



**UNIVERSITY OF FLORIDA BOARD OF TRUSTEES  
COMMITTEE ON GOVERNANCE  
COMMITTEE MINUTES  
December 1, 2016  
President’s Room 215B, Emerson Alumni Hall  
University of Florida, Gainesville, FL  
Time Convened: 1:18 p.m. EST  
Time Adjourned: 2:05 p.m. EST**

**1.0 Verification of Quorum**

After a roll call, a quorum was confirmed with five of seven members present.

**Committee Members Present:**

Mori Hosseini (Chair), David L. Brandon, Rahul Patel, David M. Thomas, and Anita G. Zucker. Board Chair James W. (Bill) Heavener and Trustee Steven M. Scott were unable to attend.

**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; David Guzick, Senior Vice President for Health Affairs and President of UF Health; Jack Payne, Senior Vice President for Agriculture and Natural Resources; Jamie Lewis Keith, Vice President, General Counsel and University Secretary; Jodi Gentry, Vice President for Human Resource Services; David Parrott, Vice President for Student Affairs; Ryan Fuller, Senior University Counsel for Employment and Labor; Melissa Orth, Senior Director, Government Relations and Assistant University Secretary; Brigit Dermott, Executive Assistant; Sandy Mitchell, Senior Administrative Assistant; and other members of the University community and members of the media.

**2.0 Call to Order and Welcome**

Committee Chair Mori Hosseini called the meeting of the Committee on Governance to order at 1:18 p.m. EST and welcomed the Committee members and all those in attendance.

### **3.0 Review and Approval of Minutes**

Committee Chair Hosseini asked for a motion to approve the minutes of the September 1, 2016 Committee meeting, which was made by Trustee Zucker, and a second, which was made by Trustee Brandon. Committee Chair Hosseini asked for further discussion, after which he asked for all in favor of the motion and any opposed, and the motion was approved unanimously.

Committee Chair Hosseini announced that the Committee would next have an executive session on collective bargaining strategy, and would reconvene in public session immediately after the executive session concluded.

### **4.0 Executive Session**

The Executive Session was convened at 1:20 p.m. EST.

The Public Session reconvened at 1:40 p.m. EST.

### **5.0 Action Items**

The Committee considered the following Action Items:

#### **GV1. Graduate Assistants United (GAU) Collective Bargaining Agreement**

Provost Joseph Glover noted that the GAU and UF bargaining teams have reached an agreement on amendment of GAU's collective bargaining agreement that provides an ~3% median compensation increase for graduate research assistants, through the following changes, effective January 1, 2017:

- an increase in the minimum graduate assistant stipend from \$13,000 to \$15,000;
- \$60 in student fee relief;
- a \$290 across-the-board raise; and
- an additional release unit to be used to work on union matters.

Committee Chair Hosseini asked for any discussion. Then, he asked for a motion to approve Committee Action Item GV1 for recommendation to the full Board for its approval on the Consent Agenda, which was made by Trustee Zucker, and a second, which was made by Trustee Brandon. The Committee Chair asked for any further discussion, after which he asked for all in favor of the motion and any opposed, and the motion was approved unanimously.

#### **GV2. Recognition of Police Department Lieutenants Union**

Vice President for Human Resource Services Jodi Gentry explained that there are eight Lieutenants in the UF Police Department, seven of whom are eligible to organize in a union. The seven are not members of the existing UF Police Department employee bargaining unit and have requested that the UF Board recognize them as a new Lieutenants Collective Bargaining Unit. Because they have demonstrated majority support of eligible members, the Board is

required by state law to recognize the seven Lieutenants as a union. Senior University Counsel Ryan Fuller explained there is no purpose in requiring the voting process by the Lieutenants, when their support is unanimous.

Committee Chair Hosseini asked for discussion. Then, he asked for a motion to approve Committee Action Item GV2 for recommendation to the full Board of Trustees for its approval on the Consent Agenda, which was made by Trustee Thomas, and a second, which was made by Trustee Zucker. The Committee Chair asked for any further discussion, after which he asked for all in favor of the motion and any opposed, and the motion was approved unanimously.

### **GV3. AFSCME Collective Bargaining Agreement**

Vice President Jodi Gentry next explained that the University's and the American Federation of State, County and Municipal Employees' (AFSCME) bargaining teams have reached an agreement on an across-the-board 1.5% salary increase, effective January 1, 2017. The Committee was asked to approve and recommend ratification of this amendment to the Collective Bargaining Agreement with AFSCME.

Committee Chair Hosseini asked for discussion. Then, he asked for a motion to approve Committee Action Item GV3 for recommendation to the full Board for its approval on the Consent Agenda, which was made by Trustee Patel, and a second, which was made by Trustee Zucker. The Committee Chair asked for any further discussion, after which he asked for all in favor of the motion and any opposed, and the motion was approved unanimously.

### **GV4. United Faculty of Florida – UF Chapter (UFF) Collective Bargaining Agreement**

Provost Joseph Glover explained that the University's and United Faculty of Florida's bargaining teams have reached agreement on a new three-year contract, effective January 1, 2017. Among other provisions are the following key provisions:

- a 1.5% across-the-board raise, effective on January 1, 2017;
- raises to the lowest paid lecturers, P. K. Yong faculty, and other non-tenure-track UFF members;
- a streamlined grievance process;
- increased discretion for deans to hire new faculty following faculty recommendations;
- a re-opener to negotiated leave changes in Article 21, following a UF study of leave policies; and
- a limitation of re-openers in years two and three to wages only.

The Committee was asked to approve and recommend ratification of the new contract.

Committee Chair Hosseini asked for discussion. Then, he asked for a motion to approve Committee Action Item GV4 for recommendation to the full Board for its approval on the Consent Agenda, which is made by Trustee Thomas, and a second, which was made by Trustee Brandon. The Committee Chair asked for any further discussion, after which he asked for all in favor of the motion and any opposed, and the motion was approved unanimously.

## **6.0 Discussion/Informational Items**

### **6.1 Updated UF Ethics Policy**

Committee Chair Hosseini turned the Committee's attention to two important Discussion Items in the Committee's Enhanced Good Governance Initiative.

First was a discussion of an updated UF Ethics Policy for Trustees and employees. Committee Chair Hosseini asked Ms. Keith to join him in summarizing the updated Policy and she and Mr. Hosseini provided a summary:

- Ms. Keith noted that, in 2004, the Board adopted a UF Ethics Policy for Trustees and employees that is important for the integrity and reputation of University of Florida.
- Committee Chair Hosseini noted that all Trustees and employees must take seriously their obligation to conduct UF business to the highest standards of ethics and business practices.
- It has been 12 years since the Board adopted the policy, and Committee Chair Hosseini stated that, as part of the Governance Committee's Enhanced Good Governance Initiative, Trustee Rahul Patel and he asked UF's General Counsel, Jamie Keith, who is the Ethics Advisor for the University, to draft an update to the Board's 2004 Policy.
- Ms. Keith noted that the Trustee Governance Working Group—Trustees Johnson, Patel, Thomas, and Hosseini, with Board Chair Heavener's involvement—reviewed the update favorably, but added a provision requiring its review every five years.
- Ms. Keith further noted:
  - The update provides more in-depth guidance on requirements for Trustees and employees to fulfill their longstanding obligation to conduct their UF activities to highest ethical standards and business practices.
  - Compliance with existing UF regulation 1.011 and the State Code of Conduct for Public Officers and Employees is emphasized, as are the roles of the Board's Committee on Governance, the Ethics Advisor, and those who approve outside activities.
  - Importantly, the update raises awareness of actual, likely potential, and the appearance of conflicts of interest, because avoiding these is important to fulfilling the longstanding standard of highest ethical and business practices.
  - The update notes that some conflicts are permitted as in UF's interest, if they are identified, disclosed and carefully managed according to UF policies and regulations and applicable law.
    - For example, statutes and regulations recognize that identified, well-managed and monitored conflicts in licensing IP and in research agreements can be important to the University's and state's interest in successful commercialization of academic research—because successful commercialization often requires involvement of faculty inventors. These conflicts are disclosed and managed through an established vetting process.

- Ms. Keith explained that the update provides detailed guidance codifying the processes for advice and decision-making on actual, potential and appearance of conflicts.
  - Trustees and senior officers are to consult with the Ethics Advisor when questions or issues arise.
  - Deans and employees who are not senior officers are to notify the authority who approves their outside activities and that approving authority seeks guidance from the Ethics Advisor on issues and questions.
  - It is presumed that the advice of the Ethics Advisor must be followed to comply with the Policy, but a final decision may be requested of
    - the Chair of the Governance Committee for Trustees and the President
    - the President for senior officers
    - the highest ranking relevant Vice President and the President or designee for deans and employees who aren't senior officers.
- She also said the update provides detailed guidance on recusal, which is necessary when—for example—a Trustee or employee serves on a nonprofit board and the nonprofit has a business relationship with UF.
  - There is a prohibition under state law against a Trustee or employee having a contractual or employment relationship with an entity that is doing business with UF.
  - However, the Ethics Commission has found there is no contractual or employment relationship if the entity is a nonprofit and the university Trustee or employee is serving on the entity's board as an uncompensated volunteer.
  - In such circumstances, the update makes clear that UF's ethics standards and regulations require that the Trustee or employee who is serving on a nonprofit board in a volunteer capacity be fully recused—on both sides—from specific matters involving UF and the nonprofit.
  - Recusal must be formally documented and noticed.
  - Providing mere contact information for representatives of UF and the other party is not a violation of recusal, as long as that is the only involvement of the recused individual and there is no involvement in a specific matter.

Committee Chair Hosseini noted his understanding, affirmed by Ms. Keith, that the updated policy has been shared and reviewed favorably with the General Counsel of the Board of Governors and has been shared with the General Counsels of other universities.

Committee Chair Hosseini asked the Committee members for any questions or comments, or to indicate their support of the draft. The Committee endorsed the update. Committee Chair Hosseini directed General Counsel Keith to publish the Policy as a regulation for adoption by the Board at its next opportunity. The regulation could be acted on at the March 2017 Board meeting, or at any earlier Board call, should one be scheduled before March.

## 6.2 Update on Board Governance Initiative

Committee Chair Hosseini next addressed an update of the Committee's Enhanced Good Governance Initiative. The Initiative is being carried out by the Trustee Working Group, which Committee Chair Hosseini chartered, with Board Chair Heavener's support, at the Board's September meeting, and provided this update:

- Trustees Len Johnson, Rahul Patel, David Thomas and Mori Hosseini are the Working Group members and Board Chair Bill Heavener is also involved.
- It has been 10 years since the Board adopted a comprehensive delegation of authorities to the President and Senior Administration and the Working Group is reviewing the delegations and other governance practices to update them as needed for good Board governance.
- The Board does not intend to get involved in management or to interfere with the operation of UF, which is a large, complex, broad-scope, and diverse multi-billion-dollar-a-year enterprise, and has the benefit of able professional staff.
- But the Board has a fiduciary role and wants to be sure that major actions that exceed reasonable thresholds for "ordinary business" of UF are brought to the Board, considering good governance and feasibility concerns.
- In its fiduciary role, the Board also wants to be sure that all matters brought to the Board for action are fully understood and discussed by the Board before action is taken.
- This governance initiative is also reviewing the governance practices of the governing boards of the separate private, charitable corporations that are close UF affiliates, and considering how the UF Board can appropriately oversee such affiliates' governance—while also respecting the role of the affiliates' own boards and ensuring good governance standards.
- The Working Group has benchmarked practices of UF's peer public research universities—University of Michigan, The Ohio State University, Pennsylvania State University and University of Texas, Austin.
- The Working Group is reviewing a broad scope of key areas for good governance consideration and thresholds for UF Board and/or Affiliate Board approval—as well as the form of approval or meaningful involvement by the Board that makes sense in different areas.
- The initiative involves substantial work and is staffed by General Counsel Jamie Keith; Chief Operating Officer Charlie Lane is also advising.

Committee Chair Hosseini thanked President Fuchs for his strong support of the Working Group's efforts to make reasonable and responsible good governance updates. Trustee Rahul Patel made the point that everyone—Board and Administration—is supportive, cooperative, and has the same objective to enhance good governance and this is much appreciated.

Committee Chair Hosseini also noted that the Board of Governors has named a Task Force of Trustees from all universities to develop guidelines for good board governance and is looking to UF to provide recommendations and will allow us to develop our proposals before engaging at

the BOG level, expected in January. He said that there would be a further update in the coming month.

## **7.0 New Business**

There was no new business to come before the Committee.

## **8.0 Adjourn**

After asking for any further discussion and hearing none, Committee Chair Hosseini asked for a motion to adjourn the meeting, and the motion was passed unanimously. The University of Florida Committee on Governance was adjourned at 2:05 p.m. EST.