



CHAMBER ACTION

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The Committee on Education K-20 recommends the following:

Committee Substitute

Remove the entire bill and insert:

A bill to be entitled

An act relating to the Florida Institute for Human and Machine Cognition; creating s. 1004.447, F.S.; establishing the Florida Institute for Human and Machine Cognition, Inc., at the University of West Florida as a not-for-profit corporation; authorizing the creation of corporate subsidiaries; providing for articles of incorporation; providing for a board of directors; requiring an agreement between the State Board of Education and the corporation; requiring an affiliation agreement between the corporation and the university; providing for administration of the corporation by a chief executive officer; providing for appointment of a council of scientific advisers; providing for certification of compliance; providing an effective date.

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



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

30 1004.447 Florida Institute for Human and Machine
31 Cognition, Inc.--

32 (1)(a) The Florida Institute for Human and Machine
33 Cognition, Inc., is established at the University of West
34 Florida as a Florida not-for-profit corporation organized under
35 the provisions of chapter 617.

36 (b) The corporation is authorized to create not-for-profit
37 corporate subsidiaries that are organized under the provisions
38 of chapter 617, upon the prior approval of the State Board of
39 Education, to fulfill its mission.

40 (c) The corporation or any authorized and approved
41 subsidiary:

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

45 2. Is not an agency within the meaning of s. 20.03(11).

46 3. Is subject to the public records and meeting
47 requirements of s. 24, Art. I of the State Constitution, chapter
48 119, and s. 286.011.

49 4. Is authorized to receive, hold, invest, and administer
50 property and any moneys acquired from private, local, state, and
51 federal sources, as well as technical and professional income
52 generated or derived from practice activities of the institute,
53 for the benefit of the institute and the fulfillment of its
54 mission.



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55 5. Is authorized, in its own name, to perform all things
56 necessary to secure letters of patent, copyrights, and
57 trademarks on any work products and to enforce its rights
58 therein.

59 6. Is authorized to secure comprehensive general liability
60 protection, including professional liability protection, for the
61 not-for-profit corporation or subsidiary.

62 7. Is authorized to enter into affiliation agreements with
63 other universities or research institutes.

64 8. Is not subject to the provisions of chapter 287.

65 (d) The officers, directors, and employees of the
66 corporation or any authorized and approved subsidiary shall be
67 governed by the code of ethics for public officers and employees
68 as set forth in part III of chapter 112.

69 (e) The articles of incorporation of the corporation or
70 any authorized and approved subsidiary shall include that:

71 1. The corporation shall provide equal employment
72 opportunities for all persons regardless of race, color,
73 religion, gender, national origin, age, handicap, or marital
74 status.

75 2. The corporation is subject to the public records and
76 meeting requirements of s. 24, Art. I of the State Constitution.

77 3. All officers, directors, and employees of the
78 corporation shall be governed by the code of ethics for public
79 officers and employees as set forth in part III of chapter 112.

80 4. The members of the board of directors are responsible
81 for the prudent use of all public and private funds and that



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82 they will ensure that the use of funds is in accordance with all
83 applicable laws, bylaws, or contractual requirements.

84 5. The fiscal year of the corporation and any authorized
85 and approved subsidiary is from July 1 to June 30.

86 (2)(a) The affairs of the corporation shall be managed by
87 a board of directors who shall serve without compensation.

88 (b) The board of directors shall consist of:

89 1. The chair of the State Board of Education or his or her
90 designee.

91 2. The chair of the University of West Florida Board of
92 Trustees or his or her designee.

93 3. The President of the University of West Florida or his
94 or her designee.

95 4. Three state university representatives, of whom one
96 shall be appointed by the Governor, one shall be appointed by
97 the President of the Senate, and one shall be appointed by the
98 Speaker of the House of Representatives.

99 5. Nine public representatives who are neither state
100 university employees nor state employees, of whom three shall be
101 appointed by the Governor, two shall be appointed by the
102 President of the Senate, two shall be appointed by the Speaker
103 of the House of Representatives, and two shall be appointed by
104 the chair of the University of West Florida Board of Trustees.

105 (c) Each director who is a representative of a state
106 university under subparagraph (b)4. shall be appointed for an
107 initial term of 3 years, and each director who is a
108 representative of the public under subparagraph (b)5. shall be
109 appointed to serve an initial term of 2 years.



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110 (d) Upon the expiration of the initial term of a director
111 appointed under subparagraph (b)4. or subparagraph (b)5., that
112 director shall be appointed to a 3-year term by a majority vote
113 of the directors.

114 (e) Any vacancy in office of a director appointed under
115 subparagraph (b)4. or subparagraph (b)5. shall be filled for the
116 remainder of the term by majority vote of the directors.

117 (f) Any director may be reappointed.

118 (g) The chair of the board of directors shall be selected
119 by a majority vote of the directors, a quorum being present.

120 (3) The State Board of Education shall enter into an
121 agreement with the corporation that provides for:

122 (a) Approval by the State Board of Education by July 1,
123 2003, of the articles of incorporation of the corporation.

124 (b) Approval by the State Board of Education of the
125 articles of incorporation of any not-for-profit corporate
126 subsidiary created by the corporation.

127 (c) Utilization of facilities and personnel by the not-
128 for-profit corporation and its subsidiaries for mutually
129 approved teaching and research programs conducted by
130 universities or research institutes.

131 (d) Preparation of an annual postaudit of the not-for-
132 profit corporation's financial accounts and the financial
133 accounts of any subsidiaries to be conducted by an independent
134 certified public accountant. The annual audit report shall
135 include management letters and shall be submitted to the Auditor
136 General and the State Board of Education for review.

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138 In the event that the agreement between the not-for-profit
139 corporation and the State Board of Education is terminated for
140 any reason, all property, including buildings, land,
141 furnishings, equipment, and other chattels originally leased to
142 the not-for-profit corporation, as well as any subsequently
143 constructed or otherwise acquired facilities in connection with
144 the operation of the institute, automatically reverts to full
145 ownership by the University of West Florida. Such a reversionary
146 interest of the state in any and all acquired facilities of the
147 not-for-profit corporation is in furtherance of the goals of
148 this section, and such a present ownership interest by the
149 university is a continuing and insurable public interest.

150 (4) The corporation shall, by August 1, 2003, enter into
151 an affiliation agreement with the University of West Florida
152 Board of Trustees for:

153 (a) The use of or mutual provision or participation in
154 university programs or services, including, but not limited to,
155 use of the university's moneys, facilities, furnishings,
156 equipment, other chattels, personnel, or services.

157 (b) Use of the facilities of the University of West
158 Florida, including all furnishings, equipment, and other
159 chattels used in the operation of those facilities.

160 (5) The corporation shall be administered by a chief
161 executive officer. The chief executive officer shall be
162 appointed by, and serve at the pleasure of, the board of
163 directors of the corporation. The chief executive officer shall
164 exercise the following powers and duties, subject to the
165 approval of the board of directors:



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166 (a) Establish programs that fulfill the mission of the
167 institute, as one of the nation's premier information-
168 technology-related research organizations, in research,
169 education, scientific advancement, and economic development.
170 However, the chief executive officer may not establish academic
171 programs for which academic credit is awarded, or programs that
172 culminate in the conferring of a degree, without prior approval
173 of the University of West Florida.

174 (b) Control the budget and the moneys appropriated or
175 donated to the institute from private, local, state, and federal
176 sources, as well as technical and professional income generated
177 or derived from research activities of the institute. However,
178 income generated by university faculty from research activities
179 at the institute shall be shared between the institute and the
180 university as determined by the chief executive officer and the
181 appropriate university president or the president's designee.

182 (c) Appoint representatives of the institute to carry out
183 the research and educational activities of the institute and
184 establish the compensation, benefits, and terms of service of
185 such representatives. Representatives of the institute shall be
186 eligible to hold concurrent appointments at affiliated academic
187 institutions. University faculty shall be eligible to hold
188 concurrent appointments at the institute.

189 (d) Control the use and assignment of space and equipment
190 within the facilities.

191 (e) Create the administrative structure necessary to carry
192 out the mission of the institute.



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193 (f) Annually report in writing to the Commissioner of
194 Education updates on the activities of the institute and state
195 budget allocation expenditures.

196 (g) Provide a copy of the institute's annual report to the
197 Governor and Cabinet, the President of the Senate, the Speaker
198 of the House of Representatives, the chair of the State Board of
199 Education, and the University of West Florida.

200 (h) Appoint a council of scientific advisers to the chief
201 executive officer comprised of leading researchers and
202 scientists. The council shall review programs and recommend
203 research priorities and initiatives to maximize the state's
204 investment in the institute. The board of directors shall ratify
205 the appointments of the chief executive officer to the council
206 of scientific advisers. Each member of the council shall be
207 appointed to serve a 2-year term and may be reappointed to the
208 council.

209 (6) The State Board of Education, the Auditor General, and
210 the Office of Program Policy Analysis and Government
211 Accountability shall have the authority to require and receive
212 from the not-for-profit corporation and any subsidiaries, or
213 from their independent auditor, any detail or supplemental data
214 relative to the operation of the not-for-profit corporation or
215 subsidiary.

216 (7) The State Board of Education shall annually certify to
217 the Governor, the President of the Senate, and the Speaker of
218 the House of Representatives that the corporation and any of its
219 authorized and approved subsidiaries are complying with the



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220 | requirements of this section and are acting in the best
221 | interests of the state.

222 | Section 2. This act shall take effect upon becoming a law.

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