



**FLORIDA INTERNATIONAL UNIVERSITY
BOARD OF TRUSTEES
GOVERNANCE COMMITTEE
MINUTES
JUNE 6, 2018**

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 Wednesday, June 6, 2018 at 12:23 p.m. at the FIU, Modesto A. Maidique Campus, Graham Center Ballrooms.

Board Chair Puig welcomed all Trustees and University faculty and staff to the meeting.

General Counsel Carlos B. Castillo conducted roll call of the Governance Committee members and verified a quorum. Present were Trustees Claudia Puig, *Board Chair*; Cesar L. Alvarez; Jose J. Armas; Leonard Boord; Gerald C. Grant, Jr.; and Justo L. Pozo (by phone).

Trustees Dean C. Colson, Michael G. Joseph, Natasha Lowell, Marc D. Sarnoff, Jose L. Sirven, III, Rogelio Tovar, and Kathleen L. Wilson, and University President Mark B. Rosenberg were also in attendance.

2. Action Item

G1. Amendments to Employment Agreement for President Mark B. Rosenberg, for 2019-2020 Term

Board Chair Puig explained that pursuant to the President's current employment agreement, which continues until August 3, 2019, a contract extension must be formalized in an agreement by no later than October 1, 2018. Board Chair Puig noted that included in the meeting materials was a Term Sheet that delineated the amendments that would form the President's employment agreement for a third term, from 2019-2020. Chair Puig added that, if approved by the Committee and the full Board, she would enter into a contract extension document with the President on the terms set forth in the Term Sheet and noted that the President's consideration for reappointment would then be submitted to the Florida Board of Governors for final approval.

At the request of Chair Puig, General Counsel Castillo reviewed the Term Sheet, pointing out that there are no proposed changes to a number of the contractual terms and summarized the key proposed changes and provisions.

In response to Trustee Leonard Boord's inquiry, General Counsel Castillo explained that while President Rosenberg would be eligible for a retention bonus upon the conclusion of the current employment agreement, there was no provision for a retention bonus in the 2019-2020 extension

term. In response to Trustee Cesar L. Alvarez's inquiry, General Counsel Castillo indicated that renewals of presidential employment contracts are limited to one-year terms by the Florida Board of Governors.

Hearing no further discussion, a motion was made and passed that the FIU Board of Trustees Governance Committee recommend FIU Board of Trustees (the "BOT") (i) approval of amendments to the employment agreement for President Mark B. Rosenberg for the 2019-2020 Term, as described in the Term Sheet, and (ii) authorization for the Chair of the BOT to execute, on behalf of the BOT, a contract document with language carrying forward the current contract provisions as amended per the Term Sheet.

3. New Business

No new business was raised.

4. 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 Wednesday, June 6, 2018 at 12:35 p.m.

There were no Trustee requests.

MB 6.11.18