



Full Board
March 3, 2022

FIU, Modesto A. Maidique Campus, Graham Center Ballrooms and via Zoom

MINUTES

1. Call to Order and Chair's Remarks

Board Chair Dean C. Colson convened the meeting of the Florida International University Board of Trustees at 1:10 p.m. on Thursday, March 3, 2022.

General Counsel Carlos B. Castillo conducted roll call of the Florida International University Board of Trustees and verified a quorum. Present were Dean C. Colson, *Board Chair*; Roger Tovar, *Board Vice Chair*; Cesar L. Alvarez; Jose J. Armas; Carlos A. Duarte (*via Zoom*); Donna J. Hrinak (*via Zoom*); Natasha Lowell; Gene Prescott; Joerg Reinhold; Chanel T. Rowe (*via Zoom*); Alexander Rubido; Marc D. Sarnoff; and Carlos Trujillo (*via Zoom*).

Board Chair Colson welcomed all Trustees and members of the University administration. He welcomed Trustees participating via Zoom and the University community accessing the meeting via the webcast.

Board Chair Colson presented each Board member with an FIU backpack. He pointed out that the Florida Board of Governors confirmed the appointment of Interim President Kenneth A. Jessell. Board Chair Colson welcomed Interim Provost and Executive Vice President Elizabeth M. Bejar and Interim Chief Financial Officer and Vice President for Finance and Administration Aime Martine to their new roles. He commented on a successful FIU Day and thanked the Trustees that participated, particularly Trustees Carlos A. Duarte and Carlos Trujillo for their presence in Tallahassee throughout session.

2. Public Appearances

There were no public appearances.

3. Foundation Report

FIU Foundation, Inc. Board of Directors Secretary Jill M. Granat indicated that the \$750M Next Horizon Campaign goal was surpassed, noting that \$755.3M has been raised to-date. She provided a fundraising report, highlighting gifts and commitments from fiscal year 2010 through present. She presented the philanthropy to cash reconciliation, noting \$29.2M in total cash was received with \$74.5M in total philanthropy. She reported that as of January 31, 2022, the Foundation's total investment portfolio stands at approximately \$447.18M and that the Total Managed Assets returned 0.65% net of fees. Foundation Board Secretary Granat commented that, as the University enters into the final stage of the Campaign, the Foundation will focus on leadership volunteer involvement and alumni engagement, participation, and annual giving. She announced that an anonymous alumni

donor couple pledged \$1M to match any gift of \$50 up to \$25,000. She added that an alumni marketing campaign is being developed in relation to said gift. She commented on the launch of the New Day Tour, which connects FIU alumni to FIU athletics.

4. President's Report

Interim President Kenneth A. Jessell commented on the \$1.2M gift from FIU alumni Tina Vidal-Duart and Trustee Carlos A. Duart to the FIU Honors College to establish two student scholarship endowments. Interim President Jessell stated that in late January, he announced the appointments of Senior Vice President for Academic and Student Affairs Elizabeth M. Béjar as Interim Provost and Executive Vice President effective March 1, 2022 and that of Ms. Aime Martinez, CPA, Associate Vice President for Business and Finance, as Interim Chief Financial Officer and Vice President for Finance and Administration. Interim President Jessell indicated that Florida's legislative session started January 11, 2022 and is scheduled to end on March 11, 2022, adding that the Budget Conference began on Wednesday, March 2, 2022.

Interim President Jessell noted that FIU is ranked No. 3 in the nation by the National Science Foundation (NSF) for research funding in psychology. He mentioned that Yuk-Ching Tse-Dinh, director of FIU's Biomolecular Sciences Institute, was inducted into the Academy of Science, Engineering and Medicine of Florida for her groundbreaking biomedical and biomolecular research. He remarked that Professor and wind researcher Amal Elawady is FIU's College of Engineering and Computing's 20th NSF CAREER Award recipient. Interim President Jessell stated that FIU Theatre Associate Professor Tony Galaska was awarded the prestigious Gold Medallion by the Kennedy Center American College Theater Festival. Interim President Jessell pointed out that four (4) FIU College of Engineering and Computing professors are among 83 academic inventors named to the National Academy of Inventors 2022 class of Senior Members.

Interim President Jessell stated that the NSF awarded a \$12.8 million four-year cooperative agreement to FIU's Extreme Events Institute to support the design of a national full-scale testing facility. He mentioned the ribbon cutting ceremony for the Center for Translational Science, which is scheduled to take place on April 12, 2022. He commented that alumnus, Charles Kamhoua M.S. '08, Ph.D. '11, won the Institute of Electrical and Electronics Engineers, Inc. Harry Diamond Memorial Award. Interim President Jessell noted that three-time alumna, Jill Farrell, pays it forward with scholarships to students pursuing globally focused research. He described FIU as a driver of the new South Florida tech boom and highlighted successful alums in the industry. Interim President Jessell remarked that FIU twin graduates, Shalisha and Shonda Witherspoon, won the Most Promising Engineer award.

Interim President Jessell commented that the FIU College of Law trial team won the state championship and also earned the best advocate award. He stated that FIU students, Max Ulloa and Brandon Lee, were selected as fellows for the Charles B. Rangel Graduate Fellowship. He highlighted the following distinguished 2022 senior leadership fellows for FIU's Adam Smith Center for Economic Freedom: Mauricio Macri, President of Argentina from 2015 to 2019; Loretta Sanchez, member of the United States Congress from 1997 to 2017; Raúl Melara, Attorney General of El Salvador from 2019 to 2021; and Nicolás Monckeberg, Ambassador of Chile in Argentina

from 2019 to 2022.

Interim President Jessell stated that FIU's Chaplin School of Hospitality & Tourism Management continues to address pandemic-imposed challenges like labor shortages by introducing its latest teaching tool, Cecilia.ai, the world's first robotic, interactive bartender that offers the potential of round-the-clock service. He provided highlights from the Food Network & Cooking Channel South Beach Wine & Food Festival presented by Capital One (SOBEWFF®), noting that about 1,100 FIU students signed up to volunteer and completed 3,201 shifts. He added that SOBEWFF® had a record year for tickets sales, bringing in just over \$6M in ticket revenue. Interim President Jessell mentioned that the New Day Tour National Signing Day Festival gave fans a chance to meet Coach Mike MacIntyre, his coaching staff, Athletic Director Scott Carr, and future and former Panther players as well as an opportunity to learn more about the coaching staff and recruits. Interim President Jessell stated that the FIU Women's Swimming and Diving team became Conference USA Champions for an eighth-straight season.

5. Action Items – Consent Agenda

Chair Colson indicated that the Audit and Compliance Committee recommended approval by the Board of action items AC2 and AC3, that the Finance and Facilities Committee recommended approval by the Board of action items FF1-FF3, that the Academic Policy and Student Affairs Committee recommended approval by the Board of action items AP1-AP6, and that the Governance Committee recommended approval of action items G2-G5 contained in the Consent Agenda.

Trustee Duart disclosed that as part of action item G5 contained in the Consent Agenda, one of the FIU Foundation Directors whose appointment is up for confirmation before the Full Board is his wife, Tina M. Vidal-Duart and indicated that he would abstain from voting on that item.

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

- **BT1. Minutes, December 8, 2021** - Approval of Minutes of the FIU Board of Trustees, Full Board meeting held on December 8, 2021.
- **BT2. Minutes, January 21, 2022** - Approval of Minutes of the FIU Board of Trustees, Emergency meeting held on January 21, 2022.
- **AC2. Proposed Regulation FIU-117 Fraud Prevention and Detection** - Approve the proposed Regulation FIU-117 Fraud Prevention and Detection and delegate authority to the University President to approve any subsequent non-material amendments based on comments to the Regulation received from the Florida Board of Governors and as a result of the regulation-making process.
- **AC3. Proposed Revisions to Audit and Compliance Committee Charter** - Approve the proposed revisions to the Audit and Compliance Committee Charter.

- **FF1. Review of Test Preparation Fee, College of Law** - Approve the continuation of the Test Preparation Fee.
- **FF2. Approval of Contract #PUR-04918 with Amazon.com Services LLC.** - Pursuant to the Delegations of Authority from the Florida International University Board of Trustees to the University President, as reflected in the Resolution on the President's Powers and Duties approved by the Board of Trustees on March 4, 2019, (i) approve the University entering into the contract as specified in the Board materials, and (ii) authorize the University President or his designee to execute, on behalf of the University, the aforementioned contract and all of the documents, and take all actions, that may be necessary to effectuate the transactions contemplated in the contract.
- **FF3. Amendment to Signature Authority - Authorization to Sign Checks for the University** - Adopt the following resolution:
 - BE IT RESOLVED THAT, the following officers and employees of the University are authorized to sign checks to pay legal obligations of the University from any and all designated University depositories:

Kenneth A. Jessell, Interim President
Aime Martinez, Interim Chief Financial Officer and Vice President for Finance and
Administration

- **AP1. Tenure as a Condition of Employment Nominations** – Approval of two (2) candidates for Tenure as a Condition of Employment as specified in the Board materials.
- **AP2. Proposed Amendment to Regulation FIU-406 Foreign Student Admissions** - Approve the amendment to Regulation FIU-406 Foreign Student Admissions and delegate authority to the University President to approve any subsequent non-material amendments based on comments to the Regulation received from the Florida Board of Governors and as a result of the regulation-making process.
- **AP3. Proposed Amendment to Regulation FIU-105 Sexual Harassment (Title IX) and Sexual Misconduct** - Approve the amendment of Regulation FIU-105 Sexual Harassment (Title IX) and Sexual Misconduct, and delegate authority to the University President to approve any subsequent non-material amendments based on comments to the Regulation received from the Florida Board of Governors and as a result of the regulation-making process.
- **AP4. Program Termination of the Bachelor of Arts in Geography** - Termination of the Bachelor of Arts in Geography (CIP 45.0701).
- **AP5. Program Termination of the Bachelor of Arts in Sociology** - Termination of the Bachelor of Arts in Sociology (CIP 45.1101).

- **AP6. New Program Proposal: Bachelor of Arts in Global Languages, Cultures and Literatures** - Approval of the Bachelor of Arts in Global Languages, Cultures and Literatures (CIP 16.0101) new program proposal.
- **G2. Ratification of Designation of Interim Senior Management Official and Delegation to Key Management Personnel** - Adopt a Resolution ratifying the designation of the Senior Management Official for Florida International University's facility clearance and delegating to the Key Management Personnel certain responsibilities and authorities pursuant to 32 CFR Part 117, National Industrial Security Program Operating Manual.
- **G3. Proposed Revisions to the Florida International University Bonus Plan** - Approve the amended Florida International University Bonus Plan.
- **G4. Proposed Revisions to Florida International University Board of Trustees Conflict-of-Interest Policy and Disclosure Form** - Approve the proposed revisions to the Florida International University Board of Trustees Conflict-of-Interest Policy and Disclosure Form.
- **G5. Direct Support Organizations Board Appointments** - Approve the appointments of the individuals specified in the board materials, to the Florida International University Foundation, Inc. Board of Directors.

Trustee Duarte abstained as he noted (above) he would do.

6. Action Items

AC1. Performance Based Funding and Emerging Preeminence Metrics

A. Performance Based Funding and Emerging Preeminence Status – Data Integrity Certification

B. Audit of Performance Based Funding and Emerging Preeminent Metrics Data Integrity

Trustee Duarte, Chair of the Audit and Compliance Committee, noted that the Florida Board of Governors requires the Board Chair and University President to execute jointly a Data Integrity Certification affirmatively certifying that the University maintains reliable systems as they relate to Board of Governors data and reporting requirements. Additionally, he remarked that the University's Chief Audit Executive Trevor L. Williams conducted an audit of the University's processes completeness, accuracy, and timeliness. Trustee Duarte pointed out that Mr. Williams issued an opinion stating that the system, in all material respects, continues to function in a reliable manner.

A motion was made and unanimously passed that the FIU Board of Trustees:

1. Approve the Performance Based Funding and Emerging Preeminence Status – Data Integrity Certification to be signed by the Chair of the FIU Board of Trustees and the University President; and

2. Approve the Audit Report - Audit of the Performance Based Funding and Emerging Preeminent Metrics Data Integrity.

G1. Employment Agreement for Interim President Kenneth A. Jessell

Board Chair Colson indicated that the Governance Committee considered and recommended for Board approval a Term Sheet and authorization for the Board of Trustees Chair to enter into a contract document with the President on the terms set forth in the Term Sheet. He pointed out that the Term Sheet specifies the term of the contract as a one-year term, from January 21, 2022 to January 20, 2023, with said appointment terminating earlier if a new president is hired before the expiration of the term or the Board elects to terminate the appointment sooner. Board Chair Colson remarked that the Term Sheet also delineates the compensation, performance-based incentive bonus, and benefits and sets forth the provisions upon expiration of term as Interim President. He stated that at its February 18, 2022 meeting, the FIU Foundation Inc. Board of Directors Executive Committee approved the payment of the Foundation's funding obligation.

A motion was made and unanimously passed that the FIU Board of Trustees approve the employment agreement for Kenneth A. Jessell for a one-year term from January 21, 2022 to January 20, 2023, as described in the Term Sheet, and authorize the Chair of the FIU Board of Trustees to execute, on behalf of the FIU Board of Trustees, a contract document consistent with the terms contained in the proposed Term Sheet.

7. Status Reports, Board Committees

Board Chair Colson mentioned that the following Committees met earlier in the day: Audit and Compliance; Finance and Facilities; Academic Policy and Student Affairs; Strategic Planning; and Governance.

Board Chair Colson referred to the Resolution Trustee Sarnoff discussed during the earlier Academic Policy and Student Affairs Committee Meeting. At the request of Board Chair Colson, General Counsel Castillo explained that the proposed Resolution provides a full endorsement by the FIU Board of Trustees of the March 2, 2022 statement from Interim President Jessell to the University community. Board Vice Chair Roger Tovar noted that the President's statement refers to a "conflict," and requested that the Board of Trustees' statement include "unprovoked invasion" in lieu of "conflict." In response to Board Vice Chair Tovar, General Counsel Castillo recommended for the Board's consideration that "current situation" be deleted and substituted with "unprovoked invasion by the Russian government in Ukraine." Trustee Jose J. Armas remarked that while he supported the Resolution, he cautioned against endorsing, financing, or lending the FIU name for outside causes.

A motion was made and unanimously passed that the FIU Board of Trustees adopt the following Resolution, as amended, by the FIU Board of Trustees:

BT3. Board of Trustees Resolution

"The Board of Trustees of Florida International University fully endorses the University's communication from Interim President Kenneth A. Jessell on March 2, 2022, to the university community in which Interim President Jessell addressed the unprovoked invasion by the Russian

government in Ukraine. In the statement, Interim President Jessell, in pertinent part, stated that “[a]t FIU, we stand in solidarity with the people of Ukraine as they valiantly fight for peace and democracy in their homeland” and that “[t]he loss of life and the destruction of cities and towns at the hands of the Russian military, as well as the displacement of innocent Ukrainians due to this conflict, are unacceptable and heartbreaking.” A complete copy of the statement will be attached to the Board of Trustees minutes of this meeting.”

8. Investigation Report

Board Chair Colson referred to the Investigation Report related to the events that led to former FIU President Mark B. Rosenberg’s resignation. He noted that Trustees were provided with a copy of said report in anticipation of the current meeting. Board Chair Colson requested that General Counsel Castillo and FIU outside lawyer Eric D. Isicoff provide further comment on the Report.

General Counsel Castillo explained that he briefed each Trustee individually regarding the Report in anticipation of the Board of Trustees meetings. He indicated that, as reflected in the Report, on December 15, 2021, he spoke with Board Chair Colson on the matter and agreed to retain the services of Mr. Isicoff and his law firm to conduct the investigation. General Counsel Castillo added that later that same day, Mr. Isicoff was commissioned to commence the investigation, which was conducted over the weeks to follow, resulting in the preparation and publication of the Report.

Mr. Isicoff provided an overview of his firm’s engagement. He explained that as part of the investigative process, which was initiated immediately, witnesses were interviewed, and hundreds of text messages and emails were reviewed. Mr. Isicoff indicated that, at a point in time during the investigative process, Dr. Rosenberg resigned from his position as President and now remains a tenured faculty member. Mr. Isicoff explained that the Faculty Advisory Board will review the report, conduct any further investigation that may be required, and will make decisions, if any, concerning future disciplinary measures that may be meted out by that administrative process.

Board Chair Colson stated that upon being made aware of the matter, he immediately notified the Board’s Vice Chair and the University’s General Counsel that he would be initiating an investigation, stating that, at the time, a formal complaint had not been filed. He remarked that, during the investigation, he and the Board Vice Chair received regular updates from General Counsel Castillo and Mr. Isicoff. He mentioned that Trustees were not briefed on the matter at such time given the lack of a formal complaint. Board Chair Colson remarked that, collectively as a Board, consideration should be given as to what process a board chair should follow when facing a similar set of circumstances.

Board Chair Colson also referred to the Emergency Meeting of the FIU Board of Trustees on January 21, 2022. He explained that swift action to name an interim President was of the utmost importance, and that the letter received from Dr. Rosenberg on January 21, 2022, contributed to his terse comments at said meeting.

Trustee Natasha Lowell commended Board Chair Colson’s leadership.

General Counsel Castillo remarked on the University's recently adopted Fraud Prevention and Detection Regulation and noted that said Regulation addresses a number of issues raised by Board Chair Colson.

In response to Trustee Cesar L. Alvarez, Mr. Isicoff explained that given Dr. Rosenberg's resignation as president, the matter relating to his tenure is an administrative process. Board Vice Chair Tovar urged that the Faculty Advisory Board proceed in their process relating to this matter as completely and quickly as possible.

9. Election of Officers

Board Chair Colson pointed out that the Board's Bylaws provide that the Board elect a Board Chair and Vice Chair at the last regularly scheduled meeting of the fiscal year, which typically would be at the June meeting. He added that the new Board Chair and Vice Chair will serve for the next two fiscal years. He commented that holding election of officers at the current meeting, as opposed to June, allows for a seamless transition into the University's presidential search process.

A motion was made and unanimously passed that the FIU Board of Trustees approve that the election of the officers occur at the current March 3, 2022 meeting as opposed to during the June 2022 meeting.

Board Chair Colson opened the floor for nominations of Board Chair. Trustee Natasha Lowell nominated Trustee Colson for the office of Chair of the Board, and he was unanimously elected. Chair Colson opened the floor for nominations of Board Vice Chair. Trustee Marc D. Sarnoff nominated Trustee Roger Tovar for the office of Vice Chair of the Board, and he was unanimously elected.

10. Presidential Search Update

Board Chair Colson recognized Dr. Mark B. Rosenberg's leadership. Board Chair Colson pointed out that FIU has zero tolerance for inappropriate conduct and will continue to uphold its inclusion and anti-harassment policies. He added that Dr. Rosenberg engaged in inappropriate conduct that was promptly and appropriately addressed.

Board Chair Colson commented on his intention to seek Board approval to delegate to the Governance Committee the authority to select an executive search firm. He stated that the official launch of the presidential search is anticipated for early April where the presidential search committee members will be named, and the identified executive search firm will be retained. He pointed out that the presidential search committee will be formed in accordance with Florida Board of Governors regulation. He welcomed recommendations prior to consulting with Florida Board of Governors Chair Brian Lamb. Board Chair Colson remarked on his plans to hold a townhall in April to solicit input from students, faculty and staff regarding the qualities and qualifications the community wants to see in FIU's next president. He described the Board's commitment to conducting a search designed to attract high caliber candidates through a thorough and transparent selection process.

11. Delegation to the Governance Committee to select the Executive Search Firm

Board Chair Colson indicated that the Board’s Bylaws provide that the Governance Committee is responsible for reviewing and making recommendations to the Board on various Board functions, including, overseeing Presidential personnel matters. He added that the Board’s Bylaws also provide that 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 to certain limitations that are specified in the Bylaws.

Board Chair Colson stated that Board of Governors Regulation 1.002(1)(b)(ii) provides that after the presidential search committee is formed, “the board of trustees or its designee . . . may retain the services of an executive search firm/consultant, subject to a competitive procurement process or use of a competitively procured, pre-qualified list, if total compensation will exceed the threshold established in Board Regulation 18.001.”

A motion was made and unanimously passed that the FIU Board of Trustees delegate to the Governance Committee the authority, in a manner consistent with the applicable Board of Governors Regulations, to review potential presidential executive search firms/consultants and to select the presidential executive search firm/consultant to be retained.

12. New Business

Board Chair Colson introduced FIU Women’s Swimming and Diving coach Randy Horner, who has been at the helm of the program for 12 seasons, and that as head coach, has guided the program to eight consecutive Conference USA Championship titles. Coach Horner introduced FIU Swimming and Diving team members, Ms. Kelsie Campbell and Ms. Mia Zahab, and discussed the program’s success. Board Vice Chair Tovar noted that the program has been able to achieve great success without the benefit of an on-campus pool and reiterated the University’s commitment to provide an on-campus pool.

13. Concluding Remarks and Adjournment

With no other business, Board Chair Dean C. Colson adjourned the meeting of the Florida International University Board of Trustees Full Board on Thursday, March 3, 2022, at 2:17 p.m.

Dean C. Colson
Chair
FIU Board of Trustees

Kenneth A. Jessell
Corporate Secretary
FIU Board of Trustees