

THE FLORIDA INTERNATIONAL UNIVERSITY
BOARD OF TRUSTEES



BOARD MEETING
MINUTES
29 FEBRUARY 2008
Via Conference Call

I. CALL TO ORDER

Chairman David Parker convened the meeting of The Florida International University Board of Trustees at 8:01 am, on Friday, 29 February 2008, via Conference Call.

The following attendance was recorded:

Present:

David Parker, Chair	Albert Maury
Betsy Atkins	Claudia Puig
Patricia Frost	Rosa Sugrañes
Armando Guerra	Modesto Maidique
Bruce Hauptli	Larry Kahn, Chairman
Kirk Landon	FIU Foundation Board
Miriam López	of Directors

EXCUSED:

Jorge Arrizurieta
Albert Dotson, Vice Chair
Marbely Hernandez

II. CHAIRMAN'S REMARKS:

Chairman Parker welcomed all Trustees, University faculty and staff. Chairman Parker thanked all Trustees for making themselves available for the meeting.

III. Items for Board Review:

- **Action Items**

1. FIU BOARD OF TRUSTEES DESIGNEE TO THE FLORIDA INTERNATIONAL UNIVERSITY COLLEGE OF MEDICINE HEALTH CARE NETWORK FACULTY GROUP PRACTICE, INC. BOARD OF DIRECTORS

Chairman Parker introduced the FIU Board of Trustees Designee to the FIU College of Medicine Health Care Network Faculty Group Practice, Inc. Board of Directors, noting that the Board was being asked to approve the appointment of Armando Guerra as the BOT

designee to the Corporation's Board of Directors for a term of three (3) years as specified in the Corporation's Bylaws

After discussion, the Board adopted the following Resolution:

WHEREAS, in order to undertake faculty practice activities, the University has been authorized to establish The Florida International University College of Medicine Health Care Network Faculty Group Practice, Inc. pursuant to Chapter 617, Florida Statutes; and

WHEREAS, The Florida International University Board of Trustees (the BOT) has approved the formation of The Florida International University College of Medicine Health Care Network Faculty Group Practice, Inc. (the Corporation) and approved the Bylaws of the Corporation on 16 November 2007; and

WHEREAS, as delineated in Article IV, Section 2 of the Corporation's Bylaws, a designee of the Florida International University Board of Trustees shall be appointed to the nine member Board of Directors;

THEREFORE BE IT RESOLVED that the BOT hereby approves the appointment of Trustee Armando Guerra as the BOT designee to the Corporation's Board of Directors for a term of three (3) years as specified in the Corporation's Bylaws.

2. AMENDMENT TO THE FLORIDA INTERNATIONAL UNIVERSITY BOARD OF TRUSTEES OPERATING PROCEDURES

Chairman Parker introduced the proposed amendments to the Operating Procedures. He noted the substantive changes to the document. He noted there was an amendment to the Amendment to the Operating Procedures of the Florida International University Board of Trustees, noting that the amendment was distributed to all Trustees for review prior to the meeting. The Board adopted the amendment to Exhibit "A" as presented.

After discussion, the Board adopted the following Resolution:

WHEREAS the Operating Procedures of the Florida International University Board of Trustees, Article IV, "Amendment of Operating Procedures," provides that the Operating Procedures may be altered, amended or repealed by a two thirds vote of all members of the Board;

WHEREAS changes in the Board operations have necessitated changes to the Operating Procedures;

THEREFORE BE IT RESOLVED that the Board hereby adopts the amendments to the Operating Procedures of the Florida International University Board of Trustees attached to this Resolution as Exhibit "A."

3. PROPOSED FIRST AMENDMENT TO EMPLOYMENT AGREEMENT FOR PRESIDENT MODESTO A. MAIDIQUE

Chairman Parker introduced the First Amendment to the Employment Agreement for President Modesto A. Maidique. He noted that the Board was being asked to consider and approve two (2) changes to the President's Employment Agreement. He noted the substantive changes to the Agreement.

After discussion, the Board adopted the following Resolution:

WHEREAS, the Florida International University Board of Trustees (the BOT) is the public employer of all employees of the University; and

WHEREAS, the BOT is charged with entering into all agreements on behalf of the University; and

WHEREAS, the BOT entered into an employment agreement with the President on June 13, 2006; and

WHEREAS, the Agreement now needs to be amended;

BE IT RESOLVED THAT the BOT approves the First Amendment to the Employment Agreement between the BOT and President Modesto A. Maidique, attached hereto as Exhibit "B" and incorporated by reference herein and authorizes the Chairman of the Board to execute the Agreement on behalf of the Board.

IV. OTHER BUSINESS:

Chairman Parker reminded everyone of the upcoming reception celebrating the FIU College of Medicine's Preliminary Accreditation and honoring the College of Medicine Founders.

V. ADJOURNMENT:

Since there was no other business to come before the Board, the meeting of the Florida International University Board of Trustees was adjourned on Friday, 29 February 2008, at 8:16 am.

MB
3.11.08

David Parker
Chairman
FIU Board of Trustees

Modesto A. Maidique
Corporate Secretary
FIU Board of Trustees

Attachments: Exhibits "A" & "B"