



FLORIDA INTERNATIONAL UNIVERSITY

BOARD OF TRUSTEES

GOVERNANCE COMMITTEE

FIU, Modesto A. Maidique Campus, Graham Center Ballrooms

Thursday, September 18, 2025
12:15 PM

or

Upon Adjournment of Previous Meeting

Chair: Carlos A. Duarte, *Board Chair*

Vice Chair: Marc D. Sarnoff, *Board Vice Chair*

Members: Dean C. Colson, Alan Gonzalez, Yaffa Popack

AGENDA

- | | |
|--|--------------------|
| 1. Call to Order and Chair's Remarks | Carlos A. Duarte |
| 2. Approval of Minutes | Carlos A. Duarte |
| 3. Action Items | |
| G1. Board of Governors' Statement of Free Expression
Endorsement Resolution | Heather Russell |
| G2. Board Appointments, Florida International University
Children's Alliance for Research and Education, Inc. | Juan C. Cendan |
| G3. Board Appointments, Florida International University
Foundation, Inc. | Kenneth C. Hall |
| G4. Approval of the Amendments to the Bylaws of the Florida
International University Foundation, Inc. | Carlos B. Castillo |
| 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 | Elizabeth M. Bejar |
| G6. Amendments to Omnibus Resolution on Delegations of
Authority from the Board of Trustees to President | Carlos B. Castillo |
| G7. President's Performance Bonus for Interim Presidency Tenure | Carlos A. Duarte |
| G8. University President's Goals, 2025-26 | Jeanette M. Nuñez |

4. New Business

Carlos A. Duarte

5. Concluding Remarks and Adjournment

Carlos A. Duarte

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1. Call to Order and Chair's Remarks

Carlos A. Duart

2. Approval of Minutes

Carlos A. Duart

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3. Action Items

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

Heather Russell

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

Juan C. Cendan

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G3. Board Appointments, Florida International University Foundation, Inc.

Kenneth C. Hall

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4. New Business
Carlos A. Duarte

5. Concluding Remarks and Adjournment
Carlos A. Duarte



September 18, 2025

Subject: Approval of Minutes of Meeting held April 15, 2025

Proposed Committee Action:

Approval of Minutes of the Governance Committee meeting held on April 15, 2025.

Background Information:

Committee members will review and approve the Minutes of the Governance Committee meeting held on April 15, 2025.

Supporting Documentation: Minutes: Governance Committee Meeting, April 15, 2025

Facilitator/Presenter: Carlos A. Duarte, *Board Chair and Governance Committee Chair*

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Governance Committee

April 15, 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 Roger Tovar at 11:31 AM on Tuesday, April 15, 2025.

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. Duart, *Board Vice Chair*; Dean C. Colson; Alan Gonzalez; Yaffa Popack; and Marc D. Sarnoff.

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

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 September 12, 2024. Hearing none, a motion was made and unanimously passed to approve the minutes of the Governance Committee meeting held on September 12, 2024.

3. Action Items

G1. 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 appointment to the FIU Foundation, Inc. Board of Directors for Committee review. He indicated that the FIU Foundation, Inc. Board of Directors approved one new Director, Francis A. Hondal. Sr. VP Hall commented on the new appointee.

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

G2. University President's Performance and Incentive Goals, 2025-26

Interim President Jeanette M. Nuñez explained that the President's Performance Goals for 2025-26 are aligned with the University's goals. She presented for Committee review, additional overarching goals related to incentive compensation, which included: (1) increasing funding at state level and beyond; (2) focusing on fundraising efforts; (3) maintaining and furthering the University's position within the rankings; and (4) ensuring FIU is a thought leader in the higher education landscape.

A motion was made and unanimously passed that the FIU Board of Trustees Governance Committee recommend FIU Board of Trustees adoption of the Interim President's Performance and Incentive Goals for fiscal year 2025-26, as included in the Board materials.

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 Tuesday, April 15, 2025, at 11:43 AM.



September 18, 2025

Subject: Board of Governors' Statement of Free Expression Endorsement Resolution

Proposed Action:

Having reviewed the State University System of Florida Statement of Free Expression, Florida International University Board of Trustees endorsement of such statement.

Background Information:

On April 15, 2019, the State University System of Florida and its twelve public postsecondary institutions, through the universities' respective presidents, adopted the State University System of Florida Statement of Free Expression (the Statement of Free Expression). The Statement of Free Expression, in pertinent part, provides as follows:

“The State University System of Florida and its twelve public postsecondary institutions adopt this Statement on Free Expression to support and encourage a full and open discourse and the robust exchange of ideas and perspectives on our respective campuses. The principles of freedom of speech and freedom of expression in the United States and Florida Constitutions, in addition to being legal rights, are an integral part of our three-part university mission to deliver a high-quality academic experience for our students, engage in meaningful and productive research, and provide valuable public service for the benefit of our local communities and the state. The purpose of this statement is to affirm our dedication to these principles and to seek our campus communities' commitment to maintaining our campuses as places where the open exchange of knowledge and ideas furthers our mission.

A fundamental purpose of an institution of higher education is to provide a learning environment where divergent ideas, opinions and philosophies, new and old, can be rigorously debated and critically evaluated. Through this process, often referred to as the marketplace of ideas, individuals are free to express any ideas and opinions they wish, even if others may disagree with them or find those ideas and opinions to be offensive or otherwise antithetical to their own world view. The very process of debating divergent ideas and challenging others' opinions develops the intellectual skills necessary to respectfully argue through civil discourse. Development of such skills leads to personal and scholarly growth and is an essential component of the academic and research missions of each of our institutions.”

A complete copy of the State University System of Florida Statement of Free Expression is included in the supporting documentation.

In its Civil Discourse Report of 2022, the Board of Governors included seven recommendations directed to civil discourse. In its third recommendation, the Board of Governors recommended that “the leadership of each university board of trustees, faculty senate, and student government annually review and endorse the Board’s Statement of Free Expression and commit to the principles of civil discourse.”

At its September 22, 2022, December 7, 2023, and September 12, 2024 meetings, the Florida International University Board of Trustees, having reviewed the State University System of Florida Statement of Free Expression, endorsed such statement.

Supporting Documentation: State University System of Florida Statement of Free Expression

Facilitator/Presenter: Heather Russell

State University System of Florida Statement on Free Expression

The State University System of Florida and its twelve public postsecondary institutions adopt this Statement on Free Expression to support and encourage full and open discourse and the robust exchange of ideas and perspectives on our respective campuses. The principles of freedom of speech and freedom of expression in the United States and Florida Constitutions, in addition to being legal rights, are an integral part of our three-part university mission to deliver a high quality academic experience for our students, engage in meaningful and productive research, and provide valuable public service for the benefit of our local communities and the state. The purpose of this Statement is to affirm our dedication to these principles and to seek our campus communities' commitment to maintaining our campuses as places where the open exchange of knowledge and ideas furthers our mission.

A fundamental purpose of an institution of higher education is to provide a learning environment where divergent ideas, opinions and philosophies, new and old, can be rigorously debated and critically evaluated. Through this process, often referred to as the marketplace of ideas, individuals are free to express any ideas and opinions they wish, even if others may disagree with them or find those ideas and opinions to be offensive or otherwise antithetical to their own world view. The very process of debating divergent ideas and challenging others' opinions develops the intellectual skills necessary to respectfully argue through civil discourse. Development of such skills leads to personal and scholarly growth and is an essential component of the academic and research missions of each of our institutions.

It is equally important not to stifle the dissemination of any ideas, even if other members of our community may find those ideas abhorrent. Individuals wishing to express ideas with which others may disagree must be free to do so, without fear of being bullied, threatened or silenced. This does not mean that such ideas should go unchallenged, as that is part of the learning process. And though we believe all members of our campus communities have a role to play in promoting civility and mutual respect in that type of discourse, we must not let concerns over civility or respect be used as a reason to silence expression. We should empower and enable one another to speak and listen, rather than interfere with or silence the open expression of ideas.

Each member of our campus communities must also recognize that institutions may restrict expression that is unlawful, such as true threats or defamation. Because universities and colleges are first and foremost places where people go to engage in scholarly endeavors, it is necessary to the efficient and effective operations of each institution for there to be reasonable limitations on the time, place, and manner in which these rights are exercised. Each institution has adopted regulations that align with Florida's *Campus Free Expression Act*, section 1004.097, Florida Statutes, and with the United States and Florida Constitutions and the legal opinions interpreting those provisions. These limitations are narrowly drawn and content-neutral and serve to ensure that all members of our campus communities have an equal ability to express their ideas and opinions, while preserving campus order and security.

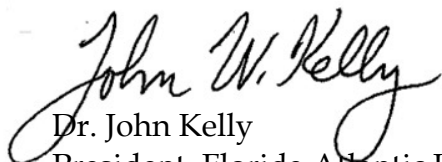
The undersigned do hereby adopt this Statement on Free Expression:



Marshall M. Criser III
Chancellor, State University System



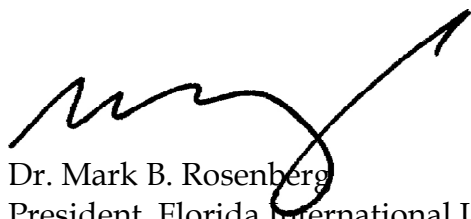
Dr. Larry Robinson
President, Florida A&M University



Dr. John Kelly
President, Florida Atlantic University



Dr. Mike Martin
President, Florida Gulf Coast University



Dr. Mark B. Rosenberg
President, Florida International University



Dr. Randy Avent
President, Florida Polytechnic University



Mr. John Thrasher
President, Florida State University



Dr. Donal O'Shea
President, New College of Florida



Dr. Thad Seymour
President, University of Central Florida



Dr. Kent Fuchs
President, University of Florida



Dr. David Szymanski
President, University of North Florida



Dr. Judy Genshaft
President, University of South Florida



Dr. Martha D. Saunders
President, University of West Florida



September 18, 2025

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

Proposed Action:

Florida International University Board of Trustees approval of the appointments of the individuals listed below and in the board materials, to the Florida International University Children's Alliance for Research and Education, Inc. Board of Directors.

Background Information:

The Florida International University Children's Alliance for Research and Education, Inc. (FIU-CARE) is organized: (i) as a not-for-profit corporation pursuant to Chapter 617, Florida Statutes; (ii) as a university direct support organization pursuant to Sections 1004.29 and 1004.30, Florida Statutes; (iii) pursuant to Board of Governors (BOG) Regulation 9.011; and (iv) pursuant to all other applicable laws and regulations.

The FIU-CARE Board of Directors is requesting that the Florida International University Board of Trustees (the BOT) approve the appointment of the individuals identified below to the FIU-CARE Board of Directors, as follows:

New Director Appointments for two (2) year term:

- Matthew A. Love, MBA, FACHE
- Marcos A. Mestre, MD, MBA
- Balagangadhar R. Totapally, M.D.

Florida Board of Governors Regulation 9.011(9) University Direct Support Organizations and Health Services Support Organizations, provides, in relevant part, that the university board of trustees shall approve all appointments to any DSO board other than the chair's representative(s) or the president or president's designee.

Article IV, Section 2 of the FIU-CARE Bylaws requires the FIU Board of Trustees to approve all appointments to the FIU-CARE Board, other than the Chair of the Board of Trustees' representative or the University President or University President's designee.

Supporting Documentation: Biographies: New Director Appointments | FIU-CARE

Facilitator/Presenter: Juan C. Cendan, M.D.

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Matthew A. Love

**President & CEO
Nicklaus Children's Health System**

Matthew A. Love serves as President and Chief Executive Officer of Nicklaus Children's Health System, the region's only healthcare system exclusively for children and parent organization to Nicklaus Children's Hospital, a nationally recognized nonprofit pediatric specialty hospital based in Miami, Florida. Mr. Love has more than 20 years of experience in financial and operational leadership in both adult and pediatric healthcare systems. Most recently, he served as senior vice president and chief financial officer at Regions for Mercy Health System in Ohio where he led a team of seven regional CFOs. Prior to Mercy Health, Mr. Love served in operational and planning roles for several years at a children's hospital in Memphis, Tennessee. He is a fellow in the American College of Healthcare Executives (FACHE). He is a graduate of Ohio State University where he earned a bachelor's degree in Industrial and Systems Engineering, and has a master's degree in Business Administration from Cleveland State University.



Dr. Marcos Mestre

**Senior VP, Chief Clinical Operations Officer
Nicklaus Children's Health System**

Dr. Marcos Mestre serves as Senior Vice President and Chief Clinical Operating Officer of Nicklaus Children's Health System, which includes Nicklaus Children's Hospital, a nationally recognized nonprofit pediatric specialty hospital based in Miami, Florida, and the flagship campus of the region's only healthcare system exclusively for children.

In his role, Dr. Mestre oversees the medical affairs and operations of the 309-bed Nicklaus Children's Hospital, and its network of pediatric outpatient centers situated in Miami-Dade, Broward, Martin, and Palm Beach counties. He serves as a collaborative dyad leader, along with the hospital's president and chief operating officer (COO) of the Health System, responsible for ensuring patients receive high-quality, coordinated care throughout their health journey. As a board-certified practicing physician in general pediatrics and pediatric hospital medicine, Dr. Mestre supports the well-being of Nicklaus Children's patients in both administrative and clinical roles.

Dr. Mestre has over 20 years of clinical practice and medical staff leadership experience. Most recently, he served as the chief Medical Officer at Nicklaus Children's Hospital. Prior to Nicklaus Children's, Dr. Mestre is a fellow of the American Academy of Pediatrics (AAP) and a clinical assistant professor at the Florida International University Herbert Wertheim College of Medicine.

Dr. Mestre is a graduate of the University of Miami, where he earned a bachelor's degree with honors in Biology and Psychology and an executive master's degree in Business Administration in Health Sector Management and Policy. He earned his medical degree from the University of Florida College of Medicine and completed his residency at the University of North Carolina (UNC) Hospitals in Chapel Hill.



Dr. Balagangadhar R. Totapally

Director of the Division of Critical Care Medicine
Medical Director of the Pediatric Intensive Care Unit
Director of the Pediatric Critical Care Fellowship Program
Section Director of Research, Division of Pediatric Critical Care Medicine
Section Director of Resuscitation, Division of Pediatric Critical Care Medicine
Medical Director of the PALS Program
Clinical Professor of Pediatrics, Herbert Wertheim College of Medicine, FIU

A native of India, Dr. Balagangadhar R. Totapally earned his MBBS, MD and DCH degrees (postgraduate diploma in child health) at Osmania University, Hyderabad, India. Dr. Totapally completed his Pediatric Residency at Hurley Medical Center, Flint, Michigan, a one year of Fellowship training in Neonatology at the Hospital for Sick Children, Toronto, Canada, and a Fellowship in Pediatric Critical Care Medicine at Nicklaus Children's Hospital, Miami, Florida.

Dr. Totapally is a diplomat of the American Board of Pediatrics with subspecialty certification in Pediatric Critical Care and Neurocritical Care. Dr. Totapally is a member of the Royal College of Physicians (United Kingdom) and of the Society of Pediatric Research; he is also a Fellow of the Society of Critical Care Medicine, the American Academy of Pediatrics, and the American College of Chest Physicians. He has published more than sixty scientific articles and book chapters and is involved in several current research projects. His present areas of research interest include the effects of carbon dioxide in sepsis and resuscitation, neurocritical care monitoring, and database research. He is a recipient of several federal and industry-sponsored research grants. He is a research mentor for several fellows, residents and medical students.

Dr. Totapally is actively involved in several committees and quality improvement programs at Nicklaus Children's Hospital. He is a member of ICU committee, GME, Bioethics and P&T committees. He led the implementation of the Rapid Response Team and the Pediatric Early Warning Scoring at Nicklaus Children's Hospital. He has been a physician leader for several blue-chip initiatives of the Nicklaus Children's Hospital quality pillar: including, reduction in bloodstream infections, ventilator associated pneumonias, and catheter associated UTIs and improved safety of TPN administration. Dr. Totapally is passionate about teaching residents and fellows. Over the years he received several Best Teacher awards from the residents. He is the Director of the Division of Critical Care Medicine at Nicklaus Children's Hospital, the Director of the Pediatric Critical Care Fellowship Program and the Medical Director of the PICU. Dr. Totapally is also the Medical

Director of PALS program at Nicklaus Children's Hospital. He has been appointed as a Clinical Professor of Pediatrics at Herbert Wertheim College of Medicine, FIU.

Dr. Totapally actively participates in the national PICU-focus group sponsored by NACHRI and is the Nicklaus Children's Hospital Medical Director for the VPS database. In addition, he represents Nicklaus Children's at the national PICU-BSI collaborative. Dr. Totapally oversees Nicklaus Children's Hospital's participation in the National Registry for CPR (NRCPR).

Board Certifications

American Board of Pediatrics (Pediatrics)- Certified

American Board of Pediatrics (Ped Critical Care Med)- Certified

United Council for Neurologic Subspecialties (Neurocritical Care) – Certified



September 18, 2025

Subject: Board Appointments, Florida International University Foundation, Inc.

Proposed Action:

Florida International University Board of Trustees approval of the appointments of the individuals listed below and in the board materials, to the Florida International University Foundation, Inc. Board of Directors.

Background Information:

The Board of Directors of the Florida International University Foundation, Inc. (the “FIU Foundation”), a direct support organization (“DSO”) of Florida International University, appointed three (3) new directors on June 7, 2025, all identified below.

The FIU Foundation is requesting that the Florida International University Board of Trustees (the BOT) approve the appointment of the individuals identified below to the FIU Foundation Board of Directors, as follows:

New Director Appointments for initial one (1) year term:

- Natasha G. Lowell
- Sardou Mertilus '08
- Michael “Mike” R. Torres, CPA '96

The BOT approved amendments to Regulation FIU-1502, Direct Support Organizations, at its March 4, 2019 meeting. Pursuant to FIU-1502, the BOT shall approve all appointments to the governing body of each DSO, other than the BOT Chair’s representative(s) or the President or President’s designee.

Florida Board of Governors Regulation 9.011(9) University Direct Support Organizations and Health Services Support Organizations, provides, in relevant part, that the university board of trustees shall approve all appointments to any DSO board other than the chair’s representative(s) or the president or president’s designee.

Florida Statute 1004.28(3) Direct-support organizations; use of property; board of directors; activities; audit; facilities, provides, in relevant part, that “the university board of trustees shall approve all appointments to any direct-support organization...” other than the BOT Chair’s representative(s) or the President or President’s designee.

Supporting Documentation: Biographies | Board Appointment, FIU Foundation, Inc.

Facilitator/Presenter: Kenneth C. Hall

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Natasha Lowell

Senior Vice President & Senior Wealth Strategist, Grove Bank and Trust

Bio

Natasha Lowell is the senior vice president and senior wealth strategist at Grove Bank & Trust. With more than 30 years of experience in the private wealth sector, Natasha is an established banking professional responsible for acquiring businesses from high-net-worth clients and implementing wealth planning strategies. Having served as senior vice president at First National Bank of South Miami in private banking, Natasha has held similar positions throughout her career, including in the commercial real estate and construction lending sectors. Her commitment to public service and civic duty includes current involvement on the Advisory Board of Casa Familia Inc., and past service on the Board of Trustees of Florida International University and Take Stock in Children Miami-Dade County.



Sardou Mertilus '08

Partner, Citrin Cooperman Advisors LLC | Partner, Citrin Cooperman & Company, LLP

Bio

Sardou Mertilus is a partner in Citrin Cooperman's Audit and Attest Practice and is based out of the firm's Fort Lauderdale, FL office. Sardou is an experienced professional with over 15 years in public accounting, applying accounting standards issued by the Governmental Accounting Standards Board (GASB) and the Financial Accounting Standards Board (FASB) to ensure compliance and deliver exceptional results for his clients.

Sardou is a CPA that has extensive experience auditing large counties, cities, school districts, universities, and diverse not-for-profit organizations. Sardou serves as a valuable resource, guiding clients through complex transactions, evaluating internal controls, and providing strategic insights to enhance operational effectiveness and financial transparency. Beyond his technical expertise, Sardou takes pride in giving back to the local community through volunteering, fostering meaningful connections, and supporting initiatives that make a positive impact.

Prior to Citrin Cooperman, Sardou worked at a national provider of assurance, tax, and consulting services as a senior manager.



Michael R. Torres, CPA '96

Partner, PAAST, P.L.

Bio

Michael R. Torres is a member of the public accounting firm PAAST. He has over 25 years of experience providing tax, accounting, attestation, business consulting, forensic accounting, and litigation support services to clients in the financial services, hospitality and tourism, investment funds, manufacturing, media, nonprofit, pharmaceutical, real estate, sports and entertainment, technology, and telecommunications industries. Michael's experience includes preparing business plans for mergers and acquisitions, performing internal and external audits and operational reviews, financial consulting and tax planning. In addition, Michael has forensic accounting and fraud auditing experience on cases ranging from divorce to commercial litigation. Additionally, he has managed a variety of engagements, including loan portfolio reviews, bank-wide risk assessments, Bank Secrecy Act/Anti-Money Laundering audits, Federal Deposit Insurance Corporation Improvement Act audits, compliance audits, and information technology audits. Prior to starting his own public accounting firm, Michael was the vice president of finance for Marex, a NASDAQ listed company, and an audit senior at Arthur Andersen.

Michael has lectured at Florida International University (FIU), Polaris International, now known as Prime Global, and Bank United. He has appeared on Univision Television Network, CNN en Español Radio, Bloomberg en Español Radio, and Caracol USA Radio/1260 AM. In addition, Michael had articles published in the Daily Business Review and GlobeSt.com.

Michael stays current with topics relating to public accounting and financial institutions by frequently attending national, state and regional conferences hosted by the American Institute of Certified Public Accountants (AICPA); Florida Institute of Certified Public Accountants (FICPA), Financial Managers Society; Office of the Comptroller of the Currency; Florida Bankers Association; Florida International Bankers Association; South Florida Banking Institute; and Certified Fraud Examiners.

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September 18, 2025

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

Proposed Action:

Florida International University Board of Trustees (BOT) approval of the Amendments to the Bylaws of the Florida International University Foundation, Inc.

Background Information:

On June 7, 2025, the FIU Foundation, Inc. (FIU Foundation) Board of Directors approved amendments to the Bylaws of the FIU Foundation.

The approved revisions to the Bylaws of the FIU Foundation reflect the current existence and reporting structure of various of the Board of Directors' Committees and Sub-committees, as well as certain other non-substantive changes to improve consistency and clarity.

The BOT must approve any amendments to the FIU Foundation Articles of Incorporation and Bylaws before their becoming effective.

Regulation FIU-1502 Direct Support Organizations (2)(a) provides that any amendments to the Articles of Incorporation or Bylaws must be submitted by the President of the University to the BOT for approval prior to becoming effective.

Article 10, Section 1, of the FIU Foundation Bylaws provides that all amendments to the Bylaws of FIU Foundation must be approved by the FIU Board of Trustees, upon recommendation of the President of FIU prior to their effective date.

Supporting Documentation: FIU Foundation, Inc. Bylaws as Amended and Restated on the 7th day of June 2025

Facilitator/Presenter: Carlos B. Castillo

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FLORIDA INTERNATIONAL UNIVERSITY FOUNDATION, INC.
A Florida Not for Profit Corporation
(the "Foundation")

BYLAWS

As Amended and Restated ~~October 21, 2023~~ June 7, 2025

ARTICLE 1. BOARD OF DIRECTORS.

Section 1. Governance. In accordance with Article 5 of the Articles of Incorporation of the Foundation, the affairs of the Foundation shall be managed by and under the direction of the Board of Directors (the "Board") and by various Officers and committees thereof as powers may be delegated to such Officers and committees by these Bylaws or by Resolution of the Directors. Members of the Board shall be the sole voting members of the Foundation and shall be called "Directors."

Section 2. Number and Qualifications of Directors. The Directors shall include three categories of members:

(i) Elected Members. The Directors shall elect from the nominations of the Membership & Board Governance Committee, or from nominations made from the floor, a total of not less than twenty-eight (28) and not more than sixty (60) members in accordance with the nomination and election procedures specified by these Bylaws. Each Director shall have demonstrated outstanding qualities of leadership and managerial ability and a serious personal intention to promote the advancement of higher education and Florida International University (the "University") through dedicated service to the Foundation. Each Director should set an example of charitable interest in the University and the Foundation which alumni and other friends of the University may emulate. To that end, each elected member of the Board shall contribute to the Foundation, at a minimum, an annual membership gift, the amount of which shall be recommended by the Executive Committee and approved by the Board at the Annual Meeting, and which shall be paid to the Foundation by each Director during the first quarter of each fiscal year of membership. In addition, each Director shall either make a donation, or get others to make donations, annually in the amount established by the Board at its Annual Meeting. Directors shall be expected to participate in University functions and events whenever reasonable and practicable and act as an emissary to promote and advance the goals of the University.

(ii) Officers. The Directors shall elect a Chairperson of the Board (a "Chairperson"), up to two (2) Vice Chairpersons, a Secretary and a Treasurer from among its membership. The Chairperson may appoint an Assistant Secretary and Assistant Treasurer to provide administrative support.

(iii) Designated Ex Officio Members.

(a) The Directors shall include among their members the persons who hold the following offices during the time they hold such offices: the President of the University (the "University President") or his/her designee, the Vice Chair of the Faculty Senate, , the Vice President of the Student Government Association, the President of the Alumni Association, the Chairperson of the FIU President's Council, and others who may be designated by the Directors from time to time ("Ex Officio Members").

(b) The University President may also appoint other members of the University administration, faculty, student body or public to serve on the Board and the Executive Committee as Ex Officio Members, for such terms as may be designated by the University President.

(c) The Chairperson of the University Board of Trustees (the "BOT Chairperson") shall appoint at least one (1) representative to the Board and the Executive Committee as Ex Officio Members. The University Board of Trustees shall approve all appointments to the Board and the Executive Committee of the Foundation that are not authorized by this subsection.

(d) Ex Officio members shall have the right to vote and shall be counted towards quorum.

Section 3. Terms of Service. A newly elected Director, who has not previously been a Director, shall be elected to serve for a one (1) year probationary term (an "Initial Term"). Following an Initial Term, he/she may be elected for an additional two-year term, followed by two three-year terms – for a maximum term of service equal to nine (9) years -- before having to rotate off the Board for a minimum of one (1) year. With respect to any Director whose tenure also includes service to the Foundation as an Officer, the term limits set forth herein shall be extended commensurate with the period of time of the Director's service as an Officer. Ex Officio Members shall serve (i) so long as s/he holds the office or the position which resulted in placement on the Board; (ii) for the term designated by the BOT Chairperson or the University President, as the case may be; or (iii) until removed by the office having made the appointment of such Ex Officio Member (*i.e.*, the BOT Chairperson or the University President, as the case may be).

Section 4. Election. The Board shall elect new members to fill expiring and vacant terms at the Annual Meeting of the Directors to be held in May or June of each year. Directors may elect additional members at any other regular or special meetingmeetings of the Directors, as provided in these Bylaws. Nominations for Directors shall be made by the Membership & Board Governance Committee, as described in Article 3 of the Bylaws.

| Section 5. Vacancies. Vacancies occurring during a term may be filled by the Directors at any regular or special ~~meeting~~meetings of the Directors, as provided in these Bylaws.

Section 6. Meetings.

(i) Regular meetings of the Board shall be held at least three (3) times a year. One such meeting shall be held in May or June of each year and such meeting shall be the Annual Meeting of the Directors when new Directors and Officers shall be elected and take office, subject to other provisions of these Bylaws. Notice to the public of regular meetings, Committee meetings, and special meetings of the Board will be given by posting on the Foundation's website at <https://give.fiu.edu/> not less than seven (7) days before the meeting and will include a statement of the general subject matters to be considered. Notice to each Director shall be emailed or faxed to each Director not less than seven (7) days prior to each meeting. Special meetings may be called by the Chairperson, the University President or his/her designee or by any three (3) Directors, and the agenda for special meetings shall be limited to matters listed in the written notice of the special meeting.

(ii) Emergency Meetings. An emergency meeting of the Board may be called by the Chairperson, or a Vice Chairperson in the Chairperson's absence, upon as much notice as is reasonably possible but not less than twenty-four (24) hours notice whenever, in the opinion of the Chairperson or Vice Chairperson, an issue requires immediate Board action. Whenever such emergency meeting is called, the Chairperson will notify the Secretary. The Secretary will immediately serve either verbal or written notice upon each member of the Board, and shall provide notice to the public, by any procedure that is fair under the circumstances, stating the date, hour and place of the meeting and the purpose for which the meeting has been called. No other business will be transacted at the meeting unless additional emergency matters are agreed to by a majority of those Board members in attendance. The minutes of each emergency meeting will show the manner and method by which notice of such emergency meeting was given to each member of the Board and to the public.

(iii) Executive Session: The Florida Legislature has provided the following limited exemptions from Florida's Sunshine Law for certain meetings because of the confidential material that must be discussed. When the Board decides to avail itself of any such exemption, it will do so by convening an executive session of the Board.

(a) Pending Litigation. Meetings to discuss pending litigation in which the Board is presently a party before a court or administrative agency may be held in executive session outside the Sunshine, provided the following procedures and conditions are met:

1. Counsel for the Board must advise the Board at a public meeting that he or she desires an executive session and must state the basis therefore.

2. Only Board members, the Board's attorney(s) and the University President may attend a closed executive session to discuss pending litigation. Staff members or consultants are not permitted to attend. The Board must give advance public notice, pursuant to its procedures, of the time and date of the executive session, and must identify the names of the persons who will be attending the closed session.

3. The session must commence with an open meeting at which the Chairperson or his/her designee shall announce the commencement of the meeting, the estimated length of the closed executive session, and the names of the persons attending. At that point, the meeting is closed to all except those whose names have been announced. The executive session may then commence. At the conclusion of the executive session, the meeting must be reopened to the public and the person chairing the meeting shall announce the termination of the closed executive session.

4. A certified court reporter must record the entire executive session. The reporter must record the times of commencement and termination of the executive session; all discussions and proceedings; the names of all persons present at any time; and the names of all persons speaking. No portion of any executive session may be held off the record. The Board must have the court reporter's notes fully transcribed, and the transcript filed with its records custodian. The transcript is exempt from Florida's public records law⁷ and is not to be disclosed until the litigation concludes. Upon the conclusion of the litigation, the transcript becomes part of the public record.

5. The subject matter of the closed session must be confined to settlement negotiations or strategy sessions related to litigation expenditures. The Board may not go beyond these strict parameters. No final action, no vote, and no decisive action may be taken during the closed session. Any final decision to settle a lawsuit, for a certain amount of money, or under certain conditions, is a decision that must be voted upon in a public meeting.

Section 7. Quorum. A quorum of the Directors shall be one-third of the voting Directors holding office at the time of the vote. A quorum must be present to transact the business of the Foundation at a meeting.

Section 8. Voting. Each Director shall have one vote. When a quorum is present at the meeting, all questions shall be decided by majority vote of the voting Directors present, except as otherwise provided in these Bylaws.

Section 9. Proxies. Proxies, general or special, shall not be accepted for any purpose in the meetings of the Directors or committees.

Section 10. Telephonic Meetings. Meetings of the Directors and of committees may be conducted by conference telephone or similar communications facilities, in the same manner as if the meeting were held in person, if the Chairperson or the Chairperson of the Committee determines it is appropriate and is in full compliance with all requirements of the Sunshine Law. The notice of any meeting conducted by means of telephone or similar communication facilities will state where and how members of the public may gain access to the meeting.

Section 11. Resignation or Removal. A Director may resign at any time by giving written notice to the Chairperson, the Chief Executive Officer of the Foundation (the "CEO"), or the Secretary of the Foundation. Any such resignation shall take effect at the time specified therein or, if no time is specified therein, upon its acceptance by the Board. Any Director who is not present for three (3) regular meetings of the Board during a fiscal year, or who otherwise fails to meaningfully participate as a Director in accordance with the provisions of these Bylaws, shall be placed on probation. The Membership & Board Governance Committee, in consultation with the Chairperson and the CEO, shall determine whether to remove the Director from the Board or continue his/her probationary period. In addition, any Director may be removed from office by a two-thirds vote of all of the Directors present or no less than fifteen (15) members, effective as of the date of such vote.

ARTICLE 2. OFFICERS.

Section 1. Titles. The Officers of the Foundation, who also serve as Officers of the Board of the Foundation, shall be: a Chairperson, up to two (2) Vice Chairpersons, a Secretary, a Treasurer, and such other officers as the Board may determine.

Section 2. Election. The Chairperson, Vice Chairperson(s), Treasurer and Secretary shall be elected at the Annual Meeting of the Directors from nominations submitted to the Directors by the Membership & Board Governance Committee, or from nominations from the floor. No Officer may hold more than one Foundation office concurrently.

Section 3. Term of Service. Each Officer shall be elected for a term of one (1) year and shall be eligible to succeed himself/herself for no more than two (2) additional terms, except as may be otherwise extended for one additional year if approved by the recommendation of the Membership & Board Governance Committee and the affirmative vote of two-thirds of the voting Directors present. In the event any officer is elected to fill a vacancy at any regular meeting other than the Annual Meeting of the Directors, the term for filling that vacancy shall not be counted towards the term limits set forth herein.

Section 4. Vacancies. In case any vacancy occurs in an elected office, an election shall be held at the first regular or special meeting of the Directors after such vacancy occurs and nominations may be received directly from the floor to fill such vacant positions. Notice of such vacancy and scheduled election must be given in the same manner as notice for regular or special meetings.

Section 5. Resignation and Removal. An Officer of the Foundation may resign at any time by giving written notice to the Board, the Chairperson or the Secretary. Any such resignation shall take effect at the time specified therein or, if no time is specified therein, upon its acceptance by the Board. Any Officer may be removed from office by a two-thirds vote of all of the Directors present or no less than fifteen (15) members, effective as of the date of such vote.

Section 6. Powers and Duties.

(i) Chairperson of the Board. The Chairperson shall preside at all meetings of the Board and Executive Committee, and perform all other duties as may from time to time be assigned by the Directors or the Executive Committee. Among the Chairperson's powers and duties, without limitation, are to appoint the members and Chairpersons of all Standing Committees established by the Directors, except when members or Chairpersons may be designated by these Bylaws; name Special Committees and appoint their members and Chairpersons; appoint, a person to serve as Registered Agent for the Foundation; represent the Foundation at official functions of the University and elsewhere as he/she may determine proper; and present a report of the activities of the Foundation and the conduct of his/her office at the Annual Meeting which occurs when his/her term of office expires. The Chairperson shall report to the Board and the University President.

(ii) Vice Chairperson(s). The Vice Chairperson(s) shall be responsible for assisting the Chairperson in any way so designated by the Chairperson and shall serve as temporary Chairperson in the Chairperson's absence. Vice Chairpersons shall perform such other duties as may from time to time be assigned by the Chairperson, the Directors or the Executive Committee.

(iii) Secretary. The Secretary shall be responsible for the maintenance and management of the Foundation's activities as may be required by the Chairperson, the Directors or the Executive Committee. He/she shall have charge of the Foundation's corporate records and corporate seal; record the minutes of all meetings of the Directors, Executive Committee and other committees; give and serve notice of meetings as required by these Bylaws; and perform such other duties as may be assigned to him/her by the Chairperson, the Board or the Executive Committee. The Secretary may delegate part of his/her duties to an Assistant Secretary as set forth in Article 5 below.

(iv) Treasurer. The Treasurer shall serve as Chairperson for the Finance Committee; approve all day-to-day disbursements by the Foundation; have custody of all of the funds and financial records of the Foundation; disburse funds upon instruction of the Directors or the Executive Committee; keep full and accurate accounts of all funds, together with the report of the annual audit; present a financial report for the Foundation at each meeting of the Directors and an annual financial report at the Annual Meeting; file all financial reports required by Federal and Florida law, regulation, rule or established procedure; and perform such other duties as may be assigned to him/her by the Chairperson, the Board or the Executive Committee. The Treasurer may delegate part of his/her duties to an Assistant Treasurer as set forth in Article 5 below.

ARTICLE 3. COMMITTEES.

Section 1. Designation and Appointment of Committees. Committees of the Board shall either be Standing Committees, as designated by these Bylaws, or Special Committees, as established by the Chairperson. Standing Committees or Special Committees shall have the power to establish Sub-Committees. Each Director will serve on at least one Standing Committee during their tenure as a Director.

The Chairperson of the Foundation shall appoint the members of all committees and designate their chairpersons, except as otherwise specified by these Bylaws. A majority of the members of Standing Committees, Special Committees and of any sub-committees must be Directors. All members of the committees shall have voting rights. One-third of the voting members of any Committee, except the Executive Committee as provided for below in these bylaws, shall constitute a quorum and a majority vote of the voting members of the Committee present, after a quorum has been declared, shall be required to enact business of the Committee. The actions of any committee shall be subject to review and approval by the Executive Committee, and to confirmation by the Board at its next ensuing meeting, except when the power to act is specifically granted to a committee by these Bylaws or by action of the Directors or Executive Committee. Each committee shall keep approved minutes and submit them to the Directors for review. Committees shall present an annual plan at the first meeting of the Board for the Foundation's calendar year.

Section 2. Standing Committees. The Directors shall have the following Standing Committees:

(i) Executive Committee. The Executive Committee of the Directors of the Foundation shall have and may exercise all powers and authority of the Board when the Directors are not in session, subject only to such restrictions or limitations as the Directors may from time to time specify, except that the Executive Committee shall have no authority to alter, amend, or repeal the Articles of Incorporation or Bylaws of the Foundation, to remove Directors or Officers or to elect Officers. The Executive Committee may elect Directors that have been recommended by the Membership & Board Management Committee, provided that the Membership & Board Management Committee circulates its recommendations to the full Board prior to the Executive Committee meeting where new directors will be elected. The Executive Committee shall meet at the call of the Chairperson of the Directors. A majority of the voting members of the Executive Committee shall constitute a quorum and a majority vote of the voting members of the Committee present, after a quorum has been declared, shall be required to enact business of the Executive Committee. When urgency precludes a formal meeting, matters may be handled by telephone in accordance with provisions of these Bylaws and the requirements of Florida law regarding meetings of the Directors. All actions of the Executive Committee shall be reported to the Directors at the next ensuing meeting of the Board, or when deemed sufficiently important by the Chairperson and the University President, such actions shall be reported to the Directors within thirty (30) days after such action is taken, or at a meeting of the Directors if a meeting is held within that period of time. All actions of the Executive Committee shall be included in the minutes of the Board. Members of the Executive Committee shall be the Chairperson, Vice Chairperson(s), Treasurer and Secretary of the Foundation, the University President or his/her designee, the Chairpersons of each standing committee, two (2) additional members as may be designated by the Chairperson, and any Ex Officio Members appointed to the Executive Committee by the University President in accordance with Section 2(iii) hereof. The University President shall participate at Executive Committee meetings in a non-voting capacity in the event he or she appoints a designee to serve on the Board and Executive Committee.

(ii) Development ~~Management~~ Committee. The Development ~~Management~~ Committee is responsible for supporting the Foundation's overall efforts to secure private philanthropic financial support and for promoting the University's mission. To this end, the Development Committee shall review, approve and recommend to the Directors all major fundraising initiatives and campaigns undertaken by the Foundation or the University and each of its components; ~~carry out a regular fundraising program and coordinate the efforts of the Development Sub-Committee;~~ prepare policies and strategies for the solicitation, receipt, acknowledgment, stewardship and recognition of financial support; and prepare standards for gift recognition including, without limitation, endowed chairs, endowed professorships, endowed

lectureships, endowed scholarships, the naming of colleges, schools, centers, buildings, areas and other significant facilities and activities of the University, recognizing, however, that only the University Board of Trustees has the ability to recommend that state buildings and facilities be permanently named after donors.

~~(a)Development Committee. The Development Committee shall be a subcommittee of the Development Management Committee. Each member of the Foundation board shall be a member of the Development Committee. The Development Committee, with the guidance and strategic direction provided by the Development Management Committee, shall be responsible for supporting the Foundation's overall efforts to secure private philanthropic financial support and for promoting the University's mission.~~

~~(b)Athletics Sub-Committee. The Athletics Sub-Committee shall be a subcommittee of the Development Management Committee. The Athletics Sub-Committee shall,~~(a) Athletics Sub-Committee. The Athletics Sub-Committee shall be responsible for supporting the Foundation's overall efforts for fundraising for FIU Athletics, and, on behalf of the Foundation, provide support for engaging fans, alumni and loyal supporters of FIU Athletics in order to generate financial contributions for the purpose of enriching the overall educational and athletic experience for all FIU student-athletes.

(iii) Finance Committee. The Finance Committee shall be responsible for the oversight of the fiscal matters of the Foundation, including but not limited to the preparation of the Foundation's annual budget, which shall be prepared before the beginning of the University's fiscal year, approved by the Directors and recommended by the University President to the Board of Trustees each year no later than sixty (60) days following the beginning of the Foundation's fiscal year. The Board of Trustees must approve the Foundation budget before it can be enacted. The Finance Committee shall approve or reject gifts or bequests which impose unusual conditions on the Foundation or the University, subject to review and approval by the Executive Committee or the Directors. It shall periodically review the Foundation's performance against budget and monitor and coordinate the work of the Foundation's Assistant Treasurer and the Investment Sub-Committee, Audit Sub-Committee, and Real Estate Sub-Committee. The Finance Committee shall ensure that consistent and reliable financial practices are followed and that the current financial status of the Foundation is reported to the Executive Committee and the Directors regularly.

(a)~~The~~ Investment Sub-Committee. The Investment Sub-Committee, with the guidance and recommendations of the Finance Committee and the investment consultants hired by the Foundation, shall be responsible for formulation of the Foundation's investment objectives, and for assisting the Directors in its oversight of the Foundation's investment portfolio and investment managers. The Investment Sub-

Committee shall recommend to the Board investment policies, asset allocation policies and guidelines, and shall review and advise on any other investment-related matters as the Finance Committee may from time to time determine. The Investment Sub-Committee shall recommend engagement or termination of investment managers, consultants and custodians, evaluate the performance of investment managers, consultants and custodians and make periodic reports to the Finance Committee and the Board on investment performance and related matters. The Investment Sub-Committee shall meet at least quarterly to review the results of the investment portfolios and recommend appropriate adjustments, as necessary. All actions of the Investment Sub-Committee shall be reported to the Finance Committee.

(b) ~~The Audit Sub-Committee.~~ The Audit Sub-Committee shall be responsible for assisting the Directors in fulfilling its oversight responsibility with respect to the audit policies and system of internal controls of the Foundation. The Audit Sub-Committee shall cause an audit to be made by an independent certified public accountant of the books of the Foundation as soon as possible after the close of the fiscal year of the Foundation, and to have the results reported to the CEO of the Foundation immediately, and to the full Board at their next meeting thereafter. The annual audit report shall be submitted by the University President to the Board of Trustees for review no later than the end of the fourth month following the close of the organization's fiscal year. The annual audit report shall also be submitted to the Auditor General and to the Board of Governors no later than nine (9) months after the close of the Foundation's fiscal year. The audit shall be conducted in accordance with rules promulgated by the Board of Trustees and with the policies adopted by the Auditor General. The Audit Sub-Committee shall recommend the engagement or termination of the external auditors and shall review their performance. The Audit Sub-Committee shall ensure the financial records of the Foundation are maintained in accordance with generally accepted accounting principles and shall monitor compliance with internal controls and all requirements set forth in the Audit Charter, as may be amended from time to time by the Audit Sub-Committee.

~~(iv) Foundation Enterprise Growth Committee. The Foundation Enterprise Growth Committee shall be responsible for identifying and analyzing potential alternative revenue streams for the Foundation, that are aligned with the University's values and goals, that may result in potential incremental funding opportunities (i.e., by leveraging newly acquired or existing Foundation tangible or intangible assets) that would in turn allow the Foundation to achieve improved organizational self-sufficiency.~~

~~(a) Real Estate Sub-Committee. The Real Estate Sub-Committee shall be a subcommittee of the Foundation Enterprise Growth Committee. It~~(c) Real Estate Sub-Committee. The Real Estate Sub-Committee shall be responsible for developing and coordinating the Foundation's overall real estate strategy and objectives, and for reviewing and recommending to the ~~Foundation Enterprise Growth~~Finance Committee

~~and the Directors~~ general real estate policies, guidelines, and best practices for achieving the Foundation's goals. The Real Estate Sub-Committee shall review potential real estate acquisitions and provide recommendations to the Finance Committee with regard to the potential use or disposition of real property.

~~(b) FIU Ventures Sub-Committee. The FIU Ventures Sub-Committee shall be a subcommittee of the Foundation Enterprise Growth Committee. The FIU Ventures Sub-Committee shall be responsible for the organization and management of a Foundation investment fund that will seek to raise capital from accredited investors with the goal of making equity investments in early stage, high growth companies. All actions of the FIU Ventures Sub-Committee shall be reported to and approved by the Foundation Enterprise Growth Committee.~~

(iv) FIU Health Committee. The FIU Health Committee shall be responsible for evaluating philanthropic opportunities and partnerships involving the FIU Foundation as it relates to the Herbert Wertheim College of Medicine, the Nicole Wertheim College of Nursing and Health Sciences, and the Robert Stempel College of Public Health and Social Work, and other medical related areas and programs that may fall within other colleges and/or units.

(v) Membership & Board Governance Committee. The Membership & Board Governance Committee shall receive recommendations for nominees to the Board and as Officers, evaluate such recommendations, and present nominations for open positions to the Board at least seven (7) days prior to the Annual Meeting, or any meeting where new Directors will be chosen. The Membership & Board Governance Committee shall advise new Directors of the responsibilities of membership; nominate individuals for special recognition as members of the Foundation; and monitor the attendance, participation and activity of Foundation members and Directors.

Section 3. Special Committees. The Chairperson may establish Special Committees from time to time to assist the Directors in carrying out the purposes of the Foundation. The Chairperson shall report the establishment of all Special Committees and the names of their chairpersons and members to the Executive Committee and the Directors at the next ensuing regular meetings of the Executive Committee and Directors.

ARTICLE 4. SPECIAL MEMBERS OF THE FOUNDATION.

Section 1. Purpose of Special Members. The Directors may from time to time, acting by majority vote, establish special categories of membership in the Foundation for the purpose of honoring persons for contributions, service or achievement. The qualifications for special membership for each category shall be determined by the Directors as they deem necessary for the benefit of the Foundation and the University.

Candidates for special membership will be reviewed by the Chairperson of the Membership and Board Governance, subject to the confirmation by the Membership and Board Governance Committee. Special members shall have no vote in meetings of the Foundation's members or Directors except as specifically provided in these bylaws.

Section 2. Special Member Categories. Based upon certain criteria and subject to certain duties, obligations and term requirements as established by the Board from time to time, the Foundation shall have the following special member categories for honorary and recognition purposes:

(i) Chairperson Emeritus. This category honors past Chairpersons of the Board who have rendered extraordinary service to the Foundation. The Directors may elect a former Chairperson, after his/her term of office shall have expired, as Chairperson Emeritus of the Foundation. The Chairperson Emeritus shall be elected by a two-thirds vote of the Directors present.

(ii) Director Emeritus. The Directors may elect a former Director, after his/her term of office shall have expired, as a Director Emeritus to honor those who have given distinguished service as members of the Board. The Director Emeritus shall be elected by a two-thirds vote of the Directors present.

(iii) Foundation Fellows. The Directors may from time to time elect individual(s) who have demonstrated extraordinary merit and distinction to serve as Foundation Fellows. The election of Foundation Fellows, if any, shall require a majority vote of the Directors present. The total number of Foundation Fellows in office at any given time shall not exceed ten (10).

ARTICLE 5. EXECUTIVE AND ADMINISTRATIVE SUPPORT

Section 1. Chief Executive Officer. There shall be a CEO of the Foundation. The University President shall approve and recommend to the Board a person to serve as CEO. After duly considering the recommendation of the University President, the Board shall appoint, by majority vote, the CEO, whose primary responsibilities are to manage the business of the Foundation on a day-to-day basis, in accordance with policies established by the Directors, and to carry out the functions and duties of the position as prescribed by the Directors in consultation with the University President. The CEO shall report to the Board and the University President.

Section 2. Assistant Secretary/ Assistant Treasurer. There may be an Assistant Secretary and an Assistant Treasurer to whom the Secretary or Treasurer may delegate part of their duties. The Assistant Secretary and Assistant Treasurer shall report to the Secretary and Treasurer, respectively. Neither the CEO of the Foundation, the Assistant

Secretary nor the Assistant Treasurer shall be considered members or officers of the Foundation nor shall they have voting rights.

ARTICLE 6. FUNDS.

Section 1. Fund Categories. The assets of the Foundation shall be held in various Funds as established in these Bylaws or as the Directors shall designate, with as many subfunds and accounts within these groupings as shall be necessary or desirable to achieve the purposes of the Foundation and to comply with the terms of gifts to the Foundation. The Finance Committee shall review these fund categories at least annually and will recommend changes needed to the Executive Committee and the Directors. "Funds" include General Funds, Designated Funds (including Building Funds), Endowment Funds and other special fund categories.

Section 2. General Funds. General Funds are funds which may be used for the general purposes of the Foundation, including administration of the Foundation's affairs, or funds with restrictions which do not seriously inhibit their use for general Foundation purposes. All donations to the Foundation shall be credited to the General Funds when received, including all principal and income from properties donated to, disposed of, or held by the Foundation, unless the terms of the gift shall require the Foundation to credit such donations or the income of principal from such properties to a specific Designated Fund, as described in the Bylaws, or to a specific use or purpose inconsistent with the general unrestricted use by the Foundation of such donation or the income therefrom.

Section 3. Designated Funds. Designated Funds of the Foundation will be established for each major academic and administrative unit of the University to receive donations to the Foundation which are designated for such purposes. Additional Designated Funds for other specific purposes may be established by the Executive Committee or Directors. The principal of all designated Donations shall be credited to such Designated Fund. Interest income from designated funds shall be credited to the Foundation's General Funds to offset additional university fundraising and support activities unless the terms of the gift specify otherwise.

Section 4. Building Funds. The Board may, from time to time, establish Building Funds for specifically designated capital projects. They shall be administered as Designated Funds.

Section 5. Endowment Funds. Endowment Funds, or Permanently Restricted net assets, are contributions including state matching that must be held and invested in perpetuity as stipulated by the Donor. Only the earnings generated by these investments may be expended and only in accordance with the donor's intent and the gift agreement. All endowment funds are pooled and invested as directed by the Board. Investment

earnings/losses are distributed to each endowment on a yearly basis based on its pro-rated share of earnings/losses generated by the permanently restricted net assets. Unless stipulated by the donor, earnings shall not be permanently restricted. The Board will determine the percentage of yearly earnings to be distributed for spending and the percentage to be held in reserve as added principal. The added principal is available for future spending and although it is temporarily restricted, it may be used to calculate the endowment's average balance from which future distributions are based. Losses attributable to permanently restricted net assets must first reduce any added principal held in reserve prior to reducing the corpus of the endowment. Any permanently restricted net asset which has been reduced by losses must be reinstated to its original corpus before any future investment earnings are distributed for spending. No corpus including state matching may be reduced for spending. An administration fee, as approved by the Board, may be charged to endowments. This fee will be covered by the endowment's investment earnings, but may not reduce an endowment's corpus.

Section 6. Ownership and Use of Funds.

(i) All Funds described herein shall be the property of the Foundation and shall be owned by the Foundation as defined in and limited by its Articles of Incorporation, Bylaws, and applicable Florida and Federal law and regulations. In such capacity, the Foundation shall have the ultimate authority and control over all property in the Funds, and the income derived there from, for the general purposes of the Foundation.

(ii) The assets and income of any Fund may be commingled with those of other unrestricted funds of the Foundation, or may be invested in units of a common investment fund which may be established or utilized by the Foundation, unless otherwise restricted by the terms of gift. The Foundation shall not have an obligation to commingle the assets for investment purposes and may, in its discretion, retain any assets received or hold the assets of a Fund as a separate unit for investment purposes. Any investment or reinvestment of assets shall be made only in such investments as are appropriate for a prudent fiduciary.

(iii) Specific expenses necessary or desirable for the proper administration of each Fund and subfund shall be charged to that Fund or subfund. General operational and administrative expenses shall be charged to each Fund or subfund in accordance with a formula approved by the Directors unless inconsistent with the terms of the gift or otherwise legally improper. Such charges shall be paid into the General Funds where they may be disbursed to pay such expenses. In the event such charges are inconsistent with the terms of the gift or otherwise legally improper, the Directors shall determine which Funds may be used to pay for such expenses.

(iv) These provisions shall not limit in any way the power and ability of the Directors to accept special gifts from donors which may be used for purposes specified by the donors, if such purposes fall within the Foundation's broad general purposes, and which may be subject to such ownership, income and distribution characteristics and restrictions as the Directors of the Foundation and the donors of such gifts may agree, but no characteristic or restriction shall jeopardize the Foundation's tax exempt status or its corporate charter. The Directors intend that all donations will be administratively grouped as a part of one or more of the Funds specified above or as may be established.

(v) Upon the voluntary or involuntary dissolution of the Foundation, or decertification of the Foundation by the Board of Trustees, the Directors shall, after paying or providing for all debts and obligations of the Foundation, transfer the assets of the Foundation to the University, subject to the conditions, restrictions and limitations to which the assets were subject when they were assets of the Foundation.

Section 7. Checks and Depositories. Except as may otherwise be specified in these Bylaws, the Directors shall provide by Resolution which Officers, Directors, or their designees are authorized to draw checks on the Funds of the Foundation and may impose any reasonable terms, conditions, or limitation on such authority. Checks or drafts on the Funds of the Foundation shall be signed by any two of the Officers, Directors, or their designees authorized to do so by the Directors or by these Bylaws. Funds of the Foundation shall be deposited to the credit of the Foundation only in institutions approved by the Directors by resolution and only in financial institutions insured by the Federal Deposit Insurance Corporation or the Federal Savings and Loan Insurance Corporation.

Section 8. Fiscal Year. The fiscal year of the Foundation shall be consistent with the fiscal year of the University.

ARTICLE 7. APPEARANCES BEFORE THE BOARD.

Section 1. Registration Procedures. Individuals or group representatives who desire to be heard on a proposition before the Board shall register in advance of the meeting by completing a public comment form ("Form") specifying the agenda item or specific matter on which they wish to be heard. The Form shall be available at the Foundation's Board Relations office, and must be submitted no later than 11:00 a.m. on the business day preceding the Board meeting. The Assistant Secretary, in consultation with University counsel, shall determine whether the speaker is entitled to be heard in accordance with applicable law. Only registered persons who timely submit a Form will be called on to speak during the public comment period of a Board meeting. Any person who has not timely registered to speak may request approval to be heard by submitting a Form to staff at a registration table at the Board meeting location no later than twenty (20) minutes prior to the scheduled commencement of the Board meeting. Persons

submitting any such untimely requests shall be required to show good cause as to why the person was unable to timely submit the Form in accordance with these procedures. Any such untimely requests shall be considered at the sole discretion of the Chairperson.

Section 2. Time Limits. As a general matter, speakers shall be allotted a maximum of two (2) minutes to be heard on a proposition before the Board. At the discretion of the Chairperson, time limits may be extended or shortened depending on the number of speakers requesting to be heard. Organizations or groups wishing to address the Board on a proposition shall designate one (1) representative to speak on their behalf, to ensure the orderly presentation of information to the Board. If a speaker has requested to speak on more than one agenda item before the Board, the maximum time that will be allotted to any individual speaker during a Board meeting is five (5) minutes, regardless of the number of agenda items or topics to be addressed.

Section 3. Decorum. In order to proceed with the essential business of the Board in an orderly manner, the following rules of decorum shall be strictly observed:

(i) Persons scheduled to speak shall be called by the Chairperson at the appropriate time during the meeting. Any person not immediately appearing at the podium when called upon by the Chairperson shall waive the right to any further participation at the Board meeting. Each speaker shall state for the record his or her name and the organization or group represented, if any. Substitutions for scheduled speakers will not be allowed except in exceptional circumstances as determined by the Chairperson.

(ii) Each speaker's remarks must be directed to the Chairperson or the Board as a whole and not to individual board members.

(iii) Speakers shall confine their comments solely to the proposition before the Board they have asked to speak on. Speakers may not use any form of profanity or loud abusive comments. The Chairperson may notify and warn speakers that their comments have gone beyond the subject matter for which they had signed up to address. The Chairperson may turn off the microphone or recess the meeting if a speaker persists in addressing irrelevant topics or engaging in inappropriate comments. The Chairperson has the authority after one warning to order the removal of the speaker from the meetings.

(iv) Speakers may not refuse to yield the podium when the Chairperson has advised that their time is up.

(v) No clapping, applauding, heckling, shouting comments from the audience, or verbal outbursts in support or opposition to a speaker or his/her remarks

shall be permitted. No signs or placards shall be allowed in the Board meeting. Persons exiting the Board meeting shall do so quietly.

(vi) Personal cellular telephone conversations shall be prohibited during Board meetings. Ringers must be set to silent mode to avoid disruption of proceedings.

(vii) Any individual or group representative who attempts to disrupt a Board meeting will be subject to appropriate action pursuant to law.

ARTICLE 8. CODE OF ETHICS. Directors stand in a fiduciary relationship to the University and the Foundation. Therefore, Directors shall act in good faith, with due regard to the interests of the University and the Foundation, and shall comply with the fiduciary principles and law set forth in the Code of Ethics for Public Officers and Employees, Chapter 112, Part III, Florida Statutes. Directors shall comport themselves in accord with the statutory Code of Ethics and the Conflict of Interest Policy attached to these Bylaws as Appendix "B". Each Director shall complete and sign a disclosure form as required by said policy. The Foundation shall maintain the highest ethical standards in all of its operations in order to protect and preserve the Foundation's good name, business interests, and relationships with donors, beneficiaries, and the community at large, and shall adhere to the requirements of the Florida Whistle-blower's Act, Sections 112.3187 - 112.31895, Florida Statutes.

ARTICLE 9. MISCELLANEOUS PROVISIONS

Section 1. Indemnification. The Board shall, to the extent legally permissible, indemnify and defend each of its Directors, officers, employees, volunteers and other agents against all liabilities and expenses incurred in connection with the disposition or defense of any action, suit or other proceeding, whether civil or criminal, in which such person may be involved by reason of Foundation service, except with respect to any matter in which such person shall have been adjudicated in any proceeding not to have acted in good faith; and further provided that no settlement shall be entered into without the prior consultation and approval of a duly authorized representative of the Board.

Section 2. Service of Process. Service of process may be made on the Office of the University's General Counsel.

Section 3. Fiscal Year. The fiscal year of the Foundation shall commence on July 1 of each year and end on June 30 (a "Fiscal Year").

Section 4. Foundation Records and Sunshine Laws; Compliance with Applicable Law. Public access to Board records will be governed by the provisions of Chapter 1004.28(5), Florida Statutes. Board meetings shall be governed by the provisions of the

Open Meetings Law, Chapter 286, Florida Statutes. The Foundation shall maintain and/or dispose of all records made or received in connection with Foundation business in accordance with a document retention schedule as the Board may adopt from time to time. Notwithstanding anything contained herein to the contrary, the University shall have the right to audit the books, records, and operations of the Foundation, as the University determines appropriate in the exercise of its oversight over the Foundation.

ARTICLE 10. AMENDMENTS.

Section 1. Amendments to Bylaws. These Bylaws may be altered, amended, rescinded, or repealed at any regular or special meeting of the voting Directors by the affirmative vote of two-thirds of the voting Directors present. Any amendment to the Bylaws, approved by the Board, shall be submitted by the University President to the Board of Trustees for approval prior to its effective date.

Section 2. Amendments to Articles of Incorporation. Articles of Incorporation of the Foundation may be altered or amended at any regular or special ~~meeting~~meetings of the Board by resolution approved by the affirmative vote of two-thirds of the voting Directors present, subject to approval by the Secretary of State of Florida as required by law and subject to any approval which may be required by the Board of Trustees. Written notice of any proposed amendment of the Articles of Incorporation shall be mailed to each Director not less than fifteen (15) days prior to any meeting at which such proposed amendment is to be considered.

Section 3. Requirements of Florida Law. The Articles of Incorporation and Bylaws of the Foundation, and any amendments thereto, shall comply with and be subject to Florida law and appropriate state and University rules, regulations and policies, including, without limitation, any University regulations relating to DSOs.

ARTICLE 11. OFFICE. The office of the Foundation shall be located at the University.

ARTICLE 12. EMPLOYEES OF THE FOUNDATION. Any person employed by the Foundation shall not be considered to be an employee of the State of Florida by virtue of such employment. Any employee of the State of Florida who is assigned to work on Foundation matters shall not be considered an employee of the Foundation.

ARTICLE 13. SEAL. The corporate seal of the Foundation shall bear the words "FLORIDA INTERNATIONAL UNIVERSITY FOUNDATION, INC." and "MIAMI, FLORIDA" and the date "1969". The corporate seal shall be used only in connection with the transaction of business of the Board and of the University. The Secretary may affix the seal on any document signed on behalf of the corporation. Permission may be granted by the Secretary for use of the seal in the decoration of any University building or in other

special circumstances. The seal of the Board shall be consistent with the following form and design:

ARTICLE 14. PARLIAMENTARY PROCEDURE. Where not addressed by these Bylaws, the Articles of Incorporation, or Florida law, all matters of procedure shall be governed by Roberts Rules of Order (latest edition).

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September 18, 2025

Subject: Ratification of the Reopener to the 2024-2027 Florida International University Board of Trustees and the United Faculty of Florida-FIU Collective Bargaining Agreement

Proposed Action:

Florida International University Board of Trustees (BOT) ratification of the reopener to the 2024-2027 Collective Bargaining Agreement between the Florida International University Board of Trustees (BOT) and the United Faculty of Florida (UFF-FIU).

Background Information:

Representatives of the BOT and UFF-FIU have engaged in collective bargaining and reached an agreement on the reopener to the 2024-2027 BOT-UFF Collective Bargaining Agreement (see Term Sheet). UFF scheduled ratification meetings on September 16 and 17, 2025.

Florida Board of Governors Regulation 1.001(5)(c) provides that each board of trustees shall act as the sole public employer with regard to all public employees of its university for the purposes of collective bargaining and shall serve as the legislative body for the resolution of impasses with regard to collective bargaining matters.

Supporting Documentation: Term Sheet
 Article 11: Salaries
 BOT-UFF Policy 7: Non-reappointment
 Appendix A: Position Classification in the Bargaining Unit

Facilitator/Presenter: Elizabeth M. Bejar

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The Florida International University Board of Trustees
And
United Faculty of Florida-FIU
Term Sheet

Topic	Summary of Changes
Article 11: Salaries	<p>2025-2026 Salary Increases and One-time Non-recurring Merit Bonuses.</p> <p>Effective August 13, 2025, for the academic year 2025-2026, 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-month base salary of one and one-half percent (1.5%) or \$1,500.00, whichever is greater or an increase to their twelve-month base salary of one and one-half percent (1.5%) or \$2,007.69, whichever is greater. This salary increase will be paid in the first full pay period following ratification by both parties.</p> <p>In addition, effective by the second full pay period following ratification of this agreement, all eligible employees who were employed prior to January 1, 2025, and who are continuously employed through the contract date, and who are not in receipt of a notice of termination or non-reappointment, shall receive a one-time, non-recurring merit bonus. The amount of this bonus will be determined by the employee's overall Annual Evaluation score for the 2024–2025 academic year, as follows:</p> <ul style="list-style-type: none">• One thousand dollars (\$1,000) for an evaluation of Satisfactory or Good• One thousand five hundred dollars (\$1,500) for an evaluation of Very Good• Two thousand dollars (\$2,000) for an evaluation of Outstanding <p>The non-recurring merit bonuses will be paid by the second full pay period following ratification by both parties.</p>

Non-Reappointment Policy	Scrivener's errors have been corrected to ensure consistency in the order of items and accuracy of cross-references.
Minimum Salary Adjustments	Added language that should have been included in the CBA making it clear which categories of research faculty are not entitled to the minimum salary adjustments.
Appendix A: Position Classification in the Bargaining Unit	Scrivener's errors have been corrected to add administrative codes that were previously added for clarity but were omitted from the last contract version.

ARTICLE 11: SALARIES**I. Salary Increases**

Effective upon the first contract date for years 2024-2025, 2025-2026, and 2026-2027, respectfully, all eligible employees who were employed prior to January 1 of that year, and who are continuously employed through the contract date and are not in receipt of a notice of termination or non-reappointment shall receive the following increases to their nine-month equivalent base salary:

A. 2024-2025. Three and one-half percent (3.5%) or three-thousand and five hundred dollars (\$3,500), whichever is greater.

~~B. 2025-2026. Two percent (2%) or two thousand dollars (\$2,000), whichever is greater.~~ 2025-2026. One and one-half percent (1.5%) or one thousand and five hundred dollars (\$1,500) for 9-month faculty or two thousand and seven hundred dollars (\$2,007) for 12-month faculty, whichever is greater.

C. 2026-2027. One percent (1%) or one thousand dollars (\$1,000), whichever is greater.

In addition, ~~for years 2025-2026 and in~~ 2026-2027, the University shall provide merit pay funding on a pro rata basis to departments/units. The funds provided shall be distributed to employees within each department or academic unit consistent with criteria and procedures set forth in the BOT-UFF Policy concerning Employee Performance Evaluation. The minimum merit increase for eligible employees shall be \$1,000, and all awards will be made to employee's base salary. The amount to be distributed shall be as follows:

~~D. 2025-2026. One and one-quarter percent (1.25%) of the total bargaining unit base salary payroll, as it exists on the last full pay period of the 2024-2025 Academic Year.~~

~~E.~~ D. 2026-2027. Two and one-quarter percent (2.25%) of the total bargaining unit base salary payroll, as it exists on the last full pay period of the 2025-2026 Academic Year.

In the case that such policies have not been approved by the University, these merit increases shall become retention increases distributed according to terms agreed to with UFF-FIU.

F.E. Sufficient Funds Clause: The 2025-2026 and 2026-2027 salary increases are contingent on the availability of sufficient new recurring funding legally expendable for faculty salary increases. In the event there is insufficient funding for the full 2025-2026 salary increase the parties shall re-open negotiations for 2025-2026 and 2026-2027 salaries. In the event there is insufficient funding for the full 2026-2027 salary increase the parties shall re-open negotiations for 2026-2027 salaries. The University shall advise the UFF-FIU of the status of the potential funding no later than 20 business days after the Governor approves the budget for the respective fiscal year.

II. Faculty Salary Equity Review

- A. Each year, the University shall consult with UFF-FIU to conduct an equity study prior to the end of the Academic Year which will identify any instances of salary compression and inversion.
- B. Beginning in 2025-2026 and each year thereafter, the University shall make available 0.25% of the total bargaining unit payroll at the end of the prior Academic Year to address issues of salary compression and inversion identified in the previous year's equity study.
- C. The University shall consult with UFF-FIU to determine the distribution of annual equity funds allocated in this Article.
- D. Eligibility in the Faculty Salary Equity Review process does not preclude faculty from being eligible for discretionary awards and increases articulated in 11.4.

III. Awards

A. 2025-2027 Convocation Awards.

At the annual Faculty Convocation, the FIU Board of Trustees or designee may provide to employees' one-time awards totaling no more than 0.16% of the total employee payroll as of the end of the prior Academic Year for special

UFF-FIU Collective Bargaining Agreement

2024-2027

achievements, including awards for teaching, research, service, mentorship, librarianship and advising, according to the selection procedures established by the Faculty Senate. No later than July 30 of each year, the University shall provide the local UFF-FIU chapter a listing of such awards showing the name and department of each employee given an award during the previous academic year and the amount and nature of the award.

B. Research Enhancement Awards

Beginning in 2025-2026 and each year thereafter, the University shall make available research enhancement awards totaling 0.25% of the total bargaining unit payroll as of the end of the prior Academic year to support anticipated research and professional creative activity in the upcoming summer semester. These awards will be distributed evenly amongst qualified applicants (as determined by selection procedures established by the Faculty Senate) and shall total no more than \$10,000 per award.

IV. Supplemental Summer Instructional Appointments

Compensation for supplemental summer instructional appointments shall be as follows:

A. Course sections assigned as part of supplemental summer appointments that are not offered through auxiliary academic programs shall be compensated at the following rates of the employee's nine-month base salary for each course assigned based on three (3) credit hours courses:

1. 2024-2025: 12.25%

2. 2025-2026: 11.75%

3. 2026-forward: 11.25%

Compensation for courses of more or fewer than three (3) credit hours shall be prorated.

B. Course sections assigned as part of a supplemental summer appointment that are offered through auxiliary academic programs shall be compensated at rates established by the respective program.

1. These rates shall be set at no less than the fall/spring overload course equivalent for the individual program.
2. On a yearly basis, the University will provide the UFF-FIU the complete auxiliary academic course rate schedule by the beginning of Fall semester for current fiscal year.

V. 2024-2027 Discretionary Awards and Increases

During the 2024-2025, the 2025-2026, and the 2026-2027 academic years, the FIU Board of Trustees or designee may provide additional salary increases and/or one-time awards totaling no more than one percent (1.0%) of the total employee payroll as of the last full pay period of the prior academic year. These increases may be provided for market equity considerations, including verified counteroffers and compression/inversion; increased duties and responsibilities; special achievements; Summer Faculty Research Awards; litigation/settlements; and similar special situations. No later than July 30 of each year, the University shall provide a listing of the distribution of these funds to the local chapter of UFF-FIU. This list will provide the name and department of the employee and the date, amount and nature of the award or salary increase during the prior academic year.

VI. Promotion Increases

Effective at the beginning of the academic year in which their promotions are effective, employees shall be awarded promotion increases as follows:

- A. To Assistant University Librarian an eleven percent (11%) increase;
- B. To Senior Lecturer, Senior Instructor, Research Associate Professor, Associate University Librarian, Associate Teaching Professor, or Associate Professor, a twelve percent (12%) increase;
- C. To University Lecturer, University Instructor, Research Professor, University Librarian, Teaching Professor, or Professor, a fourteen percent (14%) increase.

VII. Notification to Employees

All employees shall be informed when the salary increases have been made available on Panther Soft. Upon request, an employee shall have the opportunity to consult with the person or committee that makes the initial recommendation for salary increases.

VIII. Contract and Grant-Funded Employees

A. Employees on grants or contracts shall receive salary increases and minimum salaries equivalent to similar employees on regular funding, provided that such salary increases are permitted by the terms of the contract or grant, and adequate funds are available for this purpose in the grant or contract. In the event such salary increases are not permitted by the terms of the contract or grant, or in the event adequate funds are not provided, the President or representative shall seek to have the contract or grant modified to permit such increases.

B. Nothing contained herein shall prevent employees whose salaries are funded by grant agencies from being allotted raises higher than those provided in this Agreement.

IX. Report to UFF

Except as otherwise provided in this Article 11, no later than 30 days after any increases or bonuses are implemented, the University shall send an electronic file to the UFF President containing each employee's: (1) employee ID; (2) pay plan; (3) job code; (4) employee class; (5) tenure status; (6) name; (7) rank; (8) time in rank; (9) department; (10) college; (11) start date; (12) gender; (13) race; (14) base salary for the current year; (15) any one-time bonuses; (16) base-salary from previous academic year; (17) overload compensation from the previous academic year; (18) summer compensation from the previous year.

X. Type of Payment

A. For the academic year, duties and responsibilities assigned by the University to an employee that do not exceed the available established FTE for the position shall be compensated through the payment of Salary, not by OPS.

B. For the academic year, duties and responsibilities assigned by the University to an employee that are in addition to the available established FTE for the position shall be compensated through OPS and not Salary.

XI. Grievability

This Article is not subject to the Grievance and Arbitration Article but is subject to the Neutral, Internal Resolution of Policies Disputes policy as to address whether there is an arbitrary and capricious application of the provisions of one or more sections of this Article.

XII. Eligibility

Except as otherwise specified in this Article, an “eligible employee” for the purposes of this Article shall be defined as an employee who has received at least a satisfactory rating overall on his or her most recent annual evaluation. Where no evaluation was given for assigned responsibilities, performance shall be presumed to have been at least satisfactory overall. Employees on paid or unpaid leave who have not had assigned responsibilities during all or part of the previous Academic Year shall be presumed to have been at least satisfactory overall for purposes of qualifying as an “eligible employee” for purposes of this Article.

XIII. Distinguished University Professor

The Provost shall designate up to five Distinguished University Professors each year and the individuals selected will each receive a \$5,000 base salary adjustment as part of the annual salary increase process in the academic year following their selection as Distinguished University Professors. The Provost, in accordance with the university governance process and subject to consultation with UFFFIU, shall determine the criteria and procedures.

XIV. Minimum Salaries

A. Full-time faculty who are covered by this collective bargaining agreement and who are not in receipt of a notice of termination or non-reappointment shall receive a base nine-month equivalent salary not less than the amounts described below:

1. Effective on the faculty contract date for the 2024-2025 academic year, the minimum base nine-month equivalent salary for eligible non-librarian employees holding a master's degree or equivalent shall be \$66,000 and the minimum base nine-month equivalent salary for eligible employees holding a doctoral degree or equivalent shall be \$71,000.
2. For employees carrying the designation of "librarian," effective on the faculty contract date of 2024-2025, the minimum base 12-month salary shall be \$70,000.

3. Research faculty (job codes 9160, 9161, 9162, 9166) are excluded.

- B. The amounts specified in 11.13.a.1 will increase according to negotiated base salary increases identified in 11.1.a., 11.1.b, 11.1.d, and any additional area of the Collective Bargaining Agreement that specifies retention salary increases.
- C. No eligible employee shall receive an increase to their base salary to meet the minimum salaries articulated in XIII.A.1 in a single year as set forth in this collective bargaining agreement of an amount greater than 5% of their annual salary, except as provided by for processes outside of this section (e.g., promotion, reclassification from non-tenure track to tenure track, administrative increments, discretionary awards and increases, etc.).
- D. Retention salary increases, if applicable, shall be applied first before any minimum salary increase is provided to an employee.

XV. Non-Recurring Retention Payments

A. Effective by the second full pay period after this agreement is ratified, all eligible employees who were employed prior to January 1 of 2024, and who are continuously employed through the contract date and are not in receipt of a notice of termination or non-reappointment shall receive a one-time non-recurring retention bonus of four thousand (\$4,000) dollars. Effective by the second full pay period after this agreement is ratified, all eligible employees who were employed prior to January 1, 2025, and who are continuously employed through the contract date and are not in receipt of a notice of termination or non-reappointment shall receive a one-time non-recurring merit bonus of an amount determined by their overall Annual Evaluation score for the 2024-2025 Academic Year. The bonus amounts will be

UFF-FIU Collective Bargaining Agreement

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determined as follows: one thousand (\$1,000) dollars for an evaluation of Satisfactory or Good; one thousand and five hundred (\$1,500) dollars for an evaluation of Very Good; two thousand (\$2,000) dollars for an evaluation of Outstanding.

A.B. The parties agree to negotiate additional non-recurring retention payments for ~~2025-2026 and~~ 2026-2027.

UFF-FIU Collective Bargaining Agreement

2024-2027

FIU-BOT & FIU-UFF Tentative Agreement



Chief Negotiator, FIU-BOT

9/4/2025

Date



Chief Negotiator, UFF-FIU

9/4/2025

Date

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BOT-UFF POLICY 7: NON-REAPPOINTMENT

I. No Property Right

No appointment shall create any right, interest, or expectancy in any other appointment beyond its specific terms, except as provided in Article 8.2 and Article 9 of the BOT-UFF Collective Bargaining Agreement.

II. Notice

A. All employees, except those described in Sections ~~(b)(i) and (c)~~ C.1, C.2, and D below are entitled to the following written notice that they will not be offered further appointment:

1. For employees in their first two (2) years of continuous University service, one semester (or its equivalent, 19.5 weeks, for employees appointed for more than an academic year);
2. For employees with two (2) or more years of continuous University service one year; or

B. For non-tenure track faculty members with two (2) or more years of continuous service who are not on a fixed multi-year or visiting appointment the non-reappointment process will be the following.

1. Improvement Year

If a non-tenure track faculty member receives an “Unsatisfactory” overall rating on their Annual Evaluation, they will be placed on a Performance Improvement Plan (PIP) for the following year.

2. Review

In the first Annual Performance Evaluation under the PIP, the department chair will review the faculty member’s progress in meeting the performance goals agreed to in the PIP. If the performance goals have been met, then the PIP is terminated and the faculty member receives a notice of the successful

completion of the PIP. No other actions are required to address the previous year's unsatisfactory evaluation.

3. Non-Reappointment

Notice of non-reappointment may be given to nontenure track faculty members in accordance with (2)(a)(i) and (ii) above only after:

- i. The faculty member has been placed on a PIP for a year; and
- ii. Over the course of a year of evaluation and consultation, the faculty member has not met the agreed upon goals of the Performance Improvement Plan; and
- iii. The faculty member has received a second consecutive "Unsatisfactory" overall rating on their Annual Evaluation or three "Unsatisfactory" overall ratings on their Annual Evaluations over a consecutive five-year period.

4. The provision of notice under this section does not provide rights to a summer appointment beyond those provided in "Summer Appointments" section of the BOT-UFF Policy on Appointments.

C. Employees who are on "soft money," e.g., contracts and grants, sponsored research funds, and grants and donations trust funds are entitled to the following written notice that they will not be offered further appointment:

1. For employees in their first five (5) years of continuous University service, no notice need be provided and the statement in (d), below, shall be included in their letter of offer or notice of change in appointment; or
2. For employees with five (5) or more years of continuous University service, ninety (90) days' notice shall be provided contingent upon funds being available in the contract or grant.

D. Employees who are appointed for less than one (1) academic year, who are appointed to a visiting appointment, who are appointed to a fixed multi- year

appointment and employees employed in an auxiliary entity, are not entitled to notice that they will not be offered further appointment, and the statement in (d), below, shall be included in their letter of offer or notice of change in appointment.

- E. Employees described in Sections (b)(1) and (c), above, shall have the following statement included in their letter of offer or appointment:

Your employment under this letter of offer or appointment will cease on the date indicated. No further notice of cessation of employment is required.

- F. An employee who is entitled to written notice of non-reappointment in accordance with the provisions of Section (2) who receives written notice that the employee will not be offered further appointment shall be entitled, upon written request within twenty (20) days following receipt of such notice, to a written statement of the basis for the decision not to reappoint. Thereafter, the President or designee shall provide such statement within twenty (20) days following receipt of such request. All such notices and statements are to be sent by certified mail, return receipt requested, or delivered in person to the employee with written documentation of receipt obtained.

III.Complaints Regarding Non-Reappointment

The decision to not reappoint is not subject to the BOT-UFF Policy on Neutral, Internal Resolution of Policy Disputes, or the contractual grievance process except that an employee who receives written notice of non-reappointment may contest the decision, pursuant to the Neutral, Internal Resolution of Policy Disputes process because of an alleged violation of a specific term of a BOT-UFF Policy or pursuant to the contractual grievance process because of an alleged violation of the BOT-UFF Agreement or because of an alleged violation of the employee's constitutional rights. Such complaints or grievances must be filed within thirty (30) days of receipt of the statement of the basis for the decision not to reappoint pursuant to Section (2)(e) or receipt of the notice of non-reappointment if no statement is requested.

IV.Non-Reappointment Considerations

If the decision not to reappoint was based solely upon adverse financial circumstances, reallocation of resources, reorganization of degree or curriculum offerings or requirements, reorganization of academic or administrative structures, programs, or functions, and/or curtailment or abolition of one or more programs or functions, the University shall take the following actions:

- A. Make a reasonable effort to locate appropriate alternative or equivalent employment within the University; and
- B. Offer such employee, who is not otherwise employed in an equivalent full-time position, re-employment in the same or similar position at the University for a period of two years following the initial notice of non-reappointment, should an opportunity for such re-employment arise. All persons on the recall list shall regularly be sent the FIU position vacancy announcements. For this purpose, it shall be the employee's responsibility to keep the Division of Human Resources advised of the employee's current address. Any offer of re-employment pursuant to this section must be accepted within fifteen (15) days after the date of the offer, such acceptance to take effect not later than the beginning of the semester immediately following the date the offer was made. In the event such offer of reemployment is not accepted, the employee shall receive no further consideration pursuant to this Policy.

V. Resignation

An employee who wishes to resign has the professional obligation, when possible, to provide the University with at least one semester's notice. Upon resignation, all consideration for tenure and reappointment shall cease.


VI. Notice Document

Notice of appointment and non-reappointment shall not be contained in the same document.

UFF-FIU Collective Bargaining Agreement

2024-2027

FIU-BOT & FIU-UFF Tentative Agreement



Chief Negotiator, FIU-BOT

9/4/2025

Date



Chief Negotiator, UFF-FIU

9/4/2025

Date

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APPENDIX A: POSITION CLASSIFICATION IN THE BARGAINING UNIT

I. Included:

All full-time and regular part-time employees in the following classifications:

9001 - Professor
 9002 - Associate Professor
 9003 - Assistant Professor
 9004 - Assistant Teaching Professor
 9014 - Associate Teaching Professor
 9024 - Teaching Professor
 9010 - Instructor
 9020 - Senior Instructor
 9030 - University Instructor
 9005 - Lecturer
 9015 - Senior Lecturer
 9025 - University Lecturer
 9006 - Graduate Research Professor
 9007 - Distinguished Service Professor
 9009 - Eminent Scholar
 9053 - University Librarian
 9054 - Associate University Librarian
 9055 - Assistant University Librarian
 9056 - Instructor Librarian
 9120 - Associate in
 9121 - Assistant in
 9126 - Program Director
 9160 - Research Professor
 9161 - Research Associate Professor
 9162 - Research Assistant Professor
 9166 - Research Associate
 9178 - Instructional Specialist

And employees with the following Administrative Titles: And employees with the following Administrative Titles: Associate Chair (C2), Assistant Chair (C3), and some Center Directors (C4) unless otherwise excluded below.

UFF-FIU Collective Bargaining Agreement

2024-2027

~~Associate Chair (C2),~~~~Assistant Chair (C3).~~**II. Excluded:**

~~C1—chairpersons, deans, associate deans, assistant deans, directors, and all administrators above them, all employees of the school of law, all employees of the College of Medicine, chairman of the faculty senate serving on the board of trustees, managerial and confidential employees, and all other employees of The Board of Trustees of the Florida International University.~~


C1 - ChairpersonsD1E - Executive DeansD1 - DeansD2 - Associate DeansD3 - Assistant DeansT4 - School Directors

And, all administrators above them, all administrators who supervise, evaluate and manage annual assignments for in-unit faculty (e.g., some C4 - Center Directors), all employees of the College of Law, all employees of the College of Medicine, chairperson of the faculty senate serving on the board of trustees, faculty ombudsperson, managerial or confidential employees (e.g., a faculty fellow in the provost office), and all other employees of The Board of Trustees of the Florida International University.

UFF-FIU Collective Bargaining Agreement

2024-2027

FIU-BOT & FIU-UFF Tentative Agreement



Chief Negotiator, FIU-BOT

9/4/2025

Date



Chief Negotiator, UFF-FIU

9/4/2025

Date

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September 18, 2025

Subject: Amendments to Omnibus Resolution on Delegations of Authority from the Board of Trustees to President

Proposed Action:

Florida International University 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.

Background Information:

On March 4, 2019, the Board of Trustees (BOT), in response to the request of the Board of Governors to the universities of the State University System, adopted an omnibus Resolution on Delegations of Authority from the BOT to the President (the Resolution). The Resolution replaced all existing resolutions on delegations of authority to the President, laying out the BOT's delegated authority to the President in one place and following the format of the authority topic areas set forth in the BOG's Best Practices guide for delegations. Those topic areas are:

- i. General University Administration and Oversight
- ii. Academic Programs, Research Program and Student Affairs
- iii. Personnel
- iv. Financial Management
- v. Property and Purchasing
- vi. Miscellaneous Powers and Duties

On December 2022, the BOT amended the Resolution, by separate resolution, to make changes regarding personnel oversight.

Earlier this year, preliminary discussions were held with the then Chair of the BOT to undertake a review of the delegations set forth in the Resolution. In addition, following an audit of Capital Construction Project Administration and Funding, a recommendation was made by the University's Office of Internal Audit that the administration initiate a general review of the Resolution.

As a result, the following proposed amendments to the Resolution are proposed:

A. Construction Projects

The amendments cover changes to the thresholds for major and minor projects, as well as to construction change orders.

The amendments provide for the BOT to delegate to the President authority for projects (typically those not already authorized by the BOT in the Fixed Capital Outlay (FCO) budget or operating budget) up to and including \$5M. That threshold currently is at up to and including \$2M. BOT approval continues to be required for construction projects greater than \$5M.

As for change orders, the proposed amendments provide that (a) 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 (FFC), rather than the full BOT; and that (b) the FFC Chair may approve a change order if (i) no regular meeting of the FFC is scheduled within 30 days from the date that the change order is ready to be issued by the University, and (ii) 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.

The amendments clarify BOT reporting requirements for change orders.

B. Procurement (non-construction)

The amendments cover changes to the thresholds for procurement (non-construction) and provide for an expedited procedure.

The amendments propose that the thresholds for reporting and approval be changed as follows:

- Contracts from \$1M and less than \$3M reported to FFC
- Contracts from \$3M and less than \$5M approved by FFC
- Contracts of \$5M or more approved by Full Board¹

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. Reporting after the fact to the FFC is provided.

In connection with time sensitive procurements, the amendments provide that the administration may request an exception to FFC or BOT approval if (i) no regular meeting of the FFC or the BOT, as applicable, is scheduled within thirty (30) days from the day a contract is ready for signature by the University, and (ii) the President or designee has determined that approval prior to the next regularly scheduled meeting of the FFC or BOT, as applicable, is required in order to avoid a negative impact to the University.

¹ The current thresholds are:

- Contracts from \$500K and up to \$1M are reported to the FFC.
- Contracts greater than \$1M and less than \$3M are approved by the FFC.
- Contracts in the amount of \$3M or greater are approved by the Full Board.

C. Research

The amendments provide for two principal research related clarifications.

First, the amendments clarify that all research-related subawards and subcontracts made to other institutions by FIU are delegated by BOT to the President. The current BOT delegations already provide that all research grants and contracts received by FIU, are delegated to the President. Next, the amendments clarify 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.

D. Personnel

The amendments incorporate into the Resolution revisions previously approved by the BOT (by prior resolution) related to certain personnel, namely, the Chief Compliance and Privacy Officer, Chief Audit Executive, Board of Trustees Corporate Secretary, and General Counsel.

Supporting Documentation: Resolution | Amended and Restated President's Powers and Duties

Board of Trustees Presidential Delegations Comparison with Select State University System Institutions

Facilitator/Presenter: Carlos B. Castillo

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RESOLUTION
Amended and Restated President's Powers & Duties
Effective Date: September 18, 2025

WHEREAS, the president of the University (the "President") serves as the Chief Executive Officer of the University and Corporate Secretary of the Board of Trustees; and

WHEREAS, the President is authorized by Florida Statutes, Florida Board of Governors' regulations and through the Bylaws, or by resolutions, of the University's Board of Trustees, to operate and administer the University, consistently with applicable laws, rules, regulations, policies and guidelines and subject to the reserved powers of the Board of Trustees and oversight by the Board of Trustees required to fulfill its fiduciary and policy-making responsibilities; and

WHEREAS, the Board of Trustees previously has delegated powers and duties to the President by resolutions dated December 6, 2001, February 18, 2002, September 2, 2003, November 22, 2004,¹ and November 14, 2008 (collectively, "the Existing Delegations"); and

WHEREAS, a number of changes or clarifications in law and Board of Governors' regulations have occurred since 2008; and

WHEREAS, in September, 2013, the Board of Trustees conducted an extensive review and update to its Bylaws, including bylaw provisions describing certain of the President's powers and duties; and

WHEREAS, in March, 2019, the Board of Trustees adopted this Resolution on the President's Powers & Duties; and

WHEREAS, in December, 2022, the Board of Trustees amended this Resolution on the President's Powers & Duties to make changes regarding personnel oversight; and

WHEREAS, the Board of Trustees now desires to update the delegation of powers and duties of the President ~~and to rescind the Existing Delegations effective as of the date of this Resolution; and~~ and

WHEREAS, the Board of Trustees intends that any power or duty not delegated to the President in this Resolution be reserved in the Board of Trustees.

THEREFORE, BE IT RESOLVED that (a) the Existing Delegations are rescinded effective as of the original date of this Resolution; ~~(March 4, 2019)~~; (b) the President's powers and duties specified in Florida Statutes, regulations of the Board of Governors and in the

¹ Three separate resolutions were passed by the Board of Trustees on November 22, 2004.

Board of Trustees' regulations and Bylaws are hereby affirmed; and (c) the President is hereby delegated the following powers and duties to be exercised consistently with laws, rules, regulations, policies and guidelines and subject at all times to the reserved powers of the Board of Trustees:

(1) General University Administration and Oversight.

- (a) Direct the day-to-day operations of the University.
- (b) Organize the University to efficiently and effectively achieve its goals, and periodically review and provide reports to the Board of Trustees on operations in order to determine how effectively and efficiently the University is being administered and whether it is meeting the strategic goals of the University, including the goals of its strategic plan adopted by the Board of Governors and other strategic goals for advancement of the University endorsed by the Board of Trustees.
- (c) Prepare a strategic plan in alignment with the Board of Governors' system wide strategic plan and regulations and the University's mission for Board of Trustees' approval and submission to the Board of Governors.
- (d) Prepare the University's multi-year work plan for approval by the Board of Trustees and submission to the Board of Governors.
- (e) Prepare any additional reports or documents required by the Board of Governors or Legislature for Board of Trustees' approval.
- (f) Keep the Board of Trustees informed and consult with the Board of Trustees, as appropriate, in a timely manner on any matters within the Board of Trustees' policy-making and fiduciary functions, regardless of whether authorized to address the matter in a delegation granted hereby, including, items anticipated to have or having an unexpected material impact on the financial statements, significant strategic decisions not contemplated in the University's strategic plan, and significant reputational matters. The Chair of the Board of Trustees ("Board Chair") and the President will collaborate over time to support their mutual understanding of this expectation, recognizing that there are judgments involved for both of them.
- (g) Prepare and periodically update conflict of interest policies for University employees and, when appropriate, for students, independent contractors and volunteers.
- (h) Periodically review the Board of Trustees' conflict of interest policy with the Board of Trustees and recommend changes for Board of Trustees' consideration.
- (i) Maintain an effective information system to provide accurate, timely, and cost-effective information about the University, and require that all data and reporting requirements of the Board of Trustees and Board of Governors are met.
- (j) Establish policies and procedures related to data and technology, including information systems, communication systems, computer hardware and software, and networks.
- (k) Prepare regulations, regulation amendments and regulation repeals for Board of

Trustees' approval.

- (l) Take routine administrative actions related to the development, adoption, amendment or repeal of University regulations, or any action required under the Florida Administrative Procedures Act, Chapter 120, Florida Statutes.
- (m) Review Board of Trustees' approved regulations and policies and recommend, on a periodic basis, updates.
- (n) Operate a risk management program and secure comprehensive general liability insurance and other insurance as appropriate.
- (o) Provide for payment of the cost of civil actions against trustees, officers, employees, or agents of the Board of Trustees, as the Board of Trustees is a corporation primarily acting as an instrumentality of the state pursuant to Section 768.28, Florida Statutes, for purposes of sovereign immunity.
- (p) Govern traffic on University grounds and in other areas in accordance with law and any mutual aid agreements entered into with other law enforcement agencies.
- (q) Establish the program for campus safety and emergency preparedness, including safety and security measures for University personnel, students, and campus visitors.
- (r) Close all or portions of the University campus and cease normal operations and services in the event of an emergency, when, in the President's judgment, such action would protect the safety, health and welfare of the University faculty, students and staff, and the University facilities and grounds. In exercising this authority, the President is authorized to determine and assign those employees who are required to provide essential services.
- (s) Take all actions necessary or desirable, including serving as the signatory on all documents and agreements, necessary or desirable to carry out the powers and duties enumerated in this Resolution and those reasonably inferable therefrom.
- (t) Adopt policies and procedures for the delegation of the powers and duties set forth in this Resolution, including delegations of signature authority, and delegate, and authorize the sub-delegation of, the powers and duties set forth in this Resolution pursuant to such policies and procedures.

(2) Academic Programs, Research Program and Student Affairs.

- (a) Recommend for Board of Trustees' approval, regulations and to the extent permissible, policies, in the area of academic programs and student affairs as follows and such additional areas from time to time designated by the Legislature or Board of Governors as requiring Board of Trustees' approval:
 - 1. Authorization and discontinuance of degree programs;
 - 2. Articulation and access;
 - 3. Admission and enrollment of students;
 - 4. Minimum academic performance standards for the award of a degree;

5. Student financial assistance;
 6. Student activities and organizations;
 7. Student records and reports;
 8. Anti-hazing, related penalties, and program for enforcement;
 9. Reasonable accommodation of religious observances;
 10. Textbook and instructional materials affordability; and
 11. Uniform student code of conduct and related penalties.
- (b) Adopt and revise policies and procedures as required in the area of academic programs and student affairs not listed in the foregoing section.
 - (c) Govern admissions.
 - (d) Recommend the establishment and termination of undergraduate and graduate degree programs for Board of Trustees' approval.
 - (e) Develop, approve, and implement non-degree, including non-college credit, granting educational programs of the University.
 - (f) Award degrees, including posthumous degrees, and recommend for Board of Trustees' approval, in memoriam and honorary degrees.
 - (g) Develop, approve, and enter into agreements for student exchange and study abroad programs and implement such programs, including, those that are ancillary to the degree and non-degree, including non-college credit, granting programs of the University.
 - (h) Establish the internal academic calendar of the University.
 - (i) Establish a committee to periodically review and evaluate the student disciplinary system. The committee shall include student representation as part of its membership.
 - (j) Approve the internal procedures of student government organizations and provide purchasing, contracting and budgetary review for student government organizations.
 - (k) Establish, reclassify, relocate, and close instructional sites and special purpose sites (other than those legislatively funded or created by law), as defined in FIU Regulations.
 - (l) Consult with the Chancellor of the State University System prior to recommending to the Board of Trustees any acquisition, establishment, reclassification, relocation, or closure of additional campuses or special purpose centers.
 - (m) Recommend for Board of Trustees' approval the acquisition, establishment, reclassification, relocation or closure of a special purpose center or campus. Any real property leasing associated with the establishment of a new site should be described in the approval request.
 - (n) Administer and operate a program of sponsored research ~~and~~ programs, including adopting and implementing policies and procedures governing the same; soliciting and accepting research grants and donations; fixing and collecting fees, other payments, and donations that may accrue by reason thereof; negotiating, and entering into, and executing research contracts [and research subawards](#)

[and subcontracts](#), including on a cost-reimbursement basis and, when permissible, providing temporary financing of such costs prior to reimbursement from moneys on deposit in a sponsored research development fund.

- (o) Administer all aspects of the University intercollegiate athletics program, with periodic reports to the Board of Trustees on the operations of the program including, but not limited to, finances, audit and compliance, and changes in key personnel.

(3) Personnel.

- (a) Establish and implement policies and procedures to recruit, appoint, transfer, promote, compensate, evaluate, reward, demote, discipline, and remove personnel.
- (b) Recommend for Board of Trustees' approval candidates for tenure.
- (c) ~~Consult~~[\(1\) With the exception of the positions listed in subsection \(c\)\(2\), consult](#) with the Board Chair, or other trustee designee, on the hiring, dismissal, and compensation of any person to serve in a Vice President capacity, as the Athletic Director, or as a Head Coach, or other executive direct report position to the President or the Board of Trustees. The President shall consult with the Board Chair or other trustee designee on an annual basis to review the positions covered by this provision and amend the list based on the mission and strategic priorities of the University.
[\(2\) Secure the joint approval of the Board Chair on the hiring, dismissal and compensation of any person to serve as the Chief Compliance and Privacy Officer, the Chief Audit Executive, the Board of Trustees Corporate Secretary, and the General Counsel.](#)
[\(3\) The following positions shall also have a reporting relationship to the Board of Trustees in addition to reporting to the President: the Chief Compliance and Privacy Officer, the Chief Audit Executive, the Board of Trustees Corporate Secretary, and the General Counsel.](#)
- (d) Approve and implement travel policies and approve expenditures related thereto.
- (e) Administer collective bargaining agreements and matters related thereto, including the appointment of University collective bargaining team members to negotiate collective bargaining agreements; recommend for Board of Trustees' approval actions to be taken on collective bargaining agreements under negotiation; and execute Board of Trustees' approved collective bargaining agreements.
- (f) Exercise authority over the day-to-day administration of the Florida International University 403(b) Plan ("Plan"); implement formal Plan governance procedures and processes in connection with ~~a current redesign of~~ the Plan, future amendments to the Plan, including but not limited to, those required from time-to-time to comply with applicable law, and selection, removal, substitution, and monitoring of providers and investments offered or to be offered thereunder.
- (g) Approve the establishment of and closure of childcare facilities, including

educational research center for child development, serving University faculty, staff, students and affiliates.

(4) Financial Management.

- (a) Recommend for Board of Trustees' approval the annual legislative budget request.
- (b) Recommend for Board of Trustees' approval each year the University's Fixed Capital Outlay Legislative Budget Request, consisting of the five-year Capital Improvement Plan.
- (c) Recommend for Board of Trustees' approval each year following the annual legislative session, the annual operating budget of the University ~~and, if required, a fixed capital outlay budget.~~
- (d) Recommend for Board of Trustees' approval each year following the close of the fiscal year, the fixed capital outlay budget for the following fiscal year.
- ~~(d)~~(e) Amend the Board of Trustees' approved operating budget when necessary to accommodate changes in revenues, expenditures, and statutory budget amendments. As part of reporting on the financial condition of the University, keep the Board of Trustees informed about budget changes and notify the Board of Trustees of any changes in excess of two percent (2%) made to the total approved operating budget during the operating year.
- ~~(e)~~(f) Make budget transfers to and from depositories and accounts.
- ~~(f)~~(g) Recommend for Board of Trustees' approval through regulations, the tuition and fees to be charged by the University.
- ~~(g)~~(h) Recommend for Board of Trustees' approval through regulations, the circumstances in which waivers of tuition and fees may be granted by the University.
- ~~(h)~~(i) Recommend for Board of Trustees' approval an investment policy for University funds and invest University funds in accordance with the policy.
- ~~(i)~~(j) Keep the Board of Trustees apprised on a regular basis of the financial condition of the University and its component units.
- ~~(j)~~(k) Report annually to the Board of Trustees on the status of accounts receivable charge-offs, which report may be provided as part of the University's financial statements or reports.
- ~~(k)~~(l) Notify the Board Chair and Board of Governors, in writing, if at any time the unencumbered balance in the Education and General fund of the operating budget goes below five percent (5%).
- ~~(l)~~(m) Account for expenditures of all state, local, federal, and other funds in accordance with guidelines or regulations established by the Board of Governors, and as provided by law.
- ~~(m)~~(n) Establish policies and procedures for the implementation of appropriate financial controls.
- ~~(n)~~(o) Establish policies and procedures for the performance of annual internal audits of University finances, controls and operations.

~~(e)~~(p) Submit all audit reports performed by the University's Internal Auditor for review and acceptance by the Board of Trustees and, thereafter, to the Board of Governors.

~~(p)~~(q) Sign checks and authorize other forms of payment to pay legal obligations of the University.

~~(q)~~(r) Enter into agreements for banking services and perform banking transactions.

(s) Enter into agreements for, and accept, credit card payments or other electronic payments as compensation for goods, services, tuition, and fees.

~~(r)~~(t) Enter into agreements for collection services when deemed advisable in collecting delinquent accounts and charging off and settling uncollectible accounts.

(5) Property and Purchasing.

(a) Administer a program for the maintenance and construction of facilities, including the following activities:

1. Recommend for Board of Trustees' approval campus master plans and campus development agreements for each campus and, when required, amendments thereto.
2. Recommend for Board of Trustees' prior approval (and thereafter initiate and manage) any construction project (new, remodeling, site work) with a projected construction cost, in one or a series of related transactions, during any given fiscal year, in an amount greater than \$25 million ("Major Project") from any funding source(s) not specifically appropriated by the Legislature.
3. Initiate and manage construction projects (new, remodeling, site work) with a projected construction cost, in one or a series of related transactions, during any given fiscal year, in the amount equal to or less than \$25 million ("Minor Project") ~~and Board of Trustees' approved Major Projects.~~ Minor Projects with a projected cost, in one or a series of related transactions, during any given fiscal year, in an amount greater than or equal to \$500,000 and equal to or less than \$25,000,000, ~~and all change orders, on Minor Projects, of \$50,000 or more,~~ shall be reported on a quarterly basis to the Finance and Facilities Committee ~~of the Board of Trustees~~ (the "Finance Committee") as part of the ~~comprehensive~~ construction report required in ~~sub-section (10)~~ subsection 9 below.
4. Approve a facilities program for each Major Project.
5. Exercise responsibility for the fire safety, maintenance and sanitation of facilities.

6. Conduct plan reviews, issue permits and conduct construction inspections to enforce building code compliance for projects subject to the Florida Building Code.
- ~~1. Approve additional service authorizations and change orders in the name of the Board of Trustees on Major Projects, provided any change order(s) related to a facilities' construction or renovation project, in one or a series of related transactions during a given fiscal year, that increases the approved project budget in an amount greater than or equal to \$50,000 and five percent (5%) of the total value of a project, shall require the prior approval of the Board of Trustees.~~
7. Establish policies and procedures for the selection of vendors providing design and construction services incorporating applicable competitive solicitation requirements.
8. Contract for all required design, ~~engineers~~engineering and construction services, including design-build services, on authorized construction projects. Contracting authority includes executing additional service authorizations and change orders in the name of the Board of Trustees on Minor Projects and Major Projects, subject to the following limitations:
 - a. any change order(s) related to a construction or renovation project that increases the Board of Trustees' approved Major Project budget in an amount greater than or equal to \$50,000 and five percent (5%) of the total project cost shall require the prior approval of the Finance Committee.
 - b. the Chair of the Finance Committee may approve any change order as described in subsection (a) if (i) no regular meeting of the Finance Committee is scheduled within thirty (30) days from the date that the change order is ready to be issued by the University, and (ii) 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.
 - c. Any transactions approved by the Finance Committee or Chair of the Finance Committee shall thereafter be reported to the Board of Trustees through the construction report described in subsection 9 below.
 - ~~a.~~d. any change orders, on Minor Projects, of \$50,000 or more shall be reported to the Finance Committee in the construction report described in subsection 9 below.
9. Provide a comprehensive report on construction-related activities at each regular meeting of the Finance Committee meeting, including information regarding change order activity. as described in subparagraphs (8)(b) and (8)(c) above.

- (b) Recommend for Board of Trustees' approval of any debt issuance or public private partnership and ensure the Board of Trustees is presented with sufficient information for prudent decision-making for such projects.
- (c) Recommend for Board of Trustees' approval, regulations setting forth competitive solicitation requirements and other criteria related to the procurement of commodities, goods, equipment and other types of personal property, software and contractual services.
- (d) Contract for the purchase, sale, lease, license, or acquisition of commodities, goods, equipment and other types of personal property, software and contractual services, including private attorney services and purchases related to sponsored research, provided that:
- ~~2. Any such transaction great than or equal to \$500,000 and less than \$1,000,000, shall be reported on a quarterly basis to the Finance Committee;~~
 - ~~3. Any such transaction greater than or equal to \$1,000,000 and less than \$3,000,000, shall be reported on a quarterly basis to the Finance Committee.~~
 - ~~1.2. Any such transaction greater than or equal to \$3,000,000 and less than \$5,000,000 shall require the approval of the Finance Committee and thereafter, be reported to the Board of Trustees; and.~~
 - ~~2.3. Any such transaction greater than or equal to \$35,000,000, shall require the prior approval of the Board of Trustees.~~
 4. Subsections 5(d)(2) and (3) notwithstanding, expenditures under a Finance Committee or Board of Trustees approved contract (including expenditures under renewals, amendments and extensions thereof) that do not increase the original amount of the approved transaction by more than 10% and, in the case of Finance Committee approved transactions, do not bring the total transaction amount to \$5,000,000 or more, are permitted without additional Finance Committee or Board of Trustees approval. Notice of such additional expenditures shall thereafter be reported to the Finance Committee.
 5. Subsections 5(d)(2) and (3) notwithstanding, if (i) no regular meeting of the Finance Committee or Board of Trustees, as applicable, is scheduled within thirty (30) days from the day a contract is ready for signature by the University, and (ii) the President or designee has determined that approval prior to the next regularly scheduled meeting of the Finance Committee or Board of Trustees, as applicable, is required in order to avoid a negative impact to the University, the Chair of the Finance Committee or Chair of the Board, as applicable, may approve the transaction. Any such transactions approved by the Chair of the Finance Committee and/or Chair of the Board of Trustees, as applicable, shall thereafter be reported to the Board of Trustees.
 6. Transactions shall not be divided to avoid the requirement of reporting

to the Board of Trustees.

- (e) Contract for the lease-purchase equipment and software in accordance with the Board of Governors Debt Management Guidelines.
- (f) Enter into real property leases and licenses for property being leased/licensed to the University, provided Board of Trustees' approval shall be obtained for any real property leases or licenses as follows: Any real property lease or license (i) with a total ~~value~~rent obligation greater than \$500,000, (taking into account all renewal options), (ii) greater than 5,000 square feet, and (iii) with a term longer than five (5) years (taking into account all renewal options), shall require the prior approval of the Board of Trustees; provided, however, that any lease or license that does not meet all three requirements stated in (i), (ii), and (iii) but meets at least one of these requirements must be approved by the Finance Committee. Future amendments to real property leases or licenses shall require approval of the Board of Trustees or the Finance Committee, as applicable, pursuant to the terms of this subsection, if the original lease and amendment, when viewed as a whole, meet the requirements stated in (i), (ii), and (iii) as applicable.
- (g) Enter into real property licenses for use of University-~~owned~~ or controlled property. Real property leases of University-owned or controlled property to third parties require Board of Trustees' approval.
- (h) Act for the Board of Trustees as custodian of all University personal property, including:
 - 1. Recommend for Board of Trustees' approval, procedures for the disposal of personal property no longer needed by the University.
 - 2. Adjust property records and dispose of personal property in the University's custody.
- (i) Recommend for Board of Trustees' approval, a regulation regarding the disposal and/or use of lost or abandoned property.
- (j) Take charge of lost or abandoned personal property found within areas under the University's jurisdiction and dispose of or make use of the property, which may include selling the property.
- (k) Regulate the use, maintenance, protection, and control of, and the imposition of charges for, University-owned or ~~University~~-controlled buildings and grounds, property and equipment, name trademarks and other proprietary marks, and the financial and other resources of the University.
- (l) Protect, develop, and transfer the work products of University personnel and other University agents and contractors, including licensing, assigning, selling, leasing, or otherwise allowing the use of or conveying such work products and securing and enforcing patents, copyrights, and trademarks therein. The President shall confer with the Board Chair before initiating, appealing or settling any litigation related to the enforcement of patents, copyrights and trademarks.

(6) Miscellaneous Powers and Duties.

- (a) Recommend for Board of Trustees' approval, the creation and certification, as well as the decertification and dissolution, of affiliated organizations of the University.
- (b) Oversee the ~~University's~~University's fundraising operations and accept and administer gifts, grants, bequests, and devises made directly to the University.
- (c) Initiate, appeal and settle lawsuits and join amicus briefs after consultation with the Board Chair, provided routine claims and lawsuits covered by the State of Florida's Division of Risk Management may be appealed and settled without Board Chair consultation.
- (d) Operate a University-wide compliance program to maintain compliance with all applicable laws, rules, regulations, policies and other requirements.

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BOARD OF TRUSTEES PRESIDENTIAL DELEGATIONS COMPARISON WITH SELECT SUS INSTITUTIONS

	Construction – Change Orders	Construction – Major & Minor Projects	Procurement - Non-Construction (e.g., goods, services, software)	Procurement – Competitive Solicitation	Procurement – Sponsored Research
FIU (current)	<p>President has power to approve change orders for Major Projects that are < \$50K or 5% of the total value of a project. BOT prior approval needed for Major Projects change orders ≥ both of those thresholds.</p> <p>President must report to the BOT Finance and Facilities Committee all change orders of \$50K or more on Minor Projects.</p> <p>President must provide a comprehensive report on construction-related activities at each regular meeting of the Finance Committee, including information regarding change order activity.</p>	<p>BOT approval required for Major Project > \$2M</p> <p>President has power to initiate and manage Minor Projects - ≤ \$2M</p>	<p>Quarterly reporting to BOT: Contract ≥ \$500K and <\$1M</p> <p>Finance Committee approval and reporting to BOT: Contract ≥ \$1M and ≤\$3M</p> <p>BOT approval: Contract ≥ \$3M</p>	<p>\$150K competitive solicitation threshold (per Regulation FIU-2210)</p>	<p>Consistent with F.S. 1004.22, current BOT delegations provide that President can administer and operate a program of sponsored research. For example, all research grants and contracts received by FIU are delegated to the President.</p> <p>Per BOT practice, as it relates to sponsored research purchases, quarterly notice is provided to Finance and Facilities Committee of: (a) subawards; and (b) procurements that use solely facilities and administrative (F&A) funds.</p>

	Construction – Change Orders	Construction – Major & Minor Projects	Procurement - Non-Construction (e.g., goods, services, software)	Procurement – Competitive Solicitation	Procurement – Sponsored Research
UCF	President can approve change orders up to 10% of the total value of a project.	Delegation to president = BOT approval required for >\$4M	BOT approval required for: - Any financial commitment of University resources (excluding leases and real property licenses), including options, renewals, extensions or amendments, >\$10M - Any option, renewal, extension or amendment of a Board-approved financial commitment which increases the approved transaction >10% of the total approved value	\$150K competitive solicitation threshold	Consistent with F.S. 1004.22, President is authorized to approve and execute the following at any dollar value or duration, which per UCF practice applies to contracts where UCF is receiving funding: gift agreements, including qualified sponsorships; grants, research contracts, research compliance agreements, research compliance agreements, clinical trial agreements, and other agreements for research; sponsored training. Per UCF practice, any contract where UCF is making a purchase follows the Procurement requirements; thus, a purchase of >\$10M requires BOT approval.

	Construction – Change Orders	Construction – Major & Minor Projects	Procurement - Non-Construction (e.g., goods, services, software)	Procurement – Competitive Solicitation	Procurement – Sponsored Research
USF	<p>Finance Committee Chair approval: >\$1.5M or 10% of total</p> <p>Finance Committee approval: ≥\$3M</p> <p>Info item to Finance Committee on quarterly basis: ≥\$1M</p>	<p>BOT reserves right to review and approve "privatized development projects exceeding \$5,000,000 in construction cost"</p> <p>Design and Construction web page has \$4M limit per prior version of statute</p>	<p>Finance Committee Chair approval: Contract ≥ \$3M</p> <p>Finance Committee approval: Contract ≥ \$5M</p> <p>Amendments to Contracts, change orders, or changes in funding source for the procurement of goods and services within the same fiscal year for the procurement of goods and services are added to the original Contract to determine if the approval threshold is met. Contracts, change orders, and changes in funding source for the procurement of goods and services related in scope are aggregated to determine if approval threshold is met.</p> <p>Reporting: List of all contracts for procurement of goods and services ≥ \$1M provided at least annually to Finance Committee as information item.</p>	<p>\$150K competitive solicitation threshold (although regulation still says \$75,000)</p>	<p>Consistent with F.S. 1004.22</p>

	Construction – Change Orders	Construction – Major & Minor Projects	Procurement - Non-Construction (e.g., goods, services, software)	Procurement – Competitive Solicitation	Procurement – Sponsored Research
FSU	<p>[From FSU Procedure, not delegation to president]</p> <p>All change orders must be approved by President. President has unlimited signatory authority to execute contracts.</p>	<p>Delegation to president = Unspecified limit to sign construction-related contracts</p> <p>Major Project Funding Process web page has \$4M limit per prior version of statute</p>	<p>President delegated authority to approve and execute contracts for the acquisition or provision of commodities, goods, equipment, and services, including leases. (no maximum)</p> <p>BOT approval required for award contracts for commodities and contractual services to multiple suppliers if contracts are for time period > 10 years.</p>	\$150K competitive solicitation threshold	Consistent with F.S. 1004.22

	Construction – Change Orders	Construction – Major & Minor Projects	Procurement - Non-Construction (e.g., goods, services, software)	Procurement – Competitive Solicitation	Procurement – Sponsored Research
UF	BOT approval required for capital facilities projects that are > \$2M, or any project determined to be high visibility based on conferral with BOT chair	<p>BOT approval required for capital facilities projects that are > \$2M, or any project determined to be high visibility based on conferral with BOT chair</p> <p>Major project = >\$2M</p> <p>Separate approval not needed for projects >\$2M specifically approved as part of a Capital Budget or Operating Budget.</p>	<p>BOT Chair approval and notice to BOT Vice Chair: goods and services contracts w/ ≥\$10M in total value; ≥\$2M per year spend; ≥\$1M in total or per year spend for consulting services; or ≥10 years and exclusive.</p> <p>Approval and notice is required for any transactions that may be 10 or more years including any automatic or optional renewal periods, regardless of the length of the original term.</p>	\$150K competitive solicitation threshold	<p>Consistent with F.S. 1004.22. UF Governance Standards provide that “Actions Requiring Approval of UF President Only” include “Research and IP Agreements – All” and “May be designated to the Vice President of Research”</p> <p>Per UF practice, no subaward on sponsored projects requires BOT approval; contracts for a purchase by UF that is processed by Procurement follows the Procurement BOT approval requirements per the BOT thresholds.</p>
FAU	President is delegated power to approve, execute, and administer contracts for and on behalf of the BOT for planning and construction to be rendered to or by the University. (no maximum)	Delegation to president = Unspecified limit to sign construction-related contracts	President is delegated power to approve, execute, and administer contracts for and on behalf of the BOT for licenses and the acquisition or provision of commodities, goods, equipment, and services; and leases of real and personal property. (no maximum)	\$150K competitive solicitation threshold	Consistent with F.S. 1004.22

	Construction – Change Orders	Construction – Major & Minor Projects	Procurement - Non-Construction (e.g., goods, services, software)	Procurement – Competitive Solicitation	Procurement – Sponsored Research
FAMU	President can approve change orders up to \$250K	President has contracting authority up to \$2M Major project = >\$2M	President delegated authority to sign and authorize all purchasing contracts, including lease- purchase. Procurement regulation states BOT approval is required for all [procurement] contracts >\$1M.	\$150K competitive solicitation threshold	Consistent with F.S. 1004.22



September 18, 2025

Subject: President's Performance Bonus for Interim Presidency Tenure

Proposed Action:

The Florida International University Board of Trustees (BOT) will, in its discretion, issue a performance bonus for the President for the interim presidency term, in accordance with the President's employment agreement.

Background Information:

Pursuant to President Jeanette M. Nuñez's Employment Agreement, namely, section 8(a), on April 15, 2025, the Board and President Nuñez established her goals and objectives for the term of the Interim President Employment Agreement. President Nuñez is eligible for an annual performance bonus related to these goals and objectives in accordance with this Agreement.

Carlos A. Duarte, Chair of the BOT and the Governance Committee, will lead a review of the President's performance during the interim presidency term. The Committee shall issue for BOT approval a recommended performance bonus.

For this initial review, President Nuñez is eligible for a maximum annual performance bonus in an amount equal to the number of days of service during which her initial goals and objectives apply divided by 365 days. The current review begins on February 17, 2025, the date President Nuñez began her service as Interim President through the date her presidency was confirmed by the Florida Board of Governors on June 18, 2025. As such, the maximum allowable incentive compensation award, under this Agreement, is \$42,616.44 (calculated as follows: \$127,500 x 122 days/365 days).

Supporting Documentation: Interim Presidency Goals, FY 2025 – 2026

Facilitator/Presenter: Carlos A. Duarte

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INTERIM PRESIDENT NUÑEZ'S INCENTIVE GOALS
FY 2025 – 2026

1. Increasing funding at state level and beyond

- Advocate on behalf of the university during the 2025 Legislative Session.
- Represent the university at the local, state and federal levels.
- Secure enhanced levels of funding to provide operational support to the university.
- Pursue capital funding to align with the areas of focus, including environment and environmental resilience, health, and technology and innovation.

2. Focusing on our fundraising efforts

- Develop, cultivate and foster relationships across a broad array of stakeholders, including but not limited to existing donors, potential new donors, alumni, elected and administrative leaders, agency and cabinet officials.
- Increase outreach efforts to highlight FIU locally, nationally, and globally.

3. Maintaining and furthering our position within our rankings

- Ensure the university is well-positioned for the Florida Board of Governors (BOG) Performance Funding and Preeminence metrics.
- Focus on increasing rankings (overall and program-specific) throughout various publications; aligning with our vision to be a Top 30 public university and Top 75 overall.

4. Ensuring FIU is a thought leader in the higher education landscape

- Better position the university with industries, particularly around Health and Innovation, to provide our students with high-caliber post-graduation opportunities. The university will focus on increasing the quantity and quality of experiential learning, apprenticeships, and internships that provide pathways to post-graduation employment.
- Navigate the ever-changing landscape in higher education and ensure FIU is a thought leader in shaping public policy.
- Contribute to the mission of the BOG of providing high quality higher education, innovative research, and public service, while propelling Florida's economic prosperity.
- Bring renewed attention and increased enthusiasm around the FIU brand at all levels.

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September 18, 2025

Subject: University President's Goals, 2025-26

Proposed Action:

Florida International University 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.

Background information:

President Jeanette M. Nuñez's Employment Agreement, namely, section 8(b), provides, in relevant part, that within a reasonable period of time following her confirmation as President by the Board of Governors, Jeanette M. Nunez, in collaboration with the Chair of the Board, will provide the Board for its consideration the 2025-26 academic year goals and objectives for her annual performance bonus. Section 8(b) further provides that the Board of Trustees may, in its discretion, tie some or all of the annual performance bonus to the achievement of specific goals and/or objectives, including terms that are consistent with the University's performance-based funding metrics and Accountability Plan.

Florida Board of Governors Regulation 1.001(5)(a) states, in relevant part, that each board of trustees shall provide for the establishment of the personnel program for all the employees of the university, including the president, which may include but is not limited to: compensation and other conditions of employment.

Supporting Documentation: N/A

Facilitator/Presenter: Jeanette M. Nuñez

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