Governance Committee
February 26, 2026
FIU, Modesto A. Maidique Campus, Graham Center 243

MINUTES

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1. Call to Order and Chair's Remarks
The Florida International University Board of Trustees' Governance Committee meeting was called to order by Board Chair Carlos A. Duart at 3:43 PM on Thursday, February 26, 2026.

General Counsel Carlos B. Castillo conducted roll call of the Governance Committee members and verified a quorum. Present were Trustees Carlos A. Duart, *Board Chair*; Alan Gonzalez; George Heisel; Jesus Lebeña; Yaffa Popack; and Albert R. Taño.

The following Board members were also in attendance: Trustees Noël C. Barengo; Francesca Casanova; Tila Falic-Levi; Patrick McDowell; Alexander M. Peraza; and Nestor Plana.

2. Approval of Minutes
Board Chair Duart asked if there were any additions or corrections to the minutes of the Governance Committee meeting held on September 18, 2025. Hearing none, a motion was made and unanimously passed to approve the minutes of the Governance Committee meeting held on September 18, 2025.

3. Action Items
G1. Board Appointments, Florida International University Foundation, Inc.
Senior Vice President for University Advancement and CEO of the FIU Foundation, Inc., Kenneth C. Hall presented the appointments to the FIU Foundation, Inc. Board of Directors for Committee review. He indicated that the FIU Foundation, Inc. Board of Directors approved three (3) new Directors for initial one (1) year terms and commented on the new appointees: Adrian F. Gonzalez '17, MS '25; Manuel "Manny" Perez de la Mesa '77; and Javier "Javi" L. Vazquez, Esq. '86.

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

G2. Proposed Amendments to the Bylaws of the Florida International University Board of Trustees
General Counsel Castillo presented the proposed amendments to the Bylaws of the FIU Board of Trustees for Committee review. He explained that the proposed amendment pertains to section 7.2 and adds a new standing Committee, the Artificial Intelligence and Innovation Committee. He added that along with the name of the new Committee, consistent with the Bylaws of the FIU Board

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of Trustees, the proposed amendment includes a mission statement for the Committee. General Counsel Castillo highlighted the following points: (1) the Committee shall provide strategic oversight, guidance, and support for the University's initiatives in artificial intelligence, data science, and related fields; (2) the Committee shall promote the responsible stewardship of University resources and help ensure that such initiatives are aligned with the University's mission, values, and long-term strategic goals; and (3) the Committee shall provide guidance on policy direction, best practices, institutional risks and opportunities, and ethical considerations.

A motion was made and unanimously passed that the FIU Board of Trustees Governance Committee recommend FIU Board of Trustees approval of the amendments to the Bylaws of the FIU Board of Trustees 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 Carlos A. Duart adjourned the meeting of the Florida International University Board of Trustees Governance Committee on Thursday, February 26, 2026, at 3:50 PM.

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