



GOVERNANCE COMMITTEE

PURPOSE

The Governance Committee ("Committee") is a standing committee of the University of Central Florida Board of Trustees ("Board"). The purpose of the committee is to provide oversight of the corporate governance, administrative operations, and delegations of the Board and University Related Entities.

The Board authorizes the Committee to perform activities within the scope of its charter as follows:

- Provide oversight and strategic direction for the governance activities of the University and its Related Entities including governing documents, regulations, and associated policies.
- Ensure the Board's governance aligns with best practice standards for a governing Board in public higher education.
- Provide oversight and strategic direction to the Board's new member orientation program and make recommendations for Board member training and development.
- Lead a biannual, comprehensive Board self-assessment process.
- Perform other duties as assigned by the Board or the Board Chair.

ROLES AND RESPONSIBILITIES

The Committee will review and recommend the following to the Board for action:

- Amendments to the Board's governing documents and policies, including, but not limited to Board Bylaws, the Board's conflict of interest statement and disclosure form, and the delegation of authority to the President.
- Amendments to the governing documents and policies of University Related Entities and appointments of Board Members to University Related Entities.
- The annual evaluation of the president's performance and compensation including review and approval of short- and long-term goals.
- Recommendations for chair and vice chair of the Board.
- Amendments to University regulations.
- The awarding of Honorary Doctorate degrees recommended by University leadership.
- The designation of Trustee Emeritus status to former Trustees.
- Additional items within the committee's scope and authority that require approval.



REPORTING RESPONSIBILITIES

- The Committee Chair will, at the next regularly scheduled board meeting, report to the Board any action taken by the Committee.
- The Committee Chair will promptly notify all board members of any matters within its oversight roles and responsibilities that might significantly impact the financial, legal, academic standing, or reputation of the University.

MEMBERSHIP

- The chair of the Board will appoint the chair and members of the Committee and serves as a non-voting ex officio member.
- The Committee will consist of at least five members.
- Members of the Committee will serve until their resignation or replacement by the chair of the Board.

MEETINGS AND MINUTES

- Meetings will be held not less than four times per fiscal year.
- A majority of the Committee members will constitute a quorum for the conduct of business. Action shall require a majority vote of Committee members present.
- The Committee will maintain and post written minutes of its meetings in accordance with Florida Statute 1001.71.

STAFF

- The vice president and general counsel will serve as the primary liaison to the committee and delegate administrative responsibilities as necessary.
- The president or vice president and general counsel may call upon additional staff to provide presentations, information, or recommendations in the scope of the committee's charter.

CHARTER REVIEW

- The Committee will review its charter annually and recommend to the Board any changes that the Committee deems necessary.



ADOPTION

I HEREBY CERTIFY that the University of Central Florida Board of Trustees adopted this charter at its regularly scheduled meeting on June 17, 2021.

A handwritten signature in blue ink, appearing to read "M. Anderson", written over a horizontal line.

JULY 1, 2021

Associate Corporate Secretary
University of Central Florida Board of Trustees

Date