



The Foundation for The Gator Nation

The University of Florida Board of Trustees' Committee on Governance and the full Board of Trustees will have meetings/telephone conference call meetings at the below-listed campus location on December 17, 2015 in the following sequence, beginning at 11:00 a.m. EST, with one meeting beginning immediately after the prior meeting ends, and continuing until all meetings have concluded:

**UNIVERSITY OF FLORIDA BOARD OF TRUSTEES'
COMMITTEE ON GOVERNANCE
AGENDA**

**Meeting/Telephone Conference Call Meeting
December 17, 2015**

Beginning at 11:00 A.M. EST

Campus Location: 123 Tigert Hall, University of Florida, Gainesville, Florida

University of Florida Board of Trustees' Committee on Governance Members:

James W. Heavener (Chair), David L. Brandon, Susan M. Cameron, Christopher T. Corr, Steven M. Scott, David M. Thomas, Anita G. Zucker

- 1.0 Verification of Quorum..... Jamie Lewis Keith, VP/General Counsel/University Secretary
- 2.0 Call to Order and Welcome James W. Heavener, Chair
- 3.0 Review and Approval of Minutes..... James W. Heavener, Chair
[December 3, 2015](#)
- 4.0 Action Items (Consent) James W. Heavener, Chair
[GV1. Collective Bargaining Agreement between the University of Florida Board of Trustees \(BOT\) and the Graduate Assistants United \(GAU\)](#)
- 5.0 Discussion/Informational Items..... James W. Heavener, Chair
None
- 6.0 New Business James W. Heavener, Chair
None
- 7.0 Adjourn..... James W. Heavener, Chair

UNIVERSITY OF FLORIDA BOARD OF TRUSTEES

AGENDA

Meeting/Telephone Conference Call Meeting

December 17, 2015

**Beginning immediately after conclusion of the meeting of the Board's
Committee on Governance (which begins at 11:00 A.M. EST)**

Campus Location: 123 Tigert Hall, University of Florida, Gainesville, Florida

University of Florida Board of Trustees Members:

Steven M. Scott (Board Chair), David L. Brandon, Susan M. Cameron, Christopher T. Corr, Paul W. Davenport, Charles B. Edwards, James W. Heavener, Joselin Padron-Rasines, Rahul Patel, Jason J. Rosenberg, Robert G. Stern, David M. Thomas, Anita G. Zucker

- 1.0 Verification of Quorum Jamie Lewis Keith, VP/General Counsel/University Secretary
- 2.0 Call to Order and Welcome Steven M. Scott, Board Chair
- 3.0 Review and Approval of Minutes.....Steven M. Scott, Board Chair
None
- 4.0 Committee ReportsSteven M. Scott, Board Chair
[Committee on Governance](#)..... James W. Heavener, Chair
(Only if any Trustee did not attend the Committee's meetings.)
- 5.0 Board Action Items (Consent).....Steven M. Scott, Board Chair
[GV1. Collective Bargaining Agreement between the University of Florida Board of Trustees \(BOT\) and the Graduate Assistants United \(GAU\)](#)
- 6.0 New BusinessSteven M. Scott, Board Chair
- 7.0 Board Discussion/Informational ItemsSteven M. Scott, Board Chair
Executive Session
6.1 Collective Bargaining
Resume Public Session
- 8.0 AdjournSteven M. Scott, Board Chair



**UNIVERSITY OF FLORIDA BOARD OF TRUSTEES
COMMITTEE ON GOVERNANCE
COMMITTEE ACTION ITEM GV1
December 17, 2015**

SUBJECT: Collective Bargaining Agreement between the University of Florida Board of Trustees (BOT) and the Graduate Assistants United (GAU)

BACKGROUND INFORMATION

The University and the United Faculty of Florida-Graduate Assistants United (GAU) reached tentative agreement on December 3, 2015 regarding a wage reopener for 2015-2016. The amendment is effective January 1, 2016. It provides for \$50 in student fee relief and a \$430 across-the-board raise for graduate assistants (i.e., an employment role for graduate students who are hired as research and teaching assistants). The combination of \$50 fee relief and \$430 raise equals an average 2.5% compensation increase for members of the GAU, which is consistent with other employee groups at the University. GAU is expected to have completed its ratification vote by the time of the Committee’s and Board’s call.

PROPOSED COMMITTEE ACTION

The Committee on Governance is asked to ratify the amendments to the Collective Bargaining Agreement with the Graduate Assistants United, for recommendation to the Board of Trustees for approval on the Consent Agenda.

SIGNIFICANT POLICY ISSUES FOR COMMITTEE TO CONSIDER

Board of Governors approval is not required.

Submitted by: Joseph Glover, Senior Vice President for Academic Affairs and Provost



**UNIVERSITY OF FLORIDA BOARD OF TRUSTEES
COMMITTEE ON GOVERNANCE
COMMITTEE MINUTES
December 3, 2015 Meeting
Warrington Conference Room, Emerson Alumni Hall
University of Florida, Gainesville, Florida
Time Convened: 10:32 A.M. EST
Time Adjourned: 11:48 A.M. EST**

1.0 Verification of Quorum

Committee Chair James Heavener asked Vice President, General Counsel and University Secretary Jamie Lewis Keith to verify a quorum. Ms. Keith confirmed a quorum with all members present except Trustee Thomas.

Committee Members Present:

James W. Heavener (Chair), David L. Brandon, Susan M. Cameron, Christopher T. Corr, Steven M. Scott, Anita G. Zucker. Trustee Thomas had an unavoidable, longstanding business conflict with the UF Board Governance Committee's meeting on December 3rd that he had identified when we originally established the meeting schedule, but that we were unable to address. Trustee Thomas will be at the Board meeting on December 4th.

Others Present:

W. Kent Fuchs, President; Winfred Phillips, Executive Chief of Staff; Joseph Glover, Provost and Senior Vice President for Academic Affairs; Charles Lane, Senior Vice President and Chief Operating Officer; Paula Fussell, Vice President for Human Resource Services; Jamie Lewis Keith, Vice President, General Counsel and University Secretary; Mike McKee, Vice President and Chief Financial Officer; Elias Eldayrie, Vice President and Chief Information Officer; Thomas J. Mitchell, Vice President for Development and Alumni Affairs; William Connellan, Provost's Office--Director/lead labor negotiator; Kim Baxley, Director, Employee Relations, Human Resource Services; Michael Ford, Senior University Counsel; Ryan Fuller, Senior University Counsel; Janine Sikes, Assistant Vice President for Media Relations and Public Affairs; Melissa

Orth, Senior Director, Government Relations; Becky Holt, Executive Assistant; and other members of the University community and members of the media.

2.0 Call to Order and Welcome

Committee Chair Heavener called the meeting of the Committee on Governance to order at 10:32 a.m. EST, welcoming all present.

3.0 Review and Approval of Minutes

The Committee Chair asked for a motion to approve the minutes of the September 3, 2015 and September 4, 2015 committee meetings, which was made by Trustee Cameron and Seconded by Trustee Brandon. The Committee Chair 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 Executive Session

4.1 Collective Bargaining

The Committee Chair announced at 10:35 a.m. that the Committee would go into an executive session to discuss collective bargaining. All present who are not on the Committee or involved on or with the bargaining team left the meeting.

The Committee Chair resumed the public session at 11:20 a.m. and those who left rejoined the meeting.

5.0 Action Items

The Committee considered the following Action Items:

- GV1. Collective Bargaining Agreement between the University of Florida Board of Trustees (BOT) and the American Federation of State, County & Municipal Employees, AFL-CIO (AFSCME)

Vice President for Human Resource Services, Paula Fussell stated that the union represents about 730 support staff. The amendments provide a merit raise pool of 2.5% that will become effective on January 1, 2016 and a \$12 per hour pay rate beginning on January 1, 2016 for any employee currently making less than \$10 per hour.

Chair Heavener asked for a motion to approve Committee Action Item GV1, which was made by Trustee Zucker and Seconded by Trustee Scott. The Chair asked if there was any discussion, after which he asked for all in favor of the motion and any opposed. The motion was approved unanimously.

GV2. Collective Bargaining Agreement between the University of Florida Board of Trustees (BOT) and the Police Benevolent Association (PBA)

Vice President for Human Resource Services, Paula Fussell indicated that the amendments govern merit pay, field training officer pay and selection, and night shift pay differential, as well as educational requirements for employment and promotion. A summary of the specifics was included in the Committee Action Item in the Board's materials.

Chair Heavener asked for a motion to approve Committee Action Item GV2, which was made by Trustee Cameron and Seconded by Trustee Brandon. The Chair asked if there was any discussion, after which he asked for all in favor and any opposed. The motion was approved unanimously.

GV3. and R15-158 Election

Chair Heavener then asked Vice President, General Counsel and University Secretary Jamie Lewis Keith to provide some background on GV3 and R15-158 on elections.

Ms. Keith explained that, at Board Chair Steven Scott's initiative and without affecting the normal term of service of the Board's Chair and Vice Chair, the Committee was being asked to recommend election of the next Board Chair and Vice Chair at the December 2015 meeting (rather than at the June 2016 meeting), as permitted in the Bylaws with at least 2/3 of the Board concurring. The terms of service for the current and successor Chair and Vice Chair are unchanged, with the transition in service being effective on July 1, 2016 (or upon any unexpected vacancy). This six-month overlap in the Chair- and Vice Chair- elect with the current Chair and Vice Chair will best ensure a smooth transition in leadership during an unusually important year for University of Florida. In the coming year (1) UF will accelerate plans and activities for an historic capital campaign, and Board leadership will have an important role, along with the participation of all Board members; and (2) UF will need Board level oversight of UF-wide goals and strategies developed in President Fuchs' first full year at UF, aimed at advancing UF as a top national public research university. This focus will occur during a time of turnover in Board leadership at the beginning of President Fuchs' second full year of service. The overlap will also further Chair Scott's commitment to share responsibilities for the best interests of UF.

Committee Chair Heavener asked Board Chair Scott if he would like to comment.

Board Chair Scott said that he would like to make a motion, and Committee Chair Heavener asked him to proceed. Board Chair Scott highlighted Board Vice Chair Thomas' exceptional service to UF, including through leadership on this Board as its and the 2014 presidential search committee's Vice Chair, as Chair of the Committee on Governance and as Co-chair of the Committee on Strategic Initiatives. He also summarized Board Vice Chair Thomas' exceptional

experience in top international business and as the chair and a member of major corporate boards. Board Vice Chair Thomas is a leading international executive in information technology and services business, leading global businesses at IBM and IMS Health and having deep expertise in investments. Board Vice Chair Thomas has chaired the Board of Fortune Brands Home and Security, a Fortune 300 company, and serves on the Boards of Fidelity Investments and Interpublic Group, one of the largest holding companies for advertising agencies and communications services businesses. Board Vice Chair David Thomas has a deep understanding of the accomplishments and potential of UF, based on his experience as a student, his active involvement in the College of Engineering, and his leadership on the Board.

For these reasons, Board Chair Scott made a motion to approve Committee Action Item GV3 and Resolution R15-158 to elect Trustee Thomas as Chair of the Board on the Consent Agenda. The motion was seconded by Trustee Brandon. Committee Chair Heavener asked if there was any discussion, after which he asked for all in favor of the motion and any opposed. The motion was approved unanimously.

Committee Chair Heavener then accepted Trustee Brandon's desire to make a motion for Vice Chair. Trustee Brandon moved to approve Committee Action Item GV3 and Resolution 15-158, recommending to the full Board on its Consent Agenda that it approve Trustee Heavener as Vice Chair of the Board. Board Chair Scott took over leadership of the meeting upon this motion. In making his motion Trustee Brandon highlighted Committee Chair Heavener's accomplishments and contributions in business and at UF. Trustee Heavener is one of the great citizens of the University of Florida. He has been a leader on the UF Board as Chair of the Governance Committee. Trustee Heavener is a leader in the College of Business with the naming of its undergraduate college and building. Mr. Heavener is on the governing boards of the University of Florida Investment Corporation and Alumni Association, a Legacy Director of Gator Boosters, a member of the National Board of the UF Foundation, and a former Director of the University Athletic Association. Among many other leadership positions in business, Trustee Heavener is the CEO of The Heavener Company, which holds interests in Florida, national and international education, media production, internet services, real estate franchising, publishing, banking, and information technology. He is the Co-Chairman and CEO of Full Sail University and a Director of Florida Capital Bank. Mr. Heavener brings his broad-ranging business, education and international expertise, as well as extraordinary dedication and leadership, to University of Florida.

Board Chair Scott asked for a second to the motion, which was made by Trustee Cameron. The Board Chair asked if there was any discussion, after which he asked for all in favor of the motion and any opposed. The motion was approved unanimously.

Board Chair Scott indicated that in recommending to the full Board Trustee Thomas as Board Chair and Trustee Heavener as Board Vice Chair, the Committee acknowledges their accomplishments in a broad range of business, including international and technology business, their deep dedication and many contributions to University of Florida, and their leadership role on the UF Board and committees, as well as on affiliate Boards. The Committee expressed its

gratitude to Trustees Thomas and Heavener for their willingness to assume the weighty responsibilities of Board leadership.

6.0 Discussion/Informational Items

Chair Heavener then resumed leadership of the meeting and asked Senior University Counsel Mike Ford to address the insurance review of UF and UF Affiliates. Senior University Counsel Ford reported:

- The Office of General Counsel has enlisted the advice of Randy Jenkins, the President of the Self Insurance Program which provides or procures insurance and reinsurance for the health affairs endeavor at UF and Shands.
- The Self Insurance Program is willing to provide their expertise to this initiative.
- We have developed a recommendation for each affiliate, taking into account sovereign immunity as applicable and certain statutory protections for nonprofits in Florida, as well as the advice of Randy Jenkins and the outside consultant.
- We reviewed the recommendation with the CEO of each affiliate and the responsible UF Vice President, and Randy Jenkins will now go to the market to develop estimated cost to secure the recommended coverages, using economies of scale in purchasing power, prior to final confirmation of decisions with the relevant UF Vice Presidents and affiliate CEOs. We hope to reach consensus.
- The four main coverages recommended for most of the affiliates—if they do not already have these coverages—are (1) business interruption insurance (for those affiliates that rely significantly on revenue generation); (2) theft and criminal liability insurance (for those affiliates that handle a lot of money); (3) automobile liability insurance (as an addition to the general liability policy that most affiliates have); and (4) cyber security insurance (subject to review of cost and coverage to determine usefulness).
- Affiliates that need crop insurance have this coverage already.
- We have made great progress and should be ready to build consensus around final decision-making soon.

7.0 New Business

The Committee did not have any new business to discuss.

8.0 Adjourn

Chair Heavener asked for a motion to adjourn, which was made by Trustee Brandon and Seconded by Trustee Zucker. The Chair asked for all in favor and any opposed, and the motion was approved unanimously. The University of Florida Committee on Governance adjourned its meeting at 11:48 a.m. EST.