

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  
 22 Cognition, Inc.—

23           (1) (a) There is created a not-for-profit corporation, to  
 24 be known as the "Florida Institute for Human and Machine  
 25 Cognition, Inc.," which shall be registered, incorporated,

26 organized, and operated in compliance with chapter 617. The  
 27 Florida Institute for Human and Machine Cognition, Inc., is  
 28 established at the University of West Florida.

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 ~~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~~  
 40 ~~requirements of s. 24, Art. I of the State Constitution, chapter~~  
 41 ~~119, and s. 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  
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~~  
 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  
 99 a 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

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  
 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  
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  
 203 on the activities of the institute and state budget allocation  
 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  
 217 a 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~~

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

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