



**FLORIDA INTERNATIONAL UNIVERSITY
BOARD OF TRUSTEES
GOVERNANCE COMMITTEE
MINUTES
JUNE 16, 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, June 16, 2021, at 11:32 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 (via Zoom)*; Gene Prescott; and Marc D. Sarnoff.

Trustee Natasha Lowell was excused.

Trustees Donna J. Hrinak, Joerg Reinhold, and Alexander Rubido and University President Mark B. Rosenberg 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 April 21, 2021. A motion was made and unanimously passed to approve the minutes of the Governance Committee meeting held on April 21, 2021.

3. Action Items (*Committee Action; Full Board Information Only*)

3.1 University President's Incentive Goals Outcomes, 2021 Reporting Year (*2019-20 Academic Year*)

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

University President Mark B. Rosenberg explained that the University exceeded and/or far exceeded all but one (1) of the incentive goals, noting that the number of doctoral degrees awarded decreased by three (3). He remarked on the incentive goal relating to the University's State University System (SUS) ranking, specifically that FIU will rank among the top five (5) SUS institutions in the

performance-based funding model. He pointed out that FIU increased its ranking from fourth to first in the SUS.

Chair Colson commended President Rosenberg's leadership of the University during the 2019-20 academic year and remarked that the University has continued to expand its prominence and relevance throughout the globe. He recommended that the Committee consider an incentive compensation award for President Rosenberg in the amount of \$150,000.

Board Vice Chair Roger Tovar and Trustees Gene Prescott and Marc D. Sarnoff concurred with Chair Colson's recommendation and commented that under the President's leadership, the University ranked first in the SUS in terms of performance-based funding and is the recipient of a \$40M gift from MacKenzie Scott.

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 2021 reporting year (*2019-20 academic year*).

3.2 University President's Incentive Goals, 2021-22

Chair Colson indicated that the University President's Incentive Goals for the 2021-22 academic year were revised to include "rank among the top five (5) SUS institutions in performance-based funding model" as an additional goal. Chair Colson described the seven (7) goals that now comprise the President's Incentive Goals for the 2021-22 academic year, specifically the first-time-in-college (FTIC) four-year graduation rate, significant progress towards top 50 presence in national rankings, philanthropy, total research expenditures, significant events or milestones of major impact to the University, rank among the top five (5) SUS institutions in the performance-based funding model, and significant events or milestones towards fostering a culture of belonging and towards eliminating disparities within the FIU community among underrepresented groups.

Trustee Sarnoff recommended that the recently added goal be changed to "rank among the top three (3) SUS institutions in the performance-based funding model". Governance Committee members and President Rosenberg expressed concurrence with the proposal.

A motion was made and unanimously passed that the FIU Board of Trustees Governance Committee adopt the University President's Incentive Goals for the 2021-22 academic year, as amended by the referenced proposal.

3. Action Items

G1. Amendments to Employment Agreement for President Mark B. Rosenberg, for 2022-2023 Term

At the request of Chair Colson to describe the amendments to the President's employment agreement for the 2022-23 term, General Counsel Castillo commented that the proposed amendments extend the term through August 2023 and that while some dates change as a result of the term being extended, all other terms remain consistent. General Counsel Castillo pointed out that on June 5, 2021, the Foundation Board of Directors approved the Foundation's funding obligation relating to the current contract extension being considered. He indicated that, upon the

Board's approval, Board of Governors (BOG) approval of President Rosenberg's re-appointment will be sought at the BOG's June 2021 meeting.

A motion was made and unanimously passed that the FIU Board of Trustees Governance Committee recommend to the Florida International University Board of Trustees (the "BOT") (i) approval of amendments to the employment agreement for President Mark B. Rosenberg for the 2022-2023 Term, as described in the Term Sheet, 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 the Term Sheet.

G2. Ratification of the 2021-2024 Collective Bargaining Agreement between The Florida International University Board of Trustees and The Dade County Police Benevolent Association Law Enforcement Bargaining Unit (PBA – Officers and Sergeants)

G3. Ratification of the 2021-2024 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 Colson requested that the PBA Officers and Sergeants and PBA Lieutenants collective bargaining agreements be presented concurrently. There were no objections. Senior Vice President for Human Resources and Vice-Provost, Diversity, Equity, and Inclusion El pagnier Kay Hudson presented the 2021-2024 collective bargaining agreements between the FIU Board of Trustees and the PBA Officers and Sergeants and PBA Lieutenants for Committee review. She pointed out that the current agreements expire on June 30, 2021, noting that the bargaining team began negotiations on April 22, 2021. She indicated that the agreements were ratified by the PBA Officers and Sergeants and PBA Lieutenants on June 14, 2021, adding that the two (2) issues addressed under the proposed agreements relate to assigned patrol vehicles and wages.

Sr. VP Hudson commented that officers assigned a patrol vehicle may be allowed to take the assigned vehicle home at the sole discretion of the Chief of Police and that this privilege may be suspended at any time. She remarked that officers participating in this program tend to take greater care of the vehicles assigned to them, stating that having officers with personally assigned patrol vehicles allows for greater efficiency in terms of transfer times and event management as said officers no longer need to respond first to the station in order to obtain their vehicles and other equipment. Sr. VP Hudson mentioned that with the performance-based career ladder retention bonus schedule, the University has been able to reward officers based on performance and tenure while addressing turnover concerns that the law enforcement department had traditionally experienced. She stated that the performance-based career ladder was initially implemented in July 2018 as a Memorandum of Understanding and has subsequently proven beneficial to the department.

Sr. VP Hudson mentioned that the proposed agreements provide for two additional opportunities for wage adjustments over the course of the careers for the officers, sergeants, and lieutenants, noting that the adjustments increased by 10% and that the approach is in line with the local market and has enhanced the University's ability to recruit and retain top talent. She added that negotiations will now have greater focus on the salary levels at each career step, rather than an across-the-board

adjustment to all levels. She remarked that a ratification bonus of \$1,000, non-recurring, will be paid to all bargaining unit members who have completed probation.

Trustee Sarnoff recognized Assistant Chief of FIU Police Alberto Alberto Jr., who formerly served as City of Miami Police Commander.

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 2021-2024 Collective Bargaining Agreements between the BOT and The Dade County Police Benevolent Association Law Enforcement Bargaining Unit (*PBA Officers and Sergeants*) and The Dade County Police Benevolent Association Lieutenants Law Enforcement Bargaining Unit (*PBA Lieutenants Unit*).

G4. Ratification of the 2020-2023 Collective Bargaining Agreement between The Florida International University Board of Trustees and Florida Public Employees Council 79, affiliate of the American Federation of State, County, and Municipal Employees, AFL-CIO (AFSCME)

Sr. VP Hudson presented the 2020-2023 collective bargaining agreement between the FIU Board of Trustees and AFSCME for Committee review. She explained that the current agreement with AFSCME expired on June 2, 2020, adding that the bargaining team began negotiations on August 8, 2020, held nine (9) sessions, and subsequently ratified the proposed agreement on June 11, 2021. She described two significant issues that arose during negotiations, specifically the training associated with the University's Title IX regulation changes and how the discipline differs significantly from how it is handled in the agreement. She added that eligible employees will receive a one-time bonus of \$1,000 each following ratification of the agreement. She mentioned that the proposed agreement provides that wage reopener is to begin no later than May 2022 for fiscal years 2021-22 and 2022-23.

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 2020-2023 Collective Bargaining Agreement between the BOT and the Florida Public Employees Council 79, affiliate of the American Federation of State, County, and Municipal Employees, AFL-CIO (*AFSCME*).

G5. 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 the FIU Foundation Inc. Board of Directors appointed four (4) new directors and renewed the terms of certain current directors. He provided an overview of the appointments and terms as follows: new appointments of Gerald C. Grant, Jr. '78, MBA '89, Claudia Puig, and Karlene Rosemarie "Mei" (Kong) and Rakesh Kumar Sarna, for initial one-year terms (FY 2021-2022); appointment renewals for Cristina di Mauro '01, Juan R. Figuereo '81, Yolangel Hernandez Suarez, MD, Jeffrey L. Horstmyer, MD, FAAN, Robert M. Namoff '74, Marcel L. Navarro '93, Albert R. Taño, MD, and Candido J. Viyella for three-year terms: (FY 2021-2022, 2022-2023, 2023-2024); and appointment renewal for Francis A. Hondal '87, MBA '94 for a two-year term (*FY 2021-2022, 2022-2023*).

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 of the individuals listed in the board materials, to the Florida International University Foundation, Inc. Board of Directors.

4. Discussion Item

4.1 Board of Trustees Self Evaluation Survey 2021

Board Chair Colson referred to the 2021 Board of Trustees Self Evaluation Survey, stating that the University engaged with Dr. Carol Cartwright, consultant for the Association of Governing Boards of Universities and Colleges (AGB). He indicated that Dr. Cartwright met with a number of Trustees and subsequently recommended that the Board institutionalize goals related to training and issues related to governance. Board Chair Colson referred to the BOG's online training module and recommended that a similar module tailored to FIU, which encompasses topics such as Sunshine Law and general governance issues, be developed for implementation in the fall. He mentioned that said training can help the board stay engaged on Board member expectations. He requested Trustee feedback. There were no objections to moving forward with an online training module.

5. New Business

Trustee Sarnoff thanked General Counsel Castillo for addressing questions and concerns, in anticipation of the Board meetings, regarding agenda items.

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, June 16, 2021, at 12:00 p.m.