

## CHAPTER 2025-161

### Committee Substitute for Committee Substitute for Senate Bill No. 312

An act relating to the Florida Institute for Human and Machine Cognition, Inc.; amending s. 1004.447, F.S.; requiring the board of directors of the Florida Institute for Human and Machine Cognition, Inc., rather than the Board of Governors, to authorize the creation of a subsidiary of the corporation; requiring that the articles of incorporation of the corporation, rather than of the corporation and any authorized and approved subsidiary, be approved in a written agreement by the Board of Governors; revising the composition of the board of directors of the corporation; requiring the corporation, rather than the Board of Trustees of the University of West Florida, to certify specified information annually to the Governor and Legislature; amending s. 1004.4471, F.S.; authorizing subsidiaries of the corporation to enter into certain affiliation agreements; providing an effective date.

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

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

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

(1)

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

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

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

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

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

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

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

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

(a) The board of directors shall consist of:

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

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

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

~~3.4.~~ Three state university representatives.

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

(b) The Governor, the President of the Senate, and the Speaker of the House of Representatives shall each make one initial appointment of a state university representative to the board of directors. Each director who is a representative of a state university shall be appointed for an initial term of 3 years. The Governor shall make three initial appointments of public representatives to the board of directors. The President of the Senate and the Speaker of the House of Representatives shall each make two initial appointments of public representatives to the board of directors. The chair of the Board of Trustees of the University of West Florida shall make two initial appointments of public representatives to the board of directors. The Board of Trustees of the University of West Florida shall make one appointment of a public representative to the board of directors. Each director who is a representative of the public shall be appointed to serve an initial term of 2 years.

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

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

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

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

Approved by the Governor June 20, 2025.

Filed in Office Secretary of State June 20, 2025.