



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

**Pre-Meeting Minutes**

**Telephone Conference Call**

**March 11, 2020**

**123 Tigert Hall, University of Florida, Gainesville, FL**

**Time Convened: 10:02 a.m.**

**Time Adjourned: 10:29 a.m.**

**Committee and Board members present:**

Rahul Patel (Committee Chair), David L. Brandon, James W. Heavener, Leonard H. Johnson, Thomas G. Kuntz (Board Vice Chair), Michael C. Murphy, Ray G. Thomas, Anita G. Zucker

**Others present were:**

W. Kent Fuchs, President; Amy Hass, Vice President and General Counsel; Elias Eldayrie, Vice President and Chief Information Officer; Mark Kaplan, Vice President for Government and Community Relations and University Secretary, members of the University of Florida Community, and other members of the public and the media.

**1.0 Call to Order and Welcome**

Committee Chair Rahul Patel welcomed everyone in attendance and called the meeting to order at 10:02 a.m.

**2.0 Roll Call**

Board Staff conducted a roll call of all Committee and Board members present.

**3.0 Action Items**

Committee Chair Patel reminded the committee that no action will be taken on today's call. We will preview the Action Items for the March 26 Board meeting and briefly review our key discussion items.

Committee Chair Patel indicated that the committee has 3 categories of Action Items to go over today: Category 1 includes 2 proposed amendments to our Governance Standards to incorporate new protocols. Category 2 consists of UF Regulation amendments. Category 3 includes DSO Board appointments.

## **GGRIA1 Governance Standards Amendments**

### **GGRIA1(a) Provost Fund Protocols**

Committee Chair Patel reminded the committee that at our last Board meeting, the Committee recommended that the BOT establish protocols to be incorporated into the Governance Standards that provide for appropriate visibility into the allocation of the strategic funds under the oversight and management of the Provost. Committee Chair Patel indicated the supporting paperwork lists the Governance Chair and Governance Committee as providing oversight, which will be switched to the Finance Chair and Finance Committee.

In summary, the proposed protocols provide for the Finance Chair to meet with the Provost on a semi-annual basis to understand (1) the number of University funds under the management of the Provost; (2) amounts and sources of each fund (and any restrictions on use); (3) the allocation of those funds; and (4) the strategic basis for such allocation. The Finance Chair will report to the Board Chair and the Finance Committee at least annually, and more frequently as needed. The new process is reflected in your packet at GGRIA1(a).

The goal of these protocols is not to provide an approval mechanism or substitute board judgment for decisions appropriately within the discretion of the Provost and administration, but to ensure appropriate visibility and understanding of the strategic allocation of these funds.

Trustee Zucker asked to clarify that the document dated February 20, 2020, will be updated at the March meeting with Finance Committee Chair replacing Governance Committee Chair. Committee Chair Patel confirmed that the document will be updated. Vice Chair Kuntz agreed with the importance of the visibility and understanding of the strategic allocation of these funds.

### **GGRIA 1(b) Naming Policy – Diligence Protocols**

Committee Chair Patel discussed that the BOT approved the Naming Policy at our December meeting, which is incorporated into the Governance Standards. This was a combined effort with the Advancement Committee, which Trustee Zucker chairs. In January of this year, the Florida House Higher Education Appropriations Subcommittee considered legislation regarding corporate namings and sponsorships, which did not end up going anywhere this session. In addition, the US Department of Education issued a report with requirements regarding foreign gifts and contracts. In light of this and in an effort to be proactive with best practices, we undertook a review of our current Naming Policy language around corporate namings and foreign gifts and we have created a proposed Naming Diligence Protocol document that memorializes the diligence that is and will continue to be performed by the University in considering corporate namings and gifts from foreign individuals or entities. These recommendations are reflected in the documents labeled GGRIA1(b) in your packet.

### **GGRIA2 – UF Regulations**

Committee Chair Patel turned the meeting over to Vice President and General Counsel Hass to go through the Regulations noting that we have one substantive regulation relating to our new conflicts of interest and outside activities process and the remaining are more technical and clean up in nature.

Vice President and General Counsel Hass lead a discussion on UF Regulation amendments, which follows:

**GGRIA2(a) UF-1.011 Disclosure and Regulation of Outside Activities and Financial Interests**

Vice President and General Counsel Hass discussed the need to update Regulation 1.011 to reflect changes made to the University's new centralized efforts to disclose outside activities and financial interests.

**GGRIA2(b) UF-1.200 Benefits, Retirement Programs, Employment Services and Holidays**

Vice President and General Counsel Hass discussed the need to update Regulation 1.200 to increase the number of Higher Education Opportunity awarded annually from 50 to 150.

**GGRIA2(c) UF-1.201 Leaves**

Vice President and General Counsel Hass discussed the need to update Regulation 1.201 to change FMLA leave from a fiscal year basis to a 12-month period, which wouldn't allow people to take back to back FMLA leaves. Vice Chair Kuntz questioned whether this happens often. Vice President and General Counsel Hass indicated it has only happened a few times.

**GGRIA2(d) UF-3.006 Traffic and Parking; Definitions**

Vice President and General Counsel Hass discussed the need to update Regulation 3.006 to include the definition for micro-mobility devices, which includes electric scooters. This change is needed as the university expects electric scooters will soon be allowed in Gainesville.

**GGRIA2(e) UF-3.014 Traffic and Parking; Fine Schedule and Notice of Regulation Repeal**

Vice President and General Counsel Hass discussed the need to update Regulation 3.014 to include the ability to fine for micro-mobility devices.

**GGRIA2(f) UF-3.050 Finance and Administration; Performance Appraisals**

Vice President and General Counsel Hass discussed the need to repeal Regulation 3.050 as the University has implemented a new evaluation system "UF Engaged" for quarterly feedback to employees and doesn't think this information should be included as a regulation. Vice Chair Kuntz questioned how many regulations the university has and if a project should be completed to go through and clean up the regulations.

**GGRIA3 – DSO Appointments**

Committee Chair Patel presented the proposed DSO board appointments for the following DSOs: Florida Foundation Seed Producers, Gator Boosters, UF Alumni Association, UF Research Foundation, and UF Historical St. Augustine. These nominations have been made by the above DSO boards and vetted by the UF leader liaison for each DSO. You can review these nominees before our March 26 board meeting and if any Committee member has any questions about a nominee or would like additional information, please let Mark Kaplan or Melissa Orth know.

#### **4.0 DISCUSSION ITEMS**

Committee Chair Patel introduced the following discussion items that will be covered in more detail at the March meeting.

##### **4.1 Use of Brand and Licensing of UF Marks Project**

Committee Chair Patel discussed that we are undertaking a new project to look enterprise-wide at our processes and procedures for licensing our marks to third parties and allowing third parties the use of the UF Brand. This project will focus on the oversight and governance processes versus the Brand strategy, which is part of the Strategic Communications Committee's efforts. We will work closely with representatives and liaisons from that Committee throughout this project.

As part of the background work on the Governance project, we have prepared a presentation for our March 26<sup>th</sup> Board meeting and will share the following in that presentation: Current UF processes and practices (this includes all of our DSO and Affiliates), Benchmarking of peer institutions around the country, Best Practices, Recommendations for a working group and a timeline of goals for that group.

##### **4.2 Legislative Update**

Vice President and University Secretary Kaplan gave a legislative update and informed us that Chair Hosseini has been hard at work in Tallahassee promoting the University. Vice President and University Secretary Kaplan expects the legislative session will run past its normal timeframe and into next week. As it currently stands, any negative impacts for the University don't seem likely and any positive impacts will help the hospital, cancer center, and higher education spaces. By the March meeting session should have ended and Vice President and University Secretary Kaplan is hopeful to have positive information to report.

#### **5.0 New Business**

Committee Chair Patel indicated though not on the agenda he wanted to briefly update the Governance Committee on another item. We will begin a full review of the bylaws to ensure that the Governance Standards are incorporated formally therein, as well as to update any additional provisions that need amending now that our Governance policies and protocols have been implemented. We will plan to have that review completed before the June meeting.

#### **5.0 Adjourn**

There being no further discussion, Committee Chair Patel adjourned at the meeting at 10:29 a.m.