



FLORIDA INTERNATIONAL UNIVERSITY
BOARD OF TRUSTEES
GOVERNANCE COMMITTEE

FIU, Modesto A. Maidique Campus, Graham Center Ballrooms

Livestream: <http://webcast.fiu.edu/>

Tuesday, December 6, 2022

12:30 PM

or

Upon Adjournment of Previous Meeting

Chair: Dean C. Colson, *Board Chair*

Vice Chair: Roger Tovar, *Board Vice Chair*

Members: Carlos A. Duarte, Natasha Lowell, Gene Prescott, Marc D. Sarnoff

AGENDA

- | | |
|---|--------------------|
| 1. Call to Order and Chair's Remarks | Dean C. Colson |
| 2. Approval of Minutes | Dean C. Colson |
| 3. Action Items | |
| G1. Proposed Amendments to the Bylaws of the Florida International University Board of Trustees | Carlos B. Castillo |
| G2. Confirming Reporting Obligations of Certain University Positions and Updating as to Those Positions the President's Powers and Duties Delegation Resolution Dated February 20, 2019 | Carlos B. Castillo |
| G3. Direct Support Organizations Board Appointments | Howard R. Lipman |
| 4. New Business <i>(If Any)</i> | Dean C. Colson |
| 5. Concluding Remarks and Adjournment | Dean C. Colson |

FIU Board of Trustees Governance Committee Meeting

Time: December 06, 2022 12:30 PM - 1:00 PM EST

Location: FIU, Modesto A. Maidique Campus, Graham Center Ballrooms | Livestream: <http://webcast.fiu.edu/>

Section	Agenda Item	Presenter	Page
1.	Call to Order and Chair's Remarks	Dean C. Colson	
2.	Approval of Minutes	Dean C. Colson	1
	Minutes: Governance Committee Meeting, September 22, 2022		2
3.	Action Items		
G1.	Proposed Amendments to the Bylaws of the Florida International University Board of Trustees	Carlos B. Castillo	8
			9
G2.	Confirming Reporting Obligations of Certain University Positions and Updating as to Those Positions the President's Powers & Duties Delegation Resolution Dated February 20, 2019	Carlos B. Castillo	20
G3.	Direct Support Organizations Board Appointments	Howard R. Lipman	22
	New Fellows Appointments		24
	New Director Appointment for initial one-year term		26
4.	New Business <i>(If Any)</i>	Dean C. Colson	
5.	Concluding Remarks and Adjournment	Dean C. Colson	

**THE FLORIDA INTERNATIONAL UNIVERSITY
BOARD OF TRUSTEES
Governance Committee**

December 6, 2022

Subject: Approval of Minutes of Meeting held September 22, 2022

Proposed Committee Action:

Approval of Minutes of the Governance Committee meeting held on September 22, 2022, at the FIU, Modesto A. Maidique Campus, Graham Center Ballrooms.

Background Information:

Committee members will review and approve the Minutes of the Governance Committee meeting held on September 22, 2022, at the FIU, Modesto A. Maidique Campus, Graham Center Ballrooms.

Supporting Documentation: Minutes: Governance Committee Meeting, September 22, 2022

Facilitator/Presenter: Dean C. Colson, *Board Chair and Governance Committee Chair*



Governance Committee
September 22, 2022
FIU, Modesto A. Maidique Campus, Graham Center Ballrooms

MINUTES

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 Dean C. Colson at 12:11 p.m. on Thursday, September 22, 2022.

General Counsel Carlos B. Castillo conducted roll call of the Governance Committee members and verified a quorum. Present were Trustees Dean C. Colson, *Board Chair*; Roger Tovar, *Board Vice Chair*; Carlos A. Duarte; Natasha Lowell; and Gene Prescott.

Trustee Marc D. Sarnoff was excused.

Trustees Cesar L. Alvarez, Deanne Butchey, and Cristhofer E. Lugo and Interim University President Kenneth A. Jessell were also in attendance.

Board Chair Colson welcomed all Trustees and members of the University administration. He also welcomed the University community and general public accessing the meeting via the University's webcast.

2. Approval of Minutes

Board Chair Colson asked if there were any additions or corrections to the minutes of the Governance Committee meeting held on June 16, 2022. Hearing none, a motion was made and unanimously passed to approve the minutes of the Governance Committee meeting held on June 16, 2022

3. Action Items

G1. Update to Key Management Personnel

Interim Provost and Executive Vice President Elizabeth M. Bejar presented the update to Key Management Personnel for Committee review. She indicated that the National Industrial Security Program Operating Manual (NISPOM) requires the University to designate Key Management Personnel (KMP) in order to enter into contractual obligations with agencies of the United States Government, including contractual obligations requiring security clearance. She noted that all members of the KMP at the present time possess all the required security clearances. Interim Provost Bejar indicated that at the March 3, 2022 meeting of the FIU Board of Trustees, the Board designated the following FIU officials to serve as the KMP of FIU as required by the NISPOM: FIU's Facility Security Officer, FIU's Insider Threat Program Senior Official, and the Director of the Global Forensic and Justice Center and Executive Director of the National Forensic Science

Technology Center, with the Director of the Global Forensic and Justice Center and Executive Director of the National Forensic Science Technology Center serving as the FIU Interim Senior Management Official having final authority.

Interim Provost Bejar pointed out that the Board of Trustees is now being asked to include the FIU Associate Vice President for Research as a member of the KMP to further the continued effective review and processing of contractual obligations with agencies of the United States Government requiring security clearance. She indicated that the FIU Board of Trustees continues to delegate to the KMP all duties, responsibilities and authorities pertaining to FIU's obligations under the NISPOM. She remarked that, in the future, if a cognizant security agency (CSA) of the U.S. Government determines that additional FIU officials must be added to the managerial group, such requirements shall be made and approved by the KMP, and not the FIU Board of Trustees, unless approval by the FIU Board of Trustees is required by the CSA.

A motion was made and unanimously passed that the FIU Board of Trustees Governance Committee recommend that the Florida International University Board of Trustees adopt a Resolution updating the Key Management Personnel, as described, and delegate to the Key Management Personnel certain responsibilities and authorities pursuant to 32 CFR Part 117, National Industrial Security Program Operating Manual.

G2. Ratification of the Amended 2021-2024 Collective Bargaining Agreement between the Florida International University Board of Trustees and the United Faculty of Florida-FIU

Interim Provost Bejar presented, for Committee review, the amended 2021-2024 Collective Bargaining Agreement between the FIU Board of Trustees and the United Faculty of Florida-FIU. She indicated that pursuant to a contract reopener, representatives of the FIU Board of Trustees and the United Faculty of Florida (UFF) have engaged in collective bargaining negotiations to discuss specific terms and conditions of employment that will govern personnel who fall within the bargaining unit represented by the UFF. Interim Provost Bejar pointed out that the bargaining teams have reached an agreement on the following amendments to the terms of the 2021-2024 BOT-UFF Collective Bargaining Agreement: effective August 12, 2022, for the academic year 2022-2023, all eligible employees who were employed prior to January 1, 2022, and who are continuously employed through August 12, 2022, and are not in receipt of a notice of termination or non-reappointment shall receive an increase to their base salary of one and a half percent (1.5%) or \$1,500.00, whichever is greater. She added that all eligible employees are also entitled to a one-time, nonrecurring inflationary relief payment of \$1,500.00. Interim Provost Bejar stated that said payments will be made the first full payroll following the parties' ratification. She mentioned that the other amendments related to correcting scrivener's errors pertaining to the Non-Reappointment Policy.

A motion was made and unanimously passed that the FIU Board of Trustees Governance Committee recommend that the Florida International University Board of Trustees (BOT) ratify the amended 2021-2024 Collective Bargaining Agreement between the BOT and the United Faculty of Florida (UFF-FIU).

G3. Board of Governors' Statement of Free Expression Endorsement Resolution

There were no questions or comments from the Committee members.

A motion was made and unanimously passed that the FIU Board of Trustees Governance Committee recommend that the Florida International University Board of Trustees, having reviewed the State University System of Florida Statement of Free Expression, endorse such statement.

G4. FIU Plan for Implementing Civil Discourse Recommendations

Heather Russell, Vice Provost for Faculty Leadership and Success, presented FIU's plan for implementing civil discourse recommendations for Committee review. She explained that the Florida Board of Governors requested that each university submit by no later than October 3, 2022 a board of trustees-approved plan for implementing the recommendations from the Board of Governors' Civil Discourse Final Report. She added that FIU continuously works towards fostering a culture of diversity and espousing different points of view to encourage differing perspectives that promote effective and expansive learning opportunities. Vice Provost Russell stated that the seven (7) recommendations task university leadership with the operationalization, promotion, support, and regular evaluation of institution-wide adherence to the principles set-forth in the Florida Board of Governors Statement of Free Expression, principles of free speech and civil discourse, and compliance with section 1004.097 of the Florida Statutes.

Vice Provost Russell provided an overview of the seven (7) recommendations. She indicated that recommendation one (1) sets the expectation for leadership to operationalize the promotion, support, and regular adherence to the Board's commitment to open-minded and tolerant civil discourse. She pointed out that recommendation two (2) requires the University's Accountability Plan and Strategic Plan to include a specific endorsement of the Florida Board of Governors Statement of Free Expression and articulate clear expectations for open-minded and tolerant civil discourse throughout the campus community. Vice Provost Russell stated that recommendation three (3) requires that each university board of trustees, faculty senate, and student government annually review and endorse the Board's Statement of Free Expression and commit to the principles of civil discourse with the first review occurring during the 2022-23 academic year. She commented that recommendation four (4) asks that each board of trustees conduct a thorough review of current student orientation programs, student codes of conduct, and employee policies and procedures to ensure consistency with the Board of Governors Statement of Free Expression, the principles of free speech and civil discourse, and compliance with section 1004.097, Florida Statutes.

Vice Provost Russell mentioned that recommendation five (5) states that the Chair of the Board of Governors will consult with the board of trustees chairs to review the university's campus free speech climate, including adherence to the principles set forth in the Board's Statement of Free Expression and the resolution of any issues related to the university's compliance with substantiated violations of the Campus Free Expression Act and the implementation of best practices promoting civil discourse. She noted that the result of said consultation will form a part of the 2022 presidential evaluation and contract renewal cycle. She added that universities are not required to submit a plan for recommendation five (5) to the Florida Board of Governors.

Vice Provost Russell commented that recommendation six (6) works in concert with recommendation four (4) and tasks university academic, student affairs, and administrative leaders to review student orientation programming, student codes of conduct, and employee personnel policies and procedures to ensure that they contain clear and unambiguous support for the Board's

Statement of Free Expression, and the principles of free speech and civil discourse, and that they are in compliance with section 1004.097 of the Florida Statutes. She mentioned that recommendation seven (7) speaks to the implementation of best practices outlined in pages 6 and 7 of the Board of Governors' Civil Discourse Final Report and for each best practice implemented, or to be implemented, that a timeline be included.

Vice Provost Russell commented on FIU's implementation plan. She remarked that the implementation for recommendation one (1) commenced with the creation of a civil discourse taskforce, which is charged with periodic review, making recommendations for implementation, reporting to administration, setting agenda items, and operationalizing University-wide communications. She pointed out that in terms of recommendation two (2), FIU's Accountability Plan, which was approved by the FIU Board of Trustees on April 26, 2022, includes the following statement: "FIU endorses the Florida Board of Governor's Statement of Free Expression to support and encourage full and open discourse and the robust exchange of ideas and perspectives on our campus. In addition to supporting this legal right, we view this as an integral part of our ability to deliver a high-quality academic experience for our students, engage in meaningful and productive research, and provide valuable public service." She added that the University will include specific endorsement of the Florida Board of Governor's Statement of Free Expression in the subsequent strategic plan.

Vice Provost Russell remarked that in order to effectuate recommendation three (3), FIU leadership will ask the Faculty Senate and Student Government Association to review, and strongly encourage them to endorse, the Board's Statement of Free Expression at the beginning of each academic year in September, starting with the 2022 fall semester. In terms of recommendations four (4) and six (6), Vice Provost Russell mentioned that FIU already has begun reviewing the current orientation program, student code of conduct, and employee personnel policies to ensure that they include an endorsement of the Board's Statement of Free Expression and align with the principles of free speech and civil discourse.

Vice Provost Russell pointed out that recommendation seven (7) involves the implementation of the best practices that are outlined in the Board of Governors' Civil Discourse Final Report, including instilling the importance of civil discourse, academic freedom, and free speech. She noted that FIU will ensure that the campus community is aware of the mechanisms for reporting instances where it is believed that free expression is foreclosed, and FIU will also ensure that the campus community is aware of the mechanisms for capturing instances where it is believed that exclusions based on race and ethnicity are occurring. Vice Provost Russell added that the department of Talent Acquisition and Management has incorporated the Board's Statement of Free Expression into the New Employee Experience and the New Faculty Orientation. She indicated that the Center for the Advancement of Teaching is collaborating with the Office of Faculty Leadership and Success to help faculty initiate and manage discourse and free expression in the classroom.

In response to Board Chair Colson's request, Interim Provost Bejar stated that the taskforce will provide regular reports to the Board of Trustees. Interim University President Kenneth A. Jessell added that messaging is critical and collaborations with the Faculty Senate and Student Government Association will help to ensure that faculty and students are aware that the University encourages

debate and opportunities for free expression and discourse. In response to Trustee Cesar L. Alvarez, Vice Provost Russell commented that the University has several measures for the evaluation of teaching. She added that student perception surveys are administered every year allowing students the opportunity to provide comments and feedback. Vice Provost Russell commented that the current survey tool will be expanded to include questions that speak to students' perceptions of the learning environment. Interim President Jessell stated that, in compliance with Florida statute, the Florida Board of Governors administered the Intellectual Freedom and Viewpoint Diversity 2022 survey to all State University System institutions and that the results of said survey have been published.

A motion was made and unanimously passed that the FIU Board of Trustees Governance Committee recommend that the Florida International University Board of Trustees, pursuant to the request of the Board of Governors, (1) approve the University's plan for implementing the Board of Governors' recommendations relative to civil discourse set forth in the Board of Governors' Civil Discourse Final Report and the University's civil discourse reporting template; and (2) delegate to the University President or his designee the authority to amend the plan and/or the reporting template in accordance with the Board of Governors' Civil Discourse Final Report prior to submission to the Board of Governors, including to update the progress of any items.

G5. Proposed Regulation FIU-107 Intimate Relationships

Senior Vice President for Human Resources and Vice Provost of Diversity, Equity and Inclusion Elpagnier K. Hudson introduced Senior Director and Title IX Coordinator for the Office of Civil Rights Compliance and Accessibility, Ryan M. Kelley. Mr. Kelly presented the proposed regulation FIU-107 Intimate Relationships, for Committee review. He indicated that the proposed regulation will further the University's commitment to preventing conflict of interest, coercion, and sexual harassment. He pointed out that the proposed regulation establishes that employees with authority may not engage in, initiate, or attempt to initiate an intimate relationship with a person over whom they exercise authority.

A motion was made and unanimously passed that the FIU Board of Trustees Governance Committee recommend to the Florida International University Board of Trustees approval of the proposed Regulation FIU-107 Intimate Relationships and delegation of authority to the University President to approve any subsequent non-material amendments based on comments to the Regulation received from the Florida Board of Governors and as a result of the regulation-making process.

G6. Direct Support Organizations Board Appointments

There were no questions or comments from the Committee members.

A motion was made and unanimously passed that the FIU Board of Trustees Governance Committee recommend that the Florida International University Board of Trustees approve the appointments of the individuals listed in the board materials, to the Florida International University Foundation, Inc. Board of Directors.

4. New Business

No new business was raised.

5. Concluding Remarks and Adjournment

With no other business, Board Chair Dean C. Colson adjourned the meeting of the Florida International University Board of Trustees Governance Committee on Thursday, September 22, 2022 at 12:52 p.m.

**THE FLORIDA INTERNATIONAL UNIVERSITY
BOARD OF TRUSTEES
Governance Committee**

December 6, 2022

Subject: Proposed Amendments to the Bylaws of the Florida International University Board of Trustees

Proposed Committee Action:

Recommend that the Florida International University Board of Trustees (the BOT) approve amendments to the Bylaws of the BOT.

Background Information:

At its November 9, 2022 meeting, the State University System Florida Board of Governors (BOG) approved an amendment to Regulation 1.001, University Board of Trustees Powers and Duties, to remove an outdated reference to a president serving as the university corporate secretary.

Consistent with the BOG’s amendment to Regulation 1.001, the proposed amendments to the Bylaws of the BOT include the removal of the reference in the Bylaws that the Florida International University President shall serve as the Corporate Secretary of the BOT and other related amendments. The amendments propose that the BOT Chair, jointly with the University President, shall select a University employee to serve as the Corporate Secretary. While no longer requiring that the University President serve as the Corporate Secretary, the amendments, consistent with the current Bylaws, confirm that the University President serves as the Chief Executive Officer to the BOT and that reference is now included under the heading “Duties of the President”. Further, the amendments reflect that the President is responsible for all operations of the University and for setting the agenda for meetings of the Board of Trustees jointly with the Board Chair.

Section 8.1 of the BOT Bylaws states, “[t]hese Bylaws may be altered, amended or repealed at any regular meeting of the Board by a two-thirds (2/3) vote of all members of the Board, when notice of the proposed amendment or repeal is provided in the meeting notice.

Supporting Documentation: Proposed Amendments to the Bylaws of the Florida International University Board of Trustees

Facilitator/Presenter: Carlos B. Castillo

BYLAWS OF THE FLORIDA INTERNATIONAL UNIVERSITY BOARD OF TRUSTEES

ARTICLE I

ORGANIZATION

The Florida International University Board of Trustees (the "Board") is established as a public body corporate, with all powers of a public body corporate as provided by Florida law, acting as an instrumentality of the state, pursuant to s. 768.28, Florida Statutes, for purposes of sovereign immunity. It shall serve as the governing body of the Florida International University (the "University") and perform all duties prescribed by law and by the Board of Governors.

The Board is the final institutional authority and delegates the conduct of administration and management of the University to the President. The Board entrusts the functions of teaching and research through the President to the Faculty. The Board encourages student, faculty and staff participation in decision-making within the limits of attainable effectiveness.

To establish a governance structure for the conduct of Board business, the Board establishes these Bylaws. These Bylaws are intended to encourage efficiencies and to facilitate Board business. These Bylaws, University Regulations and Board approved-policies take precedence over all other policies of the University.

ARTICLE II

THE BOARD

Section 2.1 Corporate Name. The Board of Trustees is a public body corporate called "The Florida International University Board of Trustees," with all the powers of a public body corporate under the laws of the State of Florida.

Section 2.2 Composition. The Board shall be composed of thirteen Trustees, six of whom shall be appointed by the Governor of the State of Florida and five of whom shall be appointed by the Board of Governors of the State University System of Florida, and all of whom are subject to confirmation by the Senate of the State of Florida. The other two members shall be the Chair of the Faculty Senate and the President of the University's Student Government Association ~~for the Modesto A. Maidique Campus~~ and they shall also serve as voting Trustees during their terms of office.

Section 2.3 Powers and Duties. The Board shall serve as the governing body of the University. The Board shall have the authority to carry out all lawful functions permitted by these Bylaws, by regulations and policies of the Board of Governors and by law. The Board's responsibilities include:

- Determining the mission of the University and ensuring that the mission is kept current and aligned with public purposes.
- Charging the President with the task of periodically leading a strategic planning process consistent with the Board's strategic direction for the University; approving the strategic plan, and monitoring its effectiveness.

- Selecting, supporting, and evaluating the President and reviewing the President's compensation.
- Monitoring and overseeing the University's fiscal integrity; overseeing the University's financial resources and other assets; and preserving and protecting the University's assets for posterity,
- Protecting, through monitoring and oversight, within the context of faculty shared governance, the educational quality of the University and its academic programs; and preserving and protecting the University's autonomy, academic freedom, and the public purposes of higher education.
- Engaging regularly, in concert with senior administration, with the University's major constituencies.
- Approving University regulations and Board policies.
- Conducting the Board's business in a business-like fashion and with appropriate transparency, adhering to the highest ethical standards and complying with applicable open-meeting and public-record laws.
- Keeping Board governance policies and practices current.
- Periodically assessing the performance of the Board, its committees, and its members.

In fulfilling their Board duties, Trustees may rely on information, opinions, and reports provided by University administrators to the Board, so long as the Trustees reasonably and in good faith believe them to be reliable and competent.

The Board may delegate and provide for the further delegation of any and all powers and duties, subject to the limitations set forth in law.

Section 2.4 Corporate Seal. The University shall have a seal on which shall be inscribed "Florida International University". The seal shall be used only in connection with the transaction of business of the Board and of the University. The Corporate Secretary may affix the seal on any document signed on behalf of the University. The seal of the University shall be consistent with the following form and design:



ARTICLE III

THE TRUSTEES

Section 3.1 Term of Office. Trustees shall serve for staggered 5-year terms, as provided by law and may be reappointed for subsequent terms, except for the faculty and student representatives who shall serve for the duration of the term of their respective elected offices.

Section 3.2 Attendance. All Trustees are expected to attend board and committee meetings. If a Trustee has three consecutive unexcused absences in any fiscal year, the Chair shall, pursuant to and in accordance with Section 1001.71, Florida Statutes, notify the Governor or the Board of Governors, as applicable, in writing, of such unexcused absences, which may be grounds for removal of such Trustee by the Governor or the Board of Governors, as applicable.

Section 3.3 Vacancies. Vacancies shall be filled by the appointing authority, subject to confirmation by the Senate of the State of Florida.

Section 3.4 Compensation. Trustees shall serve without compensation but may be reimbursed for travel and per diem expenses in accordance with state law.

Section 3.5 Emeritus Status. The Board shall have the special member categories of Chairperson Emeritus and Trustee Emeritus for honorary purposes to recognize past Chairpersons and Trustees who have provided distinguished and extraordinary service and contributions to the University and are no longer serving in that capacity. Trustees shall be elected by a two-thirds vote of the Board for either of the above defined designations. Trustees receiving the Chairperson or Trustee Emeritus title may attend meetings of the Board but shall not have the right to vote and shall not be considered in constituting a quorum. This provision shall only be applicable to Trustees whose Board service commenced prior to June 30, 2014; thereafter, this provision shall no longer be effective.

ARTICLE IV

OFFICERS OF THE BOARD

Section 4.1 Officers. The officers of the Board are the Board Chair, Board Vice Chair, and ~~the Executive Officer and~~ Corporate Secretary.

Section 4.2 Selection / Term of Officers. The Board Chair and Vice Chair shall each serve for a two year term. The Board shall select, by majority vote, the Board Chair and Board Vice Chair from the appointed members at the last regularly scheduled meeting of the fiscal year and the Board Chair and Vice Chair will serve for the two fiscal years following thereafter. The Chair and Vice Chair shall be eligible for reselection for one additional consecutive two-year term. Normally, to be eligible for election as Chair or Vice Chair, a member of the Board shall have at least two years remaining on his or her term of appointment. Any additional term of office must be approved by a two-thirds vote of the Board. ~~The University President shall serve as Executive Officer and~~ Corporate Secretary ~~of~~ does not have a specific term and serves the Board. as described in Section 4.6 and other sections of these Bylaws.

Section 4.3 Vacancies in Office of Chair or Vice Chair. In the event of a vacancy in the Chair and/or Vice Chair positions, an election will be held as soon as practical after the vacancy occurs to select a member of the Board, by a majority vote, to the applicable vacant position(s). The newly selected officer(s) will serve terms as specified in Section 4.2 above. This may result in the Board Chair and Vice Chair terms of office not running concurrently. While the Vice Chair shall be the presumptive successor to the Chair when a vacancy occurs, the Chair shall be selected as specified in Section 4.2 above.

Section 4.4 Duties of Chair. The duties of the Board Chair include presiding at all meetings of the Board, calling special or emergency meetings of the Board when necessary, appointing and removing Committee Chairs and Committee members, establishing and disbanding ad hoc committees, task forces or working groups of the Board, attesting to the actions of the Board, serving as the spokesperson for the Board and fulfilling other duties as assigned by the Board. The Board Chair shall also notify the Governor or Board of Governors, as applicable, of a Trustee's record of unexcused absences as required by Section 1001.71, Florida Statutes and Section 3.2 of these Bylaws.

Section 4.5 Duties of Vice Chair. The Board Vice Chair shall act as Board Chair during the absence or disability of the Board Chair and during any temporary period of vacancy before election of a new Board Chair pursuant to Section 4.3 above.

Section 4.6 Duties of Corporate Secretary. The Chair, jointly with the University President, shall select a University employee to serve as Executive Officer and the Corporate Secretary. The duties of the Board, is responsible for Corporate Secretary include giving notice of all meetings of the Board, setting the agenda and compiling the supporting documents for the meetings of the Board in consultation with the Board Chair, recording and maintaining detailed minutes of any Board meeting, including the vote history and attendance of each Trustee, executing or attesting to all documents that have been executed by the Board, and shall be custodian of affixing the University's seal to any document signed on behalf of the University. Minutes of each Board meeting shall be prominently posted on the University's website within two weeks after such Board meeting.

ARTICLE V

DUTIES OF THE PRESIDENT

The University President, as the Chief Executive Officer to the Board of Trustees, shall be responsible to the Board of Trustees for all operations of the University and for setting the agenda for meetings of the Board of Trustees jointly with the Board Chair. Without limiting the foregoing, the University President shall serve as the principal liaison officer and official contact between the Board and the faculty, staff and students of the University. The University President shall be responsible for the operation and administration of the University, including efficient and effective budget and program administration, leading the University to accomplish its education missions and goals, monitoring educational and financial performance, consulting with the Board in a timely manner on matters appropriate to its policy-making and fiduciary functions, and serving as the University's key spokesperson. The President shall have the authority to execute all documents and take all actions on behalf of the University and the Board consistent with law, Board regulations, policies and delegations, these Bylaws and the best interests of the University.

ARTICLE VI

MEETINGS

Section 6.1 Applicability of Sunshine Law. All meetings of the Board and its Committees shall be open to the public at all times unless the matter being discussed or acted upon falls within the provisions of law allowing closed meetings. No formal action shall be considered binding except as taken or made in accordance with Section 286.011, Florida Statutes.

Section 6.2 Regular Meetings. Meetings of the Board shall be held as needed, with a minimum of four (4) regular meetings per year. Meetings may be held at the Florida International University or other locations as deemed necessary and appropriate by the Board, consistent with Section 286.011, Florida Statutes. The schedule of meetings is to be available on the Board's website.

Section 6.3 Special Meetings. The Board may hold special meetings, including hearings and workshops, at times and places designated by the Board Chair. The Corporate Secretary shall send written notice of such special meetings to all Trustees, along with a statement of the purpose of the meeting, at least 48 hours in advance. Only matters included in the Chair's call of the meeting may be considered at a special meeting except a new matter may be added by an affirmative vote of a majority of the Trustees at the meeting.

Section 6.4 Emergency Meetings. Meetings of the Board may be held for the purpose of acting on emergency matters affecting the university or public health, safety, or welfare. Notice of the time, date, place and purpose of an emergency meeting will be posted on the Board's website and forwarded to a major newspaper of general circulation in the area where the meeting will take place. The media may also be notified through a press release issued by the Media Relations Office.

Section 6.5 Notice of Meetings. Reasonable prior notice of all meetings shall be provided in accordance with Florida law. Notice of regular and special meetings will be provided by posting the notice and agenda on the Board's website and faxing such notice and agenda to a major newspaper of general circulation. Notice of emergency meetings shall be provided as described above.

Section 6.6 Telephonic Meetings. At the discretion of the Board Chair, Full Board and Committee meetings may be held through teleconferencing or other electronic means. Additionally, while Trustees are expected to attend most in person Board and Committee meetings, the Board Chair may give permission for participants to participate through teleconferencing or other electronic means when this is deemed necessary.

Section 6.7 Quorum. A majority of the members of the Board must be present to constitute a quorum for the transaction of business.

Section 6.8 Voting. Unless otherwise provided in these Bylaws, the decision of the majority of the Trustees in attendance and voting on the question shall prevail. No Trustee present at a Board meeting or Committee meeting may abstain from voting except for those circumstances when a Trustee has a specific recognized conflict of interest under Florida law. Trustees are prohibited from voting on any matters which the Trustee knows would inure to his or her individual special private gain or loss. A Trustee is encouraged to abstain from voting when a Trustee has any other conflict of interest recognized under the Florida Code of Ethics but Trustees are permitted by Florida law to vote when such a conflict of interest is present so long as the Trustee discloses the conflict of interest. Trustees with voting conflicts are required to inform the Board in the manner prescribed by the Florida Commission on Ethics. Voting by proxy or by mail is not permitted.

Section 6.9 Meeting Agendas. ~~The Corporate Secretary or his/her designee, in consultation with the Board Chair, shall set the agenda for meetings.~~ The Corporate Secretary will provide a copy of the ~~agenda~~meeting agendas and supporting documentation to each member of the Board for regular meetings and, when possible, special meetings, at least seven (7) calendar days prior to the meeting, and for emergency meetings and all other special meetings, as soon as practical after the meetings are

scheduled. Failure to provide an agenda by the time specified in these Bylaws will not affect the ability of the Board to vote on any items. If additional items or supporting documentation become available prior to the meeting, a supplemental agenda will be provided. Agendas shall list items in the order they are to be considered. Items may be considered out of their stated order at the discretion of the Chair. The Board may also consider and vote on items not included in the published agenda.

Normally, agenda items that come before the Board have been considered and recommended by a Committee of the Board. However, the Chair may, in consultation with the ~~Corporate Secretary~~President, allow an item to be presented to the full Board without prior consideration by a Board committee when circumstances warrant.

Section 6.10 Consent Agenda and Action Items. At regular meetings of the Board, the Board shall vote on matters appearing on the Consent Agenda in its entirety, unless an individual Trustee requests that a separate vote be taken on a particular item. A separate vote shall be taken on each item appearing as an Action Item on the Agenda.

Section 6.11 Rules of Procedure. *Roberts Rules of Order*, newly revised, will be followed in conducting meetings of the Board, unless otherwise provided by the Board Bylaws. The Chair shall resolve questions regarding interpretations under these Bylaws or Roberts Rules.

Section 6.12 Minutes. Minutes of the meetings of the Board shall be kept by the Corporate Secretary, who shall cause them to be preserved and who shall transmit copies to the members of the Board. All lengthy reports shall be referred to in the minutes and shall be kept on file as part of the University records, but such reports need not be attached to the minutes except when so ordered by the Board.

ARTICLE VII

COMMITTEES

Section 7.1 Committees. Except for the Governance Committee, the membership of which is specified in these Bylaws, the Board Chair, in consultation with the President, shall appoint members of Committees, their Chairs, and Vice Chairs based upon their expertise in matters relating to that Committee and may also remove any members. All Committees shall have no fewer than three (3) members. Unless specifically delegated or as otherwise provided in these Bylaws, authority to act on all matters is reserved exclusively to the Board and the duty of each Committee shall be to consider and to make recommendations to the Board upon matters referred to it. Each Committee shall have a written statement of purpose and primary responsibilities, or charter, as approved by the Board. The chairs of all Committees shall perform their duties and shall have the responsibility and authority to place matters on the Board's agenda, with approval of the Board chair.

Section 7.2 Standing Committees. The following Committees shall be standing Committees of the Board until dissolved by the Board:

The **Academic Policy and Student Affairs Committee** shall be responsible for oversight of all policies relating to the academic and student affairs, including athletics and health affairs and clinical activities, of the University. It shall assist the Board in its oversight responsibilities relating to aspects of student life and student conduct. It shall review the infrastructure and resources necessary to

deliver the academic and student life programs and for the accreditation of the University and professional programs. It shall be responsible for reviewing and considering policies relating to new and existing degree programs, instruction and research. It shall review and consider policies relating to the recruitment and retention of faculty members, including tenure, academic freedom and academic responsibility, codes of conduct and appropriate penalties for violations of University regulations pertaining to academic dishonesty, and student admissions, and make recommendations to the Board on these and other matters referred to it by the Board.

The **External Relations Committee** is responsible for reviewing and recommending to the Board policies relating to local, state and federal legislation; working to identify all major local, state and federal activities affecting the University; reporting to the Board recommended actions which will further the University's mission; reviewing and recommending to the Board policies affecting communications with the media and with the public, including alumni of the institution; and reviewing and considering programs that advance the University's reputation and further the University's teaching, research, and service missions in the local, state, national, and international communities.

The **Finance and Facilities Committee** is responsible, for providing review, policy guidance and strategic oversight of the university's financial matters, financial reporting statements, campus master planning activities and other real estate type activities for both the University and its direct support organizations ("DSO"). This includes receiving and reviewing information regarding the fiscal operations of the University and reviewing and, when appropriate, recommending to the Board for its approval: the University's annual operating and capital outlay budgets; the University's investment policy; the University's Capital Improvement Program list for funding by the Legislature, including the Public Education Capital Outlay list; debt issuances; the University's master plan(s); honorary and donative namings of University facilities; and regulations and Board policies pertaining to the financial resources and other assets of the University.

The **Audit and Compliance Committee** is responsible, in assisting the Florida International University Board of Trustees ("Board") in discharging its oversight responsibilities, including but not limited to, reviewing procedures in place to assess and minimize significant risks, overseeing the quality and integrity of financial reporting practices (including the underlying system of internal controls, policies and procedures, regulatory compliance programs, and ethical code of conduct), and overseeing the overall audit process. This includes advising the Board on the adequacy of accounting procedures, systems, controls, and financial reporting in accordance with applicable laws and regulations; and overseeing and monitoring the University's compliance program.

The **Governance Committee** is responsible for reviewing and making recommendations to the Board on various Board functions, including, periodically reviewing these Bylaws; evaluating the Board's performance; overseeing governance of the University's affiliated organizations; overseeing Presidential personnel matters, including the annual evaluation of the President; considering collective bargaining matters coming before the Board; and establishing regulations and Board policies regarding University governance. Furthermore, the Governance Committee shall have and may exercise all powers and authority of the Board on an as needed basis between regular Board meetings for time-sensitive matters, subject only to such restrictions or limitations as the Trustees may from time to time specify, except that the following matters shall be reserved to the full Board for approval (i) Board officer selection, (ii) changes in the mission and purposes of the institution, (iii) presidential selection and termination, (iv) amendments to the Bylaws, (v) debt issuances, (vi) sale or other disposition of real property, (vii) the University's annual operating and capital outlay budgets and the University's

Capital Improvement Program list for funding by the Legislature, including the Public Education Capital Outlay list, and (viii) any other matter required by law or Board of Governors' regulation to be approved by the full Board. All actions taken by the Governance Committee pursuant to this authority shall be reported at the next meeting of the full Board, or when deemed sufficiently important by the Board Chair and the University President, such actions shall be reported to the Trustees within thirty (30) days after such action is taken, or at a meeting of the Trustees if a meeting is held within that period of time. The Governance Committee shall be comprised of the Board Chair, Board Vice Chair and all Committee Chairs.

The **Strategic Planning Committee** is responsible for providing strategic direction to the University. It shall provide oversight responsibilities for the development of the University's strategic plan and the subsequent monitoring of progress toward goals, including ensuring alignment of strategic planning across the University to include all of its affiliated entities. The Committee duties include approving and supporting the implementation of the University's strategic plan and reviewing and, when applicable, approving, performance targets, performance metrics, and associated reports to the Board of Governors.

Section 7.3 Ad-Hoc Committees. Ad-Hoc Committees shall be appointed by the Board Chair with such powers and duties and period of service as the Board Chair may determine, provided that no ad-hoc committee shall be created to act upon any matter appropriate to be acted upon by a standing committee. The Chair of any ad-hoc committee shall be appointed by the Board Chair and shall perform his/her duties in consultation with the University President.

Section 7.4 Quorum. A majority of the regular committee members shall constitute a quorum for all committee meetings. A quorum having been established, no business shall be transacted without a majority vote of all committee members present.

ARTICLE VIII

AMENDMENT OR SUSPENSION OF BYLAWS

Section 8.1 Bylaw Amendments. These Bylaws may be altered, amended or repealed at any regular meeting of the Board by a two-thirds (2/3) vote of all members of the Board, when notice of the proposed amendment or repeal is provided in the meeting notice.

Section 8.2 Suspension of Bylaw Provisions. Any provision of these Bylaws may be suspended in connection with the consideration of a matter before the Board by an affirmative vote of not less than two-thirds (2/3) of the members of the Board.

ARTICLE IX

APPEARANCES BEFORE THE BOARD

Section 9.1 Registration Procedures. Individuals or group representatives who desire to be heard on a proposition before the Board shall register in advance of the meeting by completing a public comment form ("Form") specifying the agenda item or specific matter on which they wish to be heard. The Form shall be available at the Board of Trustees Office at 11200 S.W. 8 Street, PC 548, Miami,

Florida 33199, and must be submitted to the Board of Trustees Office no later than 11:00 a.m. on the business day preceding the Board meeting.

The ~~Assistant~~ Corporate Secretary, in consultation with the General Counsel, shall determine whether the speaker is entitled to be heard in accordance with applicable law. Each Trustee will be provided with an opportunity to review the list of individuals who are on the agenda to appear before the Board, as well as the names of any who were not placed on the agenda.

Only registered persons who timely submit a Form will be called on to speak during the public comment period of a Board meeting. Any person who has not timely registered to speak may request approval to be heard by submitting a Form to staff at a registration table at the Board meeting location no later than twenty (20) minutes prior to the scheduled commencement of the Board meeting. Persons submitting any such untimely requests shall be required to show good cause as to why the person was unable to timely submit the Form in accordance with these procedures. Any such untimely requests shall be considered at the sole discretion of the Chair.

Section 9.2 Time Limits. As a general matter, speakers shall be allotted a maximum of two (2) minutes to be heard on a proposition before the Board. At the discretion of the Chair, time limits may be extended or shortened depending on the number of speakers requesting to be heard. Organizations or groups wishing to address the Board on a proposition shall designate one representative to speak on their behalf, to ensure the orderly presentation of information to the Board. If a speaker has requested to speak on more than one agenda item before the Board, the maximum time that will be allotted to any individual speaker during a Board meeting is five (5) minutes, regardless of the number of agenda items or topics to be addressed.

Section 9.3 Decorum. In order to proceed with the essential business of the Board in an orderly manner, the following rules of decorum shall be strictly observed:

1. Persons scheduled to speak shall be called by the Chair at the appropriate time during the meeting. Any person not immediately appearing at the podium when called upon by the Chair shall waive the right to any further participation at the Board meeting. Each speaker shall state for the record his or her name and the organization or group represented, if any. Substitutions for scheduled speakers will not be allowed except in exceptional circumstances as determined by the Chair.

2. Each speaker's remarks must be directed to the Chair or the Board as a whole and not to individual board members.

3. Speakers shall confine their comments solely to the proposition before the Board they have asked to speak on. Speakers may not use any form of profanity or loud abusive comments. The Chair may notify and warn speakers that their comments have gone beyond the subject matter for which they had signed up to address. The Chair may turn off the microphone or recess the meeting if a speaker persists in addressing irrelevant topics or engaging in inappropriate comments. The Chair has the authority after one warning to order the removal of the speaker from the meetings.

4. Speakers may not refuse to yield the podium when the Chair has advised that their time is up.

5. No clapping, applauding, heckling, shouting comments from the audience, or verbal outbursts in support or opposition to a speaker or his/her remarks shall be permitted. No signs or placards shall be allowed in the Board meeting. Persons exiting the Board meeting shall do so quietly.

6. Personal cellular telephone conversations shall be prohibited during Board meetings. Ringers must be set to silent mode to avoid disruption of proceedings.

Any individual or group representative who attempts to disrupt a Board meeting will be subject to appropriate action pursuant to law.

ARTICLE X

ACADEMIC FREEDOM

Statement of Board Policy on Academic Freedom

Florida International University is dedicated to the transmission and advancement of knowledge and understanding. Academic freedom is essential to the achievement of these purposes. The University therefore supports and encourages freedom of inquiry for faculty members and students, to the end that they may responsibly pursue these goals through teaching, learning, research, discussion and publication, free from internal or external restraints that would unreasonably restrict their academic endeavors. The University shall protect faculty and students in their responsible exercise of freedom to teach and learn.

ARTICLE XI

MISCELLANEOUS

Section 11.1 Conflict of Interest Policy. Trustees stand in a fiduciary relationship to the University. Therefore, Trustees shall act in good faith, with due regard to the interests of the University, and shall comply with the fiduciary principles and law set forth in the Code of Ethics for Public Officers and Employees, Chapter 112, Part III, Florida Statutes. The Board shall adopt a written conflict of interest policy, which shall be reviewed periodically and revised as necessary.

Section 11.2 Limitation of Liability and Indemnification. The Board shall be a corporation primarily acting as an instrumentality of the state pursuant to Section 768.28, Florida Statutes, for purposes of sovereign immunity. The University shall, to the extent legally permissible, indemnify, defend and hold harmless each of its Trustees, against all liabilities and expenses incurred in the connection with the disposition or defense of any action, suit or other proceeding, whether civil or criminal, in which such person may be involved by reason of University service, except with respect to any matter in which such person shall have been adjudicated in any proceeding not to have acted in good faith; and further provided that no settlement shall be entered into without the prior consultation and approval of a duly authorized representative of the Board.

Section 11.3 Non-Discrimination. The University does not discriminate in its educational and employment policies against any person on the basis of gender, race, color, religion, age, disability, sexual orientation, national or ethnic origin, or on any other basis proscribed by federal, state or local law.

Adopted 13 January 2003; Amended 12 March 2003; Amended 22 November 2004; Amended 19 September 2005; Amended 28 June 2007;
Amended 29 February 2008; Amended 31 March 2009; Amended 12 June 2009; Amended 20 February 2010; Amended 10 September 2013;
Amended 10 September 2014; Amended 11 March 2016; Amended 1 December 2016; Amended 23 July 2020.

THE FLORIDA INTERNATIONAL UNIVERSITY
BOARD OF TRUSTEES
Governance Committee
December 6, 2022

**Subject: Confirming Reporting Obligations of Certain University Positions and
Updating as to Those Positions the President’s Powers & Duties Delegation
Resolution Dated February 20, 2019**

Proposed Committee Action:

Recommend to the Board of Trustees (i) to document by resolution the reporting obligations of the positions of the Chief Compliance and Privacy Officer, Chief Audit Executive, Board of Trustees Corporate Secretary, and General Counsel to both the President and the Board of Trustees as described below and (ii) to update the President’s Powers & Duties Resolution dated February 20, 2019 (the “Delegation Resolution”) to expressly enumerate these positions as requiring joint approval of the President and Chair of Board of Trustees in personnel actions as described below.

Background Information

In recognition of Board of Governors’ Regulations 4.002 and 4.003, the Office of Internal Audit Policy & Charter #125.205, the University’s Compliance and Ethics Charter, and the Rules Regulating the Florida Bar (e.g., Rule 4-1.13 Organization as Client), as applicable, the Board of Trustees hereby confirms that the following positions report functionally to the Board of Trustees and administratively to the President: the Chief Compliance and Privacy Officer, the Chief Audit Executive, and the General Counsel. In addition, the Board of Trustees recognizes that the Corporate Secretary reports functionally to the Board of Trustees and administratively to the President.

On February 20, 2019, the Board of Trustees adopted the Delegation Resolution pursuant to which the Board of Trustees delegated powers and duties to the President to be exercised consistently with laws, rules, regulations, policies and guidelines and subject at all times to the reserved powers of the Board of Trustees.

In Section 3(c) of the Delegation Resolution, pertaining to Personnel, the Board of Trustees reserved powers related to certain personnel actions involving the positions of Vice President, Athletic Director, Head Coach, or other executive direct report position to the President or the Board of Trustees.

The Board of Trustees now desires to update the Delegation Resolution to expressly enumerate the positions of Chief Compliance and Privacy Officer, Chief Audit Executive, Board of Trustees Corporate Secretary, and General Counsel, as follows:

(3) Personnel.

...

(c) (1) With the exception of the positions listed in subsection (c)(2), consult with the Board Chair, or other trustee designee, on the hiring, dismissal, and compensation of any person to serve in a Vice President capacity, as the Athletic Director, as a Head Coach, or other executive direct report position to the President or the Board of Trustees. The President shall consult with the Board Chair or other trustee designee on an annual basis to review the positions covered by this provision and amend the list based on the mission and strategic priorities of the University.

(2) Secure the joint approval of the Board Chair on the hiring, dismissal and compensation of any person to serve as the Chief Compliance and Privacy Officer, the Chief Audit Executive, the Board of Trustees Corporate Secretary, and the General Counsel.

...

Supporting Documentation: None

Facilitator/Presenter: Carlos B. Castillo

THE FLORIDA INTERNATIONAL UNIVERSITY
BOARD OF TRUSTEES
Governance Committee

December 6, 2022

Subject: Direct Support Organizations Board Appointments

Proposed Committee Action:

Recommend that the Florida International University Board of Trustees approve the appointments of the individuals listed below and in the board materials, to the Florida International University Foundation, Inc. Board of Directors.

Background Information:

On October 22, 2022, the Board of Directors of the Florida International University Foundation, Inc., a direct support organization (“DSO”) of Florida International University (the “FIU Foundation”), appointed two (2) new fellows and one (1) new director, all identified below.

Accordingly, and as required by Regulation FIU-1502, the FIU Foundation is requesting that the FIU Board of Trustees approve the appointment of such individuals to the FIU Foundation Board of Directors, as follows:

A. New Fellows Appointments:

- Trish and Dan Bell

B. New Director Appointment for initial one-year term (*FY 2022-2023*)

- Juan J. Martinez '90, MAcc '93

The Florida International University Board of Trustees (the BOT) approved amendments to Regulation FIU-1502, Direct Support Organizations, at its March 4, 2019 meeting. Pursuant to FIU-1502, the BOT shall approve all appointments to the governing body of each DSO, other than the BOT Chair’s representative(s) or the President or President’s designee.

Florida Board of Governors Regulation 9.011(9) University Direct Support Organizations and Health Services Support Organizations, provides, in relevant part, that the university board of trustees shall approve all appointments to any DSO board other than the chair’s representative(s) or the president or president’s designee.

Florida Statute 1004.28(3) Direct-support organizations; use of property; board of directors; activities; audit; facilities, provides, in relevant part, that “the university board of trustees shall approve all appointments to any direct-support organization...” other than the BOT Chair’s representative(s) or the President or President’s designee.

Supporting Documentation: Biographies: FIU Foundation, Inc. Board of Directors.

- New Fellows Appointments
- New Director Appointment for initial one-year term

Facilitator/Presenter: Howard R. Lipman

Trish and Dan Bell



Trish and Dan Bell are among our community's most active and deeply engaged supporters, both in terms of their widespread leadership and their generous philanthropy. For more than 20 years, they have diligently pursued their deep passion to enhance our community, focusing primarily on providing opportunities to improve the lives of underserved persons who otherwise lack the resources and support to achieve significant improvement on their own. The Bells also are strong supporters of the cultural arts.

Together, they serve as Co-Chairs Emeritus of the Patricia and Phillip Frost Museum of Science, where for twelve years they led the effort, from conception to more than 75% complete, to create a new world-class, iconic science museum in the heart of downtown Miami. They also both served on the Board of Trustees of the Florida United Methodist Children's Home for six years, and they have long been the principal financial supporter of Branches, a multi-site organization supporting underserved children, as well as founding members of the Branches Advisory Board, which Trish chairs. Trish also is past Chair, and now Chair Emeritus, of the Board of Trustees of Chapman Partnership, widely recognized as one of the nation's most effective organizations for assisting the homeless. Trish also serves on the Steering committee of the American Red Cross Tiffany Circle, and she is a long-time member and past chair of the Red Cross Ball Committee. She also serves on the Adrienne Arsht Center Foundation Board, while Dan serves on the board of the Town Square Neighborhood Development Corporation (under the auspices of the Adrienne Arsht Center).

Besides the organizations noted above, the Bells also provide significant philanthropic support to an extremely wide range of other community service and cultural organizations. As a result of their impact in the community, the Bells have been recognized with numerous honorary awards including, among

many, the Alvah H. Chapman, Jr. "Humanitarian Award"; Miami-Dade's "Outstanding Philanthropists"; MCCJ's "Silver Medallion Humanitarian"; Miami's "Power Couple" by Big Brothers Big Sisters; and the "Lifetime Achievement" Award from the FIU Robert Stemple College of Public Health.

Trish has also received numerous individual awards for her service to the community including, among others, Barry University's "Laudare Medal;" the 2014 Miami Today's "Gold Medal" recipient; and she most recently had Chapman's "Lifetime Achievement" Award named in her honor.

Now retired, Dan co-founded Kos Pharmaceuticals in Miami and led the company, as CEO and then Chairman, from start-up to national recognition as one of the fastest growing companies in the US until its sale in 2006. The Bells, who were high school sweethearts, are blessed with two wonderful sons, two sweet daughters-in-law and two precious granddaughters.

Trish and Dan have served on the FIU Foundation Board of Directors since January 2017 with outstanding commitment of time, talent, and treasure. Dan serves on the Finance Committee, and Trish is the Vice Chair of the Membership and Board Management Committee. Recently, Trish and Dan asked for consideration to move from Directors to Foundation Fellows to continue their active board support and service but with a few less requirements.

Juan J. Martinez '90, MAcc '93



Juan Martinez joined Knight Foundation in 2002. As a member of Knight's executive committee, Martinez is a partner in the development and implementation of the Foundation's strategy. He is responsible for the Foundation's financial management, reporting and regulatory compliance, overseeing the management of its \$2.6 billion investment portfolio, and partnering with program staff in development of grants and program-related investments. As Treasurer, Juan manages the Foundation's cash needs to align its \$150 million annual spending with liquidity within its investment portfolio.

In order to best ensure the impact of major grants at Knight Foundation, Juan led the development and implementation of grant financial review program that annually assesses the financial and business operations of the Foundation's major programmatic investments.

In 2011, Martinez led the development of the Knight Enterprise Fund. The fund invested in more than 50 early-stage digital media companies that align with Knight Foundation's program mission. Martinez serves on the board of portfolio company ViewLift, an OTT management and streaming platform.

Juan staffs both the Board's Audit and Investment Committees, working closely with the Committee Chairs and Trustees to help achieve their governance goals. Juan started his career at CPA firm Arthur Andersen & Co. He left after four years to establish a company focused on the development of intellectual property for film and television as well as an independent financial consulting practice. Prior to joining Knight, he was manager of financial planning for Telemundo Group Inc., the second largest Spanish language US television network.

He is an alumnus of Florida International University, Miami Dade College, and the Wharton School of Business. He has been a certified public accountant in the state of Florida since 1992. He currently serves on the Board of Directors of Council on Foundations and City to City Miami. He also serves as an advisor on several committees including the Launch with GS (Goldman Sachs' initiative to support diverse entrepreneurs).

Juan previously served on the FIU Foundation Board of Directors for the full nine-year membership term from 2012 to 2021. He leaned in heavily, serving on various committees and chairing the Investment Sub-Committee for several years.