



**COMMITTEE ON GOVERNANCE, GOVERNMENT RELATIONS
AND INTERNAL AFFAIRS**

Meeting Minutes

Telephone Conference Call

February 4, 2019

123 Tigert Hall, University of Florida, Gainesville, FL

Time Convened: 9:32 a.m.

Time Adjourned: 10:00 a.m.

Committee and Board members present:

Rahul Patel (Committee Chair), David L. Brandon, James W. Heavener, Morteza Hosseini (Board Chair), Leonard H. Johnson, Daniel T. O'Keefe, Robert G. Stern, Katherine Vogel Anderson, Anita G. Zucker.

Others present:

Winfred Phillips, Executive Chief of Staff; Amy Hass, Vice President and General Counsel; Mark Kaplan, Vice President for Government and Community Relations; Jeanna Mastrodicasa, Associate Vice President for Operations, Institute of Food and Agricultural Sciences, and other members of the University community.

1.0 Roll Call Verification

Vice President and General Counsel Hass conducted a roll call with all Committee and Board members present except Trustees' Thomas G. Kuntz (Board Vice Chair) and Jason J. Rosenberg were unable to attend.

2.0 Call to Order and Welcome

Committee Chair Patel welcomed everyone in attendance and stated that the purpose of the conference call is to discuss the upcoming Committee's Agenda for the March 28, 2019 Board of Trustees' Committee meeting.

3.0 Review Agenda for March 28, 2019 Meeting

Committee Chair Patel stated that the following items to be discussed were: (1) Enhanced Governance Standards; (2) Review List of DSOs; and (3) Brief legislative update.

Enhanced Governance Standards

Committee Chair Patel provided an overview of the Enhanced Governance Standards, which was approved by the Board of Trustees at the December 6, 2019 meeting. He also added that President Fuchs sent an email and distributed the Enhanced Governance Standards to the Direct-Support Organizations (DSOs). President Fuchs requested that each DSOs respond back acknowledging they have received, understood, and will implement the Enhanced Governance Standards. Committee Chair Patel noted that the

responses are being tracked, and there are still some outstanding responses. He stated that the Committee will give a full update at the March Board of Trustees' meeting. Chair Hosseini asked if there was a deadline established and if not, perhaps give the DSOs a couple of weeks. Committee Chair Patel and Vice President and General Counsel Hass will follow-up with the DSOs and give them two weeks to respond and ask why they haven't responded to the email.

Committee Chair Patel noted the Vice Chair of the Board of Governors, Syd Kitson, reached out last week to ask what UF is doing as Governance is high on the agenda for the Board of Governors and legislators. Board Chair Hosseini added he too has spoken with Vice Chair Kitson. He reviewed the process of inclusion taken for our governance standards and reminded him that university thresholds may be different than UF's as we are a \$6 billion institution. Board and Committee Chair noted that when DSOs come to him for Board Chair approval, as outlined in the standards, he assumes their own board has approved the request. He wants to make sure boards are not bypassed. Our board looks to the DSO boards to be our boots on the ground. Committee Chair Patel stated there may be some kind of amendment in our Governance Standards that requires DSO board approval, but they do not want to disadvantage any DSOs competitive contract. Board Chair Hosseini agreed that our board never wants to hinder the DSO boards. Committee Chair Patel added this should be taken into consideration and be consistent with DSOs and affiliates.

Board Chair Hosseini requested that the Committee review and compare each DSOs Enhanced Governance Standards and bylaws. Committee Chair Patel agreed and stated the Committee will compare and begin with the University Athletic Association and UF Shands to ensure consistency and best practices. Committee Chair Patel also recommended an amendment that approval be made by the Board Chair and Trustees.

DSOs Review

Committee Chair Patel and Vice President and General Counsel Hass were asked by administration to analyze dissolving some existing DSOs. For example, the law school alumni board is a DSO but no other college on campus with similar boards is a DSO. It complicates private donations and how they use the money. Discussion to dissolve only as a DSO not an alumni board. Committee Chair Patel and Vice President and General Counsel Hass will meet with Senior Vice President Payne and College of Law Dean Rosenbury, to discuss pros and cons. Vice President and General Counsel Hass pointed out that the Board has fiduciary oversight of all eighteen DSOs. She is not aware of a DSO full scale review to see what should be continued, resolved, is functioning within the bounds of statutory requirements. Trustee Zucker requested that as we do a review, we look at places of overlap or where they can merge and become one such as IFAS. Associate Vice President Mastrodicasa explained that the Citrus Research and Education Foundation (CREF) was formed to manage the funds from the sale of fruits, back when UF didn't have a system to manage those funds. The CREF board is in agreement that they no longer need to be a DSO at UF. The Citrus Research Development Foundation (CRDF) receives approximately \$8M of general revenue from the legislature annually and CRDF

gives out grants to conduct research on citrus greening. CRDF is industry-supported and also receives box tax funds from the sale of citrus state-wide.

Committee Chair Patel commented it was a great point to go through each and create efficiencies as new DSOs have been added but this board has never really gone through.

Legislative Update

Vice President Kaplan informed the Committee that we are gaining speed to the start of session. There have been committee meetings and budgets are being built out. He remarked that UF was honored to host the new Speaker of the House José Oliva. Board Chair Hosseini added Vice President Kaplan did a great job putting the program together. He said the Speaker was very impressed with the University. He also noted the visit had a quick benefit related to UF's partnership with the University of South Florida and Dr. Betsy Shenkman's work. Vice President Kaplan also noted the Speaker would like to have One Florida to do research on marijuana. Vice President Kaplan noted that the Governor issued his budget last Friday. The Senate seems inclined to continue higher education funding, but the House is financially skeptical. On the federal side, Vice President Kaplan noted the office will host its grand opening of the Washington, D.C. office in the Hall of States on Thursday, February 7 where they will engage stakeholders. Approximately 500 people are expected to attend the reception and VIP luncheon. President Fuchs and others will be walking the halls and it will make a great start and impact. Committee Chair Patel stated that the Board will look forward to the update at the March Board meeting.

4.0 New Business

None.

5.0 Adjournment

There being no further discussion, the meeting adjourned at 10:00 a.m.

APPROVED AT THE BOARD OF TRUSTEES MEETING ON MARCH 29, 2019.