USF Board of Trustees Strategic Initiatives Committee

Thursday, February 16, 2017
10:00 am – 12:00 pm
Marshall Student Center Room 3707

Trustees: Hal Mullis, Chair; Scott Hopes, Vice Chair; Michael Carrere, Stephanie Goforth, James Stikeleather, Jordan Zimmerman
Senior Vice President: Edmund Funai
Staff Liaisons: Roberta "R.B." Burford, Judy Lowry

A G E N D A

I. Call to Order ..... Chair Hal Mullis

II. Public Comments Subject to USF Procedure ..... Chair Hal Mullis

III. New Business – Action Items

a. Approval of January 19, 2017 Meeting Minutes ..... Chair Hal Mullis

b. Approval of Amended UMSA/MSSC Articles of Incorporation and Bylaws Changes ..... AVP Bryan Burgess

IV. New Business – Information Items

a. College of Pharmacy Update ..... Dean Kevin Sneed

b. USF Morsani College of Medicine Operational Plan Update ..... SVP Charles Lockwood/ VP Calvin Williams/Health Deputy COO Carole Post

c. USF System Strategic Planning Process Update ..... SVP Ed Funai

d. St. Petersburg Campus P3 Project Update ..... Dean of Students Jake Diaz

V. Roundtable Discussion ..... Chair Hal Mullis

VI. Adjournment ..... Chair Hal Mullis

Board of Trustees
Strategic Initiatives Committee

DRAFT
Meeting Minutes

Thursday, January 19, 2017
11:18 a.m. -12:58 p.m.
Marshall Student Center, Room 3707
Tampa, Florida

Present:

Committee Members:	Hal Mullis, Chair; Scott Hopes, Vice Chair (via telephone); Mike Carrere; Stephanie Goforth; James Stikeleather; Nancy Watkins; Bob Churuti (USFSP Community Liaison)
Trustees:	*Brian Lamb, James Geary, Christopher Griffin*
President:	Judy Genshaft
Senior Vice President:	Edmund Funai

I. Call to Order and Comments

Chair Hal Mullis called the meeting to order at 11:18 a.m. and welcomed Mr. Bob Churuti as the newly appointed Community Liaison representing USF St. Petersburg.

II. Public Comment Subject to USF Procedure

There being no public comments, Chair Mullis proceeded to New Business.

III. New Business – Action Items

Approval of the November 17, 2016 Meeting Minutes
Chair Mullis requested a motion to approve and that Dr. Sandra Stone's name be corrected in the Minutes. The Motion to approve was made by Trustee Goforth and seconded by Trustee Stikeleather. There being no further changes, Chair Mullis requested a vote and the November 17, 2016 Minutes were unanimously approved, as amended.

IV. New Business – Information Items

a. Tampa General Hospital Joint Operating Agreement Update
Chair Mullis moved this Agenda item to first in order and introduced Board guest, Mr. Steve Short, interim CEO of Tampa General Hospital (TGH).

Dr. Charles J. Lockwood, Senior Vice President of USF Health and Dean of the Morsani College of Medicine, noted ongoing collaborative discussions between USF Health and its partner, Tampa General Hospital, with the goal of adopting a comprehensive Joint Operating Agreement to further strengthen USF's working relationship with TGH. Dr. Lockwood emphasized this opportunity to forge a transformative model between a great academic medical center and a great teaching hospital to form a true academic medical center to facilitate teaching and healing. Dr. Edmund Funai, responding to previous trustee questions, noted that, while the USFH/TGH history had been of a transactional nature (with over 200 separate contracts currently in place), leadership of both USFH and TGH (Mr. Short) are committed to bringing the two parties closer together (despite the complexity of the relationship.) Chair Mullis confirmed USF's commitment to pursuing a better, stronger relationship with TGH, expressed optimism about progress and thanked Mr. Short for his contribution to the process.

b. Office of Corporate Partnerships

Senior Vice President Paul Sanberg announced the creation of the new USF Office of Corporate Partnerships. He stated that the proposal was a draft/work-in-progress and included two minor revisions (responsive to feedback) which the publicly available version being reviewed today reflected.

The need for this Office was identified based on community and USF leadership feedback on the difficulty of navigating the large and complex USF System for external individuals/groups attempting to identify possible areas of corporate partnership (such as in research) with USF. Its establishment has also been guided by President Genshaft and informed by models of current successful national programs (e.g., N.C. State's Centennial Campus).

Senior Vice President Joel Momberg emphasized the relationship between development of such partnerships and philanthropic efforts and that a dual operating structure is planned with two co-directors: one working primarily with the community to develop partnership pathways and one primarily addressing building those partnerships within the USF System, identifying and utilizing the entirety of System resources available. He stated that an interdisciplinary and inter-unit working board would be created to assist in advising the office on direction, now and in future.

Trustee Stikeleather noted the need for coordination with Trustee Zimmerman's branding initiatives to relay and maximize unique areas of excellence with the USF System to engage possible corporate partners and asked what the Trustees could do to support the office's outreach to industry. Trustee Hopes recommended appointment of a Committee member to serve as a liaison and resource to the office and Trustee Stikeleather agreed to serve in that role.

Trustee Goforth stated that the full Board needs to be engaged in this initiative and confirmed full participation of the regional institutions. Board Chair Lamb expressed

strong support and noted the highly competitive environment, which requires "telling our story" to economic development organizations and other potential stakeholders at a state, community and key partner level.

Following the proposal discussion, Dr. Sanberg presented Trustee Stikeleather with a plaque of membership into the USF Chapter of the National Academy of Inventors, in recognition of Trustee Stikeleather's patented inventive work.

c. Health-related Professions Consortium

Vice President Steve Prevaux, USF System Ombuds, introduced the System collaboration mission and explained his role was to facilitate the efforts of the consortium creation/ management group, which consists of Regional Chancellor Sophia Wisniewska and her USFSP team (Drs. Mark Durand and Terri Osborn), USFSM Regional Chancellor Sandra Stone, USF Health's Drs. Ed Funai, Donna Petersen, and Executive Vice President and Provost Ralph Wilcox.

Responding to President Genshaft's mandate to bring system wide efforts to fruition, this consortium was created to leverage current student success undertakings by coordinating and enriching current curricular offerings in health-related fields at various USF System sites; all designed to stimulate job creation/growth for USF's graduating students.

Following the order of slides in the PowerPoint presentation, Dr. Wisniewska identified opportunities for these new programs within the current System educational framework. Dr. Funai continued by covering key elements of this proposal and noting that, initially, a manager of this process might be named to ensure successful launch. Dr. Stone presented the benefits of the proposal and Dr. Wilcox relayed critical next steps.

Trustee Goforth thanked all for their exceptional team efforts (as illustrated by the presentation itself) and Trustee Stikeleather asked that a summary report be presented later, addressing progress and outcomes with accentuation on the strengths of each participating institution/college.

d. St. Petersburg Campus P3 Project Update

Regional Vice Chancellor Joe Trubacz provided an update on the current status of the public/private partnership process, including the letting of an invitation to negotiate. The project is on schedule.

e. Informational Updates

Trustee Chair Lamb updated the Committee on a recent meeting, which was noticed and included Trustees Hopes, Goforth, Shinn, and Watkins, together with President Genshaft and other USF leadership (including USF Government Relations Director Mark Walsh), in preparation for the upcoming Florida legislative session. He relayed a Florida House of Representatives process that, while new, will have no effect on USF's current rigorous internal process, which already includes Board of Trustee review and approval of PECO

projects. He highlighted the need to be considerate of the new legislative process, current projects on USF's capital outlay list, and the need for transparent, frequent communication with the Florida Board of Governors, who are attuned to funding all worthy SUS needs with limited resources.

Trustee Lamb requested that the Committee receive a comprehensive update on the development process of the new USF System strategic plan at the next Committee meeting on February 16 and asked for a very brief update from Dr. Ed Funai (who is coordinating the plan's development). Trustee Lamb added that his goal was to have a document that would illustrate what "success looks like" and have the effect of elevating the USF System brand.

In that context, Dr. Funai reported that work on the branding Request for Proposals process is proceeding. When a vendor is selected, via process, they will assess USF brand status and make recommendations with such information to be utilized within the System plan. A committee has been organized to represent all USF System institutions, colleges and areas for this overall plan development. A meeting of key stakeholders is set for January 31 and a consultant may be engaged to assist. As part of the process, the Trustees will be informed of future individual meetings with the committee and a consultant, seeking their input for inclusion in the final document. Dr. Funai anticipates a serviceable draft will be ready by the May 18, 2017 meeting of this Committee.

V. Adjournment

Chair Mullis thanked all presenters and attendees and adjourned the meeting at 12:58 p.m.

Minutes prepared by Cheryl Lesko, Roberta Burford and Judy Lowry

DRAFT

Board of Trustees
Strategic Initiatives Committee

Meeting Minutes

Thursday, November 17, 2016
9:58 a.m. – 12:04 p.m.
Marshall Student Center, Room 3707
Tampa, Florida

Present:

Trustees:	Hal Mullis, Chair; Scott Hopes, Vice Chair; Mike Carrere; Stephanie Goforth; Brian Lamb (via telephone)
President:	Judy Genshaft

I. Call to Order and Comments

Chair Hal Mullis called the meeting to order at 9:58 a.m.

II. Public Comment Subject to USF Procedure

There being no public comments, Chair Mullis proceeded to New Business.

III. New Business – Action Items

Approval of the October 27, 2016, Meeting Minutes
Chair Mullis requested a motion to approve. The motion was made by Trustee Goforth and seconded by Trustee Carrere. Trustee Hopes requested links be added for meeting presentations. There being no further changes, Chair Mullis requested a vote and the October 27, 2016, minutes were approved unanimously, as amended.

IV. New Business – Information Items

a. Strategic Planning Scorecard – USF Sarasota-Manatee
Regional Chancellor Dr. Sandra Stone provided an update on the current status of USF Sarasota-Manatee**.** She reported that USFSM is moving to a new model for student success, an effort that is now fully staffed, and also focusing on campus life. Enrollment has increased. She also reported that, while there are no science or research labs at USFSM, they are working to encourage faculty research. She also reported that they have doubled

the number of student internships and that USFSM is seeking a new advancement officer and private funding in support of STEM programs. Dr. Stone invited the Trustees to attend an event next March at USFSM to showcase the work being done on the Bloomberg Finance Lab.

b. Strategic Planning Scorecard – USF St. Petersburg

Regional Chancellor Dr. Sophia Wisniewska provided an update on the current status of USF St. Petersburg. She reported that the low graduation rate is a concern being addressed by identifying active students to put them on a path to graduation and the piloting of a new college schedule to simplify things for students. She identified heavy reliance on students from Tampa who begin at USFSP and then transfer to USF Tampa as one issue that accounts for an unacceptable graduation rate and reported that USFSP is now trending in the right direction. She reported the need for development and delivery of new undergraduate majors, to double the current 24 majors available to 50, and to build core academic offerings, especially in STEM. She reported that USFSP's boutique programs are difficult to scale and that, while course duplication has to happen due to the distance between USFSP and USFT, decisions in duplicating programs must be made wisely. She asked for the support of the Trustees to expand their offerings.

c. Strategic Planning Scorecard – USF Foundation

Senior Vice President Joel Momberg provided an update on the current status of the USF Foundation. He reported that, among other accomplishments, 11 percent of USF alumni are purchasing USF license plates, 48 percent of USF faculty and staff have donated to the university this past year through the Faculty & Staff Annual Campaign, for a total of $3 million, demonstrating strong commitment to USF from employees, and how sharing information highlighting such commitment resonates with potential donors to USF.

d. Strategic Planning Scorecard – USF Physicians Group

USF Physicians Group CEO Richard Sobieray provided an update on the current status of the USFPG. He reported that he was confident that an improvement in the numbers is coming, that physician performance will have a direct impact and is the biggest challenge, and that faculty have been remarkable and welcoming the change. Trustee Hopes reported meeting with President Genshaft, Drs. Charles Lockwood and Ed Funai and Ms. R.B. Burford to review the USFPG strategic plan and that they will move forward with the development of a comprehensive and more substantive strategic business plan.

e. Strategic Planning Scorecard – USF Research & Innovation

Senior Vice President Dr. Paul Sanberg provided an update on the current status of USF Research & Innovation. He reported that USF had a successful year in FY16, to include increases in research expenditures, grant proposals submitted and awards received, faculty honors and awards, patents and licenses, effective F&A rate, and industry funded grants and contracts, and a decline in grant applications with PIs/co-PIs from different colleges. He also reported that USF is working on implementation of the USF System Research Strategic Plan in FY17, including encouraging increased faculty grant proposal

submissions by providing metrics quarterly to the Deans and incentivizing grant submissions with a recognition program for faculty, and creating an office of strategic partnerships and corporate relations.

V. Adjournment

Chair Mullis thanked the presenters and attendees. He adjourned the meeting at 12:04 p.m.

Minutes prepared by Cheryl Lesko and Judy Lowry

Agenda Item: III.b

USF Board of Trustees
Strategic Initiatives Committee
February 16, 2017

Issue: Approval of UMSA/MSSC Articles of Incorporation and Bylaws Changes

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Proposed action: Approval of Amended and Restated Articles of Incorporation and Bylaws of UMSA and MSSC.

Executive Summary: As background, the USF Health clinical enterprise includes two supportive, USF-controlled corporate entities:

- One is named University Medical Service Association, Inc., commonly called "UMSA". UMSA was formed in 1973 and designated under former Board of Regents rules, and now Board of Governors and USF Board of Trustees regulations, to be the USF Health faculty practice plan. This means that UMSA is chartered to perform the billing, collection and administration of income generated from USF Health clinical faculty practice activities. In December 2014, the USF Board of Trustees certified UMSA as a USF direct-support organization ("DSO"). In September 2015, the USF Board of Trustees approved amendments to the USF Health Faculty Practice Plan document which allowed the transition of certain clinical support functions (such as the employment and provision of health care staff and assets) from MSSC to UMSA.

- The other support entity is named USF Medical Services Support Corporation, commonly called "MSSC". MSSC was formed and certified in 1983 as a USF DSO. In connection with UMSA's assumption and performance of clinical support functions subsequent to September 2015, MSSC's historical function has been diminished; however, MSSC remains in existence and is available to serve other purposes consistent with its DSO status in support of USF Health as may be necessary and desirable in the future.

USF Health leadership proposes to change the governance structure of UMSA and MSSC to consolidate responsibility in the respective corporation's Board of Directors (eliminating the corporation's Executive and Finance Committees), and modify the representative composition and reduce the size of the Boards. In particular, it is proposed that the restructured UMSA and MSSC Boards will each consist of the following members:

1. The University's Senior Vice President for Health Sciences (the "USF Health Senior Vice President").

2. One (1) Director shall be a person who is selected and appointed to the Board by the Chairperson of the USF Board of Trustees in accordance with Section 1004.28, Florida Statutes.

3. One (1) Director shall be a person who is selected and appointed to the Board by the University's President as the President's representative (provided, the University's President may elect to appoint the USF Health Senior Vice President to serve as the President's representative for this purpose)

4. The MCOM Dean (the "MCOM Dean"), if the person who is the MCOM Dean is not also the USF Health Senior Vice President.

5. The USF Health Chief Operating Officer (the "USF Health COO").

6. The MCOM Vice Dean for Clinical Affairs (the "MCOM Vice Dean").

7. Four (4) Chairpersons of MCOM clinical departments who are each elected to serve on the Board for a term of three (3) years, as follows:

   (i) One (1) Chairperson of a Procedural clinical department who is elected by majority vote of the Chairpersons of all Procedural clinical departments. As used in the preceding sentence, the term "Procedural clinical department" means the following MCOM clinical departments and units: Cardiovascular; Dermatology; Ophthalmology; Pathology; Physical Therapy; Radiology; and other MCOM clinical departments and units as may be designated by the MCOM Dean from time to time.

   (ii) One (1) Chairperson of a Surgical clinical department who is elected by majority vote of the Chairpersons of all Surgical clinical departments. As used in the preceding sentence, the term "Surgical clinical department" means the following MCOM clinical departments and units: Obstetrics/Gynecology; Orthopaedic Surgery; Otolaryngology/ENT; Neurosurgery; Surgery; Urology; and other MCOM clinical departments and units as may be designated by the MCOM Dean from time to time.

   (iii) One (1) Chairperson of a Cognitive clinical department who is elected by majority vote of the Chairpersons of all Cognitive clinical departments. As used in the preceding sentence, the term "Cognitive clinical department" means the following MCOM clinical departments and units: Internal Medicine; Neurology; Pediatrics; Psychiatry; and other MCOM clinical departments and units as may be designated by the MCOM Dean from time to time.

   (iv) One (1) Chairperson of a Primary Care clinical department who is elected by majority vote of the Chairpersons of all Primary Care clinical

departments. As used in the preceding sentence, the term "Primary Care clinical department" means the following MCOM clinical departments and units: Family Medicine; and other MCOM clinical departments and units as may be designated by the MCOM Dean from time to time.

8. Up to three (3) additional persons who are each selected and appointed to the Board by the USF Health Senior Vice President.

9. The Chairperson of the corporation's Audit Committee.

The proposed Amended and Restated Articles of Incorporation and Bylaws of UMSA and MSSC, reflecting the above summarized new governance structure and other technical/editorial changes, are distributed with this Agenda Item.

Financial Impact: None anticipated.

Strategic Goal(s) Item Supports: Goal Two: High-impact research and innovation to change lives, improve health, and foster sustainable development and positive societal change; **and Goal Four**: Sound financial management to establish a strong and sustainable economic base in support of USF's continued academic advancement.
Supporting Documentation Online (*please circle*): **Yes** **No**
USF System or Institution specific: USF Health
Prepared by: Bryan Burgess

Approval of Amended UMSA and MSSC Articles of Incorporation and Bylaws

February 16, 2017

USF
UNIVERSITY OF SOUTH FLORIDA
SYSTEM

USF Health Support Organizations

- University Medical Service Association, Inc. ("UMSA")
  - Faculty Practice Plan Entity: Billing, Collection and Administration of Funds from USF Health patient services
  - Direct Support Organization: Provides support personnel and other resources to support USF Health clinical mission
- USF Medical Services Support Corporation ("MSSC")
  - Direct Support Organization
  - Historical Functions (e.g. employment of support personnel) assumed by or transitioning to UMSA
  - Available for other/new DSO functions as needed in future

Requested USF BOT Action

- Approval of Amended and Restated Articles of Incorporation and Bylaws of UMSA and MSSC
  - Change in corporate governance structure for both DSOs
    - Reduce size and modify composition of Board of Directors
    - Eliminate Executive/Finance Committees – functions to be performed by Board of Directors
    - Goals:
      - Inclusive, Focused and Efficient
      - Unified, Agile Decision-Making Ability
    - Minor Technical/Editorial Changes

UMSA and MSSC Governance Structure

CURRENT

- **UMSA and MSSC Board of Directors: 40+ Members**
  - USFBOT Chair's appointed representative
  - USF Health Senior VP
  - MCOM Dean
  - Chairs of MCOM Clinical Departments and SPTRS Director (17)
  - Clinical faculty representatives elected by their respective clinical departments/SPTRS (1 representative per unit) (17)
  - Community representatives (up to six), appointed by University President upon recommendation from USF Health Senior VP
  - Appointed EMC Members (if not otherwise on BOD)
  - USF President's appointed representative (may be USF Health Senior VP)
  - Audit Committee Members

- **UMSA and MSSC Executive Management Committee (EMC)**: **10 members**
  - USFBOT Chair's appointed representative
  - USF Health Senior VP
  - MCOM Dean
  - Secretary-Treasurer (elected by BOD)
  - Up to seven (7) additional members appointed by USF Health Senior VP, including at least one (1) Elected Director & one (1) MCOM Clinical Dept. Chair
  - USF President's appointed representative (may be USF Health Senior VP)

USF UNIVERSITY OF SOUTH FLORIDA SYSTEM

UMSA and MSSC Governance Structure

PROPOSED NEW

- **UMSA and MSSC Board of Directors: 12 Members**
  - USFBOT Chair's appointed representative
  - USF Health Senior VP
  - MCOM Dean
  - USF Health COO
  - MCOM Vice Dean for Clinical Affairs
  - Four (4) Chairpersons of MCOM clinical departments (one each elected by Chairs of designated Procedural, Surgical, Cognitive and Primary Care groupings of Departments)
  - Up to three (3) persons who are selected and appointed by USF Health Senior VP
  - One Director who is selected and appointed to the Board by USF President (may be USF Health Senior VP)
  - Chair of UMSA-MSSC Audit Committee

- **No UMSA and MSSC Executive Committee or Finance Committee**

USF UNIVERSITY OF SOUTH FLORIDA SYSTEM

BYLAWS

UNIVERSITY MEDICAL SERVICE ASSOCIATION, INC.

(a Florida Corporation Not For Profit, the USF Health Faculty Practice Plan Corporate Entity, and a University Direct-Support Organization of the University of South Florida)

(Amended and Restated as of _____)

Approved By Board of Directors
By Unanimous Written Consent
As of _____

Approved by USF Board of Trustees on
_____

TABLE OF CONTENTS

ARTICLE I	**NAME AND LOCATION**	1
ARTICLE II	**PURPOSES AND POWERS OF THE CORPORATION**	2
Section 1	Purposes and Powers.	2
Section 2	Limitations on Purposes and Powers.	3
Section 3	Special Duties as a University Faculty Practice Plan Corporate Entity and University Direct-Support Organization	4
ARTICLE III	**MEMBERSHIP**	7~~6~~
ARTICLE IV	**BOARD OF DIRECTORS**	8~~7~~
Section 1	Powers and Duties:	8~~7~~
Section 2	Qualification and Composition of the Board of Directors.	8~~7~~
Section 3	Removal and Resignation of Directors.	13~~12~~10
Section 4	Conflict of Interest.	13~~13~~11
ARTICLE V	**OFFICERS**	14~~14~~12
Section 1.	Officers of the Board of Directors.	14~~14~~12
Section 2.	Officers of the Corporation.	16~~16~~14
Section 3.	Resignation and Removal.	17~~17~~15
ARTICLE VI	**MEETINGS OF THE BOARD OF DIRECTORS AND ITS COMMITTEES**	18~~18~~16
Section 1.	Regular Meetings.	18~~18~~16
Section 2.	Special Meetings.	18~~18~~16
Section 3.	Participation in Meetings by Telephone.	18~~18~~16
Section 4.	Notice, Agendas and Minutes.	18~~18~~16
Section 5.	Quorum and voting.	20~~20~~17
Section 6.	Parliamentary rules.	20~~20~~18
ARTICLE VII	**COMMITTEES OF THE BOARD OF DIRECTORS**	21~~21~~19

Section 1. Appointment to, Removal from, Composition, and Term of Committees. ..... 21~~21~~~~19~~

Section 2. Standing and Special Committees..... 23~~23~~~~21~~

ARTICLE VIII ADOPTION AND AMENDMENTS ..... 26~~26~~~~23~~

ARTICLE IX INDEMNIFICATION ..... 27~~27~~~~24~~

ARTICLE X DEDICATION OF ASSETS AND DISSOLUTION ..... 28~~28~~~~25~~

ARTICLE XI USF HEALTH FACULTY PRACTICE PLAN ..... 29~~29~~~~26~~

ARTICLE XII ACCESS TO CORPORATE RECORDS ..... 30~~30~~~~27~~

ARTICLE I

NAME AND LOCATION

The name of the corporation is University Medical Service Association, Inc. (~~hereinafter~~ the "Corporation"). The principal office and mailing address of the Corporation shall be University of South Florida Health Sciences Center, 12901 Bruce B. Downs Blvd., MDC Box 62, Tampa, Hillsborough County, Florida 33612.

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ARTICLE II

PURPOSES AND POWERS OF THE CORPORATION

SECTION 1. Purposes and Powers.

The Corporation is organized as (i) a corporation not for profit under Chapter 617, Florida Statutes, (ii) a university faculty practice plan corporate entity under Section 1001.706(2)(d), Florida Statutes, Florida Board of Governors Regulations 1.001(8)(a) and 9.017, and University of South Florida Regulation 9.017, and (iii) a university direct-support organization under Section 1004.28, Florida Statutes, Florida Board of Governors Regulations 1.001(8)(b) and 9.011, and University of South Florida Regulation 13.002, and corresponding provisions of any subsequent laws or regulations. The Corporation is organized and shall be operated exclusively for charitable, scientific and educational purposes and not for pecuniary profit, and exclusively for the support and benefit of the University of South Florida (the "University" or "USF") and the University's Health Sciences Center ("USF Health") including without limitation the USF Morsani College of Medicine ("MCOM"). The Corporation shall possess all of the powers and authority as are now or may hereafter be granted to corporations not for profit, university faculty practice plan corporate entities, and university direct-support organizations under the laws of the State of Florida. Pursuant to the Corporation's operations and activities exclusively for the support and benefit of the University, the specific purposes for which the Corporation is organized shall include the collection, administration and distribution of funds exclusively for the support of the objectives of ~~the University's Health Sciences Center ("~~USF Health~~")~~ and the component colleges, schools and units thereof, and the University in accordance with the USF Health Faculty Practice Plan adopted in accordance with Florida Board of Governors Regulation 9.017 and University of South Florida Regulation 9.017, or corresponding provisions of any subsequent laws or regulations.

SECTION 2. Limitations on Purposes and Powers.

A. All the assets and earnings of the Corporation shall be used exclusively for the exempt purposes hereinabove set forth, including the payment of expenses incidental thereto. No part of the net earnings of the Corporation shall inure to the benefit of any member, director, or officer of the Corporation, or any other private individual, and no member, director, or officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

B. No substantial part of the activities of the Corporation shall be the carrying on of a program of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

C. The Corporation shall not have the power to convey, lease, pledge, or otherwise encumber assets owned by the State of Florida or the University. The Corporation shall have sole responsibility for the acts, debts, liabilities, and obligations of the Corporation in accordance with Florida law.

D. The Corporation does not have the power to issue stock or pay dividends, and the private property of the members, directors, and officers shall not be liable for the debts of the Corporation.

E. The Corporation shall not have the power to conduct any activities not permitted by applicable laws including without limitation the Internal Revenue Code and pertinent Treasury Regulations (or corresponding provisions of any subsequent revenue laws) (hereinafter the "Code").

F. Persons employed by the Corporation shall not be considered employees of the University or State of Florida by virtue of such employment.

G. The University's President shall retain the ability, powers, and duties to: monitor and control the use of University resources and the University name by the Corporation; assure that the Corporation's activities are consistent with and supportive of the mission of the University and USF Health; monitor compliance of the Corporation with federal and state laws and applicable rules, regulations and policies; approve salary supplements and other compensation or benefits paid to University faculty and staff from the Corporation's assets, consistent with applicable policies; approve salaries, benefits, and other compensation paid to employees of the Corporation, consistent with applicable policies; and otherwise supervise the Corporation as provided by Florida Board of Governors Regulation s 9.011 and 9.017, University of South Florida Regulations 9.017 and 13.002, the USF Health Faculty Practice Plan, and provisions of any subsequent laws, regulations, and University policies and internal management memoranda.

SECTION 3. Special Duties as a University Faculty Practice Plan Corporate Entity and University Direct-Support Corporation

The Corporation shall comply with all requirements and perform all duties which are necessary to maintain approval and certification of the Corporation as a university faculty practice plan corporate entity and a university direct-support organization under Sections 1001.706(2)(d) and 1004.28, Florida Statutes, Florida Board of Governors Regulations 9.011 and 9.017, and University of South Florida Regulations 9.017 and 13.002, and corresponding provisions of any subsequent laws or regulations. Without limiting the foregoing:

A. The Corporation shall comply with all conditions established by the Florida Board of Governors and the USF ~~University's~~ Board of Trustees in order to be approved and certified and to use property, facilities, or personal services at the University.

B. The Corporation shall comply with all such additional conditions, controls and requirements as the Florida Board of Governors and the USF ~~University's~~ Board of Trustees deems appropriate to provide for budget and audit review and oversight.

C. The Corporation's Chief Executive Officer shall report to the University's Senior Vice President for Health Science as the University's President's designee in compliance with Florida Board of Governors Regulation 9.011(2).

D. The Corporation shall prepare an operating budget at least annually which, upon approval by the Corporation's Board of Directors, shall be submitted for approval by the USF ~~University's~~ Board of Trustees or designee. Significant changes in planned expenditures in the approved budget must be reported by the Corporation to the USF ~~University's~~ Board of Trustees or designee as soon as practicable but no later than the deadline established by the USF ~~University's~~ Board of Trustees. The Corporation may provide any salary supplements and other compensation or benefits for University faculty and staff employees only as set forth in the Corporation's budget and subject to approval by the University's President.

E. The Corporation shall provide for an annual audit conducted pursuant to the University's regulations or policies. The annual audit report shall be submitted by the Corporation to the USF ~~University's~~ Board of Trustees or designee, the Florida Board of Governors, and the Florida Auditor General for review. The USF ~~University's~~ Board of Trustees or designee, the Florida Board of Governors, the Florida Auditor General, and the Florida Office of Program and Policy Analysis and Governmental Accountability may require and receive any records relative to the operation of the Corporation from the Corporation or its independent auditors.

F. The Corporation shall submit its federal Internal Revenue Service application for Recognition of Exemption form (Form 1023) and its federal Internal Revenue Service Return of Organization Exempt for Income Tax form (Form 990) to the USF ~~University's~~ Board of Trustees or designee at the times required by the applicable regulation or policy of the USF ~~University's~~ Board of Trustees.

G. In the event of the Corporation's decertification by the USF ~~University's~~ Board of Trustees, the Corporation shall provide an accounting of its assets and liabilities to

the USF ~~University's~~ Board of Trustees or designee, and take such reasonable action as is necessary to secure the return of all University property and facilities as requested by the University.

ARTICLE III

MEMBERSHIP

The ~~Corporation's~~ sole member of the Corporation shall be the ~~University of South Florida~~ USF Board of Trustees, a public body corporate of the State of Florida, acting for and on behalf of the University ~~of South Florida, herein referred to as~~ (the "Member."). The ~~m~~Member of the Corporation shall have no voting rights as member of the Corporation.

ARTICLE IV

BOARD OF DIRECTORS

SECTION 1. Powers and Duties:

A. The Board of Directors (the "Board") shall be the governing body of the Corporation exercising supervisory control over the operation, maintenance, and governance of the Corporation in accordance with applicable laws and regulations.

B. The Board ~~of Directors~~ shall have the powers, duties and responsibilities vested in the board of directors of a Florida corporation not for profit, a university faculty practice plan corporate entity, and university direct-support organization under applicable Florida laws and regulations.

SECTION 2. Qualification and Composition of the Board of Directors.

The property, affairs, business, funds and operations of the Corporation shall be managed, supervised and controlled by the ~~a~~ Board ~~of Directors (the "Board")~~, subject to applicable law and regulations, the limitations contained in the Corporation's Articles of Incorporation and Bylaws, and the powers and duties reserved to the University's President and the USF ~~University's~~ Board of Trustees. The members of the Board shall serve in such capacity without compensation. The Board shall carry out the purposes of the Corporation in compliance with the Articles of Incorporation and these Bylaws. The Board shall include the incumbent holders of the following named offices and persons from the following named classes:

A. The University's Senior Vice President for Health Sciences (the "USF Health Senior Vice President").

B. One (1) Director shall be a person who is selected and appointed to the Board by ~~T~~the Chairperson of the USF ~~University's~~ Board of Trustees ~~may appoint a representative to the Board~~ in accordance with Section 1004.28, Florida Statutes.

C. One (1) Director shall be a person who is selected and appointed to the Board by the University's President as the President's representative (provided, the University's President may elect to appoint the USF Health Senior Vice President to serve as the President's representative for this purpose).

D. The MCOM Dean ~~of the USF Morsani College of Medicine~~ (the "MCOM Dean"), if the person who is the MCOM Dean is not also the USF Health Senior Vice President.

~~E. The Director of the USF School of Physical Therapy and Rehabilitation Sciences (the "SPTRS Director").~~

~~F. The chairpersons of the USF Morsani College of Medicine ("COM") clinical departments which are designated by the COM Dean.~~

~~G.~~

~~The Elected Directors who are elected and appointed to the Board of Directors in the manner described in Article V, Section 3 of these Bylaws.~~

~~H.~~

~~H. Not more than six (6) Directors may be community members or other persons who are selected and recommended by the USF Health Vice President and appointed to the Board by the University's President.~~

~~I. Any individual who is selected and appointed to the Executive Management Committee by the USF Health Vice President in accordance with Article VII, Section 2. A. 6. below, and who is not otherwise designated a Director pursuant to the preceding subsections of this Article V, Section 2.~~

E. The USF Health Chief Operating Officer (the "USF Health COO").

F. The MCOM Vice Dean for Clinical Affairs (the "MCOM Vice Dean").

G. Four (4) Chairpersons of MCOM clinical departments who are each elected to serve on the Board for a term of three (3) years, as follows:

(i) One (1) Chairperson of a Procedural clinical department who is elected by majority vote of the Chairpersons of all Procedural clinical departments. As used

in the preceding sentence, the term "Procedural clinical department" means the following MCOM clinical departments and units: Cardiovascular; Dermatology; Ophthalmology; Pathology; Physical Therapy; Radiology; and other MCOM clinical departments and units as may be designated by the MCOM Dean from time to time.

(ii) One (1) Chairperson of a Surgical clinical department who is elected by majority vote of the Chairpersons of all Surgical clinical departments. As used in the preceding sentence, the term "Surgical clinical department" means the following MCOM clinical departments and units: Obstetrics/Gynecology; Orthopaedic Surgery; Otolaryngology/ENT; Neurosurgery; Surgery; Urology; and other MCOM clinical departments and units as may be designated by the MCOM Dean from time to time.

(iii) One (1) Chairperson of a Cognitive clinical department who is elected by majority vote of the Chairpersons of all Cognitive clinical departments. As used in the preceding sentence, the term "Cognitive clinical department" means the following MCOM clinical departments and units: Internal Medicine; Neurology; Pediatrics; Psychiatry; and other MCOM clinical departments and units as may be designated by the MCOM Dean from time to time.

(iv) One (1) Chairperson of a Primary Care clinical department who is elected by majority vote of the Chairpersons of all Primary Care clinical departments. As used in the preceding sentence, the term "Primary Care clinical department" means the following MCOM clinical departments and units: Family Medicine; and other MCOM clinical departments and units as may be designated by the MCOM Dean from time to time.

H. Up to three (3) additional persons who are each selected and appointed to the Board by the USF Health Senior Vice President.

~~J.~~ I. The Chairperson of ~~Any individual who is appointed to~~ the Corporation's Audit Committee. ~~who is not otherwise designated a Director pursuant to the preceding subsections of this Article V, Section 2.~~

~~In the event an Elected Director under Section 1.G. above is elected to serve as Secretary-Treasurer, and his/her term as Director expires sooner than the expiration of his/her term as Secretary-Treasurer, such individual shall remain on the Board as an additional Elected Director for the duration of his/her term as Secretary-Treasurer.~~

~~**SECTION 3. Elected Directors.**~~

~~The College's clinical departments which are designated by the COM Dean and the USF School of Physical Therapy and Rehabilitation Sciences shall each have one (1) Elected Director on the Board to be elected by the voting membership of each such clinical department or School in the manner described in this Section 3. As used herein, the "voting membership" of the clinical department or School shall mean and consist of the individuals who meet all of the following criteria: ((1) the individual is member of the core faculty of the College or School in which the individual is appointed and assigned, as defined by such College or School; (2) the individual receives University contracted salary; and (3) the individual provides services to patients as an integral part of their assigned duties as a University employee.~~

~~Not later than September 1 of each year, the Chairperson shall select and appoint a nominating committee consisting of five (5) individuals from the voting membership. The Chairperson shall designate the chair of the nominating committee. Not later than September 10 of each year, the nominating committee shall publish a notice to the voting membership in the~~

~~pertinent clinical department and School requesting applications and nominations of eligible and interested members for consideration by the nominating committee. Such notice shall require that such applications and nominations be submitted to the nominating committee by a specified date and time not later than ten (10) days following the date of the notice. The nominating committee shall consider all applications and nominations (the "pool"), and not later than October 1, the nominating committee shall determine and present to the Chairperson a slate of candidates for the Elected Director positions to be elected for a term effective at the ensuing annual meeting of the Board. If the pool is sufficient in number and diversity, the nominating committee shall determine and present a slate consisting of at least two (2) and not more than four (4) candidates from each clinical department or School which is electing an Elected Director as provided by this Section 3. Within ten (10) days following the nominating committee's presentation to the Chairperson of the slate of candidates, the election of Elected Directors shall be conducted by means of written ballot to be distributed to each voting member in each clinical department or School which is electing an Elected Director, and to be returned to the Chairperson by a specified date and time not later than ten (10) days following the date of distribution of the ballots. The ballot shall include only the candidates from the voting member's clinical department or School, as applicable. The Chairperson shall tabulate the ballots and announce the election results at the annual meeting of the members. The Elected Directors shall be those candidates who receive the greatest number of votes from the voting members in their respective clinical department or School, as applicable. In the event of a tie vote, the Chairperson of the clinical department or the Director of the School shall designate one of the candidates who receive the greatest number of votes to be the Elected Director from their clinical department or School.~~

~~In the event there is a need to add one or more Elected Director(s) to the Board due to an increase in the number of College clinical department chairpersons who are Directors, such Elected Director(s) shall be appointed from the voting membership in the pertinent new clinical department by the Chairperson to serve until the next annual meeting of the Board held in the year following such appointment.~~

~~The clinical departments and School shall be divided into two (2) classes of approximate equivalent size, and the election of the Elected Directors for each class shall be conducted in alternate years. The Elected Directors shall each serve a term of two (2) years, and may be re-elected.~~

SECTION 34. Removal and Resignation of Directors.

Directors may be removed by the University's President in his/her sole discretion; provided, the Director who is appointed to the Board by the Chairperson of the USF ~~University's~~ Board of Trustees may be removed only by action of the Chairperson of the USF ~~University's~~ Board of Trustees. Any Director may resign at any time by giving written notice to the Chairperson of the Board or to the Board. Any such resignation shall take effect at the time specified therein or, if no time is specified therein, upon its acceptance by the Chairperson of the Board or the Board.

SECTION 5. Conflict of Interest.

The Board shall adopt and keep in full force and effect a substantial conflict of interest policy for its Directors and principal officers in accordance with the rules and regulations of the Internal Revenue Service applicable to tax exempt organizations.

ARTICLE V

OFFICERS

SECTION 1. Officers of the Board of Directors.

The officers of the Board shall consist of a Chairperson, a Vice-Chairperson, a Secretary/~~-~~Treasurer, and such other officers as the Board may provide by resolution. All of said officers, with the exception of the Chairperson, ~~and~~ Vice-Chairperson and Secretary/Treasurer, shall be elected by the Board from the membership of the Board. The same person may not hold more than one office. The Board shall have authority to fill any vacancy in any office except the Chairperson, ~~and the~~ Vice-Chairperson, and Secretary/Treasurer. All officers shall hold office until their successors are appointed and have qualified.

Section 1.1 Chairperson.

The individual who serves as the USF Health Senior Vice President shall be the Chairperson of the Board (the "Chairperson"). The Chairperson shall have the right to vote in the decisions and actions of the Board. ~~and the Executive Management Committee~~. The Chairperson shall:

A. Exercise overall supervision of Board affairs and preside at meetings of the Board. ~~and the Executive Management Committee. In the absence of the Chairperson, the Vice Chairperson shall preside at meetings of the Board or the Executive Management Committee;~~

B. Provide leadership to the Board and its committees in formulating, developing and evaluating the Corporation's policies and goals;

C. Appoint special committees from time to time for the sole purpose of advising the Chairperson on such matters as may be deemed necessary and appropriate at the time;

D. Develop, coordinate, and supervise all operating policies and procedures of and for the Board;

E. Sign written instruments of the Corporation except as the Board shall provide otherwise;

F. Control the budget and funds of the Corporation;

G. Prepare annual operating and capital budgets; develop performance reports comparing actual operations with approved budgets; and submit reports on the financial condition of the Corporation to the Board at its regular meetings; and

H. Submit all information and reports to the University's President as required by Florida Board of Governors Regulations 9.011 and 9.017, University of South Florida Regulations 9.017 and 13.002, and the USF Health Faculty Practice Plan.

I. Perform all the duties incident to his/her office and such other duties as may be designated by the University's President or the Board.

Section 1.2 Vice-Chairperson.

The USF Health Senior Vice President shall appoint an individual who is a member of the Board ~~Executive Management Committee~~ to serve as Vice-Chairperson of the Board (the "Vice Chairperson").

The Vice-Chairperson shall:

A. In the absence of the Chairperson, preside at meetings of the Board. ~~and the Executive Management Committee.~~ The Vice Chairperson shall vote in the decisions and actions of the Board. ~~and the Executive Management Committee.~~

B. Perform such duties as may be designated by the Chairperson~~,~~ or the Board. ~~or the Executive Management Committee.~~

Section 1.3 Secretary/Treasurer.

The USF Health Senior Vice President shall appoint an individual who is a member of the Board to serve as Secretary/Treasurer of the Board (the "Secretary/Treasurer"). ~~shall be elected by the Board at an annual meeting and shall serve for a three (3) year term.~~ Subject to the approval of the Board, the Secretary/Treasurer, unless some other person is specifically authorized by vote of the Board, shall:

A. Keep accurate records of attendance, votes, and minutes of all proceedings of the Board; ~~and Executive Management Committee, Finance Committee, and the membership of the Corporation;~~

B. Have charge of and affix the corporate seal to instruments as appropriate;

C. Consider the type of financial information to be provided to the Board when evaluating the financial affairs of the Corporation; and

~~D. Preside at meeting of the Finance Committee.~~

D~~E~~. Perform all the duties incident to his/her office and any other such duties as may be designated by the Chairperson~~,~~ or the Board. ~~or the Executive Management Committee.~~

SECTION 2. Officers of the Corporation.

Section 2.1 Appointment and Election of Officers.

The officers of the Corporation shall consist of (i) a Chief Executive Officer (the "CEO"), and (ii) such other positions as from time to time are elected or appointed by the Board. The CEO shall be appointed by and serve at the pleasure of the USF Health Senior Vice President. All other officers shall hold office until the next annual meeting of the Board of Directors or until their successors are elected or appointed by the Board.

Section 2.2 Chief Executive Officer ("CEO").

The CEO is the direct representative of the Board in the management of the Corporation. The CEO's duties shall include, but not be limited to, the following:

A. Direct and oversee performance of the Corporation.

B. Create and supervise the Corporation's administrative management structure and staff.

C. Develop, coordinate, implement and supervise the Corporation's operating policies and procedures.

D. Perform all the duties incident to his/her office and such other duties as may be designated by the USF Health Senior Vice President or the Board.

SECTION 3. Resignation and Removal.

Any officer of the Corporation may resign at any time by giving written notice to the Chairperson or the Secretary/-Treasurer. Any such resignation shall take effect at the time specified in the notice, or, if no time is specified therein, upon its acceptance by the Chairperson or the Board. The Chairperson or the Board may, with or without cause, remove from office any officer or agent of the Corporation except the Chairperson, Vice-Chairperson and Secretary/Treasurer. The Chairperson may, with or without cause, remove from office the Vice-Chairperson or the Secretary/Treasurer. The Chairperson or the Board shall have authority to make appointments to fill vacancies in officer positions, subject to the provisions of these Bylaws.

ARTICLE VI

MEETINGS OF THE

BOARD OF DIRECTORS AND ITS COMMITTEES

SECTION 1. Regular Meetings.

The Board ~~and the Executive Management Committee~~ shall hold regular meetings as called by the Chairperson. One regular meeting of the Board, to be held in October of each year, shall be designated the annual meeting of the Board for the purpose of electing officers of the Corporation as applicable, appointing new committee members as applicable, and the transaction of other business. The Chairperson and the chairpersons of other committees shall fix the time and place of regular meetings of such Board or committee, respectively.

SECTION 2. Special Meetings.

The Chairperson and the chairpersons of other committees shall have authority to call special meetings of such Board or committee respectively whenever he/she deems necessary or desirable. In addition, the Chairperson ~~of the Board~~ and the chairpersons of other committees shall call a special meeting whenever requested in writing to do so by a majority of the members of the Board or other committee.

SECTION 3. Participation in Meetings by Telephone.

Members of the Board and other committees may participate in meetings of the Board and other committees by means of a conference telephone or similar communications equipment by which all persons participating can hear each other at the same time, and participation by such means shall constitute presence in person at such meeting.

SECTION 4. Notice, Agendas and Minutes.

A. Unless waived as provided by law, written notice of the place, date, time, and purpose of regular Board and committee meetings shall be given to each member thereof by personal delivery, mail, facsimile, telegram or email at least one (1) day prior to said meetings, and similar notice of any special meetings shall be given to all Board or committee members as soon as practicable prior to said meetings.

Either a regular or special meeting may be held without notice if all Board or committee members waive, in writing, the right to receive notice. Notice of a meeting need not be given to any member who signs a waiver of notice either before or after the meeting. Attendance of any Board or committee member at any meeting shall be deemed a waiver of notice of such meeting and a waiver of any and all objections to the place of the meeting, the time of the meeting, or the manner in which it has been called or convened, except when a member states at the beginning of the meeting or promptly upon arrival at the meeting, any objection to the transaction of affairs because the meeting is not lawfully called or convened.

B. The Chairperson of the Board and the chairpersons of other committees may elect to provide notices of Board and committee meetings to individuals other than members of such Board or committee, respectively. The Chairperson shall provide notices of all Board meetings to the USF Chief Financial Officer and the USF Health Chief Financial Officer who shall each have the right to attend all meetings of the Board.

C. A written agenda of the matters to be considered at a Board or committee meeting shall be delivered to members thereof prior to such meeting, provided, however, that Board and committee proceedings shall not be limited to matters set forth in such agenda.

D. Written minutes of the proceedings of the Board and committees shall be maintained and all actions taken at Board and committee meetings shall be properly recorded in the minutes. Minutes shall, where reasonably possible, be delivered to the members of the Board or committee in advance of its next scheduled meeting.

SECTION 5. Quorum and Voting.

A. The presence of a majority of the members of the Board shall be necessary and sufficient to constitute a quorum for the transaction of business at all meetings of the Board.

B. The presence of a majority of the members of any Board committee shall be necessary and sufficient to constitute a quorum for the transaction of business at all meetings of committees of such Board committee.

C. In the absence of a quorum, a majority of members present at the meeting of the Board or committee may adjourn the meeting until a quorum is present for the transaction of business.

D. The vote of a majority of the members of the Board or any Board committee present at a meeting of the Board or committee shall constitute the action of the Board or Committee except as otherwise provided by these Bylaws.

SECTION 6. Parliamentary Rules.

The most recent edition of "Roberts Rules of Order" shall be followed in conducting the meetings of the Board and committees unless otherwise provided by resolution of the Board.

ARTICLE VII

COMMITTEES OF THE BOARD OF DIRECTORS

SECTION 1. Appointment to and Removal from, Composition, and Term of Committees.

A. The chairpersons and members of all standing and special committees of the Board shall be appointed as provided by these Bylaws. A committee chairperson or member may be removed from a committee, ~~except for the Executive Management Committee,~~ only by the Board. ~~A member of the Executive Management Committee who is appointed by the University's President or the USF Health Vice President may be removed by the University's President or the USF Health Vice President, as applicable, in his/her sole discretion.~~

B. All committees of the Board shall consist of not less than three (3) members, at least one (1) of whom shall be a Director. Individuals other than Directors shall be eligible to serve on committees. However, the chairperson of each committee shall be a Director.

C. The chairpersons and members of standing committees shall continue in these capacities until their successors have been appointed. Special committees shall be discharged by the Chairperson upon completion of the task for which they are established.

~~**SECTION 2. Executive Management Committee.**~~

~~**A. Composition.**~~

~~The Corporation shall have an Executive Management Committee of the Board consisting of the following Directors:~~

~~1. The USF Health Vice President.~~

~~2. The COM Dean.~~

~~3. The individual who is elected to serve as Secretary-Treasurer.~~

4. The Director who is selected and appointed to the Board by the University's President as designated in Article IV, Section 2.C. above.

5. The Director who is selected and appointed to the Board by the Chair of the University's Board of Trustees as provided in Article IV, Section 2.B. above, if such individual is appointed to be a member of the Executive Management Committee by the Chair of the University's Board of Trustees.

6. Up to seven (7) additional persons who are selected and appointed to the Executive Management Committee by the USF Health Vice President, at least one of whom shall be an Elected Director as described in Article IV, Section 2.G. above, and at least one of whom shall be a chairperson of a College clinical department as described in Article IV, Section 2. F. above. The USF Health Vice President/ may remove and replace any appointed members of the Executive Management Committee under this section from time to time in his/her discretion.

B. Powers and Duties.

The Executive Management Committee shall have and may exercise all powers of the Board, except the power to:

(i) approve or recommend to members actions or proposals required by Chapter 617, Florida Statutes, to be approved by members;

(ii) fill vacancies on the Board or any committee thereof;

(iv) adopt, amend, or repeal these Articles of Incorporation or the Bylaws of the Corporation;

(v) sell, lease, exchange, or otherwise dispose of all or substantially all of the property and assets of the Corporation;

(vi) adopt a plan of voluntary dissolution of the Corporation;

~~(vii) amend or repeal any resolution approved by the Board \; or~~

~~(viii) exercise any other powers specifically provided in the Bylaws as being reserved for the Board.~~

~~C. **Report**.~~

~~The Executive Management Committee shall cause the minutes of its actions to be distributed to the remaining members of the Board within fifteen (15) days of taking such action and to be filed with the minutes of the proceedings of the Board.~~

~~**SECTION 3. Finance Committee**.~~

~~A. **Composition**.~~

~~At the annual meeting of the Board, the Board shall designate by resolution a Finance Committee which shall consist of not less than three (3) members, at least one of whom shall be the Secretary Treasurer of the Board who shall serve as chairperson of the Finance Committee. The Finance Committee membership shall include the Chief Financial Officer of USF and the Chief Financial Officer of USF Health.~~

~~B. **Powers and Duties**.~~

~~The Finance Committee shall regularly review financial performance, and provide advice and recommendations to the Board and Executive Management Committee on financial matters.~~

SECTION 2~~4~~. Standing and Special Committees.

A. Composition.

The Board may by resolution appoint one or more other standing or special committees, which shall perform specific functions and tasks as provided in the

resolution, except that a delegation of power to such committees shall not include any of the following powers:

(i) approve or recommend to members actions or proposals required by Chapter 617, Florida Statutes, to be approved by members;

(ii) fill vacancies on the Board or any committee thereof;

(iii) adopt, amend, or repeal these Articles of Incorporation or the Bylaws of the Corporation;

(iv) sell, lease, exchange, or otherwise dispose of all or substantially all of the property and assets of the Corporation;

(v) adopt a plan of voluntary dissolution of the Corporation;

(vi) amend or repeal any resolution approved by the Board; or

(vii) exercise any other powers specifically provided in the Bylaws as being reserved for the Board.

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~~that may not be exercised by the Executive Management Committee pursuant to Section 2.B. of this Article VII.~~ In addition, if such a committee includes a member who is not a Director, the committee shall not be delegated any powers of the Board. ~~of Directors.~~ The Chairperson shall have the authority to appoint a special committee from time to time for the sole purpose of advising the Chairperson on such matters as may be deemed necessary and appropriate at the time.

B. Meetings, Quorum and Minutes.

Meetings of standing and special committees may be called by the chairperson of the committee, by the Board, or by the Chairperson, and notice of any committee meeting shall be given in the manner provided in these Bylaws for notices of special meetings of the Board. Each committee shall keep regular

minutes of its proceedings. The Chairperson, and his/her designees, shall have the right to attend any meeting of any special and standing committee.

ARTICLE VIII

ADOPTION AND AMENDMENTS

The Board shall adopt these Bylaws and may from time to time modify, alter, amend or repeal the Bylaws by an affirmative vote of two-thirds (2/3) of the members of the Board present and voting at any duly held regular or special meeting of the Board, or by all Directors signing a written statement manifesting their intention that the Bylaws be adopted, amended or repealed; provided, with respect to such meetings, notice thereof, which shall include the text of the proposed change to the Bylaws, shall be furnished in writing to each member of the Board at least seven (7) days prior to the meeting at which the change to the Bylaws is to be voted upon; provided further, the adoption, amendment or repeal of the Bylaws shall not be effective without the written concurrence of the University's President, the USF ~~University's~~ Board of Trustees, and such other approvals as may be required by law or regulation.

ARTICLE IX

INDEMNIFICATION

The Corporation shall indemnify each director, officer, employee and agent of the Corporation, and may indemnify any other person, to the full extent permitted by the Florida Not For Profit Corporation Act and other applicable laws. The rights conferred by this Article shall not be exclusive of any other right that any director, officer, employee, agent or other person may have or hereafter acquire under the Florida Not For Profit Corporation Act, any other statute or agreement, pursuant to a vote of disinterested directors, or otherwise. No repeal or modification of this Article shall limit the rights of any director, officer, employee or agent to indemnification with respect to any action or omission occurring prior to such repeal or modification.

ARTICLE X

DEDICATION OF ASSETS AND DISSOLUTION

The Corporation dedicates all assets which it may acquire to the charitable purposes as set forth in Article III hereof. In the event that the Corporation shall dissolve or otherwise terminate its corporate existence, subject to the provision of Chapter 617, Florida Statutes, the Corporation shall distribute all its existing assets as provided in the Articles of Incorporation.

ARTICLE XI

USF HEALTH FACULTY PRACTICE PLAN

The Corporation shall conduct its affairs and operations in strict compliance with the Florida Board of Governors Regulation 9.017, University of South Florida Regulation 9.017, and the applicable Agreement between the Corporation and the University, and any successor agreement and related policies adopted and approved as part of the USF Health Faculty Practice Plan.

ARTICLE XII

ACCESS TO CORPORATE RECORDS

Public access to all records of the Corporation shall be governed by Section 1004.28, Florida Statutes and the Corporation's policy on disclosure of records.

BYLAWS

UNIVERSITY MEDICAL SERVICE ASSOCIATION, INC.

(a Florida Corporation Not For Profit, the USF Health Faculty Practice Plan Corporate Entity, and a University Direct-Support Organization of the University of South Florida)

(Amended and Restated as of _____)

Approved By Board of Directors
By Unanimous Written Consent
As of _____

Approved by USF Board of Trustees on
_____

TABLE OF CONTENTS

ARTICLE I	**NAME AND LOCATION**	1
ARTICLE II	**PURPOSES AND POWERS OF THE CORPORATION**	2
Section 1	Purposes and Powers	2
Section 2	Limitations on Purposes and Powers.	3
Section 3	Special Duties as a University Faculty Practice Plan Corporate Entity and University Direct-Support Organization	4
ARTICLE III	**MEMBERSHIP**	7
ARTICLE IV	**BOARD OF DIRECTORS**	8
Section 1	Powers and Duties:	8
Section 2	Qualification and Composition of the Board of Directors.	8
Section 3	Removal and Resignation of Directors.	10
Section 4	Conflict of Interest.	10
ARTICLE V	**OFFICERS**	11
Section 1.	Officers of the Board of Directors.	11
Section 2.	Officers of the Corporation.	13
Section 3.	Resignation and Removal.	13
ARTICLE VI	**MEETINGS OF THE BOARD OF DIRECTORS AND ITS COMMITTEES**	15
Section 1.	Regular Meetings	15
Section 2.	Special Meetings.	15
Section 3.	Participation in Meetings by Telephone.	15
Section 4.	Notice, Agendas and Minutes	15
Section 5.	Quorum and voting.	17
Section 6.	Parliamentary rules.	17
ARTICLE VII	**COMMITTEES OF THE BOARD OF DIRECTORS**	18
Section 1.	Appointment to, Removal from, Composition, and Term of Committees.	18
Section 2.	Standing and Special Committees.	18

ARTICLE VIII **ADOPTION AND AMENDMENTS** 20
ARTICLE IX **INDEMNIFICATION** 21
ARTICLE X **DEDICATION OF ASSETS AND DISSOLUTION** 22
ARTICLE XI **USF HEALTH FACULTY PRACTICE PLAN** 23
ARTICLE XII **ACCESS TO CORPORATE RECORDS** 24

ARTICLE I

NAME AND LOCATION

The name of the corporation is University Medical Service Association, Inc. (the “Corporation”). The principal office and mailing address of the Corporation shall be University of South Florida Health Sciences Center, 12901 Bruce B. Downs Blvd., MDC Box 62, Tampa, Hillsborough County, Florida 33612.

ARTICLE II

PURPOSES AND POWERS OF THE CORPORATION

SECTION 1. Purposes and Powers.

The Corporation is organized as (i) a corporation not for profit under Chapter 617, Florida Statutes, (ii) a university faculty practice plan corporate entity under Section 1001.706(2)(d), Florida Statutes, Florida Board of Governors Regulations 1.001(8)(a) and 9.017, and University of South Florida Regulation 9.017, and (iii) a university direct-support organization under Section 1004.28, Florida Statutes, Florida Board of Governors Regulations 1.001(8)(b) and 9.011, and University of South Florida Regulation 13.002, and corresponding provisions of any subsequent laws or regulations. The Corporation is organized and shall be operated exclusively for charitable, scientific and educational purposes and not for pecuniary profit, and exclusively for the support and benefit of the University of South Florida (the "University" or "USF") and the University's Health Sciences Center ("USF Health") including without limitation the USF Morsani College of Medicine ("MCOM"). The Corporation shall possess all of the powers and authority as are now or may hereafter be granted to corporations not for profit, university faculty practice plan corporate entities, and university direct-support organizations under the laws of the State of Florida. Pursuant to the Corporation's operations and activities exclusively for the support and benefit of the University, the specific purposes for which the Corporation is organized shall include the collection, administration and distribution of funds exclusively for the support of the objectives of USF Health and the component colleges, schools and units thereof, and the University in accordance with the USF Health Faculty Practice Plan adopted in accordance with Florida Board of Governors Regulation 9.017 and University of South Florida Regulation 9.017, or corresponding provisions of any subsequent laws or regulations.

SECTION 2. Limitations on Purposes and Powers.

A. All the assets and earnings of the Corporation shall be used exclusively for the exempt purposes hereinabove set forth, including the payment of expenses incidental thereto. No part of the net earnings of the Corporation shall inure to the benefit of any member, director, or officer of the Corporation, or any other private individual, and no member, director, or officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

B. No substantial part of the activities of the Corporation shall be the carrying on of a program of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

C. The Corporation shall not have the power to convey, lease, pledge, or otherwise encumber assets owned by the State of Florida or the University. The Corporation shall have sole responsibility for the acts, debts, liabilities, and obligations of the Corporation in accordance with Florida law.

D. The Corporation does not have the power to issue stock or pay dividends, and the private property of the members, directors, and officers shall not be liable for the debts of the Corporation.

E. The Corporation shall not have the power to conduct any activities not permitted by applicable laws including without limitation the Internal Revenue Code and pertinent Treasury Regulations (or corresponding provisions of any subsequent revenue laws) (hereinafter the “Code”).

F. Persons employed by the Corporation shall not be considered employees of the University or State of Florida by virtue of such employment.

G. The University's President shall retain the ability, powers, and duties to: monitor and control the use of University resources and the University name by the Corporation; assure that the Corporation's activities are consistent with and supportive of the mission of the University and USF Health; monitor compliance of the Corporation with federal and state laws and applicable rules, regulations and policies; approve salary supplements and other compensation or benefits paid to University faculty and staff from the Corporation's assets, consistent with applicable policies; approve salaries, benefits, and other compensation paid to employees of the Corporation, consistent with applicable policies; and otherwise supervise the Corporation as provided by Florida Board of Governors Regulation s 9.011 and 9.017, University of South Florida Regulations 9.017 and 13.002, the USF Health Faculty Practice Plan, and provisions of any subsequent laws, regulations, and University policies and internal management memoranda.

SECTION 3. Special Duties as a University Faculty Practice Plan Corporate Entity and University Direct-Support Corporation

The Corporation shall comply with all requirements and perform all duties which are necessary to maintain approval and certification of the Corporation as a university faculty practice plan corporate entity and a university direct-support organization under Sections 1001.706(2)(d) and 1004.28, Florida Statutes, Florida Board of Governors Regulations 9.011 and 9.017, and University of South Florida Regulations 9.017 and 13.002, and corresponding provisions of any subsequent laws or regulations. Without limiting the foregoing:

A. The Corporation shall comply with all conditions established by the Florida Board of Governors and the USF Board of Trustees in order to be approved and certified and to use property, facilities, or personal services at the University.

B. The Corporation shall comply with all such additional conditions, controls and requirements as the Florida Board of Governors and the USF Board of Trustees deems appropriate to provide for budget and audit review and oversight.

C. The Corporation's Chief Executive Officer shall report to the University's Senior Vice President for Health Science as the University's President's designee in compliance with Florida Board of Governors Regulation 9.011(2).

D. The Corporation shall prepare an operating budget at least annually which, upon approval by the Corporation's Board of Directors, shall be submitted for approval by the USF Board of Trustees or designee. Significant changes in planned expenditures in the approved budget must be reported by the Corporation to the USF Board of Trustees or designee as soon as practicable but no later than the deadline established by the USF Board of Trustees. The Corporation may provide any salary supplements and other compensation or benefits for University faculty and staff employees only as set forth in the Corporation's budget and subject to approval by the University's President.

E. The Corporation shall provide for an annual audit conducted pursuant to the University's regulations or policies. The annual audit report shall be submitted by the Corporation to the USF Board of Trustees or designee, the Florida Board of Governors, and the Florida Auditor General for review. The USF Board of Trustees or designee, the Florida Board of Governors, the Florida Auditor General, and the Florida Office of Program and Policy Analysis and Governmental Accountability may require and receive any records relative to the operation of the Corporation from the Corporation or its independent auditors.

F. The Corporation shall submit its federal Internal Revenue Service application for Recognition of Exemption form (Form 1023) and its federal Internal Revenue Service Return of Organization Exempt for Income Tax form (Form 990) to the USF Board of Trustees or designee at the times required by the applicable regulation or policy of the USF Board of Trustees.

G. In the event of the Corporation's decertification by the USF Board of Trustees, the Corporation shall provide an accounting of its assets and liabilities to the USF

Board of Trustees or designee, and take such reasonable action as is necessary to secure the return of all University property and facilities as requested by the University.

ARTICLE III

MEMBERSHIP

The sole member of the Corporation shall be the USF Board of Trustees, a public body corporate of the State of Florida, acting for and on behalf of the University (the "Member."). The Member of the Corporation shall have no voting rights as member of the Corporation.

ARTICLE IV

BOARD OF DIRECTORS

SECTION 1. Powers and Duties:

A. The Board of Directors (the "Board") shall be the governing body of the Corporation exercising supervisory control over the operation, maintenance, and governance of the Corporation in accordance with applicable laws and regulations.

B. The Board shall have the powers, duties and responsibilities vested in the board of directors of a Florida corporation not for profit, a university faculty practice plan corporate entity, and university direct-support organization under applicable Florida laws and regulations.

SECTION 2. Qualification and Composition of the Board of Directors.

The property, affairs, business, funds and operations of the Corporation shall be managed, supervised and controlled by the Board , subject to applicable law and regulations, the limitations contained in the Corporation's Articles of Incorporation and Bylaws, and the powers and duties reserved to the University's President and the USF Board of Trustees. The members of the Board shall serve in such capacity without compensation. The Board shall carry out the purposes of the Corporation in compliance with the Articles of Incorporation and these Bylaws. The Board shall include the incumbent holders of the following named offices and persons from the following named classes:

A. The University's Senior Vice President for Health Sciences (the "USF Health Senior Vice President").

B. One (1) Director shall be a person who is selected and appointed to the Board by the Chairperson of the USF Board of Trustees in accordance with Section 1004.28, Florida Statutes.

C. One (1) Director shall be a person who is selected and appointed to the Board by the University's President as the President's representative (provided, the University's President may elect to appoint the USF Health Senior Vice President to serve as the President's representative for this purpose).

D. The MCOM Dean (the "MCOM Dean"), if the person who is the MCOM Dean is not also the USF Health Senior Vice President.

E. The USF Health Chief Operating Officer (the "USF Health COO").

F. The MCOM Vice Dean for Clinical Affairs (the "MCOM Vice Dean").

G. Four (4) Chairpersons of MCOM clinical departments who are each elected to serve on the Board for a term of three (3) years, as follows:

(i) One (1) Chairperson of a Procedural clinical department who is elected by majority vote of the Chairpersons of all Procedural clinical departments. As used in the preceding sentence, the term "Procedural clinical department" means the following MCOM clinical departments and units: Cardiovascular; Dermatology; Ophthalmology; Pathology; Physical Therapy; Radiology; and other MCOM clinical departments and units as may be designated by the MCOM Dean from time to time.

(ii) One (1) Chairperson of a Surgical clinical department who is elected by majority vote of the Chairpersons of all Surgical clinical departments. As used in the preceding sentence, the term "Surgical clinical department" means the following MCOM clinical departments and units: Obstetrics/Gynecology; Orthopaedic Surgery; Otolaryngology/ENT; Neurosurgery; Surgery; Urology; and other MCOM clinical departments and units as may be designated by the MCOM Dean from time to time.

(iii) One (1) Chairperson of a Cognitive clinical department who is elected by majority vote of the Chairpersons of all Cognitive clinical departments. As

used in the preceding sentence, the term "Cognitive clinical department" means the following MCOM clinical departments and units: Internal Medicine; Neurology; Pediatrics; Psychiatry; and other MCOM clinical departments and units as may be designated by the MCOM Dean from time to time.

(iv) One (1) Chairperson of a Primary Care clinical department who is elected by majority vote of the Chairpersons of all Primary Care clinical departments. As used in the preceding sentence, the term "Primary Care clinical department" means the following MCOM clinical departments and units: Family Medicine; and other MCOM clinical departments and units as may be designated by the MCOM Dean from time to time.

H. Up to three (3) additional persons who are each selected and appointed to the Board by the USF Health Senior Vice President.

I. The Chairperson of the Corporation's Audit Committee.

SECTION 3. Removal and Resignation of Directors.

Directors may be removed by the University's President in his/her sole discretion; provided, the Director who is appointed to the Board by the Chairperson of the USF Board of Trustees may be removed only by action of the Chairperson of the USF Board of Trustees. Any Director may resign at any time by giving written notice to the Chairperson of the Board or to the Board. Any such resignation shall take effect at the time specified therein or, if no time is specified therein, upon its acceptance by the Chairperson of the Board or the Board.

SECTION 5. Conflict of Interest.

The Board shall adopt and keep in full force and effect a substantial conflict of interest policy for its Directors and principal officers in accordance with the rules and regulations of the Internal Revenue Service applicable to tax exempt organizations.

ARTICLE V

OFFICERS

SECTION 1. Officers of the Board of Directors.

The officers of the Board shall consist of a Chairperson, a Vice-Chairperson, a Secretary/Treasurer, and such other officers as the Board may provide by resolution. All of said officers, with the exception of the Chairperson, Vice-Chairperson and Secretary/Treasurer, shall be elected by the Board from the membership of the Board. The same person may not hold more than one office. The Board shall have authority to fill any vacancy in any office except the Chairperson, Vice-Chairperson, and Secretary/Treasurer. All officers shall hold office until their successors are appointed and have qualified.

Section 1.1 Chairperson.

The individual who serves as the USF Health Senior Vice President shall be the Chairperson of the Board (the "Chairperson"). The Chairperson shall have the right to vote in the decisions and actions of the Board. The Chairperson shall:

A. Exercise overall supervision of Board affairs and preside at meetings of the Board.

B. Provide leadership to the Board and its committees in formulating, developing and evaluating the Corporation's policies and goals;

C. Appoint special committees from time to time for the sole purpose of advising the Chairperson on such matters as may be deemed necessary and appropriate at the time;

D. Develop, coordinate, and supervise all operating policies and procedures of and for the Board;

E. Sign written instruments of the Corporation except as the Board shall provide otherwise;

F. Control the budget and funds of the Corporation;

G. Prepare annual operating and capital budgets; develop performance reports comparing actual operations with approved budgets; and submit reports on the financial condition of the Corporation to the Board at its regular meetings; and

H. Submit all information and reports to the University's President as required by Florida Board of Governors Regulations 9.011 and 9.017, University of South Florida Regulations 9.017 and 13.002, and the USF Health Faculty Practice Plan.

I. Perform all the duties incident to his/her office and such other duties as may be designated by the University's President or the Board.

Section 1.2 Vice-Chairperson.

The USF Health Senior Vice President shall appoint an individual who is a member of the Board to serve as Vice-Chairperson of the Board (the "Vice Chairperson").

The Vice-Chairperson shall:

A. In the absence of the Chairperson, preside at meetings of the Board. The Vice Chairperson shall vote in the decisions and actions of the Board.

B. Perform such duties as may be designated by the Chairperson or the Board.

Section 1.3 Secretary/Treasurer.

The USF Health Senior Vice President shall appoint an individual who is a member of the Board to serve as Secretary/Treasurer of the Board (the "Secretary/Treasurer"). Subject to the approval of the Board, the Secretary/Treasurer, unless some other person is specifically authorized by vote of the Board, shall:

A. Keep accurate records of attendance, votes, and minutes of all proceedings of the Board;

B. Have charge of and affix the corporate seal to instruments as appropriate;

C. Consider the type of financial information to be provided to the Board when evaluating the financial affairs of the Corporation; and

D. Perform all the duties incident to his/her office and any other such duties as may be designated by the Chairperson or the Board.

SECTION 2. Officers of the Corporation.

Section 2.1 Appointment and Election of Officers.

The officers of the Corporation shall consist of (i) a Chief Executive Officer (the "CEO"), and (ii) such other positions as from time to time are elected or appointed by the Board. The CEO shall be appointed by and serve at the pleasure of the USF Health Senior Vice President. All other officers shall hold office until the next annual meeting of the Board of Directors or until their successors are elected or appointed by the Board.

Section 2.2 Chief Executive Officer ("CEO").

The CEO is the direct representative of the Board in the management of the Corporation. The CEO's duties shall include, but not be limited to, the following:

A. Direct and oversee performance of the Corporation.

B. Create and supervise the Corporation's administrative management structure and staff.

C. Develop, coordinate, implement and supervise the Corporation's operating policies and procedures.

D. Perform all the duties incident to his/her office and such other duties as may be designated by the USF Health Senior Vice President or the Board.

SECTION 3. Resignation and Removal.

Any officer of the Corporation may resign at any time by giving written notice to the Chairperson or the Secretary/Treasurer. Any such resignation shall take effect at the time specified in the notice, or, if no time is specified therein, upon its acceptance by the Chairperson or the Board. The Chairperson or the Board may, with or without cause, remove from office any officer or agent of the Corporation except the Chairperson, Vice-Chairperson and Secretary/Treasurer.

The Chairperson may, with or without cause, remove from office the Vice- Chairperson or the Secretary/Treasurer. The Chairperson or the Board shall have authority to make appointments to fill vacancies in officer positions, subject to the provisions of these Bylaws.

ARTICLE VI

MEETINGS OF THE

BOARD OF DIRECTORS AND ITS COMMITTEES

SECTION 1. Regular Meetings.

The Board shall hold regular meetings as called by the Chairperson. One regular meeting of the Board, to be held in October of each year, shall be designated the annual meeting of the Board for the purpose of electing officers of the Corporation as applicable, appointing new committee members as applicable, and the transaction of other business. The Chairperson and the chairpersons of other committees shall fix the time and place of regular meetings of such Board or committee, respectively.

SECTION 2. Special Meetings.

The Chairperson and the chairpersons of other committees shall have authority to call special meetings of such Board or committee respectively whenever he/she deems necessary or desirable. In addition, the Chairperson and the chairpersons of other committees shall call a special meeting whenever requested in writing to do so by a majority of the members of the Board or other committee.

SECTION 3. Participation in Meetings by Telephone.

Members of the Board and other committees may participate in meetings of the Board and other committees by means of a conference telephone or similar communications equipment by which all persons participating can hear each other at the same time, and participation by such means shall constitute presence in person at such meeting.

SECTION 4. Notice, Agendas and Minutes.

A. Unless waived as provided by law, written notice of the place, date, time, and purpose of regular Board and committee meetings shall be given to each member thereof by personal delivery, mail, facsimile, telegram or email at least one (1) day prior to said meetings, and similar notice of any special meetings shall be given to all Board or committee members as soon as practicable prior to said meetings.

Either a regular or special meeting may be held without notice if all Board or committee members waive, in writing, the right to receive notice. Notice of a meeting need not be given to any member who signs a waiver of notice either before or after the meeting. Attendance of any Board or committee member at any meeting shall be deemed a waiver of notice of such meeting and a waiver of any and all objections to the place of the meeting, the time of the meeting, or the manner in which it has been called or convened, except when a member states at the beginning of the meeting or promptly upon arrival at the meeting, any objection to the transaction of affairs because the meeting is not lawfully called or convened.

B. The Chairperson of the Board and the chairpersons of other committees may elect to provide notices of Board and committee meetings to individuals other than members of such Board or committee, respectively. The Chairperson shall provide notices of all Board meetings to the USF Chief Financial Officer and the USF Health Chief Financial Officer who shall each have the right to attend all meetings of the Board.

C. A written agenda of the matters to be considered at a Board or committee meeting shall be delivered to members thereof prior to such meeting, provided, however, that Board and committee proceedings shall not be limited to matters set forth in such agenda.

D. Written minutes of the proceedings of the Board and committees shall be maintained and all actions taken at Board and committee meetings shall be properly recorded in the minutes. Minutes shall, where reasonably possible, be delivered to the members of the Board or committee in advance of its next scheduled meeting.

SECTION 5. Quorum and Voting.

A. The presence of a majority of the members of the Board shall be necessary and sufficient to constitute a quorum for the transaction of business at all meetings of the Board.

B. The presence of a majority of the members of any Board committee shall be necessary and sufficient to constitute a quorum for the transaction of business at all meetings of committees of such Board committee.

C. In the absence of a quorum, a majority of members present at the meeting of the Board or committee may adjourn the meeting until a quorum is present for the transaction of business.

D. The vote of a majority of the members of the Board or any Board committee present at a meeting of the Board or committee shall constitute the action of the Board or Committee except as otherwise provided by these Bylaws.

SECTION 6. Parliamentary Rules.

The most recent edition of “Roberts Rules of Order” shall be followed in conducting the meetings of the Board and committees unless otherwise provided by resolution of the Board.

ARTICLE VII

COMMITTEES OF THE BOARD OF DIRECTORS

SECTION 1. Appointment to and Removal from, Composition, and Term of Committees.

A. The chairpersons and members of all standing and special committees of the Board shall be appointed as provided by these Bylaws. A committee chairperson or member may be removed from a committee, only by the Board.

B. All committees of the Board shall consist of not less than three (3) members, at least one (1) of whom shall be a Director. Individuals other than Directors shall be eligible to serve on committees. However, the chairperson of each committee shall be a Director.

C. The chairpersons and members of standing committees shall continue in these capacities until their successors have been appointed. Special committees shall be discharged by the Chairperson upon completion of the task for which they are established.

SECTION 2. Standing and Special Committees.

A. Composition.

The Board may by resolution appoint one or more other standing or special committees, which shall perform specific functions and tasks as provided in the resolution, except that a delegation of power to such committees shall not include any of the following powers:

(i) approve or recommend to members actions or proposals required by Chapter 617, Florida Statutes, to be approved by members;

(ii) fill vacancies on the Board or any committee thereof;

(iii) adopt, amend, or repeal these Articles of Incorporation or the Bylaws of the Corporation;

(iv) sell, lease, exchange, or otherwise dispose of all or substantially all of the property and assets of the Corporation;

(v) adopt a plan of voluntary dissolution of the Corporation;

(vi) amend or repeal any resolution approved by the Board; or

(vii) exercise any other powers specifically provided in the Bylaws as being reserved for the Board.

In addition, if such a committee includes a member who is not a Director, the committee shall not be delegated any powers of the Board. The Chairperson shall have the authority to appoint a special committee from time to time for the sole purpose of advising the Chairperson on such matters as may be deemed necessary and appropriate at the time.

B. Meetings, Quorum and Minutes.

Meetings of standing and special committees may be called by the chairperson of the committee, by the Board, or by the Chairperson, and notice of any committee meeting shall be given in the manner provided in these Bylaws for notices of special meetings of the Board. Each committee shall keep regular minutes of its proceedings. The Chairperson, and his/her designees, shall have the right to attend any meeting of any special and standing committee.

ARTICLE VIII

ADOPTION AND AMENDMENTS

The Board shall adopt these Bylaws and may from time to time modify, alter, amend or repeal the Bylaws by an affirmative vote of two-thirds (2/3) of the members of the Board present and voting at any duly held regular or special meeting of the Board, or by all Directors signing a written statement manifesting their intention that the Bylaws be adopted, amended or repealed; provided, with respect to such meetings, notice thereof, which shall include the text of the proposed change to the Bylaws, shall be furnished in writing to each member of the Board at least seven (7) days prior to the meeting at which the change to the Bylaws is to be voted upon; provided further, the adoption, amendment or repeal of the Bylaws shall not be effective without the written concurrence of the University's President, the USF Board of Trustees, and such other approvals as may be required by law or regulation.

ARTICLE IX

INDEMNIFICATION

The Corporation shall indemnify each director, officer, employee and agent of the Corporation, and may indemnify any other person, to the full extent permitted by the Florida Not For Profit Corporation Act and other applicable laws. The rights conferred by this Article shall not be exclusive of any other right that any director, officer, employee, agent or other person may have or hereafter acquire under the Florida Not For Profit Corporation Act, any other statute or agreement, pursuant to a vote of disinterested directors, or otherwise. No repeal or modification of this Article shall limit the rights of any director, officer, employee or agent to indemnification with respect to any action or omission occurring prior to such repeal or modification.

ARTICLE X

DEDICATION OF ASSETS AND DISSOLUTION

The Corporation dedicates all assets which it may acquire to the charitable purposes as set forth in Article III hereof. In the event that the Corporation shall dissolve or otherwise terminate its corporate existence, subject to the provision of Chapter 617, Florida Statutes, the Corporation shall distribute all its existing assets as provided in the Articles of Incorporation.

ARTICLE XI

USF HEALTH FACULTY PRACTICE PLAN

The Corporation shall conduct its affairs and operations in strict compliance with the Florida Board of Governors Regulation 9.017, University of South Florida Regulation 9.017, and the applicable Agreement between the Corporation and the University, and any successor agreement and related policies adopted and approved as part of the USF Health Faculty Practice Plan.

ARTICLE XII

ACCESS TO CORPORATE RECORDS

Public access to all records of the Corporation shall be governed by Section 1004.28, Florida Statutes and the Corporation's policy on disclosure of records.

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
UNIVERSITY MEDICAL SERVICE ASSOCIATION, INC.
(A Corporation Not For Profit)

University Medical Service Association, Inc. was originally incorporated on August 9, 1973, pursuant to the Florida Not For Profit Corporation Act, and filed amended and restated articles of incorporation on December 12, 2014.

In accordance with Sections 617.1002 and 617.1007 of the Florida Not For Profit Corporation Act and pursuant to a resolution duly adopted by its Board of Directors on _____, University Medical Service Association, Inc. hereby adopts these amended and restated articles of incorporation (Articles I, II, III, IV, V and VI are amended hereby). The corporation's Board of Directors by an affirmative vote of two-thirds (2/3) of the members thereof approved the amendments in the manner set forth in the articles of incorporation and Florida law. There is no discrepancy between the articles of incorporation as amended and the provisions of the restated articles of incorporation other than the inclusion of the amended articles described above and the omission of matters of historical interest. There are no members entitled to vote on the adoption of these amended and restated articles of incorporation.

ARTICLE I
Name and Address

The name of this corporation is University Medical Service Association, Inc. (~~hereinafter~~ the "Corporation"). The principal office and mailing address of the Corporation shall be University of South Florida Health Sciences Center, 12901 Bruce B. Downs Blvd., MDC Box 62, Tampa, Hillsborough County, Florida 33612.

ARTICLE II
Purposes and Powers

SECTION 1. Purposes and Powers.

The Corporation is organized as (i) a corporation not for profit under Chapter 617, Florida Statutes, (ii) a faculty practice plan corporate entity under Section 1001.706(2)(d), Florida Statutes, Florida Board of Governors Regulations 1.001(8)(a) and 9.017, and University of South Florida Regulation 9.017, and (iii) a university direct-support organization under Section 1004.28, Florida

Statutes, Florida Board of Governors Regulations 1.001(8)(b) and 9.011, and University of South Florida Regulation 13.002, and corresponding provisions of any subsequent laws or regulations. The Corporation is organized and shall be operated exclusively for charitable, scientific and educational purposes and not for pecuniary profit, and exclusively for the support and benefit of the University of South Florida (the "University" or "USF") and the University's Health Sciences Center ("USF Health") including without limitation the USF Morsani College of Medicine ("MCOM"). The Corporation shall possess all of powers and authority as are now or may hereafter be granted to corporations not for profit, faculty practice plan corporate entities, and university direct-support organizations under the laws of the State of Florida. Pursuant to the Corporation's operations and activities exclusively for the support and benefit of the University, the specific purposes for which the Corporation is organized shall include the collection, administration and distribution of funds exclusively for the support of the objectives of ~~the University's Health Sciences Center ("~~USF Health~~")~~ and the component colleges, schools and units thereof, in accordance with the USF Health Faculty Practice Plan adopted in accordance with Florida Board of Governors Regulation 9.017 and University of South Florida Regulation 9.017, or corresponding provisions of any subsequent laws or regulations.

SECTION 2. Limitations on Purposes and Powers.

A. All the assets and earnings of the Corporation shall be used exclusively for the exempt purposes hereinabove set forth, including the payment of expenses incidental thereto. No part of the net earnings of the Corporation shall inure to the benefit of any member, director, or officer of the Corporation, or any other private individual, and no member, director, or officer of the Corporation or any private

individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

B. No substantial part of the activities of the Corporation shall be the carrying on of a program of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

C. The Corporation shall not have the power to convey, lease, pledge, or otherwise encumber assets owned by the State of Florida or the University. The Corporation shall have sole responsibility for the acts, debts, liabilities, and obligations of the Corporation in accordance with Florida law.

D. The Corporation does not have the power to issue stock or pay dividends, and the private property of the members, directors, and officers shall not be liable for the debts of the Corporation.

E. The Corporation shall not have the power to conduct any activities not permitted by applicable laws including without limitation the Internal Revenue Code and pertinent Treasury Regulations (or corresponding provisions of any subsequent revenue laws) (hereinafter the "Code").

F. Persons employed by the Corporation shall not be considered employees of the University or State of Florida by virtue of such employment.

G. The University's President shall retain the ability, powers, and duties to: monitor and control the use of University resources and the University name by the Corporation; assure that the Corporation's activities are consistent with and supportive of the mission of the University and USF Health; monitor compliance of the Corporation with federal and state laws and applicable regulations, rules and policies; approve salary supplements and other compensation or benefits paid to University faculty and staff from the Corporation's assets, consistent with applicable policies; approve salaries, benefits, and other compensation paid to employees of the Corporation, consistent with applicable policies; and otherwise supervise the Corporation as provided by Florida Board of Governors Regulations 9.011 and 9.017, University of South Florida Regulations 9.017 and 13.002, the USF Health Faculty Practice Plan, and the provisions of any subsequent laws, regulations, and University policies and internal management memoranda.

ARTICLE III

Membership

The Corporation's sole member shall be the USF ~~University of South Florida~~ Board of Trustees, a public body corporate of the State of Florida, acting for and on behalf of the University ~~of South Florida, herein referred to as~~ (the "Member")~~."~~ The ~~m~~Member of the Corporation shall have no voting rights as member of the Corporation.

ARTICLE IV
Management

SECTION 1. Board of Directors.

The property, affairs, business, funds and operations of the Corporation shall be managed, supervised and controlled by a Board of Directors ~~(hereinafter~~ (the "Board"), subject to applicable law and regulations, the limitations contained in the Corporation's Articles of Incorporation and

Bylaws, and the powers and duties reserved to the University's President and the USF ~~University's~~ Board of Trustees. The members of the Board shall serve in such capacity without compensation. The Board shall carry out the purposes of the Corporation in compliance with these Articles of Incorporation and the Bylaws of the Corporation. The Board shall include the incumbent holders of the following named offices and persons from the following named classes:

A. The University's Senior Vice President for Health Sciences (the "USF Health Senior Vice President").

B. One (1) Director shall be a person who is selected and appointed to the Board by ~~T~~the Chairperson of the USF ~~University's~~ Board of Trustees ~~may appoint a representative to the Board~~ in accordance with Section 1004.28~~(3)~~, Florida Statutes.

C. One (1) Director shall be a person who is selected and appointed to the Board by the University's President as the President's representative (provided, the University's President may elect to appoint the USF Health Senior Vice President to serve as the President's representative for this purpose).

D. The MCOM Dean ~~of the USF Morsani College of Medicine~~ (the "MCOM Dean")~~.~~, if the person who is the MCOM Dean is not also the USF Health Senior Vice President.

~~E. The Director of the USF School of Physical Therapy and Rehabilitation Sciences (the "SPTRS Director").~~

~~F. The chairpersons of the USF Morsani College of Medicine ("COM") clinical departments which are designated by the COM Dean.~~

~~G. The Elected Directors who are elected to the Board in the manner set forth in the Bylaws.~~

~~H. Not more than six (6) Directors may be community members or other persons who are selected and recommended by the USF Health Vice President and appointed to the Board by the University's President.~~

~~I. Any individual who is selected and appointed to the Executive Management Committee by the USF Health Vice President in accordance with Article IV, Section 2. D. below, and who is not otherwise designated a Director pursuant to the preceding subsections of this Article IV, Section 1.~~

E. The USF Health Chief Operating Officer (the "USF Health COO").

F. The MCOM Vice Dean for Clinical Affairs (the "MCOM Vice Dean").

G. Four (4) Chairpersons of MCOM clinical departments who are each elected to serve on the Board for a term of three (3) years, as follows:

(i) One (1) Chairperson of a Procedural clinical department who is elected by majority vote of the Chairpersons of all Procedural clinical departments. As used in the preceding sentence, the term "Procedural clinical department" means the following MCOM clinical departments and units: Cardiovascular; Dermatology; Ophthalmology; Pathology; Physical Therapy; Radiology; and other MCOM clinical departments and units as may be designated by the MCOM Dean from time to time.

(ii) One (1) Chairperson of a Surgical clinical department who is elected by majority vote of the Chairpersons of all Surgical clinical departments. As used in the preceding sentence, the term "Surgical clinical department" means the following MCOM clinical departments and units: Obstetrics/Gynecology; Orthopaedic Surgery; Otolaryngology/ENT; Neurosurgery; Surgery; Urology; and

other MCOM clinical departments and units as may be designated by the MCOM Dean from time to time.

(iii) One (1) Chairperson of a Cognitive clinical department who is elected by majority vote of the Chairpersons of all Cognitive clinical departments. As used in the preceding sentence, the term "Cognitive clinical department" means the following MCOM clinical departments and units: Internal Medicine; Neurology; Pediatrics; Psychiatry; and other MCOM clinical departments and units as may be designated by the MCOM Dean from time to time.

(iv) One (1) Chairperson of a Primary Care clinical department who is elected by majority vote of the Chairpersons of all Primary Care clinical departments. As used in the preceding sentence, the term "Primary Care clinical department" means the following MCOM clinical departments and units: Family Medicine; and other MCOM clinical departments and units as may be designated by the MCOM Dean from time to time.

H. Up to three (3) additional persons who are each selected and appointed to the Board by the USF Health Senior Vice President.

~~J.~~ I. The Chairperson of ~~Any individual who is appointed to~~ the Corporation's Audit Committee. ~~who is not otherwise designated a Director pursuant to the preceding subsections of this Article IV, Section 1.~~

Except as may be otherwise provided in these Articles and the Bylaws, Directors shall serve a term of one (1) year and may be reappointed. Directors shall be removed in accordance with the procedure provided in the Bylaws; provided, the Director who is appointed to the Board by the Chairperson of the USF ~~University's~~ Board of Trustees may be removed only by action of the Chairperson of the USF ~~University's~~ Board of Trustees. ~~In the event an Elected Director under Section 1.G. above is elected to serve as Sectary-Treasurer, and his/her term as Director expires~~

~~sooner than the expiration of his/her term as Secretary-Treasurer, such individual shall remain on the Board as an additional Elected Director for the duration of his/her term as Secretary-Treasurer.~~

~~SECTION 2. Executive Management Committee.~~

~~The Corporation shall have an Executive Management Committee of the Board consisting of the following Directors:~~

~~A. The USF Health Vice President.~~

~~B. The COM Dean.~~

~~C. The individual who is elected to serve as the Secretary-Treasurer.~~

~~D. Up to seven (7) additional persons who are selected and appointed to the Executive Management Committee by the USF Health Vice President, at least one of whom shall be an Elected Director as described in Article IV, Section 1.G. and at least one of whom shall be a chairperson of a COM clinical department as described in Article IV, Section 1.F. The USF Health Vice President may remove and replace any appointed members of the Executive Management Committee under this section from time to time in his/her discretion.~~

~~E. The Director who is selected and appointed to the Board by the University's President as provided in Article IV, Section 1.C. above.~~

~~F. The Director who is selected and appointed to the Board by the Chair of the University's Board of Trustees as provided in Article IV, Section1.B. above, if such individual is appointed to be a member of the Executive Management Committee by the Chair of the University's Board of Trustees.~~

~~The Executive Management Committee shall have and may exercise all of the authority and powers of the Board except that the Executive Management Committee shall not have the authority to:~~

~~(i) approve or recommend to members actions or proposals required by Chapter 617, Florida Statutes, to be approved by members;~~

~~(ii) fill vacancies on the Board of Directors or any committee thereof;~~

~~(iii) adopt, amend, or repeal these Articles of Incorporation or the Corporation's Bylaws; and~~

~~(iv) exercise any other powers specifically provided in the Bylaws as being reserved for the Board.~~

~~The Executive Management Committee shall meet, take action, and report its actions to the Board in the manner provided in the Bylaws.~~

SECTION 2~~3~~. Additional Committees.

The Board, by resolution adopted by the Board, may designate other committees of the Board with such membership and authority as are provided in such resolution, except that a delegation of power to such committee shall not include any of the following powers:

(i) approve or recommend to members actions or proposals required by Chapter 617, Florida Statutes, to be approved by members;

(ii) fill vacancies on the Board or any committee thereof;

(iii) adopt, amend, or repeal these Articles of Incorporation or the Corporation's Bylaws; and

(iv) exercise any other powers specifically provided in the Bylaws as being reserved for the Board.

~~that may not be exercised by the Executive Management Committee pursuant to Article IV., Section 2. above.~~

ARTICLE V
Officers

SECTION 1. Officers.

The officers of the Board shall consist of a Chairperson, a Vice-Chairperson, a Secretary/~~-~~Treasurer, and such other officers as may be provided in the Bylaws.

The individual who serves as the USF Health Senior Vice President shall be the Chairperson. The USF Health Senior Vice President shall appoint an individual who is a member of the Board ~~Executive Management Committee~~ to serve as Vice-Chairperson. The USF Health Senior Vice President shall appoint an individual who is a member of the Board to serve as Secretary/Treasurer. ~~The Secretary/Treasurer shall be elected by the Board in the manner provided in the Bylaws.~~

SECTION 2. Qualification, Duties, Term.

The qualifications, time and manner of election or appointment, duties, term of office, and manner of removal of officers shall be set forth in the Bylaws.

ARTICLE VI
Amendments to Bylaws
and Articles of Incorporation

The Bylaws of the Corporation may be adopted, altered, amended, or repealed by an affirmative vote of two-thirds (2/3) of the members of the Board present and voting at any duly held regular or special meeting of the Board, or by all Directors signing a written statement manifesting their intention that the Bylaws be adopted, altered, amended, or repealed; provided,

with respect to such meetings, notice thereof, which shall include the text of the proposed change to the Bylaws, shall be furnished to each member of the Board at least seven (7) days prior to the meeting at which such change to the Bylaws is to be voted upon; provided further, the adoption, alteration, amendment, or repeal of the Bylaws shall not be effective without the written concurrence of the University's President, the USF ~~University's~~ Board of Trustees, and such other approvals as may be required by law or regulation.

The Articles of Incorporation of the Corporation may be amended by an affirmative vote of two-thirds (2/3) of the members of the Board present and voting at any duly held regular or special meeting of the Board, or by all Directors signing a written statement manifesting their intention that an amendment to the Articles of Incorporation be adopted; provided, with respect to such meetings, notice thereof, which shall include the text of the proposed amendment to the Articles of Incorporation, shall be furnished to each member of the Board at least seven (7) days prior to the meeting at which such amendment to the Articles of Incorporation is to be voted upon; provided further, the amendment of the Articles of Incorporation shall not be effective without the written concurrence of the University's President, the USF ~~University's~~ Board of Trustees, and such other approvals as may be required by law or regulation. ~~Since all members of the Corporation are Directors, it shall not be necessary to submit the proposed amendment of the Articles of Incorporation to the members for ratification.~~

ARTICLE VII
Term of Existence

This Corporation shall have perpetual existence unless it is dissolved pursuant to the laws of the State of Florida.

ARTICLE VIII
Registered Office and Registered Agent

The Corporation hereby designates the Corporation's Registered Office to be located at University of South Florida, Office of the General Counsel, 4202 East Fowler Avenue, CGS 309, Tampa, Florida 33620-6250, and hereby designates and appoints the University's General Counsel as Registered Agent of the Corporation, to accept service of process within this State, to serve in such capacity until a successor is selected and duly designated.

ARTICLE IX
Dissolution

Upon dissolution of this Corporation, all of its assets remaining after the payment of all costs and expenses of such dissolution shall be disbursed to the University of South Florida Foundation, Incorporated, provided that it is exempt from federal income taxation under Section 501(a) of the Code as an organization described in Section 501 (c) (3) of the Code, and is an organization contributions to which are deductible under Section 170(c)(2) of the Code, for use only by the University of South Florida, or in the event that such organization is not in existence or the University of South Florida Foundation, Incorporated, is not so qualified under Sections 501 and 170 of the Code, the remaining assets of the Corporation shall be distributed to such scientific, educational and charitable organizations ruled exempt by the Internal Revenue Service under Section 501 (c) (3) and Section 170 (c) (2) of the Code, as may be selected by the last Board of Directors, subject to the approval of the University's President and such other approvals as may be required by law, rule or regulation, and none of the assets will be distributed to any members, officers, or directors of the ~~c~~Corporation.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this ____ day of _____, 2017.

UNIVERSITY MEDICAL SERVICE ASSOCIATION, INC.

_____
By: Charles J. Lockwood, M.D., MHCM
Its: Chairperson

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

Before me, a Notary Public duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Charles J. Lockwood, M.D., MHCM, to me well known to be the person described in and who executed the foregoing Amended and Restated Articles of Incorporation, and he acknowledged before me that he executed and subscribed to these Amended and Restated Articles of Incorporation.

Notary Public, State of Florida
at Large
My Commission Expires: _____ (NOTARIAL SEAL)

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in the Amended and Restated Articles of Incorporation, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

_____ _____
Name: Gerard Solis Date
Title: General Counsel
University of South Florida

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
UNIVERSITY MEDICAL SERVICE ASSOCIATION, INC.
(A Corporation Not For Profit)

University Medical Service Association, Inc. was originally incorporated on August 9, 1973, pursuant to the Florida Not For Profit Corporation Act, and filed amended and restated articles of incorporation on December 12, 2014.

In accordance with Sections 617.1002 and 617.1007 of the Florida Not For Profit Corporation Act and pursuant to a resolution duly adopted by its Board of Directors on _____, University Medical Service Association, Inc. hereby adopts these amended and restated articles of incorporation (Articles I, II, III, IV, V and VI are amended hereby). The corporation's Board of Directors by an affirmative vote of two-thirds (2/3) of the members thereof approved the amendments in the manner set forth in the articles of incorporation and Florida law. There is no discrepancy between the articles of incorporation as amended and the provisions of the restated articles of incorporation other than the inclusion of the amended articles described above and the omission of matters of historical interest. There are no members entitled to vote on the adoption of these amended and restated articles of incorporation.

ARTICLE I
Name and Address

The name of this corporation is University Medical Service Association, Inc. (the "Corporation"). The principal office and mailing address of the Corporation shall be University of South Florida Health Sciences Center, 12901 Bruce B. Downs Blvd., MDC Box 62, Tampa, Hillsborough County, Florida 33612.

ARTICLE II
Purposes and Powers

SECTION 1. Purposes and Powers.

The Corporation is organized as (i) a corporation not for profit under Chapter 617, Florida Statutes, (ii) a faculty practice plan corporate entity under Section 1001.706(2)(d), Florida Statutes, Florida Board of Governors Regulations 1.001(8)(a) and 9.017, and University of South Florida Regulation 9.017, and (iii) a university direct-support organization under Section 1004.28, Florida

Statutes, Florida Board of Governors Regulations 1.001(8)(b) and 9.011, and University of South Florida Regulation 13.002, and corresponding provisions of any subsequent laws or regulations. The Corporation is organized and shall be operated exclusively for charitable, scientific and educational purposes and not for pecuniary profit, and exclusively for the support and benefit of the University of South Florida (the "University" or “USF”) and the University’s Health Sciences Center (“USF Health”) including without limitation the USF Morsani College of Medicine (“MCOM”). The Corporation shall possess all of powers and authority as are now or may hereafter be granted to corporations not for profit, faculty practice plan corporate entities, and university direct-support organizations under the laws of the State of Florida. Pursuant to the Corporation’s operations and activities exclusively for the support and benefit of the University, the specific purposes for which the Corporation is organized shall include the collection, administration and distribution of funds exclusively for the support of the objectives of USF Health and the component colleges, schools and units thereof, in accordance with the USF Health Faculty Practice Plan adopted in accordance with Florida Board of Governors Regulation 9.017 and University of South Florida Regulation 9.017, or corresponding provisions of any subsequent laws or regulations.

SECTION 2. Limitations on Purposes and Powers.

A. All the assets and earnings of the Corporation shall be used exclusively for the exempt purposes hereinabove set forth, including the payment of expenses incidental thereto. No part of the net earnings of the Corporation shall inure to the benefit of any member, director, or officer of the Corporation, or any other private individual, and no member, director, or officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

B. No substantial part of the activities of the Corporation shall be the carrying on of a program of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

C. The Corporation shall not have the power to convey, lease, pledge, or otherwise encumber assets owned by the State of Florida or the University. The Corporation shall have sole responsibility for the acts, debts, liabilities, and obligations of the Corporation in accordance with Florida law.

D. The Corporation does not have the power to issue stock or pay dividends, and the private property of the members, directors, and officers shall not be liable for the debts of the Corporation.

E. The Corporation shall not have the power to conduct any activities not permitted by applicable laws including without limitation the Internal Revenue Code and pertinent Treasury Regulations (or corresponding provisions of any subsequent revenue laws) (hereinafter the "Code").

F. Persons employed by the Corporation shall not be considered employees of the University or State of Florida by virtue of such employment.

G. The University’s President shall retain the ability, powers, and duties to: monitor and control the use of University resources and the University name by the Corporation; assure that the Corporation’s activities are consistent with and

supportive of the mission of the University and USF Health; monitor compliance of the Corporation with federal and state laws and applicable regulations, rules and policies; approve salary supplements and other compensation or benefits paid to University faculty and staff from the Corporation's assets, consistent with applicable policies; approve salaries, benefits, and other compensation paid to employees of the Corporation, consistent with applicable policies; and otherwise supervise the Corporation as provided by Florida Board of Governors Regulations 9.011 and 9.017, University of South Florida Regulations 9.017 and 13.002, the USF Health Faculty Practice Plan, and the provisions of any subsequent laws, regulations, and University policies and internal management memoranda.

ARTICLE III

Membership

The Corporation's sole member shall be the USF Board of Trustees, a public body corporate of the State of Florida, acting for and on behalf of the University (the "Member"). The Member of the Corporation shall have no voting rights as member of the Corporation.

ARTICLE IV
Management

SECTION 1. Board of Directors.

The property, affairs, business, funds and operations of the Corporation shall be managed, supervised and controlled by a Board of Directors (the "Board"), subject to applicable law and regulations, the limitations contained in the Corporation's Articles of Incorporation and Bylaws, and the powers and duties reserved to the University's President and the USF Board of Trustees. The members of the Board shall serve in such capacity without compensation. The Board shall carry out the purposes of the Corporation in compliance with these Articles of Incorporation and

the Bylaws of the Corporation. The Board shall include the incumbent holders of the following named offices and persons from the following named classes:

A. The University's Senior Vice President for Health Sciences (the "USF Health Senior Vice President").

B. One (1) Director shall be a person who is selected and appointed to the Board by the Chairperson of the USF Board of Trustees in accordance with Section 1004.28, Florida Statutes.

C. One (1) Director shall be a person who is selected and appointed to the Board by the University's President as the President's representative (provided, the University's President may elect to appoint the USF Health Senior Vice President to serve as the President's representative for this purpose).

D. The MCOM Dean (the "MCOM Dean"), if the person who is the MCOM Dean is not also the USF Health Senior Vice President.

E. The USF Health Chief Operating Officer (the "USF Health COO").

F. The MCOM Vice Dean for Clinical Affairs (the "MCOM Vice Dean").

G. Four (4) Chairpersons of MCOM clinical departments who are each elected to serve on the Board for a term of three (3) years, as follows:

(i) One (1) Chairperson of a Procedural clinical department who is elected by majority vote of the Chairpersons of all Procedural clinical departments. As used in the preceding sentence, the term "Procedural clinical department" means the following MCOM clinical departments and units: Cardiovascular; Dermatology; Ophthalmology; Pathology; Physical Therapy; Radiology; and other MCOM clinical departments and units as may be designated by the MCOM Dean from time to time.

(ii) One (1) Chairperson of a Surgical clinical department who is elected by majority vote of the Chairpersons of all Surgical clinical departments. As used in the preceding sentence, the term "Surgical clinical department" means the following MCOM clinical departments and units: Obstetrics/Gynecology; Orthopaedic Surgery; Otolaryngology/ENT; Neurosurgery; Surgery; Urology; and other MCOM clinical departments and units as may be designated by the MCOM Dean from time to time.

(iii) One (1) Chairperson of a Cognitive clinical department who is elected by majority vote of the Chairpersons of all Cognitive clinical departments. As used in the preceding sentence, the term "Cognitive clinical department" means the following MCOM clinical departments and units: Internal Medicine; Neurology; Pediatrics; Psychiatry; and other MCOM clinical departments and units as may be designated by the MCOM Dean from time to time.

(iv) One (1) Chairperson of a Primary Care clinical department who is elected by majority vote of the Chairpersons of all Primary Care clinical departments. As used in the preceding sentence, the term "Primary Care clinical department" means the following MCOM clinical departments and units: Family Medicine; and other MCOM clinical departments and units as may be designated by the MCOM Dean from time to time.

H. Up to three (3) additional persons who are each selected and appointed to the Board by the USF Health Senior Vice President.

I. The Chairperson of the Corporation's Audit Committee.

Except as may be otherwise provided in these Articles and the Bylaws, Directors shall serve a term of one (1) year and may be reappointed. Directors shall be removed in accordance

with the procedure provided in the Bylaws; provided, the Director who is appointed to the Board by the Chairperson of the USF Board of Trustees may be removed only by action of the Chairperson of the USF Board of Trustees.

SECTION 2. Additional Committees.

The Board, by resolution adopted by the Board, may designate other committees of the Board with such membership and authority as are provided in such resolution, except that a delegation of power to such committee shall not include any of the following powers:

(i) approve or recommend to members actions or proposals required by Chapter 617, Florida Statutes, to be approved by members;

(ii) fill vacancies on the Board or any committee thereof;

(iii) adopt, amend, or repeal these Articles of Incorporation or the Corporation's Bylaws; and

(iv) exercise any other powers specifically provided in the Bylaws as being reserved for the Board.

ARTICLE V
Officers

SECTION 1. Officers.

The officers of the Board shall consist of a Chairperson, a Vice-Chairperson, a Secretary/Treasurer, and such other officers as may be provided in the Bylaws.

The individual who serves as the USF Health Senior Vice President shall be the Chairperson. The USF Health Senior Vice President shall appoint an individual who is a member

of the Board to serve as Vice-Chairperson. The USF Health Senior Vice President shall appoint an individual who is a member of the Board to serve as Secretary/Treasurer.

SECTION 2. Qualification, Duties, Term.

The qualifications, time and manner of election or appointment, duties, term of office, and manner of removal of officers shall be set forth in the Bylaws.

ARTICLE VI
Amendments to Bylaws
and Articles of Incorporation

The Bylaws of the Corporation may be adopted, altered, amended, or repealed by an affirmative vote of two-thirds (2/3) of the members of the Board present and voting at any duly held regular or special meeting of the Board, or by all Directors signing a written statement manifesting their intention that the Bylaws be adopted, altered, amended, or repealed; provided, with respect to such meetings, notice thereof, which shall include the text of the proposed change to the Bylaws, shall be furnished to each member of the Board at least seven (7) days prior to the meeting at which such change to the Bylaws is to be voted upon; provided further, the adoption, alteration, amendment, or repeal of the Bylaws shall not be effective without the written concurrence of the University's President, the USF Board of Trustees, and such other approvals as may be required by law or regulation.

The Articles of Incorporation of the Corporation may be amended by an affirmative vote of two-thirds (2/3) of the members of the Board present and voting at any duly held regular or special meeting of the Board, or by all Directors signing a written statement manifesting their intention that an amendment to the Articles of Incorporation be adopted; provided, with respect to such meetings, notice thereof, which shall include the text of the proposed amendment to the Articles of Incorporation, shall be furnished to each member of the Board at least seven (7) days

prior to the meeting at which such amendment to the Articles of Incorporation is to be voted upon; provided further, the amendment of the Articles of Incorporation shall not be effective without the written concurrence of the University's President, the USF Board of Trustees, and such other approvals as may be required by law or regulation.

ARTICLE VII
Term of Existence

This Corporation shall have perpetual existence unless it is dissolved pursuant to the laws of the State of Florida.

ARTICLE VIII
Registered Office and Registered Agent

The Corporation hereby designates the Corporation's Registered Office to be located at University of South Florida, Office of the General Counsel, 4202 East Fowler Avenue, CGS 309, Tampa, Florida 33620-6250, and hereby designates and appoints the University's General Counsel as Registered Agent of the Corporation, to accept service of process within this State, to serve in such capacity until a successor is selected and duly designated.

ARTICLE IX
Dissolution

Upon dissolution of this Corporation, all of its assets remaining after the payment of all costs and expenses of such dissolution shall be disbursed to the University of South Florida Foundation, Incorporated, provided that it is exempt from federal income taxation under Section 501(a) of the Code as an organization described in Section 501 (c) (3) of the Code, and is an organization contributions to which are deductible under Section 170(c)(2) of the Code, for use only by the University of South Florida, or in the event that such organization is not in existence or the University of South Florida Foundation, Incorporated, is not so qualified under Sections 501 and 170 of the Code, the remaining assets of the Corporation shall be distributed to such scientific,

educational and charitable organizations ruled exempt by the Internal Revenue Service under Section 501 (c) (3) and Section 170 (c) (2) of the Code, as may be selected by the last Board of Directors, subject to the approval of the University's President and such other approvals as may be required by law, rule or regulation, and none of the assets will be distributed to any members, officers, or directors of the Corporation.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this ____ day of _____, 2017.

UNIVERSITY MEDICAL SERVICE ASSOCIATION, INC.

_____
By: Charles J. Lockwood, M.D., MHCM
Its: Chairperson

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

Before me, a Notary Public duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Charles J. Lockwood, M.D., MHCM, to me well known to be the person described in and who executed the foregoing Amended and Restated Articles of Incorporation, and he acknowledged before me that he executed and subscribed to these Amended and Restated Articles of Incorporation.

Notary Public, State of Florida
at Large
My Commission Expires: _____ (NOTARIAL SEAL)

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in the Amended and Restated Articles of Incorporation, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

_____ _____
Name: Gerard Solis Date
Title: General Counsel
University of South Florida

Agenda Item: IV.a

USF Board of Trustees
Strategic Initiatives Committee
February 16, 2017

Issue: USF Health/College of Pharmacy Update

Proposed action: Informational

Executive Summary: The Dean of the USF Health College of Pharmacy will present a brief update outlining its current status in arenas of academic, research and achievements in addition to outlining current strengths and challenges for Committee information and strategic guidance.

Financial Impact: None proposed in presentation

Strategic Goal(s) Item Supports: USF System Strategic Goals Nos. 1-4; student success, high-impact research, major economic engine and more secure economic base
Supporting Documentation Online (*please circle*): **Yes** **No**
USF System or Institution specific: USF Health
Prepared by: Strategic Initiatives Committee Staff

USF College of Pharmacy

Kevin B. Sneed, PharmD
Senior Associate Vice President, USF Health
Dean, USF College of Pharmacy

USF Board of Trustees Strategic Initiatives Committee
February 16, 2017

USF
UNIVERSITY OF SOUTH FLORIDA
SYSTEM

Educational Prowess

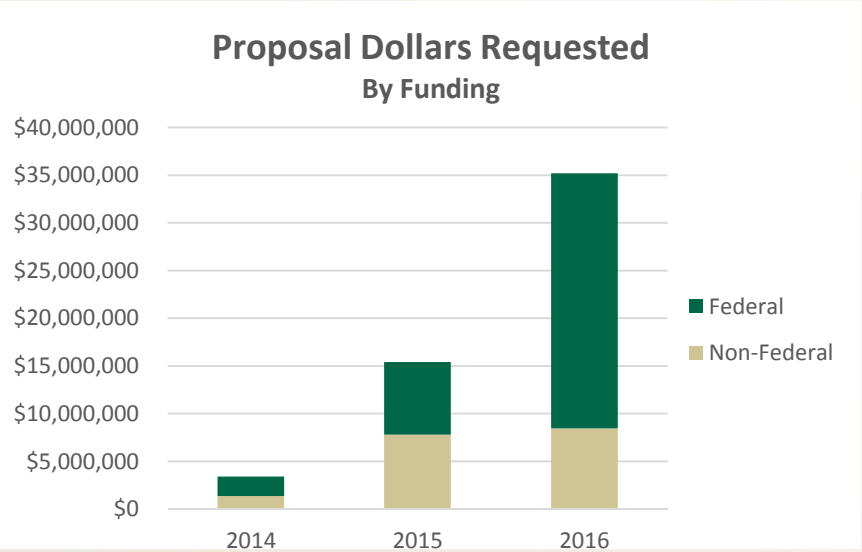
- ☑ ***Accreditation***
- ☑ ***Graduation***
- ☑ ***Implementation***
- Our "Why" – **FUTURISTIC WORKFORCE DEVELOPMENT!**
- Full accreditation status achieved
  - With special commendation for Interprofessional Education
  - Next focused visit – April 2017
- Lead destination for Rx applicants (380 students- functional #)
- COP Graduate Programs have been initiated; PhD in development
- COP national board passage rate 1st time students

	USFCOP	State	National
2015	**93.88%**	89.31%	91.73%
2016	**90.00%**	85.60%	87.78%

USF UNIVERSITY OF SOUTH FLORIDA SYSTEM

Research Focus

- Increased grant submissions – 74 grants submitted FY 2016 – NIH-31
- Enhanced interdisciplinary research submissions (collaborative grants with MCOM, COPH, CON, COE)
- Clinical Investigational Research Pharmacy (CIRP) – currently provides services for 30 USF research studies
  - Services for USF Athletics to provide compounded creams and ointments
  - Compounding services for Morsani infusion services



USF UNIVERSITY OF SOUTH FLORIDA SYSTEM

Clinical Innovation

- Unmatched Interprofessional Education – core value of the COP
- IPE Simulation = highly-trained pharmacist clinicians
- Placement of COP clinical faculty within the USF Health Practice Plan (including inpatient (TGH) and outpatient (Morsani)
- Successful placement of students in pharmacy residency match (top institutions nationally)
  – identical process to medical residency model in COMs
- USF Health Pharmacy Plus – national recognition for futuristic pharmacy innovation focusing on technology

USF UNIVERSITY OF SOUTH FLORIDA SYSTEM

2017-2018 SWOT Analysis

INTERNAL

STRENGTHS

- Numerous affiliated teaching clinical facilities in metropolitan region
- **Strong IPE thrust by USF Health**
- USFCOP faculty have joint appointments with MCOM
- Implementation of futurist visionary clinical practice (Innovative spirit)

WEAKNESSES

- Adequate space for students and faculty is particularly challenging; new building is needed for pharmacy
- Potential for State budget cuts
- **Fundraising/philanthropy in a mature metropolitan environment**

USF UNIVERSITY OF SOUTH FLORIDA SYSTEM

2017-2018 SWOT Analysis

EXTERNAL

OPPORTUNITIES

- Continued immersion into USFPG clinical practices (CIN – clinical PharmDs)
- **Initiate state's first graduate program (Master's and PHD) in Pharmaceutical Nanotechnology**
- Enhanced research maturity, resulting in increased submission rate to federal granting agencies
- **Public/private entrepreneurial opportunities are growing significantly**

THREATS

- Changing clinical practice models (lack of intuitive understanding of advanced pharmacy practice)
- **Lack of space/new building (ability to grow and attract top student/faculty candidates) - top challenge**

USF UNIVERSITY OF SOUTH FLORIDA SYSTEM

Questions?

USF
UNIVERSITY OF SOUTH FLORIDA
SYSTEM

Agenda Item: IV.b

USF Board of Trustees
Strategic Initiatives Committee
February 16, 2017

Issue: USF Morsani College of Medicine (MCOM) and Heart Institute Operational Plan/Downtown Update

Proposed action: Informational.

Executive Summary: An update regarding preliminary and proposed operational/programmatic utilization of the USF Morsani College of Medicine at downtown sites.

Financial Impact: Estimates provided previously; plus, continuous review and analysis in conjunction with other USF units to ensure best stewardship of all revenue sources and for future Committee reporting.

Strategic Goal(s) Item Supports: USF System Strategic Goals Nos. 1-4; student success, high-impact research, major economic engine and more secure economic base
Supporting Documentation Online (*please circle*): **Yes** **No**
USF System or Institution specific: USF Health
Prepared by: Strategic Initiatives Committee Staff

USF Health Morsani College of Medicine and Heart Institute – Operational Plan Update

February 16, 2017

USF
UNIVERSITY OF SOUTH FLORIDA
SYSTEM

Background and Process

- The overall planning process has been centered on a key set of Guiding Principles:
  - Branding Message
  - Flexibility/Adaptability
  - Budget, Schedule & Value
- An extensive visioning and planning process is underway involving wide range of stakeholders in a structured governance model
- Planning Committee Structure and Membership
- Key User Groups Engaged in Planning Process:
  - Education & Special Learning Environments
  - Research Labs
  - BioRepository
  - Vivarium
  - Clinic
  - Public & Amenity
  - Logistics
  - Admin & Workplace

By the Numbers:

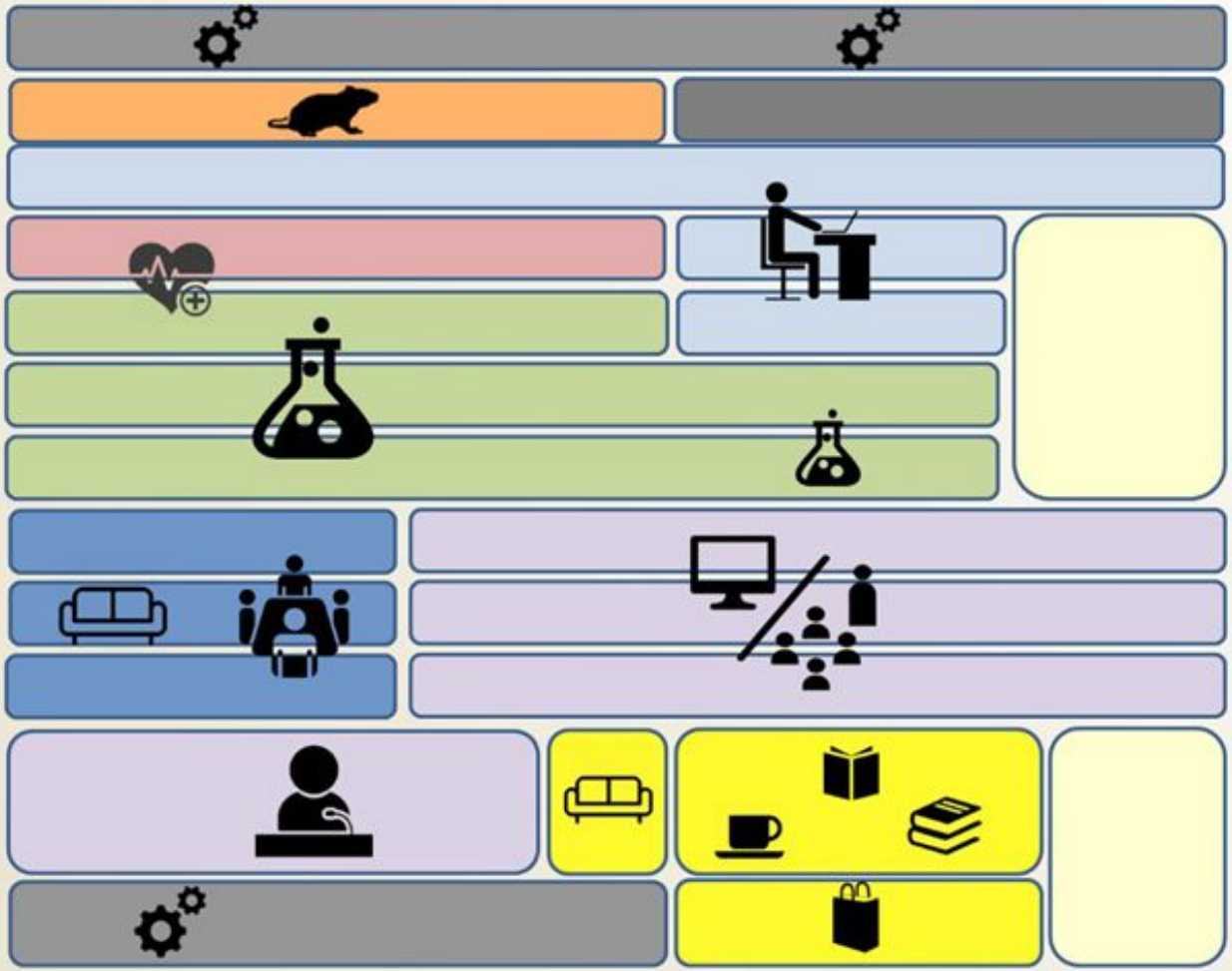
Approximately 90+ Planning Sessions/User Interviews

Approximately 1,000 Hours of Conceptual Planning and Feedback Sessions

Nearly 3,000 Hours of User Group Planning Sessions

USF UNIVERSITY OF SOUTH FLORIDA SYSTEM

MCOM/HI Preliminary Operational Plan



vivarium
office/dry lab
clinic
laboratory
classroom
student life
lecture / auditorium
informal learning
library
bookstore
cafe
retail
building systems

USF UNIVERSITY OF SOUTH FLORIDA SYSTEM

Clinical Skills Education Center

(Downtown) Student Use Started February 6, 2017

- Re-purposed space at CAMLS to accommodate UME students simulation training
- Obviated need for build-out in new building

Representative Standardized Patient Exam Room

USF UNIVERSITY OF SOUTH FLORIDA SYSTEM

Preliminary Proposed Design

Preliminary Proposed Design Education & Learning Space

- Flexible spaces can adapt to various sizes and configurations
- Enables a wide range of learning activities
- Conducive to smaller group learning environments, formal and informal work spaces

USF UNIVERSITY OF SOUTH FLORIDA SYSTEM

Preliminary Proposed Design

Preliminary Proposed Design Research and Lab Space

- Research/lab space to be designed in ‘neighborhood’ formats
- Lab benches/equipment to be modular and flexible, multi-purpose
- Divider walls to be glass-fronted to bring in natural light, where appropriate
- Perimeter will provide office, support, and collaboration space

USF UNIVERSITY OF SOUTH FLORIDA SYSTEM

USF Health Morsani College of Medicine + Heart Institute

USF UNIVERSITY OF SOUTH FLORIDA SYSTEM

Agenda Item: IV.c

USF Board of Trustees
Strategic Initiatives Committee
February 16, 2017

Issue: USF System Strategic Planning Process update

Proposed action: Informational (at this time)

Executive Summary: Subsequent to the adoption of a Board of Trustee Governance Policy, its later comprehensive amendment, significant growth and change catalysts within the entire USF System (which includes the USF St. Petersburg, USF Sarasota-Manatee and USF Tampa campuses), the President and Board have identified the need for the immediate development of a new USF System Strategic Plan.

This presentation outlines;

- Identification of authority for vision and purpose of the Plan
- Current Strategic Plans of campuses within the System
    - the extensive and inclusive development processes of each
    - the intent to utilize portions of each to inform the System Plan
- Plan proposed content including the unique contributions of each campus and how the System as a whole is advantageous to each
- Leveraging the System for benefit of the community, faculty, staff and students
- Responsible USF System personnel for development of a draft USF System Plan and
- Timeline proposed to achieve presentation of a draft Plan to this Committee by May 2017 in accord with leadership direction.

Financial Impact: In process and certain estimated costs may be derived from final adopted USF System Strategic Plan.

Strategic Goal(s) Item Supports: USF System Strategic Goals Nos. 1-4; student success, high-impact research, major economic engine and more secure economic base
Supporting Documentation Online (*please circle*): **Yes** **No**
USF System or Institution specific: USF Health
Prepared by: Strategic Initiatives Committee Staff

University of South Florida System Strategic Plan

Developing a Blueprint for Success

USF
UNIVERSITY OF SOUTH FLORIDA
SYSTEM

February 16, 2017

Background

In 2007, USF Board of Trustees adopted a Governance Policy

- To build, strengthen and sustain a premier university system that adds value regionally, state-wide, nationally and globally through:
  - enhancing access to higher education
  - advancing research which benefits society
  - contributing to regional unification
  - leveraging distinctive regional advantages
  - promoting partnership opportunities
  - assuring academic program quality
  - providing consistently high quality support programs and services
  - strengthening institutional control (legal compliance, ethics, risk management)
  - maximizing economies of scale

Governance Policy

- Vision:
  - Cooperative excellence between regional campuses
  - Each developed a distinct and complementary strategic plan consistent with overall USF mission
  - Reaffirmation of collegial and constructive contributions of each System campus with shared accountability
- Purpose:
  - To bring member campuses together to:
    - Serve the region and beyond
    - Identify, capitalize on synergies and economies of scale to benefit students, faculty, staff, alumni and communities
    - Develop, approve, promote and hold all campuses accountable to a unified and transparent legislative agenda
    - Unify student information systems (admissions, retention and graduation)
    - Specify system wide (or ”central”) services to achieve desired synergies and ensure effective operations of each USF member institution/campus

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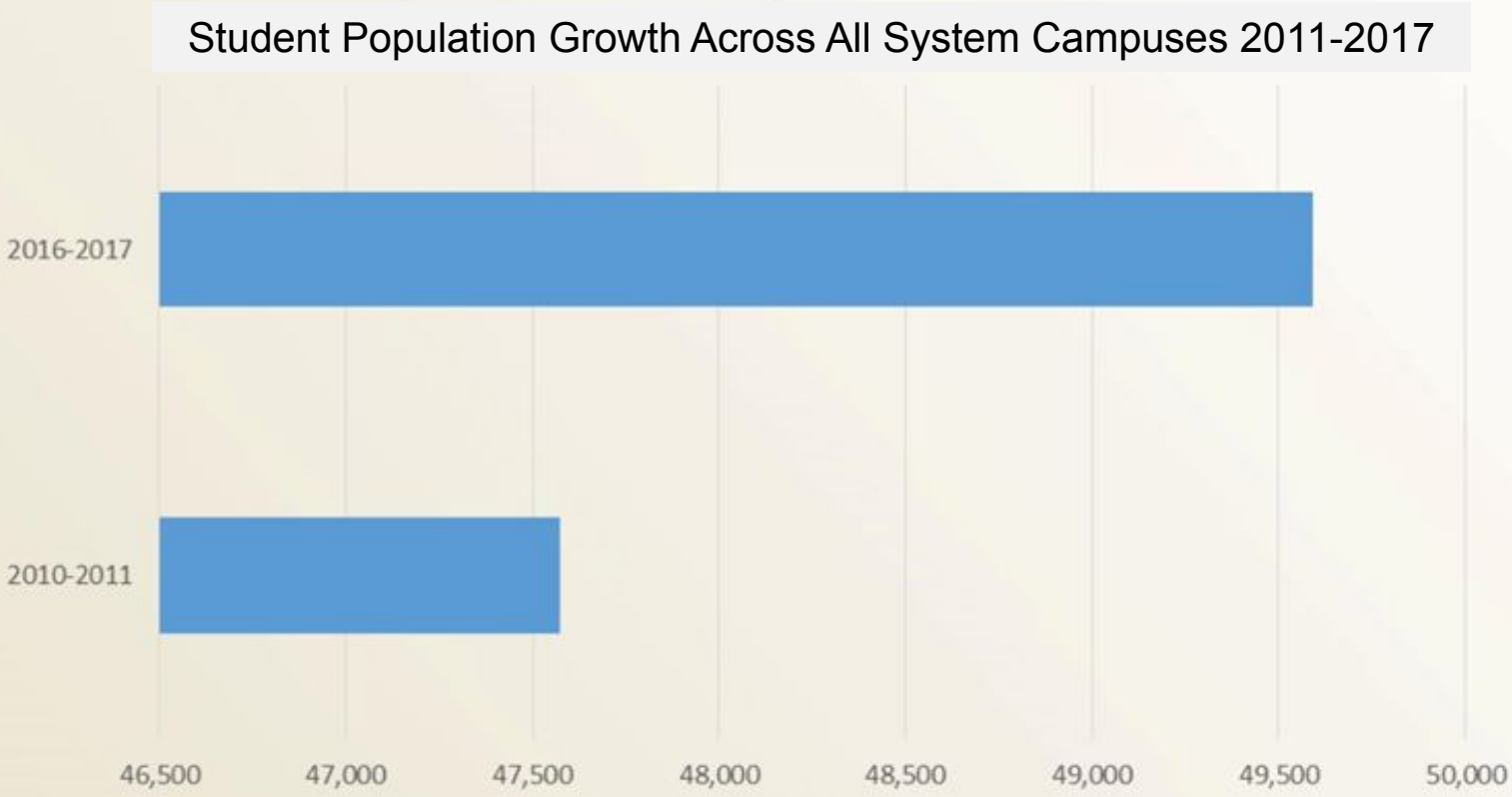
Growth of System

- Contributed to Governance Policy Amendment



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Services and Initiatives

- In 2011, the Board recognized the continuous growth of the System and its campuses; amended the Governance Policy to:
  - Achieve synergies and economies of scale
  - Ensure effective operations by establishing certain core System central functions (e.g., the General Counsel's Office), and
  - Undertake System initiatives in:
    - Diversity, Inclusion and Equal Opportunity
    - Intercollegiate Athletics
    - Communications and Marketing
    - Government Relations

Existing Campus Strategic Plans/Processes

(in order of Adoption)

- USF Tampa Campus Strategic Plan 2013-2018

  Developed by 39 member Committee subsequent to multiple open meetings

- USF St. Petersburg Strategic Plan (Vision 20/20) 2014 – 2020

  14 member Steering Committee, 85 member Vision Team (overlapping membership), multiple internal meetings and 11 external site visits during development

- USF Sarasota-Manatee (Focus on Quality 2020) 2015-2020

  32 member Strategic Planning Advisory Committee, 78 person consulting group (some overlapping membership) to Regional Chancellor Stone, 8 external community group meetings held

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Fast Forward to 2017

Development of a USF System Strategic Plan

- System Strategic Plan to focus on concepts such as:
  - Synthesizing/integrating elements from existing campus strategic plans
  - cataloging unique contributions of each campus in strategic emphasis areas
  - assessing strengths of each campus that would be furthered by collaboration/partnership
  - creating channels to align student offerings among the campuses
  - providing common support and implementation

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Actualizing & Communicating the Plan

- Plan will contain:
  - Context
  - Background of each campus
  - Common Mission
  - Priorities Established/Expected Outcomes:
    - Branding
    - Community Engagement and Role of Alumni
    - Diversity, inclusion and equal opportunity
    - Risk management
    - Research
    - Intercollegiate athletics
    - Provision of a secure, resilient technology infrastructure and data network
    - BULLISH
  - How to Accomplish/Metrics
  - Accountability and Transparency – annual progress reports

Process

- Refine outline and develop content based on:
  - Existing Campus Strategic Plans
  - 2017 Strategic Plan Committee Recommendations (USF System leadership, including Regional CEOs)
  - Individual feedback and direction from each Trustee and Regional CEO
- Facilitation of writing process by Bill Carlson (Tucker Hall) and the Strategic Plan Writing Sub-Committee

Committee Members

Roberta Burford [2]
Bill Carlson [1,2]
Theresa Chisolm
Edmund Funai [1]
James Garey
John Long
Terry Osborn
Carole Post [1,2]
Steve Prevaux [1]
John Robinson [1,2]
Perry Schoon [1]
Sandra Stone
Cynthia Visot [1]
Mark Walsh [1,2]
Sophia T. Wisniewska

[1] Writing Sub-Committee
[2] Support

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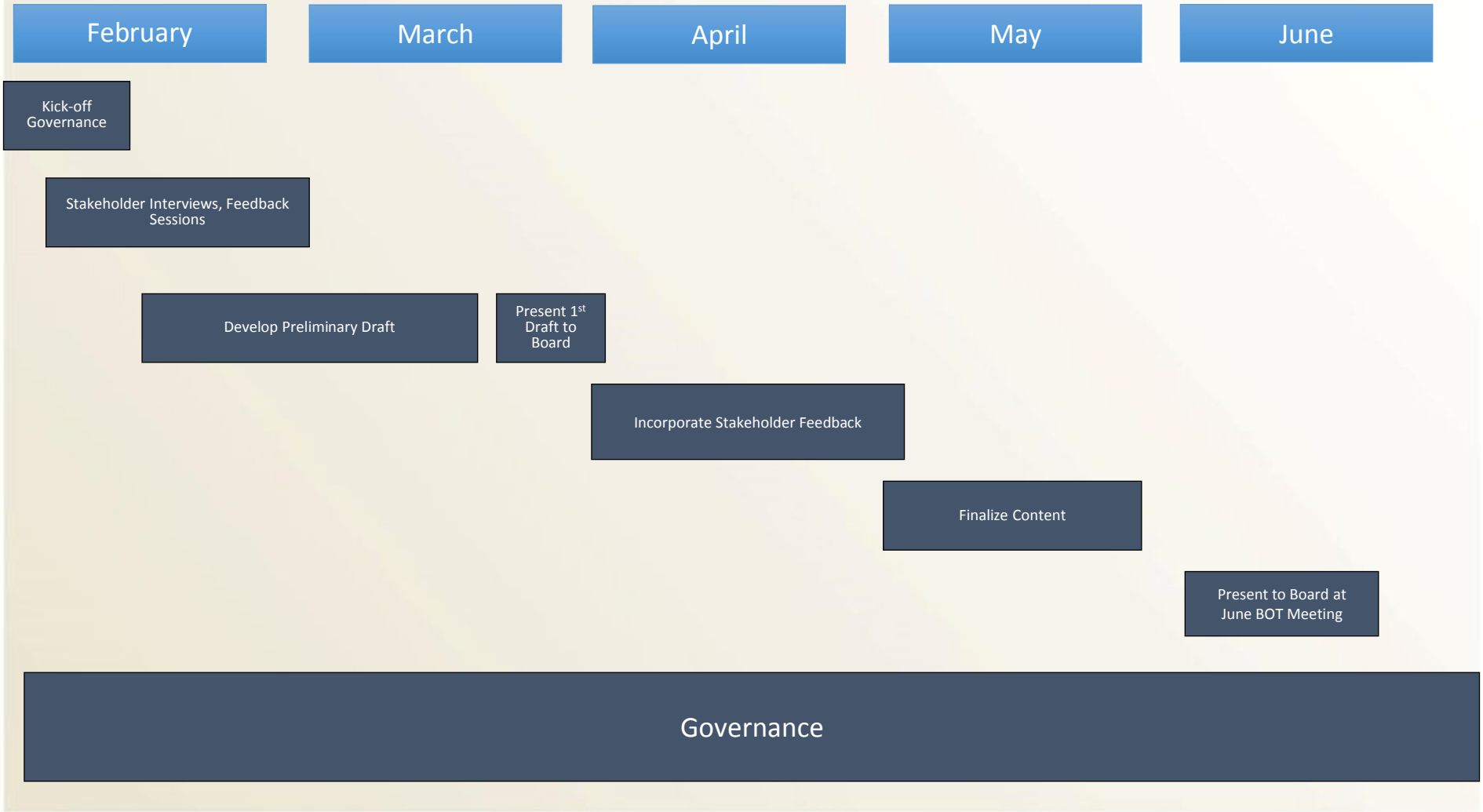
Timeline



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Agenda Item: IV.d

USF Board of Trustees
Strategic Initiatives Committee
February 16, 2017

Issue: St. Petersburg Campus P3 Project Update

Proposed action: Informational

Executive Summary: The Committee has requested updates regarding ongoing progress on the USF St. Petersburg campus P3 Project. This presentation provides the most current information on that topic.

Financial Impact: None, with regard to this update.

Strategic Goal(s) Item Supports: Goal Nos. 1 (enhancing student success); 2 (the building of sustainable communities); 3 (partnerships and collaborations between the University and the community); and 4 (the identification of (sustainable economic bases to support continued University academic advancement).
Supporting Documentation Online (*please circle*): (Yes) **No**
USF System or Institution specific: USF System
Prepared by: Strategic Initiatives Committee Staff

USF St. Petersburg Campus
P3 ITN Update

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P3 ITN Schedule

PHASE I EVENTS	DATE
Release of ITN	Monday, October 24, 2016
Deadline for questions	Thursday, November 3, 2016
Response Addendum posted	Monday, November 7, 2016
Phase I - ITN responses due	Thursday, November 17, 2016
ITN Committee Review of Proposals	Monday & Tuesday, November 28 & 29, 2016
ITN Qualified Proposers (i.e. shortlist) Posted	Tuesday, December 6, 2016
PHASE II PROJECTED SCHEDULE	**DATE**
ITN documents issued to Qualified Proposers	Tuesday, December 13, 2016
Qualified Proposers meeting	Thursday, January 5, 2017
Phase II - ITN responses due	Thursday, February 9, 2017
Proposal Evaluation	Friday, February 10, 2017 – Monday, February 27, 2017
Campus Interviews (at USFSP Option)	Tuesday, February 21 – Thursday, February 23, 2017
Finalists Selected/Posted	Tuesday, March 7, 2017

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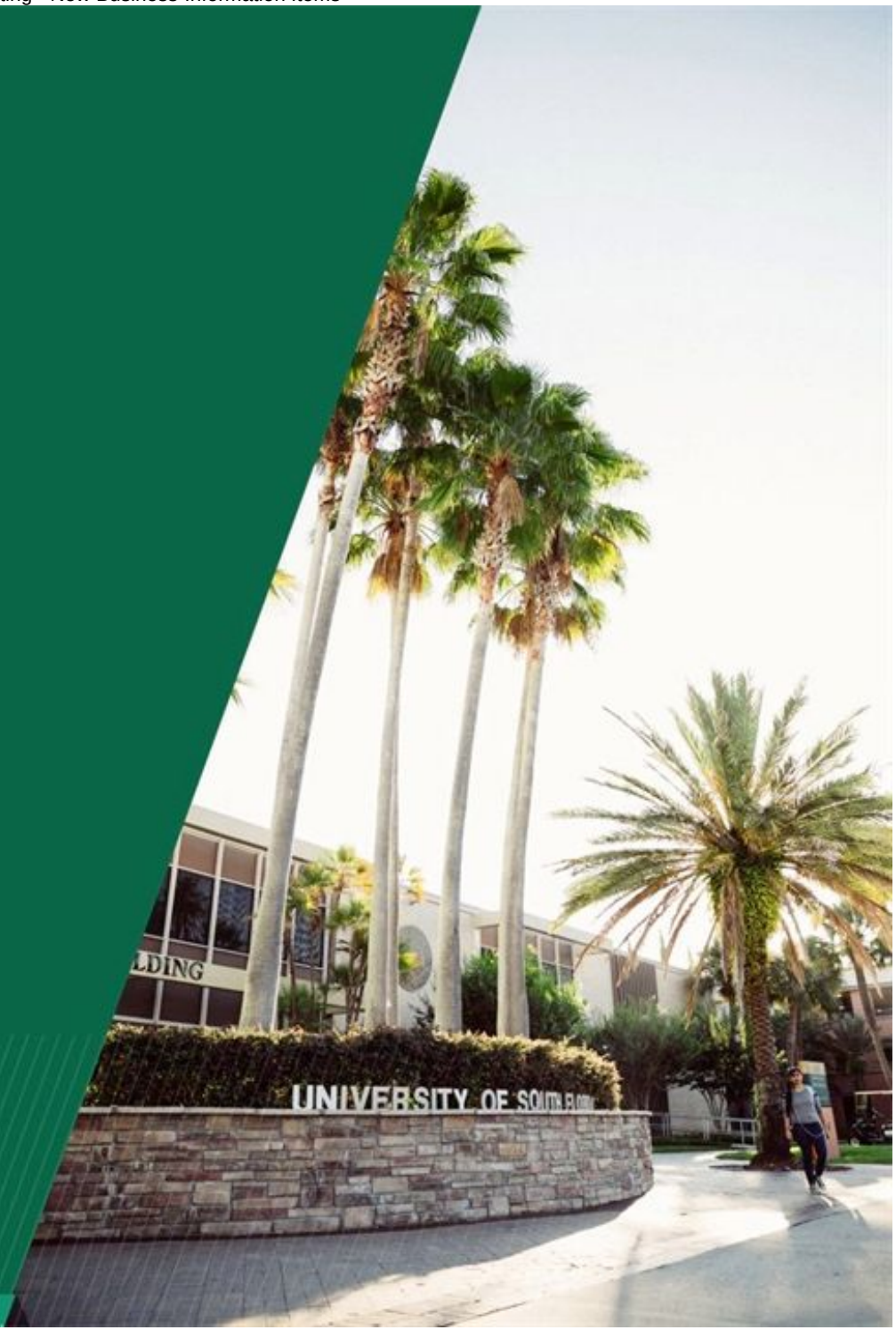
Qualified Proposers

- American Campus Communities
- Balfour Beatty
- Capstone Development Partners
- Corvias
- EdR

Questions?



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