



**FLORIDA INTERNATIONAL UNIVERSITY
BOARD OF TRUSTEES
GOVERNANCE COMMITTEE
MINUTES
APRIL 21, 2021**

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 on Wednesday, April 21, 2021 at 11:09 a.m. at the FIU, Modesto A. Maidique Campus, Graham Center Ballrooms and via Zoom.

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*; Leonard Board; Natasha Lowell; and Marc D. Sarnoff.

Trustees Cesar L. Alvarez, Donna J. Hrinak, Gene Prescott, Joerg Reinhold, Chanel T. Rowe, and Alexandra Valdes and University President Mark B. Rosenberg were also in attendance.

Board Chair Colson welcomed all Trustees and members of the University administration. He also welcomed Trustees, University administrators, and staff attending via the virtual environment and the University community and general public accessing the meeting via the University's webcast.

Board Chair Colson explained that the 2021-22 Incentive Goals and the President's Incentive Goals outcomes for 2019-20 were not part of the Committee's items for review at the current meeting. Chair Colson pointed out that he and President Rosenberg discussed the President's Incentive Goals outcomes for 2019-20 and the Committee's review of the Incentive Goals to be proposed for 2021-22 and agreed to postpone any related Committee action on these matters until the June meeting of the Governance Committee.

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 February 23, 2021. A motion was made and unanimously passed to approve the minutes of the Governance Committee meeting held on February 23, 2021.

3. Action Items

G1. Updated Exclusion Resolution

Provost and Executive Vice President Kenneth G. Furton presented the updated Exclusion Resolution for Committee review. He explained that, as is noted in the proposed Resolution, FIU

has entered into contractual obligations with agencies of the United States government, including contractual obligations requiring security clearance and that current Department of Defense (DoD) policy requires that the Chair of the FIU Board of Trustees and all FIU principal officers meet the personnel clearance requirements established for the level of the University's security clearance. He indicated that said DoD policy permits the exclusion from the personnel security clearance requirement of members of the Board of Trustees and other officers, provided that the Board adopts a resolution stating that such Board members and officers designated by name are effectively excluded from access to all classified information.

Provost Furton commented that the composition of the FIU Board of Trustees has changed since the adoption of the last Exclusion Resolution in that the terms of Gerald C. Grant Jr. and Claudia Puig ended, adding that they have been succeeded by Chanel T. Rowe and Carlos Trujillo respectively. He commented that the updated Resolution also reflects that the term of the student Trustee, Alexandra Valdes, will end on May 9, 2021 and that the term of the incoming student Trustee, Alexander Rubido, begins on May 10, 2021. Provost Furton mentioned that an update to the Exclusion Resolution is needed to reflect the current composition of the FIU Board of Trustees and the exclusion of those Board members, including the new Board of Trustees members, from the requirements for a personnel security clearance.

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 that updates the exclusion of the named members of the FIU Board of Trustees from the requirements for a personnel security clearance.

G2. President's Management Review

At the request of Board Chair Colson, General Counsel Castillo provided an overview of the process that the Committee will follow for the review of the remaining action items.

Board Chair Colson explained that, in accordance with the President's employment agreement, the evaluation process is aligned with the Board's review of FIU's Accountability Plan, adding that the Accountability Plan was reviewed by the Board's Strategic Planning Committee earlier in the day. He remarked that, as is required by Florida Board of Governors (BOG) regulation, he solicited input from BOG Chair Sydney Kitson regarding University President Mark B. Rosenberg's annual performance evaluation. He added that Chair Kitson provided positive feedback in terms of the President's performance.

Provost Furton presented the University and President's Performance Goals and Results Self-Evaluation Scorecard for the 2021 reporting year, providing an overview relating to the outcomes of the 10 BOG Performance Based Funding Model metrics. He indicated that the University made significant improvements in all 10 areas.

Board Chair Colson commented on the University's remarkable progress despite the unprecedented challenges of the prior year. He remarked on President Rosenberg's drive and devotion for the University, its students, and the community at-large. Board Chair Colson recommended that President Rosenberg receive a superior performance rating and opened the floor for discussion.

Board Vice Chair Roger Tovar concurred with Board Chair Colson, commenting on a number of successes that the University achieved since its opening less than 50 years ago. Trustee Leonard Boord concurred with Trustee comments and remarked on the University's ability to effectively transition to remote instruction in March of the prior year. Trustee Cesar L. Alvarez mentioned the University's continued improvement since Dr. Rosenberg became FIU's president.

A motion was made and unanimously passed that the FIU Board of Trustees Governance Committee recommend for Board of Trustees' approval a "superior" performance rating to President Rosenberg for his leadership of Florida International University during the 2019-20 academic year.

G3. University and President's Performance Goals, 2021-22 Academic Year

Provost Furton explained that the University and President's Performance Goals for the 2021-22 academic year are included in FIU's Accountability Plan, which the Strategic Planning Committee reviewed earlier in the day. Provost Furton commented on each of the goals related to the 10 BOG Performance Based Funding Model metrics.

Board Vice Chair Tovar pointed out that a number of the goals within FIU's Accountability Plan were revised in response to Trustee comments, and therefore the version of FIU's Accountability Plan that was previously distributed as part of the Board materials is not reflective of said changes. In response to Board Vice Chair Tovar, Board Chair Colson stated that the matter could be addressed in the motion and proposed the following motion: the Committee recommends that the Board adopt the University and President's Performance Goals for the 2021-22 academic year as approved by the Strategic Planning Committee on this date.

Trustee Marc D. Sarnoff remarked on including a goal that pertained to improving 10 positions in *U.S. News & World Report* rankings. At the request of Board Chair Colson, General Counsel Castillo confirmed that as part of the proposed President's Incentive Goals for academic year 2021-22, goal #2 relates to significant progress towards top-50 presence in national rankings. Board Chair Colson stated that the Committee will review the proposed President's Incentive Goals for academic year 2021-22 at its June meeting. President Rosenberg indicated that FIU was the first institution within the State University System to align its performance goals with the Accountability Plan, adding that said alignment was praised by the BOG, as it demonstrated FIU's commitment to the BOG's accountability metrics.

A motion was made and unanimously passed that the FIU Board of Trustees Governance Committee recommend that the Florida International University Board of Trustees adopt the University and President's Performance Goals for the 2021-22 academic year as approved by the Strategic Planning Committee on this date.

4. Discussion Item

4.1 2021 Board of Trustees Self Evaluation Survey

Board Chair Colson referred to the 2021 Board of Trustees Self Evaluation Survey and remarked that an external consultant has been engaged to help guide the Board through the process of using the survey results to further enhance board effectiveness.

5. New Business

No new business was raised.

6. 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 Wednesday, April 21, 2021 at 11:38 a.m.