



**Board of Trustees Governance Committee  
May 14, 2019  
Meeting Notes**

Meeting called to order at 10:22 a.m.

Members present: Les Muma, Chair, Stephanie Goforth, Hal Mullis, Jordan Zimmerman

Committee Chair Muma welcomed everyone.

**New Business – Action Items**

**FL 101 – Approve 10/29/18 minutes**

Committee Chair Muma introduced the item and asked for a motion.

Motion made by Hal Mullis, 2<sup>nd</sup> by Stephanie Goforth; no discussion occurred and approved by all committee members present.

**FL 102 – Approve DSO Bylaw Amendments**

Committee Chair Muma introduced the item explaining that legislation changed this session changing 13.002 regulation. Hilary Black presented the item.

Ms. Black shared that the DSO bylaws now need to be amended to include: a. one director appointed by the BOT Chair; b. 1 director is to be the president and/or designee; all directors must be approved by Board of Trustees. She also shared that many of the DSOs took the opportunity to review their bylaws and update them to better reflect current practice.

Trustee Mullis asked if their approval today would be a recommendation to the full Board. Ms. Black shared that it would. She also shared that there are 4 DSOs that have not completed their review but will be done by the June meeting.

Trustee Muma asked if they could approve all of the amendments as long as management has reviewed and confirmed that appropriate changes occurred. Ms. Black shared that they could.

Trustee Goforth moved to recommend approval to the Board of Trustees of the amendments to each DSO's bylaws, as long as management has reviewed and approved the bylaws for conformity to Florida Statutes and the USF System DSO Regulation 13.002 and contingent upon

each DSO's board of director's approval. Hal Mullis 2<sup>nd</sup> motion. No further discussion with motion approved by all members in attendance.

### **New Business – Information Item**

#### **Construction Accounting Audit Corrective Actions**

Committee Chair Muma called on CFO Nick Trivunovich to present an update on the corrective actions from the construction accounting audit. He provided a dashboard on the seven statements of risk with recommendations, status and comments pertaining to each risk. Trustee Goforth inquired about the role of University Audit and Compliance. Mr. Trivunovich shared that they are working in conjunction with the University Audit and Compliance team. He also shared that they have done additional training on all campuses to enhance consistency across all campuses. Trustee Goforth also requested that the campus board chairs on their status. The expectation is all implementation of risks will be completed by October 1, 2019. Two items were already completed. Mr. Trivunovich and Chair Zimmerman discussed a new level of approval to avoid construction expenditure surprises. Changes will be brought back to the board for all material changes. An increase in monitoring for projects including identifying potential anomalies.

Having no further business, Committee Chair Muma adjourned meeting.

Having no further business, Committee Chair Muma adjourned the meeting.

Les Muma  
Chair, Governance Committee