



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

March 22, 2018

President's Room 215B, Emerson Alumni Hall

University of Florida, Gainesville, FL

Time Convened: 2:05 p.m. EDT

Time Adjourned: 2:50 p.m. EDT

1.0 Verification of Quorum

Interim Vice President and General Counsel Amy Hass verified a quorum of the Committee on Governance, with all Trustees present.

Members present were:

Mori Hosseini (Chair), David L. Brandon, James W. Heavener, Rahul Patel, and Anita G. Zucker

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 Guzik, 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; David Norton, Vice President for Research; Melissa Orth, Senior Director, Government Relations and Assistant University Secretary; Brigit Dermott, Executive Assistant; Sandy Mitchell, Legal Assistant; and other members of the Board of Trustees, the President's Cabinet, the University community and the media.

2.0 Call to Order and Welcome

Committee Chair Mori Hosseini called the meeting to order at 2:05 p.m. EDT and welcomed all Trustees and everyone in attendance at the meeting.

3.0 Review and Approval of Minutes

Committee Chair Hosseini asked for a motion to approve the minutes of the December 14, 2017, Committee meeting, and the February 5 and March 1, 2018, Working Group meetings, 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.

4.0 Action Items

GV1 UFRF Legal Entity

Vice President for Research David Norton gave a presentation regarding the University of Florida Research Foundation (UFRF)'s creation of a legal entity in Haiti for purpose of management and oversight of the University's current portfolio of 22 sponsored research projects in the country, which total more than \$27 million. The proposed legal entity will address operational challenges, provide better options to address labor, facilities and transportation needs, and embed centralized UF oversight of UF activities in Haiti. Dr. Norton noted that a team of university administrators including staff of the Office of the General Counsel will travel to Haiti to meet with the in-country legal team to clarify operational conditions, legal constraints and procedures. Dr. Norton further noted that the entity will report to the Board annually as part of the UFRF audit and will undergo an operational review at three years. He further noted that the bylaws will include provisions for timely dissolution of the entity if necessary.

Dr. Norton addressed questions from the Trustees regarding appropriate oversight of the entity. Committee Chair Hosseini then 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 Heavener, 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 Amend Articles of Incorporation and Bylaws of Practice Plans

Interim Vice President and General Counsel Amy Hass presented GV2 and noted that following the approval of the Enhanced Governance Standards in March 2017, the DSOs and affiliates have reviewed their Articles of Incorporation and Bylaws to ensure that they are consistent with the new standards. She noted that at this time the Committee is asked to approve the amended Articles of Incorporation and Bylaws for the Practice Plans, which are the Health Affairs affiliates. Trustee Rahul Patel noted that he was comfortable that the changes are in compliance with the standards.

Committee Chair Hosseini asked for a motion to approve Committee Action Item GV2 for recommendation to the full Board for its approval on the Consent Agenda, which was made by Trustee Heavener, 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.

5.0 Discussion/Informational Items

5.1 Enhanced Governance Standards

Trustee Rahul Patel provided a summary of the progress made to date on developing and implementing the governance standards. He noted that the Working Group members have met with all DSOs and affiliates and in general the feedback has been that the standards provide appropriate oversight and are not too burdensome in terms of day-to-day operations. At this stage the Working Group is proposing minor changes, which Trustee Patel outlined as follows:

- Modify the document to make it easier to read and follow
- Address specific feedback on such issues as the processes for procurement and real estate and capital projects transactions, cabinet level hires, and internal investigations.

- Address auditor recommendation regarding documentation of UF pension.

- Address legislation related to Board approval of appointments to DSO boards.

Committee Chair Hosseini noted that the University of Florida is setting an example of good governance and Trustee Kuntz concurred, noting that UF is the leader in this area among the State University System.

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 adjourned the University of Florida Committee on Governance meeting at 2:50 p.m. EDT.