

**USF Board of Trustees  
Governance Committee**

Tuesday, May 24, 2022

Time:

















Financial Imp act: None.

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Strategic Goal(s) Item Supports:









**Agenda Item: FL 103**

**USF Board of Trustees**  
Governance Committee  
May 24, 2022

**Issue:** Direct Support Organization Amended and Restated Articles and Bylaws

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**Proposed action:** Approval of Amended and Restated Articles of Incorporation and Bylaws for the USF Research Foundation, Inc.

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**Executive Summary:**

This is a request to approve the amended and restated articles of incorporation and bylaws for the USF Research Foundation to clarify USF leadership positions on the Research Foundation governing board.

The Research Foundation Board of Directors voted to approve the revised documents at its May 10, 2022 meeting.

**Financial Impact:**

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**Strategic Goal(s) Item Supports:**  
**BOT Committee Review Date**







































- 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



ARTICLEVI

Meetings of the Board of Directors and its Committees

SECTION1. 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 committees shall fix the time and place of regular meetings of such Board or committee, respectively.

SECTION2. Special Meetings

The Chairperson and the chairpersons of 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 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.

SECTION3. Participation in Meetings by Telephone

Members of the Board and committees may participate in meetings of the Board and 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.

SECTION4. 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, or email at least one (1) day prior to said

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

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 of the Board.

of the authority of the Board in the management of the Corporation, except that such Executive Committee shall not have authority to (a) designate individuals for the office of Director or membership on the Executive Committee, (b) amend the Articles of Incorporation or these Bylaws, or (c) approve the annual operating budget.

B. Composition.

The Executive Committee shall consist of the following members:

1. Corporation President and Chairperson of the Board
2. Corporation Secretary
3. Corporation Treasurer
4. The University's Provost and Executive Vice President.
5. Director selected and appointed to the Board by the Chairperson of the USF Board of Trustees.
6. Director nominated to the Board by the University's President as the President's representative.
7. The University's Senior Vice President for USFHealth.

SECTION 3. Other Standing and Special Committees

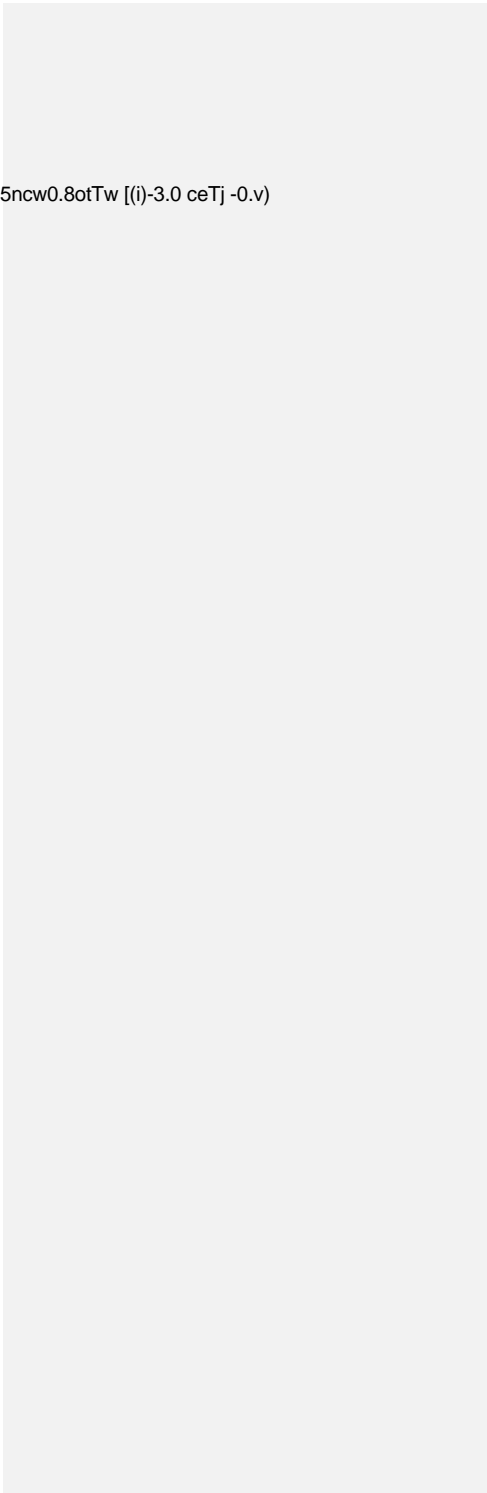
A. Composition.

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 disapprove the budget of the Corporation, except that the Executive Committee shall not have authority to (a) designate individuals for the office of Director or membership on the Executive Committee, (b) amend the Articles of Incorporation or these Bylaws, or (c) approve the annual operating budget.

property and assets of the Corporation;

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ARTICLEIX  
Indemnification

The Corporation

**Agenda Item: FL 104**

**USF Board of Trustees**  
Governance Committee  
May 24, 2022

Interim President's evaluation materials and Interim Contract

**Prepared by:**



# 2021-2022 Interim President Law Evaluation

Chair Will Weatherford

May 24, 2022





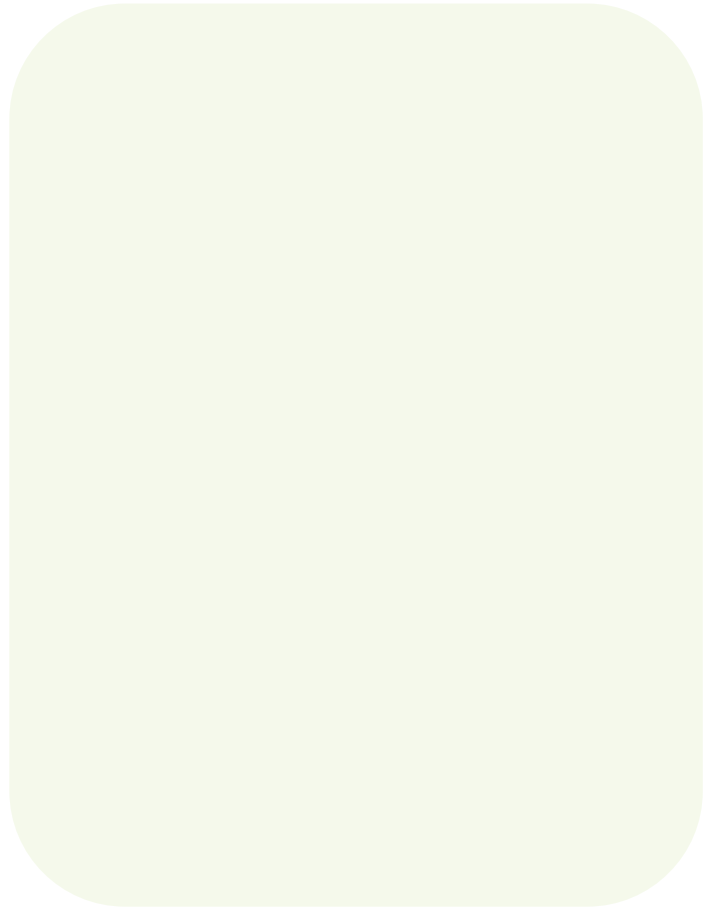








# 6



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

Completed an Ecological Assessment prepared by civil engineering firm Heidt Design



Charged N. Fletcher Advisory Committee in October 2021 comprised of faculty, staff, and students to review and recommend for potential use of the property with focus on minimizing environmental impacts by considering options for mitigation, protecting wildlife, and preserving nature





## Sarasota-Manatee

Established and completed

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





