



USF Board of Trustees Governance Committee

Tuesday, May 24, 2022
Time: 8-8:30am
Microsoft Teams Meeting

MINUTES

Governance Committee Chair Will Weatherford welcomed everyone and called the meeting to order.

Chair Weatherford's announcements.

- 2022 Spring Commencements - Chair Weatherford congratulated the graduates. There were 6400 degrees conferred.
- USF welcomes Christian Hardigree as the new Regional Chancellor of the St. Petersburg Campus. Chancellor Hardigree is the founding Dean of the School of Hospitality at Metropolitan State University in Denver.
- The USF Provost search is underway. Former BOT member John Ramil is Chair of the search committee.
- USF College of Business Dean Moez Limayem has accepted the position of President at the University of North Florida.

On behalf of the Board, Chair Weatherford thanked Dean Limayem for his excellent years of service in the USF College of Business and congratulated him on his new position at UNF.

Kiara Guzzo called the roll

Trustee Sandy Callahan
Trustee Mike Carrere – Did not participate
Trustee Mike Griffin – Did not participate
Trustee Melissa Seixas
Trustee Will Weatherford

Chair Weatherford announced that there were no requests for public comment.

New Business – Action Items

FL 101 – Approval of February 21, 2022 Minutes

Having no revisions to the Minutes, Chair Weatherford requested a motion to approve which was given by Trustee Seixas and seconded by Trustee Sandy Callahan. Item FL 101 - February 21, 2022 minutes was approved.

FL 102 – DSO/CU Board of Directors

Chair Weatherford presented.

a. USF Alumni Association

Approval of the new or renewed USF Alumni Association Board of Directors for terms starting on July 1, 2022.

The following new and renewed USF Alumni Association Board of Directors have been selected in accordance with the Association's bylaws, and now are being presented for consideration and approval of the USF Board of Trustees' Governance Committee.

New Board of Directors for FY 2023:

David Hollis – Director
Gina Kafalas – Director
Emily Mitchell – Director
Amy Pham – Director
Balaji Ramadoss – Director
Luz Randolph – Director
Verlon Salley – Director

Renewed Board of Directors for FY 2023:

Andrew Jones – Secretary
Maja Lacevic – Director
Juan Soltero – Treasurer
Christine Turner – Vice Chair

a. USF Research Foundation

Approve Direct Support Organization Board Member for the USF Research Foundation, Inc. In addition to appointed and ex officio members, the Research Foundation Bylaws provide for two members of the University's faculty who are nominated to the Board by the University's President as well as a maximum of ten additional persons, to include non-USF employees, who are each nominated to the Board by the USF Research Vice President.

This is a request to approve the reappointment of John Morrow as a non-USF member of the Research Foundation Board of Directors.

The three-year term would commence on June 16, 2022, following and contingent upon Board of Trustees approval.

b. USF Financing Corporation and USF Property Corporation

This is a request to approve the appointment of Richard J. Sobieray, Senior Vice President, Financial Strategy and Administrative Services and Chief Financial Officer, to the USF Financing Corporation and the USF Property Corporation Boards of Directors as specified by the Bylaws.

Mr. Sobieray replaces Mr. Nick Trivunovich, former Vice President and Chief Financial Officer, on the Boards following Mr. Trivunovich's retirement from the University of South Florida June 30, 2022. This appointment will be effective upon BOT approval.

Chair Weatherford requested a motion to approve FL 102 -DSO/CU Board of Directors. It was given by Trustee Callahan and seconded by Trustee Seixas. Item FL 102 - DSO/CU Board of Directors was approved.

FL 103 – Revisions to USF Research Foundation, Inc.
Articles of Incorporation and Bylaws

Chair Weatherford presented.

This is a request to approve the amended and restate articles of incorporation and Bylaws for the USF Research Foundation to clarify USF leadership positions on the Research Foundation governing board.

The Research Foundation Board of Directors voted to approve the revised documents at its May 10, 2022 meeting.

Chair Weatherford requested a motion to approve item FL 103, which was given by Trustee Callahan and seconded by Trustee Seixas. Item FL 103 – Revisions to USF Research Foundation Inc. Articles of Incorporation and Bylaws was approved.

FL 104 – Interim President's 2021-2022 Evaluation

Chair Weatherford presented.

Approval of Interim President Rhea F. Law's 2021-2022 Evaluation and Discretionary Performance Based Compensation under the Interim Presidential Contract (Interim Contract).

Section 3.4 of the Interim Contract provides that the Interim President shall initiate the evaluation process by providing the Board Chair and Governance Committee a self-appraisal of the Interim President's performance from the August 2, 2021 to the date the permanent president is confirmed by the Board of Governors, which occurred on March 30, 2022. Under the Interim Contract, the evaluation process coincides with the appointment of the permanent president rather than the fiscal or academic year. This evaluation will review the Interim President's performance related to each of the goals and objectives determined under section 3.3 of the Interim Contract.

Section 3.3 of the Interim Contract outlines the evaluation process, which begins with a review by the Governance Committee based upon the Interim President's performance against the approved goals and objectives. To aid the Board in its performance review, the Interim President may furnish oral and written reports. These materials are attached.

Under section 5.2 of the Interim Contract, the Governance Committee may recommend to the full Board up to seventy (70)% of the total possible performance based compensation.

This evaluation process in the Interim Contract is distinct from the evaluation process contained in the March 31, 2022 Presidential Contract, which would culminate in an evaluation in the 2023 fiscal year.

President Rhea Law accomplished a considerable amount during her 8 months serving as Interim President of USF. Chair Weatherford highlighted the following.

- Glide Path – Assess and Address Opportunities and Challenges
- Empower - Support Presidential Direct Reports
- Research Leadership – Search for a VP for Research
- Athletics – Review and Revise the Football Stadium Conceptual Planning Study
- Budget- Progress towards a new value driven university wide budget allocation model
- Strategic Planning – Process and finalize measurable goals and outcomes
- Property Review – Determine long term use of the North Fletcher property. In consultation with Environmental Scientists and stakeholders.
- One USF – Review and access opportunities at the regional campuses . Making sure voices are heard.
- External Relations – Enhancing Community and legislative relations. Secure additional State funding in the 2022 legislation.
- Internal Relations – Promote and enhance collaboration communication with internal stakeholders.

The Chair commented that every goal was hit in an 8-month span and because of these accomplishments Rhea Law is now the USF President.

Trustee Seixas commented on the many achievements of Interim President Law in such a short period of time.

Trustee Callahan comments concerned the positive outcomes and completions Interim President Law made by moving the University forward.

Chair Weatherford requested a motion to approve which was given by Trustee Sandy Callahan and seconded by Trustee Seixas. Item FL 104 – Interim President's 2021 – 2022 Evaluation was approved.

The Chair thanked President Rhea Law for her excellent service as Interim President and congratulated her in her new position as President.

Having no further business Chair Weatherford adjourned the Governance Committee meeting.