



**FLORIDA INTERNATIONAL UNIVERSITY
BOARD OF TRUSTEES
GOVERNANCE COMMITTEE
MINUTES
DECEMBER 1, 2016**

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 Claudia Puig on Thursday, December 1, 2016 at 12:57 p.m. at the Modesto A. Maidique Campus, Graham Center Ballrooms.

The following attendance was recorded:

Present

Claudia Puig, *Board Chair*
Jorge L. Arrizurieta, *Board Vice Chair*
Jose J. Armas
Gerald C. Grant, Jr.

Excused

Cesar L. Alvarez

Trustees Leonard Boord, Alian Collazo, Natasha Lowell, Marc D. Sarnoff, and Kathleen L. Wilson and University President Mark B. Rosenberg were also in attendance.

2. Approval of Minutes

Board Chair Puig asked if there were any additions or corrections to the minutes of the Thursday, September 1, 2016 Governance Committee meeting. A motion was made and passed to approve the minutes of the Governance Committee meeting held on September 1, 2016.

3. Action Items

G1. FIU Direct Support Organizations Bylaw Amendments

University General Counsel Carlos B. Castillo presented the FIU Direct Support Organizations (DSO) and Faculty Group Practice Bylaw Amendments for Committee review, noting that the DSO and Faculty Group Practice boards approved amendments to their respective Bylaws. He added that the amendments were adopted in light of the Florida Supreme Court decision, Enock Plancher v. UCF Athletic Association, Inc., et al. in which the Court held that the doctrine of sovereign immunity and the statutory caps on liability applied to a DSO of the University of Central Florida. He stated that the Board of Trustees, at the last full board meeting, adopted amendments to FIU Regulation 1502, Direct Support Organizations, to incorporate those factors in the Regulation. He further noted that the bylaw amendments must now be approved by the Board of Trustees prior to becoming effective.

A motion was made and passed that the FIU Board of Trustees Governance Committee recommend that the Board of Trustees:

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.

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

Mr. Castillo presented the proposed amendments to the Bylaws of the Florida International University Board of Trustees for Committee review, noting that the proposed amendments conform to changes to Board of Governors' regulations. In addition, he stated that the proposed amendments reflect the creation of a separate Board of Trustees Audit and Compliance Committee, along with a renamed Finance and Facilities Committee.

A motion was made and passed that the FIU Board of Trustees Governance Committee recommend that the Board of Trustees approve the amendments to the referenced Bylaws.

G3. - G4. Proposed Committee Charters

Mr. Castillo presented the proposed Charters for the Finance and Facilities Committee and the Audit and Compliance Committee for Committee review, noting that the Finance and Audit Committee reviewed and approved the proposed Charters earlier in the day. Mr. Castillo added that the Finance and Audit Committee requested that it be the Chair of the Board of Trustees that would function in the capacity that is referenced in section 2.2 of the Finance and Facilities Charter.

A motion was made and passed that the FIU Board of Trustees Governance Committee recommend that the Board of Trustees:

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 Charter.

4. New Business

Chair Puig noted that, as a follow-up from the audit on bank account reconciliations reviewed at the earlier Finance and Audit Committee meeting, she recommended that the University engage an external consultant to conduct an independent review and to provide recommendations.

5. Concluding Remarks and Adjournment

With no other business, Board Chair Claudia Puig adjourned the meeting of the Florida International University Board of Trustees' Governance Committee on Thursday, December 1, 2016 at 1:08 p.m.

MB 12.7.16