

Advancement | UCF Foundation, Inc.

UCF Foundation Board of Directors

Governance Committee Meeting
Wednesday, March 10, 2021
Virtual Meeting

MINUTES

IN ATTENDANCE: Tony Moreno, *Chair*, Carrie Callahan, John Euliano, Gideon Lewis, Michael Manglardi, Chris Marlin, Dana Patton

ABSENT: Michael Grindstaff, Chris Tomasso

STAFF: Jen Cerasa, Karen Cochran, Bill Dean, Glen Dawes, Lauren Ferguson, Ashley McConnell

WELCOME AND CALL TO ORDER

Director Moreno, Chair of the Governance Committee, called the meeting to order at 3:03 p.m., stating that the meeting was covered under the Florida Sunshine Law and the public and press were invited to attend.

ROLL CALL AND QUORUM CONFIRMATION

Roll call was performed and a quorum was confirmed.

CONFLICT OF INTEREST DISCLOSURE

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 were disclosed.

MINUTES

The minutes from the December 15, 2020 meeting were unanimously approved as written.

REPORTS

(INFO- 1) Board Participation Snapshot

Lauren Ferguson, Director of Foundation Board Relations and Development, presented a snapshot of Elected Directors participation including meeting attendance and charitable giving in fiscal year 2021.

NEW BUSINESS

(GC-1) Foundation Bylaws Amendments

Ferguson presented amendments to the UCF Foundation Bylaws for consideration in response to recommendations from the university's review of Direct Support Organization (DSO) governance. Key changes to the Bylaws include the following:

- Student and Faculty ex-officio representation
- Establishment of the Finance & Facilities Committee, by merging the Finance Committee and the Real Estate Committee
- Establishment of committee advisor definition and term limits
- Revision of public notice requirements and public comment opportunities

A motion was made by Michael Manglardi and seconded by Dana Patton to recommend approval of the amended UCF Foundation Bylaws to the UCF Foundation Board of Directors, as presented.

The motion passed unanimously.

(GC-2) Committee Advisor Qualifications and Responsibilities

Ferguson presented a new document establishing qualifications and responsibilities for standing committee advisor roles. The document outlines preferred experience and expectations for each standing committee of the UCF Foundation Board of Directors and establishes an annual charitable contribution level of \$2,500 for volunteers serving in an advisor role. The requirements outlined in the document will be applied beginning in fiscal year 2022.

A motion was made by Chris Marlin and seconded by Carrie Callahan to recommend approval of the Committee Advisor Qualifications and Responsibilities to the Executive Committee, as presented.

The motion passed unanimously.

(GC-3) Elected Director Qualifications and Responsibilities

Ferguson presented a revised document outlining qualifications and responsibilities for elected directors of the UCF Foundation Board. Notable revision includes removal of mentorship language, which will be addressed in its own document going forward and updated philanthropic and advocacy language.

A motion was made by Dana Patton and seconded by Michael Manglardi to recommend approval of the Elected Director Qualifications and Responsibilities to the Executive Committee, as presented.

The motion passed unanimously.

(GC-4) Foundation Board Mentorship Program

Ferguson presented a new document outlining UCF Foundation Board mentor and mentee expectations. The language, which was formerly included in responsibilities of directors document, was updated to include specific responsibilities in accordance with Florida Sunshine Laws and is designed to provide newly elected directors with a peer volunteer to serve as a guide for navigating their first year of service and help determine their impact in their given role.

A motion was made by Michael Manglardi and seconded by Carrie Callahan to recommend approval of the UCF Board of Directors Mentor and Mentee Responsibilities to the Executive Committee, as presented.

The motion passed unanimously.

(INFO- 2) Second Term Elected Director Recommendations

The Committee reviewed and discussed proposed second term elected director recommendations forwarded by the Board Composition Subcommittee. Second term directors will be approved at the Governance Committee meeting scheduled for May 26, 2021, with their second term commencing on July 1, 2021.

(INFO- 3) First Term Elected Director Recommendations

The Committee reviewed and discussed proposed first term elected director recommendations forwarded by the Board Composition Subcommittee. Ferguson reviewed professional experience, UCF relationships, and other anecdotal information for each candidate. It was noted that each of the candidates understood the responsibilities of board directorship, including philanthropic expectations. First term directors will be approved at the Governance Committee meeting scheduled for May 26, 2021, with their first term commencing on July 1, 2021.

(INFO- 4) Board Officer Recommendations

The Committee reviewed and discussed proposed board officer recommendations forwarded by the Board Composition Subcommittee. Committee members expressed desire to appoint new officers whenever reasonably possible. Board officers will be approved at the Governance Committee meeting scheduled for May 26, 2021, with their two-year term commencing on July 1, 2021.

(INFO- 5) Emeritus Director Candidates

The Committee reviewed and discussed eligible past directors, according to Foundation bylaws, for nomination as an emeritus director of the UCF Foundation Board. Ferguson agreed to discuss any intent by eligible individuals to serve as an elected director in the future and present those notes at the next meeting. It was also noted that personal giving history would likely influence the committee's decision on this matter. Emeritus directors will be approved at the Governance Committee meeting scheduled for May 26, 2021, with their emeritus directorship commencing on July 1, 2021.

PUBLIC COMMENT

There were no public comments.

CLOSING REMARKS AND ANNOUNCEMENTS

No remarks were given.

ADJOURNMENT

Director Moreno adjourned the meeting at 4:08 p.m.

Approved by Governance Committee on May 26, 2021.

Respectfully Submitted by:



Tony Moreno, Chair, Governance Committee

Date

Prepared by: _____
Ashley McConnell, Executive Assistant