions, and freely express their ideas is fully recognized by the University of Central Florida, including when students come together as student group; accordingly, the rules below will not be used to impose discipline for a student group's lawful expression of ideas. Specific restrictions on time and place of meetings and assemblies are found in other University regulations or policies and student groups are expected to follow those restrictions. The following is a non-exhaustive list of prohibited conduct for which disciplinary action may be taken at the University of Central Florida.

(1) Theft, Disregard for Property

- (a) Malicious or unwarranted damage or destruction of another's property.
- (b) Taking, attempting to take, or keeping in its possession property or services not belonging to the registered student organization.
- (c) Misuse or mishandling of organizational funds by any officer, member, or other individual.

(2) Possessing and/or Providing False and Misleading Information

- (a) Withholding related information, or furnishing false, misleading, incomplete, or incorrect information (oral or written) to University officials (faculty or staff), or law enforcement officers.
- (b) Possession, use or attempted use of any form of fraudulent identification, including the credentials or identification of an individual or organization.
- (c) Forgery, alteration or misuse of any University document, material, file, record or instrument of identification.
- (d) Deliberately and purposefully providing false or misleading verbal or written information about another person.
- (e) Falsification, distortion, or misrepresentation of information during an investigation or the student conduct review process, including knowingly initiating a false complaint.
- (f) Fraud: Any act of deceit or misrepresentation for purposes of financial or personal gain.

(3) Disruptive Conduct

- (a) Any act that impairs, interferes with, or obstructs the orderly conduct, processes, and functions of the University or any part thereof or the rights of one or more individuals.
- (b) Obstructing the free movement of other students around the campus, interfering with the use of University facilities, preventing the normal operation of the University; or conducting any event that interferes with the normal progress of academic events on campus.

- (c) Any act that intentionally interferes with an election process of any University registered or sponsored student organization.
- (d) Engaging in obscene or indecent conduct.
- (e) Failure to comply with the administrative policies as enacted by the University.
- (f) Failure to comply with the directions of University officials or authorized agents acting in the performance of their duties. Registered student organization officers and members shall comply with all directions or requests of University officials, University police officers or authorized agents in a timely manner.
- (g) Hindering or interfering with the Organizational Conduct Review Process by failing to obey the notice from a university official to appear for a student conduct meeting or hearing and/or attempting to discourage an individual's proper participating in, or use of, the Organizational Conduct Review Process.
- (h) Participating in any event with a registered student organization that is currently on Organizational Disciplinary Probation (with restrictive conditions) or Organizational Deferred Suspension (with restrictive Conditions), is currently suspended, or that has had their UCF registration revoked.
- (i) Failure to comply with any other University regulation or policy as described in the UCF Regulations, UCF Policies and Procedures, or University department publicized policy.

(4) Harmful Behavior

- (a) Physical violence towards another person or group. This harmful behavior policy may not apply in those instances where it is found that a student(s) is acting in self-defense.
- (b) ~~Discriminatory-Unlawful~~ Harassment: ~~Discriminatory-Unlawful~~ harassment consists of ~~verbal, physical, electronic or other~~ conduct based upon an individual's race, color, ethnicity, national origin, religion, non-religion, age, genetic information, sex (including pregnancy and parental status, gender identity or expression, or sexual orientation), marital status, physical or mental disability (including learning disabilities, intellectual disabilities, and past or present history of mental illness), veteran's status (as protected under the Vietnam Era Veterans' Readjustment Assistant Act), or membership in other protected classes set forth in state or federal law, a protected class as defined in University Policy 2-004, or membership in other protected classes set forth in state or federal law that interferes with that individual's educational or employment opportunities, participation in a university program or activity, or receipt of legitimately-requested services and the conduct meeting the description of either Hostile Environment Harassment or Quid Pro Quo Harassment, as defined in University's Nondiscrimination Policy (No. 2-004) Prohibition of Discrimination, Harassment, and Related Interpersonal Violence.
- (c) Bullying: Defined as behavior of any sort (including communicative behavior) directed at another, that is severe, pervasive, or persistent, and is of a nature that would cause a reasonable person or group in the target's position substantial emotional distress and undermine his or her ability to work, study, or participate in University life or regular activities, or which would place a reasonable person in fear of injury or death.

- (d) Verbal, digital, or written abuse, threats, intimidation, coercion and/or other conduct that endangers the health, safety or well-being of another person or group, or which would place a reasonable person in fear of bodily injury or death. This definition, however, shall not be interpreted to abridge the rights of the University community to freedom of expression protected by the First Amendment of the United States Constitution and any other applicable law.
- (e) Failure to respect the privacy of other individuals.
- (f) Retaliation against or harassment of Complainant(s), other person(s) alleging misconduct, or anyone who participates in an investigation ~~of harassment~~.

(5) Sex-Based Misconduct

- (a) Sexual Assault. Sexual assault means sexual contact without consent.
- (b) Sexual Harassment: Sexual harassment means any unwelcome sexual advance, request for sexual favors, or other unwanted verbal, graphic or physical conduct of a sexual nature, ~~whether verbal, non-verbal, graphic, physical, or otherwise,~~ when the conditions for Hostile Environment Harassment or Quid Pro Quo Harassment Discriminatory Harassment as defined in UCF's Nondiscrimination Policy (No. 2-004) are present.
- (c) Gender-Based Harassment: Gender-based unlawful harassment is ~~discriminatory~~ harassment that is based on gender, sexual orientation, gender identity, or gender expression, which may include acts of aggression, intimidation, or hostility, ~~whether verbal or non-verbal, graphic, or physical, or otherwise,~~ even if the acts do not involve conduct of a sexual nature, when the conditions for Hostile Environment Harassment or Quid Pro Quo Harassment Discriminatory Harassment as defined in UCF's Nondiscrimination Policy (No. 2-004) are present.
- (d) Sexual Exploitation – Purposely or knowingly doing or attempting to do any of the following:
 - 1. ~~Obscene or Indecent Behavior~~—Exposing ~~ingure of~~ one's body in such a manner that another party reasonably could be offended or to display sexual behavior which another person reasonably finds offensive.
 - 2. ~~(e) Voyeurism, including– trespassing,~~ spying, or eavesdropping for the purpose of sexual gratification.
 - 3. ~~(f) Solicitation of a Minor~~—Soliciting sexual acts from a minor by oral, written, or electronic means.
 - 4. ~~(g) Child Pornography~~—Possessing, producing or the disseminating ~~ngon of~~ child pornography;
 - 5. Recording or photographing private sexual activity and/or a person's intimate parts (including genitalia, groin, breasts or buttocks) without consent;
 - 6. Disseminating or posting images of private sexual activity and/or a person's intimate parts (including genitalia, groin, breasts, or buttocks) without consent;
 - 7. Allowing third parties to observe private sexual activity from a hidden location (e.g., closet) or through electronic means (e.g., Skype or livestreaming of images);
 - 8. Subjecting another person to human trafficking; or

9. Exposing another person to a sexually transmitted infection or virus without the other's knowledge.

- (eh) Stalking: Stalking occurs when there is a ~~coordinated~~ course of conduct directed at a specific person under circumstances that would cause a reasonable person to fear for the person's safety or the safety of others, or to experience substantial emotional distress. A "course of conduct" is two or more acts, including but not limited to acts in which a person directly, indirectly, or through third parties, by any action, method, device, or means, follows, monitors, observes, surveils, threatens, or communicates to or about another person, or interferes with another person's property. Stalking includes "cyber-stalking," a particular form of stalking in which a person uses electronic media, such as the internet, social networks, blogs, phones, texts, or other similar devices or forms of contact. ~~Stalking may include, but is not limited to: non-consensual communications (face to face, telephone, e-mail); threatening or obscene gestures; surveillance/following/pursuit; showing up outside the targeted individual's classroom or workplace; sending gifts and/or notes (romantic, bizarre, sinister, or perverted); and/or making threats.~~
- (i) ~~Sexual Exploitation: Sexual Exploitation is purposely or knowingly doing or attempting to do any of the following:~~
- ~~1. Recording or photographing private sexual activity and/or a person's intimate parts (including genitalia, groin, breasts or buttocks) without consent;~~
 - ~~2. Disseminating or posting images of private sexual activity and/or a person's intimate parts (including genitalia, groin, breasts or buttocks) without consent;~~
 - ~~3. Allowing third parties to observe private sexual activity from a hidden location (e.g., closet) or through electronic means (e.g., Skype or livestreaming of images);~~
 - ~~4. Subjecting another person to human trafficking.~~
- (fj) Any attempted acts of Sex-Based Misconduct are also violations of this policy.

(6) Alcohol-Related Misconduct

- (a) Use and/or possession of alcoholic beverages, except as expressly permitted by law and University regulations/policies.
- (b) Sale and/or distribution of alcoholic beverages, except as expressly permitted by the law and University regulations/policies.
- (c) Furnishing or causing to be furnished any alcoholic beverage to any person under the legal drinking age.
- (d) Misconduct under the influence of alcohol.
- (e) Furnishing or causing to be furnished any alcoholic beverage to any person in a state of noticeable intoxication.
- (f) Failure of a registered student organization to take all necessary steps to see that no person under the legal drinking age possesses alcoholic beverages at functions it sponsors or within any property or transportation it owns, operates, and/or rents.

NOTE: Registered student organizations may be eligible for exemptions from disciplinary action when a representative of an organization at a registered student organizational event calls for emergency assistance on behalf of a person experiencing an

alcohol related emergency. Information regarding exemptions under this rule for alcohol related emergencies can be found in University Regulation UCF-5.011 and the Student Conduct & Academic Integrity website: <http://scai.sdes.ucf.edu/medicalemergencies> .

(7) Drug-Related Misconduct

- (a) Unlawful use and/or possession of any narcotic or other controlled substances, and possession and/or use of drug paraphernalia.
- (b) Sale and/or distribution of any narcotic or other controlled substances.
- (c) Cultivation and/or manufacture of any narcotic or other controlled substances.
- (d) Attempt to obtain any narcotic or other controlled substances, except as expressly permitted by law.

NOTE: Registered student organizations may be eligible for exemptions from disciplinary action when a representative of an organization at a registered student organizational event calls for emergency assistance on behalf of a person experiencing a drug related emergency. Information regarding exemptions under this rule for drug related emergencies can be found in University Regulation UCF-5.011 and the Student Conduct and Academic Integrity website: <http://scai.sdes.ucf.edu/medicalemergencies>.

(8) Unauthorized Entry Unauthorized entry, attempted entry, or loitering in private or restricted areas.

(9) Gambling

- (a) Play or sponsor of an unlawful game of chance for money or for anything of value on University premises or at any affair sponsored by a registered or sponsored student organization.
- (b) Unlawful sale, barter, or disposition of a voucher or any item for participation in a scheme of chance by whatever name on University premises or at any activity sponsored by a registered or sponsored student organization
- (c) Wagering on a University team or organization in a competition, with or without intent to have a direct influence in the success of the competition.

(10) Hazing

- (a) Hazing is any action or situation that recklessly or intentionally endangers the mental or physical health and/or safety of a student for purposes including but not limited to initiation or admission into, or association or affiliation with, any registered student organization or other group whether or not officially recognized by the University. Hazing which violates Florida Statutes may result in felony charges. A student may commit an act of hazing whether the student is a prospective, current, or former member of the organization or group. The actions of active, associate, new and/or prospective members, former members, or alumni of a registered student organization or other student group may be considered hazing under this rule.
- (b) Hazing includes brutality of a physical nature such as whipping, beating, branding, forced calisthenics, exposure to the elements; forced consumption of any food, liquor, liquid, drug, or other substances; or other forced elements; or other forced activity which could adversely affect the mental or physical health or safety of the individual.
- (c) Hazing includes any activity that could subject the individual to extreme mental or physical stress such as sleep deprivation, forced exclusion from social contact,

forced conduct that could result in extreme embarrassment, or any other activity that could adversely affect the mental or physical health or dignity of the individual.

- (d) Hazing includes forcing, pressuring, coercing, or requiring the violation of University policies, federal, state, or local law.
- (e) Hazing includes soliciting a person to commit or being actively involved in the planning of any act of hazing as defined above where the act of hazing creates a substantial risk of physical injury or death to the person(s) hazed.
- (f) It is not a defense to an allegation of hazing that:
 - 1. The consent of the victim had been obtained;
 - 2. The conduct or activity that resulted in the death or injury of a person was not part of any official organizational event or otherwise sanctioned or approved by the student organization or group; or
 - 3. The conduct or activity that resulted in the death or injury of a person was not done as a condition of membership into a student organization.
- (g) Hazing does not include customary athletic events or other similar contests or competitions or any activity or conduct that furthers a legal and legitimate objective.
- (h) All student groups, whether or not registered with the University and whether or not officially recognized by the University are subject to the same hazing prohibitions set out in this section (10). With regard to student groups that are not registered students organizations, and against which there is an allegation of hazing, the principles of group responsibility and scope provisions of University Regulation UCF-5.011(1)(b), (1)(c), and (4) shall apply, as well as the conduct proceeding procedures of University Regulation UCF-5.013.

(11) Outstanding Debt. Failure to pay on and off campus vendors in a timely manner. Groups shall not knowingly enter into purchase or rental agreements that are beyond the resources of the organization's ability to pay. The University will not cover outstanding debts of registered student organizations.

(12) Use of Facilities. Failure to comply with University regulations and procedures for campus events and/or use of campus facilities or grounds. Those individuals acting on behalf of an organization that reserve facilities should check with the University department or office responsible for the facility to guarantee that all procedures have been followed.

(13) Fire Safety and Sanitation

- (a) Tampering with or damage to fire, life safety, or security equipment.
- (b) Causing, condoning, or encouraging the creation of any situation involving incendiary or other chemicals or substances, explosives, or fire that reasonably may result in danger to another's person or property.
- (c) Possession or use of illegal fireworks, incendiary devices, or dangerous explosives.
- (d) Failure to properly maintain a registered student organization's facilities or property (or surrounding property) such that a potential danger to the health and safety of the occupants or members of the University and surrounding community is created.

(14) Advertising.

- (a) Origination or circulation of any advertising media that contains matter that violates federal, state and/or local laws.
- (b) Origination or circulation of any advertising media containing false or misleading information.

(15) Solicitation and Fundraising. Failure to comply with applicable law and University regulations and procedures for solicitation and fundraising activities on campus.

(16) University Wordmark Violations. Unauthorized use of the University's name, abbreviation, trademarks or wordmarks, including the Pegasus, monograms, seal, or other graphic identity symbols. The phrases "UCF" or "University of Central Florida" (or some form thereof) cannot precede the title of the organization. This section refers to but is not limited to, the registered student organization's: domain name, web address, promotional materials, and uniforms/shirts.

(17) Academic Misconduct

- (a) Unauthorized academic assistance: Using or attempting to use unauthorized materials, information or study aids in any academic exercise unless specifically authorized by the instructor of record.
- (b) The unauthorized possession of examination or course related material.
- (c) Commercial Use of Academic Material: Selling of course material to another person, student, and/or uploading course material to a third-party vendor without authorization or without the express written permission of the University and the Instructor. Course materials include but are not limited to class notes, Instructor's power points, tests, quizzes, labs, instruction sheets, homework, study guides, handouts, etc.
- (d) Knowingly helping any student violate academic behavior standards.

(18.) Violation of Local, State, and/or Federal Laws. Violation of any local, state and/or federal law that may result in a felony or misdemeanor.

(19) Aiding and AbettingComplicity. Aiding and abetting~~Complicity~~ is any act taken with the purpose of aiding or, facilitating, ~~promoting, or encouraging~~ the commission of an act prohibited by the Organizational Rules of Conduct.

Authority: BOG Regulations 1.001 and 6.0105. History –New 10-16-09, Amended 7-19-12, 9-3-13, 10-29-15, 7-28-16, 7-20-17, 7-19-18, 7-18-19, 6-18-20, 10-22-20, 12-3-20, 9-23-21, ____-22.



Board of Trustees
Governance Committee | October 19, 2022

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

☐ Information

☐ Discussion

☒ Action

Meeting Date for Upcoming Action: October 20, 2022

Purpose and Issues to be Considered:

This new regulation is proposed to comply with Board of Governors Regulation 10.005 Prohibition of Discrimination in University Training or Instruction, which states that each university shall have a regulation, in conformance with recent amendments to section 1000.05(4), Florida Statutes, that prohibits discrimination against students or employees in instruction and training based on eight concepts specified in the recently revised statute.

These regulations were posted online August 26, 2022, for public comment. Two public 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:

Approve new University Regulation UCF-3.002.

Alternatives to Decision:

Do not approve University Regulation UCF-3.002 as proposed. Approve alternative amendments.

Fiscal Impact and Source of Funding:

N/A

Authority for Board of Trustees Action:

Board of Governors Regulations 1.001 and 10.005

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 Regulation UCF-3.002

Facilitators/Presenters:

Youndy Cook

UCF-3.002 Nondiscrimination in University Training and Instruction

(1) The University of Central Florida prohibits discrimination on the basis of race, color, national origin, or sex by subjecting any student or employee to training or instruction that espouses, promotes, advances, inculcates, or compels such student or employee to believe any of the following eight (8) concepts:

- (a) Members of one race, color, national origin, or sex are morally superior to members of another race, color, national origin, or sex.
- (b) A person, by virtue of their race, color, national origin, or sex is inherently racist, sexist, or oppressive, whether consciously or unconsciously.
- (c) A person's moral character or status as either privileged or oppressed is necessarily determined by their race, color, national origin, or sex.
- (d) Members of one race, color, national origin, or sex cannot and should not attempt to treat others without respect to race, color, national origin, or sex.
- (e) A person, by virtue of their race, color, national origin, or sex bears responsibility for, or should be discriminated against or receive adverse treatment because of, actions committed in the past by other members of the same race, color, national origin, or sex.
- (f) A person, by virtue of their race, color, national origin, or sex should be discriminated against or receive adverse treatment to achieve diversity, equity, or inclusion.
- (g) A person, by virtue of their race, color, sex, or national origin, bears personal responsibility for and must feel guilt, anguish, or other forms of psychological distress because of actions, in which the person played no part, committed in the past by other members of the same race, color, national origin, or sex.
- (h) Such virtues as merit, excellence, hard work, fairness, neutrality, objectivity, and racial colorblindness are racist or sexist, or were created by members of a particular race, color, national origin, or sex to oppress members of another race, color, national origin, or sex.

(2) This prohibition does not prohibit discussion of the concepts as part of a larger course of training or instruction, provided such training or instruction is given in an objective manner without endorsement of the concepts.

(3) The university and its employees are prohibited from shielding a student or employee from ideas and opinions that they may find uncomfortable, unwelcome, disagreeable, or offensive.

(4) The University supports the professional judgment of its faculty and staff in their right to select topics for instruction and training, including issues related to race, sex, national origin, and color. While discussions of contentious topics may at times make some people feel uncomfortable, this is part of a rigorous education that provides the tools necessary for responsible and engaged citizenship and will be protected so long as students retain the freedom to reach their own conclusions and freely hold and share their own beliefs and viewpoints on these issues.

(5) As stated in the UCF Strategic Plan, UCF is committed to fostering a culture of innovation, inclusion, public service, and collaboration and will be a model for civil discourse, consistent with the Florida Board of Governors' Statement of Free Expression.

(6) Any employee, student, or other member of the university community who believes that this regulation has been violated may file a complaint with the Office of Institutional Equity, 12701 Scholarship Drive, Suite 101, oje@ucf.edu, 407-823-1336.

(7) If the university president, provost, senior/executive vice presidents, vice presidents, associate vice presidents, associate/vice provosts, deans, chief audit executive, and/or chief compliance and ethics officer receive a complaint of an alleged violation of this regulation, they must timely forward the complaint to the Office of Institutional Equity for review.

Authority: BOG Regulations 1.001 and 10.005. History–New _____-22.



Board of Trustees
Governance Committee | October 19, 2022

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

☐ Information

☐ Discussion

☒ Action

Meeting Date for Upcoming Action: October 20, 2022

Purpose and Issues to be Considered:

This regulation is amended to align with minor language changes in BOG Regulation 9.017. This includes recognizing that health professions students from other disciplines may receive training in this faculty practice in addition to medical students and residents. Additionally, the current role of the university's Vice President for Health Affairs in approving changes and budgets for the faculty practice is codified in this update.

These regulations were posted online August 26, 2022, for public comment. No public 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:

Approve amendments to UCF Regulation UCF-10.001.

Alternatives to Decision:

Do not amend University Regulation UCF-10.001 as proposed. Approve alternative amendments.

Fiscal Impact and Source of Funding:

N/A

Authority for Board of Trustees Action:

Board of Governors Regulations 1.001 and 9.017

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-10.001

Facilitators/Presenters:

Youndy Cook

UCF-10.001 College of Medicine Faculty Practice Plan

(1) The University of Central Florida College of Medicine provides educationally oriented professional clinical practice settings and opportunities, through which faculty members provide health and medical professional services, including medical care and treatment to patients, including patients at independent hospitals, ~~and other~~ institutions, and various clinical sites, as an integral part of their academic activities and employment as faculty ~~members~~. Such faculty practice activities are designed to assure professional clinical practice ~~activities opportunities~~ and experiences that are essential in the training of students and postgraduate health professionals and that will enhance skills and knowledge of faculty members who must teach and train medical students and residents and other health professions students. Participation in such faculty practice activities by members of the clinical faculty of the College of Medicine is vital to the educational mission, the maintenance of skills in the treatment and diagnosis of diseases, and the maintenance of patient management skills, clinical expertise, and medical judgment, and is a necessary and essential part of their employment as faculty ~~members~~. Because ~~such~~ these faculty practice activities generate income from a cross section of patients and third party payors that is critical to support the College of Medicine mission, the college is authorized, in accordance with Florida Board of Governors Regulation ~~6C~~-9.017, to regulate ~~and collect~~ fees ~~and other income~~ generated from ~~such clinical faculty~~ practice, and to develop and maintain a faculty practice plan for the orderly collection, ~~administration~~ and distribution of ~~incomesuch fees~~. ~~The University of Central Florida College of Medicine Faculty Practice Plan must be consistent with, and supportive of, the objectives of the College of Medicine and the university.~~ The Faculty Practice Plan, when developed and subsequent changes ~~thereto~~, must be approved by the dean of the College of Medicine, ~~and~~ the president of the university, the Vice President for Health Affairs, and the University of Central Florida Board of Trustees prior to filing for approval of the ~~chancellor~~ Board of Governors. The University of Central Florida College of Medicine Faculty Practice Plan must be consistent with, and supportive of, the objectives of the College of Medicine and the university.

(2) In order to achieve the objectives of the University of Central Florida College of Medicine Faculty Practice Plan, the university and Board of Governors ~~has~~ authorized the formation and operation of a Florida not-for-profit corporation, Central Florida Clinical Practice Organization, Inc., ("CFCPO"), ~~to support the clinical activities of the College of Medicine, including the orderly collection and administration of income generated from College of Medicine clinical activities.~~

(3) The College of Medicine Faculty Practice Plan shall include and/or provide for:

- (a) A written document ~~that~~ which describes the university's policies and procedures pertaining to College of Medicine faculty practice activities and the resulting professional fees ~~and other income~~.
- (b) Articles of Incorporation and Bylaws of CFCPO.
- (c) A separate bank account into which all faculty practice fees from the College of Medicine Faculty Practice Plan are to be ~~income generated by College of Medicine faculty practice is~~ deposited, which shall be held, and administered, ~~and distributed~~ by CFCPO, acting as the university's agent under right of control by the university.
- (d) An operating budget, prepared at least annually and recommended by the dean of the College of Medicine, the Vice President for Health Affairs, and the president

of the university to the university Board of Trustees and the Board of Governors for review and oversight.

- (e) An annual audit and management letter, which shall be forwarded to the university Board of Trustees and the Board of Governors for review and oversight.
- (f) The College of Medicine Faculty Practice Plan, including CFCPO, shall at all times comply with the applicable regulations, policies, and procedures of the Board of Governors and the university.
- (g) CFCPO shall serve as an administrative services supporting organization for the University of Central Florida College of Medicine Faculty Practice Plan and shall not be involved in the delivery of medical services, the employment of medical doctors or other health professionals, or the determination, control, or evaluation of any medical procedures or standards. Persons employed by CFCPO shall not be considered to be employees of the State of Florida by virtue of their employment by CFCPO.

Authority: BOG Regulations 1.001 and 9.017; 1001.74(2)(k) F.S. History - New 03-10-08, Formerly 6C7-10.001. Amended _____-22.



Board of Trustees
Governance Committee | October 19, 2022

INFO-1: FY23 Work Plan and Charter Review

☒ Information

☐ Discussion

☐ Action

Meeting Date for Upcoming Action: N/A

Purpose and Issues to be Considered:

To provide Committee members the opportunity to review and offer further input on the Committee's work plan for FY23 (July 1, 2022 – June 30, 2023). Attachment A outlines the anticipated reports, actions, strategic discussions, and informational items planned to come before the Committee this fiscal year. The Board Office has coordinated with staff leadership to ensure work plans for each committee align with the full Board meeting themes in fiscal year 2023.

Additionally, the Committee's charter is attached for reference to the Committee's Purpose and Authority, Roles and Responsibilities. This also serves as the Committee's annual review of its charter and the opportunity to discuss any necessary charter amendments that would come for action in the next meeting cycle.

Background Information:

Committee Staff have prepared and discussed work plans with their Chair that include strategic routine business, strategic discussions, and information items to come before each committee in FY23. The Board Office has coordinated with staff leadership to ensure work plans for each committee align with the full Board meeting themes in fiscal year 2023.

Recommended Action:

Review and provide further input on the Committee's work plan for FY23 (July 1, 2022 – June 30, 2023).

Alternatives to Decision:

N/A

Fiscal Impact and Source of Funding:

N/A

Authority for Board of Trustees Action:

N/A

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:

Youndy Cook, Vice President and General Counsel

Supporting Documentation:

Attachment A: FY23 Governance Work Plan

Attachment B: Governance Charter

Facilitator:

Michael Okaty, Chair, Governance Committee

Attachment A

GOVERNANCE			GOVERNANCE			GOVERNANCE			GOVERNANCE		
Wednesday, September 28, 2022			Wednesday, November 16, 2022			Thursday, February 23, 2023			Wednesday, June 29, 2023		
ACTION ITEMS			ACTION ITEMS			ACTION ITEMS			ACTION ITEMS		
GOVC-1	Revisions to Resolution on Presidential Authority	COOK	GOVC-1	DSO Bylaws (Foundation)	COOK	GOVC-1	Board Self-Assessment	KILBRIDE	GOVC-1	Chapter 5 regulations amendments	COOK
GOVC-2	Revisions to BOT Policy Delegation of Authority to Senior Management Official	BACKMAN	GOVC-2	FY22 Presidential Assessment and Compensation Review	MARTINS	GOVC-2	Amendments to University Regulations	COOK	GOVC-2	Chapter 6 regulations amendments	COOK
GOVC-3	DSO Bylaws Amendments (UCFRF, Limbitless Solutions)	COOK	GOVC-3	President's FY23 Goals	MARTINS	GOVC-3			GOVC-3	DSO Board Appointments	KILBRIDE
GOVC-4	Amendments to UCFRF Articles of Incorporation	COOK	GOVC-4	Board policies - Financial	HECTOR	GOVC-4			GOVC-4	Chair/Vice Chair Nomination	OKATY
GOVC-5	Appointment of Board Members to UCF Academic Health, CFCPO	KILBRIDE	GOVC-5	Updates to Board Statement of Expectations	COOK						
GOVC-6	Amendments to University Regulations	COOK	GOVC-6	Amendments to University Regulations	COOK						
DISCUSSION ITEMS			DISCUSSION ITEMS			DISCUSSION ITEMS			DISCUSSION ITEMS		
DISC-1			DISC-1	Board Self-Assessment	OKATY	DISC-1	Chair/Vice Chair Nomination Process	OKATY	DISC-1		
DISC-2			DISC-2	Board Orientation and Development Program Plan and Board Member Handbook	OKATY	DISC-2			DISC-2		
INFORMATION ITEMS			INFORMATION ITEMS			INFORMATION ITEMS			INFORMATION ITEMS		
INFO-1	FY23 Work Plan and Review of Committee Charter	OKATY	INFO-1			INFO-1			INFO-1		
INFO-2	FY22 Presidential Assessment and Compensation Review	OKATY									



Board of Trustees

COMMITTEE CHARTER

GOVERNANCE COMMITTEE

PURPOSE

The Governance Committee ("Committee") is a standing committee of the University of Central Florida Board of Trustees ("Board"). The purpose of the committee is to provide oversight of the corporate governance, administrative operations, and delegations of the Board and University Related Entities.

The Board authorizes the Committee to perform activities within the scope of its charter as follows:

- Provide oversight and strategic direction for the governance activities of the University and its Related Entities including governing documents, regulations, and associated policies.
- Ensure the Board's governance aligns with best practice standards for a governing Board in public higher education.
- Provide oversight and strategic direction to the Board's new member orientation program and make recommendations for Board member training and development.
- Lead a biannual, comprehensive Board self-assessment process.
- Perform other duties as assigned by the Board or the Board Chair.

ROLES AND RESPONSIBILITIES

The Committee will review and recommend the following to the Board for action:

- Amendments to the Board's governing documents and policies, including, but not limited to Board Bylaws, the Board's conflict of interest statement and disclosure form, and the delegation of authority to the President.
- Amendments to the governing documents and policies of University Related Entities and appointments of Board Members to University Related Entities.
- The annual evaluation of the president's performance and compensation including review and approval of short- and long-term goals.
- Recommendations for chair and vice chair of the Board.
- Amendments to University regulations.
- The awarding of Honorary Doctorate degrees recommended by University leadership.
- The designation of Trustee Emeritus status to former Trustees.
- Additional items within the committee's scope and authority that require approval.

REPORTING RESPONSIBILITIES

- The Committee Chair will, at the next regularly scheduled board meeting, report to the Board any action taken by the Committee.
- The Committee Chair will promptly notify all board members of any matters within its oversight roles and responsibilities that might significantly impact the financial, legal, academic standing, or reputation of the University.

MEMBERSHIP

- The chair of the Board will appoint the chair and members of the Committee and serves as a non-voting ex officio member.
- The Committee will consist of at least five members.
- Members of the Committee will serve until their resignation or replacement by the chair of the Board.

MEETINGS AND MINUTES

- Meetings will be held not less than four times per fiscal year.
- A majority of the Committee members will constitute a quorum for the conduct of business. Action shall require a majority vote of Committee members present.
- The Committee will maintain and post written minutes of its meetings in accordance with Florida Statute 1001.71.

STAFF

- The vice president and general counsel will serve as the primary liaison to the committee and delegate administrative responsibilities as necessary.
- The president or vice president and general counsel may call upon additional staff to provide presentations, information, or recommendations in the scope of the committee's charter.

CHARTER REVIEW

- The Committee will review its charter annually and recommend to the Board any changes that the Committee deems necessary.



Board of Trustees

COMMITTEE CHARTER

ADOPTION

I HEREBY CERTIFY that the University of Central Florida Board of Trustees adopted this charter at its regularly scheduled meeting on June 17, 2021.

A handwritten signature in blue ink, written over a horizontal line. The signature is cursive and appears to read "M. Gustafson".

July 1, 2021

Associate Corporate Secretary
University of Central Florida Board of Trustees

Date