



Governance Committee Meeting Minutes

UCF Foundation Board

November 2, 2021 | 8:30 a.m. – 9:00 a.m.

Members Present:

Sara Bernard, Carrie Daanen, John Euliano (Chair), Micky Grindstaff, Gideon Lewis, Mike Manglardi, Chris Marlin, Kevin Miller, Dana Patton, Joyce Virga, Kevin Wydra

Members Absent:

None

I. Call to Order and Quorum Confirmation

Chair John Euliano called the Governance Committee meeting to order at 8:31 a.m.

Roll call was performed, and a quorum was confirmed.

II. Conflict of Interest Disclosure

No conflicts of interest were disclosed by the members of the Governance Committee regarding the presented agenda items.

III. Minutes

The minutes of the August 27, 2021, meeting was unanimously approved as written.

IV. Reports

DISC-1: Board Participation Snapshot

Lauren Ferguson, Director of Foundation Board Relations & Development, reviewed the board participation snapshot, which overviewed elected director engagement in philanthropy, meeting attendance, and new Board member recruitment.

DISC-2: Mentor/Mentee Updates

Ferguson provided a FY22 UCF Foundation Board Mentor/Mentee update.

V. **Discussion**

DISC-3: UCF Foundation Bylaws

The Governance Committee conducted its annual review of the UCF Foundation Bylaws. No recommendations for amendment were proposed.

DISC-4: UCF Foundation Articles of Incorporation

The Governance Committee conducted its annual review of the UCF Foundation's Articles of Incorporation. No recommendations for amendment were proposed.

DISC-5: Board Recruitment Update

Ferguson provided an overview of the Board recruitment nominee pool. Chair Euliano proposed the ad hoc formation of the Board Composition Subcommittee to assist with narrowing the nominee list to top candidates for further review by the Governance Committee. Additional discussion on the membership of the Subcommittee occurred. Chair Euliano directed Ferguson to reach out to coordinate meeting logistics.

DISC-6: Governance Committee Charter

The Governance Committee conducted its annual review of its committee charter. No recommendations for amendment were proposed.

VI. **New Business**

GC-1: CBRE Bank Account: Designated Signers

Jennifer Cerasa, Legal Counsel, provided an overview of proposed amendments to the UCF Foundation's Corporate Resolution. Proposed amendments reflected changes in the signatories of property management partner, CBRE, to sign checks and authorize wire transfers in the name of the UCF Foundation on designated property management accounts.

Directors Brian Butler and Chris Marlin inquired about cybersecurity risks associated with wire transfers. Cerasa and Glen Dawes, Chief Financial Officer, said there were no risks due to processes in place that do not use wire transfers unless a verbal acknowledgement is made between the Foundation and CBRE representatives.

Motion:

Chair Euliano asked for a motion to recommend approval of the UCF Foundation Corporate Resolution amendments to the Executive Committee.

The motion was moved by Director Kevin Miller and seconded by Director Kevin Wydra. The motion passed unanimously.

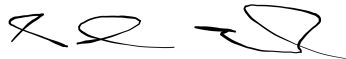
VII. *Closing Remarks and Announcements*

No closing remarks were made.

VIII. *Adjournment*

Chair Euliano adjourned the meeting at 9:02 a.m.

Respectfully Submitted by:



John Euliano H'18, *Chair*, Governance Committee

Approved by the Governance Committee on March 1, 2022.