



**COMMITTEE ON GOVERNANCE, GOVERNMENT RELATIONS, AND INTERNAL
AFFAIRS**

Meeting Minutes

September 6, 2019

President's Room 215B, Emerson Alumni Hall

University of Florida, Gainesville, FL

Time Convened: 12:31 p.m.

Time Adjourned: 1:00 p.m.

Committee and Board members present:

David L. Brandon, James W. Heavener, Morteza Hosseini (Board Chair), Leonard H. Johnson, Thomas G. Kuntz (Board Vice Chair), Michael C. Murphy, Daniel T. O'Keefe, Rahul Patel, Marsha D. Powers, , Jason J. Rosenberg, , Robert G. Stern, Ray G. Thomas, , Anita G. Zucker

Others present were:

W. Kent Fuchs, President; Winfred Phillips, Executive Chief of Staff; Joseph Glover, Provost and Senior Vice President for Academic Affairs; Charlie Lane, Senior Vice President and Chief Operating Officer; Amy Hass, Vice President and General Counsel; Elias Eldayrie, Vice President and Chief Information Officer; Zina Evans, Vice President for Enrollment Management and Associate Provost; Antonio Farias, Chief Diversity Officer and Senior Advisor to the President; Jodi Gentry, Vice President for Human Resources; Edward Jimenez, Chief Executive Officer for UF Health Shands; Mark Kaplan, Vice President for Government and Community Relations and University Secretary; Michael McKee, Vice President and Chief Financial Officer; Thomas Mitchell, Vice President for Advancement; David Nelson, Senior Vice President for Health Affairs and President of UF Health; David Norton, Vice President for Research; Nancy Paton, Vice President for Strategic Communications and Marketing; Jack Payne, Senior Vice President for Agriculture and Natural Resources; Curtis Reynolds, Vice President for Business Affairs and members of the University of Florida Community.

1.0 Verification of Quorum

Vice President Amy Hass verified a quorum with all members present.

2.0 Call to Order and Welcome

Committee Chair Rahul Patel welcomed everyone in attendance and called the meeting to order at 12:31 p.m.

3.0 Review and Approval of Minutes

Committee Chair Patel asked if there were any additions and/or corrections to the minutes. Hearing none, he asked for a motion to approve the minutes from the June 3, 2019, June 6, 2019, July 17, 2019, and August 16, 2019 meetings, which was made by Board Chair Hosseini and a second by Trustee Rosenberg. Committee Chair Patel asked for further discussion, after which he asked for all in favor of the motion and any opposed, and the motion was approved unanimously.

4.0 Discussion

Committee Chair Patel reviewed the following discussion items.

4.1 Naming Policy Update

Committee Chair Patel stated that Vice President Tom Mitchell has reviewed the draft naming policy and guidelines with the Foundation Executive Board and the senior development representatives of all colleges and units. We intend to have the policy ready for BOT action at the December board meeting.

4.2 Legislative Recommendations/Best Practices Memo Update

Committee Chair Patel reminded the board that the legislative recommendations and best practices memo have been discussed on the June, July and August calls and provided the BOT with a lined memo. They have updated our Governance Standards to reflect recommendations. We are continuing to work with the BOG as they put together processes and guidance under the new legislation, and we will continue to update the committee and Board as we make progress on that front.

4.3 DSO Review Update

Committee Chair Patel gave the following DSO updates:

- Citrus DSO - We discussed our progress with the Citrus DSO during our July and August calls. As you recall, the Citrus DSO committed to compliance with our governance standards and to run all research through the University. We have put a Memorandum of Understanding (MOU) in place to memorialize this commitment.
- Cattle DSO – Assistant Vice President Alan West reviewed the operations and accounting of this DSO, which runs through the UF Controller’s office and did not find any issues. The DSO complies with our Governance Standards, reflected in its bylaws. At this time, we would not recommend any changes to this DSO.
- Other IFAS DSOs – Our review continues, and we plan to have it completed by December.

4.4 Enterprise Cash/Investment Project Update

Committee Chair Patel reviewed that enterprise cash/investment project working group is reviewing investment practices, overall financial and budgeting models, and pension and benefits plans from an enterprise-wide lens. During our July and August calls, we briefed the committee and provided follow-up items from our initial meetings. The working group will meet again in September to review allocations of research facilities and administrative (F&A) dollars and in October to review the management and oversight of our retirement benefits

plans and will continue to report to the BOT on our progress and our recommendations from this review.

4.5 Conflicts of Interest/Outside Activities

Committee Chair Patel reminded the board of the presentation this morning on the conflicts of interest and outside activities and we will continue to update the BOT on the progress of our new system and processes.

4.5 Compliance Review

Committee Chair Patel reviewed that during our August call, the Governance Committee added this topic to our working list. This process will include an assessment of the current organizational structure and reporting of the compliance function, roles of staff in that function, and the group will recommend to the Board any proposed changes to the structure and reporting to more effectively, efficiently and strategically manage compliance on an enterprise level, in the spirit of One UF.

4.7 UF Investigation Process

Committee Chair Patel stated that the Governance Committee is initiating a review process for investigations when allegations made against cabinet members, the President or Board members.

4.8 Use of Brand/Marks

Committee Chair Patel introduced that the Governance Committee is initiating a review process and will make recommendations for proper oversight on the use of the UF brand/trademarks.

5.0 Action Items

5.1 Governance Standards Amendments

Committee Chair Patel gave a summary of the Governance Standards Amendments to include the following:

- Capital Projects - add full board approval of any capital facilities project, regardless of amount, if Board Chair determines to be of high visibility.
- Hiring of Shands CEO - make consistent with the hiring protocols for all cabinet members, Governance Standards need to reflect that CEO hiring requires conferring with the BOT Chair, notice to the Vice Chair.
- Compensation of all Cabinet Members - reflect what happens in practice, the Governance Standards should be updated to note that compensation of all cabinet members requires notice to the BOT Governance Chair in addition to conferring with BOT Chair and notice to Vice Chair.
- Operating Budgets of DSOs - proposed operating budgets will be reviewed with the Board Chair and Vice Chair prior to presentation for full board approval.

Committee Chair Patel asked for any questions or further discussion. He then asked for a motion to approve Action Item GGRIA 5.1 for recommendation to the Board for its approval on the

Consent Agenda, which was made by Board Chair Hosseini, and a second, which was made by Trustee Rosenberg. Committee Chair Patel asked for further discussion, and then asked for all in favor of the motion and any opposed, and the motion was approved unanimously.

5.2 Collective Bargaining Agreement Amendments

Committee Chair Patel stated that there are 4 amendments to collective bargaining agreements included in the materials. The four amendments reflect the 3% raises provided by the University to its employees effective October 1, 2019 and require ratification by the Board of Trustees for those employees who are members of a union.

Committee Chair Patel asked for any questions or further discussion. He then asked for a motion to approve Action Item GGRIA 5.2 for recommendation to the Board for its approval on the Consent Agenda, which was made by Trustee Zucker, and a second, which was made by Trustee Johnson. Committee Chair Patel asked for further discussion, and then asked for all in favor of the motion and any opposed, and the motion was approved unanimously.

5.3 Tuition Cost Regulation Amendment

Committee Chair Patel discussed the proposed regulation amendment updates to reflect the current tuition set by the legislature for the 2019-20 academic year. Effective July 1, 2019, the repeat surcharge increased from \$190.84 to \$192.85, as set by the BOG. In addition, the regulation has been updated to amend the excess hour surcharge to apply 100% of the tuition for coursework that exceeds 120% of degree requirements beginning in the 2019 summer term.

Committee Chair Patel asked for any questions or further discussion. He then asked for a motion to approve Action Item GGRIA 5.3 for recommendation to the Board for its approval on the Consent Agenda, which was made by Trustee Zucker, and a second, which was made by Trustee Johnson. Committee Chair Patel asked for further discussion, and then asked for all in favor of the motion and any opposed, and the motion was approved unanimously.

5.4 DSO Appointments

Committee Chair Patel presented three highly accomplished individuals who have been brought forward as DSO Board appointments on the UF Foundation Executive Board.

Committee Chair Patel asked for any questions or further discussion. He then asked for a motion to approve Action Item GGRIA 5.4 for recommendation to the Board for its approval on the Consent Agenda, which was made by Board Chair Hosseini, and a second, which was made by Trustee Heavener. Committee Chair Patel asked for further discussion, and then asked for all in favor of the motion and any opposed, and the motion was approved unanimously.

5.5 Legislative Budget Request Approvals

Committee Chair Patel turned this item over to Mark Kaplan, Vice President of Government and Community Relations for his comments and any discussion prior to the vote on the Legislative Budget Approvals (LBRs). Vice President Kaplan discussed of 7 individual LBRs – 3 for the

university and 4 for IFAS. The three UF requests include \$50 million recurring to help us become a top 5 public university, \$3.8 million recurring to create a new Center for the Application of Artificial Intelligence, and \$1 million non-recurring to implement our iCoast initiative to drive a new level of monitoring and understanding of environmental conditions on Florida's coasts. The IFAS requests are: \$3.9 million recurring for formula-driven workload increases, \$920,000 non-recurring to demonstrate a reduction of impacts from the urban sector on Florida's environment through a variety of activities on residential yards, \$1.6 million non-recurring for the Florida 4-H Environmental Education Program for youth in grades K-12, and \$1.7 million non-recurring to provide science-based guidance and assistance for implementation of the most effective harmful algal blooms mitigation strategies.

Committee Chair Patel asked for any questions or further discussion. He then asked for a motion to approve Action Item GGRIA 5.5 for recommendation to the Board for its approval on the Consent Agenda, which was made by Trustee Zucker, and a second, which was made by Trustee Heavener. Committee Chair Patel asked for further discussion, and then asked for all in favor of the motion and any opposed, and the motion was approved unanimously.

5.6 President Appointment Extension

Action Item 5.6 is the recommendation for board approval of an extension of President Fuchs' appointment. Committee Chair Patel turned this item over to Board Chair Mori Hosseini for his comments and any discussion prior to the vote.

Board Chair Hosseini discussed the President W. Kent Fuchs has served over five years at the University of Florida ("UF") with great distinction. During his first four years, President Fuchs led UF to become a top 10 public university, among other notable record-breaking accomplishments in research, philanthropy and the hiring of 500 new faculty. Pursuant to the terms of President Fuchs' current contract, which extends through June 30, 2020, Board Chair Hosseini and President Fuchs met in June 2019 to discuss an appointment extension, effective July 1, 2020. Chair Hosseini and President Fuchs share a mutual desire to continue to work together to advance the stature and contributions of UF for years to come and President Fuchs wishes to serve at the pleasure of the Board of Trustees. President Fuchs' continued leadership is critical to the overall success of UF, with a focus on our students' success, as we work toward the goal of becoming a top 5 public university.

Board Chair Hosseini turned the meeting back over to Committee Chair Patel for a vote. Committee Chair Patel asked for any questions or further discussion. He then asked for a motion to approve Action Item GGRIA 5.6 for recommendation to the Board for its approval on the Consent Agenda, which was made by Trustee Zucker, and a second, which was made by Trustee Rosenberg. Committee Chair Patel asked for further discussion, and then asked for all in favor of the motion and any opposed, and the motion was approved unanimously.

6.0 New Business

There was no new business to come before the committee.

7.0 Adjourn

There being no further discussion, Committee Chair Patel adjourned at the meeting at 1:00 p.m.