

**By** the Committees on Governmental Oversight and Accountability;  
and Education Postsecondary; and Senators Gaetz and Harrell

585-02818-25

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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           that the articles of incorporation of the corporation,  
9           rather than of the corporation and any authorized and  
10          approved subsidiary, be approved in a written  
11          agreement by the Board of Governors; revising the  
12          composition of the board of directors of the  
13          corporation; requiring the corporation, rather than  
14          the Board of Trustees of the University of West  
15          Florida, to certify specified information annually to  
16          the Governor and Legislature; amending s. 1004.4471,  
17          F.S.; authorizing subsidiaries of the corporation to  
18          enter into certain affiliation agreements; providing  
19          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 (4),  
24           paragraphs (a) and (b) of subsection (5), and subsection (9) of  
25           section 1004.447, Florida Statutes, are amended to read:

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

28           (1)

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 board of directors  
32 ~~the Board of Governors~~, as necessary, to fulfill its mission.

33 (4) The articles of incorporation of the corporation ~~or any~~  
34 ~~authorized and approved subsidiary~~ must be approved in a written  
35 agreement by the Board of Governors. The agreement and the  
36 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 any  
54 authorized and approved subsidiary is from July 1 to June 30.

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

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

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

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

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

65 3.4. Three state university representatives.

66 ~~4.5.~~ Ten ~~Nine~~ public representatives who are neither state  
67 university employees nor state employees.

68 (b) The Governor, the President of the Senate, and the  
69 Speaker of the House of Representatives shall each make one  
70 initial appointment of a state university representative to the  
71 board of directors. Each director who is a representative of a  
72 state university shall be appointed for an initial term of 3  
73 years. The Governor shall make three initial appointments of  
74 public representatives to the board of directors. The President  
75 of the Senate and the Speaker of the House of Representatives  
76 shall each make two initial appointments of public  
77 representatives to the board of directors. The chair of the  
78 Board of Trustees of the University of West Florida shall make  
79 two initial appointments of public representatives to the board  
80 of directors. The Board of Trustees of the University of West  
81 Florida shall make one appointment of a public representative to  
82 the board of directors. Each director who is a representative of  
83 the public shall be appointed to serve an initial term of 2  
84 years.

85 (9) The corporation ~~Board of Trustees of the University of~~  
86 ~~West Florida~~ shall annually certify to the Governor, the  
87 President of the Senate, the Speaker of the House of

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88 Representatives, and the Board of Governors that the corporation  
89 and its authorized subsidiaries are complying with the  
90 requirements of this section and are acting in the best  
91 interests of the state.

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

94 1004.4471 Florida Institute for Human and Machine  
95 Cognition; affiliation with other universities.—The corporation  
96 created pursuant to s. 1004.447(1) and any authorized and  
97 approved subsidiary of the corporation may enter into  
98 affiliation agreements similar to the agreement described in s.  
99 1004.447(6) with the boards of trustees of other public or  
100 private universities.

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