



UNIVERSITY OF CENTRAL FLORIDA

Foundation, Inc.

UCF Foundation Board of Directors Governance Committee

Oct 26, 2023, at 12:15 PM EDT to 1:15 PM EDT
Hybrid Meeting

Members Present:

Carrie Daanen, *Committee Chair*, Kevin Wydra, *Committee Vice Chair*, Brian Butler, *Committee Vice Chair*, Rosyln Burttram, James Harhi, Mike Manglardi, Kevin Miller, Dana Patton, Heather Pigman, and Dianne Owen.

Members Absent:

Micky Grindstaff, Chris Marlin

I. Welcome and Call to Order

Carrie Daanen, *Committee Chair*, called the meeting to order at 12:16 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 committee members.

III. Minutes

Minutes from the May 19, 2023, Governance Committee meeting were unanimously approved as written.

IV. Reports

Janelle Hom '10MA, *Director, Foundation Board Relations*, presented the following items:

A. DISC-1 Board Participation Snapshot

Hom provided an updated board participation metrics report including the latest statistics for fiscal year 2022-2023 and fiscal year 2023-2024, to-date of meeting attendance, philanthropic investments, and recruitment referrals. Hom noted that due to timing so early in the fiscal year, philanthropy and attendance figures were low but expected to increase with the next report. Chair Daanen inquired as to trends in board philanthropic giving. Based on historical data, Hom shared philanthropic tended to increase at the end of the calendar year; even greater surge is typically observed in the fourth quarter around UCF's annual Day of Giving initiative.

B. DISC-2 Board Referral Matrix Tracking

Hom provided an updated to board referrals received over the past five fiscal years, with 87 of the 134 active names in discovery status to identify strategic skillsets and qualifications. Board members were encouraged to ask questions about previous referrals, noting that live status updates were now available for referrals going back to fiscal year 2018-2019. Hom reminded board members that while the list of active names on this list was lengthy, fresh referrals were still important and needed.

Director Patton shared perspective on the previous fiscal year's recruitment pool and how several prospects were recommended for committee positions. Hom shared that those had been identified thanks to conversations with key members of the Governance Committee and were being followed up on currently.

V. Discussion

A. DISC-3 FY23 Board Self-Assessment Results

Chair Daanen provided a brief overview of key data outcomes from the FY23 Board Self-assessment, including an 85% completion rate. Discussion determined more board expertise is needed in the areas of audit and investment backgrounds. The need to diversify representation from areas of passion within the university was also noted.

B. DISC-4 Mentorship Assignments and Program

Chair Daanen briefly reviewed the board mentorship program assignments. Daanen asked about how the mentorship pairings were developed. Hom explained that in partnership with Chair Butler, new board members were matched based on several criteria including graduation year and area of interest. Hom encouraged board members to review the mentorship outline and quarterly discussion points and provide feedback for continued improvement.

C. DISC-5 FY25 Board Recruitment Discussion

Chair Daanen led discussion around the upcoming recruitment process and direction. Daanen noted the importance of succession planning for the full Foundation Board and standing committees. Hom outlined the recruitment process, noting that the call for nominations was now a year-round process. While the timing to bring new board members on would not be changing, the board staff can engage those with interest throughout the year. A pool of nominees would need to be pulled together quickly to start the evaluation process by early January 2024.

Advisor Manglardi shared encouragement to grow the size of the board (bylaws allowing for 38 members), especially considering future activities to come for the Foundation Board.

D. DISC-6 Committee Advisor Status and Discussion

Chair Daanen briefly outlined the current structure of committee advisor positions. These individuals are appointed by the Board Chair, bring specific expertise, and are voting members of that committee only. Hom provided attendance and philanthropic data on current committee advisors while also differentiating between general advisors, emeritus advisors, and staff. In many cases, general advisors are encouraged to be considered as a pipeline for full board service.

The committee inquired about term limits for advisors. Hom shared that there were inconsistencies around term limits which needed to be tightened up.

Director Butler provided input around the selection and appointment of committee advisors, suggesting that perhaps the Committee Chair should recommend the appointment before the Board Chair confirms.

Board staff and general counsel will convene prior to the next Governance Committee meeting for a bylaws review. A potential recommendation for the committee would be to create an ad hoc committee to closely examine the bylaws. Board staff may also work with the Association of Governing Boards (AGB) for a consultation to assist.

VI. Information

In addition to the reports and discussions, the following informational items were provided to the committee. No questions or comments were provided by committee members.

- A. INFO – 1 Committee Charter Review
- B. INFO – 2 Governance Committee Annual Plan
- C. INFO – 3 Emeritus Engagement Plan Draft
- D. INFO – 4 Board Education & Engagement Program
- E. INFO – 4 (A) Board Education & Engagement Calendar

VII. New Business

No new business was presented.

VIII. Adjournment

Chair Daanen adjourned the meeting at 1:12 p.m.

Approved by the Governance Committee on **December 7, 2023**.

Respectfully Submitted by:

A handwritten signature in black ink, appearing to be 'CAD' followed by a long horizontal stroke.

Carrie Daanen
03/07/2024 15:39 EST

Carrie Daanen '92, *Chair*, Governance Committee

Minutes prepared by: Debra Farish, *Executive Assistant*, UCF Advancement & Partnerships