



FIU Embrace
External Advisory Council
By Laws Subcommittee Meeting Minutes
Friday, April 5, 2019

By Laws Subcommittee Members

Luis Navas, Senior Partner, Global Governance Advisors

Milton Vescovacci, Shareholder, Polsinelli, PA

Attendees

Nicole Attong, Director, FIU Embrace

Val Aubourg, Senior University Counsel, FIU

Kourtney Wilson, Administrative Specialist, FIU Embrace

Call to Order

The meeting was called to order by Chair, Mr. Milton Vescovacci 10:03AM Friday, April 5, 2019. Quorum was set by having Mr. Milton Vescovacci and Mr. Luis Navas present via phone.

Updated By-Laws

Mr. Milton Vescovacci stated that there are some updates and enhancements to the By-Laws beginning with page two reflected in yellow. A decision was made to add staggered terms for the council members of the External Advisory Council. Mr. Milton Vescovacci points out that in the materials there is now a one-year term for new members, and this is to allow them the option to fully commit to the Council. Once their one-year term is up then they could subsequently determine if they would like to continue for two or three year terms. This process will be discussed at the next External

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Advisory Council meeting. Mr. Milton Vescovacci pointed out that current members will be on a two or three year term. On page two there's also a provision regarding terming out, meaning if you've been on the Council for three consecutive terms you have termed out and could no longer be a member of the Council.

Ms. Nicole Attong indicated that she asked each Council member to provide the term (two or three) they would like to serve. However, no one responded to her request. She also questioned if the proposed staggered term list should be presented to the Council to get their reactions or request their feedback once more.

Mr. Luis Navas stated that he's a huge supporter of staggered terms being implemented, but feels that there are some members that the council may regret losing. He suggests that Ms. Nicole Attong has a tool to evaluate members and in turn the functioning of the Council. This information could be used to potentially keep a member or extend their term. Mr. Milton Vescovacci responded by bringing up the Emeritus status stating that this person is no longer on the Council, but can serve as an observer. Mr. Luis Navas stated that he doesn't want the Council to be forced into a situation where they have to let someone go that is of value to the Council.

Ms. Nicole Attong stated that she understands Mr. Luis Navas's concerns, but she's afraid of stagnation of the Council and wants fresh new thinkers who can constantly help FIU Embrace stay relevant. Ms. Nicole Attong poses the question on how to re-purpose a council member that has been of value to the council. Mr. Milton Vescovacci addresses it by stating that they can be in Emeritus or Observer status but not holding a seat.

Mr. Luis Navas states that it is market practice to add the staggered terms, but to also possibly add that the Council reviews the term plans at its' own discretion. Mr. Milton Vescovacci stated that it should already state that in the By-Laws and Ms. Nicole Attong stated that she will review to confirm that it does. Mr. Milton Vescovacci also point out that the Council must be careful to ensure that there is no appearance of favoritism. Mr. Luis Navas indicated that the Council should conduct an annual or bi-annual peer to peer evaluation to tackle some of the issues that have been identified.

Ms. Nicole Attong asked Mr. Luis Navas where this should be added on the By-Laws, under membership subtitled Peer Evaluation. Mr. Luis Navas suggested that this topic is titled Council Evaluation, given that this is questioning the performance of the Council and individual members. Mr. Luis Navas also stated that it gives the Council the tools to implement a policy that addresses performance issues. Mr. Luis Navas also indicated that he has a tool that he could share with FIU Embrace.

Mr. Val Aubourg reminded the subcommittee that the Council must conduct its business in the sunshine. Therefore, disclosures and public records and exemption needs to be carefully considered. Mr. Val Aubourg also indicated that he would conduct research on this and get back to the subcommittee. Mr. Luis Navas suggested that focus of the evaluation should be on the Council rather than an individual.

Mr. Milton Vescovacci pointed out that page 2 section 4 of the By-Laws, the document discusses removing council members for non-performance and absentee from meetings.

Additions to By-Laws

Mr. Milton Vescovacci asked Ms. Nicole Attong to add a section C on page 3, which Ms. Nicole Attong agreed to do. Mr. Milton Vescovacci then asked if anyone have any questions or suggestions on the staggered terms. Mr. Luis Navas stated that the document should be general to avoid the possibility of allegations of favoritism. Mr. Milton Vescovacci asked Ms. Nicole Attong if these changes be presented at the next meeting for approval. Ms. Nicole Attong indicated that it will.

Recruiting of New Council Member

Ms. Nicole Attong presented a potential council member Ms. Nina Sinisterra to the By-Laws Sub-Committee for review and approval. Ms. Nicole Attong provided a brief description of Nina's accomplishments and contributions. Both Mr. Milton Vescovacci and Mr. Luis Navas approved moving forward with presenting Nina to the full Council.

Mr. Luis Navas made a suggestion to present Mr. JC Moss as a potential Council member. Mr. Luis Navas also stated that Albert Lopez would have some other potential council members. Ms. Nicole Attong will also connect with Mr. Cuong Do to discuss international connections.

Meeting adjourned by Chair, Mr. Milton Vescovacci at 10:35AM