



Governance Committee

April 25, 2024

FIU, Biscayne Bay Campus, Wolfe University Center, Room 221

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 11:33 AM on Thursday, April 25, 2024.

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 Natasha Lowell.

Trustees Chanel T. Rowe 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, Yaffa Popack (Zoom), 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 December 7, 2023. Hearing none, a motion was made and unanimously passed to approve the minutes of the Governance Committee meeting held on December 7, 2023.

3. Action Items

G1. Board Appointments, Florida International University Foundation, Inc.

Senior Vice President for University Advancement and CEO of the FIU Foundation, Inc., Kenneth C. Hall presented the appointments to the FIU Foundation, Inc. Board of Directors for Committee review. He indicated that at its February 10, 2024 meeting, the FIU Foundation, Inc. Board of Directors approved two new Directors: Hugo Manuel Mantilla and Carlos Anthony Somoza, Esq. '93. Sr. VP Hall commented on the new appointees.

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

G2. Exclusion of the FIU Board of Trustees Corporate Secretary

Provost and Executive Vice President Elizabeth M. Bejar presented for Committee review the resolution pertaining to the exclusion of the FIU Board of Trustees Corporate Secretary from the

requirements for a personnel security clearance. Provost Bejar explained that FIU has and desires to continue to enter into contractual obligations with agencies of the United States Government, including contractual obligations requiring security clearance. She indicated that by previous resolutions, the most recent of which is dated February 29, 2024, the FIU Board of Trustees excluded all of the Board of Trustees members except for the Board of Trustees Chair from the requirements for a personnel security clearance. Provost Bejar added that the U.S. Defense Counterintelligence and Security Agency requires that the FIU Board of Trustees Corporate Secretary also be excluded from the requirements for a personnel security clearance. She pointed out that said resolution resolves that the FIU Board of Trustees Corporate Secretary, who is currently Milly Bello, is excluded from the requirements for a personnel security clearance.

A motion was made and unanimously passed that the FIU Board of Trustees Governance Committee recommend the adoption by the FIU Board of Trustees (“BOT”) of a Resolution excluding the BOT Corporate Secretary from the requirements for a personnel security clearance.

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, April 25, 2024 at 11:39 AM.