



UNIVERSITY OF CENTRAL FLORIDA

# Foundation, Inc.

## UCF Foundation Board of Directors Governance Committee

Dec 7, 2023, at 11:00 AM EDT to 12:00 PM EDT  
Hybrid Meeting

### Members Present:

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

### Members Absent:

Micky Grindstaff

#### I. Welcome and Call to Order

Carrie Daanen, *Chair*, Governance Committee, called the meeting to order at 11:03 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 committee members.

#### III. Minutes

Minutes from the October 26, 2023, Governance Committee meeting were unanimously approved as written.

#### IV. Reports

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

##### A. DISC-1 Board & Committee Advisor Participation Snapshot

Hom presented an updated on the board participation metrics report, including to-date statistics for Fiscal Year 2023-2024 meeting attendance, philanthropic support, and recruitment referrals. There have been minimal increases in philanthropic support from the Elected Directors since the October 26, 2023, meetings. Elected Director meeting attendance is notably positive. Hom highlighted that the philanthropic support and attendance percentages of committee advisors aligned with the trends observed among Foundation Board members.

## **B. DISC-2 Board Referral Matrix Tracking**

Hom presented an update on the board referral matrix, noting that board referrals have surpassed the prior fiscal year's total. Presently, 60 percent of active referrals are in "discovery" status which is notably lower than the 87 percent reported earlier. Out of 127 individuals in the active category, 18 referrals are slated for consideration by the Board Composition Subcommittee. Additionally, 10 individuals are in the pipeline for committee advisor consideration. Hom highlighted that 96 percent of referrals have been assigned a gift officer, demonstrating a substantial increase from 84 percent reported at the previous meeting. Board members were encouraged to ask questions about referrals and to continue to reflect on the needs of the board.

Chair Daanen requested comments from board members regarding the changes implemented by Hom. Rod Grabowski, *Senior Vice President, UCF Advancement & Partnerships*, and *Chief Executive Officer, UCF Foundation, Inc.*, acknowledged the challenges involved in managing board referrals and congratulated the team on creating and managing this system. Director Patton appreciated the significant increase in referrals being assigned a gift officer, expressing how it complements the work of the Board Composition Subcommittee.

## **V. Discussion**

Director Daanen '92, *Chair, Governance Committee*, and Janelle Hom '10MA, *Director, Foundation Board Relations*, UCF Advancement & Partnerships, presented the following items:

### **A. DISC-3: Review of Nominee Pool Composition**

Hom provided a high-level overview of the current nominee slate, highlighting crucial factors within the candidate pool. Hom presented on the pool's area of passion within the University system. While athletics is a strong UCF passion, the current talent pool has expressed interest in extending support across areas such as engineering, arts and humanities, and hospitality.

Chair Daanen sought clarification between the current high volume of elected directors from the business industry and the substantial interest in athletics depicted within the recruitment pool data. Hom clarified how athletics was often a primary passion point; the data gathered around the recruitment pool provided weighting of athletics interest versus other areas of the university.

Director Patton noted that individuals passionate about athletics were referring numerous candidates. Hom affirmed this observation, stating that most referrals within athletics primarily came from peer connections.

Emeritus Advisor Manglardi highlighted the athletics-heavy historical trend at UCF, noting that many major donors in athletics tend to come from the business industry. He inquired if this pattern is also prevalent among UCF's peer institutions which Hom confirmed.

Emeritus Director Manglardi inquired about the lack of elected director second term expirations in 2024. Hom shared that from her research she was unable to discern why no directors were elected in Fiscal Year 2015 – 2016. Chair Daanen clarified that during the fiscal year in question, UCF was amidst a campaign. Instead of recruiting new members mid-campaign, the board extended the terms of current elected directors.

Director Wydra highlighted how research and technology would be vital areas for any future campaign. He suggested increasing the candidate pool in these specific areas to align with the strategic vision of the University. Chair Daanen supported this idea, emphasizing the need for the board composition to be in sync.

Hom highlighted that the geographical diversity in the recruitment pool is currently limited, with a predominant focus on the state of Florida. The top five states for UCF alumni include Florida, Georgia, North Carolina, Texas, and California.

Chair Daanen inquired about potential resources from the Association of Governing Boards (AGB) that could assist in expanding the geographical reach of the recruitment pool. Hom mentioned the upcoming AGB Foundation Leadership Forum scheduled for January 2024. Some staff and board directors are set to attend. Chair Butler shared his experience from the 2023 AGB Foundation Leadership Forum.

Emeritus Advisor Manglardi inquired about the presence of major donors in specific alumni geographical hubs. Hom pointed to data that indicates a concentration of donors in strong “alumni hubs”.

Chair Daanen inquired about the possibility of exploring potential corporate representative donors and expanding in that area. Grabowski mentioned ongoing discussions on this subject without any concrete actions taken yet. He proposed that the Board Composition Subcommittee delve into this discussion for a more detailed action plan. Vice Chair Butler suggested considering the option of listing corporate representatives as ex-officio to provide flexibility. Director Patton requested to include this topic on the meeting agenda for the Board Composition Subcommittee and the Bylaw Review Subcommittee.

#### **B. DISC-4: Mentorship Program Update**

Hom gave a brief update on the progress of the board mentorship program. Board members were encouraged to review the mentorship outline and quarterly discussion points, emphasizing the importance of providing feedback for ongoing improvements and enhancements to the program.

Vice Chair Butler expressed the benefits he experienced within the mentorship program. Director Harhi shared his personal experience as a mentor for Director Rob Kantor.

Richard Welsh, *Senior Associate General Counsel*, University of Central Florida, presented the following items:

**C. DISC-5: Articles of Incorporation Review**

Welsh briefly discussed the review the Articles of Incorporation, noting that there is no recommendation for changes at this time. The Articles of Incorporation were last amended by the UCF Foundation Board of Directors on October 8, 2020, and ratified by the UCF Board of Trustees on October 28, 2020. Welsh noted that the registered agent mentioned in the current Articles of Incorporation is outdated. However, this has been independently updated with the Florida Secretary of State. The current registered agent is Youndy Cook, *Vice President and General Counsel*, University of Central Florida.

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

**D. DISC-6: UCF Foundation, Inc. Bylaws Review**

Hom briefly provided a review of the UCF Foundation, Inc. bylaws, stating that a potential Bylaw Review Ad Hoc Workgroup would be beneficial to review and provide recommendations to address any inquiries regarding the bylaws. Hom highlighted the need for discussions to enhance the definition of committee and emeritus advisor structures, clarify the roles and scope of specific ex-officio positions, and establish oversight roles for initiatives like the mentorship program structure and emeritus engagement program. Chair Daanen inquired about the process for determining the members of the Bylaw Review Ad Hoc Workgroup and inquired about available resources from AGB. Hom mentioned that several board members had volunteered to participate after the initial discussion on this topic in October 2023. Hom encouraged board members interested in this subject to contribute their thoughts and actively engage in discussion. Grabowski expressed support for the committee, emphasizing that it would provide essential clarity for any inquiries related to the bylaws.

**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 Board Education & Engagement Program
- B. INFO – 2 Committee Roster & Contact Information

**VII. New Business**

No new business was presented.

**VIII. Adjournment**

Chair Daanen adjourned the meeting at 11:54 a.m.

Approved by the Governance Committee on **February 15, 2024**.

Respectfully Submitted by:

*Carrie*

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

Carrie Daanen

03/07/2024 15:40 EST

Carrie Daanen '92, *Chair*, Governance Committee

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