



# Board of Directors Meeting

June 25, 2004

**ihmc**

FLORIDA INSTITUTE FOR HUMAN & MACHINE COGNITION

## AGENDA

<b>8:00 – 8:30</b>	Continental Breakfast	
<b>8:30 – 9:00</b>	Introductions and Greetings: Ken Ford	
<b>9:00 – 9:15</b>	Organizational Business	
	Approval of Articles of Incorporation and Approval of Bylaws . . . . .	1
	Elect Chair and Vice Chair . . . . .	2
<b>9:15 – 9:30</b>	Meeting Convenes	
	Chair Remarks	
<b>9:30 – 10:30</b>	Board Business Items	
	Appointment of Chief Executive Officer: Chair . . . . .	3
	Delegations of Authority to Chief Executive Officer to Administer	
	Activities of Institute: Chair . . . . .	4
	Delegation to Chair to Negotiate Employment Relationship	
	with Chief Executive Officer: Chair . . . . .	5
	Approval of Corporate Bank Accounts and Signatories: Chair . . . . .	6
	Authorization to Purchase Officer and Director's Insurance: Chair . . . . .	7
	Establish Board Committees and Chairs: Chair . . . . .	8
<b>10:30 – 11:15</b>	Discussion of IHMC Expansion Initiative and Approval of Purchase	
	of Land and Facilities: Ken Ford and Eric Nickelsen . . . . .	9
<b>11:15 – 11:45</b>	Discussion and Approval of Corporate Resolution to Assist in the	
	Implementation of the Pensacola Historic District Master Plan: Ken Ford . . . . .	10
<b>11:45 – 12:00</b>	Discussion and Approval of Agreement with the Florida Board of Governors:	
	Pam Billbrey and Julie Sheppard . . . . .	11
<b>12:00 – 1:00</b>	Lunch and Presentation of Concept Maps:	
	"CmapTools : A Worldwide Network for Knowledge Construction and Sharing"	
	Alberto Cañas (IHMC Library) . . . . .	12
<b>1:00 – 3:00</b>	Report of Chief Executive Officer and Director: Ken Ford . . . . .	13
<b>3:00 – 3:30</b>	Meeting Wrap-Up: Chair	
	Set Schedule for Future Meetings for 2004-2005: Chair . . . . .	14

**AGENDA ITEM I:**

**ISSUE:** Approval of Articles of Incorporation and Bylaws

**PROPOSED ACTION:** Approval

**BACKGROUND INFORMATION:**

The 2003 legislation creating the Florida Institute for Human and Machine Cognition, Inc. as set forth in Section 1004.447, Florida Statutes, provides in statute required items to be included in the articles of incorporation. These items have been included and the proposed articles of incorporation and bylaws have been reviewed and approved by the Director of the Institute for Human and Machine Cognition.

The articles were filed by Ken Ford and Julie Sheppard as incorporators on February 25, 2004 and were approved by the Division of Corporations on March 5, 2004. Julie Sheppard was named in the articles as the registered agent. The articles included in this attachment have been revised to reflect Pam Bilbrey as the Director representing the Florida Board of Governors.

**ATTACHMENTS:** Revised Articles of Incorporation and Bylaws

**REVISED ARTICLES OF INCORPORATION OF THE FLORIDA INSTITUTE FOR HUMAN AND  
MACHINE COGNITION, INC.**

**Article I. Name**

The name of the corporation is the Florida Institute for Human and Machine Cognition Inc.

**Article II. Business Address**

The principal place of business and mailing address of the corporation is 40 South Alcaniz Street, Pensacola, Florida 32501.

**Article III. Purpose**

This not-for-profit corporation is organized under the laws of the State of Florida pursuant to s. 1004.447 F.S. exclusively as an information-technology related research organization for research, education, scientific advancement, and economic development.

This corporation shall be operated in compliance with the specific provisions of its enabling legislation and the provisions of Chapter 617, F.S.

**Article IV. Duration**

The corporation shall have perpetual duration.

**Article V. Tax Exemption Requirements**

A. The corporation is organized and operated exclusively for the purposes set forth in Article II herein.

B. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code or by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code.

C. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements on behalf of any candidate for public office).

**Article VI. No Members**

The corporation shall have no members.

**Article VII. Registered Office and Agent**

The street address of the initial registered office of the corporation is: 40 South Alcaniz Street, Pensacola Florida 32501. The name of the original registered agent at such address is Julie L. Sheppard, Esq.

**Article VIII. Board of Directors**

The powers of this corporation shall be exercised, its property controlled, and its affairs conducted, by a board of directors. The number of directors of the corporation shall be fifteen (15). The directors named in these articles as the first board of directors were appointed for a set initial term under the provisions of s. 1004.447 (5), F.S.

Annual meetings shall be held at 9:00 a.m. on August 1 of each year at the principal office of the corporation or as such other places as the board of directors may designate from time to time by resolution.

Any action required or permitted to be taken by the board of directors under any provision of law may be taken without a meeting if all the Directors of the board individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceeding of the board. Such action by written consent will have the same force and effect as if taken by unanimous vote of the directors. Any certificate or other document filed under any provision of law relating to actions so taken must state that the action was taken by unanimous written consent of the board of directors without a meeting and that the articles of incorporation and bylaws of this corporation authorize the directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of the persons who are to serve as the initial directors are:

Carol H. Carlan  
President of the West Panhandle Area  
Wachovia Bank  
21 East Garden Street  
Pensacola Florida 32501

Dr. John Cavanaugh  
President  
University of West Florida  
11000 University Parkway  
Pensacola, Florida 32514

John Delaney  
President  
President's Office  
University of North Florida  
4567 St. John's Bluff Road South  
Jacksonville FL 32224

Eugene Franklin  
Sun Set Mortgage Company  
5553 Shadow Grove Blvd  
Pensacola, Florida 32526

Tim Goldfarb  
Chief Executive Officer  
Shands Health Care  
PO Box 100326  
Gainesville Florida 32610-0326

Charles C. "Chris" Hart  
One Eighty Consulting  
200 W. College Ave  
Tallahassee, FL 32301

Dr. Terry L. Hickey  
Provost & Vice President for Academic Affairs  
University of Central Florida  
Millican Hall room 311  
University of Central Florida  
Orlando Florida 32816-0065

Hal Hudson  
2109 Bayou Blvd.  
Pensacola, Florida 32501

Bev Kitaoka  
Senior Vice President  
SAIC Applied Software Systems Engineering Company  
12479 Research Parkway  
Orlando Florida 32826

Dr. Larry F. Lemanski  
Vice President for Research & Graduate Studies  
Florida Atlantic University  
777 Glades Road  
Boca Raton Florida 33431

Collier Merrill  
President  
Merrill Land Company  
PO Box 710  
226 South Palafox Street 6<sup>th</sup> Floor  
Pensacola Florida 32501

Eric Nickelsen  
Partner, John S Carr & Co  
17 West Cedar Street Suite 3  
Pensacola Florida 32503

Jim Reeves  
Reeves and Davis  
730 Bayfront Parkway Suite 4  
Pensacola, Florida 32501

Pam Bilbrey  
1717 North E Street  
Suite 320  
Pensacola, Fl 32501

Ray Russenburger  
CEO  
Network Telephone  
PO Box 12063  
Pensacola Florida 32590

**Article IX. Incorporators**

The names and address of the incorporators are:

Ken Ford, 40 South Alcaniz Street, Pensacola Florida 32501.

Julie Sheppard, 40 South Alcaniz Street, Pensacola Florida 32501.

**Article X. Officers**

The board of directors shall elect the chair, vice-chair and such other officers as the bylaws of this corporation may authorize the directors to elect from time to time. Initially such officers are to be elected at the first annual meeting of the board of directors. Until such election is held, the following persons shall serve as corporate officers:

Carol Carlan, Chair

Ken Ford, Chief Executive Officer

**Article XI. Bylaws**

Subject to the limitations contained in the bylaws and any limitations set forth in the Chapter 617, F.S. concerning corporation action that must be authorized or approved by the directors of the corporation, the bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted either by a resolution of the board of directors or by following the procedures set forth for such action in the bylaws.

**Article XII. Property and Profits**

The property of this corporation is irrevocably dedicated to the purposes set forth in Article II herein and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, or officer thereof or to the benefit of any private person, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose or purposes set forth in Article II herein.

**Article XIII. Dissolution**

Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to the University of West Florida Foundation, Inc. which is organized and operated exclusively for the purposes set forth in Article III herein, and exempt from taxation under section 501 (c)(3) of the Internal Revenue Code; however, if the named recipient is not in existence, or is not a qualified distributee, or

is unwilling or unable to accept this distribution, then the assets of this organization shall be distributed to a fund, foundation or organization organized and operated exclusively for the purposes specified in section 501 (c)(3) of the Internal Revenue Code.

#### **Article XIV. Amendments**

Amendments to these articles of Incorporation may be proposed by a resolution adopted by the board of directors. Amendments may be adopted by a vote of two-thirds of a quorum of directors of the corporation.

#### **Article XV. Limited Liability of Directors and Officers**

The officers and directors shall not be individually liable for the corporation's debts or other liabilities, and the private property of such individuals shall be exempt from any corporate debts or liabilities. The power of indemnification under the laws of the State of Florida shall not be denied or limited by the bylaws.

#### **Article XVI. Responsibilities of Corporation**

(a) FIHMC and any approved subsidiary shall provide equal employment opportunities for all persons regardless of race, color, religion, gender, national origin, age, disability, or marital status.

(b) FIHMC and any approved subsidiaries are subject to the public records and public meetings requirements of Section 24, Article 1 of the Florida Constitution along with the applicable exemptions set forth in Chapter 119, Florida Statutes.

(c) FIHMC shall insure that all of its officers, directors, and employees and those of any approved subsidiaries are governed by the code of ethics for public officers and employees as set forth in Part III of Chapter 112, Florida Statutes.

(d) FIHMC will insure that all of its Directors are responsible for the prudent use of all public and private funds and that the use of all funds is in accordance with all applicable laws, bylaws, and contractual requirements.

(e) The fiscal year of the corporation is from July 1 to June 30.

Approved by the Board of Directors of the Florida Institute for Human and Machine, Inc. this 25<sup>th</sup> day of June, 2004.

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Chair



**BYLAWS OF THE  
FLORIDA INSTITUTE FOR HUMAN AND MACHINE COGNITION, INC.  
BOARD OF DIRECTORS**

**ARTICLE I  
ORGANIZATION**

**Section 1. The Corporation**

The Florida Institute of Human and Machine Cognition, Inc. is established in Section 1004.447, Florida Statutes as a not-for-profit corporation, with all powers of a corporation as provided in Chapter 617, Florida Statutes. The Institute is a corporation primarily acting as a instrumentality or an agency of the state, pursuant to s.768.28 (2), Florida Statutes, for purposes of sovereign immunity. It shall have and exercise those powers and duties prescribed by law.

**Section 2. Membership**

The Board of Directors shall be composed of fifteen persons and the original Board of Directors shall be selected as set forth in Section 1004.447 (5) F.S. Three of the appointments shall be representatives of the state universities and their initial membership term shall be for three years. Nine of the appointments shall be public representatives who are neither state employees or state university employees and their initial membership term shall be two years. One member shall be the chair of the Florida Board of Governors or designee. One member shall be the Chair of the University of West Florida Board of Directors or designee. One member shall be the President of the University of West Florida or designee.

At the expiration of the initial term, the public representatives or state university representatives may be reappointed by majority vote of the Board of Directors to an additional three year term. Any vacancy in a public or state university representative may be filled by an individual approved by majority vote of the Board of Directors. Any director may be reappointed by majority vote of the Board of Directors.

Members of the Board shall serve without compensation but may be reimbursed for travel and per diem expenses in accordance with Institute policy.

### Section 3. Officer Selection, Duties and Terms of Office

The officers of the Board of Directors are the Chair and Vice-Chair. The Chair and Vice-Chair shall be selected by majority vote of the Board of Directors, a quorum being present, at its first meeting and shall serve for a 1 year term to begin immediately upon selection. Both the Chair and Vice-Chair may have their term extended for a second year by vote of the Board of Directors, a quorum being present. Bi-annually thereafter, the Board shall select the Chair and Vice-Chair at its Annual meeting. The Chair and Vice-Chair shall be eligible for reselection for one additional consecutive term. Vacancies may be filled at any time by a majority vote of the members of the Board, but election or reelection shall normally take place at the designated Annual meeting.

The Chair shall preside at all meetings of the Board of Directors, call special meetings of the Board when necessary, and attest to actions of the Board. The Chair shall serve as an ex-officio member of all Board committees. The Vice-Chair shall act as Chair and perform duties of the Chair during the absence or disability of the Chair.

### Section 4. Employment of a Chief Executive Officer

The Board shall employ a Chief Executive Officer to administer the affairs of the Institute. The Chief Executive Officer shall be appointed by and serve at the pleasure of The Board of Directors. The Chief Executive Officer shall further serve as the principle liaison officer and official contact between the Board and the Institute. The Chief Executive Officer shall exercise such powers as are appropriate to his/her position in promoting, supporting and protecting the interests of the Institute and in managing and directing its affairs. The Chief Executive Officer may issue directives and executive orders not in contravention of existing Board policies. The Chief Executive Officer shall be responsible for all research, educational, financial, business and administrative functions of the Institute consistent with the policies established by the Board and shall exercise such other powers, duties and responsibilities as are delegated or assigned by the Board. The Chief Executive Officer shall serve as an ex-officio member of all Board committees.

The Chief Executive Officer shall be responsible for all research at the Institute. The Chief Executive Officer may establish programs that fulfill the mission of the Institute, as a nationally premier institute in research, education, scientific advancement and economic development.

The Chief Executive Officer shall control the budget and monies appropriated or donated to the Institute from private, local, state and federal sources, as well as technical and professional income generated or derived from research activities of the Institute.

The Chief Executive Officer shall appoint representatives of the Institute to carry out the research and educational activities of the Institute and shall establish the compensation, benefits and terms of service of such representatives.

The Chief Executive Officer shall control the use and assignment of space and equipment at the Institute and create the administrative structure necessary to carry out the mission of the Institute.

The Chief Executive Officer shall annually report in writing to the Commissioner of Education on the activities of the Institute and budget allocation expenditures. The Chief Executive Officer shall provide a copy of the Institute's annual report to the Governor, The President of the Senate, The Speaker of the House of Representatives, the Chair of the Board of Governors, the University of West Florida, and all other affiliated universities.

The Chief Executive Officer shall appoint a council of scientific advisors comprised of leading researchers and scientists who shall advise on programs and recommend research priorities and initiatives to maximize the state's investment in the Institute. The Board shall ratify the appointments which shall be for two years and which may be renewed.

#### Section 5. Committees

The Chair of the Board may establish committees as deemed necessary for the orderly conduct of the business of the Board and shall designate one Director to serve as Chair of each committee. Committee action shall be reported as a recommendation for consideration and action by the full Board. If the Board, however, authorizes a committee to act on a matter referred to it, the Chair of the committee shall report the action taken to the Board at its next scheduled meeting.

Any committee of the Board may meet upon call of its Chair to carry out its duties and responsibilities. Meetings shall be noticed under the procedures established for the Board. A majority of the members of a committee must be present and voting to constitute a quorum for the transaction of business. The act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee, unless the act of a greater number is required by law or by these bylaws.

##### A. Executive Committee

The Board of Directors shall establish an executive committee. The Chair of the Board shall appoint members to the Executive Committee and shall serve as the Committee Chair. The Executive Committee has and may exercise all of the authority of the Board in the management of the Institute, except that the Executive Committee may not a) designate individuals for membership on the Board or executive committee or b) amend the Articles of Incorporation or these bylaws. Meetings of the Executive Committee may be called by two or more members of the Executive Committee, the Chief Executive Officer, or the Chairman of the Board of Directors.

##### B. Finance and Audit Committee

The Finance and Audit Committee shall review and recommend for consideration by the Board policies related to the financial, audit and risk management functions of the Institute. The Chair of the Board shall appoint up to seven members to the Finance and Audit Committee and designate one to serve as the Committee Chair.

#### C. Ad Hoc Committees

The Chair of the Board may establish additional ad hoc committees, composed of a minimum of three members, as deemed necessary for the orderly conduct of the business of the Board. Ad Hoc Committees may be formed for a specific item of business and the committee may be disbanded by the Chair after the completion of that specific business or when the work of the committee has been concluded.

#### D. Committee Authority

Committee action is reported as a recommendation for consideration and action by the Board. If the Board, however, authorizes a committee to act on a matter referred to it, the Chair of the committee shall report the action taken to the Board at its next scheduled meeting.

## ARTICLE II MEETINGS

### Section 1. Regular Meetings

The Board of Directors will meet no fewer than four times per fiscal year, at a time and place designated by the Chair. The Annual meeting of the Board of Directors shall be the first regular meeting scheduled in the fiscal year. Meetings of the Board are open to the public and all official acts will be taken at public meetings. The schedule of meetings will be noticed and available on the Institute website at <http://www.ihmc.us/bod/>

### Section 2. Special Meetings

Special meetings of the Board may be called by the Chair, at a time and place designated by the Chair.

### Section 3. Emergency Meetings

An emergency meeting of the Board may be called by the Chair of the Board upon no less than twenty-four (24) hours' notice whenever, in the opinion of the Chair, an issue requires immediate Board action. Whenever such emergency meeting is called, the Chair will notify the Chief Executive Officer. The Chief Executive Officer will immediately serve either verbal or written notice upon each member of the Board, stating the date, hour and place of the meeting and the purpose for which the meeting has been called. No other business will be transacted at the meeting unless additional emergency matters are agreed to by a majority of those Board members in attendance. The minutes of each emergency meeting will show the manner and method by which notice of such emergency meeting was given to each member of the Board.

### Section 4. Notice of Meetings

Notice of regular meetings, committee meetings, and special meetings of the Board will be given not less than seven days before the event, and will include a statement of the general subject matter to be considered. Whenever an emergency meeting is scheduled, the Chief Executive Officer will post a notice of the time, date, place, and purpose of the meeting at the Institute website at <http://www.ihmc.us/bod/>

### Section 5. Meetings by Means of Telephone Conference Calls and other Communications Media Technology

The Board may use telephone conference calls and other communications media technology to conduct Board business in the same manner as if the proceeding were held in person.

The notice of any meeting which is to be conducted by means of communication media technology will state where and how members of the public may gain access to the meeting.

#### Section 6. Quorum

A quorum for the conduct of business by the full Board shall consist of nine Directors. A quorum for committees shall consist of a majority of the members of the committee.

#### Section 7. Voting

The decision of the majority of the Directors in attendance and voting on an issue shall prevail. A Director may abstain from voting only under those circumstances prescribed by law. Voting by proxy or by mail shall not be permitted.

#### Section 8. Parliamentary Rules

Roberts Rules of Order, newly revised, will be followed in conducting the meetings of the Board, unless otherwise provided by the Board.

#### Section 9. Agenda

The agenda for every meeting of the Board shall be prepared by the Chief Executive Officer in consultation with the Chair.

#### Section 10. Minutes

Minutes of the meetings of the Board shall be the responsibility of the Chief Executive Officer, who shall cause them to be printed and preserved and who shall transmit copies to the members of the Board and to other places as deemed appropriate. All lengthy reports shall be referred to in the minutes and shall be kept on file as part of the Institute records, but such reports need not be incorporated in the minutes except when so ordered by the Board.

### ARTICLE III APPEARANCES BEFORE THE BOARD

The Chair may recognize members of the public to address the Board during the discussion of a particular agenda item. In order to proceed with the essential business of the Board in an orderly

manner, any member of the public who attempts to disrupt a Board meeting will be subject to appropriate action pursuant to law.

#### ARTICLE IV AMENDMENT OR SUSPENSION OF BYLAWS

These bylaws may be altered, amended or repealed by a vote of a majority of Directors in attendance and voting at any regular or special meeting, when notice of the proposed amendment or repeal is provided in the meeting notice.

Any provision of these bylaws may be suspended at any time in connection with the consideration of a matter before the Board by an affirmative vote of not less than nine members of the Board.

#### ARTICLE V ADMINISTRATIVE POLICIES

##### Section 1. Contract Reports and Legal Instruments.

The Chief Executive Officer or designee shall submit regularly to the Board of Directors, or an authorized Committee, periodic reports showing the operational and financial activities of FIHMC and to prepare and submit such special reports as may be required by the Board of Directors, the University of West Florida, the Florida Board of Education, or an authorized committee. The Chief Executive Officer or designee is authorized to execute in the name of IHMC all contracts and all certificated, deeds, notes and other documents or legal instruments authorized or issued by the Board of Directors.

##### Section 2. Checks

Checks or drafts on the funds of the Institute shall be signed by the following: the Chief Executive Officer and Institute employees authorized by the Board of Directors with the amount of authority and number of required signatures so designated by the Board.

##### Section 3. Operating Budget

The Chief Executive Officer or designee shall be responsible for the preparation of an annual operation budget, which shall be approved by the Board of Directors.

#### Section 4. Audit

The Chief Executive Officer or designee shall arrange for the auditing, at least annually, of the books, records, and accounts of this corporation. The annual audit shall be conducted by an independent certified public accountant in accordance with standards set forth in applicable law and administrative rule. The audit shall be submitted for review as required by Section 1004.447, Florida Statutes (2003), or other applicable or successor provisions of law

#### Section 5. Employees

No employee of this Corporation shall be considered to be an employee of the State of Florida solely by virtue of such employment.

### ARTICLE VI MISCELLANEOUS PROVISIONS

#### Section 1. Code of Ethics - Conflict of Interest

A Director shall be considered to have a conflict of interest if (1) such Director has existing or potential financial or other interests that impair or might reasonably appear to impair such member's independent, unbiased judgment in the discharge of his or her responsibilities to the Institute, or (2) such Director is aware that a member of his or her family, or any organization in which such Director (or member of his or her family) is an officer, director, employee, member, partner, Director, or controlling stockholder, has such existing or potential financial or other interests. For the purposes of this provision, a family member is defined as a spouse, parents, siblings, children, and any other relative if the latter resides in the same household as the Director. All Directors shall disclose to the board any possible conflict of interest at the earliest practical time. Furthermore, the Director shall absent himself or herself from discussions of, and abstain from voting on, such matters under consideration by the Board of Directors or its committees. The minutes of such meeting shall reflect that a disclosure was made and that the Director who has a conflict or possible conflict abstained from voting. Any Director who is uncertain whether a conflict of interest may exist in any matter may request that the board or committee resolve the question in his or her absence by majority vote. Each Director shall annually complete and sign a disclosure form.

Members of the Board of Directors shall be guided by the provisions set forth in Florida law for the conduct of public officers as set forth in Part III of Chapter 112 F.S.



## Section 2. Indemnity

The Board shall, to the extent legally permissible, indemnify and defend each of its Directors, officers, employees, volunteers and other agents against all liabilities and expenses incurred in connection with the disposition of defense of any action, suit or other proceeding, whether civil or criminal, in which such person may be involved by reason of Institute service, except with respect to any matter in which such person shall have been adjudicated in any proceeding not to have acted in good faith; and further provided that no settlement shall be entered into without the prior consultation and approval of a duly authorized representative of the Board.

## Section 3. Fiscal Year

The fiscal year of the Board shall commence on July 1 of each year and end on June 30.

## Section 4. Sunshine Laws

Public access to Board records will be governed by the provisions of the Public Records Law in Chapter 119, Florida Statutes, including corporate exemptions from public records. Board meetings shall be governed by the provisions of the Open Meetings Law in Chapter 286, Florida Statutes.

## Section 5. Corporate Seal

The corporation shall have a seal on which shall be inscribed the name of the corporation: Florida Institute for Human and Machine Cognition, Inc.

## ARTICLE VII AMENDMENTS

The bylaws of the Institute may be amended by a two-thirds (2/3rds) vote of the Board of Directors at any duly organized meeting.

FLORIDA INSTITUTE FOR HUMAN AND MACHINE COGNITION, INC.

BY: \_\_\_\_\_  
Chair

Date: \_\_\_\_\_

**AGENDA ITEM 2:**

**ISSUE:** Election of Chair and Vice Chair

**PROPOSED ACTION:** Election

**BACKGROUND INFORMATION:**

The bylaws provide for the following regarding the election of a Chair and Vice Chair:

The officers of the Board of Directors are the Chair and Vice-Chair. The Chair and Vice-Chair shall be selected by majority vote of the Board of Directors, a quorum being present, at its first meeting and shall serve for a 1 year term to begin immediately upon selection. Both the Chair and Vice-Chair may have their term extended for a second year by vote of the Board of Directors, a quorum being present. Bi-annually thereafter, the Board shall select the Chair and Vice-Chair at its Annual meeting. The Chair and Vice-Chair shall be eligible for reselection for one additional consecutive term. Vacancies may be filled at any time by a majority vote of the members of the Board, but election or reelection shall normally take place at the designated Annual meeting.

The Chair shall preside at all meetings of the Board of Directors, call special meetings of the Board when necessary, and attest to actions of the Board. The Chair shall serve as an ex-officio member of all Board committees. The Vice-Chair shall act as Chair and perform duties of the Chair during the absence or disability of the Chair.

**ATTACHMENTS:** None

## **AGENDA ITEM 3:**

**ISSUE:** Approval of Appointment of Chief Executive Officer

**PROPOSED ACTION:** Approval

**BACKGROUND INFORMATION:**

The 2003 legislation creating the Florida Institute for Human and Machine Cognition, Inc. as set forth in Section 1004.447, Florida Statutes, provides that: "The corporation shall employ a chief executive officer to administer the affairs of the Florida Institute for Human and Machine Cognition, Inc."

Ken Ford, founder of the Institute for Human and Machine Cognition, is the individual most qualified to hold this position and to transition the current Institute for Human and Machine Cognition into its new status as a not-for-profit public benefit corporation.

**ATTACHMENTS:** None

## **AGENDA ITEM 4:**

**ISSUE:** Delegation of Authority to Chief Executive Officer to Administer the Activities of the Institute

**PROPOSED ACTION:** Approval

**BACKGROUND INFORMATION:**

The 2003 legislation creating the Florida Institute for Human and Machine Cognition, Inc. as set forth in Section 1004.447, Florida Statutes, provides that: "The chief executive officer shall exercise the following powers and duties, subject to the approval of the board of directors:

- (a) Establish programs that fulfill the mission of the institute, as one of the nation's premier information-technology-related research organizations, in research, education, scientific advancement, and economic development.
- (b) Control the budget and the moneys appropriated or donated to the institute from private, local, state, and federal sources, as well as technical and professional income generated or derived from research activities of the institute.
- (c) Appoint representatives of the institute to carry out the research and educational activities of the institute and establish the compensation, benefits, and terms of service of such representatives.
- (d) Control the use and assignment of space and equipment within the facilities.
- (e) Create the administrative structure necessary to carry out the mission of the institute.
- (f) Annually report in writing to the Commissioner of Education on the activities of the institute and state budget allocation expenditures.
- (g) Provide a copy of the institute's annual report to the Governor, the President of the Senate, the Speaker of the House of Representatives, the chair of the Board of Governors, and the University of West Florida.
- (h) Appoint a council of scientific advisers to the chief executive officer comprised of leading researchers and scientists.

**ATTACHMENTS:** None

## **AGENDA ITEM 5:**

**ISSUE:** Delegation of Authority to Chair to Negotiate an Employment Relationship with the Chief Executive Officer Subject to Final Approval by the Board

**PROPOSED ACTION:** Approval

**BACKGROUND INFORMATION:**

The 2003 legislation creating the Florida Institute for Human and Machine Cognition, Inc. as set forth in Section 1004.447, Florida Statutes, provides that: "The corporation shall employ a chief executive officer to administer the affairs of the Florida Institute for Human and Machine Cognition, Inc. The Chief Executive Officer shall be appointed by and serve at the pleasure of the Board of Directors."

It is the most effective use of time to delegate the authority to negotiate an employment relationship with the Chief Executive Officer to one individual Director. The Chair is the logical Board member to conduct these negotiations and to return to the Board of Directors at a future meeting to request Board approval of the employment relationship.

**ATTACHMENTS:** None

**AGENDA ITEM 6:**

**ISSUE:** Resolution for Approval of Corporate Bank Accounts and Signatories

**PROPOSED ACTION:** Approval

**BACKGROUND INFORMATION:**

This is a request to approve a resolution for a banking agreement with the Bank of Pensacola and to designate key Florida Institute for Human & Machine Cognition, Inc. staff as authorized signatories on accounts. This request is occasioned by a transfer of IHMC seed monies from the University of West Florida to FIHMC. The Bank of Pensacola was selected temporarily as a banking institution as current University of West Florida accounts are maintained there making the initial transfer of funds easier. FIHMC will be exploring the establishment of a permanent banking partner.

**ATTACHMENTS:** Corporate Resolution

## RESOLUTION OF LODGE, ASSOCIATION OR OTHER SIMILAR ORGANIZATION

BANK OF PENSACOLA  
400 WEST GARDEN STREET  
PENSACOLA, FL 32501

ACCOUNT NUMBER: 850160

By: FLORIDA INSTITUTE FOR HUMAN & MACHINE  
(Name of Lodge, Association or Similar Organization)  
40 SOUTH ALCANIZ STREET  
(Address)  
PENSACOLA FL 32502-  
(City, State and Zip Code)

A. I, \_\_\_\_\_, certify that I am Secretary of the above-named organization (referred to as the "association") organized under the laws of FLORIDA, Federal Employer I.D. Number 20-0760849, and that the following is a correct copy of resolutions adopted at a meeting of the association duly and properly called and held on May 26, 2004. These resolutions appear in the minutes of this meeting and have not been rescinded or modified.

B. Be it resolved that,

- (1) The Financial Institution named above is designated as a depository for the funds of this association.
- (2) This resolution shall continue to have effect until express written notice of its rescission or modification has been received and recorded by this Financial Institution.
- (3) All transactions, if any, with respect to any deposits, withdrawals, rediscounts and borrowings by or on behalf of this association with this Financial Institution prior to the adoption of this resolution are hereby ratified, approved and confirmed.
- (4) Any of the persons named below are authorized to make any and all other contracts, agreements, stipulations and orders which they may deem advisable for the effective exercise of the powers indicated below, from time to time with this Financial Institution, concerning funds deposited in this Financial Institution, moneys borrowed from this Financial Institution or any other business transacted by and between this association and this Financial Institution subject to any restrictions stated below.
- (5) Any and all prior resolutions adopted by this association and certified to this Financial Institution as governing the operation of this association's account(s), are in full force and effect, unless supplemented or modified by this authorization.
- (6) This association agrees to the terms and conditions of any account agreement, properly opened by any authorized representative(s) of this association, and authorizes the Financial Institution named above, at any time, to charge this association for all checks, drafts, or other orders, for the payment of money, that are drawn on this Financial Institution, regardless of by whom or by what means the facsimile signature(s) may have been affixed so long as they resemble the facsimile signature specimens in section C. (or the facsimile signature specimens that this association files with this Financial Institution from time to time) and contain the required number of signatures for this purpose.

C. If indicated, any person listed below (subject to any expressed restrictions) is authorized to:

Name and Title	Signature	Facsimile Signature (if used)
(A) <u>KEN FORD, PHD</u>		_____
(B) <u>TIM WRIGHT</u>		_____
(C) <u>ALBERT C. HARTLEY</u>		_____
(D) <u>ALEX GORELIKOW</u>		_____

Indicate A, B, C, and/or D

- \_\_\_\_\_ (1) Exercise all of the powers listed in (2) through (6), below.
- \_\_\_\_\_ (2) Open any deposit or checking account(s) in the name of this association.
- \_\_\_\_\_ (3) Endorse checks and orders for the payment of money and withdraw funds on deposit with this Financial Institution. Number of authorized signatures required for this purpose \_\_\_\_\_.
- A (4) Borrow money on behalf and in the name of this association, sign, execute and deliver promissory notes or other evidences of indebtedness. Number of authorized signatures required for this purpose \_\_\_\_\_.
- \_\_\_\_\_ (5) Endorse, assign, transfer, mortgage or pledge bills receivable, warehouse receipts, bills of lading, stocks, bonds, real estate or other property now owned or hereafter owned or acquired by this association as security for sums borrowed, and to discount the same, unconditionally guarantee payment of all bills received, negotiated or discounted and to waive demand, presentment, protest, notice of protest and notice of non-payment. Number of authorized signatures required for this purpose \_\_\_\_\_.
- \_\_\_\_\_ (6) Enter into written lease for the purpose of renting and maintaining a Safe Deposit Box in this Financial Institution. Number of authorized persons required to gain access and to terminate the lease \_\_\_\_\_.

D. I further certify that this association has, and at the time of adoption of this resolution had, full power and lawful authority to adopt the foregoing resolutions and to confer the powers granted to the persons named who have full power and lawful authority to exercise the same.

AFFIX SEAL HERE

E. X Albert C. Hartley  
(Secretary)  
X Alex Gorelikow  
(Attest by One Other Officer)  
X Tim Wright  
(Attest by One Other Officer)

Approved by FIHMC Board of Directors  
June 25, 2004

Chair

**AGENDA ITEM 7:**

**ISSUE:** Delegation of Authority to General Counsel and Chief Business officer to obtain Officer's and Director's Insurance and other Liability Insurance

**PROPOSED ACTION:** Approval

**BACKGROUND INFORMATION:**

The 2003 legislation creating the Florida Institute for Human and Machine Cognition, Inc. as set forth in Section 1004.447, Florida Statutes, provides: "The corporation and any approved subsidiaries shall be a corporation primarily acting as an instrument of the state, pursuant to s. 768.28 (2), for purposes of sovereign immunity." The statute further authorizes that the corporation "may secure comprehensive general liability protection, including professional liability protection, for the not-for-profit corporation and its subsidiaries."

Currently, staff is obtaining pricing for a variety of insurance products including officers and directors insurance. The intent is to maintain coverage sufficient to protect the corporation, its staff, and directors from adverse claims.

It is the most effective use of time to delegate the authority to purchase appropriate insurance products to the General Counsel and Chief Business Officer to insure that the corporation is fully protected. The Board of Directors will be apprised at a future meeting of the products and amounts of coverage purchased.

**ATTACHMENTS:** None



## **AGENDA ITEM 8:**

**ISSUE:** Establishment of Board Committees and Chairs

**PROPOSED ACTION:** Chair to Appoint Committee Membership and Designate Chair for Each Committee

### **BACKGROUND INFORMATION:**

The bylaws in Section five provide that:

The Chair of the Board may establish committees as deemed necessary for the orderly conduct of the business of the Board and shall designate one Director to serve as Chair of each committee.

#### A. Executive Committee

The Chair of the Board shall appoint members to the Executive Committee and designate one to serve as the Committee Chair

#### B. Finance and Audit Committee

The Chair of the Board shall appoint up to seven members to the Finance and Audit Committee and designate one to serve as the Committee Chair.

#### C. Ad Hoc Committees

The Chair of the Board may establish additional ad hoc committees, composed of a minimum of three members, as deemed necessary for the orderly conduct of the business of the Board.

Ad Hoc Committees may be formed for a specific item of business and the committee may be disbanded by the Chair after the completion of that specific business or when the work of the committee has been concluded.

**ATTACHMENTS:** None

## **AGENDA ITEM 9:**

**ISSUE:** Discussion of Expansion Initiatives and Approval of Purchase of Land and Facilities

**PROPOSED ACTION:** Approval

**BACKGROUND INFORMATION:**

IHMC has a current lease with the UWF Foundation for the building and associated land at 40 Alcaniz St. This lease is a full-service lease that cost IHMC about \$431,212 for last fiscal year, or about \$16.27 per rentable sq. ft. The current lease expires on June 30, 2004

IHMC staff and community advisors have been in conversations about the possible acquisition of the leased building and all surrounding land owned by the UWF Foundation. As a result, IHMC retained Hoffman & Associates to prepare an overall appraisal for the building and the surrounding lands. The appraisal was completed on May 18 and documented the following:

1. A value of \$680,000 (52,440 sq. ft. of land @ \$13 sq. ft.) for the property occupied by the 40 Alcaniz facility.
2. A value of \$2,920,000 for the building and improvements at 40 Alcaniz.
3. A value of \$320,000 (24,595 sq. ft. of land @ \$13 sq. ft.) for the several surrounding vacant parcels owned by the UWF Foundation.
4. In summary, the total appraisal for all land and improvements owned by the UWF Foundation was valued at \$3,920,000.

In addition to the appraised value stated above, the facility has been extensively renovated and customized for the unique needs of IHMC. In view of the appraised value of the land and building, its unique value to IHMC, and the UWF Foundation's overall investment, it is proposed that IHMC acquire the land, facilities and improvements at 40 S. Alcaniz Street.

**ATTACHMENTS:** Pertinent Sections of Appraisals  
Projected Financial Information

# Hoffman & Associates, P.A.



Terry G. Hoffman, MAI

REAL ESTATE APPRAISERS - CONSULTANTS  
CREIGHTON OFFICE PARK  
1550 CREIGHTON ROAD STE. 4  
PENSACOLA, FLORIDA 32504

OFFICE (850) 478-7818

FAX (850) 478-1922

State-certified General R.E. Appraisers

*Terry G. Hoffman, MAI RZ #46*

*Kirsten L. Hoffman, RZ #2661*

State-certified Residential R.E. Appraiser

*Jennifer H. Mead RD#3499*

May 18, 2004

Mr. Larry Warrenfeltz  
The University of West Florida  
1100 University Parkway  
Pensacola, Florida 32514

Re: Appraisal of 40 S. Alcaniz Street.

Dear Mr. Warrenfeltz:

Please accept this letter as an addendum to our previous appraisal of the above referenced property dated April 21, 2004. The certifications and assumptions and limiting conditions within that report apply for this addendum. You have requested that the adjacent property on Romana Street, as shown on the attached drawing, be added to the final valuation.

This property consists of 183.55' x 100' (18,355 SF) and another separate site with 78' on Romana and 80' on Florida Blanca (6,240 SF). These site are separate from the original site and utilization of the original site is not dependant on these sites. They therefore are considered excess land for additional development or they could be sold individually. These sites are basically level, above street grade and suitable for commercial development.

Page 18 of our report values the vacant land at \$13.00/SF. Sales #6 and #7 were in the immediate area indicating values in the general range of \$13.00/SF. It is therefore our opinion that a final value of \$13.00/SF is applicable for the added subject sites. The valuation of these sites is therefore as follows:

24,595 SF @ \$13.00/SF  
Rounded

\$319,735.00  
\$320,000.00



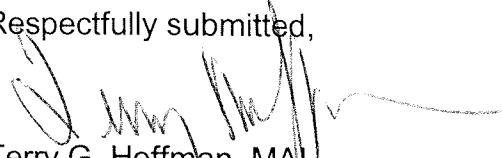
It is therefore our opinion that the added value of the sites as shown by the attached plat and tax records as of April 21, 2004 was:

**THREE HUNDRED TWENTY THOUSAND DOLLARS**  
**( \$320,000.00 )**

I hope this answers your questions concerning the final value of the property which would include the original value of \$3,600,000.00 and this added value of \$320,000.00 for a total of \$3,920,000.00.

If we can answer an further questions concerning this matter, please do not hesitate to contact me.

Respectfully submitted,



Terry G. Hoffman, MAI

State-certified general appraiser RZ#46

[illegible]

**INSTITUTE FOR HUMAN AND MACHINE COGNITION**  
**40 S. ALCANIZ ST. FINANCIAL COMPARISON**

CURRENT ANNUAL LEASE COSTS	PROPOSED ACQUISITION COSTS
\$ 431,212	\$ 210,000 INTEREST EXP.
	162,966 O & M EXP.
	\$ 372,966 TOTAL
	(\$ 58,246)

**AGENDA ITEM 10:**

**ISSUE:** Approval of Joint Resolution Regarding the Implementation of the Pensacola Historic District Master Plan

**PROPOSED ACTION:** Approval

**BACKGROUND INFORMATION:**

The City of Pensacola Community Redevelopment Agency, the University of West Florida Foundation, and the Institute for Human and Machine Cognition entered into an Interlocal Agreement for the purpose of funding and engaging the architectural and planning firm of Urban Design Associates to prepare a master plan for the Pensacola Historic District area (District) and employed Urban Design Associates led by Mr. Ray Gindroz to engage in a process of planning and design considerations for the District. This planning and design process utilized by Urban Design Associates included numerous public meetings, focus groups and other meetings that engaged over 700 citizens of the District and Pensacola community and the results of these efforts were presented in a Master Plan report dated March 2004 to the Pensacola community at a public meeting on May 12, 2004.

As a result of the overwhelming support from the hundreds of citizens that attended the May 12, 2004 Master Plan presentation, the parties that engaged in the interlocal agreement resolved to continue their efforts to implement the Master Plan in order to preserve, protect and enhance the Historic District.

The implementation strategy in the plan proposes to coordinate the funding and implementation of site specific public improvements with private and institutional development on properties and recognizes that for long term acceptance and sustainability of the Master Plan that the public institutions that funded and participated in the Master Plan process formally endorse its concepts and principles for posterity. The attached resolution sets forth the commitment of the parties to the interlocal agreement.

**ATTACHMENTS:** Joint Resolution



RESOLUTION  
NO. \_\_\_\_\_

A RESOLUTION  
TO BE ENTITLED

**A JOINT RESOLUTION OF THE CITY COUNCIL OF THE CITY OF PENSACOLA, THE BOARD OF TRUSTEES OF THE UNIVERSITY OF WEST FLORIDA, THE BOARD OF DIRECTORS OF THE FLORIDA INSTITUTE FOR HUMAN AND MACHINE COGNITION INC., AND THE BOARD OF TRUSTEES OF WEST FLORIDA HISTORIC PRESERVATION INC. ENDORSING THE CONCEPTUAL CONCLUSIONS OF THE PENSACOLA HISTORIC DISTRICT MASTER PLAN PREPARED BY URBAN DESIGN ASSOCIATES, DATED MARCH 2004.**

**Whereas,** The City of Pensacola Community Redevelopment Agency, the University of West Florida Foundation, and the Institute for Human and Machine Cognition entered into an Interlocal Agreement for the purpose of funding and engaging the architectural and planning firm of Urban Design Associates to prepare a master plan for the Pensacola Historic District area (District); and

**Whereas,** The City of Pensacola, the University of West Florida, the Florida Institute for Human and Machine Cognition Inc., and West Florida Historic Preservation, Inc. teamed to work with Urban Design Associates led by Mr. Ray Gindroz to engage in a process of planning and design considerations for the District; and

**Whereas,** the planning and design process utilized by Urban Design Associates included numerous public meetings, focus groups and other meetings that engaged over 700 citizens of the District and Pensacola community; and

**Whereas,** Mr. Gindroz publicly presented the results of these efforts in a Master Plan report dated March 2004 to the Pensacola community at a public meeting on May 12, 2004; and

**Whereas,** the Master Plan presented received overwhelming support from the hundreds of citizens that attended the May 12, 2004 Master Plan presentation; and

**Whereas,** for many years and with significant personal investment and labor, the citizens of Pensacola have endeavored to preserve, protect and enhance the District; and

**Whereas,** the Master Plan will serve the continuing efforts to preserve, protect and enhance the District while expanding its presence as an economic and historic asset in the City; and

**Whereas,** it is recognized that the details and implementation of the Pensacola Historic District Master Plan will evolve and require extensive cooperation and partnership between the City of Pensacola, the University of West Florida, the Florida Institute for Human and Machine Cognition Inc., West Florida Historic Preservation Inc., private developers and investors as well as other institutions throughout the community; and

**Whereas,** the implementation strategy in the plan proposes to coordinate the funding and implementation of site specific public improvements with private and institutional development on properties immediately adjacent thereto; and

**Whereas,** it is important for the long term acceptance and sustainability of the Master Plan that the public institutions that funded and participated in the Master Plan process formally endorse its concepts and principles for posterity; **NOW THEREFORE,**

**BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF PENSACOLA, THE BOARD OF TRUSTEES OF THE UNIVERSITY OF WEST FLORIDA, THE BOARD OF DIRECTORS OF THE FLORIDA INSTITUTE FOR HUMAN AND MACHINE COGNITION INC., AND THE BOARD OF TRUSTEES OF WEST FLORIDA HISTORIC PRESERVATION INC.:**

SECTION 1. That the recitals and findings set forth above are true and are hereby incorporated by reference in this joint resolution.

SECTION 2. That the conceptual framework and conclusions of the Pensacola Historic District Master Plan are hereby endorsed and accepted.

SECTION 3. That the parties hereto pledge cooperation and partnership to implement the Pensacola Historic District Master Plan, to continue to engage the public during the implementation process, to pursue additional partnerships with other institutions within the Historic District, and to encourage investment from the private sector; all of which are necessary to carry out the objectives, initiatives and concepts described within the Master Plan.

SECTION 4. This joint resolution shall take effect immediately upon adoption by the parties whose signatures are set forth below.

City of Pensacola

Adopted: \_\_\_\_\_

Approved: \_\_\_\_\_  
Mayor

Attest: \_\_\_\_\_  
City Clerk

Legal in form and valid if adopted:

\_\_\_\_\_  
City Attorney

\_\_\_\_\_  
University of West Florida

\_\_\_\_\_  
Florida Institute for Human &  
Machine Cognition Inc.

\_\_\_\_\_  
West Florida Historic Preservation, Inc.

**AGENDA ITEM II:**

**ISSUE:** Discussion and Approval of Agreement with the Florida Board of Governors

**PROPOSED ACTION:** Approval

**BACKGROUND INFORMATION:**

The 2003 legislation creating the Florida Institute for Human and Machine Cognition, Inc. in Section 1004.447 (4), Florida Statutes provides for an agreement with the Florida Board of Governors in which the articles of incorporation are approved.

The attached agreement represents discussions between Institute staff and Board of Governors staff as well as input from the Chancellor of the Division of Colleges and Universities and Board of Governor's member and Institute Director Pam Billbrey. Upon approval by this Board, it will be placed on the agenda of the Board of Governors for their approval. We anticipate this agreement will be discussed at the July 22, 2004 Board of Governors meeting.

**ATTACHMENTS:** Agreement

## **AGREEMENT**

THIS AGREEMENT is made this \_\_\_\_ day of 2004, by and between the Florida Board of Governors ("Board of Governors") and the Florida Institute for Human and Machine Cognition, Inc. ("FIHMC" or "Corporation").

## **RECITALS**

Whereas the Board of Governors is the constitutional body which oversees the State University System of Florida, pursuant to Article 9, Section 7 of the Florida Constitution;

Whereas the Florida Institute for Human and Machine Cognition, Inc. ("FIHMC") is a not-for-profit public benefit corporation created pursuant to Section 1004.447, Florida Statutes, and affiliated with the University of West Florida and other universities and research institutes;

Whereas the parties to this Agreement desire to elaborate their mutual statutory and constitutional responsibilities;

Now, therefore, in consideration of the foregoing recitals and the promises hereinafter made and exchanged, and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Board of Governors and FIHMC agree as follows:

1. **Board of Governors.**

(a) The Board of Governors approves and incorporates the amended articles of incorporation for FIHMC, filed with the Secretary of State's Office, and attached to and incorporated in this agreement;

(b) The Board of Governors approves and incorporates the affiliation agreement between The Florida Institute for Human and Machine Cognition and the University of West Florida Board of Trustees dated April 30, 2004, subject to Section 1004.447, Florida Statutes.

(c) The Board of Governors delegates to the Chancellor of the Division of Colleges and Universities the responsibility to review and approve any additional affiliation agreements between The Florida Institute for Human and Machine Cognition and other state universities.

2. **FIHMC.**

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

(b) FIHMC and any approved subsidiaries are subject to the public records and public meetings requirements of Section 24, Article 1 of the Florida Constitution, along with any applicable exemptions set forth in Chapter 119, Florida Statutes.

(c) FIHMC shall insure that all of its officers, directors, and employees and those of any approved subsidiaries are governed by the code of ethics for public officers and employees as set forth in Part III of Chapter 112, Florida Statutes.

(d) FIHMC will insure that all of its Directors are responsible for the prudent use of all public and private funds and for the use of all funds in accordance with all applicable laws, regulations, bylaws, and contractual requirements.

(e) The fiscal year of FIHMC and any authorized or approved subsidiary is from July 1 to June 30.

(f) FIHMC shall prepare an annual postaudit of the Corporation's financial accounts and the financial accounts of any subsidiaries to be conducted by an independent certified public accountant. The annual report shall include management letters, a report on FIHMC's activities, and state budget allocation expenditures and shall be submitted for review to the Governor, President of the Senate, Speaker of the House of Representatives, Office of Program Policy Analysis and Government Accountability, Chair of the Board of Governors, State Auditor General, University of West Florida, and Chancellor of the Division of Colleges and Universities. FIHMC shall supply any requested detail or supplemental data relative to the operation of the Corporation and its subsidiaries.

(g) FIHMC shall annually certify to the Governor, the President of the Senate, the Speaker of the House of Representatives, the Chair of the Board of Governors, State Auditor General, University of West Florida, and Chancellor of the Division of Colleges and Universities that the Corporation and its subsidiaries are complying with the requirements of the law, Board of Governors' criteria and regulation, and acting in the best interests of the state. FIHMC shall supply any requested detail or supplemental data relative to the operation of FIHMC and its subsidiaries.

(h) FIHMC is subject to annual certification by the University of West Florida Board of Trustees to the Governor, the President of the Senate, the Speaker of the House of Representatives, the Chair of the Board of Governors, and the Chancellor of the Division of Colleges and Universities that the corporation and its authorized subsidiaries are complying with Section 1004.447, Florida Statutes, and acting in the best interests of the state. FIHMC shall supply any requested detail or supplemental data relative to the operation of FIHMC and its subsidiaries.

(i) FIHMC shall annually report in writing to the Chancellor of the Division of Colleges and Universities as the designee of the Commissioner of Education on the activities of FIHMC and state budget allocation expenditures.

(i) FIHMC shall submit for approval by the Board of Governors any amendments to the Corporation's articles of incorporation and the articles of incorporation of any subsidiaries.

IN WITNESS WHEREOF, the parties have executed this Agreement on the date and year set forth above.

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Carolyn K. Roberts  
Chair  
Florida Board of Governors

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Dr. Kenneth Ford  
Executive Officer  
Florida Institute for Human  
and Machine Cognition, Inc.

**AGENDA ITEM 12:**

**ISSUE:** CmapTools: A Worldwide Network for Knowledge Construction and Sharing

**PROPOSED ACTION:** Presentation by Dr. Alberto J. Cañas

**BACKGROUND INFORMATION:**

Concept Maps are a graphical representation of a person's understanding of a domain of knowledge. Developed by Joseph D. Novak in the 1970's while at Cornell, in this representation, concepts are depicted as labeled nodes and relationships between concepts as labeled links. Concept maps has been used successfully at all levels of education throughout the world, and their use is extending rapidly to the corporate world and government agencies as a innovative tool and methodology in Knowledge Management.

At IHMC, we have extended the use of concept maps beyond knowledge representation, to serve as a unique way of organizing and browsing knowledge about any domain. Additionally, the IHMC CmapTools software provides a platform for collaboratively constructing knowledge models by users of all ages, from pre-school to scientists. The software is in use in over 130 countries.

Dr. Alberto J. Cañas is an Associate Director of the Institute for Human and Machine Cognition and an Associate Professor at The University of West Florida, where he is a member of the Department of Computer Science. He received a Bachelors Degree in Computer Engineering from the Instituto Tecnológico de Monterrey, Mexico, and a Masters Degree in Computer Science and a Ph.D. in Management Science, both from the University of Waterloo, Canada. He has taught at the Instituto Tecnológico de Costa Rica, Tulane University, INCAE (in Costa Rica), and currently at the University of West Florida. For many years, Prof. Cañas has been involved in the use of technology in education, specifically in the K-12 area. Before coming to UWF, Prof. Cañas was the Director of IBM's Latin American Education Research Center in Costa Rica. Prof. Cañas is interested in understanding the pedagogical aspects of using technology, and taking advantage of his Computer Science background to come up with innovative solutions. He is interested not only in the theoretical aspects, but also in the implementation details and scalability of the use of computers in education. His research include: uses of computers in education, knowledge management, knowledge acquisition, information retrieval, and human-machine interface. He is currently involved in research projects at IHMC in: Knowledge Modeling and Sharing, Performance Support Systems with Embedded Training, Collaborative Tools for Education and for Research, Multimedia-based Knowledge Construction and Browsing Tools, Distance Education, and Corporate Memory.

**ATTACHMENTS:** None



## **AGENDA ITEM 13:**

**ISSUE:** Report of the Chief Executive Officer and Director

**PROPOSED ACTION:** Informational. No action required.

**TOPICS:**

Dr. Ken Ford and key members of his leadership team will brief the Board of Directors regarding the activities of IHMC and the establishment of the public benefit corporation.

**ATTACHMENTS:** 2003 Annual Report

Key IHMC Partnerships

Congressionally Supported Funding

Current IHMC Print Media Advertising

IHMC Transition Progress Report

IHMC Financial Overview

## **KEY IHMC PARTNERSHIPS**

### **NASA**

Multifaceted partnership

Includes normal grants, office space at Ames to facilitate collaboration, personnel exchanges

### **CARNEGIE MELLON UNIVERSITY/UNIVERSITY OF ROCHESTER**

Examples of the power of joint appointments and joint hires

### **NAVAL SURFACE WARFARE CENTER-PANAMA CITY/USF**

Potentially important research consortium for the future

Focus on littoral warfare

### **NATIONAL SECURITY AGENCY**

Perhaps the most promising source of research funding growth

Security issues seemingly resolved

### **UNIVERSITY OF CENTRAL FLORIDA/FLORIDA ATLANTIC UNIVERSITY**

Examples of how we work in affiliation with other Florida universities

Partnership in developing a system-wide proposal for Federal funding (UCF)

Looking for potential areas of IHMC support and participation as Federal plus-up candidates evaluated (FAU)

### **THE SCRIPPS RESEARCH INSTITUTE**

Significant telephone discussions and visits have led to TSRI providing large data sets for analysis

If the results are promising we will look toward more substantial joint activities

## CONGRESSIONALLY SUPPORTED FUNDING

### FY 05 STATUS

	REQUESTED	STATUS
Naval Automation	\$4.0 Mil	?
UCF System-Wide	\$5.0 Mil	?
Human Systems Technology	\$2.5 Mil	\$2.0 Mil

*Through HAC-D Mark-up*

### REMAINING STEPS IN FY 05 PROCESS

SAC-D Mark-up June 22, 04

House Floor Vote by July 23, 2004

Senate Floor Vote by July 23, 2004

Conference Complete July 31, 2004<sup>1</sup>

<sup>1</sup>*This is a goal only. Most likely not completed until September*

### ISSUES & OPPORTUNITIES

#### A. Legislators

Rep. Jeff Miller

Rep. Alan Boyd

Sen. Bill Nelson

Sen. Bob Graham

#### B. Strategy for IHMC status in SUS legislative program

Options: Separate Entity

Subset of Affiliated Universities Programs

Combination of the Two

## IHMC TRANSITION PROGRESS REPORT

### **FEBRUARY**

- Articles of Incorporation were filed with the Secretary of State February 25, 2004 and the Florida Institute for Human & Machine Cognition, Inc. was organized as a Florida not-for-profit corporation March 5, 2004.
- Applied for and received a Federal Employer Identification Number

### **MARCH**

- Concluded an affiliation agreement with UWF on March 3<sup>rd</sup> and a signing ceremony was held in April.
- Leadership Team was completed when general counsel Julie Sheppard joined the Institute.
- Retained expert consulting services (Huron) to assist the new corporation in becoming qualified to receive Federal Research Awards and in developing/outsourcing its administrative support services.
- IHMC staff began performing pre-award services transferred from UWF.

### **APRIL**

- A leading public relations/communications firm, CoreMessage, Inc., was contracted to provide assistance in developing a state-wide profile for IHMC.

### **MAY**

- Submitted the 501c3 IRS tax exemption application for the public benefit corporation.

### **JUNE**

- Initial Board of Directors meeting scheduled for June 25, 2004.
- Negotiated an initial transfer of funds totaling \$500,000 from previously earned overhead funds on deposit with the State of Florida; additional transfers to follow.
- Established an interim banking account with the Bank of Pensacola pending a future decision on the corporation's overall banking relations.
- Developed a proposal to acquire the 40 South Alcaniz building and certain adjacent real estate from the UWF Foundation.
- Agreement finalized with the Florida Board of Governors.

### **JULY**

- Staff plans to seek approval of FIHMC's federal indirect cost proposal.
- Identify an out sourced provider of accounting software and payroll services in support of future federally funded contracts and grants.
- Secure the necessary Insurance coverages to protect the business interests of FIHMC.
- Continue to work with UWF staff to transition IHMC into the new corporate environment through delegations of authority to the CEO and his staff in the areas of legal services, finance, and general administration.

## IHMC FINANCIAL OVERVIEW

	FY 2001-02	FY 2002-03	FY 2003-04 ESTIMATE	FY 2004-05 BUDGET
<b>REVENUE</b>				
<b>STATE</b>				
Recurring Funding	\$1,194,837	\$1,713,878	\$1,581,848	\$1,550,000
Other	0	0	0	0
Total	\$1,194,837	\$1,713,878	\$1,581,848	\$1,550,000
<b>FEDERAL</b>				
ARMY	\$2,122,191	\$2,122,191	\$2,157,301	
CNET	4,199,726	6,199,726	2,700,000	
DARPA	1,803,450	2,404,500	3,046,194	
NAMRL	356,913	451,072	73,487	
NASA	7,166,518	5,860,813	5,826,497	
NIMA	0	0	0	
NIH	0	0	70,279	
NSF	21,358	614,590	438,964	
ONR	6,450,350	4,117,778	3,480,995	
SPAWAR	80,335	0	0	
NSA	0	0	1,303,309	
JPL	0	0	12,500	
USAFRL	0	962,913	525,019	
Total	\$22,200,841	\$22,733,583	\$19,634,546	\$20,585,000
<b>PRIVATE</b>				
	\$217,400	\$195,279	\$92,873	\$100,000
<b>TOTAL</b>				
	\$23,613,078	\$24,642,740	\$21,309,267	\$22,235,000
<b>EXPENDITURES</b>				
Salaries and Benefits	\$2,334,375	\$2,924,205	\$3,027,217	\$3,178,578
Other Personal Services	2,715,415	3,261,847	3,796,872	\$4,196,716
Expenses	982,280	1,000,595	2,004,256	\$2,026,969
Other Capital Outlay	388,502	197,220	203,562	\$205,000
UWF Foundation	54,316	42,242	0	
UWF Research Foundation	0	100,202	81,202	\$85,000
Indirect Costs	1,793,703	1,841,075	1,806,867	\$1,850,000
<b>TOTAL</b>				
	\$8,268,591	\$9,367,386	\$10,919,976	\$11,542,263

**AGENDA ITEM 14:**

**ISSUE:** Set Schedule For Future Board Meetings

**PROPOSED ACTION:** Approval of Meeting Schedule for 2004-2005

**BACKGROUND INFORMATION:**

Discussion regarding setting the schedule of meetings for the upcoming fiscal year of the Board of Directors of the Florida Institute for Human.

The bylaws provide in Article 11 that the Board of Directors will meet no fewer than four times per fiscal year, at a time and place designated by the Chair.

The bylaws further provide that the Board may use telephone conference calls and other communications media technology to conduct Board business in the same manner as if the proceeding were held in person.

The Annual meeting of the Board of Directors shall be the first regular meeting scheduled in the fiscal year. Meetings of the Board are open to the public and all official acts will be taken at public meetings. The schedule of meetings is available on the Institute website at <http://www.ihmc.us>

**ATTACHMENTS:** Future Meeting Schedule

# 2004

## July

S	M	T	W	T	F	S
				1	2	3
4	5	6	7	8	9	10
11	12	13	14	15	16	17
18	19	20	21	22	23	24
25	26	27	28	29	30	31

## August

S	M	T	W	T	F	S
1	2	3	4	5	6	7
8	9	10	11	12	13	14
15	16	17	18	19	20	21
22	23	24	25	26	27	28
29	30	31				

## September

S	M	T	W	T	F	S
			1	2	3	4
5	6	7	8	9	10	11
12	13	14	15	16	17	18
19	20	21	22	23	24	25
26	27	28	29	30		

## October

S	M	T	W	T	F	S
					1	2
3	4	5	6	7	8	9
10	11	12	13	14	15	16
17	18	19	20	21	22	23
24	25	26	27	28	29	30
31						

## November

S	M	T	W	T	F	S
	1	2	3	4	5	6
7	8	9	10	11	12	13
14	15	16	17	18	19	20
21	22	23	24	25	26	27
28	29	30				

## December

S	M	T	W	T	F	S
			1	2	3	4
5	6	7	8	9	10	11
12	13	14	15	16	17	18
19	20	21	22	23	24	25
26	27	28	29	30	31	

# 2005

## January

S	M	T	W	T	F	S
						1
2	3	4	5	6	7	8
9	10	11	12	13	14	15
16	17	18	19	20	21	22
23	24	25	26	27	28	29
30	31					

## February

S	M	T	W	T	F	S
		1	2	3	4	5
6	7	8	9	10	11	12
13	14	15	16	17	18	19
20	21	22	23	24	25	26
27	28					

## March

S	M	T	W	T	F	S
		1	2	3	4	5
6	7	8	9	10	11	12
13	14	15	16	17	18	19
20	21	22	23	24	25	26
27	28	29	30	31		

## April

S	M	T	W	T	F	S
					1	2
3	4	5	6	7	8	9
10	11	12	13	14	15	16
17	18	19	20	21	22	23
24	25	26	27	28	29	30

## May

S	M	T	W	T	F	S
1	2	3	4	5	6	7
8	9	10	11	12	13	14
15	16	17	18	19	20	21
22	23	24	25	26	27	28
29	30	31				

## June

S	M	T	W	T	F	S
			1	2	3	4
5	6	7	8	9	10	11
12	13	14	15	16	17	18
19	20	21	22	23	24	25
26	27	28	29	30		