

**Board of Trustees
Governance Committee
November 16, 2023
Microsoft Teams Meeting**

MINUTES

Chair Weatherford welcomed everyone and convened the Governance Committee meeting.

The Chair thanked everyone who participated in the BOG Trustee Summit which was held in Orlando last week. Chair Weatherford reported that the Trustees had an opportunity to meet fellow Trustees from other areas. He hoped that everyone found the Summit to be informative.

Chair Weatherford asked Kiara Gayle to call the roll.

Kiara Gayle called the Roll

Trustee Sandra Callahan
Trustee Michael Carrere
Trustee Michael Griffin
Trustee Melissa Seixas
Trustee Will Weatherford

Public Comments

The Chair reported that there were no public comments and proceeded to the agenda.

a. **Approval of the Minutes**

August 15, 2023 Minutes

Having no revisions, Chair Weatherford requested a motion to approve the August 15th Governance Committee minutes. The motion was given by Trustee Callahan, seconded by Trustee Carrere and approved.

b. **USF Direct Support Organizations Board of Directors**

Chair Weatherford announced that a DSO representative is currently available on Teams if Trustee members have questions or concerns that they would like to discuss.

USF Research Foundation, Inc.

Approve an appointment and re-appointment of Direct Support Organization Board Members for the USF Research Foundation, Inc.

Jennifer Condon, Interim Chief Financial Officer- Ex Officio Appointment
Bea Bare – Reappointment as a non-USF member of the Research Foundation Board of Directors.

USF Financing Corporation and USF Property Corporation

Approval of the appointment of new director to serve on USF Financing Corporation and USF Property Corporation Boards of Directors.

Jennifer Condon, Vice President, Business and Finance and Acting Chief Financial Officer,

USF Institute of Applied Engineering

Approval of appointments of Direct-Support Organization Board Members for the USF Institute of Applied Engineering

Lt. General Dennis Crall
James H. Smith

Chair Weatherford requested a motion to approve the nominees. The motion was given by Trustee Callahan and seconded by Trustee Carrere. The DSO Nominees were approved.

USF President's Evaluation

Approval of President Rhea F. Law's 2022–2023 Evaluation and Discretionary Performance Based Compensation.

Section 4.1 of the Contract outlines the evaluation process and provides that the President shall initiate the evaluation process by providing the Board Chair and Governance Committee a self-appraisal of the President's performance from July 1 of the previous contract year and ended on June 30 of the same. To aid the Board in its performance review, the President may furnish oral and written reports. These materials are attached.

Under section 6.1 of the Contract, the Governance Committee may recommend to the full Board up to seventy (70)% of the total possible performance based compensation. The remaining 30% of the potential compensation is determined by the Board Chair. The full Board will make then make the ultimate decision of the Performance base compensation at the December Board of Trustees meeting.

Chair Weatherford commented that this has been an incredible and busy year with many accomplishments. President Law's efforts are greatly appreciated.

Chair Weatherford commented that information on President Law's 2022-2023 goals, accomplishments and achievements have been provided in the Trustees materials in Diligent. He hope that everyone has had an opportunity to review it.

A power point was provided on the 2022-2023 Evaluation - President Rhea F. Law Nov. 16, 2023.

The power point highlighted the following milestones and accomplishments that have been achieved.

- Invitation to join AAU
- Maintained Preeminence Status
- Improved Peer assessment scores
- We have achieved several national recognitions as a great place to work by both Forbes and Newsweek Magazines
- Embedded Services and Accomplishments
- New Provost – Dr. Prasant Mohapatra
- Institutional Strategies
- Expansions – Judy Genshaft Honors College, New student Health and Wellness facility
- Broke ground on the New Sarasota-Manatee Residence Halls
- Progress on the on campus stadium – Approval from the Board of Governors for our financing. We have also secured significant gifts for this project.
- Pursuit of excellence at USF
- The Office of Community and Partnerships led by Dr. Eric Eisenberg
- 10 Students selected as Fulbright Scholars making USF a top producer last year
- Top 10% for total Research Expenditures
- Research dollars are up 50% from last year
- Budget Model – alignment, transparency, getting the university to work together to have a shared model in order to be more strategic in our thinking
- Special Budget Workshop
- Legislative Support Fundraising and Commercialization - USF had a historic record breaking year with fundraising, the number of donors and legislative support

Chair Weatherford commented on the great things happening at USF under the excellent leadership of President Law.

Chair Weatherford has been working with Angie Sklenka in HR on a compensation study in order to review other preeminent AAU institutions in the state of Florida and nationwide. We also have a new AAU peer group that review compensation not only for presidents but for university staff as well. We want to remain competitive in order to continue to attract top talent.

Trustee Seixas had comments in relation to the Presidents compensation analysis and expressed appreciation for the clarity of the President's goals.

Vice Chair Griffin commented with the help of an incredible team, the President continues to keep the pedal to the metal in so many areas. The Vice Chair thanked her for her leadership.

Trustee Jasinski Schneider commented from a faculty's perspective. The President has led the University through very difficult times. There is a great deal of trust and appreciation in her leadership.

Trustee Carrere had a question in relation to the process of the evaluation and recommendation from the Board. Trustee Carrere commented on the leadership and excellent work of President Law, as well as the progress that has been made on the goals in which she has set. There are challenges in the area of research, staffing and the budget however, President Law has done an excellent job of bringing everyone together. He thanked her for her service and looks forward to another positive year. Trustee Carrere then recommended that the President receive 95% of the compensation suggested.

Trustee Callahan commented on the President's accomplishments articulated in the evaluation documentation. Everyone in which she interacts with is happy to be a part of the USF organization and the direction in which our institution is headed under her leadership. Trustee Callahan recommended 100% of the compensation suggested.

The Chair recommended 100% of the 70%.

Vice Chair Griffin made a motion to approve that President Law receive 100% of the 70% that is recommended of the compensation. The motion was seconded by Trustee Carrere and approved.

The Chair acknowledged that the Governance Committee is very pleased with the work of President Rhea Law and grateful for the leadership team and the direction in which the University is going.

President Law thanked everyone for their faith in her and commented that leadership starts at the top with our Board of Trustees. You set the tone for our University. The President thanked the entire Board for all that they have done and what they will do in the future, in spite of the rapid changes that will occur.

Having no further business Chair Weatherford adjourned the meeting.