

By Senator Gaetz

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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 the corporation, rather than the Board of Trustees of
9 the University of West Florida, to annually certify
10 specified information to the Governor and Legislature;
11 amending s. 1004.4471, F.S.; authorizing subsidiaries
12 of the corporation to enter into certain affiliation
13 agreements; amending s. 1004.4472, F.S.; conforming a
14 provision to changes made by the act; providing an
15 effective date.

16
17 Be It Enacted by the Legislature of the State of Florida:

18
19 Section 1. Section 1004.447, Florida Statutes, is amended
20 to read:

21 1004.447 Florida Institute for Human and Machine Cognition,
22 Inc.—

23 (1) (a) There is created a not-for-profit corporation, to be
24 known as the "Florida Institute for Human and Machine Cognition,
25 Inc.," which shall be registered, incorporated, organized, and
26 operated in compliance with chapter 617. The Florida Institute
27 for Human and Machine Cognition, Inc., is established at the
28 University of West Florida.

29 (b) The corporation is authorized to create not-for-profit

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30 ~~corporate subsidiaries that are organized under the provisions~~
31 ~~of chapter 617 upon the prior approval of its the board of~~
32 ~~directors Governors, as necessary, to fulfill its mission.~~

33 (2) The corporation and any authorized and approved not-
34 for-profit subsidiary:

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

38 (b) Is not an agency within the meaning of s. 20.03(1).

39 ~~(c) Is subject to the open records and meeting requirements~~
40 ~~of s. 24, Art. I of the State Constitution, chapter 119, and s.~~
41 ~~286.011.~~

42 ~~(c)~~(d) May receive, hold, invest, and administer property
43 and any moneys acquired from private, local, state, and federal
44 sources, as well as technical and professional income generated
45 or derived from practice activities of the institute, for the
46 benefit of the institute and the fulfillment of its mission.

47 ~~(d)~~(e) May perform all things necessary to secure letters
48 of patent, copyrights, and trademarks on any work products and
49 to enforce its rights therein. The corporation must consider
50 contributions by a state university and university personnel in
51 the development of trademarks, copyrights, and patents and shall
52 enter into written contracts establishing the interests of the
53 university and such personnel in each trademark, copyright, or
54 patent.

55 ~~(e)~~(f) May secure comprehensive general liability
56 protection, including professional liability protection, for the
57 not-for-profit corporation and its subsidiaries.

58 ~~(f)~~(g) May enter into affiliation agreements with other

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59 universities or research institutes.

60 ~~(g)(h)~~ Is not subject to the provisions of chapter 287.

61 (3) Records of the corporation and any authorized and
62 approved not-for-profit subsidiary are public records under
63 chapter 119 and s. 24(a), Art. I of the State Constitution,
64 unless made confidential or exempt by law.

65 (4) Meetings of the governing board of the corporation and
66 any authorized and approved not-for-profit subsidiary must
67 remain open to the public in accordance with s. 286.011 and s.
68 24(b), Art. I of the State Constitution, unless made
69 confidential or exempt by law.

70 ~~(5)(3)~~ The officers, directors, and employees of the
71 corporation or any authorized and approved not-for-profit
72 subsidiary shall be governed by the code of ethics for public
73 officers and employees as set forth in part III of chapter 112.

74 ~~(6)(4)~~ The articles of incorporation of the corporation ~~or~~
75 ~~any authorized and approved subsidiary~~ must be approved in a
76 written agreement by the Board of Governors. The agreement and
77 the articles of incorporation shall:

78 (a) Provide that the corporation and any authorized and
79 approved not-for-profit subsidiary shall provide equal
80 employment opportunities for all persons regardless of race,
81 color, religion, gender, national origin, age, handicap, or
82 marital status.

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

86 ~~(c) Provide that all officers, directors, and employees of~~
87 ~~the corporation and any authorized and approved subsidiary shall~~

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88 ~~be governed by the code of ethics for public officers and~~
89 ~~employees as set forth in part III of chapter 112.~~

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

95 (c)~~(e)~~ Provide that the fiscal year of the corporation and
96 any authorized and approved not-for-profit subsidiary is from
97 July 1 to June 30.

98 (7)~~(5)~~ The affairs of the corporation shall be managed by a
99 board of directors who shall serve without compensation. Each
100 director shall have only one vote.

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

102 1. The chair of the Board of Governors or the chair's
103 designee.

104 2. The chair of the Board of Trustees of the University of
105 West Florida or the chair's designee.

106 3. The President of the University of West Florida or the
107 president's designee.

108 4. Three state university representatives.

109 5. Nine public representatives who are neither state
110 university employees nor state employees.

111 (b) The Governor, the President of the Senate, and the
112 Speaker of the House of Representatives shall each make one
113 initial appointment of a state university representative to the
114 board of directors. Each director who is a representative of a
115 state university shall be appointed for an initial term of 3
116 years. The Governor shall make three initial appointments of

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117 public representatives to the board of directors. The President
118 of the Senate and the Speaker of the House of Representatives
119 shall each make two initial appointments of public
120 representatives to the board of directors. The chair of the
121 Board of Trustees of the University of West Florida shall make
122 two initial appointments of public representatives to the board
123 of directors. Each director who is a representative of the
124 public shall be appointed to serve an initial term of 2 years.

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

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

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

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

135 (8)~~(6)~~ No later than 30 days following approval of the
136 corporation's articles of incorporation by the Board of
137 Governors, the corporation shall enter into an affiliation
138 agreement with the Board of Trustees of the University of West
139 Florida for:

140 (a) The use or mutual provision of or participation in
141 university programs or services, including use of the
142 university's moneys, facilities, furnishings, equipment, other
143 chattels, personnel, or services.

144 (b) The use of facilities and personnel for mutually
145 approved teaching and research programs conducted by

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146 universities or research institutes.

147 (c) The preparation of an annual postaudit of the
148 corporation's financial accounts and the financial accounts of
149 any authorized and approved not-for-profit subsidiary to be
150 conducted by an independent certified public accountant. The
151 annual audit report shall include management letters and be
152 submitted to the Auditor General and the Board of Governors for
153 review.

154 (d) Use of the facilities of the University of West
155 Florida, including all furnishings, equipment, and other
156 chattels used in the operation of those facilities.

157
158 If the agreement between the corporation and the Board of
159 Trustees of the University of West Florida is terminated, all
160 property, including buildings, land, furnishings, equipment, and
161 other chattels originally leased to the corporation, as well as
162 any subsequently constructed or otherwise acquired facilities in
163 connection with the operation of the institute, automatically
164 reverts to full ownership by the University of West Florida.
165 Such a reversionary interest of the state in all after-acquired
166 facilities of the corporation is in furtherance of the goals of
167 this section, and such a present ownership interest by the
168 university is a continuing and insurable public interest.

169 (9)~~(7)~~ The corporation shall employ a chief executive
170 officer to administer the affairs of the Florida Institute for
171 Human and Machine Cognition, Inc. The chief executive officer
172 shall be appointed by and serve at the pleasure of the board of
173 directors. The chief executive officer shall exercise the
174 following powers and duties, subject to the approval of the

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175 board of directors:

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

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

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

198 (d) Control the use and assignment of space and equipment
199 within the facilities.

200 (e) Create the administrative structure necessary to carry
201 out the mission of the institute.

202 (f) Annually report in writing to the Board of Governors on
203 the activities of the institute and state budget allocation

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204 expenditures.

205 (g) Provide a copy of the institute's annual report to the
206 Governor, the President of the Senate, the Speaker of the House
207 of Representatives, the chair of the Board of Governors, and the
208 University of West Florida.

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

214 1. The board of directors shall ratify the appointments of
215 scientific advisers to the council.

216 2. Each member of the council shall be appointed to serve a
217 2-year term and may be reappointed.

218 ~~(10)(8)~~ The Board of Governors, the Board of Trustees of
219 the University of West Florida, the Auditor General, and the
220 Office of Program Policy Analysis and Government Accountability
221 may require and receive from the corporation and any authorized
222 and approved not-for-profit subsidiary, or from their
223 independent auditor, any detail or supplemental data relative to
224 the operation of the corporation or subsidiary.

225 ~~(11)(9)~~ The corporation ~~Board of Trustees of the University~~
226 ~~of West Florida~~ shall annually certify to the Governor, the
227 President of the Senate, the Speaker of the House of
228 Representatives, and the Board of Governors that the corporation
229 and its authorized and approved not-for-profit subsidiaries are
230 complying with the requirements of this section and are acting
231 in the best interests of the state.

232 Section 2. Section 1004.4471, Florida Statutes, is amended

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233 to read:

234 1004.4471 Florida Institute for Human and Machine
235 Cognition; affiliation with other universities.—The corporation
236 created pursuant to s. 1004.447(1) and any authorized and
237 approved not-for-profit subsidiary of the corporation may enter
238 into affiliation agreements similar to the agreement described
239 in s. 1004.447(8) ~~s. 1004.447(6)~~ with the boards of trustees of
240 other public or private universities.

241 Section 3. Paragraph (b) of subsection (1) of section
242 1004.4472, Florida Statutes, is amended to read:

243 1004.4472 Florida Institute for Human and Machine
244 Cognition, Inc.; public records exemption; public meetings
245 exemption.—

246 (1) For purposes of this section, the term:

247 (b) "Subsidiary" means a not-for-profit subsidiary
248 authorized and approved by the corporation.

249 Section 4. This act shall take effect July 1, 2025.