

Category One Affiliate Boards: Composition and Appointment Authority

1. **University of Florida Foundation (DSO)** *(UF does not control the Board by voting seats, but does control important decisions via Bylaws requirement that specified Priority Actions must be ratified by the UF President to be effective.)*
 - 13 Ex officio Directors of the Executive Board:
 - 1 Appointee of the UF Board Chair or UF President
 - UF President or designee
 - 2 Appointees of the UF President
 - Chair of Deans/Directors Development Council
 - Immediate Past Foundation Chair
 - Chairs of 7 Board Committees
 - Up to 15 Elected Directors of the Executive Board: Elected by the Executive Board, all of whom are first nominated by a Board Nominating Advisory Committee (which also nominates and the Executive Board elects the Chairs and Vice Chairs of all Board committees). Nominees must be confirmed by the UF President before standing for election. Nominees are presented to and elected by the Executive Board on a slate.
 - Executive Board is the fiduciary board.
 - There is also a non-fiduciary National Board, whose members are the Executive Board members, ex officio, plus members and life members elected by the Executive Board based on specified criteria and nominations by the Board Nominating Advisory Committee. National Board members are ambassadors for the University and build relationships with donors and prospective donors, and fundraise.
2. **University Athletic Association, Inc. (DSO)** *(UF controls the Board by voting seats—Per NCAA institutional control rule, UF President must be final decision-maker.)*
 - 8 Ex Officio Members
 - 1 UF Trustee or Former Trustee appointed by the UF President in consultation with the UF Board Chair
 - UF President
 - UF Faculty Athletic Representative
 - Chair, Intercollegiate Athletic Committee (also a faculty member)
 - President, Gator Boosters, Inc., or designee
 - Immediate Past President, Gator Boosters, Inc., or designee
 - 7 Members Appointed By the UF President
 - 3 members of the University of Florida Alumni Association, Inc.

Exhibit A

- 2 UF faculty members
 - 2 UF students (1 is typically the SG President and 1 must be a student athlete)
3. **Gator Boosters, Inc. (DSO)** *(UF does not control the Board.)*
- 9 Ex Officio Directors
 - UF President
 - UF Board Chair or designee
 - President of Gator Boosters, Inc.
 - President-elect of Gator Boosters, Inc.
 - UF VP for Advancement
 - President of the F-Club
 - President-elect of the F-Club
 - 2 Representatives of Women’s Athletics
 - 9 Boosters President Appointees
 - Unlimited Legacy Directors and Distinguished Directors (elected by the Executive Committee for life)
 - Unlimited Past Presidents of Boosters who are members
 - 35 Elected Directors (elected by the Board)
 - 24 At-Large from members of Gator Boosters, Inc
 - 8 Florida District Directors . (nominated by the Nominating Council appointed by the Boosters President and presented to the Boosters President—any member with a sufficient petition may add nominees)
 - 3 Outside Florida District Directors (nominated by the Nominating Council appointed by the Boosters President and presented to the Boosters President—any member with a sufficient petition may add nominees)
 - 5 Executive Committee Members--may conduct all affairs of the Corporation on behalf of the Board
 - Boosters President
 - Boosters President-elect
 - Boosters Immediate Past President
 - UF President
 - UF BOT Chair or designee
4. **University of Florida Research Foundation, Inc. (DSO)** *(UF controls the Board by voting seats.)*
- 7 Ex Officio Directors
 - UF Provost/SVP
 - UF VP/Research

Exhibit A

- VP/Business Affairs
 - UF SVP/Health Affairs
 - UF SVP/Agriculture and Natural Resources
 - Dean, Engineering
 - Dean, Liberal Arts and Sciences
 - UF President or designee (must be senior UF official reporting to the President)
 - UF Trustee or Former Trustee appointed by the UF President or UF BOT Chair
 - 3 Elected Directors (nominated by the UF President and elected by the UFRF Board)
5. **Shands Teaching Hospital and Clinics, Inc. (1004.41; not DSO)** *(UF appoints and removes the Board members.)*
- 5-6 Category One Directors/Ex Officio (all appointed by the UF President or designee)
 - Chairman of the Corporation (UF President or designee)
 - UF SVP/Health Affairs (also Vice Chairman of the Corporation)
 - Dean, UF College of Medicine
 - CEO of the Corporation
 - 1 UF Trustee
 - UF President (if not Chairman)
 - 3-5 Category Two Directors/UF Faculty Members (≥ 4 of whom must be on staff at the Hospital)(CEO proposes a slate in consultation with and considering recommendations of the UF SVP/Health Affairs and Dean/COM—but UF President may appoint whomever s/he chooses)
 - 7-9 Category Three Directors/Citizens of Florida (≤ 1 may be a UF employee; UF President appoints)
6. **Shands Jacksonville Healthcare, Inc. (1004.41; Parent Corp. for Shands Jacksonville Medical Center, Inc./Hospital; not DSO)** *(UF appoints and removes the Board members)*
- Sole Member (like a stockholder for nonprofit corp.): UF President or designee
 - 5 Category One/Ex Officio Directors
 - Chairman of the Corporation (UF President or designee)
 - UF COM/Jacksonville Dean
 - UF SVP/Health Affairs
 - 1 UF Trustee or BOT representative (designated by UF President)
 - CEO of the Corporation
 - 3-5 Category Two Directors/Medical Staff (≥ 3 of whom must be UF COM/Jax Faculty—all are appointed by the Chair)

Exhibit A

- 5-9 Category Three Directors/Citizens of Florida (none may be UF or Corporation employees—all are appointed by the Chair, but 1 may be nominated by the Jacksonville Mayor and preference is to be given to residents of the Corporation’s service area)
 - Designated Priority Actions are effective only if Chair and Board of Corporation approve—applies to actions taken for Shands Jacksonville Healthcare, Inc./Parent Corp. **and** when acting as the member of Shands Jacksonville Medical Center, Inc./Subsidiary/Hospital Corp. (so the subsidiary/hospital can’t take these actions without the UF President or designee approving):
 - Operating and Capital Budgets
 - Merger, Dissolution, Disposition of All/Substantially All Assets
 - Acquisition of Realty or Personalty outside of an approved budget with an annual economic obligation >\$500K—or Disposition if FMV, net book value or annual economic value >\$500K
 - Long Range Strategic Plan
 - Long Term Debt
 - Election, Removal of CEO
 - Amendment of Bylaws or Articles
7. **Shands Jacksonville Medical Center, Inc. (1004.41; Hospital; not DSO; Subsidiary of Shands Jacksonville Healthcare, Inc.)** *(UF appoints and removes the Board members)*
- Sole Member (like a stockholder for nonprofit corp.): Shands Jacksonville Healthcare, Inc. (which acts as member through its Member, the UF President or designee)
 - Directors are the same as those on the Shands Jacksonville Healthcare, Inc. Board, but 1 may be nominated by the Jacksonville Mayor)
 - Designated Priority Actions are effective only if Member of Corporation approves:
 - Operating and Capital Budgets
 - Merger, Dissolution, Disposition of All/Substantially All Assets
 - Acquisition of Realty or Personalty outside of an approved budget with an annual economic obligation >\$500K—or Disposition if FMV, net book value or annual economic value >\$500K
 - Long Range Strategic Plan
 - Long Term Debt
 - Election, Removal of CEO
 - Amendment of Bylaws or Articles
8. **University of Florida Investment Corporation (DSO)** *(UF appoints the Board members and may remove them for cause.)*
- 6-13 Total Directors (with number decided by the Board of Directors)

Exhibit A

- 4-5 Ex Officio Directors
 - UF President or designee
 - UF VP/Business Affairs or designee (is the VP/CFO)
 - UF VP/Advancement
 - Designee of Shands Teaching Hospital and Clinics, Inc.
 - 1 UF Trustee (if not otherwise appointed), designated by UF President/BOT Chair
 - Rest, Appointed Directors (all appointed by the UF President, except 1 appointed by the UFICO Board Chair)
9. **University of Florida Development Corporation (DSO)** *(UF controls the Board by voting seats.)*
- 3-5 Directors Total (with the number decided by the UF President in consultation with the UFDC Board), and 1 is to be designated by the UF President as Chair
 - 3 Ex Officio Directors
 - 1 UF Trustee (designated by UF President)
 - UF President or designee
 - 1 Director, Officer or Employee of Shands Teaching Hospital and Clinics, Inc.
 - Rest/Community Directors, Appointed Directors (all appointed by UF President)

Note: Under UF Governance Enhancement Standards, UF President appointees will begin serving upon appointment but must be ratified by the UF BOT on its Consent Agenda, on recommendation of the UF Board Committee on Governance.