



**UNIVERSITY OF FLORIDA BOARD OF TRUSTEES
COMMITTEE ON GOVERNANCE
COMMITTEE MINUTES**

September 1, 2016

Emerson Alumni Hall, University of Florida, Gainesville, FL

Time Convened: 11:30 a.m. EDT

Time Adjourned: 11:35 a.m. EDT

1.0 Verification of Quorum

Vice President, General Counsel and University Secretary Jamie Lewis Keith confirmed a quorum with all members present.

2.0 Call to Order and Welcome

Committee Chair, Mori Hosseini called the meeting to order at 11:30 a.m. EDT and welcomed all Trustees and everyone in attendance at the meeting.

Members present were:

Mori Hosseini (Chair), David L. Brandon, James W. Heavener, Rahul Patel, Steven M. Scott, David M. Thomas, Anita G. Zucker

Others present were:

Trustees Leonard H. Johnson, Marsha D. Powers, Robert G. Stern, Jason J. Rosenberg, Nicole LP Stedman and Susan D.C. Webster; 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; Jamie Lewis Keith, Vice President, General Counsel and University Secretary; other members of the President's Cabinet; 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.

3.0 Review and Approval of Minutes

Committee Chair Hosseini asked for a motion to approve the minutes of the June 9, 2016, Committee meeting, which was made by Trustee Thomas and Seconded by Trustee Scott. 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 Action Items

There were no Committee Action Items.

5.0 Discussion/Informational Items

The following Discussion/Informational Item was the addressed by the Committee:

5.1 Presidential Authorities Review

Committee Chair Hosseini asked for the Committee's input on and endorsement of his plan to assign Trustee Leonard Johnson, Rahul Patel and Hosseini, to work with President Fuchs and General Counsel Keith to review the existing Presidential Authorities Resolution, R07-37, which was adopted by the Board in 2007, as well as the parameters for the related delegations to the senior administration. They will make recommendations to the Governance Committee for any advisable updates and enhancements in support of good and appropriate Board-level governance.

Once the Governance Committee considers and discusses the recommendations, it will make a recommendation to the full Board for its approval. Committee Chair Hosseini asked for discussion and questions from any Trustee (whether or not a member of the Committee). The Committee members and other Trustees indicated their support.

6.0 New Business

There was no new business.

7.0 Adjourn

After asking for any further discussion and hearing none, Committee Chair Hosseini adjourned the meeting at 11:35 a.m. EDT.



**UNIVERSITY OF FLORIDA BOARD OF TRUSTEES
COMMITTEE ON GOVERNANCE
COMMITTEE AGENDA
September 1, 2016**

**Immediately after the meeting of the Committee on Finance and Facilities,
which is after the meeting of the Committee on Educational Policy and Strategic
Initiatives, which starts at 10:15 a.m. EDT
Emerson Alumni Hall, University of Florida, Gainesville, FL**

Committee Members:

Mori Hosseini (Chair), David L. Brandon, James W. Heavener, Rahul Patel, 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 WelcomeMori Hosseini, Chair
- 3.0 Review and Approval of Minutes.....Mori Hosseini, Chair
[June 9, 2016](#)
- 4.0 Action ItemsMori Hosseini, Chair
None due to the Retreat.
- 5.0 Discussion/Informational Items.....Mori Hosseini, Chair
5.1 Presidential Authorities Review
- 6.0 New BusinessMori Hosseini, Chair
None due to the Retreat.
- 7.0 AdjournMori Hosseini, Chair



**UNIVERSITY OF FLORIDA BOARD OF TRUSTEES
COMMITTEE ON GOVERNANCE
COMMITTEE MINUTES**

June 9, 2016

**President's Room 215B, Emerson Alumni Hall
University of Florida, Gainesville, FL**

Time Convened: 1:36 p.m. EDT

Time Adjourned: 3:05 p.m. EDT

1.0 Verification of Quorum

After a roll call, a quorum was confirmed with all members present.

University of Florida Board of Trustee Members present:

James W. Heavener (Chair), David L. Brandon, Mori Hosseini, Rahul Patel, Steven M. Scott, David M. Thomas, Anita G. Zucker.

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; Jamie Lewis Keith, Vice President, General Counsel and University Secretary; Elias Eldayrie, Vice President and Chief Information Officer; Michael Ford, Senior University Counsel; Lee Nelson, Director, Office of Real Estate; Colt Little, Associate University Counsel; Janine Sikes, Assistant Vice President for Media Relations and Public Affairs; 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 James W. Heavener called the meeting of the Committee on Governance to order at 1:36 p.m. EDT and welcomed the Committee members and all those in attendance. He particularly welcomed new Committee member, Mori Hosseini.

3.0 Review and Approval of Minutes

Committee Chair Heavener asked for a motion to approve the minutes of the March 31, 2016 Committee meeting, which was made by Trustee Brandon and a second which was made by Trustee Zucker. Committee Chair Heavener 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 Action Items

The Committee considered the following Action Items:

GV1. Update to Committee on External Relations Charter

Ms. Keith explained that the Governance Committee is responsible for review of all committee charter changes; this update to the Committee on External Relations' Charter incorporates donor and alumni relations in the scope of the Committee. The update codifies existing practice and was subject to approval by the Committee on External Relations.

Committee Chair Heavener 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 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.

GV2. FY16 Performance Goals

Committee Chair Heavener asked President Fuchs and Board Chair Scott to present GV2—FY16 Presidential Performance Goals—an assessment of the President's performance against the Board-approved Presidential Performance Goals for FY2016. President Fuchs asked Ms. Keith to provide brief context.

Ms. Keith began by noting that there are three Action Items—GV2, 3 and 4—that relate to the President's Performance Goals and the University-wide Strategy to achieve premier national public research university stature to enhance UF's already high-level of contributions to the state, nation and world.

Ms. Keith explained that Committee Action Item GV2 was a final action, which did not require further action from the Board, confirming the Board Chair's and the President's assessment that the seven Board-approved FY16 Presidential Performance Goals were achieved at the 100 percent level. All Trustees received a copy of the assessment. It was noted in connection with the endowment growth goal that the University broke its historic high fundraising record in FY16 and is going to break that new high record again this year. The target value for endowment growth was reached during the year as well, although market fluctuations caused the value to rise and fall. Chair Steve Scott pointed out, and Committee members concurred,

that endowment growth will be driven by fundraising success, which the Committee celebrated as historic. It was also acknowledged that Chair Scott provided the assessment to Board of Governors' Chair Tom Kuntz for his input, which was favorable.

She continued that GV3 addresses the requirement that the President and Board Chair develop--the Committee on Governance finalize and recommend--and the Board determine and finally approve--Presidential Performance Goals each year. These goals are to be tied to advancement of the University to premier national public research university stature and to satisfaction of Board of Governors' system and institution metrics. The President and Board Chair are to propose--and the Committee and Board also are to establish-- the measures for 100 percent and 75 percent accomplishment of these goals. This was done for the first time last June 2015 for FY16. In GV3, the Committee was to be asked to recommend and the Board was to be asked to approve the Presidential Performance Goals for FY17 on the Consent Agenda.

Finally, Ms. Keith explained that the Presidential Performance Goals were intended to advance a UF-wide Strategy, the development of which was also a requirement of Dr. Fuchs contract and, over the last year, Dr. Fuchs and the Board have called this the UF-wide Strategic Goals. She noted that the development of these UF-wide Strategic Goals was also the first Presidential Performance Goal of FY16. GV4 was the Committee's action on the proposed UF-wide Strategic Goals for recommendation to the full Board for its final endorsement on the Consent Agenda. This UF-wide Strategy was the subject of this morning's second strategic session and was previously addressed and favorably reviewed at two Board meetings in April and December 2015 and two Board retreats in June and September 2015.

President Fuchs then addressed GV2 and reviewed performance under each goal with the Committee, demonstrating 100 performance.

Committee Chair Heavener asked for a motion to approve Committee Action Item GV2 as a final action, which was 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.

GV3. FY17 Performance Goals

President Fuchs presented Committee Action Item GV3, the proposed Presidential Performance Goals for FY17, which were developed in consultation with Board Chair Steve Scott. All Trustees received a copy of these goals, which build on and continue the FY16 Goals and include new goals relating to Board of Governors and state economic development and job opportunity priorities. President Fuchs noted that to achieve 100 percent performance, eight of ten goals must be substantially met, and to achieve 75 percent performance seven of ten goals must be substantially met. Achievement was at the 100 percent level. He pointed out that on goal 4, UF broke all fundraising records by raising well over \$300M for the year; and UF is projected to break that record this year. The endowment reached the \$1.59B goal during the year, but with market fluctuations the value rises and falls. The Committee members applauded the

fundraising accomplishments and concurred that the endowment value is tied to fundraising and its market fluctuations are to be expected. Trustee Hosseini asked President Fuchs, who enthusiastically agreed, to address at the September Board of Trustees' retreat the related and other actions UF needs to take to advance to premier national public AAU university stature, as well as how best to address performance funding metrics.

Committee Chair Heavener 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 Hosseini 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. UF-wide Strategic Goals

President Fuchs presented Committee Action Item GV4—UF-wide Strategic Goals and their advancement through the strategic initiatives and plans of the 16 colleges and the major units of the University. This UF-wide Strategy is intended to advance UF to premier national public AAU research university stature for even greater contributions by UF to the state, nation and world. These Strategic Goals were a subject of discussion and favorable review at two Board meetings in April and December 2015, as well as the two Board Retreats in June and September 2015 and the Special Strategic Session held in the morning of this June 9 Committee meeting. They have been reviewed at the Faculty Senate and reflect broad UF community input and the results of fact gathering by a Goal-Setting Task Force of faculty, deans, and students.

After discussion and expressions of support, Committee Chair Heavener asked for a motion to approve Committee Action Item GV4 for recommendation to the full Board for its approval on the Consent Agenda--which was made by Trustee Thomas and a second, which was made by Trustee Patel. 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.

GV5 and R16-179. Election

Ms. Keith noted that Committee Action Item GV 5 and Resolution R16-179 concern the election of Trustee Bill Heavener as Chair and Trustee Mori Hosseini as Vice Chair of the Board for two-year terms beginning July 1, 2016. Ms. Keith recommended to Committee Chair Heavener that Board Vice Chair Thomas chair this segment of the meeting, which Vice Chair Thomas then did. All Trustees were provided with copies of the Resolution. Ms. Keith noted that, considering the importance of UF's strategic relationships with the state, Trustee Thomas and President Fuchs agreed that this proposed leadership team for the Board is in UF's interest. It was further noted that Trustee Heavener, as the incoming Vice Chair, is already in line to chair the Board; Trustee Hosseini is the immediate past Chair of the Board of Governors and was instrumental in acknowledgement and funding of UF as the foremost preeminent university in Florida. Not only do Trustees Heavener and Hosseini have the ability to lead the Board and the commitment to further UF's strategic goal to be a premier public AAU research university, which are of

paramount importance, but Trustees Heavener and Hosseini also have the most knowledge of the state and the greatest ability to work with President Fuchs and his administration to develop and successfully execute a strategy to obtain the resources and flexibility needed to accomplish UF's strategic objectives at this time.

Committee Acting Chair Thomas asked for a motion to recommend GV5 and Resolution R16-179 to the Board for its approval on the Consent Agenda, which was made by Trustee Brandon. Board Vice Chair Thomas asked for a second, which was made by Trustee Patel. Trustee Thomas 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.

5.0 Discussion/Informational Items

5.1 VP and Office for Development and Alumni Affairs renamed "VP and Office for Advancement"

Committee Chair Heavener asked President Fuchs to address the renaming of the Office for Development and Alumni Affairs to the Office for Advancement. President Fuchs noted that no action was needed by the Board. The new name is a more modern description of the existing role of this office that does not change the scope of the office or Vice President Thomas Mitchell's position.

5.2 Melissa Orth, Assistant University Secretary (Assistant Secretary) for the Board

Committee Chair Heavener asked Ms. Keith to address the President's designation of Melissa Orth as Assistant University Secretary (Assistant Secretary) for the Board. Ms. Keith noted that the Bylaws give the President and Corporate Secretary this authority, and that the role reports to Ms. Keith as Vice President, General Counsel and University Secretary. Ms. Orth will spend 30 percent of her effort on this role, while continuing to report to Jane Adams and spending 70 percent of her effort on government relations. The Committee expressed gratitude to Ms. Orth and enthusiasm for this formal assignment of duties.

5.3 University of Florida Development Corporation

Committee Chair Heavener asked Ms. Keith to address Discussion Item 5.3. Ms. Keith noted that the UF Development Corporation would give a presentation on its mission-alignment with UF, governance controls, and strategic priorities as part of the Governance Committee's initiative for good governance oversight of UF's Category 1, most substantial, affiliates. These affiliates are on two to three year presentation cycles. It was noted that the slides for the presentation were made available to all Trustees. The leadership, governance controls and priorities of UFDC are closely tied to UF. Trustee David Brandon chairs the Board, which also includes UF Senior Vice President and Chief Operating Officer Charlie Lane. UF Executive Chief of Staff Win Phillips is the President, UF Director of Real Estate Lee Nelson is the Treasurer, and UF Senior University Counsel Colt Little is the Secretary. Messrs. Phillips, Little and Nelson

made the presentation and answered questions. Their slides are incorporated in these minutes. Ms. Keith noted that her scheduling error during the transition in Executive Assistants to the Board will result in the University Athletic Association making its presentation in December.

5.4 Cyber Security Insurance update

Committee Chair Heavener asked Senior University Counsel Mike Ford and Vice President and Chief Information Officer Elias Eldayrie to update the Committee on cybersecurity insurance. Mr. Eldayrie and Mr. Ford noted that the Chief Information Officer's office, General Counsel's Office, and Self Insurance Program are working with an insurance broker, Arthur J. Gallagher & Co., to go to market to assess the scope of cybersecurity insurance coverage that would be available to UF and those of its affiliates that may benefit, as well as the cost, to determine if coverage would be worthwhile. This process involves an in-depth application and will take some months.

5.5 Executive Session

Committee Chair Heavener announced that the Committee would go into an executive session to discuss collective bargaining strategy and then reconvene in public session to address any new business and adjourn, which occurred.

Executive Session commenced: 2:35 p.m. EDT

Public Session resumed: 3:02 p.m. EDT

6.0 New Business

There was no new business.

7.0 Adjourn

Asking for any further discussion and hearing none, Chair Heavener asked for a motion to adjourn the meeting which was made by Trustee Thomas and a second, which was made by Trustee Patel and, with no further discussion, the motion was passed unanimously and the University of Florida Committee on Governance was adjourned at 3:02 p.m. EDT.