



FLORIDA INTERNATIONAL UNIVERSITY
BOARD OF TRUSTEES
GOVERNANCE COMMITTEE

FIU, Modesto A. Maidique Campus, Graham Center Ballrooms

To help prevent the spread of COVID-19, general public access via <http://webcast.fiu.edu/>

Tuesday, February 23, 2021

12:30 p.m.

or

Upon Adjournment of Previous Meeting

Chair: Dean C. Colson, *Board Chair*

Vice Chair: Roger Tovar, *Board Vice Chair*

Members: Leonard Boord, Natasha Lowell, Claudia Puig

AGENDA

- | | |
|---|------------------|
| 1. Call to Order and Chair's Remarks | Dean C. Colson |
| 2. Approval of Minutes | Dean C. Colson |
| 3. Action Item | |
| G1. Direct Support Organizations Board Appointments | Howard R. Lipman |
| 4. Discussion Item | |
| 4.1 2021 Board of Trustees Self Evaluation Survey | Dean C. Colson |
| 5. New Business <i>(If Any)</i> | Dean C. Colson |
| 6. Concluding Remarks and Adjournment | Dean C. Colson |

The next Governance Committee Meeting is scheduled for Wednesday, April 21, 2021

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FIU Board of Trustees Governance Committee Meeting

Time: February 23, 2021 12:30 PM - 1:00 PM EST

Location: FIU, Modesto A. Maidique Campus, Graham Center Ballrooms | To help prevent the spread of COVID-19, general public access via <http://webcast.fiu.edu/>

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**THE FLORIDA INTERNATIONAL UNIVERSITY
BOARD OF TRUSTEES
Governance Committee**

February 23, 2021

Subject: Approval of Minutes of Meeting held December 3, 2020

Proposed Committee Action:

Approval of Minutes of the Governance Committee meeting held on December 3, 2020 via Zoom.

Background Information:

Committee members will review and approve the Minutes of the Governance Committee meeting held on December 3, 2020 via Zoom.

Supporting Documentation: Minutes: Governance Committee Meeting, December 3, 2020

Facilitator/Presenter: Dean C. Colson, *Governance Committee Chair*

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FLORIDA INTERNATIONAL UNIVERSITY
BOARD OF TRUSTEES
GOVERNANCE COMMITTEE
MINUTES
DECEMBER 3, 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 Dean C. Colson on Thursday, December 3, 2020 at 12:06 p.m. 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 Boord; Gerald C. Grant, Jr.; Natasha Lowell; and Claudia Puig.

Trustees Jose J. Armas, Donna J. Hrinak, Gene Prescott, Joerg Reinhold, Marc D. Sarnoff, and Alexandra Valdes 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 September 9, 2020. A motion was made and unanimously passed to approve the minutes of the Governance Committee meeting held on September 9, 2020.

3. Action Items

G1. Direct Support Organizations Board Appointment

Senior Vice President for University Advancement Howard R. Lipman commented that Mr. Walter Bueno Gonzalez Jr., Esq. is the founder and president of GOJA, adding that GOJA is one of the largest and fastest growing Amazon and marketplace sellers in the world. Sr. VP Lipman explained that the FIU Foundation Inc. Board of Directors appointed Mr. Bueno Gonzalez, Jr. and as is required, was requesting that the FIU Board of Trustees approve the appointment.

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 appointment of Mr. Walter Bueno Gonzalez Jr., Esq. to the Florida International University Foundation, Inc. Board of Directors.

G2. Ratification of the 2020-2023 Collective Bargaining Agreement Between the Florida International University Board of Trustees and the Florida Nurses Association, Office and Professional Employees International Union, Local 713, AFL-CIO (Local 713)

Senior Vice President for Administration and Chief Financial Officer Kenneth A. Jessell indicated that an agreement on the terms of the 2020-2023 BOT-LOCAL 713 Collective Bargaining Agreement has been reached. He referred to the Term Sheet included as part of the agenda materials. Sr. VP and CFO Jessell commented that nine (9) employees are covered by the Collective Bargaining Agreement, adding that for the 2020-21 term, the Agreement provides for a one-time bonus of \$750 or 1%, whichever is greater, and that the bonuses will range from the minimum of \$750 to a maximum of \$905. He also commented that the total cost for 2021, including the fringe benefit rate is \$7,539.11. Sr. VP and CFO Jessell explained that the parties had agreed to wage re-openers for FYs 2021-22 and 2022-23. He pointed out that the Local 713 unit voted on November 30, 2020 to ratify the 2020-2023 Collective Bargaining Agreement.

In response to Board Chair Colson, Sr. VP and CFO Jessell explained that the Board of Trustees has ratified Collective Bargaining Agreements through 2021 with the Police Benevolent Association and the United Faculty of Florida.

A motion was made and unanimously passed that the FIU Board of Trustees Governance Committee recommend that the Florida International University Board of Trustees ratify the 2020-2023 Collective Bargaining Agreement between the Florida International University Board of Trustees and the Florida Nurses Association, Office and Professional Employees International Union, Local 713, AFL-CIO (Local 713).

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, December 3, 2020 at 12:12 p.m.

THE FLORIDA INTERNATIONAL UNIVERSITY
BOARD OF TRUSTEES
Governance Committee
February 23, 2021

Subject: Direct Support Organizations Board Appointments

Proposed Committee Action:

Recommend that the Florida International University Board of Trustees approve the appointment of the individuals listed below and in the board materials, to the Florida International University Foundation, Inc. Board of Directors.

Background Information:

On January 22, 2021, the Board of Directors of the Florida International University Foundation, Inc., a direct support organization (“DSO”) of Florida International University (the “FIU Foundation”), appointed two (2) new directors, identified below.

Accordingly, and as required by Regulation FIU-1502, the FIU Foundation is requesting that the FIU Board of Trustees approve the appointment of said individuals to the FIU Foundation Board of Directors, as follows:

- New Director Appointments for initial one-year term (*FY 2020-2021*):
 - LaTéssa Denisa Dotson-Hall
 - Richard “Rick” Preston Tonkinson

The Florida International University Board of Trustees (the BOT) approved amendments to Regulation FIU-1502, Direct Support Organizations, at its March 4, 2019 meeting. Pursuant to FIU-1502, the BOT shall approve all appointments to the governing body of each DSO, other than the BOT Chair’s representative(s) or the President or President’s designee.

Florida Board of Governors Regulation 9.011(9) University Direct Support Organizations and Health Services Support Organizations, provides, in relevant part, that the university board of trustees shall approve all appointments to any DSO board other than the chair’s representative(s) or the president or president’s designee.

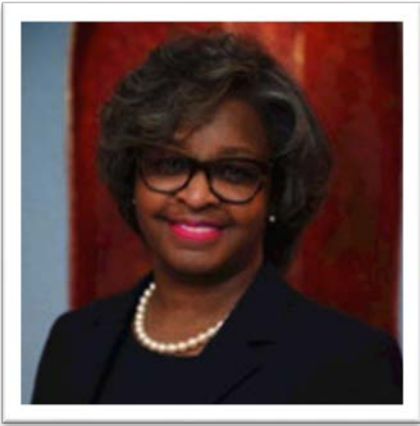
Florida Statute 1004.28(3) Direct-support organizations; use of property; board of directors; activities; audit; facilities, provides, in relevant part, that “the university board of trustees shall approve all appointments to any direct-support organization...” other than the BOT Chair’s representative(s) or the President or President’s designee.

Supporting Documentation: Biographies: FIU Foundation, Inc. Board of Directors appointments

Facilitator/Presenter: Howard R. Lipman

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LaTéssa Denisa Dotson Hall



Mrs. Dotson-Hall is the managing partner and chief planner for HRT Group, LLC Events, a client-centered, relationship-based, and faith-guided events and logistics firm founded in 2004. Their team approach in designing and managing events has proven threads of victory as experienced by The Wayne Messam for Miramar City Commission, Seat 4 Campaign, The National Black McDonald's Operators Association, The United States Air Force Academy Alumni Group, The Organization of Black Airline Pilots, Inc., The COVENANT Marriage Enrichment Conference Group and The 100 Black Men of South Florida, Inc.

Mrs. Dotson-Hall is a member of the Greater Miami, Continental Societies, Inc., a public service organization, dedicated to the socio-economic and cultural welfare of under-privileged children and youth, which was organized in 1956 and incorporated nationally in 1972. Additionally, Mrs. Dotson-Hall is the executive director for the Richard P. Hall Eagles Foundation, Inc., a non-profit group, dedicated to funding STEM related projects.

In 2011, Mrs. Dotson-Hall worked as the Campaign Manager for Mr. Wayne Messam. In 2019, she was inducted into the North Broward County Chapter of The Links, Inc., where her mother is the most recent past president. The North Broward County Chapter of The Links, Inc. is an organization committed to making a difference in the lives of the residents of the North Broward community through the leadership of professional women providing education, services to youth, mentoring, cultural enrichment, support of the arts and advocacy. In 2020, Mrs. Dotson-Hall was a March of Dimes Women of Distinction awardee.

Mrs. Dotson-Hall earned her BS in marketing and sales management from Florida State University in 1985. She served meritoriously in the United State Air Force Reserves, earning a degree in Aeronautical Engineering. Mrs. Dotson-Hall was Honorably Discharged with accelerated promotion to the rank of Major and awarded third highest peace-time decoration for outstanding service. While in the Air Force, she attended the Air Force Institute of Technology, earning a Professional Certification in Cost and Price Analysis in 1987. In addition, she earned her Certified Meeting Professional Designation in 2006 by the Convention Industry Council.

Richard “Rick” Preston Tonkinson

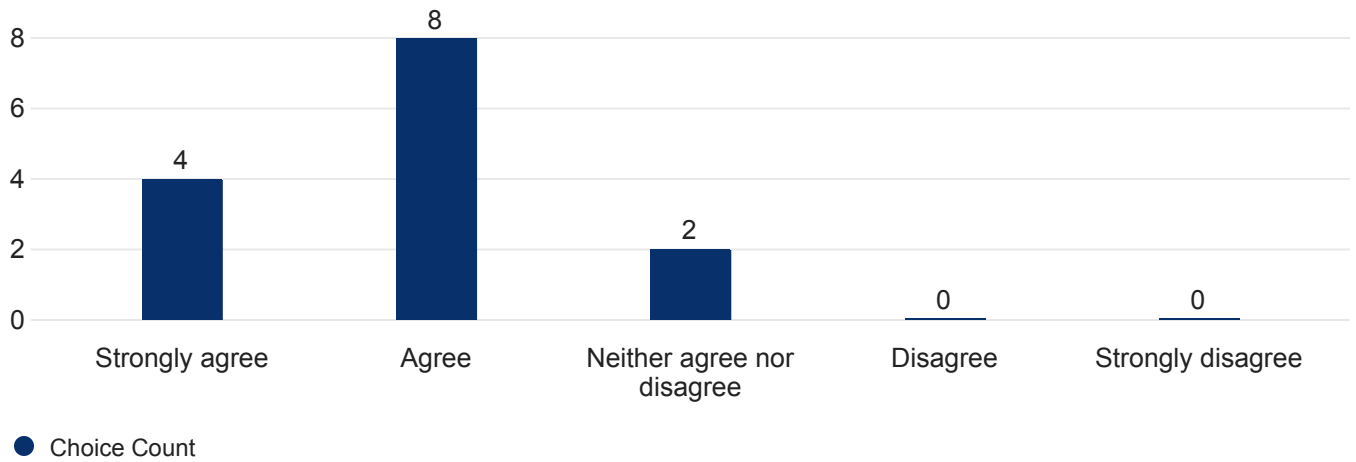


Mr. Tonkinson is the founder and president of Tonkinson Financial. He has been a CERTIFIED FINANCIAL PLANNER™ professional since 1991 and has more than 25 years of experience in wealth management. He is a former Peace Corps volunteer in Colombia, where he met his wife, Margarita, and their son, Steven, was born. Rick grew up with a strong work ethic and learned the value of a dollar ever since his first job as a paperboy at age 12. He studied at night school to earn an MBA and an MPA with a specialization in budgets from the University of Miami. Mr. Tonkinson specializes in helping clients achieve financial security through practical and comprehensive personalized financial plans. His passion is to provide middle-class investors with a level of service that is not available anywhere else.

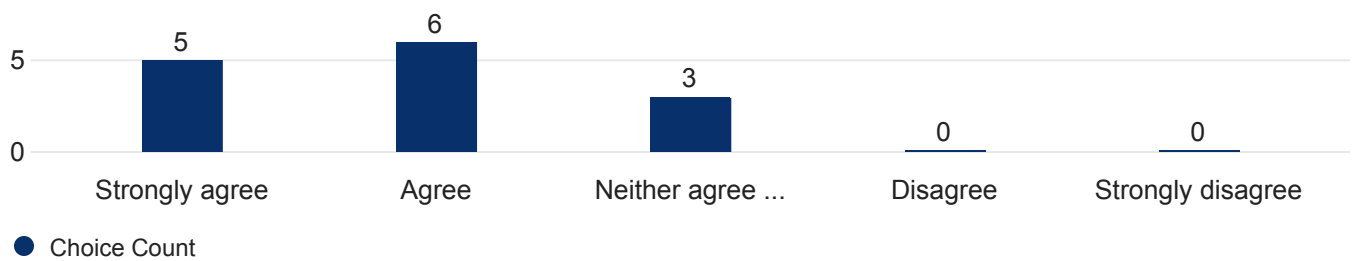
Mr. Tonkinson has also been active in the community for more than 40 years and supports more than 40 charities. He is chairman of the Dean’s Leadership Advisory Board for the FIU College of Communication, Architecture + The Arts (CARTA) and treasurer for the Diabetes Research Institute National Board. Mr. Tonkinson is also a board member for the Woody Foundation and the Tonkinson Foundation.

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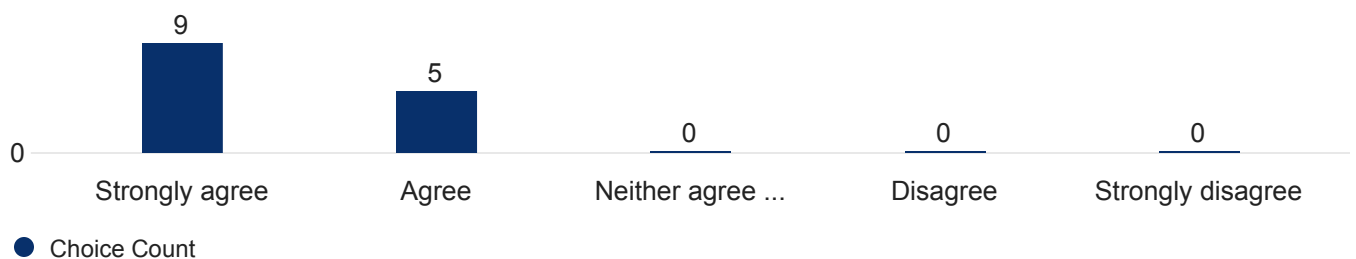
1 - Board member responsibilities are clear.



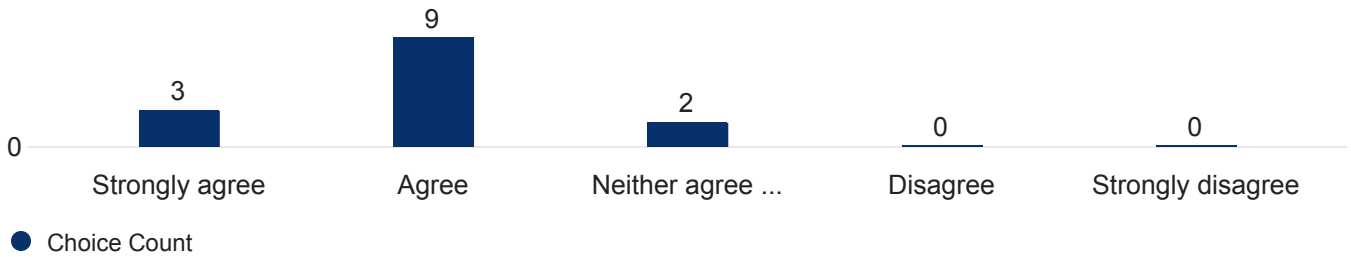
2 - The Board's Bylaws make clear the role of the Board and its Committees.



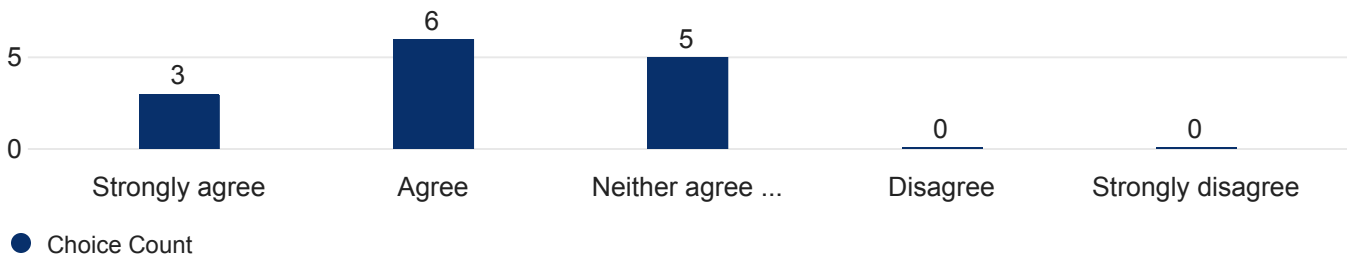
3 - The Board is knowledgeable about the University's mission and vision.



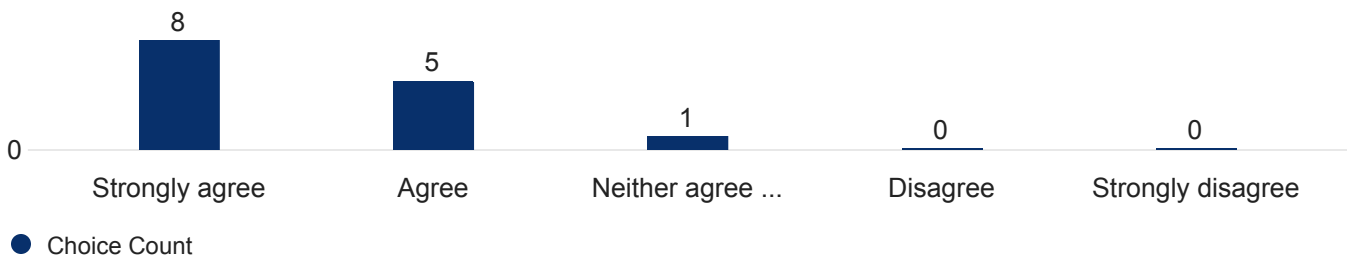
4 - The Board can articulate how the University’s mission and strategic plan align with the overall System strategic plan.



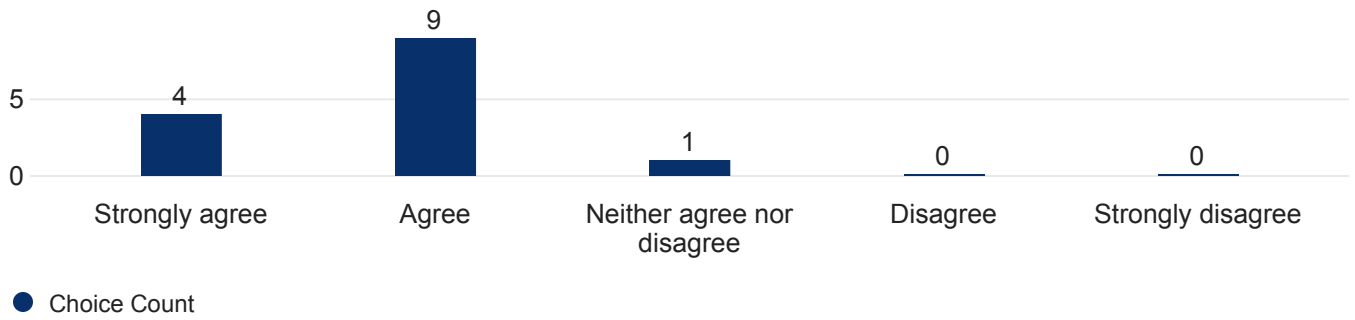
5 - The Board is knowledgeable about the protocols for responding to citizens and the media.



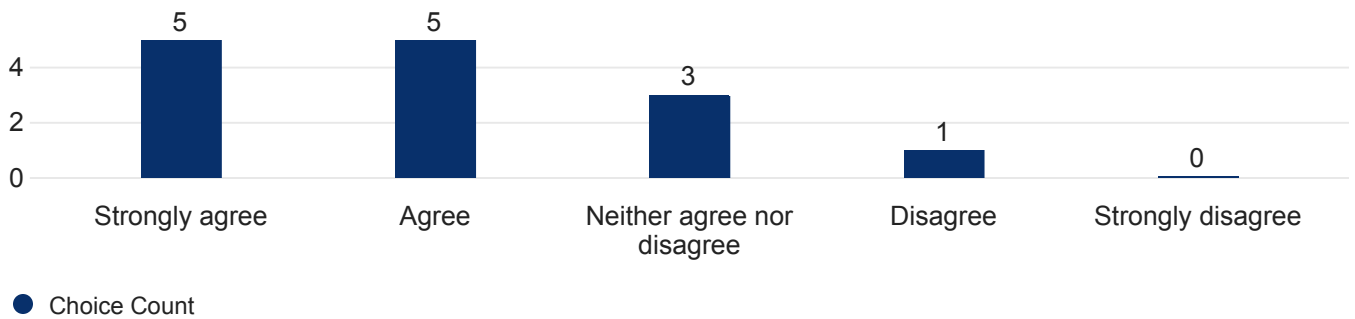
6 - As a Board, we ask the hard and important questions necessary to fulfill our fiduciary responsibilities.



7 - The Board's work has a real and positive impact on the institution.



8 - New members receive an orientation to the Board and the institution.



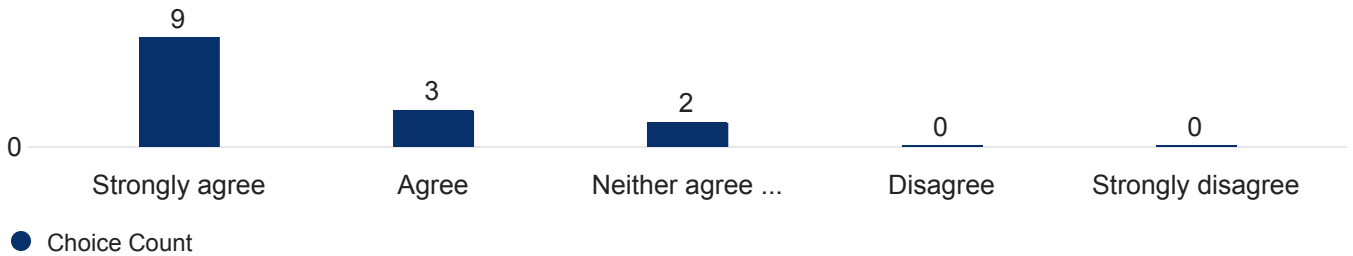
9 - Board members avoid conflicts of interest and the perception of conflicts of interest.



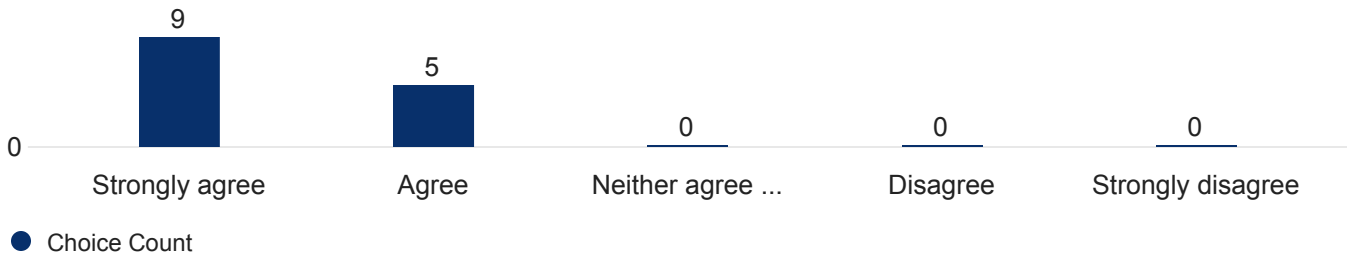
10 - The Board adheres to a code of ethics.



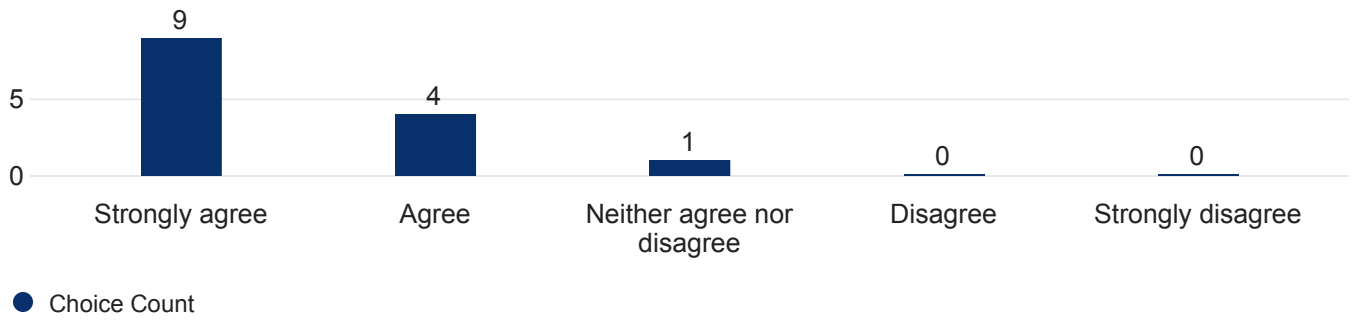
11 - The Board promotes an environment where Board members feel engaged, respected, and empowered to raise issues for discussion.



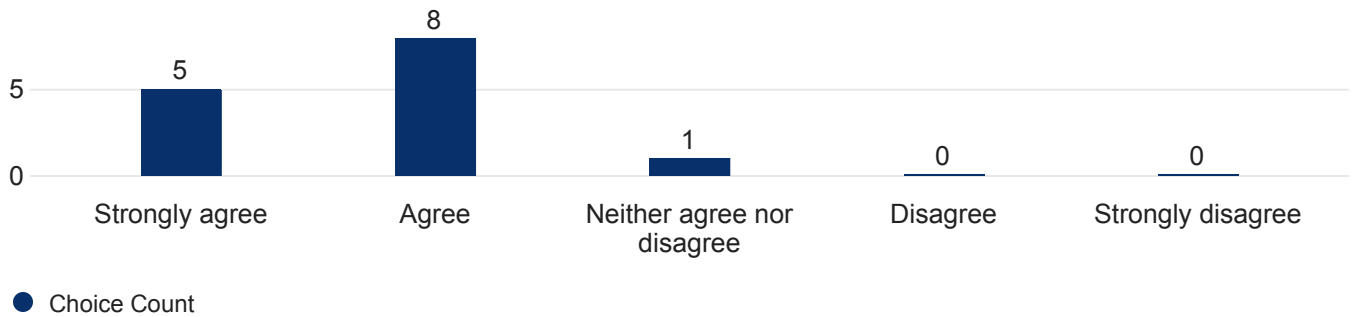
12 - The Board is clear about its priorities and goals for the upcoming year.



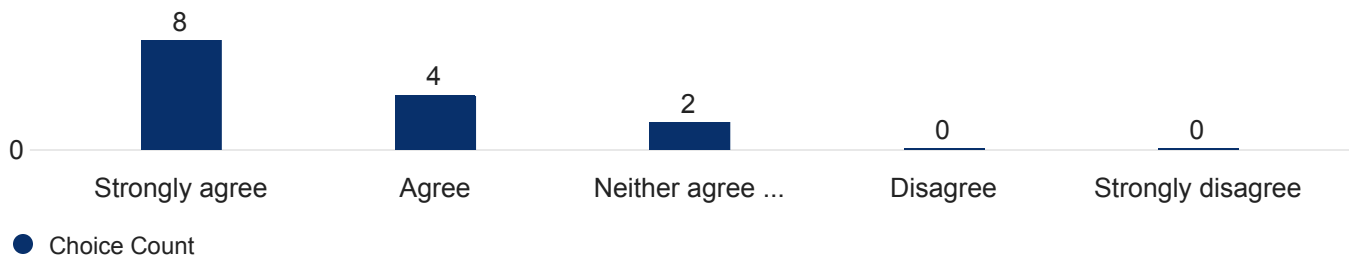
13 - The Board operates transparently in the public interest.



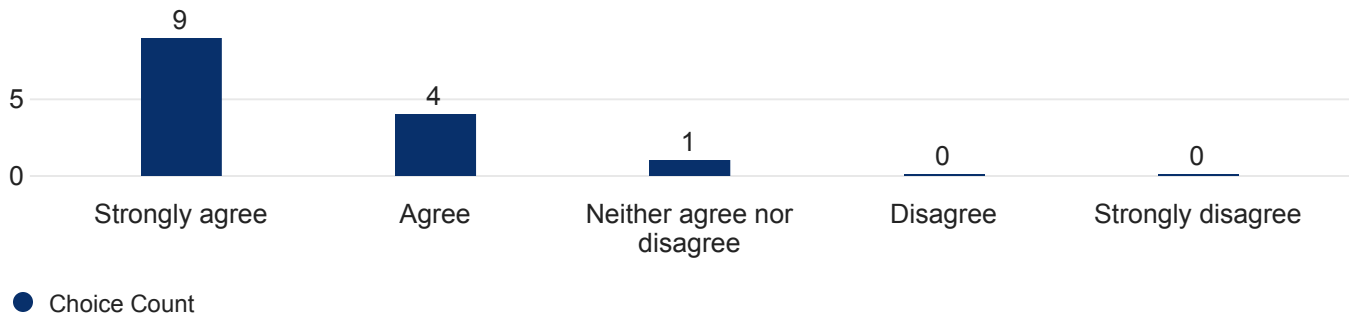
14 - The Board is fully engaged in assessing risk for the institution.



15 - The Board's structure allows the Board to fulfill its duties and responsibilities effectively and efficiently.



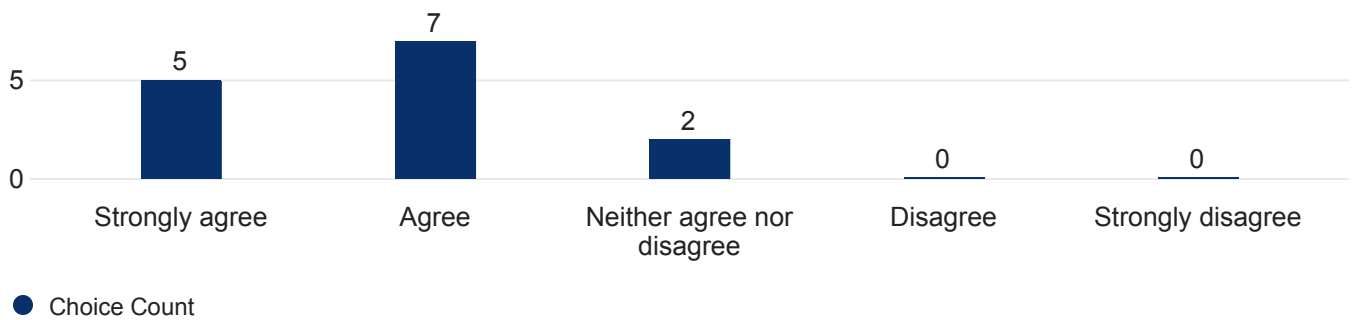
16 - The Board ensures fiscal integrity and sound financial practices.



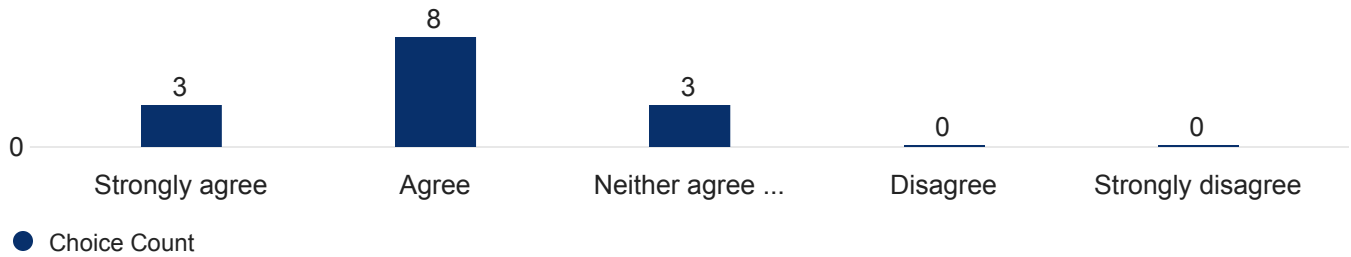
17 - The Board and President work well together.



18 - Board members are engaged with the institution.



19 - The Board protects the University from undue influence by external persons or bodies.



20 - What two specific strengths does the Board have?

What two specific strengths does the Board have?

Ethical behavior and commitment to the University's mission

Diversity of Thoughts and Backgrounds

the Trustees are very engaged and genuinely interested in the welfare of the institution encouraging and driving the University to the highest standards. Trustees bring a wide range of business acumen that provides a fresh perspective to the University at a time that requires institutions to pivot and innovate quickly

Very good practices for financials. Good understanding of our prime funding source Tallahassee.

N/A

N/A

Variety of knowledge of our board members.

Productivity and planning

Board members are engaged and seeking the best for the students and institution

Engaged members and well a well thought out strategic focus

1). Members are engaged. 2). Board is diverse as far as areas of experience and knowledge.

Being financially sound Evaluating the president of the university

1) The Board has developed a stronger voice, there is more engagement 2) The Board is requesting more data and is becoming more informed.

Strong members of the Board

21 - What two specific areas can the Board improve upon?

What two specific areas can the Board improve upon?

N/A

Improve summaries of materials presented to the Board and Redesign and rethink the materials given to the Board. The materials are voluminous and they are hard to assimilate because too much information is presented.

To have one or two retreats a year particularly now that the Pandemic and on line learning have created a need for a timely pivot. We must adapt to these accelerated dynamics which are facing the universities, faculty and students creating a need to quickly innovate. Also the BOG's growing expectations of the institutions which have financial impacts.

Transparency and providing information on a more granular level

N/A

N/A

Communication when we do not agree with a specific topic Board members should be more engaged with the university outside of board meetings.

Communication & honesty

Annual orientation, training and specific goals per Board Member

more in depth discussion at meetings and a willingness to highlight weaknesses as well as strengths

1). Board should be more assertive as to what is brought up and discussed at board meetings. 2). Members should drill down further into budget and details thereof.

Being engaged and aligned with missions

1) The Board needs more technology knowledge 2) The Board needs to establish more contact with the student community.

N/A

22 - What other comments do you have about Board effectiveness?

What other comments do you have about Board effectiveness?

N/A

N/A

There is always opportunity for the board to play a more engaged role with the community on behalf of the University and with the BOG and the legislature.

New President lets see how he does

N/A

N/A

N/A

N/A

Determine more individual specific goals

N/A

Board needs to make sure that what is being discussed/voted on is clear as sometimes what the understanding of items appear to be are not the same as what is being presented.

N/A

The Board is becoming better informed. This should lead to better decisions.

N/A

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