



USF Board of Trustees Strategic Initiatives Committee

Tuesday, May 22, 2018
Time: 11:15 AM – 12:00 PM
Marshall Student Center, Room 3707

Trustees: Hal Mullis, Chair; Michael Carrere, Vice Chair; Les Muma, Charlie Tokarz,
Nancy Watkins, Jordan Zimmerman
Senior Associate Vice President: Donna Petersen

A G E N D A

- I. Call to Order and Comments Chair Hal Mullis
- II. Public Comments Subject to USF Procedure Chair Mullis
- III. New Business – Action Items
 - a. Approval of February 13, 2018 Meeting Minutes Chair Mullis
 - b. [Approval of the Institute of Applied Engineering as a new Direct Support Organization](#) Dean Robert Bishop
- IV. New Business – Information Items
 - a. [USF System Strategic Plan Update](#) Special Advisor to the President Gregory Teague
- V. Adjournment Chair Mullis

Next Scheduled Meeting: August 27, 2018

Agenda Item: III.b

USF Board of Trustees

June 12, 2018

Issue: In order to commence USF Institute of Applied Engineering operations, the Board of Trustees must certify the Institute as a new Direct Support Organization, submit the necessary legal documentation for incorporation and tax exempt status, and finally approve its operating budget.

Proposed action: Approve by consensus the Institute of Applied Engineering Articles of Incorporation, Bylaws, and initial Board of Director membership as reviewed by the Strategic Initiatives Committee at their May 22 meeting. Upon approval, General Counsel will submit the documents to the State of Florida for not-for-profit incorporation and the IRS for tax-exempt status. The Institute will come forward in August to the Finance Committee to submit its operating budget for approval by the Board of Trustees in September.

Executive Summary:

Advances in autonomous systems, data analytics, and human performance enhancement/biomedical engineering have the promise to dramatically increase national defense capabilities, while introducing new vulnerabilities related to cybersecurity. As presented at the February USF Strategic Initiatives Committee meeting, the Institute of Applied Engineering was conceived to address these challenges, with the ultimate goal of being designated by the Department of Defense as one of a select number of University Affiliated Research Centers. The Institute plans on initially supporting the United States Special Operations Command, which is headquartered at MacDill Air Force Base and has a \$500M research, development, test, and engineering annual budget. This builds on support the College of Engineering already provides USSOCOM. Since receiving preliminary approval from the Strategic Initiatives Committee, additional Institute planning efforts have been accomplished, and with Board of Trustees certification for a new DSO, will be ready to start operations in summer 2018.

Financial Impact:

The Institute will generate revenue through contracts with the Department of Defense and other federal, state, and local government and industry. However, additional funding will be required initially for start-up operations and cash flow requirements. As revenue grows, the need for external support will be reduced over time and eventually eliminated.

Strategic Goal(s) Item Supports: The Institute supports all four goals of the USF Strategic Plan

BOT Committee Review Date: Strategic Initiatives Committee, May 22, 2018

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

USF System or Institution specific: USF System

Prepared by: Eric Forsyth, College of Engineering

Agenda Item: III.a

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BYLAWS
OF
UNIVERSITY OF SOUTH FLORIDA
INSTITUTE OF APPLIED ENGINEERING, INCORPORATED
(a Florida Corporation Not For Profit and a University Direct Support Organization
of the University of South Florida)

ARTICLE I

Name and Address

The name of this corporation is University of South Florida Institute of Applied Engineering, Incorporated (the “Corporation”). The principal office and mailing address of the Corporation shall be University of South Florida College of Engineering, 4202 East Fowler Avenue, Tampa, Hillsborough County, Florida 33620.

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, and (ii) 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”) including without limitation the USF College of Engineering (“COE”). The Corporation shall possess all of the powers and authority as are now or may hereafter be granted to corporations not for profit 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 but not be limited to the following:

- A. The Corporation is organized and operated to provide applied engineering solutions to the United States Federal government as well as other State, County, and Municipal governments and industry. A distinguishing feature of the Corporation, compared to other USF direct support organizations, is that it will predominantly provide these solutions through contracts subject to Federal Acquisition Regulation Sub-Part 31.2, Contracts with Commercial Organizations. Further, these solutions, which include both products and services, will come from, but not be limited to, the fields of Electrical, Mechanical, Aerospace, Chemical, Material Science, Computer Science, Civil & Environmental, Industrial & Management Systems, and Bio-Medical Engineering. Through this, the Corporation will enhance scientific research and educational opportunities for the University and community while attracting new technology-focused industries to the local geographic area. As such, the Corporation will further promote, stimulate, develop and advance the business prosperity and economic welfare and diversity of the State of Florida (the "State") and its residents.

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; 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 Regulations 9.011, University of South Florida Regulations 13.002, and provisions of any subsequent laws, regulations, and University policies and internal management memoranda.

SECTION 3. Special Duties as a 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 direct support organization under Section 1004.28, Florida Statutes, Florida Board of Governors Regulation 9.011, and University of South Florida Regulation 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 Executive Director shall report to the University's President (or 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 not for profit and university direct support organization under applicable Florida laws and regulations.

SECTION 2. Qualification and Compensation 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 (note the maximum number of members on the Board of Directors is nine (9)):

- A. The University’s Dean of the College of Engineering (the “USF Dean, College of Engineering”).
- 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~~nominated to the Board by the University's President as the President's representative (provided, the University's President may elect to appoint the USF Dean, College of Engineering to serve as the President's representative for this purpose).
- D. A minimum of four (4), up to a maximum of six (6) additional persons, to include non-USF employees, who are each nominated~~selected and appointed~~ to the Board by the USF Dean, College of Engineering.

While the University President and USF Dean, College of Engineering, shall nominate members to the Board of Directors, all Board members shall be approved and formally appointed by the USF Board of Trustees.

Except as may be otherwise provided in the Articles and these Bylaws, Directors shall serve a term of ~~threetwo~~ (32) years 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 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 Board. Any such resignation shall take effect at the time specified therein or, if no time is specified therein, upon its acceptance by the Board.

SECTION 4. Conflict of Interest

The Board shall adopt and keep in full force and effect a substantial conflict of interest

policy for its Directors and principle 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 and such other officers as the Board may provide by resolution. All of said officers shall be elected by the Board from the membership of the Board. The same person may not hold more than one office on the Board.

Chairperson: 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; and
- E. Submit all information and reports to the University's President as required by Florida Board of Governors Regulation 9.011 and University of South Florida Regulation 13.002.
- F. 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.

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 2. Officers of the Corporation

The officers of the Corporation shall consist of a President/Chief Executive Officer (CEO), Secretary, Treasurer and such other positions as from time to time are elected or appointed by the Board. The Secretary and Treasurer positions may be held by the same person. The individual who serves as the USF Dean, College of Engineering shall be the Corporation President/CEO. All other officers shall hold office until the next annual meeting of the Board or until their successors are elected or appointed by the Board.

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

- A. Direct and oversee performance of the Corporation.
- B. Sign written instruments of the Corporation except as the Board shall provide otherwise;
- C. Control the budget and funds of the Corporation;
- D. 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;
- E. Create and supervise the Corporation's administrative management structure and staff; and
- F. Perform all the duties incident to his/her office and such other duties as may be designated by the Chairperson or the Board.

Secretary: The Board shall appoint an individual to serve as the Secretary. The Secretary shall:

- A. Keep accurate records of attendance, votes, and minutes of all proceedings of

the Board.

- ~~A.B.~~ Ensure that a quorum of Directors is present to conduct Board meetings;
- ~~B.C.~~ Have charge of and affix the corporate seal to instruments as appropriate.
- ~~C.D.~~ Have charge of all official records of the Corporation that shall be at all reasonable times open to the inspection of any Director; and
- ~~D.E.~~ Perform all the duties incident to his/her office and such other duties as may be designated by the Chairperson or the Board.

Treasurer The Board shall appoint an individual to serve as the Treasurer. The Treasurer shall:

- A. Support the President/CEO in controlling the budget and funds of the Corporation;
- B. Support the President/CEO in preparing annual operating and capital budgets; developing performance reports comparing actual operations with approved budgets; and submitting reports on the financial condition of the Corporation to the Board at its regular meetings;
- C. Receive and keep the funds of the Corporation and pay out the same only in accordance with the guidelines established by the Board;
- D. Deposit all monies, checks and other credits to the account of the Corporation in such bank or banks or other depositories as the Board may designate;
- E. Review all receipts and vouchers for payment made to and all vouchers and checks made by the Corporation and shall regularly maintain a full and accurate account of all funds received and paid out by the Corporation;
- F. Render to the Board an account and statement of the Treasurer's actions at the annual meeting of the Board and at such other times as the Board may determine;
- G. At all reasonable times exhibit the Treasurer's books and accounts to any Director of the Board;
- H. Perform all the duties incident to his/her office and such other duties as may be designated by the Chairperson 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. 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 Corporation President/CEO. The University President may, with or without cause, remove from office the Corporation President/CEO. 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 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 who shall 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 Board upon completion of the task for which they are established.

SECTION 2. Other 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 the Articles of Incorporation or these 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 Board shall have the authority to appoint a special committee from time to time for the sole purpose of advising the Board on such matters as may be deemed necessary and appropriate at the time.

B. Meetings, Quorums and Minutes.

Meetings of standing and special committees may be called by the chairperson of the committee or 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

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.

ARTICLES OF INCORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Not For Profit Corporation Act, hereby adopt(s) the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation shall be the University of South Florida Institute of Applied Engineering, Incorporated (the "Corporation").

ARTICLE II. PRINCIPAL OFFICE

The principal place of business and mailing address of the Corporation is:

University of South Florida College of Engineering
4202 East Fowler Avenue, ENB 118
Tampa, Florida 33620

ARTICLE III. PURPOSE(S)

The purpose for which the Corporation is organized is exclusively for charitable, religious, educational, and scientific purposes under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE IV. MANNER OF ELECTION OF DIRECTORS

The manner in which the directors are elected or appointed is set forth in the By Laws.

ARTICLE V. INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent is:

University of South Florida Office of the General Counsel
4202 East Fowler Avenue, CGS 301
Tampa, Florida 33620

ARTICLE VI. INCORPORATOR

The name and address of the Incorporator to these Articles of Incorporation:

Henry H. Raattama, Jr.
98 Southeast Seventh Street, Suite 1100
Miami, Florida 33131

ARTICLE VII. CHARITABLE ORGANIZATIONS PROVISIONS

Notwithstanding any powers granted to the Corporation by its Articles, By Laws or by the laws of the State of Florida, the following limitations of power shall apply:

a. The Corporation is organized exclusively for charitable, religious, educational and scientific purposes, including for such purposes the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended ("Code").

b. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for the services rendered and to make payments and distributions in furtherance of purposes set forth in the purpose clause hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (i) by an organization exempt from federal income tax under Code Section 501(c)(3); or (ii) by an organization contributions to which are deductible under Code Section 170(c)(2).

c. Upon dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Code Section 501(c)(3), or shall be distributed to the federal government, or a state or local government, for public purpose. Any such assets not so disposed of shall be disposed of by the court having jurisdiction over the Corporation, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

Signature/Incorporator

Date

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Signature/Registered Agent

Date

INSTITUTE OF APPLIED ENGINEERING

CERTIFICATION REQUEST TO CREATE NEW USF DIRECT SUPPORT ORGANIZATION

Dr. Robert H. Bishop, PE | May 22, 2018

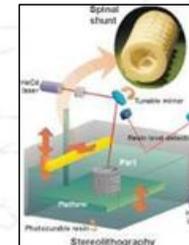
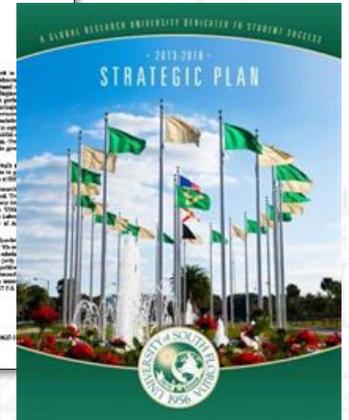
Mr. Eric Forsyth, Col (ret) U.S. Air Force

TODAY'S PURPOSE

- **Seek Strategic Initiatives Committee approval to request Board of Trustees in June to certify by consent the Institute of Applied Engineering as a new Direct Support Organization**
 - **Approve Institute Articles of Incorporation, Bylaws, and Board of Directors**

THE INSTITUTE OF APPLIED ENGINEERING

- February 2018 USF Board of Trustees' Strategic Initiatives Committee provided authority to establish Institute as new Direct Support Organization
- Institute diversifies USF's research portfolio by pursuing \$71B annual Department of Defense (DoD) research and development (R&D) budget
 - Initial focus: supporting USSOCOM and their \$500M annual R&D portfolio
- Mission: Become our customers' trusted agent to provide engineering solutions that enhance the performance, effectiveness & safety of their frontline operators
- Institute core competencies promote USF System strengths, address DoD needs
 - Autonomous System Development
 - Human Performance Enhancement and Biomedical Engineering Technologies
 - Cybersecurity
 - Transportation and Energy Infrastructure
 - Supporting capabilities including large scale data analytics and additive manufacturing



PURSUING INSTITUTE STAND UP VIA TWO PHASE APPROACH

- **Phase 1 (May/June): Approve Legal Documentation**
 - Approve Institute Articles of Incorporation
 - Approve Institute Bylaws
 - Approve initial membership for Institute Board of Directors
 - Upon Board of Trustees consent approval in June, will submit legal documentation to incorporate and request tax-exempt status

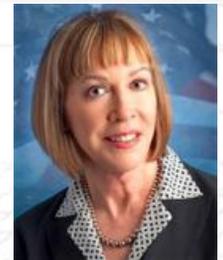
- **Phase 2 (August/September): Approve Budget**
 - Approve Institute funding strategy
 - Approve final membership for Institute Board of Directors

INSTITUTE BYLAWS SUMMARY (MODELED AFTER MSSC BYLAWS APPROVED MARCH 2017)

- **Institute Board of Director Composition (all must be approved by Board of Trustees)**
 - Dean, College of Engineering
 - One member nominated by USF System President
 - One member nominated by USF Board of Trustees
 - 4-6 additional members nominated by Dean, College of Engineering (next slide)
- **Institute Officers**
 - Board Chairperson: Elected by the Board from the membership of the Board
 - Board Vice-Chairperson: Elected by the Board from the membership of the Board
 - Corporation President/Chief Executive Officer: Dean, College of Engineering
 - Corporation Secretary and Treasurer position(s): Appointed annually by the Board
- **Standing and special committees established by Board via Bylaws**
- **Board chairperson calls all regular and special meetings; annual meeting in October**

PROPOSED INITIAL INSTITUTE BOARD OF DIRECTOR MEMBERSHIP

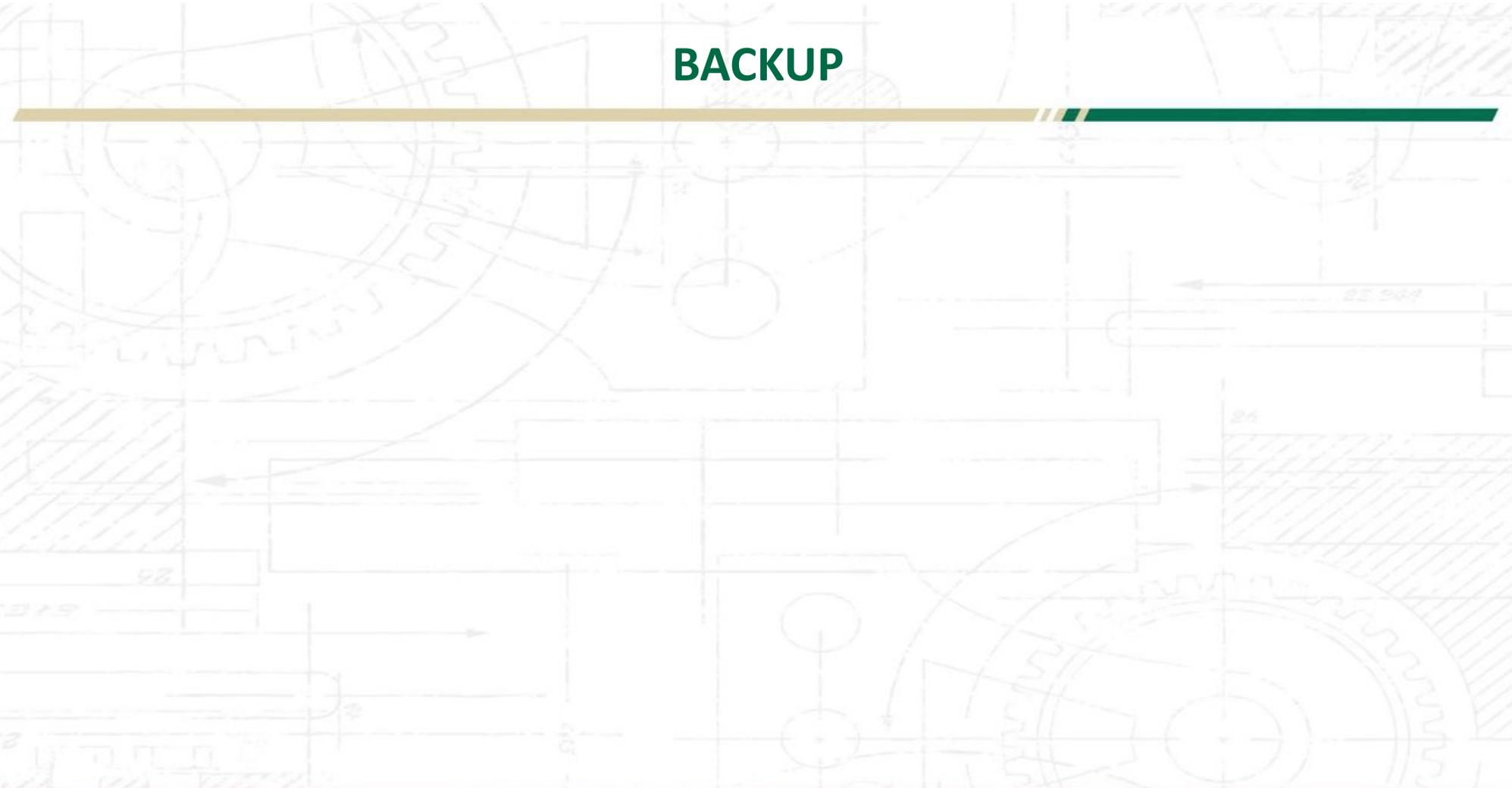
- **ADM (ret) Eric T. Olson** is an independent national security consultant who supports a wide range of private and public sector organizations, including serving on the Boards of Iridium Communications, Under Armour, and the Special Operations Warrior Foundation. In 2011 he retired as a full Admiral in the United States Navy after 38 years of military service. Admiral Olson's last active duty assignment was as the eighth commander of United States Special Operations Command, where he was responsible for the mission readiness of all Army, Navy, Air Force, and Marine Corps special operations forces.
- **MGEN (ret) N. Lee Price** runs a consulting firm focusing on leadership training, governance, and strategic planning while also serving on several Boards including Southern Research Institute, the Lakeshore Foundation, and Red Gate Group. In 2014 she retired from the United States Army after over 32 yrs of military service. General Price's last active duty assignment was as the Army Program Executive Officer Command, Control, Communications – Tactical, where she was responsible for the Army's 2nd largest acquisition portfolio.
- **Mr. James Cluck** currently serves as the President of Ultra Armoring & Defense and Metal Works Mfg. Co. based in Shelby NC. He has over 41 years of combined military and civilian Federal service including over 29 years' experience in Department of Defense acquisition. As a member of the Senior Executive Service, Mr. Cluck previously served as the Acquisition Executive and the Chief Information Officer for the U.S. Special Operations Command.
- **Mr. Paul Lemmo** is the Vice President and General Manager of Fire Control/SOF Contractor Logistics Support Services for Lockheed Martin Missiles and Fire Control in Orlando. Mr. Lemmo leads the LMC's center of expertise for electro-optical, infrared, and radar targeting and navigation systems on aircraft, advanced fire control and situational awareness systems for future platforms, ground systems, and passive attack and survivability systems. Mr. Lemmo has more than 30 years of experience in business development, engineering and program management.



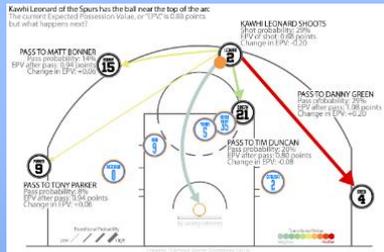
CONCLUSION

- **Request Strategic Initiatives Committee recommend to USF Board of Trustees to certify by consent Institute of Applied Engineering as a new Direct Support Organization**
 - **Approve Institute Articles of Incorporation, Bylaws, and initial Board of Director membership**

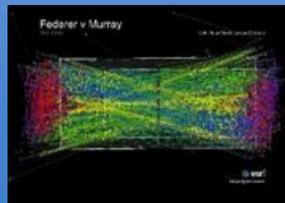
BACKUP



DEPARTMENT OF DEFENSE CHALLENGE



Autonomous systems, data analytics & human performance enhancement tech promises to dramatically increase defense capabilities ...



...while opening the door to new cyber threats that can negate their benefits.



And yet, today's institutions were not conceived to provide technical expertise to DoD on how to best prototype & adopt these capabilities

Commercial
Defense Aerospace
TechIT Industry
Communications

Academia
UARCs
Laboratories
SPOs FFRDCs
Non-profits

FY17 RDT&E Budgets

\$71.8B

\$497M

INSTITUTE ASPIRATION: UNIVERSITY-AFFILIATED RESEARCH CENTER (UARC)

- **USF College of Engineering is successfully transitioning to a nationally recognized, public university program**
- **Institute will further stimulate growth of College by providing engineering solutions beyond basic research to federal govt with commercial-based contracts**
- **Other world-class universities have supporting institutions providing this similar capability via University Affiliated Research Centers (UARCs)**
- **UARCs are university-based entities established to solve national security problems for the government**
 - **Approved by Assistant Secretary of Defense (Research and Engineering), who assigns a service sponsor**
 - **Provides essential engineering, research & development core capabilities to Dept of Defense**
 - **Long-term, strategic relationship; eligible for sole source funding (minimum \$6M annually)**

University Affiliated Research Centers

(Association of American University Members)

Primary Sponsor	University	UARC
Army	Georgia Institute of Technology	Georgia Tech Research Institute (GTRI) Applied Systems Laboratory (ASL)
	Massachusetts Institute of Technology	Institute for Soldier Nanotechnologies
	University of California, Santa Barbara	Institute for Collaborative Biotechnologies
	University of Southern California	Institute for Creative Technologies
Navy	The Johns Hopkins University	Applied Physics Laboratory
	Penn State University	Applied Research Laboratory
	University of Hawaii	Applied Research Laboratory
	University of Texas at Austin	Applied Research Laboratory
	University of Washington	Applied Physics Laboratory
Missile Defense Agency	Utah State University	Space Dynamics Laboratory
DASD (Systems Engineering)	Stevens Institute of Technology	Systems Engineering Research Center
National Security Agency	University of Maryland, College Park	Center for Advanced Study of Language
U.S. Strategic Command	University of Nebraska	National Strategic Research Institute



Founded in 1942
\$1.3B contracts/grants (2015)

Founded in 1934
\$370M contracts/grants (2015)

Founded in 2012
\$24M awards in first 3 yrs of ops

CURRENT USF SUPPORT TO USSOCOM \$1.05M funded efforts in 2016-2017 and \$1.28M projected 2018

- Full-time presence at SOFWERX
- USF-led undergrad intern / graduate research assistants
 - USF acts as the umbrella, hiring students from other universities
 - Providing technical, business and graphic design support
 - Florida Corridor Matching funds help offset costs
 - Spring 2018: 16 undergraduate and 6 graduate-level students
- USSOCOM's Program Executive Office - Special Reconnaissance, Surveillance & Exploitation's Small Sat
 - Extremely low-cost satellite, 2 phases: Design, test, integration, launch in 12-18 months
 - Florida Corridor Matching funds offset labor costs; 1 PhD student, 6 undergraduates
- Mad Jack's Cyber Range
 - USF Florida Cyber Center funds supporting 2 graduate and 5 undergraduate students in 2018
- Air Force Blue Horizon Fellow Support
 - Faculty Member part-time SME

ThunderDRONE

SOFWERX

Industry Engagement



CO-INVENTION COLLABORATION EVENTS Project Vulcan
Rapid Prototyping Industry Fellowship/University Interns
TECHNOLOGY AWARENESS USF Partnership TALOS

- **JOBWERX**
 - Part-time support for recent graduates
 - February 2018 kick-off with first hire
- **Tactical Assault Light Operator Suit (TALOS)**
 - Faculty member systems engineering support 2017
 - Senior project Fall 17, Spring 18 – 4 undergraduates

Future SOFWERX support will flow through Institute

ONGOING INSTITUTE BUSINESS DEVELOPMENT EFFORTS

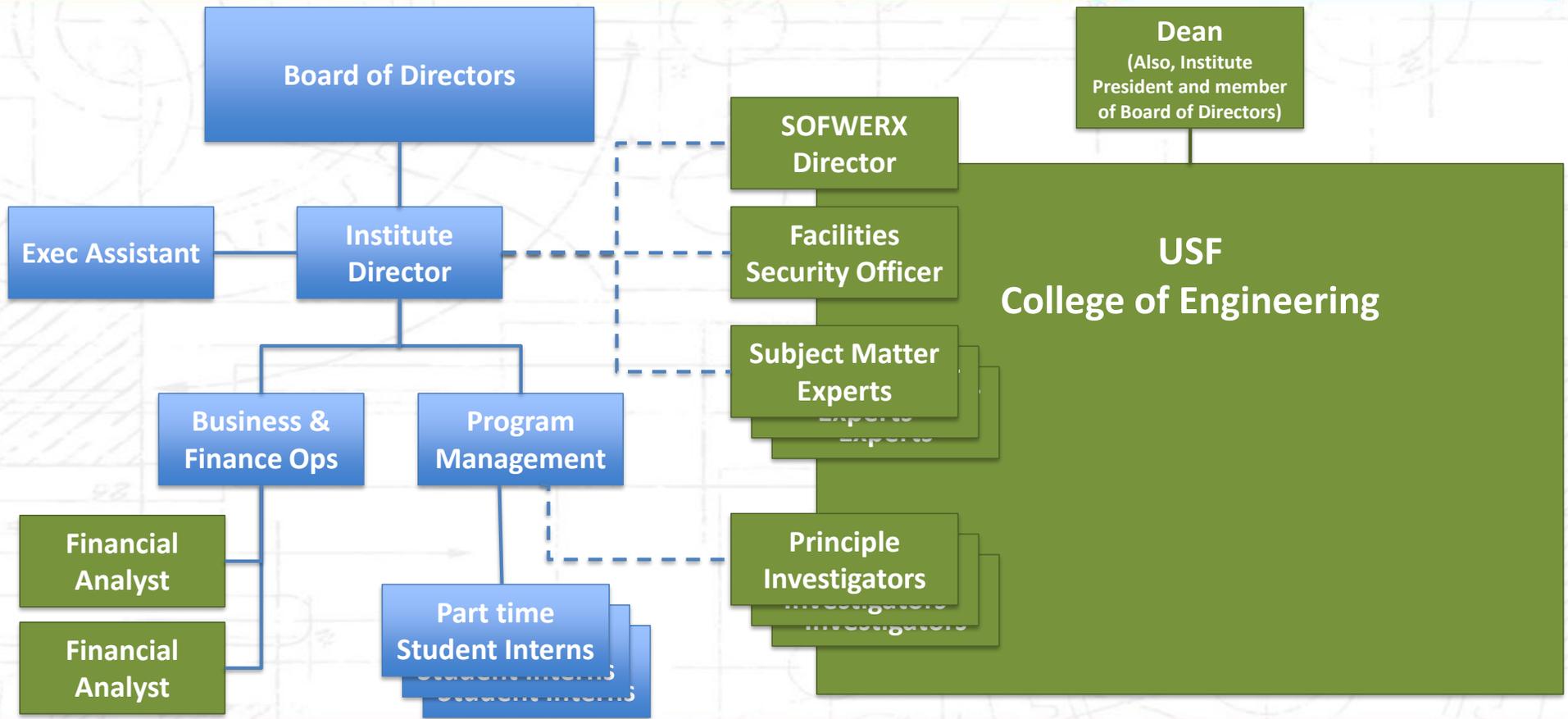
- **Pursuing USSOCOM Sole Source Task Order Contract**
 - Engaged Acquisition Executive, Science & Technology Director, and Program Executive Officers on Institute capabilities
 - USSOCOM developing acq strategy; opportunity for multi-year, \$13.5M contract
- **Invited to join Systems Engineering Research Center (SERC)**
 - UARC with 22 universities engaged in systems engineering research
 - Led by Stevens Institute of Technology: \$14M in revenue in 2017
 - Contract permits multiple DoD sponsors to easily access partner universities
- **Signing NDAs with multiple entrepreneurs to partner on Department of Defense opportunities**
- **Hosted Air Force 2030 Science & Technology Workshop in April**
 - One of six universities selected to host academia and business to identify new ideas supporting Air Force, informing basic and applied research investments
 - Resounding success! Identified numerous opportunities to collaborate
 - Invited to HQ Air Force Research Lab by Chief Technology Officer
 - <http://www.usf.edu/engineering/news-room/afri-2030.aspx>



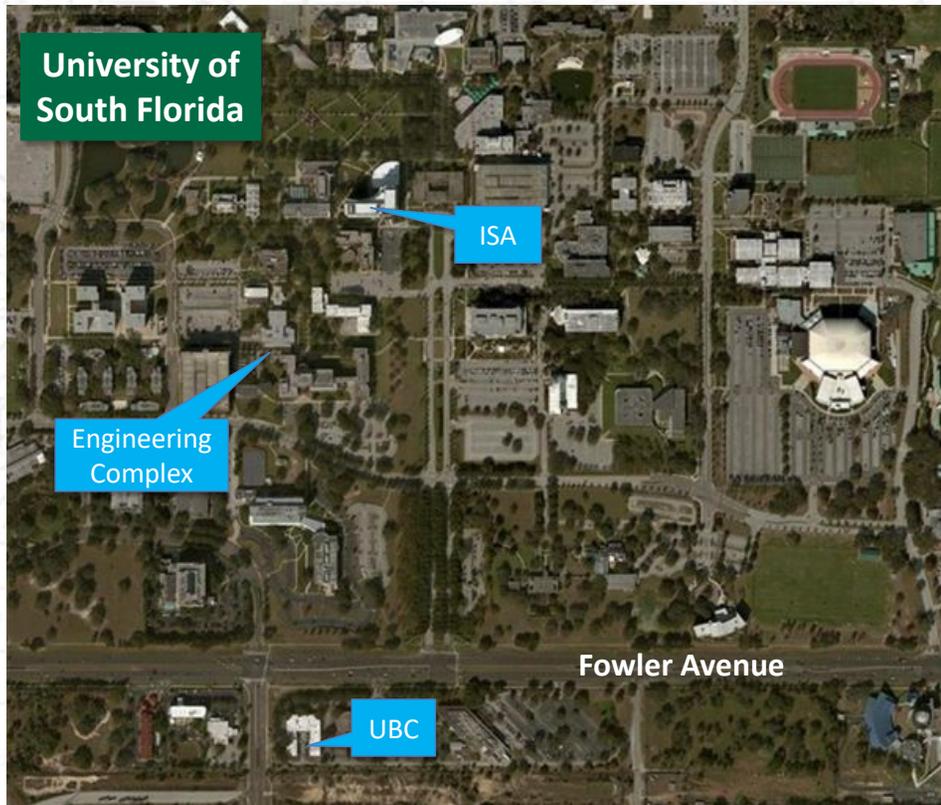
Founded in 2008
\$20M awards in first 3 yrs of ops



Institute Org Chart (Fall 2018)



Facilities and IT Infrastructure



- Secure facility in Interdisciplinary Sciences (ISA)
 - 2100 sq ft, includes space for additive manufacturing, servers, security office, & workstation/conference area
 - Working with SOCOM J6 on network connectivity
- University Business Center (UBC)
 - Available May 2018 (5 year lease through USF Research Foundation)
 - Requested 2000 sq ft, \$23/sq ft annual
 - Developing MOU with USF IT for data/phone service
- Cybersecurity Center (location TBD, available ~2023)
 - Both open/restricted areas and network connectivity
 - Recommending Institute requirements into Cybersecurity Center planning

Other Operational Considerations: University Functional Support

- USF & College of Engineering IT (desktop support, web)
- USF General Counsel (e.g. contract legal review)
- USF Controller (e.g. Purchasing, pCard)
- USF Research & Innovation (e.g. Export Control)
- USF & College of Engineering Human Resources (e.g. Hiring, Payroll)
- Others, e.g., Audit and Compliance

Other Operational Considerations: Accounting System & Financial Support

- As a DSO, Institute requires a separate set of books
 - Will also require separate banking services, tax preparation, and independent audit
- After assessing various options w/ USF Business and IT professionals (and polling similar organizations at other Universities), recommend implementing QuickBooks/eFaact solution for separate accounting system
 - QuickBooks/eFaact is affordable, cloud-based solution that supports DCAA compliance requirements including time-keeping, execution status by contract, etc
 - Alternative University systems do not meet key requirements and are costly
 - Reimbursement to University accomplished through multiple mechanisms including convenience funds and redundant salary accounts
- Will require University “investment” (funding in compliance w/existing DSO statute & anticipated legislative language) to support Institute start up and cash flow needs

Institute Timeline Operating Expenses and Revenue Targets

Years 1-2: “Establish the DSO, solidify internal USF relationships, and pursue initial contracts”

- Facilities: Space in University Business Center (UBC, lease); Interdisciplinary Sciences (ISA, on campus)
- Personnel:
 - Full time Director, Business & Finance Manager, Program Manager, Exec Assistant, Student Interns
 - Receive staff support from SOFWERX Director, Security Officer, Accountants, Engineering Subject Matter Experts
- Revenue: \$1.5-3M/yr

Years 4-5: “Grow business necessary to pursue formal UARC designation and reduce USF support”

- Facilities: Transition into new Cybersecurity Research Center (on campus)
- Personnel:
 - Add to support staff as required
 - Hire dedicated researchers
- Revenue: \$6-7M/yr

Years 7-8: “Mature, financially independent DSO & UARC supporting multiple govt & industry partners”

- Facilities: Expand to additional site(s) depending on customer base
- Personnel:
 - Maintain small full time support staff
 - For contracted efforts, balance between USF faculty/student, institute researchers, and collaborating university/industry partners
- Revenue: \$10-11M/yr

INSTITUTE 12 MONTH LOOK AHEAD

- **Board of Trustees certify Institute as new Direct Support Organization in June**
- **Submit Articles for Florida not-for-profit incorporation, IRS application for tax exempt**
- **Finalize first year Institute budget for presentation to Board of Trustees in September**
- **Hire initial staff and finalize relationships with University stakeholders via MOUs**
- **Establish Institute business processes**
- **Complete 7th floor ISA construction; move in, establish space utilization process**
- **Procure and install accounting system; obtain bank, audit, tax services and insurance**
- **Continue to develop relationships with USF researchers to support Institute**
- **Continue Business Development Efforts**
 - **Award SOCOM Task Order Contract. Negotiate indirect rate(s); award initial task(s)**
 - **Submit proposal for Systems Engineering Research Center Collaborating University membership**
 - **Engage with USSOCOM and other Florida-based DoD and industry on partnership opportunities**

Direct Support Organization (DSO) Formation and Oversight

- **Applicable DSO Statute and Regulations**
 - Florida Statute 1004.28
 - State University System of Florida Board of Governors Regulation 9.011
 - USF System Regulation 13.002
- **Approval and Oversight**
 - DSO Articles and Bylaws (and all amendments) shall be recommended and presented by the President of the USF System to the Board of Trustees for review and approval
 - Upon approval, the DSO shall be certified and authorized to use the property, facilities and personnel services of the USF System to the extent permissible by applicable law and regulation
 - Operating budgets shall be prepared at least annually, approved by the DSO's governing board, and presented by the USF President to the Board of Trustees for review and approval
 - Expenditure plans shall be reviewed and approved quarterly by the USF President or designee; said designee shall be a VP, provost or other duly senior officer of the USF System reporting directly to the USF President and having operational responsibility on behalf of the USF System for the DSO
 - DSO shall provide for an annual financial audit and management letter



Paul Lemmo

Vice President, Sensors & Global Sustainment
Lockheed Martin Missiles and Fire Control

Paul Lemmo is the Vice President of the Sensors & Global Sustainment (S&GS) line of business for Lockheed Martin Missiles and Fire Control. In this capacity, he is responsible for the execution and strategic growth of Lockheed Martin's advanced sensor and sustainment programs with more than 350 contracts and 5,000 employees around the globe. He is also the MFC Orlando, Florida, Facility Site Lead, responsible for overall operations and activities of the site.

Mr. Lemmo serves as a Manager and Chairman of the Board of Lockheed Martin Gyrocam[®] Systems, LLC, and a member of the Lockheed Martin Ventures Investment Committee. He leads the Corporation's Center of Excellence for electro-optical, infrared, and radar targeting and navigation systems on rotary-wing, fixed-wing, and ground platforms.

His current portfolio includes a variety of precision targeting and pilotage systems, including cutting-edge ISR, threat detection and missile warning capabilities. S&GS also provides comprehensive Performance Based Logistics support and sustainment services for conventional Forces and Special Operators around the world, through the Special Operations Forces Global Logistics Support Services (SOF GLSS) program.

Previously, Mr. Lemmo was Lockheed Martin's Senior Vice President of Corporate Strategy and Business Development responsible for global strategies, new business capture and leading the business development organization with offices in 25 countries and 25 U.S. customer locations. In this role, he was also a member of Lockheed Martin's Executive Leadership Team.

Mr. Lemmo has 30 years of experience in increasingly responsible positions in business development, engineering and program management. Prior roles include Vice President of Strategy and Business Development at Lockheed Martin's Mission Systems and Training (now Rotary and Mission Systems) and Information Systems and Global Solutions (IS&GS) business areas. In these roles, he led organizations that identify and capture new business, develop strategic plans and manage customer relationships.

Mr. Lemmo graduated Summa Cum Laude from Drexel University with a Bachelor of Science degree and Master of Science degree in Electrical Engineering. He also holds a Master of Business Administration degree from The Wharton School of the University of Pennsylvania.

He currently serves on the Board of Directors of the Heart of Florida United Way, and the Florida High Tech Corridor Council.

Major General N. Lee S. Price

US Army, Retired

206 Hart Fell Crescent

Mountain Brook, Alabama 35223

C: (205) 335-3034, website - GeneralLeePrice.com

NLeeSPrice@gmail.com

SUMMARY

Executive with a diverse background in information technology/cyber systems, global operations and logistics, leader development, problem solving, strategic planning, organizational change, government procurement, and program management. Extensive history of creating strong team environments, delivering Army-wide computer and communications projects across the globe. Possesses notable board experience with focus on compensation and governance.

EXPERIENCE

2016 – present Director, Lakeshore Foundation Birmingham, AL

The Lakeshore Foundation is a 501(c)(3) that promotes independence for people with disabilities or chronic diseases. It has world renown facilities for aquatics, fitness, competitive athletics, and general recreation that have produced healthier lifestyles, mobility, and Paralympic medalists. Assets average about \$80 million. Served on the governance and fund development committees since joining the board in 2016. Chaired the governance board and served on the Executive Board since October 2017.

2015 – present Director, Southern Research Institute (SRI) Birmingham, AL

SRI is a 501(c)(3) research company that conducts basic and applied research in the areas of: Drug Discovery, Drug Development, Energy and Environment, and Engineering. Annual revenue is approximately \$100 million. Served on the compensation committee since 2015, as the Chair of the committee since 2017.

2014 – present President, Price Solutions, LLC Birmingham, AL

Provide specialized and general consulting services to a broad portfolio of clients that consists of Fortune 500 companies to Veteran-owned Small Disabled Businesses. Businesses draw on my knowledge of global operations, information technology, talent development and succession planning, strategic planning, government procurement, executive coaching, special operations, and crisis management.

1975 – 2014 United States Army Various Locations/Multiple Continents

Entered the Army in 1975 as a Private First Class as a clerk typist when 2% of the Army workforce was female and retired over 38 years later as a Major General. She left a legacy of delivering groundbreaking information technologies to U.S. Forces.

2009 – 2014 Program Executive Officer, Command, Control, Communications – Tactical (PEO C3T). Served as one of the Army's eleven Program Executive Officers. Executed the Army's second largest acquisition portfolio of \$6B annually with a workforce of 2,000. Responsible for delivering the Army's #1 modernization program to upgrade the mobile communications capability and networked computer applications - those communications and cyber systems used in hostile environments by deployed forces. This massive upgrade included responsibility for 9 of the Army's 27 major programs.

While providing 24 x 7 support to deployed forces, she seamlessly relocated 1500 personnel from NJ to MD. Simultaneously developed and deployed an unprecedented capability for US Forces in Afghanistan to share information with coalition partners, an achievement acknowledged by the awarding of the Department of Defense's highest award for acquisition, the prestigious David Packard Award. This capability has forever altered our ability to interoperate with other countries communications.

Earlier career achievements As Deputy Acquisition Executive for the US Special Operations Command (2005 – 2008), managed their most critical projects for our Navy SEALs, Army Rangers, and other special operators in a manner that supported highly successful missions during a time of over 38% growth of the command. Was selected to continue service as a general officer, the first female selected while serving in the special operations community.

As a Project Manager (2002 – 2005), established a \$300 million comprehensive commercial communications infrastructure for the State Department and US Forces operating in Iraq, Afghanistan, Kuwait, and Qatar. System components included satellite (celestial), microwave (terrestrial) and fiber optics for US-occupied bases. Upgraded worldwide satellite terminals and satellite software control systems used for passing national intelligence information. Overall annual operating budget of \$2 billion.

As a Product Manager (1998 – 2000) and with the pressure of the Y2K timeline, upgraded the largest command and control computer software system within the Department of Defense. With over 1500 users, a version of this comprehensive (Internet of Things) system remains in use in Korea by all US and Republic of Korea forces (Army, Air Force, Navy and Marines).

EDUCATION

MS, University of Arizona, Tucson, Arizona; Management Information Systems

MS, Industrial College of the Armed Forces, Washington, D.C.; National Resource Strategy

BS, University of Alabama at Birmingham (UAB), Birmingham, Alabama; Criminal Justice (Corrections)

University of Vienna, attended the summer session on a scholarship

Working towards a MS in Communications (Organizational Leadership), University of Alabama

PROFESSIONAL ACTIVITIES / MEMBERSHIPS

Recognized by Momentum (Building Leadership in Women) as a Woman of Impact (2018)

Member, National Association of Corporate Directors; Governance Fellow (2017).

Recognized by Birmingham Business Journal as a Veteran of Influence (2017).

Leadership Birmingham, Class of 2017.

Distinguished Alumna, University of Alabama at Birmingham (UAB) (2014).

First woman to serve as an Army Program Executive Officer (2009 - 2013).

Inducted into the Alabama Business and Professional Women's Foundation Academy of Honor (2008).

Numerous military awards include the Army Distinguished Service Medal, the Legion of Merit, the Bronze Star, and the Combat Action Badge.

Government certified (Defense Acquisition Workforce Improvement Act ((DAWIA)) Level 3 (highest level) in two areas: Program Management and Information Systems.

Highly sought after Public Speaker on leadership for a variety of organizations. Mentor/executive coach.

Lifetime member of military-affiliated organizations include the Signal Corps Regimental Association (cyber professionals), Association of the United States Army, Military Officers Association of America.

Currently resides in Birmingham where she grew up. She enjoys being near family and childhood friends where she occasionally shows off her culinary skills. She enjoys travel and fitness but when home, she is often seen outside exercising her chocolate Labrador Retriever.

James Cluck Biography Summary

Mr. James Cluck has over 41 years of combined military and civilian Federal service including over 29 years' experience in Department of Defense (DoD) acquisition. A member of the Senior Executive Service, Jim served as the Acquisition Executive (AE) and the Chief Information Officer (CIO) for the United States Special Operations Command (USSOCOM), MacDill Air Force Base, FL. As the AE from 2009-2013, he had responsibility for all Special Operations Forces (SOF) research, development, acquisition, procurement, and logistics programs as well as management of the SOF Acquisition Workforce Enterprise. As the CIO from 2005-2009, he was responsible for the business planning, fielding, operations and performance of all SOF garrison and tactical information technology systems as well as standards, interoperability and network migration of systems comprising the world-wide SOF Information Environment. Jim currently serves as the President of Ultra Armoring & Defense and Metal Works Mfg. Co.

ERIC THOR OLSON

PO Box 6304
Tampa, Florida 33608
(813) 334-3140
etogroupllc@gmail.com

SUMMARY

- Was a career Navy Special Operations Officer (SEAL) with 38 years of experience developing and leading high-performing teams under complex and dynamic conditions.
- Retired from military service in 2011 as a four-star Admiral, the first Navy SEAL to be promoted to that rank.
- Crafted, defended and managed an annual budget in excess of ten billion dollars. Led over 63,000 people who represented a wide variety of backgrounds, skills and abilities.
- Served as a key member of the Secretary of Defense’s top leadership team. Frequently testified to Congress.
- Was the senior Navy SEAL for nine years and the senior US Special Operations Commander for over four years. Served as the principal evaluator of other senior officers for top positions.
- Was a leader in multi-service, interagency and international collaboration for training and operations. Personally coordinated military interoperability with partner nations.
- Is a “big idea” innovator who leads meaningful transformations without trauma, fanfare, or backlash.
- Is in demand as a teacher and speaker on global strategy, leadership and team-building.

EXPERIENCE HIGHLIGHTS

Iridium Communications, Inc. (publicly traded) McLean, VA
Board of Directors December 2011–Present
Iridium provides specialized communications hardware and global communications services.

Under Armour, Inc. (publicly traded) Baltimore, MD
Board of Directors July 2012–Present
Under Armour is a premier manufacturer and distributor of performance sports apparel.

Five Privately Held Companies -Present
Board of Directors
All five companies are focused on developing advanced technologies to solve enduring national security challenges, with a goal of migrating products into the commercial marketplace.

Special Operations Warrior Foundation (non-profit) Tampa, FL
Board of Directors January 2012–Present
The Special Operations Warrior Foundation provides immediate financial support to seriously wounded military members and long-term educational support to their children.

National Navy SEAL Museum (non-profit) Fort Pierce, FL
Board of Directors January 2012–December 2016
The National Navy SEAL Museum is dedicated to preserving the history and heritage of this unique military community.

Columbia University of New York New York, NY
Adjunct Faculty Member and Senior Research Fellow Fall Semesters, 2012-Present
Developer/teacher of a graduate-level course on *Strategic Thinking in a Complex and Dynamic Post-Cold War World*. Research Fellow in the School of International and Public Affairs.

ETO Group, LLC Tampa, FL
President September 2011-Present
Provides consulting services to several public and private sector organizations, primarily focused on strategic planning, business development and talent management.

United States Special Operations Command MacDill AFB, FL
Commander July 2007–August 2011
The top leadership position in the military's special operations forces. Responsible and accountable for all aspects of organizing, training, equipping and providing highly specialized active duty and reserve military forces from the Army, Navy, Air Force and Marine Corps. Led over 63,000 people and managed an annual budget in excess of ten billion dollars. Monitored the performance of individuals and small teams in over 75 countries daily. Developed the budget and testified to Congress on the requirements and readiness of the organization. Reported directly to the Secretary of Defense and worked as a peer with the Service Chiefs and Geographic Combatant Commanders. Participated as a senior member on selection and promotion boards. Collaborated across the US government and with over 100 foreign counterparts.

United States Special Operations Command MacDill AFB, FL
Deputy Commander August 2003 - July 2007
The number two position in the military's special operations forces. Served as the senior executive to the Commander (see above), with focus on research, development and procurement of specialized equipment and capabilities.

Various Senior Military Leadership Positions 1989 - 2003
Held several command and staff positions of increasing complexity in Navy and multi-service environments. Conducted multiple actions and executed various strategies related to recruiting, budget and personnel management, leadership development, strategic and operational planning, and tactical missions. Led combat forces in Saudi Arabia/Kuwait (1990-91) and Somalia (1993).

Various Junior Military Leadership Positions 1973-1989
Served in multiple roles as a Navy SEAL (Sea-Air-Land commando), including overseas staff assignments in Israel, Egypt and Tunisia, and operational assignments in Saudi Arabia and Kuwait. Studied foreign languages and cultures. Conducted multiple contingency deployments worldwide. Served as a SEAL instructor and tactics development officer. Crafted enduring doctrine for Navy Special Operations Forces.

SELECTED HONORS, AWARDS AND DECORATIONS

United States Military

Defense Distinguished Service Award (for service)
 Navy Distinguished Service Award (for service)
 Defense Superior Service Award (twice, for service)
 Silver Star Medal (for gallantry in combat)
 Bronze Star Medal with ‘V’ device (for valor)

Foreign

Rank of Officer in the French Legion of Honor
 Order of Merit (at rank of Commander) of the Republic of Poland
 Defense Service Medal with Laurel Branch (Norway)

Civilian

Business Executives for National Defense - Eisenhower Award (2012)
Previous recipients include President Carter, Secretaries of State Rice and Clinton, Senators Nunn and McCain
 Armed Forces Foundation - Humanitarian of the Year (2010)
 Office of Strategic Services Society - General William J. Donovan Award (2011)
Previous recipients include General Eisenhower, the Astronauts of Apollo 11, Prime Minister Thatcher, Presidents Reagan and Bush (41)
 Medal of Honor Society - Patriot Award (2012)
 Greater Tacoma (Washington) Peace Prize - Laureate (2014)
 Federal Law Enforcement Foundation - Service to America Award (2015)

EDUCATION

Naval Postgraduate School (inducted into NPS Hall of Fame in 2013) Monterey, CA
 Master of Arts in National Security Affairs (Africa, Middle East, South Asia) December 1985

United States Naval Academy (selected as a Distinguished Graduate in 2017) Annapolis, MD
 Bachelor of Science in General Management June 1973

Defense Language School Monterey, CA
 Modern Standard Arabic June 1982
 Intermediate French May 1986

National Defense University Washington, DC
 CAPSTONE Leadership Course for Flag and General Officers November 2006 (6 weeks)

PERSONAL

Married for 35 years with two grown children.
 Enjoys reading and outdoor activities including running, kayaking and mountaineering.

Agenda Item: IV.a

USF Board of Trustees
June 12, 2018

Issue: USF System Strategic Plan Update

Proposed action: Informational – provide update for USF System Strategic Plan

Executive Summary: The update briefly reports on recent activity in addressing USF BOT priorities relative to the current USF System Strategic Plan, including convening the advisory committee, identifying metrics, providing a mechanism for longer-range strategic planning, and anticipating enhancement of an eventual consolidated strategic plan.

Financial Impact:

TBD

Strategic Goal(s) Item Supports: Goals One, Two, and Three

BOT Committee Review Date: SIC May 22, 2018

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

USF System or Institution specific: USF System

Prepared by: Dr. Greg Teague, Special Advisor to the President for Strategic Planning

USF System Strategic Plan

– Update –

Gregory B. Teague, Ph.D.
Special Advisor to the President
May 22, 2018



USF System Strategic Plan

- Strategic goals
 - Leverage system capabilities for success of members
 - Activate constituencies to provide value
 - Burnish reputation – be known for excellence
- Process: frequent review & adaptation
- Current operational goals
 - Establish oversight
 - Advance key metrics
 - Refine & enhance dynamic plan

USF System Strategic Planning Committee

- Broad representation of USF System leadership
- Review & affirmation
 - Approach to system-level metrics
 - *Future of Higher Education* group/process plan
 - Approach to System plan *per se*
- Anticipating consolidation of strategic planning
 - Long-term inclusion of continuing systemic priorities
 - Interface with developing USF Tampa plan
- Anticipating participation/interface with workgroups

Draft Metrics

- **Corporate partnerships** – number of...
 - Industry research grants & contracts per # partners
 - Internships, alumni placed through industry engagement
 - New companies engaged, partnerships deepened
 - New corporate philanthropic partners

Draft Metrics

- **Reputation** – categories:
 - Reputational Scores in key ranking systems
 - Ratings by school-based informants
 - Alumni participation & giving
 - Recruitment outcomes

Strategies for Enhancement

- Communication with USF Tampa plan development
 - Anticipating system perspective in contributing to reaffirmation, refinement, & extension of existing goals
 - Offering relevant features from USF System plan for possible inclusion, e.g.
 - Broader framework for community engagement
 - Ongoing strategic planning
- Identification of additional system-level domains for consideration in consolidated strategic planning
 - Pending
- Support *Future* dialogue

Discussion

