

Committee on Governance Minutes
University of Florida
Board of Trustees
March 21, 2005

Chair Mac McGriff called a meeting of the Governance Committee to order on March 21, 2005. The minutes of the December meeting were approved.

There were no action items so the meeting moved directly to a presentation by Athletic Director Jeremy Foley on two of the University's Direct Support Organizations, the University Athletic Association, Inc. and Gator Boosters, Inc. A discussion ensued after which the Committee concluded that the appointment and removal of UAA directors is by the University President and commented that other key indications of proper governance are also in place. The Committee recommended no changes to the structure of the UAA.

It was noted that the University and Gator Boosters, Inc. have an excellent working relationship but the Committee believes further examination of the appointment and removal of directors needs to occur as a matter of governance. Mr. McGriff suggested that the Gator Boosters bylaws should codify this element of governance.

A question was asked regarding investment by UAA monies, to which Mr. Foley responded. Upon inquiry of the Board of Trustees Audit Committee Chair Joelen Merkel, Mr. Foley respond to questions about UAA handling of money from sports camps. Mr. McGriff reported that at the September meeting, the committee will review the medical faculty practice plan corporations for the Gainesville and Jacksonville plans.

Mr. McGriff turned the committee's attention to the agenda item on DSO questionnaires. Mr. McGriff stated that if the Governance Committee addresses the president's control over the appointment and removal of Board of Directors, and the Audit Committee does oversight, then the Board of Trustees will have performed its oversight task. Mr. McGriff noted that examining the corporate structure is the job of the president.

Mr. McGriff stated that between now and June, an outside party will be identified to assist in presidential board evaluation for the next Board retreat. The committee determined it would make sense to conduct the presidential evaluation on a calendar year cycle and the board evaluation on a fiscal year basis. He reported that President Machen is preparing his one and three year goals for consideration and that the committee will discuss this in June as well.