

Advancement | UCF Foundation, Inc.

UCF Foundation Board of Directors

Governance Committee Meeting

Wednesday, May 26, 2021

Virtual Meeting

MINUTES

IN ATTENDANCE: Tony Moreno (*Chair*), Carrie Daanen, John Euliano, Chris Marlin, Dana Patton

ABSENT: Micky Grindstaff, Gideon Lewis, Mike Manglardi, Chris Tomasso

STAFF: Jennifer Cerasa, Karen Cochran, Bill Dean, Lauren Ferguson, Chris Meister, Danielle Sarris, Rachel Schaefer, Robert Taft (UCF Audit)

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 March 10, 2021, meeting was unanimously approved as written.

REPORTS

(INFO- 1) Board Participation Snapshot

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

SPECIAL ORDERS

(GC-1) Second Term Elected Director Recommendations

Chair Moreno stated that presented four (4) first term elected directors had terms ending on June 30, 2021. All four directors were eligible for consideration for a second term starting on July 1, 2021. Director Carrie Daanen excused herself from the meeting while her second term was being considered.

A motion was made by John Euliano and seconded by Dana Patton to recommend approval of Carrie Daanen to a second term on the UCF Foundation Board of Directors starting July 1, 2021.

The motion passed unanimously.

Director Carrie Daanen returned to the meeting.

A motion was made by John Euliano and seconded by Dana Patton to recommend approval of Kevin Miller, Dianne Owen, and Eva Tukdarian to second terms on the UCF Foundation Board of Directors starting July 1, 2021.

The motion passed unanimously.

(GC-2) First Term Elected Director Recommendations

Chair Moreno presented the First Term Director candidates for Committee review.

A motion was made by Dana Patton and seconded by Carrie Daanen to recommend the approval of Ricardo Cardenas, James Harhi, Stuart Heaton, and Michael Hinn for a first term on the UCF Foundation Board of Directors starting July 1, 2021.

The motion passed unanimously.

(GC-3) Board Officer Recommendations

Chair Moreno presented the five board officer candidates to the Committee starting with the position of Board Chair. Director Carrie Daanen excused herself from the meeting while her candidacy was discussed by the Committee.

A motion was made by John Euliano and seconded by Chris Marlin to recommend the approval of Carrie Daanen as Board Chair of the UCF Foundation Board of Directors starting July 1, 2021.

The motion passed unanimously.

Director Daanen returned to the meeting.

The Committee reviewed Board Vice Chair and Treasurer candidates.

A motion was made by Dana Patton and seconded by John Euliano to recommend approval of Brian Butler and Roslyn Burttram as Vice Chairs and Eva Tukdarian as Treasurer to the UCF Foundation Board of Directors starting July 1, 2021.

The motion passed unanimously.

The Committee reviewed the Board Secretary candidate. Director Dana Patton excused herself from the meeting while the Committee discussed her candidacy.

A motion was made by Chris Marlin and seconded by Carrie Daanen to recommend approval of Dana Patton as Secretary to the UCF Foundation Board of Directors starting July 1, 2021.

The motion passed unanimously.

Director Patton returned to the meeting.

(GC-4) Emeritus Director Recommendations

Chair Moreno presented an Emeritus Director candidate.

A motion was made by John Euliano and seconded by Chris Marlin to recommend approval of Rick Walsh as an Emeritus Director of the UCF Foundation Board of Directors starting July 1, 2021.

The motion passed unanimously.

RETURNING BUSINESS

(GC-5) UCF Foundation, Inc Bylaws Amendments

Jennifer Cerasa, Legal Counsel, presented the proposed Bylaw amendments. Cerasa informed the Committee that the approved changes made to the bylaws at the April 14, 2021 Committee meeting were not formally adopted. The recommendations presented were in addition or revision to those changes. A summary of the recommendations were as follow:

- Updating the mission to match the current articles of incorporation.
- Removing the Information Technology Committee. This recommendation was made because the majority of Foundation information technology is managed at the University level.
- Removing Board approval of the Chief Executive Officer. This was a previously proposed amendment based on an outdated university regulation that has since been updated. Board approval has not been the practice in recent years.
- Removing appointment of faculty and student representative, as well as the appointment of the Senior Vice President of Finance to allow the University to determine consistent terms for all direct support organizations.

A motion was made by John Euliano 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.

PUBLIC COMMENT

There were no public comments.

CLOSING REMARKS AND ANNOUNCEMENTS

Chair Moreno thanked the Committee for their work and is looking forward to seeing everyone at the upcoming June Board meeting.

ADJOURNMENT

Director Moreno adjourned the meeting at 3:37 p.m.

Respectfully Submitted by:



Tony Moreno, *Chair*, Governance Committee

Approved by Governance Committee on August 27, 2021.