



UNIVERSITY OF CENTRAL FLORIDA

# Foundation, Inc.

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

Sept 20, 2024, at 10:00 AM to 10:30 AM 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 10:00 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

Minutes from the August 7, 2024, Bylaws Review Ad Hoc Workgroup meeting were unanimously approved as written.

#### IV. Action Items

Chair Miller introduced Richard Welsh, *Senior Associate General Counsel*, University of Central Florida, to cover the first two voting items:

##### A. SPD-1: Conflict of Interest Disclosure

Welsh provided an overview of the proposed updates to the UCF Foundation Board's Conflict of Interest Disclosure. The main objectives included streamlining and simplifying definitions of what constitutes a conflict of interest. The policy was reorganized to create more user-friendly document. Content involving employees was removed as that is covered under other policies.

##### Motion:

A motion was made by Director Harhi to recommend approval of the updated Conflict of Interest Disclosure to the Governance Committee on its non-consent agenda. Director Patton seconded the motion. The motion passed unanimously.

##### B. SPD-2: Articles of Incorporation

Welsh provided an overview of the proposed updates to the Articles of Incorporation, which included reorganizing and simplifying the format for style and readability, along with the removal of specific references to the registered agent.

**Motion:**

A motion was made by Director Patton to recommend approval of the updated Articles of Incorporation to the Governance Committee on its non-consent agenda. Director Harhi seconded the motion. The motion passed unanimously.

Chair Miller introduced Janelle Hom '10MA, *Director, Foundation Board Relations and Advancement*, UCF Advancement and Partnerships to cover the remaining voting items:

**C. SPD-3: Committee Advisor Responsibilities**

Hom covered the suggested edits to this existing supplemental document, which included simplification of each of the UCF Foundation Board's standing committees key charges, and update to the terms and term-renewal process to align with the revised bylaws, inclusion of philanthropic expectations, and outlining the appointment process.

**Motion:**

A motion was made by Director Harhi to recommend approval of the revised Committee Advisor Responsibilities supplemental document to the Governance Committee on its consent agenda. Director Patton seconded the motion. The motion passed unanimously.

**D. SPD-4: Board Officer Position Descriptions**

Hom provided an overview of the content related to this new supplemental document. This document would provide official, board-accepted position descriptions for the UCF Foundation board officers.

**Motion:**

A motion was made by Director Patton to recommend approval of the newly created Board Officer Position Descriptions to the Governance Committee on its consent agenda. Director Harhi seconded the motion. The motion passed unanimously.

**E. SPD-5: Emeritus Director Process and Description**

Hom reviewed the draft Emeritus Director description language with an emphasis on the honor bestowed, governance limitations, and accompanying benefits. Hom reviewed the draft nomination form to assist in defining "exceptional service". The proposed cadence and process for nominating an Emeritus Director was reviewed. Rod Grabowski, *Chief Executive Officer*, UCF Foundation, Inc., and *Senior Associate Vice President*, UCF Advancement and Partnerships, requested an update to the language to allow for flexibility in the timing process.

**Motion:**

A motion was made by Director Patton to recommend approval of the Emeritus Director honorary description, process, and nomination form, with an edit to the process document to incorporate discretionary language, to the Governance Committee on its nonconsent agenda. Director Pigman seconded the motion. The motion passed unanimously.

**F. SPD-6: Alumni Board Ex-Officio Description**

Hom provided a brief overview of the Alumni Board Designated Director position description. The description was meant to provide alignment to the UCF Strategic Plan and the alumni participation goal. The description outlined the Alumni Board Chair's

expectations for reporting to the UCF Foundation Board under the shared governance model.

**Motion:**

A motion was made by Director Patton to recommend approval of the Alumni Board Ex-Officio description to the Governance Committee on its consent agenda. Director Harhi seconded the motion. The motion passed unanimously.

**V. New Business**

No new business was brought forward by any members of the workgroup. Chair Miller thanked the workgroup for their diligence on this important work.

**VI. Adjournment**

Chair Miller adjourned the meeting at 10:42 a.m.

Approved by the Governance Committee on **October 23, 2024**.

Respectfully Submitted by:



Kevin Miller  
2024-10-29 20:40 UTC

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

Minutes prepared by: Janelle Hom '10MA, Director, Foundation Board Relations and Advancement, UCF Advancement and Partnerships