Committee on Governance  
Minutes  
University of Florida Board of Trustees  
May 3, 2012  
11:00 a.m. Conference Call

Committee Members Present (by conference telephone or in person):
Marshall Criser (Chair), David Brown, Susan Cameron, Michael Heekin, Carolyn Roberts, Steven Scott


After a quorum was confirmed by Jamal Sowell, with all Committee members present, Committee Chair Criser called the meeting to order at 11:05 a.m. First on the agenda was action Item GV1 and Resolution R12-100.

GV1. Shands Teaching Hospital and Clinics, Inc. and Shands Jacksonville Medical Center, Inc. Subsidiaries
Chair Criser summarized as follows: The Committee is being asked to approve the creation of subsidiaries of Shands Gainesville and Shands Jacksonville to operate provider service networks and other arrangements for managed care in a Medicaid reform environment. The University of Florida’s Board of Trustees’ approval of Shands subsidiaries is a requirement of the new statute that confirms sovereign immunity for Shands. Chair Criser requested Senior Vice President for Health Affairs, David Guzick, to provide an overview of the Shands managed care strategy and the proposed resolution. After an overview by Dr. Guzick, Vice President and General Counsel, Jamie Lewis Keith, noted that the Committee is being asked to approve Resolution R12-100 and GV1 Action Item, which approves the creation of these Shands managed care subsidiaries and authorizes the University of Florida President, or if designated by the President, the University of Florida Senior Vice President for Health Affairs, to approve particular subsidiaries, arrangements, agreements and regulatory filings. Chair Criser asked for a motion to approve Governance Committee Action Item GV1 and its Resolution. Trustee Roberts made a motion and Trustee Heekin seconded the motion. No one desired further discussion and the Committee voted unanimously to approve GV1 and R12-100.

(Trustee Levine is not a member of the Committee and did not participate in discussion of this matter.)

Next on the agenda was Action Item GV2 and Resolution R12-101.

GV2. Elections to Address Mid-Term Vacancy in Board Chair
Chair Criser began by noting former Board of Trustee Chair Carlos Alfonzo ended his service on the Board after eleven years on April 23, 2012. This created an unusual and unanticipated vacancy in the position of Chair in the middle of a two-year term that ends on June 30, 2013. He noted that Vice President and General Counsel, Jamie Lewis Keith, advises there is no provision in our Bylaws to address a mid-term vacancy so an election is needed. Chair Criser asked Ms. Keith to summarize the issues that have arisen concerning identification of a Chair. Ms. Keith advised the Committee that the University has had to address the issue of the identification Board Chair in several matters over the last week and a half. In order to receive classified information for research, the Department of Defense requires the University before June 1st, to adopt a related resolution, which the University’s security officer advises must list the Trustees and designate the Chair. The resolution was included in the Board materials without a Chair designation, which will need to be added. By statute, the University of Florida’s conflict of interest exemptions for technology transfer and research matters require the Board Chair’s signature. These need prompt turn-around and we learned yesterday that two are presently pending and awaiting the election of a Chair. The University of Florida’s diplomas designate the year, month and day of graduation, all after April 23rd, and the Chair’s name and signature are included. We are in the graduation period. To avoid significant logistical issues and departure from tradition, and to timely print and provide diplomas, the Registrar needs the name of the new Chair by Friday. The University had to update the Bond statement for the dormitory bond issuance when the Chair was vacated and we addressed this for now by saying our Board would be acting hopefully soon, we have a Vice Chair who can lead meetings (but has no other authority), and we would let them know when our Board acts. We expect other unanticipated needs.

Chair Criser asked for discussion and requested other Trustees who are not on the Committee but were in attendance on the call to join fully in the discussion, several times during discussion inviting all Trustees to offer comments and questions. He informed the Trustees that the period of the former Chair’s unexpired term is April 23, 2012 through June 30, 2013, and that, while not required, most corporate bylaws and normal practice are for a Vice Chair to fill a vacancy for the unexpired term. He noted that we are fortunate to have a capable Vice Chair who is available to do so. He pointed out that the resolution provided to the Committee allows for this option and any other suggestions of the Trustees. Trustee Warrington and other Trustees spoke in favor of Vice Chair Brown being elected to fill the Chair’s unexpired term. When no one wished further discussion, Trustee Roberts made a motion to nominate Trustee Brown as Chair to fill the unexpired term, which she confirmed is a motion to approve GV2 and Resolution R12-101 Parts (A) and (B) inserting David Brown’s name and June 30, 2013 in the blanks in Part (A). Chair Criser asked for a second, and Trustee Cameron seconded the motion. No one desired further discussion and the Committee voted unanimously to approve GV2, Resolution R12-101, Parts (A) and (B) with David Brown and June 30, 2013 filled in the blanks.

Chair Criser noted the Committee’s action creates a vacancy in the Vice Chair. He asked for discussion of Vice Chair and again invited the Committee and all Trustees to join the discussion. Trustee Roberts nominated Trustee Criser for Vice Chair through June 30,
2013, inserting his name in the blank in Part (C) of R12-101, and Trustee Heekin seconded the motion. Other Trustees expressed support. Trustee Criser asked Ms. Keith if he should turn the gavel over to Trustee Brown for discussion and she advised this was unnecessary. No one desired further discussion, and the Committee voted unanimously to approve GV2, Resolution R12-101, Part (C) with Marshall Criser’s name filled in the blank.

Governance Committee Chair Criser asked if there were any discussion items and, as there were none, adjourned the Committee at 11:30 a.m.