



**Governance Committee**  
**December 7, 2023**  
**FIU, Modesto A. Maidique Campus, Graham Center Ballrooms**

**MINUTES**

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**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 Roger Tovar at 12:27 PM on Thursday, December 7, 2023.

General Counsel Carlos B. Castillo conducted roll call of the Governance Committee members and verified a quorum. Present were Trustees Roger Tovar, *Board Chair*; Carlos A. Duarte, *Board Vice Chair*; Francis A. Hondal; Natasha Lowell; Chanel T. Rowe (*Zoom*); and Marc D. Sarnoff.

The following Board members were also in attendance: Trustees Cesar L. Alvarez, Noël C. Barengo, Dean C. Colson, Alan Gonzalez, Yaffa Popack, Gene Prescott, and Alexander P. Sutton.

**2. Approval of Minutes**

Board Chair Tovar asked if there were any additions or corrections to the minutes of the Governance Committee meeting held on September 14, 2023. Hearing none, a motion was made and unanimously passed to approve the minutes of the Governance Committee meeting held on September 14, 2023.

**3. Action Items**

**G1. Board of Governors' Statement of Free Expression Endorsement Resolution**

Interim Vice President for Student Affairs Charlie Andrews presented the Board of Governors' Statement of Free Expression Endorsement Resolution for Committee review. Interim VP Andrews indicated that he serves as co-chair of the FIU Civil Discourse Committee, which was created in the summer of 2022 to facilitate efforts to operationalize the University's commitment to open minded and tolerant civil discourse. He commented that in 2019, the State University System (SUS) and its twelve public postsecondary institutions, through the universities' respective presidents, adopted the State University System of Florida Statement of Free Expression. Interim VP Andrews stated that, subsequently, the Florida Board of Governors (BOG) included seven recommendations directed to civil discourse. He pointed out that, in its third recommendation, the BOG provided a set of recommendations for how each SUS institution might go about cultivating a culture of civil discourse on their respective campuses. He added that, in said recommendation, the BOG recommended that "the leadership of 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." VP Andrews provided highlights from the BOG's Statement of Free Expression Endorsement Resolution, such as the reference to how the principles of free speech and expression are an integral part of the University's mission and that FIU's endorsement

affirms a commitment to the open exchange of ideas and knowledge. He further stated that the excerpt also recognizes that debate and civil discourse help foster the development of intellectual skills, and how said skills are essential to the academic and research missions of each SUS institution.

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.

### **G2. Approval of the Amendments to the Articles of Incorporation and Bylaws of the Florida International University Foundation, Inc.**

General Counsel Castillo presented the proposed amendments to the Articles of Incorporation and Bylaws of the FIU Foundation, Inc. for Committee review. He noted that the proposed amendments to the Articles of Incorporation and Bylaws of the FIU Foundation, Inc. have been approved by the FIU Foundation, Inc. Board of Directors. He pointed out that a common change to both the Articles of Incorporation and Bylaws included housekeeping-style revisions to improve their consistency and clarity. General Counsel Castillo provided an overview of the proposed changes to the Bylaws. He indicated that the proposed changes to the terms of service clarify that FIU Foundation, Inc. Board members serve for an initial term of one year and may be elected to an additional two-year term, followed by potentially two three-year terms for a maximum of nine years before rotating off for at least one year. He added that the proposed changes also include the identification of subcommittees to the Development Committee, the creation of the Foundation Enterprise Growth Committee, and the identification of the Real Estate Sub-committee and creation of the FIU Ventures Sub-committee as subcommittees of the Foundation Enterprise Growth Committee.

A motion was made and unanimously passed that the FIU Board of Trustees Governance Committee recommend Florida International University Board of Trustees approval of the amendments to the Articles of Incorporation and Bylaws of the Florida International University Foundation, Inc.

### **G3. Board Appointments, Florida International University Foundation, Inc.**

Board Chair Tovar welcomed Senior Vice President for University Advancement and CEO of the FIU Foundation, Inc., Kenneth C. Hall. Sr. VP Hall presented the appointments to the Florida International University Foundation, Inc. Board of Directors for Committee review. Sr. VP Hall indicated that at its June and October meetings, the FIU Foundation, Inc. Board of Directors approved three new Directors: Robert “Bob” A. Baer, Sr. ’89; Malcom “Buster” William Brown ’88; and Albert “Al” Lorenzo ’74. Sr. VP Hall commented on the new appointees.

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

#### **G4. Board Appointments, Florida International University Health Care Network, Inc.**

Senior Vice President for Health Affairs and Dean of the Herbert Wertheim College of Medicine (HWCOM) Juan C. Cendan presented the appointments to the Florida International University Health Care Network, Inc. (FIU HCN) Board of Directors for Committee review. Sr. VP and Dean Cendan indicated that amendments to the Articles of Incorporation and Bylaws of the FIU HCN were approved by the FIU Board of Trustees in April 2023 and subsequently approved by the BOG in June 2023. He added that, as a result of said amendments, the following four new director appointments are being presented for FIU Board of Trustees approval: Jose J. Armas, MD; Sonia O. Benitez; Ana Lopez-Blazquez; and Jack A. Ziffer, PhD, MD, MSCCT, FACC, FAHA, FASNC, FACR. Sr. VP and Dean Cendan commented on the new appointees.

A motion was made and unanimously passed that the FIU Board of Trustees Governance Committee recommend Florida International University Board of Trustees approval of the appointments of the individuals as presented and included in the board materials, to the Florida International University Health Care Network, Inc. Board of Directors.

#### **4. Discussion Item**

##### **4.1 Board of Trustees Self Evaluation Survey, 2023**

Board Chair Tovar indicated that the Bylaws of the FIU Board of Trustees provide that the Governance Committee is responsible for reviewing and making recommendations to the Board on various Board functions, including evaluating the Board's performance. He pointed out that the University's accrediting body, Southern Association of Colleges and Schools Commission on Colleges, requires governing boards to conduct regular self-evaluations of its responsibilities and expectations as a Board. Board Chair Tovar commented that Trustees received an electronic self-evaluation survey earlier in the year and completed the survey with a 100% response rate. Board Chair Tovar provided an overview of the survey results. He added that the survey results were generally positive, reflective of an effective governing Board, and provided the Board with a good indication of what Trustees view as strengths and areas for improvement. Board Chair Tovar opened the floor for comments regarding potential Board goal(s) that are measurable and enhance the Board's effectiveness. Hearing none, he suggested, as a goal, that Trustees attend the annual BOG Trustee Summits. There were no objections or comments from the Committee members. He invited Trustees to bring forward additional goal(s) at the next regularly scheduled FIU Board of Trustees meeting.

#### **5. New Business**

No new business was raised.

#### **6. Concluding Remarks and Adjournment**

With no other business, Board Chair Roger Tovar adjourned the meeting of the Florida International University Board of Trustees Governance Committee on Thursday, December 7, 2023 at 12:46 PM.