



Governance Committee

September 18, 2025

FIU, Modesto A. Maidique Campus, Graham Center Ballrooms

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 Carlos A. Duarte at 11:59 AM on Thursday, September 18, 2025.

General Counsel Carlos B. Castillo conducted roll call of the Governance Committee members and verified a quorum. Present were Trustees Carlos A. Duarte, *Board Chair*; Marc D. Sarnoff, *Board Vice Chair*; Dean C. Colson; Alan Gonzalez; and Yaffa Popack.

The following Board members were also in attendance: Trustees Noël C. Barengo; Francesca Casanova; George Heisel; Jesus Lebeña; Alexander M. Peraza; Alberto R. Taño; and Fred Voccola (*Zoom*).

2. Approval of Minutes

Board Chair Duarte asked if there were any additions or corrections to the minutes of the Governance Committee meeting held on April 15, 2025. Hearing none, a motion was made and unanimously passed to approve the minutes of the Governance Committee meeting held on April 15, 2025.

3. Action Items

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

Vice Provost for Faculty Leadership and Success, Heather Russell, presented for Committee review the Board of Governors' (BOG) Statement of Free Expression endorsement resolution. She indicated that in 2019 the State University System of Florida (SUS), through the university presidents, adopted the Statement of Free Expression. She added that in 2022, the BOG published their Civil Discourse Report and that said report included seven (7) recommendations relative to civil discourse. Vice Provost Russell commented that, in the third recommendation, the BOG recommends that each university board of trustees annually review and endorse the BOG's Statement of Free Expression and recommit to the principles of civil discourse.

A motion was made and unanimously passed that the FIU Board of Trustees Governance Committee, having reviewed the State University System of Florida Statement of Free Expression, recommend FIU Board of Trustees endorsement of such statement.

G2. Board Appointments, Florida International University Children's Alliance for Research and Education, Inc.

Senior Vice President for Health Affairs and Dean of the Herbert Wertheim College of Medicine Juan C. Cendan commented that the FIU Children's Alliance for Research and Education, Inc. (FIU-CARE) supports the relationship between the Herbert Wertheim College of Medicine and Nicklaus Children's Hospital. He noted that appointments to the FIU-CARE Board of Directors require FIU Board of Trustees approval. Dean and Sr. VP Cendan presented the appointments to the FIU CARE Board of Directors for Committee review and noted that the appointments are for two (2) year terms. He commented on the new appointees: Matthew A. Love, MBA, FACHE; Marcos A. Mestre, MD, MBA; and Balagangadhar R. Totapally, M.D.

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 Children's Alliance for Research and Education, Inc. Board of Directors.

G3. Board Appointment, 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 the FIU Foundation, Inc. Board of Directors approved three (3) new Directors for initial one (1) year terms and commented on the new appointees: Natasha G. Lowell; Sardou Mertilus '08; and Michael "Mike" R. Torres, CPA '96.

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.

G4. Approval of the Amendments to the Bylaws of the Florida International University Foundation, Inc.

General Counsel Castillo presented the proposed amendments to the Bylaws of the FIU Foundation, Inc. for Committee review. He indicated on June 7, 2025, the FIU Foundation, Inc. Board of Directors approved amendments to the Bylaws of the FIU Foundation. He stated that the principal changes to the Bylaws are to clarify the duties of Directors, confirm the mission scope for the Foundation Board of Directors Development Committee, as well as that committee's Athletics Subcommittee; create a new FIU Health Committee; and make a series of scrivener changes. Regarding Directors, General Counsel Castillo stated that the amendments expressly provide that each newly elected Director, when elected, will serve one (1) year of a probationary term, and to clarify that each Director will serve on at least one (1) standing committee during their tenure as a Director of the Foundation Board. He added that the amendments also expressly provide that the Development Committee is responsible for supporting the Foundation's overall efforts to secure private philanthropic support and for promoting the University's mission. General Counsel Castillo noted that the amendments further provide that the Development Committee's Athletics Subcommittee is responsible for supporting the Foundation's overall efforts for fundraising for FIU Athletics. He commented that the amendments create a new FIU Health Committee, which is

responsible for evaluating philanthropic opportunities and partnerships involving the FIU academic health units.

A motion was made and unanimously passed that the FIU Board of Trustees Governance Committee recommend FIU Board of Trustees approval of the Amendments to the Bylaws of the Florida International University Foundation, Inc.

G5. Ratification of the Reopener to the 2024-2027 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, for Committee review, the reopener to the 2024-2027 FIU Board of Trustees and the United Faculty of Florida(UFF)-FIU Collective Bargaining Agreement. She explained that, in accordance with the provisions of the UFF-FIU collective bargaining agreement, the salary article included a reopener clause contingent upon the availability of new recurring state funds. She indicated that, following the conclusion of the legislative budget process, it was determined that the level of new recurring funding allocated to the institution was insufficient to support the previously negotiated salary commitments and that as a result, the reopener was activated to allow for renegotiation of the salary article.

Provost Bejar pointed out that, pursuant to the contract reopener, representatives of the Board of Trustees and UFF-FIU bargaining teams have engaged in collective bargaining and reached an agreement on the reopener to the 2024-2027 BOT-UFF Collective Bargaining Agreement. She stated that the bargaining teams agreed to the following: effective August 13, 2025, for the academic year 2025-26, all eligible employees who were employed prior to January 1, 2025, and who are continuously employed through August 12, 2025, and are not in receipt of a notice of termination or non-reappointment shall receive an increase to their nine (9)-month base salary of 1.5% or \$1,500.00, whichever is greater, or an increase to their 12-month base salary of 1.5%, or \$2,007.69, whichever is greater. She commented that the salary increase will be paid in the first full pay period following ratification by both parties and approval subsequent to the Board of Trustees. Provost Bejar added that, in addition, effective by the second full pay period following ratification of the agreement, all eligible employees shall receive a one-time, non-recurring merit bonus. She remarked that the amount of the bonus will be determined by the employee's overall annual evaluation score for the 2024-25 academic year as follows: \$1,000.00 for an evaluation of satisfactory or good; \$1,500.00 for an evaluation of very good; and \$2,000.00 for an evaluation of outstanding. She stated language that should have been included in the prior contract version was added making it clear which categories of research faculty are not entitled to the minimum salary adjustments. She further stated that scrivener's errors were corrected to ensure consistency in the order of items and cross-references and to add administrative codes that were previously added for clarity but were omitted from the last contract version.

A motion was made and unanimously passed that the FIU Board of Trustees Governance Committee recommend FIU Board of Trustees ratification of the reopener to the 2024-2027 Collective Bargaining Agreement between the FIU Board of Trustees and the United Faculty of Florida.

G6. Amendments to Omnibus Resolution on Delegations of Authority from the Board of Trustees to President

General Counsel Castillo explained that the amendments to the delegations cover changes to the previously approved Board of Trustees omnibus Resolution on Delegations of Authority from the Board of Trustees to President, principally in the areas of construction projects, non-construction procurement, research and personnel. He noted that the proposed changes better align FIU's practices with other SUS institutions, streamline approval processes, and maintain appropriate oversight. General Counsel Castillo presented the proposed amendments to the omnibus Resolution on Delegations of Authority from the Board of Trustees to President for Committee review. With respect to thresholds for construction projects, generally projects that have not already been approved under the Fixed Capital Outlay Budget or Operating Budget, General Counsel Castillo noted that the amended delegation would permit the President to approve construction projects up to \$5M with projects above \$5M requiring Board of Trustees Full Board approval. He added that the proposed threshold is consistent with BOG Regulation and generally consistent with other SUS institutions.

In terms of change orders, General Counsel Castillo indicated that the proposed amendments provide that change orders on major projects meeting the current threshold of \$50K and 5% of the total project cost, would be approved by the Finance and Facilities Committee, rather than the Board of Trustees Full Board and, if necessary, the Finance and Facilities Committee Chair may approve a change order if no regular meeting of the Committee is scheduled within 30 days from the date that the change order is ready to be issued by the University, and the President (or designee) has determined that approval prior to the next regularly scheduled board meeting is required in order to avoid a negative impact to the University. He added that the proposed change order amendments, also generally consistent with SUS institutions, clarify Board of Trustees reporting requirements.

With respect to non-construction procurement, General Counsel Castillo delineated the proposed thresholds for reporting and approval as follows: contracts from \$1M and less than \$3M reported to the Finance and Facilities Committee; contracts from \$3M and less than \$5M approved by the Finance and Facilities Committee; and contracts of \$5M or more approved by the Board of Trustees Full Board. He commented that the amendments also provide that already approved contracts, including extensions and renewals, may be increased by up to 10% of the approved value, so long as the change would not change the approval required and is allowed under the contract. He added that the amendments provide an expedited approval process, like the expedited approval process for change orders, with reporting after the fact to the Finance and Facilities Committee. General Counsel Castillo commented that the proposed procurement thresholds better align FIU with SUS institutions.

Pertaining to research, General Counsel Castillo mentioned that the proposed amendments clarify that all research-related subawards and subcontracts made to other institutions by FIU are delegated by Board of Trustees to the President and that any vendor contracts for research purchases, notwithstanding that the source of funds may only be sponsored research dollars, are processed through procurement and subject to the University's competitive solicitation requirements. He added that the proposed amendments are consistent with Florida's statute on sponsored research and consistent with peer SUS institutions. He stated that the proposed amendments also incorporate

into the Resolution revisions previously approved by the Board of Trustees by prior resolution related to certain personnel, namely, that the Chief Compliance and Privacy Officer, Chief Audit Executive, Board of Trustees Corporate Secretary, and General Counsel report to both the Board of Trustees and the President, with employment decisions requiring concurrence between the Board Chair and the President.

A motion was made and unanimously passed that the FIU Board of Trustees Governance Committee recommend FIU Board of Trustees approval of the amendments to the omnibus Resolution on the Delegations of Authority from the Board of Trustees to the President and delegate to the President authority to approve any subsequent non-material amendments prior to posting.

In response to Trustee inquiries, Interim Senior Vice President and Chief Financial Officer David H. Snider referred to the Facilities and Construction Update that is included as a quarterly report as part of the Board's Finance and Facilities Committee meeting agenda materials. He added that the report provides updates on projects under construction, projects in design, projects in the planning stage, and other projects relevant to FIU.

G7. President's Performance Bonus for Interim Presidency Tenure

Board Chair Duarte indicated that, on April 15, 2025, the Board of Trustees and President Jeanette M. Nuñez established her goals and objectives for the interim presidency term. He added that, in accordance to the Interim President Employment Agreement, President Nuñez is eligible for an annual performance bonus related to these goals and objectives. Board Chair Duarte stated that President Nuñez is eligible for a pro-rated performance bonus for her interim presidency tenure and the maximum pro-rated performance bonus amount is \$42,616.44, which is based on the time period of February 17, 2025, the date President Nuñez began her service as Interim President, through and including June 18, 2025, the date her presidency was confirmed by the BOG.

President Nuñez presented updates related to the overarching interim presidency goals for the 2025-26 fiscal year: increasing funding at state level and beyond; focusing on fundraising efforts; maintaining and furthering the University's position within the rankings; and ensuring FIU is a thought leader in the higher education landscape. President Nuñez commented on funding received for operational support, for Public Education Capital Outlay (PECO), and for preeminence. She remarked on increased outreach efforts and engaging with existing donors and meetings with potential new donors. President Nuñez indicated that FIU has been No. 1 for three (3) years in a row in performance-based funding metrics and that the University received an A grade for combating anti-Semitism on campus from the Anti-Defamation League. She remarked on meetings with industry and the launch of the presidential speaker series.

A motion was made and unanimously passed that the FIU Board of Trustees Governance Committee recommend that the FIU Board of Trustees issue a performance bonus in the amount of \$42,616.44 for the President for the interim presidency term, in accordance with the President's employment agreement.

G8. University President's Goals, 2025-26

Board Chair Duart indicated that, as per the President's employment agreement, the President's goals are aligned with the University's Accountability Plan. President Nuñez presented for Committee review, additional overarching goal areas related to the annual performance bonus, which included: increasing funding; philanthropy; enhancing FIU's national reputation; student success; and operationalizing the Strategic Plan. President Nuñez added that, once adopted by the FIU Board of Trustees, specific metrics and targets will be established in relation to the overarching goal areas.

A motion was made and unanimously passed that the FIU Board of Trustees Governance Committee recommend FIU Board of Trustees adoption of the President's Performance and Incentive Goals for academic year 2025-26, specifically, that the Board of Trustees (i) affirms that the President's Performance Goals continue to be aligned with the University's goals (i.e., Accountability Plan) and (ii) adopts Performance Bonus Goals.

4. New Business

No new business was raised.

5. Concluding Remarks and Adjournment

With no other business, Board Chair Carlos A. Duart adjourned the meeting of the Florida International University Board of Trustees Governance Committee on Thursday, September 18, 2025, at 12:46 PM.