



**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

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,

CO (3,)JJO Tc 0 Tw 2.28 eSF IwaPrmi10.1 (t(t)10

1077 (s) 24 (7) (s) naC (8) (B) (2) (3) (t) (y) 1.2 (f) (b) (1) (4) 0 (a) 1 (1) (5) (A) 2 (g) (a) (1) (4) (3) (5) (A) 6 (3) (2) (1) (a) (s) (c) (1) (1) (1) (2) (3) (5) (A) 10

d. Acceptance of Performance Ba