



Governance Committee Meeting Minutes
UCF Foundation Board
May 10, 2022 | 8:30 a.m.
Virtual Meeting

Members Present:

Sara Bernard, Carrie Daanen, John Euliano, Gideon Lewis, Chris Marlin (joined at 8:34 a.m., departed 8:45 a.m.), Kevin Miller, Dana Patton, Joyce Virga, Kevin Wydra, Mike Manglardi

Members Absent:

Chris Tomasso, Micky Grindstaff

I. Welcome and Call to Order

Chair John Euliano called the Governance Committee meeting to order at 8:31 a.m. Roll call was performed and quorum was confirmed.

II. Conflict of Interest Disclosure

Director Kevin Miller reported a possible conflict of interest in regards to item GC-5 Revocation of Naming Policy and noted he would abstain from voting on that item.

III. Minutes from the March 1, 2022 Governance Committee Meeting

Minutes from the March 1, 2022, Governance Committee meeting were unanimously approved.

IV. Reports

A. DISC-1: Board Participation Snapshot

Lauren Ferguson, Director of Foundation Board Relations and Development, provided an updated Board participation report.

V. New Business

A. GC-1: First Term Elected Directors

Discussion occurred regarding first term Elected Director candidates Heather Pigman '94, Tandreia Bellamy '98, and Roger Zlotoff '86.

Motion:

Chair Euliano asked for a motion to recommend approval of Heather Pigman '94, Tandreia Bellamy '98, and Roger Zlotoff '86 as first term Elected Directors to the UCF Foundation Board.

Motion moved by Director Kevin Wydra and motion seconded by Director Carrie Daanen. The motion passed unanimously.

B. GC-2: Second Term Elected Directors

Discussion occurred regarding second term Elected Director candidates Clint Bullock, Brian Butler, Cathy Engelman, and Chris Tomasso '93.

Motion:

Chair Euliano asked for a motion to recommend approval of Clint Bullock, Brian Butler, Cathy Engelman, and Chris Tomasso '93 as second term Elected Directors to the UCF Foundation Board.

Motion moved by Director Chris Marlin and motion seconded by Director Wydra. The motion passed unanimously.

C. DISC-2: UCF Foundation Articles of Incorporation

Jennifer Ceresa, Senior Associate General Counsel, University of Central Florida shared that there are no proposed amendments to current UCF Foundation Articles of Incorporation. No proposed amendments were brought forward by the members of the Committee.

D. GC-3: University of Central Florida Real Estate Foundation Amended and Restated Articles of Incorporation and Second Amendment and Restated Operating Agreement

Ceresa reviewed proposed edits to the University of Central Florida Real Estate Foundation's Articles of Incorporation and Operating Agreement.

Motion:

Chair Euliano called for a motion to recommend the approval of the University of Central Florida Real Estate Foundation's Amended and Restated Articles of Incorporation and Second Amendment and Restated Operating Agreement to Foundation Board.

Motion moved by Director Dana Patton and motion seconded by Director Wydra. The motion passed unanimously.

E. GC-4: Knights Crossing Student Housing LLC Amended and Restated Articles of Incorporation and Operating Agreement

Ceresa reviewed the proposed edits to the Knights Crossing Student Housing LLC Articles of Incorporation and Operating Agreement.

Motion:

Chair Euliano asked for a motion to recommend proposed edits to the Knights Crossing Student Housing LLC Articles of Incorporation and Operating Agreement to Foundation Board.

Motion moved by Director Miller and motion seconded by Director Patton. The motion passed unanimously.

F. GC-5: Revocation of Naming Policy

Cerasa shared information on the proposed revocation of the UCF Foundation's Naming Policy.

Motion:

Chair Euliano called for a motion to recommend revocation of the UCF Foundation's Naming Policy to Foundation Board.

Motion moved by Director Joyce Virga and motion seconded by Director Wydra. Miller abstained from voting on this item. The motion passed by majority.

G. GC-6: UCF Foundation Board Self-Assessment

A discussion occurred regarding the proposed FY22 Foundation Board Self-Assessment tool.

Motion:

Chair Euliano asked for a motion to recommend approval of the FY22 Foundation Board Self-Assessment as proposed.

Motion moved by Director Kevin Miller and motion seconded by Director Carrie Daanen.

VI. Closing Remarks

No closing remarks or announcements were provided.

VII. Adjournment

Director Euliano adjourned the meeting at 9:16 a.m.

Respectfully Submitted by:



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

Approved by Governance Committee on 9/15/2022.

Minutes prepared by Kelly Young, *Coordinator Foundation Board Relations*