



**FLORIDA INTERNATIONAL UNIVERSITY  
BOARD OF TRUSTEES  
GOVERNANCE COMMITTEE  
MINUTES  
MARCH 4, 2019**

**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 Claudia Puig on Monday, March 4, 2019 at 11:30 a.m. at the FIU, Modesto A. Maidique Campus, MARC 290, Earlene and Albert Dotson Pavilion.

General Counsel Carlos B. Castillo conducted roll call of the Governance Committee members and verified a quorum. Present were Trustees Claudia Puig, *Board Chair*; Jose J. Armas, *Board Vice Chair*; Cesar L. Alvarez; Leonard Boord; Gerald C. Grant, Jr.; and Justo L. Pozo.

Trustees Dean C. Colson, Natasha Lowell, Joerg Reinhold, Sabrina L. Rosell, Marc D. Sarnoff, and Rogelio Tovar and University President Mark B. Rosenberg were also in attendance.

Board Chair Puig welcomed all Trustees and University faculty and staff to the meeting. She also welcomed FIU Foundation, Inc. Board of Directors Treasurer, Andre L. Teixeira.

**2. Approval of Minutes**

Board Chair Puig asked if there were any additions or corrections to the minutes of the Governance Committee meetings held on September 5, 2018 and December 5, 2018. A motion was made and unanimously passed to approve the minutes of the Governance Committee meetings held on Wednesday, September 5, 2018 and Wednesday, December 5, 2018.

**3. Action Items**

**G1. Ratification of the 2018-2021 Collective Bargaining Agreement between The Florida International University Board of Trustees and The Dade County Police Benevolent Association Law Enforcement Bargaining Unit (PBA – Rank and File)**

**G2. Ratification of the 2018-2021 Collective Bargaining Agreement between The Florida International University Board of Trustees and The Dade County Police Benevolent Association Lieutenants Law Enforcement Bargaining Unit (PBA – Lieutenants)**

Board Chair Puig explained that the proposed changes to the Collective Bargaining Agreements for the PBA – Rank and File and PBA – Lieutenants were parallel and as such requested that the agreements be presented concurrently. There were no objections.

Interim Vice President for Human Resources El pagnier K. Hudson presented the ratification of the 2018-2021 Collective Bargaining Agreements for the PBA – Rank and File and PBA – Lieutenants for Committee review, indicating that the PBA – Rank and File and PBA – Lieutenants units voted to ratify the respective agreements on February 27, 2019. She described the key non-economic changes, which clarified that seniority will be the basis for a layoff and added the requirement to notify the Chief of Police in writing when selecting FIU PBA representatives. She delineated the economic changes to the agreements, which included an increase in the uniform allowance and the addition of a sick leave incentive. She noted that no other wage increases were approved except for the sworn law enforcement certification award. She explained that the PBA- Rank and File agreement was also changed to allow non-exempt employees to accrue up to 160 hours of compensatory time to be paid at separation. Ms. Hudson indicated that the Unions agreed to have the new agreements start with a term beginning on the date of ratification and running through June 30, 2021.

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

- Ratify the 2018-2021 Collective Bargaining Agreement between the FIU Board of Trustees and The Dade County Police Benevolent Association Law Enforcement Bargaining Unit (*PBA Rank and File Unit*).
- Ratify the 2018-2021 Collective Bargaining Agreement between the FIU Board of Trustees and The Dade County Police Benevolent Association Lieutenants Law Enforcement Bargaining Unit (*PBA Lieutenants Unit*).

### **G3. Revisions to Regulation FIU-1502 Direct Support Organizations**

General Counsel Castillo presented the revisions to Regulation FIU-1502 Direct Support Organizations for Committee review. He explained that in 2018, Senate Bill 4 was passed by the State Legislature and signed into law by the Governor and included amendments to Florida's statutory law with respect to Direct Support Organizations (DSOs). He stated that in response to Senate Bill 4, the Board of Governors (BOG), at their November 2018 meetings, passed amendments to BOG Regulation 9.011, which covers DSOs and Health Services Support Organizations. He indicated that the legislative and BOG amendments required the University to review existing Regulation FIU-1502 on DSOs and make the amendments.

General Counsel Castillo explained that Trustee Dean C. Colson was asked to serve as the Board of Trustees' designated point person to work with the University administration to develop and finalize amendments to the University's DSO Regulation and the delegations of Presidential authority. General Counsel Castillo stated that three publicly noticed meetings were held where Trustees Leonard Boord, Roger Tovar, and/or Gerald C. Grant, Jr., members of the FIU Foundation Board of Directors, and University administrators participated.

General Counsel Castillo described the three key areas of BOG amendments, noting that these pertained to real estate and construction renovation thresholds, purchases of goods and services thresholds, and Board of Trustees appointments to DSOs. He then delineated the proposed thresholds pertaining to real estate and construction renovation and the purchases of goods and services. He provided an overview of the requirements relating to Board of Trustees appointments.

A motion was made and unanimously passed that the FIU Board of Trustees Governance Committee recommend to the FIU Board of Trustees the approval of the revisions to Regulation FIU-1502 Direct Support Organizations.

#### **G4. Presidential Delegations of Authority**

General Counsel Castillo explained that at the request of the BOG, SUS institutions have been in the process of reviewing and amending their delegations of authority to their respective Presidents. He noted that the BOG requested during the fall of 2016 that each SUS institution, through their respective Board Chairs, submit to the BOG a summary of existing delegations and that subsequently, the BOG asked the Board Chairs to assess their respective institution's delegations based on a discussion draft of Delegation Best Practices and Principles. General Counsel Castillo explained that the University timely complied with those requests.

General Counsel Castillo also explained that University administrators worked with Trustee Colson in order to develop and finalize the proposed omnibus Resolution on the Delegations of Authority from the Board of Trustees to the President. He explained that the copy of the Resolution before the Trustees included red-lining to reflect several proposed scrivener-type changes. General Counsel Castillo described the key provisions of the Resolution, noting that the Resolution recognized the President's authority to operate and administer the University, rescinded and replaced prior Board of Trustees' Resolutions, and addressed the delegations of the BOG's Best Practices draft. General Counsel Castillo then delineated the proposed thresholds pertaining to real estate construction/change orders and real estate leases. He also addressed the thresholds relating to goods and services, explaining that the thresholds apply the same numeric thresholds as in revised Regulation FIU-1502.

A motion was made and unanimously passed that the FIU Board of Trustees Governance Committee recommend to the FIU Board of Trustees the approval of the Resolution on the Delegations of Authority from the Board of Trustees to the President. *Attachment A (as revised/final).*

#### **4. New Business**

*No new business was raised.*

#### **5. Concluding Remarks and Adjournment**

With no other business, Board Chair Claudia Puig adjourned the meeting of the Florida International University Board of Trustees Governance Committee on Monday, March 4, 2019 at 11:50 a.m.

*There were no Trustee requests.*

*Attachment A*

**RESOLUTION**  
**President's Powers and Duties**

**WHEREAS**, the president of the university (the "President") serves as the Chief Executive Officer of the University and Corporate Secretary of the Board of Trustees; and

**WHEREAS**, the President is authorized by Florida Statutes, Florida Board of Governors' regulations and through the Bylaws, or by resolutions, of the University's Board of Trustees, to operate and administer the University, consistently with applicable laws, rules, regulations, policies and guidelines and subject to the reserved powers of the Board of Trustees and oversight by the Board of Trustees required to fulfill its fiduciary and policy-making responsibilities; and

**WHEREAS**, the Board of Trustees previously has delegated powers and duties to the President by resolutions dated December 6, 2001, February 18, 2002, September 2, 2003, November 22, 2004,<sup>1</sup> and November 14, 2008 (collectively, "the Existing Delegations"); and

**WHEREAS**, a number of changes or clarifications in law and Board of Governors' regulations have occurred since 2008; and

**WHEREAS**, in September, 2013, the Board of Trustees conducted an extensive review and update to its Bylaws, including bylaw provisions describing certain of the President's powers and duties; and

**WHEREAS**, the Board of Trustees now desires to update the delegation of powers and duties of the President and to rescind the Existing Delegations effective as of the date of this Resolution; and

**WHEREAS**, the Board of Trustees intends that any power or duty not delegated to the President in this Resolution be reserved in the Board of Trustees.

**THEREFORE, BE IT RESOLVED** that (a) the Existing Delegations are rescinded effective as of the date of this Resolution; (b) the President's powers and duties specified in Florida Statutes, regulations of the Board of Governors and in the Board of Trustees' regulations and Bylaws are hereby affirmed; and (c) the President is hereby delegated the following powers and duties to be exercised consistently with laws, rules, regulations, policies and guidelines and subject at all times to the reserved powers of the Board of Trustees:

**(1) General University Administration and Oversight.**

- (a) Direct the day-to-day operations of the University.
- (b) Organize the University to efficiently and effectively achieve its goals, and periodically review and provide reports to the Board of Trustees on operations in order to determine how effectively and efficiently the University is being administered and whether it is meeting the strategic goals of the University, including the goals of its strategic plan adopted by the

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<sup>1</sup> Three separate resolutions were passed by the Board of Trustees on November 22, 2004.

Board of Governors and other strategic goals for advancement of the University endorsed by the Board of Trustees.

- (c) Prepare a strategic plan in alignment with the Board of Governors' system wide strategic plan and regulations and the University's mission for Board of Trustees' approval and submission to the Board of Governors.
- (d) Prepare the University's multi-year work plan for approval by the Board of Trustees and submission to the Board of Governors.
- (e) Prepare any additional reports or documents required by the Board of Governors or Legislature for Board of Trustees' approval.
- (f) Keep the Board of Trustees informed and consult with the Board of Trustees, as appropriate, in a timely manner on any matters within the Board of Trustees' policy-making and fiduciary functions, regardless of whether authorized to address the matter in a delegation granted hereby, including, items anticipated to have or having an unexpected material impact on the financial statements, significant strategic decisions not contemplated in the University's strategic plan, and significant reputational matters. The Chair of the Board of Trustees ("Board Chair") and the President will collaborate over time to support their mutual understanding of this expectation, recognizing that there are judgments involved for both of them.
- (g) Prepare and periodically update conflict of interest policies for University employees and, when appropriate, for students, independent contractors and volunteers.
- (h) Periodically review the Board of Trustees' conflict of interest policy with the Board of Trustees and recommend changes for Board of Trustees' consideration
- (i) Maintain an effective information system to provide accurate, timely, and cost-effective information about the University, and require that all data and reporting requirements of the Board of Trustees and Board of Governors are met.
- (j) Establish policies and procedures related to data and technology, including information systems, communication systems, computer hardware and software, and networks.
- (k) Prepare regulations, regulation amendments and regulation repeals for Board of Trustees' approval.
- (l) Take routine administrative actions related to the development, adoption, amendment or repeal of University regulations, or any action required under the Florida Administrative Procedures Act, Chapter 120, Florida Statutes.
- (m) Review Board of Trustees' approved regulations and policies and recommend, on a periodic basis, updates.
- (n) Operate a risk management program and secure comprehensive general liability insurance and other insurance as appropriate.
- (o) Provide for payment of the cost of civil actions against trustees, officers, employees, or agents of the Board of Trustees, as the Board of Trustees is a corporation primarily acting as an instrumentality of the state pursuant to Section 768.28, Florida Statutes, for purposes of sovereign immunity.
- (p) Govern traffic on university grounds and in other areas in accordance with law and any mutual aid agreements entered into with other law enforcement agencies.

- (q) Establish the program for campus safety and emergency preparedness, including safety and security measures for University personnel, students, and campus visitors.
- (r) Close all or portions of the University campus and cease normal operations and services in the event of an emergency, when, in the President's judgment, such action would protect the safety, health and welfare of the University faculty, students and staff, and the University facilities and grounds. In exercising this authority, the President is authorized to determine and assign those employees who are required to provide essential services.
- (s) Take all actions necessary or desirable, including serving as the signatory on all documents and agreements, necessary or desirable to carry out the powers and duties enumerated in this Resolution and those reasonably inferable therefrom.
- (t) Adopt policies and procedures for the delegation of the powers and duties set forth in this Resolution, including delegations of signature authority, and delegate, and authorize the sub-delegation of, the powers and duties set forth in this Resolution pursuant to such policies and procedures.

**(2) Academic Programs, Research Program and Student Affairs.**

- (a) Recommend for Board of Trustees' approval, regulations and to the extent permissible, policies, in the area of academic programs and student affairs as follows and such additional areas from time to time designated by the Legislature or Board of Governors as requiring Board of Trustees' approval:
  - 1. Authorization and discontinuance of degree programs;
  - 2. Articulation and access;
  - 3. Admission and enrollment of students;
  - 4. Minimum academic performance standards for the award of a degree;
  - 5. Student financial assistance;
  - 6. Student activities and organizations;
  - 7. Student records and reports;
  - 8. Anti-hazing, related penalties, and program for enforcement;
  - 9. Reasonable accommodation of religious observances;
  - 10. Textbook and instructional materials affordability; and
  - 11. Uniform student code of conduct and related penalties.
- (b) Adopt and revise policies and procedures as required in the area of academic programs and student affairs not listed in the foregoing section.
- (c) Govern admissions.
- (d) Recommend the establishment and termination of undergraduate and graduate degree programs for Board of Trustees' approval.
- (e) Develop, approve, and implement non-degree, including non-college credit, granting educational programs of the University.
- (f) Award degrees, including posthumous degrees, and recommend for Board of Trustees' approval, in memoriam and honorary degrees.



- (g) Develop, approve, and enter into agreements for student exchange and study abroad programs and implement such programs, including, those that are ancillary to the degree and non-degree, including non-college credit, granting programs of the University.
- (h) Establish the internal academic calendar of the University.
- (i) Establish a committee to periodically review and evaluate the student disciplinary system. The committee shall include student representation as part of its membership.
- (j) Approve the internal procedures of student government organizations and provide purchasing, contracting and budgetary review for student government organizations.
- (k) Establish, reclassify, relocate, and close instructional sites and special purpose sites (other than those legislatively funded or created by law), as defined in FIU Regulations.
- (l) Consult with the Chancellor of the State University System prior to recommending to the Board of Trustees any acquisition, establishment, reclassification, relocation, or closure of additional campuses or special purpose centers.
- (m) Recommend for Board of Trustees' approval the acquisition, establishment, reclassification, relocation or closure of a special purpose center or campus. Any real property leasing associated with the establishment of a new site should be described in the approval request.
- (n) Administer and operate a program of sponsored research and programs, including adopting and implementing policies and procedures governing the same; soliciting and accepting research grants and donations; fixing and collecting fees, other payments, and donations that may accrue by reason thereof; negotiating, and entering into, and executing research contracts, including on a cost-reimbursement basis and, when permissible, providing temporary financing of such costs prior to reimbursement from moneys on deposit in a sponsored research development fund.
- (o) Administer all aspects of the University intercollegiate athletics program, with periodic reports to the Board of Trustees on the operations of the program including, but not limited to, finances, audit and compliance, and changes in key personnel.

### **(3) Personnel.**

- (a) Establish and implement policies and procedures to recruit, appoint, transfer, promote, compensate, evaluate, reward, demote, discipline, and remove personnel.
- (b) Recommend for Board of Trustees' approval candidates for tenure.
- (c) Consult with the Board Chair, or other trustee designee, on the hiring, dismissal, and compensation of any person to serve in a Vice President capacity, as the Athletic Director, or as a Head Coach, or other executive direct report position to the President or the Board of Trustees. The President shall consult with the Board Chair or other trustee designee on an annual basis to review the positions covered by this provision and amend the list based on the mission and strategic priorities of the University.
- (d) Approve and implement travel policies and approve expenditures related thereto.
- (e) Administer collective bargaining agreements and matters related thereto, including the appointment of University collective bargaining team members to negotiate collective bargaining agreements; recommend for Board of Trustees' approval actions to be taken on

collective bargaining agreements under negotiation; and execute Board of Trustees' approved collective bargaining agreements.

- (f) Exercise authority over the day-to-day administration of the Florida International University 403(b) Plan ("Plan"); implement formal Plan governance procedures and processes in connection with a current redesign of the Plan, future amendments to the Plan, including but not limited to, those required from time-to-time to comply with applicable law, and selection, removal, substitution, and monitoring of providers and investments offered or to be offered thereunder.
- (g) Approve the establishment of and closure of childcare facilities, including educational research center for child development, serving University faculty, staff, students and affiliates.

#### **(4) Financial Management.**

- (a) Recommend for Board of Trustees' approval the annual legislative budget request.
- (b) Recommend for Board of Trustees' approval each year the University's Fixed Capital Outlay Legislative Budget Request, consisting of the five-year Capital Improvement Plan.
- (c) Recommend for Board of Trustees' approval each year following the annual legislative session, the annual operating budget of the University and, if required, a fixed capital outlay budget.
- (d) Amend the Board of Trustees' approved operating budget when necessary to accommodate changes in revenues, expenditures, and statutory budget amendments. As part of reporting on the financial condition of the University, keep the Board of Trustees informed about budget changes and notify the Board of Trustees of any changes in excess of two percent (2%) made to the total approved operating budget during the operating year.
- (e) Make budget transfers to and from depositories and accounts.
- (f) Recommend for Board of Trustees' approval through regulations, the tuition and fees to be charged by the University.
- (g) Recommend for Board of Trustees' approval through regulations, the circumstances in which waivers of tuition and fees may be granted by the University.
- (h) Recommend for Board of Trustees' approval an investment policy for University funds and invest University funds in accordance with the policy.
- (i) Keep the Board of Trustees apprised on a regular basis of the financial condition of the University and its component units.
- (j) Report annually to the Board of Trustees on the status of accounts receivable charge-offs, which report may be provided as part of the university's financial statements or reports.
- (k) Notify the Board Chair and Board of Governors, in writing, if at any time the unencumbered balance in the Education and General fund of the operating budget goes below five percent (5%).
- (l) Account for expenditures of all state, local, federal, and other funds in accordance with guidelines or regulations established by the Board of Governors, and as provided by law.
- (m) Establish policies and procedures for the implementation of appropriate financial controls.
- (n) Establish policies and procedures for the performance of annual internal audits of University



finances, controls and operations.

- (o) Submit all audit reports performed by the University's Internal Auditor for review and acceptance by the Board of Trustees and, thereafter, to the Board of Governors.
- (p) Sign checks and authorize other forms of payment to pay legal obligations of the University.
- (q) Enter into agreements for banking services and perform banking transactions.
- (r) Enter into agreements for, and accept, credit card payments or other electronic payments as compensation for goods, services, tuition, and fees.
- (s) Enter into agreements for collection services when deemed advisable in collecting delinquent accounts and charging off and settling uncollectible accounts.

### **(5) Property and Purchasing.**

- (a) Administer a program for the maintenance and construction of facilities, including the following activities:
  1. Recommend for Board of Trustees' approval campus master plans and campus development agreements for each campus and, when required, amendments thereto.
  2. Recommend for Board of Trustees' prior approval any construction project (new, remodeling, site work) with a projected construction cost, in one or a series of related transactions, during any given fiscal year, in an amount greater than \$2 million ("Major Project") from any funding source(s) not specifically appropriated by the Legislature.
  3. Initiate and manage construction projects (new, remodeling, site work) with a projected construction cost, in one or a series of related transactions, during any given fiscal year, in the amount equal to or less than \$2 million ("Minor Project) and Board of Trustees' approved Major Projects. Minor Projects with a projected cost, in one or a series of related transactions, during any given fiscal year, in an amount greater than or equal to \$500,000 and equal to or less than \$2,000,000, and all change orders, on Minor Projects, of \$50,000 or more, shall be reported on a quarterly basis to the Finance and Facilities Committee of the Board of Trustees (the "Finance Committee") as part of the comprehensive report required in sub-section (10) below.
  4. Approve a facilities program for each Major Project.
  5. Exercise responsibility for the fire safety, maintenance and sanitation of facilities.
  6. Conduct plan reviews, issue permits and construction inspections to enforce building code compliance for projects subject to the Florida Building Code.
  7. Approve additional service authorizations and change orders in the name of the Board of Trustees on Major Projects, provided any change order(s) related to a facilities' construction or renovation project, in one or a series of related transactions during a given fiscal year, that increases the approved project budget in an amount greater than or equal to \$50,000 and five percent (5%) of the total value of a project, shall require the prior approval of the Board of Trustees.
  8. Establish policies and procedures for the selection of vendors providing design and construction services incorporating applicable competitive solicitation requirements.
  9. Contract for all required design, engineers and construction services, including design-build services.

10. Provide a comprehensive report on construction-related activities at each regular meeting of the Finance Committee meeting, including information regarding change order activity.
- (b) Recommend for Board of Trustees' approval of any debt issuance or public private partnership and ensure the Board of Trustees is presented with sufficient information for prudent decision-making for such projects.
- (c) Recommend for Board of Trustees' approval, regulations setting forth competitive solicitation requirements and other criteria related to the procurement of commodities, goods, equipment and other types of personal property, software and contractual services.
- (d) Contract for the purchase, sale, lease, license, or acquisition of commodities, goods, equipment and other types of personal property, software and contractual services, including private attorney services, provided that
  1. Any such transaction great than or equal to \$500,000 and less than \$1,000,000, shall be reported on a quarterly basis to the Finance Committee;
  2. Any such transaction greater than or equal to \$1,000,000 and less than \$3,000,000, shall require the approval of the Finance Committee and thereafter, reported to the Board of Trustees; and
  3. Any such transaction greater than or equal to \$3,000,000, shall require the prior approval of the Board of Trustees.
- (e) Contract for the lease-purchase equipment and software in accordance with the Board of Governors Debt Management Guidelines.
- (f) Enter into real property leases and licenses for property being leased/licensed to the University, provided Board of Trustees' approval shall be obtained for any real property leases or licenses as follows: Any real property lease or license (i) with a total value greater than \$500,000, (ii) greater than 5,000 square feet, and (iii) with a term longer than five (5) years shall require the prior approval of the Board of Trustees; provided, however, that any lease or license that does not meet all three requirements stated in (i), (ii), and (iii) but meets at least one of these requirements must be approved by the Finance Committee.
- (g) Enter into real property licenses for use of University owned or controlled property. Real property leases of University property to third parties require Board of Trustees' approval.
- (h) Act for the Board of Trustees as custodian of all University personal property, including:
  1. Recommend for Board of Trustees' approval, procedures for the disposal of personal property no longer needed by the University.
  2. Adjust property records and dispose of personal property in the University's custody.
- (i) Recommend for Board of Trustees' approval, a regulation regarding the disposal and/or use of lost or abandoned property.
- (j) Take charge of lost or abandoned personal property found within areas under the University's jurisdiction and dispose of or make use of the property, which may include selling the property.
- (k) Regulate the use, maintenance, protection, and control of, and the imposition of charges for, University-owned or University-controlled buildings and grounds, property and equipment, name trademarks and other proprietary marks, and the financial and other resources of the University.
- (l) Protect, develop, and transfer the work products of University personnel and other University agents and contractors, including licensing, assigning, selling, leasing, or otherwise allowing the use of or conveying such work products and securing and enforcing patents,

copyrights, and trademarks therein. The President shall confer with the Board Chair before initiating, appealing or settling any litigation related to the enforcement of patents, copyrights and trademarks.

**(6) Miscellaneous Powers and Duties.**

- (a) Recommend for Board of Trustees' approval, the creation and certification, as well as the decertification and dissolution, of affiliated organizations of the University.
- (b) Oversee the University's fundraising operations and accept and administer gifts, grants, bequests, and devises made directly to the University.
- (c) Initiate, appeal and settle lawsuits and join amicus briefs after consultation with the Board Chair, provided routine claims and lawsuits covered by the State of Florida's Division of Risk Management may be appealed and settled without Board Chair consultation.
- (d) Operate a University-wide compliance program to maintain compliance with all applicable laws, rules, regulations, policies and other requirements.