

MINUTES

COMMITTEE ON GOVERNANCE

September 10, 2009

The Committee on Governance met on September 10, 2009. All Committee members except Trustee Courtney Cunningham were present.

The Committee reviewed and approved the Minutes from the Committee's meeting on June 12, 2009.

There were two action items on the agenda. The first was to consider the recommendation that the Board approve amendments to the Articles of Incorporation of Shands Teaching Hospital and Clinics, Inc. Vice President and General Counsel Jamie Lewis Keith reviewed each of the proposed changes. Ms. Keith explained that Florida Statutes require that any changes to Shands' Articles of Incorporation must be approved by the UF Board of Trustees. The proposed amendments will ensure that there is an appropriately coordinated and consolidated leadership for UF's Health Science Center and Shands. The existing relationship of Shands, as a separate legal entity, and UF's Health Science Center will continue, but the success of both entities will be enhanced through better and more effective leadership coordination. With the existing authority and changes being proposed, President Machen will be able to designate the new Senior Vice President for Health Affairs as Chair and President of Shands with Board appointment and removal authority. The Senior Vice President will serve in these roles as the UF President's designee which is a good control. The proposed changes implement the Board of Trustees' principles for affiliated organizations by making sure that a UF Trustee serves on Shands' Board as an ex-officio director. The number of Board members is being changed slightly to keep a good balance of insiders and outsiders while making the Board a more efficient size. The authorities granted in the Resolution will become effective upon Shands' Board's approval of the changes, which is anticipated in late September.

Trustee and Chair McGriff expressed his comfort with the changes. After discussion Trustee Ponce moved that the Committee recommend to the University Board that it approve the proposed amendments of the Shands Articles of Incorporation. The motion was seconded by Trustee and Vice Chair Alfonso and was passed unanimously by the Committee.

The second action item was to approve the recommendation to amend the Board Committees' Charters. After discussion, a motion by Trustee Ponce and a second by Trustee Scott, the Committee voted unanimously to recommend that the proposed amendments be adopted by the Board.

Trustee Dianna Morgan gave the Committee a brief report on Trustee vacancies that will need to be filled over the next year.

President Machen advised the Committee that Senior Vice President for Health Affairs David Guzick may make a presentation at the December meeting on Shands' and the Health Sciences Center's organizational structure and other developments.

The Committee then met in closed session to receive a report on the University's collective bargaining progress after which the meeting was adjourned.