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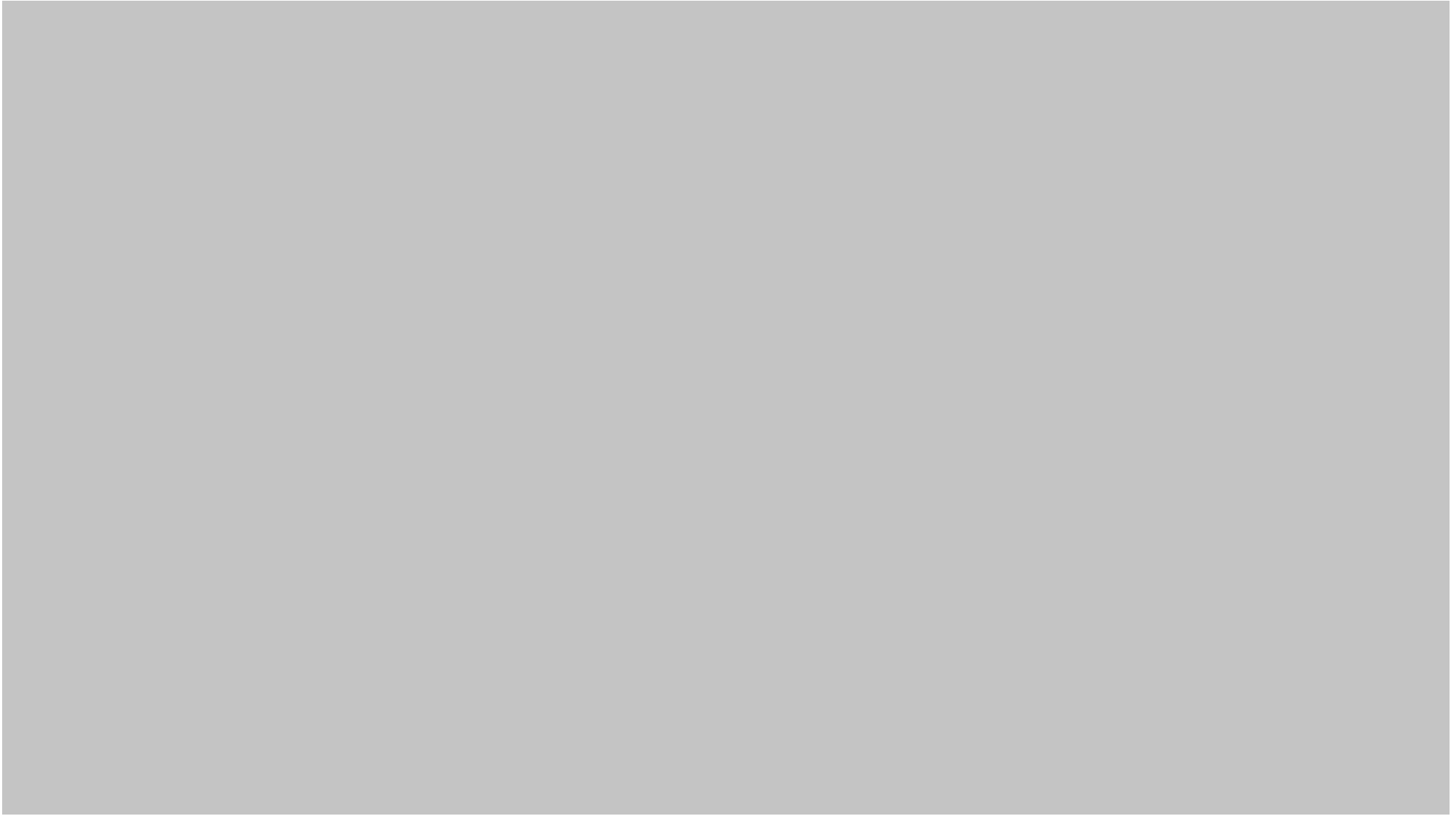
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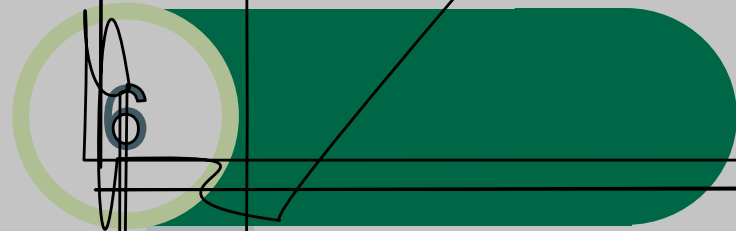
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Facilitate and bring to successful completion the **search for a VP for Research**; review and revise leadership and organizational structure to **maintain research productivity** and engagement.

4

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





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**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 _____ of _____ or _____

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.

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

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

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

- 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.

~~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 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 body for the

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 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 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.

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 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.

**ARTICLE VI
APPEARANCES BEFORE THE BOARD**

Individuals or group representatives, who desire to appear before the Board to address a subject within the 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 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 C Tj 011364.13oard**

- 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, 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 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

- a. compromise, or reasonably 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

or potential of the conflict of interest will be

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:

DR



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REGULATION

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

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From:
