

**Florida A&M University
Board of Trustees Meeting
Summarized Minutes
Grand Ballroom**

September 28, 2004

Roll Call

Present: Fred Gainous, President; James Corbin, Chairman; Regina Benjamin (telephone), Barney Bishop, Laura Branker, Mary Diallo, Pamela Duncan, Randall Hanna, R.B. Holmes, Leerie Jenkins, William Jennings (Co-Chair), Challis Lowe, and Virgil Miller.

Opening Remarks

Chairman James Corbin convened the meeting of the Florida A&M University Board of Trustees at approximately 9:20 a.m. on September 28, 2004.

Chairman Corbin opened the meeting with remarks regarding coordination of individuals wishing to make public comments. The roll was called and a quorum was present.

Public Comments

The following individuals presented public comments to the Board: O'Neal Jackson, Patricia Tucker, William Trucker, Johnny McCray, Carolyn Collins, Brodes Hartley, Rev. Joseph Wright, Vanessa Beyers, Alvin Bryant (FAMU Alumni President), and Bishop A.J. Richardson.

Trustee Challis Lowe moved for the termination of the presidency of Fred Gainous to be effective immediately. Co-Chair William Jennings seconded the motion and Chairman Corbin called for discussion on the motion. Trustee Barney Bishop moved for a temporary recess. Chairman Corbin held a second on Trustee Bishop's motion. Trustee Lowe requested discussion on her motion. Trustee Bishop appealed the decision of the Chair and requested a call for a vote. Trustee Miller suggested a recommendation from General Counsel on the motion presented by Trustee Bishop and also the motion presented by Trustee Challis Lowe. Chairman Corbin announced a five-minute recess.

Trustee Lowe lead the discussion of her motion. Trustee Hanna asked President Fred Gainous if he had the leadership skills to operate the university now that he has been in office for two years. Dr. Gainous replied with an "emphatic" yes, and he continued his response to Trustee Hanna and the Board.

Trustee Miller offered the following friendly amendment to Trustee Challis Lowe's motion: That the Board of Trustees accepts an amendment to Dr. Gainous' contract. In the amendment, Dr. Gainous' services as president will formally end on the date of January 1, 2005. In December, the Board of Trustees will finish the Evaluation process with formal input from the National Alumni Association, Faculty Senate, and the student body. After the results of the evaluation are announced, during the December 14, 2004 meeting, a unanimous vote of the Board would allow for possible re-negotiation of the contract. Trustee Miller discussed his reasons for the extension, which allows the opportunity for an orderly transition. Trustee Lowe questioned if Trustee Miller was asking that she accept an amendment that would defer the termination of the contract from being effective immediately to being effective January 1, 2005 without contingencies, or if he was recommending that it be deferred with contingencies. Trustee Miller replied January 1, 2005 with the only contingency being a unanimous vote for re-negotiation of the contract by the Board of Trustees. Trustee Lowe declined the amendment. Trustee Miller offered the amendment as a hostile amendment to be presented before the Board. Trustee Bishop seconded the amendment. Chairman Corbin acknowledged that there was an amendment on the floor, a motion on the floor that was seconded and that the amendment was out of order. Trustee Miller clarified that the motion to amend did not have to be accepted by the maker of the motion. He noted that as a friendly amendment, it would have to be accepted, but he is offering it as a hostile motion to be presented to the board to vote. Mr. Miller appealed to General Counsel. General Counsel provided clarification of the Voting process. Trustee Miller provided further clarification of the amendment and Trustee Lowe accepted the friendly amendment.

Trustee Lowe provided clarification of the motion to the board: That the Board terminate the contract of President Fred Gainous, President effective January 1, 2005 unless the board unanimously decides to re-negotiate it, also the President's Evaluation Committee will provide a Performance Evaluation Report to the board by the December 14, 2004 on the performance of the President that was promised as a follow on his last performance evaluation.

Benjamin: No
Bishop: No
Branker Yes
Cardenas (No response)
Corbin: Yes
Diallo: Yes
Duncan: Yes
Hanna: No
Holmes: Yes
Jenkins: No
Jennings: Yes
Lowe: Yes
Miller: Yes

Vote: Eight Yes; Four No

Agenda

Trustee Lowe moved that the agenda be approved. Trustee Holmes seconded the motion and Trustee Bishop moved that the agenda be amended to add: Discussion of Board Retreat/Training Session/Evaluation of the board through the Association of Governing Board of Colleges and Universities. The motion was approved unanimously. Trustee Miller seconded the motion. Dr. Gainous amended the agenda by deleting the following items: Item E (2) Bonus for Faculty and Staff and Item E (4) Establishment of Standard Level of Pay for Salaried University Employees. Dr. Gainous requested that all items for the September 28, 2004 agenda be held over with the exception of the following items:

Item D (1) Department of Chemical Engineering name Change; **Item D (2)** Alternative Tuition Policies; **Item E (3)** Operating Budget for 2004-2005 FAMU Foundation, Inc.; amended number **Item E (4)** Newman vs. Florida A&M University Board of Trustees amended number **Item E (5)** Discussion of Board retreat/training session/evaluation of the board through the Association of Governing Board of Colleges and Universities.

Trustee Lowe moved that the board consider those items as presented by the President on September 28, 2004. Trustee Holmes seconded the motion.

Chairman Corbin informed the Board that he received a call from Trustee Al Cardenas who requested to go on record that he was in the affirmative in the board presidential vote.

Minutes

Trustee Jennings moved for the approval of the minutes from the June 17, 2004 meeting. Trustee Lowe seconded the motion. Trustee Diallo stated unreadiness. Trustee Diallo asked that the minutes reflect her argument against the Tallahassee Community College agreement. Trustee Jennings suggested a withdrawal of the motion and that the minutes be resubmitted and considered at the next meeting, and that Trustee Diallo provide comments to be added. Trustee Diallo agreed. Chairman Corbin seconded the motion. The minutes from the June 29, 2004 meeting were approved.

Agenda Items

Item D (1): Department of Chemical Engineering Name Change: Co-Chair Jennings moved for the approval of the Department of Chemical Engineering at the FAMU/FSU College of Engineering Name Change to the Department of Chemical and Biomedical Engineering, and Trustee Lowe seconded the motion. Item D (2) Trustee Holmes moved that the Board approve FAMU's submission of the Board of Governor's request to respond to a set of five questions regarding Block Tuition and alternative tuition policies. Trustee Bishop seconded the motion. Trustee Lowe suggested the University be allowed to have a pilot to reassess and determine different recommendations or different alternatives. Trustee Hanna asked that in correspondence to the Board of Governors that clarification is made that the FAMU Board has not voted to support Block Tuition and response to the questions are presented as required. The motion was approved unanimously.

Item E (3): Operating Budget for 2004-2005 FAMU Foundation, Inc. Trustee Holmes moved to approve the 2004-2005 FAMU Foundation Budget. Trustee Lowe seconded the motion. The motion was approved unanimously.

Item E (4): Newman vs FAMU Board of Trustee: Trustee Holmes moved for the approval of the Newman vs FAMU Board of Trustees resolution. Trustee Jennings seconded the motion. The motion was approved unanimously.

Item E (5): Board Retreat. Trustee Bishop moved that the Board approve the payment of an \$8,000 fee for a Professional Facilitator, provided by the Association of Governing Boards and Universities; design a board retreat/training/evaluation for FAMU Board of Trustees. Upon discussion of the motion the board called it to question and a vote was called. The vote yes: Three Vote No: Seven

Trustee Pamela Duncan moved that the Board commit to having a retreat by March 2005 for Board training; and in the meantime, take an opportunity to examine what other entities are available to provide that service and make a decision. Trustee Lowe seconded the motion. Chairman Corbin asked Trustee Duncan to take responsibility for the process with the assistance of Trustee Branker. Trustee Jennings suggested that Trustees Duncan and Branker to additional information from a previous board facilitator. The board approved the motion unanimously.

Trustee Bishop moved that the Board approve the Honorary Degree nominations for: Rev. Cecil L. (Chip" Murray and Judge Greg Mathis. Trustee Holmes seconded the motion. The motion was approved unanimously.

Trustee Hanna requested a future meeting of the Board to approve Projected Enrollment Numbers.

Attorney Elizabeth McBride requested an Attorney/Client Session in the matter of Hendricks vs Florida A&M University Board of Trustees, to be located in the Embassy Room. The September 28, 2004 Board of Trustees meeting was recessed.

The Board reconvened and Trustee Lowe acknowledged a letter to her from the Auditor General in conjunction with FAMU's Audit. She informed the board that she wrote the Auditor General indicating that she did not have knowledge of fraud or suspected fraud, except for that information that already has been either discerned by them or provided to them but that she would pose that question to other members to be sure that there was not information she did not have. Trustee Lowe asked the board if they had any information or knowledge of any fraud or suspected fraud affecting the University, if they could provide that information to her as Chair of the Audit Committee and she would forward the information to the Auditor General.

Chairman Corbin made the following changes in the Chairships of the Florida A&M University Board of Trustees: Pam Duncan: Chair of the Audit Committee and Challis Lowe: Chair of the Budget and Finance Committee

Trustee Miller asked the board to take a few moments to reflect on the passing of Jamilia Beyers and Justin Applewhite, two FAMU students. Trustee Miller informed that though his vote was not recorded during the June 29 vote of the Tallahassee Community College Articulation Agreement he is in favor of the motion that was presented. He also expressed student concern regarding change in the leadership in the College of Pharmacy and Pharmaceutical Sciences.

Trustee Bishop moved that the Board approve the settlement of Hendricks vs Florida A&M University. Trustee Diallo seconded the motion. The motion was approved unanimously.

The meeting was adjourned at approximately 4:50 p.m.