

COMMITTEE ON GOVERNANCE
MINUTES
June 7, 2012

The Committee on Governance met on June 7, 2012 at approximately 12:30 p.m. With Marshall Criser, III (Chair), David Brown, Susan Cameron, Michael Heekin, Carolyn Roberts and Steven Scott in attendance, all Committee members were present.

Newly appointed Trustee, Chris Corr, also attended the meeting, as did President J. Bernard Machen, Senior Vice President for Academic Affairs and Provost Joe Glover, Vice President and General Counsel Jamie Lewis Keith, Senior University Counsels William Li and Mike Ford, Associate University Counsel Ryan Fuller, Director of Employee and Labor Relations Kimberly Czaplewski, Chief Negotiator William Connellan, and other university personnel and members of the public.

The first order of business was to approve the Minutes of the Committee's regular meeting on December 1, 2011 and the special meetings on March 28 and May 3, 2012. On a motion by Trustee Heekin and a second by Trustee Scott the Minutes were approved unanimously.

The one action item on the agenda, GV1, was to approve the creation of an LLC by Shands Teaching Hospital and Clinics, Inc. Ms. Keith provided a brief summary regarding the proposed LLC. She explained that under the Shands statute, as recently amended, the Board is required to approve the formation of all subsidiaries by Shands. Ms. Keith further explained that the purpose of the LLC is to facilitate the transfer and development of land presently owned by Shands to be developed by the UF Development Corporation as part of the Innovation Square project. After some additional discussion, on a motion by Trustee Scott and a second by Trustee Cameron, the Committee voted unanimously to recommend that the Board approve the formation of the LLC.

At the suggestion of Trustee Heekin, we briefly discussed the need to review the Boards's Bylaws which Board Chair Brown noted were dated. Chair Criser said the Committee would work on a review with the General Counsel. Chair Criser and other Committee members asked Ms. Keith to focus on updating the provisions on succession in the positions of Chair and Vice Chair upon a mid-term vacancy, to avoid the uncertainty experienced in April 2012, and also expressed an interest in updating the indemnity provision, hopefully with recommendations by the September meeting.

Ms. Keith also advised the Committee that although there is good protection for Trustees from liability under the doctrine of sovereign immunity, through the State Division of Risk Management, and Board indemnification, the General's Counsel's Office is looking into the commercial availability of Directors and Officers Liability insurance for the Trustees and she would report on this to the Committee at our next meeting.

The Committee then met in closed session with the Collective Bargaining Team to address collective bargaining strategy.

The meeting was adjourned at approximately 1:35 p.m.