



UNIVERSITY OF CENTRAL FLORIDA

# Foundation, Inc.

UCF Foundation Board of Directors  
Bylaws Review Ad Hoc Workgroup  
Apr 2, 2024, at 3:30 PM EDT to 4:30 PM EDT  
Virtual Meeting

## Members Present:

Kevin Miller, *Ad Hoc Workgroup Chair*, James Harhi, Heather Pigman

## Members Absent:

Dana Patton

### I. Welcome and Call to Order

Director Miller, *Ad Hoc Workgroup Chair*, called the meeting to order at 3:32 p.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 quorum was confirmed.

### II. Conflict of Interest Disclosure

No conflicts of interest were declared by workgroup members.

### III. Minutes

Minutes from the February 1, 2024, Bylaws Review Ad Hoc Workgroup meeting were unanimously approved as written.

### IV. Action

Richard Welsh, *Senior Associate General Counsel*, University of Central Florida, and Janelle Hom '10MA, *Director, Foundation Board Relations and Advancement*, UCF Advancement and Partnerships, presented the following item:

#### A. **DISC-1: UCF Foundation, Inc. Bylaws Edit Review**

Welsh presented the draft edit of the UCF Foundation, Inc. Bylaws to the workgroup for discussion. The Bylaws Review Ad Hoc Workgroup thoroughly examined and discussed the edits; members recommended several additional edits to satisfy concerns around appointed directors.

The revised bylaws, with the discussed edits, will be reviewed by the Governance Committee at the May 2, 2024, meeting.

#### **Motion**

A motion was made by Director Harhi to recommend approval of the revised bylaws with the discussed edits to the Governance Committee. Director Pigman seconded the motion. The motion was passed unanimously.

### V. Discussion

Director Miller presented the following item:

**A. DISC-1: Supplemental Policy Review and Development Timeline**

Director Miller shared the supplemental policy review and development timeline with the Bylaws Review Ad Hoc Workgroup members. Upon completion and acceptance of the revised bylaws, this workgroup will reconvene to address clarifications needed within any supplemental policies or develop as appropriate. No additional comments were shared by the workgroup members.

**VI. Information**

The following informational items were provided to the committee. No questions or comments were offered by committee members.

**A. INFO – 1: Bylaws Review Ad Hoc Workgroup Timeline**

**VII. New Business**

The Bylaws Review Ad Hoc Workgroup members agreed to schedule an additional meeting to reconvene and address additional details needed within the supplemental policies. The next meeting of the Bylaws Review Ad Hoc Workgroup is scheduled for August 7, 2024.

**VIII. Adjournment**

Chair Miller adjourned the meeting at 4:17 p.m.

Approved by the Bylaws Review Ad Hoc Workgroup on **August 7, 2024**.

Respectfully Submitted by:

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Kevin Miller, *Chair*, Bylaws Review Ad Hoc Workgroup

Minutes prepared by: Ronney Demosthene, *Coordinator, Foundation Board Relations*, UCF Advancement and Partnerships