



FLORIDA INTERNATIONAL UNIVERSITY
BOARD OF TRUSTEES
GOVERNANCE COMMITTEE

Wednesday, June 19, 2019
12:00 p.m. *approximate start time*
Florida International University
Modesto A. Maidique Campus
Graham Center Ballrooms

Committee Membership:

Claudia Puig, *Board Chair*; Jose J. Armas, *Board Vice Chair*; Cesar L. Alvarez; Leonard Boord;
Gerald C. Grant, Jr.; Justo L. Pozo

AGENDA

- | | |
|---|------------------|
| 1. Call to Order and Chair's Remarks | Claudia Puig |
| 2. Approval of Minutes | Claudia Puig |
| 3. Action Items | |
| G1. Direct Support Organizations Board Appointments | Howard R. Lipman |
| G2. University President's Employment Agreement | Claudia Puig |
| 4. New Business <i>(If Any)</i> | Claudia Puig |
| 5. Concluding Remarks and Adjournment | Claudia Puig |

The next Governance Committee Meeting is scheduled for September 5, 2019

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THE FLORIDA INTERNATIONAL UNIVERSITY
BOARD OF TRUSTEES
Governance Committee

June 19, 2019

Subject: Approval of Minutes of Meeting held April 18, 2019

Proposed Committee Action:

Approval of Minutes of the Governance Committee meeting held on Thursday, April 18, 2019 at the FIU, Modesto A. Maidique Campus, Graham Center Ballrooms.

Background Information:

Committee members will review and approve the Minutes of the Governance Committee meeting held on Thursday, April 18, 2019 at the FIU, Modesto A. Maidique Campus, Graham Center Ballrooms.

Supporting Documentation: Minutes: Governance Committee Meeting: April 18, 2019

Facilitator/Presenter: Claudia Puig, *Governance Committee Chair*

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**FLORIDA INTERNATIONAL UNIVERSITY
BOARD OF TRUSTEES
GOVERNANCE COMMITTEE
MINUTES
APRIL 18, 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 Thursday, April 18, 2019 at 8:17 a.m. at the FIU, Modesto A. Maidique Campus, Graham Center Ballrooms.

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

Trustee Jose J. Armas, *Board Vice Chair*, was excused.

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.

2. Approval of Minutes

Board Chair Puig asked if there were any additions or corrections to the minutes of the Governance Committee meeting held on March 4, 2019. A motion was made and unanimously passed to approve the minutes of the Governance Committee meeting held on Monday, March 4, 2019.

3. Action Items

General Counsel Castillo provided an overview of the Committee's agenda items and related presentations and proposed actions.

G1. Florida International University Annual Accountability Plan, 2019

Provost and Executive Vice President Kenneth G. Furton presented FIU's 2019 Annual Accountability Plan for Committee review. He provided an overview of key institutional achievements and investments, highlighting various significant accomplishments in the areas of (1) amplifying learner success and institutional affinity; (2) accelerating preeminence and research and innovation impact; and (3) assuring responsible stewardship. He explained that the aforementioned areas are in alignment with the University's strategic plan.

Provost Furton delineated the outcomes of the University's performance for the 2019 reporting year and proposed goals through 2022 in terms of the 10 Florida Board of Governors (BOG) Performance Based Funding Model metrics. He noted that while the University did not meet objectives related to the percent of bachelor's graduates employed and/or continuing their education further one year after graduation, FIU did improve from the prior reporting year. He explained that the University did not achieve the targets set pertaining to the median wages of undergraduates employed full-time one year after graduation. He pointed out the challenges relating to the limitations pertaining to the reporting data.

Provost Furton indicated that the average cost to the student for an FIU degree decreased by \$4,280. He explained that while the target relating to the six-year graduation rate was not achieved, there was an increase over the prior year. He indicated that the objective pertaining to the four-year graduation rate, which is a new BOG performance funding metric, was surpassed. He mentioned that while the University made significant gains in the academic progress rate, the objective pertaining to bachelor's degrees awarded in areas of strategic emphasis was not achieved. He explained that gains in this area are anticipated given the addition of new interdisciplinary degrees that are within areas of strategic emphasis. Provost Furton indicated that the objective relating to the University access rate was surpassed and that increased enrollment in business graduate degree programs is a contributing factor to the decrease in graduate degrees in areas of strategic emphasis. He described significant progress in the areas pertaining to bachelor's degrees awarded without excess hours and bachelor's degrees awarded to minorities.

Provost Furton provided an overview of the outcomes of the University's performance for the 2019 reporting year and proposed goals through 2022 in terms of the metrics relating to the BOG's preeminent funding. In response to Trustee Dean C. Colson's inquiry pertaining to the fall headcount enrollment by student type, Provost Furton explained that dual enrollment and distance learning students are included as part of total headcount numbers. Trustee Colson recommended that a footnote be included in the appropriate section of the Accountability Plan to explain factors that contribute to the slight increase through 2021 in headcount enrollment. Trustees engaged in a substantive discussion where Trustees concurred that a footnote be included wherever necessary in order to ensure consistency in messaging.

Provost Furton described the University's plan to improve the four-year graduation rate. He explained that the University has invested in enterprise-wide software to connect students to their coordinated support teams, which include faculty, advisors, tutors, and college-life coaches. He indicated that the University is using predictive analytics in the platform to quickly identify students who are not being successful and provide support or redirection pathways to help students find programs in which they can be successful. He also mentioned that the University has established an Emergency Aid Response Team to quickly respond to student requests for emergency aid. Provost Furton provided an overview of new degree programs for consideration for the 2019-20 academic year.

In response to Trustee Marc D. Sarnoff's inquiry, a discussion ensued regarding cost of attendance and possible financial aid packages.

Trustee Leonard Boord described the value of the data and proposed goals within the Accountability Plan, while noting the need for a cohesive report that responds to all constituencies that also reconciles the goals and messaging within the University and President's Performance Goals and Results, the University's strategic plan, and the Accountability Plan. In response to Trustee Boord's comments relating to the University's significant gains and projected growth in the area of patent production and the need to develop an office with a focus on commercialization, Provost Furton explained that a large patent portfolio is beneficial in leading to commercialization and revenue production. For an upcoming meeting of the Academic Policy and Student Affairs Committee, Trustee Boord requested an implementation plan for the University's patent inventory.

Trustee Gerald C. Grant, Jr. commended the University's efforts that have led to the progress that is described in the current Accountability Plan.

A motion was made and unanimously passed that the FIU Board of Trustees Governance Committee recommend that the Florida International University Board of Trustees (1) approve Florida International University's Annual Accountability Plan as provided in the Board materials and (2) delegate authority to the University President to perform finish editing as needed and to amend consistent with comments received from the Board of Governors (BOG).

G2. President's Management Review

Board Chair Puig noted that, as is required by BOG Regulation, she solicited input from BOG Chair Ned C. Lautenbach regarding President Rosenberg's annual performance evaluation. She added that Chair Lautenbach provided positive feedback in terms of the University's and President's performance.

Provost Furton presented the University and President's Performance Goals and Results Self-Evaluation Scorecard for the 2019 reporting year, providing an overview relating to the outcomes of the 10 BOG Performance Based Funding Model metrics. He indicated that the Scorecard demonstrates performance relative to the established goals and over the prior year's outcomes. Provost Furton noted that the University achieved and/or exceeded six of the 10 goals, explaining that while the University did not meet the objective relating to the six-year graduation rate, the objectives set for the four-year graduation rate were surpassed.

In terms of the metrics related to the six-year graduation rate and bachelor's degrees awarded in areas of strategic emphasis, Trustee Boord inquired as to new strategies that the University will pursue in order to effectuate positive change. President Rosenberg explained that the Interdisciplinary Studies degree provided languishing students with a path towards more speedy graduation and stated that new programs in areas of strategic emphasis are expected to yield improvements. He mentioned that the University redirected resources in order to focus on improving the four-year graduation rate, noting that the four-year graduation rate is one factor among the U.S. News & World Report Top-50 University ranking methodology. President Rosenberg described the University's efforts in terms of using data to drive efficiencies in assessments and the identification of roadblocks to student success, such as bottleneck courses. He also mentioned that 80-85% of University students are employed full-or part-time, stating that maintaining full-time employment may have a greater emphasis than timely graduation.

In response to Trustee Roger Tovar's inquiry, Senior Vice President for Academic and Student Affairs Elizabeth M. Bejar described the process by which data analytics has been used to identify at-risk students and that through one-on-one coaching and guidance, realistic options and alternative pathways were discussed. Vice President for Information Technology Robert Grillo explained that the University is in the process of developing artificial intelligence in terms of student self-advising where there will be access to tools and resources that determine the correct and quickest path towards graduation and what-if scenarios that map individualized four-year graduation plans based on intended interests. Trustee Sabrina L. Rosell indicated that she looks forward to working with the University's administration in order to create a more comprehensive connection point between academic and career advising.

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 2017-18 academic year.

Board Chair Puig noted that per Dr. Rosenberg's employment agreement, the Board could, in its discretion, annually award Dr. Rosenberg incentive compensation up to \$100,000 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.

President Rosenberg detailed the outcomes of the Presidential Incentive Goals for the 2019 reporting year, noting that the University far exceeded the established goals. He also presented an overview of other University accomplishments, highlighting significant gains in terms of national rankings. He explained that the University grew its faculty membership in the National Academies of Medicine, Engineering, and Inventors to 11, up from eight in the prior year. He described the University's expanded footprint in terms of FIU students and alumni working in Capitol Hill legislative offices and indicated that national leaders continue to count FIU among their must-see locales for dialogue on education, research, and other global issues. President Rosenberg delineated student-athlete success and provided an overview of the University's relief efforts following hurricanes Irma and Maria. He also stated that he co-chaired the National Academy of Sciences Roundtable on Systemic Change in Undergraduate STEM Education.

A motion was made and unanimously passed that the FIU Board of Trustees Governance Committee award President Rosenberg \$100,000 in incentive compensation for the 2019 reporting year.

G3. University and President's Performance Goals, 2019-20

G4. University and President's Incentive Goals, 2019-20

Provost Furton explained that the University and President's Performance Goals for the 2019-20 academic year are included in the Accountability Plan, which the Committee reviewed earlier in the meeting.

Provost Furton presented the University and President's Incentive Goals for the 2019-20 academic year for Committee review. Trustee Boord requested to include an additional goal pertaining to the

University's ranking among the SUS institutions relating to performance funding metrics, specifically to be ranked within the top four of all SUS institutions. Furthermore, Trustee Boord requested to increase the proposed goal relating to the number of licenses/options executed annually from six to 10.

Trustees engaged in a substantive discussion regarding Trustee Boord's recommendations. In response to Trustee Boord's inquiry pertaining to the 2019-20 Incentive Goal of \$71M in strategic plan annual gifts, Senior Vice President for University Advancement Howard R. Lipman explained that the Foundation Board carefully developed a multi-year fundraising plan with a target for each year moving forward. Sr. VP Lipman indicated that approximately \$46M has been raised towards the current year's fundraising goal of \$65M.

After further discussion, Trustees concurred to increase the proposed goal relating to the number of licenses/options executed annually from six to 10, to maintain the \$71M goal in terms of strategic plan annual gifts, and to include an additional goal pertaining to the University's ranking among the SUS institutions relating to performance funding metrics, specifically to be ranked within the top five of all SUS institutions.

A motion was made and unanimously passed that the FIU Board of Trustees Governance Committee recommend that the FIU Board of Trustees adopt the University and President's Performance Goals for the 2019-20 academic year as included in the Board materials.

A motion was made and unanimously passed that the FIU Board of Trustees Governance Committee approve the amended University President's Incentive Goals for the 2019-20 academic year to increase the proposed goal relating to the number of licenses/options executed annually from six to 10 and to also include a sixth goal reflecting that that the University will be ranked within the top five SUS institutions in regards to performance funding metrics.

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 Thursday, April 18, 2019 at 10:04 a.m.

Trustee Request:

For an upcoming meeting of the Academic Policy and Student Affairs Committee, Trustee Boord requested an implementation plan for commercialization of the University's patent inventory.

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

June 19, 2019

Subject: Direct Support Organizations Board Appointments

Proposed Committee Action:

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

Background Information:

On June 9, 2019, the Board of Directors of the Florida International University Foundation, Inc., a direct support organization (“DSO”) of Florida International University (the “FIU Foundation”), appointed certain new directors, and renewed the terms of certain current directors, all 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 such individuals to the FIU Foundation Board of Directors, as follows:

A. New Director Appointments for initial one-year terms (*FY 2019-2020*):

1. Carmel J. Barrau, MD, FACP
2. Noel Jesus Guillama-Alvarez
3. Robert Chadwick “Chad” Moss ‘94
4. Thomas “Gene” Prescott
5. Carlos Alberto Sabater, CPA ‘81

B. Renewal of Existing Director Appointments:

For three-year terms: (*FY 2019-2020, 2020-2021, 2021-2022*)

1. Stewart L. Appelrouth, CPA MS ‘80
2. Steven M. Berwick, CPA ‘74
3. Francisco Gonzalez, CPA ‘90
4. Michael A. Kappitt ‘92
5. Melvin “Mel” Kirk and Francisco Lopez, Jr., Esq. ‘96
6. Albert “Al” Lorenzo ‘74
7. Esther L. Moreno, Esq. ‘95
8. Jorge R. Villacampa

For two-year terms (*FY2019-2020, 2020-2021*)

1. Cristina di Mauro '01
2. Dr. Yolangel “Yogi” H. Hernandez Suarez
3. Jeffrey L. Horstmyer, MD
4. Robert M. Namoff '74
5. Marcel L. Navarro '93
6. Candido J. Viyella

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

- New Director Appointments for initial one-year terms
- Renewal of Existing Director Appointments

Facilitator/Presenter: Howard R. Lipman

Carmel J. Barrau, MD, FACP



Dr. Barrau has devoted his entire career to serving the medical and social needs of the community. Originally from Haiti, Dr. Barrau has practiced medicine for over 20 years and was the first Haitian American appointed to the Board of Medicine in Florida. Dr. Barrau is founder and president of Unihealth of South Florida, Inc., a group medical practice in Miami, Florida.

Dr. Barrau is President of the Association for Haitian Physicians Abroad (AMHE) S. Florida Chapter, and is one of the cofounders of the Herbert Wertheim College of Medicine at Florida International University (FIU). He received his doctorate from the University of Haiti Medical School and completed his residency at Jackson Memorial Hospital. He is the recipient of many honors and awards, including: 2016 Honoree for Healthcare, 2014 50 Most Powerful Black Business Leaders in South Florida, 2014 Black History Month Honoree, 2013 Medical Professional of the Year, and he is the first Haitian-American physician appointed to the Florida Board of Medicine.

Noel Jesus Guillama-Alvarez



Noel J. Guillama is a Cuban-American, entrepreneur and inventor based in south Florida. Since 2000, Mr. Guillama has served as the CEO of the Quantum Group of Companies, a healthcare technology and services company he founded with interest in health information systems, healthcare management, and most recently, in the healthcare eCommerce platform, which today is a separate company operating as MediXall Group, Inc.

Prior to entering the healthcare space, Mr. Guillama was a real estate broker, developer, and contractor. He directed the acquisition of numerous real estate ventures, and/or managed the construction of many residential, commercial, and institutional projects for well over a decade. Mr. Guillama currently maintains licensure as a real estate broker and certified building contractor in Florida.

Mr. Guillama attended Palm Beach State College, Palm Beach Atlantic University, and is a graduate of the Massachusetts Institute of Technology (MIT) Birthing of Giants entrepreneurship program, plus executive and leadership programs at Florida International University and the University of Georgia.

Mr. Guillama served on the FIU Foundation Board from 2002 to 2018, and as Chairman from 2010 to 2011.

Robert Chadwick “Chad” Moss, '94 BS



Mr. Moss serves as executive vice president at Moss & Associates, LLC, one of the southeast USA's largest privately held general contractors providing a variety of services including design/build, general construction, construction management and preconstruction consulting for commercial, institutional and residential projects. Mr. Moss manages multiple accounts, preconstruction, buyout, scheduling, contract management, billing, public relations, new project pursuits, and charity initiatives.

Prior to joining the family owned and operated Moss & Associates, he began his 20-year career as an assistant field engineer, project engineer, project manager, and account manager. Additionally, Mr. Moss serves as president of the Moss Foundation, a non-profit organization established to provide a platform for the community initiatives and partnerships he is involved with. Mr. Moss earned a B.S. in construction management from Florida International University.

Mr. Moss served on the FIU Foundation Board from 2010 to 2018.

Thomas “Gene” Prescott



Mr. Prescott is owner and president of The Biltmore Hotel, a luxury hotel in Coral Gables, Florida, and sole shareholder of Seaway Hotels Corporation (parent company). The Hotel, a National Historic Landmark, was developed by master designer of the City of Coral Gables, George E. Merrick, and architect Leonard Schultze.

In 1980, Mr. Prescott purchased the Sheraton Sand Key Resort, a 390 room beachfront property in Clearwater, Florida, and added the Alexander All Suite Hotel in 1994, which he sold in 2015. Mr. Prescott also owned the Staten Island Hotel in New York from 1994 to 2008. Additionally, he served as an officer and director at a number of publicly owned companies before striking off on his own by purchasing interests in a variety of business ventures. He is a Certified Public Accountant and was a management consultant in the United States and Italy for Olivetti.

Mr. Prescott served on the FIU Foundation Board from 2003 to 2018.

Carlos Alberto Sabater, CPA, '81 BAcc



Mr. Sabater has been the managing principal, Deloitte Americas region, since 2015. A senior partner of Deloitte in the US, he serves on the board of directors of Deloitte firms in the Caribbean and Bermuda Countries (CBC), Latin American Countries Organization (LATCO), and Mexico. He is also a member of Deloitte's Global Operating Committee.

Mr. Sabater joined Deloitte as a partner in 1981. After serving as the managing partner for the Deloitte US Florida office, he led the US Southeast region's audit practice, then the US National audit practice, and most recently, the Deloitte Global Audit business. Mr. Sabater is the recipient of many honors and awards, including:

2017 Top Ten Hispanic Executive Leaders, Distinguished Service Medallion; and 2004 Miami Dade Hall of Fame. Mr. Sabater earned a Bachelor's Degree in Accounting from Florida International University.

Mr. Sabater served on the FIU Foundation Board from 2003 to 2016.

Stewart L. Appelrouth, CPA MS '80



Stewart L. Appelrouth, a Certified Public Accountant, co-founded Appelrouth, Farah & Co., P.A. along with Carlos M. Farah in 1985. Today, the firm they established maintains its original vision of providing equal care and attention to its clients, be it an individual client or a large corporation. The firm's strength derives from Mr. Appelrouth's philosophy of accessibility and a hands-on approach. He is steadfast about maintaining a high-level of service, coupled with a direct line of contact to ensure personalized attention is given to each of the firm's clients. This is just one of the standards that sets Appelrouth, Farah & Co., P.A. apart from other large firms.

With over 30 years in the industry, Mr. Appelrouth is a seasoned professional, possessing an expansive repertoire of experiences in diversified areas of accounting and business advisory services. His practice areas are focused on litigation support, audit and assurance, fraud investigation, business valuation, and business and tax consulting. Mr. Appelrouth also regularly serves as an expert witness in Federal and Circuit Courts. Mr. Appelrouth is certified in Financial Forensics and Accredited in Business Valuation by the American Institute of Certified Public Accountants.

He is certified as a Forensic Accountant by the American College of Forensic Examiners, a Certified Family Law Mediator by the Supreme Court of Florida, a Certified Fraud Examiner by the Association of Certified Fraud Examiners, and a Certified Valuation Analyst by the National Association of Certified Valuation Analysts. Additionally, Mr. Appelrouth is a Fellow of the American Board of Forensic Accounting. Mr. Appelrouth currently serves on the Board of Directors of Hemispherx Biopharma, a public company engaged in the clinical development of new drug entities for treatment of seriously debilitating disorders. He is also Chair of the Audit Committee for Hemispherx. At Florida International University, Mr. Appelrouth serves on the Foundation Board of Directors, the President's Council of 100, the Law School Dean's Advisory Council and the Advisory Board for the College of Medicine. He is also an active supporter for the University of Miami, Beth David Synagogue, Alper JCC Miami, United Way, and Voices for Children.

Steven M. Berwick, CPA '74



Steven M. Berwick has been a member of Kaufman, Rossin & Co. since 1974 and serves as a principal in the Firm's audit and litigation practice. He has extensive experience in lost profit calculations, commercial damage models, professional malpractice matters, and expert witness testimony. He has testified in over 40 commercial litigation matters in the last ten years, and has qualified as an expert witness in various federal and state courts throughout the nation.

In addition, Steve leads the Firm's technology department, supporting the Firm's growth through innovations that meet the needs of professionals and clients. He was named Technology Leader of the Year (CTO) by the Greater Miami Chamber of Commerce in 2008. Steve is a Certified Public Accountant in the state of Florida and a member of the American Institute of Certified Public Accountants, the Florida Institute of

Certified Public Accountants, and the National Association of Certified Valuation Analysts (NACVA). He graduated from Florida International University with a Bachelor's degree in Accounting and now serves as Chairman of the FIU Foundation's Audit Sub-Committee.

Francisco Gonzalez, CPA '90



Principal in the Audit Department at Morrison, Brown, Argiz & Farra, LLC (MBAF), where he leads the Financial Institutions and SEC practices. Gonzalez provides audit, business consulting, litigation support and SEC compliance services to South Florida organizations in a wide range of industries including real estate, financial institutions, manufacturing, technology and telecommunications.

Prior to joining MBAF, Frank held positions responsible for the following at Arthur Andersen and KPMG: practice development, administration and coordination of audits of companies within the financial services, pharmaceuticals, telecommunications, information technology and manufacturing/distribution industries with operations in the Latin American, European, Caribbean and North American regions. Frank earned a bachelor's degree in

Accounting from FIU. He is CPA certified in Florida, Illinois, Kansas, and New York. He resides in Miami with his wife Maria.

Michael A. Kappitt '92



Michael Kappitt is the President of Carrabba's Italian Grill. Michael is responsible for leading the domestic operation and development of Carrabba's Italian Grill.

Mr. Kappitt previously served as Global Marketing Officer for Bloomin' Brands, where he lead the development and implementation of growth strategic and marketing across the portfolio of brands. He also served as the Chief Marketing Officer for Outback Steakhouse.

Prior to joining Bloomin' Brands in 2011, Mr. Kappitt spent nine years at Burger King where he served in multiple functions including business intelligence and strategy, consumer insights, performance analysis and concluded as Chief Marketing Officer for North America. he also spent more than 13 years working in a variety of leadership positions at Alamo and National Car Rental, including Revenue Management and Operations.

Michael holds a Bachelor of Accounting degree from Florida International University. In 2015, Mr. Kappit was inducted into FIU's College of Business Hall of Fame, receiving the "Innovation Award", which recognizes alumnus whose creativity, inventions, concepts, processes, or technology are advancing the way people work or live their lives.

Melvin “Mel” Kirk



Mel Kirk is Vice President and Chief Technology Officer for Ryder Systems, Inc., a Fortune 500 leader in transportation and supply chain solutions. Mr. Kirk is responsible for guiding the development and execution of policies and programs to optimize the performance of Ryder's 800 maintenance and repair centers in North America.

Mr. Kirk is a globally seasoned executive with 28 years of experience in multiple industrial segments, having led service businesses in the Security, Financial Services and Energy sectors. Mel joined Ryder System Inc., in March 2012 as Vice President, Quality Assurance focusing on the assessment of service center and repair technician

performance.

He has been invited to speak at conferences and meetings on leadership, operational excellence, diversity & inclusion and professional growth topics. Additionally, Mel has held various roles of increasing responsibility in industrial engineering, operations management and environmental engineering.

Mel, an Augusta, GA native, received a Bachelor of Science degree in Industrial Engineering from the University of Tennessee. He also holds an MBA from the Olin School of Business at Washington University, St. Louis, MO, where he was a fellow in the Consortium for Graduate Study in Management. Mr. Kirk was appointed to the Foundation Board of Directors at Florida International University in 2013. Mel has two daughters and currently resides in Miami, FL.

Francisco Lopez, Jr., Esq. '96



Frank Lopez is Executive Vice President and Chief Human Resources Officer for Ryder System, Inc., a FORTUNE 500® commercial fleet management, dedicated transportation, and supply chain solutions company. In this position, he is responsible for leading Ryder's Human Resources function, which includes talent management, recruiting, compensation and benefits, employee engagement, HR operations, and labor relations. Mr. Lopez is a member of Ryder's Executive Leadership Team.

Most recently, Mr. Lopez was Senior Vice President of Global Human Resources Operations, responsible for leading Ryder's global field Human Resources for the company's three divisions. In this role, he was also responsible for labor relations and HR operations. Mr. Lopez joined Ryder in 2002 as Senior Legal Counsel

handling labor & employment law. Since then, he has held a number of positions of increasing responsibility, including Assistant General Counsel, Group Director of HR and Labor Relations and Vice President of HR.

Prior to joining Ryder, he spent four years as an Attorney with the national law firm of Fisher & Phillips LLP.

Mr. Lopez has a strong record of building high performing teams and partnering with business leaders to develop talent strategies that drive business success in rapidly changing environments.

Mr. Lopez has a bachelor's in Political Science from Florida International University and a law degree from Emory University School of Law.

Albert Lorenzo '74



A member of FIU's inaugural baseball team and a heavy hitter in the South Florida community, Al Lorenzo has excelled in baseball, politics and championing FIU. Born in Havana, Lorenzo came to the United States when he was 10 years old. He played on the Hialeah High state championship baseball team and then walked on to FIU's Panthers team.

A first-generation college graduate, Lorenzo received his degree in business administration from FIU in 1974. He had a successful career in banking before transitioning to politics where he has advised government leaders at all levels. Lorenzo is a staunch supporter of his alma mater and among the top fundraisers for FIU Athletics. Lorenzo lives in Miami with his wife Maggie, daughter Michelle '03 (a second-generation FIU graduate) and son Albert Jr.

Esther L. Moreno, Esq. '95



Esther Moreno is a partner in the Corporate Practice Group at Akerman LLP. Esther has more than 15 years of experience advising public and private companies, with respect to securities transactions, disclosure and corporate governance matters, mergers and acquisitions and private equity transactions. Esther has represented public and private companies on numerous securities offerings, including equity offerings, high-yield and convertible debt offerings and Regulation S/offshore offerings. Esther has advised public companies on a broad range of securities disclosure and corporate governance issues, executive compensation matters, director responsibilities and fiduciary duties, investor relations, and stock exchange listing and compliance matters. Esther has also represented public and private companies on a variety of mergers and acquisitions and private equity transactions, including public company acquisitions, private company acquisitions and dispositions, strategic investments, going private transactions and the representation of special committees.

Esther earned her B.A. summa cum laude from Florida International University and her J.D. cum laude from Cornell Law School. She is presently very active with Florida International University in various voluntary capacities, including membership on the FIU Foundation's Board of Directors, the FIU English Alumni Leadership Board and the FIU Dean's Advisory Board for the College of Arts and Sciences.

Jorge R. Villacampa



Jorge Villacampa is the Area President for Wells Fargo for Miami-Dade and Monroe Counties overseeing the administration of 50 banking stores and over 800 team members. Through his 30+ years in the banking business he has held several different positions within Wells Fargo and its predecessors including: Asset Based Lending, Commercial Banking and Branch administration. In 1991 he was named City Executive for Miami-Dade and Monroe counties by Southeast Bank and since then has concentrated his banking career in Retail Banking. From 1997 through 2008 he was the Consumer Bank Director for Miami-Dade and Monroe for Wachovia. In this role, Villacampa's responsibility entailed the management of the bank's retail operations, including small business and private banking.

Villacampa is a graduate of Waynesburg University and The American Bankers Association Commercial Graduate Lending School at the University of Oklahoma. An active member of the community, in 2013 was selected Father of the Year by the Father's Day Council and the American Diabetes Association; in 2015 Villacampa was selected as one of the 12 Good Men by the Ronald McDonald Charities. He is currently Co-Chair for the Executive Committee for The Community Partnership for the Homeless and is Treasurer and member of the Executive Committee for United Way of Miami-Dade. In addition, he serves on the Board of Trustees of Goodwill Industries, and the Boards of the Florida International University (FIU) Dean's Council, and FIU Foundation, where he co-chairs the Membership Committee. He has held numerous past leadership positions with South Florida nonprofits, including the Greater Miami Chamber of Commerce and the City of Coral Gables' Budget and Audit Advisory Board. Villacampa and his family reside in Coral Gables.

Cristina di Mauro '01



Ms. Cristina di Mauro has been Senior Executive Vice President and Commercial Line of Business Executive for Florida at BankUnited, National Association since January 2019. She is responsible for BankUnited, National Association's commercial banking business in Florida and New York as well as its international trade services unit.

Ms. Di Mauro has been Senior Executive Vice President and Florida Commercial Banking Executive at BankUnited, Inc. since March 2017. Ms. Di Mauro served as an Executive Vice President at BankUnited, Inc. since July 18, 2013 until March 2017. Ms. Di Mauro is in charge of commercial lending for all of Florida and global trade services. She joined BankUnited in 2009 as senior vice president; she has worked in the banking industry for 13 years. In her new role, she oversees commercial lending, corporate banking and syndications throughout Florida. She also manages the international department, which provides trade-related services for all areas of BankUnited.

Dr. Yolangel H. Hernandez Suarez



Dr. Yolangel ("Yogi") Hernandez Suarez is the Chief Executive Officer for Florida International University (FIU) Health Care Network, Associate Dean for Graduate Medical Education and Associate Professor of Obstetrics and Gynecology at FIU Herbert Wertheim College of Medicine. Dr. Hernandez Suarez has spent a career building bridges among hospitals, academia and the community to create value for systems, patients and learners. Born and raised in New York City, she attended Swarthmore College and the Johns Hopkins University School of Medicine. She trained in Obstetrics and Gynecology at the University of Iowa Hospital and Clinics. She holds a Master of Business Administration with specialization in Health Administration and Policy from

the University of Miami School of Business.

Dr. Hernandez Suarez has lived in Miami since 1992. She ran a successful OB/GYN practice for over a decade at Mount Sinai Medical Center and spent several years on the faculty at the University of Miami Miller School of Medicine teaching residents and students. Dr. Hernandez Suarez has spent the latter part of her career in physician leadership and development, recently serving as Chief Administrative Officer of Ambulatory Services at Jackson Health System. She has been with FIU since January 2010. In her current role as CEO for FIU Health, she has oversight of the emerging clinical enterprise of FIU's Academic Health Center.

Dr. Hernandez Suarez is the Founding Chair of the Miami-Dade Health Action Network and a 2008 National Public Hospital Fellow "Future Leader of Public Hospitals." She served on the leadership committee of the historic \$14M CDC grant received by Miami-Dade County "Communities Putting Primary Care to Work." She was named one of South Florida's Most Influential Business Women in 2012 by *South Florida Business Journal*. Most recently she was selected 2014 AXA Businesswoman of the Year in the Healthcare division.

Jeffrey L. Horstmyer, Md



Dr. Jeffrey L. Horstmyer, MD served as the President of Medical Staff and Chief of the Division at Neurology of Mercy Hospital Inc. Dr. Horstmyer is a longstanding senior attending physician at Mercy Hospital who has served the Miami area for over 14 years. He Founded The MS Center of Miami and also serves its Medical Director. He serves as Founding Chairman and Member of the Department of Neurology - Herbert Wertheim College of Medicine at Florida International University. He serves as a Member of Advisory Board of HealthCare.com, Inc.

He serves as a Trustee of Mercy Hospital Inc. In 1994, he joined Dr. Raul Lopez in the private practice of Lopez & Horstmyer, M.D., P.A. He serves on the Board of Directors of Florida International University and Chairman of Florida International University Council of 100. He serves as Chairman of the board of directors of the MS Centers of Florida Foundation. For more than 11 years, Dr. Horstmyer has provided free neurological care to homeless patients through the Camillus Health Concern and the St. John Bosco Clinic. He is also a Founding Member of the Florida International University Medical School Committee, which is attempting to establish a new state medical school in Miami. Dr. Horstmyer serves as Chairman of the Emergency Room Committee at Health South Doctors Hospital and a Member of the Professional Advisory Committee of the National Multiple Sclerosis Society's South Florida Chapter. He serves as a Director of United Home Care Services Inc.

He is a Diplomat of the American Academy of Neurology and a member of the American Association of Electro-diagnosis Medicine, American Association for the Advancement of Science, New York Academy of Science, Undersea and Hyperbaric Medical Society and American Epilepsy Society. He has received the Volunteer Award from the Penalver Clinic and has been recognized for providing free neurological care to the homeless and indigent patients at Camillus House and San Juan Bosco Clinic. He was honored with the National Multiple Sclerosis Leadership Award and was voted one of South Florida's top doctors in Miami Metro magazine. Dr. Horstmyer is a board certified neurologist and a graduate of Emory University earning a bachelor of business administration in finance. He received his doctorate of medicine from the University of Miami School of Medicine. Dr. Horstmyer completed his medical training at Jackson Memorial Hospital, during which he was appointed the chief resident of neurology. He completed his fellowship in neuromuscular neurology and electro-neurophysiology at the University of Miami.

Robert M. Namoff '74



Mr. Namoff received his bachelor's degree in Marketing from Florida International University. He also served as a commissioner on the Florida Transportation Commission from 2000-2006, overseeing FDOT budget for 1.6 billion. Also served as a director of Commercial Bank of Florida 1991-2006. He currently serves as Chairman of the Board of Allied Universal Corporation, the largest producer of Sodium Hypochlorite

(bleach) in the Southeastern United States. The company supplies bleach, packaged gases and other chemicals for treatment of potable and waste water, industrial and swimming pool water.

Mr. Namoff community service includes a contributor to the Children's Resource Center in Miami, current member on the West Kendall Baptist Hospital Board, Sponsor and annual walk organizer for the Crohn's & Colitis Foundation and to the Hibiscus Children's Center in Vero Beach as well as the, Alzheimer's Association of Brevard County.

Mr. Namoff is also a current commercially rated airplane and helicopter pilot.

Marcel L. Navarro '93



Principal of MMG Equity Partners, a privately-owned full-service real estate development company focused on long-term ownership, management, development, and acquisition of commercial properties throughout South Florida. Mr. Navarro has an accounting degree from Florida International University and a MBA from the University of Miami. Prior to MMG Equity Partners, he served as Chief Financial Officer of Navarro Discount Pharmacies, a \$350 million retail drug chain in South Florida. Mr. Navarro became a Member of the FIU Foundation Board of Directors in September 2008. He is married to Susana Navarro and they reside in Miami.

Candido J. Viyella



Candido Viyella serves as Executive Director at Morgan Stanley Private Wealth Management, a division of Morgan Stanley Smith Barney LLC. Mr. Viyella joins Morgan Stanley Private Wealth Management from UBS where he spent nine years, most recently as Managing Director and a member of the Global Circle of Excellence and the Chairman's Council. Prior to UBS, for nine years, he was a Senior Vice President at Prudential Securities. Mr. Viyella is involved in several community organizations in Miami where he resides with his wife and three children.

THE FLORIDA INTERNATIONAL UNIVERSITY
BOARD OF TRUSTEES
Governance Committee

June 19, 2019

**Subject: Amendments to Employment Agreement for President Mark B. Rosenberg,
for 2020-2021 Term**

Proposed Committee Action:

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 2020-2021 Term, as described in the attached 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.

Background Information:

Florida Board of Governors’ (the “BOG”) Regulation 1.001(5)(a), University Board of Trustees Powers and Duties, provides that: “Each board of trustees shall provide for the establishment of the personnel program for all the employees of the university, including the president, which may include but is not limited to: compensation and other conditions of employment....”

BOG Regulation 1.001(5)(c) provides, in relevant part, that “Renewals of presidential employment contracts shall be subject to confirmation by the Board of Governors and shall be limited to one-year terms.”

Florida Statute 1001.706(6)(a) provides that the BOG shall confirm the presidential selection and reappointment by a university board of trustees as a means of acknowledging that system cooperation is expected.

Section 3.3 of the current Employment Agreement, as amended, between the Board of Trustees and President Rosenberg provides for any contract extension to be formalized in an agreement no later than October 1, 2019.

Upon the BOT’s approval, FIU Foundation approval of its funding obligations will be obtained. Additionally, BOG approval of the re-appointment of President Rosenberg will be sought; currently it is contemplated to be on the BOG’s August meeting agenda.

Supporting Documentation: Term Sheet

Facilitator/Presenter: Claudia Puig

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Florida International University
One Year Extension to Employment Agreement
For President Mark B. Rosenberg
Current Term: 2014-2020
Proposed Extension Term: 2020-2021

Description:		Proposed Terms	
Term of Contract		<u>Change.</u> One year extension of the term, from August 3, 2020 to August 3, 2021 ("Term").	
Compensation:			
Annual Base Salary		<u>Unchanged.</u> Base salary is fixed at \$502,578.63 since October 2013 and includes opportunity for potential increases determined in discretion of Board (no automatic increases).	
Annual Incentive Bonus		<u>Change.</u> Increases potential performance bonus amount awardable in 2019-20 and thereafter up to \$150,000, and <u>otherwise unchanged.</u> Up to \$100,000 awardable in 2018-19, as per current contract. (\$100,000 awarded in April 2019 BOT meeting.) Special criteria for bonus consideration (separate from regular annual performance evaluation goals). President Rosenberg must remain in position at time of award except for any award for the final year of the Term which shall be paid no later than June 15, 2022 (following consideration by the BOT of the Accountability Plan under the new Board of Governors timeline and process).	
Benefits/Expenses:			
Annual Retirement Supplement		<u>Unchanged.</u> Payment of \$80,000 annually as a retirement supplement, no later than each December 31st, provided that President Rosenberg continues in employment as President in good standing as of December 15th immediately prior to the time scheduled for each annual payment.	
All Other Miscellaneous Monetary Benefits		<u>Unchanged.</u> Includes car allowance, club membership initiation fee, premiums for long-term care insurance or other insurance, physical exams, relocation expenses.	
Retention Bonus		<u>Change.</u> Added retention bonus of \$50,000 earned as of August 3, 2021. (President Rosenberg will receive payment of the \$100,000 retention bonus in current contract on August 3, 2019 (expiration of original term)). Retention bonus payments are conditioned on President Rosenberg being employed as President in good standing on the date earned.	
Provisions Upon Expiration of Term as President:			
One-Year Research Leave Upon Expiration of		<u>Unchanged.</u> The current contract provides for a one-year research leave at the then-current annual President salary level at the	

Description:	Proposed Terms
Term at President Pay Level; Earned As of Expiration of Current Term (August 3, 2019), subject to conditions.	expiration of the original term (i.e., August 3, 2019). The one year research leave is considered earned as of August 3, 2019, even if the contract terminates prior to the expiration of the Term (i.e., August 3, 2021), as long as President Rosenberg has remained in good standing through to the effective date of termination.
Benefits Following Research Leave	<u>Unchanged.</u> Faculty position considered earned as of August 3, 2019, even if the contract terminates prior to the expiration of the Term (August 3, 2021), as long as President Rosenberg has remained in good standing through to the effective date of termination. For the 3 years following research leave, if faculty duties under 12-month faculty appointment maintained, (i) annual base salary shall be at 75% of the last annual President base salary level, (ii) eligible for \$30,000 annual research stipend, (iii) provided support of a .75 FTE staff assistant within the salary range of other FIU staff assistants, (iv) receives "University Professor" title, and (v) teaching load reduced. After this 3 year period, if President Rosenberg wishes to continue his faculty appointment, the Board Chair in consultation with the applicable Dean shall determine his salary and stipend following negotiation with President Rosenberg in an effort to seek mutual agreement.
Post-presidency Office Space with Computer, Phone and Current Furniture Specified	<u>Unchanged.</u> President Rosenberg will be assigned Office 623B in the Green Library for use during his research leave and duration of his tenure at FIU, so long as he remains in good standing with the University, as determined by the Board Chair, and subject to events of force majeure, renovations to the office or building and other similar causes that require the office space to be temporarily or permanently unavailable. If the office space becomes temporarily or permanently unavailable, reasonably similar alternative office space will be provided in the same or nearby building on the same campus.
President Emeritus Title	<u>Unchanged.</u> Upon termination of his service as President, President Rosenberg shall be entitled to receive the title of President Emeritus. The Board will consider a resolution to grant President Emeritus status upon termination of the Term or reasonably soon thereafter.
Other:	
Severance Pay	<u>Unchanged.</u> Unchanged from current contracts with FIU and FIU Foundation.
Future Extensions	<u>Change.</u> Date by which President Rosenberg and Chair meet to discuss interest in extension changed to June 30, 2020 from June 30, 2019; if extended, date for finalization of formal agreement changed to October 1, 2020 from October 1, 2019. This is consistent with current contract and last year's amendment.

Approval Process and Execution of Amended Contract	<u>Unchanged.</u> Agreement on all terms is conditioned upon obtaining FIU Board approval of terms, FIU Foundation approval of its funding obligation, and approval of the extension by the Board of Governors, and upon mutual execution of a contract document consistent with this Term Sheet.
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