



Full Board
September 14, 2021
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 2:40 p.m. on Tuesday, September 14, 2021.

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; Donna J. Hrinak; Natasha Lowell; Gene Prescott; Joerg Reinhold; Chanel T. Rowe (*via Zoom*); Alexander Rubido; Marc D. Sarnoff; and Carlos Trujillo (*via Zoom*).

Trustee Jose J. Armas was excused.

Board Chair Colson welcomed all Trustees and members of the University administration.

Board Chair Colson pointed out that, at their June meeting, the Florida Board of Governors (BOG) confirmed the reappointment of Dr. Mark B. Rosenberg as the president of FIU, adding that the BOG also confirmed that FIU is ranked number one among public universities in the state, according to the performance scores.

Board Chair Colson commented on the talented freshman class and accomplished faculty that the University community welcomed for the fall semester. He remarked that FIU climbed 17 spots to No. 78 among public universities in the nation, according to *U.S. News & World Report 2022* National University Rankings. He indicated that FIU was once again named one of the best colleges in the nation to work for by The Great Colleges to Work® for Program, adding that this is the sixth consecutive year that The Great Colleges to Work® for Program has recognized FIU.

Board Chair Colson mentioned that FIU football began their 2021 season with a 48-10 victory, stating that their record now stands at 1-1. He added that the FIU Panthers return to their home field on Friday, October 8, 2021, and presented each member of the Board with a football signed by Coach Butch Davis.

Board Chair Colson reminded the Trustees of the upcoming BOG Trustee Summit to be held on November 3, 2021, at Florida Atlantic University.

2. Public Appearances

There were no public appearances.

3. Foundation Report

The Foundation Report was postponed for the next regularly scheduled FIU Board of Trustees Full Board Meeting.

4. President's Report

In terms of the COVID-19 pandemic, President Rosenberg remarked on positivity rates for on-campus testing and Senior Vice President of Academic and Student Affairs Elizabeth M. Bejar commented on the University's vaccine incentive program. President Rosenberg indicated that 42,000 students are enrolled for the fall semester, adding that of the nearly 8,600 course sections the University is offering in the fall, 75% are in-person and 24% are online. President Rosenberg introduced a video excerpt from the Rachel Maddow show featuring Provost and Executive Vice President Kenneth G. Furton as he discussed FIU's certified COVID-19 detector dogs, Cobra and OneBetta, who have been deployed at Miami International Airport.

President Rosenberg introduced Nathan Thomas. Nathan discussed his early childhood as a homeschooled learner, why he chose FIU, and his future plans as a 17-year-old pursuing a master's and Ph.D at FIU. President Rosenberg highlighted new faculty members: Assistant Professor Anindya Kundu; Associate Professor Brian Dewsbury; Director of School of Universal Computing, Construction, and Engineering Education (SUCCEED) and Professor Monica E. Cardella; and Endowed Diversity, Equity, and Inclusion Professor Brian Barker. President Rosenberg pointed out that Angela Lynn Evans Walmsley joined the University as the Quality Enhancement Program Faculty Director.

President Rosenberg commented on summer commencement and Panther Convocation. He highlighted the new Quality Enhancement Badge Program, noting that the Program is led by three faculty members and focuses on emotional intelligence, artificial intelligence, and data analytics. He indicated that the Center for the Transformation of Teaching Mathematics is intended to improve instructional practices in mathematics, generate knowledge about how students learn mathematics, and identify effective practices in the teaching of mathematics.

President Rosenberg indicated that FIU has received a \$150,000 grant from JPMorgan Chase to create the Venture Miami Opportunity Program, in partnership with the City of Miami, to provide access and support to minority female business owners. President Rosenberg commented on the partnership with Softbank to create an Operator School that offers students at FIU, UM, and MDC the opportunity to hear from SoftBank portfolio executives and SoftBank operators. President Rosenberg remarked on upcoming events, namely, the next Panthers Football home game and Upsilon Pi Epsilon ShellHacks. He commented that on September 13, 2021, the University welcomed members of the Florida Consortium of Metropolitan Research Universities (FIU, UCF and USF) for the official kick-off of a Helios-funded grant to support transfer student success for large-scale impact. President Rosenberg mentioned that the prior week, the FIU Adam Smith Center welcomed its inaugural Senior Leadership Fellows. President Rosenberg highlighted the Talent Lab at FIU in Washington, D.C., noting that 40 total students and recent graduates are interning with DC-based internships. He provided an update on the Hotel, Conference Center, and Alumni Center, noting that the current due diligence period will be followed by the financing period and that the project is to be completed by August 12, 2024. He introduced a video, FIU on the Rise.

5. Action Items – Consent Agenda

Chair Colson indicated that the Finance and Facilities Committee recommended approval by the Board of action items FF2-FF4, that the Academic Policy and Student Affairs Committee recommended approval by the Board of action items AP1-AP3 and AP5, and that the Governance Committee recommended approval by the Board of action items G1-G3 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, June 16, 2021** - Approval of Minutes of the FIU Board of Trustees, Full Board meeting held on June 16, 2021.
- **FF2. Approval of Contract #PUR-04378 for Arthur J. Gallagher Risk Management** - 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 described 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 respective contracts.
- **FF3. Authorization to advertise for and select the construction manager for CasaCuba project and enter into contract for pre-construction services only** - Authorization to advertise for and select the construction manager for the CasaCuba project and enter into a contract with the selected construction manager to begin pre-construction services only.
- **FF4. Approval of construction and installation of additional FIU-requested tenant improvements, furnishings, and fixtures, and purchase and installation of information technology equipment for FIU in Washington, D.C. leased premises located at 601 New Jersey Avenue NW, Washington, D.C.** - Approve (1) construction and installation of additional FIU-requested tenant improvements, furnishings, fixtures, and information technology equipment for FIU in Washington, D.C. (FIU in DC) leased premises located at 601 New Jersey Avenue NW, Washington, D.C; and (2) the delegation of authority to the University President, or designee, to cause the completion of the improvements on behalf of the University and execute all necessary documents in connection therewith.
- **AP1. Tenure as a Condition of Employment Nominations** - Approval of six (6) candidates for Tenure as a Condition of Employment.
- **AP2. 2022-2023 Legislative Budget Requests** - Approval of the 2022-2023 Legislative Budget Requests:

Strategic Degree Implementation Plan	Request: \$4,850,188
Program of Distinction in Environmental Resilience	Request: \$15,150,000

- **AP3. Textbook and Instructional Materials Affordability Annual Report** - Approval of the Textbook and Instructional Materials Affordability Annual Report.
- **AP5. Florida Educational Equity Act Report, 2021 reporting year** - Approve the Florida Educational Equity Act Report for the 2021 reporting year.
- **G1. Ratification of the 2021-2024 Florida International University Board of Trustees and the United Faculty of Florida-FIU Collective Bargaining Agreement** **pending ratification by the United Faculty of Florida-FIU* - Ratify the 2021-2024 Collective Bargaining Agreement between the Florida International University Board of Trustees and the United Faculty of Florida (UFF-FIU).
- **G2. Ratification of the Wage Reopener for fiscal years 2021-2022 and 2022-2023 in the 2020-2023 Collective Bargaining Agreement Between the Florida International University Board of Trustees and the Florida Nurses Association, Office and Professional Employees International Union, Local 713, AFL-CIO (Local 713)** - Ratify Article 7 – Wages (wage reopener) in the 2020-2023 Collective Bargaining Agreement between the Florida International University Board of Trustees and the Florida Nurses Association, Office & Professional Employees International Union, Local 713, AFL-CIO (Local 713).
- **G3. Approval of the Florida International University Bonus Plan** - Approve the Florida International University Bonus Plan.

6. Action Items

FF1. Approval of Educational and General Carryforward Spending Plan, Fixed Capital Outlay Budget, and Related Certification

Board Vice Chair and Finance and Facilities Committee Vice Chair Roger Tovar pointed out that the Committee engaged in a thorough review of the Educational and General Carryforward Spending Plan, Fixed Capital Outlay Budget, and Related Certification, adding that the Committee recommended the item for Board approval. There were no further questions from the Trustees.

A motion was made and unanimously passed that the FIU Board of Trustees approve the FIU Educational and General expenditure plan for carryforward funds in accordance with State University System of Florida Board of Governors (BOG) Regulation 9.007 State University Operating Budgets and Florida Statute 1011.45 End of Year Balance of Funds; approval of the FIU Fixed Capital Outlay Budget in accordance with BOG Regulation 14.003 Fixed Capital Outlay Budgets – University Budgeting Procedures; and authorize the University Chief Financial Officer to certify the unexpended amount of funds appropriated to the University from the General Revenue Fund, the Educational Enhancement Trust Fund, and the Education/General Student and Other Fees Trust Fund as of June 30, 2021 and the Fixed Capital Outlay budget; and authorize the University President to amend the FIU Board of Trustees (BOT) carryforward expenditure plan and fixed capital outlay budget as necessary and report to the BOT and the BOG any amendments to the spending plans in a format prescribed by the BOG Office of University Budgets.

FF5. Approval of the execution of a Sublease Agreement with the Knight Foundation for 22,822 square feet of space on the 33rd Floor of the Southeast Financial Center, located at THE BLOCK BOUNDED BY S.E. 2ND STREET, SOUTH BISCAYNE BLVD, S.E. 3RD AVENUE IN MIAMI FLORIDA, to be used as a new location for The Knight Foundation School of Computing and Information Sciences (the “Sublease Agreement”); and delegate to the University President, or his designee, the authority to execute the Sublease Agreement on behalf of the University

Board Vice Chair Tovar indicated that the Finance and Facilities Committee also engaged in a thorough review of the sublease agreement with the Knight Foundation, noting that the Committee recommended the item for Board approval.

Trustee Marc D. Sarnoff disclosed that his (law) firm and he represent Ponta Gadea Biscayne LLC, indicating that Ponta Gadea Biscayne LLC, is the landlord of the same office space that is the subject of the proposed sublease between the tenant, the James L. Knight Foundation, Inc., and FIU as the subtenant. He added that earlier in the day, the FIU Board of Trustees Finance and Facilities Committee, a committee on which he serves voted to recommend said sublease for Board of Trustees approval. He further commented that he wished to make said verbal disclosure of his conflict at both the Finance and Facilities Committee (which he did) and Full Board meetings prior to any discussion or vote.

There were no further questions from the Trustees.

A motion was made and passed that the FIU Board of Trustees approve (1) the negotiation and execution of a sublease agreement for a new location for The Knight Foundation School of Computing and Information Sciences located at the block bounded by S.E. 2nd Street, South Biscayne Blvd, S.E. 3rd Avenue in Miami Florida, consistent with the terms and conditions contained in the letter of intent (the “Sublease Agreement”); (2) the delegation of authority to the University President, or designee, to negotiate the Sublease Agreement; and (3) the delegation of authority to the University President, or designee, to execute the Sublease Agreement on behalf of the University, and such other documents that may be necessary to effectuate the transactions contemplated therein.

Board Chair Colson, Board Vice Chair Tovar, and Trustee Carlos Trujillo opposed the motion.

AP4. Proposed Amendment to Regulation FIU-2501 Student Conduct and Honor Code

Academic Policy and Student Affairs Committee Chair Natasha Lowell remarked that the Committee engaged in a thorough review of the proposed amendment to Regulation FIU-2501 Student Conduct and Honor Code, stating that the Committee recommended the item for Board approval. There were no further questions from the Trustees.

A motion was made and unanimously passed that the FIU Board of Trustees approve the revisions to Regulation FIU-2501 Student Conduct and Honor Code, 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.

7. Status Reports, Board Committees

Audit and Compliance Committee Report

Trustee Gene Prescott, Audit and Compliance Committee Chair, provided highlights from the Committee's meeting earlier in the day. He indicated that the Committee's Charter was reviewed as a discussion item, adding that any potential substantive change to the Charter is dependent on the adoption of a proposed new regulation, which addresses BOG Regulation 3.003, Fraud Protection and Detection. He stated that all identified revisions to the Charter will be made and presented for Board of Trustees approval in December after the new regulation is finalized and adopted.

Trustee Prescott commented that the University's Chief Audit Executive, Mr. Trevor L. Williams reported on recently completed audits, pointed out that there are eight (8) ongoing audits in various stages of completion, and also provided a follow-up status report on prior audit recommendations. Trustee Prescott commented that Chief Compliance and Privacy Officer Ms. Jennifer LaPorta provided updates related to the Global Risk and Foreign Influence Governance activities, status of the launch of new Compliance platforms and additional process improvements. Trustee Prescott mentioned that, as is mandated by the Committee's Charter, the Committee met with senior management without the presence of the Office of Internal Audit.

Finance and Facilities Committee Report

Board Vice Chair Tovar provided highlights from the Finance and Facilities Committee's meeting earlier in the day. He pointed out that, in addition to the agenda items that the Board approved as part of today's Full Board Meeting, the Committee also reviewed and approved the following procurement actions: a purchase order for the contract with Apple Inc. to procure computer equipment peripherals and services for personal and institutional usage; a piggyback agreement with Triumvirate Environmental to provide hazardous waste disposal services; and advance approval to purchase pianos to replace 12 grand pianos and 28 upright pianos that have extensive mold damage and cannot be restored, regulated, or tuned correctly.

Board Vice Chair Tovar added that the Committee also approved the issuance of an additional purchase order with Logistics Management Group. He explained that last April, the total amount of expenses could not be outlined in the Agreement since the run of show for the 2021 Food Network & Cooking Channel South Beach Wine & Food Festival presented by Capital One (SOBEWFF®) was subject to change, availability of equipment and staffing for the events was subject to price fluctuations, and most expenses are pass-through and reimbursed by the University once approved by festival staff, incurred and invoiced by the vendor. He added that the total agreement expenses approved by the FIU Board of Trustees were estimated to be \$1,977,855 and that thereafter, it has been determined that an additional \$107,579 is due to Logistics Management Group in agreement expenses.

Board Vice Chair Tovar pointed out that the Committee confirmed that no changes were needed to the Finance and Facilities Committee Charter. He commented that Senior Vice President of Administration and Chief Financial Officer Kenneth A. Jessell provided an overview of the 2020-21 financial performance review through June 30, 2021, stating that as a result of Higher Education Emergency Relief Fund (HEERF) funding of approximately \$120M, operating revenues were above

estimates by \$135.8M, or 10 percent and operating expenses were below estimates by \$86.1M, or 6 percent, primarily due to lower Auxiliary expenses and salary savings.

Strategic Planning Committee Report

Board Vice Chair and Strategic Planning Committee Chair Tovar provided highlights from the Strategic Planning Committee's meeting earlier in the day. He mentioned that Provost and Executive Vice President Kenneth G. Furton reported on the University's most recent improvement in *U.S. News & World Report* rankings and upcoming metric changes from the BOG on performance-based funding. Board Vice Chair Tovar indicated that Provost Furton provided updates on the strategic hiring plan and presented a proposal on the use of the \$40M gift from MacKenzie Scott and her husband Dan Jewett. Board Vice Chair Tovar remarked that Sr. VP and CFO Jessell presented a spending summary related to HEERF funding.

Academic Policy and Student Affairs Committee Report

Trustee Natasha Lowell, Academic Policy and Student Affairs Committee Chair, provided highlights from the Committee's meeting earlier in the day. She indicated that as part of the Committee's standing agenda items, the student and faculty representatives on the Board of Trustees provided updates.

Governance Committee Report

Board Chair Colson reminded Board of Trustees members of the upcoming Workshop scheduled for October 29, 2021.

8. New Business

No new business was raised.

9. 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 Tuesday, September 14, 2021, at 3:30 p.m.

Dean C. Colson
Chair
FIU Board of Trustees

Mark B. Rosenberg
Corporate Secretary
FIU Board of Trustees

FORM 8A MEMORANDUM OF VOTING CONFLICT FOR STATE OFFICERS

LAST NAME—FIRST NAME—MIDDLE NAME <i>Samoff, Marc, David</i>		NAME OF BOARD, COUNCIL, COMMISSION, AUTHORITY, OR COMMITTEE <i>FIU Board of Trust</i>	
MAILING ADDRESS <i>3100 Virginia St.</i>		NAME OF STATE AGENCY <i>FIU</i>	
CITY <i>Miami</i>	COUNTY	MY POSITION IS: <input type="checkbox"/> ELECTIVE <input checked="" type="checkbox"/> APPOINTIVE	
DATE ON WHICH VOTE OCCURRED <i>9/14/21</i>			

WHO MUST FILE FORM 8A

This form is for use by any person serving at the State level of government on an appointed or elected board, council, commission, authority, committee, or as a member of the Legislature. It applies to members of advisory and non-advisory bodies who are presented with a voting conflict of interest under Section 112.3143, Florida Statutes.

Your responsibilities under the law when faced with voting on a measure in which you have a conflict of interest will vary greatly depending on whether you hold an elective or appointive position. For this reason, please pay close attention to the instructions on this form before completing and filing the form.

INSTRUCTIONS FOR COMPLIANCE WITH SECTION 112.3143, FLORIDA STATUTES

ELECTED OFFICERS:

As a person holding elective state office, you may not vote on a matter that you know would inure to your special private gain or loss. However, you may vote on other matters, including measures that would inure to the special private gain or loss of a principal by whom you are retained (including the parent or subsidiary or sibling organization of a principal by which you are retained); to the special private gain or loss of a relative; or to the special private gain or loss of a business associate. If you vote on such a measure or if you abstain from voting on a measure that would affect you, you must make every reasonable effort to disclose the nature of your interest as a public record in a memorandum filed with the person responsible for recording the minutes of the meeting, who shall incorporate the memorandum in the minutes. If it is not possible for you to file a memorandum before the vote, the memorandum must be filed with the person responsible for recording the minutes of the meeting no later than 15 days after the vote.

For purposes of this law, a "relative" includes only your father, mother, son, daughter, husband, wife, brother, sister, father-in-law, mother-in-law, son-in-law, and daughter-in-law. A "business associate" means any person or entity engaged in or carrying on a business enterprise with you as a partner, joint venturer, coowner of property, or corporate shareholder (where the shares of the corporation are not listed on any national or regional stock exchange).

A member of the Legislature may satisfy the disclosure requirements of this section by filing a disclosure form created pursuant to the rules of the member's respective house if the member discloses the information required by this subsection, or by use of Form 8A.

* * * * *

APPOINTED OFFICERS:

As a person holding appointive state office, you are subject to the abstention and disclosure requirements stated above for Elected Officers. You also must disclose the nature of the conflict before voting or before making any attempt to influence the decision by oral or written communication, whether made by you or at your direction.

For purposes of this law, a "relative" includes only your father, mother, son, daughter, husband, wife, brother, sister, father-in-law, mother-in-law, son-in-law, and daughter-in-law. A "business associate" means any person or entity engaged in or carrying on a business enterprise with you as a partner, joint venturer, coowner of property, or corporate shareholder (where the shares of the corporation are not listed on any national or regional stock exchange).

IF YOU INTEND TO MAKE ANY ATTEMPT TO INFLUENCE THE DECISION PRIOR TO THE MEETING AT WHICH THE VOTE WILL BE TAKEN:

- You must complete and file this form (before making any attempt to influence the decision) with the person responsible for recording the minutes of the meeting, who will incorporate the form in the minutes.
- A copy of the form must be provided immediately to the other members of the agency.
- The form must be read publicly at the next meeting after the form is filed.

IF YOU MAKE NO ATTEMPT TO INFLUENCE THE DECISION EXCEPT BY DISCUSSION OR VOTE AT THE MEETING:

- You must disclose orally the nature of your conflict in the measure before participating.
- You must complete the form and file it within 15 days after the vote occurs with the person responsible for recording the minutes of the meeting, who must incorporate the form in the minutes. A copy of the form must be provided immediately to the other members of the agency, and the form must be read publicly at the next meeting after the form is filed.

DISCLOSURE OF STATE OFFICER'S INTEREST

I, Marc Sarnoff, hereby disclose that on 9/14/21, 20 21 :

(a) A measure came or will come before my agency which (check one or more)

- ☐ inured to my special private gain or loss;
☐ inured to the special gain or loss of my business associate, _____;
☐ inured to the special gain or loss of my relative, _____;
☒ inured to the special gain or loss of Pontagadea Biscayne, LLC, by whom I am retained; or
☐ inured to the special gain or loss of _____, which is the parent, subsidiary, or sibling organization of a principal which has retained me.

(b) The measure before my agency and the nature of my conflicting interest in the measure is as follows:

I and my Firm represent Pontagadea Biscayne, LLC. Pontagadea Biscayne, LLC is the landlord of the same office space that is the subject of a proposed sublease between the tenant, John S. Sames Knight Foundation, LLC, and FIU as a subtenant. On Sept. 14, 2021, the FIU Board of Trustees Finance and Facilities Committee (FFC), on which I serve, voted on whether to recommend the sublease for approval and the BOT full Board voted to approve the sublease. I verbally disclosed my conflict at both the FFC and full board meetings prior to any discussion or vote on the sublease.

If disclosure of specific information would violate confidentiality or privilege pursuant to law or rules governing attorneys, a public officer, who is also an attorney, may comply with the disclosure requirements of this section by disclosing the nature of the interest in such a way as to provide the public with notice of the conflict.

9/14/21
Date Filed

[Signature]
Signature

NOTICE: UNDER PROVISIONS OF FLORIDA STATUTES §112.317, A FAILURE TO MAKE ANY REQUIRED DISCLOSURE CONSTITUTES GROUNDS FOR AND MAY BE PUNISHED BY ONE OR MORE OF THE FOLLOWING: IMPEACHMENT, REMOVAL OR SUSPENSION FROM OFFICE OR EMPLOYMENT, DEMOTION, REDUCTION IN SALARY, REPRIMAND, OR A CIVIL PENALTY NOT TO EXCEED \$10,000.