



USF Board of Trustees Governance Committee

Tuesday, May 23, 2023
Microsoft Teams Meeting

MINUTES

Governance Committee Chair Will Weatherford welcomed everyone and called the meeting to order, providing opening comments regarding Spring Commencement, the state budget, the Honors College Building grand opening, and a welcome to our new Student Body President and Trustee, Cesar Esmeraldi.

Chair Weatherford asked Kiara Gayle to call the roll.

Kiara Gayle called the roll

Trustee Sandra Callahan
Trustee Mike Carrere - No
Trustee Mike Griffin
Trustee Melissa Seixas
Trustee Will Weatherford

Chair Weatherford announced that there were no public comments.

New Business Action Items

a. Approval of Minutes

February 14, 2023

Chair Weatherford requested a motion to approve the minutes. The motion was given by Trustee Griffin and seconded by Trustee Callahan. The February 14, 2023, minutes were approved.

b. DSO Board of Directors

i. USF Research Foundation Inc. Board of Directors

This request is to approve the ex-officio appointment of Dr. Prasant Mohapatra as a member of the USF Research Foundation Board of Directors as the incumbent holder of the office of University Provost and Executive Vice President.

ii. USF Alumni Association Board of Directors

The following new and renewed USF Alumni Association Board of Directors Have Been selected in accordance with the Associations bylaws, and now are being presented for consideration and approval of the USF Board of Trustees.

New Board of Directors for FY 2024:

Emily Colón – Director
Sara DuCuennois – Director
Mark Giddarie – Director
Ram Kancharla – Director
Diana Michel - Director
USF Student Government Vice President– TBD
Sean Schrader – Director

Returning Board of Directors for FY 2024

Kerine Black – Director
Maya Brown – Director
Todd St. John Fulton - Director

Ex Officio Positions for FY 2024

Jay Stroman – Director
Bill McCausland – Director (non-voting)

iii. USF Health Services Support Organization, Inc. Board of Directors

Approval of the new or renewed USF Health Services Support Organization.

Ex Officio Members of HSSO Board of Directors for FY 2023:

Charles Lockwood, M.D. – Board Chair
Harry van Loveren. M.D. – Vice Chair and Director
Steve Omli – Secretary / Treasure

Appointed Members of HSSO Board of Directors:

Uday Murthy, PhD – Director
Kathryn Gillette – Director
Daniel Vukmer, JD - Chief Executive Officer

Vice Chair Griffin commented on the great list of appointees.

Having no questions concerning the list of DSO Board of Directors, Chair Weatherford requested a motion to approve. The motion was given by Trustee Callahan and second by Vice Chair Griffin. The DSO Board of Directors for the USF Research Foundation Inc., the USF Alumni Association, and the USF Health Services Support Organization, Inc. were approved.

c. Revisions to USF BOT 06-003 Debt Management Policy

University Treasurer Fell Stubbs presented.

The USF Board of Trustees Debt Management Policy 06-003 was initially approved by the Board of Trustees on December 7, 2006, and last amended on March 5, 2019.

These Policy revisions are primarily for clarification purposes. The key financial ratios provided in Section VI.B, Debt Capacity Assessment, have been updated for consistency with current, relevant key financial ratios assessed by major credit rating agencies (Moody's and Standard & Poor's).

Once approved by the Board of Trustees, the final USF Board of Trustees Debt Management Policy 06-003 will be recommended to the DSOs for approval.

Having no questions on the revisions, Chair Weatherford requested a motion to approve, which was given by Trustee Callahan and seconded by Trustee Seixas. The revisions to USF BOT 06-003 Debt Management Policy were approved.

New Business – Informational Items

a. NCAA Compliance Education

Sr. Associate Athletic Director Brendan Armitage presented.

The purpose of this presentation was to provide an overview of NCAA regulations regarding permissible and impermissible activities and interactions between representatives of athletics interest (commonly referred to as boosters) and prospective and current student-athletes at USF.

A power point presentation was presented on the Board of Trustees Governance Committee.

Trustee Seixas had a question on the communication process of this information to our student athletes.

Brendan Armitage responded stating that USF Student athletes receive 9 rules education sessions a year on Booster interaction and NIL (Name Image and Likeness).

The Chair thanked Associate Director Armitage and the team for keeping USF educated on NCAA compliance.

b. BOT Election Procedure

Chair Weatherford presented.

Pursuant to Article I, section C of the USF Board of Trustees Operating Procedures, the officers of the Board of Trustees are the Chair and Vice-Chair. The Chair and Vice-Chair shall each serve two-year terms to begin on July 1 following the election and concluding two years later on June 30. The Chair and Vice-Chair shall be elected by majority vote by the Board of Trustees within 30 days of the expiration of the Term.

At the June 13, 2023 BOT meeting, the Board of Trustees will hold officer elections.

Should anyone have questions concerning the election process, please contact the USF General Counsel Gerard Solis or the Director of Board Operations Kiara Gayle.

c. Conflict of Interest Disclosure

General Counsel Gerard Solis presented.

Article VII (Code of Ethics) of the BOT Operating Procedures states that 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, perceived, or potential conflict of interest.

If a Trustee believes that he or she may have a conflict of interest, the Trustee shall fully and promptly disclose the conflict to the President, Director of Board Operations, or the General Counsel.

Trustees will be asked to complete the Conflict of Interest Disclosure form, which is distributed annually to provide an opportunity to disclose and review any potential conflicts of interest.

Mr. Solis commented, if any Trustee members had questions or concerns about the Conflict of Interest Disclosure form contact him or Kiara Gayle.

The Chair thanked everyone for their participation. Having no further business, Chair Weatherford adjourned the Governance Committee meeting.