

Bill No. CS for CS for SB 1520

Amendment No. ____ Barcode 744428

	<u>Senate</u>	CHAMBER ACTION	<u>House</u>
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2	05/02/2003	.	
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11	Senator Clary moved the following amendment:		
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13	Senate Amendment (with title amendment)		
14	On page 21, between lines 4 and 5,		
15			
16	insert:		
17	Section 16. Section 1004.447, Florida Statutes, is		
18	created to read:		
19	<u>1004.447 Florida Institute for Human and Machine</u>		
20	<u>Cognition, Inc.--</u>		
21	<u>(1)(a) There is created a not-for-profit corporation,</u>		
22	<u>to be known as the "Florida Institute for Human and Machine</u>		
23	<u>Cognition, Inc., which shall be registered, incorporated,</u>		
24	<u>organized, and operated in compliance with chapter 617. The</u>		
25	<u>Florida Institute for Human and Machine Cognition, Inc., is</u>		
26	<u>established at the University of West Florida.</u>		
27	<u>(b) The corporation is authorized to create</u>		
28	<u>not-for-profit corporate subsidiaries that are organized under</u>		
29	<u>the provisions of chapter 617 upon the prior approval of the</u>		
30	<u>Board of Governors, as necessary, to fulfill its mission.</u>		
31	<u>(2) The corporation and any authorized and approved</u>		

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1 subsidiary:

2 (a) Shall be a corporation primarily acting as an
3 instrumentality of the state, pursuant to s. 768.28(2), for
4 purposes of sovereign immunity.

5 (b) Is not an agency within the meaning of s.
6 20.03(11).

7 (c) Is subject to the open records and meeting
8 requirements of s. 24, Art. I of the State Constitution,
9 chapter 119, and s. 286.011.

10 (d) May receive, hold, invest, and administer property
11 and any moneys acquired from private, local, state, and
12 federal sources, as well as technical and professional income
13 generated or derived from practice activities of the
14 institute, for the benefit of the institute and the
15 fulfillment of its mission.

16 (e) May perform all things necessary to secure letters
17 of patent, copyrights, and trademarks on any work products and
18 to enforce its rights therein. The corporation must consider
19 contributions by a state university and university personnel
20 in the development of trademarks, copyrights, and patents and
21 shall enter into written contracts establishing the interests
22 of the university and such personnel in each trademark,
23 copyright, or patent.

24 (f) May secure comprehensive general liability
25 protection, including professional liability protection, for
26 the not-for-profit corporation and its subsidiaries.

27 (g) May enter into affiliation agreements with other
28 universities or research institutes.

29 (h) Is not subject to the provisions of chapter 287.

30 (3) The officers, directors, and employees of the
31 corporation or any authorized and approved subsidiary shall be

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1 governed by the code of ethics for public officers and
2 employees as set forth in part III of chapter 112.

3 (4) The articles of incorporation of the corporation
4 or any authorized and approved subsidiary must be approved in
5 a written agreement by the Board of Governors. The agreement
6 and the articles of incorporation shall:

7 (a) Provide that the corporation and any authorized
8 and approved subsidiary shall provide equal employment
9 opportunities for all persons regardless of race, color,
10 religion, gender, national origin, age, handicap, or marital
11 status.

12 (b) Provide that the corporation and any authorized
13 and approved subsidiary are subject to the public records and
14 meeting requirements of s. 24, Art. I of the State
15 Constitution.

16 (c) Provide that all officers, directors, and
17 employees of the corporation and any authorized and approved
18 subsidiary shall be governed by the code of ethics for public
19 officers and employees as set forth in part III of chapter
20 112.

21 (d) Provide that members of the board of directors of
22 the corporation are responsible for the prudent use of all
23 public and private funds and that they will ensure that the
24 use of funds is in accordance with all applicable laws,
25 bylaws, and contractual requirements.

26 (e) Provide that the fiscal year of the corporation
27 and any authorized and approved subsidiary is from July 1 to
28 June 30.

29 (5) The affairs of the corporation shall be managed by
30 a board of directors who shall serve without compensation.
31 Each director shall have only one vote.

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- 1 (a) The board of directors shall consist of:
2 1. The chair of the Board of Governors or the chair s
3 designee.
4 2. The chair of the Board of Trustees of the
5 University of West Florida or the chair s designee.
6 3. The President of the University of West Florida or
7 the president s designee.
8 4. Three state university representatives.
9 5. Nine public representatives who are neither state
10 university employees nor state employees.

11 (b) The Governor, the President of the Senate, and the
12 Speaker of the House of Representatives shall each make one
13 initial appointment of a state university representative to
14 the board of directors. Each director who is a representative
15 of a state university shall be appointed for an initial term
16 of 3 years. The Governor shall make three initial appointments
17 of public representatives to the board of directors. The
18 President of the Senate and the Speaker of the House of
19 Representatives shall each make two initial appointments of
20 public representatives to the board of directors. The chair of
21 the Board of Trustees of the University of West Florida shall
22 make two initial appointments of public representatives to the
23 board of directors. Each director who is a representative of
24 the public shall be appointed to serve an initial term of 2
25 years.

26 (c) Upon the completion of the initial terms, a
27 director appointed under paragraph (b) shall be appointed by a
28 majority vote of the directors to an additional 3-year term.

29 (d) Any vacancy in office of a director appointed
30 under paragraph (b) shall be filled for the remainder of the
31 term by majority vote of the directors.

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1 (e) Any director may be reappointed by a majority vote
2 of the board of directors.

3 (f) The chair of the board of directors shall be
4 selected by a majority vote of the directors, a quorum being
5 present.

6 (6) No later than 30 days following approval of the
7 corporation s articles of incorporation by the Board of
8 Governors, the corporation shall enter into an affiliation
9 agreement with the Board of Trustees of the University of West
10 Florida for:

11 (a) The use or mutual provision of or participation in
12 university programs or services, including use of The
13 university's moneys, facilities, furnishings, equipment, other
14 chattels, personnel, or services.

15 (b) The use of facilities and personnel for mutually
16 approved teaching and research programs conducted by
17 universities or research institutes.

18 (c) The preparation of an annual postaudit of the
19 corporation's financial accounts and the financial accounts of
20 any authorized and approved subsidiary to be conducted by an
21 independent certified public accountant. The annual audit
22 report shall include management letters and be submitted to
23 the Auditor General and the Board of Governors for review.

24 (d) Use of the facilities of the University of West
25 Florida, including all furnishings, equipment, and other
26 chattels used in the operation of those facilities.

27 If the agreement between the corporation and the Board
28 of Trustees of the University of West Florida is terminated,
29 all property, including buildings, land, furnishings,
30 equipment, and other chattels originally leased to the
31 corporation, as well as any subsequently constructed or

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1 otherwise acquired facilities in connection with the operation
2 of the institute, automatically reverts to full ownership by
3 the University of West Florida. Such a reversionary interest
4 of the state in all after-acquired facilities of the
5 corporation is in furtherance of the goals of this section,
6 and such a present ownership interest by the university is a
7 continuing and insurable public interest.

8 (7) The corporation shall employ a chief executive
9 officer to administer the affairs of the Florida Institute for
10 Human and Machine Cognition, Inc. The chief executive officer
11 shall be appointed by and serve at the pleasure of the board
12 of directors. The chief executive officer shall exercise the
13 following powers and duties, subject to the approval of the
14 board of directors:

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

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

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1 president or the president's designee.

2 (c) Appoint representatives of the institute to carry
3 out the research and educational activities of the institute
4 and establish the compensation, benefits, and terms of service
5 of such representatives. Representatives may hold concurrent
6 appointments at affiliated academic institutions. University
7 faculty may hold concurrent appointments at the institute.

8 (d) Control the use and assignment of space and
9 equipment within the facilities.

10 (e) Create the administrative structure necessary to
11 carry out the mission of the institute.

12 (f) Annually report in writing to the Commissioner of
13 Education on the activities of the institute and state budget
14 allocation expenditures.

15 (g) Provide a copy of the institute's annual report to
16 the Governor, the President of the Senate, the Speaker of the
17 House of Representatives, the chair of the Board of Governors,
18 and the University of West Florida.

19 (h) Appoint a council of scientific advisers to the
20 chief executive officer comprised of leading researchers and
21 scientists who shall review programs and recommend research
22 priorities and initiatives to maximize the state's investment
23 in the institute.

24 1. The board of directors shall ratify the
25 appointments of scientific advisers to the council.

26 2. Each member of the council shall be appointed to
27 serve a 2-year term and may be reappointed.

28 (8) The Board of Governors, the Board of Trustees of
29 the University of West Florida, the Auditor General, and the
30 Office of Program Policy Analysis and Government
31 Accountability may require and receive from the corporation

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1 and any subsidiary, or from their independent auditor, any
2 detail or supplemental data relative to the operation of the
3 corporation or subsidiary.

4 (9) The Board of Trustees of the University of West
5 Florida shall annually certify to the Governor, the President
6 of the Senate, the Speaker of the House of Representatives,
7 and the Board of Governors that the corporation and its
8 authorized subsidiaries are complying with the requirements of
9 this section and are acting in the best interests of the
10 state.

11 Section 17. The corporation created pursuant to s.
12 1004.447(1), Florida Statutes, may enter into affiliation
13 agreements similar to the agreement described in s.
14 1004.447(6), Florida Statutes, with the boards of trustees of
15 other public or private universities.

16
17 (Redesignate subsequent sections.)

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19
20 ===== T I T L E A M E N D M E N T =====

21 And the title is amended as follows:

22 On page 2, line 25, after the semicolon
23
24 insert:
25 creating s. 1004.447, F.S.; establishing the
26 Florida Institute for Human and Machine
27 Cognition, Inc., at the University of West
28 Florida as a not-for-profit corporation;
29 providing that the corporation shall act as an
30 instrumentality of the state; authorizing the
31 creation of subsidiaries by the corporation;

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1 providing for articles of incorporation;
2 providing powers of the corporation;
3 authorizing contracts without competitive
4 bidding; providing for a board of directors;
5 providing for an affiliation agreement;
6 providing for an annual postaudit report;
7 authorizing the corporation to secure liability
8 protection; providing for assumption of
9 responsibilities of the corporation by the
10 University of West Florida under certain
11 circumstances; providing for administration of
12 the institute by a chief executive officer and
13 providing duties; requiring appointment of a
14 council of scientific advisers and providing
15 duties; providing that the corporation and its
16 subsidiaries are not agencies for certain
17 purposes; authorizing additional affiliation
18 agreements;

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