



Governance Committee

April 27, 2023

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 9:02 AM on Thursday, April 27, 2023.

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 (*Zoom; joined after roll call*); Natasha Lowell; and Marc D. Sarnoff.

Trustee Gene Prescott was excused.

Trustees Deanne Butchey, Alan Gonzalez, Francis A. Hondal, and Cristhofer E. Lugo (*Zoom*) and University President Kenneth A. Jessell were also in attendance.

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 December 6, 2022. Hearing none, a motion was made and unanimously passed to approve the minutes of the Governance Committee meeting held on December 6, 2022.

3. Action Items

G1. Approval of the Amendments to the Articles of Incorporation and Bylaws of the Florida International University Health Care Network (FIU HCN), Inc.

General Counsel Castillo presented the proposed amendments to the Articles of Incorporation and Bylaws of the FIU HCN for Committee review. He explained that the FIU HCN is the entity through which the University's clinical faculty practices. He indicated that the overall general purpose of the amendments is to comport with the organizational structure of other health care networks within the State University System (SUS). General Counsel Castillo pointed out that the HCN Board of Directors unanimously approved the proposed amendments in two (2) separate meetings earlier in the year. He stated that if the Board of Trustees approves the proposed changes, the changes will then be forwarded to the Florida Board of Governors (BOG) for approval. He noted that the proposed amendments were discussed with the BOG General Counsel and approved by the President of the University, as well as a Dean of the Herbert Wertheim College of Medicine (HWCOCOM), who serves as the President of the FIU HCN.

General Counsel Castillo stated that the proposed amendments to the Articles of Incorporation include the following: revising the official legal name to The Florida International University Health Care Network, Inc.; updated language to avail the FIU HCN of the provisions of applicable Florida Statutes related to health support services organizations as well as BOG regulations on direct support organizations and faculty group practice; updated language to reflect that all amendments will require BOG approval; and updated language to reflect current status of equal opportunity access to comport with state law, which includes access and opportunity for veterans.

General Counsel remarked that the proposed amendments to the Bylaws also reflect the name change and updated language to avail the FIU HCN of the provisions of applicable Florida law and BOG regulations. He described amendments to the Bylaws relating to board members, namely, a reduction of the maximum number of board members from 17 to a maximum of 11, a reduction in the length of terms from three (3) to two (2) years, and a capping of term limits at four (4) consecutive, two-year terms. He stated that the proposed amendments also update the duties of the Vice President to assist the President of the FIU HCN and to temporarily serve as the President in the President's absence. He mentioned that language was clarified with respect to the officers receiving no compensation and language related to the powers of the University President was updated to comport with the FIU Regulation pertaining Direct Support Organizations. He indicated that the committee composition was updated to reflect that the Chief Financial Officer (CFO) of the University shall serve as the Chair of the Audit and Finance Committee of the FIU HCN. General Counsel Castillo pointed out that the number of years for each term for the FIU HCN committees has been reduced to two (2), with the exception of the CFO and the Senior Associate Dean for Finance at HWCUM, who serve as long as, in effect, they continued to be employed with the University. He mentioned that language was also updated to reflect that the CEO of the FIU HCN is appointed and serves at the pleasure of the President of the FIU HCN, which is the Dean of HWCUM. General Counsel Castillo indicated that, consistent with the proposed amendments to the Articles of Corporation, proposed amendments to the Bylaws will also require BOG approval.

General Counsel Castillo recognized Senior Vice President for Health Affairs and Dean of HWCUM Juan C. Cendan and Senior University Counsel Val Aubourg for their work related to the proposed amendments to the Articles of Incorporation and Bylaws of the HCN.

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 Amendments to the Articles of Incorporation and Bylaws of the Florida International University Health Care Network, Inc.

G2. Review 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 for Faculty Leadership and Success Heather Russell explained that on September 22, 2022, the FIU Board of Trustees reviewed and approved FIU's plan for implementing civil discourse relative to the BOG's Civil Discourse Final report, which included seven (7) recommendations which task university leadership with the operationalization, promotion, support and regular evaluation of institution-wide adherence to the principles set forth in the BOG's

Statement of Free Expression, the principles of free speech and civil discourse, and compliance with section 1004.097, Florida Statutes Campus Free Expression Act. Vice Provost Russell provided an implementation update. She pointed out that recommendations one (1), six (6), and seven (7) are fully implemented. She added that the University is not required to implement recommendation five (5) as that pertains to the President's annual evaluation. She indicated that recommendation two (2) calls for the endorsement of the BOG's Statement of Free Expression to be included in the University's accountability and strategic plans. Vice Provost Russell mentioned that said recommendation is partially implemented pending the completion of a new strategic plan which would include the endorsement language. She remarked that recommendation three (3) calls for the Board of Trustees, Faculty Senate, and Student Government Association to review and endorse the Statement of Free Expression. Vice Provost Russell noted that this is two-thirds complete pending the endorsement of the Faculty Senate. She added that the initial plan was for the Advisory Council of Faculty Senates to review and make a unified determination during this academic year, however, she stated that this has not yet been finalized. Vice Provost Russell mentioned that the seventh recommendation involves the implementation of six (6) best practices. She indicated that all six (6) best practices are implemented and ongoing.

Vice Provost Russell noted that recommendation six (6) 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 of the BOG's Statement of Free Expression, speech and civil discourse principles, and statute compliance. She stated that the programming for the new student orientation was reviewed to ensure consistency. Vice Provost Russell added that information was incorporated specifically about expressive activities and free speech on campus and the FIU values to ensure that all incoming students who attend orientation are informed and educated. She remarked that programming was also added to Panther Camp, an extension of the orientation program, to engage students in raising their awareness about civil discourse. She pointed out that FIU-2501 Student Conduct and Honor Code was amended to include a statement of FIU's endorsement. She commented that the Employee code of Conduct University Guiding Principles and Standards was published in fall 2022 and includes the FIU statement of endorsement, highlights the freedom from censorship, freedom to select teaching materials, and freedom to engage in scholarly activity. She indicated that the division of human resources reviewed and confirmed that employee policies and procedures are consistent with the BOG's statement, free speech and civil discourse principles, and statute compliance. Vice Provost Russell commented that the implementation of recommendation six (6) is complete. She explained that recommendation four (4) asks that the 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 BOG's statement, free speech and civil discourse principles, and statute compliance.

In response to Board Vice Chair Roger Tovar, Chair Colson referred to the Board materials, which describe FIU's changes to the new student orientation programming. University President Kenneth A. Jessell commented that the leadership team can provide greater specificity to the Board of Trustees as it relates to how the University phrases its commitment to civil discourse and compliance with statutes as part of its new student orientation, new faculty orientation, and new employee orientation programs. In response to Board Chair Colson, Provost and Executive Vice

President Elizabeth M. Bejar also referred to the information provided in the Board materials. She described the University's approach to new student orientation programming, which included educating students on the importance of academic freedom, civil discourse, and respect. In response to Trustee Marc D. Sarnoff, Provost Bejar commented that the University's Center for the Advancement of Teaching works with faculty on professional development. Board Vice Chair Tovar requested a presentation or video for greater understanding of new student orientation programming. Board Chair Colson requested that the leadership team confirm with the BOG that the Board of Trustees can revisit the agenda item at its next regularly scheduled meeting. He added that if said approach did not align with the BOG's timeline, that a special Board of Trustees meeting will be scheduled.

G3. Updated Exclusion Resolution

Provost Bejar presented the updated Exclusion Resolution for Committee review. She explained that the University holds a security clearance from the United States Government, which requires that the Board of Trustees either have a personnel security clearance at the level of the University's security clearance, or that they be excluded from the need for personnel security clearance. She added that in order for Trustees to be excluded from the personnel security clearance requirement, the Board of Trustees must adopt a resolution stating that such Trustees, designated by name shall not require, shall not have, and can be effectively excluded from access to all classified information in the possession of FIU and that they do not do not occupy positions that would enable them to adversely affect FIU's policies or practices in the performance of classified contracts for the Department of Defense or other agencies of the National Industrial Security Program. Provost Bejar indicated that each time there is a change in the composition of the Board of Trustees, an updated resolution is required to be adopted. She stated that the composition of the FIU Board of Trustees has changed since the adoption of the prior Exclusion Resolution in that the term of the following Trustees began or will begin: Alan Gonzalez; Francis A. Hondal; and Alexander P. Sutton and removes the Board of Trustees members whose term ended or will end soon: Donna J. Hrinak, Joerg Reinhold, Carlos Trujillo, and Cristhofer E. Lugo.

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 that updates the exclusion of the named members of the FIU Board of Trustees from the requirements for a personnel security clearance.

4. Discussion Item

4.1 Board of Trustees Self Evaluation Survey

Board Chair Colson referred to the results of the Board of Trustees self-evaluation survey, which were provided as part of the Board's agenda materials. He added that the Board of Trustees will be discussing the results and recommendations at an upcoming Governance Committee meeting.

5. New Business

No new business was raised.

6. 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, April 27, 2023 at 9:36 AM.