



**FLORIDA INTERNATIONAL UNIVERSITY
BOARD OF TRUSTEES
GOVERNANCE COMMITTEE
MINUTES
JUNE 16, 2020**

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 Tuesday, June 16, 2020 at 12:31 p.m. at the FIU, Modesto A. Maidique Campus, Parking Garage 5 (PG5) Market Station, room 155 and via Zoom.

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 (via Zoom)*; Cesar L. Alvarez; Leonard Boord; Gerald C. Grant, Jr.; and Roger Tovar.

Trustees Dean C. Colson, Donna J. Hrinak, Natasha Lowell, Gene Prescott, Joerg Reinhold, Marc D. Sarnoff, and Alexandra Valdes and University President Mark B. Rosenberg were also in attendance.

Chair Puig commented that Trustees and some University administrators and staff were attending in-person and welcomed Trustees and members of the University's administration participating virtually. She explained that in order to help prevent the spread of COVID-19, the University community and general public were accessing the Board's meetings via the FIU webcast.

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 February 26, 2020 and April 21, 2020. A motion was made and unanimously passed to approve the minutes of the Governance Committee meetings held on Wednesday, February 26, 2020 and Tuesday, April 21, 2020.

3. Action Items

G1. Direct Support Organizations Board Appointments

Senior Vice President for University Advancement Howard R. Lipman presented, for Committee review, the new Director and renewal of existing Director appointments to the FIU Foundation, Inc. Board of Directors. He explained that on June 5, 2020, the FIU Foundation Inc. Board of Directors appointed one (1) new director and renewed the terms of certain current directors and that, as is required by Regulation FIU-1502, the FIU Foundation was requesting that the FIU Board of Trustees approve the appointments. He provided an overview of the appointments and terms as

follows: the new appointment of Francis A. Hondal '87, MBA '94 is for an initial one-year term (FY 2020-21); the appointment renewals for Dan and Trish Bell, Richard Brilliant '93, and Wasim J. Shomar are for three-year terms (FY 2020-21, 2021-22, and 2022-23); and the appointment renewals for Carmel J. Barrau, MD, FACP, Noel J. Guillama-Alvarez '99, Chad Moss '94, Carlos Sabater, CPA, '81, and Jason A. Saltzman are for two-year terms (FY2020-21 and 2021-22).

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 appointments, as specified in the board materials, to the Florida International University Foundation, Inc. Board of Directors.

G2. Ratification of the Amended 2018-2021 Collective Bargaining Agreement between the Florida International University Board of Trustees and the United Faculty of Florida (UFF) - FIU Chapter

Provost and Executive Vice President Kenneth G. Furton presented the ratification of the amended 2018-2021 Collective Bargaining Agreement between the FIU Board of Trustees and the UFF - FIU Chapter for Committee review. He described key changes, including the establishment of the Teaching Professor, Associate Teaching Professor, and Assistant Teaching Professor as positions in the bargaining unit and the removal of language stating that faculty could not be required to teach online courses. He further commented on the inclusion of language clarifying that faculty members who develop or substantially revise instructional materials for an online course without extra compensation or without University support will maintain full ownership of those online courses and that faculty members who develop or substantially revise instructional materials for an online course without extra compensation, but with University support, will maintain full ownership of those online courses and grant FIU a limited three-year non-exclusive license to allow others to use said course materials.

A motion was made and unanimously passed that the FIU Board of Trustees Governance Committee recommend that the Florida International University Board of Trustees (the BOT) ratify the amended 2018-2021 Collective Bargaining Agreement between the BOT and the United Faculty of Florida (UFF) – FIU Chapter.

G3. Amendments to Employment Agreement for President Mark B. Rosenberg, for 2021-2022 Term

Chair Puig explained that the Board's Governance Committee met in April to review and assess President Rosenberg's accomplishments for academic year 2018-19 and that the Committee recommended a superior performance rating, which was then ratified by the Full Board. Chair Puig pointed out that, pursuant to the President's current employment agreement, which continues until August 3, 2021, a contract extension must be formalized in an agreement by no later than October 1, 2020.

Chair Puig noted that included in the meeting materials was a Term Sheet that delineated the amendments that would form the President's employment agreement for a fifth term, from 2021-2022. She added that, if approved by the Committee and the full Board, the President's extension then would be submitted to the Florida Board of Governors for confirmation. She pointed out that,

if the extension is confirmed by the Board of Governors, the Board of Trustees Chair would enter into a contract extension with the President on the terms set forth in the Term Sheet.

Chair Puig described the proposed changes to the sections pertaining to the term of contract and future extensions, namely, that the term of contract would change from August 3, 2021 to August 3, 2022 and that the date by which the President and the Board of Trustees Chair meet to discuss interest in future extension would change to June 30, 2021 from June 30, 2020 and the date for finalization of a formal agreement would be October 1, 2021 instead of October 1, 2020.

At the request of Chair Puig to provide further comment, General Counsel Castillo explained that on June 5, 2020, the Foundation Board of Directors approved the Foundation's funding obligation relating to the current contract extension being considered. He pointed out that, consistent with the terms of the President's employment agreement, upon the Board's approval, Board of Governors (BOG) approval of President Rosenberg's re-appointment will be sought at the BOG's July 2020 meeting.

Trustee Leonard Boord referred to the club membership fee and requested that this be removed from the President's employment agreement. President Rosenberg explained that he has not exercised that option and that he was not opposed to its removal.

A motion was made and unanimously passed that the FIU Board of Trustees Governance Committee recommend to the FIU Board of Trustees (BOT) (i) approval of amendments to the employment agreement for President Mark B. Rosenberg for the 2021-2022 Term, as described in the Term Sheet, with the added amendment of removing the club membership initiation fee and (ii) authorize the Chair of the BOT to execute, on behalf of the BOT, a contract document with language carrying forward the current contract provisions as amended per such Term Sheet.

G4. University President's Incentive Goals Outcomes, 2020 Reporting Year *(2018-19 academic year)*

Board Chair Puig explained that per Dr. Rosenberg's employment agreement, the Board could, in its discretion, annually award Dr. Rosenberg incentive compensation up to \$150,000 based on the subset of goals established as Dr. Rosenberg's incentive goals. Board Chair Puig added that the Board has delegated the Governance Committee with the responsibility of carrying out the award of incentive compensation.

Chair Puig pointed out that President Rosenberg presented the University President's Incentive Goals Outcomes for the 2020 Reporting Year *(2018-19 academic year)* during the Committee's April meeting. She commended President Rosenberg's leadership of the University during the 2018-19 academic year and remarked that the University has continued to expand its prominence and relevance throughout the globe. She described the University as a national standard for campus emergency management, commented on improvements in national program rankings, and recommended that the Committee consider an incentive compensation award for President Rosenberg in the amount of \$150,000.

Trustees Gerald C. Grant, Jr. and Roger Tovar concurred with Chair Puig's recommendation and commented on the University's prestige and reputation and commended the President's efforts.

A motion was made and unanimously passed that the FIU Board of Trustees Governance Committee award President Rosenberg \$150,000 in incentive compensation for the 2020 reporting year (2018-19 academic year).

G5. University President's Incentive Goals, 2022 Reporting Year (2020-21 academic year)

President Rosenberg presented the University President's Incentive Goals for the 2022 reporting year (2020-21 academic year) for Committee review and approval. He provided an overview of the following proposed goals: the FTIC four-year graduation rate, number of licenses/options executed annually, total research expenditures, strategic plan annual gifts, and significant events or milestones of major impact to the University.

Trustee Dean C. Colson recommended replacing the goal on number of licenses/options executed annually with a goal relating to significant progress towards top 50 presence in national rankings. Trustee Board concurred with Trustee Colson and further suggested the assigning of weights to each goal.

In terms of the goal relating to significant events or milestones of major impact to the University, Trustee Grant challenged the University to serve as a model of how to affect change in race relations. He described his years of service in University volunteer boards, commenting that the President was integral in his appointment as a member of the FIU Board of Trustees. He expressed the need to ensure access and equity at all levels of the institution. Trustee Colson concurred and recommended that Trustee Grant's challenge be included as a sixth goal.

A motion was made and unanimously passed that the FIU Board of Trustees Governance Committee adopt the University President's Incentive Goals for the 2022 reporting year (2020-21 academic year) as presented by University President Mark B. Rosenberg and further amended by the Governance Committee in order to reflect that the incentive goal on number of licenses/options executed annually be replaced by an incentive goal relating to significant progress towards top 50 presence in national rankings; adding a sixth incentive goal pertaining to diversity and equity with precise language to be agreed upon; and using a percentage or weight for each goal to be equally allocated.

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 Tuesday, June 16, 2020 at 1:12 p.m.

There were no Trustee requests.