



FLORIDA INTERNATIONAL UNIVERSITY

BOARD OF TRUSTEES

GOVERNANCE COMMITTEE

FIU, Modesto A. Maidique Campus, Graham Center Ballrooms

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

Thursday, March 3, 2022

12:00 PM

or

Upon Adjournment of Previous Meeting

Chair: Dean C. Colson, *Board Chair*

Vice Chair: Roger Tovar, *Board Vice Chair*

Members: Carlos A. Duarte, Natasha Lowell, Gene Prescott, Marc D. Sarnoff

AGENDA

- | | |
|--|----------------------|
| 1. Call to Order and Chair's Remarks | Dean C. Colson |
| 2. Approval of Minutes | Dean C. Colson |
| 3. Action Items | |
| G1. Employment Agreement for Interim President Kenneth A. Jessell | Dean C. Colson |
| G2. Ratification of Designation of Interim Senior Management Official and Delegation to Key Management Personnel | Elizabeth M. Bejar |
| G3. Proposed Revisions to the Florida International University Bonus Plan | El pagnier K. Hudson |
| G4. Proposed Revisions to Florida International University Board of Trustees Conflict-of-Interest Policy and Disclosure Form | Carlos B. Castillo |
| G5. Direct Support Organizations Board Appointments | Howard R. Lipman |
| 4. New Business <i>(If Any)</i> | Dean C. Colson |
| 5. Concluding Remarks and Adjournment | Dean C. Colson |

The next Governance Committee Meeting is scheduled for April 26, 2022

FIU Board of Trustees Governance Committee Meeting

Time: March 03, 2022 12:00 PM - 1:00 PM EST

Location: FIU, Modesto A. Maidique Campus, Graham Center Ballrooms | Livestream: <http://webcast.fiu.edu/>

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THE FLORIDA INTERNATIONAL UNIVERSITY
BOARD OF TRUSTEES
Governance Committee

March 3, 2022

Subject: Approval of Minutes of Meeting held September 14, 2021

Proposed Committee Action:

Approval of Minutes of the Governance Committee meeting held on September 14, 2021, at the FIU, Modesto A. Maidique Campus, Graham Center Ballrooms and via Zoom.

Background Information:

Committee members will review and approve the Minutes of the Governance Committee meeting held on September 14, 2021, at the FIU, Modesto A. Maidique Campus, Graham Center Ballrooms and via Zoom.

Supporting Documentation: Minutes: Governance Committee Meeting, September 14, 2021

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



**FLORIDA INTERNATIONAL UNIVERSITY
BOARD OF TRUSTEES
GOVERNANCE COMMITTEE
MINUTES
SEPTEMBER 14, 2021**

1. Call to Order and Chair's Remarks

The Florida International University Board of Trustees Governance Committee meeting was called to order by Board Chair Dean C. Colson on Tuesday, September 14, 2021, at 2:21 p.m. at the FIU, Modesto A. Maidique Campus, Graham Center Ballrooms and via Zoom.

General Counsel Carlos B. Castillo conducted roll call of the Governance Committee members and verified a quorum. Present were Trustees Dean C. Colson, *Board Chair*; Roger Tovar, *Board Vice Chair*; Natasha Lowell; Gene Prescott; and Marc D. Sarnoff.

Trustees Cesar L. Alvarez, Donna J. Hrinak, Joerg Reinhold, and Alexander Rubido and University President Mark B. Rosenberg were also in attendance.

2. Approval of Minutes

Board Chair Colson asked if there were any additions or corrections to the minutes of the Governance Committee meeting held on June 16, 2021. A motion was made and unanimously passed to approve the minutes of the Governance Committee meeting held on June 16, 2021.

3. Action Items

G1. Ratification of the 2021-2024 Florida International University Board of Trustees and the United Faculty of Florida-FIU Collective Bargaining Agreement*

**Pending ratification by the United Faculty of Florida-FIU*

Provost and Executive Vice President Kenneth G. Furton presented the ratification of the 2021-2024 Florida International University Board of Trustees and United Faculty of Florida-FIU Collective Bargaining Agreement for Committee review, delineating the key terms. With respect to Salary Article 11, Provost Furton explained that for academic year 2021-22, upon ratification, all eligible employees will receive a one-time, non-recurring payment of two percent (2%) of their base salaries or \$2,000, whichever is greater. He pointed out that for academic year 2022-23, all eligible employees will receive an increase to their base salary of two percent (2%) or \$2,000, whichever is greater, explaining that said increase will be contingent on the availability of sufficient new recurring funding legally expendable for faculty salary increases. Provost Furton commented on the proposed change to Article 13.2 (Summer Appointments, Appointment Policy), namely, that said article was being modified so that each program is allowed to pay a negotiated and/or budgeted flat rate per

course in auxiliary for credit programs charging auxiliary tuition as opposed to twelve and half percent (12.5%).

Relating to the Minimum Salaries Article 11.12, Provost Furton remarked on the minimum base salaries, effective academic year 2021-22, of \$53,000 for qualifying faculty holding a master's degree or equivalent and \$58,000 for qualifying faculty holding a doctoral degree, adding that effective 2022-23, the minimum bases salaries will be \$55,000 for qualifying faculty with a master's degree or equivalent and \$60,000 for qualifying faculty with a doctoral degree or equivalent. He commented that the minimum base nine-month salaries, effective 2021-2022, for eligible visiting full-time faculty (who do not have the designation of "Research") holding a master's degree or equivalent will be \$51,000 and \$56,000 for qualifying faculty holding a doctoral degree. Provost Furton indicated that effective 2022-23, the minimum nine-month base salary for qualifying faculty with a master's degree or equivalent will be \$56,000 and \$58,000 for qualifying faculty with a doctoral degree or equivalent.

Provost Furton remarked on proposed Policy changes. He explained that the Patent and Invention Policy is now aligned for out-of-unit employees. He added that the Conflict of Interest/Outside Activity Policy aligns faculty policy with federal and state laws while making it clear that an outside activity requires annual disclosure even if there is nothing to disclose before engaging in an outside activity and describes the effect of failure to disclose especially for those who are engaged in externally funded sponsored research, which can include suspension of up to 60 days without pay. Provost Furton commented on the Bereavement Leave Policy. He noted that the proposed changes increase the number of days an employee can be on bereavement leave from three (3) to seven (7) and clarify the definition of immediate family member. He pointed out that the Family and Medical Leave ACT (FMLA) Entitlements Policy is being modified to align with the federal requirement that FMLA leave is to be designated first if there is a concurrent leave and to include provisions addressing the military caregiver leave.

Provost Furton explained that the Employee Performance Evaluation Policy Procedures are being modified to indicate that it pertains to any modality and not just in-person classes. He stated that the word "principles" was changed to "rights" in Article 5.1 (Academic Freedom and Responsibility Policy), specifically that the proposed change would read as follows: "Florida International University and UFF-FIU affirm the rights and responsibilities of academic freedom which are rooted in the concept of the University as a community of scholars committed to free inquiry in an atmosphere of tolerance, without fear of censorship or reprisal." Provost Furton indicated that the Benefits Policy (Benefits Policy, Benefits for Retired Employees (A)(x) Emeritus) included the added requirement that a faculty member must have consistently upheld the principles of academic responsibility as outlined in Article 5(3). He referred to Article 3, UFF Chapter Privileges, Section 3.4(a) and 3.5(a) Released Time, noting that the number of units of released time was increased from six (6) to ten (10) units per academic year semester.

A motion was made and unanimously passed that the FIU Board of Trustees Governance Committee recommend that the Florida International University Board of Trustees ratify the 2021-2024 Collective Bargaining Agreement between the Florida International University Board of Trustees and the United Faculty of Florida-FIU.

G2. Ratification of the Wage Reopener for fiscal years 2021-2022 and 2022-2023 in the 2020-2023 Collective Bargaining Agreement Between the Florida International University Board of Trustees and the Florida Nurses Association, Office and Professional Employees International Union, Local 713, AFL-CIO (Local 713)

Senior Vice President for Human Resources and Vice-Provost, Diversity, Equity, and Inclusion Elpagnier Kay Hudson presented the Wage Reopener for fiscal years 2021-22 and 2022-23 in the 2020-23 Collective Bargaining Agreement between the FIU Board of Trustees and the Florida Nurses Association, Office and Professional Employees International Union, Local 713, AFL-CIO (Local 713) for Committee review. She noted that the 2020-23 Agreement included wage reopeners for fiscal years 2021-22 and 2022-23, commenting that market equity adjustments have allowed the University to attract and retain nurses.

Sr. VP Hudson highlighted the proposed changes to Article 7.2, Salary Increases, for fiscal years 2021-22 and 2022-23. For fiscal year 2021-22, she indicated that the Board shall provide all eligible bargaining unit employees with a general across-the-board wage increase of three percent (3%). She added that the increase will be payable on the first full pay period following joint ratification and will be based upon the employee's base rate of pay and in proportion to their full-time equivalency (FTE). She remarked that to be eligible, the employee must have been employed by the University before September 1, 2020, continuously through the effective date of the salary action, and received an overall rating of "Fully Meets" (3) on the most recent Performance Excellence Process (PEP). Sr. VP Hudson indicated that the Board shall provide a one-time bonus of \$1,000 to be paid the first full pay period following joint ratification. She explained that to be eligible, the employee must have been employed by the University before September 1, 2020, continuously through the effective date of the salary action, and received an overall rating of "Fully Meets" (3) on the most recent PEP. She pointed out that employees on probation at the time of ratification will not be eligible for this bonus. She remarked that the Union is comprised of eight (8) members and only one (1) member was not eligible due to the hire date.

Pertaining to fiscal year 2022-23, Sr. VP Hudson mentioned that all eligible bargaining unit employees would be provided with a general across-the-board wage increase of two percent (2%). She stated that the increase will be payable on the first full pay period in October 2022 and will be based upon the employee's base rate of pay and in proportion to their FTE. She noted that to be eligible, the employee must have been employed by the University before October 1, 2021, continuously through the effective date of the salary action, and received an overall rating of "Fully Meets" (3) on the most recent PEP.

A motion was made and unanimously passed that the FIU Board of Trustees Governance Committee recommend that the Florida International University Board of Trustees ratify Article 7 – Wages (wage reopener) in the 2020-2023 Collective Bargaining Agreement between the Florida International University Board of Trustees (BOT) and the Florida Nurses Association, Office & Professional Employees International Union, Local 713, AFL-CIO (Local 713).

G3. Approval of the Florida International University Bonus Plan

Sr. VP Hudson presented the FIU Bonus Plan for Committee review, noting that the proposed Bonus Plan is in alignment with Florida Board of Governors Regulation (9.015) and Florida Statutes

(Section 1012.978), including the criteria outlined in the regulation and legislation associated with recruitment, performance, and retention. She explained that to be eligible for any type of bonus, the faculty or staff must meet all of the following criteria: regular non-bargaining faculty and staff; employed at least for six (6) months; have a favorable overall performance rating; and no disciplinary action on file. She highlighted the bonus types relating to work performance. She indicated that Performance-Based Bonuses, have ranged between \$500 and \$15,000 over the past three (3) years, and recognize out-of-unit faculty and staff who have demonstrated continuous outstanding performance or who have made a significant contribution to the department's objectives. Sr. VP Hudson pointed out that Project-Based Bonuses, can range from \$1,000 to \$10,000, and recognize faculty and staff upon the successful completion of a special project with pre-determined goals or performance levels in addition to the faculty and staff's regularly assigned duties. She stated that Spot Awards can be paid up to \$1,500 as a maximum and recognize faculty and staff for superior performance that is not based on a project but rather reinforces superior or observable performance for a specific event or task that has been completed. She mentioned that the University's Recognition Award is a special acknowledgement accompanied by cash awards for different categories, ranging from \$100 up to \$1,500, depending on whether the award is singular or a group award. She indicated that the Variable Compensation Plan Award is a pre-approved plan that provides for a lump-sum award based on successful attainment of established goals and can range from \$100 to \$20,000 depending on the predetermined criteria.

Sr. VP Hudson remarked that upon the identification of external candidates with desirable specialized skills and exceptional experience, or where market conditions or departmental structure merit such an award, the University may offer a Recruitment Bonus, or Sign-on Bonus, in amounts ranging from \$2,000 to \$10,000. She added that Retention Bonuses range from \$2,000 to \$10,000 and may be awarded in circumstances to address verified offers of competing employment, address market conditions which are significantly higher than the current salary, or to ameliorate salary compression or inversion, all of which are determined to be in the best interests of the University or support the mission of the University. Sr. VP Hudson indicated that Educational Incentive Awards are determined by the degree earned or certification received and can range from \$500 up to \$2,000.

Sr. VP Hudson commented on the requested delegation of authority, pursuant to which the FIU Board of Trustees will delegate authority to the President or the President's designee to establish procedures to implement the Bonus Plan, including levels of approvals and compensation for specific bonuses described in the Bonus Plan. In terms of reporting, Sr. VP Hudson explained that beginning with the fall 2022 FIU Board of Trustees meeting and each year thereafter, the President shall submit a report to the FIU Board of Trustees that certifies any bonuses paid during the prior year complied with the criteria in the Bonus Plan and that the bonuses were within the University's budget as approved by the FIU Board of Trustees.

Trustee Marc D. Sarnoff motioned to make a modification, specifically to include that General Counsel Castillo also sign the certification (as part of the President's report). Board Chair Colson and Trustee Sarnoff accepted General Counsel Castillo's point that a certification analogous to the Funding Certification Form be considered.

A motion was made and unanimously passed that the FIU Board of Trustees Governance Committee recommend that the Florida International University Board of Trustees approve the Florida International University Bonus Plan, as modified, to include a signed certification as part of the President's report.

4. New Business

No new business was raised.

5. Concluding Remarks and Adjournment

With no other business, Board Chair Dean C. Colson adjourned the meeting of the Florida International University Board of Trustees Governance Committee on Tuesday, September 14, 2021, at 2:39 p.m.

THE FLORIDA INTERNATIONAL UNIVERSITY
BOARD OF TRUSTEES
Governance Committee

March 3, 2022

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

Proposed Committee Action:

Recommend to the Florida International University Board of Trustees (the “BOT”) (i) 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 (ii) authorize 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: Term Sheet

Facilitator/Presenter: Dean C. Colson

**Florida International University
Interim Employment Agreement
Dr. Kenneth A. Jessell**

Description:		Proposed Terms
Term of Contract		One year term, from January 21, 2022 to January 20, 2023. The appointment terminates early if a new president is hired before the expiration of the term or the Board elects to terminate the appointment sooner.
Compensation:		
Annual Base Salary		\$503,000.00
Performance Based Incentive Bonus		Up to \$150,000. The Board will determine the amount and it will be awarded based on achievement of the performance goals and objectives developed by Dr. Jessell and approved by the Board.
Benefits:		
Standard University Executive Service Benefits		Includes vacation and sick leave, retirement contributions, health insurance, disability and life insurance programs.
Retirement Supplement		\$80,000 annually, earned monthly. The portion earned in 2022 will be paid no later than December 31, 2022, and the portion earned in 2023 will be paid no later than thirty (30) days after the end of the Term.
Cell Phone Allowance		Monthly cell phone allowance in the amount of \$140.00.
Provisions Upon Expiration of Term as Interim President:		
Returns to Prior SVP Position		Unless terminated for cause, Dr. Jessell returns to the position of Senior Vice President for Finance and Administration and Chief Financial Officer.
Returns to Faculty		Dr. Jessell received tenure upon hire at FIU in 2009 and is a tenured full professor in the College of Business. If he intends to return to the faculty after his service as Senior Vice President for Finance and Administration and Chief Financial Officer, Dr. Jessell is eligible for a one-year paid research leave at his then-current salary. Upon return to the faculty appointment, his pay will be as set forth in the appointment letter dated June 17, 2009.
Other:		
Approval Process and Execution of Interim Employment Agreement		Execution of a contract document consistent with this Term Sheet will occur after obtaining Board approval, the Foundation's approval of its financial obligations, if applicable, and confirmation of the interim appointment by the Board of Governors.

THE FLORIDA INTERNATIONAL UNIVERSITY
BOARD OF TRUSTEES
Governance Committee

March 3, 2022

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

Proposed Committee Action:

Recommend that the Florida International University Board of Trustees 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: 27 January 2022 Minutes from Meeting Appointing Interim Senior Management Official for Florida International University, attaching the January 27, 2022 Memo to the Defense Counterintelligence and Security Agency (DCSA) from Florida International University appointing the FIU Interim Senior Management Official

Facilitator/Presenter: Elizabeth M. Bejar



DATE: 27 January 2022

SUBJECT: Minutes from Meeting Appointing Interim Senior Management Official for Florida International University

1. A meeting was held on 27 January 2022 from 11:00 am – 11:45 am to discuss the appointment of Kevin Lothridge as the Interim Senior Management Official (SMO) for Florida International University (FIU) with the Commercial and Government Entity (CAGE) Code: 1JHM5.
2. The attendance of meeting included the following individuals:

Name	Title
Mr. Dean Colson	Chair, FIU Board of Trustees
Mr. Carlos Castillo	General Counsel
Ms. Elizabeth Marston	Deputy General Counsel
Ms. Diana Firvida-Oliva	Assistant General Counsel
Dr. Andres Gil	Senior VP for Research & Economic Development
Dr. Luis Salas	Associate VP for Research & Economic Development
Mr. Roberto Gutierrez	Assistant VP for Research
Mr. Kevin Lothridge	FIU Interim SMO
Mr. Gregory Hughley	FIU Facility Security Officer (FSO)
3. Senior Vice President Gil, Assistant Vice President Gutierrez and Facility Security Officer Hughley briefed Chair Colson on the need to appoint Mr. Lothridge as Interim Senior Management Official given the resignation of Dr. Mark Rosenberg as University President in order to comply with the requirements the National Industrial Security Program Operating Manual (NISPOM).
4. Chair Colson approved the appointment of Mr. Lothridge as Interim Senior Management Official. Attached is a copy of the appointment memorandum addressed to the DCSA.
5. The signatures of the Chair of the Board, FSO and Interim SMO are affixed below as a memorial of this meeting. A copy of these minutes will be provided to DCSA to demonstrate compliance with the National Industrial Security Program Operating Manual (NISPOM) Title 32 CFR Part 117.

Dean C. Colson
Chair, Board of Trustees
FIU
(305) 348-2111

DocuSigned by:

E86B4921BACE4CD...
Gregory M. Hughley
FSO
FIU
(813) 898-4444

DocuSigned by:

5E17A888A754406...
Kevin L. Lothridge
Interim SMO
FIU
(727) 395-2511 x103

DATE: 27 January 2022
TO: Defense Counterintelligence and Security Agency (DCSA)
FROM: Dean C. Colson, Chair, Board of Trustees
1JHM5 – Florida International University, Miami, FL 33199
SUBJECT: Appointment of Interim Senior Management Official (SMO) – Kevin Lothridge



1. As required, Kevin Lothridge, Director of the Global Forensic & Justice Center and Executive Director of the National Forensic Science Technology Center, is a U.S. citizen and is hereby appointed as the Interim Senior Management Official for Florida International University with the Commercial and Government Entity (CAGE) Code: 1JHM5.

2. The SMO and Facility Security Officer (FSO) have been identified as:

Name: Kevin Lothridge
Email: klothrid@fiu.edu
Phone: (727) 395-2511 ext. 103
Title: SMO

Name: Greg Hughley
Email: ghughley@fiu.edu
Phone: 813-898-4444
Title: FSO

3. The SMO, Mr. Kevin Lothridge, will lead the effort to ensure compliance with the National Industrial Security Program Operating Manual (NISPOM) Title 32 CFR Part 117 and other applicable policies, standards, or guidance to effectively deliver uncompromised technology, protect our nation's assets, and support the warfighter.

4. The SMO has been designated as a Key Management Personnel (KMP) within our organization.

5. The SMO has been advised of his roles and responsibilities under the Title 32 FR Part 117.7 Procedures for Contract Security Officials, SMO specific duties, and the other security official's duties.

6. If you have any questions, please contact me directly.

Dean C. Colson
Chair, Board of Trustees
Florida International University
(305) 348-2111

THE FLORIDA INTERNATIONAL UNIVERSITY
BOARD OF TRUSTEES
Governance Committee

March 3, 2022

Subject: Proposed Revisions to the Florida International University Bonus Plan

Proposed Committee Action:

Recommend that the Florida International University Board of Trustees (BOT) 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 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: Proposed Revisions, Florida International University Bonus Plan, *redline*

Facilitator/Presenter: El pagnier Kay (EK) Hudson

FLORIDA INTERNATIONAL UNIVERSITY BONUS PLAN

The Florida International University bonus plan is designed to comply with Section 1012.978, Florida Statutes, and the Florida Board of Governors (BOG) Regulation 9.015. The University shall provide incentive bonuses based on work performance as well as addressing recruitment and retention needs. A bonus is a one-time monetary award given to faculty or staff which is not added to the base salary.

General Employee Eligibility Criteria

To be eligible for any type of bonus, the faculty or staff must meet all of the following criteria:

1. Regular non-bargaining faculty and staff
2. Employed at least for six (6) months.
3. To be eligible for a bonus, the employee must generally have a current overall performance rating of “3-Fully Meets Expectations” or higher for staff or an overall performance rating of “Good” or better for faculty evaluations unless otherwise noted below.
4. No disciplinary action on file.

Types of Bonuses and Evaluation Criteria

1. Work-Performance Bonuses

Evaluation Criteria: The evaluation criteria for these bonuses includes, but is not limited to, documented work performance involving increased duties/responsibilities, successful completion of a special project, attainment of established goals, superior performance, or specific achievements or assignments of significance.

Specific Bonuses Falling Within This Category:

A. Performance-Based Bonus

The Performance-Based Bonus is to recognize faculty and staff who have demonstrated continuous outstanding performance or who have made a significant contribution to the department’s objectives. To be eligible to receive this bonus, the employee must have a current performance rating of “Consistently Exceeds” or better for staff or “Very Good” or better for faculty evaluations.

B. Project-Based Bonus

The Project-Based Bonus is to recognize faculty and staff upon the successful completion of a special project with pre-determined goals or performance levels in addition to the faculty and staff’s regularly assigned duties.

C. Spot Award

The Spot Award is to recognize faculty and staff for superior performance that is not based on a project and is to foster continued improvement or reinforce superior or observable performance for a specific event or task has been completed. There must be an evaluation on file for the faculty or staff to be eligible for this bonus.

D. Variable Compensation Plan Award

The Variable Compensation Plan (VCP) Award is a pre-approved plan that provides for a lump-sum award based on successful attainment of established goals. A VCP establishes the eligible faculty or staff's contribution to departmental objectives, which typically includes revenue generation, and specific targets to be achieved with a pay-out schedule based on achieving the stated goals within the fiscal year. There must be an evaluation on file for the faculty or staff to be eligible for this bonus.

E. Recognition Awards

Recognition Awards serve to recognize faculty and staff for superior performance or specific achievements in designated categories. The FIU community gathers each year to honor and recognize distinguished staff and faculty members for their outstanding achievements and years of service through the Service and Recognition Awards. Select employees are recognized with an award for significant achievements in their scholarly pursuits (e.g., Employee Service and Recognition Awards and Student Employee of the Year Awards). Faculty excellence awards are presented during the Faculty Convocation and Awards Ceremony in the categories of teaching, gateway teaching, research/creative activities, engagement, service, advising/mentorship and librarianship.

F. Faculty Practice Plan

The Herbert Wertheim College of Medicine (HWCOC) 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 HWCOC from clinical services provided by the faculty.

2. Recruitment (Sign-On) Bonuses

Evaluation Criteria: The evaluation criteria for these bonuses includes, but is not limited to, identification of external candidates with desirable specialized skills and exceptional experience, or where market conditions or departmental structure merit such an award.

3. Retention Bonuses

Evaluation Criteria: The evaluation criteria for these bonuses includes, but it is not limited to, circumstances to address verified offers of competing employment, address market conditions which are significantly higher than the current salary, ameliorate salary compression or inversion, or acknowledge successful completion of career development training, or certification programs that are in the best interests of the University or support the mission of the University. There must be an evaluation on file for the faculty or staff to be eligible for this bonus.

A. Educational Incentive Awards

Educational Incentive Awards are given to encourage staff to acquire a degree, a professional license, or a professional certification from an accredited institution or professional organization. The course of study should be relevant to the position and/or department needs.

Educational Incentive Awards are not available for degrees, professional certifications or licenses that are a current job requirement.

Delegations of Authority

The Florida International University Board of Trustees (FIU BOT) delegates authority to the President or the President's designee to establish procedures to implement this bonus plan, including levels of approvals and compensation for specific bonuses described in this bonus plan.

Reporting to the FIU BOT

At the first FIU BOT meeting in the fall (starting with 2022) and each year thereafter, the President shall submit a report to the FIU BOT that certifies any bonuses paid during the prior year complied with the criteria in this bonus plan and that the bonuses were within the University's budget as approved by the FIU BOT. The report will include 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.

History: Adopted September 14, 2021

THE FLORIDA INTERNATIONAL UNIVERSITY
BOARD OF TRUSTEES
Governance Committee

March 3, 2022

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

Proposed Committee Action:

Recommend that the Florida International University Board of Trustees 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: Proposed Revisions, Florida International University Board of Trustees Conflict-of-Interest Policy and Disclosure Form, *redline*

Facilitator/Presenter: Carlos B. Castillo

**THE FLORIDA INTERNATIONAL UNIVERSITY
BOARD OF TRUSTEES
CONFLICT-OF-INTEREST POLICY**

1. **Scope.** The following statement of policy applies to each member of the Board.
2. **Fiduciary Responsibilities.** Section 8 of Article II of the Constitution of the State of Florida states: “A public office is a public trust.” Board members of Florida International University serve the public trust and have a clear obligation to fulfill their responsibilities in a manner consistent with this fact. All decisions of the Board are to be made solely on the basis of a desire to advance the best interests of the institution and the public good.

Board members are generally involved in the affairs of other institutions and organizations. It is the policy of the state that no officer or employee of a state agency or of a county, city, or other political subdivision of the state, and no member of the Legislature or legislative employee, shall have any interest, financial or otherwise, direct or indirect; engage in any business transaction or professional activity; or incur any obligation of any nature which is in substantial conflict with the proper discharge of his or her duties in the public interest.

Effective boards will include individuals who have relationships and affiliations that may raise questions about perceived conflicts of interest. Although many such potential conflicts are and will be deemed inconsequential, each Trustee has the responsibility to comply with the Code of Ethics for Public Officers and Employees which is contained in Chapter 112, Part III (Sections 112.311 – 112.326) of the Florida Statutes.

3. **The Code of Ethics for Public Officers and Employees.** No Trustee shall solicit or accept anything of value to the recipient, including a gift, loan, reward, promise of future employment, favor, or service, based upon any understanding that the vote, official action, or judgment of the Trustee would be influenced thereby.

No Trustee or his or her spouse or minor child shall, at any time, accept any compensation, payment, or thing of value when such public officer, knows, or, with the exercise of reasonable care, should know, that it was given to influence a vote or other action in which the officer, employee, or local government attorney was expected to participate in his or her official capacity.

No Trustee shall corruptly use or attempt to use his or her official position or any property or resource which may be within his or her trust, or perform his or her official duties, to secure a special privilege, benefit, or exemption for himself, herself, or others.

No Trustee shall have or hold any employment or contractual relationship as a legislative lobbyist requiring annual registration and reporting pursuant to Section 11.045.

The Code of Ethics provides definitions and sets forth the various contexts in which conflicts arise. As defined in the Code,

a “conflict of interest” arises in a situation in which regard for a private interest tends to lead to disregard of a public duty or interest.

Particular attention is required when public officers are in situations involving:

- solicitation and acceptance of gifts;
- favors or compensation;
- contracts and transactions with the University;
- unauthorized compensation;
- misuse of public position or confidential information;
- conflicting employment or consulting contractual relationships; and
- employment of relatives.

Thus, each Trustee has a continuing obligation to:

- (a) be familiar with the Florida Statutes regarding ethics and conflicts of interest and the terms of this Policy;
- (b) disclose to the Board Chair any possible personal, familial, or business relationships that might reasonably give rise to a conflict involving the University; and
- (c) acknowledge by his or her execution of the attached “Conflict of Interest Disclosure Form” that he or she is in compliance with the letter and spirit of this Policy and applicable laws.

4. Disclosure. All Trustees shall list on the attached Conflict of Interest Disclosure Form, at least once a year, those relationships

- (a) that they or members of their family maintain with organizations that do business with the University, or
- (b) that could be construed to affect their independent, unbiased judgment in light of their decision-making authority and responsibility.

If a Trustee is uncertain as to whether to list a particular relationship, the Board chair and the General Counsel of the University should be consulted. Information shared or gathered as a result of such consultations (including information provided on the attached form) shall not be released except

- in accordance with applicable public records laws, or
- when the institution’s best interests would be served by disclosure, or
- as required by court order.

Any such required disclosure will be made only after informing the affected Trustee.

5. Voting: While Trustees are required to disclose all potential conflicts of interests as described in Section 4 above, Trustees are required to vote on all matters before the Board unless a specific conflict of interest as prescribed by law exists. In these particular conflict of interest situations, Trustees are not permitted to vote. In all other situations in which a conflict of interest is present and a Trustee is required to vote, the conflict of interest will be disclosed publicly at the Board meeting in which the matter involving the conflict of interest is being considered.

6. Definitions:

The following definitions apply to this policy:

Business Relationship – A business relationship is one in which a Trustee, or a Trustee's spouse or child serves as an officer, director, or proprietor of, or has a material interest in, an organization that does business with Florida International University.

Material Interest - a direct or indirect ownership of more than 5 percent of the total assets or capital stock of any business entity constitutes a material interest.

Attached is The Florida International University Conflict of Interest Disclosure Form which each Trustee must file with the Secretary of the Board on or before ~~July~~ October 1st of each year, unless a change necessitating an amendment occurs prior to ~~July~~ October 1st of the following year.

History: Adopted September 10, 2015

**THE FLORIDA INTERNATIONAL UNIVERSITY
BOARD OF TRUSTEES
CONFLICT OF INTEREST DISCLOSURE FORM**

This Conflict of Interest Disclosure Form is intended to protect both the Board and the University, by affording the University ample opportunity to forestall any potential conflicts and assure that all Board decisions are above reproach.

To allow the Board and the University to monitor and promptly address any potential conflicts, please (i) identify below any relationships, financial or personal, that may constitute conflicts or potential conflicts of interest, or (ii) confirm that no such conflicts or potential conflicts are known to exist:

The following represent interests or relationships that are or may be in conflict with my position as Trustee of the University:

1. Personal, familial or business relationships that might reasonably give rise to a conflict involving the University.

2. Outside employment or service (any outside employment or provision of outside services by you or any member of your family) that may be in conflict with your position as a Trustee of the University.

3. Outside interests, financial and other (any interests or position which you or any member of your family hold in any outside concern from which the University obtains goods or services, or which provides services competing with the University):

4. Any other potential issues or conflicts:

OR

_____ As of today's date, I have no financial, professional, or personal relationships that reasonably hold the potential for a conflict of interest involving my service as a University Trustee.

I am familiar with The Florida International University Board of Trustees Conflict of Interest Policy pursuant to which this Disclosure Form is filed. I have disclosed all potential conflicts of interests of which I am aware, and I agree to promptly file a further Disclosure Form if any additional matters subject to disclosure arise before my next annual Disclosure Form is due.

Signature _____

Date _____

Please FAX or mail this form to Board Secretary, Board of Trustees Office, Florida International University, 11200 SW 8 Street, PC 548, Miami, FL 33199, Tel. 305 348 6495, Fax: 305 348 6426.

THE FLORIDA INTERNATIONAL UNIVERSITY
BOARD OF TRUSTEES
Governance Committee

March 3, 2022

Subject: Direct Support Organizations Board Appointments

Proposed Committee Action:

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

Background Information:

On 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: Biographies: FIU Foundation, Inc. Board of Directors.
• New Director Appointments for initial one-year term

Facilitator/Presenter: Howard R. Lipman

Thomas C. Ragan



Mr. Ragan is a partner in his own law firm, Ragan & Freeman LLP, based in Lakeville, Connecticut. His business partner is Mary Elizabeth Freeman, Esq. His firm specializes in Business Law, International Law, and Stockbroker and Investment Fraud. In 1971, he was admitted to practice in New York. His license to practice law is current.

He is a lifelong lover of ocean travel, having sailed back and forth to Brazil as a child on the Moore-McCormack liners when his father was chief of the U.S. Naval Mission there. Over the years he has built up an extensive collection of books on merchant shipping. He joined The Steamship Historical Society of America (SSHSA) board in 2013, and has been an active participant, leader and supporter ever since. Mr. Ragan earned his bachelor's degree from Princeton University in 1966 and his law degree from Harvard Law School in 1969.

Mr. Ragan was married to James Korrie Brehm, who passed away in 2021. They had no children.

Tina M. Vidal-Duart '02, MIB '04



Mrs. Vidal-Duart is the CEO of CDR Health, Inc., a health center in Tallahassee, FL offering fast and convenient COVID-19 testing and vaccinations. As CEO she is responsible for responding to unprecedented events in new and innovative ways. She is also the executive vice president of CDR Maguire, Inc. an engineering firm providing engineering consulting services, emergency management solutions, and disaster health and medical services. As the executive vice president, she provides administrative and operational oversight and leadership to the 80-year-old engineering and emergency management consulting firm which serves multiple state and local governments.

Previously, Mrs. Vidal-Duart served as the founder and president of Pooch Perks, Inc., a dog product subscription service for nearly 3 years. She was also the vice president of business development for Pacer Corporation for nearly 12 years after starting her career with them in 2003 as the director of corporate operations. From there, she held a variety of positions like interim CEO for Minnie G. Boswell Memorial Hospital, interim CEO for Brick Mountain Logistics LLC, and COO for the Non-Medical Division.

As alumni, Mrs. Vidal-Duart and her husband remain actively involved in FIU's campus life. The two have served on a variety of advisory boards including the College of Business, the FIU Foundation, and the Honors College. They have also volunteered as speakers during Panther Alumni Week and mentor current students.

David M. Zinn MST '98



Miami was the first city that Mr. Zinn, visited after he emigrated from South Africa and arrived in the States on a tennis scholarship from the other Miami University (Ohio). Mr. Zinn is the founder and managing director of Ocean Azul Partners, an early-stage venture capital firm passionate about helping entrepreneurs bring innovate technology solutions to market. He founded Ocean Azul Partners in 2017 with managing director Bill Pruitt and assembled a team of South Floridians, including CEO of TradeStation Salomon Sredni. He provides value to founders, management and investors through his experience, tactical insights, strategic planning, critical thinking, innovation and operational excellence.

Mr. Zinn is the founding CFO of ActivEngage, Inc., a private B2B technology company innovating in live-chat software and managed services in the automotive industry. He is also the co-founder of consumer brand, BeFit Nutrition™ that he developed in partnership with LionsGate. He also helped establish That's It Nutrition™, one of the fastest growing private nutrition bar companies in the U.S. and even sent bars to the international space station.

He landed his first job at PwC as the senior associate and was later recruited by Arthur Andersen as a CPA. After his time at PwC, he stayed in Miami and worked with early-stage founders for the next 15 years. After his role at PwC, he was the founding CFO of DealerUps, a B2B cloud-based SaaS company offering CRM software solutions to the automotive industry. He was also the chief accounting officer and vice president of finance for Inyx, Inc., a pharmaceutical company that

develops and acquires niche pharmaceutical products and drug delivery systems for key therapeutic areas.

Mr. Zinn earned his BS in accounting and finance from Miami University and took executive courses in digital marketing strategy and storytelling at the Columbia Business School in New York City. Mr. Zinn also enjoys tennis.