

By Senator Clary

4-980-03

See HB 315

1 A bill to be entitled
2 An act relating to the Florida Institute of
3 Human and Machine Cognition; creating s.
4 1004.447, F.S.; establishing the Florida
5 Institute of Human and Machine Cognition at the
6 University of West Florida; requiring the State
7 Board of Education to enter into an agreement
8 with a not-for-profit corporation for the
9 governance and operation of the institute;
10 providing that the corporation shall act as an
11 instrumentality of the state; authorizing the
12 creation of subsidiaries by the corporation;
13 providing powers of the corporation; providing
14 for a board of directors; providing for an
15 annual postaudit and report; authorizing the
16 board of directors to secure liability
17 protection; providing for assumption of
18 responsibilities of the corporation by the
19 State Board of Education under certain
20 circumstances; providing for administration of
21 the institute by a chief executive officer and
22 providing duties; requiring appointment of a
23 council of scientific advisers and providing
24 duties; providing that the corporation and its
25 subsidiaries are not agencies within the
26 meaning of s. 20.03(11), F.S.; authorizing
27 contracts without competitive bidding;
28 providing that the institute shall be a
29 corporation acting as an instrumentality of the
30 state for purposes of sovereign immunity;
31 providing an effective date.

1 Be It Enacted by the Legislature of the State of Florida:

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3 Section 1. Section 1004.447, Florida Statutes, is
4 created to read:

5 1004.447 Florida Institute of Human and Machine
6 Cognition.--

7 (1) The Florida Institute of Human and Machine
8 Cognition is established at the University of West Florida.

9 (2)(a) The State Board of Education shall enter into
10 an agreement for the utilization of the facilities of the
11 University of West Florida to be known as the Florida
12 Institute of Human and Machine Cognition, including all
13 furnishings, equipment, and other chattels used in the
14 operation of those facilities, with a Florida not-for-profit
15 corporation organized solely for the purpose of governing and
16 operating the Florida Institute of Human and Machine
17 Cognition. This not-for-profit corporation, acting as an
18 instrumentality of the state, shall govern and operate the
19 Florida Institute of Human and Machine Cognition in accordance
20 with the terms of the agreement between the State Board of
21 Education and the not-for-profit corporation. The
22 not-for-profit corporation may, with the prior approval of the
23 State Board of Education, create not-for-profit corporate
24 subsidiaries to fulfill its mission. The not-for-profit
25 corporation and its subsidiaries are authorized to receive,
26 hold, invest, and administer property and any moneys acquired
27 from private, local, state, and federal sources, as well as
28 technical and professional income generated or derived from
29 practice activities of the institute, for the benefit of the
30 institute and the fulfillment of its mission.

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1 (b)1. The affairs of the not-for-profit corporation
2 shall be managed by a board of directors who shall serve
3 without compensation. The board of directors shall consist of
4 the President of the University of West Florida and the chair
5 of the State Board of Education, or their designees, four
6 representatives of the state universities, and no fewer than
7 nine nor more than thirteen representatives of the public who
8 are neither state university employees nor state employees.
9 Each director who is a representative of a state university or
10 of the public shall be appointed to serve a term of 3 years.
11 The chair of the board of directors shall be selected by a
12 majority vote of the directors. Each director shall have only
13 one vote.

14 2. The initial board of directors shall consist of the
15 President of the University of West Florida and the chair of
16 the State Board of Education, or their designees; the four
17 state university representatives, of whom two shall be
18 appointed by the Governor, one by the President of the Senate,
19 and one by the Speaker of the House of Representatives; and
20 nine public representatives, of whom three shall be appointed
21 by the Governor, two by the President of the Senate, two by
22 the Speaker of the House of Representatives, and two by the
23 chair of the University of West Florida Board of Trustees.
24 Upon the expiration of the terms of the initial appointed
25 directors, all directors subject to 3-year terms of office
26 under this paragraph shall be appointed by a majority vote of
27 the directors, and the board may be expanded to include
28 additional public representative directors up to the maximum
29 number allowed. Any vacancy in office shall be filled for the
30 remainder of the term by majority vote of the directors. Any
31 director may be reappointed.

1 (3) The State Board of Education shall provide in the
2 agreement with the not-for-profit corporation for the
3 following:

4 (a) Approval by the State Board of Education of the
5 articles of incorporation of the not-for-profit corporation.

6 (b) Approval by the State Board of Education of the
7 articles of incorporation of any not-for-profit corporate
8 subsidiary created by the not-for-profit corporation.

9 (c) Utilization of facilities and personnel by the
10 not-for-profit corporation and its subsidiaries for mutually
11 approved teaching and research programs conducted by the
12 University of West Florida or other universities or research
13 institutes.

14 (d) Preparation of an annual postaudit of the
15 not-for-profit corporation's financial accounts and the
16 financial accounts of any subsidiaries to be conducted by an
17 independent certified public accountant. The annual audit
18 report shall include management letters and shall be submitted
19 to the Auditor General and the State Board of Education for
20 review. The State Board of Education, the Auditor General, and
21 the Office of Program Policy Analysis and Government
22 Accountability shall have the authority to require and receive
23 from the not-for-profit corporation and any subsidiaries, or
24 from their independent auditor, any detail or supplemental
25 data relative to the operation of the not-for-profit
26 corporation or subsidiary.

27 (e) Provision by the not-for-profit corporation and
28 its subsidiaries of equal employment opportunities for all
29 persons regardless of race, color, religion, gender, age, or
30 national origin.

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1 (4) The board of directors is authorized to secure
2 comprehensive general liability protection, including
3 professional liability protection, for the not-for-profit
4 corporation and its subsidiaries.

5 (5) In the event that the agreement between the
6 not-for-profit corporation and the State Board of Education is
7 terminated for any reason, the State Board of Education shall
8 assume governance and operation of any institute-owned
9 property and equipment.

10 (6) The institute shall be administered by a chief
11 executive officer, who shall be appointed by and serve at the
12 pleasure of the board of directors of the not-for-profit
13 corporation and who shall exercise the following powers and
14 duties, subject to the approval of the board of directors:

15 (a) The chief executive officer shall establish
16 programs that fulfill the mission of the institute, as one of
17 the nation's premier information-technology-related research
18 organizations, in research, education, scientific advancement,
19 and economic development. However, the chief executive officer
20 may not establish academic programs for which academic credit
21 is awarded, or programs that culminate in the conferring of a
22 degree, without prior approval of the State Board of Education
23 and the University of West Florida.

24 (b) The chief executive officer shall have control
25 over the budget and the moneys appropriated or donated to the
26 institute from private, local, state, and federal sources, as
27 well as technical and professional income generated or derived
28 from research activities of the institute. However, income
29 generated by university faculty from research activities at
30 the institute shall be shared between the institute and the
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1 university as determined by the chief executive officer and
2 the appropriate university dean or vice president.

3 (c) The chief executive officer shall appoint
4 representatives of the institute to carry out the research and
5 educational activities of the institute and establish the
6 compensation, benefits, and terms of service of such
7 representatives. Representatives of the institute shall be
8 eligible to hold concurrent appointments at affiliated
9 academic institutions. University faculty shall be eligible to
10 hold concurrent appointments at the institute.

11 (d) The chief executive officer shall have control
12 over the use and assignment of space and equipment within the
13 facilities.

14 (e) The chief executive officer shall have the power
15 to create the administrative structure necessary to carry out
16 the mission of the institute.

17 (f) The chief executive officer shall annually report
18 in writing to the Commissioner of Education updates on the
19 activities of the institute and state budget allocation
20 expenditures.

21 (g) The chief executive officer shall provide a copy
22 of the institute's annual report to the Governor and Cabinet,
23 the President of the Senate, the Speaker of the House of
24 Representatives, the chair of the State Board of Education,
25 and the University of West Florida.

26 (7) The chief executive officer of the institute shall
27 appoint a council of scientific advisers to the chief
28 executive officer comprised of leading researchers and
29 scientists. The council shall review programs and recommend
30 research priorities and initiatives to maximize the state's
31 investment in the institute. The board of directors shall

1 ratify the appointments of the chief executive officer to the
2 council of scientific advisers. Each member of the council
3 shall be appointed to serve a 2-year term and may be
4 reappointed to the council.

5 (8) In carrying out the provisions of this section,
6 the not-for-profit corporation and its subsidiaries are not
7 agencies within the meaning of s. 20.03(11).

8 (9) Notwithstanding the provisions of s. 287.057, the
9 institute and its subsidiaries may enter into contracts and
10 agreements with or without competitive bidding, in their
11 discretion.

12 (10) The institute shall be a corporation primarily
13 acting as an instrumentality of the state, pursuant to s.
14 768.28(2), for purposes of sovereign immunity.

15 Section 2. This act shall take effect July 1, 2003.
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