



CHAMBER ACTION

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The Committee on Appropriations 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, Inc.; 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; providing that the corporation shall act as an instrumentality of the state; authorizing the creation of subsidiaries by the corporation; providing for articles of incorporation; providing powers of the corporation; authorizing contracts without competitive bidding; providing for a board of directors; providing for an affiliation agreement; providing for an annual postaudit report; authorizing the corporation to secure liability protection; providing for assumption of responsibilities of the corporation by the University of West Florida 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;



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29 providing that the corporation and its subsidiaries are  
30 not agencies for certain purposes; authorizing additional  
31 affiliation agreements; providing an effective date.

32  
33 Be It Enacted by the Legislature of the State of Florida:

34  
35 Section 1. Section 1004.447, Florida Statutes, is created  
36 to read:

37 1004.447 Florida Institute for Human and Machine  
38 Cognition, Inc.--

39 (1)(a) There is created a not-for-profit corporation, to  
40 be known as the "Florida Institute for Human and Machine  
41 Cognition, Inc.," which shall be registered, incorporated,  
42 organized, and operated in compliance with chapter 617. The  
43 Florida Institute for Human and Machine Cognition, Inc., is  
44 established at the University of West Florida.

45 (b) The corporation is authorized to create not-for-profit  
46 corporate subsidiaries that are organized under the provisions  
47 of chapter 617 upon the prior approval of the Board of  
48 Governors, as necessary, to fulfill its mission.

49 (2) The corporation and any authorized and approved  
50 subsidiary:

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

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



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55 (c) Is subject to the open records and meeting  
56 requirements of s. 24, Art. I of the State Constitution, chapter  
57 119, and s. 286.011.

58 (d) May receive, hold, invest, and administer property and  
59 any moneys acquired from private, local, state, and federal  
60 sources, as well as technical and professional income generated  
61 or derived from practice activities of the institute, for the  
62 benefit of the institute and the fulfillment of its mission.

63 (e) May perform all things necessary to secure letters of  
64 patent, copyrights, and trademarks on any work products and to  
65 enforce its rights therein. The corporation must consider  
66 contributions by a state university and university personnel in  
67 the development of trademarks, copyrights, and patents and shall  
68 enter into written contracts establishing the interests of the  
69 university and such personnel in each trademark, copyright, or  
70 patent.

71 (f) May secure comprehensive general liability protection,  
72 including professional liability protection, for the not-for-  
73 profit corporation and its subsidiaries.

74 (g) May enter into affiliation agreements with other  
75 universities or research institutes.

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

77 (3) The officers, directors, and employees of the  
78 corporation or any authorized and approved subsidiary shall be  
79 governed by the code of ethics for public officers and employees  
80 as set forth in part III of chapter 112.



81           (4) The articles of incorporation of the corporation or  
 82 any authorized and approved subsidiary must be approved by the  
 83 Board of Governors. The articles of incorporation shall:

84           (a) Provide that the corporation and any authorized and  
 85 approved subsidiary shall provide equal employment opportunities  
 86 for all persons regardless of race, color, religion, gender,  
 87 national origin, age, handicap, or marital status.

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

91           (c) Provide that all officers, directors, and employees of  
 92 the corporation and any authorized and approved subsidiary shall  
 93 be governed by the code of ethics for public officers and  
 94 employees as set forth in part III of chapter 112.

95           (d) Provide that members of the board of directors of the  
 96 corporation are responsible for the prudent use of all public  
 97 and private funds and that they will ensure that the use of  
 98 funds is in accordance with all applicable laws, bylaws, and  
 99 contractual requirements.

100           (e) Provide that the fiscal year of the corporation and  
 101 any authorized and approved subsidiary is from July 1 to June  
 102 30.

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

106           (a) The board of directors shall consist of:

107           1. The chair of the Board of Governors or the chair's  
 108 designee.



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109 | 2. The chair of the Board of Trustees of the University of  
110 | West Florida or the chair's designee.

111 | 3. The President of the University of West Florida or the  
112 | president's designee.

113 | 4. Three state university representatives.

114 | 5. Nine public representatives who are neither state  
115 | university employees nor state employees.

116 | (b) The Governor, the President of the Senate, and the  
117 | Speaker of the House of Representatives shall each make one  
118 | initial appointment of a state university representative to the  
119 | board of directors. Each director who is a representative of a  
120 | state university shall be appointed for an initial term of 3  
121 | years. The Governor shall make three initial appointments of  
122 | public representatives to the board of directors. The President  
123 | of the Senate and the Speaker of the House of Representatives  
124 | shall each make two initial appointments of public  
125 | representatives to the board of directors. The chair of the  
126 | Board of Trustees of the University of West Florida shall make  
127 | two initial appointments of public representatives to the board  
128 | of directors. Each director who is a representative of the  
129 | public shall be appointed to serve an initial term of 2 years.

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

133 | (d) Any vacancy in office of a director appointed under  
134 | paragraph (b) shall be filled for the remainder of the term by  
135 | majority vote of the directors.



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

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

140        (6) No later than 30 days following approval of the  
141 corporation's articles of incorporation by the Board of  
142 Governors, the corporation shall enter into an affiliation  
143 agreement with the Board of Trustees of the University of West  
144 Florida for:

145        (a) The use or mutual provision of or participation in  
146 university programs or services, including use of the  
147 university's moneys, facilities, furnishings, equipment, other  
148 chattels, personnel, or services.

149        (b) The use of facilities and personnel for mutually  
150 approved teaching and research programs conducted by  
151 universities or research institutes.

152        (c) The preparation of an annual postaudit of the  
153 corporation's financial accounts and the financial accounts of  
154 any authorized and approved subsidiary to be conducted by an  
155 independent certified public accountant. The annual audit report  
156 shall include management letters and be submitted to the Auditor  
157 General and the Board of Governors for review.

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

161  
162 If the agreement between the corporation and the Board of  
163 Trustees of the University of West Florida is terminated, all



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164 property, including buildings, land, furnishings, equipment, and  
165 other chattels originally leased to the corporation, as well as  
166 any subsequently constructed or otherwise acquired facilities in  
167 connection with the operation of the institute, automatically  
168 reverts to full ownership by the University of West Florida.  
169 Such a reversionary interest of the state in all after-acquired  
170 facilities of the corporation is in furtherance of the goals of  
171 this section, and such a present ownership interest by the  
172 university is a continuing and insurable public interest.

173 (7) The corporation shall employ a chief executive officer  
174 to administer the affairs of the Florida Institute for Human and  
175 Machine Cognition, Inc. The chief executive officer shall be  
176 appointed by and serve at the pleasure of the board of  
177 directors. The chief executive officer shall exercise the  
178 following powers and duties, subject to the approval of the  
179 board of directors:

180 (a) Establish programs that fulfill the mission of the  
181 institute, as one of the nation's premier information-  
182 technology-related research organizations, in research,  
183 education, scientific advancement, and economic development.  
184 However, the chief executive officer may not establish academic  
185 programs for which academic credit is awarded, or programs that  
186 culminate in the conferring of a degree, without prior approval  
187 of the University of West Florida.

188 (b) Control the budget and the moneys appropriated or  
189 donated to the institute from private, local, state, and federal  
190 sources, as well as technical and professional income generated  
191 or derived from research activities of the institute. However,



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192 income generated by university faculty from research activities  
193 at the institute shall be shared between the institute and the  
194 university, as determined by the chief executive officer and the  
195 appropriate university president or the president's designee.

196 (c) Appoint representatives of the institute to carry out  
197 the research and educational activities of the institute and  
198 establish the compensation, benefits, and terms of service of  
199 such representatives. Representatives may hold concurrent  
200 appointments at affiliated academic institutions. University  
201 faculty may hold concurrent appointments at the institute.

202 (d) Control the use and assignment of space and equipment  
203 within the facilities.

204 (e) Create the administrative structure necessary to carry  
205 out the mission of the institute.

206 (f) Annually report in writing to the Commissioner of  
207 Education on the activities of the institute and state budget  
208 allocation expenditures.

209 (g) Provide a copy of the institute's annual report to the  
210 Governor, the President of the Senate, the Speaker of the House  
211 of Representatives, the chair of the Board of Governors, and the  
212 University of West Florida.

213 (h) Appoint a council of scientific advisers to the chief  
214 executive officer comprised of leading researchers and  
215 scientists who shall review programs and recommend research  
216 priorities and initiatives to maximize the state's investment in  
217 the institute.

218 1. The board of directors shall ratify the appointments of  
219 scientific advisers to the council.





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

222           (8) The Board of Governors, the Board of Trustees of the  
 223 University of West Florida, the Auditor General, and the Office  
 224 of Program Policy Analysis and Government Accountability may  
 225 require and receive from the corporation and any subsidiary, or  
 226 from their independent auditor, any detail or supplemental data  
 227 relative to the operation of the corporation or subsidiary.

228           (9) The Board of Trustees of the University of West  
 229 Florida shall annually certify to the Governor, the President of  
 230 the Senate, the Speaker of the House of Representatives, and the  
 231 Board of Governors that the corporation and its authorized  
 232 subsidiaries are complying with the requirements of this section  
 233 and are acting in the best interests of the state.

234           Section 2. The corporation created pursuant to s.  
 235 1004.447(1), Florida Statutes, may enter into affiliation  
 236 agreements similar to the agreement described in s. 1004.447(6),  
 237 Florida Statutes, with the boards of trustees of other public or  
 238 private universities.

239           Section 3. This act shall take effect upon becoming a law.