1.0 Verification of Quorum
Interim Vice President and General Counsel Amy Hass verified a quorum with all Committee members present except Trustee Brandon, who was unable to attend.

Committee members present were:
Mori Hosseini (Chair), James W. Heavener, Rahul Patel, Steven M. Scott, David M. Thomas, Anita G. Zucker. Trustee David L. Brandon was unable to attend.

Other Trustees present were:
Leonard H. Johnson, W. Smith Meyers, David M. Quillen, Jason J. Rosenberg, Robert G. Stern

Others present were:
W. Kent Fuchs, President; Winfred Phillips, Executive Chief of Staff; Joseph Glover, Provost and Senior Vice President for Academic Affairs; Amy M. Hass, Interim Vice President and General Counsel; Jane Adams, Vice President for University Relations; Elias Eldayrie, Vice President and Chief Information Officer; Ryan Fuller, Senior University Counsel for Human Resources, Employment, and Labor; Angel Kwolek-Folland, Associate Provost for Academic and Faculty Affairs; Melissa Orth, Senior Director, Government Relations and Assistant University Secretary; Brigit Dermott, Executive Assistant; Becky Holt, Executive Assistant; Sandy Mitchell, Legal Assistant, and other members of the University community and members of the media.

2.0 Call to Order and Welcome
Committee Chair Mori Hosseini welcomed everyone in attendance and called the meeting to order at 3:05 p.m. EDT.

3.0 Review and Approval of Minutes
Committee Chair Hosseini asked for a motion to approve the minutes of the June 8, 2017, committee meeting, which was made by Trustee Zucker, and a second, which was made by
Trustee Thomas. 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

GV1 Amendment to Collective Bargaining Agreement
Senior University Counsel Ryan Fuller presented GV1—Amendment to the Collective Bargaining Agreement. He noted that this is a wage-only re-opener of the Collective Bargaining Agreement between the BOT and United Faculty of Florida (UFF). Pending ratification by both the BOT and UFF membership, this amendment provides a 3% merit pool increase effective January 1, 2018, and approximately 2.0% in market equity increases. These market equity increases are targeted at faculty who are significantly behind their peers and whose research records are exemplary. Mr. Fuller clarified that the market equity increases will be effective in August 2017, pending ratification by the UFF membership, and that the distribution of the merit increase pool will be determined based on evaluations and other measures of accomplishment.

Committee Chair Hosseini asked if there was any discussion. He then asked for a motion to approve GV1 for recommendation to the Board for its approval on the Consent Agenda, which was made by Trustee Zucker and a second, which was made by Trustee Heavener. He asked for any further discussion and then all in favor and any opposed, and the motion was passed unanimously.

GV2 Ratification of Affiliate Board Appointments
Interim General Counsel Amy Hass presented GV2—Ratification of Affiliate Board Appointments. Ms. Hass noted that President Fuchs is charged with appointing two student members to the University Athletic Association Board according to the UAA bylaws. Under the new enhanced governance standards, the Board must approve all Presidential appointments to Category 1 affiliate boards. The two student appointees are Courtney Douglas, student athlete representative, and Smith Meyers, Student Body President.

Committee Chair Hosseini asked if there was any discussion. He then asked for a motion to approve GV2 for recommendation to the Board for its approval on the Consent Agenda, which was made by Trustee Scott and a second, which was made by Trustee Zucker. He asked for any further discussion and then all in favor and any opposed, and the motion was passed unanimously.

5.0 Discussion/Informational Items
There were no information items.

6.0 New Business
There was no new business to come before the Committee.

7.0 Adjourn
After asking for any further discussion and hearing none, Committee Chair Hosseini asked for a motion to adjourn the meeting. With no further discussion, the motion was passed unanimously and the University of Florida Committee on Governance was adjourned at 3:13 p.m. EDT.
UNIVERSITY OF FLORIDA BOARD OF TRUSTEES’
COMMITTEE ON GOVERNANCE
COMMITTEE AGENDA
Meeting / Conference Call
August 29, 2017
3:00 p.m. EDT
123 Tigert 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 .... Amy M. Hass, Interim Vice President and General Counsel

2.0 Call to Order and Welcome ............................................................... Mori Hosseini, Chair

3.0 Review and Approval of Minutes .................................................... Mori Hosseini, Chair
   June 8, 2017

4.0 Action Items .................................................................................... Mori Hosseini, Chair
   GV1 Amendment to Collective Bargaining Agreement
   GV2 Ratification of Affiliate Board Appointments

5.0 Discussion/Informational Items ........................................................ Mori Hosseini, Chair
   None

6.0 New Business ................................................................................... Mori Hosseini, Chair

7.0 Adjourn ........................................................................................... Mori Hosseini, Chair
1.0 Verification of Quorum
After a roll call, a quorum was confirmed, with all members present, except Trustee Steven M. Scott, who was unable to attend.

2.0 Call to Order and Welcome
Committee Chair Mori Hosseini called the meeting to order at 12:20 p.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, David M. Thomas, and Anita G. Zucker. Trustee David Thomas joined the Committee meeting following the end of the Committee on Audit and Operations meeting and Trustee Steven M. Scott was unable to attend.

Others present were:
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; Amy M. Hass, Interim Vice President and General Counsel; Scott Stricklin, Athletic Director; Elias Eldayrie, Vice President and Chief Information Officer; 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, Legal 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 March 16, 2017, committee meeting, which was made by Trustee Zucker, and a second, which was made by
Trustee Brandon. 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.

The Committee addressed the following Discussion/Informational Items:

### 4.0 Discussion/Informational Items

#### 4.1 Governance Enhancement Initiative Update
Trustee Rahul Patel provided an update on the progress made toward implementing the Enhanced Governance Standards that the Board of Trustees adopted at the March 17, 2017 meeting, and charged the University with implementing by the end of the year. Trustee Patel reported that he has had positive discussions with the affiliates and, overall, the standards have been well received and are on their way to being implemented. He noted that the Board has asked for input from the affiliates as implementation moves forward. Committee Chair Hosseini thanked Trustee Patel for his work and commended President Fuchs for his commitment to good governance.

#### 4.2 University Athletic Association, Inc., and Gator Boosters, Inc., Governance Update
Mr. Scott Stricklin, who is the Chief Executive Officer of UAA, gave a thorough presentation on the mission, goals and good governance practices of UAA. The slides from this presentation have been uploaded to BoardVantage for all Trustees and are incorporated into these minutes. Committee Chair Hosseini welcomed Mr. Stricklin to UF and thanked him for his presentation.

### 5.0 Action Items

#### GV1. FY17 Performance Goals
The Committee addressed the FY17 presidential performance goals as a final action. President Fuchs explained the process used to assess his performance. President Fuchs noted that his achievement of these goals reflects on the commitment and achievements of the faculty, deans and department heads, students, the members of the President’s Cabinet and their teams. The Board established substantial achievement of 8 out of 10 goals to be 100% performance and substantial achievement of 7 out of 10 goals to be 75% performance level. The Committee members were provided with an assessment chart, which is incorporated into these minutes, and President Fuchs addressed each goal. The Committee approved Chair Heavener’s assessment that the President met his goals at the 100% level.

Committee Chair Hosseini reminded the Committee that GV1 was a final action of the Committee. He asked if there was any discussion before the Committee acted. He then asked for a motion to approve GV1 as a final action, which was made by Trustee Zucker and a second, which was made by Trustee Brandon. Committee Chair Hosseini asked for any discussion and then all in favor and any opposed and the motion passed unanimously.
GV2. FY18 Performance Goals
The Committee addressed the FY18 presidential performance goals for recommendation to the full Board of Trustees on the Consent Agenda. President Fuchs discussed the process that he and Board Chair Heavener went through to develop and propose the 11 Presidential Performance Goals for FY18, which were provided to the Trustees and are incorporated into these minutes. President Fuchs noted that for FY18 one new overarching goal has been added, which states: The University of Florida will be one of the nation’s top 10 public research universities.

Board Chair Heavener noted that he and President Fuchs discussed his FY2018 performance goals to ensure that these goals build on the progress the University has made over the past year. He noted that the 2018 goals prioritize the University’s Top 10 endeavor and will establish a roadmap to achieving this important goal. He also noted that he discussed the goals with the Board of Governors’ chair in accordance with Board of Governors’ procedures. Chair Heavener thanked President Fuchs for his dedication to moving the University of Florida to the next level and congratulated him on his accomplishments in FY2017.

Committee Chair Hosseini asked if there was any discussion. He then asked for a motion to approve GV2 for recommendation to the Board for its approval on the Consent Agenda, which was made by Trustee Brandon and a second, which was made by Trustee Thomas. He asked for any further discussion and then all in favor and any opposed, and the motion was passed unanimously.

6.0 New Business
There was no new business to come before the Committee.

7.0 Adjourn
After asking for any further discussion and hearing none, Committee Chair Hosseini asked for a motion to adjourn, which was made by Trustee Brandon, and a second, which was made by Trustee Zucker, and, with no further discussion desired, the motion was passed unanimously and the University of Florida Committee on Governance meeting was adjourned at 1:12 p.m. EDT.
SUBJECT: Amendment to Collective Bargaining Agreement Between the University of Florida Board of Trustees (BOT) and the United Faculty of Florida – UF Chapter (UFF)

BACKGROUND INFORMATION
The University of Florida and UFF reached a tentative agreement on July 7, 2017 on a wage-only re-opener of the Collective Bargaining Agreement between the BOT and UFF (CBA). This amendment addresses the 2017 wages of UFF membership.

Pending ratification by both the BOT and UFF, this amendment provides:
- A 3.0% merit pool with increases effective January 1, 2018; and
- Approximately 2.0% in market equity increases. These increases are targeted at faculty who are significantly behind their peers across the country and whose research records are exemplary.

UFF will hold a membership ratification vote on September 6-7, 2017. Final ratification of the amendment is subject to union membership ratification.

PROPOSED COMMITTEE ACTION
The Committee on Governance is asked to approve GV1, which ratifies the amendment to the Collective Bargaining Agreement between the University of Florida and the United Faculty of Florida, for recommendation to the Board of Trustees for approval on the Consent Agenda.

ADDITIONAL COMMITTEE CONSIDERATIONS
Board of Governors’ approval is not required.

Supporting Documentation Included: See attached.

Submitted by: Joseph Glover, Provost and Senior Vice President for Academic Affairs

Approved by the University of Florida Board of Trustees, August 29, 2017.
ARTICLE 24
SALARIES

24.1 Policy. The University and UFF agree that salary is an important factor in the recruitment and retention of faculty members and an incentive for meritorious performance in research/scholarship/creative activity, teaching, and service.

24.2 Effective Date. All salary increases and adjustments referenced in this Article shall become effective retroactive to the beginning of the faculty member’s annual appointment, unless otherwise specified below.

24.3 Promotion Increases. Promotions made to the rank of Associate Professor, Clinical Associate Professor, Associate Curator, Senior Lecturer, Associate in _______, Associate Scholar, Associate Scientist, Associate Engineer, Associate University Librarian, Professor, Clinical Professor, Curator, Master Lecturer, Senior Associate in ________, Scholar, Scientist, Engineer, or University Librarian shall be in accordance with the provisions of Article 19. Promoted faculty shall receive a promotion salary increase of nine percent (9.0%) of their base salary.

24.4 General Salary Increases.
(a) The general salary increases for 2016-2017-2018 are effective January 1, 2018.

(b) In each year of this agreement the University shall provide a raise pool allocated between merit and across-the-board as follows:

<table>
<thead>
<tr>
<th>Year</th>
<th>Merit</th>
<th>Across-the-board</th>
</tr>
</thead>
<tbody>
<tr>
<td>2016-2017</td>
<td>0.0%</td>
<td>1.50%</td>
</tr>
<tr>
<td>2017-2018</td>
<td>3.0%</td>
<td>TBD</td>
</tr>
<tr>
<td>2018-2019</td>
<td>TBD</td>
<td>TBD</td>
</tr>
</tbody>
</table>

(c) Such increases, if any, are applied after a promotion increase.

(d) Faculty members in the bargaining unit shall be eligible to participate in the University Term Professorships.

Approved: ______________________ Approved: ______________________
for University of Florida United Faculty of Florida
Board of Trustees

Date: ______________________ Date: ______________________

8/120
Excluding any visitors, faculty members in non-tenure accruing appointments whose salary is less than $50,000 will receive a pay increase in addition to the 1.5% general raise on January 1, 2017. The raises will be pro-rated by FTE of the individual. The raises will range from $1500 to $5000, depending on current salary. Between P.K. Yonge and the non-tenure accruing individuals above, the University will expend a minimum of $275,000 (annualized)

Notwithstanding the limits of Article 24.5, by the end of January 2018, the University will spend approximately 2% of the total salary base of members of the bargaining unit for equity increases. Deans will consult with chairs on making determinations for such increases. Such increases will be effective August 2017.

The parties agree to re-openers of Articles 24.4 and 24.7 for 2017-2018 and 2018-2019 in accordance with the provisions of Article 33, at a time mutually agreeable to the parties.

Salaries for P.K. Yonge faculty are addressed in 24.7.

With respect to the merit portion of any raises:

1. In any year in which a merit raise is provided each department or equivalent unit shall be allocated a merit pool using the base salaries of all bargaining unit faculty members in the unit as of May 15. Chairs or equivalent supervisors who are in the bargaining unit are excluded from those eligible. The chairs (by college) shall form a separate merit pool, and the dean shall make merit raise decisions for the chairs.

2. Eligibility. To be eligible, the employee must have, at a minimum, a satisfactory evaluation and been employed by the University for at least one (1) semester. Visiting faculty members or faculty members who have been issued a notice of non-renewal or layoff in accordance with this Agreement or who have resigned for any reason are not eligible.

3. Qualifying Criteria for Merit Increases. Merit increases must be determined using existing criteria which have been established by the faculty, chair, and dean of each unit, consistent with the terms and provisions of this Agreement.

   a. Merit salary increases shall be distributed to faculty members who qualify under the unit’s criteria. In determining who receives a merit increase, the chair or equivalent supervisor shall consult with the unit’s committee responsible for merit pay considerations.

   b. The number of merit increases shall not be limited by any quota.

   c. The chair and the merit pay committee shall attach the unit’s merit criteria and distribution system to the determined list of merit increases that are forwarded to the dean.

   d. The dean shall review the unit’s merit increase decisions to ensure that they are consistent with the unit’s criteria for merit salary increases. The dean may

Approved: ___________________________  Approved: ___________________________
for University of Florida  United Faculty of Florida
Board of Trustees

Date: ___________________________  Date: ___________________________
24.7 Salary Increases for P.K. Yonge faculty members.

Approved: ____________________

for University of Florida
Board of Trustees

Date: ____________________

Approved: ____________________

United Faculty of Florida

Date: ____________________
(a) Promotions made to the rank of University School Assistant Professor, University School Associate Professor, or University School Professor, shall be in accordance with the provisions of Article 19. Promoted faculty shall receive a promotion salary increase of nine percent (9.0%) of the faculty member’s previous year’s base salary plus degree supplement.

(b) Full-time faculty members who have received a satisfactory annual evaluation and are not in layoff or non-renewal status shall be eligible for salary increases consistent with state policies. In accordance with the provisions of Article 33, the University and UFF agree to re-open negotiations each year of the contract for the purpose of determining appropriate raises consistent with state regulations and policies. The current framework for a salary schedule is found in Appendix E. The raise for 2016-2017 2017-2018 for P.K. Yonge faculty is the same as for other bargaining unit faculty (1.5% 3.0% of the P.K. Yonge salary base). This figure includes the annual and performance adjustments in Appendix E. The difference between the performance adjustments and the 1.5% 3.0% shall be paid across the board.

(c) In addition to the January 1, 2017, general raises described, P.K. Yonge faculty members whose salaries are less than $50,000 shall receive a $750 raise.

(d) Salary Supplements. Faculty members shall receive salary supplements for additional duties assigned by the director and as specified in Appendix “F”, under the following conditions:

1. Salary supplements may be included for the purposes of calculating retirement benefits but shall not to be included in the base salary rate upon which future salary increases are calculated.

2. If the faculty member resigns or is otherwise unable to complete additional duties, the salary supplement will be prorated for the portion of additional duties actually performed.

24.8 Salary Increase Notification.

(a) Faculty members shall be notified prior to the submission to the payroll department of any merit or market equity salary increases that will be implemented under this Article. Upon request, a faculty member shall have the opportunity to consult with the person or committee that makes the initial recommendation.

(b) Faculty members shall receive written notice of any salary increase within four (4) weeks of implementation, including a description of the reason for the raise.
24.9 Notice to UFF.
   (a) Not later than thirty (30) days after the first pay period in which the general merit
   or across the board salary increases provided in this Article are reflected, the Office of Human
   Resource Services shall provide UFF with a salary report in Excel spreadsheet format, listing
   all in-unit faculty members.

   (b) This report shall include the following information for each faculty member:
       (1) name;
       (2) department and college;
       (3) rank or position including the titles such as “visitor”;
       (4) position code;
       (5) percentage FTE appointment;
       (6) date of hiring;
       (7) date of most recent promotion;
       (8) years in current rank;
       (9) the faculty member’s base salary before this year’s salary increases;
       (10) the amount the faculty member received from each salary
            increase category, including any promotion increase or any other adjustments; and
       (11) the new base salary rate after the salary increases described above.

   (c) A copy of the annual salary increases referenced in this Article shall
   simultaneously be sent to the Smathers West library and be available to all faculty.

24.10 Type of Payment for Assigned Duties.
   (a) Duties and responsibilities assigned by the University to a faculty member that
   do not exceed the available established FTE for the position shall be compensated through
   the payment of Salary, not OPS.

   (b) Duties and responsibilities assigned by the University to a faculty member that
   are in addition to the available established FTE for the position shall be compensated through
   OPS, not Salary.

24.11 Grievability.
   (a) Except for grievances alleging discrimination under the Nondiscrimination
   Article, the only issue to be addressed in a grievance alleging violations of this Article is
   whether the University properly applied the procedures set forth in this Article. If an arbitrator
   finds that the procedures have not been properly applied, the arbitrator shall identify the
   failure and remand the matter to the University for Proper Application of the procedures and
   recalculation of the salary increase or salary level.
(b) If a faculty member seeks redress of an alleged violation of this Article by filing a grievance under the provisions of Article 28, Grievance Procedure and Arbitration, the faculty member must file a grievance within forty-five (45) days after the first paycheck that is affected by the alleged violation.

24.12 Other Faculty Award Programs. The University shall continue to provide one-time awards, which do not increase the faculty member’s base salary, under the same programs and on the same basis as in the past.
SUBJECT: Ratification of Affiliate Board Appointments

BACKGROUND INFORMATION
The University of Florida Athletic Association, Inc. (UAA), the University’s direct support organization charged with the administration of the University’s athletic programs, has a Board composed of key stakeholders including a current and former Trustee, the President of the University and members of his administration, the President and immediate past President of Gator Boosters, Inc., members of the faculty, University students and alumni. The President of the University is charged with appointing the two student members, one of whom shall be a student athlete. Under the recently adopted enhanced governance standards, the Board of Trustees must approve all Presidential appointments to the Category 1 affiliate boards.

President W. Kent Fuchs has proposed appointing the following two students to serve on the UAA Board:

- Courtney Douglas, Student Athlete Representative
- Smith Meyers, Student Body President

PROPOSED COMMITTEE ACTION
The Committee on Governance is asked to approve and recommend ratification of Ms. Courtney Douglas and Mr. Smith Meyers, for recommendation to the University of Florida Board of Trustees for its approval on the Consent Agenda.

ADDITIONAL COMMITTEE CONSIDERATIONS
Board of Governors approval is not required.

Supporting Documentation Included: See attached letters of appointment.
Submitted by: President W. Kent Fuchs

Approved by the University of Florida Board of Trustees, August 29, 2017
August 1, 2017

Courtney Douglas
3025 W. University Avenue
Gainesville, FL  32602

Dear Courtney,

In your capacity as the Student-Athlete Representative, I am pleased to appoint you as a member of the University Athletic Association (UAA) Board of Directors, for a one-year period term expiring June 30, 2018. This appointment is subject to ratification by the UF Board of Trustees, but you may begin service upon receipt of this letter.

The Board governs the UAA by giving guidance and direction through approval of policies, procedures, and the budget. It has adopted UAA’s mission statement to provide goals and objectives in the development and delivery of the athletics program at the University of Florida. This “vision” provides the road map for the University’s commitment to be second to none in the area of intercollegiate athletics.

Peggy Proto, UAA’s program assistant, will be in contact soon to provide you with board member information and meeting dates.

Sincerely,

W. Kent Fuchs

cc: Scott Stricklin, Athletics Director
    Peggy Proto
August 1, 2017

Mr. Smith Meyers  
305 J Wayne Reitz Union  
Gainesville, FL 32611

Dear Smith,

In your capacity as the Student Body President, I am pleased to appoint you as a member of the University Athletic Association (UAA) Board of Directors, for a one-year term expiring June 30, 2018. This appointment is subject to ratification by the UF Board of Trustees, but you may begin service upon receipt of this letter.

The Board governs the UAA by giving guidance and direction through approval of policies, procedures, and the budget. It has adopted UAA’s mission statement to provide goals and objectives in the development and delivery of the athletics program at the University of Florida. This “vision” provides the road map for the University’s commitment to be second to none in the area of intercollegiate athletics.

Peggy Proto, UAA’s program assistant, will be in contact soon to provide you with board member information and meeting dates.

Sincerely,

W. Kent Fuchs

cc: Scott Stricklin, Athletics Director  
Peggy Proto