



**FLORIDA INTERNATIONAL UNIVERSITY
BOARD OF TRUSTEES
FULL BOARD MEETING
DECEMBER 5, 2019
MINUTES**

1. Call to Order and Chair's Remarks

Board Chair Claudia Puig convened the meeting of the Florida International University Board of Trustees at 2:26 p.m. on Thursday, December 5, 2019, at the FIU, Modesto A. Maidique Campus, Graham Center Ballrooms.

General Counsel Carlos B. Castillo conducted roll call of the Florida International University Board of Trustees and verified a quorum. Present were Claudia Puig, *Board Chair*; Jose J. Armas, *Board Vice Chair*; Cesar L. Alvarez; Leonard Boord; Dean C. Colson; Gerald C. Grant, Jr.; Michael G. Joseph; Natasha Lowell; Justo L. Pozo; Joerg Reinhold; Sabrina L. Rosell; Marc D. Sarnoff; and Roger Tovar.

Chair Puig welcomed all Trustees and University faculty and staff to the meeting. Chair Puig indicated that the Sixth Amendment to the President's Employment Agreement has been executed and explained that in addition to the terms specifically approved by the Board of Trustees, the sixth amendment contains language required by the Florida Board of Governors (BOG) pertaining to a President's cooperation with investigations post-term, as well as language required by the NCAA. Chair Puig thanked President Rosenberg for his service to the University.

Chair Puig noted that the BOG reappointed Trustee Natasha Lowell and appointed Ambassador Donna Hrinak, who succeeds Trustee Justo L. Pozo, to the FIU Board of Trustees for five-year terms beginning January 6, 2020. On behalf of the Board, Chair Puig presented Trustee Pozo with a plaque in recognition of his leadership and service.

2. Public Appearances

There were no public appearances.

3. Foundation Report

Foundation Board of Directors Chair Richard Brilliant presented the Foundation Report, reporting that the Next Horizon Campaign has raised \$528M to-date towards the \$750M goal and that, as of September 30, 2019, the Foundation's total investment portfolio totaled approximately \$301.8M. He described recent giving, namely, an anonymous \$3M gift in support of FIU undergraduate scholarships, \$2.5M from Chad Moss in support of the FIU Moss School of Construction, Infrastructure and Sustainability, and \$1M from Patricia Bradley in support of the Office of Student Access and Success and the Frost Museum. Chair Brilliant pointed out that the University broke

ground on the second phase of the Green School building. He recognized the Deloitte Foundation-Sabater, adding that FIU Business students selected as Deloitte Foundation-Sabater Scholars will receive full tuition scholarships as well as other opportunities exclusive to them.

In terms of campaign messaging, Senior Vice President of University Advancement Howard R. Lipman noted that while the primary messaging in the initial phase was focused on awareness, the next phase would create a connection to fundraising and is a call-to-action.

4. President's Report

University President Mark B. Rosenberg recognized Trustee Pozo and thanked him for his service and his involvement with the University. President Rosenberg reported that the football team made history when FIU claimed its first victory over UM, adding that the Panthers became bowl-eligible for the third year in a row.

In terms of high-profile visits, events, and recognitions, President Rosenberg indicated that FIU welcomed the President of Colombia Ivan Duque and presented him with the "FIU Medallion of Courage". President Rosenberg added that Lieutenant Governor Jeanette Nuñez and School Board member Susie V. Castillo were joined by key leaders and renowned experts for a discussion panel at FIU that brought awareness to the issue of domestic violence, with a focus on prevention, intervention, and education. He explained that Mr. Garrett Smithley ran his final race of the 2019 NASCAR Xfinity Series in a car featuring FIU branding, adding that this brought the University unparalleled exposure. President Rosenberg stated that in its piece about Art Basel, *The New York Times* said that "two small institutions have consistently been punching above their weight: The Jewish Museum of Florida-FIU and The Wolfsonian-FIU." President Rosenberg further stated that FIU received the Gold Level of APLU's 2019 Institutional Award for Global Learning, Research & Engagement, which recognizes institutions that have excelled in internationalization. He reported that the University was awarded \$1.25M to bring the United States Department of Commerce's National Institute of Standards and Technology's National Initiative for Cybersecurity Education Annual Conferences to FIU from 2018 to 2022.

In terms of research news, President Rosenberg reported that the Robert Stempel College of Public Health and Social Work received \$6.6M to study Parkinson's disease. He indicated that the Air Force Office of Scientific Research awarded FIU an additional \$4.82M to expand its groundbreaking research on origami antennas. He pointed out that the United States Agency for International Development, Office of U.S. Foreign Disaster Assistance awarded a \$4.2M, three-year cooperative agreement to the FIU Extreme Events Institute Disaster Risk and Resilience in the Americas program. He stated that Dean of the Robert Stempel College of Public Health and Social Work Tomás R. Guilarte, and a team of researchers from the Department of Environmental Health Sciences have been awarded a \$2.31M grant by the National Institutes of Health to study proteins in the brain and how their interactions may lead to brain inflammation.

President Rosenberg reported on faculty and student news, noting that select individuals were recognized with an award for significant achievements in their scholarly pursuits during the 2019 Faculty Convocation and Awards Ceremony. He stated that the FIU Model UN team has earned the No. 1 team ranking for the first time in the program's 31-year history. He indicated that in

preparation for the 2020 NFL Super Bowl, FIU By Design + CARTA's Robotics and Digital Fabrication Lab was approached by the Miami-Dade Police Department's Rapid Deployment Force to create a large-scale 3D printed model of the Hard Rock Stadium for desk-top training scenarios. He pointed out that Jennifer Knight, a first-year medical student at the Herbert Wertheim College of Medicine (HWCUM) is HWCUM's first recipient of the National Health Service Corps Scholarship awarded by the United States Department of Health and Human Services.

President Rosenberg reported on the recent graduation of Cohort II in FIU's workforce development program, Urban Potential Laboratories. He explained that through a connection made by Foundation Board of Directors member, Adalio Sanchez, FIU and MITRE, a not-for-profit corporation, have entered into a strategic partnership. President Rosenberg also referred to FIU's Educational Leadership Enhancement Program (ELEP), adding that the program is designed to prepare mid-level women and minorities for advancement to senior-level administrative positions in higher education. He pointed out that the University community will come together to celebrate student achievement at the upcoming commencement ceremonies.

5. Action Items – Consent Agenda

Chair Puig explained that the Consent Agenda was amended to include a new business item reviewed by the Finance and Facilities Committee that related to the pending funding of the FIU Advancement budget request.

Chair Puig indicated that the Finance and Facilities Committee recommended approval by the Board of action items FF1-FF2, FF4-FF5, FF7-FF8, and FF11 and that the Academic Policy and Student Affairs Committee recommended approval by the Board of action items AP1-AP5 contained in the Consent Agenda.

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

- **BT1. Minutes, September 18, 2019** - Approval of Minutes of the FIU Board of Trustees, Full Board meeting held on Wednesday, September 18, 2019, at the Modesto A. Maidique Campus, MARC 290, Earlene and Albert Dotson Pavilion.
- **FF1. FIU Direct Support Organizations Financial Audits FY 2018-2019**
 - A. FIU Foundation, Inc.** - Accept the Florida International University Foundation, Inc. Financial Audit for the 2018-19 Fiscal Year and authorize the CEO of the Florida International University Foundation, Inc. to take all actions necessary pertaining to this Financial Audit, including filing the report with the Auditor General.
 - B. FIU Research Foundation, Inc.** - Accept the Florida International University Research Foundation, Inc. Financial Audit for the 2018-19 Fiscal Year and authorize the President of the Florida International University Research Foundation, Inc. to take all actions necessary pertaining to this Financial Audit, including filing the report with the Auditor General.

C. FIU Athletics Finance Corporation - Accept the Florida International University Athletics Finance Corporation Financial Audit for the 2018-19 Fiscal Year and authorize the Executive Director of the Florida International University Athletics Finance Corp. to take all actions necessary pertaining to this Financial Audit, including filing the report with the Auditor General.

D. FIU Academic Health Center Health Care Network Faculty Group Practice, Inc. - Accept the Florida International University Academic Health Center Health Care Network Faculty Group Practice, Inc. Financial Audit for the 2018-19 Fiscal Year and authorize the President of the Florida International University Academic Health Center Health Care Network Faculty Group Practice, Inc. to take all actions necessary pertaining to this Financial Audit, including filing the report with the Auditor General.

- **FF2. Signature Authority – Depositories** - Approve the following banking institutions as designated depositories at which University funds may be deposited:

Bank of America, N.A.
Charlotte, NC

U.S. Bank, N.A.
Cincinnati, OH

Regions Bank, N.A.
Birmingham, AL

JP Morgan Chase Bank, N.A.
Columbus, OH

Furthermore, approve that the University President, the Chief Financial Officer, and the University Treasurer, are each individually authorized to take all actions necessary to open or close bank accounts at any of the designated depositories.

- **FF4. Approval of Capital Improvement Budget and Expenditure for Road Relocation Project for Parkview II Project** - Approve a capital improvement budget and expenditure for the relocation of S.W. 17th Street to accommodate the construction of Parkview II Housing Project; and authorize the University President to amend the budget up to five percent as needed.
- **FF5. Approval of Contract #PUR-02644, vendor: Toshiba America Business Solutions, Inc. and Contract #PUR-02645, vendor: CDW Government, LLC.** - Pursuant to the Delegations of Authority from the Florida International University Board of Trustees (the BOT) to the University President, as reflected in the Resolution on the President's Powers and Duties approved by the BOT on March 4, 2019, (i) approve the University entering into contracts No. 1 and No. 2 as listed and described in the Board materials and (ii) authorize the University President or his designee to execute, on behalf of the University, the aforementioned contracts.

- **FF7. Award of Contract and Approval of Expenditure Budget for Soil Remediation on Foundation Enterprise Holdings V, LLC (FEH V) Doral Property** - Approve the project budget and proceed to award a contract to the lowest responsive, responsible bidder, The BG Group, LLC, to perform soil remediation in accordance with the Corrective Action Plan approved by the Miami-Dade County Department of Environmental Resources Management's for 62.5 acres of vacant land west of the Florida Turnpike and south of N.W. 41st Street in Doral owned by Foundation Enterprise Holdings V, LLC, a single member LLC wholly owned by the Florida International University Foundation, Inc.
- **FF8. Request for Ratification of Agreement to Provide Health Services entered into between The Florida International University Board of Trustees and Citrus Health Network, Inc. and for Delegation of Authority to the University President or designee to Execute an Amendment to the Agreement** - (1) ratify the Agreement to Provide Health Services entered into March 20, 2019 between the FIU Board of Trustees on behalf of its initiative FIU Embrace, a part of the Office of Research and Economic Development and Citrus Health Network, Inc. (the "Agreement"); and (2) delegate authority to the University President or designee to execute an amendment to the Agreement to revise section I.E of the Agreement.
- **FF11. Pending funding of the FIU Advancement budget request** - Approve the University to proceed with the pending funding of the \$4.7M FIU Advancement budget request.
- **AP1. Honorary Degree Nomination** - Endorse Dr. Enid Curtis Pinkney as a recipient of a doctoral degree honoris causa from Florida International University.
- **AP2. Tenure as a Condition of Employment Nomination** - Approve one (1) candidate for Tenure as a Condition of Employment as specified in the Board materials.
- **AP3. 2020-2021 Legislative Budget Request** - Approve the 2020-2021 Legislative Budget Request:
 - Program of Distinction in Environmental Resilience - Request: \$15,150,000
- **AP4 - Authorization of the Board of Trustees for the University to implement an industrial hemp pilot project in accordance with Section 1004.4473, Florida Statutes** - Authorize the University to implement an industrial hemp pilot project in accordance with the requirements of Section 1004.4473, Florida Statutes.
- **AP5 - New Program Proposal: FIU Embrace Education Program** - Approve the New Program Proposal: FIU Embrace Education Program.

Trustee Marc D. Sarnoff recommended that the University's Administration review the viability of on-campus faculty housing. Trustee Dean C. Colson provided an example, noting successful outcomes in terms of apartments where faculty and their families reside in on-campus student housing.

6. Action Items

FF3. Reauthorization for the Issuance of Debt to Finance the Construction of a Student Residence Facility at the University's Modesto A. Maidique Campus

Trustee Leonard Boord, Finance and Facilities Committee Chair, explained that, at its meeting earlier in the day, the Committee had a substantive discussion relating to the reauthorization for the issuance of debt to finance the construction of a student residence facility at the University's Modesto A. Maidique Campus and ultimately, recommended Board of Trustees approval. There were no questions from the Trustees.

A motion was made and unanimously passed that the FIU Board of Trustees reauthorize a request to the Florida Board of Governors to request the Division of Bond Finance of the State Board of Administration to issue revenue bonds on behalf of Florida International University to finance construction of a student residence facility on the Modesto A. Maidique Campus of the University.

FF6. Renewal of Naming of the "Ocean Bank Convocation Center"

Trustee Boord explained that Ocean Bank has agreed to continue to name the Ocean Bank Convocation Center, and accordingly has pledged a new gift totaling \$1.25M, or \$250,000 per year for five years. He explained that the gift will help support FIU Athletics' core efforts, including, but not limited to, the enhancement of athletic facilities and the student athlete experience at the University. He stated that the Finance and Facilities Committee recommended the item for Board approval.

A motion was made and unanimously passed that the FIU Board of Trustees approve the renewal of the naming of the "Ocean Bank Convocation Center" in accordance with the gift agreement related thereto and the University's and the FIU Foundation, Inc.'s Donative Naming Policy.

FF9. Approval of Asset Acquisition and Related Matters Pertaining to Torrey Pines Initiative

Trustee Boord indicated that the Finance and Facilities Committee also reviewed the request for the asset acquisition and related matters pertaining to the Torrey Pines initiative. He explained that Trustees received comprehensive supporting materials relating to said agenda item. There were no questions from the Trustees. He stated that the Finance and Facilities Committee recommended the item for Board approval.

A motion was made and unanimously passed that the FIU Board of Trustees approve (1) The Florida International University Board of Trustees ("University") entering into an Acquisition Agreement and Plan of Merger (the "Agreement") with Torrey Pines Institute For Molecular Studies, Inc. ("Torrey Pines"), TPIMS Land Company, LLC ("TPIMS") and certain defined California Supporting Organizations, pursuant to which (a) the University would acquire and assume certain Torrey Pines and TPIMS assets and contractual obligations (including a leasehold interest in an existing Ground Lease between TPIMS and the City of Port St. Lucie and title to a Building currently owned by TPIMS), and (b) the University would have the option, in its sole discretion, to merge one or more of the California Supporting Organizations into newly created Florida not for profit corporations (which would then become supporting organizations of an FIU direct support organization); (2) the transfer of the Ground Lease to the University, the assumption by the

University of all the obligations of the tenant under such Ground Lease, and the transfer of the Building to the University at no cost; (3) the establishment of a Special Purpose Center and the University's submission of a request to the Board of Governors for approval of the operation of the facility in Port St. Lucie as a Special Purpose Center; and (4) the delegation of authority to the University President, or designee, to execute the Agreement on behalf of the University and all other documents that may be necessary to effectuate the transactions contemplated in the Agreement.

7. Status Reports, Board Committees

Audit and Compliance Committee Report

Trustee Gerald C. Grant, Jr., Audit and Compliance Committee Chair, provided highlights from the Committee's meeting earlier in the day. He indicated that the University's Chief Audit Executive, Mr. Trevor L. Williams, provided updates on recently completed audits that involved the Nicole Wertheim College of Nursing and Health Sciences and Treasury Management. Trustee Grant explained that Mr. Williams reported on the development of an application for managing the implementation of audit recommendations and that Mr. Williams also informed the Committee that both internal and external assessments of the internal audit activity are in progress. In terms of follow-up, Trustee Grant pointed out that Mr. Williams presented a compilation of internal control rating, with results of a 97% satisfactory or fair rating.

Trustee Grant stated that Chief Compliance and Privacy Officer, Ms. Jennifer LaPorta, provided updates on new compliance platforms and the compliance newsletter and that Ms. LaPorta also reported on the risk mitigation toolbox and on the first meeting of the Foreign Influence Task Force. Trustee Grant pointed out that, as is mandated by the Committee's Charter, the Committee met with senior management to discuss the audit process.

Finance and Facilities Committee Report

Trustee Boord provided highlights from the Committee's meeting earlier in the day. He pointed out that, pursuant to the Delegations of Authority from the FIU Board of Trustees to the University President, the Committee approved the University entering into the contract with vendor ARAMARK Management Services Limited Partnership for University-wide ground maintenance services, adding that the total cost of the third extension is approximately \$2M. Trustee Boord explained that Senior Vice President for Administration and Chief Financial Officer Kenneth A. Jessell reported on the close of the first quarter of FY 2019-20.

Academic Policy and Student Affairs Committee Report

Trustee Cesar L. Alvarez, Academic Policy and Student Affairs Committee Chair, provided highlights from the Committee's meeting earlier in the day, namely, that all action items reviewed by the Committee were approved and that the Committee received a presentation on the implementation plan for the commercialization of the University's patent inventory.

Health Affairs Committee Report

Trustee Jose J. Armas, Health Affairs Committee Chair, provided highlights from the Committee's meeting earlier in the day. He reported that Senior Vice President for Health Affairs and Dean of HWCOR Robert Sackstein, provided an update on the accomplishments of the Academic Health Centers (AHC) and discussed his vision of aligning the AHC within the greater University, as well as

achieving strategic plan goals related to research and innovation. Trustee Armas indicated that Senior Vice President for Academic and Student Affairs Elizabeth M. Bejar provided an update on student health and wellness, adding that the update included an overview on national data, state realities, utilization reports, and budget allocation.

External Relations Committee Report

Board Chair Puig provided highlights from the External Relations Committee Meeting held earlier in the day. She indicated that Vice President for Governmental Relations Michelle L. Palacio reviewed the University's legislative priorities for the 2020 Legislative Session and that members of the 160over90 team presented the marketing survey research findings and next steps. Board Chair Puig asked Trustees to save the date on Wednesday, February 5, 2020 for the next FIU Day.

8. New Business

Trustee Pozo recognized the University's achievements under the leadership of President Rosenberg and commended the work of the Board of Trustees.

President Rosenberg introduced Antonia Wilson, Director of the FIU Gospel Choir. Under the direction of Adjunct Professor Wilson, the FIU Gospel Choir engaged in a performance.

President Rosenberg indicated that the Wertheims have been benefactors of FIU for more than three decades and that their philanthropy has greatly impacted several programs, namely, the Herbert Wertheim College of Medicine, the Nicole Wertheim College of Nursing & Health Sciences, the Herbert & Nicole Wertheim Performing Arts Center, and the Wertheim Plant Research and Teaching Conservatory. President Rosenberg introduced Trustee Emeritus Dr. Herbert A. Wertheim and his daughter Erica. Dr. Wertheim announced a \$10M gift to the FIU School of Music, adding that the gift will help to establish several new programs and will also elevate the school's global distinction and identity.

9. Concluding Remarks and Adjournment

With no other business, Board Chair Claudia Puig adjourned the meeting of the Florida International University Board of Trustees Full Board on Thursday, December 5, 2019 at 3:41 p.m.

Claudia Puig
Chair
FIU Board of Trustees

Mark B. Rosenberg
Corporate Secretary
FIU Board of Trustees