



UNIVERSITY OF CENTRAL FLORIDA

Foundation, Inc.

Governance Committee Meeting Minutes

Wednesday, October 23, 2024 | 12:30 p.m. – 1:30 a.m.

FAIRWINDS Alumni Center 12676 Gemini Blvd. N. Orlando, FL 32816

Members Present:

Roslyn Burttram, *Committee Vice Chair*, Brian Butler, Carrie Daanen, *Committee Chair*, James Harhi, Stuart Heaton, *Committee Vice Chair*, Kevin Miller, Dianne Owen, Dana Patton, Heather Pigman, and Kevin Wydra

Members Absent:

None

I. Welcome and Call to Order

Carrie Daanen '92, *Chair*, Governance Committee called the meeting to order at 12:33 p.m., stating 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 disclosed by the committee members.

III. Approval of Meeting Minutes

A. May 30, 2024, Governance Committee Meeting

B. September 20, 2024, Supplemental Policy Development Ad Hoc Workgroup Meeting

Minutes from both the May 30, 2024, Governance Committee meeting, and the September 20, 2024, Supplemental Policy Development Ad Hoc Workgroup meeting were unanimously approved as written.

IV. Action

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

A. GC-1: Conflict of Interest Disclosure

Welsh presented the Conflict of Interest disclosure amendments, specifically addressing a streamlined, simplified definition of what constitutes a conflict of interest. Updates included the removal of content involving employees which are covered by other policies and can be administered by management. Content was also reorganized to create a more user-friendly document.

Motion: A motion was made by Vice Chair Heaton to recommend approval of the updated Conflict of Interest Disclosure to the UCF Foundation Board of Directors on their consent agenda. Vice Chair Burttram seconded the motion. The motion passed unanimously.

B. GC-2: Articles of Incorporation

Updates to the articles of incorporation included format reorganization and simplification to reflect style and readability. The removal of specific references to the registered agent were incorporated to ensure further amendments are not necessary, so long as the information is up to date for the Florida Secretary of State.

Motion: A motion was made by Director Owen to recommend approval of the updated Articles of Incorporation and Director, with noted corrections, to the UCF Foundation Board of Directors on the consent agenda. Director Harhi seconded the motion. The motion passed unanimously.

Kevin Miller, *Chair, Supplemental Policy Development Ad Hoc Workgroup*, and Janelle Hom '10MA, *Director, Foundation Board Relations and Advancement*, UCF Advancement and Partnerships, presented the following item:

C. GC-3: Emeritus Director Nomination Process and Description

Miller provided a brief overview around the mindset of the workgroup's approach to this item. As part of the bylaws review that was conducted this past Spring, work was needed to better define governance, process, and cadence for nominations. The proposed process places the nomination on the outgoing chair within their last year in that officer position. There is verbiage that outlines flexibility for any special circumstances in partnership with the CEO. Board staff would work with the board chair to review potential candidates, and ultimately collaborate and assist with the nomination form. The workgroup also wanted to ensure that a more robust nomination process encompassed how "distinguished service" would be defined.

Director Patton and Heaton commented on this item, noting their view of this process being opportunity to include emeritus members with respect to governance. Directors discussed how this process should embody seeking qualified nominees and not those who merely checking a box of having completed the minimum standards for consideration.

Motion: Vice Chair Heaton made a motion to recommend approval of the Emeritus Director Nomination Process and Description to the UCF Foundation Board of Directors on the non-consent agenda. The motion was seconded by Director Wydra. The motion passed unanimously.

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

D. GC-4: UCF Foundation Board Gold Standard Program

Hom reviewed the metrics behind each category of the program, designed to identify key measures related to strong governance practices, board composition, engagement, and philanthropy. The purpose is to drive the aggregate success of the board as a whole.

Motion: A motion was made by Director Wydra to recommend the UCF Foundation Board Gold Standard Program to the UCF Foundation Board of Directors, on its non-consent agenda. for approval and Director Burttram seconded the motion. The motion passed unanimously.

V. Consent Agenda

Chair Daanen presented the consent agenda. No requests were made by members of the committee to remove any of the consent agenda items.

A. GC-5: Committee Advisor Responsibilities

B. GC-6: Board Officer Position Descriptions

C. GC-7: Alumni Board Ex-Officio Description

Motion: A motion was made by Vice Chair Heaton to recommend approval of the consent agenda items to the UCF Foundation Board of Directors. Director Owen seconded the motion. The motion passed unanimously.

VI. Reports

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

A. DISC-1: Board and Committee Advisor Participation Snapshots

Hom provided a review of Elected Director and Committee Advisor participation through reported metrics of meeting attendance, philanthropic investments, and recruitment referrals. A historical review was also provided, showing four (4)-year trends for Elected Directors and three (3)-year trends for Committee Advisors. Hom noted that attendance for Elected Directors to both committee and board meetings had experienced an all-time low in the time period examined. Committee Advisor philanthropy was at an all-time high, with Hom noting this was likely due to accountability measures put into place within the last year.

Chair Daanen inquired about the timing of when most board members fulfill their philanthropic giving requirement. Committee members discussed the potential of additional accountability measures to ensure the philanthropic commitment was not pushed off until the fourth quarter of the fiscal year.

B. DISC-2: Board Peer Referral Tracking Update

Hom reviewed the current status of active referrals. 88 individuals are in active triage. 14 names are included for consideration in the current recruitment cycle. The referral tracking matrix has evolved to outline targeted recruitment cycle years for specific prospects through Fiscal Year 2029 – 2030.

VII. Discussion

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

1. DISC-3: Fiscal Year 2023 - 2024 Board Self-Assessment Review

Hom reviewed the outcomes of the most recent board self-assessment survey. Focusing on demographics, the board composition female-to-male ratio has improved from the previous fiscal year. There are other notable area improvements thanks to strategic recruitment efforts. The Board saw greater diversification and more UCF passions in other university areas other than athletics. This overall positive feedback was evidence in board satisfaction and engagement.

2. DISC-4: Fiscal Year 2025 - 2026 Board Recruitment

Hom reviewed the timeline for the Fiscal Year 2025 – 2026 Board Recruitment cycle. Term rotations for Elected Directors were also reviewed. Hom provided a committee composition outlook through Fiscal Year 2026 – 2027 to highlight key areas for consideration with board recruitment, highlighting the need for audit, finance, real estate, and investment skillsets.

Secretary Patton agreed to again chair the Board Composition Subcommittee upon request from Chair Daanen.

Chair Daanen presented the following item:

3. DISC-5: Mentorship Assignments and Progress

Chair Daanen reviewed the current mentorship pairings for both Elected Directors and Committee Advisors. It was noted that several recently appointed advisors will need a mentorship pairing.

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

4. DISC-6: Annual Committee Review Items

The Governance Committee was asked to have reviewed the UCF Foundation, Inc. Bylaws and Governance Committee Charter for any beneficial or needed amendments.

1. Annual Bylaws Review

Staff had no recommended changes to the UCF Foundation, Inc. Bylaws.

2. Governance Committee Charter Review

Staff recommended several minor revisions to the Governance Committee Charter. Revisions were suggested in section 2.1 to add a sentence referencing the review of Emeritus Director candidates, section 2.4 to add the Conflict of Interest Policy and verbiage for similar policies, and section 3.1 which drops the minimum Elected Director count from five (5) to three (3), aligning with the bylaws amendments that were approved in June 2024.

Motion: A motion was made by Vice Chair Burttram to recommend approval of the revised Governance Committee Charter to the UCF Foundation Board of Directors, on its consent agenda. The motion was seconded by Director Harhi. The motion was passed unanimously.

3. Governance Committee Annual Plan

Board staff provided an overview of the Governance Committee's workplan for the year. Committee members were encouraged to provide feedback on agenda items for future meetings.

IX. Information

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

A. INFO-1: Committee Advisor Appointment Bios

B. INFO-2: AGB Trusteeship Article: Reflections on Board Culture

C. INFO-3: Transitioning, Engaging, and Celebrating Termed Board Members

X. New Business

No new business was submitted at this time.

XII. Adjournment

Chair Daanen adjourned the meeting at 1:34 p.m.

Approved by the UCF Foundation Governance Committee on **January 16, 2025**.

Respectfully Submitted by:

Carrie Daanen

A handwritten signature in black ink, appearing to be 'Carrie Daanen', with a stylized, cursive script.

Carrie Daanen
2025-02-17 15:47 UTC

Carrie Daanen '92, *Chair*, Governance Committee

Minutes Prepared By: Debra Farish, Executive Assistant, UCF Advancement and Partnerships