

1 A bill to be entitled
2 An act relating to the Florida Institute for Human and
3 Machine Cognition, Inc.; amending s. 1004.447, F.S.;
4 requiring the board of directors of the Florida
5 Institute for Human and Machine Cognition, Inc.,
6 rather than the Board of Governors, to authorize the
7 creation of a subsidiary of the corporation; requiring
8 that the articles of incorporation of the corporation,
9 rather than of the corporation and any authorized and
10 approved subsidiary of the corporation, be approved in
11 a written agreement by the Board of Governors;
12 revising the composition of the board of directors of
13 the corporation; requiring the corporation, rather
14 than the Board of Trustees of the University of West
15 Florida, to certify specified information annually to
16 the Governor, the Legislature, and the Board of
17 Governors; amending s. 1004.4471, F.S.; authorizing
18 subsidiaries of the corporation to enter into certain
19 affiliation agreements; providing an effective date.
20

21 Be It Enacted by the Legislature of the State of Florida:
22

23 **Section 1. Paragraph (b) of subsection (1), subsection**
24 **(4), paragraphs (a) and (b) of subsection (5), and subsection**
25 **(9) of section 1004.447, Florida Statutes, are amended to read:**

26 1004.447 Florida Institute for Human and Machine
27 Cognition, Inc.—

28 (1)

29 (b) The corporation is authorized to create not-for-profit
30 corporate subsidiaries that are organized under the provisions
31 of chapter 617 upon the prior approval of its board of directors
32 ~~the Board of Governors~~, as necessary, to fulfill its mission.

33 (4) The articles of incorporation of the corporation ~~or~~
34 ~~any authorized and approved subsidiary~~ must be approved in a
35 written agreement by the Board of Governors. The agreement and
36 the articles of incorporation must ~~shall~~:

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

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

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

48 (d) Provide that members of the board of directors of the
49 corporation are responsible for the prudent use of all public
50 and private funds and that they will ensure that the use of

51 funds is in accordance with all applicable laws, bylaws, and
52 contractual requirements.

53 (e) Provide that the fiscal year of the corporation and
54 any authorized and approved subsidiary is from July 1 to June
55 30.

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

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

60 1. The chair of the Board of Governors or the chair's
61 designee.

62 ~~2. The chair of the Board of Trustees of the University of~~
63 ~~West Florida or the chair's designee.~~

64 ~~3.~~ The President of the University of West Florida or the
65 president's designee.

66 3.4. Three state university representatives.

67 ~~4.5.~~ Ten ~~Nine~~ public representatives who are neither state
68 university employees nor state employees.

69 (b) The Governor, the President of the Senate, and the
70 Speaker of the House of Representatives shall each make one
71 initial appointment of a state university representative to the
72 board of directors. Each director who is a representative of a
73 state university shall be appointed for an initial term of 3
74 years. The Governor shall make three initial appointments of
75 public representatives to the board of directors. The President

76 of the Senate and the Speaker of the House of Representatives
 77 shall each make two initial appointments of public
 78 representatives to the board of directors. The chair of the
 79 Board of Trustees of the University of West Florida shall make
 80 two initial appointments of public representatives to the board
 81 of directors. The Board of Trustees of the University of West
 82 Florida shall make one appointment of a public representative to
 83 the board of directors. Each director who is a representative of
 84 the public shall be appointed to serve an initial term of 2
 85 years.

86 (9) The corporation ~~Board of Trustees of the University of~~
 87 ~~West Florida~~ shall annually certify to the Governor, the
 88 President of the Senate, the Speaker of the House of
 89 Representatives, and the Board of Governors that the corporation
 90 and its authorized subsidiaries are complying with the
 91 requirements of this section and are acting in the best
 92 interests of the state.

93 **Section 2. Section 1004.4471, Florida Statutes, is amended**
 94 **to read:**

95 1004.4471 Florida Institute for Human and Machine
 96 Cognition; affiliation with other universities.—The corporation
 97 created pursuant to s. 1004.447(1) and any authorized and
 98 approved subsidiary of the corporation may enter into
 99 affiliation agreements similar to the agreement described in s.
 100 1004.447(6) with the boards of trustees of other public or

101 private universities.

102 **Section 3.** This act shall take effect July 1, 2025.