



Governance Committee

March 3, 2022

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

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 Dean C. Colson at 12:04 p.m. on Thursday, March 3, 2022.

General Counsel Carlos B. Castillo conducted roll call of the Governance Committee members and verified a quorum. Present were Trustees Dean C. Colson, *Board Chair*; Roger Tovar, *Board Vice Chair*; Carlos A. Duarte (*via Zoom*); Natasha Lowell; Gene Prescott; and Marc D. Sarnoff.

Trustees Cesar L. Alvarez, Donna J. Hrinak (*via Zoom*), Joerg Reinhold, Alexander Rubido, and Carlos Trujillo (*via Zoom*) and Interim University President Kenneth A. Jessell were also in attendance.

2. Approval of Minutes

Board Chair Colson asked if there were any additions or corrections to the minutes of the Governance Committee meeting held on September 14, 2021. A motion was made and unanimously passed to approve the minutes of the Governance Committee meeting held on September 14, 2021.

3. Action Items

G1. Employment Agreement for Interim President Kenneth A. Jessell

Board Chair Colson indicated that the Florida Board of Governors confirmed the appointment of Dr. Kenneth A. Jessell as Interim President of FIU. Board Chair Colson explained 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 early if a new president is hired before the expiration of the term or the Board elects to terminate the appointment sooner. Board Chair Colson pointed out 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 indicated 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 Governance Committee recommend that the FIU Board of Trustees (BOT) (i) approve the employment agreement for Interim President Kenneth A. Jessell for a one-year term from January 21, 2022 to January 20, 2023, as described in the Term Sheet, and (ii) authorize the Chair of the BOT to execute,

on behalf of the BOT, a contract document consistent with the terms contained in the proposed Term Sheet.

G2. Ratification of Designation of Interim Senior Management Official and Delegation to Key Management Personnel

Interim Provost and Executive Vice President Elizabeth M. Bejar presented the designation of the Interim Senior Management Official (SMO) and delegation to key management personnel for Committee review. She explained that as a result of the security clearance that the University holds, the National Industrial Security Program Operating Manual (NISPOM) requires FIU to designate key management personnel in order to enter into contractual obligations with agencies of the United States government, including contractual obligations requiring security clearance. She added that in 2018 former President Mark B. Rosenberg was designated as final authority for key management personnel as the FIU SMO, noting that with Dr. Rosenberg's resignation in January 2022, a new SMO that meets compliance requirements must be designated. Interim Provost Bejar indicated that Kevin Lothridge, Director of the Global Forensic and Justice Center and Executive Director of the National Forensic Science Technology Center, possesses all required security clearances and was appointed as Interim SMO, noting that the Defense Counterintelligence and Security Agency has been advised of this appointment. She remarked that said appointment must now be ratified by the FIU Board of Trustees.

A motion was made and unanimously passed that the FIU Board of Trustees Governance Committee recommend that the FIU Board of Trustees adopt a Resolution ratifying the designation of the Senior Management Official for FIU'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

Senior Vice President for Human Resources and Vice-Provost, Diversity, Equity, and Inclusion Elpagnier Kay Hudson presented the proposed revisions to the FIU Bonus Plan for Committee review. She explained that on September 14, 2021, the FIU Board of Trustees approved the FIU Bonus Plan, which delineates the bonus program options available to FIU faculty and staff based on employee work performance or for purposes of recruitment and retention with established criteria for such plans. She indicated that FIU's Bonus Plan has been amended to include the existing Faculty Practice Plan. Sr. VP Hudson remarked that the Faculty Practice Plan with the Herbert Wertheim College of Medicine (HWCOM) Variable Compensation Plan is applicable to clinical faculty with specialties as defined in the plan document. She added that the Variable Compensation Plan provides for a percent of net revenues received by HWCOM from clinical services provided by the faculty. She commented that at said meeting of the FIU Board of Trustees on September 14, 2021, when the Board of Trustees approved the FIU Bonus Plan, which certifies that the bonuses were within the University's budget, a request was made for a certification from the General Counsel created in the same fashion as is being done for the Funding Certification Form. She mentioned that the total amount of funds paid for performance, recruitment, and retention bonuses shall be included in the report.

A motion was made and unanimously passed that the FIU Board of Trustees Governance Committee recommend that the Florida International University Board of Trustees 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

General Counsel Castillo presented the proposed revisions to the FIU Board of Trustees Conflict-of-Interest Policy and Disclosure Form for Committee review. He remarked that the FIU Board of Trustees Conflict-of-Interest Policy is being revised to include language, consistent with Florida Statute, that prohibits a Trustee from holding a relationship as a legislative lobbyist requiring annual registration and reporting. He added that the Policy is also being revised to change the date the Disclosure Form is due from July 1 to October 1 each year.

A motion was made and unanimously passed that the FIU Board of Trustees Governance Committee recommend that the FIU Board of Trustees approve the proposed revisions to the FIU Board of Trustees Conflict-of-Interest Policy and Disclosure Form.

G5. Direct Support Organizations Board Appointments

Trustee Carlos A. Duart disclosed that as part of action item G5, one of the FIU Foundation Directors whose appointment is up for confirmation before the Committee is his wife, Tina M. Vidal-Duart. He explained that in an abundance of caution, he would abstain from the vote on said action item and disclosed it in accordance with the Voting Conflicts Florida Statute Section 112.3143.

Senior Vice President for University Advancement Howard R. Lipman presented, for Committee review, the new director appointments to the FIU Foundation, Inc. Board of Directors. He explained that the FIU Foundation Inc. Board of Directors appointed three (3) new directors for initial one-year terms (FY 2022-2023) and provided an overview of each of the appointments: Thomas C. Ragan, Tina M. Vidal-Duart '02, MIB '04, and David M. Zinn MST '98.

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

Trustee Duart abstained from the discussion and vote on this Action Item.

4. New Business

No new business was raised.

5. Concluding Remarks and Adjournment

With no other business, Board Chair Dean C. Colson adjourned the meeting of the Florida International University Board of Trustees Governance Committee on Thursday, March 3, 2022 at 12:16 p.m.