



**USF Board of Trustees
Governance Committee**

**Tuesday, February 14, 2023
10-10:15am**

MINUTES

Chair Will Weatherford welcomed everyone to the Governance Committee meeting and called the meeting to order.

Kiara Guzzo called the roll

Trustee Sandra Callahan
Trustee Michael Carrere
Trustee Michael Griffin
Trustee Melissa Seixas
Trustee Will Weatherford

Public Comments Subject to USF Procedure

There were no public comments

New Business Action Items

a. Approval of November 21, 2022 Minutes

Chair Weatherford requested a motion to approve the Minutes. It was given by Trustee Callahan and seconded by Trustee Mike Griffin. The November 21, 2022 Minutes were approved.

b. DSO Board of Directors

i. USF Research Foundation Inc. Board of Directors

Chair Will Weatherford presented.

Approve reappointment of a Direct Support Organization Board Member for the USF Research Foundation, Inc.

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 reappointment of Gwen Mitchell as a non-USF member of the Research Foundation Board of Directors.

Mitchell has more than 40 years of experience in public accounting with Deloitte, primarily serving clients in consumer business, heavy manufacturing and distribution. She has significant experience in the steel and metals industry and has served as the lead client service partner on significant global public reporting, mid-size and private clients and as a leader in community organizations. She has worked on significant transactions including offerings, acquisitions and dispositions.

ii. USF Foundation, Inc. Board of Directors

Review and approval of USF Foundation Board of Directors for ex-officio term to commence upon employment and approval by the USF Board of Trustees.

The following have been selected in accordance with the Foundation's bylaws and are now being presented to the USF Board of Trustees' Governance Committee for consideration and approval:

Ex Officio Appointment - Prasant Mohapatra. Ph.D., Provost and Executive Vice President

The Chair commented that we're always grateful to those who volunteer their time by serving on the USF DSO Boards. There were also comments on the importance of becoming a member of the USF Foundation Board of Directors.

After review of the materials and nominations, Chair Weatherford requested a motion to approve the USF Research Foundation Inc. Board of Directors and the Ex Officio Appointment of Prasant Mohapatra. Ph.D., Provost and Executive Vice President to the USF Foundation Board of Directors.

The motion was given by Trustee Seixas and seconded by Trustee Griffin. Both items were voted on and approved. 1. USF Research Foundation Inc. Board of Directors and 2. USF Foundation, Inc. Board of Directors

c. Revisions to USF Institute of Applied Engineering Bylaws

USF General Counsel Gerard Solis presented.

Per USF Regulation 13.002, the USF Board of Trustees must approve all revisions to DSO bylaws. USF IAE proposed the following changes to its bylaws.

Article IV, Section 2 of the bylaws establishes USF IAE Board of Director nomination and appointment responsibilities and quotas in accordance with Section 1004.28, Florida Statutes. Paragraph C has been revised to assign a portion of that responsibility to the USF IAE Corporation President/CEO.

Article V, Section 2 of the bylaws establishes officers of the corporation. The first paragraph in Section 2 has been revised to reflect the University of South Florida President has the responsibility to assign the individual who serves as the USF IAE Corporation President/CEO.

The USF IAE Board of Directors approved these bylaws changes at its January 23, 2023, meeting, and has forwarded to the USF Board of Trustees Governance Committee for their review and approval.

General Counsel Gerard Solis presented to demonstrate the changes to Article 5 Section 2 and Article 4 Section 2 referencing a technical clean up that replaces the Dean of Engineering with the President as CEO of the Corporation. This will give the President more flexibility as it relates to the IAE moving forward.

Mr. Solis thanked Dean Robert Bishop for his service with IAE.

Trustee Griffin asked if officers of the DSO would still have to come before the Board members, to which the answer was yes.

Trustee Schneider had a comment concerning the Dean of Engineering no longer having a direct appointment to DSO.

With no further questions regarding the revisions to the Bylaws, Chair Weatherford requested a motion to approve. The motion was given by Trustee Callahan and seconded by Trustee Seixas. The Revisions to USF Institute of Applied Engineering Bylaws were approved.

In considering the below agenda item, the Governance Committee is acted on behalf of the full board pursuant to the BOT Operating Procedures, Article III. A., in order to comply with the Board of Governors submission deadline.

d. Acceptance of Performance Based Funding (PBF) and Preeminence Data Integrity Audit & Approval of Data Integrity Certification

Executive Director Virginia Kalil presented.

Pursuant to Florida Statute 1001.706(5)(e) and Board of Governors Chair Lamb's letter to University Presidents and University Board of Trustees Chairs dated June 21, 2022, the USF Office of Internal Audit (IA) conducted internal audits of PBF and Preeminence Data Integrity. The primary audit objectives for both audits were to:

- Determine whether the processes and internal controls established by the university ensure the completeness, accuracy, and timeliness of data submissions which support the performance measures.
- Provide an objective basis of support for the President and Board of Trustees Chair to sign the representations included in the Data Integrity Certification.

The Board of Governors requires the acceptance of the audit results and the approval of the Data Integrity Certification by the Board of Trustees, with submittal to the Board of Governors by March 1, 2023.

Executive Director Kalil commented that the Board of Governors relies on the information provided by the universities in order to make their funding decisions. The audits are conducted every year and due to the Board by March 1st.

Chair Weatherford requested a motion to approve the items. The motion was given by Trustee Carrere and seconded Trustee Callahan. The PBF and Preeminence Data Integrity Audit & Approval of Data Integrity Certification was approved.

Having no further business Chair Weatherford adjourned the Governance Committee meeting.