



**USF Board of Trustees
Governance Committee**

**Tuesday, August 15, 2023
Microsoft Teams Meeting**

MINUTES

Chair Will Weatherford welcomed everyone and convened the Governance Committee meeting.

Opening Remarks by Chair Will Weatherford.

Chair Weatherford's remarks highlighted the following:

- 2400 Degrees were awarded during the Summer Commencement at USF
- Record setting year with over \$150 Million in total donors and funds
- USF was ranked 15 - as one of the top places to work in Newsweek
- The BOT Meeting will be held at USFSP on August 22, 2023

Chair Weatherford asked Kiara Gayle to call the roll

Kiara Gayle called the roll

Trustee Sandra Callahan

Trustee Mike Carrere

Trustee Mike Griffin

Trustee Melissa Seixas – was not in attendance

Trustee Will Weatherford

A quorum was established.

There were no requests for public comment.

New Business - Action Items

Approval of Minutes

May 23, 2023

Chair Weatherford requested a motion to approve the minutes. It was given by Trustee Callahan, seconded by Trustee Carrere and the May 23, 2023 Governance Committee minutes were approved.

b. USF Foundation Inc. Board of Directors

Review and approval of the new, renewal and ex-officio USF Foundation Board of Directors for terms starting July 1, 2023, or upon approval by the USF Board of Trustees.

Chair Weatherford thanked everyone who volunteers their time to serve on our DSOs. The Chair commented that this is critical to the oversight of the university.

A Foundation Representative was included on the call in case the Trustees had questions or comments concerning the new nominees.

New Member Slate

Dee Garcia, '82 and '90, Director of Development & Strategic Partnerships, Tampa Bay Wave
Elizabeth Krystyn, '88, Founding Partner, BKS Partners
Michelle Lynch, '98, Senior Vice President, Tampa Bay Complex Manager, Raymond James
Michelle Turman, '00, CEO, Catalyst Consulting Services

Term Renewal Candidates

Ashley Butler, '12, President and Owner, Ice Cold Air
Julius Davis, '93, President and CEO, Volt Air
Bob Donaldson, CEO, Maxi-Blast of Florida
Gil Gonzalez, '86, CEO, Mission Critical Solutions
April Grajales, '01, Financial Services Executive
Anila Jain, '81, Physician and Medical Consultant
Merritt Martin, '04, Chief of Staff, Moffitt Cancer Center
Debbie Sembler, Community Leader and Philanthropist

Ex-Officio Appointments (By Virtue Of Position Held)

Christine Turner, Chair, USF Alumni Association Board of Directors

Chair Weatherford requested a motion to approve the USF Foundation Inc. Board of Directors. The motion was given by Trustee Carrere, seconded by Trustee Griffin and approved.

c. USF Intercollegiate Athletic Association

Sr. Associate General Counsel Joel Londrigan presented.

On June 13, 2023, the USFBOT certified and approved the formation of a new university direct-support organization, the USF Intercollegiate Athletic Association for the operation and management of the university's athletic facilities and its Department of Intercollegiate Athletics. To proceed in forming the corporation and filing the appropriate paperwork with the state and federal government, the university must establish a board of directors.

President Law has recommended for the USFBOT's approval, Dr. Prasant Mohapatra and Jay Stroman to serve as directors.

Chair Weatherford requested a motion to approve the USF Intercollegiate Athletic Association. The motion was given by Trustee Griffin, seconded by Trustee Callahan and approved.

d. Amendments to BOT Governance Policy 07-001 and BOT Operating Procedures.

USF General Counsel Gerard Solis presented.

Principle 4.2.g (Board self-evaluation) of the Southern Association of Colleges and Schools Commission on Colleges (SACSCOC) requires that the governing board define and regularly evaluates its responsibilities and expectations.

The USF BOT regularly uses reflection and systematic self-evaluation to guide improvements in its functioning. At the Governance Committee meetings in 2020, board members discussed board committee structure and development of a standardized self-evaluation in line with what the BOG administers to its board members for its biennial survey. The board chair and the Governance Committee Chair approved the biennial self-assessment survey and had staff administer it in August 2020. The most recent biennial survey was conducted in August of 2022.

The amendments in BOT Governance Policy 07-001 reflect a technical change referencing the current Board Self-Evaluation process that is outlined in the operating procedures.

General Counsel Solis commented that the Board has been engaging in self-assessments on a regular basis. Mr. Solis shared his screen which highlighted the technical changes that were being proposed to the Board:

- Changes in the Governance Policy
- Changes in the Operating Procedures

Mr. Solis thanked Ms. Kiara Gayle for her support and asked if there were any questions from the Board members.

Having no questions, Chair Weatherford requested a motion to approve. It was given by Trustee Griffin and seconded by Trustee Carrere. The Amendments to BOT Governance Policy 07-001 and BOT Operating Procedures were approved.

e. USF Office of Public Policy Events

Executive Director, IPPL, Casey Welch presented.

On July 1, 2023, a new state law Florida Statute 1001.93 went into effect requiring the establishment of an Office of Public Policy Events at each member institution of the State University System in Florida. The purpose of the OPPE is to facilitate the advancement of knowledge through the sponsorship of events featuring open discussion and debate of contested public policy issues from diverse perspectives.

The Law authorizes the responsibilities of an OPPE office to be assigned to an existing administrative office within a state university, with the approval of the university board of trustees and the BOG. However, the state university must still appoint a director of public policy events responsible for fulfilling the statutory duties of the OPPE.

Mr. Welch commented that over the past month he's had discussions with USF stakeholders such as Eric Eisenberg, the leaders of the Center for Civic Engagement at USFSP, the Center for Leadership and Civic Engagement at USF Tampa, as well as counterparts across the SUS System of Florida who are working to implement the same new requirement.

Event ideas discussed with stakeholders were:

- US Constitution Day
- Florida Constitutional Amendment Process
- Election Reform Process

Mr. Welch respectfully asked if the Board would consider a motion to assign the duties of the office of Public Policy Events to the Institute for Public Policy and Leadership and appoint a Director for Public Policy and Events here at USF.

Chair Weatherford thanked Mr. Welch for his presentation and asked if there were any questions from the Board members.

Trustee Callahan had a question concerning the appointing of a director for the Office of Public Policy Events. Mr. Welch acknowledged that it is a requirement for the Board to vote and designate a perspective area to appoint a director. If approved by the Board today, the Institute for Public Policy and Leadership will appoint a director for the Office of Public Policy Events.

Trustee Jasinski Schneider asked Mr. Welch if he has had any interaction with the School of Public Affairs.

Mr. Welch commented that he has had discussions on a regular basis concerning the Public Policy Internship Program.

Chair Weatherford requested a motion to approve USF Office of Public Policy Events. The motion was given by Trustee Griffin, seconded by Trustee Callahan and approved.

New Business – Information Items

a. BOG Statement of Free Expression

At the January 2022 Board of Governors meeting, the Board approved the Civil Discourse Final Report. To promote civil discourse in the State University System, the Board of Governors, the presidents of Florida's twelve public universities, adopted a "Statement of Free Expression" in 2019. The Board's Statement of Free Expression was endorsed by the twelve state universities as a vehicle to establish, maintain, and support a full and open discourse and the robust exchange of ideas and perspectives on all university campuses. Board of Governors Chair Syd Kitson established the Board's Civil Discourse Initiative during his January 2021 "State of the System" address.

Chair Weatherford announced that this is an informational item that will be presented at the next full Board meeting on August 22nd. The Chair will then ask the Board to review and endorse the "Statement of Free Expression".

Chair Weatherford commented that as BOT members and administrators of the University of South Florida, it's important that we set the tone for civil discourse and free expression with how we conduct ourselves. It all starts at the top and works its way through to the faculty and students.

b. The President's Goals

One of the Board's responsibilities is to evaluate the performance of the University President, which is required both by the Board of Governors in regulation 1.001 and the President's contract. The President's performance against her established goals determines the eligibility for President Rhea Law's bonus compensation under that contract. The evaluation process is initiated by President Law when she submits her proposed goals to Chair Will Weatherford. Adjustments are discussed by both President Law and Chair Weatherford before sharing with the Governance Committee for discussion.

At the full Board meeting on August 22nd, the goals will be presented to the Board members for consideration and discussion. The Board will then vote to approve and implement the goals.

The focus of the Goals is to make sure that they are reflective of the priorities of the university. The Goals are in 4 sections:

- 1) Academic and Research Excellence
- 2) Institutional Growth

- 3) Organizational Culture
- 4) Financial Stability and Transparency

Trustee Callahan commented that the goals were well developed and articulated. Her questions were answered in the back up material.

Having no further discussion Chair Weatherford thanked everyone for their participation and adjourned the Governance Committee meeting.