



**USF Board of Trustees
Governance Committee
Meeting Minutes
Monday, February 24, 2025**

Trustees: Will Weatherford, Chair; Sandra Callahan, Michael Carrere, Mike Griffin, Melissa Seixas

Call to Order and Welcome

Chair Will Weatherford welcomed everyone and convened the BOT Governance Committee meeting. He asked Kiara Gayle to call the roll.

Kiara Gayle called the roll.

Trustee Sandy Callahan
Trustee Mike Carrere
Trustee Mike Griffin
Trustee Malissa Seixas (not in attendance)
Trustee Will Weatherford

Public Comments Subject to USF Procedure

Having no public comments Chair Weatherford proceeded with the meeting.

New Business – Action Items

a. Approval of November 19, 2024, Minutes

Having no questions or revisions to the minutes, Chair Weatherford requested a motion to approve. The motion was given by Trustee Callahan, seconded by Trustee Griffin, and unanimously approved.

b. USF Foundation, Inc. Board of Directors

Chair Weatherford presented Item b. to approve an appointment of Brett Kemker, PhD, as an ex-officio member of USF Foundation Board of Directors to commence upon approval by the Board of Trustees. He has been selected in accordance with the Foundation's Bylaws. Chair Weatherford requested a motion to approve. The motion was given by Trustee Callahan, seconded by Trustee Carrere, and unanimously approved.

c. USF Management Corporation Board of Directors

Chair Weatherford presented Item c requesting approval to appoint Jay Stroman, Senior VP for Advancement and Alumni Affairs and the CEO of the USF Foundation, as a new Director to serve on the USF Management Corporation Board of Directors. He was nominated in accordance with the bylaws of USF Management Corporation. Chair Weatherford requested a motion to approve. The motion was given by Trustee Griffin, seconded by Trustee Callahan, and unanimously approved.

d. Acceptance of Performance-Based Funding (PBF) and Preeminence Data Integrity Audits & Approval of Data Integrity Certification

Chair Weatherford introduced the Chief Internal Auditor, Virginia Kalil.

This is to consider the acceptance of the Performance-Based Funding (PBF) and Preeminence Data Integrity Audits & Approval of Data Integrity Certification. Chief Internal Auditor, Virginia Kalil provided a summary of what was discussed at the previous Audit & Compliance Committee meeting. The Governance Committee is acting on behalf of the full board to approve and submit the certification to the Board of Governors by the due date of March 1, 2025.

Chair Weatherford requested a motion to approve. The motion was given by Trustee Callahan, seconded by Trustee Griffin, and unanimously approved.

Chair Weatherford welcomed and introduced the new Trustee, Charbel Barakat. Trustee Barakat thanked Chair Weatherford for the introduction, and he is looking forward to meeting everyone at the next Board meeting.

Having no further business Chair Weatherford adjourned the meeting.