

**STATE UNIVERSITY SYSTEM OF FLORIDA  
BOARD OF GOVERNORS  
March 19, 2015**

**SUBJECT:** Amendments to the Articles of Incorporation and Bylaws of the University Medical Service Association, Inc.

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**PROPOSED BOARD ACTION**

Consideration of amendments to the Articles of Incorporation and Bylaws of the University Medical Service Association, Inc., the University of South Florida Health faculty practice plan.

**AUTHORITY FOR BOARD OF GOVERNORS ACTION**

Article IX, Section 7, Florida Constitution; Board Regulation 9.017

**BACKGROUND INFORMATION**

The University Medical Service Association, Inc. (UMSA) was incorporated by the University of South Florida in 1973 to serve as the faculty practice plan for the USF Health clinical faculty practice activities. Specifically, UMSA was chartered to perform the billing, collection and administration of income generated from USF health clinical faculty practice activities.

Faculty practice plans are subject to Board Regulation 9.017, which requires that any subsequent changes to the plan, which includes the Articles of Incorporation and the Bylaws of any corporation created to administer the Plan, be approved by the university board of trustees and the Board of Governors.

Recently, the University of South Florida Board of Trustees certified UMSA as a direct support organization (DSO) of the university and approved amendments to the Articles of Incorporation and Bylaws of USMA to reflect its new status as a direct support organization and to reflect current USF Health organizational positions and practices. In addition to technical changes, the amendments to the Articles of Incorporation include:

1. Designating the University of South Florida Board of Trustees as the Corporation's sole non-voting member.

2. Revising the composition of the Corporation's Board of Directors to reflect the:
  - a. current division of roles of the Vice President for Health Sciences and the Dean of the College of Medicine (positions that were formerly combined into one),
  - b. ability of the Chair of the USF Board of Trustees to appoint a director consistent with the DSO statute, section 1004.28, Florida Statutes,
  - c. elimination of the Vice Dean for Clinical Affairs and Chief Executive Officer since that titled position no longer exists in the USF Health structure, and
  - d. the addition of an individual appointed to the Corporation's Audit Committee.
3. Revising the composition of the Executive Management Committee to be consistent with the afore-mentioned organizational changes regarding the current roles of the Vice President for Health Sciences and Dean of the College of Medicine, the ability of the Chair of the USF Board of Trustees to appoint a director, and the elimination of the position of the Vice Dean for Clinical Affairs and Chief Executive Officer.
4. Designating the Vice President for Health Sciences as the Chairperson of the Board and the individual who appoints a member of the Executive Management Committee to serve as the Vice Chairperson, a position formerly occupied by the now-eliminated position of the Vice Dean for Clinical Affairs and Chief Executive Officer.

The Bylaws were similarly amended to reflect the following:

1. The status of the Corporation as a DSO and the concomitant powers, duties and obligations of a DSO.
2. Designation of the University of South Florida Board of Trustees as the Corporation's sole non-voting member.
3. Revision of the composition of the Board of Directors, the Executive Management Committee, and the Corporation's officers as set forth in the Amended Articles of Incorporation.
4. Adoption of a substantial conflict of interest policy for Directors and officers.
5. Creation of the position of Chief Executive Officer for the Corporation who is appointed by the Vice President for Health Sciences, and designating duties and responsibilities.

6. Clarification that the indemnification rights inuring to the Directors, officers, employees and agents of the Corporation in the Bylaws is not exclusive of any other right such persons may have or hereafter acquire under the Florida Not For Profit Corporation Act or any other statute or agreement.

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**Supporting Documentation Included:** Amended and Restated Articles of Incorporation and Bylaws of University Medical Services Association, Inc.

**Facilitators/Presenters:** Ms. Vikki Shirley