



**FLORIDA INTERNATIONAL UNIVERSITY
BOARD OF TRUSTEES
FULL BOARD MEETING
DECEMBER 1, 2016
MINUTES**

1. Call to Order and Chair's Remarks

Board Chair Claudia Puig convened the meeting of the Florida International University Board of Trustees at 2:10 p.m., on Thursday, December 1, 2016, at the Modesto A. Maidique Campus, Graham Center Ballrooms.

The following attendance was recorded:

Present:

Claudia Puig, *Chair*
Jorge L. Arrizurieta, *Vice Chair*
Jose J. Armas
Leonard Boord
Alian Collazo
Gerald C. Grant, Jr.
Michael G. Joseph
Natasha Lowell
Justo L. Pozo
Marc D. Sarnoff
Kathleen L. Wilson

Excused:

Cesar L. Alvarez
Albert Maury

Chair Puig welcomed all Trustees, University faculty, and staff. She noted that last month she joined State University System board of trustees Chairs for a meeting with Governor Rick Scott. She explained that the board Chairs discussed their respective university's progress on initiatives since the Degrees to Jobs Summit. She urged Trustees to participate in FIU Day on March 21, 2017 and reminded Trustees to confirm the 2017 FIU Board of Trustees meeting dates for regular Board and Committee Meetings on their respective calendars.

2. Foundation Report

Sr. Vice President for University Advancement Howard R. Lipman provided the Foundation Report. He presented a campaign and fundraising update. He stated that for the calendar year through November 25, 2016, the portfolio has returned approximately +5.4%, which he added is 50 basis points ahead of the Diversified Policy Benchmark return. He reported that \$7.9 million has

been raised towards the \$50 million annual fundraising goal, indicating that to date the fundraising total is \$343.7 million.

3. Public Appearances

There were no public appearances.

4. President's Report

University President Mark B. Rosenberg introduced FIU senior and Truman Scholarship winner Wendy Ruiz and welcomed Assistant Professor of Higher Education and Director of Scholar Development Rebekah Schulze, who nominated Wendy for the Truman Scholarship. Ms. Ruiz discussed her work with non-profit organization, WeCount, to teach Spanish and English for speakers of other languages to farmworkers, her advocacy efforts for higher salaries among farmworkers as well as better working conditions, and her future ambitions to pursue a career in public service.

President Rosenberg reported that FIU College of Law graduates, for the third time in a row, have earned the top bar passage rate in Florida and that FIU's College of Business has been ranked fifth among the best undergraduate international programs in *U.S. News & World Report's* 2017 edition of Best Colleges. He mentioned that FIU's Model United Nations Team won its fourth consecutive award for the Fall Semester. He added that FIU was honored as a change agent and leader in hurricane preparedness, adding that IMAX chose to film at FIU's Wall of Wind scaled down model home for an upcoming movie on hurricanes.

President Rosenberg reported that, as part of a grant from the National Science Foundation (NSF), FIU and two other Florida universities will receive \$1 million each in student scholarships to remove financial barriers to student success and increase the number of graduates in computer and information technology. He added that FIU will establish the Center for Aquatic Chemistry and the Environment, CACE, with a \$5M grant from the NSF. He stated that FIU biology professor Phillip K. Stoddard was recognized by *Politico Magazine's* Politico 50 list for his commitment to educating the public on sea level rise. He mentioned that FIU senior majoring in biology, Brian Ho, was chosen as one of 16 undergraduates across the nation to receive a scholarship from the National Institutes of Health, which he indicated includes a one-year, paid research position at its lab in Bethesda after graduation.

President Rosenberg reported that Citi Salutes, Citigroup's firm-wide initiative to support the veterans' community, joined FIU for a University-based career and talent development program that will provide the University's student veterans with the necessary tools to successfully transition into civilian careers. He added that FIU Embrace, in partnership with the Dan Marino Foundation, launched a post-secondary education program for young adults with autism and/or developmental disabilities. He stated that the SunTrust FIU Financial Wellness Clinic, a state-of-the-art bilingual financial literacy center, was created through a \$600,000 grant from the SunTrust Foundation to FIU's College of Business.

President Rosenberg reported that in celebration of its 70th anniversary, the University welcomed members of the J. William Fulbright Foreign Scholarship Board to FIU during International Education Week. He added that the Office of Student Access & Success hosted campus visits for 750 MDCPS high school students from the 5000 Role Models of Excellence Project throughout November. He stated that the Fostering Panther Pride program held its 3rd annual Thanksgiving luncheon in November for FIU's 146 homeless and former foster care students. He mentioned that former Miami and North Carolina head coach Butch Davis signed a five-year agreement to become the new head coach for FIU football starting next season.

President Rosenberg reported that nearly 5,000 students will receive their bachelor's, master's and doctoral degrees during four days of graduation ceremonies, December 11 through 14, 2016. He noted that Ms. Leticia Flores will be joining FIU in the Fall 2017 and commended her hard work and academic success which has allowed her to persevere over adversity.

5. Action Items – Consent Agenda

Chair Puig noted that the Finance and Audit Committee, Academic Policy and Student Affairs Committee, and Governance Committee each recommended approval by the Board of the respective action items contained in the Consent Agenda.

Chair Puig asked for comments on any of the items included in the Consent Agenda. Hearing none, a motion was made and passed to accept the Consent Agenda, and members of the Board concurred with the following actions:

- **BT1. Minutes, September 1, 2016** - Approval of Minutes of the Florida International University Board of Trustees Full Board meeting held on Thursday, September 1, 2016 at the Graham Center Ballrooms.
- **FA1. FIU Direct Support Organizations Financial Audits FY 2015-16**
 - A. **FIU Foundation, Inc.** - Accept the Florida International University Foundation, Inc. Financial Audit for the 2015-16 Fiscal Year and authorize the CEO of the Florida International University Foundation, Inc. to take all actions necessary pertaining to this Financial Audit, including filing the report with the Auditor General.
 - B. **FIU Research Foundation Inc.** - Accept the Florida International University Research Foundation, Inc. Financial Audit for the 2015-16 Fiscal Year and authorize the Executive Director of the Florida International University Research Foundation, Inc. to take all actions necessary pertaining to this Financial Audit, including filing the report with the Auditor General.
 - C. **FIU Athletics Finance Corporation** - Accept the Florida International University Athletics Finance Corporation Financial Audit for the 2015-16 Fiscal Year and authorize the Executive Director of the Florida International University Athletics Finance Corp. to take all actions necessary pertaining to this Financial Audit, including filing the report with the Auditor General.

D. FIU Academic Health Center Health Care Network Faculty Group Practice, Inc.

- Accept the Florida International University Academic Health Center Health Care Network Faculty Group Practice, Inc. Financial Audit for the 2015-16 Fiscal Year and authorize the Executive Director of the Florida International University Academic Health Center Health Care Network Faculty Group Practice, Inc. to take all actions necessary pertaining to this Financial Audit, including filing the report with the Auditor General.

- **FA2. Modification of the terms of the Miami-Dade Industrial Development Authority revenue bonds (FIU Football Stadium Project), Series 2009A; authorizing the redemption of the authority's revenue bonds (FIU Football Stadium Project), Series 2009B; delegation of signature authority to chairman of the corporation and/or the University Treasurer – Approve the proposed Resolution:**

WHEREAS, on December 16, 2009, the Miami-Dade Industrial Authority (the "Authority") issued its Revenue Bonds (FIU Football Stadium Project), Series 2009A, and Revenue Bonds (FIU Football Stadium Project), Series 2009B (collectively, the "Bonds"), pursuant to the terms of a Trust Indenture between the Authority and Regions Bank, as trustee (the "Indenture"), the proceeds of which were loaned to the FIU Athletics Finance Corporation (the "Corporation"), a direct-support organization of Florida International University (the "University"), pursuant to the terms of a Loan Agreement between the Authority and the Corporation for the purpose of refinancing the costs of certain capital improvements to the University football stadium;

WHEREAS, the Bonds were purchased by and are currently held by Regions Bank (the "Bank");

WHEREAS, the Bank has agreed to certain modifications of the terms of the Series 2009A Bonds, in accordance with the terms outlined in the Bank's Commitment Letters dated May 12 and November 21, 2016 and attached hereto as Exhibit A; and

WHEREAS, the Corporation has authorized and approved the Commitment Letters, and the consummation of the transactions contemplated therein.

THEREFORE, BE IT RESOLVED, that the University Board of Trustees (the "BOT") hereby determines that it is in the best interests of the Corporation to accept the Bank's indicative offer to modify the terms of the Series 2009A Bonds and, in conjunction therewith, cause the Series 2009B Bonds to be repaid in full in accordance with terms of the Term Sheet; and

BE IT FURTHER RESOLVED, that the BOT authorizes the redemption of the Series 2009B Bonds in full, subject to the modification of the terms of the Series 2009A Bonds as described in the Bank's Commitment Letters; and

BE IT FURTHER RESOLVED, that the BOT hereby delegates to the Chairman of the Corporation and/or the University Treasurer the authority to execute any documents and/or take any such actions as shall be necessary to complete the modification of the Series 2009A Bonds and the redemption of the Series 2009B Bonds on behalf of the Corporation, consistent with the terms of the Bank's Commitment Letters, including, but not limited to, execution of any amendment to the Loan Agreement, or acknowledgement of changes to the Trust Indenture, and any other agreements, certifications or other documents relating to the modification;

BE IT FURTHER RESOLVED, that the BOT hereby designates Jonathan Evans as the Assistant Secretary of the Corporation for the limited purpose of attesting to the signature of the University Treasurer or any of the foregoing documents; and

BE IT FURTHER RESOLVED, that the BOT directs the University Chief Financial Officer to report to the Finance and Audit Committee on the progress of the modification and redemption transactions at the Committee's next regularly scheduled meeting.

- **AP1. Tenure as a Condition of Employment Nominations** - Approve four (4) candidates for Tenure as a Condition of Employment.
- **AP2. New Program Proposal: Limited Access Bachelor of Science in Digital Communication and Media** - Approve the Limited Access Bachelor of Science in Digital Communication and Media (CIP 09.0702) new program proposal.
- **AP3. New Program Proposal: Limited Access Bachelor of Science Public Relations, Advertising and Applied Communication** - Approve the Limited Access Bachelor of Science Public Relations, Advertising, and Applied Communication (CIP 09.0900) new program proposal.
- **AP4. New Program Proposal: Master of Science in Data Science** - Approve the Master of Science in Data Science (CIP 11.9999) new program proposal.
- **AP5. New Program Proposal: Doctor of Philosophy in Applied Mathematical Sciences** - Approve the Doctor of Philosophy in Mathematical Sciences (CIP 27.0301) new program proposal.
- **G1. FIU Direct Support Organizations Bylaw Amendments**
 - A. **FIU Foundation, Inc.** - Approve amendments to the Florida International University Foundation Inc. Bylaws.
 - B. **FIU Research Foundation, Inc.** – Approve amendments to the Florida International University Research Foundation Inc. Bylaws.

- C. **FIU Athletics Finance Corporation** - Approve amendments to the Florida International University Athletics Finance Corporation Bylaws.

 - D. **FIU Academic Health Center Health Care Network Faculty Group Practice, Inc.**
- Approve the Florida International University Academic Health Center Health Care Network Faculty Group Practice, Inc. Bylaws, as amended and restated on May 16, 2016 and November 8, 2016, and the Articles of Incorporation, as amended and restated on November 8, 2016.
- **G3. Proposed Finance and Facilities Committee Charter** - Approve the proposed Finance and Facilities Committee Charter.

 - **G4. Proposed Audit and Compliance Committee Charter** - Approve the proposed Audit and Compliance Committee.

6. Action Item

G2. Proposed Amendments to the Bylaws of the Florida International University Board of Trustees

University General Counsel Carlos B. Castillo provided an overview of the proposed amendments to the Bylaws of the Florida International University Board of Trustees. He noted that the proposed amendments to the Board's Bylaws conform to changes to Board of Governors' regulations and reflect the creation of a separate Audit and Compliance Committee from the existing Finance and Audit Committee and the newly named Finance and Facilities Committee.

A motion was made and passed that the Florida International University Board of Trustees approve the amendments to the Bylaws of the Florida International University Board of Trustees.

7. Status Reports, Board Committees

External Relations Committee Report

Board Chair Puig presented highlights from the November 16, 2016 External Relations Committee Meeting. She reported that she discussed the University's expansion efforts and provided an overview of past actions and possible next steps. She noted that the University will continue to work collaboratively with Miami-Dade County Mayor Carlos A. Gimenez, adding that a future meeting will be scheduled. She added that President Rosenberg provided an overview of the various high profile events that have taken place in FIU in the last year and that Provost and Executive Vice President Kenneth G. Furton presented an overview of StartUP FIU. She mentioned that Vice President of Governmental Relations Michelle Palacio reported on the 2017 legislative priorities for the upcoming legislative session. Chair Puig further noted that Assistant Vice President Carlos Becerra provided an update on the FIU in DC initiative and that Senior Vice President Sandy Gonzalez-Levy spoke about TEDxFIU. Chair Puig indicated that Professor Eduardo Gamarra, Department of Politics and International Relations, reported on an innovative polling method that was used during the presidential campaign, where through the use of mobile devices his team was able to reach Hispanic and non-Hispanic voters and their results have been cited as being one of the most accurate in forecasting the election results.

Chair Puig noted that at the conclusion of the External Relations Committee Meeting, she recommended Board of Trustees workshops be held in order to undertake a comprehensive review and discuss the following topics: (1) University's expansion efforts; (2) Board of Governors (BOG) funding metrics; (3) top 2-4 priorities of the University; and (4) best practices, as recommended by the BOG, on Trustees' roles and responsibilities.

Finance and Audit Committee Report

Trustee Gerald C. Grant Jr., Chair of the Finance and Audit Committee, presented highlights from the Committee's meeting earlier in the day. He reported that Sr. VP and CFO Jessell provided an update on the Budget Variance for the first quarter of FY 2016-17, noting that operating revenues were above estimates by \$10M (or 3%) and that expenses were below estimates by \$12.8M (or 5%). He stated that as is stipulated in the Finance and Audit Committee Charter, the Committee met separately with the University Chief Audit Executive Allen Vann without the presence of senior management.

Academic Policy and Student Affairs Committee Report

Trustee Natasha Lowell, Vice Chair of the Academic Policy and Student Affairs Committee, presented highlights from the Committee's meeting earlier in the day. She noted that Vice President for Academic Affairs Elizabeth M. Bejar provided a comprehensive overview of the University's academic program approval process. Trustee Lowell reported that Provost Furton and Vice President for Research and Economic Development and Dean of the University Graduate School Andres G. Gil facilitated a presentation on FIU's preeminence plan.

Health Affairs Committee Report

Trustee Jose J. Armas, Chair of the Health Affairs Committee, presented highlights from the Committee's meeting earlier in the day. He reported that Provost Furton presented a benchmark analysis comparing faculty salaries and student to faculty ratios at the University's Nicole Wertheim College of Nursing and Health Sciences. He added that Chief Executive Officer and FIU Health Associate Dean, Dr. Encida O. Roldan provided a summary and detailed next steps on the integration of FIU Student Health Services (SHS) with the FIU HealthCare Network (FIU HCN) and also presented a benchmarking analysis of SHS within the State University System (SUS) and an overview of FIU HCN behavioral services. He stated that Assistant Vice President for Counseling and Student Health Services Cheryl Nowell provided an overview of health services available to students at FIU, delineating utilization of services by area. He mentioned that Executive Director of Student Affairs Matilde Gramling presented a detailed review of the University Student Health Fee budget, allocation, and an SUS benchmark analysis.

Governance Committee Report

Board Chair Puig presented highlights from the Governance Committee's meeting earlier in the day. She recognized Trustee Grant for his leadership, noting that over the past few months, he collaborated with members of the University's administration on reviewing best practices and benchmarking audit and compliance committee practices.

8. New Business

No new business was raised.

9. Concluding Remarks and Adjournment

With no other business, Board Chair Claudia Puig adjourned the meeting of the Florida International University Board of Trustees on Thursday, December 1, 2016 at 3:17 p.m.

Trustee Requests	Follow-up	Completion Date
<i>1. Trustee Marc D. Sarnoff requested that the University undertake a needs study to provide a detailed report on the age and status of facilities, usage statistics, and analysis of usage compared to other State University System institutions</i>	<i>Senior Vice President and Chief Financial Officer Kenneth A. Jessell</i>	<i>Next regularly scheduled Finance and Facilities Committee Meeting</i>
<i>2. Trustee Leonard Boord requested that the Board of Trustees be briefed on the University's plans for addressing any possible budgetary challenges resulting from proposed changes to the BOG's Performance Metrics.</i>	<i>Senior Vice President and Chief Financial Officer Kenneth A. Jessell</i>	<i>Next regularly scheduled Finance and Facilities Committee Meeting</i>
<i>3. Trustee Michael G. Joseph requested that the Board of Trustees receive a financial performance report for each College and School that details profitability and income generation.</i>	<i>Senior Vice President and Chief Financial Officer Kenneth A. Jessell</i>	<i>Expected completion date under review</i>

Claudia Puig
 Chair
 FIU Board of Trustees

Mark B. Rosenberg
 Corporate Secretary
 FIU Board of Trustees

MB 12.7.16