

# Advancement | UCF Foundation, Inc.

**BOARD OF DIRECTORS  
Governance Committee Minutes  
Tuesday, December 15, 2020  
10:00 a.m. to 11:00 a.m.**

**LOCATION:** Virtual Meeting

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

**ABSENT:** Micky Grindstaff, Gideon Lewis

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

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Chair Tony Moreno called the meeting to order at 10:02 a.m. stating that the meeting was covered under the Florida Sunshine Law and the public and press were invited to attend. Roll call was performed and a quorum was confirmed. Chair Moreno asked the committee members if there were any conflicts of interest to declare regarding the items of business listed on the agenda. No conflicts of interest were declared by the Committee members.

## **Approval of Minutes**

**A motion was made by Carrie Callahan and seconded by John Euliano to approve the minutes from the September 2, 2020, meeting. The motion passed unanimously.**

## **FY21 Board Participation Snapshot**

Chair Moreno invited Lauren Ferguson, Director of Board Relations, to a Board Participation Snapshot as of Q1 of FY21. Ferguson shared that 14 elected directors had made a philanthropic investment at any amount and that eight of these gifts are over \$10,000. The average meeting attendance was 79%. This below average attendance was attributed to the demanding schedules of elected directors addressing pandemic related business needs. The presented attendance rate included board and committee meeting attendance. Lastly, five board members provided nominations for the FY22 recruitment cycle.

## **Board Composition Subcommittee Report**

Carrie Callahan, Chair of the Board Composition Subcommittee, reported on the current recruitment process. Callahan charged the committee with encouraging board members to continue referring potential candidates. The committee reviewed the current composition of referred candidates.

The committee discussed developing term limits and giving requirement for non-board committee members. Ferguson was tasked with incorporating this change into a future bylaw amendment draft for review by the committee.

Callahan shared a need for more information from the soon to be selected UCF President as to the strategic direction of the University. She noted that this information could be used to create talking points for use while engaging with potential new board and committee members.

Chair Moreno thanked Callahan for the report.

### **Governance Committee Charter Review**

Chair Moreno asked the committee for suggested revisions to the Governance Committee charter. No suggestions were offered. The annual review of the charter was completed.

### **UCF Foundation Bylaws**

**A motion was made by John Euliano and seconded by Dana Patton to table the review of the UCF Foundation Bylaws until the next scheduled Governance Committee meeting. The motion passed unanimously.**

### **UCF Foundation Corporate Resolution Amendments**

Jennifer Cerasa shared that the proposed amendments removed the position of Senior Accounting Manager, adds the titles of three staff members and updates authorized signers of our current property managers, CBRE.

**A motion was made by John Euliano and seconded by Carrie Callahan to recommend approval of the amended Corporate Resolution, as presented, to the Executive Committee. The motion passed unanimously.**

### **UCF Foundation Delegation of Authority Amendments**

Jennifer Cerasa, UCF Foundation legal counsel, presented proposed amendments to the UCF Foundation's Delegation of Authority. Cerasa noted that the proposed amendments represented adjustments to staff titles.

**A motion was made by John Euliano and seconded by Dana Patton to recommend approval of the amended Delegation of Authority, as presented, to the Executive Committee. The motion passed unanimously.**

No additional business or requests for public comment were present.

Chair Moreno adjourned the meeting at 10:44 a.m.

Respectfully submitted,



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Tony Moreno 05/07/2021 16:45 EDT  
Chair, Governance Committee  
UCF Foundation Board of Directors

Prepared by: Lauren Ferguson, Board Liaison

Approved by the Governance Committee on 3/10/2021.