



**USF Board of Trustees
Governance Committee**

Tuesday, March 3, 2020
Time: 1:30 PM
Conference Call

Trustees: Les Muma, Chair; Sandra Callahan, Stephanie Goforth, John Ramil,
Nancy Watkins, Jordan Zimmerman

A G E N D A

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| I. | Call to Order and Comments | Chair Les Muma |
| II. | New Business – Action Items | |
| | a. FL 101 – Approval of November 20, 2019 Minutes | Chair Muma |
| | b. FL 102 – USF Health Professions Conferencing Corporation (HPCC)
Board of Directors Member Approval | Carole Post |
| | c. FL 103 - Approval of Revisions to USF Board of Trustees
Operating Procedures | Gerard Solis |
| V. | Adjournment | Chair Muma |

**USF Board of Trustees
Governance Committee
November 20, 2019
Time: 9:45 AM – 11:00 AM
Alumni Center – Traditions Hall**

I. Call to Order and Comments

Chair Muma called the meeting to order at 8:00 a.m. He welcomed the committee members and other members of the Board of Trustees.

II. New Business – Action Items

a. Approval of August 27, 2019 Meeting Notes

Meeting notes were approved unanimously.

b. Approval of Revisions to USF Board of Trustees Operating Procedures

Chair Muma noted that at the last meeting of the Governance Committee the Board's Operating Procedures were amended to align with SACSCOC requirements, but subsequently there were questions about the authority and role of Campus Boards. General Counsel Solis was asked to review the amendments and address how the wording is consistent with Florida Statutes.

General Counsel Solis explained the objective of the amendments is to reconcile two controlling authorities on USF: the Florida Legislature and SACSCOC. It is up to the USF Board of Trustees to evaluate risks and options and make the ultimate decision on how to align these requirements.

General Counsel Solis explained that under a single accreditation, SACSCOC expects one governing board and one President. However, FL. Statutes 1004.341 (2019), effective July 2, 2020, provides for Campus Boards in St. Petersburg and Sarasota/Manatee with certain powers and duties including the approval of certain advisory budgets, reports and plans. This statutory requirement could create confusion about multiple governing boards. However, the statute does not state how the USF Board of Trustees must receive this information from the Campus Boards or what the Board is required to do upon receipt of same. Therefore, the compromise built into the amendment is that the President will receive Campus Board materials on behalf of the Board. GC Solis explained that this does not diminish the role of the Campus Boards, as they are valued advisors, which is reinforced by statute.

GC Solis noted during the last meeting that there were also concerns that the Board's fiduciary responsibly was potentially limited by the amendments, which would be an unacceptable outcome and was not the intent. Instead, the proposed amendments explicitly require that materials from the Campus Boards go through the President onto the Board of Trustees, rather than going straight to the Board, which could be a SACSCOC issue regarding the authority of the President and Board of Trustees. Under the amendment, the Board of Trustees would delegate its authority to the President to receive materials from the Campus Boards. Such delegations of authority are well established in Florida law and in Florida Board of Governors Regulations.

Trustee Watkins questioned whether and how the Board would be made aware of the Campus Board materials. She explained that an original copy of Campus Board materials should be provided to the Board. GC Solis explained that the intent in the amendment was that even though the president would receive materials on behalf of the Board, regardless of the President's action (reject, approve, comment, etc.) an original copy of the materials would still be submitted to the Board's Governance committee along with the President's recommendation. Trustee Watkins was not satisfied that the current language was sufficiently clear on that point. Trustee Watkins also noted that not all materials from the Campus Board should or need to come to the Board of Trustees for action or review. This also needed to be addressed in the amendment.

GC Solis stated that the current amendment, which permits materials submitted by the Campus Boards to go to the Board of Trustees (through the President), may present a risk with SACSCOC, but it does respect the statutory role of the Campus Boards. Trustee Mullis asked if USF would have a chance to address any issues raised by SACSCOC in the Substantive Change Prospectus between the March submission and vote by the SACSCOC BOT in June. The answer is no; there will not be such an opportunity. The discussion concluded with the Trustees noting it was important that the Campus Boards feel properly empowered. After discussion, GC Solis noted several technical changes in the Operating Procedures unrelated to the Campus Boards.

The committee then moved to approve the proposed amendments to the USF Board of Trustees Operating Procedures contingent upon clarification of Article I, sec. C. 3. to address the treatment and scope of Campus Advisory Board Materials by the President and the Board. The clarification will be circulated to the members of the Governance Committee for review prior to review of the Board's December 3, 2019 and then presented for approval at the December 3, 2019 meeting.

c. Approval of Revisions of USF Health Professionals Conferencing Corporation Articles of Incorporation and By-laws

Chair Muma noted that Per 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 and the By-laws.

Carole Post, Associate Vice President and Chief Administrative Officer, requested approval to the bylaws and articles of incorporation of HPCC.

The primary substantive change to these documents corrects internal inconsistencies with regard to the composition of the HPCC Board of Directors. Specifically, the HPCC articles of incorporation have been revised to state that, while the HPCC Board of Directors must have a minimum of 5 members, the upper limit cap of 7 members has been deleted. The bylaws have been revised to clarify that the HPCC Board of Directors must have a minimum of 5 members but no more than 9 members.

Additionally, HPCC has used this opportunity to review and amend the articles of incorporation to align with current best practices and remove matters of historical importance. HPCC presented these amendments to its Board of Directors for approval on August 28, 2019.

The amendments were approved unanimously.

d. Approval of Direct Support Organization Board Members USF Health Professions Conferencing Corporation Board of Directors

Carole Post, Associate Vice President and Chief Administrative Officer, requested approval Direct Support Organization Board Members USF Health Professions Conferencing Corporation Board of Directors.

The DSO requests the appointment of Dr. Moez Limayem to replace Dr. Robert Bishop's, which ended in June 2019. Dr. Limayem is eligible for an appointment ending June 30, 2022.

The appointment was approved unanimously.

e. Approval of Direct Support Organization Board Members USF Research Foundation

Dr. Paul Sanberg, Senior Vice President for Research, requested approval of Direct Support Organization Board Members USF Research Foundation.

The DSO requests the appointment of Ms. Gwen Mitchell, a partner at Deloitte & Touche, to be appointed for a term ending June 30, 2022.

The appointment was approved unanimously.

f. Approval of Direct Support Organization Board Members USF Institute of Applied Engineering

Dr. Bob Bishop, Senior Vice President for Research, requested approval of Direct Support Organization Board Members USF Institute of Applied Engineering. Dr. Bishop requested the approval of four candidates:

GENERAL (retired) Raymond A. Thomas III, to be appointed for a term ending December 3, 2022.

Gregory Celestan, Chief Executive Officer, Celestar Corporation, to be appointed for a term ending December 3, 2022.

John Wilcox, Vice President for Strategic Initiatives, By Light Professional IT Services, to be appointed for a term ending December 3, 2022.

Mark House, Director of Strategic Projects, The Beck Group, to be appointed for a term ending December 3, 2022.

The appointments were approved unanimously.

III. Adjournment

The meeting was adjourned at 9:46 a.m.

Agenda Item: FL102

USF Board of Trustees March 3, 2020

Issue: Current language in the Board's Operating Procedures creates potential ambiguity regarding the application of the Open Meetings Law (Chapter 286, Florida Statutes) to meetings involving the Board and the President/Corporate Secretary.

Proposed action: This is an action item to approve amendments to the USF Board of Trustees Operating Procedures to clarify that the President/Corporate Secretary is not a member of the Board or any Board Committee.

Executive Summary:

The USF Board of Trustees Operating Procedures state that:

The President of the University shall be a non-voting *ex-officio* member of the Governance committee, all Board Standing committees and Committees of Strategic Priorities, but will not be counted as part of a quorum for the purpose of transacting business. (Article 1.C.3.d.)

This language could create confusion regarding the USF's President's membership on the Board, which in turn could lead to a misapplication of the Open Meetings Law (Chapter 286, Florida Statutes) to meetings between the President and a single member of the Board of Trustees. This amendment is recommended in abundance of caution only. The Board's Operating Procedures do not, *and cannot*, change the statutory and regulatory processes to appoint a member to the USF Board of Trustees.

The proposed amendment deletes the language above and replaces it with the following change:

The University President, as Corporate Secretary, is responsible to the Board for all operations and administration of the University and sets the agenda for meetings of the Board in consultation with the Chair. During the absence or disability of the University President, the Provost and Executive Vice President will function as Corporate Secretary. The President may designate an individual to serve as assistant corporate secretary to the Board. This individual shall perform all duties delegated by the Corporate Secretary. The Corporate Secretary, or designee, shall attend all Board meetings as defined in Article II of these Operating Procedures. The Corporate Secretary, or designee, will not be counted as part of a quorum for the purpose of transacting business and shall not vote. (Article 1.C.3.a)

The amendments are attached in redline and clean formats for reference. The amendments are presented as an action item for approval, pending the Governance Committee's review and discussion. Amendments to the Operating Procedures must be approved by the full Board.

Strategic Goal(s) Item Supports: USF System Strategic Goal Nos. 3 and 4

Committee Review Date: 08/27/19

Supporting Documentation Online: Yes

USF System or Institution specific: University- wide

Prepared by: Gerard D. Solis, General Counsel

Agenda Item: FL 103

USF Board of Trustees

February 18, 2020

Issue: Direct Support Organization Board Members

Proposed action: Approve Direct Support Organization Board Member for HPCC

Executive summary:

Per 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.

This is a request to appoint Dr. Charles Pozner as a new member of the USF Health Professions Conferencing Corporation (HPCC) Board of Directors. The HPCC by-laws provide for up to nine board members; there are currently six members. Dr. Pozner will add an outside perspective, specifically from a seasoned health sciences simulation professional.

Dr. Charles Pozner serves as the Executive Director and co-founder of the Neil and Elise Wallace STRATUS Center for Medical Simulation at Brigham and Women's Hospital (BWH). He is also an emergency physician and the director of Pre-Hospital Care at BWH. With more than 15 years in operation, the center is one of the oldest simulation centers in the U.S. and is one of the most comprehensive and technologically-advanced medical training centers in the world. Dr. Pozner is the chairperson of the Strategic Relations subcommittee of the Society of Simulation in Healthcare and has been a speaker nationally and internationally. He is recognized for his pioneering work to improve the quality and safety of patient care in hospitals and serves as a consultant on simulation projects across the globe. In 2016, Dr. Pozner received the Bernard Lown Teaching Award which celebrates outstanding clinical leaders and recognizes the significant role that education plays in the missions of both Harvard and Brigham and Women's Hospital. Dr. Pozner graduated from Tufts School of Medicine and completed residencies in internal medicine at Boston's Beth Israel Hospital/Harvard Medical School and in emergency medicine at UCLA/Olive View.

Dr. Pozner's 4-year term would commence March 10, 2020.

Prepared by: Board of Trustees Operations

OPERATING PROCEDURES OF THE UNIVERSITY OF SOUTH FLORIDA BOARD OF TRUSTEES

ARTICLE I ORGANIZATION

A. Legal Status of Board of Trustees

The University of South Florida Board of Trustees (“Board of Trustees” or “Board”) is established as a public body corporate, with all powers as provided by Florida law. The Board of Trustees acts as an instrumentality or agency of the state for purposes of sovereign immunity pursuant to Section 768.28(2), Florida Statutes.

B. Members

The Board of Trustees shall be composed of thirteen persons, six members appointed by the Governor of the State of Florida and five members appointed by the Board of Governors. The other two members shall be (1) the elected representative of the University of South Florida Student Advisory Council and (2) the President of the University of South Florida Faculty Council.

Board of Trustees’ members who are appointed by the Governor and Board of Governors shall be appointed for 5-year terms.

Members of the Board of Trustees and the Campus Boards shall not serve on any other non-advisory (i.e. the advisory board does not vote or take actions on university matters) Board of the University or its Direct Support Organizations during their appointed term(s). However, this limitation does not apply to the Board representatives for: the student body serving on the USF Student Advisory Council; the faculty representative serving on the USF Faculty Advisory Council; Board members serving on the USF St. Petersburg and USF Sarasota-Manatee Campus Boards pursuant to Sections 1004.33 and 1004.34 Florida Statutes; and service on Boards with which the University has an affiliation agreement.

Members of the Board of Trustees shall serve without compensation but may be reimbursed for travel and per diem expenses in accordance with state law.

C. Officers

The officers of the Board of Trustees are the Chair, Vice-Chair and the Corporate Secretary. The Chair and Vice-Chair shall be elected by majority vote by the Board of Trustees at appropriate times and shall each serve two-year terms to begin immediately upon election. Elected officers may serve for one additional consecutive 2-year term or until a successor is elected by majority vote, and for

each additional consecutive term beyond two terms officers may be reelected by a two-thirds vote. The University President shall serve as Corporate Secretary of the Board of Trustees.

In the event of a vacancy in the Chair and/or Vice Chair positions, an election will be held as soon as practical after the vacancy occurs to select a member of the Board, by a majority vote, to the applicable vacant position (s). The newly selected officer (s) will serve terms as specified in the above section. This may result in the Chair of the Board and Vice Chair terms of office not running concurrently.

The officers shall have the following responsibilities:

1. Chair

a. The Chair of the Board may serve as Chair of the Finance Committee, serves as an ex officio voting member of all Committees of University Strategic Priorities and all Standing Committees of the Board, and appoints members thereof.

b. The Chair of the Board presides at all meetings of the Board of Trustees, calls special meetings of the Board when necessary, serves as spokesperson for the Board, attest to actions of the Board and notify the Governor or Board of Governors in writing whenever a Board member fails to attend three consecutive regular meetings in any fiscal year, which may be grounds for removal.

c. The Chair of the Board shall appoint at least one representative to the board of directors and the executive committee of any direct-support organization certified by the Board.

2. Vice-Chair

The Vice-Chair acts as Chair during the absence or disability of the Chair of the Board and during any temporary period of vacancy before election of a new Chair of the Board pursuant to Section C, 1 above and, in that event, shall perform those duties of the Chair described in these Operating Procedures.

3. Corporate Secretary

a. The University President, as Corporate Secretary, is responsible to the Board for all operations and administration of the University and sets the agenda for meetings of the Board in

consultation with the Chair. During the absence or disability of the University President, the Provost and Executive Vice President will function as Corporate Secretary. The President may designate an individual to serve as assistant corporate secretary to the Board. This individual shall perform all duties delegated by the ~~C~~orporate ~~S~~ecretary. The Corporate Secretary, or designee, shall attend all Board meetings as defined in Article II of these Operating Procedures. The Corporate Secretary, or designee, will not be counted as part of a quorum for the purpose of transacting business and shall not vote.

b. Subject to the Board's fiduciary and oversight responsibilities, the President serves as the Board's point of official contact with the Campus Advisory Boards, faculty, staff, students and support organizations of the University. The President is at all times accountable to the Board. The President exercises such powers as are appropriate to his/her position in promoting, supporting and protecting the interests of the University and in managing and directing its affairs, including but not limited to approving all decisions impacting the organization, curriculum, budget, personnel and performance of the university, subject to the Board's established governance processes. The President shall have the authority to execute all documents on behalf of the university and the Board consistent with law, applicable Board of Governors' and Board of Trustees' rules and policies, and the best interests of the university. The President may issue directives and executive orders that are not in contravention of existing Board policies. The President is responsible for all educational, financial, business and administrative functions of the University to advance its educational missions and goals, consistent with University policy, and exercises such other powers, duties and responsibilities as are delegated or established by the Board.

c. The President shall receive all Campus Advisory Board recommendations, plans, requests and budgets (collectively "Campus Advisory Board Materials") on behalf of the Board. Campus Advisory Board Materials are non-binding and advisory on the President and Board. The President shall promptly forward to the Governance Committee any Campus Advisory Materials relating to a matter that will come before the Board for action in its original form along with the President's recommendation to the Board to approve, revise or reject any portion or all of the Campus Advisory Board Materials. Consistent with the powers and duties delegated to the President by the Board, the President will review

and consider Campus Advisory Board Materials that do not relate to a matter that will come before the Board for action.

~~d. The President of the University shall be a non-voting ex-officio member of the Governance committee, all Board Standing committees and Committees of Strategic Priorities, but will not be counted as part of a quorum for the purpose of transacting business.~~

D. Board of Trustees

The Board of Trustees is responsible for cost-effective policy decisions, implementing and maintaining high-quality education, research and creative programs consistent with the university's mission, measuring the University performance and providing input regarding compliance with state policy, budgeting and education standards. The Board of Trustees sets policy for the University and serves as its legal owner and final authority. As the "public body corporate" for the university, the Board holds the university's financial, physical and human assets and operations in trust and is responsible for efficient and effective use of resources. It must ensure the performance of all duties assigned by law, rules and regulations of the Florida Board of Governors. The Board, pursuant to Section 1004.28 Florida Statutes, provides budget and audit review and oversight of university Direct Support Organizations and establishes the conditions with which they must comply in order to use property, facilities or personal services at the university. The Board may adopt rules, regulations and policies consistent with established laws and the university's mission and strategic plan. Board members establish policy and assess the implementation of Board policies. When the Board, through majority vote at a public meeting, establishes a new rule, regulation or policy it will be promulgated as follows:

1. Rules- in accord with the requirements set forth in Ch. 120, F.S.;
2. Regulations- in accord with the provisions of the Board of Governor's Regulation Development Procedure for State University Boards of Trustees; and
3. BOT Policies- the Corporate Secretary shall assign each BOT policy to the General Counsel office for promulgation with a distinct number that includes the year in which the policy was established (e.g. 2007-01) and posting the policy to the Office of the General Counsel web page.

The specific membership, powers and duties of the Board are authorized by Article 9, Section 7 of the Florida Constitution, and Sections 1001.71, 1001.72 and 1001.73, Florida Statutes.

ARTICLE II MEETINGS OF THE BOARD OF TRUSTEES

A. Regular Meetings

The Board meets no fewer than four times per fiscal year, at a time and place designated by the Chair of the Board. Meetings of the Board are open to the public and all official acts are taken at public meetings. The schedule of meetings is available on the University of South Florida website at <http://www.usf.edu>.

B. Special Meetings

The Board may meet in special meetings, including hearings and workshops, at such times and places designated by the Chair of the Board.

C. Emergency Meetings

Emergency meetings of the Board may be called by the Chair of the Board upon such notice as is reasonable under the circumstances whenever, in the opinion of the Chair of the Board, an issue requires immediate Board action. Whenever such emergency meeting is called, the Chair of the Board will notify the Corporate Secretary. The Corporate Secretary will immediately serve either verbal or written notice upon each member of the Board, stating the date, hour and place of the meeting and the purpose for which the meeting has been called. No other business will be transacted at the meeting unless additional emergency matters are agreed to by a majority of those Board members in attendance. The minutes of each emergency meeting will reflect the manner and method by which notice of such emergency meeting was given to each member of the Board.

D. Notice of Meetings

Notice, stating the time, date, place and agenda or purpose of the meeting, of regular meetings, special meetings and committee meetings shall be posted on the USF Website, and shall be distributed through an appropriate USF list serve. Notice will be given not less than seven (7) days, if practicable, before the event and will include a statement of the general subject matter to be considered. Whenever an emergency meeting is scheduled, the Corporate Secretary will post a notice on the USF Website, and distribute same through an appropriate USF list serve as soon as practicable stating the time, date, place and agenda or purpose of the meeting.

E. Meetings by Means of Telephone Conference Calls and other Communications Media Technology

The Board may use telephone conference calls and other communications media technology to conduct Board business in the same manner as if the proceeding were held in person. The notice of any meeting conducted by means of communication media technology will state where and how members of the public may gain access to the meeting. Such notice will be in accordance with the notice procedures set forth above.

F. Quorum

A majority of the members of the Board must be present to constitute a quorum for the transaction of business, unless otherwise provided in these Operating Procedures.

G. Voting

The decision of the majority of the Trustees in attendance and voting on an issue shall prevail, except that a majority vote of all members of the Board is required for appointing and removing the president and for approving or discontinuing academic programs. A Trustee may abstain from voting only under those circumstances prescribed by law. Voting by proxy or by mail shall not be permitted.

H. Parliamentary Rules

The most recent version of Roberts Rules of Order Newly Revised will be followed in conducting meetings of the Board, unless otherwise provided by the Board.

I. Agenda

The agenda for each meeting of the Board shall be prepared by the President or his/her designee. Every request for inclusion of an item on the agenda of a meeting shall be put in writing and filed, together with any supporting documents, with the President sufficiently far in advance of the meeting to permit a determination to be made by the President with respect to the propriety and practicability of including that item on the agenda for the meeting. The President will assemble the agenda and provide a copy of the agenda to each member of the Board at least seven (7) days prior to the meeting and will post the agenda to the USF list serve, the USF Board of Trustees website and with the University Communications Office prior to the meeting. If additional items or supporting documentation become available, a supplemental agenda may be provided at least five (5) days prior to the meeting.

Any proposal to the Board to increase tuition or fees shall be publicly noticed at least 28 days before its consideration at a board of trustees meeting. Such notice will be in accordance with the notice procedures set forth in s. 1009.24, F.S.

J. Minutes

Minutes of the meetings of the Board of Trustees shall be kept by the Corporate Secretary or designee, who shall cause them to be posted on the Board website and to other places where deemed appropriate within two weeks after each Board meeting. Minutes must include the vote history and attendance of each trustee. All lengthy reports shall be referred to in the minutes and shall be kept on file as part of the University records, but such reports need not be incorporated in the minutes except when so ordered by the Board of Trustees.

**ARTICLE III
COMMITTEES**

A. The Governance Committee

The Governance Committee shall have no fewer than three (3) voting members, all of whom shall be trustees. The Chair and Vice-Chair of the Board of Trustees shall be members. Additional trustees shall be appointed by the Chair to serve on the Governance committee. A majority of Governance Committee members shall constitute a quorum.

The purpose of the Governance Committee is twofold: to conserve time, it shall serve at the pleasure of the Board as the Board's agent in assisting the President to address routine business between regular Board meetings; and it shall assist the Chair and the President in their joint responsibility to help the Board to function effectively and efficiently by suggesting board meeting agenda items and periodically assessing committee work. The Governance Committee shall have authority to act for the Board of Trustees on all matters except for the following, which shall be reserved for the full Board: appointing and removing the President; approving or discontinuing programs; board officer selection; Campus Board membership; changes in institutional mission and purposes; changes to the operating procedures; incurring of corporate indebtedness; and adoption of the annual budget. These operating procedures or other board policy may reserve other powers for the Governance Committee.

The Governance Committee shall meet as often as necessary to conduct business as the Chair and President shall determine, and it shall ensure that minutes are taken of such meetings which will be distributed to all Trustees for information at the next regular meeting of the Trustees.

B. Committees on University Strategic Priorities

The Chair of the Board may establish temporary committees on University strategic priorities as deemed necessary for the orderly conduct of the business of the Board and that relate directly to the strategic priorities of the University. Each committee shall have a written statement of purpose and primary responsibilities as approved by the Board. The Chair of the Board shall determine the period of service of any such committee(s).

The Chair of the Board appoints the members of the committee and any non-voting faculty and community liaisons, selects a chair of the committee, and serves as an ex officio voting member (when present) of any such committees. Committees on University Strategic Priorities shall make recommendations for consideration and action by the full Board or other Board committee, as authorized by these Operating Procedures.

The chair of the committee shall perform the chair's duties in consultation with the President and/or designee. The committees shall meet as often as the chair of the committee shall determine necessary. Minutes shall be taken and distributed to all Trustees for information at the next regular meeting of the Trustees. A majority of committee members present shall constitute a quorum for the transaction of business.

C. Standing Committees

Standing Committees are appointed by the Chair of the Board. The Chair of the Board appoints the members any non-voting faculty and community liaisons, selects a Chair of the Committee, and serves as an ex officio voting member (when present) of all Committees. Each standing committee shall consist of no fewer than three (3) members. Members of standing committees shall hold office until the appointment of their successors. Any vacancies on standing committees shall be filled by appointment of the Chair of the Board. Unless specifically delegated or as otherwise provided in these Operating Procedures, authority to act on all matters is reserved to the Board. The duty of each standing committee is to consider and to make recommendations to the Board upon matters referred to it. Each standing committee shall have a written statement of purpose and primary responsibilities as approved by the Board. The Chairs of all standing committees shall perform their duties in consultation with the University President and/or designee. Minutes shall be taken and distributed to all Trustees.

**ARTICLE V
AMENDMENT OF OPERATING PROCEDURES**

These Operating Procedures may be altered, amended or repealed by a majority vote of Board members at a regular meeting, when notice of the proposed amendment or repeal is provided in the meeting notice.

ARTICLE VI APPEARANCES BEFORE THE BOARD

Individuals or group representatives, who desire to appear before the Board to address a subject within the Board's jurisdiction may submit their requests in writing at least three (3) days in advance to the Corporate Secretary, c/o Office of Board of Trustees Operations, 4202 E. Fowler Avenue, CGS401, Tampa, FL 33620, specifying the agenda item on which the requestor(s) wishes to comment.

Comments shall be generally heard at Board Committees. However, the President in consultation with the Chair of the Board will determine whether the item will be heard and when the item will be heard. There will be a three minute time limit on any presentation. The total time allotted for all comments shall not exceed fifteen minutes, unless approved by the Chair.

As permitted by section 286.0114 F.S., the Chair of the Board may decline to hear any matter that: does not relate to a particular agenda item; is not practicable for a particular meeting; is outside the Board's jurisdiction; or was made available for public comment at a prior workgroup or committee meeting before the Board takes action.

The Chair of the Board may recognize any individual or representative of groups to address the Board.

In order to proceed with the essential business of the Board in an orderly manner, any individual or group representative who attempts to disrupt a Board meeting will be subject to appropriate action pursuant to law.

ARTICLE IV REGIONAL CAMPUS ADVISORY BOARDS

The Chair of the Board shall appoint members to the Regional Campus Advisory Boards for USF St. Petersburg and USF Sarasota-Manatee based on the recommendations of the USF President. Members shall be appointed for 4-year terms. Campus Board members serve at the will of the Board and may be removed by the Board for nonfulfillment of Campus Board duties, other than the Chair of the Campus Board.—Members may be reappointed as described herein, at the discretion of the Board, for additional terms not to exceed eight (8) years of service.

In addition, a member of the USF Board of Trustees shall serve as provided below.

- A. USF St. Petersburg** -- If a resident of Pinellas County is appointed to the Board of Trustees of the University, the Chair of the Board shall appoint that member to serve jointly as a member of the Campus Board. If more than one Pinellas County resident is appointed to the Board of Trustees, the Chair of the Board shall select one joint member.
- B. USF Sarasota-Manatee** -- If a resident of Sarasota-Manatee Counties is appointed to the Board of Trustees of the University, the Chair of the Board shall appoint that member to serve jointly as a member of the Campus Board. If more than one Sarasota-Manatee County resident is appointed to the Board of Trustees, the Chair of the Board shall select one joint member.
- C. Campus Board Chair** -- The Board of Trustees member appointed to the Campus Board shall chair their respective Campus Board Chair, unless otherwise approved by the Board of Trustees Chair.
- D. Authority** -- As provided by applicable state law or regulation and subject to these Operating Procedures, the Regional Campus Boards shall have the authority to:
 - 1. Review and approve an annual campus legislative budget request, operating plan and budget, which will be submitted to the Board of Trustees.
 - 2. The Campus Board will exercise other such powers as are lawfully delegated by the University Board of Trustees to provide for the efficient operation and improvement of the campus.

ARTICLE VII CODE OF ETHICS

Trustees are Public Officers of the State of Florida who are invested with the public trust and appointed as fiduciaries of the University. Trustees will exercise their powers and duties in the best interests of the University and avoid actions or situations that result in or create the appearance of using their positions with the University for private gain, unwarranted preferential treatment to themselves or any outside individual or organization, or that calls into question a Trustee's independence and impartiality, or adversely affects the University's reputation.

At the same time, Trustees have a range of professional and personal associations and interests with individuals and other entities. These associations and interests routinely benefit the University and enhance the effectiveness of the Board. However, Trustees should also avoid situations where external associations or interests could compromise, or reasonably appear to compromise, the University's academic values or business decisions, including but not limited to admissions and employment matters.

Accordingly, it is the policy of the Board that all Trustees will act in a manner consistent with their fiduciary responsibilities to the University and avoid circumstances in which their external financial or other ties could present an actual, perceived or potential conflict of interest.

1. Presumed Conflict of Interest

No policy statement can address every conceivable situation that might entail a conflict of interest. However, the following are presumed to create a conflict of interest:

- a. the Trustee's financial interests or other opportunities for personal benefit may compromise, or reasonably appear to compromise, the Trustee's independence of judgment in fulfilling his/her Board duties; or
- b. the Trustee or a member of his or her family, has an existing or potential financial interest or other opportunities for personal benefit relative to a university matter or initiative.

2. Conflict of Interest Disclosure

If a Trustee believes that he/she may have a conflict of interest, the Trustee shall fully and promptly disclose the conflict to the Secretary, Assistant Corporate Secretary or the General Counsel.

The Corporate Secretary, Assistant Corporate Secretary or the General Counsel shall inform the Chair of the Board of all conflict of interest matters disclosed by a Trustee. If it is determined that a conflict of interest exists, the Chair of the Board, Corporate Secretary or Assistant Corporate Secretary, and the General Counsel shall work with the affected Trustee to address the conflict.

In addition, all Trustees shall annually list on the Conflict of Interest Disclosure Form the following relationships.

- a. Relationships that they or members of their family maintain with organizations that do business with the University; or
- b. Relationships and external interests that could be construed to affect their independent, unbiased judgment in light of their decision-making authority and responsibility. If a Trustee is uncertain as to whether to list a particular relationship, the General Counsel must be consulted.

Information shared or gathered as a result of such consultations (including information provided on the disclosure form) shall not be released except: in accordance with applicable public records laws; or when the institution's best

interests would be served by disclosure, or as required by court order. Any such required disclosure will be made only after informing the affected Trustee.

3. Voting

Trustees are required to disclose all potential conflicts of interests as described above, but Trustees are still required to vote on all matters before the Board unless an actual conflict of interest as prescribed by law exists. In actual conflict of interest situations, Trustees are not permitted to vote. In situations that involve the appearance or potential of a conflict of interest and a Trustee is present and required to vote, the appearance or potential of the conflict of interest will be disclosed publicly at the Board meeting in which the affected matter is being considered.

4. Public Officers

In addition to the foregoing, members of the Board of Trustees shall be guided by the provisions set forth in Florida law for the conduct of public officers.

5. Regional Campus Board Members

This Code of Ethics applies equally to Trustees and Regional Campus Board Members. Disclosures from Regional Campus Board Members should be made to the Regional Chancellor and the General Counsel, who will notify the Chair of the Board and Corporate Secretary in the event of an actual conflict.

6. Definitions

The terms used in this Article should be interpreted and defined as provided in Chapter 112, Part III, Florida Statutes: Code of Ethics for Public Officers and Employees.

ARTICLE VIII MISCELLANEOUS PROVISIONS

A. Indemnification

The University of South Florida (University) shall indemnify, defend, and hold harmless each Trustee of and from any and all claims, demands, civil or criminal actions, rights, defenses, counterclaims, proceedings, administrative actions, agreements, contracts, covenants, accounts, offsets, attorneys' fees, costs, damages, liabilities, losses, expenses, suits, debts, judgments, awards, duties or obligations, of any nature whatsoever, at law or in equity (collectively referred to as "Claims"), that arise from or relate in any way to his or her position on the Board of Trustees, or any act undertaken or omitted in connection with his or her service as a Trustee.

B. Fiscal Year

The fiscal year of the Board shall commence on July 1 of each year and end on June 30.

C. Sunshine Laws

Public access to Board records will be governed by the provisions of the Public Records Law, Chapter 119, F.S. Board meetings shall be governed by the provisions of the Open Meetings Law, Chapter 286, F.S.

D. Corporate Seal

The corporation shall have a seal on which shall be inscribed “The University of South Florida Board of Trustees”.

Approved 9/21/01; Amended 03/21/02; Amended 01/21/03; Amended 06/12/08 ; Amended 06/14/12; Amended, 12/5/13; Amended 06/03/16; Amended 09/01/16; Amended 12/03/19

OPERATING PROCEDURES OF THE UNIVERSITY OF SOUTH FLORIDA BOARD OF TRUSTEES

ARTICLE I ORGANIZATION

A. Legal Status of Board of Trustees

The University of South Florida Board of Trustees (“Board of Trustees” or “Board”) is established as a public body corporate, with all powers as provided by Florida law. The Board of Trustees acts as an instrumentality or agency of the state for purposes of sovereign immunity pursuant to Section 768.28(2), Florida Statutes.

B. Members

The Board of Trustees shall be composed of thirteen persons, six members appointed by the Governor of the State of Florida and five members appointed by the Board of Governors. The other two members shall be (1) the elected representative of the University of South Florida Student Advisory Council and (2) the President of the University of South Florida Faculty Council.

Board of Trustees’ members who are appointed by the Governor and Board of Governors shall be appointed for 5-year terms.

Members of the Board of Trustees and the Campus Boards shall not serve on any other non-advisory (i.e. the advisory board does not vote or take actions on university matters) Board of the University or its Direct Support Organizations during their appointed term(s). However, this limitation does not apply to the Board representatives for: the student body serving on the USF Student Advisory Council; the faculty representative serving on the USF Faculty Advisory Council; Board members serving on the USF St. Petersburg and USF Sarasota-Manatee Campus Boards pursuant to Sections 1004.33 and 1004.34 Florida Statutes; and service on Boards with which the University has an affiliation agreement.

Members of the Board of Trustees shall serve without compensation but may be reimbursed for travel and per diem expenses in accordance with state law.

C. Officers

The officers of the Board of Trustees are the Chair, Vice-Chair and the Corporate Secretary. The Chair and Vice-Chair shall be elected by majority vote by the Board of Trustees at appropriate times and shall each serve two-year terms to begin immediately upon election. Elected officers may serve for one additional consecutive 2-year term or until a successor is elected by majority vote, and for

each additional consecutive term beyond two terms officers may be reelected by a two-thirds vote. The University President shall serve as Corporate Secretary of the Board of Trustees.

In the event of a vacancy in the Chair and/or Vice Chair positions, an election will be held as soon as practical after the vacancy occurs to select a member of the Board, by a majority vote, to the applicable vacant position (s). The newly selected officer (s) will serve terms as specified in the above section. This may result in the Chair of the Board and Vice Chair terms of office not running concurrently.

The officers shall have the following responsibilities:

1. Chair

a. The Chair of the Board may serve as Chair of the Finance Committee, serves as an ex officio voting member of all Committees of University Strategic Priorities and all Standing Committees of the Board, and appoints members thereof.

b. The Chair of the Board presides at all meetings of the Board of Trustees, calls special meetings of the Board when necessary, serves as spokesperson for the Board, attest to actions of the Board and notify the Governor or Board of Governors in writing whenever a Board member fails to attend three consecutive regular meetings in any fiscal year, which may be grounds for removal.

c. The Chair of the Board shall appoint at least one representative to the board of directors and the executive committee of any direct-support organization certified by the Board.

2. Vice-Chair

The Vice-Chair acts as Chair during the absence or disability of the Chair of the Board and during any temporary period of vacancy before election of a new Chair of the Board pursuant to Section C, 1 above and, in that event, shall perform those duties of the Chair described in these Operating Procedures.

3. Corporate Secretary

a. The University President, as Corporate Secretary, is responsible to the Board for all operations and administration of the University and sets the agenda for meetings of the Board in

consultation with the Chair. During the absence or disability of the University President, the Provost and Executive Vice President will function as Corporate Secretary. The President may designate an individual to serve as assistant corporate secretary to the Board. This individual shall perform all duties delegated by the Corporate Secretary. The Corporate Secretary, or designee, shall attend all Board meetings as defined in Article II of these Operating Procedures. The Corporate Secretary, or designee, will not be counted as part of a quorum for the purpose of transacting business and shall not vote.

b. Subject to the Board's fiduciary and oversight responsibilities, the President serves as the Board's point of official contact with the Campus Advisory Boards, faculty, staff, students and support organizations of the University. The President is at all times accountable to the Board. The President exercises such powers as are appropriate to his/her position in promoting, supporting and protecting the interests of the University and in managing and directing its affairs, including but not limited to approving all decisions impacting the organization, curriculum, budget, personnel and performance of the university, subject to the Board's established governance processes. The President shall have the authority to execute all documents on behalf of the university and the Board consistent with law, applicable Board of Governors' and Board of Trustees' rules and policies, and the best interests of the university. The President may issue directives and executive orders that are not in contravention of existing Board policies. The President is responsible for all educational, financial, business and administrative functions of the University to advance its educational missions and goals, consistent with University policy, and exercises such other powers, duties and responsibilities as are delegated or established by the Board.

c. The President shall receive all Campus Advisory Board recommendations, plans, requests and budgets (collectively "Campus Advisory Board Materials") on behalf of the Board. Campus Advisory Board Materials are non-binding and advisory on the President and Board. The President shall promptly forward to the Governance Committee any Campus Advisory Materials relating to a matter that will come before the Board for action in its original form along with the President's recommendation to the Board to approve, revise or reject any portion or all of the Campus Advisory Board Materials. Consistent with the powers and duties delegated to the President by the Board, the President will review

and consider Campus Advisory Board Materials that do not relate to a matter that will come before the Board for action.

D. Board of Trustees

The Board of Trustees is responsible for cost-effective policy decisions, implementing and maintaining high-quality education, research and creative programs consistent with the university's mission, measuring the University performance and providing input regarding compliance with state policy, budgeting and education standards. The Board of Trustees sets policy for the University and serves as its legal owner and final authority. As the "public body corporate" for the university, the Board holds the university's financial, physical and human assets and operations in trust and is responsible for efficient and effective use of resources. It must ensure the performance of all duties assigned by law, rules and regulations of the Florida Board of Governors. The Board, pursuant to Section 1004.28 Florida Statutes, provides budget and audit review and oversight of university Direct Support Organizations and establishes the conditions with which they must comply in order to use property, facilities or personal services at the university. The Board may adopt rules, regulations and policies consistent with established laws and the university's mission and strategic plan. Board members establish policy and assess the implementation of Board policies. When the Board, through majority vote at a public meeting, establishes a new rule, regulation or policy it will be promulgated as follows:

1. Rules- in accord with the requirements set forth in Ch. 120, F.S.;
2. Regulations- in accord with the provisions of the Board of Governor's Regulation Development Procedure for State University Boards of Trustees; and
3. BOT Policies- the Corporate Secretary shall assign each BOT policy to the General Counsel office for promulgation with a distinct number that includes the year in which the policy was established (e.g. 2007-01) and posting the policy to the Office of the General Counsel web page.

The specific membership, powers and duties of the Board are authorized by Article 9, Section 7 of the Florida Constitution, and Sections 1001.71, 1001.72 and 1001.73, Florida Statutes.

ARTICLE II MEETINGS OF THE BOARD OF TRUSTEES

A. Regular Meetings

The Board meets no fewer than four times per fiscal year, at a time and place designated by the Chair of the Board. Meetings of the Board are open to the public and all official acts are taken at public meetings. The schedule of meetings is available on the University of South Florida website at <http://www.usf.edu>.

B. Special Meetings

The Board may meet in special meetings, including hearings and workshops, at such times and places designated by the Chair of the Board.

C. Emergency Meetings

Emergency meetings of the Board may be called by the Chair of the Board upon such notice as is reasonable under the circumstances whenever, in the opinion of the Chair of the Board, an issue requires immediate Board action. Whenever such emergency meeting is called, the Chair of the Board will notify the Corporate Secretary. The Corporate Secretary will immediately serve either verbal or written notice upon each member of the Board, stating the date, hour and place of the meeting and the purpose for which the meeting has been called. No other business will be transacted at the meeting unless additional emergency matters are agreed to by a majority of those Board members in attendance. The minutes of each emergency meeting will reflect the manner and method by which notice of such emergency meeting was given to each member of the Board.

D. Notice of Meetings

Notice, stating the time, date, place and agenda or purpose of the meeting, of regular meetings, special meetings and committee meetings shall be posted on the USF Website, and shall be distributed through an appropriate USF list serve. Notice will be given not less than seven (7) days, if practicable, before the event and will include a statement of the general subject matter to be considered. Whenever an emergency meeting is scheduled, the Corporate Secretary will post a notice on the USF Website, and distribute same through an appropriate USF list serve as soon as practicable stating the time, date, place and agenda or purpose of the meeting.

E. Meetings by Means of Telephone Conference Calls and other Communications Media Technology

The Board may use telephone conference calls and other communications media technology to conduct Board business in the same manner as if the proceeding were held in person. The notice of any meeting conducted by means of communication media technology will state where and how members of the public may gain access to the meeting. Such notice will be in accordance with the notice procedures set forth above.

F. Quorum

A majority of the members of the Board must be present to constitute a quorum for the transaction of business, unless otherwise provided in these Operating Procedures.

G. Voting

The decision of the majority of the Trustees in attendance and voting on an issue shall prevail, except that a majority vote of all members of the Board is required for appointing and removing the president and for approving or discontinuing academic programs. A Trustee may abstain from voting only under those circumstances prescribed by law. Voting by proxy or by mail shall not be permitted.

H. Parliamentary Rules

The most recent version of Roberts Rules of Order Newly Revised will be followed in conducting meetings of the Board, unless otherwise provided by the Board.

I. Agenda

The agenda for each meeting of the Board shall be prepared by the President or his/her designee. Every request for inclusion of an item on the agenda of a meeting shall be put in writing and filed, together with any supporting documents, with the President sufficiently far in advance of the meeting to permit a determination to be made by the President with respect to the propriety and practicability of including that item on the agenda for the meeting. The President will assemble the agenda and provide a copy of the agenda to each member of the Board at least seven (7) days prior to the meeting and will post the agenda to the USF list serve, the USF Board of Trustees website and with the University Communications Office prior to the meeting. If additional items or supporting documentation become available, a supplemental agenda may be provided at least five (5) days prior to the meeting.

Any proposal to the Board to increase tuition or fees shall be publicly noticed at least 28 days before its consideration at a board of trustees meeting. Such notice will be in accordance with the notice procedures set forth in s. 1009.24, F.S.

J. Minutes

Minutes of the meetings of the Board of Trustees shall be kept by the Corporate Secretary or designee, who shall cause them to be posted on the Board website and to other places where deemed appropriate within two weeks after each Board meeting. Minutes must include the vote history and attendance of each trustee. All lengthy reports shall be referred to in the minutes and shall be kept on file as part of the University records, but such reports need not be incorporated in the minutes except when so ordered by the Board of Trustees.

**ARTICLE III
COMMITTEES**

A. The Governance Committee

The Governance Committee shall have no fewer than three (3) voting members, all of whom shall be trustees. The Chair and Vice-Chair of the Board of Trustees shall be members. Additional trustees shall be appointed by the Chair to serve on the Governance committee. A majority of Governance Committee members shall constitute a quorum.

The purpose of the Governance Committee is twofold: to conserve time, it shall serve at the pleasure of the Board as the Board's agent in assisting the President to address routine business between regular Board meetings; and it shall assist the Chair and the President in their joint responsibility to help the Board to function effectively and efficiently by suggesting board meeting agenda items and periodically assessing committee work. The Governance Committee shall have authority to act for the Board of Trustees on all matters except for the following, which shall be reserved for the full Board: appointing and removing the President; approving or discontinuing programs; board officer selection; Campus Board membership; changes in institutional mission and purposes; changes to the operating procedures; incurring of corporate indebtedness; and adoption of the annual budget. These operating procedures or other board policy may reserve other powers for the Governance Committee.

The Governance Committee shall meet as often as necessary to conduct business as the Chair and President shall determine, and it shall ensure that minutes are taken of such meetings which will be distributed to all Trustees for information at the next regular meeting of the Trustees.

B. Committees on University Strategic Priorities

The Chair of the Board may establish temporary committees on University strategic priorities as deemed necessary for the orderly conduct of the business of the Board and that relate directly to the strategic priorities of the University. Each committee shall have a written statement of purpose and primary responsibilities as approved by the Board. The Chair of the Board shall determine the period of service of any such committee(s).

The Chair of the Board appoints the members of the committee and any non-voting faculty and community liaisons, selects a chair of the committee, and serves as an ex officio voting member (when present) of any such committees. Committees on University Strategic Priorities shall make recommendations for consideration and action by the full Board or other Board committee, as authorized by these Operating Procedures.

The chair of the committee shall perform the chair's duties in consultation with the President and/or designee. The committees shall meet as often as the chair of the committee shall determine necessary. Minutes shall be taken and distributed to all Trustees for information at the next regular meeting of the Trustees. A majority of committee members present shall constitute a quorum for the transaction of business.

C. Standing Committees

Standing Committees are appointed by the Chair of the Board. The Chair of the Board appoints the members any non-voting faculty and community liaisons, selects a Chair of the Committee, and serves as an ex officio voting member (when present) of all Committees. Each standing committee shall consist of no fewer than three (3) members. Members of standing committees shall hold office until the appointment of their successors. Any vacancies on standing committees shall be filled by appointment of the Chair of the Board. Unless specifically delegated or as otherwise provided in these Operating Procedures, authority to act on all matters is reserved to the Board. The duty of each standing committee is to consider and to make recommendations to the Board upon matters referred to it. Each standing committee shall have a written statement of purpose and primary responsibilities as approved by the Board. The Chairs of all standing committees shall perform their duties in consultation with the University President and/or designee. Minutes shall be taken and distributed to all Trustees.

ARTICLE V AMENDMENT OF OPERATING PROCEDURES

These Operating Procedures may be altered, amended or repealed by a majority vote of Board members at a regular meeting, when notice of the proposed amendment or repeal is provided in the meeting notice.

ARTICLE VI APPEARANCES BEFORE THE BOARD

Individuals or group representatives, who desire to appear before the Board to address a subject within the Board's jurisdiction may submit their requests in writing at least three (3) days in advance to the Corporate Secretary, c/o Office of Board of Trustees Operations, 4202 E. Fowler Avenue, CGS401, Tampa, FL 33620, specifying the agenda item on which the requestor(s) wishes to comment.

Comments shall be generally heard at Board Committees. However, the President in consultation with the Chair of the Board will determine whether the item will be heard and when the item will be heard. There will be a three minute time limit on any presentation. The total time allotted for all comments shall not exceed fifteen minutes, unless approved by the Chair.

As permitted by section 286.0114 F.S., the Chair of the Board may decline to hear any matter that: does not relate to a particular agenda item; is not practicable for a particular meeting; is outside the Board's jurisdiction; or was made available for public comment at a prior workgroup or committee meeting before the Board takes action.

The Chair of the Board may recognize any individual or representative of groups to address the Board.

In order to proceed with the essential business of the Board in an orderly manner, any individual or group representative who attempts to disrupt a Board meeting will be subject to appropriate action pursuant to law.

ARTICLE IV REGIONAL CAMPUS ADVISORY BOARDS

The Chair of the Board shall appoint members to the Regional Campus Advisory Boards for USF St. Petersburg and USF Sarasota-Manatee based on the recommendations of the USF President. Members shall be appointed for 4-year terms. Campus Board members serve at the will of the Board and may be removed by the Board for nonfulfillment of Campus Board duties, other than the Chair of the Campus Board. Members may be reappointed as described herein, at the discretion of the Board, for additional terms not to exceed eight (8) years of service.

In addition, a member of the USF Board of Trustees shall serve as provided below.

- A. USF St. Petersburg** -- If a resident of Pinellas County is appointed to the Board of Trustees of the University, the Chair of the Board shall appoint that member to serve jointly as a member of the Campus Board. If more than one Pinellas County resident is appointed to the Board of Trustees, the Chair of the Board shall select one joint member.
- B. USF Sarasota-Manatee** -- If a resident of Sarasota-Manatee Counties is appointed to the Board of Trustees of the University, the Chair of the Board shall appoint that member to serve jointly as a member of the Campus Board. If more than one Sarasota-Manatee County resident is appointed to the Board of Trustees, the Chair of the Board shall select one joint member.
- C. Campus Board Chair** -- The Board of Trustees member appointed to the Campus Board shall chair their respective Campus Board Chair, unless otherwise approved by the Board of Trustees Chair.
- D. Authority** -- As provided by applicable state law or regulation and subject to these Operating Procedures, the Regional Campus Boards shall have the authority to:
 - 1. Review and approve an annual campus legislative budget request, operating plan and budget, which will be submitted to the Board of Trustees.
 - 2. The Campus Board will exercise other such powers as are lawfully delegated by the University Board of Trustees to provide for the efficient operation and improvement of the campus.

ARTICLE VII CODE OF ETHICS

Trustees are Public Officers of the State of Florida who are invested with the public trust and appointed as fiduciaries of the University. Trustees will exercise their powers and duties in the best interests of the University and avoid actions or situations that result in or create the appearance of using their positions with the University for private gain, unwarranted preferential treatment to themselves or any outside individual or organization, or that calls into question a Trustee's independence and impartiality, or adversely affects the University's reputation.

At the same time, Trustees have a range of professional and personal associations and interests with individuals and other entities. These associations and interests routinely benefit the University and enhance the effectiveness of the Board. However, Trustees should also avoid situations where external associations or interests could compromise, or

reasonably appear to compromise, the University's academic values or business decisions, including but not limited to admissions and employment matters.

Accordingly, it is the policy of the Board that all Trustees will act in a manner consistent with their fiduciary responsibilities to the University and avoid circumstances in which their external financial or other ties could present an actual, perceived or potential conflict of interest.

1. Presumed Conflict of Interest

No policy statement can address every conceivable situation that might entail a conflict of interest. However, the following are presumed to create a conflict of interest:

- a. the Trustee's financial interests or other opportunities for personal benefit may compromise, or reasonably appear to compromise, the Trustee's independence of judgment in fulfilling his/her Board duties; or
- b. the Trustee or a member of his or her family, has an existing or potential financial interest or other opportunities for personal benefit relative to a university matter or initiative.

2. Conflict of Interest Disclosure

If a Trustee believes that he/she may have a conflict of interest, the Trustee shall fully and promptly disclose the conflict to the Secretary, Assistant Corporate Secretary or the General Counsel.

The Corporate Secretary, Assistant Corporate Secretary or the General Counsel shall inform the Chair of the Board of all conflict of interest matters disclosed by a Trustee. If it is determined that a conflict of interest exists, the Chair of the Board, Corporate Secretary or Assistant Corporate Secretary, and the General Counsel shall work with the affected Trustee to address the conflict.

In addition, all Trustees shall annually list on the Conflict of Interest Disclosure Form the following relationships.

- a. Relationships that they or members of their family maintain with organizations that do business with the University; or
- b. Relationships and external interests that could be construed to affect their independent, unbiased judgment in light of their decision-making authority and responsibility. If a Trustee is uncertain as to whether to list a particular relationship, the General Counsel must be consulted.

Information shared or gathered as a result of such consultations (including information provided on the disclosure form) shall not be released except: in accordance with applicable public records laws; or when the institution's best

interests would be served by disclosure, or as required by court order. Any such required disclosure will be made only after informing the affected Trustee.

3. Voting

Trustees are required to disclose all potential conflicts of interests as described above, but Trustees are still required to vote on all matters before the Board unless an actual conflict of interest as prescribed by law exists. In actual conflict of interest situations, Trustees are not permitted to vote. In situations that involve the appearance or potential of a conflict of interest and a Trustee is present and required to vote, the appearance or potential of the conflict of interest will be disclosed publicly at the Board meeting in which the affected matter is being considered.

4. Public Officers

In addition to the foregoing, members of the Board of Trustees shall be guided by the provisions set forth in Florida law for the conduct of public officers.

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This Code of Ethics applies equally to Trustees and Regional Campus Board Members. Disclosures from Regional Campus Board Members should be made to the Regional Chancellor and the General Counsel, who will notify the Chair of the Board and Corporate Secretary in the event of an actual conflict.

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