



1 A bill to be entitled

2 An act relating to the Florida Institute for Human and
3 Machine Cognition, Inc.; creating s. 1004.447, F.S.;
4 establishing the Florida Institute for Human and Machine
5 Cognition, Inc., at the University of West Florida as a
6 not-for-profit corporation; providing that the corporation
7 shall act as an instrumentality of the state; authorizing
8 the creation of subsidiaries by the corporation; providing
9 for articles of incorporation; providing powers of the
10 corporation; authorizing contracts without competitive
11 bidding; providing for a board of directors; providing for
12 an affiliation agreement; providing for an annual
13 postaudit report; authorizing the corporation to secure
14 liability protection; providing for assumption of
15 responsibilities of the corporation by the University of
16 West Florida under certain circumstances; providing for
17 administration of the institute by a chief executive
18 officer and providing duties; requiring appointment of a
19 council of scientific advisers and providing duties;
20 providing that the corporation and its subsidiaries are
21 not agencies for certain purposes; authorizing additional
22 affiliation agreements; providing an effective date.

23
24 Be It Enacted by the Legislature of the State of Florida:

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26 Section 1. Section 1004.447, Florida Statutes, is created
27 to read:



28 1004.447 Florida Institute for Human and Machine
 29 Cognition, Inc.--

30 (1)(a) There is created a not-for-profit corporation, to
 31 be known as the "Florida Institute for Human and Machine
 32 Cognition, Inc.," which shall be registered, incorporated,
 33 organized, and operated in compliance with chapter 617. The
 34 Florida Institute for Human and Machine Cognition, Inc., is
 35 established at the University of West Florida.

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 Board of
 39 Governors, as necessary, to fulfill its mission.

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

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

46 (c) Is subject to the open records and meeting
 47 requirements of s. 24, Art. I of the State Constitution, chapter
 48 119, and s. 286.011.

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

54 (e) May perform all things necessary to secure letters of
 55 patent, copyrights, and trademarks on any work products and to



56 enforce its rights therein. The corporation must consider
57 contributions by a state university and university personnel in
58 the development of trademarks, copyrights, and patents and shall
59 enter into written contracts establishing the interests of the
60 university and such personnel in each trademark, copyright, or
61 patent.

62 (f) May secure comprehensive general liability protection,
63 including professional liability protection, for the not-for-
64 profit corporation and its subsidiaries.

65 (g) May enter into affiliation agreements with other
66 universities or research institutes.

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

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

72 (4) The articles of incorporation of the corporation or
73 any authorized and approved subsidiary must be approved in a
74 written agreement by the Board of Governors. The agreement and
75 the articles of incorporation shall:

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

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



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

87 (d) Provide that members of the board of directors of the
88 corporation are responsible for the prudent use of all public
89 and private funds and that they will ensure that the use of
90 funds is in accordance with all applicable laws, bylaws, and
91 contractual requirements.

92 (e) Provide that the fiscal year of the corporation and
93 any authorized and approved subsidiary is from July 1 to June
94 30.

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

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

99 1. The chair of the Board of Governors or the chair's
100 designee.

101 2. The chair of the Board of Trustees of the University of
102 West Florida or the chair's designee.

103 3. The President of the University of West Florida or the
104 president's designee.

105 4. Three state university representatives.

106 5. Nine public representatives who are neither state
107 university employees nor state employees.

108 (b) The Governor, the President of the Senate, and the
109 Speaker of the House of Representatives shall each make one
110 initial appointment of a state university representative to the



111 board of directors. Each director who is a representative of a
112 state university shall be appointed for an initial term of 3
113 years. The Governor shall make three initial appointments of
114 public representatives to the board of directors. The President
115 of the Senate and the Speaker of the House of Representatives
116 shall each make two initial appointments of public
117 representatives to the board of directors. The chair of the
118 Board of Trustees of the University of West Florida shall make
119 two initial appointments of public representatives to the board
120 of directors. Each director who is a representative of the
121 public shall be appointed to serve an initial term of 2 years.

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

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

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

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

132 (6) No later than 30 days following approval of the
133 corporation's articles of incorporation by the Board of
134 Governors, the corporation shall enter into an affiliation
135 agreement with the Board of Trustees of the University of West
136 Florida for:

137 (a) The use or mutual provision of or participation in
138 university programs or services, including use of the



139 university's moneys, facilities, furnishings, equipment, other
140 chattels, personnel, or services.

141 (b) The use of facilities and personnel for mutually
142 approved teaching and research programs conducted by
143 universities or research institutes.

144 (c) The preparation of an annual postaudit of the
145 corporation's financial accounts and the financial accounts of
146 any authorized and approved subsidiary to be conducted by an
147 independent certified public accountant. The annual audit report
148 shall include management letters and be submitted to the Auditor
149 General and the Board of Governors for review.

150 (d) Use of the facilities of the University of West
151 Florida, including all furnishings, equipment, and other
152 chattels used in the operation of those facilities.

153
154 If the agreement between the corporation and the Board of
155 Trustees of the University of West Florida is terminated, all
156 property, including buildings, land, furnishings, equipment, and
157 other chattels originally leased to the corporation, as well as
158 any subsequently constructed or otherwise acquired facilities in
159 connection with the operation of the institute, automatically
160 reverts to full ownership by the University of West Florida.

161 Such a reversionary interest of the state in all after-acquired
162 facilities of the corporation is in furtherance of the goals of
163 this section, and such a present ownership interest by the
164 university is a continuing and insurable public interest.

165 (7) The corporation shall employ a chief executive officer
166 to administer the affairs of the Florida Institute for Human and



167 Machine Cognition, Inc. The chief executive officer shall be
168 appointed by and serve at the pleasure of the board of
169 directors. The chief executive officer shall exercise the
170 following powers and duties, subject to the approval of the
171 board of directors:

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

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

188 (c) Appoint representatives of the institute to carry out
189 the research and educational activities of the institute and
190 establish the compensation, benefits, and terms of service of
191 such representatives. Representatives may hold concurrent
192 appointments at affiliated academic institutions. University
193 faculty may hold concurrent appointments at the institute.



194 (d) Control the use and assignment of space and equipment
195 within the facilities.

196 (e) Create the administrative structure necessary to carry
197 out the mission of the institute.

198 (f) Annually report in writing to the Commissioner of
199 Education on the activities of the institute and state budget
200 allocation expenditures.

201 (g) Provide a copy of the institute's annual report to the
202 Governor, the President of the Senate, the Speaker of the House
203 of Representatives, the chair of the Board of Governors, and the
204 University of West Florida.

205 (h) Appoint a council of scientific advisers to the chief
206 executive officer comprised of leading researchers and
207 scientists who shall review programs and recommend research
208 priorities and initiatives to maximize the state's investment in
209 the institute.

210 1. The board of directors shall ratify the appointments of
211 scientific advisers to the council.

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

214 (8) The Board of Governors, the Board of Trustees of the
215 University of West Florida, the Auditor General, and the Office
216 of Program Policy Analysis and Government Accountability may
217 require and receive from the corporation and any subsidiary, or
218 from their independent auditor, any detail or supplemental data
219 relative to the operation of the corporation or subsidiary.

220 (9) The Board of Trustees of the University of West
221 Florida shall annually certify to the Governor, the President of



222 the Senate, the Speaker of the House of Representatives, and the
223 Board of Governors that the corporation and its authorized
224 subsidiaries are complying with the requirements of this section
225 and are acting in the best interests of the state.

226 Section 2. The corporation created pursuant to s.
227 1004.447(1), Florida Statutes, may enter into affiliation
228 agreements similar to the agreement described in s. 1004.447(6),
229 Florida Statutes, with the boards of trustees of other public or
230 private universities.

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