



**BOARD MEETING MINUTES**  
**November 16, 2021**  
**Virtual Meeting**  
**University of Florida, Gainesville, FL**  
**Time Convened: 11:00 a.m.**  
**Time Adjourned: 11:39 a.m.**

**Board members present:**

Morteza “Mori” Hosseini (Board Chair), David C. Bloom, David L. Brandon, Richard P. Cole, James W. Heavener, Thomas G. Kuntz (Board Vice Chair), Daniel T. O’Keefe, Rahul Patel, Marsha D. Powers, Fred S. Ridley, and Anita G. Zucker.

**Others present:**

W. Kent Fuchs, President; Joe Glover, Provost; Chris Cowen, Senior Vice President and Chief Financial Officer; Elias Eldayrie, Vice President and Chief Information Officer; Jodi Gentry, Vice President for Human Resources; Amy Hass, Vice President and General Counsel; Ed Jimenez, Chief Executive Officer for UF Health Shands; Mark Kaplan, Vice President for Government and Community Relations and University Secretary; Charlie Lane, Senior Vice President and Chief Operating Officer; Tom Mitchell, Vice President for Advancement; D’Andra Mull, Vice President for Student Affairs; David Norton, Vice President for Research; Mary Parker, Vice President for Enrollment Management and Associate Provost; Nancy Paton, Vice President for Strategic Communications and Marketing; Winfred Phillips, Executive Chief of Staff; Curtis Reynolds, Vice President for Business Affairs; members of the University of Florida community, and the public.

**1.0 Call to Order and Welcome**

Board Chair Hosseini welcomed everyone in attendance and called the meeting to order at 11:00 a.m.

**2.0 Verification of Quorum**

Vice President and University Secretary Kaplan verified a quorum. Trustees Cooper Brown and Chris Corr were unable to attend due to a conflict.

**3.0 Public Comment**

Vice President and General Counsel Amy Hass informed the Board there was no public comment to come before the board. Prior to the discussion regarding Action Item 4.0, Chair Hosseini made a statement concerning recent media pieces centering around an outside business activity decision made at the University of Florida, wherein the media pieces have implicitly or explicitly alleged involvement by the Chair and elected officials of the state of Florida in the decision. The Chair made clear for the record that he had no involvement or

knowledge of the decision, does not become involved in such decisions and, in fact, learned about the decision when he read about it in the media. The Chair indicated that he would also make this important statement for the record during the December board meeting.

#### **4.0 Action Item**

##### **BT1 Scripps Agreement**

Board Chair Hosseini asked Senior Vice President David Nelson and Vice President and General Counsel Amy Hass to review the Scripps Agreement with the board.

SVP Nelson provided a summary of information including staff, transitions teams, weekly transition team meetings to unplug Scripps La Jolla and plug in UF. He shared they have hired a consultant with in depth knowledge of transitions of this kind. He indicated they plan to close by January 18, 2022. At that time, UF would take over the finances. He will bring an update on the transition to the board in April. He noted they are on track to close a large gift soon which will be used to invest in that campus. They will use core facilities and faculty currently on the site. SVP Nelson thanked VP Hass for all of her work on this acquisition.

Senior Vice President and Chief Financial Officer Chris Cowen indicated his office is reviewing all areas and doing its due diligence related to the acquisition. Vice Chair Kuntz noted two current risks to keep in mind include getting to closing and post-closing.

Chair Hosseini asked VP Hass to read the formal action item the board would vote on today. VP Hass indicated that the board is being asked to approve the asset transfer agreement and delegate to the Chair and President authority to approve or disapprove any material matters of closing.

Chair Hosseini asked if there were any questions regarding the information. Vice Chair Kuntz asked about real property transfers and caps on UF's liability. VP Hass confirmed that the contract caps UF's liabilities to the amount of cash transferred, and that the value of the land is not included in that cap. The 70-acre property does have some restrictions they are working on. Vice Chair Kuntz asked for confirmation that the land has a potential to be valuable but is not in our liability calculation. Chair Hosseini confirmed that is correct. Trustee Ridley and Trustee Heavener asked if there were any key elements to be resolved prior to the closing of January 18, 2022. VP Hass indicated the biggest challenge will be to get letter of offers out and back from staff. Chair Hosseini added that the asset transfer happens immediately upon the board approval today. He added his sincere debt of gratitude to all involved including President Kent Fuchs, Provost Joe Glover, SVP David Nelson, VP Amy Hass and others who have been working on this acquisition since April 22. President Fuchs read the email from donor Herbert Wertheim requesting UF get involved from April. Chair Hosseini finished his comments by reminding the board that UF is also working with FAU on this important project.

The Board Chair asked for a motion to approve Action Item BP1 which was made by Vice Chair Kuntz, and a second, which was made by Trustee Zucker. Board Chair Hosseini asked for further discussion, and then asked for all in favor of the motion and any opposed, and the motion was approved unanimously.

**5.0 New Business**

There was no new business to come before the Board.

**6.0 Adjourn**

There being no further discussion, Board Chair Hosseini adjourned the meeting at 11:39 a.m.