



UNIVERSITY OF CENTRAL FLORIDA

# Foundation, Inc.

## UCF Foundation Board of Directors Supplemental Policy Development Ad Hoc Workgroup

Aug 7, 2024, at 2:00 PM EDT to 3:00 PM EDT  
Virtual Meeting

### Members Present:

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

### Members Absent:

None

#### I. Welcome and Call to Order

Director Miller, *Ad Hoc Workgroup Chair*, called the meeting to order at 2:01 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 April 2, 2024, Bylaws Review Ad Hoc Workgroup meeting were unanimously approved as written.

#### IV. Discussion

Chair Miller presented the following item:

##### A. DISC-1: Supplemental Policy Review Scope and Timeline

Director Miller provided an overview of the scope of work and timeline for this workgroup. The workgroup is tasked with expanding and clarifying details not included in the UCF Foundation, Inc., Bylaws. Drafts for the revised and/or new policies would be presented for approval at the next meeting of this workgroup in early September.

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

##### B. DISC-2: Conflict of Interest Disclosure

Welsh provided an overview of the Conflict-of-Interest Disclosure, noting that while the content is adequate, the dense legal language makes it difficult for board members and staff to interpret and engage with. The goal is to revise the policy to make it easier to understand, ensuring board members are clear on what should be reported annually.

Welsh proposed drafting an initial draft of the revised policy, focusing on reorganizing and simplifying the language without omitting any critical content. He will present the revised draft to the committee at the next meeting for review and approval.

### **C. DISC-3: Articles of Incorporation**

Welsh addressed a minor but important update needed in the UCF Foundation's Articles of Incorporation. He pointed out that the current articles include the name of a registered agent who no longer works for the organization. While this is not legally problematic, it creates an outdated and potentially confusing appearance.

To avoid this issue in the future, Welsh recommended amending the language in the Articles of Incorporation to state that the registered agent will be the person identified in the Department of State's annual filing, rather than naming a specific individual. This change will ensure that the information remains current and accurate without requiring further revisions each time there is a personnel change.

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

### **D. DISC-4: Annual Supporting Policy Document Drafts**

Hom outlined the additional supporting policy documents proposed to clarify the roles and expectations for different positions within the Foundation. Addressing the Elected Director Expectations document, Hom emphasized the importance of having a clear, concise outline that can be used as a marketing "leave-behind" document, providing potential board members with a clear understanding of their responsibilities in terms of time commitment, philanthropic leadership, and advocacy.

Hom reviewed the Committee Advisor Expectations draft revisions document. Hom proposed removing all detailed descriptions of the Foundation Board's standing committees which live in a separate marketing piece. The document outlines updated terms based on the recent bylaw revisions.

Hom addressed the importance of having clear and well-defined position descriptions for board officers. Hom suggested the creation of these position descriptions would be beneficial for the UCF Foundation Board, providing a reference that can be used during years where new board officer discussions are occurring.

Hom led the discussion on Emeritus Directors, particularly the Emeritus Director "position" description and engagement plan. This discussion focused on how Emeritus Directors have been historically defined and engaged within the board and the appropriate cadence for reviewing nominees. Workgroup members discussed the need to better define proper criteria, particularly around "exemplary service," when considering Emeritus Director appointments. The workgroup provided directions for edits to the position description and requested a draft nomination form for review.

Hom addressed the Alumni Board Ex-Officio outline. Hom noted that the ex-officio role of the Alumni Board could benefit from defined expectations regarding the type of reporting expected and ensuring that the shared governance role is meaningful and beneficial for both boards.

**V. New Business**

The Supplement Policy Development Ad Hoc Workgroup agreed to schedule an additional meeting to review and recommend approval of these documents for Governance Committee approval. The next meeting of the Supplemental Policy Development Ad Hoc Workgroup is scheduled for September 5, 2024.

**VI. Adjournment**

Chair Miller adjourned the meeting at 2:41 p.m.

Approved by the Supplemental Policy Development Ad Hoc Workgroup on **September 5, 2024**.

Respectfully Submitted by:

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

Kevin Miller  
2024-10-04 20:52 UTC

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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