



UNIVERSITY OF CENTRAL FLORIDA

Foundation, Inc.

UCF Foundation Board of Directors Bylaws Review Ad Hoc Workgroup

Jan 10, 2024, at 10:00 AM EDT to 11:00 AM EDT
Virtual Meeting

Members Present:

Kevin Miller, *Ad Hoc Workgroup Chair*, Dana Patton, Heather Pigman

Members Absent:

James Harhi

I. Welcome and Call to Order

Director Miller, *Ad Hoc Workgroup Chair*, called the meeting to order at 10:02 a.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

There were no minutes to approve as this was the first meeting of the Bylaws Review Ad Hoc Workgroup.

IV. Discussion

Janelle Hom '10MA, *Director, Foundation Board Relations*, UCF Advancement & Partnerships, presented the following item:

A. **DISC-1: Bylaws Review Ad Hoc Workgroup Timeline**

Hom outlined the Bylaws Review Ad Hoc Workgroup project timeline. Chair Miller explained the scope of the Bylaw Review Ad Hoc Workgroup, emphasizing the need to clarify specific sections related to advisor definitions and committee terms. Miller shared the scope of work would include bylaws review and suggested edits along with reviewing and developing supplemental policies.

Hom provided a detailed schedule, highlighting key dates for reviewing, presenting, and approving changes. The next Bylaws Review Ad Hoc Workgroup meeting is scheduled for February 1 and will entail a thorough walkthrough of the bylaws along with proposing any draft changes. Final draft of edits, if any, must be complete for Governance Committee review on May 2. The Board of Trustees' meeting where any proposed changes would need to be presented will take place June 12 and 13, 2024.

Richard Welsh, *Senior Associate General Counsel*, University of Central Florida, initiated a discussion on language and terminology within the Bylaws that may benefit from clarification. Focus may include the identification of areas that are unclear or stylistically inconsistent, understanding original intent, and providing clarity without making fundamental changes.

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

B. DISC-2: UCF Foundation, Inc. Bylaws Review

Welsh highlighted Article II. Section 3 concerning vacancies, emphasizing the desire for clarity in the event of a resignation. Rod Grabowski, *Senior Vice President*, UCF Advancement & Partnerships, and *Chief Executive Officer*, UCF Foundation, Inc., provided insights based on his experience at other institutions where this rule is utilized when there is a requirement for a corporate representative or when the board size is at its maximum capacity. The committee acknowledged that, with the current board size of 25 (with a potential of 38), the urgency to fill vacancies may vary depending on the specific dynamics of the organization.

Director Patton emphasized her desire to include language that specifies in the case of a corporate representative serving on the board, the vacant position must be filled. Grabowski clarified that the board currently does not have any designated corporate representatives.

Chair Miller expressed the preference for new appointees to start with a full term rather than completing the unexpired term of a predecessor in the case of individual resignations.

Hom initiated discussion regarding committee advisors, highlighting the historical lack of reporting to the UCF Foundation Governance Committee on their performance and impact. The bylaws do not include language regarding philanthropic support from committee advisors, and supplemental supporting materials have no mention of the specific giving level. Chair Miller felt that committee advisor terms should be addressed in favor of shorter appointments. He also suggested that in terms of philanthropic support, the bylaws should state that support is expected, with policies defining a specific dollar amount to establish the support. Director Patton agreed, emphasizing that this approach would help maintain alignment.

Hom directed discussion to the definition of committee advisors. Examples were provided of advisors who fit into several categories including a UCF professor, emeritus directors, ex-officio designees, subject matter experts, and potential future board members.

Grabowski raised concerns regarding individuals serving in advisory capacities for extended periods. For example, under the current structure an individual could serve up to 24 years if terms were maximized as a committee advisor, Foundation Board members, and Emeritus advisors.

Welsh emphasized the importance of incorporating flexibility into the criteria and term lengths for advisors. Suggestions included steering away from rigid rules, particularly regarding mandatory gifts from advisors. Welsh recommended the appointing body to consider various factors including subject-matter expertise, the individual's philanthropic support of the university, and the weight of that individual as a potential future board member.

Chair Miller inquired as to whether it would be feasible to establish two separate advisor tracks—one for individuals aspiring to become future board members and another for subject-matter experts whose intent may not be to become a member of the full Foundation Board. Director Pigman voiced concerns about creating official tracks, citing potential legal complexities. Director Pigman suggested maintaining flexibility within the group to accommodate diverse individuals coming in and out for various reasons.

Chair Miller discussed the role of Emeritus Directors, suggesting that it should be solely an honorary title and not associated with the advisor role. The workgroup agreed that Emeritus Directors and Committee Advisors should be kept separate.

Chair Miller suggested that a generic approach should be taken broadly within the bylaws to allow flexibility. For example, in Article 3, which covers the officers of the corporation, he recommended avoiding specific titles and adopting a broad, supplemental language. Drawing from experience in other organizations, he mentioned the effectiveness of stating that the CEO, appointed by the university president, can then appoint other officers. This generic approach allows for straightforward adaptability, avoiding the need to list specific individuals. That flexibility would allow the CEO the authority to decide on appointments and allow for streamlined potential internal restructuring of titles without having to update the bylaws.

Chair Miller requested the workgroup come prepared to the next meeting for a thorough walkthrough of the bylaws so that initial edits could be drafted.

V. Information

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

A. INFO – 1: Updating Board Bylaws – and Beyond

VI. New Business

No new business was presented.

VII. Adjournment

Chair Miller adjourned the meeting at 10:41 a.m.

Approved by the Bylaws Review Ad Hoc Workgroup on **February 1, 2024**.

Respectfully Submitted by:

A handwritten signature in black ink, appearing to be 'K. Miller', written in a cursive style.

Kevin Miller
02/20/2024 10:36 EST

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

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