

**Florida Agricultural and Mechanical University
Board of Trustees**



Special Committee on Governance Meeting

Date: Monday, December 7, 2015

Time: 9:00 AM

Location: Telephone Conference Call

Committee Members: Alston, Chair
Moore, Shannon, Warren, and White

AGENDA

- | | | |
|-----|---------------|--------------|
| I. | Call to Order | Chair Alston |
| II. | Roll Call | |

ACTION ITEMS

- | | | |
|-------|--|--------------|
| III. | Approval of Minutes | Chair Alston |
| IV. | Role of the Governance Committee | Chair Alston |
| V. | Establish Governance Committee as a Standing Committee | Chair Alston |
| VI. | Board Member Recommended Changes to BOT's Operating Procedures | BOT Members |
| VII. | Approval of BOT's Operating Procedures | Chair Alston |
| VIII. | Adjournment | |

**Florida Agricultural and Mechanical University
Board of Trustees**



**Special Committee on Governance
Minutes
Trustee Torey Alston, Chair**

Date: (Wednesday, August 5, 2015)

The Special Committee on Governance met August 5, 2015. Committee Chair, Trustee Torey Alston, called the meeting to order. Attorney Barge-Miles called the roll. The following Trustees were present: Alston, Boyce, Grable, Graham, Lawson, Montgomery, Moore, Shannon, and Woody.

Trustee Lawson moved approval of the minutes. It was seconded by Trustee Moore and the motion carried.

First, the committee discussed creating a dual reporting structure for the General Counsel, reporting to the Board and to the President. The Committee also discussed the option of hiring outside legal counsel. Following a discussion, the Special Committee on Governance recommended approval of the dual reporting for the General Counsel, reporting functionally to the chair of the Board and chair of the Governance Committee and reporting both functionally and administratively to the President.

Next, the Committee discussed the six recommendations from the Consultant regarding roles and responsibilities of the General Counsel:

1. Clarification and formalization of the communication and functional roles and reporting requirements of the General Counsel.
2. General Counsel's establishing of regular one-on-one meetings with the Board chair.
3. General Counsel should have those same kinds of sessions with the committee chairs. As the Board leadership changes its important to have meetings including the General Counsel, the Board chair, and the President.
4. Establishing regular professional development briefing opportunities for all members of the Board on any issues of concern to the members.
5. Board and President establishing a review process for evaluation for GC and for the establishment of priorities for the OGC.
6. Periodic review of by-laws.

The Committee recommended that the President and the Chair work jointly to structure the reporting role of the General Counsel, based on the structure adopted regarding the reporting role of the Chief Legal Officer, and that authority/direction be given to the Chair and President

**Florida Agricultural and Mechanical University
Board of Trustees**



Mangum to work together in establishing functions or tasks that are specific to the new structure for vetting by the full Board.

Mrs. Carrie Gavin updated the Committee on revisions to the Equity Report, which was originally presented to the Committee on July 21, 2015. The Committee recommended approval of the University's Equity Report, with the noted revisions regarding pages 3 and 4 dealing with athletics and deleting the information regarding swimming.

Next, the Committee discussed the role of the Governance Committee and reviewed a document comparing the universities in the SUS. The Committee members were asked to provide feedback regarding the committee's role to the Board Liaison by the end of next week. The Liaison was asked to compile the information and provide it to Chair Montgomery.

The Committee also discussed opportunities to enhance the Operating Procedures and refine the "Trustee Orientation Manual" and the overall orientation process.

Chair Montgomery engaged the Committee in a discussion regarding hiring a public relations firm to work with the Board and the University. The Committee recommended hiring a public relations firm, through single sourcing, reaching out to three firms, costing no more than \$75,000.

Finally, Vice Chair Lawson asked the Board to review SACS-COC Comprehensive Standard 3.2.6 regarding the FAMU-FSU College of Engineering Joint Committee's role and the Board's role regarding the College of Engineering's policy matters. The Board Liaison was asked to forward the information regarding SACS-COC to the Board. Chair Montgomery indicated that the full Board would have an opportunity to discuss this matter.

Being no further business, the meeting adjourned.



**Florida Agricultural and Mechanical University
Board of Trustees
ACTION ITEM**

Special Committee on Governance

Date: Monday, December 7, 2015

Agenda Item: IV

Item Origination and Authorization

Policy _____ Award of Bid _____ Budget Amendment _____ Change Order _____
Resolution _____ Contract _____ Grant _____ Other _____

Action of Board

Approved _____ Approved w/ Conditions _____ Disapproved _____ Continued _____ Withdrawn _____

Subject: Approval of the Role of the Governance Committee

Rationale: The special Committee on Governance does not have a defined role in the Board's Operating Procedures. The purpose of this action is to identify the Committee's responsibilities:

Committee's responsibilities shall include:

- a. Approving annually the charters for standing Board committees;
- b. Reviewing periodically Board Operating Procedures;
- c. Initiating Board training when appropriate; Evaluating the Board's performance;
- d. Periodically reviewing Board of Trustees governance;
- e. Overseeing University collective bargaining agreements;
- f. Recommending Board regulations pertaining to the employees of the University and overseeing public and governmental relations.

Recommendation: Approve the Committee's responsibilities.

Boards of Trustees Governance Committee

SUS Governance Committees	
University	Governance Committee
Florida Atlantic University	No
Florida Gulf Coast University	No
Florida International University	<p><u>Governance Committee:</u></p> <p>The Governance Committee is responsible for reviewing and making recommendations to the Board on various Board functions, including, periodically reviewing these Bylaws; evaluating the Board's performance; overseeing governance of the University's affiliated organizations; overseeing Presidential personnel matters, including the annual evaluation of the President; considering collective bargaining matters coming before the Board; and establishing regulations and Board policies regarding University governance. Furthermore, the Governance Committee shall have and may exercise all powers and authority of the Board on an as needed basis between regular Board meetings for time-sensitive matters, subject only to such restrictions or limitations as the Trustees may from time to time specify, except that the following matters shall be reserved to the full Board for approval (i) Board officer selection, (ii) changes in the mission and purposes of the institution, (iii) presidential selection and termination, (iv) amendments to the Bylaws, (v) debt issuances, (vi) sale or other disposition of real property, (vii) the University's annual operating and capital outlay budgets and the University's Capital Improvement Program list for funding by the Legislature, including the Public Education Capital Outlay list, and (viii) any other matter required by law or Board of Governors' regulation to be approved by the full Board. All actions taken by the Governance Committee pursuant to this authority shall be reported at the next meeting of the full Board, or when deemed sufficiently important by the Board Chair and the University President, such actions shall be reported to the Trustees within thirty (30) days after such action is taken, or at a meeting of the Trustees if a meeting is held within that period of time. The Governance Committee shall be comprised of the Board Chair, Board Vice Chair and all Committee Chairs.</p>

Florida Polytechnic University	<p><u>Governance Committee:</u></p> <p>This committee is responsible for periodically reviewing the Board's By-laws, initiating board training, recommending individuals to serve on the board, recommending goals for the President's performance, recommending Board regulations pertaining to the employees of the University, and overseeing public and governmental relations.</p>
Florida State University	No
New College	No
University of Central Florida	<p><u>Nominating and Governance Committee:</u></p> <p>Trustee assessment, trustee nominations, election procedures, presidential search procedures, and governance.</p>
University of Florida	<p><u>Governance Committee:</u></p> <p>The Governance Committee shall be responsible for reviewing and making recommendations to the Board on various related Board development functions. The committee shall make reports to the Board.</p> <p>The Committee's responsibilities shall include:</p> <ul style="list-style-type: none"> • Approving annually the charters for standing Board committees; • Reviewing periodically Board bylaws; • Initiating Board training when appropriate; • Recommending individuals for Board of Trustee membership; • Evaluating the Board's performance; • Recommending to the Board annual and three-year goals for the University President; • An annual evaluation of the University President's performance by the Board; • Periodically reviewing Board of Trustees governance; • Overseeing the governance of DSOs, HSSOs, and faculty practice plan corporations; • Overseeing University collective bargaining agreements.
University of North Florida	No

University of South Florida	No
University of West Florida	No
Florida Board of Governors	<p><u>Nomination and Governance Committee:</u></p> <p>The activities of this committee shall include, but not limited to, the review and recommendation of applicants to serve as trustees on the university boards of trustees. The committee is responsible for enhancing interaction and communication between members of the Board of Governors and members of the boards of trustees, and for addressing matters related to the governance of the State University System including, but not limited to, the delegation of authority to university boards of trustees.</p>
Florida Agricultural and Mechanical University	<u>Special Committee on Governance:</u> TBA

Association of Governing Boards Role of Governance Committee	
<p>The language for public institutions is sample bylaw language regarding governance committees taken from “<i>Updating Board By-Laws: A Guide for Colleges and Universities</i>” pp. 54-55:</p> <p><i>Note: The governance committee replaces the more traditional committee on trustees, or nominating committee. As suggested by its name, it has taken on greater responsibility for board self-management, expanding from recruitment, elections, and orientation to board assessment, bylaws review, and committee structures. In practice, it is becoming an increasingly important and active board committee.</i></p>	<p><u>For Public Institutions</u></p> <p>The purpose of the governance committee is to ensure the integrity of the board and enhance board performance. The committee is responsible for (i) establishing and maintaining standards of board conduct, (ii) identifying the expertise and experience needed by the board and , as appropriate, communicating this to the government authority that selects board members, (iii) recommending a slate of officers for board approval, (iv) ensuring that board members have adequate orientation and ongoing education, (v) assessing the performance of the board and board members, (vi) monitoring compliance with the conflict of interest policy, and (vii) periodically reviewing and ensuring compliance with these bylaws and other board policies.</p>
Association of Governing Boards	<p><u>Governance/Committee on Trustees:</u></p> <p>The governance committee also works to identify best practices in governance and introduce them to the board and its committees, ensuring that such practices are appropriate for the culture of that specific board and the institution it oversees.</p>



**Florida Agricultural and Mechanical University
Board of Trustees
ACTION ITEM**

Special Committee on Governance

Date: Monday, December 7, 2015

Agenda Item: V

Item Origination and Authorization

Policy _____ Award of Bid _____ Budget Amendment _____ Change Order _____
Resolution _____ Contract _____ Grant _____ Other _____

Action of Board

Approved _____ Approved w/ Conditions _____ Disapproved _____ Continued _____ Withdrawn _____

Subject: Approval to change the Special Committee on Governance to a Standing Committee

Rationale: The Board seeks to assign specific responsibilities to the Governance Committee that are not presently addressed by any committee. Those responsibilities are not time-limited, and thus need to be assigned to a committee that is on-going. These responsibilities do not fit within the charge of the existing standing committees.

Recommendation: Approve the Governance Committee as a standing committee.



**Florida Agricultural and Mechanical University
Board of Trustees
ACTION ITEM**

Special Committee on Governance

Date: Monday, December 7, 2015

Agenda Item: VI

Item Origination and Authorization

Policy _____ Award of Bid _____ Budget Amendment _____ Change Order _____
Resolution _____ Contract _____ Grant _____ Other _____

Action of Board

Approved _____ Approved w/ Conditions _____ Disapproved _____ Continued _____ Withdrawn _____

Subject: Recommended Changes to the Operating Procedures proposed by Trustee Nicole Washington

Rationale: The Board should require a motion to extend time or make a formal announcement that time will be extended, at the time the meeting was set to adjourn.

Recommendation: Approve recommended changes to the Operating Procedures.



Florida Agricultural and Mechanical University
Board of Trustees
ACTION ITEM
Special Committee on Governance
Date: Monday, December 7, 2015
Agenda Item: VI

Item Origination and Authorization

Policy _____ Award of Bid _____ Budget Amendment _____ Change Order _____
Resolution _____ Contract _____ Grant _____ Other _____

Action of Board

Approved _____ Approved w/ Conditions _____ Disapproved _____ Continued _____ Withdrawn _____

Subject: Recommended Changes to the Operating Procedures proposed by Trustee Kimberly Moore

Rationale: It is recommended that the Board update the Operating Procedures regarding the following subjects:

The Sunshine Law
The Presidential Evaluation Process
Board member Indemnification
D & O Insurance
Limitation of Liability

Recommendation: Discuss and approve recommended changes to the Operating Procedures.



**Florida Agricultural and Mechanical University
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ACTION ITEM**

Special Committee on Governance

Date: Monday, December 7, 2015

Agenda Item: VI

Item Origination and Authorization

Policy _____ Award of Bid _____ Budget Amendment _____ Change Order _____
Resolution _____ Contract _____ Grant _____ Other _____

Action of Board

Approved _____ Approved w/ Conditions _____ Disapproved _____ Continued _____ Withdrawn _____

Subject: Recommended Changes to the Operating Procedures proposed by Trustee Torey Alston

Rationale: It is recommended that the Board update its Operating Procedures to ensure that, if the position of Board Chair becomes vacant, the Board's Vice Chair is delegated the authority to act as chair of the Board.

3.4 VICE CHAIR - The duty of the Vice Chair shall be to act as Chair ~~during~~ due to the vacancy, absence, or disability of the Chair.

Recommendation: Approve recommended changes to the Operating Procedures.