



**FLORIDA INTERNATIONAL UNIVERSITY
BOARD OF TRUSTEES
GOVERNANCE COMMITTEE
MINUTES
SEPTEMBER 1, 2016**

1. Call to Order and Chair's Remarks

The Florida International University Board of Trustees' Governance Committee meeting was called to order by Board Chair Claudia Puig on Thursday, September 1, 2016 at 12:55 p.m. at the Modesto A. Maidique Campus, Graham Center Ballrooms.

The following attendance was recorded:

Present:

Claudia Puig, *Board Chair*

Jorge L. Arrizurieta, *Board Vice Chair*

Cesar L. Alvarez

Jose J. Armas

Gerald C. Grant, Jr.

Trustees Leonard Boord, Alian Collazo, Michael G. Joseph, Marc D. Sarnoff, and Kathleen L. Wilson and University President Mark B. Rosenberg were also in attendance.

2. Approval of Minutes

Board Chair Puig asked if there were any additions or corrections to the minutes of the Wednesday, May 4, 2016 and Thursday, June 2, 2016 Governance Committee meetings. A motion was made and passed to approve the minutes of the Governance Committee meetings held on May 4, 2016 and June 2, 2016.

3. Action Items

G1. 2016 Florida Educational Equity Act Report

Director of Equal Opportunity Programs and Diversity Shirlyon McWhorter presented the 2016 Florida Educational Equity Act Report for the Committee's review. Ms. McWhorter provided an overview of the University's 2015-16 Florida Equity Report, noting that the Report is comprised of three areas: enrollment; athletics; and employment. She reported on the University's performance in various areas, including the representation of under-represented groups among full-time First Time in College (FTIC) students, research doctorates awarded, and female students' participation in college athletics.

Ms. McWhorter noted that the guidelines and chart data for the Equity Report were provided by the Florida Board of Governors (BOG), adding that the BOG has been in communication with the State University System institutions due to issues with data reporting. She explained that FIU's internal data is not in agreement with the BOG-provided data, stating that the University is working with the BOG in order to reconcile these differences.

Ms. McWhorter reported on a number of initiatives aimed at increasing the participation rates of female student-athletes. She further stated that the diversity of tenured professors has also increased.

Trustee Kathleen L. Wilson discussed the faculty representation data and requested that departmental hires be benchmarked in terms of the University-wide aggregate. Ms. McWhorter noted that while the Equity Report must conform to a prescribed format, the benchmarking analysis would be made available to the Trustees in the Executive Summary section of future equity reports. Trustee Jose J. Armas requested to be provided with the percentage of FIU bachelor's graduates that apply for doctoral programs at the University in relation to the number of currently enrolled doctoral students who possess FIU undergraduate degrees.

A motion was made and passed that the FIU Board of Trustees' Governance Committee recommend for Board of Trustees' approval the 2016 Florida Educational Equity Act Report.

G2. Amendment to Direct Support Organizations Regulation, FIU-1502

University General Counsel Carlos B. Castillo presented the Proposed Amendment to Regulation FIU-1502 Direct Support Organizations (DSO) for Committee review, noting that the University has three DSOs: the FIU Foundation Inc.; the FIU Research Foundation, Inc.; and the FIU Athletics Finance Corp. He added that, if passed, the amendments to Regulation FIU-1502 would also be considered by the FIU Academic Health Center Health Care Network Faculty Group Practice, Inc. (FIU HCN), stating that while the FIU HCN is not a DSO it is a related entity of the University.

General Counsel Castillo explained that Regulation FIU-1502 is being amended to comport with the Florida Supreme Court decision, Enock Plancher v. UCF Athletic Association, Inc., et al. (Supreme Court of Florida, No. SC13-1872; May 28, 2015) in which the Court held that the doctrine of sovereign immunity and the statutory caps on liability applied to a DSO of the University of Central Florida. He delineated the recommended oversight mechanisms for University DSOs, including that (i) each DSO's annual budget be approved by the University Board of Trustees within sixty (60) days from the start of such DSO's fiscal year; (ii) the University have the right to audit each DSO's books, records and operations from time to time as it deems appropriate; and (iii) the University President have the right to appoint certain members of the University's administration, faculty, student body or the public to serve as members of a DSO's Board of Directors and Executive Committee.

A motion was made and passed that the FIU Board of Trustees Governance Committee recommend that the Florida International University Board of Trustees approve the proposed Amendment to Regulation FIU-1502 - Direct Support Organizations, in light of the Plancher decision.

4. Discussion Item

4.1 Creation of a Separate Audit and Compliance Committee

General Counsel Castillo noted that in July, Mr. Alan Levine, Chair of the Board of Governors Audit and Compliance Committee, issued a guidance letter to the State University System (SUS) institutions describing best practices for the placement of separate audit and compliance committees. Mr. Castillo stated that eight of the 12 SUS boards of trustees have already created audit committees separate from their respective finance committees.

Several Trustees expressed agreement with the approach of creating a separate audit and compliance committee of the Board of Trustees. Board Chair Puig requested that a task force be convened in order to review and benchmark best practices and that a recommendation for a separate Audit and Compliance Charter and corresponding amendments to the Bylaws be presented at the next regularly scheduled meeting of the Governance Committee.

5. New Business

No new business was raised.

6. Concluding Remarks and Adjournment

With no other business, Board Chair Claudia Puig adjourned the meeting of the Florida International University Board of Trustees' Governance Committee on Thursday, September 1, 2016 at 1:13 p.m.

<i>Trustee Requests</i>	<i>Follow-up</i>	<i>Completion Date</i>
<i>1. Trustee Kathleen L. Wilson requested that, in terms of faculty, departmental hires be benchmarked in terms of the University-wide aggregate.</i>	<i>Provost and Executive Vice President Kenneth G. Furton</i>	<i>March 2017 Meeting</i>
<i>2. Trustee Jose J. Armas requested the percentage of FIU Bachelors graduates that apply for doctoral programs at the University in relation to the number of currently enrolled doctoral students that possess FIU undergraduate degrees.</i>	<i>Provost and Executive Vice President Kenneth G. Furton</i>	<i>Next regularly scheduled Committee meeting</i>