

**FLORIDA A&M UNIVERSITY
BOARD OF TRUSTEES
CALLED MEETING
MEETING MINUTES
February 13, 2014
4:00 P.M.**

I. CALL TO ORDER AND WELCOME

Dr. Solomon Badger, Chairman

Chairman Solomon Badger called the meeting to order and asked Attorney Barge-Miles to call the roll. The following Trustees were present: Torey Alston, Solomon Badger, Glen Gilzean, Kelvin Lawson, Spurgeon McWilliams, Rufus Montgomery, Kimberly Moore, Narayan Persaud, Belinda Shannon, Anthony Siders, Marjorie Turnbull, Cleve Warren and Karl White. A quorum was established.

Dr. Badger informed the Board that the purpose of the conference call was to approve the contract of Dr. Elmira Mangum.

- Trustee Montgomery moved that the Board reject the changes that were sent to the Board in Dr. Mangum's counter-offer. It was seconded by Trustee Lawson. The motion failed through a roll-call vote: 5 - yes 8 – no.
- Trustee Gilzean moved that the Board amend section 11.1 to include the language that "a majority of the vote would be based on seven votes, regardless if all 13 members or not are there." The motion died for the lack of a second.
- Trustee Alston moved that the Board approve the amended version of the contract with Dr. Mangum. (*Counteroffer*). It was seconded by Trustee Warren.
- Trustee Montgomery offered a friendly amendment to reject the changes as presented regarding "mutually agreed upon by Dr. Mangum and the Board" in Section 3.0, paragraph 2. (*Last sentence regarding the annual establishment and successful achievement of operational goals.*) It was seconded by Trustee Lawson. The amendment was not accepted by Trustee Alston.
- Trustee Montgomery offered a substitute motion in Section 3.0, that would strike the language in the last sentence of the second paragraph, that would strike "mutually" and that would strike "Dr. Mangum and." It was seconded by Trustee Warren. The motion failed through a roll-call vote: 5 - yes 7 – no.

- Trustee Montgomery offered a substitute motion to reject the change of the proposed language requiring the disclosure of non-salary compensation. It was seconded by Trustee Lawson. The motion failed through a roll-call vote: 6 – yes 7 – no.
- Trustee Montgomery moved that the Board reject the language in 11.1, with the exception of the portion in Section (e). It was seconded by Trustee Gilzean. Trustee Montgomery divided the question.
- Trustee Montgomery offered a substitute motion and moved that the first sentence re: “The Board and Dr. Mangum agree that the Board may terminate this agreement at any time for cause, upon a majority vote of the Board, as set forth in the Board Operating Procedures.” It was seconded by Trustee Warren. The motion failed through a roll-call vote: 6 - yes 7 – no.

(Trustee Warren indicated that the Board stated that it would entertain language from legal counsel that would clarify any ambiguity in the procedures.)

- Trustee Montgomery moved that the Board reject the changes, as presented in 11.1, strike: “Upon asserting an allegation for cause, the Board will notify Dr. Mangum of such allegation and provide her 30 days to cure, if curable.” It was seconded by Trustee Siders. The motion failed through a roll-call vote: 6 - yes 7 – no.
- Trustee Montgomery moved that the Board reject the change in 12.0. It was seconded by Trustee McWilliams. The motion failed through a roll-call vote: 5 - yes 8 – no.
- Trustee Montgomery moved to strike the counter-offer and any changes in 13.1(c). It was seconded by Trustee Lawson. The motion carried: 7 – yes 6 – no.
- Trustee White offered a friendly amendment to 13.1(c), which was accepted by Trustee Alston. “A resignation as set forth in paragraph 12.0; however, if in the event that said resignation occurs before the beginning of the third year of this agreement, the sabbatical shall be reduced to six months. *(This is now incorporated into Trustee Alston’s original motion.)*”

- Trustee Lawson moved to strike 6.3, 11.2(c), revert to original agreed-upon language in 13.2. He moved that the Board go back to the 75% that was agreed upon by a majority vote. Trustee Alston did not accept his motion as a friendly amendment. Trustee Lawson changed it to a substitute motion. The motion failed through a roll-call vote: 5 - yes 8 – no. Trustee Montgomery moved to divide the question. It was seconded by Trustee Moore. The motion failed through a roll-call vote: 4 - yes 8 – no.
- The Board voted on Trustee Alston’s original motion: “approve the amended version of the contract with Dr. Mangum”; *including the friendly amendment*, “A resignation as set forth in paragraph 12.0; however, if in the event that said resignation occurs before the beginning of the third year of this agreement, the sabbatical shall be reduced to six months.” The motion passed through a roll call vote: 8 – yes 4 – no.
- In the spirit of unity, Trustee Alston called for a full vote of support from the Board. It was seconded by Trustee Siders and the motion carried.

With there being no further business, the meeting adjourned.