



**USF Board of Trustees
Governance Committee**

Tuesday, November 16, 2021
9-9:30am
Microsoft Teams Meeting

Trustees: Will Weatherford, Chair; Sandra Callahan, Mike Griffin, Les Muma, John Ramil

A G E N D A

- I. Call to Order and Comments Chair Will Weatherford
- II. Public Comments Subject to USF Procedure
- III. New Business – Action Items
 - a. FL 101 – [Approval of August 10, 2021 Minutes](#) Chair Weatherford
 - b. FL 102 – [Approval of President’s Goals](#) Chair Weatherford
 - c. FL 103 – [Approval of Amendments to BOT Operating Procedures](#) Gerard Solis, General Counsel
 - d. FL 104 – [Approval of Amendments to USF Regulations 10.103 and 10.202](#) Angela Sklenka, VP and Chief Human Resources Officer
 - e. FL 105 – [Approval of Sun Dome, Inc. Board of Directors](#) Ashley Leko, Senior Associate Athletic Director
 - f. FL 106 – [Approval of the USF Research Foundation, Inc. Board of Directors](#) Keith Anderson, Assistant VP, Research & Innovation
- IV. Adjournment Chair Weatherford

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.A')
- 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.

Agenda Item: FL 102

USF Board of Trustees
Governance Committee
November 16, 2021

Issue: President's 2021-2022 Goals

Proposed action: Approval of President's 2021-2022 Goals

Executive Summary:

Per the President's contract: On or before September 30th, the President shall provide the Board Chair with a list of proposed goals and objectives. Once approved by the Board Chair the proposed list of goals and objectives shall be submitted by the President to the Governance Committee of the Board of Trustees for consideration. Following consideration by the Governance Committee, the proposed goals and objectives shall be presented for review and approval by the Board in a special or regularly scheduled Board meeting.

BOT Committee Review Date: November 16, 2021
Supporting Documentation Online (*please circle*):
Prepared by: Paige Geers, Acting Chief of Staff

Yes

No

President's Goals: 2021 - 2022

PRESIDENT RHEA LAW | NOVEMBER 16, 2021



PRESIDENT'S GOALS

1

GLIDE PATH

Assess and address **opportunities and challenges** to position the university for continued success and provide a glide path for incoming president.

2

EMPOWER

Support and empower **presidential direct reports** to achieve their 2021-22 goals.

PRESIDENT'S GOALS

3

RESEARCH LEADERSHIP

Facilitate and bring to successful completion the **search for a VP for Research**; review and revise leadership and organizational structure to **maintain research productivity** and engagement.

4

ATHLETICS

Review and revise the **Football Stadium** Conceptual Planning Study to identify potential on-campus stadium sites and develop funding strategies.

PRESIDENT'S GOALS

5

BUDGET

Progress towards the design of a new **value driven university-wide budget allocation model** that builds on the diverse, equitable, and inclusive culture at USF with a **preliminary design by June 30, 2022**, including shared costs for shared services among campuses, F&A distribution, and transparent reporting system.

6

STRATEGIC PLANNING

Continue USF's **strategic planning** process and finalize a plan with measurable goals and outcomes with approval by the Board of Governors in January 2022.

PRESIDENT'S GOALS

7

PROPERTY REVIEW

Determine long-term uses of the **North Fletcher property** in consultation with environmental scientists and university stakeholders.

8

ONE USF

Review and assess opportunities for facilities, funding, and **strategic initiatives on the St. Petersburg and Sarasota-Manatee campuses** with key stakeholders and community partners.

PRESIDENT'S GOALS

9

EXTERNAL RELATIONS

Enhance community and legislative relations to bolster awareness of the unique and personalized strengths across each campus to increase advocacy, leverage partnerships, and **secure additional state funding in the 2022 legislative session.**

10

INTERNAL RELATIONS

Promote and enhance **collaboration, communication, and cultivation** of relationships with internal university stakeholders.



TAMPA // ST. PETERSBURG // SARASOTA-MANATEE

Agenda Item: FL 103

USF Board of Trustees
Governance Committee
November 16, 2021

Issue: The USF Board of Trustees' Operating Procedures currently refers to the Campus Boards as "Campus Advisory Boards," which is inconsistent with sec. 1004.341(2), Florida Statutes

Proposed action: Amend the USF Board of Trustees' Operating Procedures to match the title given in statute.

Executive Summary:

Under the current Board Operating Procedures, the Campus Boards are referred to as "Campus Advisory Boards," which is inconsistent with sec. 1004.341(2), Florida Statutes:

(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...

This change will align the Board's Operating Procedures with the relevant statute. Only the full Board can amend the Operating Procedures.

Financial Impact: none.

Supporting Documentation Online (please circle): Yes
Prepared by: Kiara Guzzo, Associate Director Board Operations

No

OPERATING PROCEDURES OF THE UNIVERSITY OF SOUTH FLORIDA BOARD OF TRUSTEES

ARTICLE I ORGANIZATION

A. Legal Status of Board of Trustees

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

B. Members

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

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

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

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

C. Officers

The officers of the Board of Trustees are the Chair, Vice-Chair and the Corporate Secretary. The Chair and Vice-Chair shall each serve two-year terms to begin on July 1 following the election and concluding two years later on June 30 (“Term”). The Chair and Vice-Chair shall be elected by majority vote by the Board of Trustees within 30 (thirty) days of the expiration of the Term. Elected officers may serve for one additional consecutive 2-year term or until a successor is elected by majority

vote, and for each additional consecutive term beyond two terms officers may be reelected by a two-thirds vote.

In the event of a vacancy in the Chair and/or Vice Chair positions, an election will be held as soon as practical after the vacancy occurs to select a member of the Board, by a majority vote, to the applicable vacant position (s). A vacancy occurs upon the death, incapacity, resignation or removal of an Officer. The newly selected officer (s) will serve the remainder(s) of the Term of the vacating officer(s). The completion of a vacating officer's Term shall not limit a Trustee's eligibility to serve two consecutive 2-year terms by majority vote, and to serve each additional consecutive term beyond two terms by a two-thirds vote.

The University President shall serve as Corporate Secretary of the Board of Trustees, and is not an elected Officer of the Board.

The Officers shall have the following responsibilities:

1. Chair

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

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

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

2. Vice-Chair

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

3. Corporate Secretary

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

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

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

~~Advisory~~ Board Materials. Consistent with the powers and duties delegated to the President by the Board, the President will review and consider Campus ~~Advisory~~ Board Materials that do not relate to a matter that will come before the Board for action.

D. Board of Trustees

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

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

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

ARTICLE II MEETINGS OF THE BOARD OF TRUSTEES

A. Regular Meetings

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

B. Special Meetings

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

C. Emergency Meetings

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

D. Notice of Meetings

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

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

The Board may use telephone conference calls and other communications media technology to conduct Board business in the same manner as if the proceeding were

held in person. The notice of any meeting conducted by means of communication media technology will state where and how members of the public may gain access to the meeting. Such notice will be in accordance with the notice procedures set forth above.

F. Quorum

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

G. Voting

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

H. Parliamentary Rules

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

I. Agenda

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

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

J. Minutes

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

**ARTICLE III
COMMITTEES**

A. The Governance Committee

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

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

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

B. Committees on University Strategic Priorities

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

by the Board. The Chair of the Board shall determine the period of service of any such committee(s).

The Chair of the Board appoints the members of the committee and any non-voting faculty and community liaisons, selects a chair of the committee, and serves as an ex officio voting member (when present) of any such committees.

Committees on University Strategic Priorities shall make recommendations for consideration and action by the full Board or other Board committee, as authorized by these Operating Procedures.

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

C. Standing Committees

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

**ARTICLE V
AMENDMENT OF OPERATING PROCEDURES**

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

ARTICLE VI APPEARANCES BEFORE THE BOARD

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

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

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

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

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

ARTICLE IV REGIONAL CAMPUS ~~ADVISORY~~ BOARDS

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

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

- A. USF St. Petersburg** -- If a resident of Pinellas County is appointed to the Board of Trustees of the University, the Chair of the Board shall appoint that member to serve jointly as a member of the Campus Board. If more than one Pinellas County resident is appointed to the Board of Trustees, the Chair of the Board shall select one joint member.

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

ARTICLE VII CODE OF ETHICS

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

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

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

1. Presumed Conflict of Interest

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

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

2. Conflict of Interest Disclosure

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

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

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

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

Information shared or gathered as a result of such consultations (including information provided on the disclosure form) shall not be released except: in accordance with applicable public records laws; or when the institution's best interests would be served by disclosure, or as required by court order. Any such required disclosure will be made only after informing the affected Trustee.

3. Voting

Trustees are required to disclose all potential conflicts of interests as described above, but Trustees are still required to vote on all matters before the Board unless an actual conflict of interest as prescribed by law exists. In actual conflict of interest situations, Trustees are not permitted to vote. In situations that involve the appearance or potential of a conflict of interest and a Trustee is present and required to vote, the appearance

or potential of the conflict of interest will be disclosed publicly at the Board meeting in which the affected matter is being considered.

4. Public Officers

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

5. Regional Campus Board Members

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

6. Definitions

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

**ARTICLE VIII
MISCELLANEOUS PROVISIONS**

A. Indemnification

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

B. Fiscal Year

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

C. Sunshine Laws

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

D. Corporate Seal

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

Approved 9/21/01; Amended 03/21/02; Amended 01/21/03; Amended 06/12/08 ; Amended 06/14/12; Amended, 12/5/13; Amended 06/03/16; Amended 09/01/16; Amended 12/03/19; Amended 3/10/20; Amended 4/1/21

Agenda Item: FL 104

USF Board of Trustees
Governance Committee
November 16, 2021

Issue:

Proposed Amendments to Regulation USF10.103 Faculty Compensation and Regulation USF10.202 Compensation

Proposed action:

Formal adoption of the amendments incorporated in Regulations USF10.103 and USF10.202

Executive Summary:

The proposed amendments are intended to comply with the requirements set forth in BOG Regulation 9.015 and Section 1012.978, Florida Statutes, which address the ability to establish bonus plans for state university system employees.

Under Section 1012.978, a university board of trustees (BOT) may implement a bonus plan based on awards for work performance or for employee recruitment and retention, with approval by the BOG. New BOG Regulation 9.015 eliminates the need for separate formal approval by the BOG where the bonus plan meets certain requirements. Accordingly, the proposed amendments to USF Regulations 10.103 and 10.202 incorporate these requirements outlined by the BOG, including evaluation criteria, to ensure compliance with state law and efficiency in the approval process.

Financial Impact: N/A

BOT Committee Review Date: Governance Committee: 11/16/21

Supporting Documentation Online (*please circle*):

Yes

No

Prepared by: Patsy Ciaccio, Office of General Counsel



UNIVERSITY OF SOUTH FLORIDA

REGULATION

Number: USF10.103
Title: Faculty Compensation
Responsible Office: ~~Administrative Services/Human Resources~~ USF Central Human Resources

Date of Origin: 10-5-03

Date Last Amended: 11-17-09

Date Last Reviewed: 11-17-09

- 1
- 2 (1) Pay actions will be administered consistent with the provisions of this Regulation.
- 3 (2) Base rate of pay is the pay provided faculty members. Regular rate of pay is the base rate of
- 4 pay plus any other pay, which may be necessary to meet the requirements of any applicable federal or
- 5 state law. ~~Hourly pay is computed based on 2088 work hours annually. A factor of 26.1 is used for~~
- 6 ~~annualizing biweekly pay.~~
- 7 (3)(a) Merit pay for faculty will be distributed according to models developed through a majority
- 8 vote of members in the faculty member's primary unit or department.
- 9 (b) A faculty member must be in pay status in order to receive a pay increase of any kind. Pay
- 10 increases that would have been granted except for a leave of absence will be granted upon return to
- 11 pay status.
- 12 (c) Faculty paid from contracts and grants, auxiliaries or local funds will be eligible for pay
- 13 increases provided such increases are permitted and funded by the funding entity. Such pay increases
- 14 will be consistent with legislative appropriations and/or the provisions of this Regulation. The
- 15 appropriate authority within USF will request that contracts, grants, auxiliaries, and local funds permit
- 16 and fund such pay increases.
- 17 (d) A retroactive effective date for a pay action will not be permitted without the approval of
- 18 the ~~CAO~~ Chief Human Resources Officer (CHRO).
- 19 (e) For a temporary change in assignment, a base pay increase and/or stipend will be approved
- 20 if justified and consistent with the needs of USF. Upon the faculty member's return to his/her original
- 21 responsibilities, base pay will remain the same, but stipends will be removed. The faculty member will

be entitled to receive any mandatory pay increases granted to his or her original class during the time of temporary assignment, unless pay implementation instructions provide otherwise.

(f) A faculty member returning from unpaid leave will receive mandatory pay increases granted during the period of unpaid leave, unless pay implementation instructions provide otherwise. Faculty returning from unpaid leave will also be eligible for discretionary increases, merit pay increases, and special incentive programs, unless pay implementation instructions provide otherwise.

(4) Other pay increases may be provided under the following categories:

(a) Increased responsibilities.

(b) Market conditions including verified counter-offers and retention due to specialized or extensive investment or training.

(c) Salary compression or inversion.

(d) Increases to resolve a pay disparity considering ~~education, experience~~ qualifications, or duties and responsibilities of other faculty members.

(e) Lump sum payments, as follows: ~~to recognize the successful completion of a special project or assignment, which is in addition to the faculty member's regularly assigned duties, or to recognize special achievement.~~

(i) Work performance: lump-sum payments for work performance may be based on documented work performance involving increased duties/responsibilities, successful completion of a special project, attainment of established goals, superior performance, or specific achievements or assignments of significance;

(ii) Recruitment: lump-sum payments for the purpose of recruitment may be made for candidates with desirable specialized skills and exceptional experience, or where market conditions or departmental structure merit such a recruitment award; and

(iii) Retention: lump-sum payments for the purpose of retention may be made to address verified offers of competing employment, to address market conditions which are significantly higher than the current salary, to ameliorate salary compression or inversion, or to acknowledge successful completion of career development, training, or certification programs that are in the best interests of the university or support the mission of the university;

(iv) Any University plan authorizing the award of lump-sum payments that sets forth criteria consistent with subsections (i) through (iii), above, as well as the categories of faculty who are eligible to receive a lump sum payment under the plan, is presumptively approved by, and does not need to be submitted to, the Board of Trustees prior to implementation. Any

plan that deviates from this authority may not be implemented until it is submitted to and approved by the Board of Governors in accordance with Section 1012.978, Florida Statutes.

(v) Notwithstanding the above, the University may authorize the inclusion of provisions awarding lump-sum payments in collective bargaining agreements that are duly ratified by the Board of Trustees. Any such provision must be based on defined metrics appropriate to institutions of higher education or relevant industry standards.

(f) Payments in response to changes in cost of living and inflation.

(5)(a) When the assignment of a faculty member serving in an administrative position such as Vice President, Dean or Director is changed, the pay and appointment period will be adjusted commensurate with the new appointment.

(b) When a faculty member's appointment is changed from a calendar year to an academic year appointment with duties remaining the same, his or her pay will be adjusted to 81.8 percent of the calendar year base pay. For a faculty member whose appointment was previously changed from academic year to calendar year where the pay was adjusted other than by 122.2 percent, pay will be adjusted to the percent which is the reciprocal of the percent previously used.

(6)(a) Pay for appointments to an established position up to the available established FTE for the position will be from funds designated as salaries.

(b) Pay for the portion of an appointment in excess of the available established FTE for the position and for activities of limited duration where no FTE is assigned will be from funds designated as OPS.

(c) Employment with any State or other public agency will be processed consistent with its requirements after appropriate approvals within USF are received.

(7) Summer Salary: A faculty member will be compensated for summer teaching at the same rate of compensation as for the same or equivalent course taught during the regular academic year.

(8)(a) Any perquisites, sale of goods or services, or payment of moving expenses associated with a current or prospective faculty member, where appropriate, must be approved in advance by the CAO. The provision of such items must be job or class related and documented to demonstrate that the approval is in the best interest of USF.

(b) Approval is not required when sales to faculty members are at the same rate as they are ordinarily sold to the public.

(c) Moving expenses will be limited to the cost of packing, shipping, and storage of household goods, not to exceed 15,000 pounds, and reasonable expenses incurred for moving one automobile.

Authority: Art. IX, Sec 7, Fla. Constitution, Fla. Board of Governors Regulation 1.001. History: New 10-05-03, Formerly 6C4-10.103, F.A.C., Amended 11-17-09.

Consolidation Amendments Effective: 7-1-20

Certification: USF certifies that it has followed the Florida Board of Governors Regulation Development Procedure and has a record of written notices, comments, summaries and responses as required.



UNIVERSITY OF SOUTH FLORIDA

REGULATION

Number: USF10.202
Title: Compensation
Responsible Office: ~~Administrative Services/Human Resources~~ USF Central Human Resources

Date of Origin: 10-5-03

Date Last Amended: 8-27-09

Date Last Reviewed: 8-27-09

(1) Pay actions for Staff and Administration employees will be administered consistent with the provisions of this Regulation. This Regulation does not apply to Temporary employees except as specifically stated. Temporary employees may receive pay adjustments as determined by the CAO-Chief Human Resources Officer (CHRO).

(2) The CAO-CHRO will establish and maintain the pay plans for employees of USF. Pay will not exceed the maximum of an established pay range without the approval of the CAO-CHRO based on market competition, difficulty in recruiting or retaining, and/or sustained exceptional performance.

(3) Base rate of pay is the pay provided employees excluding any additives identified in Section (7)(h) of this Regulation. Regular rate of pay is an employee's base rate of pay plus any other pay, which may be necessary to meet the requirements of any applicable federal or Florida law or these Regulations. Hourly pay is computed based on 2088 work hours annually. A factor of 26.1 is used for annualizing biweekly pay.

(4) Pay increases:

(a) An employee must be in pay status in order to receive a pay increase of any kind. Pay increases that would have been granted except for the employee's leave of absence will be granted upon an employee's return to pay status, if otherwise eligible.

(b) Employees paid from contract, grant, auxiliary or local funds will be eligible for pay increases provided such increases are permitted and funded by the funding entity. Such pay increases will be consistent with legislative appropriations and/or the provisions of these Regulations. The

appropriate authority of USF will strive to have contract, grant, auxiliary, and local funds permit and fund such pay increases.

(c) A retroactive effective date for a pay action will be permitted with the approval of the ~~CAO~~ CHRO when determined to be in the best interests of USF.

(d) When a pay increase is provided for a temporary change in assignment it will be in accordance with Section (7) of this Regulation below. Upon the employee's return to his/her original responsibilities, the pay will be adjusted to the original base rate of pay. The employee will be entitled to receive any mandatory pay increases granted to the employee's original class during the time of the employee's temporary assignment, unless pay implementation instructions provide otherwise.

(e) An employee returning from unpaid leave will receive mandatory pay increases granted during the period of unpaid leave, unless pay implementation instructions provide otherwise.

(5) When a Staff employee is called back to work beyond the employee's scheduled hours of work for that day, the employee will be credited with the greater of the actual time worked, including time to and from the employee's home to the assigned work location, or two hours.

(6) Pay upon original appointment for Administration and Staff will be made within the established pay range, if applicable, unless otherwise approved by the ~~CAO~~ CHRO to meet employment needs of USF.

(7) Other pay increases may be provided under the following categories:

(a) Increased responsibilities;

(b) Market conditions including counter-offers and retention due to specialized or extensive investment or training;

(c) Salary compression or inversion;

(d) Increases to resolve a pay disparity considering ~~education, experience, qualifications~~ or duties and responsibilities of other employees;

(e) ~~Lump-sum payments~~, as follows:

(i) Work performance: lump-sum payments for work performance may be based on documented work performance involving increased duties/responsibilities, successful completion of a special project, attainment of established goals, superior performance, or specific achievements or assignments of significance;

(ii) Recruitment: lump-sum payments for the purpose of recruitment may be made for candidates with desirable specialized skills and exceptional experience, or where market conditions or departmental structure merit such a recruitment award; and

(iii) Retention: lump-sum payments for the purpose of retention may be made to address verified offers of competing employment, to address market conditions which are significantly higher than the current salary, to ameliorate salary compression or inversion, or to acknowledge successful completion of career development, training, or certification programs that are in the best interests of the university or support the mission of the university;

(iv) Any University plan authorizing the award of lump-sum payments that sets forth criteria consistent with subsections (i) through (iii), above, as well as the categories of employees who are eligible to receive a lump sum payment under the plan, is presumptively approved by, and does not need to be submitted to, the Board of Trustees prior to implementation. Any plan that deviates from this authority may not be implemented until it is submitted to and approved by the Board of Governors in accordance with Section 1012.978, Florida Statutes.

(v) Notwithstanding the above, the University may authorize the inclusion of provisions awarding lump-sum payments in collective bargaining agreements that are duly ratified by the Board of Trustees. Any such provision must be based on defined metrics appropriate to institutions of higher education or relevant industry standards.

(vi) Lump-sum payments under this section will not exceed the greater of ten percent of the employee's annual base pay or \$3,000 (before taxes) for an employee in any position covered by any applicable federal or Florida law governing wages, unless approved by the applicable area Vice President or delegee.

~~to recognize the successful completion of a special project or assignment, which is in addition to the employee's regularly assigned duties, or a documented significant increase in productivity or productivity goal achievement including a group incentive program. Such payment, for an employee in any position covered by any applicable federal or Florida law governing wages, will not exceed the greater of ten percent of the employee's annual base pay or \$3,000 (before taxes);~~

(f) Increases to recognize sustained superior performance;

(g) Approved career development/apprenticeship programs;

(h) Pay additives including those for asbestos-related activities, lead abatement activities, lead worker pay, shift differentials, on-call pay, field training officer activities, premium pay for law enforcement officers working special events, and other approved activities; or

(i) Increases in response to changes in cost of living and/or inflation indices.

(8)(a) An employee who is demoted will receive pay commensurate with the responsibilities assigned. This action may be with or without a reduction in base rate of pay based on the duties, the employee's experience, and/or related market salary data. In no case, however, may the pay exceed an assigned pay range except when determined to be in the best interests of USF.

(b) An employee whose assigned duties are substantially reduced may have a reduction in base pay, in accordance with these Regulations, while continuing to serve in the same class based on the duties, the employee's experience and/or the related market salary data. Salary may also be reduced as a form of disciplinary action.

(c) The removal of pay additives, correction of overpayment, or reduction to the maximum of the pay range do not constitute a reduction in pay action and are not grievable under USF Regulation 10.213.

(d) When an employee's appointed FTE is changed, the salary will be adjusted proportionately in accordance with these Regulations.

(e) Changes to an established pay plan or pay range may affect an employee's base rate of pay to raise an employee's base rate of pay to the new pay range minimum or to maintain appropriate internal salary relationships.

(f) Work schedules will be arranged to minimize overtime. Overtime compensation will be consistent with any applicable provision of federal or Florida law and USF fiscal considerations.

(9) Extra Compensation

(a) To meet employment needs of USF, an employee may be appointed to more than one position up to a total of one (1.0) FTE for all appointments.

(b) To meet employment needs of USF, an employee may be appointed for a limited time for more than one (1.0) FTE. Such appointments in excess of one (1.0) FTE will be considered Temporary appointments and will not create any new or additional rights to benefits, except where this represents overtime in accordance with the FLSA for non-exempt Staff employees.

(c) Employment with any State or other public agency or with any private organization or agency will be considered Outside Activity in accordance with these Regulations. Such employment

will be processed consistent with the other employer's requirements after appropriate USF approvals are received. This activity will be governed by these Regulations.

(10)(a) Any perquisites to employees, sale of goods or services, or payment of moving expenses associated with a current or prospective employee should normally be approved in advance by the ~~CAO~~CHRO. After the fact approvals will only be given in emergency or other unexpected situations. The provision of such items must be job or class related and documented to demonstrate that the approval is in the best interest of USF.

(b) Approval is not required when sales to employees are at the same rate as they are ordinarily sold to the public.

(c) Moving expenses will ordinarily be limited to the cost of packing, shipping, and storage of household goods, not to exceed 15,000 pounds, and reasonable expenses incurred for moving one automobile. Exceptions to the 15,000 pounds limit may be made to meet employment needs of USF.

Authority: Art. IX, Sec. 7, Fla. Constitution, Fla. Board of Governors Regulation 1.001. History: New 10-05-03, Formerly 6C4-10.202, F.A.C., Amended 8-27-09.

Consolidation Amendments Effective: 7-1-20

Certification: USF certifies that it has followed the Florida Board of Governors Regulation Development Procedure and has a record of written notices, comments, summaries and responses as required.

Agenda Item: FL 105

USF Board of Trustees
Governance Committee
November 16, 2021

Issue: Sun Dome Inc. Board of Directors

Proposed action: Approve renewal candidates to the Sun Dome Inc. Board of Directors.

Executive Summary:

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

Sun Dome Inc. is seeking approval to renew each of the following members for a two-year term of service concluding June 30, 2023:

- Corporate Officers
 - Chair: Steve Oscher, Oscher Consulting, PA
 - Vice-Chair: Harold Astorquiza, Senior Vice President, Morgan Stanley
 - Secretary: Gina Lombardi, Budget Analyst
- Appointed Members
 - Barry Clements, Deputy Athletics Director / Capital Projects
 - Serves as Designee for Vice President of Athletics
 - Nick Trivunovich, USF Vice President for Business and Finance and CFO
 - Serves as Designee for USF President
- Elected Members
 - Mike LaPan, Executive Director at The Lakeland Center
- Vacancies
 - Chairperson of the USF Board of Trustees Appointee
 - In accordance with Section 1004.28, Florida Statutes

Financial Impact: N/A

Supporting Documentation Online (*please circle*): **Yes**
Prepared by: Ashley Leko, Sr. Associate AD

No



SUN DOME, INC

SLATE OF DIRECTORS AND OFFICERS

Annual Board Meeting, November 11, 2021

Board Members:

Steve Oscher	Continue for an Additional Two-year Term (Ending 2023)
Harold Astorquiza	Continue for an Additional Two-year Term (Ending 2023)
Gina Lombardi	Continue for an Additional Two-year Term (Ending 2023)
Mike LaPan	Continue for an Additional Two-year Term (Ending 2023)
Barry Clements	Continue for an Additional Two-year Term (Ending 2023)
Nick Trivunovich	Continue for an Additional Two-year Term (Ending 2023)

Corporate Officers:

Chair, Steve Oscher	Nominated for Additional Two-Year Term (Ending 2023)
Vice Chair, Harold Astorquiza	Nominated for Additional Two-Year Term (Ending 2023)
Secretary, Gina Lombardi	Nominated for Additional Two-Year Term (Ending 2023)
Executive Officer, Ashley Leko	Executive Officer continues to serve in this role while holding current position with the University

Agenda Item: FL 106

USF Board of Trustees
Governance Committee
November 16, 2021

Issue: USF Research Foundation Leadership Transition

Proposed action: Approve Appointment of Dr. Sylvia Thomas as member of the Board of Directors of the USF Research Foundation, Inc.

Executive Summary:

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

This is a request to approve the appointment of Dr. Sylvia Thomas, Interim Vice President for Research, as a member of the USF Research Foundation Board of Directors in the position specified by the Bylaws for the University's Senior Vice President for Research, Innovation, and Knowledge Enterprise (SVP).

BOT Committee Review Date:

Supporting Documentation Online (*please circle*): Yes

No

Prepared by: Allison Madden, USF Research Foundation, Inc.

From: [Office of the President](#)
To: USF_COMMUNICATION_FOR_EMPLOYEES@LISTSERV.USF.EDU
Subject: Announcing a new leader for the USF Office of Research
Date: Wednesday, November 10, 2021 4:44:07 PM
Attachments: [image001.png](#)



Dear USF faculty and staff,

The strength of USF's research enterprise remains one of the most important factors in the university's upward trajectory. It is also a critical component of the student experience, enriching their education through real-world, relevant applications. USF now ranks in the top 50 universities, public or private, for research expenditures, and is poised to continue climbing and make a global impact through research and innovation.

I am pleased to announce the appointment of Dr. Sylvia Wilson Thomas as interim vice president for research, effective today. Dr. Thomas will report directly to me as a member of my cabinet. Her background as a researcher, administrator and faculty member in electrical engineering with 12 patents/patent disclosures; over 100 peer-reviewed journal articles, proceedings and presentations; six book chapters; over \$4.8 million in research funding; and more than 25 years of global experience in academia and industry, will bolster USF's research excellence.

In this interim appointment, Dr. Thomas will be responsible for providing strategic leadership and acting as a catalyst for promoting and expanding impactful scholarly and creative activity by USF faculty researchers across all disciplines and campuses. Dr. Thomas will work in close partnership with me, the provost, the senior vice president of USF Health, college deans, regional chancellors, vice presidents, research staff and the Faculty Senate Research Council to advocate for and support research and scholarship that reflect faculty interests, student success, community engagement and institutional strategic priorities.

She will also develop strategies to increase the development and maintenance of core facilities and efficient processes, as well as faculty recruitment of researchers through the

provision of competitive start-up packages and foster an environment to attract and grow external funding opportunities from federal, state, business, and private sources, including not-for-profit and philanthropic providers.

Dr. Thomas, in partnership with college deans, regional chancellors and vice presidents, will also assess the previously approved USF Research Task Force recommendations from December 2020 and consider recommendations of the USF Research Budget Planning Workgroup from April 2021.

Dr. Thomas is a senior member of the National Academy of Inventors and Institute of Electrical and Electronics Engineers and a fellow of the American Institute for Medical and Biological Engineering. She holds bachelor's and master's degrees in electrical engineering from Vanderbilt University, where she was a Patricia Roberts Harris Fellow. Dr. Thomas received her doctorate in electrical engineering from Howard University, as an NSF Materials Research Center of Excellence Fellow and was a National Science Foundation (NSF) East Asia and Pacific Summer Institutes Research Fellow in Korea during her doctoral program. She conducts research for bio and electronic devices and diversity, equity and inclusion. Dr. Thomas is involved in various organizations, having served as the first female chair and Florida Senate appointee to the Florida Education Fund Board of Directors and the Engineering Workforce Commission of the American Association of Engineering Societies.

I appreciate Dr. Thomas' willingness to accept this appointment and anticipate great success with her leadership.

I'd like to thank Keith Anderson for serving as interim vice president for research, innovation & knowledge enterprise since January. We are grateful for his service to the university during this critical transition period and ensuring that USF's strong momentum continued. Mr. Anderson will return to his role as assistant vice president for research, effective today.

I look forward to our ongoing work together to position One USF for a bright future.

Sincerely,

Rhea F. Law
President