



**USF Board of Trustees  
Governance Committee**

Thursday, May 14, 2020  
Microsoft Teams Meeting

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

**A G E N D A**

- I. Call to Order and Comments Chair Les Muma
  
- II. New Business – Action Items
  - a. FL 101 – [Approval of March 3, 2020 Minutes](#) Chair Muma
  - b. FL 102 – [Approve USF Institute of Applied Engineering \(IAE\) Bylaws Revisions](#) Dean Bob Bishop
  - c. FL 103 – [Approval of USF Health \(HSSO\) Bylaws Revisions & Approval of Board of Directors](#) Rich Sobrieray
  - d. FL 104 - [Approval of Alumni Association Board of Directors](#) Bill McCausland
  - e. FL 105 – [Approval of Reappointments of Current Campus Board Members](#) Gerard Solis
  - f. FL 106 – [Approval of Florida Center for Students with Unique Abilities Grant Application located on the St. Petersburg Campus](#) Dr. Lyman Duke
  
- III. New Business – Information Items
  - a. [Governance Structure](#) Chair Muma
  
- V. Adjournment Chair Muma

**Board of Trustees Governance Committee  
Conference Call  
March 3, 2020  
Meeting Notes**

Meeting called to order at 1:30 p.m.

Committee Chair Muma welcomed everyone to the call and thanked them for joining him. He asked Dr. Visot to call roll.

Members present: Les Muma, Chair, Sandra Callahan, Stephanie Goforth, John Ramil, Jordan Zimmerman

**New Business – Action Items**

**FL 101 – Approve 11/20/19 Summary Notes**

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

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

**FL 102 – Approval of USF Health Professions Conferencing Corporation (HPCC) Board Directors Member Charles Pozner**

Chair Muma called on Carole Post, CEO of HPCC to present the agenda item to the committee. She discussed Dr. Charles Pozner's qualifications and stated that he would be able to bring a fresh perspective and a national presence to the HPCC Board.

Chair Muma asked for a motion and it was made by Stephanie Goforth, 2<sup>nd</sup> by Jordan Zimmerman; no discussion occurred and the motion was approved by all members present.

**FL 103 – Approval of Revisions to USF Board of Trustees Operating Procedures**

Chair Muma called on General Counsel Gerard Solis to present the revisions to the USF Board of Trustees Operating Procedures to the committee.

General Counsel Solis described the changes being made regarding the language. He recommended changing the wording around the university President's role on the board from attending meetings as an ex officio member to attending as Corporate Secretary. The president should not be included in quorum and does not count toward the Sunshine law that requires meetings between two or more members of the board where board-relevant materials may be

discussed to be publically noticed. This change was suggested as a precautionary measure, as issues are arising at other universities in the SUS with similar language.

Sandra Callahan asked for clarification if this change includes committee meetings. General Counsel Solis stated that it did include committee meetings.

Jordan Zimmerman motioned to approve the revisions, 2<sup>nd</sup> by Sandra Callahan; there was no further discussion and the motion was approved by all members present.

### **Adjournment**

Chair Muma asked President Currall to give the members a brief update on the Coronavirus' effects on USF. President Currall shared that two community notices had been sent out regarding the virus and protocol. He also stated that meetings had been held with leadership teams and constituents that were critical to the effort. Study abroad programs in high risk areas have been discontinued for the coming months, the only trip that will continue as scheduled is a USF Health trip that is scheduled to deliver aid to the Dominican Republic. It was also noted that if need be, USF will rely on online education for continuity through the rest of the semester. President Currall also stated that a USF web page has been set up specifically to provide resources and updates to the USF community.

Chair Muma thanked President Currall for the update and the Trustees for attending the meeting. Adjourned at 1:47 pm.

## Agenda Item: FL 102

### USF Board of Trustees Governance Committee May 14, 2020

**Issue:** Direct Support Organization (DSO) Bylaws Update

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**Proposed action:** [Approve USF Institute of Applied Engineering \(IAE\) Bylaws Revisions](#)

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**Executive summary:**

Per USF System Regulation 13.002, the USF Board of Trustees must approve all revisions to DSO bylaws.

The USF Board of Trustees directed that all USF DSOs set a maximum number of Directors on their Boards. The USF IAE Board's Governance committee took this opportunity to perform a comprehensive review of its bylaws. After careful deliberation, the committee recommended to set the maximum number of Board Directors at thirteen (13) to support its oversight responsibilities. In addition, the committee also recommended removing language from its bylaws stating that USF IAE employees shall not be considered employees of USF or the State of Florida by virtue of such employment. The fact of the matter is, as permitted under Florida Statute 1004.28, all USF IAE employees are employees of USF. The original language caused confusion within and outside USF on this matter. For example, it casted doubt on the eligibility of USF IAE employees for such things as USF-procured software licenses and insurance coverage administered by the State Risk Management Trust Fund. USF IAE's financial auditors also recommended removal of the language.

At its April meeting, USF IAE's Board of Directors unanimously approved changes to its bylaws to address these issues, and requesting the USF Board of Trustees Governance Committee and full Board review and approve.

**Financial Impact:** No financial impact

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**Strategic Goal(s) Item Supports:** The Institute supports all four goals of the USF Strategic Plan

**BOT Committee Review Date:** 5/14/2020

**Supporting Documentation Online (*please circle*):**    Yes

No

**Prepared by:** Eric Forsyth

**BYLAWS**  
**OF**  
**UNIVERSITY OF SOUTH FLORIDA**  
**INSTITUTE OF APPLIED ENGINEERING, INCORPORATED**  
**(a Florida Corporation Not For Profit and a University Direct Support Organization**  
**of the University of South Florida)**

**ARTICLE I**

**Name and Address**

The name of this corporation is University of South Florida Institute of Applied Engineering, Incorporated (the “Corporation”). The principal office and mailing address of the Corporation shall be University of South Florida College of Engineering, 4202 East Fowler Avenue, Tampa, Hillsborough County, Florida 33620.

**ARTICLE II**

**Purposes and Powers**

**SECTION 1. Purposes and Powers.**

The Corporation is organized as (i) a corporation not for profit under Chapter 617, Florida Statutes, and (ii) a university direct-support organization under Section 1004.28, Florida Statutes, Florida Board of Governors Regulations 1.001(8)(b) and 9.011, and University of South Florida Regulation 13.002, and corresponding provisions of any subsequent laws or regulations. The Corporation is organized and shall be operated exclusively for charitable, scientific and educational purposes and not for pecuniary profit, and exclusively

for the support and benefit of the University of South Florida (the “University” or “USF”) including without limitation the USF College of Engineering (“COE”). The Corporation shall possess all of the powers and authority as are now or may hereafter be granted to corporations not for profit and university direct-support organizations under the laws of the State of Florida. Pursuant to the Corporation’s operations and activities exclusively for the support and benefit of the University, the specific purposes for which the Corporation is organized shall include but not be limited to the following:

- A. The Corporation is organized and operated to provide applied engineering solutions to the United States Federal government as well as other State, County, and Municipal governments and industry. A distinguishing feature of the Corporation, compared to other USF direct support organizations, is that it will predominantly provide these solutions through contracts subject to Federal Acquisition Regulation Sub-Part 31.2, Contracts with Commercial Organizations. Further, these solutions, which include both products and services, will come from, but not be limited to, the fields of Electrical, Mechanical, Aerospace, Chemical, Material Science, Computer Science, Civil & Environmental, Industrial & Management Systems, and Bio-Medical Engineering. Through this, the Corporation will enhance scientific research and educational opportunities for the University and community while attracting new technology-focused industries to the local geographic area. As such, the Corporation will further promote, stimulate, develop and advance the business prosperity and economic welfare and diversity of the State of Florida (the "State") and its residents.

**SECTION 2. Limitations on Purposes and Powers.**

- A. All the assets and earnings of the Corporation shall be used exclusively for the exempt purposes hereinabove set forth, including the payment of expenses incidental thereto. No part of the net earnings of the Corporation shall inure to

the benefit of any member, director, or officer of the Corporation, or any other private individual, and no member, director, or officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

- B. No substantial part of the activities of the Corporation shall be the carrying on of a program of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.
- C. The Corporation shall not have the power to convey, lease, pledge, or otherwise encumber assets owned by the State of Florida or the University. The Corporation shall have sole responsibility for the acts, debts, liabilities, and obligations of the Corporation in accordance with Florida law.
- D. The Corporation does not have the power to issue stock or pay dividends, and the private property of the members, directors, and officers shall not be liable for the debts of the Corporation.
- E. The Corporation shall not have the power to conduct any activities not permitted by applicable laws including without limitation the Internal Revenue Code and pertinent Treasury Regulations (or corresponding provisions of any subsequent revenue laws) (hereinafter the “Code”).

~~Persons employed by the Corporation shall not be considered employees of the University or State of Florida by virtue of such employment.~~

- G.F. The University’s President shall retain the ability, powers, and duties to: monitor and control the use of University resources and the University name by the Corporation; assure that the Corporation’s activities are consistent with and supportive of the mission of the University; monitor compliance of the

Corporation with federal and state laws and applicable rules, regulations and policies; approve salary supplements and other compensation or benefits paid to University faculty and staff from the Corporation's assets, consistent with applicable policies; approve salaries, benefits, and other compensation paid to employees of the Corporation, consistent with applicable policies; and otherwise supervise the Corporation as provided by Florida Board of Governors Regulations 9.011, University of South Florida Regulations 13.002, and provisions of any subsequent laws, regulations, and University policies and internal management memoranda.

**SECTION 3. Special Duties as a University Direct Support Corporation.**

The Corporation shall comply with all requirements and perform all duties which are necessary to maintain approval and certification of the Corporation as a university direct support organization under Section 1004.28, Florida Statutes, Florida Board of Governors Regulation 9.011, and University of South Florida Regulation 13.002, and corresponding provisions of any subsequent laws or regulations. Without limiting the foregoing:

- A. The Corporation shall comply with all conditions established by the Florida Board of Governors and the USF Board of Trustees in order to be approved and certified and to use property, facilities, or personal services at the University.
- B. The Corporation shall comply with all such additional conditions, controls and requirements as the Florida Board of Governors and the USF Board of Trustees deems appropriate to provide for budget and audit review and oversight.
- C. The Corporation's Executive Director shall report to the University's President (or designee) in compliance with Florida Board of Governors Regulation 9.011(2).
- D. The Corporation shall prepare an operating budget at least annually which, upon approval by the Corporation's Board of Directors, shall be submitted for approval by the USF Board of Trustees or designee. Significant changes in planned expenditures in the approved budget must be reported by the Corporation to the USF Board of Trustees or designee as soon as practicable



but no later than the deadline established by the USF Board of Trustees. The Corporation may provide any salary supplements and other compensation or benefits for University faculty and staff employees only as set forth in the Corporation's budget and subject to approval by the University's President.

- E. The Corporation shall provide for an annual audit conducted pursuant to the University's regulations or policies. The annual audit report shall be submitted by the Corporation to the USF Board of Trustees or designee, the Florida Board of Governors, and the Florida Auditor General for review. The USF Board of Trustees or designee, the Florida Board of Governors, the Florida Auditor General, and the Florida Office of Program and Policy Analysis and Governmental Accountability may require and receive any records relative to the operation of the Corporation from the Corporation or its independent auditors.
- F. The Corporation shall submit its federal Internal Revenue Service application for Recognition of Exemption form (Form 1023) and its federal Internal Revenue Service Return of Organization Exempt for Income Tax form (Form 990) to the USF Board of Trustees or designee at the times required by the applicable regulation or policy of the USF Board of Trustees.
- G. In the event of the Corporation's decertification by the USF Board of Trustees, the Corporation shall provide an accounting of its assets and liabilities to the USF Board of Trustees or designee, and take such reasonable action as is necessary to secure the return of all University property and facilities as requested by the University.

### **ARTICLE III**

#### **Membership**

The sole member of the Corporation shall be the USF Board of Trustees, a public body corporate of the State of Florida, acting for and on behalf of the University (the "Member.").

The Member of the Corporation shall have no voting rights as member of the Corporation.

## **ARTICLE IV**

### **Board of Directors**

#### **SECTION 1. Powers and Duties**

A. The Board of Directors (the “Board”) shall be the governing body of the Corporation exercising supervisory control over the operation, maintenance, and governance of the Corporation in accordance with applicable laws and regulations.

~~B.~~ The Board shall have the powers, duties and responsibilities vested in the board of directors of a Florida not for profit and university direct support organization under applicable Florida laws and regulations.

~~B.C.~~ The maximum number of directors serving on the Board is up to thirteen (13).

#### **SECTION 2. Qualification and Compensation of the Board of Directors**

The property, affairs, business, funds and operations of the Corporation shall be managed, supervised and controlled by the Board, subject to applicable law and regulations, the limitations contained in the Corporation’s Articles of Incorporation and Bylaws, and the powers and duties reserved to the University’s President and the USF Board of Trustees. The members of the Board shall serve in such capacity without compensation. The Board shall carry out the purposes of the Corporation in compliance with the Articles of Incorporation and these Bylaws. The Board shall include the incumbent holders of the following named offices and persons from the following named classes

A. One (1) Director shall be a person who is selected and appointed to the Board by the Chairperson of the USF Board of Trustees in accordance with Section 1004.28, Florida Statutes.

B. One (1) Director shall be a person who is nominated to the Board by the

University's President as the President's representative.

- C. A minimum of four (4), up to a maximum of eleven (11), to include non-USF employees, who are each nominated to the Board by the USF Dean, College of Engineering or his/her designee.

While the University President and USF Dean, College of Engineering, shall nominate members to the Board of Directors, all Board members shall be approved and formally appointed by the USF Board of Trustees.

Except as may be otherwise provided in the Articles and these Bylaws, Directors shall serve a term of three (3) years and may be reappointed. Directors shall be removed in accordance with the procedure provided in the Bylaws; provided, the Director who is appointed to the Board by the Chairperson of the USF Board of Trustees may be removed only by action of the Chairperson of the USF Board of Trustees.

### **SECTION 3. Removal and Resignation of Directors.**

Directors may be removed by the University's President in his/her sole discretion; provided, the Director who is appointed to the Board by the Chairperson of the USF Board of Trustees may be removed only by action of the Chairperson of the USF Board of Trustees. Any Director may resign at any time by giving written notice to the Board. Any such resignation shall take effect at the time specified therein or, if no time is specified therein, upon its acceptance by the Board.

### **SECTION 4. Conflict of Interest**

The Board shall adopt and keep in full force and effect a substantial conflict of interest policy for its Directors and principle officers in accordance with the rules and regulations of the Internal Revenue Service applicable to tax exempt organizations.

## **ARTICLE V**

## **Officers**

### **SECTION 1. Officers of the Board of Directors**

The officers of the Board shall consist of a Chairperson, a Vice-Chairperson and such other officers as the Board may provide by resolution. All of said officers shall be elected by the Board from the membership of the Board. The same person may not hold more than one office on the Board.

Chairperson: The Chairperson shall:

- A. Exercise overall supervision of Board affairs and preside at meetings of the Board.
- B. Provide leadership to the Board and its committees in formulating, developing and evaluating the Corporation's policies and goals;
- C. Appoint special committees from time to time for the sole purpose of advising the Chairperson on such matters as may be deemed necessary and appropriate at the time;
- D. Develop, coordinate, and supervise all operating policies and procedures of and for the Board; and
- E. Submit all information and reports to the University's President as required by Florida Board of Governors Regulation 9.011 and University of South Florida Regulation 13.002.
- F. Perform all the duties incident to his/her office and such other duties as may be designated by the University's President or the Board.

Vice-Chairperson: The Vice-Chairperson shall:

- A. In the absence of the Chairperson, preside at meetings of the Board. The Vice Chairperson shall vote in the decisions and actions of the Board.
- B. Perform such duties as may be designated by the Chairperson or the Board.

### **SECTION 2. Officers of the Corporation**

The officers of the Corporation shall consist of a President/Chief Executive Officer (CEO), Secretary, Treasurer and such other positions as from time to time are elected or appointed by the Board. The Secretary and Treasurer positions may be held by the same person. The individual who serves as the USF Dean, College of Engineering or his/her designee shall be the Corporation President/CEO. All other officers shall hold office until the next annual meeting of the Board or until their successors are elected or appointed by the Board.

President/CEO: The President/CEO is the direct representative of the Board in the management of the Corporation. The President/CEO's duties shall include, but not be limited to, the following:

- A. Direct and oversee performance of the Corporation.
- B. Sign written instruments of the Corporation except as the Board shall provide otherwise;
- C. Control the budget and funds of the Corporation;
- D. Prepare annual operating and capital budgets; develop performance reports comparing actual operations with approved budgets; and submit reports on the financial condition of the Corporation to the Board at its regular meetings;
- E. Create and supervise the Corporation's administrative management structure and staff; and
- F. Perform all the duties incident to his/her office and such other duties as may be designated by the Chairperson or the Board.

Secretary: The Board shall appoint an individual to serve as the Secretary. The Secretary shall:

- A. Keep accurate records of attendance, votes, and minutes of all proceedings of the Board.
- B. Ensure that a quorum of Directors is present to conduct Board meetings;
- C. Have charge of and affix the corporate seal to instruments as appropriate.
- D. Have charge of all official records of the Corporation that shall be at all

reasonable times open to the inspection of any Director; and

- E. Perform all the duties incident to his/her office and such other duties as may be designated by the Chairperson or the Board.

Treasurer The Board shall appoint an individual to serve as the Treasurer. The Treasurer shall:

- A. Support the President/CEO in controlling the budget and funds of the Corporation;
- B. Support the President/CEO in preparing annual operating and capital budgets; developing performance reports comparing actual operations with approved budgets; and submitting reports on the financial condition of the Corporation to the Board at its regular meetings;
- C. Receive and keep the funds of the Corporation and pay out the same only in accordance with the guidelines established by the Board;
- D. Deposit all monies, checks and other credits to the account of the Corporation in such bank or banks or other depositories as the Board may designate;
- E. Review all receipts and vouchers for payment made to and all vouchers and checks made by the Corporation and shall regularly maintain a full and accurate account of all funds received and paid out by the Corporation;
- F. Render to the Board an account and statement of the Treasurer's actions at the annual meeting of the Board and at such other times as the Board may determine;
- G. At all reasonable times exhibit the Treasurer's books and accounts to any Director of the Board;
- H. Perform all the duties incident to his/her office and such other duties as may be designated by the Chairperson or the Board.

### **SECTION 3. Resignation and Removal**

Any officer of the Corporation may resign at any time by giving written notice to the Chairperson or the Secretary. Any such resignation shall take effect at the time specified in the notice, or, if no time is specified therein, upon its acceptance by the Chairperson or the Board.

The Chairperson or the Board may, with or without cause, remove from office any officer or agent of the Corporation except the Corporation President/CEO. The University President may, with or without cause, remove from office the Corporation President/CEO. The Chairperson or the Board shall have authority to make appointments to fill vacancies in officer positions, subject to the provisions of these Bylaws.

## **ARTICLE VI**

### **Meetings of the Board of Directors and its Committees**

#### **SECTION 1. Regular Meetings.**

The Board shall hold regular meetings as called by the Chairperson. One regular meeting of the Board, to be held in October of each year, shall be designated the annual meeting of the Board for the purpose of electing officers as applicable, appointing new committee members as applicable, and the transaction of other business. The Chairperson and the chairpersons of other committees shall fix the time and place of regular meetings of such Board or committee, respectively.

#### **SECTION 2. Special Meetings.**

The Chairperson and the chairpersons of other committees shall have authority to call special meetings of such Board or committee respectively whenever he/she deems necessary or desirable. In addition, the Chairperson and the chairpersons of other committees shall call a special meeting whenever requested in writing to do so by a majority of the members of the Board or other committee.

#### **SECTION 3. Participation in Meetings by Telephone.**

Members of the Board and other committees may participate in meetings of the Board and other committees by means of a conference telephone or similar communications equipment by which all persons participating can hear each other at the same time, and participation by such means shall constitute presence in person at such meeting.

**SECTION 4. Notice, Agendas and Minutes.**

- A. Unless waived as provided by law, written notice of the place, date, time, and purpose of regular Board and committee meetings shall be given to each member thereof by personal delivery, mail, facsimile, telegram or email at least one (1) day prior to said meetings, and similar notice of any special meetings shall be given to all Board or committee members as soon as practicable prior to said meetings. Either a regular or special meeting may be held without notice if all Board or committee members waive, in writing, the right to receive notice. Notice of a meeting need not be given to any member who signs a waiver of notice either before or after the meeting. Attendance of any Board or committee member at any meeting shall be deemed a waiver of notice of such meeting and a waiver of any and all objections to the place of the meeting, the time of the meeting, or the manner in which it has been called or convened, except when a member states at the beginning of the meeting or promptly upon arrival at the meeting, any objection to the transaction of affairs because the meeting is not lawfully called or convened.
- B. The Chairperson of the Board and the chairpersons of other committees may elect to provide notices of Board and committee meetings to individuals other than members of such Board or committee, respectively. The Chairperson shall provide notices of all Board meetings to the USF Chief Financial Officer who shall have the right to attend all meetings of the Board.
- C. A written agenda of the matters to be considered at a Board or committee meeting shall be delivered to members thereof prior to such meeting, provided, however, that Board and committee proceedings shall not be limited to matters set forth in such agenda.
- D. Written minutes of the proceedings of the Board and committees shall be maintained and all actions taken at Board and committee meetings shall be properly recorded in the minutes. Minutes shall, where reasonably possible, be delivered to the members of the Board or committee in advance of its next scheduled meeting.



**SECTION 5. Quorum and Voting.**

- A. The presence of a majority of the members of the Board shall be necessary and sufficient to constitute a quorum for the transaction of business at all meetings of the Board.
- B. The presence of a majority of the members of any Board committee shall be necessary and sufficient to constitute a quorum for the transaction of business at all meetings of committees of such Board committee.
- C. In the absence of a quorum, a majority of members present at the meeting of the Board or committee may adjourn the meeting until a quorum is present for the transaction of business.
- D. The vote of a majority of the members of the Board or any Board committee present at a meeting of the Board or committee shall constitute the action of the Board or Committee except as otherwise provided by these Bylaws.

**SECTION 6. Parliamentary Rules.**

The most recent edition of “Roberts Rules of Order” shall be followed in conducting the meetings of the Board and committees unless otherwise provided by resolution of the Board.

**ARTICLE VII**

**Committees of the Board of Directors**

**SECTION 1. Appointment to and Removal from, Composition, and Term of Committees.**

- A. The chairpersons and members of all standing and special committees of the Board shall be appointed as provided by these Bylaws. A committee

chairperson or member may be removed from a committee only by the Board.

- B. All committees of the Board shall consist of not less than three (3) members, at least one (1) of whom shall be a Director. Individuals other than Directors shall be eligible to serve on committees. However, the chairperson of each committee shall be a Director.
- C. The chairpersons and members of standing committees shall continue in these capacities until their successors have been appointed. Special committees shall be discharged by the Board upon completion of the task for which they are established.

## **SECTION 2. Other Standing and Special Committees.**

### **A. Composition.**

The Board may by resolution appoint one or more other standing or special committees which shall perform specific functions and tasks as provided in the resolution, except that a delegation of power to such committees shall not include any of the following powers:

- (i) approve or recommend to members actions or proposals required by Chapter 617, Florida Statutes, to be approved by members
- (ii) fill vacancies on the Board or any committee thereof;
- (iii) adopt, amend, or repeal the Articles of Incorporation or these Bylaws of the Corporation;
- (iv) sell, lease, exchange, or otherwise dispose of all or substantially all of the property and assets of the Corporation;
- (v) adopt a plan of voluntary dissolution of the Corporation;
- (vi) amend or repeal any resolution approved by the Board; or

- (vii) exercise any other powers specifically provided in the Bylaws as being reserved for the Board.

In addition, if such a committee includes a member who is not a Director, the committee shall not be delegated any powers of the Board. The Board shall have the authority to appoint a special committee from time to time for the sole purpose of advising the Board on such matters as may be deemed necessary and appropriate at the time.

B. Meetings, Quorums and Minutes.

Meetings of standing and special committees may be called by the chairperson of the committee or by the Board, or by the Chairperson, and notice of any committee meeting shall be given in the manner provided in these Bylaws for notices of special meetings of the Board. Each committee shall keep regular minutes of its proceedings. The Chairperson, and his/her designees, shall have the right to attend any meeting of any special and standing committee.

## **ARTICLE VIII**

### **Adoption and Amendments**

The Board shall adopt these Bylaws and may from time to time modify, alter, amend or repeal the Bylaws by an affirmative vote of two-thirds (2/3) of the members of the Board present and voting at any duly held regular or special meeting of the Board, or by all Directors signing a written statement manifesting their intention that the Bylaws be adopted, amended or repealed; provided, with respect to such meetings, notice thereof, which shall include the text of the proposed change to the Bylaws, shall be furnished in writing to each member of the Board at least seven (7) days prior to the meeting at which the change to the Bylaws is to be voted upon; provided further, the adoption, amendment or repeal of the Bylaws shall not be

effective without the written concurrence of the University's President, the USF Board of Trustees, and such other approvals as may be required by law or regulation.

## **ARTICLE IX**

### **Indemnification**

The Corporation shall indemnify each director, officer, employee and agent of the Corporation, and may indemnify any other person, to the full extent permitted by the Florida Not For Profit Corporation Act and other applicable laws. The rights conferred by this Article shall not be exclusive of any other right that any director, officer, employee, agent or other person may have or hereafter acquire under the Florida Not For Profit Corporation Act, any other statute or agreement, pursuant to a vote of disinterested directors, or otherwise. No repeal or modification of this Article shall limit the rights of any director, officer, employee or agent to indemnification with respect to any action or omission occurring prior to such repeal or modification

## **ARTICLE X**

### **Dedication of Assets and Dissolution**

The Corporation dedicates all assets which it may acquire to the charitable purposes as set forth in Article II hereof. In the event that the Corporation shall dissolve or otherwise terminate its corporate existence, subject to the provision of Chapter 617, Florida Statutes, the Corporation shall distribute all its existing assets as provided in the Articles of Incorporation.

## **ARTICLE XI**

### **Access to Corporate Records**

Public access to all records of the Corporation shall be governed by Section 1004.28, Florida Statutes and the Corporation's policy on disclosure of records.

**Ageanda Item: FL 103**

**USF Board of Trustees  
Governance Committee  
May 14, 2020**

**Issue:** Amendments to the Articles and Bylaws of University of South Florida (USF) Health Services Support Organization, Inc. ("**UHSSO**") and Approval of UHSSO Board Members.

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**Proposed action:** Recommend to the USF Board of Trustees for approval:

- (i) Amended and Restated Articles of Incorporation and Bylaws of UHSSO (copies included as [Appendix 1](#) and [Appendix 2](#) to this Agenda Item); and
- (ii) appointed members of UHSSO Board of Directors.

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**Executive Summary:**

UHSSO was established in 1996 as a "university health services support organization" under *Florida Statutes* Section 240.2995 (1995) (currently, *Florida Statutes* Section 1004.29). The legislatively-authorized special purpose of UHSSO is "...to enter into, for the benefit of the university academic health sciences center, arrangements with other entities as providers in other integrated health care systems or similar entities". UHSSO has been inactive for many years, but the entity has recently become relevant to facilitate USF Health's participation in certain health network arrangements. UHSSO will also have a legal role in connection with the structure of "NewCo" in the USF Health/TGH transaction.

UHSSO is a Support Organization subject to USF Regulation 13.002. It is necessary to amend and update the articles of incorporation and bylaws of UHSSO to reference and comply with current laws and regulations including USF Reg. 13.002. The proposed Amended and Restated Articles of Incorporation and Bylaws of UHSSO (Appendices 1 and 2) accomplish this purpose and reflect the organizational objectives of USF Health. The UHSSO Board approved the Amended and Restated Artilces and Bylaws at its meeting on May 6, 2020.

Pursuant to USF Reg. 13.002 (3) c), the USF Board of Trustees approves all appointments to the board of directors of a Support Organization (except for the Board Chair's and President's designees). The current or prospective UHSSO Board members are:

1. Charles J. Lockwood, M.D., M.H.C.M.  
Senior Vice President, USF Health  
USF President's designated representative
2. Mark Moseley, M.D.  
Chief Clinical Officer, USF Health  
Appointed as UHSSO Director in 6/18 by USF President upon recommendation of USF Health Sr. Vice President
3. Harry van Loveren, M.D.  
Chair, USF Neurosurgery  
Vice Chair and Secretary Treasurer-USFHC/UMSA.  
Appointed as UHSSO Director in 6/18 by USF President upon recommendation of USF Health Sr. Vice President
4. Clifton Gooch, M.D.  
Chair, USF Neurology  
To be appointed as UHSSO Director by USF President upon recommendation of USF Health Sr. Vice President
5. Richard Sobieray, MBA, CPA  
CFO, USF Health  
Appointed as UHSSO Director in 6/18 by USF President upon recommendation of USF Health Sr. Vice President
6. Kathryn Gillette  
Chair of Audit Committee, UMSA/MSSC/USFHC/USFHSSO  
To be appointed *ex officio* pursuant to Amended and Restated Articles

In accordance with USF Reg. 13.002 (3)c), it is requested that the USF Board of Trustees approve the appointments of Dr. Mark Moseley, Dr. Harry van Loveren, Dr. Clifton Gooch, Mr. Richard Sobieray and Ms. Kathryn Gillette as members of the Board of Directors of UHSSO.

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**Strategic Goal(s) Item Supports: USF System Strategic Goal 4: Sound financial management to establish a strong and sustainable economic base in support of USF's continued academic advancement**

**Supporting Documentation Online (*please circle*):**    **Yes**                      **No**  
**USF or Campus specific:**   **USF System wide**  
**Prepared by:** Bryan Burgess, USF Health



**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
UNIVERSITY OF SOUTH FLORIDA (USF)  
HEALTH SERVICES SUPPORT ORGANIZATION, INC.  
(A Corporation Not For Profit)**

University of South Florida (USF) Health Services Support Organization, Inc. was originally incorporated on November 22, 1996, pursuant to the Florida Not For Profit Corporation Act.

In accordance with Sections 617.1002 and 617.1007 of the Florida Not For Profit Corporation Act and pursuant to a resolution duly adopted by its Board of Directors on May \_\_, 2020, University of South Florida (USF) Health Services Support Organization, Inc. hereby adopts these amended and restated articles of incorporation (Articles I, II, IV, VI, VII, VIII, and IX are amended hereby). The corporation's Board of Directors by unanimous vote of the members thereof approved the amendments in the manner set forth in the articles of incorporation and Florida law. There is no discrepancy between the articles of incorporation as amended and the provisions of the restated articles of incorporation other than the inclusion of the amended articles described above and the omission of matters of historical interest. There are no members entitled to vote on the adoption of these amended and restated articles of incorporation.

**ARTICLE I**  
Name and Address

The name of this corporation is University of South Florida (USF) Health Services Support Organization, Inc. (the "Corporation"). The principal office and mailing address of the Corporation shall be University of South Florida Health Sciences Center, 12901 Bruce B. Downs Blvd., MDC Box 62, Tampa, Hillsborough County, Florida 33612.

**ARTICLE II**  
Purposes and Powers

SECTION 1. Purposes and Powers.

The Corporation is organized as (i) a corporation not for profit under Chapter 617, Florida Statutes, and (ii) a university health services support organization under Section 1004.29, Florida Statutes, Florida Board of Governors Regulations 1.001(8)(b) and 9.011, and University of South

Florida Regulation 13.002, and corresponding provisions of any subsequent laws or regulations. The Corporation is organized and shall be operated exclusively for charitable, scientific and educational purposes and not for pecuniary profit, and exclusively for the support and benefit of the University of South Florida (the "University" or "USF"). The Corporation shall possess all of powers and authority as are now or may hereafter be granted to corporations not for profit and university health services support organizations under the laws of the State of Florida. Pursuant to the Corporation's operations and activities exclusively for the support and benefit of the University, the specific purposes for which the Corporation is organized shall include entering into arrangements for the benefit of the University's academic health sciences center with other entities as providers in other integrated health care systems or similar entities and activities in furtherance of the purposes of Section 1004.29, Florida Statutes

SECTION 2. Limitations on Purposes and Powers.

- A. All the assets and earnings of the Corporation shall be used exclusively for the exempt purposes hereinabove set forth, including the payment of expenses incidental thereto. No part of the net earnings of the Corporation shall inure to the benefit of any member, director, or officer of the Corporation, or any other private individual, and no member, director, or officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.
- B. No substantial part of the activities of the Corporation shall be the carrying on of a program of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publication or

distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

- C. The Corporation shall not have the power to convey, lease, pledge, or otherwise encumber assets owned by the State of Florida or the University. The Corporation shall have sole responsibility for the acts, debts, liabilities, and obligations of the Corporation. As provided by Section 1004.29 (1), Florida Statutes, in no case shall the State or University have any responsibility for the acts, debts, liabilities and obligations incurred or assumed by the Corporation.
- D. The Corporation does not have the power to issue stock or pay dividends, and the private property of the members, directors, and officers shall not be liable for the debts of the Corporation.
- E. The Corporation shall not have the power to conduct any activities not permitted by applicable laws including without limitation the Internal Revenue Code and pertinent Treasury Regulations (or corresponding provisions of any subsequent revenue laws) (the "Code").
- F. Persons employed by the Corporation shall not be considered employees of the State of Florida by virtue of such employment.
- G. The University's President shall retain the ability, powers, and duties to: monitor and control the use of University resources and the University name by the Corporation; assure that the Corporation's activities are consistent with and supportive of the mission of the University and USF Health; monitor compliance of the Corporation with federal and state laws and applicable rules and policies;

and otherwise supervise the Corporation as provided by Florida Board of Governors Regulation 9.011 and University of South Florida Regulation 13.002, and the provisions of any subsequent laws, regulations, and University policies and internal management memoranda.

### **ARTICLE III**

#### **No Members**

The Corporation shall have no members.

### **ARTICLE IV**

#### **Board of Directors**

##### **SECTION 1. Board of Directors.**

The property, affairs, business, funds and operations of the Corporation shall be managed, supervised and controlled by a Board of Directors (the “Board”), subject to applicable law and regulations, the limitations contained in the Corporation’s Articles of Incorporation and Bylaws, and the powers and duties reserved to the University’s President and the University’s Board of Trustees. The members of the Board shall serve in such capacity without compensation. The Board shall carry out the purposes of the Corporation in compliance with these Articles of Incorporation and the Bylaws of the Corporation. The Board shall include the incumbent holders of the following named offices and persons from the following named classes:

- A. The University’s Senior Vice President for Health Sciences (or similar position regardless of title) (the “USF Health Vice President”).
- B. The Chair of the University’s Board of Trustees shall appoint one (1) representative to the Board in accordance with Section 1004.29(4), Florida Statutes.
- C. One (1) Director shall be a person who is selected and appointed to the Board by the University’s President as the President’s representative in accordance with

Section 1004.29 (4), Florida Statutes (provided, the University's President may elect to appoint the USF Health Vice President to serve as the President's representative for this purpose).

- D. Not more than six (6) Directors may be individuals who are selected and recommended by the USF Health Vice President and appointed to the Board by the University's President.
- E. Any individual who is appointed to the Corporation's Audit Committee who is not otherwise designated a Director pursuant to the preceding subsections of this Article IV, Section 1.

Except for the Directors specified in subsections B. and C. of this Article IV, Section 1, all other Directors shall be approved by the University's Board of Trustees. Except as may be otherwise provided in these Articles and the Bylaws, and except for the Director who is appointed to the Board by the Chair of the University's Board of Trustees, Directors shall serve a term of one (1) year and may be reappointed. Directors may be removed by the University's President in his/her sole discretion; provided, the Director who is appointed to the Board by the Chair of the University's Board of Trustees may be removed and replaced only by action of the Chair of the University's Board of Trustees.

## **ARTICLE V**

### **Amendments to Bylaws and Articles of Incorporation**

The Bylaws of the Corporation may be adopted, altered, amended, or repealed by an affirmative vote of two-thirds (2/3) of the members of the Board present and voting at any duly held regular or special meeting of the Board; provided, with respect to such meetings, notice

thereof, which shall include the text of the proposed change to the Bylaws, shall be furnished to each member of the Board at least seven (7) days prior to the meeting at which such change to the Bylaws is to be voted upon; provided further, the adoption, alteration, amendment, or repeal of the Bylaws shall not be effective without the written concurrence of the University's President, the University's Board of Trustees, and such other approvals as may be required by law or regulation.

The Articles of Incorporation of the Corporation may be amended by an affirmative vote of two-thirds (2/3) of the members of the Board present and voting at any duly held regular or special meeting of the Board; provided, with respect to such meetings, notice thereof, which shall include the text of the proposed amendment to the Articles of Incorporation, shall be furnished to each member of the Board at least seven (7) days prior to the meeting at which such amendment to the Articles of Incorporation is to be voted upon; provided further, the amendment of the Articles of Incorporation shall not be effective without the written concurrence of the University's President, the University's Board of Trustees, and such other approvals as may be required by law or regulation.

**ARTICLE VI**  
**Term of Existence**

This Corporation shall have perpetual existence unless it is dissolved pursuant to the laws of the State of Florida.

**ARTICLE VII**  
**Dissolution**

Upon dissolution of this Corporation, all of its assets remaining after the payment of all costs and expenses of such dissolution shall be disbursed to the University of South Florida Foundation, Incorporated, provided that it is exempt from federal income taxation under Section 501(a) of the Code as an organization described in Section 501 (c) (3) of the Code, and is an organization contributions to which are deductible under Section 170(c)(2) of the Code, for use only by the University of South Florida, or in the event that such organization is not in existence or the University of South Florida Foundation, Incorporated, is not so qualified under Sections 501 and 170 of the Code, the remaining assets of the Corporation shall be distributed to such scientific, educational and charitable organizations ruled exempt by the Internal Revenue Service under Section 501 (c) (3) and Section 170 (c) (2) of the Code, as may be selected by the last Board of Directors, subject to the approval of the University's President and such other approvals as may be required by law, rule or regulation, and none of the assets will be distributed to any members, officers, or directors of the corporation.

#### **ARTICLE VIII**

##### **Registered Office and Registered Agent**

The Corporation hereby designates the Corporation's Registered Office to be located at University of South Florida, Office of the General Counsel, 4202 East Fowler Avenue, CGS 309, Tampa, Florida 33620-6250, and hereby designates and appoints the University's General Counsel as Registered Agent of the Corporation, to accept service of process within this State, to serve in such capacity until a successor is selected and duly designated.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this \_\_\_\_ day of May, 2020.

**UNIVERSITY OF SOUTH FLORIDA (USF)  
HEALTH SERVICES SUPPORT  
ORGANIZATION, INC.**

\_\_\_\_\_  
By: Charles J. Lockwood, M.D., MHCM  
Its: Chairperson

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

Before me, a Notary Public duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Charles J. Lockwood, M.D., MHCM, to me well known to be the person described in and who executed the foregoing Amended and Restated Articles of Incorporation, and he acknowledged before me that he executed and subscribed to these Amended and Restated Articles of Incorporation.

Notary Public, State of Florida  
at Large

My Commission Expires: \_\_\_\_\_

(NOTARIAL SEAL)

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in the Amended and Restated Articles of Incorporation, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

\_\_\_\_\_  
Name: Gerard Solis  
Title: General Counsel  
University of South Florida

\_\_\_\_\_  
Date



# **BYLAWS**

## **UNIVERSITY OF SOUTH FLORIDA (USF) HEALTH SERVICES SUPPORT ORGANIZATION, INC.**

(a Florida Corporation Not For Profit and a University Health  
Services Support Organization of the University of South Florida)

*(Amended and Restated as of \_\_\_\_\_2020)*

Approved By Board of Directors  
As of May \_\_\_\_, 2020

Approved by USF Board of Trustees on  
\_\_\_\_\_



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## **ARTICLE I**

### **NAME AND LOCATION**

The name of the corporation is University of South Florida (USF) Health Services Support Organization, Inc. (the “Corporation”). The principal office and mailing address of the Corporation shall be University of South Florida Health Sciences Center, 12901 Bruce B. Downs Blvd., MDC Box 62, Tampa, Hillsborough County, Florida 33612.

## ARTICLE II

### PURPOSES AND POWERS OF THE CORPORATION

#### SECTION 1. Purposes and Powers.

The Corporation is organized as (i) a corporation not for profit under Chapter 617, Florida Statutes, and (ii) a university health services support organization under Section 1004.29, Florida Statutes, Florida Board of Governors Regulations 1.001(8)(b) and 9.011, and University of South Florida Regulation 13.002, and corresponding provisions of any subsequent laws or regulations. The Corporation is organized and shall be operated exclusively for charitable, scientific and educational purposes and not for pecuniary profit, and exclusively for the support and benefit of the University of South Florida (the “University” or “USF”). The Corporation shall possess all of the powers and authority as are now or may hereafter be granted to corporations not for profit and university health services support organizations under the laws of the State of Florida. Pursuant to the Corporation’s operations and activities for the support and benefit of the University, the specific purposes for which the Corporation is organized shall include entering into arrangements for the benefit of the University’s academic health sciences center with other entities as providers in other integrated health care systems or similar entities and activities in furtherance of the purposes of Section 1004.29, Florida Statutes

#### SECTION 2. Limitations on Purposes and Powers.

- A. All the assets and earnings of the Corporation shall be used exclusively for the exempt purposes hereinabove set forth, including the payment of expenses incidental thereto. No part of the net earnings of the Corporation shall inure to the benefit of any member, director, or officer of the Corporation, or any other private individual, and no member, director, or officer of the Corporation or any private

individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

- B.** No substantial part of the activities of the Corporation shall be the carrying on of a program of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.
- C.** The Corporation shall not have the power to convey, lease, pledge, or otherwise encumber assets owned by the State of Florida or the University. The Corporation shall have sole responsibility for the acts, debts, liabilities, and obligations of the Corporation. As provided by Section 1004.29 (1), Florida Statutes, in no case shall the State or University have any responsibility for the acts, debts, liabilities and obligations incurred or assumed by the Corporation.
- D.** The Corporation does not have the power to issue stock or pay dividends, and the private property of the members, directors, and officers shall not be liable for the debts of the Corporation.
- E.** The Corporation shall not have the power to conduct any activities not permitted by applicable laws including without limitation the Internal Revenue Code and pertinent Treasury Regulations (or corresponding provisions of any subsequent revenue laws) (the “Code”).
- F.** Persons employed by the Corporation shall not be considered employees of the State of Florida by virtue of such employment.
- G.** The University’s President shall retain the ability, powers, and duties to: monitor and control the use of University resources and the University name by the Corporation; assure that the Corporation’s activities are consistent with and supportive of the mission of the University and USF Health; monitor compliance

of the Corporation with federal and state laws and applicable rules, regulations and policies; and otherwise supervise the Corporation as provided by Florida Board of Governors Regulation 9.011 and University of South Florida Regulation 9.017 13.002, and provisions of any subsequent laws, regulations, and University policies and internal management memoranda.

**SECTION 3. Special Duties as University Health Services Support Organization.**

The Corporation shall comply with all requirements and perform all duties which are necessary to maintain approval and certification of the Corporation as a university health services support organization under Section 1004.29, Florida Statutes, Florida Board of Governors Regulation 9.011, and University of South Florida Regulation 13.002, and corresponding provisions of any subsequent laws or regulations. Without limiting the foregoing:

- A.** The Corporation shall comply with all conditions established by the Florida Board of Governors and the University's Board of Trustees in order to be approved and certified and to use property, facilities, or personal services at the University.
- B.** The Corporation shall comply with all such additional conditions, controls and requirements as the Florida Board of Governors and the University's Board of Trustees deems appropriate to provide for budget and audit review and oversight.
- C.** The Corporation's Chief Executive Officer shall report to the University's Vice President for Health Science as the University's President's designee in compliance with Florida Board of Governors Regulation 9.011(3).
- D.** The Corporation shall prepare an operating budget at least annually which, upon approval by the Corporation's Board of Directors, shall be submitted for approval by the University's Board of Trustees. Significant changes in planned expenditures in the approved budget must be reported by the Corporation to the University's Board of Trustees or designee as soon as practicable but no later than the deadline established by the University's Board of Trustees.



- E.** The Corporation shall provide for an annual audit conducted pursuant to the University's regulations or policies. The annual audit report shall be submitted by the Corporation to the University's Board of Trustees for review. The audit report shall also be submitted to the Florida Board of Governors and the Florida Auditor General. The University's Board of Trustees or designee, the Florida Board of Governors, the Florida Auditor General, and the Florida Office of Program and Policy Analysis and Governmental Accountability may require and receive any records relative to the operation of the Corporation from the Corporation or its independent auditors.
- F.** The Corporation shall submit its federal Internal Revenue Service application for Recognition of Exemption form (Form 1023) and its federal Internal Revenue Service Return of Organization Exempt for Income Tax form (Form 990) to the University's Board of Trustees or designee at the times required by the applicable regulation or policy of the University's Board of Trustees.
- G.** In the event of the Corporation's decertification by the University's Board of Trustees, the Corporation shall provide an accounting of its assets and liabilities to the University's Board of Trustees or designee, and take such reasonable action as is necessary to secure the return of all University property and facilities as requested by the University.

**ARTICLE III**  
**NO MEMBERS**

The Corporation shall have no members.

**ARTICLE IV**  
**BOARD OF DIRECTORS**

**SECTION 1. Powers and Duties.**

- A.** The Board of Directors shall be the governing body of the Corporation exercising supervisory control over the operation, maintenance, and governance of the Corporation in accordance with applicable laws and regulations.
- B.** The Board of Directors shall have the powers, duties and responsibilities vested in the board of directors of a Florida corporation not for profit and university health services support organization under applicable Florida laws and regulations.

**SECTION 2. Qualification and Composition of the Board of Directors.**

The property, affairs, business, funds and operations of the Corporation shall be managed, supervised and controlled by a Board of Directors (the “Board”), subject to applicable law and regulations, the limitations contained in the Corporation’s Articles of Incorporation and Bylaws, and the powers and duties reserved to the University’s President and the University’s Board of Trustees. The members of the Board shall serve in such capacity without compensation. The Board shall carry out the purposes of the Corporation in compliance with the Articles of Incorporation and these Bylaws. The Board shall include the incumbent holders of the following named offices and persons from the following named classes:

- A.** The University’s Senior Vice President for Health Sciences (or similar position regardless of title) (the “USF Health Vice President”).
- B.** The Chair of the University’s Board of Trustees shall appoint one (1) representative to the Board in accordance with Section 1004.29(4), Florida Statutes.
- C.** One (1) Director shall be a person who is selected and appointed to the Board by the University’s President as the President's representative in accordance with Section 1004.29 (4), Florida Statutes (provided, the President may elect to appoint

the USF Health Vice President to serve as the President's representative for this purpose).

- D. Not more than six (6) Directors may be individuals who are selected and recommended by the USF Health Vice President and appointed to the Board by the University's President.
- E. Any individual who is appointed to the Corporation's Audit Committee who is not otherwise designated a Director pursuant to the preceding subsections of this Article V, Section 2.

Except for the Director specified in subsections B. and C. of this Article IV, Section 2, all other Directors shall be approved by the University's Board of Trustees.

### **SECTION 3. Removal and Resignation of Directors.**

Except for the Director who is appointed to the Board by the Chair of the University's Board of Trustees, Directors shall serve a term of one (1) year and may be reappointed. Directors may be removed by the University's President in his/her sole discretion; provided, the Director who is appointed to the Board by the Chair of the University's Board of Trustees may be removed only by action of the Chair of the University's Board of Trustees. Any Director may resign at any time by giving written notice to the Chairperson or to the Board. Any such resignation shall take effect at the time specified therein or, if no time is specified therein, upon its acceptance by the Chairperson or Board.

### **SECTION 4. Conflict of Interest.**

The Board shall adopt and keep in full force and effect a substantial conflict of interest policy for its Directors and principal officers in accordance with the rules and regulations of the Internal Revenue Service applicable to tax exempt organizations.

## **ARTICLE V**

### **OFFICERS**

#### **SECTION 1. Officers of the Board of Directors.**

The officers of the Board shall consist of a Chairperson, a Vice-Chairperson, a Secretary-Treasurer, and such other officers as the Board may provide by resolution. All of said officers, with the exception of the Chairperson, Vice-Chairperson, and Secretary-Treasurer, shall be elected by the Board. The same person may not hold more than one office. The Board shall have authority to fill any vacancy in any office except the Chairperson, Vice-Chairperson and Secretary-Treasurer. All officers shall hold office until their successors are appointed and have qualified.

##### **Section 1.1 Chairperson.**

The individual who serves as the USF Health Vice President shall be the Chairperson of the Board. The Chairperson shall have the right to vote in the decisions and actions of the Board and the Executive Management Committee. The Chairperson shall:

- A.** Exercise overall supervision of Board affairs and preside at meetings of the Board and the Executive Management Committee. In the absence of the Chairperson, the Vice-Chairperson shall preside at meetings of the Board or the Executive Management Committee;
- B.** Provide leadership to the Board and its committees in formulating, developing and evaluating the Corporation's policies and goals;
- C.** Appoint special committees from time to time for the sole purpose of advising the Chairperson on such matters as may be deemed necessary and appropriate at the time;
- D.** Develop, coordinate, and supervise all operating policies and procedures of and for the Board;
- E.** Sign written instruments of the Corporation except as the Board shall provide otherwise;
- F.** Control the budget and funds of the Corporation;

- G.** Prepare annual operating and capital budgets; develop performance reports comparing actual operations with approved budgets; and submit reports on the financial condition of the Corporation to the Board at its regular meetings; and
- H.** Submit all information and reports to the University President as required by Florida Board of Governors Regulation 9.011 and University of South Florida Regulation 13.002.
- I.** Perform all the duties incident to his/her office and such other duties as may be designated by the University's President or the Board.

**Section 1.2 Vice-Chairperson.**

The USF Health Vice President shall appoint an individual who is a member of the Board to serve as Vice-Chairperson of the Board. The Vice-Chairperson shall serve for a term of one (1) year and may be reappointed.

The Vice-Chairperson shall:

- A.** In the absence of the Chairperson, preside at meetings of the Board and the Executive Management Committee. The Vice Chairperson shall vote in the decisions and actions of the Board and the Executive Management Committee.
- B.** Perform such duties as may be designated by the Chairperson, the Board or the Executive Management Committee.

**Section 1.3 Secretary/Treasurer.**

The USF Health Vice President shall appoint an individual who is a member of the Board to serve as Secretary/Treasurer of the Board. The Secretary/Treasurer shall serve for a term of one (1) year and may be reappointed.

Subject to the approval of the Board, the Secretary/Treasurer, unless some other person is specifically authorized by vote of the Board, shall:

- A.** Keep accurate records of attendance, votes, and minutes of all proceedings of the Board and Executive Management Committee of the Corporation;

**B.** Have charge of and affix the corporate seal to instruments as appropriate;

**C.** Consider the type of financial information to be provided to the Board when evaluating the financial affairs of the Corporation; and

**D.** Perform all the duties incident to his/her office and any other such duties as may be designated by the Chairperson, the Board or the Executive Management

## **SECTION 2. Officers of the Corporation.**

### **Section 2.1 Appointment and Election of Officers.**

The officers of the Corporation shall consist of (i) a Chief Executive Officer (the “CEO”) and (ii) such other positions as from time to time are elected or appointed by the Board. The CEO shall be appointed by and serve at the pleasure of the USF Health Vice President.

### **Section 2.2 Chief Executive Officer (“CEO”).**

The CEO is the direct representative of the Board in the management of the Corporation. The CEO’s duties shall include, but not be limited to, the following:

- A.** Direct and oversee performance of the Corporation.
- B.** Create and supervise the Corporation’s administrative management structure and staff.
- C.** Develop, coordinate, implement and supervise the Corporation’s operating policies and procedures.
- D.** Perform all the duties incident to his/her office and such other duties as may be designated by the USF Health Vice President or the Board.

**SECTION 2. Resignation and Removal.**

Any officer of the Corporation may resign at any time by giving written notice to the Chairperson or the Secretary-Treasurer. Any such resignation shall take effect at the time specified in the notice, or, if no time is specified therein, upon its acceptance by the Chairperson or the Board. The Chairperson may, with or without cause, remove from office any officer or agent of the Corporation.



## **ARTICLE VI**

### **MEETINGS OF THE**

#### **BOARD OF DIRECTORS AND ITS COMMITTEES**

##### **SECTION 1. Regular Meetings.**

The Board and the Executive Management Committee shall hold regular meetings as called by the Chairperson. One regular meeting of the Board, to be held in October of each year, shall be designated the annual meeting of the Board for the purpose of appointing or electing officers of the Corporation, appointing new committee members as applicable, and the transaction of other business. The Chairperson and the chairpersons of other committees shall fix the time and place of regular meetings of such Board or committee, respectively.

##### **SECTION 2. Special Meetings.**

The Chairperson and the chairpersons of other committees shall have authority to call special meetings of such Board or committee respectively whenever he/she deems necessary or desirable. In addition, the Chairperson of the Board and the chairpersons of other committees shall call a special meeting whenever requested in writing to do so by a majority of the members of the Board or other committee.

##### **SECTION 3. Participation in Meetings by Telephone.**

Members of the Board and other committees may participate in meetings of the Board and other committees by means of a conference telephone or similar communications equipment by which all persons participating can hear each other at the same time, and participation by such means shall constitute presence in person at such meeting.

##### **SECTION 4. Notice, Agendas and Minutes.**

- A.** Unless waived as provided by law, written notice of the place, date, time, and purpose of regular Board and committee meetings shall be given to each member thereof by personal delivery, mail, facsimile, telegram or email at least one (1) day prior to said meetings, and similar notice of any special meetings shall be given to all Board or committee members as soon as practicable prior to said meetings.

Either a regular or special meeting may be held without notice if all Board or committee members waive, in writing, the right to receive notice. Notice of a meeting need not be given to any member who signs a waiver of notice either before or after the meeting. Attendance of any Board or committee member at any meeting shall be deemed a waiver of notice of such meeting and a waiver of any and all objections to the place of the meeting, the time of the meeting, or the manner in which it has been called or convened, except when a member states at the beginning of the meeting or promptly upon arrival at the meeting, any objection to the transaction of affairs because the meeting is not lawfully called or convened.

- B.** The Chairperson of the Board and the chairpersons of other committees may elect to provide notices of Board and committee meetings to individuals other than members of such Board or committee, respectively.
- C.** A written agenda of the matters to be considered at a Board or committee meeting shall be delivered to members thereof prior to such meeting, provided, however, that Board and committee proceedings shall not be limited to matters set forth in such agenda.
- D.** Written minutes of the proceedings of the Board and committees shall be maintained and all actions taken at Board and committee meetings shall be properly recorded in the minutes. Minutes shall, where reasonably possible, be delivered to the members of the Board or committee in advance of its next scheduled meeting.

**SECTION 5. Quorum and Voting.**

- A.** The presence of a majority of the members of the Board shall be necessary and sufficient to constitute a quorum for the transaction of business at all meetings of the Board.

- B.** The presence of a majority of the members of any Board committee shall be necessary and sufficient to constitute a quorum for the transaction of business at all meetings of committees of such Board committee.
- C.** In the absence of a quorum, a majority of members present at the meeting of the Board or committee may adjourn the meeting until a quorum is present for the transaction of business.
- D.** The vote of a majority of the members of the Board or any Board committee present at a meeting of the Board or committee shall constitute the action of the Board or Committee except as otherwise provided by these Bylaws.

**SECTION 6. Parliamentary Rules.**

The most recent edition of “Roberts Rules of Order” shall be followed in conducting the meetings of the Board and committees unless otherwise provided by resolution of the Board.

## ARTICLE VII

### COMMITTEES OF THE BOARD OF DIRECTORS

#### SECTION 1. Appointment to and Removal from, Composition, and Term of Committees.

- A. The chairpersons and members of all standing and special committees of the Board shall be appointed as provided by these Bylaws. A committee chairperson or member may be removed from a committee, except for the Executive Management Committee, only by the Board. A member of the Executive Management Committee who is appointed by the University's President or the USF Health Vice President may be removed by the University's President or the USF Health Vice President, as applicable, in his/her sole discretion.
- B. All committees of the Board shall consist of not less than three (3) members, at least one (1) of whom shall be a Director. Individuals other than Directors shall be eligible to serve on committees. However, the chairperson of each committee shall be a Director.
- C. The chairpersons and members of standing committees shall continue in these capacities until their successors have been appointed. Special committees shall be discharged by the Chairperson upon completion of the task for which they are established.

#### SECTION 2. Executive Management Committee.

##### A. Composition.

The Corporation shall have an Executive Management Committee of the Board consisting of the following Directors:

- 1. The USF Health Vice President.
- 2. The individual who is appointed to serve as Vice-Chairperson
- 3. The individual who is appointed to serve as Secretary-Treasurer.

4. The Director who is selected and appointed to the Board by the University's President as designated in Article IV, Section 2.C. above.
5. The Director who is selected and appointed to the Board by the Chair of the University's Board of Trustees as provided in Article IV, Section 2.B. above,

**B. Powers and Duties.**

The Executive Management Committee shall have and may exercise all powers of the Board, except the power to:

- (i) approve or recommend to members actions or proposals required by Chapter 617, Florida Statutes, to be approved by members;
- (ii) fill vacancies on the Board or any committee thereof;
- (iv) adopt, amend, or repeal these Articles of Incorporation or the Bylaws of the Corporation;
- (v) sell, lease, exchange, or otherwise dispose of all or substantially all of the property and assets of the Corporation;
- (vi) adopt a plan of voluntary dissolution of the Corporation;
- (vii) amend or repeal any resolution approved by the Board \; or
- (viii) exercise any other powers specifically provided in the Bylaws as being reserved for the Board.

**C. Report.**

The Executive Management Committee shall cause the minutes of its actions to be distributed to the remaining members of the Board within fifteen (15) days of taking such action and to be filed with the minutes of the proceedings of the Board.

**SECTION 3. Standing and Special Committees.**

**A. Composition.**

The Board may by resolution appoint one or more other standing or special committees, which shall perform specific functions and tasks as provided in the resolution, except that a delegation of power to such committees shall not include any of the powers that may not be exercised by the Executive Management Committee pursuant to Section 2.B. of this Article VII. In addition, if such a committee includes a member who is not a Director, the committee shall not be delegated any powers of the Board of Directors. The Chairperson shall have the authority to appoint a special committee from time to time for the sole purpose of advising the Chairperson on such matters as may be deemed necessary and appropriate at the time.

**B. Meetings, Quorum and Minutes.**

Meetings of standing and special committees may be called by the chairperson of the committee, by the Board, or by the Chairperson, and notice of any committee meeting shall be given in the manner provided in these Bylaws for notices of special meetings of the Board. Each committee shall keep regular minutes of its proceedings. The Chairperson, and his/her designees, shall have the right to attend any meeting of any special and standing committee.

## **ARTICLE VIII**

### **ADOPTION AND AMENDMENTS**

The Board shall adopt these Bylaws and may from time to time modify, alter, amend or repeal the Bylaws by an affirmative vote of two-thirds (2/3) of the members of the Board present and voting at any duly held regular or special meeting of the Board; provided, with respect to such meetings, notice thereof, which shall include the text of the proposed change to the Bylaws, shall be furnished in writing to each member of the Board at least seven (7) days prior to the meeting at which the change to the Bylaws is to be voted upon; provided further, the adoption, amendment or repeal of the Bylaws shall not be effective without the written concurrence of the University President, the University's Board of Trustees, and such other approvals as may be required by law or regulation.

**ARTICLE IX**  
**INDEMNIFICATION**

The Corporation shall indemnify each director, officer, employee and agent of the Corporation, and may indemnify any other person, to the full extent permitted by the Florida Not For Profit Corporation Act and other applicable laws. The rights conferred by this Article shall not be exclusive of any other right that any director, officer, employee, agent or other person may have or hereafter acquire under the Florida Not For Profit Corporation Act, any other statute or agreement, pursuant to a vote of disinterested directors, or otherwise. No repeal or modification of this Article shall limit the rights of any director, officer, employee or agent to indemnification with respect to any action or omission occurring prior to such repeal or modification.



## **ARTICLE X**

### **DEDICATION OF ASSETS AND DISSOLUTION**

The Corporation dedicates all assets which it may acquire to the charitable purposes as set forth in Article II hereof. In the event that the Corporation shall dissolve or otherwise terminate its corporate existence, subject to the provision of Chapter 617, Florida Statutes, the Corporation shall distribute all its existing assets as provided in the Articles of Incorporation.

**ARTICLE XI**

**ACCESS TO CORPORATE RECORDS**

Public access to all records of the Corporation shall be governed by Section 1004.30, Florida Statutes.

**Agenda Item: FL 104**

**USF Board of Trustees  
Governance Committee  
May 14, 2020**

**Issue:** Direct Support Organization (DSO) Board of Directors

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**Proposed action:** Approve USF Alumni Association Board of Directors

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**Executive summary:**

**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.

**USFAA Board of Directors – Fiscal 2021 (July 1, 2020 – June 30, 2021)  
New and Renewed Terms**

**New Board of Directors for Fiscal 2021**

1. Rayjay Dockery – Director
  - a. USF Student – Biomedical Sciences (Senior)
  - b. President, USF Ambassadors
  - c. USF Ambassador position on USFAA Board
2. Tom Gerberding – USF Athletics Bulls Club Representative
  - a. BA 1971, Sociology, MA 1973
  - b. Managing Partner – Brickhouse Homes, LLC
  - c. Athletics Bulls Club Board of Directors
3. Maja Lacevic – Director
  - a. BA 2009, English and International Studies
  - b. Assistant General Counsel, Clinical Affairs – H. Lee Moffitt Cancer Center
  - c. Outstanding Young Alumni Award recipient 2018

4. Andy Mayts – Director
  - a. BA 1993, Political Science
  - b. Partner attorney, Shumaker Loop & Kendrick, LLP
  - c. Former USFAA Board member and USF Ambassador
5. Chris Reyes – Director
  - a. BA 1993, Management Information Systems
  - b. Private Risk Advisor, Baldwin Krystyn Sherman Partners
  - c. Extensive insurance experience working with high net worth clients
6. Juan Soltero – Director
  - a. BA 2010, Political Science
  - b. Tampa Operations Market Manager, Bank of America
  - c. Former USF Student Body President – 2009-2010
7. Gustavo Spangher – Director
  - a. USF Student – Accounting (Senior)
  - b. Vice President – USF Student Government
  - c. USF Student Government position on USFAA Board

**Renewed Board of Directors for Fiscal 2021**

1. Justin Geisler – Secretary
  - a. BA 2004, Business Economics, and Management  
MBA 2006
  - b. Associate Director Cash Processing Depository Trust Clearing Corp,  
Citigroup
  - c. Outstanding Senior and Kosove Scholarship recipient
2. Andrew Jones – Director
  - a. BS 2011, Computer Science
  - b. Senior Site Reliability Engineer, GrubHub
  - c. USFAA Board Membership Committee Chair
3. Andrew Ketchel – Director
  - a. BA 2010, Political Science  
MPA 2012, Public Administration
  - b. Consultant, Capital City Consulting
  - c. USFAA Board Advocacy Committee Chair
  - d. Former USF Football player

4. Bill Mariotti – Treasurer
  - a. BS 2015, General Business Administration
  - b. President/CEO, Bill Mariotti Site Development
  - c. USFAA Board Finance Committee Chair
  - d. Fast 56 Award recipient

**Financial Impact:** No financial impact

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**Strategic Goal(s) Item Supports:** The Alumni Association supports all four goals of the USF Strategic Plan

**BOT Committee Review Date:** 5/14/2020

**Supporting Documentation Online (*please circle*):** Yes

**No**

**Prepared by:** Bill McCausland

## Agenda Item: FL 105

### USF Board of Trustees Governance Committee May 14, 2020

**Issue:** The statutes establishing the Campus Boards for the University of South Florida St. Petersburg and University of South Florida Sarasota/Manatee will be repealed on July 1, 2020. A new statute reestablishing both Campus Boards is effective July 2, 2020. The repeal and enactment of the legal basis for the Campus Boards could create uncertainty in Campus Board operations and membership.

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**Proposed action:** This is an action item to reappoint all current Members of the Campus Boards for the University of South Florida St. Petersburg and University of South Florida Sarasota/Manatee, effective June 2, 2020. The Governance Committee is asked to approve the re-appointment of the current Members of both Campus Boards effective July 2, 2020 to maintain continuity in leadership and service. The Governance Committee's approval would then go to the full Board for approval.

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**Executive Summary:** Florida Statutes sec. 1004.33 and sec. 1004.34 establish the Campus Boards at University of South Florida St. Petersburg and the University of South Florida Sarasota/Manatee, respectively. However, both statutes will be repealed effective July 1, 2020. Both Campus Boards are then reestablished in Florida Statute 1004.341, which is effective July 2, 2020. The repeal and enactment of the Campus Boards' enabling statute could create confusion and uncertainty in Campus Board operations and membership.

To avoid this potential confusion and uncertainty, the proposed action would reappoint all current Campus Board Members serving as of June 2, 2020 (e.g. the date of the next full Board meeting). The reappointments will be effective July 2, 2020. The motion does not change the powers, duties, existing terms or offices of the current Campus Board Members. This action would also not affect the USF President's authority to recommend new Campus Board Members to the Board of Trustees.

Following approval by the Governance Committee, the full Board of Trustees would then consider the proposed action as a consent agenda item, unless removed from the consent agenda by a member of the Board of Trustees under the Board of Trustees Operating Procedures.

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**Strategic Goal(s) Item Supports:** USF System Strategic Goal Nos. 3 and 4  
**Committee Review Date:** 05/14/2020  
**Supporting Documentation Online:** Yes  
**USF-wide or Institution specific:** University- wide  
**Prepared by:** Gerard D. Solis, General Counsel

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K-20 EDUCATION CODE

PUBLIC POSTSECONDARY EDUCATION

### **1004.33 The University of South Florida St. Petersburg.—**

(1) The St. Petersburg campus of the University of South Florida is established and shall be known as the “University of South Florida St. Petersburg.”

(a) The Legislature intends that the University of South Florida St. Petersburg be operated and maintained as a separate organizational and budget entity of the University of South Florida, and that all legislative appropriations for the University of South Florida St. Petersburg be set forth as separate line items in the annual General Appropriations Act.

(b) The University of South Florida St. Petersburg shall have a Campus Board and a Campus Executive Officer.

(c) As soon as possible, but no later than the effective date of this act, the President of the University of South Florida shall begin the process of application to the Commission on Colleges of the Southern Association of Colleges and Schools for separate accreditation of the University of South Florida St. Petersburg. If the application is not approved or is provisionally approved, the University of South Florida shall correct any identified deficiencies and shall continue to work for accreditation.

(2) The Board of Trustees of the University of South Florida shall appoint to the Campus Board, from recommendations of the President of the University of South Florida, five residents of Pinellas County. If a resident of Pinellas County is appointed to the Board of Trustees of the University of South Florida, 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 board shall select one joint member. The Board of Trustees may reappoint a member to the Campus Board for one additional term. The Campus Board has the powers and duties provided by law, which include the authority to:

(a) Review and approve an annual legislative budget request to be submitted to the Commissioner of Education. The Campus Executive Officer shall prepare the legislative budget request in accordance with guidelines established by the State Board of Education. This request must include items for campus operations and fixed capital outlay.

(b) Approve and submit an annual operating plan and budget for review and consultation by the Board of Trustees of the University of South Florida. The campus operating budget must reflect the

actual funding available to that campus from separate line-item appropriations contained in each annual General Appropriations Act, which line-item appropriations must initially reflect the funds reported to the Legislature for the University of South Florida St. Petersburg campus for fiscal year 2000-2001 and any additional funds provided in the fiscal year 2001-2002 legislative appropriation.

(c) Enter into central support services contracts with the Board of Trustees of the University of South Florida for any services that the St. Petersburg campus cannot provide more economically, including payroll processing, accounting, technology, construction administration, and other desired services. However, all legal services for the campus must be provided by a central services contract with the university. The Board of Trustees of the University of South Florida and the Campus Board shall determine in a letter of agreement any allocation or sharing of student fee revenue between the University of South Florida's main campus and the St. Petersburg campus.

The Board of Trustees of the University of South Florida may lawfully delegate other powers and duties to the Campus Board for the efficient operation and improvement of the campus and for the purpose of vesting in the campus the attributes necessary to meet the requirements for separate accreditation by the Southern Association of Colleges and Schools.

(3) The University of South Florida St. Petersburg shall be administered by a Campus Executive Officer who shall be appointed by, report directly to, and serve at the pleasure of the President of the University of South Florida. The President shall consult with the Campus Board before hiring or terminating the Campus Executive Officer. The Campus Executive Officer has authority and responsibility as provided in law, including the authority to:

- (a) Administer campus operations within the annual operating budget as approved by the Campus Board.
  - (b) Recommend to the Campus Board an annual legislative budget request that includes funding for campus operations and fixed capital outlay.
  - (c) Recommend to the Campus Board an annual campus operating budget.
  - (d) Recommend to the Campus Board appropriate services and terms and conditions to be included in annual central support services contracts.
  - (e) Carry out any additional responsibilities assigned or delegated by the President of the University of South Florida for the efficient operation and improvement of the campus, especially any authority necessary for the purpose of vesting in the campus attributes necessary to meet the requirements for separate accreditation.
- (4) Students enrolled at the University of South Florida, including those enrolled at a branch campus, have the same rights and obligations as provided by law, policy, or rule adopted by the University of South Florida, the Florida Department of Education, or other lawful entity. The University of South Florida shall provide a comprehensive and coordinated system of student registration so that a student enrolled at any campus of the University of South Florida has the ability to register for courses at any other campus of the University of South Florida.
- (5) The following entities are not affected by this section and remain under the administrative control of the University of South Florida:



- (a) The University of South Florida College of Marine Science, which is a component college of the main campus.
- (b) The Florida Institute of Oceanography, which is a Type One Institute.
- (c) The University of South Florida Pediatric Research Center.
- (d) The University of South Florida/USGS joint facility.

**History.**—s. 178, ch. 2002-387; s. 8, ch. 2018-4.

<sup>1</sup>**Note.**—Repealed effective July 1, 2020, by s. 8, ch. 2018-4.



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K-20 EDUCATION CODE      PUBLIC POSTSECONDARY EDUCATION

### **11004.34      The University of South Florida Sarasota/Manatee.—**

(1) The Sarasota/Manatee campus of the University of South Florida is established and shall be known as the “University of South Florida Sarasota/Manatee.”

(a) The Legislature intends that the University of South Florida Sarasota/Manatee be operated and maintained as a separate organizational and budget entity of the University of South Florida and that all legislative appropriations for the University of South Florida Sarasota/Manatee be set forth as separate line items in the annual General Appropriations Act.

(b) The University of South Florida Sarasota/Manatee shall have a Campus Board and a Campus Executive Officer.

(c) As soon as possible, but no later than July 1, 2002, the President of the University of South Florida shall begin the process of application to the Commission on Colleges of the Southern Association of Colleges and Schools for separate accreditation of the University of South Florida Sarasota/Manatee. If the application is not approved or is provisionally approved, the University of South Florida shall correct any identified deficiencies and shall continue to work for accreditation.

(2) The Board of Trustees of the University of South Florida shall appoint to the Campus Board, from recommendations of the President of the University of South Florida, three residents of Manatee County and two residents of Sarasota County, to serve 4-year staggered terms. If one or more residents of Sarasota County or Manatee County are appointed to the Board of Trustees of the University of South Florida, the board shall, at the next vacancy of the Campus Board, appoint one of those members to serve jointly as a member of the Campus Board. The Board of Trustees may reappoint a member to the Campus Board for one additional term. The Campus Board has the powers and duties provided by law, which include the authority to:

(a) Review and approve an annual legislative budget request to be submitted to the Commissioner of Education. The Campus Executive Officer shall prepare the legislative budget request in accordance with guidelines established by the State Board of Education. This request must include items for campus operations and fixed capital outlay.

(b) Approve and submit an annual operating plan and budget for review and consultation by the Board of Trustees of the University of South Florida. The campus operating budget must reflect the actual funding available to that campus from separate line-item appropriations contained in each

annual General Appropriations Act, which line-item appropriations must initially reflect the funds reported to the Legislature for the University of South Florida Sarasota/Manatee campus for fiscal year 2000-2001 and any additional funds provided in the fiscal year 2001-2002 legislative appropriation.

(c) Enter into central support services contracts with the Board of Trustees of the University of South Florida for any services that the campus at Sarasota/Manatee cannot provide more economically, including payroll processing, accounting, technology, construction administration, and other desired services. However, all legal services for the campus must be provided by a central services contract with the university. The Board of Trustees of the University of South Florida and the Campus Board shall determine in a letter of agreement any allocation or sharing of student fee revenue between the University of South Florida's main campus and the Sarasota/Manatee campus.

The Board of Trustees of the University of South Florida may lawfully delegate other powers and duties to the Campus Board for the efficient operation and improvement of the campus and for the purpose of vesting in the campus the attributes necessary to meet the requirements for separate accreditation by the Southern Association of Colleges and Schools.

(3) The University of South Florida Sarasota/Manatee shall be administered by a Campus Executive Officer who shall be appointed by, report directly to, and serve at the pleasure of the President of the University of South Florida. The President shall consult with the Campus Board before hiring or terminating the Campus Executive Officer. The Campus Executive Officer has authority and responsibility as provided in law, including the authority to:

(a) Administer campus operations within the annual operating budget as approved by the Campus Board.

(b) Recommend to the Campus Board an annual legislative budget request that includes funding for campus operations and fixed capital outlay.

(c) Recommend to the Campus Board an annual campus operating budget.

(d) Recommend to the Campus Board appropriate services and terms and conditions to be included in annual central support services contracts.

(e) Carry out any additional responsibilities assigned or delegated by the President of the University of South Florida for the efficient operation and improvement of the campus, especially any authority necessary for the purpose of vesting in the campus attributes necessary to meet the requirements for separate accreditation.

(4) Students enrolled at the University of South Florida, including those enrolled at a branch campus, have the same rights and obligations as provided by law, policy, or rule adopted by the University of South Florida, the Florida Department of Education, or other lawful entity. The University of South Florida shall provide a comprehensive and coordinated system of student registration so that a student enrolled at any campus of the University of South Florida has the ability to register for courses at any other campus of the University of South Florida.

(5) Promote technology transfer between the research operations of the University of South Florida and local economic development agencies.

**History.**—s. 179, ch. 2002-387; s. 8, ch. 2018-4.

<sup>1</sup>**Note.**—Repealed effective July 1, 2020, by s. 8, ch. 2018-4.

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K-20 EDUCATION CODE    PUBLIC POSTSECONDARY EDUCATION

### **<sup>1</sup>1004.341    University of South Florida campuses.—**

(1) The St. Petersburg and Sarasota/Manatee campuses of the University of South Florida are hereby established.

(a) The St. Petersburg campus of the University of South Florida shall be known as the “University of South Florida St. Petersburg” and shall include any college of the University of South Florida which is headquartered or primarily located in Pinellas County.

(b) The Sarasota/Manatee campus of the University of South Florida shall be known as the “University of South Florida Sarasota/Manatee” and shall include any college of the University of South Florida which is headquartered or primarily located in Sarasota County or Manatee County.

(2) The University of South Florida St. Petersburg and the University of South Florida Sarasota/Manatee shall each have a campus board and a regional chancellor. The Chair of the Board of Trustees of the University of South Florida, based upon recommendations of the President of the University of South Florida, shall appoint:

(a) Seven residents of Pinellas County to serve 4-year staggered terms on the Campus Board of the University of South Florida St. Petersburg. A member of the Board of Trustees of the University of South Florida who resides in Pinellas County shall jointly serve as a member of the Board of Trustees and as chair of the campus board. The chair of the faculty senate or the equivalent and the president of the student body of the campus shall serve as ex officio members.

(b) Four residents of Manatee County and three residents of Sarasota County to serve 4-year staggered terms on the Campus Board of the University of South Florida Sarasota/Manatee. A member of the Board of Trustees of the University of South Florida who resides in Manatee County or Sarasota County shall be selected by the Chair of the Board of Trustees of the University of South Florida to serve jointly as a member of the Board of Trustees and as chair of the campus board. The chair of the faculty senate or the equivalent and the president of the student body of the campus shall serve as ex officio members.

The Board of Trustees may reappoint a member to the campus board, other than the chair, for one additional term.

(3) Each campus board has the powers and duties provided by law, which include the authority

to approve and submit an annual operating plan, budget, and legislative budget request to the Board of Trustees of the University of South Florida.

(4) The Board of Trustees shall publish and approve an annual operating budget for each campus and a report on the distribution of funds, including student tuition and fees, preeminence funding, and performance-based funding, provided to each campus.

(5) The Board of Trustees must publish on its website a biennial regional impact report, beginning July 1, 2021, which details the specific increased investments in university programs located in Pinellas, Manatee, and Sarasota Counties. The report shall include, at a minimum, trend information related to access to new degree programs for students in those counties, any changes in student enrollment and outcomes at each campus located in those counties, increased research conducted and research infrastructure added in those counties, and any fixed capital outlay projects or property acquisitions planned or completed in those counties.

(6) The faculty and students at each campus shall be represented in the academic and student governance structures of the University of South Florida as determined by the Board of Trustees.

**History.**—s. 10, ch. 2018-4.

<sup>1</sup>**Note.**—Effective July 2, 2020.

**Agenda Item: FL 106**

**USF Board of Trustees**  
May 14, 2020

**Issue:** Florida Center for Students with Unique Abilities Grant Application at the USF St. Petersburg Campus

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**Proposed action:** [Approve Submission](#)

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**Executive Summary:**

UMatter at the USF St. Petersburg campus is a college program for students with intellectual disability. USFSP is applying for a grant with the Florida Center for Students with Unique Abilities to establish a funded, inclusive postsecondary education program at USFSP. The grant is \$900,000 @ 3 years with the opportunity to reapply. Includes a donor sustainability opportunity as well as student scholarships @\$7,000 annually.

**Financial Impact: None**

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**Strategic Goal(s) Item Supports:**

**BOT Committee Review Date:**

**Supporting Documentation Online (*please circle*):**      Yes

No

**USF System or Institution specific:** USFSP

**Prepared by:** Charlene Ponce

# UMatter @ USFSP

A college program  
for students with intellectual disability



# What is Inclusive Postsecondary Education?

- College programs that provide an inclusive college experience
  - Academic enrichment
  - Socialization
  - Independent living
  - Integrated work experiences and career skills
- Leads to employment
- It works!

More than 270 colleges & universities in 49 states support students with intellectual disability (ID).

Recent data show 65% of students with ID who completed a higher education program had a paid job one year after graduation; much higher than 17%, which is the national employment rate of adults with intellectual and developmental disability.

(National Core Indicators, 2018)

Over 8000 students with intellectual disability are attending college in the US.

# Legislation

- Federal legislation
  - Higher Education Opportunity Act (2008)
- Florida legislation
  - Florida Comprehensive Transition Program Act (2016)
    - Florida Inclusive Postsecondary Education Law

# Funding Source / Resources

- Florida Center for Students with Unique Abilities

- <https://fcsua.org>

**Florida** Center for Students with  
**UNIQUE ABILITIES**

- Other Important Resources

- Florida Consortium on Inclusive Higher Education

- <https://fcihe.com>

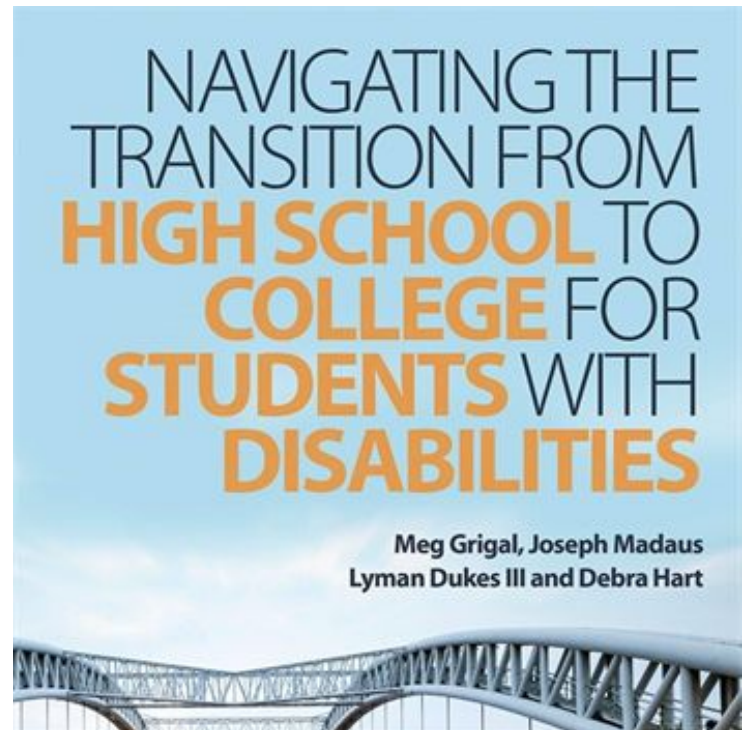
- Think College

- <https://thinkcollege.net>



# Why USFSP?

- Institutional Expertise
  - Project 10  
<http://project10.info>
  - Sting Ray
  - Faculty Expertise
- Sustainability Opportunity



# Our Ask Today

- Approval of Grant Application
  - To establish a funded inclusive postsecondary education program @ USFSP
    - Grant: \$900,000 @ 3 years
      - Additional Funding: Student scholarships @ \$7,000 annually
    - Opportunity to re-apply for \$900,000 @ 3 years
    - Donor Sustainability Opportunity



# Questions?



**SUS Governance Committee Duties**

	<b>Committee Name</b>	<b>Duties</b>
USF	Governance	Set strategy Direction of Board, President's Contract/Evaluation, Board Operations, Board Leadership Succession, Board Relations with Governor, BOG, Legislators, Service Area Leadership, Board Recruitment, Campus Board Governance
UF	Governance, Government Relations, and Internal Affairs	Conduct or authorize investigations into any matters within the Board's scope of responsibilities. The Committee shall be empowered in coordination with the General Counsel of the University to retain independent counsel, accountants, or others to assist it in the conduct of any investigation. Approving annually the charters for standing Board committees. Reviewing periodically Board bylaws. Initiating Board training when appropriate. Recommending individuals for Board of Trustee membership. Evaluating the Board's performance. Recommending to the Board annual and three-year goals for the University President. An annual evaluation of the University President's performance by the Board. Periodically reviewing Board of Trustees governance. Overseeing the governance of DSOs, HSSOs, faculty practice plan corporations, and other controlled affiliates. Overseeing University collective bargaining agreements. Identifying, initiating, and responding to legislative issues of interest to the University. Becoming informed about the status of appropriations, education, and other relevant bills in the State Legislature and Congress and analyzing the impact on the University. Reviewing and analyzing the discussions and actions of the Board of Governors. Developing and effectuating opportunities for the University to become more involved in Congressional, legislative and other public advocacy. Building positive relationships and maintaining open channels of communication between the University and the Board of Governors, the Governor, the Legislature, and other public officials and leaders at the local, state and federal levels. Facilitating networking and collective action on issues of shared interest among the other state universities. Reviewing and recommending policies pertaining to the relations between the University and its constituents
FSU	Governance	Trustee assessment, annual evaluation of the president; presidential contract; overseeing the governance of DSO.
UCF	Governance	Trustee assessment, trustee nominations, election procedures, presidential search procedures, and governance.

FIU	Governance	Responsible for reviewing and making recommendations to the Board on various Board functions, including, periodically reviewing these Bylaws; evaluating the Board's performance; overseeing governance of the University's affiliated organizations; overseeing Presidential personnel matters, including the annual evaluation of the President; considering collective bargaining matters coming before the Board; and establishing regulations and Board policies regarding University governance. Shall have and may exercise all powers and authority of the Board on an as needed basis between regular Board meetings for time-sensitive matters, subject only to such restrictions or limitations as the Trustees may from time to time specify, except that the following matters shall be reserved to the full Board for approval (i) Board officer selection, (ii) changes in the mission and purposes of the institution, (iii) presidential selection and termination, (iv) amendments to the Bylaws, (v) debt issuances, (vi) sale or other disposition of real property, (vii) the University's annual operating and capital outlay budgets and the University's Capital Improvement Program list for funding by the Legislature, including the Public Education Capital Outlay list, and (viii) any other matter required by law or Board of Governors' regulation to be approved by the full Board. The Governance Committee is comprised of the Board Chair, Board Vice Chair and all Committee Chairs.
FL BOG	Governance and Nominations	Activities include, but are not limited to, the review and recommendation of applicants to serve as trustees on the university boards of trustees. The committee is responsible for enhancing interaction and communication between members of the Board of Governors and members of the boards of trustees, and for addressing matters related to the governance of the State University System including, but not limited to, the delegation of authority to university boards of trustees.