



**FLORIDA INTERNATIONAL UNIVERSITY
BOARD OF TRUSTEES
GOVERNANCE COMMITTEE**

FIU, Modesto A. Maidique Campus, Graham Center 243

**Thursday, February 26, 2026
4:00 PM**

or

Upon Adjournment of Previous Meeting

Chair: Carlos A. Duart, *Board Chair*

Members: Alan Gonzalez, George Heisel, Jesus Lebeña, Yaffa Popack, Albert R. Taño

AGENDA

- | | |
|---|--------------------|
| 1. Call to Order and Chair's Remarks | Carlos A. Duart |
| 2. Approval of Minutes | Carlos A. Duart |
| 3. Action Items | |
| G1. Board Appointments, Florida International University Foundation, Inc. | Kenneth C. Hall |
| G2. Proposed Amendments to the Bylaws of the Florida International University Board of Trustees | Carlos B. Castillo |
| 4. New Business | Carlos A. Duart |
| 5. Concluding Remarks and Adjournment | Carlos A. Duart |

The next Governance Committee Meeting is scheduled for June 18, 2026

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Meeting Book - FIU Board of Trustees Governance Committee Meeting

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 Appointments, Florida International University
Foundation, Inc.
Kenneth C. Hall

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G2. Proposed Amendments to the Bylaws of the Florida
International University Board of Trustees
Carlos B. Castillo

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4. New Business
Carlos A. Duart

5. Concluding Remarks and Adjournment
Carlos A. Duart

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February 26, 2026

Subject: Approval of Minutes of Meeting held September 18, 2025

Proposed Committee Action:

Approval of Minutes of the Governance Committee meeting held on September 18, 2025.

Background Information:

Committee members will review and approve the Minutes of the Governance Committee meeting held on September 18, 2025.

Supporting Documentation: Minutes: Governance Committee Meeting, September 18, 2025

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

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Governance Committee
September 18, 2025
FIU, Modesto A. Maidique Campus, Graham Center Ballrooms

MINUTES

1. Call to Order and Chair's Remarks

The Florida International University Board of Trustees' Governance Committee meeting was called to order by Board Chair Carlos A. Duarte at 11:59 AM on Thursday, September 18, 2025.

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

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

2. Approval of Minutes

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

3. Action Items

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

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

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

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

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

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

G3. Board 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: Natasha G. Lowell; Sardou Mertilus '08; and Michael "Mike" R. Torres, CPA '96.

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

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

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

amendments also create a new FIU Health Committee, which is responsible for evaluating philanthropic opportunities and partnerships involving the FIU academic health units.

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

G5. Ratification of the Reopener to the 2024-2027 Florida International University Board of Trustees and the United Faculty of Florida-FIU Collective Bargaining Agreement

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

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

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

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

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

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

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

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

and consistent with peer SUS institutions. Lastly, General Counsel Castillo pointed out that the proposed amendments also incorporate into the Resolution revisions previously approved by the Board of Trustees by prior resolution related to certain personnel, namely, that the Chief Compliance and Privacy Officer, Chief Audit Executive, Board of Trustees Corporate Secretary, and General Counsel report to both the Board of Trustees and the President, with employment decisions for those positions requiring concurrence between the Board Chair and the President.

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

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

G7. President's Performance Bonus for Interim Presidency Tenure

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

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

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

G8. University President's Goals, 2025-26

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

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

4. New Business

No new business was raised.

5. Concluding Remarks and Adjournment

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



February 26, 2026

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 October 18, 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:

- Adrian F. Gonzalez '17, MS '25
- Manuel "Manny" Perez de la Mesa '77
- Javier “Javi” L. Vazquez, Esq. '86

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 Appointments, FIU Foundation, Inc.

Facilitator/Presenter: Kenneth C. Hall

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Adrian F. Gonzalez '17, MS '25

Co-owner and President, A & P Air Conditioning Corporation

Bio

Adrian F. Gonzalez, FIU-CEC Alumnus '17 and '25, has built his career around a guiding belief captured in a favorite quote by Michael Korda: “One way to keep momentum going is to have constantly greater goals.” For nearly three decades, that philosophy has shaped his journey as a student, business leader, philanthropist, and community advocate. Balancing full-time work in his family’s HVAC business with evening coursework while raising four daughters, Adrian steadily advanced his education and leadership, always focused on growth and long-term impact.

He earned his B.S. in Mechanical Engineering and later his M.S. in Engineering Management from Florida International University. After purchasing significant interest in A&P Air Conditioning—founded by his father in 1982—he became President in 2016. Under his leadership, the company has grown into one of Florida’s most respected mechanical contractors, earning recognition on the Inc. 5000 List of America’s Fastest-Growing Private Companies (2019–2021) and by the South Florida Business Journal as one of the region’s Largest Private Companies (2022 and 2025). The firm now employs more than 150 team members and is known for engineering excellence and on-time delivery.

Adrian has paired business success with meaningful service and philanthropy. He established the A&P Air Conditioning First-Generation Scholarship for Future Engineers Endowment, becoming the first private donor to FIU’s new multi-disciplinary engineering building, and currently serves as Chairman of the College of Engineering & Computing Dean’s Leadership Council. His broader community service, alongside his wife Rachel and their daughters, reflects a deep commitment to family, faith, and expanding opportunity for the next generation.



Manuel “Manny” Perez de la Mesa ’77

Retired, Former President and Chief Executive Officer of Pool Corporation

Bio

Manuel “Manny” Perez de la Mesa is a distinguished business leader and accomplished executive with more than four decades of experience guiding complex, growth-oriented organizations. He served as President and Chief Executive Officer of Pool Corporation from 1999 until his retirement at the end of 2018, leading the company through a period of sustained expansion and market leadership. Prior to Pool Corp, Manny held senior leadership roles at Watsco, Fresh Del Monte Produce, IBM, and Sea-Land Service, building a broad foundation in operations, finance, and global business strategy.

Throughout his career, Manny has been recognized not only for his corporate leadership but also for his commitment to governance and community impact. He has served on numerous corporate and nonprofit boards, contributing strategic insight, financial acumen, and thoughtful stewardship to the organizations he supports.

Manny earned his Bachelor of Business Administration from Florida International University in 1977 and his MBA from St. John's University in 1980. A proud FIU alumnus, he exemplifies the values of entrepreneurial vision, disciplined leadership, and enduring commitment to institutional excellence.



Javier “Javi” L. Vazquez, Esq. ’86

Shareholder, Gunster

Bio

Javier “Javi” Vazquez is a seasoned land use and zoning attorney whose practice is dedicated to guiding developers, property owners, and builders through the complex regulatory processes required to bring transformative real estate projects to life across South Florida. His experience spans large-scale residential communities, mixed-use urban centers, educational institutions, medical campuses, industrial facilities, and retail developments. From zoning approvals and land use plan amendments to variances and site plan approvals, Javi manages the full spectrum of entitlements necessary to move projects from vision to reality.

Javi regularly represents clients before planning and zoning boards, municipal commissions, and administrative agencies, including Miami-Dade County’s Department of Environmental Resources Management (DERM). He has deep experience across key jurisdictions such as Miami-Dade County, City of Miami, City of Hialeah, Homestead, Florida City, and North Miami Beach. Often engaged early in a project’s life cycle, he collaborates closely with architects, planners, and design teams to anticipate challenges, resolve regulatory hurdles efficiently, and position projects for approval.

A proud alumnus of Florida International University, Javi earned his Bachelor of Business Administration in 1986 before receiving his Juris Doctor from the University of Miami School of Law. His family’s connection to FIU continues through his two sons, both FIU graduates and former FIU Baseball student-athletes, reflecting a deep and enduring commitment to the university and the South Florida community it serves.

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February 26, 2026

Subject: Proposed Amendments to the Bylaws of the Florida International University Board of Trustees

Proposed Action:

Florida International University Board of Trustees (BOT) approval of the amendments to the Bylaws of the BOT.

Background Information:

The Bylaws of the BOT establish a governance structure for the conduct of Board business and are intended to encourage efficiencies and to facilitate Board business.

The proposed amendment pertains to the BOT's standing committees and the duties of standing committees. The revision proposes to create a new Artificial Intelligence and Innovation Committee.

BOG Regulation 1.001(3)(b), University Board of Trustees Powers and Duties, states, in relevant part, that each board of trustees may establish committees of the board to address matters including, but not limited to, academic and student affairs, strategic planning, finance, audit, property acquisition and construction, personnel, and budgets.

Section 8.1 of the BOT Bylaws states, "[t]hese Bylaws may be altered, amended or repealed at any regular meeting of the Board by a two-thirds (2/3) vote of all members of the Board, when notice of the proposed amendment or repeal is provided in the meeting notice.

Supporting Documentation: Proposed Amendments to the Bylaws of the Florida International University Board of Trustees

Facilitator/Presenter: Carlos B. Castillo

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**BYLAWS OF
THE FLORIDA INTERNATIONAL UNIVERSITY
BOARD OF TRUSTEES**

ARTICLE I

ORGANIZATION

The Florida International University Board of Trustees (the "Board") is established as a public body corporate, with all powers of a public body corporate as provided by Florida law, acting as an instrumentality of the state, pursuant to s. 768.28, Florida Statutes, for purposes of sovereign immunity. It shall serve as the governing body of the Florida International University (the "University") and perform all duties prescribed by law and by the Board of Governors.

The Board is the final institutional authority and delegates the conduct of administration and management of the University to the President. The Board entrusts the functions of teaching and research through the President to the Faculty. The Board encourages student, faculty and staff participation in decision-making within the limits of attainable effectiveness.

To establish a governance structure for the conduct of Board business, the Board establishes these Bylaws. These Bylaws are intended to encourage efficiencies and to facilitate Board business. These Bylaws, University Regulations and Board approved-policies take precedence over all other policies of the University.

ARTICLE II

THE BOARD

Section 2.1 Corporate Name. The Board of Trustees is a public body corporate called "The Florida International University Board of Trustees," with all the powers of a public body corporate under the laws of the State of Florida.

Section 2.2 Composition. The Board shall be composed of thirteen Trustees, six of whom shall be appointed by the Governor of the State of Florida and five of whom shall be appointed by the Board of Governors of the State University System of Florida, and all of whom are subject to confirmation by the Senate of the State of Florida. The other two members shall be the Chair of the Faculty Senate and the President of the University's Student Government Association and they shall also serve as voting Trustees during their terms of office.

Section 2.3 Powers and Duties. The Board shall serve as the governing body of the University. The Board shall have the authority to carry out all lawful functions permitted by these Bylaws, by regulations and policies of the Board of Governors and by law. The Board's responsibilities include:

- Determining the mission of the University and ensuring that the mission is kept current and aligned with public purposes.
- Charging the President with the task of periodically leading a strategic planning process consistent with the Board's strategic direction for the University; approving the strategic plan, and monitoring its effectiveness.

- Selecting, supporting, and evaluating the President and reviewing the President’s compensation.
- Monitoring and overseeing the University’s fiscal integrity; overseeing the University’s financial resources and other assets; and preserving and protecting the University’s assets for posterity,
- Protecting, through monitoring and oversight, within the context of faculty shared governance, the educational quality of the University and its academic programs; and preserving and protecting the University’s autonomy, academic freedom, and the public purposes of higher education.
- Engaging regularly, in concert with senior administration, with the University’s major constituencies.
- Approving University regulations and Board policies.
- Conducting the Board’s business in a business-like fashion and with appropriate transparency, adhering to the highest ethical standards and complying with applicable open-meeting and public-record laws.
- Keeping Board governance policies and practices current.
- Periodically assessing the performance of the Board, its committees, and its members.

In fulfilling their Board duties, Trustees may rely on information, opinions, and reports provided by University administrators to the Board, so long as the Trustees reasonably and in good faith believe them to be reliable and competent.

The Board may delegate and provide for the further delegation of any and all powers and duties, subject to the limitations set forth in law.

Section 2.4 Corporate Seal. The University shall have a seal on which shall be inscribed “Florida International University”. The seal shall be used only in connection with the transaction of business of the Board and of the University. The Corporate Secretary may affix the seal on any document signed on behalf of the University. The seal of the University shall be consistent with the following form and design:



ARTICLE III

THE TRUSTEES

Section 3.1 Term of Office. Trustees shall serve for staggered 5-year terms, as provided by law and may be reappointed for subsequent terms, except for the faculty and student representatives who shall serve for the duration of the term of their respective elected offices.

Section 3.2 Attendance. All Trustees are expected to attend board and committee meetings. If a Trustee has three consecutive unexcused absences in any fiscal year, the Chair shall, pursuant to and in accordance with Section 1001.71, Florida Statutes, notify the Governor or the Board of Governors, as applicable, in writing, of such unexcused absences, which may be grounds for removal of such Trustee by the Governor or the Board of Governors, as applicable.

Section 3.3 Vacancies. Vacancies shall be filled by the appointing authority, subject to confirmation by the Senate of the State of Florida.

Section 3.4 Compensation. Trustees shall serve without compensation but may be reimbursed for travel and per diem expenses in accordance with state law.

Section 3.5 Emeritus Status. The Board shall have the special member categories of Chairperson Emeritus and Trustee Emeritus for honorary purposes to recognize past Chairpersons and Trustees who have provided distinguished and extraordinary service and contributions to the University and are no longer serving in that capacity. Trustees shall be elected by a two-thirds vote of the Board for either of the above defined designations. Trustees receiving the Chairperson or Trustee Emeritus title may attend meetings of the Board but shall not have the right to vote and shall not be considered in constituting a quorum. This provision shall only be applicable to Trustees whose Board service commenced prior to June 30, 2014; thereafter, this provision shall no longer be effective.

ARTICLE IV

OFFICERS OF THE BOARD

Section 4.1 Officers. The officers of the Board are the Board Chair, Board Vice Chair, and Corporate Secretary.

Section 4.2 Selection / Term of Officers. The Board Chair and Vice Chair shall each serve for a two year term. The Board shall select, by majority vote, the Board Chair and Board Vice Chair from the appointed members at the last regularly scheduled meeting of the fiscal year and the Board Chair and Vice Chair will serve for the two fiscal years following thereafter. The Chair and Vice Chair shall be eligible for reselection for one additional consecutive two-year term. Normally, to be eligible for election as Chair or Vice Chair, a member of the Board shall have at least two years remaining on his or her term of appointment. Any additional term of office must be approved by a two-thirds vote of the Board. The Corporate Secretary does not have a specific term and serves the Board as described in Section 4.6 and other sections of these Bylaws.

Section 4.3 Vacancies in Office of Chair or Vice Chair. In the event of a vacancy in the Chair and/or Vice Chair positions, an election will be held as soon as practical after the vacancy occurs to select a member of the Board, by a majority vote, to the applicable vacant position(s). The newly selected officer(s) will serve terms as specified in Section 4.2 above. This may result in the Board Chair and Vice Chair terms of office not running concurrently. While the Vice Chair shall be the presumptive successor to the Chair when a vacancy occurs, the Chair shall be selected as specified in Section 4.2 above.

Section 4.4 Duties of Chair. The duties of the Board Chair include presiding at all meetings of the Board, calling special or emergency meetings of the Board when necessary, appointing and removing Committee Chairs and Committee members, establishing and disbanding ad hoc committees, task forces or working groups of the Board, attesting to the actions of the Board, serving as the spokesperson for the Board and fulfilling other duties as assigned by the Board. The Board Chair shall also notify the Governor or Board of Governors, as applicable, of a Trustee's record of unexcused absences as required by Section 1001.71, Florida Statutes and Section 3.2 of these Bylaws.

Section 4.5 Duties of Vice Chair. The Board Vice Chair shall act as Board Chair during the absence or disability of the Board Chair and during any temporary period of vacancy before election of a new Board Chair pursuant to Section 4.3 above.

Section 4.6 Duties of Corporate Secretary. The Chair, jointly with the University President, shall select a University employee to serve as the Corporate Secretary. The duties of the Corporate Secretary include giving notice of all meetings of the Board, compiling the supporting documents for the meetings of the Board in consultation with the Board Chair, recording and maintaining detailed minutes of any Board meeting, including the vote history and attendance of each Trustee, executing or attesting to all documents that have been executed by the Board, and affixing the University's seal to any document signed on behalf of the University. Minutes of each Board meeting shall be prominently posted on the University's website within two weeks after such Board meeting.

ARTICLE V

DUTIES OF THE PRESIDENT

The University President, as the Chief Executive Officer to the Board of Trustees, shall be responsible to the Board of Trustees for all operations of the University and for setting the agenda for meetings of the Board of Trustees jointly with the Board Chair. Without limiting the foregoing, the University President shall serve as the principal liaison officer and official contact between the Board and the faculty, staff and students of the University. The University President shall be responsible for the operation and administration of the University, including efficient and effective budget and program administration, leading the University to accomplish its education missions and goals, monitoring educational and financial performance, consulting with the Board in a timely manner on matters appropriate to its policy-making and fiduciary functions, and serving as the University's key spokesperson. The President shall have the authority to execute all documents and take all actions on behalf of the University and the Board consistent with law, Board regulations, policies and delegations, these Bylaws and the best interests of the University.

ARTICLE VI

MEETINGS

Section 6.1 Applicability of Sunshine Law. All meetings of the Board and its Committees shall be open to the public at all times unless the matter being discussed or acted upon falls within the provisions of law allowing closed meetings. No formal action shall be considered binding except as taken or made in accordance with Section 286.011, Florida Statutes.

Section 6.2 Regular Meetings. Meetings of the Board shall be held as needed, with a minimum of four (4) regular meetings per year. Meetings may be held at the Florida International University or other locations as deemed necessary and appropriate by the Board, consistent with Section 286.011, Florida Statutes. The schedule of meetings is to be available on the Board's website.

Section 6.3 Special Meetings. The Board may hold special meetings, including hearings and workshops, at times and places designated by the Board Chair. The Corporate Secretary shall send written notice of such special meetings to all Trustees, along with a statement of the purpose of the meeting, at least 48 hours in advance. Only matters included in the Chair's call of the meeting may be considered at a special meeting except a new matter may be added by an affirmative vote of a majority of the Trustees at the meeting.

Section 6.4 Emergency Meetings. Meetings of the Board may be held for the purpose of acting on emergency matters affecting the university or public health, safety, or welfare. Notice of the time, date, place and purpose of an emergency meeting will be posted on the Board's website and forwarded to a major newspaper of general circulation in the area where the meeting will take place. The media may also be notified through a press release issued by the Media Relations Office.

Section 6.5 Notice of Meetings. Reasonable prior notice of all meetings shall be provided in accordance with Florida law. Notice of regular and special meetings will be provided by posting the notice and agenda on the Board's website and faxing such notice and agenda to a major newspaper of general circulation. Notice of emergency meetings shall be provided as described above.

Section 6.6 Telephonic Meetings. At the discretion of the Board Chair, Full Board and Committee meetings may be held through teleconferencing or other electronic means. Additionally, while Trustees are expected to attend most in person Board and Committee meetings, the Board Chair may give permission for participants to participate through teleconferencing or other electronic means when this is deemed necessary.

Section 6.7 Quorum. A majority of the members of the Board must be present to constitute a quorum for the transaction of business.

Section 6.8 Voting. Unless otherwise provided in these Bylaws, the decision of the majority of the Trustees in attendance and voting on the question shall prevail. No Trustee present at a Board meeting or Committee meeting may abstain from voting except for those circumstances when a Trustee has a specific recognized conflict of interest under Florida law. Trustees are prohibited from voting on any matters which the Trustee knows would inure to his or her individual special private gain or loss. A Trustee is encouraged to abstain from voting when a Trustee has any other conflict of interest recognized under the Florida Code of Ethics but Trustees are permitted by Florida law to vote when such a conflict of interest is present so long as the Trustee discloses the conflict of interest. Trustees with voting conflicts are required to inform the Board in the manner prescribed by the Florida Commission on Ethics. Voting by proxy or by mail is not permitted.

Section 6.9 Meeting Agendas. The Corporate Secretary will provide a copy of the meeting agendas and supporting documentation to each member of the Board for regular meetings and, when possible, special meetings, at least seven (7) calendar days prior to the meeting, and for emergency meetings and all other special meetings, as soon as practical after the meetings are scheduled. Failure to provide an agenda by the time specified in these Bylaws will not affect the ability of the Board to vote on any

items. If additional items or supporting documentation become available prior to the meeting, a supplemental agenda will be provided. Agendas shall list items in the order they are to be considered. Items may be considered out of their stated order at the discretion of the Chair. The Board may also consider and vote on items not included in the published agenda.

Normally, agenda items that come before the Board have been considered and recommended by a Committee of the Board. However, the Chair may, in consultation with the President, allow an item to be presented to the full Board without prior consideration by a Board committee when circumstances warrant.

Section 6.10 Consent Agenda and Action Items. At regular meetings of the Board, the Board shall vote on matters appearing on the Consent Agenda in its entirety, unless an individual Trustee requests that a separate vote be taken on a particular item. A separate vote shall be taken on each item appearing as an Action Item on the Agenda.

Section 6.11 Rules of Procedure. *Roberts Rules of Order*, newly revised, will be followed in conducting meetings of the Board, unless otherwise provided by the Board Bylaws. The Chair shall resolve questions regarding interpretations under these Bylaws or Roberts Rules.

Section 6.12 Minutes. Minutes of the meetings of the Board shall be kept by the Corporate Secretary, who shall cause them to be preserved and who shall transmit copies to the members of the Board. All lengthy reports shall be referred to in the minutes and shall be kept on file as part of the University records, but such reports need not be attached to the minutes except when so ordered by the Board.

ARTICLE VII

COMMITTEES

Section 7.1 Committees. Except for the Governance Committee, the membership of which is specified in these Bylaws, the Board Chair, in consultation with the President, shall appoint members of Committees, their Chairs, and Vice Chairs based upon their expertise in matters relating to that Committee and may also remove any members. All Committees shall have no fewer than three (3) members. Unless specifically delegated or as otherwise provided in these Bylaws, authority to act on all matters is reserved exclusively to the Board and the duty of each Committee shall be to consider and to make recommendations to the Board upon matters referred to it. Each Committee shall have a written statement of purpose and primary responsibilities, or charter, as approved by the Board. The chairs of all Committees shall perform their duties and shall have the responsibility and authority to place matters on the Board's agenda, with approval of the Board chair.

Section 7.2 Standing Committees. The following Committees shall be standing Committees of the Board until dissolved by the Board:

The **Academic Policy and Student Affairs Committee** shall be responsible for oversight of all policies relating to the academic and student affairs, including athletics and health affairs and clinical activities, of the University. It shall assist the Board in its oversight responsibilities relating to aspects of student life and student conduct. It shall review the infrastructure and resources necessary to deliver the academic and student life programs and for the accreditation of the University and

professional programs. It shall be responsible for reviewing and considering policies relating to new and existing degree programs, instruction and research. It shall review and consider policies relating to the recruitment and retention of faculty members, including tenure, academic freedom and academic responsibility, codes of conduct and appropriate penalties for violations of University regulations pertaining to academic dishonesty, and student admissions, and make recommendations to the Board on these and other matters referred to it by the Board.

The **Artificial Intelligence and Innovation Committee** shall provide strategic oversight, guidance, and support for the University's initiatives in artificial intelligence, data science, and related fields across academic programs, research, operations, and research administration. 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. The Committee shall provide guidance on policy direction, best practices, institutional risks and opportunities, and ethical considerations, and shall advance priorities that foster interdisciplinary collaboration to accelerate innovation, economic development, technology transfer, and commercialization.

The **Audit and Compliance Committee** is responsible, in assisting the Florida International University Board of Trustees ("Board") in discharging its oversight responsibilities, including but not limited to, reviewing procedures in place to assess and minimize significant risks, overseeing the quality and integrity of financial reporting practices (including the underlying system of internal controls, policies and procedures, regulatory compliance programs, and ethical code of conduct), and overseeing the overall audit process. This includes advising the Board on the adequacy of accounting procedures, systems, controls, and financial reporting in accordance with applicable laws and regulations; and overseeing and monitoring the University's compliance program.

The **External Relations Committee** is responsible for reviewing and recommending to the Board policies relating to local, state and federal legislation; working to identify all major local, state and federal activities affecting the University; reporting to the Board recommended actions which will further the University's mission; reviewing and recommending to the Board policies affecting communications with the media and with the public, including alumni of the institution; and reviewing and considering programs that advance the University's reputation and further the University's teaching, research, and service missions in the local, state, national, and international communities.

The **Finance and Facilities Committee** is responsible, for providing review, policy guidance and strategic oversight of the university's financial matters, financial reporting statements, campus master planning activities and other real estate type activities for both the University and its direct support organizations ("DSO"). This includes receiving and reviewing information regarding the fiscal operations of the University and reviewing and, when appropriate, recommending to the Board for its approval: the University's annual operating and capital outlay budgets; the University's investment policy; the University's Capital Improvement Program list for funding by the Legislature, including the Public Education Capital Outlay list; debt issuances; the University's master plan(s); honorary and donative namings of University facilities; and regulations and Board policies pertaining to the financial resources and other assets of the University.

The **Governance Committee** is responsible for reviewing and making recommendations to the Board on various Board functions, including, periodically reviewing these Bylaws; evaluating the Board's performance; overseeing governance of the University's affiliated organizations; overseeing Presidential personnel matters, including the annual evaluation of the President; considering collective

bargaining matters coming before the Board; and establishing regulations and Board policies regarding University governance. Furthermore, the Governance Committee shall have and may exercise all powers and authority of the Board on an as needed basis between regular Board meetings for time-sensitive matters, subject only to such restrictions or limitations as the Trustees may from time to time specify, except that the following matters shall be reserved to the full Board for approval (i) Board officer selection, (ii) changes in the mission and purposes of the institution, (iii) presidential selection and termination, (iv) amendments to the Bylaws, (v) debt issuances, (vi) sale or other disposition of real property, (vii) the University's annual operating and capital outlay budgets and the University's Capital Improvement Program list for funding by the Legislature, including the Public Education Capital Outlay list, and (viii) any other matter required by law or Board of Governors' regulation to be approved by the full Board. All actions taken by the Governance Committee pursuant to this authority shall be reported at the next meeting of the full Board, or when deemed sufficiently important by the Board Chair and the University President, such actions shall be reported to the Trustees within thirty (30) days after such action is taken, or at a meeting of the Trustees if a meeting is held within that period of time. The Governance Committee shall be comprised of the Board Chair, Board Vice Chair and all Committee Chairs.

The **Strategic Planning Committee** is responsible for providing strategic direction to the University. It shall provide oversight responsibilities for the development of the University's strategic plan and the subsequent monitoring of progress toward goals, including ensuring alignment of strategic planning across the University to include all of its affiliated entities. The Committee duties include approving and supporting the implementation of the University's strategic plan and reviewing and, when applicable, approving, performance targets, performance metrics, and associated reports to the Board of Governors.

Section 7.3 Ad-Hoc Committees. Ad-Hoc Committees shall be appointed by the Board Chair with such powers and duties and period of service as the Board Chair may determine, provided that no ad-hoc committee shall be created to act upon any matter appropriate to be acted upon by a standing committee. The Chair of any ad-hoc committee shall be appointed by the Board Chair and shall perform his/her duties in consultation with the University President.

Section 7.4 Quorum. A majority of the regular committee members shall constitute a quorum for all committee meetings. A quorum having been established, no business shall be transacted without a majority vote of all committee members present.

ARTICLE VIII

AMENDMENT OR SUSPENSION OF BYLAWS

Section 8.1 Bylaw Amendments. These Bylaws may be altered, amended or repealed at any regular meeting of the Board by a two-thirds (2/3) vote of all members of the Board, when notice of the proposed amendment or repeal is provided in the meeting notice.

Section 8.2 Suspension of Bylaw Provisions. Any provision of these Bylaws may be suspended in connection with the consideration of a matter before the Board by an affirmative vote of not less than two-thirds (2/3) of the members of the Board.

ARTICLE IX

APPEARANCES BEFORE THE BOARD

Section 9.1 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 Board of Trustees Office at 11200 S.W. 8 Street, PC 548, Miami, Florida 33199, and must be submitted to the Board of Trustees Office no later than 11:00 a.m. on the business day preceding the Board meeting.

The Corporate Secretary, in consultation with the General Counsel, shall determine whether the speaker is entitled to be heard in accordance with applicable law. Each Trustee will be provided with an opportunity to review the list of individuals who are on the agenda to appear before the Board, as well as the names of any who were not placed on the agenda.

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 Chair.

Section 9.2 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 Chair, 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 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 9.3 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:

1. Persons scheduled to speak shall be called by the Chair at the appropriate time during the meeting. Any person not immediately appearing at the podium when called upon by the Chair 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 Chair.

2. Each speaker’s remarks must be directed to the Chair or the Board as a whole and not to individual board members.

3. 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 Chair may notify and warn speakers that their comments have gone beyond the subject matter for which they had signed up to address. The Chair may turn off the microphone or recess the meeting

if a speaker persists in addressing irrelevant topics or engaging in inappropriate comments. The Chair has the authority after one warning to order the removal of the speaker from the meetings.

4. Speakers may not refuse to yield the podium when the Chair has advised that their time is up.

5. 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.

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

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

ARTICLE X

ACADEMIC FREEDOM

Statement of Board Policy on Academic Freedom

Florida International University is dedicated to the transmission and advancement of knowledge and understanding. Academic freedom is essential to the achievement of these purposes. The University therefore supports and encourages freedom of inquiry for faculty members and students, to the end that they may responsibly pursue these goals through teaching, learning, research, discussion and publication, free from internal or external restraints that would unreasonably restrict their academic endeavors. The University shall protect faculty and students in their responsible exercise of freedom to teach and learn.

ARTICLE XI

MISCELLANEOUS

Section 11.1 Conflict of Interest Policy. Trustees stand in a fiduciary relationship to the University. Therefore, Trustees shall act in good faith, with due regard to the interests of the University, 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. The Board shall adopt a written conflict of interest policy, which shall be reviewed periodically and revised as necessary.

Section 11.2 Limitation of Liability and Indemnification. The Board shall be a corporation primarily acting as an instrumentality of the state pursuant to Section 768.28, Florida Statutes, for purposes of sovereign immunity. The University shall, to the extent legally permissible, indemnify, defend and hold harmless each of its Trustees, against all liabilities and expenses incurred in the 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 University 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 11.3 Non-Discrimination. The University does not discriminate in its educational and employment policies against any person on the basis of gender, race, color, religion, age, disability, sexual orientation, national or ethnic origin, or on any other basis proscribed by federal, state or local law.

Adopted 13 January 2003; Amended 12 March 2003; Amended 22 November 2004; Amended 19 September 2005; Amended 28 June 2007; Amended 29 February 2008; Amended 31 March 2009; Amended 12 June 2009; Amended 20 February 2010; Amended 10 September 2013; Amended 10 September 2014; Amended 11 March 2016; Amended 1 December 2016; Amended 23 July 2020; Amended 6 December 2022; [Amended 26 February 2026](#).

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