

USF Board of Trustees Governance Committee

Tuesday, August 23, 2022 Time: 9-9:30am Microsoft Teams Meeting

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

AGENDA

I. Call to Order and Welcome Chair Will Weatherford II. Public Comments Subject to USF Procedure III. New Business – Action Items FL 101 – Approval of May 24, 2022 Minutes Chair Weatherford FL 102 – DSO Board of Directors Chair Weatherford a) USF Foundation, Inc. b) USF Institute of Applied Engineering c) University Medical Service Association, Inc. d) Medical Services Support Corporation e) Health Professions Conferencing Corporation f) Sun Dome, Inc. • FL 103 – Approval of President's 2022-2023 Goals Chair Weatherford IV. New Business – Information Items a. Board Self-Assessment Review Chair Weatherford Chair Weatherford V. Adjournment



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. Trivunovichs' 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.

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

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 Siexas. 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 considerate 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.

Agenda Item: FL 102.a.

USF Board of Trustees

Governance Committee August 23, 2022

Issue: Direct Support Organization (DSO) submission of new, renewed and exofficio USF Foundation Board of Directors for terms starting July 1, 2022 or upon approval by the USF Board of Trustees.

Proposed action: Review and approval of the new, renewal, emeritus and exofficio USF Foundation Board of Directors for terms starting July 1, 2022 or upon approval by the USF Board of Trustees.

Executive Summary:

The following have been selected in accordance with the Foundation's bylaws and are now being presented to the USF Board of Trustees' Governance Committee for consideration and approval:

NEW MEMBERS

- <u>Sam Barrington</u>, '12, Vice President, Sky Limit Equipment, LLC. and Sports Analyst for the Vinik Sports Group
- <u>Laura Crouch,</u>'94, Vice President of External Affairs and Economic Development, Tampa Electric and Peoples Gas
- <u>Stephanie Goforth</u>, '82, is currently the Executive Vice President, Global Head of Sales and Marketing for Northern Trust
- Andy Hafer, '84, '88, '90, Founder and CEO of Dynamic Communities and Director of DCE Productions
- <u>Grace Maseda,</u> '14, Vice President of Marketing and Communication, Helios Education Foundation
- Anthony Umholtz, '99, Senior Vice President, Mortgage Banking at First Horizon

TERM RENEWALS

- Brad Bernstein, '84, Managing Partner for Monroe Capital
- Sam Bell, Retired attorney, lobbyist and legislator
- Joie Chitwood, '95, Vice President of Corporate Development at Arnold Palmer Group
- **Donna Longhouse**, '84, Attorney and Shareholder, Allen Dell P.A.
- <u>Bill Mariotti</u>, '15, President and Chief Executive Officer of Bill Mariotti Site Development Company Inc.
- <u>Panos Vasiloudes</u>, President and Chief Executive Officer at Academic Alliance in Dermatology Inc.

EMERITUS COMMITTEE

 <u>Les Muma,</u>'66, Philanthropist and Retired Financial Services Technology Executive

EX-OFFICIO APPOINTMENTS

- Rhea F. Law, President
- Eric M. Eisenberg, Ph.D., Interim Provost
- Richard Sobieray, Senior Vice President, Financial Strategy
- Christian Hardigree, J.D., Regional Chancellor, USF St. Petersburg
- Braulio Colon, Chair, USF Alumni Association Board of Directors

Financial Impact: None.

Strategic Goal(s) Item Supports:
BOT Committee Review Date:
Supporting Documentation Online (please circle):
Prepared by: Pam Prado, Chief of Staff and Director of Board Relations

No

University Board of Trustee Approval 2022 – 2023 USF Foundation Board of Directors



NEW MEMBER SLATE

- <u>Sam Barrington</u>, '12, Vice President, Sky Limit Equipment, LLC. In addition to his professional career in equipment rental and commercial and residential construction, Sam is a former USF Football student-athlete and sports analyst for the Vinik Sports Group. Following graduation, Sam was drafted by the Green Bay Packers and spent four years in the NFL with four different organizations. He was the Packers nominee for the 2015 Walter Payton NFL Man of the Year Award and a recipient of the USF Alumni Association Outstanding Young Alumni Award in 2021.
- Laura Crouch, '94, Vice President of External Affairs and Economic Development, Tampa Electric and Peoples Gas. Laura has held several positions including Director of Local Government, Community Relations, and Economic Development with Tampa Electric and Peoples Gas and Manager of Energy Policy Business Strategy, Policy and Analysis with TECO Energy. Laura is an active member of the USF College of Engineering Advisory Board. Other board service includes Florida Chamber, the Greater Tampa Chamber of Commerce, and the Visit Tampa Bay Advisory Board.
- Stephanie Goforth, '82, is currently the Executive Vice President, Global Head of Sales and Marketing for Northern Trust and has held numerous roles throughout her seventeen-year tenure with the company. Prior to Northern Trust, Stephanie held positions with Bank of America, SunTrust Bank and First Florida Bank. Stephanie's service to USF includes two stints on the USF Board of Trustees and current member of the St. Petersburg Campus Board. She is a life member of the USF Alumni Association and supports Women in Leadership and Philanthropy and St. Petersburg Town and Gown.
- Andy Hafer, '84, '88, '90 Andy has earned three degrees from USF including an A.A., a B.S. Electrical Engineering and M.B.A. He is the Founder and CEO of Dynamic Communities and Director of DCE Productions. His community interests include Villages of Hope Haiti, PRIDE Enterprises, and Cornerstone Community Group Homes. Andy is a former member of the USF Entrepreneurship Center Board and the Bulls Club Board, a current member of the Muma College of Business Dean's Executive Advisory Board, and a life member of the USF Alumni Association. He is also a recipient of both the FAST 56 and 1996 Alumnus of the Year Award.
- **Grace Maseda,** '14, Vice President of Marketing and Communication, Helios Education Foundation. Prior to Helios, Grace served as department manager for Strategic Initiatives Communications and Marketing for Hillsborough County Public Schools. Her community activities include City of Tampa Mayor's Hispanic Advisory Council, LEAP Tampa Bay, and Girls Scouts of West Central Florida. Grace's service to USF includes the Latin Community Advisory Committee.

• Anthony Umholtz, '99, Senior Vice President, Mortgage Banking at First Horizon. Tony was a member of USF's first football team and played professionally with the Tennessee Titans, New York Giants, and New England Patriots. As a USF student-athlete, Tony was recognized with both AP All-American and Academic honors. He is a current member of the Salvation Army Board of Directors and past member of the USF Alumni Association Board of Directors.

TERM RENEWAL CANDIDATES

- <u>Brad Bernstein,</u> '84, Muma College of Business. Brad resides in Chicago, Illinois and is Managing Partner for Monroe Capital. He has been an active member of the Foundation Board since July 2019, serving on the board's Investment Committee. In addition to his service on the Foundation Board, Brad serves on the Muma College of Business Dean's Advisory Council, supports the Muma College of Business and is a life-member of the Alumni Association.
- <u>Sam Bell</u>, Sam is a former member of the Florida House of Representatives where he served as Majority Leader and Chairman of the Rules, Commerce, and Appropriations Committees. In addition, Sam served as a senior attorney at Buchanan and as President of the Florida Public Health Foundation. He has been an active member of the Foundation Board since July 2019, serving on the board's Development and Executive Committees. In addition to his service on the Foundation Board, he previously served on the WUSF Partner and CoPH Advisory Boards. Sam received the class of '56 award and was awarded an honorary degree from USF.
- <u>Joie Chitwood</u>, '95, Muma College of Business. Joie is the Vice President of Corporate Development at Arnold Palmer Group, and he previously served as Executive Vice President and Chief Operating Officer for the International Speedway Corporation and President and Chief Operating Officer at Indianapolis Motor Speedway. He has been an active member of the Foundation Board since 2016, serving on the board's Development Committee. Joie is a life member of the Alumni Association and a recipient of the Alumni Association Distinguished Alumnus Award.
- **Donna Longhouse,** '84, College of Arts and Sciences. Donna is an attorney and shareholder at Allen Dell P.A., practicing exclusively in the areas of tax law, trusts, and estates. Prior to joining Allen Dell, she was an attorney and shareholder at Fowler White Boggs P.A. of Tampa, FL. She has been an active member of the Foundation Board since 2016, serving on the board's Investment and Nominating and Board Development Committees. In addition to her service on the Foundation Board, Donna is a 2016 alumna of Leadership Tampa Bay, former chairman of the Community Foundation of Tampa Bay Board of Trustees, and former board member of The Florida Orchestra. Donna supports the USF College of Arts and Sciences and Athletics.
- <u>Bill Mariotti</u>, '15, Muma College of Business. Bill is the President and Chief Executive Officer of Bill Mariotti Site Development Company Inc., a full-service contracting company. He has been an active member of the Foundation Board since 2019, serving on the board's Audit and Finance Committees. In addition to his service on the Foundation Board, he is a current member of both the Alumni Association Board of Directors and USF Sarasota-Manatee Campus Board. Bill is a past recipient of the Alumni FAST 56 Award and a significant donor to USF.
- Panos Vasiloudes, Panos is a dermatologist, pediatrician, and President and Chief Executive Officer at Academic Alliance in Dermatology Inc. He has been an active member of the

Foundation Board since 2019, serving on the Board's Development Committee. In addition to his service on the Foundation Board, he served on the HSC Campaign Cabinet Committee and has served at the University of South Florida as an affiliate clinical assistant professor of pediatrics in the Department of Pediatrics since 2003 and in the Department of Dermatology since 2007. Dr. Vasiloudes and his wife have been major gift donors to USF Health since 2004.

EMERITUS COMMITTEE CANDIDATE

• <u>Les Muma,</u> '66, College of Arts and Sciences. During his tenure on the Foundation Board, Les served fifteen years, including two-terms as both Chair of the board and the USF Unstoppable Campaign. He is a former University Trustee, a current member of the Muma College of Business Dean's Advisory Board, an Alumni Association Distinguished Alumnus Award honoree and a life member of the Alumni Association. Les along with his wife Pam are significant supporters with twenty-five years of consecutive giving across USF.

EX-OFFICIO APPOINTMENTS (BY VIRTUE OF POSITION HELD)

- Rhea F. Law, President
- Eric M. Eisenberg, Ph.D., Interim Provost
- Richard Sobieray, Senior Vice President, Financial Strategy
- Christian Hardigree, J.D., Regional Chancellor, USF St. Petersburg
- Braulio Colon, Chair, USF Alumni Association Board of Directors

Agenda Item: FL 102.b.

USF Board of Trustees

Governance Committee August 23, 2022

Issue: USF Institute of Applied Engineering (IAE) Board Members

Proposed action: Approve Appointment of IAE Board Members

Executive Summary:

Per Florida Statute Section 1004.28 and USF Regulation 13.002, the USF Board of Trustees must approve members of Direct Support Organizations' Boards of Directors. Pending final approval from the USF IAE Board of Directors at its meeting in October, USF IAE requests the USF Board of Trustees approve the appointments of Kenneth F. McKenzie, Jr. and Richard Sobieray to its Board of Directors.

Mr. McKenzie is the Executive Director of USF's newly created Global and National Security Institute, an initiative designed to further place the state of Florida at the forefront of addressing critical issues facing the nation in sectors such as defense, economic and political security, health and human security and infrastructure and environmental security. Mr. McKenzie is a retired United States Marine Corps General and former chief of U.S. Central Command and brings extensive leadership skills and a decades-long military and international security background to his current position.

In April 2022 Mr. Sobieray was appointed as the USF Senior Vice President for Financial Strategy (CFO) and Administrative Services. Mr. Sobieray is responsible for providing strategic leadership in finance and operations across USF's three campuses and USF Health. This includes working with USF's academic and administrative leadership and stakeholders to design a new value driven university-wide budget allocation model that builds on the diverse, equitable and inclusive culture at USF, including shared costs for shared services among campuses, F&A distribution, and a transparent reporting system. He serves as a primary resource and liaison to the USF Board of Trustees on financial and operational matters.

Upon final approval by both the USF Board of Trustees and USF IAE Board of Directors, Mr. McKenzie and Mr. Sobieray are eligible for appointment ending October 2025.

Financial Impact: N/A

Strategic Goal(s) Item Supports: All

BOT Committee Review Date: August 16, 2022

Supporting Documentation Online (please circle): Yes No

Prepared by: Eric Forsyth, IAE Executive Director for Enterprise Operations

Kenneth F. McKenzie, Jr. General USMC, Retired



Kenneth F. McKenzie, Jr. is the Executive Director of USF's newly created Global and National Security Institute, an initiative designed to further place the state of Florida at the forefront of addressing critical issues facing the nation in sectors such as defense, economic and political security, health and human security and infrastructure and environmental security.

Mr. McKenzie, Jr. is a retired United States Marine Corps general and former chief of U.S. Central Command, and brings extensive leadership skills and a decades-long military and international security background to his current position.

A native of Birmingham, Alabama, upon graduation from The Citadel in 1979, Gen McKenzie was commissioned into the Marine Corps and trained as an infantry officer.

He has commanded at the platoon, company, battalion, Marine Expeditionary Unit (MEU), and component levels. As a LtCol, he commanded First Battalion, Sixth Marines. As the Commanding Officer of the 22d MEU (SOC), he led the MEU on combat deployments to Afghanistan in 2004 and Iraq in 2005-06. In 2006-07 he served as the Military Secretary to the 33rd and 34th Commandants of the Marine Corps.

In July 2007, upon promotion to BGen, he served on the Joint Staff as a Deputy Director of Operations within the National Military Command Center. In June 2008, he was selected by the Chairman of the Joint Chiefs of Staff to be the Director of the Chairman's New Administration Transition Team (CNATT). In this capacity, he coordinated the efforts of the Joint Staff and the combatant commands in preparing for and executing a wartime transition of administrations.

In June 2009, he reported to the International Security Assistance Force (ISAF) in Kabul, Afghanistan to serve as the Deputy to the Deputy Chief of Staff (DCOS) for Stability. Upon his return from Afghanistan, in July 2010 he was assigned as the Director, Strategy, Plans, and Policy (J-5) for the U.S. Central Command. In August 2012, he reported to Headquarters Marine Corps to serve as the Marine Corps Representative to the Quadrennial Defense Review. In June 2014, he was promoted to LtGen and assumed command of U.S. Marine Corps Forces, Central Command. In October 2015, he was assigned to the Joint Staff to serve as the Director, J-5, Strategic Plans and Policy, Joint Staff. In July 2017, he was named the Director, Joint Staff. Gen McKenzie was promoted to his current rank and assumed command of U.S. Central Command in March 2019.

Gen McKenzie is an honors graduate of the Armor Officer Advanced Course, Marine Corps Command and Staff College, and the School of Advanced Warfighting. He was selected as a CMC Fellow in 1999, and served as a Senior Military Fellow within the Institute for National Strategic Studies at the National Defense University. He has a Masters in Teaching with a concentration in History.

Richard Sobieray



In April 2022 Richard Sobieray was appointed as the USF Senior Vice President for Financial Strategy (CFO) and Administrative Services. Mr. Sobieray is responsible for providing strategic leadership in finance and operations across USF's three campuses and USF Health. This includes working with USF's academic and administrative leadership and stakeholders to design a new value driven university-wide budget allocation model that builds on the diverse, equitable and inclusive culture at USF, including shared costs for shared services among campuses, F&A distribution, and a transparent reporting system. He serves as a primary resource and liaison to the USF Board of Trustees on financial and operational matters.

Prior to his current position, Rich joined USF Health in December 2014 to the lead the USF Physicians Group, the faculty practice plan for USF Health Morsani College of Medicine and its \$260 million annual budget. He ultimately served as Senior Associate Vice President and Chief Financial Officer for all of USF Health as well as the Vice Dean for Business and Finance for the Morsani College of Medicine, including the practice plan, managing a budget exceeding \$850 million.

During his leadership of the USF Physicians Group, he led the financial and operational turnaround of the faculty practice plan. As a result, the practice plan is not only financially stable but is providing top quality care, including improving patient experience. Today, in addition to continue to oversee the finances of the practice plan and now all of all of USF Health, he works with the University leadership on the financing of the new USF Health Morsani College of Medicine building in downtown Tampa and the USF consolidation efforts.

Prior to joining USF Health, Rich was with the Ohio State University Wexner Center as Associate Vice President and Executive Director of OSU Physicians, Inc., the faculty practice plan for the University and Assistant Dean of Clinical Affairs for the Ohio State University College of Medicine. There he led the formation of the faculty practice plan, integrating almost 90 different subspecialty medical groups under a common umbrella. The new faculty practice plan had an annual budget approaching \$700 million.

Rich was also a manager at Blue & Co., LLC, a leading regional accounting and consulting firm in the Midwest, where he worked with hospitals and medical groups.

He received his Master's degrees in Health Administration and Allied Health Education from Indiana University and completed the Executive Leadership Program at Northwestern University's Kellogg School of Management.

Agenda Item: FL 102.c.

USF Board of Trustees

Governance Committee August 23, 2022

Issue: Direct Support Organization (DSO) Board of Directors

Proposed Action: Approve Changes to University Medical Service Association,

Inc. ("UMSA") Board of Directors

Executive Summary:

As set forth in Florida Statute Section 1004.28, USF Regulation 13.002, and the UMSA Corporate By-Laws, the USF Board of Trustees must approve appointment of certain members of the UMSA Board of Directors.

Ex-Officio Member of UMSA Board of Directors:

1. Recognize Leigh Ann Drexler as an Ex-Officio Member by virtue of her position as Interim Chief Financial Officer, USF Health (Chief Operating Officer in UMSA By-Laws – Article IV.2.F)

Elected Members of UMSA Board of Directors for FY2023ⁱ:

- 2. Add James Grichnik, M.D. Professor and Chair of Dermatology, as a Director representing the Procedural Chairs (ii) according to UMSA Bylaws (IV.2.G.i) with a term ending in October 2025.
- 3. Add Patricia Emmanuel, M.D., Professor and Chair of Pediatrics, as a Director representing the Cognitive Chairs (i) according to UMSA Bylaws (IV.2.G.i) with a term ending October 2025.

Financial Impact: No financial impact

Strategic Goal(s) Item Supports: **BOT Committee Review Date:** Supporting Documentation Online (please circle):

Yes Prepared by: Robert Pelaia, Deputy General Counsel

No)

- (i) (ii)
- Cognitive Departments: Internal Medicine, Neurology, Pediatrics, Psychiatry Procedural Departments: Dermatology, Ophthalmology, Pathology, Physical Therapy, Radiation Oncology, Radiology
- Primary Care Department: Family Medicine (iii)
- Surgical Departments: Ob/Gyn, Orthopaedic Surgery, Otolaryngology-ENT; (iv) Neurosurgery, Plastic Surgery, Surgery, Urology

Each Elected Director serves a term of three years. To assure continuity of the UMSA Board, elections are staggered.

ⁱ Elected Directors are clinical chairs elected by formal ballot from like departments:

Agenda Item: FL 102.d.

USF Board of Trustees

Governance Committee August 23, 2022

Issue: Direct Support Organization (DSO) Board of Directors

Proposed Action: Approve Changes to USF Medical Services Support Corporation ("MSSC") Board of Directors

Executive Summary:

As set forth in Florida Statute Section 1004.28, USF Regulation 13.002, and the MSSC Corporate By-Laws, the USF Board of Trustees must approve appointment of certain members of the MSSC Board of Directors.

Ex-Officio Member of MSSC Board of Directors:

 Recognize Leigh Ann Drexler as an Ex-Officio Member by virtue of her position as Interim Chief Financial Officer, USF Health (Chief Operating Officer in MSSC By-Laws – Article IV.2.F)

Elected Members of MSSC Board of Directors for FY2023ⁱ:

- 2. Add James Grichnik, M.D. Professor and Chair of Dermatology, as a Director representing the *Procedural Chairs* (ii) according to MSSC Bylaws (IV.2.G.i) with a term ending in October 2025.
- **3.** Add **Patricia Emmanuel, M.D., Professor and Chair of Pediatrics**, as a Director representing the *Cognitive Chairs* ⁽ⁱ⁾ according to MSSC Bylaws (IV.2.G.i) with a term ending October 2025.

Financial Impact: No financial impact

Yes

Strategic Goal(s) Item Supports:
BOT Committee Review Date:
Supporting Documentation Online (please circle):
Prepared by: Robert Pelaia, Deputy General Counsel



- (i) (ii)
- Cognitive Departments: Internal Medicine, Neurology, Pediatrics, Psychiatry Procedural Departments: Dermatology, Ophthalmology, Pathology, Physical Therapy, Radiation Oncology, Radiology
- Primary Care Department: Family Medicine (iii)
- Surgical Departments: Ob/Gyn, Orthopaedic Surgery, Otolaryngology-ENT; (iv) Neurosurgery, Plastic Surgery, Surgery, Urology

Each Elected Director serves a term of three years. To assure continuity of the MSSC Board, elections are staggered.

ⁱ Elected Directors are clinical chairs elected by formal ballot from like departments:

Agenda Item: FL 102.e.

USF Board of Trustees Governance Committee August 23, 2022

Issue: Adding new members to the USF Health Professions Conferencing Corporation ("HPCC") Board of Directors

Proposed action:

HPCC is a Direct Support Organization of the University of South Florida that is responsible for the management and operation of the USF Health Center for Advanced Medical Learning and Simulation ("CAMLS") and is the organizational unit designated to provide administrative oversight and program coordination for CAMLS. The Senior Vice President of USF Health seeks approval of the addition of four (4) new members to the HPCC Board of Directors

Executive Summary:

Per Section 3.4 of the HPCC bylaws, the HPCC Board of Directors shall consist of at least five but no more than nine directors. After a careful review of potential candidates, the Chair for the HPCC Board of Directors together with the Chief Executive Officer for HPCC have recommended to the Senior Vice President for USF Health that the following individuals be appointed to the HPCC Board of Directors:

- Linda Olson President/CEO, Tampa Bay Wave
- Lynda Remund President/CEO, Tampa Downtown Partnership
- Mark Taylor Director of the Lynn Pippenger School of Accountancy at USF Muma College of Business
- Hal Mullis President Emeritus, Trenam Law

Financial Impact: None

Prepared by: Dr. Haru Okuda

Yes

Strategic Goal(s) Item Supports:
BOT Committee Review Date:
Supporting Documentation Online (please circle):

No

Agenda Item: FL 102.f.

USF Board of Trustees

Governance Committee August 23, 2022

Issue: Sun Dome Inc. Board of Directors

Dropped estimate Annual months and didates to the Company line

Proposed action: Approve replacement candidates to the Sun Dome Inc.

Board of Directors.

Executive Summary:

Pursuant to Florida Statute Section 1004.28 and USF System Regulation 13.002, the USF Board of Trustees must approve members of Direct Support Organizations' Boards of Directors.

Sun Dome Inc. is seeking approval to replace an appointed position on its Board to run concurrent with the existing term of service concluding June 30, 2023:

- Appointed Members
 - o Nick Trivunovich, USF Vice President for Business and Finance and CFO
 - Serves as Designee for USF President
 - Retired from the University of South Florida Effective 6/30/22

No

- Proposed Replacement
 - Jennifer Condon, USF Vice President and Deputy CFO
 - Will serve in the same capacity as predecessor
 - Promoted to position effective 7/1/22

Financial Impact: N/A

Strategic Goal(s) Item Supports: BOT Committee Review Date:

Supporting Documentation Online (please circle): Yes

Prepared by: Ashley Leko, Sr. Associate AD

Ashley Leko

From: Business & Finance Communications <FinanceComm@USF.EDU>

Sent: Monday, July 18, 2022 4:43 PM

To: USF_COMMUNICATION_FOR_EMPLOYEES@LISTSERV.USF.EDU

Subject: Important personnel update from the Office of Business and Finance



Dear USF community,

I would like to share with you some important personnel news from the Office of Business and Finance. I'm pleased to announce that effective July 1, Jennifer Condon has been promoted to vice president, deputy CFO and controller at USF, with direct responsibility for Resource Management and Analysis, Housing and the Controller's Office.

Jennifer is a CPA, certified in the State of Connecticut. She has a Bachelor of Science degree from Clarkson University with a double major in accounting and finance and a concentration in technical communication.

After a few years in public accounting, Jennifer found her professional home in educational administration. She spent seven years at Yale University before relocating to Florida in 2006 to become associate controller for research financial management at USF.

Over the course of the last 16 years, Jennifer has progressively increased her span of responsibility with promotions to deputy controller and then to controller, where she has spent the last nine years elevating the central financial business processes of USF, in line with best practices.

Jennifer will continue to play a critical role in the university's budget practices, especially as we develop a new transparent and sustainable budget model to support USF's strategic goals.

Please join me in congratulating Jennifer!

Rich Sobieray

Senior Vice President for Financial Strategy and Administrative Services and Chief Financial Officer

Jennifer Condon, CPA

615 Whisper Woods Drive, Lakeland, Florida 33813 jcondon@usf.edu

SUMMARY OF QUALIFICATIONS

Results oriented and conscientious professional with a solid reputation for managing competing priorities, leadership, team building, organization, critical thinking, negotiation and a strong dedication to train and develop staff to achieve professional growth.

PROFESSIONAL EXPERIENCE

UNIVERSITY OF SOUTH FLORIDA - Tampa, FL

August 2006 - Present

Vice President, Deputy CFO and Controller

Reporting to the Senior Vice President for Financial Strategy and Administrative Services, provide direction and oversight for the Contoller's Office, Resource Management and Analysis and Housing.

- Effectively provide accounting, budget and operational support to the university while focusing on the mission to safeguard university assets and maintain compliance with Federal and State regulatory guidelines.
- President's designated member for USF Alumni Association Board of Directors.
- Member of USF Sun Dome Board of Directors
- Member of USF Research Foundation Board of Director Finance and Audit Committee.
- Member of Into USF Board of Directors.

Associate Vice President and Controller

Reporting to the Vice President for Business and Finance, provide direction and oversight for approximately 130 permanent and 20 temporary employees in six distinct divisions of the Controller's Office; Accounting and Reporting Services, Payment Services, Payroll and Tax Advisory Services, Procurement Services, Student Financial Services and the Office of Supplier Diversity.

- Spearheaded accelerated production of university audited financial reports.
- Coordinated university response to all periodic audits performed by Florida State Auditor General's Office with significant reduction in recommendations issued.
- Successfully implemented multi-year backlog of open internal audit recommendations.
- Member of the Inter-institutional Committee on Finance and Accounting, an organization consisting of all Florida University Controllers.

Assistant Dean and Director, USF Health Morsani College of Medicine (COM)

Managed all financial operations, with an annual budget exceeding \$300 million, to fulfill the educational, research and clinical missions of the COM.

- Completed Annual Financial Questionnaire on Medical School Financing, incorporating data from Direct Support Organizations and major COM affiliates.
- Transitioned "House Staff" billing process to PeopleSoft Accounts Receivable Module which
 resulted in full accrual accounting for approximately \$60 million of annual invoicing for USF.
- Initiated project to enhance transparency of accounting within the college through appropriate
 use of account codes as well as direct charging to distinct fund and department source
 combinations (i.e. tuition, Federal Work Study, House Staff, etc.).
- Developed comprehensive quarterly management financial reports for COM.

Deputy Controller, Controller's Office

Directed three operating units; General Accounting, Reporting and Technology Services, and Research Financial Management.

- Managed 46 staff members in various operational roles.
- Received USF Partner Awards from Department of Child and Family Studies and The Research Administration Improvement Network (TRAIN).
- Participated in the successful delivery of audited financial statements for the USF System and Regional Campuses which were due on an accelerated time table.

Jennifer Condon, CPA

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- Focusing on cross-unit collaboration, relocated General Accounting and Reporting and Technology Services to shared workspace with Research Financial Management.
- Spearheaded project to accelerate the monthly fiscal closing for the University.

Associate Controller, Research Financial Management

In compliance with regulatory requirements, planned, organized, and managed fiscal functions for over \$200 million per annum in sponsored research awards for the University.

- Received 2009 USF Outstanding Staff Award.
- Recruited all management positions to build a better qualified and higher performing team. Established unit as area of expertise for financial research administration.
- Re-organized department to align workforce by function and sponsor yielding more streamlined and effective business processes.
- Implemented and closed backlog of prior internal and external audit recommendations and significantly reduced findings for annual federal audit. (1 finding issued per year).
- Collaborated with Director of Division of Sponsored Research to create an atmosphere of partnership resulting in improved customer service for USF research community.
- Appointed to Institutional Compliance and Ethics Council by University President and University Provost.

YALE UNIVERSITY - New Haven, CT

March 1999 - July 2006

Administrator; Molecular, Cellular, and Developmental Biology

Responsible for financial, administrative, human resource, facility planning and operational management for approximately 70 faculty, 65 staff, 90 postdoctoral associates and 135 graduate students.

- Managed 27 staff members in varied administrative support roles. Reorganized business support functions with focus on cross training to improve overall customer service levels and eliminate single points of failure caused by staff absences.
- Created mirrored financial support teams for sponsored award fiscal management in accordance
 with University policies and procedures and federal regulations. (Research direct expenditures
 approximated \$18 million per annum on 130 sponsored awards.)
- Developed, implemented and managed a staff performance development program.
- Appointed to several University process improvement committees for procurement and financial management. Based on reputation for fairness and objectivity, selected by University President for Managerial and Professional Staff Grievance Panel.

Administrator; Yale School of Medicine (YSM)

Administered all financial, operational, and information systems for over 50 fiscal units.

- Supervised 6 administrators with varying levels of business office staffing.
- Developed and monitored fiscal budgets with a combined value of approximately \$40 million and managed all human resource activities for over 400 employees. Ensured budgetary compliance through regular review of accounts and comprehensive, timely reporting to unit directors.
- Spearheaded the development of short and long-term business plans for all 50 units.
- Efficiently optimized functioning of business activities and pricing/recovery structures for units within department in compliance with Federal and University costing policies and procedures.

Assistant Controller; Yale School of Medicine (YSM)

In partnership with the University Controller's Office, provided accounting support, financial reporting, monitoring, and analysis as well as internal control guidance to YSM users.

- Managed the development, presentation and completion of internal financial statements.
- Developed matrix for YSM indirect cost, administrative assessment, and fringe benefit recoveries.
- Provided valuation, accounting, and reporting for all YSM accounts receivable.
- Performed accounting for YSM related entities and affiliations. Prepared quarterly reporting package on operating activity for senior management.
- Assisted in the planning, development and implementation of YSM policies and procedures and interacted with department administrators to resolve accounting issues.

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UTC PRATT & WHITNEY - Financial Analyst

McGLADREY & PULLEN, LLP - In-Charge Auditor

McGLADREY & PULLEN, LLP - Staff Auditor

ERNST & YOUNG, LLP - Staff Auditor

February 1998 - March 1999

August 1996 - February 1998

September 1993 - November 1994

September 1992 - September 1993

EDUCATION

CLARKSON UNIVERSITY - Potsdam, NY

Bachelor of Science Degree - Magna cum Laude

Double Major: Accounting & Finance Minor: Business Communications

TECHNICAL KNOWLEDGE and CERTIFICATIONS

- * Certified Public Accountant, State of Connecticut
- * Generally Accepted Accounting Principles / Governmental Accounting Standards Board
- * Microsoft Office Suite * Oracle PeopleSoft
- * State of Florida and Federal Regulations for university lines of business
 - * Contract and Grant
 - * General Revenue and Related Restrictions
 - * Payroll & Tax
 - * Procurement & Property Management
 - * Student

Agenda Item: FL 103

USF Board of Trustees

September 6, 2022

Issue: President's 2022-2023 Goals

Proposed action: Approval of President's 2022-2023 Goals

Executive Summary:

Per the President's contract: On or before August 15th of each contract year, the President shall provide the Board Chair with a list of proposed goals and objectives. Once approved by the Board Chair the proposed list of goals and objectives shall be submitted by the President to the Governance Committee of the Board of Trustees for consideration. Following consideration by the Governance Committee, the proposed goals and objectives shall be presented for review and approval by the Board.

Financial Impact:

Strategic Goal(s) Item Supports: Goals 1-5

BOT Committee Review Date: Governance Committee, August 23, 2022

Supporting Documentation Online (please circle): Yes

Prepared by: Paige Geers, Chief of Staff

Presidential Goals 2022-2023

- 1) Academic Excellence & Student Success: Bolster academic excellence and student success outcomes by focusing on establishing initiatives that prepare graduates to compete in a 21st-century workforce and driving meaningful engagement and alignment with business and industry; maintaining momentum on Performance-Based Funding and Preeminence metrics and USF's trajectory to Top 25 USNWR; and ensuring a campus environment that is diverse and inclusive, while fostering a sense of belonging and supporting freedom of expression.
 - a. Meet or exceed the non-normalized score (87 out of 100 points) USF earned in the 2022 PBF assessment.
 - b. Meet or exceed all Preeminence metrics.
 - c. Implement strategies towards achieving USNWR Top 25 including a focus on class size reductions and increasing the six-year graduation rate, the peer assessment score, and the average spend per student.
 - d. Implement best practices and strategies related to freedom of expression including a new civil discourse orientation module.
- 2) **Great Place to Work:** Further USF's commitment as a great place to work through attracting, retaining, and developing high-quality, diverse faculty and staff, and improved administrative infrastructure and systems that drive operational efficiency, transparency, and inclusivity.
 - Begin year one of Oracle implementation to stabilize the infrastructure around talent planning; streamline processes and build efficiencies for predictive workforce planning; and proactive and predictive to promote diversity, equity, and inclusion best practices.
 - 2. Launch and promote an Employee Success Center to ensure employee growth and retention.
 - 3. Increase employer brand through global recognition of workplace environment.
 - 4. Complete leadership searches for the Provost and the Vice President for Diversity, Equity, and Inclusion.
- 3) In Pursuit of Excellence: Elevate and promote USF's pursuit of excellence by advancing the university's regional, statewide, and national reputation through efforts in planning for an on-campus stadium; brand positioning and marketing; engagement with community, alumni, legislative stakeholders, and business and industry; planning and development of new facilities and strategic initiatives on branch campuses and USF Health; and continued implementation of USF's 2022-2027 Strategic Plan.
 - a. Continue to monitor the effective implementation of the University's Strategic Plan.
 - b. Empower university leaders to meet their strategic goals.
 - c. Continue to assess feasibility of on-campus Stadium.
 - d. Enhance USF's national reputation by completing a brand research project to develop positioning and messaging to support future marketing and communications.
 - e. Increase engagement with the Tampa Bay community through targeted outreach, especially to highlight USF's efforts around diversity and inclusion.

- f. Complete the due diligence and begin the design phase on the College of Nursing expansion and the Sarasota-Manatee campus Nursing Stem Building.
- g. Obtain approval from the Board of Governors to construct the USF Sarasota-Manatee campus Housing and Student Center Project.
- h. Launch President's Global Leadership Council to activate high achieving global USF alumni to engage with USF around issues and activities of international significance.
- 4) **Research**: Evaluate the needs/gaps of the Office of Research to better meet the changing university landscape.
 - a. Meet or exceed USF's rankings in the top 10% for total research expenditures.
 - b. Drive new proposals by faculty and optimize funding levels to increase active research awards.
 - c. Assess decentralized vs. centralized research models.
- 5) **Budget Model**: Implementation of the university's new budget model to ensure a strong, sustainable, and adaptable financial base by identifying, carrying out, and maintaining best practices of judicious resource management.
 - a. Finalize the new funds flow model, including developing the 5-year financial plan that aligns with the university's strategic plan.
 - b. Identify internal efficiencies to address cost containment to invest in strategic growth areas.
- 6) **Legislative Support, Fundraising & Commercialization**: Maximize external revenue streams through fundraising/philanthropic targets, research, and other auxiliaries.
 - a. Continue strong community and legislative relations to bolster awareness of the unique and personalized strengths across each campus to increase advocacy and secure additional recurring state investments.
 - b. Raise \$125 million or more in total gifts and commitments.
 - c. Diversify, commercialize, and monetize USF intellectual property by expanding beyond patents to data licensing, trademarks, copyrights, and actively engaging consultants to identify suitability for licensing and any infringements.

Agenda Item: Information Item

USF Board of Trustees

Governance Committee August 23, 2022

Issue: Board of Trustees Self Evaluation

Executive Summary:

Section 4 of the Southern Association of Colleges and Schools Commission on Colleges 2018 Principles of Accreditation requires governing boards to define and regularly evaluate their responsibilities and expectations as a Board. The Board's responsibilities are defined in Article IX, Section 7 of the Florida Constitution, the Board's Operating Procedures, Board regulations, and state law.

The biennial Board of Trustees' Self-Evaluation survey was administered electronically in July. The survey results are posted in Diligent for discussion.

Strategic Goal(s) Item Supports:

Supporting Documentation Online: Yes No Prepared By: Kiara Guzzo, Associate Director Board Operations



2021-2022 Board of Trustees Self-Evaluation Report

Survey Overview:

As part of best practices for governance boards, the USF Board of Trustees will "periodically assess the performance of the Board, its committees, and its members." Every even year, each Trustee will receive and complete an electronic survey to evaluate the Board's performance and its members understanding of their responsibilities and expectations. The survey results will be reviewed by the Governance Committee at their next meeting immediately following survey distribution. The Chair of the Governance Committee will present the survey results to the Board at its next meeting.

Survey Respondents:

The following report is an analysis of the self-evaluation results. For this analysis "N/A" was excluded. Twelve members were emailed the self-evaluation and eleven responded, resulting in a **92%** response rate. Please note that not every respondent responded to all of the questions.



Q1 - Please rate your level of agreement on the following questions:

11 Responses

Field	Strongly Agree	Agree	Neither Agree nor Disagree	Disagree	Strongly Disagree
Board member responsibilities are clear.	55%	45%	0%	0%	0%
The Board is knowledgeable about state and regional higher education needs.	27%	64%	9%	0%	0%
The Board has protocols for responding to citizens and the media.	73%	27%	0%	0%	0%
The Board is knowledgeable about the mission, vision and strategic priorities of USF.	82%	18%	0%	0%	0%
The Board's meeting agenda clearly reflects USF's mission, vision and strategic priorities.	55%	45%	0%	0%	0%
The Board ensures that its mission and goals are sufficiently responsive to current and future USF community higher education and workforce needs.	64%	36%	0%	0%	0%
Board members make decisions after thorough discussion and exploration of many perspectives.	55%	27%	9%	9%	0%
The Board is familiar with the USF's Accountability Plan.	55%	45%	0%	0%	0%
The Board understands the fiscal conditions of USF.	36%	55%	9%	0%	0%
The Board adheres to a code of ethics.	82%	9%	9%	0%	0%
Board members avoid conflicts of interest and the perception of conflicts of interests.	82%	9%	9%	0%	0%
The Board advocates USF interests to state agencies and legislators.	64%	36%	0%	0%	0%
The Board promotes an environment where Board members feel engaged, respected, and empowered to raise issues for discussion.	64%	27%	0%	9%	0%



Q2 - What would you like to see the Board accomplish in the next two years?

11 Responses

What would you like to see the Board accomplish in the next two years?

Diversify the membership of the board. The business executives who make up almost all of the board membership provide enormously valuable perspective and expertise for the board. But having other, additional perspectives would be very valuable as well.

Continue to provide strong Governance for the President and her management team of the University. Also, to make sure we are staying aligned with our strategic plan.

one thing I would like the board to accomplish in the next two years is the issue with the salaries of the staff of USF as most of their yearly salaries are below the poverty line of hillsbourough county. while USF is receiving Preemienence from the state for our performance the people who helped the university to achieve this status are struggling with the rising inflation of Tampa Bay.

Replace Dean of Business college, Provost, VP of Research with talented, supremely qualified individuals. Maintain or meet all performance targets to include Preeminence. Improve financial budgeting and controls

Achieve its goals on all metrics, but have enough flexibility to adjust for rapid external changes and recognize internal trends, headwinds and opportunities as well.

A long-term financial plan aligned with the strategic plan

Continue to focus on the needs of the students and the business community

Continue to improve our facilities at all three campuses and ensure that we create a good foundation with Rhea's leadership so whomever succeeds her is placed in good position to continue the success.

Continue to execute strategic plan/vision

Maintain the accountability plan and exceed expectations.

Moving closer towards Top 25 and be underway with the construction of the on campus stadium.



Q3 - What do you think the Board does well?

11 Responses

What do you think the Board does well?

The current board seems to have a very good relationship with the USF administration. They seem to work well together.

A good team-oriented group. Thinks big picture on what is best for the university. The board asks the right questions and holds management accountable.

The current structure (Communication, Board meetings, and Facilitations) of the BOT is effective and with this, I can see the board accomplishing the Strategic plan of USF quicker than anticipated.

Good presentations from staff and faculty, good discussions on decisions. Good legal controls. Good camaraderie

Genuine interest and commitment to the university.

I think the Board has an effective committee structure which allows the full Board to use a Consent Agenda to quickly attend to items addressed by committees and spend time on those items requiring full board engagement. The board also does a good job of always keeping students at the forefront of discussions.

Engage every Board member in the push for an on-campus stadium

I think the Board listens well and respects the opinions of its members. I believe the committees do an excellent job of reviewing the detailed information presented and can be relied upon to properly vet various issues.

responsibly fosters the success of the university

Communicate and respect each other's opinions and differences.

We listen and are deeply committed to the Strategic Plan. We also have a high level of respect for the university stakeholders and each other.



Q4 - What change or action would most improve the Board's performance?

11 Responses

What change or action would most improve the Board's performance?

Find a way to have more open, frank discussion of the issues before the board. The Sunshine Law presents a real challenge in this regard.

- continue to seek diversity of thought and ideas
- more active engagement on committees
- think collectively and strategically about how we can make USF a top 25 University
- continue to build strong relationships with our government partners in our community, Tallahassee and Washington DC

I have only attended one board meeting so far and from what I have observed board has been using an effective strategy to tackle the University affairs. I do not have any suggestions as of right now but I will definitely reach out if I observe any changes that can be made to improve the board's performance

Committee briefings and presentations can be more thorough

The board make-up has changed along with the major leadership changes. Long-time board members have stepped down and this is the opportunity for new emerging board leaders to step-up in more present ways either through heightened input/engagement in the business of USF (more than show-up to meetings), participation in public events to promote USF, engagement with students, donor relationships.

Nothing comes to mind

Continue to be conscious of the balance between the time board members spend between their corp responsibilities and the workload as a Board member

Would like to see a more detailed budget presentation to better understand the expense side of the university.

none

N/A

Continue to find ways for each Trustee to take ownership/leadership of an area(s) they are passionate about.