

**FLORIDA A&M UNIVERSITY
BOARD OF TRUSTEES
SPECIAL COMMITTEE ON ATHLETICS
MEETING MINUTES
November 7, 2014
10:00 A.M.**

Committee members present: Trustees Lawson, Alston, and Graham. Other Trustees present: Solomon Badger, Lucas Boyce, Bettye Grable, Rufus Montgomery, Kimberly Moore, and Belinda Shannon.

Committee chair Trustee Kelvin Lawson stated that the purpose of the meeting was to establish the goals of the committee. He then recommended three goals:

1. Provide strategic direction and help to develop a longer term vision for the athletic department.
2. Ensure the integrity of all financial and business processes within the department.
3. Assist and support the president/board of trustees in building a world-class athletic program.

Trustee Alston moved approval of the goals. The motion was seconded by Trustee Graham and the motion carried.

Trustee Lawson informed the committee that he would propose a series of motions for their consideration. He then read a portion of the "Association of Governing Board Statement on Board Responsibilities for Intercollegiate Athletics."

"Boards are ultimately responsible for the integrity of the hiring process and thorough background checks conducted on perspective Athletics Department Employees. The Board's fiduciary responsibilities are discussed throughout this document. In other words, the president selects a candidate for hire, the BOT has the responsibility of assuring that the candidate's prior experience, prior performance, and character are consistent with the contractual resources requested of the University."

Trustee Lawson indicated that that AGB statement set the stage for the motions he was about to propose.

Trustee Lawson proposed the first motion: **"Require the President to appoint two members of the Board of Trustees to the current search committee for the head football coach."** It was moved by Trustee Alston.

Trustee Graham expressed concern regarding appointing members to the committee, as it was her understanding that the Athletic Director planned to have a new coach named by the end of November.

Trustee Lawson asked Trustee Graham to hold that comment until he proposed his fourth motion.

Trustee Montgomery stated that the Board should tread lightly in the area of delegating appointment authority, with regard to trustees, to the chief executive.

Trustee Lawson then proposed that the **chairman of the Board of Trustees appoint two board members to the current active search committee for the head coach.** Trustee Alston accepted that amendment to his motion.

Trustee Shannon inquired about the role Trustee Lawson wanted the Board to play in the hiring of the football coach, as the Board's only role in hiring is to hire a president. She asked if there was another way to get his concerns addressed, without placing trustees on the hiring committee.

Trustee Alston asked about the difference between the President's Advisory Committee and the Board's committee.

Trustee Montgomery pointed out that the athletic director's employment contract was between the Florida A&M University Board of Trustees (FAMU) and Director Winslow. He asked that all Board members be provided a copy of that contract.

Trustee Lawson indicated that, in light of the AGB statement and the language included in the employment contract, it was within their purview to ask the chair to appoint two members to the committee, to provide additional oversight, to provide a sense of comfort to the balance of the board, that all processes and procedures were being followed appropriately.

The Committee then turned its focus back to the motion. The motion was seconded by Trustee Lawson. A roll-call vote was conducted:

Alston – Yes
Lawson – Yes
Graham – No

The motion carried.

Next, Trustee Lawson proposed a vote of no confidence for Athletic Director Winslow.

Trustee Alston asked for clarification regarding the duties of the BOT Special Committee on Athletics and the President's Advisory Committee on Athletics. Trustee Graham pointed out that the University also had an athletic committee. Trustee Lawson explained that the BOT committee is different because it has fiduciary responsibility to the University. The other committees are important advisory committees that provide a different level of support to the University. The Board's committee's advice, recommendations and counsel would be more broad-sweeping and the changes it would seek would be more policy oriented, verses structural and operational changes in the day-to-day activities of the athletic department. He indicated that the things the Board's committee will put in place will be multi-year contracts, appropriations for buildings, copyright issues, and long-term agreements for advertising agencies.

Trustee Graham expressed concern that the Committee's actions will have no effect, since the Board of Trustees does not meet until after the search for the coach is completed.

Trustee Alston asked that the Committee have some discussion regarding the recommendation concerning a vote of no confidence. Trustee Graham stated that she had conferred with her constituents and then expressed her desire to move forward with the vote of no confidence. She stated that she wanted other Board members to have a chance to voice their opinions.

Trustee Shannon asked what Trustee Lawson wanted to accomplish with the proposed motion. She stated that before she could support such a motion, she would like to have a conversation with the President and the Athletics Advisory Committee. She stated that she wanted more facts. She also stated that it was her understanding that Winslow did not act alone in the decision and timing of the firing of the football coach.

Trustee Lawson clarified that the objective was to make and provide a clear statement of significant concern, to both the president and the athletic director, regarding a series of events and actions that had taken place over the last several months. Trustee Shannon indicated that his response did adequately answer her question. She stated that she would like to understand what the series of events were.

Trustee Lawson said that it was not about an individual, but was about protecting the reputation of the school and making sure that it was moving forward. He remarked that there is still 110% support of the president.

Trustee Grable asked if the breakdown in communication referenced in an email from Trustee Lawson to President Mangum had been answered. He stated that the email had not been answered adequately. He said that the President did provide a response, but it did not answer his question. The response did not directly address the on-going need for communications regarding activities about the athletic department.

Trustee Lawson restated the motion **“Recommending to the chair and the Board a vote of no confidence for athletic director Winslow.”**

Trustee Moore expressed that the Board should follow the required action steps in terms of having conversations with the president and others, prior to taking this bold step.

Trustee Lawson responded that the Board might have more latitude because Winslow's employment contract was with the Board of Trustees.

Trustee Lawson moved that the Committee recommend to the chair and the Board a vote of no confidence for athletic director Winslow. It was seconded by Trustee Alston.

Trustee Lawson clarified that the vote of no confidence is only directed to the athletic director, not the president. Trustee Lawson asked for a roll call vote:

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| Alston | Yes |
| Lawson | Yes |
| Graham | Yes |

The motion carried.

Trustee Montgomery asked President Mangum if there would be any opposition to having the chair appoint two board members to the search committee before the meeting ended. He stated that if the president and the chair agreed, he surmised that the appointments could be made and there would be no need to wait to bring the matter before the full board. He stated that there was precedence for such action.

Trustee Lawson asked Attorney Barge-Miles if such actions had occurred before. She stated that she did recall instances wherein the Board Chair made appointments to committees, if it was within his purview. Attorney McKnight stated that it would be appropriate to have the chair and the president move forward with the appointments, absent there being any objections or conflicts of interest that would restrict any member of the Board from being on the committee.

Trustee Lawson stated that if the President agreed to the appointments, then Trustee Badger could move forward and appoint two members immediately. President Mangum responded that she did not agree. She would need more time to determine what it actually meant for members of the Board of Trustees to appoint themselves to an operational committee that involved hiring of staff. She stated that she did not understand the full implications of it, but believed that it was inappropriate.

Trustee Lawson responded that since the chief executive did not agree to the appointments, the Committee must take its recommendation to the full Board for approval.

Trustee Alston recommended that the Board have an emergency meeting or a special called meeting to deal with the time-sensitive motions that required Board action. That request was supported by Trustees Lawson and Montgomery.

Chair Badger then stated that it was his intention to call an emergency meeting, as soon as possible, next week. Attorney McKnight advised that the call should be a special meeting, rather than an emergency meeting, Under Article 5.2 of the BOT Operating Procedures.

Trustee Badger indicated that he would call for a special meeting, as soon as possible.

The Committee then requested the following documents:

1. Kellen Winslow's employment contract
2. AGB Statement on Athletic Oversight
3. Letter from Trustee Spurgeon McWilliams
4. Earl Holmes' employment contract
5. Dr. Mangum's response to Trustee Lawson's email

Attorney McKnight explained that no matter may be considered at any special meeting that was not included in the call of the special meeting.

With there being no additional business for the Board, the meeting adjourned.