



FLORIDA INTERNATIONAL UNIVERSITY

BOARD OF TRUSTEES

FULL BOARD MEETING

FIU, Modesto A. Maidique Campus, Graham Center Ballrooms

Livestream: <http://webcast.fiu.edu/>

Thursday, March 3, 2022

2:00 PM

or

Upon Adjournment of Previous Meeting

AGENDA

- | | |
|---|-----------------------------|
| 1. Call to Order and Chair's Remarks | Chair Dean C. Colson |
| 2. Public Appearances | Dean C. Colson |
| 3. Foundation Report | Humberto Cabañas |
| 4. President's Report | Kenneth A. Jessell |
| 5. Action Items – Consent Agenda | Dean C. Colson |
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- BT1. Minutes, December 8, 2021
 - BT2. Minutes, January 21, 2022
 - AC2. Proposed Regulation FIU-117 Fraud Prevention and Detection
 - AC3. Proposed Revisions to Audit and Compliance Committee Charter
 - FF1. Review of Test Preparation Fee, College of Law
 - FF2. Approval of Contract #PUR-04918 with Amazon.com Services LLC.
 - FF3. Amendment to Signature Authority – Authorization to Sign Checks for the University
 - AP1. Tenure as a Condition of Employment Nominations
 - AP2. Proposed Amendment to Regulation FIU-406, Foreign Student Admissions
 - AP3. Proposed Amendment to Regulation FIU-105, Sexual Harassment (Title IX) and Sexual Misconduct

5. Action Items – Consent Agenda *(Continued...)*

- AP4. Program Termination of the Bachelor of Arts in Geography
- AP5. Program Termination of the Bachelor of Arts in Sociology
- AP6. New Program Proposal: Bachelor of Arts in Global Languages, Cultures and Literatures
- G2. Ratification of Designation of Interim Senior Management Official and Delegation to Key Management Personnel
- G3. Proposed Revisions to the Florida International University Bonus Plan
- G4. Proposed Revisions to Florida International University Board of Trustees Conflict-of-Interest Policy and Form
- G5. Direct Support Organizations Board Appointments

6. Action Items

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| AC1. Performance Based Funding and Emerging Preeminence Metrics | Carlos A. Duarte |
| A. Performance Based Funding and Emerging Preeminence Status – Data Integrity Certification | |
| B. Audit of Performance Based Funding and Emerging Preeminent Metrics Data Integrity | |
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G1. Employment Agreement for Interim President Kenneth A. Jessell |
Dean C. Colson |

7. Status Reports, Board Committees

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| ▪ Audit and Compliance Committee Report | Carlos A. Duarte |
| ▪ Finance and Facilities Committee Report | Roger Tovar |
| ▪ Academic Policy and Student Affairs Committee Report | Natasha Lowell |
| ▪ Strategic Planning Committee Report | Marc D. Sarnoff |
| ▪ Governance Committee Report | Dean C. Colson |

8. Investigation Report	Dean C. Colson
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9. Election of Officers	Dean C. Colson
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10. Presidential Search Update	Dean C. Colson
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| 11. Delegation to the Governance Committee to select the Executive Search Firm | Dean C. Colson |
| 12. New Business <i>(If any)</i> | Dean C. Colson |
| 13. Concluding Remarks and Adjournment | Dean C. Colson |

**THE FLORIDA INTERNATIONAL UNIVERSITY
BOARD OF TRUSTEES**

March 3, 2022

Subject: Approval of Minutes of Meeting held December 8, 2021

Proposed Board Action:

Approval of Minutes of the FIU Board of Trustees, Full Board meeting held on December 8, 2021, at the FIU, Modesto A. Maidique Campus, Graham Center Ballrooms and via Zoom.

Background Information:

Board members will review and approve the Minutes of the FIU Board of Trustees, Full Board meeting held on December 8, 2021, at the FIU, Modesto A. Maidique Campus, Graham Center Ballrooms and via Zoom.

Supporting Documentation: Minutes: Full Board Meeting, December 8, 2021



Full Board

December 8, 2021

FIU, Modesto A. Maidique Campus, Graham Center Ballrooms and via Zoom

MINUTES

1. Call to Order and Chair's Remarks

Board Chair Dean C. Colson convened the meeting of the Florida International University Board of Trustees at 1:07 p.m. on Wednesday, December 8, 2021.

General Counsel Carlos B. Castillo conducted roll call of the Florida International University Board of Trustees and verified a quorum. Present were Dean C. Colson, *Board Chair*; Roger Tovar, *Board Vice Chair*; Cesar L. Alvarez; Jose J. Armas; Carlos A. Duarte; Donna J. Hrinak; Natasha Lowell; Gene Prescott; Joerg Reinhold; Chanel T. Rowe (*via Zoom*); Alexander Rubido; Marc D. Sarnoff; and Carlos Trujillo.

Board Chair Colson welcomed all Trustees and members of the University administration. He welcomed Trustees participating via Zoom and the University community accessing the meeting via the webcast.

Board Chair Colson commented on the recent Florida Board of Governors Trustee Summit. He remarked on upcoming events, including the President's holiday celebration for faculty and staff scheduled for later in the day, fall commencement ceremonies, FIU Day scheduled for February 16, 2022, and the Food Network & Cooking Channel South Beach Wine & Food Festival Presented by Capital One (SOBEWFF®) scheduled from February 24 to 27, 2022.

Board Chair Colson presented each member of the Board with the following books: *From Incremental to Exponential: How Large Companies Can See the Future and Rethink Innovation* by Vivek Wadhwa, Ismail Amla, and Alex Salkever; *American Happiness and Discontents: The Unruly Torrent, 2008-2020* by George F. Will; *Arguing with Zombies: Economics, Politics, and the Fight for a Better Future* by Paul Krugman; and *Rescuing Socrates: How the Great Books Changed My Life and Why They Matter for a New Generation* by Roosevelt Montas.

2. Public Appearances

There were no public appearances.

3. Foundation Report

Senior Vice President for Advancement Howard R. Lipman provided a fundraising update, noting that 98% towards the \$750M goal has been raised. He presented the philanthropy to cash reconciliation, noting \$10M in total cash was received with \$52M in total philanthropy. He reported that as of October 31, 2021, the Foundation's total investment portfolio stands at approximately

\$454M and that the Total Managed Assets returned 2.08%. He reported on major gifts, specifically the \$1M cash gift from Maximo Alvarez in honor of Monsignor Bryan O. Walsh, \$500K from PayCargo LLC to support programs in the College of Business, and \$285K from Silvana Massolo '04 to establish the Silvana Massolo Entrepreneurs Grant Endowment. He indicated that the Foundation has engaged the Maude Group to help define the visitor experience for the University's alumni center. He provided a timeline and presented design concept renderings for the University's Hotel, Conference, and Alumni Center.

4. President's Report

President Rosenberg commented on the upcoming commencement ceremonies. He introduced FIU's new athletic director, Scott Carr, noting that AD Carr joined FIU on December 1, 2021 and previously served as deputy and interim athletic director at the University of Central Florida. AD Carr shared his vision for FIU athletics.

President Rosenberg remarked that the College of Engineering and Computing has received a \$3M three-year grant from the U.S. Department of Energy to lead an initiative to prepare minority students for careers with national security entities. He indicated that FIU was named a Fulbright Hispanic-Serving Institutions Leader by the U.S. Department of State's Bureau of Educational and Cultural Affairs. He announced that Mr. George Corton was recently promoted to Vice President of Development and Innovation Philanthropy. President Rosenberg remarked that Dr. Annellys Hernandez, assistant professor at the Herbert Wertheim College of Medicine, is one of 52 physicians chosen nationwide to participate in a new program focused on addressing disparities in treatment protocols. President Rosenberg mentioned that Construction Management Professor, Nipesh Pradhananga, was awarded two grants on worker safety from U.S. Department of Labor. He commented that the University received a \$2.5M grant from the U.S. Small Business Administration's Community Navigator Pilot Program.

President Rosenberg pointed out that FIU Business has been ranked No. 1 in the world for real estate research productivity by the Journal of Real Estate Literature. He indicated that FIU's Chaplin School of Hospitality and Tourism Management partnered with Sandals Resorts International and The University of the West Indies (UWI) to create the Gordon "Butch" Stewart International School of Hospitality and Tourism. He stated that the College of Business has introduced a Luxury Incubator MBA Project course that will teach luxury product marketing. He mentioned that the Association of American Law Schools has named FIU Law's Path to the Legal Profession program the recipient of its Programmatic Change-Maker Award, adding that said award recognizes programs that have created structural and systemic change to increase access to legal education and diversify the legal profession. President Rosenberg remarked that Bentley Walker is the first Panther ever to be named a finalist for the internationally recognized Rhodes Scholarship. He indicated that the John S. and James L. Knight Foundation will invest \$2.25M in CodePath to expand its programming at FIU. He further stated that the 10th anniversary of Give Miami Day was FIU's most successful yet, noting that the University received a record \$215,043 from 352 donors over the course of Give Miami Day 2021. President Rosenberg conveyed the importance of each Board member's contribution to the capital campaign.

President Rosenberg introduced members of the FIU School of Music Concert Choir, who under the direction of Dr. Erynn Millard with Dr. Vindhya Khare, performed two musical selections.

5. Action Items – Consent Agenda

Chair Colson indicated that the Audit and Compliance Committee recommended approval by the Board of action item AC1, that the Finance and Facilities Committee recommended approval by the Board of action items FF1-FF3, and that the Academic Policy and Student Affairs Committee recommended approval by the Board of action items AP1-AP5 contained in the Consent Agenda.

Board Chair Colson indicated that in addition to the Committee action items, the Consent Agenda includes the Minutes of the Full Board meeting that occurred on September 14, 2021. He added that said Minutes include a copy of the Form 8A Memorandum of Voting Conflict For State Officers completed by Trustee Marc D. Sarnoff, as required by Florida law. He remarked that, at the September 14, 2021 Board of Trustees meeting, Trustee Sarnoff verbally disclosed a voting conflict during the Finance and Facilities Committee and Full Board meetings prior to participating and voting on the action item described, in part, as “Approval of the execution of a Sublease Agreement with the Knight Foundation”. Board Chair Colson mentioned that, as reflected by the copy of the Form 8A, Trustee Sarnoff, on September 14, 2021, completed the required form and thereafter timely filed it with the Board of Trustees office.

At the request of Board Chair Colson, General Counsel Castillo read the following into the record:

“I, Marc Sarnoff, hereby disclose that on 9/14/21, 2021:

(a) A measure came or will come before my agency which

X inured to the special gain or loss of Ponta Gadea Biscayne, LLC, by whom I am retained;

(b) the measure before my agency and the nature of my conflicting interest in the measure is as follows:

I and my Firm represent Ponta Gadea Biscayne, LLC. Ponta Gadea Biscayne, LLC is the landlord of the same office space that is the subject of a proposed sublease between the tenant, John S. James Knight Foundation, Inc. and FIU as a subtenant. On Sept. 14, 2021, the FIU Board of Trustees Finance and Facilities Committee (FFC), on which I serve, voted on whether to recommend the sublease for approval and the BOT full Board voted to approve the sublease. I verbally disclosed my conflict at both the FFC and full board meetings prior to any discussion or vote on the sublease.”

A motion was made and unanimously passed to accept the Consent Agenda, and members of the Board unanimously approved the following actions:

- **BT1. Minutes, September 14, 2021** - Approval of Minutes of the FIU Board of Trustees, Full Board meeting held on September 14, 2021.
- **AC1. External Program Review of the Florida International University Compliance Program, 2021** - Approve the External Program Review of the Florida International

University Compliance Program (the “External Program Review”) and authorize the submission of the External Program Review to the Florida Board of Governors.

▪ **FF1. FIU Direct Support Organizations Financial Audits, FY 2020-2021**

A. Florida International University Foundation Inc. - Accept the Florida International University Foundation, Inc. Financial Audit for the 2020-21 Fiscal Year and authorize the CEO of the Florida International University Foundation, Inc. to take all actions necessary pertaining to this Financial Audit, including filing the report with the Auditor General.

B. Florida International University Research Foundation Inc. - Accept the Florida International University Research Foundation, Inc. Financial Audit for the 2020-21 Fiscal Year and authorize the President of the Florida International University Research Foundation, Inc. to take all actions necessary pertaining to this Financial Audit, including filing the report with the Auditor General.

C. Florida International University Athletics Finance Corporation - Accept the Florida International University Athletics Finance Corporation Financial Audit for the 2020-21 Fiscal Year and authorize the Executive Director of the Florida International University Athletics Finance Corp. to take all actions necessary pertaining to this Financial Audit, including filing the report with the Auditor General.

D. Florida International University Academic Health Center Health Care Network Faculty Group Practice, Inc. - Accept the Florida International University Academic Health Center Health Care Network Faculty Group Practice, Inc. Financial Audit for the 2020-21 Fiscal Year and authorize the President of the Florida International University Academic Health Center Health Care Network Faculty Group Practice, Inc. to take all actions necessary pertaining to this Financial Audit, including filing the report with the Auditor General.

- **FF2. Authorization to Select a Construction Manager for the Trish and Dan Bell Chapel and East Loop Road Realignment -** Authorization to select a Construction Manager for the Trish and Dan Bell Chapel and East Loop Road Realignment (“Project”) and delegate to the University President the authority to negotiate and enter into the contract on behalf of the University.
- **FF3. Engineering Building Phase I—Second Amendment to Prior Budget Approval -** Approval of the request to expand the size and budget of Engineering Building Phase I from the currently approved budget of \$63.4 million to \$75.4 million, including \$15 million in subsequent build-out of shell space for research laboratories from Sponsored Research Overhead Funds, to accommodate updated programmatic and space needs and shell space for sponsored research.
- **AP1. Tenure as a Condition of Employment Nomination -** Approval of one (1) candidate for Tenure as a Condition of Employment as specified in the Board materials.

- **AP2. New Program Proposal: Master of Business Administration in Cybersecurity Risk Management** - Approve the Master of Business Administration in Cybersecurity Risk Management (CIP 11.0501) new program proposal.
- **AP3. New Program Proposal: Limited Access Bachelor of Science in Public Health** - Approve the Limited Access Bachelor of Science in Public Health (CIP 51.2201) new program proposal.
- **AP4. Florida International University HB 1261 Career Planning Requirement Implementation Plan** - Approval of (1) Florida International University's House Bill 1261 Career Planning Requirement Implementation Plan as provided in the Board materials and (2) delegation of authority to the University President to perform finish editing as needed and to amend consistent with comments received from the Board of Governors.
- **AP5. Updated Exclusion Resolution** - Adopt a Resolution that updates the exclusion of the named members of the FIU Board of Trustees from the requirements for a personnel security clearance.

6. Status Reports, Board Committees

Board Chair Colson mentioned that the following Committees met earlier in the day: Audit and Compliance; Finance and Facilities; Academic Policy and Student Affairs; Strategic Planning; and External Relations.

7. New Business

No new business was raised.

8. Concluding Remarks and Adjournment

With no other business, Board Chair Dean C. Colson adjourned the meeting of the Florida International University Board of Trustees Full Board on Wednesday, December 8, 2021, at 1:57 p.m.

Dean C. Colson
Chair
FIU Board of Trustees

Mark B. Rosenberg
Corporate Secretary
FIU Board of Trustees

**THE FLORIDA INTERNATIONAL UNIVERSITY
BOARD OF TRUSTEES**

March 3, 2022

Subject: Approval of Minutes of Emergency Meeting held January 21, 2022

Proposed Board Action:

Approval of Minutes of the FIU Board of Trustees, Emergency meeting held on January 21, 2022, via Zoom.

Background Information:

Board members will review and approve the Minutes of the FIU Board of Trustees, Emergency meeting held on January 21, 2022, via Zoom.

Supporting Documentation: Minutes: Emergency Meeting, January 21, 2022



**Emergency Meeting
January 21, 2022
via Zoom**

MINUTES

1. Call to Order and Chair's Remarks

Board Chair Dean C. Colson convened the Emergency Meeting of the Florida International University Board of Trustees at 4:07 p.m. on Friday, January 21, 2022.

General Counsel Carlos B. Castillo conducted roll call of the Florida International University Board of Trustees and verified a quorum. Present were Dean C. Colson, *Board Chair*; Roger Tovar, *Board Vice Chair*; Cesar L. Alvarez; Jose J. Armas; Carlos A. Duarte; Donna J. Hrinak; Natasha Lowell; Gene Prescott; Joerg Reinhold; Chanel T. Rowe; Alexander Rubido; Marc D. Sarnoff; and Carlos Trujillo.

Board Chair Colson explained that the University community and general public were accessing the Zoom meeting via the FIU webcast.

Board Chair Colson stated that the Board's Bylaws provide that the Board Chair may allow an item to be presented to the Full Board without prior consideration by a Board committee when circumstances warrant.

Board Chair Colson explained that the Board's Bylaws, namely, section 6.4 (Emergency Meetings), provide that meetings of the Board may be held for the purpose of acting on emergency matters affecting the University or public health, safety, or welfare. He pointed out that, as per the Board's Emergency Meeting procedures, notice of the Emergency Meeting was posted on the Board's website and forwarded to major newspapers of general circulation.

2. Action Item

BT1. Appointment of Dr. Kenneth A. Jessell as Interim President of Florida International University

Board Chair Colson explained that Trustees were briefed on the matter, adding that earlier in the afternoon, he received and accepted Dr. Mark B. Rosenberg's resignation, effective January 21, 2022.

Board Chair Colson commented that Board of Governors (BOG) Regulation 1.002 (Presidential Search and Selection) makes provision for the appointment of an interim president and provides, in pertinent part, that in the event that a board of trustees selects an interim president, such selection is subject to confirmation of the candidate by the Board of Governors. He added that if it is determined by the Board of Trustees to be in the best interests of the University, the interim

president selected by the Board of Trustees may be delegated full authority to serve as the interim president during the period prior to confirmation by the BOG. Board Chair Colson stated that if continued service as interim president requires confirmation by the BOG, the candidate selected by the Board of Trustees shall be required to appear before the BOG at the meeting where confirmation will be considered. He further stated that such meeting will be held as soon as practicable to ensure a timely transition.

Board Chair Colson remarked on speaking with Senior Vice President of Administration and Chief Financial Officer Kenneth A. Jessell, and subsequently nominated Sr. VP and CFO Jessell to serve as Interim President of the University. Board Chair Colson explained that it is in the best interests of the University that Dr. Jessell be delegated the full authority to serve as the Interim President pending confirmation of his appointment by the BOG.

Board Chair Colson explained that Dr. Jessell has served as the Senior Vice President for Finance and Administration and Chief Financial Officer at FIU since July 2009. Board Chair Colson provided an overview of Dr. Jessell's 26-year career at Florida Atlantic University (FAU). Board Chair Colson added that Dr. Jessell served in several key leadership positions, including Interim University Provost, Interim Vice President for University Advancement and Executive Director of the FAU Foundation, Associate University Provost, and Associate Dean in the College of Business Administration.

Trustees voiced their support of Dr. Jessell serving as Interim President of Florida International University.

A motion was made and unanimously passed that Dr. Jessell be appointed Interim President of the University and that because it is in the best interests of the University, that he be delegated, consistent with Regulation 1.002 of the Board of Governors, full authority to serve as the Interim President pending confirmation of his appointment by the Board of Governors.

Interim President Jessell thanked the Board of Trustees for the opportunity to serve as University President, remarking on his appreciation to the Board and commitment to serve FIU's students, faculty, staff, and alumni to the best of his ability.

3. Concluding Remarks and Adjournment

Board Chair Colson read the following excerpt from his January 21, 2022, letter to the University community: "I look forward to working with the entire university community as we search for our next President. I believe the FIU presidency is one of the great jobs in higher education. [FIU is] located in one of the world's great cities [and] it is inevitable that FIU will become one of the preeminent research universities in America. I can assure you that our next leader [our next president] will be committed to that mission."

Board Chair Colson commented on the forthcoming presential search process.

Board Chair Dean C. Colson adjourned the Emergency Meeting of the Florida International University Board of Trustees on Friday, January 21, 2022, at 4:19 p.m.

Dean C. Colson
Chair
FIU Board of Trustees

Kenneth A. Jessell
Corporate Secretary
FIU Board of Trustees

**THE FLORIDA INTERNATIONAL UNIVERSITY
BOARD OF TRUSTEES**

March 3, 2022

Subject: Proposed Regulation FIU-117 Fraud Prevention and Detection

Proposed Board Action:

Approve the proposed Regulation FIU-117 Fraud Prevention and Detection and delegate authority to the University President to approve any subsequent non-material amendments based on comments to the Regulation received from the Florida Board of Governors and as a result of the regulation-making process.

Background Information:

The proposed regulation establishes University criteria related to appropriate institutional controls and risk management framework to provide reasonable assurance that fraudulent activities within the University's areas of responsibility are prevented, detected, reported, and investigated. The proposed regulation is in alignment with Board of Governors Regulations 3.003 and 4.001.

Florida Board of Governors' Regulation 3.003(3), Fraud Prevention and Detection, states, in relevant part, that each university board of trustees shall adopt a regulation establishing criteria related to appropriate institutional controls and risk management framework that provide reasonable assurance that fraudulent activities within the university's areas of responsibility are prevented, detected, reported, and investigated.

Florida Board of Governors' Regulation 4.001(2), University System Processes for Complaints of Waste, Fraud, or Financial Mismanagement, states, in relevant part, that each board of trustees shall have a process for university staff, faculty, students, and board of trustees members to report allegations of waste, fraud, or financial mismanagement to the university chief audit executive.

Supporting Documentation: *Agenda | Audit and Compliance Committee Meeting | March 3, 2022*

**THE FLORIDA INTERNATIONAL UNIVERSITY
BOARD OF TRUSTEES**

March 3, 2022

Subject: Proposed Revisions to Audit and Compliance Committee Charter

Proposed Board Action:

Approve the proposed revisions to the Audit and Compliance Committee Charter.

Background Information:

The Florida International University Board of Trustees (the BOT) Audit and Compliance Committee Charter states, in relevant part, that the Committee will: Review the Committee charter, at least every two (2) years, and discuss any required changes with the board; and Ensure that the charter is approved or reapproved by the Board, after each update.

The BOT Bylaws provide that each Committee shall have a written statement of purpose and primary responsibilities, or charter, as approved by the Board.

Board of Governors' Regulation 1.001(3)(b), University Board of Trustees Powers and Duties, states, in relevant part, that each board of trustees may establish committees of the board to address matters, including, but not limited to, academic and student affairs, strategic planning, finance, audit, property acquisition and construction, personnel, and budgets.

Board of Governors' Regulation 4.002(2), State University System Chief Audit Executives, states, in relevant part, that each board of trustees shall establish a committee responsible for addressing audit, financial- and fraud-related compliance, controls, and investigative matters. For purposes of this regulation, this committee will be referred to as the audit and compliance committee. This committee shall have a charter approved by the board of trustees and reviewed at least every three (3) years for consistency with applicable Board of Governors and university regulations, professional standards, and best practices. A copy of the approved charter and any subsequent changes shall be provided to the Board of Governors.

Supporting Documentation: *Agenda | Audit and Compliance Committee Meeting | March 3, 2022*

THE FLORIDA INTERNATIONAL UNIVERSITY
BOARD OF TRUSTEES

March 3, 2022

Subject: Review of Test Preparation Fee, College of Law

Proposed Board Action:

Approve the continuation of the Test Preparation Fee

Background Information:

The FIU Board of Trustees (BOT) approved on December 9, 2010 the establishment of a Test Preparation Fee that applies only to students who, as part of their graduation requirements, are expected to obtain specific preparation for a practice-based examination. The Test Preparation Fee, as part of a degree program, increases accessibility of students to take preparation courses and to lower the cost of the preparation course through lower-price negotiated contracts. Additionally, by including the Test Preparation Fee as part of the degree requirements of the program, students may be eligible to pay for the course through financial aid.

The Florida Board of Governors (BOG) approved the University's request to establish the Test Preparation Fee on March 24, 2011. Pursuant to BOG Regulation 7.003(23)(m), Fees, Fines, and Penalties: *Every five years the university board of trustees shall review the fee to determine if the fee has met its intended outcomes and whether the fee should be increased, decreased or discontinued. The university board of trustees shall submit its findings to the board. Any subsequent decreases or continuation in these fees are delegated to the university board of trustees, with notification to the chancellor.*

On March 3, 2017, the BOT approved the five-year update for the continuation of the Test Preparation Fee, which was subsequently approved by the BOG.

Currently, the Test Preparation Fee is set at \$2,750 and used only in the College of Law for the Bar Preparation Course. In addition to benefits of lower cost and inclusion of the fee in financial aid calculations, the intended outcomes of the Test Preparation Fee have been achieved. For example:

- In each of the last seven mid-year Florida General Bar Examinations (2015-2021) FIU College of Law graduates passed the Bar examination at higher rates than all the other 11 law schools in Florida, and at a rate roughly 20 percentage points higher than the state average. Typically, there are more than ten times as many FIU Law graduates taking the mid-year examination as take the February examination.
- In the last six February Florida General Bar Examinations, FIU College of Law graduates achieved the highest score three times and the second highest score three times. In 2020, an American Bar Association analysis of bar examination performance ranked FIU Law #12 in the country among all ABA-accredited law schools (without diploma privileges) and #2 for bar exam over-performance, where graduates' results are adjusted based on the difficulty of the bar exam.

- FIU College of Law graduates, based on their bar exam scores, have frequently been invited to speak at court induction ceremonies. The graduates include Mario Romero (April 2021, 3rd DCA), Annasofia Roig (Oct. 19, 3rd DCA), Yechiel Baron (Oct. 2019, FL SCT), Ana Tovar Pigna (May 2018, 3rd DCA), Kimberly de la Cruz (Apr. 2018, 4th DCA), and Laura Maxwell (Oct. 2017, FL SCT).
- The Test Preparation Fee was examined by the FIU Office of Internal Audit's Audit of the College of Law, and the March 14, 2016 Audit Report stated: "We reviewed the supporting documentation related to the 129 Test Prep Fees of \$2,550 each to determine whether the fee was assessed at cost. Our testing results found the Test Preparation Fees being properly charged at cost."

Supporting Documentation: *Agenda | Finance and Facilities Committee Meeting | March 3, 2022*

**THE FLORIDA INTERNATIONAL UNIVERSITY
BOARD OF TRUSTEES**

March 3, 2022

Subject: Approval of Contract #PUR-04918 with Amazon.com Services LLC.

Proposed Board Action:

Pursuant to the Delegations of Authority from the Florida International University Board of Trustees to the University President, as reflected in the Resolution on the President's Powers and Duties approved by the Board of Trustees on March 4, 2019, (i) approve the University entering into the contract described below and as specified in the Board materials, and (ii) authorize the University President or his designee to execute, on behalf of the University, the aforementioned contract and all of the documents, and take all actions, that may be necessary to effectuate the transactions contemplated in the contract.

Background Information

Arizona State University Cooperative Contract CC MISC 00260097 2020 TR was competitively awarded as a result of RFP No. 342003 B2B Marketplace Platform solicited by Arizona State University. FIU is entering into a Participating Addendum as an eligible organization and a Technology Platform Fee Agreement to purchase online goods from Amazon through myFIUmarket.

- **Term:** 3.5-year agreement (1/1/2022 – 6/30/2025)
 - **Estimated Cost:** \$7,500,000.00
 - **Funding source:** Various
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Supporting Documentation: *Agenda | Finance and Facilities Committee Meeting | March 3, 2022*

**THE FLORIDA INTERNATIONAL UNIVERSITY
BOARD OF TRUSTEES**

March 3, 2022

Subject: Amendment to Signature Authority -Authorization to Sign Checks for the University

Proposed Board Action:

Adopt the following resolution:

BE IT RESOLVED THAT, the following officers and employees of the University are authorized to sign checks to pay legal obligations of the University from any and all designated University depositories:

Kenneth A. Jessell, Interim President

Aime Martinez, Interim Chief Financial Officer and Vice President for Finance and Administration

Background Information:

The University has depositories at banking institutions at which University funds are deposited and the University pays its legal obligations from said depositories. Accordingly, the University Board of Trustees (the “BOT”) must state with particularity the legal name and title of University employees who are authorized to sign checks to pay such legal obligations.

As of January 21, 2022, Kenneth A. Jessell was appointed President, on an interim basis, and will retain his signature authority, originally approved by the Board of Trustees on September 8, 2009.

As of January 28, 2022, Aime Martinez was appointed Interim Chief Financial Officer and Vice President for Finance and Administration, on an interim basis.

By this action, the BOT is updating its official records to retain Dr. Jessell and add Ms. Martinez as authorized check signatories, as set forth above.

Supporting Documentation: *None*

**THE FLORIDA INTERNATIONAL UNIVERSITY
BOARD OF TRUSTEES**

March 3, 2022

Subject: Tenure as a Condition of Employment Nominations

Proposed Board Action:

Approval of two (2) candidates for Tenure as a Condition of Employment (TACOE) as specified in the Board materials.

Background Information:

Pursuant to Florida Board of Governors Regulation 1.001(5)(a), each board of trustees shall provide for the establishment of the personnel program for all the employees of the university, including but not limited to tenure.

The TACOE nominees hold tenure at their previous institutions and have been selected to receive TACOE based on the caliber of their work.

Supporting Documentation: *Agenda | Academic Policy and Student Affairs Committee Meeting |
March 3, 2022*

**THE FLORIDA INTERNATIONAL UNIVERSITY
BOARD OF TRUSTEES**

March 3, 2022

Subject: Proposed Amendment to Regulation FIU-406 Foreign Student Admissions

Proposed Board Action:

Approve the amendment to Regulation FIU-406 Foreign Student Admissions and delegate authority to the University President to approve any subsequent non-material amendments based on comments to the Regulation received from the Florida Board of Governors (BOG) and as a result of the regulation-making process.

Background Information:

The revisions to Regulation FIU-406 Foreign Student Admissions provide better alignment with BOG Regulation 6.009 Admission of International Students. The revisions include: title change, establishing English language equivalencies, declaration and certification of finances, requirements of health history form, immunizations, and medical insurance, and obligations to comply with the United States Citizenship and Immigration Services of the United States Department of Homeland Security and the United States Department of State.

Florida Board of Governors Regulation 6.009(1), Admission of International Students to State University System (SUS) Institutions, provides, in relevant part, that within enrollment, space, and fiscal limitations, eligible international students may be accepted for admission at the appropriate level to an institution in the State University System (SUS). Each university board of trustees shall develop regulations for admission of international students that are consistent with Board of Governors regulations.

Supporting Documentation: *Agenda | Academic Policy and Student Affairs Committee Meeting |
March 3, 2022*

**THE FLORIDA INTERNATIONAL UNIVERSITY
BOARD OF TRUSTEES**

March 3, 2022

**Subject: Proposed Amendment to Regulation FIU-105 Sexual Harassment (Title IX)
and Sexual Misconduct**

Proposed Board Action:

Approve the amendment of Regulation FIU-105 Sexual Harassment (Title IX) and Sexual Misconduct, and delegate authority to the University President to approve any subsequent non-material amendments based on comments to the Regulation received from the Florida Board of Governors (BOG) and as a result of the regulation-making process.

Background Information:

This regulation is being amended to revise the contact information for the Title IX Coordinator and the Deputy Title IX Coordinators.

Florida Board of Governors Regulation 1.001(5)(a), University Board of Trustees Powers and Duties, provides, in relevant part, that each boards of trustees shall provide for the establishment of "the personnel program for all the employees of the university, including ... standards for performance and conduct,... disciplinary actions, complaints, appeals and grievance procedures, and separation and termination from employment."

Florida Board of Governors Regulation 1.001(3)(j)(l) provides, in relevant part, that each board of trustees is authorized to promulgate university regulations in accordance with the Regulation Development Procedures adopted by the Board of Governors; and each board of trustees shall be responsible for campus safety and emergency preparedness, to include safety and security measures for university personnel, students and campus visitors.

Florida Board of Governors Regulation 6.0105(8), Student Conduct and Discipline, provides, in relevant part, requires university Boards of Trustees to incorporate minimum standards into any process that evaluates whether a student is responsible for sexual misconduct, gender-based discrimination, sexual harassment, sexual assault, dating violence, domestic violence, or stalking.

Supporting Documentation: *Agenda | Academic Policy and Student Affairs Committee Meeting |
March 3, 2022*

**THE FLORIDA INTERNATIONAL UNIVERSITY
BOARD OF TRUSTEES**

March 3, 2022

Subject: Program Termination of the Bachelor of Arts in Geography

Proposed Board Action:

Termination of the Bachelor of Arts in Geography (CIP 45.0701).

Background Information:

The Department of Global and Social Studies implemented a new BA in Global Studies in 2019 which meets the Florida Board of Governors Program of Strategic Emphasis category of Global. In Fall 2022, the Department implemented a Geography major in the new degree to better reflect the global approach utilized in the curriculum of the discipline. The proposal to terminate the Bachelor of Arts in Geography will condense the degrees in our inventory, while eliminating a non-strategic degree.

Florida Board of Governors Regulation 8.012, Academic Program Termination and Temporary Suspension of New Enrollments, states, in relevant part, that Each University Board of Trustees has the responsibility and authority to approve termination of degree programs at the bachelor's, master's, advanced master's, and specialist level in accordance with regulation 8.012.

Supporting Documentation: *Agenda | Academic Policy and Student Affairs Committee Meeting |
March 3, 2022*

**THE FLORIDA INTERNATIONAL UNIVERSITY
BOARD OF TRUSTEES**

March 3, 2022

Subject: Program Termination of the Bachelor of Arts in Sociology

Proposed Board Action:

Termination of the Bachelor of Arts in Sociology (CIP 45.1101).

Background Information:

The Department of Global and Social Studies implemented a new BA in Global Studies in 2019 which meets the Florida Board of Governors Program of Strategic Emphasis category of Global. In Fall 2022, the Department implemented a Sociology major in the new degree to better reflect the global approach utilized in the curriculum of the discipline. The proposal to terminate the Bachelor of Arts in Sociology will condense the degrees in our inventory, while eliminating a non-strategic degree.

Florida Board of Governors Regulation 8.012, Academic Program Termination and Temporary Suspension of New Enrollments, states, in relevant part, that Each University Board of Trustees has the responsibility and authority to approve termination of degree programs at the bachelor's, master's, advanced master's, and specialist level in accordance with regulation 8.012.

Supporting Documentation: *Agenda | Academic Policy and Student Affairs Committee Meeting |
March 3, 2022*

**THE FLORIDA INTERNATIONAL UNIVERSITY
BOARD OF TRUSTEES**

March 3, 2022

Subject: New Program Proposal: Bachelor of Arts in Global Languages, Cultures and Literatures

Proposed Board Action:

Approval of the Bachelor of Arts in Global Languages, Cultures and Literatures (CIP 16.0101) new program proposal.

Background Information:

The Department of Modern Languages in the School of International and Public Affairs is proposing a Bachelor of Arts in Global Languages, Cultures and Literatures (GLCL). The proposed degree is listed under the strategic emphasis area “Global” by the State University System of Florida Board of Governors.

The GLCL degree allows for a customized curriculum through which students can explore one or two language specializations within the following majors: French and Francophone Studies, Portuguese and Lusophone Studies, and Dual Languages (through the combination of any two of the following language areas: Chinese, French, German, Haitian Creole, Italian, Japanese, Spanish, and Portuguese).

The GLCL degree is designed to prepare students for graduate school (e.g., in the humanities, social sciences, education) and professional schools (e.g., journalism, law) or careers in education, translation/interpretation, foreign service, and international business; or careers that require, and/or value as a competitive advantage: advanced communication skills in foreign languages as well as critical thinking and a cross-cultural understanding of today’s globalized world.

Each university board of trustees shall approve for implementation new degree programs at the bachelor’s, master’s, advanced master’s, and specialist levels in accordance with sections (3) and (5) of Florida Board of Governors Regulation 8.011 – Authorization of New Academic Degree Programs and Other Curricular Offerings.

Supporting Documentation: *Agenda | Academic Policy and Student Affairs Committee Meeting | March 3, 2022*

**THE FLORIDA INTERNATIONAL UNIVERSITY
BOARD OF TRUSTEES**

March 3, 2022

Subject: Ratification of Designation of Interim Senior Management Official and Delegation to Key Management Personnel

Proposed Board Action:

Adopt a Resolution ratifying the designation of the Senior Management Official for Florida International University's facility clearance and delegating to the Key Management Personnel certain responsibilities and authorities pursuant to 32 CFR Part 117, National Industrial Security Program Operating Manual (NISPOM).

RESOLUTION

WHEREAS, Florida International University ("FIU"), a university in the State University System of Florida, has and desires to continue to enter into contractual obligations with agencies of the United States Government, including contractual obligations requiring security clearance; and

WHEREAS, by Resolution dated September 5, 2018, the FIU Board of Trustees designated certain FIU officials, including the FIU President, to serve as the Key Management Personnel (KMP) of FIU as required by the NISPOM; and

WHEREAS, the September 5, 2018 Resolution provided that the President would serve as the final authority for the KMP, i.e., as the FIU Senior Management Official (SMO); and

WHEREAS, following the resignation of the President, which occurred on January 21, 2022, a new SMO was required to be designated by FIU that meets the compliance requirements of the NISPOM and as required by the Defense Counterintelligence and Security Agency (DCSA); and

WHEREAS, as reflected by minutes dated January 27, 2022, a meeting was held to appoint a new SMO and Kevin Lothridge, the Director of the Global Forensic & Justice Center and Executive Director of the National Forensic Science Technology Center, was appointed as the Interim SMO; and

WHEREAS, a Memorandum dated January 27, 2022 from the Chair of the Board of Trustees to the DCSA advised the DCSA of the appointment of Kevin Lothridge as the Interim SMO; and

WHEREAS, the foregoing designation of the Interim SMO should be reviewed and ratified by the FIU Board of Trustees.

NOW THEREFORE, BE IT RESOLVED, that the designation of the Director of the Global Forensic & Justice Center and Executive Director of the National Forensic Science Technology Center as the FIU Interim SMO is hereby ratified.

BE IT FURTHER RESOLVED, that the Key Management Personnel of FIU consist of FIU's Facility Security Officer, FIU's Insider Threat Program Senior Official and the Director of the Global Forensic & Justice Center and Executive Director of the National Forensic Science Technology Center, with the Director of the Global Forensic & Justice Center and Executive Director of the National Forensic Science Technology Center as FIU Interim SMO having final authority;

BE IT FURTHER RESOLVED, that the FIU Board of Trustees continues to delegate to the Key Management Personnel all duties, responsibilities and authorities pertaining to FIU's obligations under the NISPOM, and

BE IT FURTHER RESOLVED, that all members of the Key Management Personnel at the present time possess all the required security clearances; and

BE IT FURTHER RESOLVED, that in future, if a cognizant security agency (CSA) of the U.S. Government determines that additional FIU officials must be added to the managerial group, such requirements shall be made and approved by the Key Management Personnel, and not the FIU Board of Trustees, unless approval by the FIU Board of Trustees is required by the CSA.

This action is in the form of a resolution to take effect immediately upon adoption.

Adopted this ____ day of March, 2022 by the Board of Trustees of Florida International University.

Dean C. Colson
Chair
FIU Board of Trustees

Kenneth A. Jessell
Corporate Secretary
FIU Board of Trustees

Supporting Documentation: *Agenda | Governance Committee Meeting | March 3, 2022*

**THE FLORIDA INTERNATIONAL UNIVERSITY
BOARD OF TRUSTEES**

March 3, 2022

Subject: Proposed Revisions to the Florida International University Bonus Plan

Proposed Board Action:

Approve the amended Florida International University Bonus Plan.

Background Information:

Section 1012.978, Florida Statutes, provides that, notwithstanding Section 215.425(3)(d), Florida Statutes, a university board of trustees may implement a bonus scheme based on awards for work performance or employee recruitment and retention. The board of trustees must submit to the Board of Governors the bonus scheme, including the evaluation criteria by which a bonus will be awarded. The Florida International University Bonus Plan received approval by the Florida International University Board of Trustees (BOT) on September 14, 2021.

Florida Board of Governors (BOG) Regulation 9.015 permits each board of trustees to establish and implement one or more bonus plans that authorizes the award of bonuses based on the employee work performance or for purposes of recruitment and retention and has established criteria for such plans. In addition, such bonus plans include plans related to the delivery of clinical care through a university Faculty Practice Plan. As such, we request approval of revisions to the Florida International University Bonus Plan previously approved by the BOT to, among other things, include the Faculty Practice Plan as described below.

Faculty Practice Plan

The Herbert Wertheim College of Medicine (HWCOM) variable compensation plan is applicable to clinical faculty with specialties as defined in the plan document, whose effort is primarily devoted to providing clinical care on behalf of FIU Health. The variable compensation plan provides for a percent of net revenues received by HWCOM from clinical services provided by the faculty.

In addition, as per the BOT meeting of September 14, 2021, the Bonus Plan was amended to include an annual President's report which certifies that the bonuses were within the University's budget as approved by the BOT and includes a certification from the General Counsel created in the same fashion as is being done for the Funding Certification form. The total amount of funds paid for performance, recruitment, and retention bonuses shall be included in the report.

Supporting Documentation: *Agenda | Governance Committee Meeting | March 3, 2022*

**THE FLORIDA INTERNATIONAL UNIVERSITY
BOARD OF TRUSTEES**

March 3, 2022

Subject: Proposed Revisions to Florida International University Board of Trustees Conflict-of-Interest Policy and Disclosure Form

Proposed Board Action:

Approve the proposed revisions to the Florida International University Board of Trustees Conflict-of-Interest Policy and Disclosure Form.

Background Information:

Members of the Florida International University Board of Trustees (BOT) are expected to perform their official duties and responsibilities with diligence and due care in a manner consistent with their fiduciary responsibilities. In upholding their obligations under the State Constitution and performing their duties as public officers under the Florida Code of Ethics for Public Officers and Employees, sections 112.311 through 112.326, Florida Statutes, each Trustee must endeavor to avoid participating in activities that may give rise to an actual or potential conflict of interest between the Trustee's private interests and his or her public duties and responsibilities to the BOT.

The FIU Board of Trustees Conflict-of-Interest Policy is being revised to explicitly address the prohibition against a Trustee holding any employment or contractual relationship as a legislative lobbyist requiring annual registration and reporting pursuant to Florida Statute. The Policy is also being revised to change the date the Disclosure Form is due from July 1 to October 1 each year.

Florida Board of Governors Regulation 1.001(3)(e), University Board of Trustees Powers and Duties, states, in relevant part, that each board of trustees shall have a policy addressing conflicts of interest for its members.

Supporting Documentation: *Agenda | Governance Committee Meeting | March 3, 2022*

**THE FLORIDA INTERNATIONAL UNIVERSITY
BOARD OF TRUSTEES**

March 3, 2022

Subject: Direct Support Organizations Board Appointments

Proposed Board Action:

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 October 23, 2021 and January 22, 2022, the Board of Directors of the Florida International University Foundation, Inc., a direct support organization (“DSO”) of Florida International University (the “FIU Foundation”), appointed three (3) new 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 2022-2023*)

- Thomas C. Ragan
- Tina M. Vidal-Duart '02, MIB '04
- David M. Zinn MST '98

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: *Agenda | Governance Committee Meeting | March 3, 2022*

**THE FLORIDA INTERNATIONAL UNIVERSITY
BOARD OF TRUSTEES**

March 3, 2022

Subject: Performance Based Funding and Emerging Preeminence Metrics

- A. Performance Based Funding and Emerging Preeminence Status – Data Integrity Certification**
- B. Audit of Performance Based Funding and Emerging Preeminent Metrics Data Integrity**

Proposed Board Action:

1. Approve the Performance Based Funding and Emerging Preeminence Status – Data Integrity Certification to be signed by the Chair of the FIU Board of Trustees and the University President; and
2. Approve the Audit Report - Audit of the Performance Based Funding and Emerging Preeminent Metrics Data Integrity.

Background Information:

This item is presented pursuant to a request from the State University System of Florida Board of Governors (BOG) dated June 14, 2021. The Chair of the Florida International University Board of Trustees (BOT) and the President of the University shall execute a Data Integrity Certification, furnished by the BOG. The certification document shall be signed by the President and BOT Chair after being approved by the BOT.

To make such certifications meaningful, the University's Chief Audit Executive has been directed to perform an audit of the University's processes that ensure the completeness, accuracy, and timeliness of data submissions. The results of the audit shall be provided to the BOG after being accepted by the BOT. The completed Data Integrity Certification and audit report will be submitted to the Office of Inspector General and Director of Compliance no later than March 3, 2022.

Supporting Documentation: *Agenda | Audit and Compliance Committee Meeting | March 3, 2022*

Facilitator/Presenter: Carlos A. Duarte, *Chair, Audit and Compliance Committee*

THE FLORIDA INTERNATIONAL UNIVERSITY

BOARD OF TRUSTEES

March 3, 2022

Subject: Employment Agreement for Interim President Kenneth A. Jessell, one-year term from January 21, 2022 to January 20, 2023

Proposed Board Action:

Approval of the employment agreement for Kenneth A. Jessell for a one-year term from January 21, 2022 to January 20, 2023, as described in the attached Term Sheet, and authorization for the Chair of the BOT to execute, on behalf of the BOT, a contract document consistent with the terms contained in the proposed 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)(d) provides, in relevant part, as follows: "In the event that a board of trustees selects an interim president, such selection is subject to confirmation of the candidate by the Board of Governors. If it is determined by the board of trustees to be in the best interests of the university, the interim president selected by the board may be delegated full authority to serve as the interim president during the period prior to confirmation by the Board of Governors. Continued service as interim president requires confirmation by the Board of Governors"

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.

On January 21, 2022, the BOT selected Dr. Kenneth A. Jessell to serve as the Interim President of Florida International University.

At its meeting on February 24, 2022, the BOG will consider the appointment of Dr. Jessell as Interim President of Florida International University.

Supporting Documentation: *Agenda | Governance Committee Meeting | March 3, 2022*

Facilitator/Presenter: Dean C. Colson, *Board Chair*

INVESTIGATION REPORT

Concerning Mark B. Rosenberg

Investigator: Eric D. Isicoff, Esq.

Prepared for: Florida International University Board of Trustees

March 1, 2022

I. Scope of Investigation

On Wednesday, December 15, 2021, the Investigator was contacted by Carlos Castillo, General Counsel of Florida International University (FIU) and was engaged to investigate allegations of inappropriate conduct on the part of then FIU President Mark B. Rosenberg (referred to herein as “the President” or “President Rosenberg”). The alleged inappropriate conduct related to a female employee of FIU (hereinafter referred to as “Female Employee”).¹ The Investigator was advised that, earlier that day, President Rosenberg had contacted Dean Colson, Chair of FIU’s Board of Trustees, and requested that Mr. Colson meet with him in person that day. Such meeting took place. In their meeting, President Rosenberg self-reported that he had revealed to the Female Employee that he had feelings for her and, in so doing, had made her uncomfortable. The Investigator was tasked with conducting an independent investigation, determining the nature and extent of any alleged inappropriate conduct on the part of President Rosenberg and advising FIU as to the findings made and recommendations, if any, for further action.

II. Investigation Protocol

The Investigator was advised that time was of the essence and, accordingly, interviews of the Female Employee, her direct supervisor (hereinafter referred to as “Supervisor”),² President

¹ The Female Employee has requested that she remain anonymous and that the confidentiality of her identity be maintained. To accommodate the request for confidentiality, her name is not revealed in this Investigation Report.

² This witness’s name also is not included in the Investigation Report so as to protect the anonymity of the Female Employee.

Rosenberg and Javier Marques, the President's Chief of Staff, were scheduled to take place on Monday, December 20, 2021. Unfortunately, the Female Employee advised that she was not available for an interview as scheduled and, ultimately, she did not make herself available to be interviewed for several weeks. While the Investigator would have preferred to interview the Female Employee at the outset of the investigation, the interviews of the Supervisor, Mr. Marques and President Rosenberg, nevertheless, proceeded on December 20, 2021, as scheduled. The Female Employee was interviewed on January 19, 2022 and Dean Colson was interviewed on February 23, 2022. President Rosenberg was interviewed a second time on February 28, 2022 to provide him the opportunity to respond to information that had been provided by other witnesses.

No representative of FIU was present during any of the interviews conducted by the Investigator. Present at each interview were Eric D. Isicoff and Teresa Ragatz of the law firm of Isicoff & Ragatz, PLLC and the witness. Also present at the two interviews of President Rosenberg was the President's personal attorney. Similarly, present at the interview of the Female Employee was the employee's personal attorney.

In addition to considering information gleaned through witness interviews, the Investigator reviewed all text messages between the President and the Female Employee during the relevant time period, the President's e-mails with the Female Employee during the same period and the personnel files of both the President and the Female Employee. In the interest of ensuring that the investigation was thorough, the FIU Foundation auditor also reviewed the President's expenditures from FIU Foundation funds during the relevant time period.

While no representative of FIU had any input into the questions asked during the various interviews, the evidence compiled, the conclusions reached or the recommendations made, FIU's General Counsel and Chair of the Board of Trustees were kept apprised of the investigative process as it proceeded. All members of the Board of Trustees also were provided with updates at various times. The Investigator was permitted to conduct, and did conduct, a wholly independent investigation without suggestion, input or influence.

III. Background Facts

On a professional level, since 1976, except for the time period between 2005 and 2009, when he served as the Chancellor of the Florida State University System, President Rosenberg has worked at FIU. He served at FIU in a variety of roles, including Assistant Professor of Political Science, Acting Dean, Interim Provost and Acting President. As Provost and Executive Vice-President for Academic Affairs between 1998 and 2005, President Rosenberg spearheaded the establishment of the College of Law in 2002 and the Herbert Wertheim College of Medicine in 2006. He assumed the role of President of FIU in 2009. Under President Rosenberg's leadership, FIU has increased student enrollment, improved graduation and retention rates, grown FIU's budget and increased student internships. Under his tenure, FIU has been named as a Carnegie Engaged institution.

On a personal note, President Rosenberg has been married to his wife Rosalie since 1974. They have two children, a son and a daughter. President Rosenberg's wife suffers from a debilitating physical illness as well as from dementia and she has been unable to care for herself since approximately 2010. Throughout her illness and until December 2021, when he hired a live-in caregiver, President Rosenberg has served as his wife's sole nighttime caregiver.

Following the conduct of various interviews and a review of President Rosenberg's personnel file, the Investigator has confirmed that there exists no evidence that President Rosenberg ever has engaged, or been accused of engaging, in inappropriate conduct of any kind during his almost 50-year tenure at FIU. On the contrary, all witnesses interviewed confirmed that they never have heard or witnessed President Rosenberg say or do anything inappropriate or disrespectful toward any female. In the instant case, there is no allegation of inappropriate physical contact with the Female Employee. As discussed below, while there are a few inconsistencies between the statements of the principal witnesses (the Female Employee and President Rosenberg), most of the salient facts and timelines reported by both are consistent.

IV. Witnesses Interviewed by Investigator

Supervisor. The Supervisor was the first witness interviewed on Monday, December 20, 2021 at 10:00 a.m. She has both a bachelor's degree and a master's degree and has worked with President Rosenberg since 2014. The Supervisor was instrumental in recruiting the Female Employee and interviewed her for her position, along with President Rosenberg and the President's Chief of Staff, Javier Marques. The Female Employee began working under the supervision of the Supervisor in July 2019. While the two were casually acquainted prior to that time, they became friends when they began working together.

The Supervisor's office was located next to the office of the Female Employee, separated by a frosted glass sliding door. The Supervisor was in a position to see if anyone was in the Female Employee's office and to hear what was transpiring. Similarly, the office was set up so that the Supervisor would be aware if the Female Employee was in President Rosenberg's office. The Supervisor stated that she never has seen the Female Employee and President Rosenberg alone or whispering and that she never has observed any interaction between the two that she would consider suspicious or which would cause concern. Someone from the President's office often accompanies the President to events such as lunches, meetings, athletic events and the like. The Supervisor stated that the Female Employee liked to accompany President Rosenberg to events and usually volunteered to do so. From the time she commenced working in 2019 and up until November 2021, the Female Employee never said that anything the President did or said made her uncomfortable. In fact, the Supervisor stated that, in all her years working with President Rosenberg, she never has seen him do or say anything inappropriate or which would cause any concern.

In mid-October 2021, President Rosenberg told both the Supervisor and the Female Employee that he wished to discuss something with them and that he wanted to separately take them to breakfast or lunch. In response to this request, the Female Employee and Supervisor suggested that the meeting be conducted with all three together. The President, according to the Supervisor, rejected that suggestion and insisted upon separate meetings. On Saturday, October 16, 2021, President Rosenberg took the Supervisor to breakfast. At that breakfast, President Rosenberg discussed his wife's illness and related that his wife no longer could remember him. He told her that, even though he would continue to be his wife's caretaker, he was going to obtain a Jewish divorce (referred to as a "get") and that he wanted to find a "companion" - - someone with whom he could communicate and travel. The Supervisor understood President Rosenberg's use of the term "companion" to mean someone with whom he could connect on an emotional level, not on a physical level. The next day, October 17, 2021, President Rosenberg took the Female Employee to lunch. The Female Employee never related to the Supervisor what

President Rosenberg told her at that lunch but, according to the Supervisor, the Female Employee seemed completely unfazed by whatever had occurred.

On Monday, November 8, 2021, the Female Employee told the Supervisor she wanted to talk and the two went to lunch. At that lunch, the Female Employee told the Supervisor that President Rosenberg was acting “weird,” that he could not handle what was going on in his life and that she wanted to transfer out of the office to another position. She stated that she was going to talk to the President. The next day, November 9, 2021, President Rosenberg told the Supervisor that, during his October 17, 2021 lunch with the Female Employee, he had discussed his situation with his wife as he had with her on October 16, 2021 and described it as a “positive conversation” with the Female Employee. He further advised that he thought he may have made her feel uncomfortable and that he was going to apologize. The Supervisor did not discuss the matter with anyone and, after that, according to the Supervisor, everything seemed okay, up until the week before her interview with the Investigator on December 20, 2021.

On Tuesday, December 14, 2021, the Female Employee called the Supervisor and stated that she would be in by noon as she was attending an out-of-office children’s event. When she got to the office, the Female Employee told the Supervisor that President Rosenberg had “creeped her out.” She related that the President had told her that he had feelings for her, that he wanted her to consider being his companion (which she interpreted as being a travel, not physical companion) and had invited her on a trip to New Orleans. The Female Employee stated that the President had written down a list of places to which that they could travel and she showed the Supervisor the list. The Female Employee never asked the Supervisor to report the situation and, in fact, she stated that she did not want to report it. That same day, according to the Supervisor, the President told the Supervisor that he had misread the situation, he had “messed up” and now the Female Employee was uncomfortable. President Rosenberg explained that, after all the time he and the Female Employee had spent together with everything appearing to be okay, he thought he should readdress the subject of her becoming his companion.

The Supervisor advised the President that she had learned the previous day that the Female Employee had told someone in the office that she was interviewing for a position outside FIU. The President stated that, if the Female Employee wanted a transfer, then they needed to find her a good job and, if she wanted to move to another employer, they should recommend her for the job.

After the Female Employee left the office, President Rosenberg told Javier Marques what had occurred and Mr. Marques called the Supervisor into the meeting. The Supervisor discussed the conflict that had been created and expressed that the Female Employee and the President could not continue to work together. She stated that President Rosenberg agreed.

The Supervisor related during her interview that it is her perception that President Rosenberg was naïve and totally misread the situation. She explained that part of their job is to care about the President and his needs and she believes that the President perceived that as the Female Employee having an interest in him.

Javier Marques. Javier Marques was interviewed on December 20, 2021 at 3:00 p.m. He has worked at FIU for 13½ years. His position is Vice President for Operations and Safety and Chief of Staff. He has been President Rosenberg’s Chief of Staff since President Rosenberg became FIU’s President and has known President Rosenberg since he was Dean and Mr.

Marques was a student in the mid-1990s. Mr. Marques considers President Rosenberg to be his friend (although they do not socialize outside of work events) and his mentor.

As to his perceptions of the Supervisor and the Female Employee, Mr. Marques stated that he has known the Supervisor since she started working in the President's office and thinks she is very impressive. She gets along with everyone, is dependable and detail oriented and is good at building relationships. Mr. Marques stated that he never has heard a negative comment about her. Mr. Marques first met the Female Employee when she interviewed in July 2019 and she appeared to be very ambitious and a hard worker. There have, however, been complaints from vice presidents about her forcefulness, her not being a team player and her throwing her weight around because she works in the President's office. Mr. Marques stated that he has addressed the issue with the President, the Supervisor and the Female Employee.

Mr. Marques related that the President told him that the Female Employee had approached him regarding a promotion. Another member of the staff was leaving and the President expressed that he was concerned that, if the Female Employee did not get the promotion and salary increase she wanted, she also would leave. Mr. Marques stated that he pushed back because the Female Employee already had received a salary increase in December 2020 or January 2021. According to Mr. Marques, Human Resources also pushed back because the Female Employee did not meet the criteria for the title she was requesting. The Female Employee received a new title and a raise in November 2021 but it was not the raise and promotion she wanted. Mr. Marques related that the Supervisor told him that the Female Employee stated that the President should have pushed harder for her to get promoted.

On Tuesday, December 14, 2021, at about 4:30 or 5:00 p.m., Mr. Marques went to talk to President Rosenberg about a COVID related issue. President Rosenberg told Mr. Marques that he wanted to let him know that the Female Employee wanted reassignment and had an interview outside FIU. The President told Mr. Marques that he had had personal conversations with the Female Employee regarding their potential companionship post-Presidency and those conversations may have been misinterpreted. President Rosenberg told Mr. Marques that he had made a mistake by asking the Female Employee to go with him to the war museum in New Orleans. He stated that he had had a lapse of judgment and that he may have misinterpreted the situation. The President stated that there had been no intimacy. He explained that he was going through the process of obtaining a Jewish divorce. Mr. Marques stated that the President previously had told him in November about obtaining a Jewish divorce and that he had spoken to his children about it, who were supportive.

Mr. Marques called the Supervisor into his December 14, 2021 meeting with the President and told her that he needed to understand what was going on with respect to the Female Employee. He told the Supervisor that she needed to contact the Female Employee and confirm and document that she was okay. On December 15, 2021, Mr. Marques met with the Supervisor. The Supervisor related that the Female Employee felt "weird" and that the President had apologized. The Supervisor told Mr. Marques about the October 2021 meetings President Rosenberg had had with her and with the Female Employee and about the paper with the list of potential travel cities that the President had given to the Female Employee.

Mr. Marques then met with the President and expressed his concerns, particularly about the President's interactions with the Female Employee. The President told Mr. Marques that he had feelings for the Female Employee. Mr. Marques advised President Rosenberg to call the

Board Chair to discuss the situation, which he did. Mr. Marques suggested that the Female Employee be placed on paid administrative leave and be allowed to take as much time as she needed without using any of her sick/vacation time.

Mr. Marques expressed the view that he felt that the Female Employee had taken advantage of the President. In context, this was understood to mean that the President was dealing with serious personal issues, work related pressures and was open with and supportive of others, almost to a fault.

Mark B. Rosenberg. President Rosenberg was interviewed on December 20, 2021 at 4:30 p.m. His attorney was present. The President initially discussed his personal life, his wife's illness and the fact that he has started to become very depressed about his life. He stated that his wife's endocrinologist told him that her mother had dementia and that the kids told their father that he needed to get out. Others told the President that he needed to get out and get a life. He stated that he started the process of obtaining a Jewish divorce in about June 2021, that he had discussed the situation with his two siblings and his two children and that everyone was very supportive. He stated that about 1½ months earlier, he had started the process of locating psychological help and that, about three weeks earlier, he had started counseling. He stated that, at the time of his interview, he had had three counseling sessions.

The President related that, in October 2021, he had been approached by a headhunter to interview for the position of president of Auburn University. He told both the Supervisor and the Female Employee about the interview and both said that, if he took the job, they would go with him. He stated that the Female Employee sent him the URL for Auburn's PhD program in Public Administration, which interested her.

President Rosenberg stated that he had discussed his decision to obtain a Jewish divorce with several people at FIU, including the Supervisor, the Female Employee and Mr. Marques. He advised that he met with the Supervisor in mid to late October 2021 because he wanted her to understand about the Jewish divorce. He also met at about that same time with the Female Employee. President Rosenberg stated that, during that meeting, he told the Female Employee that he would like her to consider being his companion once he stepped down as President. He told her to just let him know if this made her uncomfortable and she responded that it did not make her uncomfortable. President Rosenberg stated that, during their October meeting, he asked the Female Employee if companionship was of interest to her and she said "Yes." When asked during the interview what he meant by "companion," President Rosenberg stated that it was open. He explained that he and the Female Employee shared many interests. He stated that she loves to travel, is passionate about exercise and loves music. The two also discussed writing a book together. The President stated that they never talked about sex but that companionship, according to the President, might include sex.

The President acknowledged that there is a big age difference between him and the Female Employee but he explained that he is used to being around young people. He stated that the Female Employee is beyond her years in many ways and that he thinks she is great at her job. He stated that the Female Employee is very outspoken and that, if she doesn't like something, she will say so.

On November 11, 2021, in a conversation between the President and the Female Employee, the Female Employee expressed that she was unhappy with her job. She wanted more

money and wanted to supervise other people. The President explained in his interview that they had just lost another employee to another job that paid \$30,000 more a year and he did not want to lose the Female Employee. He stated that he and Mr. Marques got the Female Employee's salary increased, but not as high as she wanted. The Female Employee also did not get the title she wanted and she continued to express dissatisfaction. The President also revealed that the Female Employee told the Supervisor and the Supervisor, in turn, told Mr. Marques, that she thought the President could have done more for her.

President Rosenberg related during his interview that, after the November 11, 2021 conversation, he and the Female Employee had a "great, warm, positive" relationship. By way of example, he related that the Female Employee told him she needed new running shoes and he bought her some. When they did not fit, she asked him to get her a different size. The Female Employee told him that she needed new air pods and he gave her his own pair. The President's daughter went out shopping with the Female Employee and bought her shoes. Mr. Marques and the President were invited to a lobster dinner at Ocean Reef and the Female Employee said that she would like to go. The Female Employee invited the President to lecture in her class. The President had been working at Reagan House and the Female Employee told him that she wanted to work there too. The President and the Female Employee went together to a Miami Heat game and the Female Employee told him to feel free to drink as she would drive him home. From the foregoing, the President interpreted the Female Employee's conduct as her caring for him. In addition, on the Sunday after Thanksgiving, the Female Employee went to the President's house to drop off a file and stayed for approximately 2 ½ hours to talk. He stated: "So how could she feel uncomfortable with me?"

In December 2021, President Rosenberg stated that he and the Female Employee talked about the December break. The Female Employee stated that she usually travels during the break but was not going anywhere that year. The President told the Female Employee that he was going to go to a museum in Palm Beach and he asked her if she wanted to go. She said "Yes." The President also asked the Female Employee to go with him on a one-day trip to New Orleans to go to the war museum. She stated that she would think about it.

On Tuesday, December 14, 2021, President Rosenberg received his Jewish divorce. That day, the Female Employee came in and told the President that they had to talk. The Female Employee told him that she could not work with him anymore, that he was too emotional. He asked her to give him another chance. The President seemed confused by her reaction because that prior Sunday, after graduation, they had gone together to BJ's, a sports bar, and everything seemed fine.

Female Employee. The Female Employee was interviewed on January 19, 2022. Her attorney was present. She related that she was recruited by the Supervisor to work in President Rosenberg's office in July 2019. She was acquainted with the Supervisor because there was a short overlap when both were students at FIU and both were in the same sorority. She met President Rosenberg when she was a student. As part of her job, she often went off-campus with the President for dinners, games, etc. and, in addition, she has had personal dinners with the President.

The Female Employee stated that her relationship with President Rosenberg started becoming uncomfortable as early as May 2021, following the South Beach Wine and Food Festival. The President invited the Supervisor along with her husband and the Female Employee

along with her boyfriend to an event at the festival. A few weeks later, the President started to make comments about how her boyfriend was not right or good enough for her.

In October 2021, the President went to Las Vegas with his son. The Female Employee was on vacation in Salt Lake City and was going from there to Las Vegas. There was no planned overlap between their time in Las Vegas. She stated that the President texted and called her repeatedly while she was in Salt Lake City. Even though the Female Employee already had prepaid her hotel, she stated that the President insisted that she stay in a particular Las Vegas hotel and that he wanted their Las Vegas visits to overlap. Although she did not go to Las Vegas earlier than planned (and, thus, there was no overlap), the President either paid for or had the other hotel comped for her. The day she returned to work from her vacation, she stated that, even though President Rosenberg had that day off, he came into the office anyway to bring her tacos.

On Friday, October 14, 2021, Olga at the Reagan House retired and a party was held for her. President Rosenberg told the Supervisor and the Female Employee at that party that he wanted to meet with each of them separately for a "life update." The Female Employee stated that she was concerned that the update involved him retiring. The Supervisor had breakfast with the President on Saturday, October 15, 2021 and the Female Employee met with him on Sunday, October 16, 2021. At their meeting, the President asked the Female Employee where she saw herself in five years. She stated that he became personal with his questions, told her he was getting a divorce and proposed that she become his "lover" and companion. When asked by the Investigator for clarification of exactly what words were used, she reiterated that he used the term "lover." The President told her to think it over and get back to him. The Female Employee did not tell anyone about the conversation.

The following Monday, the Female Employee stated that she acted as if the conversation had never happened. The President, however, continued to ask her if she had thought about it. He began to comment on her clothing and asked her if she had dressed so nicely for him. The President would not leave the office at the end of the day until she did.

The Female Employee related that, sometime between her October 16, 2021 meeting with President Rosenberg and November 5, 2021, the President invited her to lunch at the Reagan House and told her that he was in love with her and wanted to marry her. According to the Female Employee, the President told her she would be taken care of, financially and professionally. The Female Employee did not tell anyone about that conversation at that time.

On the night of Friday, November 5, 2021, the Female Employee went to a soccer game with two friends. She stated that she was upset about what was occurring with respect to the President and, following the game, while sitting in the back seat of her friend's car, she started to cry. Her friends asked her what was wrong and she shared with her two friends what had occurred with respect to President Rosenberg. Her friends told her that her work environment was toxic and she needed to get out. The Female Employee also confided in her mother that night about what was going on. Her mother, too, told her that she needed to get out of that work environment. The following Monday, she called the Supervisor, told her that they needed to talk and the two went to lunch. The Female Employee told the Supervisor that she was going to ask for a transfer but provided no details. She explained that she did so because she knew that, by leaving, a lot of her work would fall on the Supervisor and she wanted to give her the heads up.

In early November 2021, the Female Employee went to dinner with President Rosenberg at Graziano's. The President stated that he noticed she appeared stressed out and had been crying. The Female Employee stated that she told the President that she was not interested in a relationship with him and wanted a transfer. The President stated that he wanted her to stay on the job and assured her that he would stop any "advances." According to the Female Employee, the President assured her that he would not let his feelings for her affect her job or his objectivity. Therefore, she tried to move forward as if nothing had happened.

The Female Employee stated that the office was understaffed as they had lost an employee and that the President, the Supervisor and the Female Employee got together in mid-November 2021 to discuss office structure. She stated that she thought things were back on track but the President continued with inappropriate behavior. She stated that the President started to call her "Princess" and would not leave the office until she did. He would not have lunch without her and started hugging her occasionally during greetings. One day, President Rosenberg brought his lunch into a room where she was taking a French class remotely. Uncomfortable, she went outside to continue her class. The President followed her outside and took pictures of her.

The Female Employee stated that she received a raise and a promotion on November 21, 2021. She acknowledged that she was unhappy with the amount of her increase and her new title as it was not what she had requested.

The President told the Female Employee that his son wanted an apartment in Coral Gables. She responded that she loved Coral Gables and would move there if she could afford it. The Female Employee related that the President then started looking for apartments for her in Coral Gables. It was her perception that the President was offering to find her an apartment in Coral Gables and pay for it.

Both the President and the Female Employee shared a love of music and often traded and shared music lists. She stated that the President started to send her romantic songs. She stated that, while she liked the music, she felt that, because of the romantic lyrics, the President was sending a message in the context of their relationship. She also said that President Rosenberg asked her to go on a one-day trip during winter break to visit museums. She said the President made a list of places they could go and the weather in each. The following day, she told the Supervisor that she was going to ask for a transfer.

On December 14, 2021, the Female Employee told the President that his behavior had continued to be inappropriate and she wanted a transfer. The President asked her to stay and she said "No." The Female Employee stated that the President had a pattern of retaliating against people. On that day, she told the Supervisor more detail about what had been going on with the President and that their meetings in October with the President had been very different. She told the Supervisor that the President told her that he loved her.

The Female Employee would not discuss in her interview how she wants this situation resolved but directed the Investigator to talk to her lawyer. She stated that she has not applied for any other jobs.

The Female Employee stated that she never observed the President acting or saying anything inappropriate regarding other women.

Dean Colson. Dean Colson was interviewed on February 23, 2022. Mr. Colson has been on FIU's Board of Trustees since 2017 and was appointed Chair in July of 2020 for a two-year term. During his tenure at FIU, Mr. Colson never has observed the President acting in any manner that could be characterized as inappropriate. On the contrary, Mr. Colson observed that President Rosenberg's conduct always was extraordinarily appropriate. Mr. Colson became aware of an issue with the President and a female employee on December 15, 2021. On that day, President Rosenberg called him and asked to meet with him. At the time of the call, Mr. Colson had no idea what the meeting was about, just that it was an issue with an employee.

At the meeting, President Rosenberg advised that a female employee had made a complaint about him. He related that he had expressed his feelings for her but did not do or say anything else that was inappropriate. He said that he had discussed the matter with Mr. Marques and Mr. Marques told him he should advise Mr. Colson. Mr. Colson asked the name of the employee and, when identified, did not know who she was. Mr. Colson asked if the employee reported to him, to which the President responded "Yes." Mr. Colson asked who knew about the situation, to which President Rosenberg responded that the Supervisor and Mr. Marques knew. Mr. Colson asked if the employee had received raises, to which the President responded that she had received two raises, both of which were deserved. Mr. Colson asked whether FIU's General Counsel was aware of the situation, to which the President responded "No." Mr. Colson then advised that there would be an investigation. His meeting with the President lasted less than ten minutes. The President seemed very sincere and very concerned. Mr. Colson stated that he has never been contacted by the Female Employee.

When he finished his next meeting on that same day, Mr. Colson called Roger Tovar, the Vice-Chair of the Board of Trustees. He gave Mr. Tovar a brief summary of what had occurred and advised that he planned to have an independent investigation conducted. He then called Carlos Castillo, FIU's General Counsel, and briefed him on the situation. Mr. Colson stated that he did not want the investigation to be internal given that it involved the President and the two agreed on the engagement of the law firm of Isicoff Ragatz to conduct the investigation.

Following the interview of the Female Employee on January 19, 2021, Mr. Colson was briefed during a telephone call with Eric Isicoff and FIU's General Counsel on what had transpired during the interview. When told of some of the allegations the Female Employee had related, Mr. Colson stated that he realized that the situation potentially was much more serious than he had initially believed. The next morning (Thursday, January 20, 2022), Mr. Colson participated in a Zoom meeting with Eric Isicoff, Carlos Castillo and another outside attorney to talk about next steps. The decision was made to brief each member of the Board of Trustees as to what had occurred. Mr. Colson then contacted the President by phone and advised him that he was going to brief the Board based on the interview of the Female Employee and that, based on her allegations, he did not see a way that his presidency could survive. Mr. Colson advised the President to have his attorney speak to Eric Isicoff. That evening, Mr. Colson was advised by Mr. Isicoff that President Rosenberg's attorney had advised him that the President was going to resign. The following morning, January 21, 2022, Mr. Colson learned that the President had decided to resign that day, which he did. Each member of the Board of Trustees was briefed about the resignation of the President, the reasons therefor and Mr. Colson's recommendation for interim President. Mr. Colson convened a Zoom meeting on Friday, January 21, 2022, with the Board to discuss the appointment of the interim President.

In his interview, Mr. Colson revealed that, if President Rosenberg had not resigned, he believed that the Board would have had to proceed with a “for cause” termination as President and that he did not think that was in the best interest of FIU. Mr. Colson did not have enough information to brief the Board members as to the situation before he did as he only obtained sufficient information following the interview of the Female Employee on January 19, 2022. The Female Employee had expressed that she wanted confidentiality maintained and Mr. Colson did not want to escalate and make public the situation without sufficient information.

Mark B. Rosenberg (follow-up). A follow-up interview with President Rosenberg was conducted on February 28, 2022 from 2:00 to 4:30 p.m. to advise him of the information that had been provided by the Female Employee during her interview and allow him to respond and/or comment on same.

Before the follow-up interview process began, President Rosenberg expressed how very sorry he is about this situation. He stated that he deeply regrets what happened and its effect on FIU and the people who work there. The President appeared legitimately sincere and contrite.

As to the Female Employee’s statement about the President’s comments about her boyfriend following the event at the South Beach Wine and Food Festival, the President stated that he never made comments that were critical of the boyfriend. Rather, he stated to the Female Employee that her boyfriend did not appear to like him (the President) and commented on the boyfriend’s demeanor towards him.

After hearing the Female Employee’s comments about what had occurred during her vacation to Salt Lake City and Las Vegas, President Rosenberg stated that any telephone calls to the Female Employee while she was in Salt Lake City were to confirm that she actually was coming to Las Vegas so that he could get her room comped. He explained that he knew the General Manager of the hotel and he did not want to ask for her room to be comped without confirming she definitely would be there. The President referred to his arranging for a free room for her as an act of kindness. The President explained that he was only in Las Vegas with his son for two days and there never was any expectation that his trip to Las Vegas would overlap with the Female Employee’s trip. He categorically denies ever attempting to pressure her to shorten her trip to Salt Lake City so she could come to Las Vegas while he was there.

During the President’s October 16, 2021 meeting with the Female Employee, the President admits that he raised the possibility of the Female Employee becoming his companion post-Presidency. He flatly denies that he ever asked her to be his “lover.” He is emphatic that he never used the term “lover.”

As to why he wanted to meet with the Supervisor and the Female Employee separately in October 2021, President Rosenberg explained that, whenever he met with the Supervisor in his office, the Female Employee always came in and inserted herself into the meeting. This appeared to annoy the Supervisor. He stated that he was not comfortable with managing the dynamics of meeting with them together and believed separate meetings would be more appropriate.

As to what was occurring in October 2021, President Rosenberg reiterated again that, by that time, he was under extreme stress at work and, as a caregiver to his wife, was in burnout. He explained that he had been consulting with various Rabbis since June and had discussed the situation with his siblings and his children. Everyone told him to get a life and a Rabbi suggested

that a Jewish divorce, while not a legal divorce, would ethically allow him to socialize. He explained again that he had been contacted by a headhunter on behalf of Auburn University and he told both the Supervisor and the Female Employee that he had to make time in his schedule to interview. Both the Supervisor and the Female Employee indicated that if he got that job, they would go with him. He interviewed with Auburn on October 26, 2021 but, by November 5, 2021, decided that he could not take the job because of his wife's condition.

President Rosenberg explained that, in October 2021, he was extremely busy with a number of difficult situations at FIU. He started to work at Reagan House to have more uninterrupted time to work and, for that reason, he wanted to distance himself. But, wherever he went, the Female Employee wanted to go. He did not ask the Female Employee to move her workspace to Reagan House. She made that decision on her own because she wanted to work where he was.

The President also explained that he helps a lot of people and he routinely asks people where they want to be in five years and how he can help them get there. He stated that he was aware of the Female Employee's financial situation and any statement that he would take care of her professionally and financially was in the context of letting her know that if he left FIU for another position, he would make sure she could come and have a meaningful job.

In response to the Female Employee's statement that, during her lunch with the President at the Reagan House, the President stated that he was in love with her and wanted to marry her, the President denied that he ever stated that he wanted to marry her. He stated that he was not divorced, may never get divorced and, in any event, does not believe he will marry again. President Rosenberg did admit that he acknowledged that he had feelings for the Female Employee but did not discuss marriage. The President stated that it is not unusual for him to tell people he loves them. He thinks he did tell her he loved her, but in a broader context.

The President agreed that, on the Monday following the Female Employee's return from vacation, he came into the office to work. He explained that, just because there may be a day where there is nothing on his calendar, he nevertheless usually comes into the office to get things done. As to bringing in tacos, he explained that the people in his office routinely bring in lunch for the office and it was not unusual for him to do so.

The President flatly denied making comments about the Female Employee's clothes and stated that he never comments on anyone's clothing. He also stated that the people who worked in his office were all huggers and it was not unusual for them to hug. President Rosenberg flatly denied that he ever called the Female Employee "Princess."

With respect to the President's dinner with the Female Employee at Graziano's, the President stated that their conversation was largely focused on her career. There were no "advances" so he doesn't understand the use of that word. He never used the term "advances." At that dinner, the Female Employee focused on her dissatisfaction with her pay and her title and he made a commitment to try and fix the situation as a way to retain her as an employee. They talked about who she would like to work with and about improving her working conditions. This was at the same time that the President purchased new shoes for the Female Employee, which she accepted and even asked for a different size so he perceived that she was not trying to establish distance.

The President did acknowledge walking into a room where the Female Employee was working. He was unaware she was taking a French lesson. He acknowledged taking a picture of her when she went outside but stated that he did so because he was concerned that she did not have an adequate space in which to work at Reagan House.

The President denies that he was looking for apartments in Coral Gables for her. He stated that he was considering a placement for his wife at the Palace in Coral Gables and was looking for an apartment for himself nearby.

President Rosenberg stated that he did exchange music with the Female Employee and that it was reciprocal as all kinds of songs went back and forth. In fact, he stated that the Female Employee sent him music from one of her favorite artists that had graphic sexual lyrics, which he found offensive.

As to a request that the Female Employee accompany him on trips, the President stated that the Female Employee asked him what he was doing on the winter break. He responded that he was going to visit museums, including the war museum in New Orleans and he asked her if she wanted to come on a day trip. She responded that she would and provided him with a day during the break when she would not be available.

The President also discussed the fact that, over the Thanksgiving weekend at the end of November 2021, the Female Employee came by and spent a few hours just hanging out and talking. Similarly, the following week, the Female Employee spent hours at his house just talking following a shopping trip with his daughter. The Female Employee brought him sleeping pills and recommended other medicines to deal with his issues. He did not sense that she was uncomfortable.

V. The President's E-Mails

The Investigator reviewed all of the e-mails between the President and the Female Employee during the relevant time period. The e-mails reflected a friendly working relationship. None of the President's comments could objectively be considered offensive and none of the Female Employee's comments could objectively be construed to indicate that she was offended.

VI. Text Messages Between the President and the Female Employee

The Investigator reviewed all text messages between the President and the Female Employee. While there are no "smoking guns" - - no propositions and nothing that could be construed as constituting sexual harassment - - the messages reveal an uncomfortable and inappropriate level of familiarity and informality on the part both of the President and the Female Employee. The two constantly complimented each other in their texts, even when communicating about work related issues, often coupling their messages with hearts and other emojis. The Female Employee sent a number of photographs of herself engaged in non-work-related activities such as working out. Examples of the text communications include:

- When the Female Employee sent to the President a picture of herself on an airplane, the President responded: "Alright. The only thing missing is your radiant smile!!"

- On another occasion, after the Female Employee drove home in the evening following an FIU event at which both she and the President were in attendance, the President wrote: “[] Missing you already – going into [Female Employee’s name] withdrawal!!!”
- On another occasion, after the Female Employee sent the President flight information, he texted: “Omg. Thanks. Fortunately for me you are an amazing person!” The Female Employee responded: “Amazing people find each other!!!”

It is worth noting that, on December 14, 2021 at 2:40 p.m., the very day that the Female Employee advised the President that she was fed up with his behavior and was transferring out of his office (and actually walked out), she texted the President a message offering him a ride to a meeting at Reagan House. In the Investigator’s opinion, these examples demonstrate a level of informality and familiarity that is inappropriate in the context of the environment and the respective positions of the participants. In short, the texts demonstrate a professional boundary that was crossed by both.

VII. Foundation Fund Expenditures

The Florida International University Foundation, Inc. completed a detailed review of President Rosenberg’s expenses for the period of January 1, 2001 through January 2022. The review did not disclose any expenses that were contrary to Foundation policies and procedures or which, according to the auditor, warranted further inquiry.

VIII. Findings

As noted, the timeline and salient facts revealed both by the Female Employee and President Rosenberg during their respective interviews were, for the most part, consistent. So, too, were those facts in line with those provided by other witnesses. The most significant divergencies between the two principal witnesses was the Female Employee’s statement that the President told her that he wanted her to be his “lover” and his subsequent assurance that he would stop his “advances.” The President strenuously denies that he ever used the term “lover” and, it should be noted, in the Female Employee’s discussions with the Supervisor about the President’s conduct, she never stated that the President had asked her to be his “lover.” All the Female Employee told the Supervisor was that the President had asked her to consider being his “companion.” So, too, the President denies that he ever assured the Female Employee that he would stop his “advances.” He is adamant that he never made any advances and never used that term. That statement also never was made by the Female Employee when she related events to the Supervisor.

The Investigator found the President to be straight forward, honest and genuinely remorseful about what had occurred. The Investigator also found the Female Employee to be straight forward and credible. While the workplace, by no means, has to be sterile to the point of unfriendliness, it is clear here that the President acted in a manner that was unprofessional and that he crossed appropriate boundaries in his behavior towards and interactions with a female subordinate. It is immaterial that the Female Employee interacted with the President with the same degree of familiarity and lack of formality. It was up to President Rosenberg to set the tone and the boundaries. Given his position as President of a major educational institution, the substantial disparity in age and the obvious power dynamic that existed in the relationship, the President, at best, displayed extremely poor judgment. That poor judgment continued after being

told to stop on more than one occasion. Such poor judgment simply is not compatible with the important position of President of a large complex enterprise such as FIU. These findings are based on the corroborated conduct, giving lesser weight to the directly disputed comments.

The Investigator also finds that FIU's General Counsel, its Board Chair and the members of its Board of Trustees acted expeditiously and appropriately upon their receipt of information regarding potential inappropriate behavior on the part of the President. An independent investigation was immediately commenced and the Female Employee was placed on paid administrative leave (with her consent) so that she would not have to face the discomfort of interacting with the President during the course of the investigation. At the request of the Female Employee, her anonymity and confidentiality have been maintained. Once it became apparent that the allegations against the President were more serious than originally contemplated and were corroborated in significant part, and that information was conveyed to the President, the President made the decision to resign effectively immediately. The President's resignation was accepted. The Board then acted expeditiously in appointing an interim President. In short, the General Counsel, the Board Chair and the members of the Board of Trustees acted in the best interests of FIU while, at the same time, fairly and impartially investigating the President's alleged conduct and protecting the interests of the Female Employee throughout the process. It is worth noting that, if the President had not resigned and the matter was brought before the Board, potentially lengthy public proceedings would have ensued and the Female Employee's ability to remain anonymous would have been compromised as she would become a witness in those proceedings.

IX. Next Steps

As a result of his resignation the President's status is that of a tenured faculty member. In that capacity, this Investigation Report will be presented to the Faculty Advisory Board ("FAB"), which also is referred to as the HR team. It is comprised of the Vice Provost for Faculty Leadership and Success, the Associate Provost for Academic Planning and Finance, the Director of Employee & Labor Relations ("ELR"), the Associate Director of ELR and the Deputy General Counsel. When the FAB learns of potential faculty misconduct, it decides whether there should be an investigation and, if so, which office (*e.g.*, ELR or Title IX) should conduct it. Here, an investigation already has been conducted and its results will be reviewed by the FAB. The FAB then determines its recommendation, if any, by looking at the conduct and the precedence. Recommendations can range from counseling to reprimand, to suspension or termination. The recommendation typically is given to the Department Chair and, depending on the severity of the conduct, also to the Dean. This can be escalated to the Provost, depending on various factors including the severity of the discipline. If the Department Chair and/or the Dean and/or the Provost agree with the recommendations of the FAB, a discipline letter is created following the BOT-UFF CBA. The Department Chair and/or the Dean, along with someone from ELR, will give the letter to the faculty member. At that point, the rest of the CBA process is followed. Some disciplinary determinations are grievable and some are not (depending on severity). Ultimately, pursuant to the BOT-UFF CBA, a grievable disciplinary finding can result in arbitration, if initiated by the faculty member.

In short, at this point, it is up to the FAB to decide what, if any, further steps may be taken based on the facts gathered in the instant investigation or any further investigation it may wish to conduct.

1.002 Presidential Search and Selection

- (1) Pursuant to a delegation of authority from the Board of Governors, each board of trustees is responsible for conducting a search and selecting a candidate to serve as the president of the institution, subject to confirmation of the candidate by the Board of Governors. To ensure that the search process is transparent, robust, and designed to attract highly qualified individuals, each university board of trustees must conduct the search process in accordance with the following criteria:
 - (a) The Chair of the board of trustees, in consultation with the Chair of the Board of Governors, shall appoint the members of a search committee comprised of no more than 15 members, one of whom must be a member of the Board of Governors and at least three of whom are members of the board of trustees. Committee members selected to serve on the search committee should consist of individuals from the institution's faculty, the student body, the institution's foundation board, and, if applicable, the institution's financing corporation board. However, none of the individuals selected to serve on the search committee should hold positions that report directly to the president. In addition, the Chair of the board of trustees should consider appointing alumni, donors, and/or members from the community where the institution is located to serve on the search committee. The Chair of the board of trustees will appoint a trustee member of the search committee to serve as chair of the committee.
 - (b) After the search committee is formed, the board of trustees or its designee:
 - i. shall obtain an executive compensation analysis that encompasses all components (salary, benefits, bonuses, and all other forms of remuneration) and that takes into consideration compensation paid to the current president, presidents of peer institutions, as well as other relevant factors (such as market trends, the available qualified pool and relevant competition for candidates), from which the search committee will establish a range of compensation that will be submitted to the board of trustees for approval and use by the board of trustees or its designee in negotiating the employment contract with the final candidate;
 - ii. may retain the services of an executive search firm/consultant, subject to a competitive procurement process or use of a competitively procured, pre-qualified list, if total compensation will exceed the threshold established in Board Regulation 18.001; and any search firm/consultant that is retained should be familiar, or demonstrate its ability to become familiar, with Florida's Sunshine laws in chapters 119 and 286, Florida Statutes, as applicable to executive searches; and
 - iii. shall provide a charge to the search committee that outlines the scope of the search, the estimated timeline for the search, and the committee's responsibilities.
 - (c) The search committee, assisted by the executive search firm/consultant (if retained), will be responsible for:

- i. oversight of a webpage on the institution's website that includes a link to the home page for meetings of the search committee (notices, agendas and materials), updated lists of persons who have submitted applications, and information on the means of providing stakeholder input, which shall be maintained for purposes of transparency;
 - ii. establishing a calendar of public events for the process as they are planned that takes into account the need to align the timing of the selection process with the estimated timeline specified by the board of trustees to the extent feasible, and meeting dates of the board of trustees, and of the Board of Governors for purposes of the confirmation process;
 - iii. developing recommended position criteria that are consistent with the institution's mission, strategic plan and aspirational goals, which shall be approved by the board of trustees;
 - iv. approving a marketing plan, that will be submitted to the board of trustees;
 - v. identifying individuals who may apply, be nominated, or recruited, taking into consideration their experience, qualifications and leadership capabilities under the position criteria to produce a pool of qualified applicants;
 - vi. vetting applicants by, at a minimum, ensuring that available public records and online resources are checked in order to narrow the pool of qualified applicants who will be invited to participate in interviews with the search committee and that the references of candidates to be referred to the board of trustees are thoroughly checked;
 - vii. determining, under the position criteria, the applicants to be interviewed by the search committee and conducting those first applicant interviews; and
 - viii. recommending an unranked list of applicants who are qualified under the position criteria to further the institution's mission, goals and priorities for on-campus meetings or forums with faculty, students, and other stakeholders and for consideration and on-campus interviews by the board of trustees. The search committee is required to submit more than two qualified applicants, selected by a majority vote of the search committee, to the board of trustees for consideration, other than in exceptional circumstances making fulfillment of this requirement infeasible. If more than one candidate is not coming forward, the board of trustees must be notified of the reason and may decline to act.
- (d) The board of trustees or its designee, with the assistance of the executive search firm/consultant (if retained), shall then be responsible for:
- i. ensuring that at least a preliminary criminal, financial, education and professional background check is conducted for the candidates who are recommended by the search committee to interview with the board of trustees; ensuring that additional screening of those candidates is conducted by contacting other persons or entities that can provide additional

- information relevant to the position criteria on the candidate's job performance in his or her current and past positions, an assessment of the candidate's leadership capabilities and management style, ability to work with various stakeholders, and expected effectiveness as an advocate for the institution and the State University System; and ensuring that a background check of the president-elect is finalized prior to recommendation of the president-elect to the Board of Governors for confirmation;
- ii. selecting final candidates for on-campus meetings with faculty, students, the board of trustees, and other stakeholders;
 - iii. selecting a final qualified candidate under the position criteria as president-elect for recommendation to the Board of Governors for confirmation;
 - iv. drafting an employment contract covering the financial and key performance terms, to be reviewed by the Board of Governors general counsel prior to execution for compliance with state law, that is consistent with the compensation range approved by the board of trustees, and that is contingent upon confirmation of the candidate by the Board of Governors; and
 - v. submitting a written description of the selection process and criteria, the president-elect's qualifications, and a copy of the employment contract to the Board of Governors for consideration in the confirmation process. The president-elect is not eligible to commence employment with the institution or execute the employment contract prior to confirmation by the Board of Governors.
- (2) The Board of Governors' member who serves on the search committee shall be responsible for reporting on the progress of the search and selection process at each regularly scheduled meeting of the Board, and shall serve as a member of any search committee subcommittee established for the purpose of analyzing the appropriate range of compensation for the final candidate. As part of the member's report to the Board, the member will keep the Board informed on matters relating to the range of compensation and other material terms of any proposed employment contract discussed by the search committee or the board of trustees during the search process.
- (3) The Chancellor shall brief the president-elect in preparation for the meeting at which the candidate shall be presented to the Board of Governors for confirmation.
- (4) The president-elect shall personally appear before the Board of Governors at a scheduled meeting for an interview as part of the confirmation process. The Chair of the board of trustees, or designee, will describe the search process and the material terms of the proposed employment contract, and introduce the president-elect to the Board. The president-elect should be prepared to respond to questions related to the institution's mission under its strategic plan, general awareness of

institutional and system metrics, and any priorities established by the Board of Governors for the institution.

Authority: Section 7(d), art. IX, Fla. Const.; History: New 06-23-16, Amended 08-31-17.