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A bill to be entitled

An act relating to the Florida Institute of Human and Machine Cognition; creating s. 1004.447, F.S.; establishing the Florida Institute of Human and Machine Cognition at the University of West Florida; requiring the State Board of Education to enter into an agreement with a not-for-profit corporation for the governance and operation of the institute; providing that the corporation shall act as an instrumentality of the state; authorizing the creation of subsidiaries by the corporation; providing powers of the corporation; providing for a board of directors; providing for an annual postaudit and report; authorizing the board of directors to secure liability protection; providing for assumption of responsibilities of the corporation by the State Board of Education under certain circumstances; providing for administration of the institute by a chief executive officer and providing duties; requiring appointment of a council of scientific advisers and providing duties; providing that the corporation and its subsidiaries are not agencies within the meaning of s. 20.03(11), F.S.; authorizing contracts without competitive bidding; providing that the institute shall be a corporation acting as an instrumentality of the state for purposes of sovereign immunity; providing an effective date.

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



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29 Section 1. Section 1004.447, Florida Statutes, is created
 30 to read:

31 1004.447 Florida Institute of Human and Machine
 32 Cognition.--

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

35 (2) (a) The State Board of Education shall enter into an
 36 agreement for the utilization of the facilities of the
 37 University of West Florida to be known as the Florida Institute
 38 of Human and Machine Cognition, including all furnishings,
 39 equipment, and other chattels used in the operation of those
 40 facilities, with a Florida not-for-profit corporation organized
 41 solely for the purpose of governing and operating the Florida
 42 Institute of Human and Machine Cognition. This not-for-profit
 43 corporation, acting as an instrumentality of the state, shall
 44 govern and operate the Florida Institute of Human and Machine
 45 Cognition in accordance with the terms of the agreement between
 46 the State Board of Education and the not-for-profit corporation.
 47 The not-for-profit corporation may, with the prior approval of
 48 the State Board of Education, create not-for-profit corporate
 49 subsidiaries to fulfill its mission. The not-for-profit
 50 corporation and its subsidiaries are authorized to receive,
 51 hold, invest, and administer property and any moneys acquired
 52 from private, local, state, and federal sources, as well as
 53 technical and professional income generated or derived from
 54 practice activities of the institute, for the benefit of the
 55 institute and the fulfillment of its mission.

56 (b)1. The affairs of the not-for-profit corporation shall
 57 be managed by a board of directors who shall serve without



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58 compensation. The board of directors shall consist of the
59 President of the University of West Florida and the chair of the
60 State Board of Education, or their designees, four
61 representatives of the state universities, and no fewer than
62 nine nor more than thirteen representatives of the public who
63 are neither state university employees nor state employees. Each
64 director who is a representative of a state university or of the
65 public shall be appointed to serve a term of 3 years. The chair
66 of the board of directors shall be selected by a majority vote
67 of the directors. Each director shall have only one vote.

68 2. The initial board of directors shall consist of the
69 President of the University of West Florida and the chair of the
70 State Board of Education, or their designees; the four state
71 university representatives, of whom two shall be appointed by
72 the Governor, one by the President of the Senate, and one by the
73 Speaker of the House of Representatives; and nine public
74 representatives, of whom three shall be appointed by the
75 Governor, two by the President of the Senate, two by the Speaker
76 of the House of Representatives, and two by the chair of the
77 University of West Florida Board of Trustees. Upon the
78 expiration of the terms of the initial appointed directors, all
79 directors subject to 3-year terms of office under this paragraph
80 shall be appointed by a majority vote of the directors, and the
81 board may be expanded to include additional public
82 representative directors up to the maximum number allowed. Any
83 vacancy in office shall be filled for the remainder of the term
84 by majority vote of the directors. Any director may be
85 reappointed.



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

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

90 (b) Approval by the State Board of Education of the
91 articles of incorporation of any not-for-profit corporate
92 subsidiary created by the not-for-profit corporation.

93 (c) Utilization of facilities and personnel by the not-
94 for-profit corporation and its subsidiaries for mutually
95 approved teaching and research programs conducted by the
96 University of West Florida or other universities or research
97 institutes.

98 (d) Preparation of an annual postaudit of the not-for-
99 profit corporation's financial accounts and the financial
100 accounts of any subsidiaries to be conducted by an independent
101 certified public accountant. The annual audit report shall
102 include management letters and shall be submitted to the Auditor
103 General and the State Board of Education for review. The State
104 Board of Education, the Auditor General, and the Office of
105 Program Policy Analysis and Government Accountability shall have
106 the authority to require and receive from the not-for-profit
107 corporation and any subsidiaries, or from their independent
108 auditor, any detail or supplemental data relative to the
109 operation of the not-for-profit corporation or subsidiary.

110 (e) Provision by the not-for-profit corporation and its
111 subsidiaries of equal employment opportunities for all persons
112 regardless of race, color, religion, gender, age, or national
113 origin.



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

118 (5) In the event that the agreement between the not-for-
119 profit corporation and the State Board of Education is
120 terminated for any reason, the State Board of Education shall
121 assume governance and operation of any institute-owned property
122 and equipment.

123 (6) The institute shall be administered by a chief
124 executive officer, who shall be appointed by and serve at the
125 pleasure of the board of directors of the not-for-profit
126 corporation and who shall exercise the following powers and
127 duties, subject to the approval of the board of directors:

128 (a) The chief executive officer shall establish programs
129 that fulfill the mission of the institute, as one of the
130 nation's premier information-technology-related research
131 organizations, in research, education, scientific advancement,
132 and economic development. However, the chief executive officer
133 may not establish academic programs for which academic credit is
134 awarded, or programs that culminate in the conferring of a
135 degree, without prior approval of the State Board of Education
136 and the University of West Florida.

137 (b) The chief executive officer shall have control over
138 the budget and the moneys appropriated or donated to the
139 institute from private, local, state, and federal sources, as
140 well as technical and professional income generated or derived
141 from research activities of the institute. However, income
142 generated by university faculty from research activities at the



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143 institute shall be shared between the institute and the
144 university as determined by the chief executive officer and the
145 appropriate university dean or vice president.

146 (c) The chief executive officer shall appoint
147 representatives of the institute to carry out the research and
148 educational activities of the institute and establish the
149 compensation, benefits, and terms of service of such
150 representatives. Representatives of the institute shall be
151 eligible to hold concurrent appointments at affiliated academic
152 institutions. University faculty shall be eligible to hold
153 concurrent appointments at the institute.

154 (d) The chief executive officer shall have control over
155 the use and assignment of space and equipment within the
156 facilities.

157 (e) The chief executive officer shall have the power to
158 create the administrative structure necessary to carry out the
159 mission of the institute.

160 (f) The chief executive officer shall annually report in
161 writing to the Commissioner of Education updates on the
162 activities of the institute and state budget allocation
163 expenditures.

164 (g) The chief executive officer shall provide a copy of
165 the institute's annual report to the Governor and Cabinet, the
166 President of the Senate, the Speaker of the House of
167 Representatives, the chair of the State Board of Education, and
168 the University of West Florida.

169 (7) The chief executive officer of the institute shall
170 appoint a council of scientific advisers to the chief executive
171 officer comprised of leading researchers and scientists. The



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172 council shall review programs and recommend research priorities
173 and initiatives to maximize the state's investment in the
174 institute. The board of directors shall ratify the appointments
175 of the chief executive officer to the council of scientific
176 advisers. Each member of the council shall be appointed to serve
177 a 2-year term and may be reappointed to the council.

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

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

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

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