

**USF Board of Trustees
Governance Committee**

**Tuesday, August 15, 2023
Microsoft Teams Meeting**

MINUTES

Chair Will Weatherford welcomed everyone and convened the Governance Committee meeting.

May 23, 2023

Chair Weatherford requested a motion to approve the minutes. It was given by Trustee Callahan, seconded by Trustee Carrere and the May 23, 2023 Governance Committee minutes were approved.

b. USF Foundation Inc. Board of Directors

Review and approval of the new, renewal and ex-officio USF Foundation Board of Directors for terms starting July 1, 2023, or upon approval by the USF Board of Trustees.

Chair Weatherford thanked everyone who volunteers their time to serve on our DSOs. The Chair commented that this is critical to the oversight of the university.

A Foundation Representative was included on the call in case the Trustees had questions or comments concerning the new nominees.

New Member Slate

Dee Garcia, '82 and '90, Director of Development & Strategic Partnerships, Tampa Bay Wave
Elizabeth Krystyn, '88, Founding Partner, BKS Partners
Michelle Lynch, '98, Senior Vice President, Tampa Bay Complex Manager, Raymond James
Michelle Turman, '00, CEO, Catalyst Consulting Services

Term Renewal Candidates

Ashley Butler, '12, President and Owner, Ice Cold Air
Julius Davis, '93, President and CEO, Volt Air
Bob Donaldson, CEO, Maxi-Blast of Florida
Gil Gonzalez, '86, CEO, Mission Critical Solutions
April Grajales, '01, Financial Services Executive
Anila Jain, '81, Physician and Medical Consultant
Merritt Martin, '04, Chief of Staff, Moffitt Cancer Center
Debbie Sembler, Community Leader and Philanthropist

Ex-Officio Appointments (By Virtue Of Position Held)

Christine Turner, Chair, USF Alumni Association Board of Directors

Chair Weatherford requested a motion to approve the USF Foundation Inc. Board of Directors. The motion was given by Trustee Carrere, seconded by Trustee Griffin and approved.

c. USF Intercollegiate Athletic Association

Sr. Associate General Counsel Joel Londrigan presented.

On June 13, 2023, the USFBOT certified and approved the formation of a new university direct-support organization, the USF Intercollegiate Athletic Association for the operation and management of the university's athletic facilities and its Department of Intercollegiate Athletics. To proceed in forming the corporation and filing the appropriate paperwork with the state and federal government, the university must establish a board of directors.

President Law has recommended for the USFBOT's approval, Dr. Prasant Mohapatra and Jay Stroman to serve as directors.

Chair Weatherford requested a motion to approve the USF Intercollegiate Athletic Association. The motion was given by Trustee Griffin, seconded by Trustee Callahan and approved.

d. Amendments to BOT Governance Policy 07-001 and BOT Operating Procedures.

USF General Counsel Gerard Solis presented.

Principle 4.2.g (Board self-evaluation) of the Southern Association of Colleges and Schools Commission on Colleges (SACSCOC) requires that the governing board define and regularly evaluates its responsibilities and expectations.

The USF BOT regularly uses reflection and systematic self-evaluation to guide improvements in its functioning. At the Governance Committee meetings in 2020, board members discussed board committee structure and development of a standardized self-evaluation in line with what the BOG administers to its board members for its biennial survey. The board chair and the Governance Committee Chair approved the biennial self-assessment survey and had staff administer it in August 2020. The most recent biennial survey was conducted in August of 2022.

The amendments in BOT Governance Policy 07-001 reflect a technical change referencing the current Board Self-Evaluation process that is outlined in the operating procedures.

General Counsel Solis commented that the Board has been engaging in self-assessments on a regular basis. Mr. Solis shared his screen which highlighted the technical changes that were being proposed to the Board:

- Changes in the Governance Policy
- Changes in the Operating Procedures

Mr. Solis thanked Ms. Kiara Gayle for her support and asked if there were any questions from the Board members.

Having no questions, Chair Weatherford requested a motion to approve. It was given by Trustee Griffin and

Mr. Welch commented that he has had discussions on a regular basis concerning the Public

- 3) Organizational Culture
- 4) Financial Stability and Transparency

Trustee Callahan commented that the goals were well developed and articulated. Her questions were answered in the back up material.

Having no further discussion Chair Weatherford thanked everyone for their participation and adjourned the Governance Committee meeting.