



**USF Board of Trustees**

**Governance Committee**

February 13, 2018

Gibbons Tradition Hall

*Trustees:* Jordan Zimmerman, Chair, Brian Lamb, Stephanie Goforth, Hal Mullis,  
John Ramil, Nancy Watkins

*Staff Liaisons:* Cindy Visot, Gerard Solis

**A G E N D A**

- |             |  |                              |
|-------------|--|------------------------------|
| <b>I.</b>   | <b>Call to Order and Comments</b>                                | Chair Jordan Zimmerman       |
|             | <i>Public Comments Subject to USF Procedures</i>                 |                              |
| <b>II.</b>  | <b>New Business – Action Item</b>                                |                              |
|             | <b>FL 101 – Approval of Minutes</b>                              | Chair Zimmerman              |
|             | a. <a href="#">November 2, 2017</a>                              |                              |
|             | b. <a href="#">January 19, 2018</a>                              |                              |
|             | <b>FL 102 – <a href="#">Approval of President’s Contract</a></b> | Chair Zimmerman              |
|             | <b>FL 103</b>  | General Counsel Gerard Solis |
|             | a. <a href="#">Approval of DSO Regulations</a>                   |                              |
|             | b. <a href="#">Approval of BOT Operating Procedures</a>          |                              |
| <b>III.</b> | <b>Adjournment</b>   | Chair Zimmerman              |

**Board of Trustees Governance Committee  
November 2, 2017  
Draft Meeting Notes**

Meeting called to order November 2, 2017 at 8:00 a.m.

Roll call by Corporate Secretary

Members present: Brian Lamb, Hal Mullis, John Ramil, Nancy Watkins, Jordan Zimmerman

Committee Chair Zimmerman welcomed the committee members and other trustees attending.

**New Business – Action Items**

**FL 101 – Approve 8/17/17 minutes**

Committee Chair Zimmerman introduced the item and asked for a motion.

Motion made by Hal Mullis, 2<sup>nd</sup> by Nancy Watkins; no discussion occurred and approved by all committee members present.

**FL 102 – Approve President Genshaft’s 2016-17 Performance Evaluation**

Committee Chair Zimmerman introduced the item by reminding members the Governance Committee is charged with conducting the President’s annual review and hoped all trustees have reviewed her self-evaluation. The committee chair commented that he felt the strategic goals have aided in the continuous success of our great university and the leadership of the President and her team. Chair Zimmerman provided an overview of the self-evaluation with the committee.

Trustees reviewed each goal with detailed discussions by the committee and other trustees attending. Some of the overall highlights he provided incorporating President Genshaft’s word, “extraordinary” throughout his review.

Overall highlights included:

- Once again, the USF System was in the top tier for the SUS Performance Based Funding, receiving additional non-recurring bonus funds for reinvestment.
- 2016-17 saw the success of the *Unstoppable campaign*, surpassing our 1 billion dollar goal! Extraordinary...only 2 other universities founded after 1950 have achieved such success and both are located in California.
- Another strong academic class entered during Fall 2017, with an average GPA of 4.08; SAT score of 1266; and ACT score of 28.
- Through focused efforts, USF has eliminated the achievement gap between students based on race or family income and recognized by *The Education Trust*, ranking #6 in the Nation and #1 in Florida! Extraordinary!
- USF System had 66 national scholarship and fellowship student awardees and was named the #1 top producing institution in the U.S. of Fulbright Scholars (*edging out the likes of Ohio State, Penn State, Michigan and USC*)!
- USF System achieved extraordinary record-breaking numbers - \$505,900 million in total

research expenditures!

- USF Tampa recruited its best class in history with an average GPA of 4.12; SAT score of 1280; and ACT score of 28;
- And now meets 11 of the 12 required metrics for Preeminence based on the current State laws. Amazing, considering the other two preeminent institutions are 100 years older. *(The last metric we need to achieve is the endowment, which faired extremely well this past year increasing by \$46.7 million.)*
- The Morsani College of Medicine once again had the highest average on the Medical College Admission Test exam for all Florida universities, private and public, boosting the most competitive group in their short history.
- Lastly, our President has been recognized again by her national peers, receiving the 2017 American Council on Education Donna Shavik Award, for her sustained commitment to advancing women in higher education, through leadership and career development, campus climate and mentoring.

Chair Zimmerman reminded the committee that the evaluation is based on the 2016-17 contract and that the performance based compensation shall not exceed \$275,000. He also shared that per the contract, this committee may award up to 70% (or \$192,500) and that the Board Chair has discretion on the remaining 30%. The Chair than provided specific points per goal.

#### **Goal 1 Research:**

The Chair shared that a majority of sub-goals were met and that 2016-17 was a record-breaking year for research expenditures and new contracts and grants funds.

- \$505.9 million among public research universities in *total research expenditures (an increase of \$17.3 million)*
- \$475.2 million in *total research contracts & grants (an increase of \$16.7 million over last year)*
- USF System remains in the top 7% among universities that were ranked for research dollars, as designated by the National Science Foundation (NSF)
- For patents, the USF System was ranked #5 in the U.S. among public universities and 11<sup>th</sup> worldwide among all universities receiving U.S. patents

Some of the sub-goals not achieved included:

- Postdoctoral appointees in academic year 2016/17 be *“at or above 285.”* The actual number of postdoctoral appointees was **272**. *(the actual number still exceeds the PBF metric minimum of 200.)*
- Industry-related grants and contracts (e.g., industry investments, SBIR, STTR, State of Florida investments in SBIR/STTR *“at or above \$200 million.*
- The actual amount was \$177,699,049 or 12.5% below this aggressive goal. This amount includes 416 unique industry partner plus additional funding received from affiliates and convenience awards.... *(For the 2017-18 goals, we have adjusted this goal using the BOG-approved research dashboard, that counts industry partners, doesn't measure funds.)*
- The last sub-goal was partially met: USF Health increase the amount of NIH grants and contracts awarded by 5% over FY2016 and increase research proposals by 2.5%. Also Morsani College of Medicine (MCOM) faculty will increase patent applications by 5%. Overall, due to Dr. Jeff

Krischer, the #1 funded PI in the nation, return to his average baseline after a record year, (*he had a 13% decrease in funding*) in the overall percentage was below 5%. The accumulated awards for the remaining Morsani COM faculty actually increased by 3% or \$2 million. MCOM faculty also increased their patent applications by 5%.

**Goal 2 - Revenue Generating including Fundraising** with a majority sub-goals met.

Some highlights mentioned included:

- Endowment performance expectations exceeded by increasing to \$442 million (increase of \$46.7 million from last year).
- USF System *Unstoppable* campaign reached the 1 billion dollar goal. We are all excited about the November 11<sup>th</sup> celebration gala.
- Fiscally, the USF System sustained its Moody (Aa2) Stable Outlook credit rating and S&P strong ratings.
- And, the USF System Supplier Diversity officer, Terrie Daniels was hired and is moving forward with the development of a strategic plan and is already actively involved within the community.
- The Fundraising goal for the USF System was to raise \$80 million or more in total gifts and commitments. (The actual total funds raised exceeded the goal by \$9 million.) USF St Petersburg campus exceeded their \$3 million goal, raising \$3,272,439. Areas falling short was USF Health by \$4.2 million and USF SM by \$534,358. Both USF Health and USF SM recently hired new Development officers. In addition, fundraising is being stressed as a key component of the USF SM Regional Chancellor position as they are currently interviewing candidates.
- USF Health also did not generate 2 endowed chairs for the downtown USF Health Heart Institute. With the new development team in effect, they are recommitting their fundraising efforts for 2017-18.
- Lastly, under finance, the Office of Strategic Business Strategy and Analysis was established but the focus of the position changed mid-year, elevating the position to a senior VP. Prospects for the more focused position are currently being recruited and vetted by an outside firm. I understand that Trustees Mullis, Ramil and Carrere have been assisting the President with this effort.

**Goal 3 Student Success:**

The Chair reminded the committee that the student success goals line up with the approved annual work plans and directly affect performance based funding and preeminence. Highlights included:

- The USF System continues to be a state leader in the performance based funding program, achieving top tier status. The USF System was awarded \$2.9 million in recurring increased funding and \$10.5 million in nonrecurring for top 3 performer bonus funding.
- Under the Student Success goals, the USF System achieved all but one goal. And that goal was missed by .3%! (*The 6-year graduation rate was not met by .3% - goal was 66.7%; actual was just missed at 66.4%*)

The Chair broke it down per institution:

- USF Tampa achieved ALL goals...and for the first time meets 11 of the 12 metrics for Florida Preeminence status based on the current State of Florida law.
- USF St. Petersburg...the institution exceeded in the percentage of baccalaureate students graduating without excess hours and degrees awarded in areas of strategic emphasis. Areas needing strategic focus include:
  - Freshman retention rate (*goal was 68.0%; actual was 65.5%*) 6-year graduation rate (*goal was 42%; actual was 36.8%*)
  - Percentage of graduate degrees awarded in areas of strategic emphasis (*Goal was 30.2%; actual was just missed 29.5%*)
- USF Sarasota-Manatee ... the institution also exceeded in the percentage of baccalaureate students graduating without excess hours and percentage of baccalaureate graduates enrolled or employed one year after graduation and median wages of graduates employed full-time. Areas needing strategic focus include:
  - Freshman retention rate (*goal was 80.2%; actual was 74.7%*) Percentage of baccalaureate degrees awarded in areas of strategic emphasis (*Goal was 43.0%; actual was 39.1%*)
  - Percentage of graduate degrees awarded in areas of strategic emphasis (*Goal was 19.5%; actual was 11.7%*)

*The Chair mentioned that a future area of focus will be for the regional institutions enhancing student success.*

#### **Goal 4 Strategic Initiatives:**

Chair Zimmerman reported that all sub-goals were achieved including the USF System strategic plan, feasibility study for an on-campus football stadium, developing the P3 opportunity at USF SP and many legislative priorities were funded. Some of the highlights include:

- \$12 million was secured for the construction of the downtown initiative (medical school); \$3.1 million for USF SP Davis Hall renovation project; \$6.1 million for facility maintenance/repairs, etc...
- \$10.6 million in new recurring SUS World Class Faculty and Scholar program.
- \$5.7 million for new recurring SUS Professional and Graduate Degree excellence program (medical/graduate business school funds).
- President Genshaft continues to serve at the local and national level. Hillsborough County Economic Development Council she serves as the secretary and will be the chair in 2018; she will also be joining the Board of Directors for APLU.

Upon completing the overview, Chair Zimmerman opened the discussion to all trustees, including non-voting members.

Trustee Shinn shared his concern about communication throughout the System as well as communicating our successes throughout the respective communities and the state. He shared that he felt the system plan was too soft and is struggling to get his arms around it...how to get the respective institutions connected. Wants to see more freshmen diversity at the USFSM institution. Feels President Genshaft has been very consistent in her leadership and needs to be picky selecting the new RCs on both institutions.

Trustee Watkins shared her review looked at trends when reviewing goals and saw how the President has stayed focus and moved forward especially in the strategic focus areas. She also felt that some of the regional institutional issues are tied to factors out of our control. She noted that each year we continue to get better, just look at last 10 years.

Trustee Ramil talked about leadership and the area to improve is alignment. He shared that he feels we had an incredible year, and each year is more fabulous. He shared that the board's current goals may not align with the expectations from the leadership of those campuses. Making sure the President's goals tie to regional chancellors' goals.

Trustee Carrere appreciates the discussion. He finds these are the most comprehensive and complex goals he has seen for an executive. He stressed this is why the President has been successful. He discussed hard and soft goals. Feels outstanding job achieving most of the hard goals such as fundraising and student success. Also feels the President puts more focus on those goals that are not achieved and has led to success. He sees the solution with the regional leadership a soft goal and that the Board needs to work with the President to focus on how the campuses are better integrated into the overall goals. Overall felt it was an excellent job and is very detailed and comprehensive.

Trustee Garey wanted the Board to take a step back and noted that the main thing that differentiates USF is research. He shared that it's the research accomplishments that will set the university apart on the nationally level. He stressed the importance of aligning research with student success.

Trustee Shinn would like to grow the regional institutions in the research arena but need more programs, funds and ability to offer doctoral programs.

Trustee Mullis supports various views on leadership and that the regional chancellor hires are very important to get the right people into those positions.

Trustee Lamb discussed weighting of goals looking at our SUS peers and AAU. He's done his review and how evaluations are done and found them directionally with student success and research, with not much deviation. He stressed that this Board sees student success as the focus and that 95% of research is on Tampa campus. Stressed that research is critical and all faculty need to contribute to research. Suggested a 40, 30, 20, 10 weight w/student success, research, finance, then strategic initiatives as the order. This is based on his research.

Trustee Carrere doesn't feel strategic initiative should be such a small weight as it incorporates strategic planning and leadership.

Trustee Lamb shared this is more technical weight than in the past. He explained that his 30% provides more flexibility for long-term outlook and that strategic initiatives aligns closely with this. The 70% is more technical and specific to the goals. He also stressed for the future process of weighting will occur earlier.

Chair Zimmerman turned the discussion to the appropriate stipend to recommend to the full Board. He asked for trustees on the Governance Committee and trustee non-members of the committee in attendance to given their thoughts on the overall stipend and to offer a percentage of the stipend earned. Discussion continued about percentages and that stipend should be tied to the goals approved by the full Board, and not areas outside of the goals established by the Board. Chair Lamb will have the opportunity to look at the big picture when determining the 30% discretion and stressed anything less than 100% doesn't imply

outstanding leadership and success. Trustee Watkins made a motion to recommend to the Board a 96% stipend of the 70% stipend based on the President's performance on the established goals Trustee Watkins explained that this percentage took out both the highest and lowest percentages offered in the discussions. Trustee Mullis seconded the motion. Motion passed unanimously by those members present and eligible to vote.

Chair Zimmerman thanked all trustees present for participating in the discussion.

Having no further agenda items, the meeting was adjourned by Chair Zimmerman.

**Board of Trustees Governance Committee  
Conference Call  
January 19, 2018  
Draft Meeting Notes**

Conference call called to order January 19, 2018 at 9:00 a.m.

Roll call by Corporate Secretary

Committee Members present: Brian Lamb, Stan Levy, Hal Mullis, John Ramil, Nancy Watkins, and Jordan Zimmerman. Other trustees participating: Trustees Carrere, Garey, Goforth, Kheireddine, Muma and Shinn.

Committee Chair Zimmerman welcomed the committee members and other trustees attending including the newly appointed trustees.

**New Business – Information Item**

Governance Committee Chair Zimmerman asked Board Chair Lamb to lead the discussion of the recent legislation submitted Friday evening affecting the USF System.

Chair Lamb reviewed how the call would work: Mark Walsh, USF System Assistant Vice President for Government Relations, will review the bill filled; President Genshaft and Trustees Goforth and Shinn as the Campus Board chairs, will provide comments and discussion on Board's role/focus.

AVP Walsh reviewed with the trustees that the higher education bill from 2017, which was vetoed by Gov. Scott, has been broken into two separate bills for 2018 with one bill addressing university issues and a separate bill addressing state/community college issues. The Senate has passed their version of the SUS bill, SB 4, through the full Senate already. The House released Friday evening amendments to their chamber's version of the SUS bill, HB 423, which included changes to the accreditation of the USF System as well as performance based funding and DSOs. The new language proposed by the House affecting the USF System does give the Board of Trustees the opportunity to put a plan together on phasing out three separately accredited institutions into a consolidated accreditation system. The bill requires that the BOT submit a plan to the BOG by January 2019 with single accreditation occurring by July 1, 2020. AVP Walsh then explained that the plan required by the bill is to provide action steps and a timeline with no lapse of accreditation at any institution and must minimize any disruption to student success. He then reviewed the next steps for the legislative process and stressed this is very early in the process before it would become law. Chair Lamb asked if there were any questions about the process. Seeing none, Chair Lamb called on President Genshaft for comments.

President Genshaft stressed that regardless of the outcome USF System will continue to stay focused on its goals and values and that each institution would retain its identity. She stressed that the USF System was not the same institution as in 2001, but stronger and nationally recognized. She also shared that she had talked with the head of SACS to notify her of the pending legislation and seek her assistance if this bill moves into law so that no institutional accreditation lapses. Based on the call and dates of accreditation for each institution, there would be no lapse in based on the timeline in the bill.. SACS is committed to working with the USF System throughout the process. President Genshaft also stressed to the Trustees that the university

is pushing forward with the USFSP P3 project and legislative requests for completion of the downtown medical school funding and USFSM STEM building. She again stressed that regardless of the outcome of the bill, the USF institutions are only moving forward.

Chair Lamb asked Trustee and USFSP Campus Board Chair Stephanie Goforth to comment. She too stressed that as long as she is the campus board chair, she will not let USFSP go back to pre-2001. She committed to the trustees that the USFSP campus board is focused on the future and committed to moving forward with strong momentum regardless of the outcome. She shared with the trustees that the campus board members are briefed and will stay close to the process, committing that they will be actively involved in any planning discussions as well as the community.

Trustee and USFSM Campus Board Chair Byron Shinn stressed that the USF System has changed and grown in its approach to regionalism but recognizes that there have been some unintended consequences due to the 2001 legislation. Trustee Shinn stated that they are looking forward to being at the table to shape the plan and focusing on embracing the opportunity. He is pleased with the outlook for USF SM and does not feel this proposed legislation will slow them down, especially with the new regional chancellor (who is research and student focused and understands importance of business partnerships). He also discussed the anxiety of change and that USFSM Campus Board will be actively engaged with the process to address the anxiety.

Trustee Garey let the trustees know that the System faculty council will be engaged and committed to support the planning efforts if the legislation goes forward. Trustee Kheireddine also stressed that the System student government will also be engaged and are currently talking with their constituents. He stressed the importance of communication with the students, especially the impact this would have on them if it is approved.

Chair Lamb stressed that we do not know enough at this time to make decisions; it's not the culture of this Board to make quick, uninformed decisions so the Board will be listening and learning over the next few weeks. He again stressed the legislation is still a "moving target" and this Board will follow fundamental principles, i.e., process, transparency, accountability, and governance/strategy. He also stressed that during this time the Board and leadership cannot lose sight of our trajectory (student success, PBF, Preeminence, USF branding) and to stay the course, moving forward). He encouraged patience and that any plan will position USF for the next 50 years.

Chair Lamb opened discussion among the trustees. Comments ranged from support for the points already made to stressing the importance to stay focused on our strategic goals. The consensus was that whatever structure we have, USF will continue its trajectory for success by paying attention to the facts and data and continuing to do analysis for what is best for the USF System. Trustees repeated that student success must continue to be in the forefront and that it is too early in the process to speculate, but that the Board needs to have patience and thoughtful decision making throughout the process. Another theme throughout the discussion was the value for all USF students, regardless of home institution, to graduate from a preeminent university.

Questions asked by trustees: Any idea what the intent was as it's part of a much larger education bill; what is the legislator trying to accomplish with the USF unification under one accreditation but also preeminence changes (and its effect on USF Tampa achieve preeminence) and DSO language. AVP Walsh responded throughout the discussion when it pertained to legislation. Highlights include...the sponsor of the USF unification bill felt the unified system would elevate all of the USF campuses, especially pertaining to

preeminence; create better opportunities for student success and expanding specialized programs, including doctoral and research at the regional institutions without all the current barriers and high costs associated with establishing such programs that will benefit the local workforce and economic development, and cut down on repetitive independent programs at each institution, allowing funds to focus on other areas for student success. AVP Walsh shared that USF Tampa stands to be preeminent this year and this bill in its current form would not impact that status. This bill does move the university back under one data source in July 2020 in which the measurement would expand to all campuses. This would also put USF in line with the other SUS institutions around the state. He also stressed that the bill is clear that there is to be no impact on the students to the extent possible and no gap in accreditation.

Chair Lamb reiterated to the trustees that this board continues to demonstrate the ability to focus on students and this bill will not have an impact on students including no gap in accreditation. He stressed as others did that no matter what the structure is, the USF System is focused and moving forward. He also stressed that this bill gives us time to plan and the authority to do so. We will listen and communicate through a transparent process and that there are a lot of questions out there that we just cannot answer. He thanked the trustees for their productive conversation and as further information comes available, it will be disseminated.

Governance Committee Chair Zimmerman thanked the trustees for participating in the Committee's call as well as AVP Walsh, President Genshaft and Trustees Goforth and Shinn for their passion and helping to lead a healthy conversation. Lastly, he thanked Chair Lamb for his leadership of the Board.

Having no further agenda items, the meeting was adjourned by Governance Committee Chair Zimmerman at 9:51 a.m.

**Agenda Item: FL 102**

**USF Board of Trustees**  
(March 6, 2018)

**Issue:** Annual Renewal of President Genshaft's Contract

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**Proposed action:** Recommend to the Board the Approval of the President's annual contract for 2018-2019.

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**Executive Summary:**

President Genshaft's 2017-2018 annual contract ends June 30, 2018. The Chair has worked with the President on renewing her contract for 2018-2019 and requests that the Governance Committee review and recommend the contract to the Board at the March 6, 2018 meeting.

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**Strategic Goal(s) Item Supports:** 1,2,3 & 4  
**BOT Committee Review Date:** Governance 2-13-18  
**Supporting Documentation Online (please circle):** **Yes** **No**  
**USF System or Institution specific:** USF Sytem  
**Prepared by:** Gerard D. Solis

## PRESIDENTIAL CONTRACT

This Employment Agreement ("Agreement"), executed this \_\_\_ day of March 2018, and effective as of July 1, 2018, is entered into by and between the University of South Florida Board of Trustees, a public body corporate of the State of Florida for the University of South Florida System (the "University," the "Board," or the "Board of Trustees"), 4202 East Fowler Avenue, CGS 401, Tampa, Florida 33620, and Dr. Judy L. Genshaft, President of the University of South Florida (the "President" or "Dr. Genshaft"), 4202 East Fowler Avenue, CGS 401, Tampa, Florida 33620.

**WHEREAS**, Dr. Genshaft has served as President of the University since June 30, 2000 and has led the University through sustained growth to its present success;

**WHEREAS**, the Board of Trustees, acting on behalf of the University, has the current legal authority to determine the terms and conditions of employment of the President of the University;

**WHEREAS**, the Board of Trustees desires to continue the employment of Dr. Genshaft as President on the terms and conditions provided herein;

**WHEREAS**, both the University and Dr. Genshaft desire to set forth their respective rights and obligations in this Agreement;

**WHEREAS**, both the University and Dr. Genshaft intend this Agreement to become effective upon the termination or expiration of the current the Employment Agreement between the University and Dr. Genshaft dated March 30, 2016 (the "Prior Agreement");

**WHEREAS**, this Agreement has been duly approved and its execution has been duly authorized by the Board of Trustees; and

**NOW, THEREFORE**, in consideration of the mutual promises, covenants, and conditions contained herein, and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, it is agreed as follows:

**1.0 Appointment as President**

- 1.1 The University, on the terms specified in this Agreement, shall continue the appointment and employment of Dr. Judy Lynn Genshaft as its President of the University and to serve as the Chief Executive Officer of the University subject to the rules, regulations, policies, and supervision of the Board of Trustees. Dr. Genshaft accepts and agrees to such continued employment.
- 1.2 The President shall perform all duties required by law, by this Agreement, and customarily performed by presidents of public colleges and universities comparable in size to the University consistent with the applicable rules, regulations and policies of the University and the Florida Board of Governors. Those duties include, but are not limited, to:
  - 1.2.1 Operating the University and the USF System;
  - 1.2.2 Providing institutional, faculty, and educational leadership;
  - 1.2.3 Strategic planning;
  - 1.2.4 Fundraising;
  - 1.2.5 Acting as corporate secretary to the Board;
  - 1.2.6 Preparing a budget request and operating budget;
  - 1.2.7 Establishing and implementing policies and procedures to recruit, appoint, transfer, promote, compensate, evaluate, reward, demote, discipline, and remove personnel;

- 1.2.8 Governing admissions;
- 1.2.9 Approving, executing, and administering contracts for the acquisition of commodities, goods, equipment, services, lease of real and personal property, and planning and construction;
- 1.2.10 Acting as custodian of all University property, including the authority to prioritize the use of University space, property, equipment, and resources;
- 1.2.11 Implementing approved programs for the University;
- 1.2.12 Establishing the internal academic calendar of the University;
- 1.2.13 Administering the University's program of intercollegiate athletics;
- 1.2.14 Recommending the establishment and termination of undergraduate and master's level degree programs within the approved role and scope of the University;
- 1.2.15 Awarding degrees;
- 1.2.16 Administering the schedule of tuition and fees to be charged by the University;
- 1.2.17 Entering into agreements for student exchange programs;
- 1.2.18 Approving the internal procedures of student government organizations and providing purchasing, contracting, and budgetary review processes for those organizations;
- 1.2.19 Adjusting property records and disposing of state-owned tangible property;
- 1.2.20 Maintaining all data and information pertaining to the operation of the University and reporting on the attainment by the University of institutional and statewide performance accountability goals;

- 1.2.21 Ensuring compliance with federal and state laws, regulations, and other requirements applicable to the University;
- 1.2.22 Reviewing periodically the operations of the University to determine how effectively and efficiently the University is being administered and whether it is meeting the goals of its strategic plan;
- 1.2.23 Organizing the University to achieve the goals of the University efficiently and effectively; and
- 1.2.24 Recommending the adoption of rules, regulations and policies to successfully implement provisions of law governing the operation and administration of the University and the items listed above.

**2.0 Best Efforts as President**

- 2.1 Dr. Genshaft agrees to faithfully, industriously, and with maximum application of experience, ability, and talent, and subject to Section 2.3 below, devote her full-time attention and energies to her duties as President of the University.
- 2.2 Those duties shall be performed for the University of South Florida System including at the three (3) campuses of the System, located in Tampa, St. Petersburg, and Sarasota-Manatee, Florida, and at USF Health and at such other place or places as the either the Board or the President deem appropriate for the interests, needs, business, or opportunity of the University.
- 2.3 The University recognizes that it is both appropriate and beneficial for the President to engage in outside activities, such as serving on for-profit and non-profit boards of directors, consulting, delivering speeches, and writing. The expenditure of reasonable amounts of time for personal or outside activities, as well as charitable

and professional development activities which are permitted provided such activities do not interfere with the services required to be rendered to the University under the provisions of this Agreement.

2.4 The President shall not engage in any activity that may be competitive with and adverse to the best interests of the Board and the University or that interferes with the duties set forth in Section 1.2 of this Agreement.

2.5 The President shall seek approval from the Board Chair, who may confer with the Governance Committee, prior to agreeing to serve on any board of directors of any entity or to engage in any substantial outside business activity, including authorship of books. Any and all income or other compensation earned by the President in connection with approved outside business activities shall be paid to and retained by her, and such income or other compensation shall have no effect on the amount of salary, compensation, and benefits she is otherwise entitled to receive under this Agreement.

**3.0 Effective Date; Term of Appointment; Renewal; Leave; and Evaluation**

3.1 The Board has previously employed Dr. Genshaft as President under the terms and conditions of the Prior Agreement for a term ending on June 30, 2018. The term of this Agreement shall be for a period of one (1) year, commencing on July 1, 2018 (the "Effective Date") and ending on June 30, 2019. This Agreement may be extended for additional one year terms upon mutual agreement of the parties following review of the President's performance by the Board and confirmation of reappointment of President Genshaft by the Florida Board of Governors in accordance with the Constitution and laws of the State of Florida.

- 3.2 Upon termination of her service as President, Dr. Genshaft shall be entitled to a 12-month professional development leave with the title of President Emeritus and compensated at her then current Base Salary and Benefits as stated in Section 4.0 (but not Section 5.0) of this Agreement. Professional development leave shall not be available if this Agreement is terminated due to termination for cause, death or disability under Sections 12 or 14 of this Agreement. This professional development leave is to permit President Genshaft to retool her teaching and research prior to resuming a fulltime faculty assignment on the Tampa campus of the University of South Florida System. In the event that Dr. Genshaft accepts full-time employment with an entity other than the University prior to the conclusion of her professional development leave, then such professional development leave shall immediately cease effective on the date that the new employment commences and no further compensation for professional development leave will be owed. An approved outside activity will not constitute employment for the purposes of this Section. At the conclusion of professional development leave Dr. Genshaft may transfer to a full-time 9-month faculty position or administrative position as a tenured Full Professor in the College of Education with her rate of compensation then in effect converted to a 9-month salary and adjusted as provided by USF System Regulation 10.103.
- 3.3 On or before August 15, 2018, the President shall provide the Board Chair with a list of proposed goals and objectives based upon the University's strategic plan. Once approved by the Board Chair the proposed list of goals and objectives shall be submitted by the President to the Governance Committee of the Board of

Trustees for consideration. Following consideration by the Governance Committee, the proposed goals and objectives shall be presented for review and approval by the Board in a special or regularly scheduled Board meeting.

- 3.4 On or before September 30, 2018, the President shall initiate the evaluation process for the period that began on July 1, 2017 and ended on June 30, 2018 by submitting to the Board Chair and Governance Committee a self-appraisal of her performance during said period. This appraisal shall address performance related to each of the goals and objectives determined for July 1, 2017 through June 30, 2018. At a special or regularly scheduled Board meeting after the President has submitted this self-appraisal the Board shall evaluate Dr. Genshaft's performance for the July 1, 2017 through June 30, 2018 period based on her achievement of the mutually agreed upon specified goals and objectives and other mutually agreed criteria. To aid the Board in its performance review, the President agrees to furnish such oral and written reports as may be requested by the Board Chair or Governance Committee Chair. The President shall be eligible to receive a discretionary performance based compensation for the period from July 1, 2017 to June 30, 2018. Said performance based compensation shall be determined and awarded by the Board of Trustees in a special or regularly scheduled meeting no later than December 15, 2018 and determined pursuant to the Prior Agreement(i.e. section 5.2 of the March 30, 2017 -Employment Agreement).
- 3.5 The effectiveness of this Agreement is contingent upon Dr. Genshaft being employed by the University on June 30, 2018. If Dr. Genshaft is not so employed on June 30, 2018, this Agreement shall be of no force or effect.

**4.0 Compensation: Base Salary and Benefits**

- 4.1 As compensation for the services to be performed by Dr. Genshaft pursuant to this Agreement the Board shall pay the President an initial base salary of five hundred and five thousand eight hundred and thirty seven dollars and zero cents (\$505,837.00). No more of this amount than is allowed by Florida Statutes shall be paid from public funds. This amount shall be payable according to the pay plan for administrative faculty employees with appropriate deductions for taxes and benefits.
- 4.2 The President's salary shall be reviewed annually and may be increased, but not decreased, at the discretion of the Board. Such annual salary review will be accomplished in conjunction with the Board's evaluation of job performance, as set forth in Section 3.4 of this Agreement.
- 4.3 The President shall be responsible for any personal income tax liability incurred as a result of this Agreement or any provision herein.
- 4.4 The Board authorizes all standard employment benefits for the President, based on her annual base salary as set forth in Section 4.1 of this Agreement.

**5.0 Additional Compensation and Benefits**

- 5.1 The Board authorizes the USF Foundation to contribute to an annuity for the President's benefit equal to in an amount not exceeding twenty percent (20%) of her then current annual base salary per contract year. This additional compensation

shall be treated as deferred compensation in accordance with and as allowed by applicable tax laws and regulations.

- 5.2 The President shall be eligible to receive a discretionary annual performance based compensation for the period from July 1, 2018 to June 30, 2019. Said performance based compensation shall be determined and awarded by the Board of Trustees in a special or regularly scheduled meeting no later than December 15, 2018. The President's entitlement to said performance based compensation, if and to the extent awarded by the Board, shall survive the termination of this Agreement. Seventy (70) % of the performance based compensation shall be awarded by the Board based upon the President's performance with respect to the goals and objectives determined and fixed pursuant to the provisions of Section 3.3 of this Agreement taking into account the Governance Committee's evaluation thereof. The remaining percentage of the performance based compensation shall be within the sole discretion of the Board Chair. The Board Chair, upon consultation with the Governance Committee Chair, shall also determine the weighting to be accorded to each goal and objective for the purposes of determining the annual performance based compensation for the President. Said performance based compensation shall not exceed not exceed three hundred thousand dollars and zero cents (\$300,000.00).

## **6.0 Use of State-owned Facility**

- 6.1 The Board will authorize and provide a facility, either Lifsey House or some other comparable facility, to the President to enable her to carry out her duties more efficiently, including its use for official University functions, meetings with faculty, staff, students, and community leaders and for official entertainment.

**7.0 Automobile**

- 7.1 The University shall provide the President with a monthly automobile allowance of nine hundred and eighty eight dollars (\$988.00) suitable for her role as President.
- 7.2 The Board will authorize and provide insurance for the President's automobile in an amount not to be less than current property and casualty insurance package limits to the President. The President and other approved drivers shall be named insureds.

**8.0 Professional Dues and Meetings**

- 8.1 The Board will authorize and provide annually for reasonable expenses incurred by the President to attend University-related events, educational conferences, conventions, courses, seminars, and other similar professional growth activities, including membership in professional organizations.

**9.0 Entertainment and Travel**

- 9.1 The Board will authorize and provide for reasonable expenses incurred by the President for University-related entertainment and travel.
- 9.2 To further enable the President to carry out her duties, the Board shall provide the cost of annual dues and membership fees in the Tampa Palms Country Club and the University Club.

**10.0 Memberships in Service Organizations**

- 10.1 The Board will authorize and provide the President with membership dues or fees for organizations that would further the interests of the University.

**11.0 Expense Receipts and Documentation**

- 11.1 The President agrees to maintain and furnish to the Board Chair or his/her designee an accounting of expenses provided for in this Agreement in reasonable detail on no less than an every six (6) month basis.

**12.0 Termination of the Agreement for Cause**

- 12.1 Notwithstanding anything in this Agreement to the contrary, the parties agree that the Board may terminate this Agreement at any time for Cause. For purposes of this Agreement, "Cause" shall mean conduct reasonably determined by a majority of the Board of Trustees to be: (a) malfeasance or gross negligence by the President in the performance of her duties; or (b) actions or omissions by the President that are undertaken or omitted and are criminal or fraudulent or involve material dishonesty or moral turpitude; or (c) the indictment of the President in a court of law for any felony, or any other crime involving misuse or misappropriation of University resources; or (d) misconduct connected with work; or (e) a material breach of this Agreement that damages the University. In the event this Agreement is terminated for Cause, Dr. Genshaft's employment as President shall cease immediately, and she shall not be entitled to any further employment. In addition, she shall not be entitled to any further compensation or benefits as President, except as set forth in the University's benefit plans with respect to vested rights and rights after termination of employment.

**13.0 Termination of the Agreement Without Cause**

- 13.1 Notwithstanding anything herein to the contrary, the parties agree that the Board may terminate this Agreement without cause at any time upon the lesser of: (i) 90 days; or (ii) the number of days remaining in the then current term of the President's

employment prior written notice (“Notice Period”) to the President. During the Notice Period compensation will be paid to the President in accordance with the provisions of Section 15 as authorized by this Agreement. The provisions of Section 3.2 hereof shall be applicable in the event of a termination pursuant to the provisions this section. Termination of this Agreement by virtue of the President's permanent disability or death shall not be construed as termination without cause.

**14.0 Termination Due to President's Death or Permanent Disability**

- 14.1 The President's death or permanent disability prior to the expiration of this Agreement shall terminate this Agreement, subject to the provisions of this Section.
- 14.2 In the event of the President's death while she is the President of the University, the President's Base Salary shall cease immediately and this Agreement shall terminate effective on the date of death. The President's estate shall be entitled to receive all benefits to which she is entitled under the University's various insurance plans and this Agreement.
- 14.3 If the President becomes permanently disabled during her service as President, this Agreement shall terminate effective on the date of permanent disability and she shall receive all benefits to which she is entitled pursuant to the University's disability insurance plan. Her annual base salary and benefits hereunder shall continue until such time as the long term disability insurance policy or policies purchased by the University and/or the USF Foundation begin to pay her benefits. For purposes of this Agreement, "Permanent Disability" shall mean the inability of the President to perform the essential functions of the job for a period of six (6) months in any one (1) year period, with or without "reasonable accommodations"

as such term is defined in 42 U.S.C. §12111 (9) as amended and interpreted by courts of competent jurisdiction.

**15.0 Compensation During Notice Period**

- 15.1 If the Board terminates this Agreement without cause pursuant to Section 13.0 of this Agreement and the President continues her service as President during the Notice Period, the Board shall pay the President compensation as authorized by Sections 4.0 and 5.0 of this Agreement for her service as President during the Notice Period.
- 15.2 The President will be entitled to continue the health insurance plan and life insurance at the President's expense upon separation from employment with the University in accordance with applicable federal law, specifically COBRA. She will not be entitled to any other benefits except as otherwise provided or required by applicable law. In no event shall the Board be liable for the loss of any business opportunities or any other benefits or income from any sources that may result from the Board's termination of this Agreement without cause.
- 15.3 If the President accepts full-time employment with an employer other than the University during the Notice Period provided for in Section 13.1, the Board's financial obligations under this Agreement (other than pursuant to Section 15.2 hereof) shall cease.

**16.0 Resignation by the President**

- 16.1 This Agreement may be terminated by the President by her giving the Board the lesser of: (i) ninety (90) days; or (ii) the number of days remaining in the then

current term of the President's employment advance written notice of her resignation as President of the University.

- 16.2 If the President exercises this provision, her employment as President shall cease on the effective date of her resignation and her salary and benefits as President shall cease upon termination of this Agreement.

**17.0 Dispute Resolution**

- 17.1 The Board and Dr. Genshaft agree that if any dispute arises concerning this Agreement that they will first attempt in good faith to resolve the dispute to their mutual satisfaction. If they are unable to do so, the parties agree that any controversy or claim that either party may have against the other arising out of or relating to the construction, application or enforcement of this Agreement, as well as any controversy or claim based upon the alleged breach of any legal right relating to or arising from Dr. Genshaft's employment and/or termination of her employment shall be submitted to non-binding mediation. Within fifteen (15) days after delivery of a written notice of request for mediation from one party to the other, the dispute shall be submitted to a single mediator chosen by the parties in Tampa, Florida. The costs and fees associated with mediation shall be borne by the University. The parties agree to pay their own attorney's fees and costs. The University and Dr. Genshaft will use their best efforts to keep any disputes and any efforts to resolve disputes confidential, informing only their respective legal counsel and other persons who have a good faith need to know basis to receive the disclosed information (Dr. Genshaft's spouse will be deemed to have a need to know any information disclosed to him) and will use their best efforts to ensure that

such persons do not further disclose any such information. The University and Dr. Genshaft agree that no mediator may be a University faculty member or have any material ongoing relationship with the University.

- 17.2 If mediation, as described in Section 17.1, is unsuccessful, any controversy between the University and Dr. Genshaft involving the construction, application or enforcement of this Agreement, as well as any controversy or claim based upon the alleged breach of any legal right relating to or arising from Dr. Genshaft's employment and/or termination of her employment shall, on the written request of either party served on the other, be submitted to binding arbitration before a single arbitrator. The American Arbitration Association shall provide a list of three arbitrators who are National Academy of Arbitration members. Within ten (10) days of receipt thereof, each party shall strike one name from the list, The President shall strike first and notify the University of such choice and the University shall strike last. Notwithstanding the foregoing the parties may mutually agree upon a qualified arbitrator or upon a mutually agreed upon neutral to select the arbitrator for them. Dr. Genshaft and the University stipulate and agree that any arbitration will be held in Tampa, Florida, pursuant to the Employment Arbitration Rules and Mediation Procedures of the American Arbitration Association (or any comparable rules then in existence) (the "Rules"). Pursuant to the Rules, discovery may include depositions, interrogatories and document production. In any controversy between the University and Dr. Genshaft involving the construction, application or enforcement of this Agreement, the arbitrator must base his/her decision upon the written Agreement and he/she shall not have power to modify, add to or ignore

terms of the Agreement. The written decision of the arbitrator shall be final and conclusive upon both parties and may be entered in any court having jurisdiction thereof. Arbitrator compensation and administrative fees shall be borne equally by the parties. The parties agree to pay their own attorney's fees and costs.

**18.0 Notice**

18.1 Unless and until changed by a party giving written notice to the other, the addresses below shall be the addresses to which all notices required or allowed by this Agreement shall be sent:

If to the University:

Chair, USF Board of Trustees  
4202 East Fowler Avenue, CGS 401  
Tampa, Florida 33620

With a copy to:

Office of the General Counsel  
4202 E. Fowler Avenue, CGC 301  
Tampa, Florida 33620

If to the President:

Dr. Judy L. Genshaft  
4202 East Fowler Avenue, CGS 401  
Tampa, Florida 33620

With a copy to:

Amelia M. Campbell  
Hill, Ward & Henderson  
101 East Kennedy Blvd.  
Suite 3700  
Tampa, FL 33602

**19.0 Entire Agreement; Modification**

19.1 This Agreement constitutes the entire understanding of the parties and supersedes any and all prior or contemporaneous representations or agreements as of the Effective Date, whether written or oral, including the Prior Agreement, between the parties. There are no other promises, understandings, obligations, inducements, undertakings, or considerations between the parties or owed by either party to the other that are not set forth in this Agreement or explicitly referenced herein.).

19.2 This Agreement cannot be amended, modified or changed other than by express written agreement by the parties hereto.

**20.0 Severability**

20.1 The terms of this Agreement are severable, meaning that if any term or provision is declared by a court of competent jurisdiction to be illegal, void, or unenforceable, the remainder of the provisions shall continue to be valid and enforceable to the extent possible.

**21.0 Governing Law and Venue**

21.1 This Agreement shall be interpreted and construed in accordance with the laws of the State of Florida.

21.2 Venue for any action seeking enforcement of an order pursuant to Section 17.2 of this Agreement shall be in Hillsborough County, Florida.

**22.0 Understanding of the Agreement**

22.1 Both parties represent that they have thoroughly read this Agreement, that they have had full opportunity to consult with legal counsel of their choice and that they understand it to be a binding contract, that they understand each provision, term, and condition of this Agreement as well as its legal effect, and that they have signed

the Agreement voluntarily and of their own free will with the intention to comply with its terms.

**23.0 Public Disclosure of the Agreement**

23.1 Both parties agree and acknowledge that this Agreement may be subject to the Florida public records law, Chapter 119, or other provisions, and may, therefore, be subject to disclosure by and in the manner provided for by law.

**24.0 Waiver**

24.1 No delay or failure to enforce any provision of this Agreement shall constitute a waiver or limitation of rights enforceable under this Agreement.

**25.0 Assignability**

25.1 This Agreement is not assignable, but shall be binding upon the heirs, administrators, personal representatives, successors, and assigns of both parties.

**26.0 Counterparts**

26.1 This Agreement may be executed in one or more counterparts, each of which shall be deemed an original but all of which shall constitute one and the same instrument.

**27.0 Insurance and Indemnification**

27.1 The President shall be protected by indemnification agreements on the same terms and conditions enjoyed by Trustees and University employees, said coverage to survive termination as to matters relating to her presidency.

**28.0 No Trust Fund**

28.1 Nothing contained in this Agreement and no action taken pursuant to the provisions of this Agreement shall create or be construed to create a trust of any kind. To the

extent that the President acquires a right to receive payments from the University hereunder, such rights shall be no greater than the right of any unsecured, general creditor of the University.

**29.0 Miscellaneous**

29.1 The headings in this Agreement are for convenience only and shall not be used in construing or interpreting this Agreement. The terms "Board," "Board of Trustees" and "University" as used herein, where applicable or appropriate, shall be deemed to include or refer to any duly authorized board, committee, officer, or employee of said entity. Whenever the context requires, the masculine shall include the feminine and neuter, the singular shall include the plural, and conversely.

**REMAINDER OF PAGE INTENTIONALLY LEFT BLANK.**

**IN WITNESS WHEREOF**, the President and the authorized representative of the University of South Florida Board of Trustees have executed this Agreement on this \_\_\_\_ day of March 2018.

**WITNESS:**

**UNIVERSITY OF SOUTH FLORIDA**

\_\_\_\_\_

By: \_\_\_\_\_  
**Brian D. Lamb** (Date)  
**Chair, USF Board of Trustees**

**WITNESS:**

\_\_\_\_\_

By: \_\_\_\_\_  
**Judy L. Genshaft, Ph.D.** (Date)  
**President & CEO**

## USF Board of Trustees (March 6, 2018)

**Issue:** Annual Renewal of President Genshaft's Contract

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**Proposed action:** Recommend to the Board the Approval of the President's annual contract for 2018-2019 with the attached changes.

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### **Executive Summary:**

President Genshaft's 2017-2018 annual contract ends June 30, 2018. The Chair has worked with the President on renewing her contract for 2018-2019 and requests that the Governance Committee review and recommend the contract to the Board at the March 6, 2018 meeting.



**Historical Record at USF  
Dr. Judy Genshaft**

**Hired July 1, 2000** under the Board of Regents structure by the SUS Chancellor Adam Herbert.

**2001** – Board of Trustees established

**2002** – Board of Trustees re-established under Constitutional Amendment

<b>January 6, 2003</b>	5 year contract signed effective December 1, 2002 – November 20, 2007
<b>May 15, 2007</b>	5 year contract signed effective July 1, 2007 – June 30, 2012
<b>May 12, 2011</b>	5 year contract signed effective July 1, 2011 – June 30, 2016 (Board negotiated contract a year in advance of expiration date) Last outside consultant presidential salary review occurred 2011.
<b>March 3, 2016</b>	1 year contract signed effective July 1, 2016 – June 30, 2017
<b>March 9, 2017</b>	1 year contract signed effective July 1, 2017- June 30, 2018

*New contract currently being negotiated. 1-year contract upon approval will be effective July 1, 2018 – June 30, 2019.*

**President Genshaft’s Evaluations for Current Contract**

	<u>SALARY</u>	<u>PERFORMANCE BASED STIPEND</u>
		<u>AWARDED</u>
12/12	\$470,000	\$172,375
12/13	\$470,000	\$172,375
12/14	\$470,000	\$168,875
12/15	\$470,000	\$175,000
12/16	\$470,000	\$168,000
12/17	\$493,500	\$263,175
12/18	\$505,873	TBD

Plus each year the President receives deferred compensation equal to 20% of salary. The USF Foundation contributes to an annuity for these payments.

*NOTE: Only \$200,000 of total compensation for President comes from E&G funds.*

**Performance based stipend** for current contract (2017-18) allows for up to \$300,000. Contract determines breakdown: 70% governance committee awards based on goals and evaluation; 30% is at the Chair’s discretion (determined after consulting with the SUS Chancellor, BOG Chair and other members, local and state leaders)

**Standard benefits provided include:** automobile stipend (President chose to purchase her automobile therefore she receives a stipend to cover expenses; automobile insurance; professional dues and expenses; annual dues and membership fees at Tampa Palm Country Club and University Club; and university-related entertainment and travel. \*President Genshaft chose not to live in the university-owned Lifsey House therefore she receives no housing allowance. The various benefits provided in Dr. Genshaft’s contract are relatively standard for university presidents.

**SUS Comparison:**

		<b><u>Pay Component</u></b>	<b><u>Annual Value</u></b>	<b><u>Comments</u></b>
<b>University of Florida</b> Enrollment: 54,854 Research Expenditures: \$791M AAU/FL Preeminence	President Fuchs	Base Salary	\$872,900	<i>Retention for each year served</i> <i>Retirement for each year served</i> <i>4% increase if meets short term goals and shows progress toward its long term goals; 3% if only meeting 75% of short term goals (Pres. requested receiving %s based on faculty raises 1.5% &amp; 3% therefore his base is less than what contract says per UF HR)</i> <i>1-year salary of base for last year of contract (cash payment ok)</i> <i>5-year Contract (2014-2019)</i>
	Hired in 2014	Deferred Comp.	\$160,000	
		Deferred Comp.	\$150,000	
		Performance	3 or 4% of base	
		Prof. Development		

*University of Florida has 1 campus in Gainesville and single accreditation.*

<b>Florida State University</b> Enrollment: 41,900 Research Expenditures: @\$200M FL Preeminence	President Thrasher	Base Salary	\$566,487	<i>Retention (\$400k at 5 years original contract '19)</i> <i>25% total salary</i> <i>Retirement – state plan</i> <i>Capital Campaign Performance Goals</i> <i>1-year salary of base for last year of contract</i> <i>5-year + extended by 1 year Contract (2014-2020)</i>
	Hired in 2014	Deferred Comp.	\$80,000	
		Deferred Comp.	\$130,302	
		Deferred Stipend	\$17,500	
		Performance	\$200,000	
		Prof. Development		

*Florida State University has the main campus in Tallahassee; 2 regional campuses in Florida; 7 medical sites for 3<sup>rd</sup>/4<sup>th</sup> year students around Florida; 4 international sites with single accreditation.*

<b>University of Central Florida</b> Enrollment: 64,335 Research Expenditures: \$145M FL Emerging Preeminence	John Hitt	Base Salary	\$505,739	<i>20% total compensation - annuity</i> <i>Retirement – state plan</i> <i>Maximum value awarded for 2011-14 (3-year goal stipend)</i> <i>1-year at \$260,000 salary plus requirement to return for 1 year upon completion of sabbatical or return salary</i> <i>Annual Contract (2017-2018) RETIRING 6/30/18 - Search ongoing...no public salary notices</i>
	Hired in 1992	Deferred Comp.	\$101,146	
		Deferred Comp.	\$17,500	
		Performance	\$164,475	
		Prof Development		

*NOTE: during the 2016-17 year, President Hitt received a \$491k retention stipend.*

*University of Central Florida has the main campus in Orlando; 10 regional campuses/sites in Florida with single accreditation.*

Governance Committee - New Business - Action Items

<b>University of South Florida</b> Enrollment: 50,577 Research Expenditures: \$515M FL Preeminence	Judy Genshaft	Base Salary	\$505,873	2017-18 contract
	Hired in 2000	Deferred Comp.	\$101,174	20% of salary per 2017-18 contract
		Deferred Comp.	\$17,500	Retirement – state plan
		Performance	\$275,000	Awarded up to \$300,000 based on annual evaluation
		Prof. Development		1-year salary of base for last year of contract

*Annual Contract (2017-2018)*

*NOTE: during the 2016-17 year, President Genshaft received her \$500k retention stipend from her 5 year contract that ended June 30, 2016...*

**Proposed and recommended by Gov. Comm.**

Base Salary	\$	If approved – for 2018-19 contract
Performance	\$	Award up to \$300,000 based on annual evaluation (current)
Deferred Comp.	\$101,174	20% of base salary (current)
Deferred Comp.	\$17,500	Retirement – state plan
Prof. Development		1-year salary of for last year of contract

*Annual Contract (2018-2019)*

*University of South Florida has the main accredited institution in Tampa; 2 separately accredited regional institutions in Florida.*

**Agenda Item: FL 103a**

**USF Board of Trustees**  
(March 6, 2018)

**Issue:** Oversight of the University Direct Support Organizations (“DSO”)

---

**Proposed action:** Recommend to the Board the Attached Amendments to USF System Regulation 13.002

---

**Executive Summary:**

The proposed changes were originally presented to the Governance Committee as information items at the August 17, 2017 meeting. The changes to Regulation 13.002 reflect good governance practice and are consistent with pending legislation. The proposed changes formally set standards for all DSO operations, such as requiring delegation and expenditure policies, and confirm the Board’s oversight through the appointment of directors and executive committee members. Most USF DSOs already voluntarily comply with these standards. The proposed changes also confirm the longstanding practice of USF DSOs to not use state funds for DSO travel.

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**Strategic Goal(s) Item Supports:** 1, 2,3, & 4

**BOT Committee Review Date:**

**Supporting Documentation Online (please circle):** **Yes** **No**

[Summary of DSO Regulation Changes](#)  
[DSO Regulations](#)

**USF System or Institution specific:** USF System

**Prepared by:** Gerard D. Solis

## **USF Board of Trustees** (March 6, 2018)

**Issue:** Oversight of the University Direct Support Organizations (“DSO”)

---

**Proposed action:** Recommend to the Board the Attached Amendments to USF System Regulation 13.002

---

### **Executive Summary:**

The proposed changes were originally presented to the Governance Committee as information items at the August 17, 2017 meeting. The changes to Regulation 13.002 reflect good governance practice and are consistent with pending legislation. The proposed changes formally set standards for all DSO operations, such as requiring delegation and expenditure policies, and confirm the Board's oversight through the appointment of directors and executive committee members. Most USF DSOs already voluntarily comply with these standards. The proposed changes also confirm the longstanding practice of USF DSOs to not use state funds for DSO travel.



③) The Articles of Incorporation and Bylaws of a Support Organization of the USF System and all amendments of such Articles or Bylaws shall be recommended and presented by the President of the USF System (“President”) to the Board for review and approval.

- a) The Articles or Bylaws, as applicable, of a Support Organization shall require the appointment of at least one representative to the Support Organization’s board of directors and its executive committee by the Board Chair. The Board Chair’s representative(s) may be selected by the Board Chair from the existing membership of the Support Organization’s board of directors or its executive committee.
- b) The Support Organization shall provide the Board Chair with a list of its current board of directors and executive committee members on an annual basis.

(6) Support Organizations shall provide for an annual financial audit and management letter as prescribed by, and in accordance with, applicable law, regulations (including USF Regulation 13.002, Direct-Support Organizations and Health Services Support Organizations) and internal management memoranda. The letter shall be forwarded to the Board for review, oversight and approval. The Board shall have the right to inspect and audit the books and records of Support Organizations, which must be made available to the Board upon request.

(7) Support Organizations shall adopt the following policies:

- a) Conflict of Interest and Financial Code of Ethics Policy
- b) Expenditure Policy
- c) Signatory Authority Policy
- d) Procurement Policy (to include supplier diversity)
- e) Travel Policy
- f) Internal Controls and Internal Audit Policy
- a)g) Workplace Discrimination and Retaliation Policy
- b)h) Public Appearance Policy

Support Organizations may adopt such other policies and procedures deemed appropriate by their board of directors. The board of directors of each Support Organization shall certify to the Board that all of the above policies are adopted and reviewed on an annual basis.

~~(8)~~ The Board is authorized to revoke certification of an organization as a Support Organization of the USF System if it determines, in its sole discretion, that the organization is no longer serving the best interest of the USF System. If certification is revoked, the Board shall determine the disposition of the Support Organization's assets and liabilities in accordance with applicable laws, the Support Organization's Articles of Incorporation and Bylaws.

(9) A Support Organization is prohibited from giving, either directly or indirectly, any gift to a political committee as defined in Section 106.011, Florida Statutes.

(10) A Support Organization is prohibited from using state funds for Support Organization travel expenses.



**REGULATION**

USF System   
  USF   
  USFSP   
  USFSM

**Number:** USF13.002  
**Title:** Direct Support Organizations and Health Services Support Organizations  
**Responsible Office:** USF System Services

**Date of Origin:** 11-20-03                     
 **Date Last Amended:** 8-17-15 (technical)                     
 **Date Last Reviewed:** 8-17-15

(1) An organization seeking to receive, hold, invest and administer property and to make expenditures to, or for, the benefit of the University of South Florida System (“USF System”) may request approval by the University of South Florida Board of Trustees (“Board”) to become a direct-support organization, as provided in [Section 1004.28, Florida Statutes](#). An organization seeking to enter into arrangements with other entities as providers in other integrated health care systems or similar entities for the exclusive benefit of the USF System may request approval by the Board to become a health services support organization, as provided in [Section 1004.29, Florida Statutes](#). In no case shall the USF System have any responsibility for acts, debts, liabilities, and obligations incurred or assumed by a health services support organization.

(2) Upon approval by the Board, a direct-support organization or health services support organization (“Support Organization[s]”) shall be certified and authorized to use the property, facilities and personnel services of the USF System to the extent permissible by applicable law, the conditions prescribed by regulations, and internal management memoranda of the USF System.

(3) The Articles of Incorporation and Bylaws of a Support Organization of the USF System and all amendments of such Articles or Bylaws shall be recommended and presented by the President of the USF System (“President”) to the Board for review and approval.

- a) The Articles or Bylaws, as applicable, of a Support Organization shall require the appointment of at least one representative to the Support Organization’s board of directors and its executive committee by the Board Chair. The Board Chair’s representative(s) may be selected by the Board Chair from the existing membership of the Support Organization’s board of directors or its executive committee.
- b) The Support Organization shall provide the Board Chair with a list of its current

board of directors and executive committee members on an annual basis.

(4) Operating budgets of Support Organizations shall be prepared at least annually, approved by the organization's governing board, and presented by the President to the Board for review and approval.

(5) Expenditure plans of Support Organizations shall be reviewed and approved quarterly by the President or designee; said designee shall be a vice president, provost or other duly authorized senior officer of the USF System reporting directly to the President and having operational responsibility on behalf of the USF System for the Support Organization.

(6) Support Organizations shall provide for an annual financial audit and management letter as prescribed by, and in accordance with, applicable law, regulations (including USF Regulation 13.002, Direct-Support Organizations and Health Services Support Organizations) and internal management memoranda. The letter shall be forwarded to the Board for review, oversight and approval. The Board shall have the right to inspect and audit the books and records of Support Organizations, which must be made available to the Board upon request.

(7) Support Organizations shall adopt the following policies:

- a) Conflict of Interest and Financial Code of Ethics Policy
- b) Expenditure Policy
- c) Signatory Authority Policy
- d) Procurement Policy (to include supplier diversity)
- e) Travel Policy
- f) Internal Controls and Internal Audit Policy
- a)g) Workplace Discrimination and Retaliation Policy
- b)h) Public Appearance Policy

Support Organizations may adopt such other policies and procedures deemed appropriate by their board of directors. The board of directors of each Support Organization shall certify to the Board that all of the above policies are adopted and reviewed on an annual basis.

(6)8) The Board is authorized to revoke certification of an organization as a Support Organization of the USF System if it determines, in its sole discretion, that the organization is no longer serving the best interest of the USF System. If certification is revoked, the Board shall determine the disposition of the Support Organization's assets and liabilities in accordance with applicable laws, the Support Organization's Articles of Incorporation and Bylaws.

(9) A Support Organization is prohibited from giving, either directly or indirectly, any gift to a political committee as defined in Section 106.011, Florida Statutes.

(10) A Support Organization is prohibited from using state funds for Support Organization travel expenses.

*Authority: Art. IX, Sec. 7, Fla. Constitution; BOG Regulations 1.001, 9.011; Sections 1004.28, 1004.29, F.S.*

*History: New (BOT approval) 11-20-03, Formerly 6C4-13.002, F.A.C., Amended 9-10-09, 10-24-12, 8-17-15 (technical).*

*Certification: USF certifies that it has followed the Florida Board of Governors Regulation Development Procedure and has a record of written notices, comments, summaries and responses as required.*

**Agenda Item: FL 103b**

**USF Board of Trustees**  
(March 6, 2018)

**Issue:** Amend and Update Board of Trustees Operating Procedures

---

**Proposed action:** Recommend to the Board Amendments to the Board's Operating Procedures.

---

**Executive Summary:**

The changes to the Operating Procedures are intended to match the proposed changes to the DSO regulation with Board's operating procedures. For example, one of the new responsibilities of the Board Chair is to appoint a representative to each DSO board and executive committee. Additional technical changes are proposed for committee appointments and appearances before the Board.

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**Strategic Goal(s) Item Supports:** 4

**BOT Committee Review Date:**

**Supporting Documentation Online (please circle):** **Yes**

No

[Summary of BOT Operating Procedures Changes](#)  
[BOT Operating Procedures](#)

**USF System or Institution specific:** USF System

**Prepared by:** Gerard D. Solis

## USF Board of Trustees (March 6, 2018)

*Issue: Amend and Update Board of Trustees Operating Procedures*

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**Proposed action:** Recommend to the Board Amendments to the Board's Operating Procedures.

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### **Executive Summary:**

The changes to the Operating Procedures are intended to match the proposed changes to the DSO regulation with Board's operating procedures. For example, one of the new responsibilities of the Board Chair is to appoint a representative to each DSO board and executive committee. Additional technical changes are proposed for committee appointments and appearances before the Board.



**B. Members**

The Board of Trustees shall be composed of thirteen persons, six members appointed by the Governor of the State of Florida and five members appointed by the Board of Governors. The other two members shall be (1) the elected representative of the University of South Florida System Student Advisory Council and (2) the President of the University of South Florida System Faculty Council.

Board of Trustees' members who are appointed by the Governor and Board of Governors shall be appointed for 5-year terms.

Members of the Board of Trustees and the Campus Boards shall not serve on any other non-advisory Board of the University or its Direct Support Organizations during their appointed term(s). However, this limitation does not apply to the Board representatives for: the student body serving on the USF System Student Advisory Council; the faculty representative serving on the USF System Faculty Advisory Council; Board members serving on the USF St. Petersburg and USF Sarasota-Manatee Campus Boards pursuant to Sections 1004.33 and 1004.34 Florida Statutes; and service on Boards with which the University has an affiliation agreement. Also, this section shall not apply to advisory boards of the University System provided the Trustee or Campus Board member promptly discloses his or her membership on the advisory board(s) to the Board Chair and Corporate Secretary. For the purposes of this section an advisory board shall be an entity created solely for the purposes of advising university leadership through voluntary consultations and non-binding recommendations or opinions.

The officers shall have the following responsibilities:

1. **Chair**

a. The Chair serves as Chair of the Finance Committee, serves as an ex officio voting member of all University Strategic Priority Committees, Standing Committees and Ad Hoc Committees of the Board, and appoints members thereof.

b. The Chair presides at all meetings of the Board of Trustees, calls special meetings of the Board when necessary, serves as spokesperson for the Board, attest to actions of the Board and notify the Governor or Board of Governors in writing whenever a Board member fails to attend three consecutive regular meetings in any fiscal year, which may be grounds for removal.

c. The Chair shall appoint at least one a representative to the board of directors and the executive committee of any direct-support organization certified by the Board.

### ARTICLE III COMMITTEES

#### A. The Governance Committee

The Governance Committee shall have five (5) voting members, all of whom shall be trustees. In addition, the President of the University System shall be a non-voting ex-officio member of the Governance Committee and will not be counted as part of a quorum for the purpose of transacting business. The Chair and Vice-Chair of the Board of Trustees shall be members. In addition, three (3) trustees shall be appointed by the Chair ~~at the annual meeting~~ to serve on the Governance committee. A majority of Governance Committee members shall constitute a quorum.

The purpose of the Governance Committee is twofold: to conserve time, it shall serve at the pleasure of the Board as the Board's agent in assisting the President to address routine business between regular Board meetings; and it shall assist the Chair and the President in their joint responsibility to help the Board to function effectively and efficiently by suggesting board meeting agenda items and periodically assessing committee work. The Governance Committee shall have authority to act for the Board of Trustees on all matters except for the following, which shall be reserved for the full Board: appointing and removing the President; approving or discontinuing programs; board officer selection; Campus Board membership; changes in institutional mission and purposes; changes to the operating procedures; incurring of corporate indebtedness; and adoption of the annual budget. These operating procedures or other board policy may reserve other powers for the Governance Committee.

The Governance Committee shall meet as often as necessary to conduct business as the Chair and President shall determine, and it shall ensure that minutes are taken of such meetings which will be distributed to all Trustees for information at the next regular meeting of the Trustees.

## **B. University Strategic Priority Committees**

The Chair of the Board may establish such University Strategic Priority Committees as deemed necessary for the orderly conduct of the business of the Board. These Committees relate directly to the strategic priorities of the University. The Chair of the Board appoints the members, any non-voting ~~appoints the~~ faculty and community liaisons, selects a Chair of the Committee, and serves as an ex officio voting member (when present) of all Committees.

University Strategic Priority Committees' action is reported as a recommendation for consideration and action by the full Board. If the full Board, however, authorizes a strategic priority workgroup to take final action on a matter referred to it, the Chair of the Committee shall report the action taken to the Board at its next scheduled meeting.

The University Strategic Priority Committees shall meet as often as the Chair of the Committee shall determine. Minutes shall be taken and distributed to all Trustees for information at the next regular meeting of the Trustees. A majority of University Strategic Priority Committee members shall constitute a quorum for transaction of business.

### C. Standing Committees

Standing Committees may be appointed by the Board Chair. The Board Chair appoints the members; any non-voting faculty and community liaisons, selects a Chair of the Committee, and serves as an ex officio voting member (when present) of all Committees. Each standing committee shall consist of no fewer than three (3) members. Members of standing committees shall hold office until the appointment of their successors. Any vacancies on standing committees shall be filled by appointment of the Board Chair. Unless specifically delegated or as otherwise provided in these Operating Procedures, authority to act on all matters is reserved to the Board. The duty of each standing committee is to consider and to make recommendations to the Board upon matters referred to it. Each standing committee shall have a written statement of purpose and primary responsibilities as approved by the Board. The Chairs of all standing committees shall perform their duties in consultation with the University System President and/or designee. Minutes shall be taken and distributed to all Trustees.

## D. Ad Hoc Committees

Ad Hoc Committees may be appointed by the Board Chair with such powers and duties and period of service as the Board Chair may determine. The Board Chair appoints the members, ~~appoints any non-voting faculty and community liaisons,~~ selects a Chair of the Committee, and serves as an ex officio voting member (when present) of all Committees. Unless specifically delegated or as otherwise provided in these Operating Procedures, authority to act on all matters is reserved to the Board and the duty of each ad hoc committee shall be to consider and to make recommendation to the Board upon matters referred to it. Each ad hoc committee shall have a written statement of purpose and primary responsibilities as approved by the Board. The Chair of any ad hoc committees shall perform their duties in consultation with the University System President and/or designee. Minutes shall be taken and distributed to all Trustees.

## ARTICLE VI APPEARANCES BEFORE THE BOARD

Individuals or group representatives, who desire to appear before the Board to address a subject within the Board's jurisdiction may submit their requests in writing at least three (3) days in advance to the Corporate Secretary, c/o Office of Board of Trustees Operations, 4202 E. Fowler Avenue, CGS401, Tampa, FL 33620, specifying the agenda ~~item~~ item on which the requestor(s) wishes to comment.

Comments shall generally be heard at Board Committees. However, the President in consultation with the Chair will determine whether the item will be heard and when the item will be heard. ~~As permitted by section 286.0114 F.S., the~~ There will be a three minute time limit on any presentation. The total time allotted for all comments shall not exceed fifteen minutes, unless approved by the Chair. ~~Board~~

As permitted by section 286.0114 F.S., the Chair may ~~place reasonable time limits on any presentation or may~~ decline to hear any matter that: does not relate to a particular agenda item; is not practicable for a particular meeting; ~~is;~~ is outside the Board's jurisdiction; or was made available for public comment at a prior workgroup ~~or committee~~ or committee meeting before the Board takes action.

The Chair may recognize any individual or representative of groups to address the Board.

**OPERATING PROCEDURES OF  
THE UNIVERSITY OF SOUTH FLORIDA  
BOARD OF TRUSTEES**

**ARTICLE I  
ORGANIZATION**

**A. Legal Status of Board of Trustees**

The University of South Florida Board of Trustees (“Board of Trustees”) is established as a public body corporate, with all powers as provided by Florida law. The Board of Trustees acts as an instrumentality or agency of the state for purposes of sovereign immunity pursuant to Section 768.28(2), Florida Statutes.

**B. Members**

The Board of Trustees shall be composed of thirteen persons, six members appointed by the Governor of the State of Florida and five members appointed by the Board of Governors. The other two members shall be (1) the elected representative of the University of South Florida System Student Advisory Council and (2) the President of the University of South Florida System Faculty Council.

Board of Trustees’ members who are appointed by the Governor and Board of Governors shall be appointed for 5-year terms.

Members of the Board of Trustees and the Campus Boards shall not serve on any other non-advisory Board of the University or its Direct Support Organizations during their appointed term(s). However, this limitation does not apply to the Board representatives for: the student body serving on the USF System Student Advisory Council; the faculty representative serving on the USF System Faculty Advisory Council; Board members serving on the USF St. Petersburg and USF Sarasota-Manatee Campus Boards pursuant to Sections 1004.33 and 1004.34 Florida Statutes; and service on Boards with which the University has an affiliation agreement. Also, this section shall not apply to advisory boards of the University System provided the Trustee or Campus Board member promptly discloses his or her membership on the advisory board(s) to the Board Chair and Corporate Secretary. For the purposes of this section an advisory board shall be an entity created solely for the purposes of advising university leadership through voluntary consultations and non-binding recommendations or opinions.

Members of the Board of Trustees shall serve without compensation but may be reimbursed for travel and per diem expenses in accordance with state law.

**C. Officers**

The officers of the Board of Trustees are the Chair, Vice-Chair and the Corporate Secretary. The Chair and Vice-Chair shall be elected by majority vote by the Board of Trustees at appropriate times and shall each serve two-year terms to begin immediately upon election. The Chair may serve for one additional consecutive 2-year term by majority vote, and for each additional consecutive term beyond two terms, may be reelected by a two-thirds vote. The University System President shall serve as Corporate Secretary of the Board of Trustees.

In the event of a vacancy in the Chair and/or Vice Chair positions, an election will be held as soon as practical after the vacancy occurs to select a member of the Board, by a majority vote, to the applicable vacant position (s). The newly selected officer (s) will serve terms as specified in the above section. This may result in the Board Chair and Vice Chair terms of office not running concurrently.

The officers shall have the following responsibilities:

1. **Chair**

a. The Chair serves as Chair of the Finance Committee, serves as an ex officio voting member of all University Strategic Priority Committees, Standing Committees and Ad Hoc Committees of the Board, and appoints members thereof.

b. The Chair presides at all meetings of the Board of Trustees, calls special meetings of the Board when necessary, serves as spokesperson for the Board, attest to actions of the Board and notify the Governor or Board of Governors in writing whenever a Board member fails to attend three consecutive regular meetings in any fiscal year, which may be grounds for removal.

c. The Chair shall appoint at least one a representative to the board of directors and the executive committee of any direct-support organization certified by the Board.

2. **Vice-Chair**

The Vice-Chair acts as Chair during the absence or disability of the Chair and during any temporary period of vacancy before election of a new Board Chair pursuant to Section C, 1 above and, in that event, shall perform those duties of the Chair described hereinabove.

3. **Corporate Secretary**

a. The University System President, as Corporate Secretary, is responsible to the Board for all operations and administration of the University and sets the agenda for meetings of the Board in

consultation with the Chair. During the absence or disability of the University System President, the Provost and Executive Vice President will function as Corporate Secretary. The President may designate an individual to serve as assistant corporate secretary to the Board. This individual shall perform all duties delegated by the corporate secretary.

b. The President serves as the official contact between the Board and the faculty, staff, students and support organizations of the University System. The President exercises such powers as are appropriate to his/her position in promoting, supporting and protecting the interests of the University System and in managing and directing its affairs. The President shall have the authority to execute all documents on behalf of the university and the Board consistent with law, applicable Board of Governors' and Board of Trustees' rules and policies, and the best interests of the university. The President may issue directives and executive orders that are not in contravention of existing Board policies. The President is responsible for all educational, financial, business and administrative functions of the University System to advance its educational missions and goals, consistent with University policy, and exercises such other powers, duties and responsibilities as are delegated or established by the Board.

**D. Board of Trustees**

The Board of Trustees is responsible for cost-effective policy decisions, implementing and maintaining high-quality education programs consistent with the university's mission, measuring the University System performance and providing input regarding compliance with state policy, budgeting and education standards. The Board of Trustees sets policy for the University System and serves as its legal owner and final authority. As the "public body corporate" for the university, the Board holds the university's financial, physical and human assets and operations in trust and is responsible for efficient and effective use of resources. It must ensure the performance of all duties assigned by law, rules and regulations of the Florida Board of Governors. The Board, pursuant to Section 1004.28 Florida Statutes, provides budget and audit review and oversight of university Direct Support Organizations and establishes the conditions with which they must comply in order to use property, facilities or personal services at the university. The Board may adopt rules, regulations and policies consistent with established laws and the university's mission and strategic plan. Board members establish policy and assess the implementation of Board policies. When the Board, through majority vote at a public meeting, establishes a new rule, regulation or policy it will be promulgated as follows:

1. Rules- in accord with the requirements set forth in Ch. 120, F.S.;
2. Regulations- in accord with the provisions of the Board of Governor's Regulation Development Procedure for State University Boards of Trustees; and
3. BOT Policies- the Corporate Secretary shall assign each BOT policy to the General Counsel office for promulgation with a distinct number that includes the year in which the policy was established (e.g. 2007-01) and posting the policy to the Office of the General Counsel web page.

The specific membership, powers and duties of the Board are authorized by Article 9, Section 7 of the Florida Constitution, and Sections 1001.71, 1001.72 and 1001.73, Florida Statutes.

## **ARTICLE II MEETINGS OF THE BOARD OF TRUSTEES**

### **A. Regular Meetings**

The Board meets no fewer than four times per fiscal year, at a time and place designated by the Chair. Meetings of the Board are open to the public and all official acts are taken at public meetings. The schedule of meetings is available on the University of South Florida website at <http://www.usf.edu>.

### **B. Special Meetings**

The Board may meet in special meetings, including hearings and workshops, at such times and places designated by the Chair.

### **C. Emergency Meetings**

Emergency meetings of the Board may be called by the Chair of the Board upon such notice as is reasonable under the circumstances whenever, in the opinion of the Chair, an issue requires immediate Board action. Whenever such emergency meeting is called, the Chair will notify the Corporate Secretary. The Corporate Secretary will immediately serve either verbal or written notice upon each member of the Board, stating the date, hour and place of the meeting and the purpose for which the meeting has been called. No other business will be transacted at the meeting unless additional emergency matters are agreed to by a majority of those Board members in attendance. The minutes of each emergency meeting will reflect the manner and method by which notice of such emergency meeting was given to each member of the Board.

### **D. Notice of Meetings**

Notice, stating the time, date, place and agenda or purpose of the meeting. of regular meetings, special meetings and committee meetings shall be posted on the USF Website, and shall be distributed through an appropriate USF list serve. Notice will be given not less than seven (7) days, if practicable, before the event and will include a statement of the general subject matter to be considered. Whenever an emergency meeting is scheduled, the Corporate Secretary will post a notice on the USF Website, and distribute same through an appropriate USF list serve as soon as practicable stating the time, date, place and agenda or purpose of the meeting.

**E. Meetings by Means of Telephone Conference Calls and other Communications Media Technology**

The Board may use telephone conference calls and other communications media technology to conduct Board business in the same manner as if the proceeding were held in person. The notice of any meeting conducted by means of communication media technology will state where and how members of the public may gain access to the meeting. Such notice will be in accordance with the notice procedures set forth above.

**F. Quorum**

A majority of the members of the Board must be present to constitute a quorum for the transaction of business.

**G. Voting**

The decision of the majority of the Trustees in attendance and voting on an issue shall prevail, except that a majority vote of all members of the Board is required for appointing and removing the president and for approving or discontinuing academic programs. A Trustee may abstain from voting only under those circumstances prescribed by law. Voting by proxy or by mail shall not be permitted.

**H. Parliamentary Rules**

The most recent version of Roberts Rules of Order Newly Revised (11<sup>th</sup> ed.) will be followed in conducting meetings of the Board, unless otherwise provided by the Board.

**I. Agenda**

The agenda for each meeting of the Board shall be prepared by the President or his/her designee. Every request for inclusion of an item on the agenda of a meeting shall be put in writing and filed, together with any supporting documents, with the President sufficiently far in advance of the meeting to permit a determination to be

made by the President with respect to the propriety and practicability of including that item on the agenda for the meeting. The President will assemble the agenda and provide a copy of the agenda to each member of the Board at least seven (7) days prior to the meeting and will post the agenda to the USF list serve, the USF Board of Trustees website and with the University Communications Office prior to the meeting. If additional items or supporting documentation become available, a supplemental agenda may be provided at least five (5) days prior to the meeting.

Per HB 7019 any proposal to the Board to increase tuition or fees shall be publicly noticed at least 28 days before its consideration at a board of trustees meeting. Such notice will be in accordance with the notice procedures set forth in s. 1009.24, F.S.

**J. Minutes**

Minutes of the meetings of the Board of Trustees shall be kept by the Corporate Secretary or designee, who shall cause them to be posted on the Board website and to other places where deemed appropriate within two weeks after each Board meeting. Minutes must include the vote history and attendance of each trustee. All lengthy reports shall be referred to in the minutes and shall be kept on file as part of the University records, but such reports need not be incorporated in the minutes except when so ordered by the Board of Trustees.

**ARTICLE III  
COMMITTEES**

**A. The Governance Committee**

The Governance Committee shall have five (5) voting members, all of whom shall be trustees. In addition, the President of the University System shall be a non-voting ex-officio member of the Governance Committee and will not be counted as part of a quorum for the purpose of transacting business. The Chair and Vice-Chair of the Board of Trustees shall be members. In addition, three (3) trustees shall be appointed by the Chair ~~at the annual meeting~~ to serve on the Governance committee. A majority of Governance Committee members shall constitute a quorum.

The purpose of the Governance Committee is twofold: to conserve time, it shall serve at the pleasure of the Board as the Board's agent in assisting the President to address routine business between regular Board meetings; and it shall assist the Chair and the President in their joint responsibility to help the Board to function effectively and efficiently by suggesting board meeting agenda items and periodically assessing committee work. The Governance Committee shall have authority to act for the Board of Trustees on all matters except for the following, which shall be reserved for the full Board: appointing and removing the President; approving or discontinuing programs; board officer selection; Campus Board

membership; changes in institutional mission and purposes; changes to the operating procedures; incurring of corporate indebtedness; and adoption of the annual budget. These operating procedures or other board policy may reserve other powers for the Governance Committee.

The Governance Committee shall meet as often as necessary to conduct business as the Chair and President shall determine, and it shall ensure that minutes are taken of such meetings which will be distributed to all Trustees for information at the next regular meeting of the Trustees.

**B. University Strategic Priority Committees**

The Chair of the Board may establish such University Strategic Priority Committees as deemed necessary for the orderly conduct of the business of the Board. These Committees relate directly to the strategic priorities of the University. The Chair of the Board appoints the members; ~~any non-voting appoints the~~ faculty and community liaisons, selects a Chair of the Committee, and serves as an ex officio voting member (when present) of all Committees.

University Strategic Priority Committees' action is reported as a recommendation for consideration and action by the full Board. If the full Board, however, authorizes a strategic priority workgroup to take final action on a matter referred to it, the Chair of the Committee shall report the action taken to the Board at its next scheduled meeting.

The University Strategic Priority Committees shall meet as often as the Chair of the Committee shall determine. Minutes shall be taken and distributed to all Trustees for information at the next regular meeting of the Trustees. A majority of University Strategic Priority Committee members shall constitute a quorum for transaction of business.

**C. Standing Committees**

Standing Committees may be appointed by the Board Chair. The Board Chair appoints the members; any non-voting faculty and community liaisons, selects a Chair of the Committee, and serves as an ex officio voting member (when present) of all Committees. Each standing committee shall consist of no fewer than three (3) members. Members of standing committees shall hold office until the appointment of their successors. Any vacancies on standing committees shall be filled by appointment of the Board Chair. Unless specifically delegated or as otherwise provided in these Operating Procedures, authority to act on all matters is reserved to the Board. The duty of each standing committee is to consider and to make recommendations to the Board upon matters referred to it. Each standing committee shall have a written statement of purpose and primary responsibilities as approved by the Board. The Chairs of all standing committees shall perform their

duties in consultation with the University System President and/or designee. Minutes shall be taken and distributed to all Trustees.

**D. Ad Hoc Committees**

Ad Hoc Committees may be appointed by the Board Chair with such powers and duties and period of service as the Board Chair may determine. The Board Chair appoints the members, appoints any non-voting faculty and community liaisons, selects a Chair of the Committee, and serves as an ex officio voting member (when present) of all Committees. Unless specifically delegated or as otherwise provided in these Operating Procedures, authority to act on all matters is reserved to the Board and the duty of each ad hoc committee shall be to consider and to make recommendation to the Board upon matters referred to it. Each ad hoc committee shall have a written statement of purpose and primary responsibilities as approved by the Board. The Chair of any ad hoc committees shall perform their duties in consultation with the University System President and/or designee. Minutes shall be taken and distributed to all Trustees.

**ARTICLE IV  
REGIONAL CAMPUS BOARDS**

The USF System is comprised of three (3) separately accredited institutions (i.e., regional campus), USF, USF St. Petersburg and USF Sarasota-Manatee. The Board shall appoint members to the Campus Boards, from recommendations of the USF System President, for USF St. Petersburg and USF Sarasota-Manatee. Consonant with the State Constitution, members shall hold no other State office. Members shall be appointed for 4-year terms. Campus Board members serve at the will of the Board and may be removed by the Board for non-fulfillment of Campus Board duties.

Members may be reappointed, at the discretion of the Board, for additional terms to Campus Boards not to exceed eight (8) years of service.

In addition, a member of the USF Board of Trustees shall serve as provided below.

- A. USF St. Petersburg** -- If a resident of Pinellas County is appointed to the Board of Trustees of the University, the Board shall appoint that member to serve jointly as a member of the Campus Board. If more than one Pinellas County resident is appointed to the Board of Trustees, the Board shall select one joint member.
- B. USF Sarasota-Manatee** -- If a resident of Sarasota-Manatee Counties is appointed to the Board of Trustees of the University, the Board shall appoint that member to serve jointly as a member of the Campus Board. If more than one Sarasota-Manatee County resident is appointed to the Board of Trustees, the Board shall select one joint member.

- C. Authority** -- As provided by applicable state law or regulation, the Regional Campus Boards shall have the authority to:
1. Review and approve an annual campus legislative budget request, which will be submitted to the Commissioner of Education through the Florida Board of Governors as a separately identified section to the USF legislative budget request. The Campus Executive Officer shall prepare the legislative budget request in accordance with guidelines established by the Florida Board of Governors. This request must include items for campus operations and fixed capital outlay.
  2. Approve and submit an annual operating plan and budget for review and consultation by the University Board of Trustees. The campus operating budget must reflect the actual funding available to that campus from separate line-item appropriations contained in each annual General Appropriations Act.
  3. Enter into central support services contracts with the University Board of Trustees for any services that the Regional Campus cannot provide more economically, including payroll processing, accounting, technology, construction administration, and other desired services. However, all legal services for the campus must be provided by a central services contract with the University. The University Board of Trustees and the Campus Board shall determine in a letter of agreement any allocation or sharing of student fee revenue between the University's main campus and each Regional Campus. In addition, various University units may enter into contracts with the Regional Campus for any services that the University desires the Regional Campus to provide.
  4. The Campus Board will consult with the University President and Campus Executive Officer in the development of a Campus Strategic Plan, and periodic updates to the plan, to ensure campus development that is consonant with regional needs and that the campus meets the requirements necessary for separate accreditation by the Southern Association of Colleges and Schools. The Campus Strategic Plan and updates will be submitted to the University President for review, approval and inclusion in the University Strategic Plan, which will go to the Board of Trustees for consideration. The Campus Strategic Plan will guide the development of Legislative Budget Requests and Campus Operating Budgets.
  5. The Campus Board will regularly review enrollment patterns to ensure that the campus builds the full-time-equivalent student base required for the long-term support of existing and planned programs.

6. The Campus Board will exercise other such powers as are lawfully delegated by the University Board of Trustees to provide for the efficient operation and improvement of the campus.
- D.** Upon enactment of the state budget, the Campus Executive Officer will consult with the Campus Boards and the USF System President and/or designee to develop for each regional campus an operating budget that advances the strategic goals for the campus, consistent with state law.

The operating budget for each Regional Campus that was developed through the consultative process will be submitted to the Board of Trustees through the appropriate committee. Upon approval by the Board of Trustees, the regional campus operating budgets will be reflected in the University of South Florida System operating budget.

The Board of Trustees appointed member shall chair their respective Campus Board unless otherwise approved by the Board of Trustees Chair.

#### **ARTICLE V AMENDMENT OF OPERATING PROCEDURES**

These Operating Procedures may be altered, amended or repealed by a majority vote of Board members in attendance at any regular meeting, when notice of the proposed amendment or repeal is provided in the meeting notice.

#### **ARTICLE VI APPEARANCES BEFORE THE BOARD**

Individuals or group representatives, who desire to appear before the Board to address a subject within the Board's jurisdiction may submit their requests in writing at least three (3) days in advance to the Corporate Secretary, c/o Office of Board of Trustees Operations, 4202 E. Fowler Avenue, CGS401, Tampa, FL 33620, specifying the agenda ~~item~~ they item on which the requestor(s) wishes to comment ~~speaking about~~.

Comments shall generally be heard at Board Committees. However, the President in consultation with the Chair will determine whether the item will be heard and when the item will be heard. ~~As permitted by section 286.0114 F.S., the~~ There will be a three minute time limit on any presentation. The total time allotted for all comments shall not exceed fifteen minutes, unless approved by the Board Chair. ~~Board~~

As permitted by section 286.0114 F.S., the Board Chair may place reasonable time limits on any presentation or may decline to hear any matter that: does not relate to a particular agenda item; is not practicable for a particular meeting; ~~is;~~ is outside the Board's

jurisdiction; or was made available for public comment at a prior ~~workgroup or committee or committee~~ meeting before the Board takes action.

The Chair may recognize any individual or representative of groups to address the Board.

In order to proceed with the essential business of the Board in an orderly manner, any individual or group representative who attempts to disrupt a Board meeting will be subject to appropriate action pursuant to law.

## **ARTICLE VII CODE OF ETHICS**

Trustees are Public Officers of the State of Florida who are invested with the public trust and appointed as fiduciaries of the University. Trustees will exercise their powers and duties in the best interests of the University and avoid actions or situations that result in or create the appearance of using their positions with the University for private gain, unwarranted preferential treatment to themselves or any outside individual or organization, or that calls into question a Trustee's independence and impartiality, or adversely affects the University's reputation.

At the same time, Trustees have a range of professional and personal associations and interests with individuals and other entities. These associations and interests routinely benefit the University and enhance the effectiveness of the Board. However, Trustees should also avoid situations where external associations or interests could compromise, or reasonably appear to compromise, the University's academic values or business decisions, including but not limited to admissions and employment matters. Accordingly, it is the policy of the Board that all Trustees will act in a manner consistent with their fiduciary responsibilities to the University and avoid circumstances in which their external financial or other ties could present an actual or potential conflict of interest.

### **1. Presumed Conflict of Interest**

No policy statement can address every conceivable situation that might entail a conflict of interest. However, the following are presumed to create a conflict of interest:

- a. the Trustee's financial interests or other opportunities for personal benefit may compromise, or reasonably appear to compromise, the Trustee's independence of judgment in fulfilling his/her Board duties; or
- b. the Trustee or a member of his or her family, has an existing or potential financial interest or other opportunities for personal benefit relative to a university matter or initiative.

### **2. Conflict of Interest Disclosure**

If a Trustee believes that he/she may have a conflict of interest, the Trustee shall fully and promptly disclose the conflict to the Secretary, Assistant Corporate Secretary or the General Counsel.

The Corporate Secretary, Assistant Corporate Secretary or the General Counsel shall inform the Board Chair of all conflict of interest matters disclosed by a Trustee. If it is determined that a conflict of interest exists, the Board Chair, Corporate Secretary or Assistant Corporate Secretary, and the General Counsel shall work with the affected Trustee to address the conflict.

In addition, all Trustees shall annually list on the Conflict of Interest Disclosure Form the following relationships.

- a. Relationships that they or members of their family maintain with organizations that do business with the University; or
- b. Relationships and external interests that could be construed to affect their independent, unbiased judgment in light of their decision-making authority and responsibility. If a Trustee is uncertain as to whether to list a particular relationship, the General Counsel should be consulted.

Information shared or gathered as a result of such consultations (including information provided on the disclosure form) shall not be released except: in accordance with applicable public records laws; or when the institution's best interests would be served by disclosure, or as required by court order. Any such required disclosure will be made only after informing the affected Trustee.

### **3. Voting**

Trustees are required to disclose all potential conflicts of interests as described above, but Trustees are still required to vote on all matters before the Board unless an actual conflict of interest as prescribed by law exists. In actual conflict of interest situations, Trustees are not permitted to vote. In situations that involve the appearance or potential of a conflict of interest and a Trustee is present and required to vote, the appearance or potential of the conflict of interest will be disclosed publicly at the Board meeting in which the affected matter is being considered.

### **4. Public Officers**

In addition to the foregoing, members of the Board of Trustees shall be guided by the provisions set forth in Florida law for the conduct of public officers.

### **5. Regional Campus Board Members**

This Code of Ethics applies equally to Trustees and Regional Campus Board Members. Disclosures from Regional Campus Board Members should be made to the Regional Chancellor and the General Counsel, who will notify the Board Chair and Secretary in the event of an actual conflict.

**ARTICLE VIII  
MISCELLANEOUS PROVISIONS**

**A. Indemnification**

The University of South Florida (University) shall indemnify, defend, and hold harmless each Trustee of and from any and all claims, demands, civil or criminal actions, rights, defenses, counterclaims, proceedings, administrative actions, agreements, contracts, covenants, accounts, offsets, attorneys' fees, costs, damages, liabilities, losses, expenses, suits, debts, judgments, awards, duties or obligations, of any nature whatsoever, at law or in equity (collectively referred to as "Claims"), that arise from or relate in any way to his or her position on the Board of Trustees, or any act undertaken or omitted in connection with his or her service as a Trustee.

**B. Fiscal Year**

The fiscal year of the Board shall commence on July 1 of each year and end on June 30.

**C. Sunshine Laws**

Public access to Board records will be governed by the provisions of the Public Records Law, Chapter 119, F.S. Board meetings shall be governed by the provisions of the Open Meetings Law, Chapter 286, F.S.

**D. Corporate Seal**

The corporation shall have a seal on which shall be inscribed "The University of South Florida Board of Trustees".

Approved 9/21/01; Amended 03/21/02; Amended 01/21/03; Amended 06/12/08 ; Amended 06/14/12; Amended, 12/5/13; Amended 06/03/16; Amended 09/01/16