

Advancement | UCF Foundation, Inc.

**BOARD OF DIRECTORS
Governance Committee Minutes
Wednesday, September 2, 2020
3:00 p.m. to 4:30 p.m.**

LOCATION: Virtual Meeting

ATTENDEES: Tony Moreno, *Chair*, Carrie Callahan, John Euliano, Gideon Lewis, Chris Marlin, Dana Patton, Chris Tomasso

ABSENT: Micky Grindstaff, Mike Manglardi

STAFF: Jennifer Cerasa, Margaret Jarrell Cole (Associate VP, Direct Support Organizations), Bill Dean, Lauren Ferguson, Chris Meister, Mike Morsberger, Rachel Schaefer

Chair Tony Moreno called the meeting to order at 3:02 p.m. stating that the meeting was covered under the Florida Sunshine Law and the public and press were invited to attend.

Roll was taken and a quorum was confirmed.

Chair Moreno welcomed new members Chris Marlin and Dana Patton and thanked them for agreeing to serve on the Governance Committee.

Approval of Minutes

A motion was made by Dana Patton and seconded by John Euliano to approve the minutes from the May 19, 2020, meeting. The motion passed unanimously.

FY20 Board Self-Assessment Results

Chair Moreno invited Lauren Ferguson, Director of Board Relations, to share the results of the FY21 Board Self-Assessment. Ferguson reported that a new survey platform, Qualtrics, was used this year and solicited feedback from all members on the platform. Ferguson shared that 15 Board Members of a possible 26 responded to the self-assessment. Ferguson noted that she compiled FY20 and FY19 survey data to prepare the presented UCF Foundation Board (Board) demographics and expertise overview. Committee members suggested scaling down areas (finance, banking, etc.) or expanding the definition to be more specific. These areas will be reviewed and adjusted prior to the next fiscal year's survey.

Board Recruitment Process

Chair Moreno shared the Governance Committee's responsibilities in relation to recruitment and Board officer nominations. Ferguson reviewed the upcoming recruitment process and deadlines related to the cycle. Chair Moreno reminded everyone that recruitment should happen year-round and informed the Committee that a Board referral section will be added to the Board member quarterly participation summaries this year.

Ferguson noted that five elected directors had terms concluding on June 30, 2021.

1. Tony Moreno (conclusion of second term)
2. Carrie Callahan (conclusion of first term)
3. Kevin Miller (conclusion of first term)
4. Dianne Owen (conclusion of first term)
5. Eva Tukdarian (conclusion of first term)

Chair Moreno asked the Committee to consider what areas of expertise are needed, the need for diversity and inclusion in recruitment, and the important of identifying philanthropic leaders. It was stated that more medical and/or health care administration expertise was needed. Dana Patton noted that physicians that are still working might not be able to engage but healthcare administrators would likely have more availability.

CEO Mike Morsberger updated the Committee on the Lake Nona projects which include the building of the hospital, a future move of the College of Nursing to Lake Nona and continued growth at the College of Medicine's Lake Nona Campus. Morsberger went on to describe the possibility of a national advisory board to engage volunteers that are not able to commit the significant volunteer time required to serve as a Foundation Board member but have expertise and influence.

Committee members discussed if the Board composition should mirror that of the UCF student body. Carrie Callahan requested that the Foundation staff be specific about Board member expectations and goals when meeting with future potential candidates. Callahan noted the importance of onboarding new elected directors and standing committee members and ensuring they fully understand the goals and mission of the UCF Advancement enterprise. It was suggested that current non-Board committee members be reviewed for potential FY22 elected director candidates. Callahan suggested that each Board member have a referral goal added to their responsibilities.

Responsibility of Directors Review

Chair Moreno reviewed the Responsibilities of Directors document. It was noted that the Responsibilities of Directors document is used as a reference for current elected directors and as an informational handout during recruitment discussions with prospective members. Chair Moreno reviewed the document and provided suggested revisions prepared by Jennifer Cerasa, Legal Counsel, and Lauren Ferguson. The proposed revisions included language to bring the document more closely in line with Florida Sunshine Law and to remove references to past fundraising campaigns. The Committee agreed with the suggested edits and requested a revival of the mentorship program under the new parameters.

Non-Board Committee Members – Term Limits and Giving Expectations

Chair Moreno informed the Committee that term limits nor giving expectations were in place for non-Board Committee members. The Committee had discussion on the implementation of such parameters. It was noted that there were approximately 17 non-Board standing committee members. Ferguson reviewed that the Foundation Board Chair assigns all committee members at the beginning of every fiscal year.

UCF Foundation Board Chair, John Euliano, inquired about the ease of identifying new standing committee members with the necessary expertise and willingness to agree to the time

commitment needed to serve. Callahan shared that in her role as Investment Committee Chair, she found this to be a challenge.

Callahan noted that any term limitations should extend for a duration that allowed for the development of committee member “bench strength”. Ferguson shared with the Committee that elected directors that term off the Board remain eligible for non-board committee service.

The Committee discussed implementing a giving expectation for non-board committee members. It was agreed that a giving expectation should be established. Chair Moreno asked Ferguson to research the length of term limits and giving expectations at other institutionally related boards and bring the results to a future Governance Committee meeting.

Article of Incorporation Review

Jennifer Cerasa shared that the Governance Charter, specifically section 2.4, states that the Committee is charged with an annual review of the Articles of Incorporation (Articles). Cerasa informed the Committee that the last amendment to the Articles occurred as a result of the University’s name change from Florida Technical College to University of Central Florida.

Cerasa shared that the proposed amendments generalized the language of the Articles. The amendments were crated in consultation with Vice President, Scott Cole (General Counsel for the University of Central Florida). Chair Moreno asked if the Articles were broad enough to incorporate any future changes and Cerasa confirmed. Cerasa reviewed next steps in the approval process if the Committee approved of the proposed amendments to the Articles.

A motion was made by Carrie Callahan and seconded by John Euliano to recommend approval of the amended and restated University of Central Florida Foundation, Inc. Articles of Incorporation, as presented, to the UCF Foundation Board. The motion passed unanimously.

No additional business or requests for public comment were present.

Chair Moreno adjourned the meeting at 4:03 p.m.

Respectfully submitted,



Tony Moreno 05/07/2021 16:42 EDT
Chair, Governance Committee
UCF Foundation Board of Directors

Prepared by: Lauren Ferguson, Board Liaison

Approved by Committee on 12/14/2020.