



**COMMITTEE ON GOVERNANCE, GOVERNMENT
RELATIONS AND INTERNAL AFFAIRS**

PRE-MEETING AGENDA

Monday, May 13, 2024

10:00 a.m.

Virtual Meeting: (646) 558-8656, ID#: 923 3442 4173

Committee Members:

Morteza “Mori” Hosseini (Board and Committee Chair), David L. Brandon, Richard P. Cole, Christopher T. Corr, James W. Heavener, Rahul Patel (Board Vice Chair), Fred S. Ridley, Patrick O. Zalupski

- 1.0 Call to Order and WelcomeMorteza “Mori” Hosseini, Chair
- 2.0 Roll Call..... Board Staff
- 3.0 Review Draft Agenda for June Meeting.....Mori Hosseini, Chair
 - 3.1 Review Draft Minutes
 - [March 7, 2024](#)
 - 3.2 Review Action Items
 - GGRIA1 Direct Support Organization Appointments.....Amy Hass, Vice President and General Counsel
 - [GGRIA2](#) UF Regulations and [Governance Standards](#)Amy Hass
 - [GGRIA3](#) Facility Security Clearance/Government Contracting EntityAmy Hass
 - [GGRIA4](#) Operational Legislative Budget Request FY2025-26 Mark Kaplan, Vice President for Government and Community Relations and University Secretary
 - 3.3 Review Discussion Item
 - Government Update Mark Kaplan
- 4.0 New BusinessMori Hosseini, Chair
- 5.0 AdjournMori Hosseini, Chair



**COMMITTEE ON GOVERNANCE, GOVERNMENT RELATIONS
AND INTERNAL AFFAIRS**

Meeting Minutes

March 7, 2024

President's Room 215B, Emerson Alumni Hall

University of Florida, Gainesville, FL

Time Convened: 1:10 p.m.

Time Adjourned: 1:48 p.m.

Committee and Board members present:

Morteza "Mori" Hosseini (Board and Committee Chair), David L. Brandon, Richard P. Cole, Christopher T. Corr, Olivia E. Green, Daniel T. O'Keefe, Rahul Patel (Board Vice Chair), Marsha D. Powers, Fred S. Ridley, Danaya C. Wright, Patrick O. Zalupski, and Anita G. Zucker.

Others present:

Ben Sasse, President; Scott Angle, Provost and Senior Vice President for Academic Affairs; Melissa Curry, Vice President for Human Resources; Dan Dillon Jr., Vice President for Marketing and Senior Advisor; Kurt Dudas, Vice President/Jacksonville Lead; Elias Eldayrie, Vice President and Chief Information Officer; Robert Gilbert, Interim Senior Vice President for Agriculture and Natural Resources; Amy Hass, Vice President and General Counsel; Taylor Jantz, Interim Chief Financial Officer; Mark Kaplan, Vice President for Government and Community Relations and University Secretary; Jim Kelly, Interim Chief Executive Officer for UF Health Shands; David Kratzer, Senior Vice President for Construction, Facilities, and Auxiliary Operations; Maria Gutierrez Martin, Interim Vice President for Advancement; David Nelson, Senior Vice President for Health Affairs and President of UF Health; David Norton, Vice President for Research; Mary Parker, Vice President and Chief Enrollment Strategist; Raymond Sass, Vice President for Innovation and Partnerships; Jim Staten, Senior Advisor to the President; Scott Stricklin, Director of Athletics; James Wegmann, Vice President for Communications; Heather White, Vice President for Student Life; members of the University of Florida community, and the public.

1.0 Call to Order and Welcome

Board and Committee Chair Hosseini welcomed everyone in attendance and called the meeting to order at 1:10 p.m.

2.0 Verification of Quorum

Vice President and University Secretary Mark Kaplan verified a quorum with all members present, except for Trustee Heavener who had an excused absence.

3.0 Review and Approval of Minutes

Board and Committee Chair Hosseini asked for a motion to approve the minutes of the December 7, 2023 committee meeting and February 5, 2024 committee pre-meeting, which was made by Trustee Brandon, and a second, which was made by Trustee Ridley. Board and Committee Chair Hosseini asked for further discussion, and then asked for all in favor of the motion and any opposed and the motion was approved unanimously.

4.0 Discussion Items

4.1 UF Health Transition Committee Update

Trustee Powers provided an update on the UF Health Transition Committee for the UF Health Parent Corporation approved by the Board on December 20, 2023. The purpose of the parent corporation is to develop and create a true health system. This will give us the opportunity to develop an integrated operating model that harmonizes the financial oversight, increases transparency, and develops a system wide network. The committee has met every 2-weeks since January 2024 and to date have accomplished the following: prepared a set of thresholds for matters that will be required to come before the UF Health Corporation Board, developed a process and timeline for how projects and matters that need approval by the President and BOT Chair including the due diligence and information to be gathered, outlined the UF Health board committees (Finance, Quality and Safety, Executive, Audit and Compliance), and developed a draft set of bylaws that outline the roles and responsibilities of the committee. In addition, the UF Board of Trustees Finance Committee, as well as Board Vice Chair Patel and VP Hass, are developing a process for vetting information to ensure they are within the governance standards and in compliance of the UF Board of Trustees. The UF Health Parent Corporation Board governance standards will be presented to the UF Board of Trustees for approval at the June board meeting. The committee's next steps are to continue to finalize the aforementioned items, looking at the roles and responsibilities of all the local hospital boards, making any appropriate recommendations for organizational reporting and board membership, and finalizing the governance standards. The committee's goal is to finish and receive approvals by the June UF Board of Trustees meeting, so the UF Health Parent Corporation will be up and running by Summer 2024. She expressed her gratitude to the President and Board Chair for their guidance during this process. President Sasse expressed his and Board Chair Hosseini's gratitude to Trustee Powers and all the committee members for their productive work.

4.2 Government Update

VP Kaplan noted that today is Day 59 of the annual 60-day legislative session. On the final day of the legislative session, both chambers will vote on and approve the budget. He noted that the funding information in this update is still subject to the Governor's final approval. We had a historic year in funding for the University of Florida and an extraordinary legislative session led by Board Chair Hosseini. We will have close to \$500M in new recurring and non-recurring funding coming to UF. VP Kaplan expressed his gratitude to the Florida legislature, Board Chair Hosseini, and the UF team in Tallahassee for their support and hard work. President Sasse wholeheartedly agreed and stated this historic funding can be credited to Board Chair Hosseini's relentless passion. The UF general revenue funding (recurring and non-recurring) from FY2008 to FY2025 has seen a tremendous upward trajectory, more than doubling. VP Kaplan noted that funding dropped during the great recession. The climb that we've seen since then is exciting and creates

a lot of opportunity for our faculty, staff, and students. Board Chair Hosseini commented that between FY2008 and FY 2017, UF lost 500 of its best faculty. In 2017, the Board created the Faculty 500 initiative to recapture lost faculty. He emphasized between FY2017 and FY2025, we have more than doubled our funding. VP Kaplan summarized the significant operating support items and facilities and infrastructure funding we are set to receive which will include Preeminence, UF Health, Florida Semiconductor Initiative, UF Health Jacksonville, and UF/IFAS, among many others. He noted the \$100M prior funding we received for an opportunity in West Palm Beach that did not come to fruition, has been on hold due to spending constraints. The legislature included language in the budget that grants authority to the Board to use the \$100M for other technological and built infrastructure. Board Chair Hosseini agreed and specifically noted the combined funding support from the State, the City of Jacksonville, and local philanthropy executing the opportunity in Jacksonville, if the Board and President approve. Trustee Powers commented she is blown away by what we have accomplished this year in funding, it elevates UF to another level, and she expressed her gratitude for Board Chair Hosseini's hard work. Board Chair Hosseini added that he and the President visited the UF Health Jacksonville hospital and were able to obtain \$15M in funding for that hospital, as well as authority for the local community to consider a half-penny optional sales tax for indigent and trauma care in Duval County. VP Kaplan continued with historical data on PECO funding used for facilities. From FY2017 to FY2025, it shows the amazing investment by taxpayers of Florida and appropriators in Tallahassee over the last few years. He summarized the Select Initiatives that will be included in the budget this year which will include downtown Jacksonville, the Dental Science Building, Hamilton Center - Infirmary Building Renovation, School of Music Building – thanks to the continued advocacy of Senator Keith Perry, Florida Semiconductor Institute, and the UF/IFAS Center for Applied Artificial Intelligence. He concluded by outlining the legislative session next steps of budget review process by the Governor, noted the next legislative session begins March 4, 2025, and shared his gratitude for Board members' participation during the legislative session. Trustee Brandon echoed the comments on Board Chair Hosseini's tireless efforts. Board Chair Hosseini stated it takes the entire UF team to get it done.

5.0 New Business

There was no new business to come before the committee.

6.0 Adjourn

There being no further discussion, on behalf of Board and Committee Chair Hosseini, Vice President and General Counsel Amy Hass adjourned the meeting at 1:48 p.m.



**COMMITTEE ON GOVERNANCE, GOVERNMENT
RELATIONS AND INTERNAL AFFAIRS
ACTION ITEM GGRIA2
June 13, 2024**

SUBJECT: UF Regulations – Repeal / Amendment of Existing University
Construction Regulations to Comply with New BOG Construction Regulations

BACKGROUND INFORMATION

At the direction of the Florida Legislature, the Florida Board of Governors (“BOG”) recently adopted SUS-specific design and construction procurement regulations. The existing University design and construction procurement regulations (i.e., Regulations 3.070, 3.071, 3.072, 3.073, 3.075, and 3.076) conflict with the new BOG regulations, resulting in the need to repeal the University regulations, and to replace them, as necessary, with University policies on procurement of design and construction services.

PROPOSED COMMITTEE ACTION

The Committee on Governance, Government Relations, and Internal Affairs is asked to approve, for recommendation to the Board of Trustees for its approval on the Consent Agenda, repeal of University Regulations 3.070 (Acquisition of Professional and Design/Build Services), 3.071 (Acquisition of Construction Management Services), 3.072 (Construction Contract Bidding and Award (Contractor)), 3.073 (Construction; Bid Protests (Contract Only)), 3.075 (Construction; Procedures for Payment under Unbonded Construction Projects), 3.076 (Construction; Procedures to Contract for Construction Service) and amendment of University Regulation 3.074 (Construction; Evaluations of Professional Services Providers, Design-Builders, Construction Managers and Contractors; Disqualification Procedure).

ADDITIONAL COMMITTEE CONSIDERATIONS

None.

Supporting Documentation: Amended Regulation 3.074 (Construction; Evaluations of Professional Services Providers, Design-Builders, Construction Managers and Contractors; Disqualification Procedure)

Submitted by: Amy Meyers Hass, Vice President and General Counsel

Approved by the University of Florida Board of Trustees, June 13, 2024

Morteza “Mori” Hosseini, Chair

Ben Sasse, President and Corporate Secretary

REGULATIONS OF THE
UNIVERSITY OF FLORIDA

3.074 Construction; Evaluations of Professional Services Providers, Design-Builders, Construction Managers and Contractors; Disqualification Procedure

(1) Definitions.

(a) Construction Services – Contractual services provided in connection with a pre-construction, maintenance, repair, alteration, remodeling, renovation, construction or demolition project.

(b) Contract – A Project Contract or a Continuing Contract.

(c) Continuing Contract – A contract with a Vendor to provide Professional Services or Construction Services as and when requested by the University for one or more projects that may arise during the term of the contract.

(d) Evaluator – The President or President’s designee conducting an evaluation under this Regulation.

(e) Professional Services – Architectural, engineering, surveying, commissioning agent, or other professional services provided in connection with a planning, design, or construction project.

(f) Project Contract – A contract with a Vendor to provide Professional Services or Construction Services for the project(s) described therein.

(g) Vendor – A contractor, an engineer, architect, surveyor, or other professional services provider, a design-builder, or a construction manager who provides, as applicable, Professional Services or Construction Services to the University.

(2) Commencing two (2) months after the effective date of a Project Contract, the

Vendor will be evaluated by the Evaluator on a project-by-project basis as follows:

- (a) once per calendar year, on a staggered schedule established by the Evaluator, during the Project Contract term;
- (b) upon completion of a project; and
- (c) at any time the University determines there has been a material change in the quality of the Vendor's performance occurring during the Project Contract term.

(3) Commencing two (2) months after the effective date of a Continuing Contract, the Vendor will be evaluated by the Evaluator on all projects performed during the Continuing Contract term as follows:

- (a) once per calendar year, on a staggered schedule established by the Evaluator, during the Continuing Contract term;
- (b) upon completion of a project valued at more than Two Million and 00/00 Dollars (\$2,000,000); and
- (c) at any time the University determines there has been a material change in the quality of the Vendor's performance during the Continuing Contract term.

(4) In conducting evaluations under subsection (2) and (3) of this Regulation, the Evaluator will utilize the evaluation system maintained by the University, as modified from time to time, and will consider any additional performance criteria that the Evaluator deems applicable to type of Vendor or project. In evaluating a Vendor, the Evaluator will consider such factors as present and historical quality of performance, adherence to project timeline and budget, and relationships with consultants, laborers, subcontractors and suppliers (if any). Where appropriate, the Evaluator will permit a Vendor who is being evaluated to submit written documentation directly related to the Vendor's performance of the applicable Professional

Services or Construction Services. The University may, but need not, convene a disqualification committee to evaluate Vendor performance.

(5) Vendors will be provided with a copy of each completed evaluation and may appeal the evaluation in accordance with Chapter 120, Florida Statutes. If a Vendor does not timely appeal an evaluation, the evaluation will be final.

(6) The University may utilize the information gathered in its evaluation(s) to evaluate a Vendor's qualifications to provide Professional Services or Construction Services on future University projects and to decide whether a Vendor should be disqualified from providing Professional Services or Construction Services to the University in the future.

(7) If the University determines, whether through the evaluation process or otherwise, that any Vendor is not providing satisfactory Professional Services or Construction Services to the University, the Evaluator will carefully review all facts and circumstances surrounding the unsatisfactory Professional Services or Construction Services and determine whether there is sufficient cause to warrant disqualification from participation on future University projects. Without limitation of the foregoing, legal action between the University and the Vendor that has commenced or is imminent shall constitute automatic grounds to entitle the Evaluator to disqualify the Vendor from providing future Professional Services or Construction Services to the University or to temporarily suspend the Vendor's right to provide future Professional Services or Construction Services to the University. The disqualification shall continue until the University is satisfied that the Professional Services or Construction Services of such Vendor will be, at least, satisfactory to the University. The Evaluator shall so notify the Vendor of the disqualification. The notice shall set forth specifically the grounds for disqualification and the right of the disqualified Vendor to request a hearing in accordance with

Chapter 120, Florida Statutes. If a Vendor does not timely request a hearing, the disqualification will be final.

Authority: BOG Regulation 1.001, 18.001, 14.008.

History: New 6-3-03, Formerly 6C1-3.074, Amended 6-8-12, Amended __ - __-2024.

UF HEALTH, INC.

In addition to the specific standards outlined below, for any matters that would reasonably be considered material to UF, a DSO or any affiliate entity, or that would generate significant media attention, the President will confer with the BOT Chair and notify the BOT Vice Chair, and notify the full BOT in case of significant media attention. It is understood that health, safety and operational emergencies may preclude advance notice. If in doubt as to materiality, administrators will err on the side of assuming a matter is material. The approvals below are in addition to any approvals required by the Shands Board of Directors.

The below standards are in addition to any existing statutory approvals or Board of Governors regulatory approvals, as amended from time to time, that are required of the BOT.

Actions Requiring Approval of the Full BOT	UF Liaison	Additional Requirements and Notes
Create a New Entity, Subsidiary, or Merger	CEO UF Health	
Amend Articles of Incorporation	CEO UF Health	
Annual and Multiyear Capital Spending Plans	CEO UF Health	
Annual and Multiyear Operating Budgets	CEO UF Health	
Appointments to the UF Health Board	CEO UF Health	
Capital Facilities Projects of \$10M or more, not included in Annual Budget	CEO UF Health	
Debt Issuance of any amount	CEO UF Health	
Actions requiring Approval of UF President and BOT Chair and Notice to BOT Vice Chair	UF Liaison	Additional Requirements and Notes
Capital Facilities Projects, less than \$10M, not included in Capital Budget	CEO UF Health	UF Selection Protocols and Technical Review Committee will be used: (1) for all projects >\$20M; and

		(2) for any project, regardless of amount, that is determined to be of high visibility after conferring with the BOT Chair.
Amend Bylaws	CEO UF Health	
Real Estate: 1. purchase or sale of real property exceeding \$5M 2. easements >25 years; 3. leases ≥10 years; 4. leases >50k square feet; or 5. leases ≥\$20M	CEO UF Health	
Settlement of Legal Claims >\$2M	General Counsel	Legal Claims included for purposes of this standard include claims from federal or state government entities relating to audits or investigations; this does not include medical malpractice claims or other general liability claims which are covered by the BOG Self-Insurance Programs.
Actions Requiring Approval of UF President <i>After</i> Conferring with BOT Chair and Notice to BOT Vice Chair	UF Liaison	Additional Requirements and Notes
Appointments to Local Hospital Boards	CEO UF Health	
Settlement of Legal Claims between \$1-2M	General Counsel	
Hiring and Compensation of Chief Executive Officer; hiring of any other C-suite officers with compensation exceeding \$1M	CEO UF Health	UF Hiring Protocols must be followed
Actions Requiring Approval of UF President Only	N/A	Additional Requirements and Notes
Settlement of Legal Claims between \$750k-\$1M	General Counsel	
Internal Investigations	General Counsel	UF Investigation Protocols must be followed
Actions Requiring Advance Notice to UF President	UF Liaison	Additional Requirements and Notes
Goods and Services Transactions: 1. ≥\$20M total value; 2. ≥\$4M per year; or 3. >10 years and exclusive	CFO UF Health	

**COMMITTEE ON GOVERNANCE, GOVERNMENT
RELATIONS AND INTERNAL AFFAIRS
ACTION ITEM GGRIA3
June 13, 2024**

SUBJECT: Facility Security Clearance/Government Contracting Entity

BACKGROUND INFORMATION

Certain contracts between the University and federal governmental agencies and certain research at the University require a facility clearance rather than obtaining the clearances for individual Trustees and other officers. All Trustees must be listed in the designation.

PROPOSED COMMITTEE ACTION

The Committee on Governance, Government Relations and Internal Affairs is asked to approve Resolution R24-310 confirming that members of the Board of Trustees will not require, will not have, and be effectively and formally excluded from access to all classified information disclosed to the entity, designates the senior managerial official, University President Benjamin E. Sasse for that purpose, and listing all Trustees, for recommendation to the Board of Trustees for approval on the Consent Agenda.

ADDITIONAL COMMITTEE CONSIDERATIONS

Board of Governors approval is not required. Upon the appointment of any new Trustees, the Board will need to approve a similar resolution to include them.

Supporting Documentation Included: Resolution R24-310

Submitted by: David Norton, Vice President for Research

Approved by the University of Florida Board of Trustees, June 13, 2024

Morteza "Mori" Hosseini, Chair

Ben Sasse, President and Corporate Secretary

RESOLUTION

NUMBER: R24-310

Subject: Facility Security Resolution and Senior Management Official Appointment, University of Florida Board of Trustees, Exclusion Affirmation

Date: June 13, 2024

WHEREAS, the University of Florida (“UF”, “the University”), a university in the State University System of Florida desires to continue to enter into contractual obligations with agencies of the United States government, including contractual obligations requiring a security clearance.

WHEREAS, 32 C.F.R. Part 117, the National Industrial Security Program Operating Manual (“NISPOM Rule”), requires the Key Management Personnel, including UF Board of Trustees Members and Senior Leadership, meet the personnel clearance requirements for a security clearance consistent with the clearance level of the entity.

WHEREAS, the NISPOM Rule further authorizes exclusion from security clearance requirements for certain members of the Board of Trustees and other officers, provided that the entity’s governing board issue a formal action and provide a copy to the Cognizant Security Agency per 32 C.F.R. § 117.7(c)(2).

WHEREAS, as such, the University of Florida, Board of Trustees designates the Senior Managerial Official, University President, Dr. Benjamin Eric Sasse, for the continued oversight of all Classified Information and programs at the University of Florida.

NOW THEREFORE, BE IT RESOLVED, in addition, the Board of Trustees approves the following UF Board Members to be excluded from oversight of the Classified Program at UF:

Rahul Patel, Vice Chair
David L. Brandon
John E. Brinkman
Richard P. Cole
Christopher T. Corr
James W. Heavener
Sarah D. Lynne
Daniel T. O’Keefe
Marsha D. Powers
Fred S. Ridley
Patrick O. Zalupski
Anita G. Zucker

These UF Board of Trustees members will not require, will not have, and can be effectively and formally excluded from, access to all classified information disclosed to the entity. These individuals do not occupy a position that would enable them to adversely affect the organization's policies or practices in the performance of classified contracts.

This action is affirmed by the University of Florida, Board of Trustees. The exclusion will remain in place for all the above mentioned UF Board of Trustees members until the exclusion is null and void due to a change in status of the Presidents access for the institution, a change in federal regulation or a change in the organization's policies.

This action is in the form of a resolution to take effect immediately upon its adoption.

Adopted this 13th day of June 2024, by the Board of Trustees of the University of Florida.

Morteza "Mori" Hosseini, Chair

Ben Sasse, President and Corporate Secretary



**COMMITTEE ON GOVERNANCE, GOVERNMENT RELATIONS
AND INTERNAL AFFAIRS
ACTION ITEM GGRIA4
June 13, 2024**

SUBJECT: Operational Legislative Budget Request FY2025-26

BACKGROUND INFORMATION

The Florida Board of Governors (BOG) has invited each Board of Trustees (BOT) to submit a legislative budget request (LBR) for operations for FY2025-26, due July 31, 2024. The BOG will use those individual university submissions to inform a system wide LBR.

PROPOSED COMMITTEE ACTION

The Committee on Governance, Government Relations and Internal Affairs is asked to recommend to the BOT that it delegate to Chair Hosseini and President Sasse the authority to develop and approve the FY2025-26 Operational Legislative Budget Request and related documents for submission to the Florida Board of Governors. The Committee is also asked to recommend to the Board that it include the action on the Consent Agenda and that Chair Hosseini and President Sasse distribute the submitted materials to the Board upon their submission to the Board of Governors.

ADDITIONAL COMMITTEE CONSIDERATIONS

Submission to the Board of Governors is required.

Supporting Documentation Included: Operational Legislative Budget Request FY2025-26

Submitted by: Mark Kaplan, Vice President for Government and Community Relations

Approved by the University of Florida Board of Trustees, June 13, 2024

Morteza "Mori" Hosseini, Chair

Ben Sasse, President and Corporate Secretary