



FLORIDA INTERNATIONAL UNIVERSITY BOARD OF TRUSTEES GOVERNANCE COMMITTEE

FIU, Modesto A. Maidique Campus, Graham Center Ballrooms

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

Thursday, December 7, 2023
12:15 PM

or

Upon Adjournment of Previous Meeting

Chair: Roger Tovar, *Board Chair*

Vice Chair: Carlos A. Duarte, *Board Vice Chair*

Members: Francis A. Hondal, Natasha Lowell, Chanel T. Rowe, Marc D. Sarnoff

AGENDA

- | | |
|---|--------------------|
| 1. Call to Order and Chair's Remarks | Roger Tovar |
| 2. Approval of Minutes | Roger Tovar |
| 3. Action Items | |
| G1. Board of Governors' Statement of Free Expression
Endorsement Resolution | Charlie Andrews |
| G2. Approval of the Amendments to the Articles of
Incorporation and Bylaws of the Florida International
University Foundation, Inc. | Carlos B. Castillo |
| G3. Board Appointments, Florida International University
Foundation, Inc. | Kenneth C. Hall |
| G4. Board Appointments, Florida International University
Health Care Network, Inc. | Juan C. Cendan |
| 4. Discussion Item <i>(No Action Required)</i> | |
| 4.1 2023 Board of Trustees Self Evaluation Survey | Roger Tovar |
| 5. New Business <i>(If Any)</i> | Roger Tovar |
| 6. Concluding Remarks and Adjournment | Roger Tovar |

This page intentionally left blank.

Meeting Book - 12-07-2023 - FIU Board of Trustees Governance Committee Meeting

1. Call to Order and Chair's Remarks

Roger Tovar

2. Approval of Minutes

Roger Tovar

Agenda Item page_Minutes.pdf 2

Minutes: Governance Committee Meeting, September 14, 2023 3

3. Action Items

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

Charlie Andrews

Agenda Item page_BOG Statement of Free Expression
Endorsement_final.pdf 5

SUS Free Expression Statement Final.pdf 7

G2. Approval of the Amendments to the Articles of Incorporation and Bylaws of the Florida International University Foundation, Inc. Carlos B. Castillo

Agenda Item page I Amendments to the Articles of Incorporation
and Bylaws of the FIU Foundation, Inc. 9

FIU Foundation, Inc. Articles of Incorporation as Amended and
Restated on the 21st day of October 2023 10

FIU Foundation, Inc. Bylaws as Amended and Restated on the
21st day of October 2023 15

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

Kenneth C. Hall

Agenda Item page I Board Appointments, FIU Foundation, Inc. 34

Biographies: FIU Foundation, Inc. Board of Directors 36

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

Juan C. Cendan

Agenda Item page I FIU Health Care Network, Inc. 40

Biographies: FIU Health Care Network, Inc. Board of Directors 42

4. Discussion Item (No Action Required)

4.1 2023 Board of Trustees Self Evaluation Survey

Roger Tovar

FIU Board of Trustees Self-Evaluation Highlights 49

5. New Business (If Any)

Roger Tovar

6. Concluding Remarks and Adjournment

Roger Tovar

This page intentionally left blank.



December 7, 2023

Subject: Approval of Minutes of Meeting held September 14, 2023

Proposed Committee Action:

Approval of Minutes of the Governance Committee meeting held on September 14, 2023.

Background Information:

Committee members will review and approve the Minutes of the Governance Committee meeting held on September 14, 2023.

Supporting Documentation: Minutes: Governance Committee Meeting, September 14, 2023

Facilitator/Presenter: Roger Tovar, *Board Chair and Governance Committee Chair*

This page intentionally left blank.



Governance Committee

September 14, 2023

FIU, Modesto A. Maidique Campus, Tamiami Hall, Multipurpose Room

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 Roger Tovar at 12:17 PM on Thursday, September 14, 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; and Chanel T. Rowe (*Zoom*).

Trustees Natasha Lowell and Marc D. Sarnoff were excused.

The following Board members were also in attendance: Trustees Cesar L. Alvarez, Noël C. Barengo, Dean C. Colson, Alan Gonzalez, 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 June 15, 2023. Hearing none, a motion was made and unanimously passed to approve the minutes of the Governance Committee meeting held on June 15, 2023.

3. Action Item

Ratification of the Reopener to the 2021-2024 Florida International University Board of Trustees and the United Faculty of Florida-FIU Collective Bargaining Agreement

Provost and Executive Vice President Elizabeth M. Bejar presented the reopener to the 2021-2024 Florida International University Board of Trustees (BOT) and the United Faculty of Florida (UFF)-FIU Collective Bargaining Agreement for Committee review. Provost Bejar indicated that representatives of the BOT and UFF-FIU have engaged in collective bargaining and reached an agreement on the reopener to the 2021-2024 BOT-UFF Collective Bargaining Agreement. She added that based on said reopener, the parties have agreed, pending BOT ratification, on the following salary increases and one-time non-recurring payments: effective August 12, 2023, for the academic year 2023-2024, all eligible employees who were employed prior to January 1, 2023, and who are continuously employed through August 12, 2023, and are not in receipt of a notice of termination or non-reappointment shall receive an increase to their nine-month base salary of five percent (5%) or \$5,000.00, whichever is greater, or an increase to their 12-month base salary of five percent (5%) or \$6,692.31, whichever is greater, and a one-time, nonrecurring inflationary relief payment of \$3,000.00. Provost Bejar noted that said salary increase and non-recurring inflationary

relief payment will be paid the first full pay period following the ratification by both parties. She pointed out that the UFF-FIU ratified the wage reopener by unanimous vote. Provost Bejar commented that the proposed change to the Employee Performance Evaluation Policy, was amended to include that “The teaching evaluation may not be based primarily on student sources when additional sources have been made available to the evaluator(s).” She remarked that language was also added to Appendix A to clarify position classifications and scrivener’s errors pertaining to order of items and other language were also corrected.

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

4. New Business

No new business was raised.

5. 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, September 14, 2023 at 12:21 PM.



December 7, 2023

Subject: Board of Governors' Statement of Free Expression Endorsement Resolution

Proposed Action:

Having reviewed the State University System of Florida Statement of Free Expression, Florida International University Board of Trustees endorsement of such statement.

Background Information:

On April 15, 2019, the State University System of Florida and its twelve public postsecondary institutions, through the universities' respective presidents, adopted the State University System of Florida Statement of Free Expression (the Statement of Free Expression). The Statement of Free Expression, in pertinent part, provides as follows:

“The State University System of Florida and its twelve public postsecondary institutions adopt this Statement on Free Expression to support and encourage a full and open discourse and the robust exchange of ideas and perspectives on our respective campuses. The principles of freedom of speech and freedom of expression in the United States and Florida Constitutions, in addition to being legal rights, are an integral part of our three-part university mission to deliver a high-quality academic experience for our students, engage in meaningful and productive research, and provide valuable public service for the benefit of our local communities and the state. The purpose of this statement is to affirm our dedication to these principles and to seek our campus communities' commitment to maintaining our campuses as places where the open exchange of knowledge and ideas furthers our mission.

A fundamental purpose of an institution of higher education is to provide a learning environment where divergent ideas, opinions and philosophies, new and old, can be rigorously debated and critically evaluated. Through this process, often referred to as the marketplace of ideas, individuals are free to express any ideas and opinions they wish, even if others may disagree with them or find those ideas and opinions to be offensive or otherwise antithetical to their own world view. The very process of debating divergent ideas and challenging others' opinions develops the intellectual skills necessary to respectfully argue through civil discourse. Development of such skills leads to personal and scholarly growth and is an essential component of the academic and research missions of each of our institutions.”

A complete copy of the State of Free Expression is included in the supporting documentation.

In its Civil Discourse Report of 2022, the Board of Governors included seven recommendations directed to civil discourse. In its third recommendation, the Board of Governors 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.”

At its September 22, 2022 meeting, the Florida International University Board of Trustees, having reviewed the State University System of Florida Statement of Free Expression, endorsed such statement.

Supporting Documentation: State University System of Florida Statement of Free Expression

Facilitator/Presenter: Charlie Andrews

State University System of Florida Statement on Free Expression

The State University System of Florida and its twelve public postsecondary institutions adopt this Statement on Free Expression to support and encourage full and open discourse and the robust exchange of ideas and perspectives on our respective campuses. The principles of freedom of speech and freedom of expression in the United States and Florida Constitutions, in addition to being legal rights, are an integral part of our three-part university mission to deliver a high quality academic experience for our students, engage in meaningful and productive research, and provide valuable public service for the benefit of our local communities and the state. The purpose of this Statement is to affirm our dedication to these principles and to seek our campus communities' commitment to maintaining our campuses as places where the open exchange of knowledge and ideas furthers our mission.

A fundamental purpose of an institution of higher education is to provide a learning environment where divergent ideas, opinions and philosophies, new and old, can be rigorously debated and critically evaluated. Through this process, often referred to as the marketplace of ideas, individuals are free to express any ideas and opinions they wish, even if others may disagree with them or find those ideas and opinions to be offensive or otherwise antithetical to their own world view. The very process of debating divergent ideas and challenging others' opinions develops the intellectual skills necessary to respectfully argue through civil discourse. Development of such skills leads to personal and scholarly growth and is an essential component of the academic and research missions of each of our institutions.

It is equally important not to stifle the dissemination of any ideas, even if other members of our community may find those ideas abhorrent. Individuals wishing to express ideas with which others may disagree must be free to do so, without fear of being bullied, threatened or silenced. This does not mean that such ideas should go unchallenged, as that is part of the learning process. And though we believe all members of our campus communities have a role to play in promoting civility and mutual respect in that type of discourse, we must not let concerns over civility or respect be used as a reason to silence expression. We should empower and enable one another to speak and listen, rather than interfere with or silence the open expression of ideas.

Each member of our campus communities must also recognize that institutions may restrict expression that is unlawful, such as true threats or defamation. Because universities and colleges are first and foremost places where people go to engage in scholarly endeavors, it is necessary to the efficient and effective operations of each institution for there to be reasonable limitations on the time, place, and manner in which these rights are exercised. Each institution has adopted regulations that align with Florida's *Campus Free Expression Act*, section 1004.097, Florida Statutes, and with the United States and Florida Constitutions and the legal opinions interpreting those provisions. These limitations are narrowly drawn and content-neutral and serve to ensure that all members of our campus communities have an equal ability to express their ideas and opinions, while preserving campus order and security.

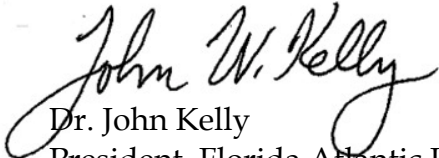
The undersigned do hereby adopt this Statement on Free Expression:



Marshall M. Criser III
Chancellor, State University System



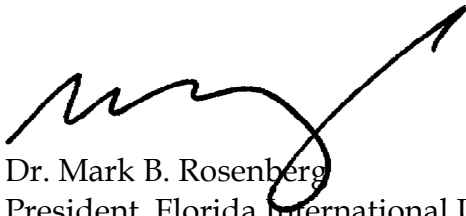
Dr. Larry Robinson
President, Florida A&M University



Dr. John Kelly
President, Florida Atlantic University



Dr. Mike Martin
President, Florida Gulf Coast University



Dr. Mark B. Rosenberg
President, Florida International University



Dr. Randy Avent
President, Florida Polytechnic University



Mr. John Thrasher
President, Florida State University



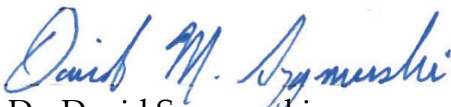
Dr. Donal O'Shea
President, New College of Florida



Dr. Thad Seymour
President, University of Central Florida



Dr. Kent Fuchs
President, University of Florida



Dr. David Szymanski
President, University of North Florida



Dr. Judy Genshaft
President, University of South Florida



Dr. Martha D. Saunders
President, University of West Florida



December 7, 2023

Subject: Approval of the Amendments to the Articles of Incorporation and Bylaws of the Florida International University Foundation, Inc.

Proposed Action:

Florida International University Board of Trustees (BOT) approval of the Amendments to the Articles of Incorporation and Bylaws of the Florida International University Foundation, Inc.

Background Information:

On October 21, 2023, the FIU Foundation, Inc. (FIU Foundation) Board of Directors approved amendments to the Articles of Incorporation and Bylaws of the FIU Foundation.

The approved revisions to the Articles of Incorporation and Bylaws of the FIU Foundation reflect the current existence and reporting structure of various of the Board of Directors' Committees and Sub-committees, as well as certain other non-substantive changes to improve consistency and clarity.

The BOT must approve any amendments to the FIU Foundation Articles of Incorporation and Bylaws before their becoming effective.

Regulation FIU-1502 Direct Support Organizations (2)(a) provides that any amendments to the Articles of Incorporation or Bylaws must be submitted by the President of the University to the BOT for approval prior to becoming effective.

Article 10, Section 1, of the FIU Foundation Bylaws provides that all amendments to the Bylaws of FIU Foundation must be approved by the Board of Trustees of FIU, upon recommendation of the President of FIU prior to their effective date.

Supporting Documentation: FIU Foundation, Inc. Articles of Incorporation as Amended and Restated on the 21st day of October 2023
FIU Foundation, Inc. Bylaws as Amended and Restated on the 21st day of October 2023

Facilitator/Presenter: Carlos B. Castillo

This page intentionally left blank.

**SECOND AMENDED AND RESTATED ARTICLES OF
INCORPORATION
FLORIDA INTERNATIONAL UNIVERSITY FOUNDATION, INC.
a Florida Not For Profit Corporation**

as Amended and Restated-[_____] , 2023-[_____]

Members of the Board of Directors of the Florida International University Foundation Inc., a Florida not for profit corporation (the “Foundation”) with its principal address at Florida International University, University Park 12200 S.W. 8th Street, MARC 5th Floor, Miami, Florida 33199, acting in accordance with the laws of the State of Florida and with the Amended and Restated Articles of Incorporation of the Foundation (the “Articles”), ~~Florida International University Foundation, Inc., as filed with the Secretary of State of Florida on July 14, 1994, amended from time to time in accordance with applicable law, hereby amend and restate the Articles as follows: amended on the 26th of March, 2003, further amended on the 30th of May, 2007, and further amended on the 22nd of October, 2016, hereby acknowledge that on the [22nd of October, 2016] they duly approved amendments to and a restatement of the Articles of Incorporation of Florida International University Foundation, Inc., and acknowledge and file these Amended and Restated Articles of Incorporation with the Office of the Secretary of State of Florida. These Amended and Restated Articles of Incorporation include amendments to every Article of the Amended and Restated Articles of Incorporation as filed on July 14, 1994 and were adopted pursuant to Sections 617.1002 and 617.1007, Florida Statutes (1992). There are no discrepancies between the Articles of Incorporation as heretofore amended and the provisions of the Restated Articles of Incorporation other than the inclusion of amendments adopted pursuant to Section 617.1002, Florida Statutes (1992).~~

ARTICLE 1. NAME:

The name of this corporation shall be the FLORIDA INTERNATIONAL UNIVERSITY FOUNDATION, INC. For convenience, the corporation shall be referred to as the “Foundation.” The Foundation may register the name “Florida International University Foundation” or a similar term as a fictitious name.

ARTICLE 2. PURPOSES:

The general purposes of the Foundation are to assist Florida International University (the “University”) in providing excellent educational opportunities for all of its students and in offering public service to the South Florida community, specifically to:

Section 1. Provide support for the President of Florida International University on the goals, plans and activities of the University;

Section 2. Promote knowledge and understanding in the South Florida community of the goals, plans, activities and impact of the University and to promote knowledge and understanding in the University community of the needs and opportunities of the South Florida community;

Section 3. Support the educational, scientific, cultural and charitable activities of the University and related organizations by requesting, receiving, holding, investing, administering, granting and disbursing gifts of funds and property.

ARTICLE 3. POWERS:

The Foundation shall have all of the powers now provided or which may hereafter be provided for not for profit corporations by the laws of the State of Florida, and is empowered to do all acts and things as from time to time may be necessary or expedient in order to accomplish its general purposes. Included among these powers, without limitation, are the powers to:

Section 1. Provide advice to and be counseled by the President of the University on the academic and administrative goals, plans, activities and impact of the University by, without limitation:

- (i) visiting the academic and administrative activities and programs of the University to assist the President to determine the effectiveness of such activities and programs; and
- (ii) assessing periodically and systematically the relationship to and impact of the University on the people and institutions of the South Florida community.

Section 2. Promote the interests of the University in the South Florida community by, without limitation:

- (i) representing the University and the Foundation on boards and committees of organizations and activities which can benefit the University and serve the purposes of the Foundation;
- (ii) explaining the goals and activities of the University to civic organizations, schools, other colleges and universities, businesses, research centers, foundations and funding sources; and
- (iii) consulting with students, faculty and administrators of the University and with individuals at other colleges and universities, research centers, foundations and elsewhere.

Section 3. Receive and manage a fund or funds and apply the income thereof, and at the discretion of the Directors any portion of the principal thereof which is not restricted by the terms of gift, for the general purposes of the Foundation and to exercise other financial powers including, without limitation:

- (i) requesting, receiving, investing, granting and expending gifts and bequests of funds and property, taking and holding such gifts and bequests either absolutely or in trust, subject only to any conditions imposed by law or by the terms of gift;
- (ii) buying, selling, leasing, conveying and disposing of any of its property and investing or reinvesting any proceeds therefrom; and
- (iii) borrowing sums of money in order to accomplish the purposes of the Foundation, subject to specific, advance approval of the terms and conditions of such borrowing by the Directors, as provided in the Bylaws of the Foundation, and subject to the limitation that no trust assets held by the Foundation may be pledged or committed in a manner which would violate the terms of the trust instrument under which such assets are held.

Section 4. Notwithstanding any other provision of these Articles, the Foundation shall not engage in any activities prohibited by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code, as revised from time to time, or by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, as revised from time to time. The Foundation shall not be empowered to do any act or thing which would cause it to lose its status as a not for profit corporation under the laws of the United States or of the State of Florida. No substantial part of the Foundation's funding or activities shall be for the carrying on of propaganda or otherwise attempting to influence legislation, and the Foundation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

ARTICLE 4. MEMBERS:

Section 1. The Members of the Foundation shall be the Board of Directors of the Foundation and other persons who shall be elected as special members by the Directors.

Section 2. The qualifications and procedures for election to the Board of Directors, ~~for election as Officers and for election as special members shall be established by these Articles, or by the Bylaws of the Foundation,~~ or by applicable law and/or regulation.

ARTICLE 5. BOARD OF DIRECTORS:

Section 1. All corporate powers of the Foundation shall be exercised by or under the authority of the Board of Directors. Only Directors shall have a vote in meetings of the Foundation's members or of the Directors.

Section 2. The Board of Directors shall include the following:

- (i) Not less than twenty-eight (28) and not more than ~~fifty (50)~~sixty (60) members elected by the Board of Directors from the public at large in accordance with the Bylaws;
- (ii) The Officers of the Foundation as shall be specified in the Bylaws; and
- (iii) Designated *ex officio* members ~~including the President of the University, a Faculty representative from the Faculty Senate recommended by the President after consultation with the Faculty Senate Chairperson, the President of the Student Government Council who is not serving on the Board of Trustees, the President of the Alumni Association, the Chairperson of the Florida International University Council of 100,~~ and others who may be designated ~~by the Directors and/or the President of the University~~ in accordance with the Bylaws.

Section 3. The qualifications, election procedures, terms of service, powers and duties of the Directors and Officers of the Foundation shall be specified in the Bylaws.

ARTICLE 6. BYLAWS:

The Bylaws of the Foundation shall be adopted by the Board of Directors, and may be altered, amended or rescinded by the Board of Directors in the manner provided for in the Bylaws.

ARTICLE 7. AMENDMENTS TO ARTICLES OF INCORPORATION.

The Articles of Incorporation may be amended at any meeting of the Board of Directors in accordance with the Bylaws.

ARTICLE 8. EARNINGS.

No part of the net earnings of the Foundation, if any, shall enure to the benefit of, or be distributed to, its members, Directors, Officers, or other private persons, except that the Foundation is authorized and empowered, upon approval by the Board of Directors, to pay reasonable compensation to any person or organization for services rendered, to reimburse Officers and other Directors of the Foundation for expenses incurred by them in the performance of their duties, and to pay salary supplements and expense allowances to officers and employees of the University. All such payments shall be governed by provisions of the Bylaws.

ARTICLE 9. DISSOLUTION.

In the event of dissolution of the Foundation or termination of its affairs, or a de-certification of the Foundation as a University direct support organization, the Directors shall, after paying or making provision for payment of all of the liabilities of the Foundation, distribute all of the remaining assets of the Foundation to Florida International University to be used exclusively for the general purposes for which the Foundation was organized, subject to the conditions, restrictions, and limitations to which such assets were subject when they were assets of the Foundation. No individual shall be entitled to share in the distribution of any of the assets of the Foundation upon dissolution or termination.

ARTICLE 10. INDEMNIFICATION.

Every Director, Officer and employee of the Foundation shall be indemnified by the Foundation against and reimbursed for all reasonable expenses and liabilities, including attorneys' fees, reasonably incurred or imposed upon them in connection with any proceeding to which they may be a party, or in which they may become involved, by reason of their being or having been a Director, Officer or employee of this Foundation, or any settlement thereof, whether or not they are Directors, Officers or employees at the time such are incurred, except in such cases where the Director, Officer or employee is adjudged guilty of willful malfeasance or misfeasance in the performance of duties; provided that, in the event of a settlement, the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best interests of the Foundation. With prior approval of the Board of Directors, costs, charges and expenses (including attorneys' fees) incurred by a Director, officer or employee may be paid by the Foundation in advance of the final disposition of such action, suit, or proceeding upon receipt of an undertaking by or on behalf of such Director, officer, or employee to repay all amounts so advanced in the event it shall ultimately be determined that such-Director, officer or employee is not entitled to be indemnified by the Foundation as authorized in this Article or under state law, and upon satisfaction of such other conditions as are required by current or future legislation. The decision by the Foundation to indemnify a Director, officer or employee or to make advances to a Director, officer or employee shall be final and shall not be subject to judicial review. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Directors, officers or employees shall be entitled. Notwithstanding the foregoing, the Board of Directors shall have

the power to consolidate the representation of individual Directors, Officers and employees so that the Foundation shall not incur unreasonable attorneys' fees and other costs. Prompt written notice, by registered mail, of all claims for which indemnification is or may be sought shall be given to the Foundation and no settlement of any such claim shall be entered into without reasonable prior written notice, by registered mail, having been given to the Foundation.

ARTICLE 11. REGISTERED OFFICE AND REGISTERED AGENT:

The Foundation hereby designates its Registered Office to be located at Florida International University, Office of the General Counsel, 12200 S.W. 8th Street~~University Park~~, Miami, Florida, 33199, or such other place as it may from time to time designate, and the General Counsel of the University as its Registered Agent. In accordance with the Bylaws, the University President hereby recommends and the Chairperson hereby appoints the General Counsel as Registered Agent of the Foundation, to accept service process within this State, to serve in such capacity until a successor is selected and duly designated.

ARTICLE 12. EQUAL OPPORTUNITY /ACCESS:

In its operations and activities, the Foundation shall be governed by the principles of equal opportunity and access to all persons regardless of race, color, religion, sex, age, national origin, handicap or disability.

ARTICLE 13. USE OF UNIVERSITY RESOURCES:

The President of the University shall have full authority to monitor and control the use of University resources by the Foundation. The President of the University also retains full authority to monitor and control the Foundation's use of the University's name in connection with its activities.

IN WITNESS WHEREOF, the undersigned Chief Executive Officer of Florida International University Foundation, Inc., a Florida not for profit corporation, has executed these Second Amended and Restated Articles of Incorporation, effective as of the [] day of [], 2023-~~22nd day of October,~~ 2016.

(SEAL OF FOUNDATION)

This page intentionally left blank.

FLORIDA INTERNATIONAL UNIVERSITY FOUNDATION, INC.
A Florida Not for Profit Corporation
(the "Foundation")

BYLAWS

As Amended and Restated - [____], 2023

ARTICLE 1. BOARD OF DIRECTORS.

Section 1. Governance. In accordance with Article 5 of the Articles of Incorporation of the Foundation, the affairs of the Foundation shall be managed by and under the direction of the Board of Directors (the "Board") and by various Officers and committees thereof as powers may be delegated to such Officers and committees by these Bylaws or by Resolution of the Directors. Members of the Board shall be the sole voting members of the Foundation and shall be called "Directors."

Section 2. Number and Qualifications of Directors. The Directors shall include three categories of members:

(i) Elected Members. The Directors shall elect from the nominations of the Membership & Board Governance Committee, or from nominations made from the floor, a total of not less than twenty-eight (28) and not more than sixty (60) members in accordance with the nomination and election procedures specified by these Bylaws. Each Director shall have demonstrated outstanding qualities of leadership and managerial ability and a serious personal intention to promote the advancement of higher education and Florida International University (the "University") through dedicated service to the Foundation. Each Director should set an example of charitable interest in the University and the Foundation which alumni and other friends of the University may emulate. To that end, each elected member of the Board shall contribute to the Foundation, at a minimum, an annual membership gift, the amount of which shall be recommended by the Executive Committee and approved by the Board at the Annual Meeting, and which shall be paid to the Foundation by each Director during the first quarter of each fiscal year of membership. In addition, each Director shall either make a donation, or get others to make donations, annually in the amount established by the Board at its Annual Meeting. Directors shall be expected to participate in University functions and events whenever reasonable and practicable and act as an emissary to promote and advance the goals of the University.

(ii) Officers. The Directors shall elect a Chairperson of the Board (a "Chairperson"), up to two (2) Vice Chairpersons, a Secretary and a Treasurer from among its membership. The Chairperson may appoint an Assistant Secretary and Assistant Treasurer to provide administrative support.

(iii) Designated Ex Officio Members.

(a) The Directors shall include among their members the persons who hold the following offices during the time they hold such offices: the President of the University (the "University President") or his/her designee, the Vice Chair of the Faculty Senate, a Faculty representative from the Faculty Senate recommended by the President after consultation with the Faculty Senate Chairperson, the Vice President of the Student Government Association Council who is not serving on the Board of Trustees, the President of the Alumni Association, the Chairperson of the FIU President's Council, and others who may be designated by the Directors from time to time ("Ex Officio Members").

(b) The University ~~President of the University~~ may also appoint other members of the University administration, faculty, student body or public to serve on the Board and the Executive Committee as Ex Officio Members, for such terms as may be designated by the University ~~President of the University~~.

(c) The Chairperson of the University Board of Trustees (the "BOT Chairperson") shall appoint at least one (1) representative to the Board and the Executive Committee as Ex Officio Members. The University Board of Trustees shall approve all appointments to the Board and the Executive Committee of the Foundation that are not authorized by this subsection.

(d) Ex Officio members shall have the right to vote and shall be counted towards quorum.

Section 3. Terms of Service. A newly elected Director, who has not previously been a Director, shall be elected to serve for a one (1) Board calendar year term (an "Initial Term"). ~~If the initial term of service is less than 6 months, the Director shall continue to serve during the next calendar year before being elected to any subsequent term.~~ Following ~~the initial year~~ an Initial Term, he/she may be elected for ~~up to a an additional~~ two-year term, followed by two three-year terms -- for a maximum term of service equal to nine (9) years -- before having to rotate off the Board for a minimum of one (1) year. ~~Directors shall be eligible to serve for nine (9) years before having to rotate off the Board for one (1) year. Terms of service shall begin immediately after election.~~ With respect to any Director whose tenure also includes service to the Foundation as an Officer, the term limits set forth herein shall be extended commensurate with the period of time of the Director's service as an Officer. Ex Officio Members shall serve (i) so long as s/he holds the office or the position which resulted in placement on the Board; (ii) for the term designated by the BOT Chairperson or the University President ~~Chairman of the University Board of Trustees or the President of the University~~, as the case may be; or (iii) until removed by the office having made the appointment of such Ex Officio Member (*i.e.*,

the ~~BOT Chairperson or the University President~~~~Chairman of the University Board of Trustees or the President of the University~~, as the case may be).

Section 4. Election. The Board shall elect new members to fill expiring and vacant terms at the Annual Meeting of the Directors to be held in May or June of each year. Directors may elect additional members at any other regular or special meeting of the Directors, as provided in these Bylaws. Nominations for Directors shall be made by the Membership & Board ~~Management~~Governance Committee, as described in Article 3 of the Bylaws.

Section 5. Vacancies. Vacancies occurring during a term may be filled by the Directors at any regular or special meeting of the Directors, as provided in ~~Section 4 of Article 1 of~~ these Bylaws.

Section 6. Meetings.

(i) Regular meetings of the Board shall be held at least three (3) times a year. One such meeting shall be held in May or June of each year and such meeting shall be the Annual Meeting of the Directors when new Directors and Officers shall be elected and take office, subject to other provisions of these Bylaws. Notice to the public of ~~Regular~~ regular meetings, Committee meetings, and ~~Special~~ special meetings of the Board will be given by posting on the Foundation's website at <https://give.fiu.edu/> not less than seven (7) days before the meeting and will include a statement of the general subject matters to be considered. Notice to each Director shall be emailed or faxed to each Director not less than seven (7) days prior to each meeting. Special meetings may be called by the Chairperson, the ~~University~~ President of the University or his/her designee, or by any three (3) Directors, and the agenda for special meetings shall be limited to matters listed in the written notice of the special meeting.

(ii) Emergency Meetings. An emergency meeting of the Board may be called by the Chairperson, or a Vice Chairperson in the Chairperson's absence, upon as much notice as is reasonably possible but not less than twenty-four (24) hours notice whenever, in the opinion of the Chairperson or Vice Chairperson, an issue requires immediate Board action. Whenever such emergency meeting is called, the Chairperson will notify the Secretary. The Secretary will immediately serve either verbal or written notice upon each member of the Board, and shall provide notice to the public, by any procedure that is fair under the circumstances, stating the date, hour and place of the meeting and the purpose for which the meeting has been called. No other business will be transacted at the meeting unless additional emergency matters are agreed to by a majority of those Board members in attendance. The minutes of each emergency meeting will show the manner and method by which notice of such emergency meeting was given to each member of the Board and to the public.

(iii) Executive Session: The Florida Legislature has provided the following limited exemptions from ~~the Florida's~~ Sunshine law-Law for certain meetings because of the confidential material that must be discussed. When the Board decides to avail itself of any such exemption, it will do so by convening an executive session of the Board.

A.—(a) Pending Litigation. Meetings to discuss pending litigation in which the Board is presently a party before a court or administrative agency may be held in executive session outside the Sunshine, provided the following procedures and conditions are met:-

(1):- Counsel for the Board must advise the Board at a public meeting that he or she desires an executive session and must state the basis therefore.

(2):- Only Board members, the Board's attorney(s) and the University President ~~of the University~~ may attend a closed executive session to discuss pending litigation. Staff members or consultants are not permitted to attend. The Board must give advance public notice, pursuant to its procedures, of the time and date of the executive session, and must identify the names of the persons who will be attending the closed session.

(3):- The session must commence with an open meeting at which the Chairperson or his/her designee shall announce the commencement of the meeting, the estimated length of the closed executive session, and the names of the persons attending. At that point, the meeting is closed to all except those whose names have been announced. The executive session may then commence. At the conclusion of the executive session, the meeting must be reopened to the public and the person chairing the meeting shall announce the termination of the closed executive session.

(4):- A certified court reporter must record the entire executive session. The reporter must record the times of commencement and termination of the executive session; all discussions and proceedings; the names of all persons present at any time; and the names of all persons speaking. No portion of any executive session may be held off the record. The Board must have the court reporter's notes fully transcribed, and the transcript filed with its records custodian. The transcript is exempt from Florida's public records law, and is not to be disclosed until the litigation concludes. Upon the conclusion of the litigation, the transcript becomes part of the public record.

(5):- The subject matter of the closed session must be confined to settlement negotiations or strategy sessions related to litigation expenditures. The Board may not go beyond these strict parameters. No final action, no vote, and no decisive action may be taken during the closed session. Any final decision to settle a

lawsuit, for a certain amount of money, or under certain conditions, is a decision that must be voted upon in a public meeting.

Section 7. Quorum. A quorum of the Directors shall be one-third of the voting Directors holding office at the time of the vote. A quorum must be present to transact the business of the Foundation at a meeting.

Section 8. Voting. Each Director shall have one vote. When a quorum is present at the meeting, all questions shall be decided by majority vote of the voting Directors present, except as otherwise provided in these Bylaws.

Section 9. Proxies. Proxies, general or special, shall not be accepted for any purpose in the meetings of the Directors or committees.

Section 10. Telephonic Meetings. Meetings of the Directors and of committees may be conducted by conference telephone or similar communications facilities, in the same manner as if the meeting were held in person, if the Chairperson or the Chairperson of the Committee determines it is appropriate and is in full compliance with all requirements of the Sunshine Law. The notice of any meeting conducted by means of telephone or similar communication facilities will state where and how members of the public may gain access to the meeting.

Section 11. Resignation or Removal. A Director may resign at any time by giving written notice to the Chairperson, the Chief Executive Officer ~~CEO~~ of the Foundation (the "CEO"), or the Secretary of the Foundation. Any such resignation shall take effect at the time specified therein or, if no time is specified therein, upon its acceptance by the Board. Any Director who is not present for three (3) regular meetings of the Board during a fiscal year, or who otherwise fails to meaningfully participate as a Director in accordance with the provisions of these Bylaws, shall be placed on probation. The Membership & Board Management Governance Committee, in consultation with the Chairperson and the ~~CEO of the Foundation~~, shall determine whether to remove the Director from the Board or continue his/her probationary period. In addition, any Director may be removed from office by a two-thirds vote of all of the Directors present or no less than fifteen (15) members, effective as of the date of such vote.

ARTICLE 2. OFFICERS.

Section 1. Titles. The Officers of the Foundation, who also serve as Officers of the Board of the Foundation, shall be: a Chairperson, up to two (2) Vice Chairpersons, a Secretary, a Treasurer, and such other officers as the Board may determine.

Section 2. Election. The Chairperson, Vice Chairperson(s), Treasurer and Secretary shall be elected at the Annual Meeting of the Directors from nominations submitted to

the Directors by the Membership & Board ~~Management~~Governance Committee, or from nominations from the floor. No Officer may hold more than one Foundation office concurrently.

Section 3. Term of Service. Each Officer shall be elected for a term of one (1) year and shall be eligible to succeed himself/herself for no more than two (2) additional terms, except as may be otherwise extended for one additional year if approved by the recommendation of the Membership & Board ~~Management~~Governance Committee and the affirmative vote of two-thirds of the voting Directors present. In the event any officer is elected to fill a vacancy at any regular meeting other than the Annual Meeting of the Directors, the term for filling that vacancy shall not be counted towards the term limits set forth herein.

Section 4. Vacancies. In case any vacancy occurs in an elected office, an election shall be held at the first regular or special meeting of the Directors after such vacancy occurs and nominations may be received directly from the floor to fill such vacant positions. Notice of such vacancy and scheduled election must be given in the same manner as notice for regular or special meetings.

Section 5. Resignation and Removal. An Officer of the Foundation may resign at any time by giving written notice to the Board, the Chairperson or the Secretary ~~of the Foundation~~. Any such resignation shall take effect at the time specified therein or, if no time is specified therein, upon its acceptance by the Board. Any Officer may be removed from office by a two-thirds vote of all of the Directors present or no less than fifteen (15) members, effective as of the date of such vote.

Section 6. Powers and Duties.

(i) Chairperson of the Board. The Chairperson shall preside at all meetings of the Board and Executive Committee, and perform all other duties as may from time to time be assigned by the Directors or the Executive Committee. Among the Chairperson's powers and duties, without limitation, are to appoint the members and Chairpersons of all Standing Committees established by the Directors, except when members or Chairpersons may be designated by these Bylaws; name Special Committees and appoint their members and Chairpersons; appoint, a person to serve as Registered Agent for the Foundation; represent the Foundation at official functions of the University and elsewhere as he/she may determine proper; and present a report of the activities of the Foundation and the conduct of his/her office at the Annual Meeting which occurs when his/her term of office expires. The Chairperson shall report to the Board and the University President.

(ii) Vice Chairperson(s). The Vice Chairperson(s) shall be responsible for assisting the Chairperson in any way so designated by the Chairperson and shall serve

as temporary Chairperson in the Chairperson's absence. Vice Chairpersons shall perform such other duties as may from time to time be assigned by the Chairperson, the Directors or the Executive Committee.

(iii) Secretary. The Secretary shall be responsible for the maintenance and management of the Foundation's activities as may be required by the Chairperson, the Directors or the Executive Committee. He/she shall have charge of the Foundation's corporate records and corporate seal; record the minutes of all meetings of the Directors, Executive Committee and other committees; give and serve notice of meetings as required by these Bylaws; and perform such other duties as may be assigned to him/her by the Chairperson, the Board or the Executive Committee. The Secretary may delegate part of his/her duties to an Assistant Secretary as set forth in Article 5 below.

(iv) Treasurer. The Treasurer shall serve as Chairperson for the Finance Committee; approve all day-to-day disbursements by the Foundation; have custody of all of the funds and financial records of the Foundation; disburse funds upon instruction of the Directors or the Executive Committee; keep full and accurate accounts of all funds, together with the report of the annual audit; present a financial report for the Foundation at each meeting of the Directors and an annual financial report at the Annual Meeting; file all financial reports required by Federal and Florida law, regulation, rule or established procedure; and perform such other duties as may be assigned to him/her by the Chairperson, the Board or the Executive Committee. The Treasurer may delegate part of his/her duties to an Assistant Treasurer as set forth in Article 5 below.

ARTICLE 3. COMMITTEES.

Section 1. Designation and Appointment of Committees. Committees of the Board shall either be Standing Committees, as designated by these Bylaws, or Special Committees, as established by the Chairperson. Standing Committees or Special Committees shall have the power to establish Sub-Committees. The Chairperson of the Foundation shall appoint the members of all committees and designate their chairpersons, except as otherwise specified by these Bylaws. A majority of the members of Standing Committees, Special Committees and of any sub-committees must be Directors. All members of the committees shall have voting rights. One-third of the voting members of any Committee, except the Executive Committee as provided for below in these bylaws, shall constitute a quorum and a majority vote of the voting members of the Committee present, after a quorum has been declared, shall be required to enact business of the Committee. The actions of any committee shall be subject to review and approval by the Executive Committee, and to confirmation by the Board at its next ensuing meeting, except when the power to act is specifically granted to a committee by these Bylaws or by action of the Directors or Executive Committee. Each committee shall keep approved minutes and submit them to the Directors for review.

Committees shall present an annual plan at the first meeting of the Board for the Foundation's calendar year.

Section 2. Standing Committees. The Directors shall have the following Standing Committees:

(i) Executive Committee. The Executive Committee of the Directors of the Foundation shall have and may exercise all powers and authority of the Board when the Directors are not in session, subject only to such restrictions or limitations as the Directors may from time to time specify, except that the Executive Committee shall have no authority to alter, amend, or repeal the Articles of Incorporation or Bylaws of the Foundation, to remove Directors or Officers or to elect Officers. The Executive Committee may elect Directors that have been recommended by the Membership & Board Management Committee, provided that the Membership & Board Management Committee circulates its recommendations to the full Board prior to the Executive Committee meeting where new directors will be elected. The Executive Committee shall meet at the call of the Chairperson of the Directors. A majority of the voting members of the Executive Committee shall constitute a quorum and a majority vote of the voting members of the Committee present, after a quorum has been declared, shall be required to enact business of the Executive Committee. When urgency precludes a formal meeting, matters may be handled by telephone in accordance with provisions of these Bylaws and the requirements of Florida law regarding meetings of the Directors. All actions of the Executive Committee shall be reported to the Directors at the next ensuing meeting of the Board, or when deemed sufficiently important by the Chairperson and the University President, such actions shall be reported to the Directors within thirty (30) days after such action is taken, or at a meeting of the Directors if a meeting is held within that period of time. All actions of the Executive Committee shall be included in the minutes of the Board. Members of the Executive Committee shall be the Chairperson, Vice Chairperson(s), Treasurer and Secretary of the Foundation, the University President ~~of the University~~ or his /her designee, the Chairpersons of each standing committee, two (2) additional members as may be designated by the Chairperson, and any Ex Officio Members appointed to the Executive Committee by the University President in accordance with Section 2(iii) hereof. The University President shall participate at Executive Committee meetings in a non-voting capacity in the event he or she appoints a designee to serve on the Board and Executive Committee.

(ii) Development Management Committee. The Development Management Committee shall review, approve and recommend to the Directors all major fundraising initiatives and campaigns undertaken by the Foundation or the University and each of its components; carry out a regular fundraising program and coordinate the efforts of the Development Sub-Committee; prepare policies and strategies for the solicitation, receipt, acknowledgment, stewardship and recognition of financial support; and prepare standards for gift recognition including, without limitation, endowed chairs,

endowed professorships, endowed lectureships, endowed scholarships, the naming of colleges, schools, centers, buildings, areas and other significant facilities and activities of the University, recognizing, however, that only the University Board of Trustees has the ability to recommend that state buildings and facilities be permanently named after donors.

(a) Development ~~Sub~~-Committee. The Development Committee shall be a subcommittee of the Development Management Committee. Each member of the Foundation board shall be a member of the Development ~~Sub~~-Committee, ~~which shall be known as the "Development Committee."~~ The Development Committee, with the guidance and strategic direction provided by the Development Management Committee, shall be responsible for supporting the Foundation's overall efforts to secure private philanthropic financial support and for promoting the University's mission.

(b) Athletics Sub-Committee. The Athletics Sub-Committee shall be a subcommittee of the Development Management Committee. The Athletics Sub-Committee shall, be responsible for supporting the Foundation's overall efforts for fundraising for FIU Athletics, and, on behalf of the Foundation, provide support for engaging fans, alumni and loyal supporters of FIU Athletics in order to generate financial contributions for the purpose of enriching the overall educational and athletic experience for all FIU student-athletes.

(iii) Finance Committee. The Finance Committee shall be responsible for the oversight of the fiscal matters of the Foundation, including but not limited to the preparation of the Foundation's annual budget, which shall be prepared before the beginning of the University's fiscal year, approved by the Directors and recommended by the University President to the Board of Trustees each year no later than sixty (60) days following the beginning of the Foundation's fiscal year. The Board of Trustees must approve the Foundation budget before it can be enacted. The Finance Committee shall approve or reject gifts or bequests which impose unusual conditions on the Foundation or the University, subject to review and approval by the Executive Committee or the Directors. It shall periodically review the Foundation's performance against budget and monitor and coordinate the work of the Foundation's Assistant Treasurer and the Investment Sub-Committee, Audit Sub-Committee, and Real Estate Sub-Committee. The Finance Committee shall ensure that consistent and reliable financial practices are followed and that the current financial status of the Foundation is reported to the Executive Committee and the Directors regularly.

(a) The Investment Sub-Committee. The Investment Sub-Committee, with the guidance and recommendations of the Finance Committee and the investment consultants hired by the Foundation, shall be responsible for formulation of the Foundation's investment objectives, and for assisting the Directors in its oversight of the Foundation's investment portfolio and investment managers. The Investment Sub-

Committee shall recommend to the Board investment policies, asset allocation policies and guidelines, and shall review and advise on any other investment-related matters as the Finance Committee may from time to time determine. The Investment Sub-Committee shall recommend engagement or termination of investment managers, consultants and custodians, evaluate the performance of investment managers, consultants and custodians and make periodic reports to the Finance Committee and the Board on investment performance and related matters. The Investment Sub-Committee shall meet at least quarterly to review the results of the investment portfolios and recommend appropriate adjustments, as necessary. All actions of the Investment Sub-Committee shall be reported to the Finance Committee.

(b) The Audit Sub-Committee. The Audit Sub-Committee shall be responsible for assisting the Directors in fulfilling its oversight responsibility with respect to the audit policies and system of internal controls of the Foundation. The Audit Sub-Committee shall cause an audit to be made by an independent certified public accountant of the books of the Foundation as soon as possible after the close of the fiscal year of the Foundation, and to have the results reported to the CEO of the Foundation immediately, and to the full Board at their next meeting thereafter. The annual audit report shall be submitted by the University President to the Board of Trustees for review no later than the end of the fourth month following the close of the organization's fiscal year. The annual audit report shall also be submitted to the Auditor General and to the Board of Governors no later than nine (9) months after the close of the Foundation's fiscal year. The audit shall be conducted in accordance with rules promulgated by the Board of Trustees and with the policies adopted by the Auditor General. The Audit ~~Sub-Committee~~Sub-Committee shall recommend the engagement or termination of the external auditors and shall review their performance. The Audit Sub-Committee shall ensure the financial records of the Foundation are maintained in accordance with generally accepted accounting principles and shall monitor compliance with internal controls and all requirements set forth in the Audit Charter, as may be amended from time to time by the Audit Sub-Committee.

(iv) Foundation Enterprise Growth Committee. The Foundation Enterprise Growth Committee shall be responsible for identifying and analyzing potential alternative revenue streams for the Foundation, that are aligned with the University's values and goals, that may result in potential incremental funding opportunities (i.e., by leveraging newly acquired or existing Foundation tangible or intangible assets) that would in turn allow the Foundation to achieve improved organizational self-sufficiency. All actions of the Foundation Enterprise Growth Committee shall be reported and approved to the Finance Committee.

(~~ea~~) Real Estate Sub-Committee. The Real Estate ~~Sub-Committee~~ shall be a subcommittee of the Foundation Enterprise Growth Committee. It shall be responsible for developing and coordinating the Foundation's overall real estate strategy

and objectives, and for reviewing and recommending to the Foundation Enterprise Growth Finance-Committee and the Directors general real estate policies, guidelines, and best practices for achieving the Foundation's goals. The Real Estate Sub-Committee shall review potential real estate acquisitions and provide recommendations to the Finance Committee with regard to the potential use or disposition of real property.

(bii) FIU Ventures Sub-Committee. The FIU Ventures Sub-Committee shall be a subcommittee of the Foundation Enterprise Growth Committee. The FIU Ventures Sub-Committee shall be responsible for the organization and management of a Foundation investment fund that will seek to raise capital from accredited investors with the goal of making equity investments in early-stage, high growth companies. All actions of the FIU Ventures Sub-Committee shall be reported to and approved by the Foundation Enterprise Growth Committee.

(iv) Membership & Board ManagementGovernance Committee. The Membership & Board ManagementGovernance Committee shall receive recommendations for nominees to the Board and as Officers, evaluate such recommendations, and present nominations for open positions to the Board at least seven (7) days prior to the Annual Meeting, or any meeting where new Directors will be chosen. The Membership & Board ManagementGovernance Committee shall advise new Directors of the responsibilities of membership; nominate individuals for special recognition as members of the Foundation; and monitor the attendance, participation and activity of Foundation members and Directors.

Section 3. Special Committees. The Chairperson ~~of the Directors~~ may establish Special Committees from time to time to assist the Directors in carrying out the purposes of the Foundation. The Chairperson shall report the establishment of all Special Committees and the names of their chairpersons and members to the Executive Committee and the Directors at the next ensuing regular meetings of the Executive Committee and Directors.

ARTICLE 4. SPECIAL MEMBERS OF THE FOUNDATION.

Section 1. Purpose of Special Members. The Directors may from time to time, acting by majority vote, establish special categories of membership in the Foundation for the purpose of honoring persons for contributions, service or achievement. The qualifications for special membership for each category shall be determined by the Directors as they deem necessary for the benefit of the Foundation and the University. Candidates for special membership will be reviewed by the Chairperson of the Membership and Board Governance, subject to the confirmation by the Membership and Board Governance Committee. Special members shall have no vote in meetings of the Foundation's members or Directors except as specifically provided in these bylaws.

Section 2. Special Member Categories. ~~Based upon certain criteria and subject to certain duties, obligations and term requirements as established by the Board from time to time, the~~ Foundation shall have the following special member categories for honorary and recognition purposes:

(i) Chairperson Emeritus. This category honors ~~the Chief Executive Officers of the Foundation~~ past Chairpersons of the Board who have rendered extraordinary service to the Foundation. The Directors may elect a former Chairperson, after his/her term of office shall have expired, as Chairperson Emeritus of the Foundation. The Chairperson Emeritus shall be elected by a two-thirds vote of the Directors present.

(ii) Director Emeritus. The Directors may elect a former Director, after his/her term of office shall have expired, as a Director Emeritus to honor those who have given distinguished service as members of the Board. The Director Emeritus shall be elected by a two-thirds vote of the Directors present.

(iii) Foundation Fellows. The Directors may from time to time elect individual(s) who have demonstrated extraordinary merit and distinction to serve as Foundation Fellows, ~~based upon certain criteria and subject to certain duties, obligations and term requirements as established by the Board from time to time. Candidates will be reviewed by the Membership and Board Management Chair, subject to the confirmation by the Membership and Board Management Committee, and~~ The election of Foundation Fellows, if any, shall require election by a majority vote of the Directors present. The total number of Foundation Fellows in office at any given time shall not exceed ten (10).

ARTICLE 5. EXECUTIVE AND ADMINISTRATIVE SUPPORT

Section 1. Chief Executive Officer. There shall be a CEO of the Foundation. The University President ~~of the University~~ shall approve and recommend to the Board a person to serve as CEO ~~of the Foundation~~. After duly considering the recommendation of the University President, the Board shall appoint, by majority vote, the CEO ~~of the Foundation~~, whose primary responsibilities are to manage the ~~corporate affairs~~ business of the Foundation on a day-to-day basis, in accordance with policies established by the Directors, and to carry out the functions and duties of the position as prescribed by the Directors in consultation with the University President. The CEO shall report to the Board and the University President.

Section 2. Assistant Secretary/ Assistant Treasurer. There may be an Assistant Secretary and an Assistant Treasurer to whom the Secretary or Treasurer may delegate part of their duties. The Assistant Secretary and Assistant Treasurer shall report to the Secretary and Treasurer, respectively. Neither the CEO of the Foundation, the Assistant

Secretary nor the Assistant Treasurer shall be considered members or officers of the Foundation nor shall they have voting rights.

ARTICLE 6. FUNDS.

Section 1. Fund Categories. The assets of the Foundation shall be held in various Funds as established in these Bylaws or as the Directors shall designate, with as many subfunds and accounts within these groupings as shall be necessary or desirable to achieve the purposes of the Foundation and to comply with the terms of gifts to the Foundation. The ~~Foundation's~~ Finance Committee shall review these fund categories at least annually and will recommend changes needed to the Executive Committee and the Directors. "Funds" include General Funds, Designated Funds (including Building Funds), Endowment Funds and other special fund categories.

Section 2. General Funds. General Funds are funds which may be used for the general purposes of the Foundation, including administration of the Foundation's affairs, or funds with restrictions which do not seriously inhibit their use for general Foundation purposes. All donations to the Foundation shall be credited to the General Funds when received, including all principal and income from properties donated to, disposed of, or held by the Foundation, unless the terms of the gift shall require the Foundation to credit such donations or the income of principal from such properties to a specific Designated Fund, as described in the Bylaws, or to a specific use or purpose inconsistent with the general unrestricted use by the Foundation of such donation or the income therefrom.

Section 3. Designated Funds. Designated Funds of the Foundation will be established for each major academic and administrative unit of the University to receive donations to the Foundation which are designated for such purposes. Additional Designated Funds for other specific purposes may be established by the Executive Committee or Directors. The principal of all designated Donations shall be credited to such Designated Fund. Interest income from designated funds shall be credited to the Foundation's General Funds to offset additional university fundraising and support activities unless the terms of the gift specify otherwise.

Section 4. Building Funds. The Board may, from time to time, establish Building Funds for specifically designated capital projects. They shall be administered as Designated Funds.

Section 5. Endowment Funds. Endowment Funds, or Permanently Restricted net assets, are contributions including state matching that must be held and invested in perpetuity as stipulated by the Donor. Only the earnings generated by these investments may be expended and only in accordance with the donor's intent and the gift agreement. All endowment funds are pooled and invested as directed by the Board. Investment earnings/losses are distributed to each endowment on a yearly basis based on its pro-

rated share of earnings/losses generated by the permanently restricted net assets. Unless stipulated by the donor, earnings shall not be permanently restricted. The Board will determine the percentage of yearly earnings to be distributed for spending and the percentage to be held in reserve as added principal. The added principal is available for future spending and although it is temporarily restricted, it may be used to calculate the endowment's average balance from which future distributions are based. Losses attributable to permanently restricted net assets must first reduce any added principal held in reserve prior to reducing the corpus of the endowment. Any permanently restricted net asset which has been reduced by losses must be reinstated to its original corpus before any future investment earnings are distributed for spending. No corpus including state matching may be reduced for spending. An administration fee, as approved by the Board, may be charged to endowments. This fee will be covered by the endowment's investment earnings, but may not reduce an endowment's corpus.

Section 6. Ownership and Use of Funds.

(i) All Funds described herein shall be the property of the Foundation and shall be owned by the Foundation as defined in and limited by its Articles of Incorporation, Bylaws, and applicable Florida and Federal law and regulations. In such capacity, the Foundation shall have the ultimate authority and control over all property in the Funds, and the income derived there from, for the general purposes of the Foundation.

(ii) The assets and income of any Fund may be commingled with those of other unrestricted funds of the Foundation, or may be invested in units of a common investment fund which may be established or utilized by the Foundation, unless otherwise restricted by the terms of gift. The Foundation shall not have an obligation to commingle the assets for investment purposes and may, in its discretion, retain any assets received or hold the assets of a Fund as a separate unit for investment purposes. Any investment or reinvestment of assets shall be made only in such investments as are appropriate for a prudent fiduciary.

(iii) Specific expenses necessary or desirable for the proper administration of each Fund and subfund shall be charged to that Fund or subfund. General operational and administrative expenses shall be charged to each Fund or subfund in accordance with a formula approved by the Directors unless inconsistent with the terms of the gift or otherwise legally improper. Such charges shall be paid into the General Funds where they may be disbursed to pay such expenses. In the event such charges are inconsistent with the terms of the gift or otherwise legally improper, the Directors shall determine which Funds may be used to pay for such expenses.

(iv) These provisions shall not limit in any way the power and ability of the Directors to accept special gifts from donors which may be used for purposes specified

by the donors, if such purposes fall within the Foundation's broad general purposes, and which may be subject to such ownership, income and distribution characteristics and restrictions as the Directors of the Foundation and the donors of such gifts may agree, but no characteristic or restriction shall jeopardize the Foundation's tax exempt status or its corporate charter. The Directors intend that all donations will be administratively grouped as a part of one or more of the Funds specified above or as may be established.

(v) Upon the voluntary or involuntary dissolution of the Foundation, or decertification of the Foundation by the Board of Trustees, the Directors shall, after paying or providing for all debts and obligations of the Foundation, transfer the assets of the Foundation to the University, subject to the conditions, restrictions and limitations to which the assets were subject when they were assets of the Foundation.

Section 7. Checks and Depositories. Except as may otherwise be specified in these Bylaws, the Directors shall provide by Resolution which Officers, Directors, or their designees are authorized to draw checks on the Funds of the Foundation and may impose any reasonable terms, conditions or limitation on such authority. Checks or drafts on the Funds of the Foundation shall be signed by any two of the Officers, Directors, or their designees authorized to do so by the Directors or by these Bylaws. Funds of the Foundation shall be deposited to the credit of the Foundation only in institutions approved by the Directors by resolution and only in financial institutions insured by the Federal Deposit Insurance Corporation or the Federal Savings and Loan Insurance Corporation.

Section 8. Fiscal Year. The fiscal year of the Foundation shall be consistent with the fiscal year of the University.

ARTICLE 7. APPEARANCES BEFORE THE BOARD.

Section 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 Foundation's Board Relations office, and must be submitted no later than 11:00 a.m. on the business day preceding the Board meeting. The Assistant Secretary, in consultation with University counsel, shall determine whether the speaker is entitled to be heard in accordance with applicable law. 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 Chairperson.

Section 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 Chairperson, 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 (1) 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 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.(i) Persons scheduled to speak shall be called by the Chairperson at the appropriate time during the meeting. Any person not immediately appearing at the podium when called upon by the Chairperson 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 Chairperson.

2.(ii) –Each speaker’s remarks must be directed to the Chairperson or the Board as a whole and not to individual board members.

3.(iii) –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 Chairperson may notify and warn speakers that their comments have gone beyond the subject matter for which they had signed up to address. The Chairperson may turn off the microphone or recess the meeting if a speaker persists in addressing irrelevant topics or engaging in inappropriate comments. The Chairperson has the authority after one warning to order the removal of the speaker from the meetings.

4.(iv) –Speakers may not refuse to yield the podium when the Chairperson has advised that their time is up.

5.(v) –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.(vi)~~ Personal cellular telephone conversations shall be prohibited during Board meetings. Ringers must be set to silent mode to avoid disruption of proceedings.

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

ARTICLE 8. CODE OF ETHICS.

~~Code of Ethics — Conflict of Interest~~ Directors stand in a fiduciary relationship to the University and the Foundation. Therefore, Directors shall act in good faith, with due regard to the interests of the University and the Foundation, 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. Directors shall comport themselves in accord with the statutory Code of Ethics and the Conflict of Interest Policy attached to these Bylaws as Appendix "B". Each Director shall ~~annually~~ complete and sign a disclosure form as required by said policy. The Foundation shall maintain the highest ethical standards in all of its operations in order to protect and preserve the Foundation's good name, business interests, and relationships with donors, beneficiaries, and the community at large, and shall adhere to the requirements of the Florida Whistle-blower's Act, Sections 112.3187 – 112.31895, Florida Statutes.

ARTICLE 9. MISCELLANEOUS PROVISIONS

Section 1. Indemnification. The Board shall, to the extent legally permissible, indemnify and defend each of its Directors, officers, employees, volunteers and other agents 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 Foundation 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 2. Service of Process. Service of process may be made on the Office of the University's General Counsel.

Section 3. Fiscal Year. The fiscal year of the Foundation shall commence on July 1 of each year and end on June 30 (a "Fiscal Year").

Section 4. Foundation Records and Sunshine Laws; Compliance with Applicable Law. Public access to Board records will be governed by the provisions of Chapter 1004.28(5), Florida Statutes. Board meetings shall be governed by the provisions of the Open Meetings Law, Chapter 286, Florida Statutes. The Foundation shall maintain and/or dispose of all records made or received in connection with Foundation business in accordance with a document retention schedule as the Board may adopt from time to

time. Notwithstanding anything contained herein to the contrary, the University shall have the right to audit the books, records and operations of the Foundation, as the University determines appropriate in the exercise of its oversight over the Foundation.

ARTICLE 10. AMENDMENTS.

Section 1. Amendments to Bylaws. These Bylaws may be altered, amended, rescinded, or repealed at any regular or special meeting of the voting Directors by the affirmative vote of two-thirds of the voting Directors present. Any amendment to the Bylaws, approved by the Board, shall be submitted by the University President to the Board of Trustees for approval prior to its effective date.

Section 2. Amendments to Articles of Incorporation. Articles of Incorporation of the Foundation may be altered or amended at any regular or special meeting of the Board by resolution approved by the affirmative vote of two-thirds of the voting Directors present, subject to approval by the Secretary of State of Florida as required by law and subject to any approval which may be required by the Board of Trustees. Written notice of any proposed amendment of the Articles of Incorporation shall be mailed to each Director not less than fifteen (15) days prior to any meeting at which such proposed amendment is to be considered.

Section 3. Requirements of Florida Law. ~~The Articles of Incorporation and Bylaws of the Foundation, and any All-amendments thereto, to the Bylaws and Articles of Incorporation of the Foundation~~ shall comply with and be subject to Florida law and appropriate state and University rules, regulations and policies, including, without limitation, any University regulations relating to DSOs.

ARTICLE 11. OFFICE. The office of the Foundation shall be located at the University.

ARTICLE 12. EMPLOYEES OF THE FOUNDATION. Any person employed by the Foundation shall not be considered to be an employee of the State of Florida by virtue of such employment. Any employee of the State of Florida who is assigned to work on Foundation matters shall not be considered an employee of the Foundation.

ARTICLE 13. SEAL. The corporate seal of the Foundation shall bear the words "FLORIDA INTERNATIONAL UNIVERSITY FOUNDATION, INC." and "MIAMI, FLORIDA" and the date "1969". The corporate seal shall be used only in connection with the transaction of business of the Board and of the University. The Secretary may affix the seal on any document signed on behalf of the corporation. Permission may be granted by the Secretary for use of the seal in the decoration of any University building or in other special circumstances. The seal of the Board shall be consistent with the following form and design:

| ARTICLE 14. PARLIAMENTARY PROCEDURE. Where not addressed by these Bylaws, the Articles of Incorporation, or Florida law, all matters of procedure shall be governed by Roberts Rules of Order (latest edition).

This page intentionally left blank.



December 7, 2023

Subject: Board Appointments, Florida International University Foundation, Inc.

Proposed Action:

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

Background Information:

The Board of Directors of the Florida International University Foundation, Inc., a direct support organization (“DSO”) of Florida International University (the “FIU Foundation”), appointed one (1) new director on June 10, 2023 and two (2) new directors on October 21, 2023, 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:

New Director Appointments for initial one-year term (*FY 2023-2024*)

- Robert “Bob” A. Baer, Sr. ’89
- Malcom “Buster” William Brown ’88
- Albert “Al” Lorenzo ’74

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

Facilitator/Presenter: Kenneth C. Hall

Robert A. Baer, Sr. '89



Central Civil Construction President, Management & Development

Bob Baer has more than 34 years of construction and management experience. He received his bachelor's degree in construction management from Florida International University in 1989. While getting his degree, he joined the family construction business, Central Civil Construction (formerly known as Central Florida Equipment), that was founded by his father, James, in 1977. Central Civil Construction specializes in complex construction projects including deep excavations, underground utility work, heavy highway construction, earthwork, land development, and infrastructure civil engineering. For more than 40 years it has been developing and expanding South Florida's landscape. Today, with more than 150 employees and a management team with more than 300 years of combined hands-on experience, it is involved with some of the most technically challenging civil site projects in the area: from airports and seaports, to arenas, commercial, government and roadway projects.

Baer serves as President, Management & Development and has been the visionary behind the company's evolution. He has gone on to forge valuable partnerships with industry leaders that has resulted in joint ventures such as one with global engineering/construction giant Odebrecht on the Fort Lauderdale-Hollywood International Airport expansion. He also leads Central Civil's business development and client relations efforts which have helped position it as one of the most experienced construction companies working on significant Downtown Miami projects. Under his direction, Central Civil has been involved with projects that now hold iconic status in Miami such as the Adrienne Arsht Center for the Performing Arts, Marlins Park, and American Airlines Arena.

More recently the company has been involved with innovative projects such as site preparation for PortMiami's Royal Caribbean Terminal A and is the prime contractor for Miami International Airport's \$76 million Central Base Apron and Utilities Modification and Expansion project. Central Civil is also leading the horizontal construction work for Norwegian Cruise Line's new terminal at PortMiami and is managing partner for the first phase of The Underline, a plan to transform the land below Miami's Metrorail into a 10-mile linear park.

To date Baer has overseen more than \$1 billion in construction including more than \$350 million of airport work, busway phases 1 & 2, Everglades and South Florida Water Management District project and others. He has earned several Florida licenses including Underground Utility & Excavation Contractor, General Contractor, Fire Main Contractors, and Marine Specialty. In addition, he earned General Building and General Engineering for Dade County, Paving Commercial for Palm Beach County, and Major Roads for Broward County.

Baer is a member of the Associated General Contractors, the Associated Builders and Contractors, the Community Small Business Enterprise Advisory Board, and the Dade County licensing board. He is also a past board member of the Construction Association of South Florida and a past president and board member of the Engineering Contractors of South Florida.

Malcolm “Buster” William Brown ‘88



SeacoastBank
Wealth Advisor, Market Leader
Senior Vice President

Malcolm has specialized in serving the unique financial needs of high net worth and ultrahigh-net-worth individuals and families for over 25 years. He provides leadership to our highly credentialed and experienced team of specialists in portfolio management, financial planning, trust and estate planning, business sale and transition planning, and family office services. Malcolm holds himself and his team accountable to gain a deeper understanding of his client's specific goals, aspirations and concerns, and to recommend and continually monitor customized strategies designed with these goals, aspirations and concerns in mind. This process is not only supported by his team's deep expertise, but also the highly attentive service and coordination of a full range of technical resources and capabilities to ensure the appropriate plan is implemented for each family.

Malcolm obtained his Bachelor's Degree in Finance and International Business from Florida International University. He has been married to his wife Cristina Pardo Brown for over 30 years and they have three children. Malcolm and his family are involved in various local charities throughout South Florida. Malcolm and Cristina created Happy Spaces, a charitable organization which aims to design dream bedrooms for kids facing chronic or life-threatening illnesses where they can rest, relax, recover, and enjoy. He is also an avid golfer and Miami sports fan.

Albert “Al” Lorenzo ’74



Quantum Results, Inc. President & Owner

Albert is the founder and owner of Quantum Results, Inc., a public relations, governmental and consulting firm. Mr. Lorenzo has served on the Athletics Golden Panther Advisory Board and is a recipient of the 2013 Distinguished Alumni Torch Award and a member of FIU's inaugural baseball team.

A member of FIU's inaugural baseball team and a heavy hitter in the South Florida community, Al Lorenzo has excelled in baseball, politics, and championing FIU. Born in Havana, Lorenzo came to the United States when he was 10 years old. He played on the Hialeah High state championship baseball team and then walked on to FIU's Panthers team.

A first-generation college graduate, Lorenzo received his degree in business administration from FIU in 1974. He had a successful career in banking before transitioning to politics where he has advised government leaders at all levels. Lorenzo is a staunch supporter of his alma mater and FIU Athletics. Al also currently serves on the FIU Athletics Stadium Finance Committee, and previously served on the Foundation Board of Directors a full nine-year term.



December 7, 2023

Subject: Board Appointments, Florida International University Health Care Network, Inc.

Proposed Action:

Florida International University Board of Trustees approval of the appointments of the individuals listed below and in the board materials, to the Florida International University Health Care Network, Inc. Board of Directors.

Background Information:

The Florida International University Health Care Network, Inc. (FIU HCN) is organized: (i) as a not-for-profit corporation pursuant to Chapter 617, Florida Statutes; (ii) as a university health services support organization pursuant to Sections 1004.29 and 1004.30, Florida Statutes and Florida Board of Governors Regulation 9.011; and (iii) as a Faculty Practice Plan pursuant to Florida Board of Governors Regulation 9.017.

Florida Board of Governors Regulation 9.017(1) provides in part, “The Faculty Practice Plan...and subsequent changes therein, must be approved by the dean of the college, the vice president of the health center, as applicable, the president of the university, and the university board of trustees prior to filing for approval of the Board of Governors.”

Florida Board of Governors Regulation 9.017(2) states that a Faculty Practice Plan shall include and/or provide for:

...

(b) Articles of Incorporation and Bylaws.

...

Accordingly, and pursuant to Florida Board of Governors Regulation 9.017, the FIU HCN’s Fifth Amended and Restated Bylaws and Fourth Amended and Restated Articles of Incorporation were approved by the FIU HCN Board of Directors on April 13, 2023; by the FIU Board of Trustees on April 27, 2023; and by the Florida Board of Governors on June 22, 2023.

Article IV, Section 2 (g) of the Fifth Amended and Restated FIU HCN Bylaws provides for the appointment of “five (5) Directors who are selected and recommended by the FIU-HCN President and appointed by the University President.”

Notwithstanding the foregoing, Article IV, Section 2 requires the FIU Board of Trustees to approve all appointments to the HCN Board, other than the Chair of the Board of Trustees’ representatives or the University President or University President’s designee.

Accordingly, and as required by the FIU HCN Bylaws, the FIU HCN is requesting that the FIU Board of Trustees approve the appointment of such individuals to the FIU HCN Board of Directors, as follows:

New Director appointment for initial two-year term (*FY 2023-2025*)

- Jose J. Armas, MD
- Sonia O. Benitez
- Ana Lopez-Blazquez
- Jack A. Ziffer, PhD, MD, MSCCT, FACC, FAHA, FASNC, FACR

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

Facilitator/Presenter: Juan C. Cendan, M.D.

Jose J. Armas “Pepe”, MD



Dr. Armas has a long and distinguished record of accomplishments in the health care field. In April 1998, he founded MCCI Group (MCCI) which has grown to be a leading physician healthcare group in the Southeastern United States. His executive management experience includes responsibility for financial and operational performance, all aspects of health care delivery systems, network development and contracting. Dr. Armas is also responsible for managing resources and maintaining a high level in the quality of care and service within the organization.

Dr. Armas currently serves as **Chairman of MCCI** and is the owner of several health care related enterprises. Dr. Armas was previously an Associate Medical Director of Humana Health Plan, Inc.

He formerly served as Senior Vice President of Coastal Physician Group, where he was responsible for all aspects of health care delivery systems, integration, and contracting. He also served on the FIU, Board of Trustees from March 2011- September 2023. Dr. Armas is a member of the National Advisory Board of Health Research Resources, Inc. of Baltimore, Maryland. He was also Chairman of Quality Management for Gold Star Medical Management. He is a member of the Humana Utilization Committee, the Board of Statewide Florida Independent Physicians Association, the American Medical Association, Southern Medical Association, and the American College of Physician Executives. He also serves on the Dean’s Advisory Board and is a member of the Interview Committee of Florida International University Herbert Wertheim College of Medicine and on the Advisory Board for the School of Nursing and Healthcare of Georgetown University.

Dr. Armas graduated with Honors from Universidad Catolica, Madre Maestra, Medical Doctorate. He also completed post- graduate training at Mt. Sinai Medical Center in Miami Beach and St. Barnabas Hospital in New York.

Sonia O. Benitez, CPA



Sonia O. Benitez is the Senior Associate Dean for Finance and Administration at the FIU Herbert Wertheim College of Medicine and serves as the Principal Business Officer for the American Association of Medical Colleges. Benitez has over 25 years of experience in the financial world, building, and leading organizational growth.

At the College of Medicine, she leads key strategic initiatives and oversees critical aspects of the medical school operations--she manages the budget process, financial planning, human resources, facilities planning, and information technology---with a passion for the broader institutional mission.

Benitez joined FIU in 2012 as Chief Operating Officer for the Department of Health, Humanities, and Society, which included the college's signature Green Family Foundation NeighborhoodHELP program. Before joining FIU, she enjoyed a successful career in the private sector that began at Price Waterhouse, followed by roles as Vice President of Finance for Visa International for Latin America and the Caribbean and Chief Financial Officer and Vice President of Our Kids of Miami-Dade/Monroe.

A certified public accountant and a proud two-time Panther, Benitez earned her Bachelor of Accounting and Master of Science in Taxation degrees from FIU. Benitez is a certified public accountant and two-time Panther--she received both her Bachelor of Accounting and a Master of Science in Taxation from FIU.

Ana Lopez-Blazquez



Ana Lopez-Blazquez is Executive Vice President, Chief Strategy Officer for Baptist Health South Florida, the largest not-for-profit multi-hospital healthcare system in the region, headquartered in Coral Gables, Florida, and Chief Executive Officer of Baptist Health Enterprises the for-profit subsidiary for Baptist Health. Baptist Health South Florida includes Baptist Hospital of Miami, Baptist Children's Hospital, Bethesda Hospital East, Bethesda Hospital West, Boca Raton Regional Hospital, Doctors Hospital, Fishermen's Community Hospital, Homestead Hospital, Mariners Hospital, South Miami Hospital, West Kendall Baptist Hospital, Baptist Outpatient Services, Miami Cancer Institute, Baptist Health Medical Group and Baptist Health Enterprises.

In her role as Chief Strategy Officer for Baptist Health South Florida, Ms. Lopez-Blazquez is responsible for strategy development and strategy execution with particular emphasis on driving the growth agenda and brand management of Baptist Health across South Florida. This includes responsibility for overall strategic direction, business and master facility planning; market development; marketing and communications; consumer access & patient experience; property acquisitions and land development projects. As Chief Strategy Officer, Ms. Lopez-Blazquez serves as the chief strategic advisor to the President/CEO of Baptist Health, other Baptist Health executives and Boards on issues of long-term impact to Baptist Health South Florida.

As Chief Executive Officer of Baptist Health Enterprises (BHE), she leads that for-profit subsidiary which includes all Baptist Health's real estate holdings. BHE, currently owns and/or manages a diverse portfolio of about 2.7 million square feet of space, across 4

counties, including a variety of clinical, physician and office tenants. BHE Real Estate and Development Corp. provides full-service property management, leasing, leasing administration/accounting, tenant relations, building engineering, construction oversight and security and centralized surveillance services. As part of the Baptist Health diversification strategy, BHE owns and operates the Hilton Miami/Dadeland a full-service hotel and conference center and owns and operates, in partnership with Belmont Village, senior housing projects.

Ms. Lopez-Blazquez joined Baptist Hospital of Miami in 1987 as Director of Planning and has led the strategic planning and business/market development functions for Baptist since that time. Prior to joining Baptist Hospital of Miami in 1987, Ms. Lopez-Blazquez worked (1986-1987) at Orlando Health, a multi-hospital health care system in central Florida in various planning and program development positions, where she also completed her administrative residency as part of her graduate studies. Ms. Lopez-Blazquez also worked at Blue Cross Blue Shield of Florida / Provider Audit & Reimbursement Department as a Medicare compliance auditor and audit supervisor for five years.

Ms. Lopez-Blazquez received her Master of Business Administration and Master of Health Science from the University of Florida in 1987, and her Bachelor of Business Administration - Accounting from Florida International University in 1979. She is currently a board member of University of St. Augustine for Health Sciences and Watsco, Inc.

Jack A. Ziffer, PhD, MD, MSCCT, FACC, FAHA, FASNC, FACR



Executive Vice President and Chief Clinical Officer, Chief Physician Executive

Jack A. Ziffer, Ph.D., M.D., FACC, FAHA, FASNC, MSCCT, FACR, is executive vice president, chief clinical officer and chief physician executive for Baptist Health South Florida, with responsibility for all strategic, operational and policy matters for Baptist Health's physician initiatives and enterprises. His focus is coordinating vision, strategy and operations among the physician leadership for the system, concentrating on its clinical centers of excellence and primary care and pursuing the highest quality, destination healthcare for all its patients. He and his team aspire to deliver the highest levels of evidence-based and reliable care, outcomes, and value with exceptional patient experience. In addition to Baptist Health Medical Group and Baptist Health Quality Network, selected areas of oversight include population health, medical informatics and advanced analytics, the system's pharmacy program, home health, as well as the Center for Research and Grants.

A luminary physician leader, he was the founding leader of Baptist Health Medical Group (BHMG) as its first chief executive officer. He then became the health system's first physician executive vice president, with continuing oversight of BHMG and Baptist Health Quality Network (BHQN). Working with his fellow executive vice presidents in operations (COO), finance (CFO), strategy (CSO) and administration (CAO), under the Baptist Health chief executive officer and president, the team pursues delivering the health system's mission and vision.

Prior to becoming a physician-executive at Baptist Health, Dr. Ziffer served as president and CEO of RASF, a multispecialty group and then one of the largest in South Florida and among the largest in the nation for radiology. Prior to that, he was director of cardiovascular nuclear medicine at Emory University, where he first completed his residency in diagnostic radiology and then a combined fellowship in nuclear medicine and cardiovascular MRI. He received his medical degree from the University of Miami in its two-year accelerated PhD-MD program, and a doctorate in molecular biology from the Rockefeller University in the laboratory of Nobel laureate Gerald Edelman, M.D., Ph.D., and Bruce Cunningham, Ph.D. He was in the first group (of two students) to receive simultaneously a bachelor's and master's degree in four years from Emory University, where he was also a John Gordon Stipe Scholar, graduating summa cum laude in Chemistry.

Dr. Ziffer was a founding member of the Society of Cardiovascular Computed Tomography and served as one of the original presidents in 2009. He was also a founding member and vice president of the American Society of Nuclear Cardiology and is a past president of the Cardiovascular Council of the Society of Nuclear Medicine. He has played leadership roles in defining quality, training, and education in his field, as a founding board member of both the Certification Board of Cardiovascular Computed Tomography and the Certification Board of Nuclear Cardiology. He has served on the board of directors of the American Board of Nuclear Medicine, the Joint Committee on Educational Programs in Nuclear Medicine Technology, the Inter-Societal Commission for the Accreditation of Nuclear Laboratories, and the Board of Governors of the Society of Nuclear Medicine.

Dr. Ziffer is a Fellow of the American College of Cardiology, the American Heart Association, the American Society of Nuclear Cardiology, and a master of Society of Cardiovascular Computed Tomography. He is a Diplomate of the American Board of Radiology, including special competence in nuclear radiology, and the American Board of Nuclear Medicine. He has authored more than 100 articles, chapters and abstracts and given hundreds of lectures in the U.S. and abroad. He has served as a reviewer of numerous journals and on the editorial board of the Journal of Nuclear Cardiology. He is a clinical professor of radiology at Florida International University's Herbert Wertheim College of Medicine.

This page intentionally left blank.

FIU Board of Trustees Self-Evaluation Highlights

2023 Self-Evaluation

Required by SACSCOC 2018 Principles of Accreditation



Delivered electronically to Board members



For 19 of the total 22 questions, Board members were asked if they strongly agreed, agreed, disagreed, strongly disagreed, or were neutral to a series of statements. For questions 20-22, Board members were asked to answer open-ended questions.



100% response rate achieved

Strengths



All or nearly all respondents agreed or strongly agreed with the following statements

Board member responsibilities are clear.

The Board's Bylaws make clear the role of the Board and its Committees.

The Board is knowledgeable about the University's mission and vision.

The Board can articulate how the University's mission and strategic plan align with the overall System strategic plan.

The Board is knowledgeable about the protocols for responding to citizens and the media.

The Board's work has a real and positive impact on the institution.

New members receive an orientation to the Board and the institution.

Board members avoid conflicts of interest and the perception of conflicts of interest.

The Board adheres to a code of ethics.

Strengths Continued



All or nearly all respondents agreed or strongly agreed with the following statements

The Board promotes an environment where Board members feel engaged, respected, and empowered to raise issues for discussion.

The Board is clear about its priorities and goals for the upcoming year.

The Board operates transparently in the public interest.

The Board is fully engaged in assessing risk for the institution.

The Board's structure allows the Board to fulfill its duties and responsibilities effectively and efficiently.

The Board ensures fiscal integrity and sound financial practices.

The Board and President work well together.

Board members are engaged with the institution.

The Board protects the University from undue influence by external persons or bodies.

Area for Improvement

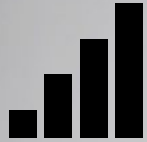
Most respondents strongly agreed or agreed with the following statement



As a Board, we ask the hard and important questions necessary to fulfill our fiduciary responsibilities.

**One (1) respondent strongly disagreed*

What two specific strengths does the Board have? *(open-ended question)*



A very engaged and strong Chair and Vice Chair

Fiduciary oversight of University spending plans

Clear vision what the Board wants for FIU

Clear visions as to who we serve

Ethical

Knowledgeable

Made up of community members with diverse points of view

Meets regularly and is informed ahead of meetings

Love of FIU

Determined to improve FIU

Chair and Vice Chair are great leaders that have rallied the University towards a great vision for the University

Common sense and vision

Recommendations



Board members provided the following recommendations

Engagement with the legislative branch

Continue and drive the Vision of the University to dream big and execute on that Vision

Get more involved in giving

More involvement/support at sporting events

Making faculty more inclusive

Greater engagement outside board meetings

Assistance with fundraising

More focus on our future and less time spent on compliance issues. Too much compliance issues takes away time to focus on our future

What other comments do you have about Board effectiveness? *(open-ended question)*



I can always be more engaged

This is one of the most effective and engaged Boards at FIU that I've participated on or witnessed. In particular, the chair and vice-chair do exceptional jobs in leading the board and executing their duties. The relationship now between the President and the Board is also very strong making us a very effective team with University administration

We have a great and balanced board

Honored to serve

I think the Board is effective. It respects the role of the President and Administration while carrying out its fiduciary responsibility