



**FLORIDA INTERNATIONAL UNIVERSITY
BOARD OF TRUSTEES
FULL BOARD MEETING**

FIU, Modesto A. Maidique Campus, Graham Center Ballrooms

**Thursday, February 13, 2025
1:00 PM**

*or
Upon Adjournment of Previous Meeting*

AGENDA

- | | |
|---|---------------------------|
| 1. Call to Order and Chair's Remarks | Chair Roger Tovar |
| 2. Public Appearances | Roger Tovar |
| 3. Foundation Report | Adalio T. Sanchez |
| 4. President's Report | Kenneth A. Jessell |
| 5. Action Items – Consent Agenda | Roger Tovar |
| BT1. Minutes, November 21, 2024 | |
| AC1. Acceptance of Performance Based Funding and Preeminent Metrics Data Integrity Audit Report and Approval of Data Integrity Certification | |
| AC2. Office of Internal Audit External Quality Assurance Review, November 2024 | |
| AP1. Proposed Amendment to Regulation FIU-1103 Textbook and Instructional Materials Affordability and Transparency | |
| AP2. Updated Continued Exclusion of Trustees other than the Board Chair, Updated Continued Exclusion of the Board of Trustees Corporate Secretary, exclusion of the Interim President, appointment of the Senior Vice President and Chief Administrative Officer as the Interim Senior Management Official and appointment of the updated members of the Key Management Personnel | |
| 6. Action Item | |
| AP3. Master Affiliation with Nicklaus Children's Hospital | Dean C. Colson |

7. Status Reports, Board Committees

- Audit and Compliance Committee
- Finance and Facilities Committee
- Academic Policy and Student Affairs Committee

Alan Gonzalez

Marc D. Sarnoff

Dean C. Colson

8. New Business *(If any)*

Roger Tovar

9. Concluding Remarks and Adjournment

Roger Tovar



February 13, 2025

Subject: Approval of Minutes of Meeting held November 21, 2024

Proposed Board Action:

Approval of Minutes of the FIU Board of Trustees, Full Board meeting held on November 21, 2024.

Background Information:

Board members will review and approve the Minutes of the FIU Board of Trustees, Full Board meeting held on November 21, 2024.

Supporting Documentation: Minutes: Full Board Meeting, November 21, 2024

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Full Board
November 21, 2024
FIU, Modesto A. Maidique Campus, Graham Center Ballrooms

MINUTES

1. Call to Order and Chair's Remarks

Board Chair Roger Tovar convened the meeting of the Florida International University Board of Trustees at 12:32 PM on Thursday, November 21, 2024.

General Counsel Carlos B. Castillo conducted roll call of the Florida International University Board of Trustees and verified a quorum. Present were Roger Tovar, *Board Chair*; Noël C. Barengo; Francesca Casanova; Dean C. Colson; Alan Gonzalez; Francis A. Hondal; Natasha Lowell; Yaffa Popack; Chanel T. Rowe (*Zoom*); Marc D. Sarnoff; and Alberto R. Taño.

Board Chair Carlos A. Duart and Trustee Gene Prescott were excused.

Board Chair Tovar welcomed all Trustees, members of the University administration, and the University community. He also extended a special welcome to Mr. Cesar L. Alvarez, who served on the FIU Board of Trustees for 16 years and concluded his service in June 2024. Board Chair Tovar commented that Mr. Alvarez is a community leader, who through his involvement in civic, charitable, and business organizations, has made significant contributions to Miami. Board Chair Tovar added that, in addition to Mr. Alvarez's Board service, he also served FIU as an ardent supporter of the FIU College of Law.

Board Chair Tovar indicated that the Board's Bylaws state that the Board shall have special member categories of Chairperson Emeritus and Trustee Emeritus for honorary purposes to recognize past Chairpersons and Trustees who have provided extraordinary service and contributions to the University and are no longer serving in that capacity.

At the request of Board Chair Tovar, General Counsel Castillo read the following Resolution, as provided to the Trustees:

WHEREAS, in special recognition of distinguished service to the Florida International University Board of Trustees (BOT), the BOT wishes to bestow upon Mr. Cesar L. Alvarez the status of Trustee Emeritus in accordance with its Bylaws; and

WHEREAS, Mr. Alvarez served as a member of the BOT from March 2008 to June 2024; and

WHEREAS, Mr. Alvarez served as the Chair of the BOT's Academic Policy and Student Affairs Committee for nine years and was a member of the Presidential Search Committee for FIU's sixth president; and

WHEREAS, Mr. Alvarez has been recognized nationally and in his community for his professional, business and charitable leadership. He has been honored as one of the "100 Most Influential Lawyers in America" by *The National Law Journal* and also has been honored by Chambers and Partners with its "Lifetime Achievement" Award and by the American Bar Association with its "Spirit of Excellence" Award;

NOW, THEREFORE, BE IT RESOLVED that the BOT at its regular meeting this 21st day of November 2024, does hereby recognize, commend, and express its gratitude to Mr. Cesar L. Alvarez for his distinguished and extraordinary service and contributions to Florida International University;

BE IT FURTHER RESOLVED, that the BOT grants Mr. Cesar L. Alvarez the status of Trustee Emeritus of this Board with all the rights, honors and privileges thereunto appertaining; and

BE IT FURTHER RESOLVED that the University Administration take all actions necessary to give effect to this Resolution.

A motion was made and unanimously passed that the FIU Board of Trustees adopt a Resolution that designates Mr. Cesar L. Alvarez as Trustee Emeritus.

University President Kenneth A. Jessell joined Board Chair Tovar for a plaque presentation in recognition of Trustee Emeritus Alvarez's service on the Board. Trustee Emeritus Alvarez conveyed that it was his honor to have served the Board of Trustees and the University.

Board Chair Tovar pointed out that Section 1004.28, Florida Statutes, provides, in relevant part, that the chair of a university board of trustees must appoint to a direct support organization, such as the FIU Research Foundation Board, at least one representative to the board of directors and executive committee, if any, of the organization. He indicated that beginning in August 2018, Mr. Alvarez served as the FIU Board of Trustees Chair appointed representative on the FIU Research Foundation, Inc. Board of Directors and its Executive Committee. Board Chair Tovar stated that at the conclusion of Mr. Alvarez's service on the Board of Trustees, he requested that Trustee Dean C. Colson serve on the Board of Directors of the FIU Research Foundation, Inc. and the Research Foundation's Executive Committee.

Board Chair Tovar provided highlights from the October Board of Governors meetings held at FIU. He thanked the Board's Campus Master Plan Ad Hoc Committee for their work over the past year. He also thanked the University community for their participation in the campus master planning process. Board Chair Tovar shared co-branded Pitbull/FIU shirts with Trustees and members of the University community.

Board Chair Tovar commented that FIU Women's Soccer ended the 2024 season as Conference USA Regular Season Champions, Conference USA Tournament Champions and allowing the sixth fewest goals and scoring the seventh most goals in program history. He added that the team is just the third FIU team ever to make the NCAA Tournament, the first since 2011. Board Chair Tovar mentioned that Men's soccer also played for a conference championship as it reached the American Athletic Conference Final. Board Chair Tovar remarked that Ms. Ekaterina Khairutdinova and Ms. Oyinlomo Quadre will be competing for a national tennis title. Board Chair Tovar stated that the volleyball team qualified for the Conference USA Tournament, which begins on November 22, 2024. Board Chair Tovar commended FIU football student athletes for their work on and off the field.

Board Chair Tovar commented on the upcoming commencement ceremonies. He noted that tickets are on sale now for the 2025 Food Network South Beach Wine & Food Festival Presented by Capital One (SOBEWFF®).

2. Public Appearances

At the request of Board Chair Tovar, General Counsel Castillo addressed the public appearance requests. General Counsel Castillo explained that Section 9 of the Board of Trustees Bylaws governs public appearances before the Board of Trustees and sets forth registration procedures, time limits for speakers, and rules of decorum. He delineated the rules of decorum. General Counsel Castillo commented that, pursuant to Section 9.1 of the Bylaws, a person who desires to be heard on a matter before the Board must register by 11:00 AM on the business day before the subject meeting by completing a public comment form. General Counsel Castillo indicated that as of 11:00 AM on Wednesday, November 20, 2024, four (4) requests to address the Board were received. General Counsel Castillo proceeded to call the registered speakers by name. The following individuals addressed the Board after their names were called:

- James Webb, Professor and Director of the Stocker Astroscience Center addressed agenda item FF1, Campus Master Plan Update 2015-2035. He commented that while he supported the building of an aquatic center on the Modesto A. Maidique Campus (MMC), he opposed the proposed location of the aquatic center on MMC. He commented that the observatory relies on a dark environment as the main classroom is the outside observing pad and bright lights from the pool will obscure the stars from view. Professor Webb added that the warm pool will generate thermal currents of water and chlorine evaporating will corrode the sensitive optical instruments.
- David Almansa, Vice President of the Student Government Association, addressed agenda item FF1. He commented on the Campus Master Plan's visionary approach to shaping a campus that meets the needs of a modern and dynamic student body. He added that the Plan prioritizes sustainability, innovation, and community integration. He highlighted the transformation of the transportation infrastructure, strategic focus on open spaces, and cutting-edge academic facilities as key features.
- Noah Fineberg, College of Law Senator for the Student Government Association, addressed agenda item FF1. He stated that the Campus Master Plan represents a bold vision for the

future and a transformative commitment to academic and personal success. He commented on the addition of housing facilities near the academic core and the expansion of the Graham University Center as key highlights.

Board Chair Tovar thanked the speakers for their comments.

3. Foundation Report

FIU Foundation Inc. Board of Directors Treasurer Marcel L. Navarro indicated that, to date, \$12.1M has been raised toward the fiscal year goal of \$90M. He added that, as of November 12, 2024, pipeline proposals delivered totaled \$52.5M and projected pipeline proposals totaled \$90.8M. Senior Vice President for University Advancement and CEO of the FIU Foundation, Inc. Kenneth C. Hall added that as of November 20, 2024, commitments totaled \$25.3M. Director Navarro commented that the Foundation recently launched an initiative, All In for FIU Scholarships, to boost annual giving, build the major gift pipeline, and use impactful storytelling to garner support for FIU scholarships. He commented on the November 19, 2024 event to officially launch said initiative and mentioned that a follow-up event is planned for February to maintain momentum and deepen engagement with donors.

Director Navarro remarked that during the fall season football games, the Foundation featured presentations in the President's Suite that showcase FIU's excellence across key areas of study. He highlighted the Alumni Board of Directors Annual Retreat in August, alumni pre-game tailgates, and Homecoming week. He added that Dr. Stephen Fain was awarded Honorary Alumni status, acknowledging his extraordinary lifetime of service to FIU throughout his 51-year career. Director Navarro commented on the Foundation Board's October meetings. He noted that as reported at the Board of Trustees September meeting, the Foundation contracted with Huron | GG+A to conduct a philanthropic growth and optimization study. He added that said report has been received and is under review.

Director Navarro indicated that for the three (3) months ended September 30, 2024, philanthropy totaled \$9.7M and cash received was \$6.1M, and the Foundation's total investment portfolio stands at approximately \$467M. He noted that, through September 2024, the FIU Foundation portfolio returned 4.26% on a fiscal-year-to-date basis and lagged its policy benchmark by 215 basis points fiscal-year-to-date and 482 basis points year-to-date. Director Navarro added that for the trailing three (3)-year period, the portfolio has an annualized return of 4.48% and has fallen behind its policy benchmark. He stated that when compared to the Simple Risk Equivalent benchmark, the lagged nature of Private Equity valuations has led to the near-term dispersion in performance. He indicated that the returns still exceed the Foundation's budget returns for the full fiscal year.

Sr. VP Hall provided updates related to development leadership hires and the relationship with the Baptist Health South Florida Foundation.

Board Chair Tovar indicated that one of the registered speakers did not arrive in time to address the Board during the public comment period. Board Chair Tovar invited Joselyn Pena to address the Board.

- Joselyn Pena, President of Young Democratic Socialists of America at FIU, addressed agenda item FF1. She commented on the Campus Master Plan and its inadequacy in addressing the unacceptable state of student housing on and off campus at FIU. She noted that FIU faces a housing shortage, especially among upperclassmen such as herself, due to the prioritization of on-campus housing for incoming freshman. She remarked on the University's plans to raise the cost of on-campus housing by 6% per fiscal year and urged that said rent increases be reconsidered.

4. President's Report

University President Kenneth A. Jessell commented on Homecoming and noted that the last game of the FIU football season is scheduled for November 30, 2024. He noted that on September 26, 2024, the University community gathered for Faculty Convocation to celebrate outstanding faculty members in the areas of teaching, research, service, advising, and mentorship. President Jessell stated that on October 15, 2024, FIU hosted the album release party for Yandel, Latin gold album singer who is a member of the reggaeton duo, Wisin y Yandel. President Jessell added that the FIU School of Music Orchestra was able to play alongside Yandel. President Jessell mentioned that on October 26, 2024, the Chaplin School of Hospitality and Tourism Management held its annual alumni reunion where 18 top alumni were honored for making an impact in their fields within the hospitality and tourism industry.

President Jessell remarked on the October 30, 2024, Florida Board of Governors meetings, which were held at FIU. He stated that on November 4, 2024, the University community celebrated the naming of the Diane Ramy Faulconer STAR Center at the Biscayne Bay Campus. President Jessell congratulated the dozens of FIU alumni elected to office, at the state and local level. He mentioned that on November 7, 2024, FIU honored and celebrated its military community and hosted the 35th annual Walk on Water event. President Jessell commented that the FIU Women's Soccer team won the Conference USA Postseason Championship for the first time in program history. He added that the No. 5 seed FIU Men's Soccer team fell in overtime in Atlantic Coast Conference Championship match.

President Jessell stated that he was joined by Provost and Executive Vice President Elizabeth M. Bejar and Michael Cheng, Dean of the Chaplin School of Hospitality and Tourism Management, for a trip to Italy, which was led by Governor DeSantis and SelectFlorida. President Jessell noted that the group visited several Italian cities meeting with Italian companies and educational institutions to explore opportunities for collaboration. He added that FIU signed a Memorandum of Understanding (MOU) while in Milan with the Carlo Besta Neurological Institute and Insightec. President Jessell indicated that the MOU established the framework for clinical research involvement in the treatment of Alzheimer's disease as well as other brain disorders such as Parkinson's disease, brain cancer, substance abuse and opioid addiction.

President Jessell commented on the ribbon cutting of the second wing of the FIU Green School of International and Public Affairs complex.

5. Action Items – Consent Agenda

Board Chair Tovar indicated that, in addition to Full Board minutes, the Consent Agenda includes action items FF2 and FF3 recommended for Board approval by the Finance and Facilities Committee and AP1 and AP2 recommended for Board approval by the Academic Policy and Student Affairs Committee.

A motion was made and unanimously passed to accept the Consent Agenda, and members of the Board approved the following actions:

- **BT1. Minutes, September 12, 2024** - Approval of Minutes of the FIU Board of Trustees, Full Board meeting held on September 12, 2024.
- **BT2. Minutes, September 27, 2024** - Approval of Minutes of the FIU Board of Trustees, Full Board meeting held on September 27, 2024.
- **FF2. Approval of an Increase to the Construction of Foundational Infrastructure on the Engineering Center for the Installation of Wind-Only Physical Design Testbed Equipment, and to Enter into Amendments to an Existing Agreement with Aerolab Research Wind Tunnel, Inc.** - Approval of an increase to the construction of foundational infrastructure on the Engineering Center to support the installation of wind-only physical design testbed equipment, which is part of the Mid-scale RI-1: National Full-Scale Testing Infrastructure for Community Hardening in Extreme Wind, Surge and Wave Events (NICHE) project funded by a \$12.8 million award from the National Science Foundation; (ii) approval of the amendments to an existing agreement with Aerolab Research Wind Tunnel, Inc., executed on March 20, 2023, as amended on February 13, 2024 and May 10, 2024; (iii) authorization to allocate the remaining contingency, which will not exceed \$242,000, to either the construction component or to the Aerolab Research Wind Tunnel, Inc independent contractor agreement as necessary by the Office of Research and Economic Development without further Board action; and (iv) authorization for the University President or his designee to execute, on behalf of the University, all documents, and take all actions, that may be necessary to effectuate the transactions described herein.
- **FF3. Updated Procurement Parameters for Construction Managers for Major Construction Projects-** Approval of the updated procurement parameters for construction managers for major construction projects, and (ii) authorization for the University President or his designee to execute, on behalf of the University, all documents, and take all actions, that may be necessary to effectuate the competitive selections and negotiations pursuant to said updated parameters.
- **AP1. Tenure as a Condition of Employment Nomination** - Approval of one (1) candidate for Tenure as a Condition of Employment, as specified in the Board materials.
- **AP2. Proposed Amendment to Regulation FIU-110 Expressive Activities in Outdoor Areas on Campus** - Approval of the proposed revisions to Regulation FIU-110 Expressive Activities in Outdoor Areas on Campus and delegation of authority to the University

President to approve any subsequent non-material amendments based on comments to the Regulation received from the Florida Board of Governors.

6. Action Item

FF2. FIU Campus Master Plan Update 2015-2035

Finance and Facilities Committee Chair Marc D. Sarnoff pointed out that the Finance and Facilities Committee engaged in a thorough review of the FIU Campus Master Plan Update 2015-2035. There were no further questions from the Trustees.

A motion was made and unanimously passed that the Florida International University Board of Trustees approve the FIU 2015-2035 Campus Master Plan Update.

7. Status Reports, Board Committees

Audit and Compliance Committee Report

Trustee Alan Gonzalez, Audit and Compliance Committee Chair, provided highlights from the Audit and Compliance Committee's earlier meeting. He indicated that Mr. Trevor L. Williams, Chief Audit Executive, reported that there are twelve (12) ongoing audits in various stages of completion. Committee Chair Gonzalez noted that the Quality Assurance Review team engaged by the Office of Internal Audit has completed the fieldwork and the results of the assessment will be communicated to the Board of Trustees at its next regularly scheduled meeting. He indicated that the Institute of Internal Auditors revised global standards for the professional practice of internal auditing become effective January 9, 2025, and the Office of Internal Audit is reviewing the Audit and Compliance Committee's charter along with their Office's charter to ensure they are updated accordingly. Committee Chair Gonzalez stated that Ms. Jennifer LaPorta, Chief Compliance and Privacy Officer, provided updates regarding foreign influence reporting, unit specific foreign influence controls, the research security website, compliance trainings and communications, prohibited expenditures, and the ethical panther hotline.

Finance and Facilities Committee Report

Trustee Sarnoff provided highlights from the Finance and Facilities Committee's earlier meeting. He indicated that the Committee reviewed and approved procurement actions related to the renewal with Perfect Solutions Consulting Group for multi-level coaching, training, and consulting services and the piggyback annual renewal with 4Imprint to supply promotional items with the option to renew for four (4) additional years. He indicated that while the initial contract with Perfect Solutions Consulting was not to exceed \$1M, the University requested additional funds due to the increased need for these services until February 2026. Trustee Sarnoff indicated that the renewal terms bring the total spend to over \$1.3M. He stated that the renewal terms with 4Imprint Inc. bring the total spend to \$2.9M since the contract's inception.

Trustee Sarnoff noted that Chief Financial Officer and Senior Vice President for Administration Aime Martinez presented the financial performance for the first quarter of fiscal year 2024-25 and reported that University operating revenues were below estimates by \$11.1M or 2.2% and operating expenses were below estimates by \$21.3M or 5.2%, resulting in a net favorable variance of \$10.3M. He stated that the Committee reviewed the FIU Operational Audit conducted by the State of Florida Auditor General's Office and the fiscal year 2023-24 financial audits for the FIU Direct

Support Organizations. Trustee Sarnoff pointed out that the agenda materials included the results of performance evaluations and associated annual salaries for all evaluated academic and administrative personnel earning an annual salary of \$200,000 or more as required by Florida Statute 1001.741(4). He indicated that the agenda materials also included an amendment to the fiscal year 2024-25 Fixed Capital Outlay plan to include the addition of \$182.2M in housing bonds, as requested by the Florida Board of Governors.

Trustee Sarnoff indicated that on November 1, 2024, the Athletics Finance Corporation took remedial action to modify the Pitbull Stadium loan. He noted that said remedial action was necessary due to a deliberate act under the Internal Revenue Service's private usage regulations. He added that under the modification, the variable rate tax-exempt tranches of the original loan were converted to a fixed rate taxable loan. Trustee Sarnoff pointed out that the swap associated with the variable rate tranches was terminated for \$613,000. He stated that the blended rate of both the new fixed rate taxable loan and the old, fixed rate tax-exempt tranches are 4.77% versus the original blended rate of 4.40%. He further stated that the overall economic benefit is expected to be approximately \$4.1M.

Trustee Sarnoff commented that the FIU Foundation Board of Directors Executive Committee approved a term sheet for a private lender loan of \$10M for use in the construction of the Bell Chapel. He pointed out that the loan has an interest rate of 6% and is to be repaid over five (5) years. He mentioned that draws on the loan will be made through the end of fiscal year 2025 and that once the private lender loan has been fully drawn, it is expected that the Foundation will start to draw on the approved treasury loan of \$6.5M and it is expected that draws will be made through the end of the first quarter of fiscal year 2026.

Academic Policy and Student Affairs Committee Report

Trustee Francis A. Hondal, Academic Policy and Student Affairs Committee Chair, provided highlights from the Academic Policy and Student Affairs Committee's earlier meeting. She commented that Assistant Vice President for Human Resources Emmanuele A. Bowles presented the 2024 Equity Report and Provost Bejar and Dean of the Herbert Wertheim College of Medicine and Senior Vice President for Health Affairs Juan C. Cendan presented the Graduate Medical Education Program Annual Institutional Review. Trustee Hondal stated that, as part of the Committee's standing agenda items, the student and faculty representatives on the Board of Trustees provided updates.

External Relations Committee Report

Trustee Yaffa Popack, External Relations Committee Chair, provided highlights from the External Relations Committee's earlier meeting. She stated that Senior Vice President Michelle L. Palacio provided an update on the University's milestones over the past few months and how said achievements are being leveraged for External Relations purposes. Trustee Popack noted that Sr. VP Palacio presented key highlights in federal, state, local government and community relations and provided a brief update on other initiatives and campaigns related to strategic communications and marketing during the 2024-25 academic year. Trustee Popack commented that Sr. VP Palacio also shared plans for the rollout of efforts that will complement and lay a strong foundation for the implementation of the *Experience Impact 2030* strategic plan.

8. New Business

President Jessell introduced the FIU Chamber Choir, Myah Desantis, Liana Estenoz, Ethlyn Levy, Elisha Martin, Justin Martinez, Francisco Moreno, Angelica Ramon, Shane Saechia, and Kathryn Suner and collaborative pianist, Dr. Vindhya Khare. The FIU Chamber Choir, under the direction of Dr. Erynn Millard and Ruth Michelle, performed two holiday selections.

9. Concluding Remarks and Adjournment

With no other business, Board Chair Roger Tovar adjourned the meeting of the Florida International University Board of Trustees Full Board on Thursday, November 21, 2024, at 1:53 PM.

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February 13, 2025

Subject: Acceptance of Performance Based Funding and Preeminent Metrics Data Integrity Audit Report and Approval of Data Integrity Certification

Proposed Action:

Florida International University Board of Trustees acceptance of the Audit Report - Audit of Performance Based Funding and Preeminent Metrics Data Integrity and approval of the Performance Based Funding and Preeminence Status – Data Integrity Certification, as executed by the University President.

Background information:

As required by Florida Board of Governors (BOG) Regulation 5.001 and Florida Statute 1001.706, the Office of Internal Audit has performed an audit of the data integrity related to the University's Performance-Based Funding and Preeminent metrics. The audit objectives were to (1) determine whether the processes established by the University ensure the completeness, accuracy, and timeliness of data submissions to the BOG that support said metrics and (2) provide an objective basis of support for the University President and the Board of Trustees Chair to sign the representations made in the Data Integrity Certification for Performance-based Funding and Preeminence status.

Using the results from the data integrity audit, the University President has completed the Data Integrity Certification, furnished by the BOG. The certification document shall be signed by the Florida International University Board of Trustees (BOT) Chair after being approved by the BOT.

Florida Board of Governors Regulation 5.001(8) states, in relevant part, that University chief audit executives shall conduct or cause to have conducted an annual data integrity audit to verify the data submitted for implementing the Performance-based Funding Model complies with the data definitions established by the Board of Governors. The audit report shall be presented to the university's board of trustees for its review, acceptance, and use in completing the data integrity certification. The audit report and data integrity certification are due to the Board of Governors' Office of Inspector General by March 1 each year.

Supporting Documentation:

Agenda | Audit and Compliance Committee Meeting, February 13, 2025

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February 13, 2025

Subject: Office of Internal Audit External Quality Assurance Review, November 2024

Proposed Action:

Florida International University Board of Trustees approval of the independent assessor's report, Office of Internal Audit External Quality Assurance Review, November 2024.

Background information:

Florida Board of Governors Regulation 4.002 State University System Chief Audit Executives (6)(e) states, in relevant part, that the chief audit executive must develop and maintain a quality assurance and improvement program in accordance with professional audit standards. This program must include an external assessment conducted at least once every five (5) years. The external assessment report and any related improvement plans shall be presented to the board of trustees, with a copy provided to the Board of Governors.

The external assessment was performed subsequent to an internal self-assessment, which is included as an appendix in the independent validator's report, as well as a corrective action plan.

Supporting Documentation:

Agenda | Audit and Compliance Committee Meeting, February 13, 2025

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February 13, 2025

Subject: Proposed Amendment to Regulation FIU-1103 Textbook and Instructional Materials Affordability and Transparency

Proposed Action:

Florida International University Board of Trustees approval of the proposed amendments to Regulation FIU-1103 Textbook and Instructional Materials Affordability and Transparency, and delegation of authority to the University President to approve any subsequent non-material amendments based on comments to the Regulation received from the Florida Board of Governors (BOG) or as a result of the regulation-making process.

Background Information:

This regulation is being updated to comply with recent amendments made to Board of Governors Regulation 8.003 on October 18, 2024 by the Board of Governors. The amendment requires each university board of trustees to outline a process for textbook and instructional materials approval and adoption in a university regulation. The amendment also includes the requirement for faculty and instructors to attest that all required course materials have been reviewed for each course they teach each semester and are appropriate for the course.

Pursuant to Florida Board of Governors Regulation 8.003, Textbook and Instructional Materials Affordability and Transparency, each board of trustees shall adopt a regulation that establishes textbook and instructional materials affordability policies to minimize the cost of required or recommended textbooks and instructional materials for students while maintaining the quality of education and academic freedom.

Supporting Documentation: *Agenda | Academic Policy and Student Affairs Committee Meeting, February 13, 2025*

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February 13, 2025

Subject: Updated Continued Exclusion of Trustees other than the Board Chair, Updated Continued Exclusion of the Board of Trustees Corporate Secretary, exclusion of the Interim President, appointment of the Senior Vice President and Chief Administrative Officer as the Interim Senior Management Official and appointment of the updated members of the Key Management Personnel

Proposed Action:

Florida International University Board of Trustees (BOT) adoption of a Resolution that updates the exclusion of the named members of the FIU BOT and the Interim President, continues the exclusion of the BOT Corporate Secretary from the requirements for a personnel security clearance, appoints the Senior Vice President and Chief Administrative Officer as the Interim Senior Management Official (SMO) and appoints the updated members of the Key Management Personnel (KMP).

RESOLUTION

WHEREAS, Florida International University (“FIU”), a university in the State University System of Florida, has and desires to continue to enter into contractual obligations with agencies of the United States Government, including contractual obligations requiring security clearance; and

WHEREAS, current Department of Defense (DoD) policy requires that the Chair of the FIU Board of Trustees and all FIU principal officers meet the personnel clearance requirements established for the level of the University’s security clearance; and

WHEREAS, said DoD policy permits the exclusion from the personnel security clearance requirement of members of the Board of Trustees and other officers, provided that this Board adopts a resolution stating that such Board members and officers designated by name shall not require, shall not have, and can be effectively excluded from access to all classified information in the possession of FIU, and that they do not occupy positions that would enable them to adversely affect FIU's policies or practices in the performance of classified contracts for the DoD or other agencies of the National Industrial Security Program; and

WHEREAS, by previous resolutions, the BOT excluded all of the BOT Trustees except for the BOT Chair from the requirements for a personnel security clearance; and

WHEREAS, by Resolution dated April 25, 2024, the BOT excluded the BOT Corporate Secretary from the requirements for a personnel security clearance; and

WHEREAS, the composition of the BOT Trustees has changed since the latest exclusion resolution dated July 31, 2024 was adopted and therefore, the exclusion of the BOT members must be updated; and

WHEREAS, on February 7, 2025, the BOT appointed an Interim President of FIU, effective February 17th, 2025, to serve pending the appointment of a permanent FIU president following a presidential search and selection process; and

WHEREAS, the current President of FIU served as a KMP and was the FIU SMO and effective February 17, 2025, the current President will transition to the position of Senior Vice President and Chief Administrative Officer; and

WHEREAS, the current composition of the KMP pursuant to BOT Resolution adopted February 29, 2024 are FIU's Facility Security Officer, FIU's Insider Threat Program Senior Official, FIU's Associate Vice President for Research, FIU's Deputy Executive Director of the Global Forensic and Justice Center, and the then FIU President, with the then FIU President being the SMO and having final authority, as required by the NISPOM; and

WHEREAS, the new FIU Interim President currently does not possess the requirements necessary to serve as a KMP or as the SMO pursuant to the NISPOM and as required by the Defense Counterintelligence and Security Agency (DCSA); therefore necessitating the appointment of an Interim SMO and an updated composition of the KMP and the exclusion of the Interim President from the requirements for a personnel security clearance at this time; and

WHEREAS, the Senior Vice President and Chief Administrative Officer currently possesses the requirements necessary to serve as a KMP and as the Interim SMO pursuant to the NISPOM and as required by the DCSA, and may serve in such capacities pending the Interim President obtaining the necessary requirements to serve as a KMP and as the SMO.

NOW THEREFORE, BE IT RESOLVED, that the following Board of Trustees members Corporate Secretary and Interim President shall not require, shall not have, and can be effectively excluded from access to all classified information in the possession of FIU, and do not occupy positions that would enable them to adversely affect FIU's policies or practices in the performance of classified contracts for the Department of Defense (DoD) or other agencies of the National Industrial Security Program. As such, they are excluded from the requirements for a personnel security clearance.

Jeanette Nuñez	Interim President
Carlos A. Duart	Trustee, Vice Chair
Noël C. Barengo	Trustee
Francesca Casanova	Trustee
Dean C. Colson	Trustee
Alan Gonzalez	Trustee
George Heisel	Trustee
Jesus Lebeña	Trustee

Alexander M. Peraza	Trustee
Yaffa Popack	Trustee
Chanel T. Rowe	Trustee
Marc D. Sarnoff	Trustee
Alberto R. Taño	Trustee
Milly Bello	Corporate Secretary

BE IT FURTHER RESOLVED, that the KMP is now comprised of FIU's Facility Security Officer, FIU's Insider Threat Program Senior Official, FIU's Associate Vice President for Research, FIU's Deputy Executive Director of the Global Forensic and Justice Center and FIU's Senior Vice President and Chief Administrative Officer, with the Senior Vice President and Chief Administrative Officer being the Interim SMO, having final authority, as required by the NISPOM.

BE IT FURTHER RESOLVED, that the FIU BOT continues to delegate to the KMP all duties, responsibilities and authorities pertaining to FIU's obligations under the NISPOM.

This action is in the form of a resolution to take effect immediately upon adoption.

Adopted this 13th day of February, 2025 by the Board of Trustees of Florida International University.

Rogelio Tovar
Chair
FIU Board of Trustees

Milly Bello
Corporate Secretary
FIU Board of Trustees

Supporting Documentation: N/A

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February 13, 2025

Subject: Master Affiliation with Nicklaus Children’s Hospital

Proposed Action:

Florida International University Board of Trustees adoption of the Resolution set forth below to:

1. Authorize FIU to finalize and execute the Master Affiliation Agreement between FIU and Nicklaus Children’s Hospital, which will expand the Parties’ tripartite mission (Education, Research, Clinical) and will provide new financial opportunities available to FIU and/or Nicklaus Children’s Hospital because of the alliance;
 2. Establish a health services support organization that will serve to coordinate, enhance and help facilitate oversight of the relationship between FIU and Nicklaus Children’s Hospital; and
 3. Provide authorizations and delegations to the Chair of the Board of Trustees and/or President as described below.
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RESOLUTION

WHEREAS, Florida International University (“FIU”), a university in the State University System of Florida, desires to develop a new pediatric academic affiliation with Nicklaus Children’s Hospital (“NCH”), which will span the clinical, research and education missions and be exclusive to children’s healthcare; and

WHEREAS, FIU and NCH have been actively developing terms and conditions to memorialize a Master Affiliation Agreement, with a target completion date of March 2025; and

WHEREAS, a key component of the affiliation calls for FIU to establish a health services support organization (“HSSO”) that will coordinate, enhance and help facilitate oversight of the relationship between FIU and NCH; and

WHEREAS, universities may establish support organizations and certify them to use university property, facilities, and personal services; and

WHEREAS, support organizations are organized and operated to serve the missions of the university and may, among other things, receive, hold, invest, and administer property or make expenditures to or for the benefit of the university; and

WHEREAS, FIU intends to establish an entity, referred to as the Florida International University Children’s Alliance for Research and Education, Inc., which meets all of the requirements set forth in Florida law and Board of Governors Regulation 9.011 for an HSSO.

NOW THEREFORE, BE IT RESOLVED, that the FIU Board of Trustees (“Board of Trustees”) authorizes the President and/or designee to finalize and execute the Master Affiliation Agreement and all related transactions between FIU and NCH; and

BE IT FURTHER RESOLVED, that the Board of Trustees hereby (i) approves the formation of a new entity, in the form of an organization meeting the requirements of Florida law pertaining to an HSSO or other form of nonprofit entity as appropriate, (ii) authorizes transfers of funds between FIU and the HSSO as required to effectuate the Master Affiliation Agreement and operations of the HSSO, and (iii) instructs the President to take all steps necessary to carry out the purpose of this Resolution; and

BE IT FURTHER RESOLVED, that should the President determine that another type of nonprofit entity authorized by law would best serve FIU’s objectives in lieu of an HSSO, the President may move forward with the establishment of such different entity; and

BE IT FURTHER RESOLVED, that the Board of Trustees shall delegate to the Chair the authority to approve all such requirements related to the establishment of an HSSO or other form of nonprofit entity, including but not limited to, preliminary approval of articles of incorporation and bylaws, establishing all necessary bank accounts and Chair appointments to the initial board of directors, which post-Chair approval shall be presented to the Board of Trustees for ratification as needed.

This action is in the form of a resolution to take effect immediately upon adoption.

Adopted this 13th day of February, 2025 by the Board of Trustees of Florida International University.

Rogelio Tovar
Chair
FIU Board of Trustees

Milly Bello
Corporate Secretary
FIU Board of Trustees

Supporting Documentation: N/A

Statutory Authority: This resolution is being adopted pursuant to Florida Board of Governors Regulation 9.011(1).

Facilitator/Presenter: Dean C. Colson, *Chair, Academic Policy and Student Affairs Committee*