



**UNIVERSITY OF FLORIDA BOARD OF TRUSTEES
BOARD MEETING MINUTES**

January 13, 2017

Time Convened: 9:31 a.m. EST

Time Adjourned: 9:35 a.m. EST

123 Tigert Hall

University of Florida, Gainesville, FL

1.0 Verification of Quorum

Board Chair Bill Heavener asked Jamie Lewis Keith, Vice President, General Counsel and University Secretary, to verify a quorum. Ms. Keith verified a quorum with all members present, except Trustee Leonard H. Johnson, who was unable to attend.

Board members present are:

James W. Heavener (Chair), David L. Brandon, Mori Hosseini (Vice Chair), Rahul Patel, Marsha D. Powers, Jason J. Rosenberg, Steven M. Scott Nicole LP Stedman, Robert G. Stern, David M. Thomas, Susan D.C. Webster and Anita G. Zucker were present. Trustee Leonard H. Johnson was unable to attend, due to a longstanding commitment scheduled before the meeting.

Others present:

W. Kent Fuchs, President; Winfred Phillips, Executive Chief of Staff; Jodi Gentry, Vice President for Human Resource Services; Jane Adams, Vice President for University Relations; Jamie Lewis Keith, Vice President, General Counsel and University Secretary; Ryan Fuller, Senior University Counsel for Human Resources; Melissa Orth, Senior Director, Government Relations, and Assistant University Secretary; Brigit Dermott, Executive Assistant.

2.0 Call to Order and Welcome

Chair Heavener called the meeting to order at 9:31 a.m. EST and welcomed all Trustees, the Administration and all in attendance at the meeting.

3.0 Committee Reports

Chair Heavener noted that a report would not be delivered for the Committee on Governance because all Trustees attending the full Board meeting were present at the Committee meeting.

4.0 Action Items (Consent)

Chair Heavener asked Ms. Keith to address the voting conflict. Ms. Keith stated that all Trustees just heard Trustee Rosenberg's voting conflict disclosure and have received a copy. A copy of this disclosure is attached to the minutes of both meetings and the disclosure was read into the minutes of the Board's meeting.

Ms. Keith then noted that Trustee Rosenberg will vote regarding the Consent Agenda, but in doing so he abstains from GV1. Chair Heavener asked if any Trustee wished for further discussion of any matters to be approved by the Board on the Consent Agenda.

He then asked for a motion to approve the Consent Agenda (comprising all the Action Items listed below), which was made by Trustee Scott, and a second, which was made by Trustee Zucker. The Chair asked for all in favor of the motion and any opposed, and the motion was approved unanimously, with Trustee Rosenberg abstaining on GV1.

Board of Trustees (BT)

BT1. Minutes: Special Session, December 1, 2016
December 2, 2016

Committee on Governance (GV)

GV1. Florida Clinical Practice Association, Inc. Participation in UF Health South Central, LLC
GV2. Collective Bargaining Agreement between UF Board of Trustees (BOT) and the Police Benevolent Association (PBA)

5.0 New Business

There was no new business to come before the Board.

6.0 Adjourn

Asking for any further discussion and hearing none, Chair Heavener asked for a motion to adjourn the meeting, which was made by Trustee Brandon, and a second, which was made by Trustee Powers. With no further discussion, the motion was passed unanimously and the University of Florida Board of Trustees meeting was adjourned at 9:35 a.m. EST.



Office of the Vice President and General Counsel

123 Tigert Hall
PO Box 113125
Gainesville, FL 32611-3125
352-392-1358
352-392-4378 Fax

January 12, 2017

Re: Voting Conflict Disclosure of Trustee Jason Rosenberg

Dear Trustees,

Every so often, Trustees, their families or business associates have an interest in a matter brought to the Board and have to follow a Florida statutory process for voting conflicts. Attached is Trustee Jason Rosenberg's disclosure, which he is properly making under the Florida Code of Ethics for Public Officers and Employees, Section 112.3143, Florida Statutes, in connection with University of Florida Board of Trustees Action Item GV1 of January 13, 2017.

The disclosure notes that Orthopaedic Institute, LLC (OI, LLC), in which Dr. Rosenberg is a member and through which he practices as a plastic surgeon, has a location and provides orthopedic clinical services in The Villages, Marion County. The net revenues of OI LLC inure to the financial benefit of Dr. Rosenberg and his fellow members and are or may be affected by competition in OI LLC's practice areas in The Villages and Marion County. UF faculty physicians are expanding the clinical services they currently offer in Marion County, in physical locations newly acquired by UF Health South Central, LLC (UF HSoC LLC) in Ocala and Summerfield just north of The Villages. It is proposed in GV1 that the UF College of Medicine's practice plan, Florida Clinical Practice Association, Inc. (FCPA—which supports the clinical practice of the College's faculty physicians), acquire a membership interest in UF HSoC LLC. Through UF HSoC LLC, FCPA and the current member, Shands Teaching Hospital and Clinics, Inc., would co-own these newly acquired properties for the efficient operation and expansion of UF faculty physicians' clinical practice in The Villages and Ocala in several areas, including orthopedics.

While he is not legally required to do so once he has made his disclosure and it is read into the minutes of the January 13, 2017 meetings of the University of Florida Board of Trustees' Committee on Governance and full Board, Trustee Rosenberg is voluntarily abstaining from discussion at both meetings and, as required by the statute but also as he intended anyway, Trustee Rosenberg is abstaining from voting on GV1 at the full Board meeting.

Best regards,

A handwritten signature in blue ink that reads "Jamie".

Jamie Lewis Keith
Vice President, General Counsel
And University Secretary

Enclosure

The Foundation for The Gator Nation

An Equal Opportunity Institution

FORM 8A MEMORANDUM OF VOTING CONFLICT FOR STATE OFFICERS

LAST NAME—FIRST NAME—MIDDLE NAME Rosenberg, Jason J.	NAME OF BOARD, COUNCIL, COMMISSION, AUTHORITY, OR COMMITTEE University of Florida Board of Trustees
MAILING ADDRESS 7117 NW 20th. Place	NAME OF STATE AGENCY
CITY Gainesville	COUNTY Alachua
DATE ON WHICH VOTE OCCURRED January 13, 2017	MY POSITION IS: <input type="checkbox"/> ELECTIVE <input checked="" type="checkbox"/> APPOINTIVE

WHO MUST FILE FORM 8A

This form is for use by any person serving at the State level of government on an appointed or elected board, council, commission, authority, committee, or as a member of the Legislature. It applies to members of advisory and non-advisory bodies who are presented with a voting conflict of interest under Section 112.3143, Florida Statutes.

Your responsibilities under the law when faced with voting on a measure in which you have a conflict of interest will vary greatly depending on whether you hold an elective or appointive position. For this reason, please pay close attention to the instructions on this form before completing and filing the form.

INSTRUCTIONS FOR COMPLIANCE WITH SECTION 112.3143, FLORIDA STATUTES

ELECTED OFFICERS:

As a person holding elective state office, you may not vote on a matter that you know would inure to your special private gain or loss. However, you may vote on other matters, including measures that would inure to the special private gain or loss of a principal by whom you are retained (including the parent or subsidiary or sibling organization of a principal by which you are retained); to the special private gain or loss of a relative; or to the special private gain or loss of a business associate. If you vote on such a measure or if you abstain from voting on a measure that would affect you, you must make every reasonable effort to disclose the nature of your interest as a public record in a memorandum filed with the person responsible for recording the minutes of the meeting, who shall incorporate the memorandum in the minutes. If it is not possible for you to file a memorandum before the vote, the memorandum must be filed with the person responsible for recording the minutes of the meeting no later than 15 days after the vote.

For purposes of this law, a "relative" includes only your father, mother, son, daughter, husband, wife, brother, sister, father-in-law, mother-in-law, son-in-law, and daughter-in-law. A "business associate" means any person or entity engaged in or carrying on a business enterprise with you as a partner, joint venturer, coowner of property, or corporate shareholder (where the shares of the corporation are not listed on any national or regional stock exchange).

A member of the Legislature may satisfy the disclosure requirements of this section by filing a disclosure form created pursuant to the rules of the member's respective house if the member discloses the information required by this subsection, or by use of Form 8A.

* * * * *

APPOINTED OFFICERS:

As a person holding appointive state office, you are subject to the abstention and disclosure requirements stated above for Elected Officers. You also must disclose the nature of the conflict before voting or before making any attempt to influence the decision by oral or written communication, whether made by you or at your direction.

For purposes of this law, a "relative" includes only your father, mother, son, daughter, husband, wife, brother, sister, father-in-law, mother-in-law, son-in-law, and daughter-in-law. A "business associate" means any person or entity engaged in or carrying on a business enterprise with you as a partner, joint venturer, coowner of property, or corporate shareholder (where the shares of the corporation are not listed on any national or regional stock exchange).

IF YOU INTEND TO MAKE ANY ATTEMPT TO INFLUENCE THE DECISION PRIOR TO THE MEETING AT WHICH THE VOTE WILL BE TAKEN:

- You must complete and file this form (before making any attempt to influence the decision) with the person responsible for recording the minutes of the meeting, who will incorporate the form in the minutes.
- A copy of the form must be provided immediately to the other members of the agency.
- The form must be read publicly at the next meeting after the form is filed.

IF YOU MAKE NO ATTEMPT TO INFLUENCE THE DECISION EXCEPT BY DISCUSSION OR VOTE AT THE MEETING:

- You must disclose orally the nature of your conflict in the measure before participating.
- You must complete the form and file it within 15 days after the vote occurs with the person responsible for recording the minutes of the meeting, who must incorporate the form in the minutes. A copy of the form must be provided immediately to the other members of the agency, and the form must be read publicly at the next meeting after the form is filed.

DISCLOSURE OF STATE OFFICER'S INTEREST

I, Jason J. Rosenberg, hereby disclose that on January 13, 20 17 :

(a) A measure came or will come before my agency which (check one or more)

- inured to my special private gain or loss;
- inured to the special gain or loss of my business associate, _____ ;
- inured to the special gain or loss of my relative, _____ ;
- inured to the special gain or loss of The Orthopaedic Institute, LLC and its members, by whom I am retained; or
- inured to the special gain or loss of _____, which is the parent, subsidiary, or sibling organization of a principal which has retained me.

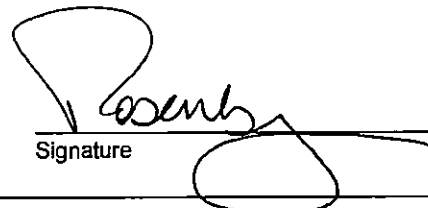
(b) The measure before my agency and the nature of my conflicting interest in the measure is as follows:

Orthopaedic Institute, LLC (OI, LLC), in which I am a member and through which I practice as a plastic surgeon, has a location and provides orthopedic clinical services in The Villages, Marion County. The net revenues of OI LLC inure to my financial benefit and that of my fellow members and are or may be affected by competition in OI LLC's practice areas in The Villages and Marion County. I am also a Trustee on the University of Florida Board of Trustees and will be present at the Board and Board's Committee of Governance meetings on January 13, 2017. University of Florida (UF) faculty physicians are expanding the clinical services they currently offer in Marion County, in physical locations newly acquired by UF Health South Central, LLC (UF HSoC LLC) in Ocala and Summerfield just north of The Villages. It is proposed in GV1—a Committee Action Item presented to the University of Florida Board of Trustees Committee on Governance and subsequently to the full Board on January 13, 2017—that the UF College of Medicine's practice plan, Florida Clinical Practice Association, Inc. (FCPA—which supports the clinical practice of the College's faculty physicians), acquire a membership interest in UF HSoC LLC. Through UF HSoC LLC, FCPA and the current member, Shands Teaching Hospital and Clinics, Inc., would co-own these newly acquired properties for the efficient operation and expansion of UF faculty physicians' clinical practice in The Villages and Ocala in several areas, including orthopedics.

As required by law, and as I would have done voluntarily anyway, I am abstaining from voting on GV1 of January 13, 2017, and I am voluntarily abstaining from discussion of this matter as well.

If disclosure of specific information would violate confidentiality or privilege pursuant to law or rules governing attorneys, a public officer, who is also an attorney, may comply with the disclosure requirements of this section by disclosing the nature of the interest in such a way as to provide the public with notice of the conflict.

January 12, 2017
Date Filed


Signature

NOTICE: UNDER PROVISIONS OF FLORIDA STATUTES §112.317, A FAILURE TO MAKE ANY REQUIRED DISCLOSURE CONSTITUTES GROUNDS FOR AND MAY BE PUNISHED BY ONE OR MORE OF THE FOLLOWING: IMPEACHMENT, REMOVAL OR SUSPENSION FROM OFFICE OR EMPLOYMENT, DEMOTION, REDUCTION IN SALARY, REPRIMAND, OR A CIVIL PENALTY NOT TO EXCEED \$10,000.