

Governance Committee Meeting

Minutes

Tuesday August 10, 2021

8:00 a.m. Teams Meeting

Chair Will Weatherford called the meeting to order. He asked Kiara Guzzo to call the roll.

The following Trustees were in attendance:

Trustee Sandra Callahan

Trustee Mike Griffin

Trustee Les Muma

Trustee John Ramil

Trustee Will Weatherford

Kiara Guzzo, Associate Director of Board Operations reported that there were no requests for public comment.

FL 101 Approval of May 25th Minutes

Chair Will Weatherford asked for a motion to approve which was given by Trustee John Ramil with a second from Trustee Les Muma. FL 101 -The Minutes from May 25, 2021 were approved.

FL 102 Approval of Changes to USF Regulation USF 13.002.

Executive Director/Chief Internal Auditor Virginia Kalil presented.

This agenda item is to approve an amendment to USF Regulation 13.002, Direct Support Organizations and Health Services Support Organizations. This amendment requires the support organizations to engage the USF Office of

Internal Audit to perform independent and objective internal audit and investigative services.

Executive Director Kalil pointed out that this Regulation is owned by USF management. The Office of Internal Audit will implement the change.

Trustee Sandra Callahan wanted clarification concerning the DSO's that do not fall under the Internal Audit umbrella such as UMSA, the Research Foundation, the Foundation and the Alumni Association. She asked if they were in full support of the change?

Chair Will Weatherford asked for a motion to approve which was given by Trustee Sandy Callahan, with a second from Trustee John Ramil. FL 102 was approved.

FL 103 Approval of Changes to the Institute of Applied Engineering Bylaws

College of Engineering Dean Robert Bishop presented.

Article VII of the bylaws establishes committees for USF IAE's Board of Directors. Section 1, Paragraph A has been revised to establish the term limit for committee members at three years, consistent with the term limits for members of its Board of Directors.

Article IV, Section 2 of the bylaws establishes nomination, appointment, and approval procedures for membership on its Board of Directors. Technical revisions to Paragraph's A, B and C have been incorporated to be consistent with language in Section 1004.28 (3), Florida Statutes.

Chair Will Weatherford asked for a motion for approval which was given by Trustee Les Muma with a second from Trustee John Ramil. FL 103 was approved.

FL 104 a - Approval of Support Organization Directors

USF Treasurer Fell Stubbs presented.

The USF Foundation Board of Directors is seeking approval of a three-year term of service for each of the following:

Nick Trivunovich, Chief Financial Officer

Nick Trivunovich is recommended to serve on the USF Financing Corporation and the USF Property Corporation Boards of Directors for a term specified by the Bylaws.

Mr. Trivunovich replaces Mr. David Lechner, former Senior Vice President and Chief Operating Officer, who retired July 1, 2021. Mr. Trivunovich is the Vice President of Business & Finance and Chief Financial Officer of the University of South Florida. He is responsible for the financial, budget and treasury operations of the University.

Erin Smith Aebel, Shareholder, Trenam law firm

Erin Aebel is recommended to serve a term of 4 years on the USF Financing Corporation and the USF Property Corporation Boards of Directors.

Ms. Aebel is a Shareholder of the Trenam law firm and a board certified health law specialist by the Florida Bar. With more than 20 years of experience, Erin successfully represented clients in a wide range of matters, including Stark law, fraud and abuse, acquisitions and changes of ownership, the Health Insurance Portability and Accountability Act (HIPAA), and licensure issues arising from joint ventures. She regularly prepares and negotiates hospital related agreements and licensure and scope of practice issues. Ms. Aebel frequently speaks throughout the country and writes on health care topics.

Chair Will Weatherford asked for a motion to approve which was given by Trustee Sandy Callahan with a second from Trustee John Ramil and FL 104 a. was approved.

FL 104 b. New Director Candidates

Foundation Director Jay Stroman presented.

Stephen Fessler, '77, Retired Executive, The Walt Disney Company
Kimberly Ross, '92, Former SVP and CFO, Baker Hughes Incorporated

Andrea Gonzmart Williams, '01, Vice President and Owner, Columbia Restaurant Group.

Directors Eligible for Renewal

Rebecca Bast, Wealth Management Advisor, Bast Financial Group

Keri Gawrych, '87, SVP, Senior Credit Officer Higher Ed, Truist

David Goldstein, President, RPM Realty Services, Inc.

Steve Griggs, Chief Executive Officer, Vinik Sports Group

Anthony James, '73, Retired Executive, The Southern Company

Trustee Weatherford asked for a motion to approve which was given by Trustee Les Muma, with a second from Trustee Mike Griffin. FL 104 b. was approved.

FL 104 c. -Direct Support Organizations Board of Directors

Health Service Support Organization Board of Directors

University Medical Services Support Corporation Board of Directors

University Medical Services Association, Inc. Board of Directors

Ex-Officio Members of MSSC Board of Directors for FY2022:

Associate Vice President for USF Health Dr. Mark Moseley presented.

1. Charles J. Lockwood, M.D. – Board Chair

Serves as by virtue of position as:

- Senior Vice President, USF Health (IV.2.Aⁱ)
- Dean, Morsani College of Medicine (IV.2.D)

Also currently serves as appointee of USF President (IV.2.C)

2. Harry van Loveren, M.D. – Vice-Chair and Secretary/Treasurer

Serves as by virtue of position as

- Vice Dean, Clinical Affairs, Morsani College of Medicine (IV.2.F)

3. Richard J. Sobieray – Director

Serves as by virtue of position as:

- Chief Financial Officer, USF Health
(Chief Operating Officer in UMSA By-Laws) (IV.2.E)

4. Kathryn J. Gillette – Director

Serves as by virtue of position as:

- Chair of the UMSA Audit Committee (IV.2.I)

Appointed Members of UMSA Board of Directors for FY2022:

5. Kevin Sneed, Pharm D. – Director

Senior Associate Vice President, USF Health

Dean and Professor, USF Health Taneja College of Pharmacy

Term ends March 2022

Serves by virtue of appointment by USF Health Senior VP (IV.2.H)

6. Stephen Liggett, M.D. – Director

Vice Dean for Research

Associate Vice President for Research, USF Health

Term ends March 2022

Serves by virtue of appointment by USF Health Senior VP (IV.2.H)

Elected Members of UMSA Board of Directors for FY2022ⁱⁱ:

7. Ramesh Ayyala, M.D. – Director

Professor and Chair, Department of Ophthalmology

Procedural Departments Representative (IV.2.G.i)

Term Ends March 2024

8. Tapan Padhya, M.D. – Director

Professor and Chair, Department of Otolaryngology-Head & Neck Surgery

Surgical Departments Representative (IV.2.G.ii)

Term Ends March 2024

9. John Sinnott, M.D. – Director

Professor and Chair, Department of Internal Medicine

Cognitive Departments Representative (IV.2.G.iii)

Term Ends: March 2024

10. Eric Coris, M.D. – Director

Professor and Chair, Department of Family Medicine
Primary Care Departments Representative (IV.2.G.iv)
Term Ends: N/A

Chair Will Weatherford asked for a motion to approve which was given by Trustee Les Muma and second by Trustee John Ramil and FL 104 c. was approved.

FL 104 d. Approval of Institute of Applied Engineering Appointments

Engineering Dean Robert Bishop Presented

Major General (retired, US Army) Lee Price be reappointed to its Board. Since 2018, **General Price** has served with excellence as a Director on USF IAE's Board as well as the Chair of its Governance Committee.

Her 38-year career in the U.S. Army culminated with a final assignment as Program Executive Officer for Command, Control, Communications – Tactical. In this capacity she directed and managed nine of the Army's 27 major programs.

Mr. Nick Trivunovich is the Vice President of Business & Finance and Chief Financial Officer of the University of South Florida. He has also served on USF IAE's Audit and Finance Committee since 2019. He replaces Mr. David Lechner, who left USF IAE's Board in June 2021 in conjunction with his retirement as the USF Senior Vice President for Business and Financial Strategy.

Upon final approval by both the USF Board of Trustees and USF IAE Board of Directors, General Price and Mr. Trivunovich are eligible for appointment ending October 2024.

Chair Will Weatherford asked for a motion for approval which was given by Trustee John Ramil and second by Trustee Sandy Callahan. FL 104 d. was approved.

Having no new business to discuss, Chair Will Weatherford adjourned the meeting.
