



**FLORIDA INTERNATIONAL UNIVERSITY**  
**BOARD OF TRUSTEES**  
**GOVERNANCE COMMITTEE**

FIU, Modesto A. Maidique Campus, Graham Center Ballrooms

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

**Tuesday, April 26, 2022**

**11:45 AM**

*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. Bonus Plan Certification Form   | Carlos B. Castillo |
| G2. University President's Performance Goals for Incentive Compensation, 2022 | Kenneth A. Jessell |
| 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 June 16, 2022*

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

April 26, 2022

**Subject: Approval of Minutes of Meeting held March 3, 2022**

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**Proposed Committee Action:**

Approval of Minutes of the Governance Committee meeting held on March 3, 2022, at the FIU, Modesto A. Maidique Campus, Graham Center Ballrooms and via Zoom.

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**Background Information:**

Committee members will review and approve the Minutes of the Governance Committee meeting held on March 3, 2022, at the FIU, Modesto A. Maidique Campus, Graham Center Ballrooms and via Zoom.

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**Supporting Documentation:** Minutes: Governance Committee Meeting, March 3, 2022

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



## Governance Committee

March 3, 2022

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

## MINUTES

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### 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 at 12:04 p.m. on Thursday, March 3, 2022.

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*; Carlos A. Duarte (*via Zoom*); Natasha Lowell; Gene Prescott; and Marc D. Sarnoff.

Trustees Cesar L. Alvarez, Donna J. Hrinak (*via Zoom*), Joerg Reinhold, Alexander Rubido, and Carlos Trujillo (*via Zoom*) and Interim University President Kenneth A. Jessell were also in attendance.

### 2. Approval of Minutes

Board Chair Colson asked if there were any additions or corrections to the minutes of the Governance Committee meeting held on September 14, 2021. A motion was made and unanimously passed to approve the minutes of the Governance Committee meeting held on September 14, 2021.

### 3. Action Items

#### G1. Employment Agreement for Interim President Kenneth A. Jessell

Board Chair Colson indicated that the Florida Board of Governors confirmed the appointment of Dr. Kenneth A. Jessell as Interim President of FIU. Board Chair Colson explained that the term sheet specifies the term of the contract as a one-year term, from January 21, 2022 to January 20, 2023, with said appointment terminating early if a new president is hired before the expiration of the term or the Board elects to terminate the appointment sooner. Board Chair Colson pointed out that the term sheet also delineates the compensation, performance-based incentive bonus, and benefits and sets forth the provisions upon expiration of term as Interim President. He indicated that at its February 18, 2022 meeting, the FIU Foundation, Inc. Board of Directors Executive Committee approved the payment of the Foundation's funding obligation.

A motion was made and unanimously passed that the FIU Board of Trustees Governance Committee recommend that the FIU Board of Trustees (BOT) (i) approve the employment agreement for Interim President Kenneth A. Jessell for a one-year term from January 21, 2022 to January 20, 2023, as described in the 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.

## **G2. Ratification of Designation of Interim Senior Management Official and Delegation to Key Management Personnel**

Interim Provost and Executive Vice President Elizabeth M. Bejar presented the designation of the Interim Senior Management Official (SMO) and delegation to key management personnel for Committee review. She explained that as a result of the security clearance that the University holds, the National Industrial Security Program Operating Manual (NISPOM) requires FIU to designate key management personnel in order to enter into contractual obligations with agencies of the United States government, including contractual obligations requiring security clearance. She added that in 2018 former President Mark B. Rosenberg was designated as final authority for key management personnel as the FIU SMO, noting that with Dr. Rosenberg's resignation in January 2022, a new SMO that meets compliance requirements must be designated. Interim Provost Bejar indicated that Kevin Lothridge, Director of the Global Forensic and Justice Center and Executive Director of the National Forensic Science Technology Center, possesses all required security clearances and was appointed as Interim SMO, noting that the Defense Counterintelligence and Security Agency has been advised of this appointment. She remarked that said appointment must now be ratified by the FIU Board of Trustees.

A motion was made and unanimously passed that the FIU Board of Trustees Governance Committee recommend that the FIU Board of Trustees adopt a Resolution ratifying the designation of the Senior Management Official for FIU'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.

## **G3. Proposed Revisions to the Florida International University Bonus Plan**

Senior Vice President for Human Resources and Vice-Provost, Diversity, Equity, and Inclusion Elpagnier Kay Hudson presented the proposed revisions to the FIU Bonus Plan for Committee review. She explained that on September 14, 2021, the FIU Board of Trustees approved the FIU Bonus Plan, which delineates the bonus program options available to FIU faculty and staff based on employee work performance or for purposes of recruitment and retention with established criteria for such plans. She indicated that FIU's Bonus Plan has been amended to include the existing Faculty Practice Plan. Sr. VP Hudson remarked that the Faculty Practice Plan with the Herbert Wertheim College of Medicine (HWCOM) Variable Compensation Plan is applicable to clinical faculty with specialties as defined in the plan document. She added that the Variable Compensation Plan provides for a percent of net revenues received by HWCOM from clinical services provided by the faculty. She commented that at said meeting of the FIU Board of Trustees on September 14, 2021, when the Board of Trustees approved the FIU Bonus Plan, which certifies that the bonuses were within the University's budget, a request was made for a certification from the General Counsel created in the same fashion as is being done for the Funding Certification Form. She mentioned that the total amount of funds paid for performance, recruitment, and retention bonuses shall be included in the report.

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 amended Florida International University Bonus Plan.

#### **G4. Proposed Revisions to Florida International University Board of Trustees Conflict-of-Interest Policy and Disclosure Form**

General Counsel Castillo presented the proposed revisions to the FIU Board of Trustees Conflict-of-Interest Policy and Disclosure Form for Committee review. He remarked that the FIU Board of Trustees Conflict-of-Interest Policy is being revised to include language, consistent with Florida Statute, that prohibits a Trustee from holding a relationship as a legislative lobbyist requiring annual registration and reporting. He added that the Policy is also being revised to change the date the Disclosure Form is due from July 1 to October 1 each year.

A motion was made and unanimously passed that the FIU Board of Trustees Governance Committee recommend that the FIU Board of Trustees approve the proposed revisions to the FIU Board of Trustees Conflict-of-Interest Policy and Disclosure Form.

#### **G5. Direct Support Organizations Board Appointments**

Trustee Carlos A. Duart disclosed that as part of action item G5, one of the FIU Foundation Directors whose appointment is up for confirmation before the Committee is his wife, Tina M. Vidal-Duart. He explained that in an abundance of caution, he would abstain from the vote on said action item and disclosed it in accordance with the Voting Conflicts Florida Statute Section 112.3143.

Senior Vice President for University Advancement Howard R. Lipman presented, for Committee review, the new director appointments to the FIU Foundation, Inc. Board of Directors. He explained that the FIU Foundation Inc. Board of Directors appointed three (3) new directors for initial one-year terms (FY 2022-2023) and provided an overview of each of the appointments: Thomas C. Ragan, Tina M. Vidal-Duart '02, MIB '04, and David M. Zinn MST '98.

A motion was made and passed that the FIU Board of Trustees Governance Committee recommend that the FIU Board of Trustees approve the appointments of the individuals as specified in the board materials, to the FIU Foundation, Inc. Board of Directors.

Trustee Duart abstained from the discussion and vote on this Action Item.

#### **4. New Business**

No new business was raised.

#### **5. Concluding Remarks and Adjournment**

With no other business, Board Chair Dean C. Colson adjourned the meeting of the Florida International University Board of Trustees Governance Committee on Thursday, March 3, 2022 at 12:16 p.m.

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

April 26, 2022

**Subject: Bonus Plan Certification Form**

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**Proposed Committee Action:**

Recommend that the Florida International University Board of Trustees (BOT) approve the proposed Bonus Plan Certification Form.

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**Background Information:**

Florida Board of Governors (BOG) Regulation 9.015, University Bonus Plans, 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 care through a university Faculty Practice Plan.

BOG Regulation 9.015(4) provides: “Each year, on a schedule established by the university board of trustees, the President shall submit a bonus plan report to the board of trustees. The report shall contain the following: the President’s certification that any bonuses paid during the reporting period complied with the criteria in the university’s bonus plan and were paid from funds contained within the university’s budget as approved by the board of trustees; and the total amount paid during the reporting period for performance, recruitment and retention bonuses.”

The Florida International University Bonus Plan was approved by the BOT on September 14, 2021 and amended and approved by the BOT on March 3, 2022 (the “Bonus Plan”). The Bonus Plan requires the submission of an annual President’s report (the “Bonus Plan Report”), which certifies the information required by the referenced Board of Governors regulation. During the BOT approval process of the Bonus Plan, the BOT requested to include a certification from the General Counsel created in the same fashion as is being done for the BOT-approved Funding Certification Form. The total amount of funds paid for performance, recruitment and retention bonuses will also be included in the Bonus Plan Report, as required by the referenced Board of Governors regulation.

The Bonus Plan Certification Form requires signatures by the relevant Vice President (i.e., the Senior Vice President of Human Resources), the Chief Financial Officer, the General Counsel, and the University President. The Bonus Plan Certification Form also requires the signature of the Director of Compensation and Benefits.

The Bonus Plan Certification Form submitted for approval complies with BOG Regulation 9.015 and, therefore, may be incorporated as part of the Bonus Plan Report upon the approval by the BOT. The Bonus Plan Report will be submitted to the BOT at the first BOT meeting in the fall (starting with 2022) and each year thereafter.

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**Supporting Documentation:** Bonus Plan Certification Form  
Florida International University Bonus Plan

**Facilitator/Presenter:** Carlos B. Castillo

**Bonus Plan Certification Form**

**Reporting Period: July 1, 2021 - June 30, 2022**

This form is required by the FIU Board of Trustees (“BOT”) as part of the President submitting FIU’s Bonus Plan Report<sup>1</sup> to the BOT, pursuant to Board of Governors (BOG) Regulation 9.015.

The FIU Bonus Plan is the Florida International University Bonus Plan approved by the BOT on September 14, 2021, as amended and approved by the BOT on March 3, 2022.

This is to certify, to the best of our professional judgment and knowledge, that the bonuses paid to University employees during the Reporting Period, as described in the attached report, complied with the criteria in the FIU Bonus Plan and were paid from funds contained within the University’s budget as approved by the BOT. The BOT may reasonably and in good faith rely on this certification.

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Director, Compensation and Benefits

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Date

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El pagnier Kay (EK) Hudson, Senior Vice  
President, Human Resources and Vice Provost,  
Diversity, Equity, and Inclusion

\_\_\_\_\_  
Date

\_\_\_\_\_  
Aime Martinez, Interim Vice President and  
Chief Financial Officer

\_\_\_\_\_  
Date

\_\_\_\_\_  
Carlos B. Castillo, General Counsel

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Date

\_\_\_\_\_  
Kenneth A. Jessell, Interim President

\_\_\_\_\_  
Date

<sup>1</sup> Pursuant to BOG Regulation 9.015, FIU’s Bonus Plan Report contains the total amount paid during the Reporting Period for performance, recruitment and retention bonuses. Page 7 of 12



## 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

Amended March 3, 2022

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

April 26, 2022

**Subject: University President's Performance Goals for Incentive Compensation, 2022**

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**Proposed Committee Action:**

Recommend that the Florida International University Board of Trustees adopt the Interim President's Performance Goals for Incentive Compensation for the term of his employment agreement:

1. Improve FIU's transition to a COVID-19 post-pandemic reality in regard to appropriate and sustainable educational instruction, workforce management, student engagement, financial stability, and business services operations.
  2. Open our new FIU in DC facility and launch strategies to increase student academic and internship experiences, enhance federal agency engagement and funding, support national ranking strategies, and increase alumni job placement at influential national organizations.
  3. Complete next phase of the Next Horizon Capital Campaign focusing on alumni development, engagement, and participation: alumni participation rate and fundraising for Alumni Center.
  4. Establish a succession planning framework for key leadership positions within the university to ensure FIU is prepared to meet the challenges of a changing workforce.
  5. Significant events or milestones that help foster a culture of belonging, inclusiveness, and ethical behavior within the FIU community.
  6. Significant events or milestones of major impact to the University, including FIU development, community and engagement initiatives, workplace culture enhancement, and local, regional and national academic engagement, visibility and ranking.
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**Background information:**

The Interim President's Performance Goals for Incentive Compensation are directed towards maintaining and accelerating progress toward achieving FIU *Next Horizon 2025* Strategic Plan goals and initiatives. The framework upon which the strategic plan is based includes (1) amplifying learner success and institutional affinity, (2) accelerating preeminence, research and innovation impact, and (3) assuring responsible stewardship.

Paragraph 6 of the Interim President's employment agreement provides as follows:

6. Performance Goals and Incentive Compensation.
  - (a) On or before April 1, 2022, Dr. Jessell will provide the Board Chair with a list of proposed goals and objectives for the Term which will be distributed to the Board. Thereafter, at the Board meeting determined by the Board Chair, the Board and Dr. Jessell shall finalize the goals and objectives. Dr. Jessell shall report to the Board on the achievement of goals at regular intervals or at other times as may be requested by the Board. The Board may also request that Dr. Jessell revise or create goals from time to time.

(b) The Board may, in its discretion, award Dr. Jessell incentive compensation of up to \$150,000 for his service during the Term based on his achievement of the goals and objectives. Incentive compensation will be paid at the time specified by the Board or, if not specified by the Board, no later than sixty (60) days after the Term ends. A Board Committee may be designated to carry out responsibilities of the Board under this section.

Florida Board of Governors Regulation 1.001(5)(a) states, in relevant part, 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.

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**Supporting Documentation:** None

**Facilitator/Presenter:** Kenneth A. Jessell