

Prepared by: Hilary Black, Senior Associate General Counsel

REGULATION

Number: USF13.002
Title: Direct Support Organizations and Health Services
Support Organizations
Responsible Office:

- b) The Articles or Bylaws, as applicable, of a Support Organization shall require the President, or his or her designee, serve on the Support Organization's board of directors and its executive committee.
 - c) The Board shall approve all other appointments to the board of directors of each Support Organization.
- (4) Operating budgets of Support Organizations shall be prepared at least annually, approved by the organization's governing board, and presented by the President to the Board for review and approval.
- (5) Expenditure plans of Support Organizations shall be reviewed and approved quarterly by the President or designee; said designee shall be a vice president, provost or other duly authorized senior officer of USF reporting directly to the President and having operational responsibility on behalf of USF for the Support Organization.
- (6) Thresholds for approval of purchases, acquisitions, projects and issuance of debt by Support Organizations shall be set by the Board.

~~9~~(10) Support Organizations shall adopt the following policies:

- a) Conflict of Interest and Financial Code of Ethics Policy
- b) Expenditure Policy
- c) Signatory Authority Policy
- d) Procurement Policy (to include supplier diversity)
- e) Travel Policy
- f) Internal Controls and Internal Audit Policy
- g) Workplace Discrimination and Retaliation Policy
- h) Public Appearance Policy

Support Organizations may adopt such other policies and procedures deemed appropriate by their board of directors. Each Support Organization shall certify to the Board that all of the above policies are adopted and then reviewed on an annual basis.

~~(10)~~(11) The Board is authorized to revoke certification of an organization as a Support Organization of USF

REGULATION

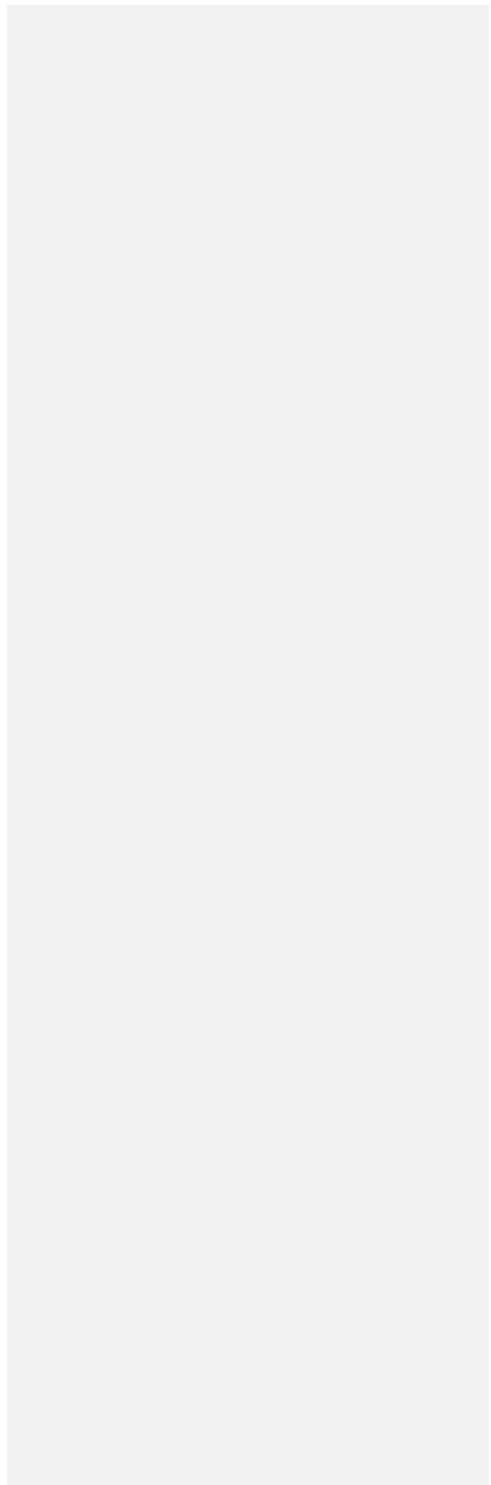
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(4)

Agenda Item: FL 103

USF



employees of the Corporation, consistent with applicable policies; and otherwise supervise the Corporation as provided by Florida Board of Governors Regulations 9.011, University of South Florida Regulations 13.002, and provisions of any subsequent laws, regulations, and University policies and internal management memoranda.

SECTION 3. Special Duties as a University Direct Support Corporation.

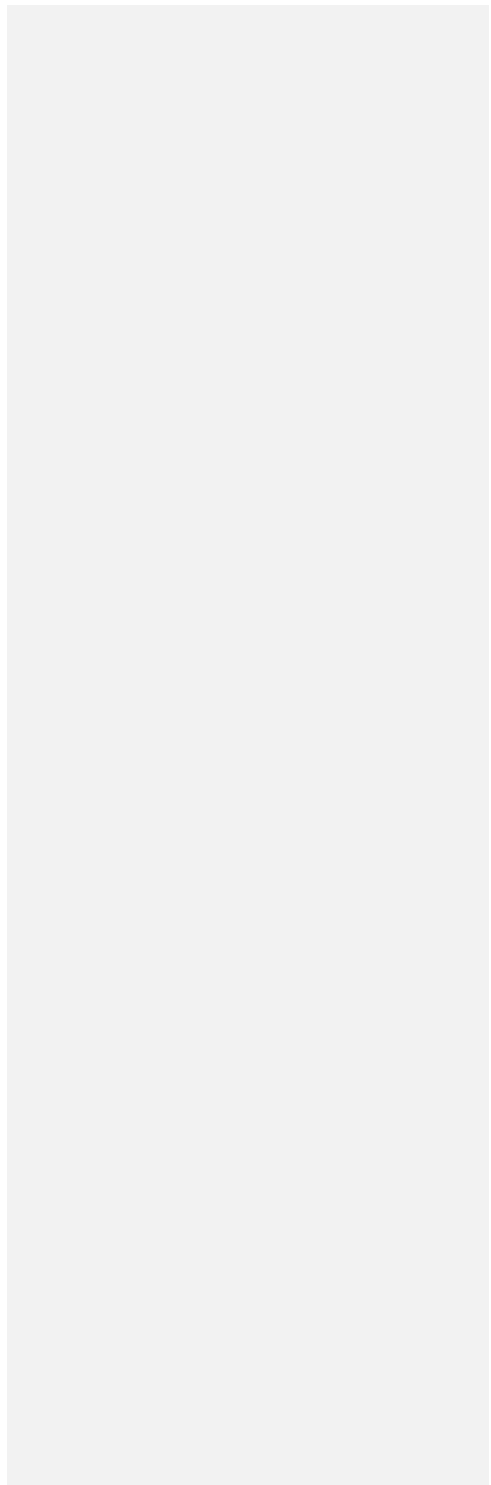
The Corporation shall comply with all requirements and perform all duties which are necessary to maintain approval and certification of the Corporation as a university direct support organization under Section 1004.28, Florida Statutes, Florida Board of Governors Regulation 9.011, and University of South Florida Regulation 13.002, and corresponding provisions of any subsequent laws or regulations. Without limiting the foregoing:

- A. The Corporation shall comply with all conditions established by the Florida Board of Governors and the USF Board of Trustees in order to be approved and certified and to use property, facilities, or personal services at the University.
- B. The Corporation shall comply with all such additional conditions, controls and requirements as the Florida Board of Governors and the USF Board of Trustees deems appropriate to provide for budget and audit review and oversight.
- C. The Corporat Executive
(or designee) in compliance with Florida Board of Governors Regulation 9.011(2).
- D. The Corporation shall prepare an operating budget at least annually which, upon

approval by the USF Board of Trustees or designee. Significant changes in planned expenditures in the approved budget must be reported by the Corporation to the USF Board of Trustees or designee as soon as practicable but no later than the deadline established by the USF Board of Trustees. The Corporation may provide any salary supplements and other compensation or benefits for University faculty and staff employees only as set forth in the

by President.

- E. The Corporation shall provide for an annual audit conducted pursuant to the
ations or policies. The annual audit report shall be submitted
by the Corporation to the USF Board of Trustees or designee, the Florida Board
of Governors, and the Florida Auditor General for review. The USF Board of
Trustees or designee, the Florida Board of Governors, the Florida Auditor
General, and the Florida Office of Program and Policy Analysis and
Governmental Accountability may require and receive any records relative to
the operation of the Corporation from the Corporation or its independent
auditors.
- F.



employees, who are each nominated to the Board by the USF Dean, College of Engineering or his/her designee. These persons shall be formally appointed and approved by both the Board as well as the USF Board of Trustees in accordance with Section 1004.28, Florida Statutes.

~~While the University President and USF Dean, College of Engineering, shall nominate members to the Board of Directors, all Board members shall be approved and formally appointed by the USF Board of Trustees.~~

Except as may be otherwise provided in the Articles and these Bylaws, Directors shall serve a term of three (3) years

ARTICLE V

Officers

SECTION 1. Officers of the Board of Directors

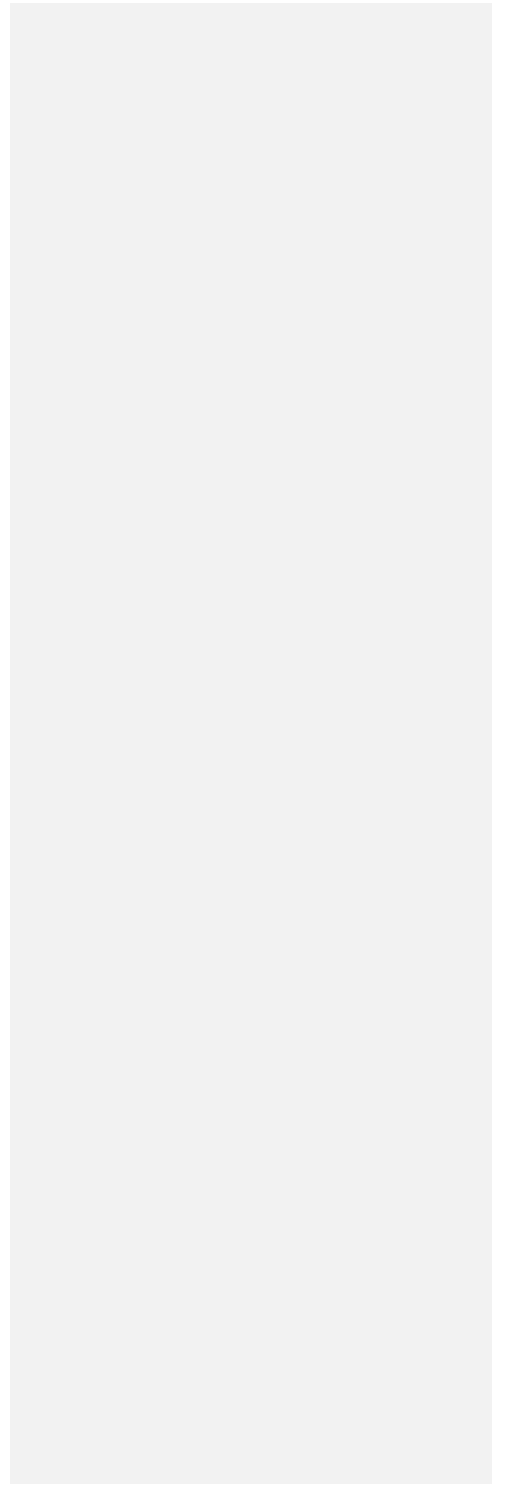
The officers of the Board shall consist of a Chairperson, a Vice-Chairperson and such other officers as the Board may provide by resolution. All of said officers shall be elected by the Board from the membership of the Board. The same person may not hold more than one office on the Board.

Chairperson: The Chairperson shall:

- A. Exercise overall supervision of Board affairs and preside at meetings of the Board.
- B. Provide leadership to the Board and its committees in formulating, developing and evaluating the Corporation's policies and goals;
- C. Appoint special committees from time to time for the sole purpose of advising the Chairperson on such matters as may be deemed necessary and appropriate at the time;
- D. Develop, coordinate, and supervise all operating policies and procedures of and for the Board; and
- E. Submit all information and reports to the Univer
Florida Board of Governors Regulation 9.011 and University of South Florida
Regulation 13.002.
- F. Perform all the duties incident to his/her office and such other duties as may be
Board.

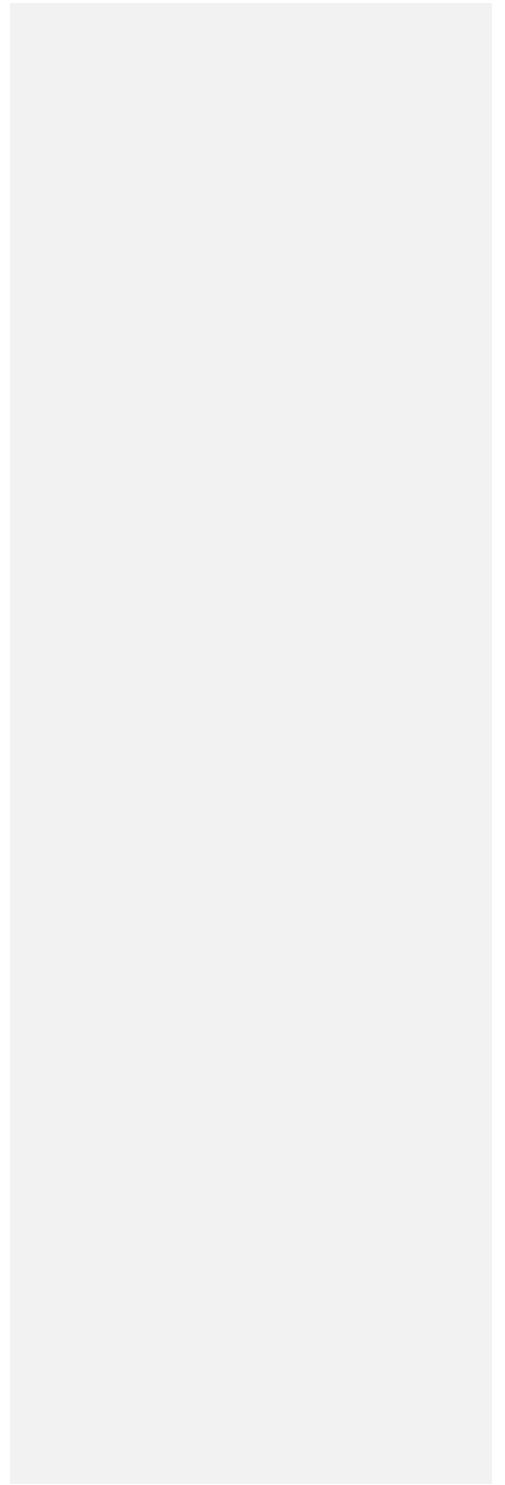
Vice-Chairperson: The Vice-Chairperson shall:

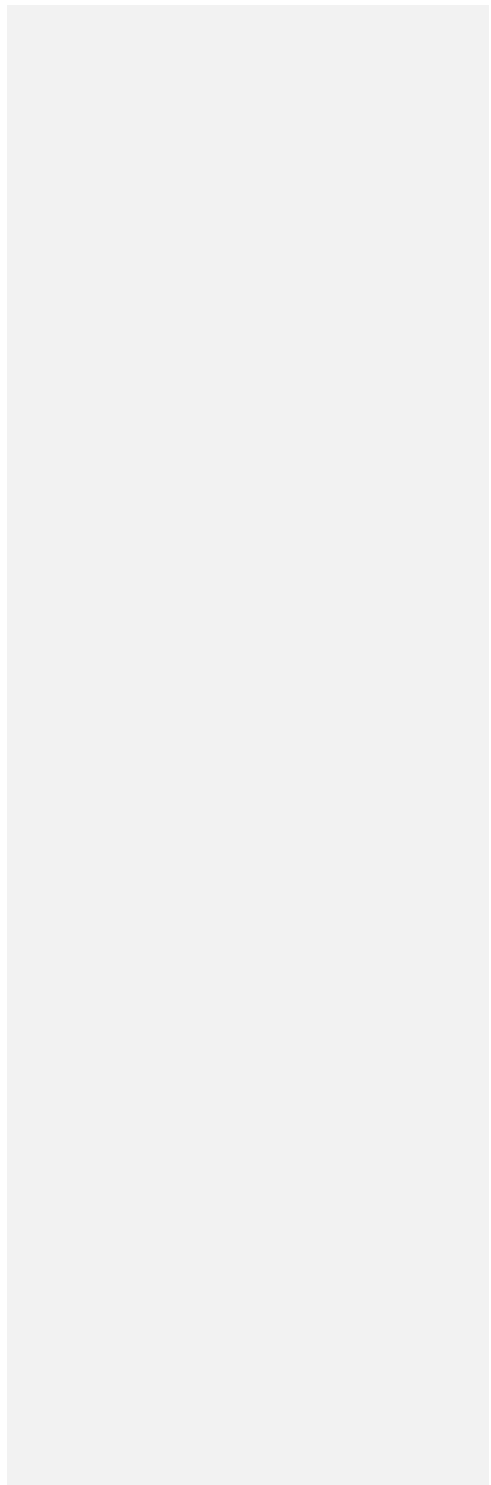
- A. In the absence of the Chairperson, preside at meetings of the Board. The Vice
Chairperson shall vote in the decisions and actions of the Board.
- B. Perform such duties as may be designated by the Chairperson or the Board.

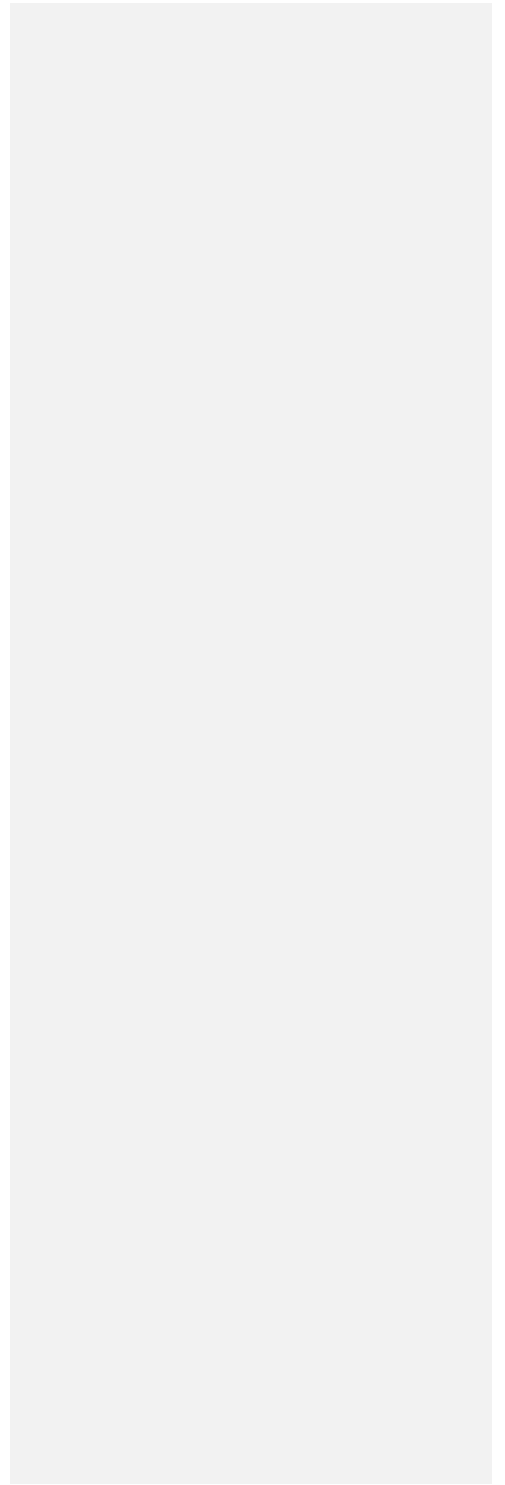


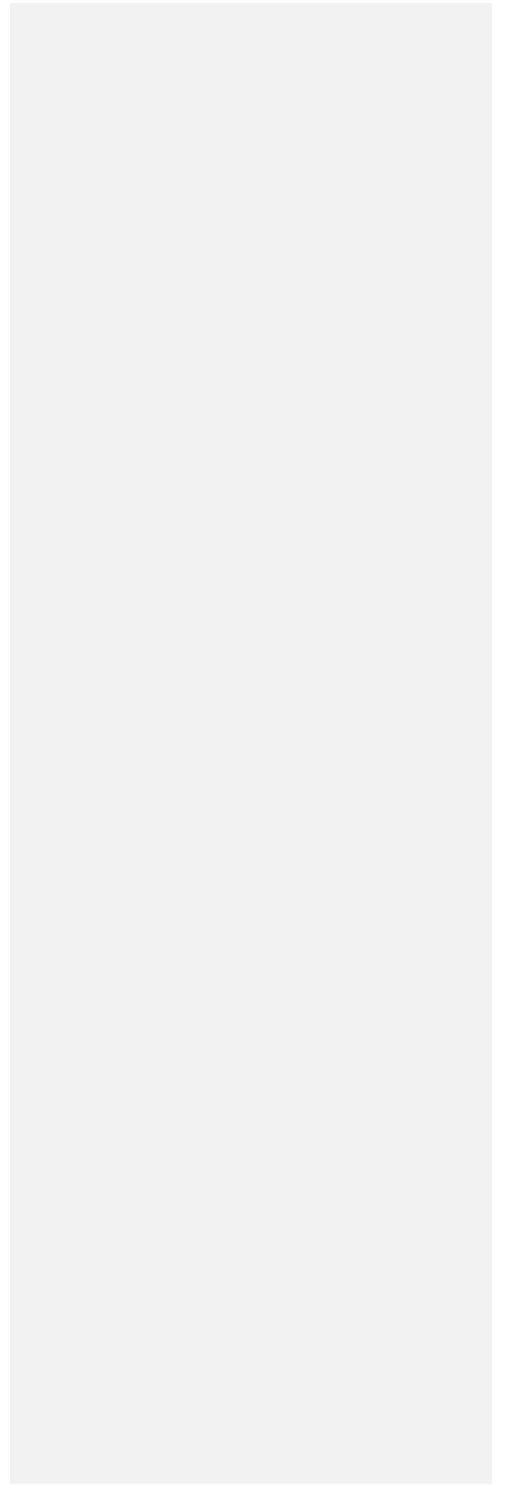
- C. Have charge of and affix the corporate seal to instruments as appropriate.
- D. H

Chairperson or the Secretary. Any such resignation shall take effect at the time specified in the notice, or, if no time is specified therein, upon its acceptance by the Chairperson or the Board. The Chairperson or the Board may, with or without cause, rem









ARTICLE VIII

Adoption and Amendments

The Board shall adopt these Bylaws and may from time to time modify, alter, amend

ARTICLE X

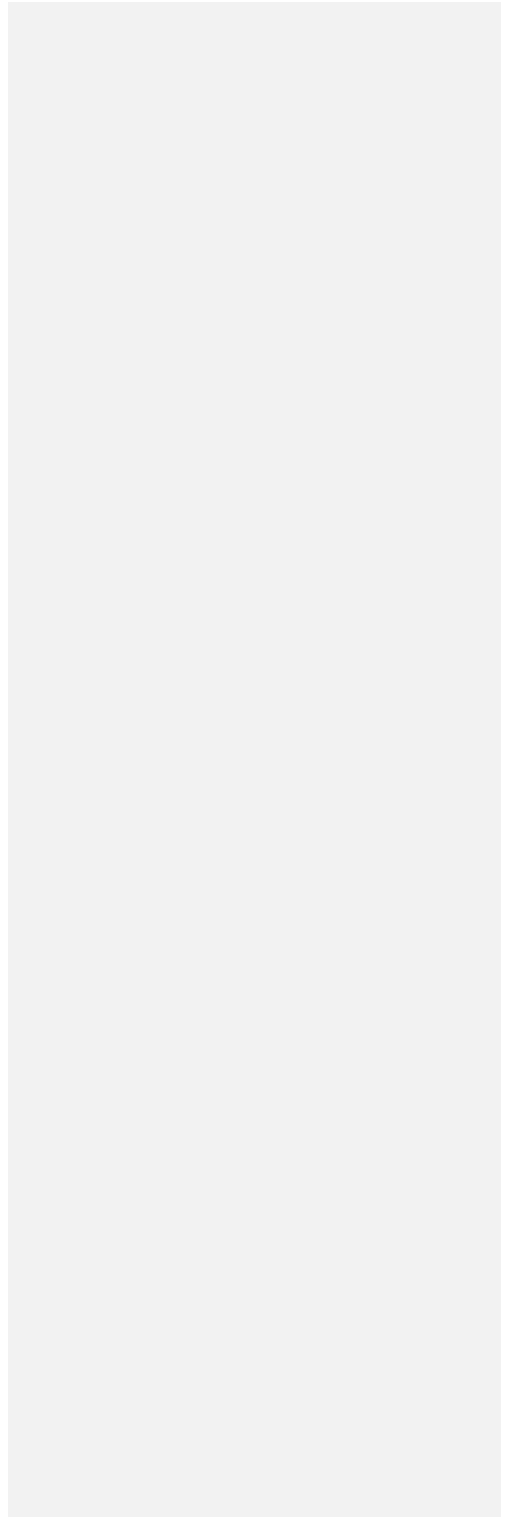
Dedication of Assets and Dissolution

The Corporation dedicates all assets which it may acquire to the charitable purposes as set forth in Article II hereof. In the event that the Corporation shall dissolve or otherwise terminate its corporate existence, subject to the provision of Chapter 617, Florida Statutes, the Corporation shall distribute all its existing assets as provided in the Articles of Incorporation.

ARTICLE XI

Access to Corporate Records

Public access to all records of the Corporation shall be governed by Section 1004.28,



**BYLAWS
OF
UNIVERSITY OF SOUTH FLORIDA
INSTITUTE OF APPLIED ENGINEERING, INCORPORATED
(a Florida Corporation Not For Profit and a University Direct Support Organization
of the University of South Florida)**

ARTICLE I

Name and Address

The name of this corporation is University of South Florida Institute of Applied Engineering, Incorporated (the “Corporation”). The principal office and mailing address of the Corporation shall be University of South Florida College of Engineering, 4202 East Fowler Avenue, Tampa, Hillsborough County, Florida 33620.

ARTICLE II

Purposes and Powers

SECTION 1. Purposes and Powers.

The Corporation is organized as (i) a corporation not for profit under Chapter 617, Florida Statutes, and (ii) a university direct-support organization under Section 1004.28, Florida Statutes, Florida Board of Governors Regulations 1.001(8)(b) and 9.011, and University of South Florida Regulation 13.002, and corresponding provisions of any subsequent laws or regulations. The Corporation is organized and shall be operated exclusively for charitable, scientific and educational purposes and not for pecuniary profit, and exclusively

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employees of the Corporation, consistent with applicable policies; and otherwise supervise the Corporation as provided by Florida Board of Governors Regulations 9.011, University of South Florida Regulations 13.002, and provisions of any subsequent laws, regulations, and University policies and internal management memoranda.

SECTION 3. Special Duties as a University Direct Support Corporation.

The Corporation shall comply with all requirements and perform all duties which are necessary to maintain approval and certification of the Corporation as a university direct support organization under Section 1004.28, Florida Statutes, Florida Board of Governors Regulation 9.011, and University of South Florida Regulation 13.002, and corresponding provisions of any subsequent laws or regulations. Without limiting the foregoing:

- A. The Corporation shall comply with all conditions established by the Florida Board of Governors and the USF Board of Trustees in order to be approved and certified and to use property, facilities, or personal services at the University.
- B. The Corporation shall comply with all such additional conditions, controls and requirements as the Florida Board of Governors and the USF Board of Trustees deems appropriate to provide for budget and audit review and oversight.
- C. The Corporation's Executive Director shall report to the University's President (or designee) in compliance with Florida Board of Governors Regulation 9.011(2).
- D. The Corporation shall prepare an operating budget at least annually which, upon approval by the Corporation's Board of Directors, shall be submitted for approval by the USF Board of Trustees or designee. Significant changes in planned expenditures in the approved budget must be reported by the Corporation to the USF Board of Trustees or designee as soon as practicable but no later than the deadline established by the USF Board of Trustees. The Corporation may provide any salary supplements and other compensation or benefits for University faculty and staff employees only as set forth in the

ARTICLE IV
Board of Directors

Engineering or his/her designee. These persons shall be formally appointed and approved by

ARTICLE V

Officers

SECTION 1. Officers of the Board of Directors

The officers of the Board shall consist of a Chairperson, a Vice-Chairperson and such other officers as the Board may provide by resolution. All of said officers shall be elected by the Board from the membership of the Board. The same person may not hold more than one office on the Board.

Chairperson: The Chairperson shall:

- A. Exercise overall supervision of Board affairs and preside at meetings of the Board.
- B. Provide leadership to the Board and its committees in formulating, developing and evaluating the Corporation's policies and goals;
- C. Appoint special committees from time to time for the sole purpose of advising the Chairperson on such matters as may be deemed necessary and appropriate at the time;
- D. Develop, coordinate, and supervise all operating policies and procedures of and for the Board; and
- E. Submit all information and reports to the University's President as required by Florida Board of Governors Regulation 9.011 and University of South Florida Regulation 13.002.
- F. Perform all the duties incident to his/her office and such other duties as may be designated by the University's President or the Board.

Vice-Chairperson: The Vice-Chairperson shall:

- A. In the absence of the Chairperson, preside at meetings of the Board. The Vice Chairperson shall vote in the decisions and actions of the Board.
- B. Perform such duties as may be designated by the Chairperson or the Board.

SECTION 2. Officers of the Corporation

The officers of the Corporation shall consist of a President/Chief Executive Officer (CEO), Secretary, Treasurer and such other positions as from time to time are elected or appointed by the Board. The Secretary and Treasurer positions may be held by the same person. The individual who serves as the USF Dean, College of Engineering or his/her designee shall be the Corporation President/CEO. All other officers shall hold office until the next annual meeting of the Board or until their successors are elected or appointed by the Board.

President/CEO: The President/CEO is the direct representative of the Board in the management of the Corporation. The President/CEO's duties shall include, but not be limited to, the following:

- A. Direct and oversee performance of the Corporation.
- B. Sign written instruments of the Corporation except as the Board shall provide otherwise;
- C. Control the budget and funds of the Corporation;
- D. Prepare annual operating and capital budgets; develop performance reports comparing actual operations with approved budgets; and submit reports on the financial condition of the Corporation to the Board at its regular meetings;
- E.

- C. Have charge of and affix the corporate seal to instruments as appropriate.
- D. Have charge of all official records of the Corporation that shall be at all reasonable times open to the inspection of any Director; and
- E. Perform all the duties incident to his/her office and such other duties as may be designated by the Chairperson or the Board.

Treasurer The Board shall appoint an individual to serve as the Treasurer. The Treasurer shall:

- A. Support the President/CEO in controlling the budget and funds of the Corporation;
- B. Support the President/CEO in preparing annual operating and capital budgets; developing performance reports comparing actual operations with approved budgets; and submitting reports on the financial condition of the Corporation to the Board at its regular meetings;
- C. Receive and keep the funds of the Corporation and pay out the same only in accordance with the guidelines established by the Board;
- D. Deposit all monies, checks and other credits to the account of the Corporation in such bank or banks or other depositories as the Board may designate;
- E. Review all receipts and vouchers for payment made to and all vouchers and checks made by the Corporation and shall regularly maintain a full and accurate account of all funds received and paid out by the Corporation;
- F. Render to the Board an account and statement of the Treasurer's actions at the annual meeting of the Board and at such other times as the Board may determine;
- G. At all reasonable times exhibit the Treasurer's books and accounts to any Director of the Board;
- H. Perform all the duties incident to his/her office and such other duties as may be designated by the Chairperson or the Board.

SECTION 3. Resignation and Removal

Any officer of the Corporation may resign at any time by giving written notice to the

Chairperson or the Secretary. Any such resignation shall take effect at the time specified in the notice, or, if no time is specified therein, upon its acceptance by the Chairperson or the Board. The Chairperson or the Board may, with or without cause, remove from office any officer or agent of the Corporation except the Corporation President/CEO. The University President may, with or without cause, remove from office the Corporation President/CEO. The Chairperson or the Board shall have authority to make appointments to fill vacancies in officer positions, subject to the provisions of these Bylaws.

ARTICLE VI

Meetings of the Board of Directors and its Committees

SECTION 1. Regular Meetings.

The Board shall hold regular meetings as called by the Chairperson. One regular meeting of the Board, to be held in October of each year, shall be designated the annual meeting of the Board for the purpose of electing officers as applicable, appointing new committee members as applicable, and the transaction of other business. The Chairperson and the chairpersons of other committees

recorded in the minutes. Minutes shall, where reasonably possible, be delivered to the members of the Board or committee in advance of its next scheduled meeting.

SECTION 5. Quorum and Voting.

ARTICLE VII

Committees of the Board of Directors

SECTION 1. Appointment to and Removal from, Composition, and Term of Committees.

- A. The chairpersons and members of all standing and special committees of the Board shall be appointed for a term of three years and may be reappointed as provided by these Bylaws. A committee chairperson or member may be removed from a committee only by the Board.
- B. All committees of the Board shall consist of not less than three (3) members, at least one (1) of whom shall be a Director. Individuals other than Directors shall be eligible to serve on committees. However, the chairperson of each committee shall be a Director.
- C. The chairpersons and members of standing committees shall continue in these capacities until their successors have been appointed. Special committees shall be discharged by the Board upon completion of the task for which they are established.

SECTION 2. Other Standing and Special Committees.

A. Composition.

The Board may by resolution appoint one or more other standing or special committees which shall perform specific functions and tasks as provided in the resolution, except that a delegation of power to such committees shall not include any of the following powers:

- (i) approve or recommend to members actions or proposals required by Chapter 617, Florida Statutes, to be approved by members

- (ii) fill vacancies on the Board or any committee thereof;
- (iii) adopt, amend, or repeal the Articles of Incorporation or these Bylaws of the Corporation;
- (iv) sell, lease, exchange, or otherwise dispose of all or substantially all of the property and assets of the Corporation;
- (v) adopt a plan of voluntary dissolution of the Corporation;
- (vi) amend or repeal any resolution approved by the Board; or
- (vii) exercise any other powers specifically provided in the Bylaws as being reserved for the Board.

In addition, if such a committee includes a member who is not a Director, the committee shall not be delegated any powers of the Board. The Board shall have the authority to appoint a special committee from time to time for the sole purpose of advising the Board on such matters as may be deemed necessary and appropriate at the time.

B. Meetings, Quorums and Minutes.

Meetings of standing and special committees may be called by the chairperson of the committee or by the Board, or by the Chairperson, and notice of any committee meeting shall be given in the manner provided in these Bylaws for notices of special meetings of the Board. Each committee shall keep regular minutes of its proceedings. The Chairperson, and his/her designees, shall have the right to attend any meeting of any special and standing committee.

ARTICLE VIII

Adoption and Amendments

The Board shall adopt these Bylaws and may from time to time modify, alter, amend or repeal the Bylaws by an affirmative vote of two-thirds (2/3) of the members of the Board present and voting at any duly held regular or special meeting of the Board, or by all Directors signing a written statement manifesting their intention that the Bylaws be adopted, amended or repealed; provided, with respect to such meetings, notice thereof, which shall include the text of the proposed change to the Bylaws, shall be furnished in writing to each member of the Board at least seven (7) days prior to the meeting at which the change to the Bylaws is to be voted upon; provided further, the adoption, amendment or repeal of the Bylaws shall not be effective without the written concurrence of the University's President, the USF Board of Trustees, and such other approvals as may be required by law or regulation.

ARTICLE IX

Indemnification

The Corporation shall indemnify each director, officer, employee and agent of the Corporation, and may indemnify any other person, to the full extent permitted by the Florida Not For Profit Corporation Act and other applicable laws. The rights conferred by this Article shall not be exclusive of any other right that any director, officer, employee, agent or other person may have or hereafter acquire under the Florida Not For Profit Corporation Act, any other statute or agreement, pursuant to a vote of disinterested directors, or otherwise. No repeal or modification of this Article shall limit the rights of any director, officer, employee or agent to indemnification with respect to any action or omission occurring prior to such repeal or modification

ARTICLE X

Dedication of Assets and Dissolution

The Corporation dedicates all assets which it may acquire to the charitable purposes as set forth in Article II hereof. In

Agenda Item:

Agenda Item: FL 104 b.

USF Board of Trustees

August 10, 2021

Issue: USF Foundation Board of Directors

Proposed action: Approve appointment of [new and renewal candidates](#) to the USF Foundation Board of Directors.

Executive Summary:

Pursuant to Florida Statute Section 1004.28 and USF System Regulation 13.002, the USF Board of Trustees must approve members of Direct Support of Directors.

The USF Foundation Board of Directors is seeking approval of a three-year term of service for each of the following:

New Director Candidates

Stephen Fessler, '77, Retired Executive, The Walt Disney Company
Kimberly Ross, '92, Former SVP and CFO, Baker Hughes Incorporated
Andrea Gonzmart Williams, '01, Vice President and Owner, Columbia Restaurant Group

Directors Eligible for Renewal

Rebecca Bast, Wealth Management Advisor, Bast Financial Group
Keri Gawrych, '87, SVP, Senior Credit Officer

Nick J. Trivunovich

Vice President, Business & Finance and Chief Financial Officer

Nick Trivunovich is the Vice President of Business & Finance and Chief Financial Officer of the University of South Florida. As such, he is responsible for financial, budget and treasury operations of the University.

After working in the private sector (primarily for Cargill, Inc.), Nick began his career at the University of South Florida in the Office of Audit and Compliance in 1995. Nick was given progressively more responsibility in a variety of financial positions at the University until May of 2010 when he was promoted to his current position.

