

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



**SUMMARY MEETING MINUTES
Telephone Conference Call
October 22, 2015
7:30 A.M.**

CALL TO ORDER AND WELCOME

Rufus Montgomery, Chairman

Chairman Montgomery called the meeting to order. Attorney Barge-Miles called the roll. The following trustees were present: Grable, Graham, Lawson, McWilliams, Montgomery, Moore, Warren, Washington, White, and Woody. A quorum was established. Trustees Alston and Shannon joined the call after the roll call.

Chair Montgomery informed the Board that Vice Chair Lawson had requested an emergency meeting of the Board to address financial irregularities and improprieties that had been brought to the attention of the Board.

Chair Montgomery read into the record, the following excerpt from the Board of Trustees Operating Procedures:

2.3 POWERS AND DUTIES - The Board shall serve as the governing body of "The Florida Agricultural and Mechanical University." It shall select the President of "The Florida Agricultural and Mechanical University" to serve at the pleasure of the Board and shall hold the President responsible for the university's operation and management, performance, its fiscal accountability, and its compliance with federal and state laws and rules and regulations of the Board of Governors.

He stated that "This is the lens through which we need to view the issues that have been brought to our attention; as part of the audit function by the Auditor of the State of Florida." Chair Montgomery then recognized Vice Chair Lawson.

Trustee Lawson highlighted the following:

- Use of E&G funds to pay sign-on bonuses, which is a violation of Section 215.425 of Florida Statutes.
- The lack of records of any approval via the Board of Trustees for expenditures in excess of \$400,000 between the president's house and the garage.

Vice Chair Lawson then moved to terminate Dr. Mangum's employment agreement, due to incurable cause, and in accordance with portions of 11.1 of section of her employment contract. The motion was seconded by Trustee Woody.

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After a lengthy discussion, Chair Montgomery asked for a quorum call. A quorum was present. Vice Chair Lawson then made closing remarks regarding his motion. A roll call vote was initiated and Vice Chair Lawson voted in favor of the motion and left the call. Trustee Alston returned to the call and asked if the motion to terminate was with or without cause. Chair Montgomery stated that the author of the motion could respond. Trustee Woody, who seconded the motion, indicated that the motion was with cause. Trustee Graham asked that the motion be restated. Chair Montgomery responded that the Board was in the midst of a vote. Attorney Barge-Miles restated the motion. Trustee Graham raised a point of order and asked for clarity regarding the meaning of with or without cause. Trustee Alston raised a point of order inquiring of the maker of the motion whether it was with or without cause, as the original motion was silent on the issue of cause.

Trustee Graham stated that she had a question. Chair Montgomery responded that the time had passed to propose an amendment. Trustee Graham then questioned whether the motion was with or without cause; she asked that the motion be restated; she questioned why there was no place for public comments. She then raised a point of order stating that "this is not right."

Trustee McWilliams interjected that the Board needed to know if the motion was with or without cause. The meeting went off-the-record and upon returning Vice Chair Lawson restated his motion: "I hereby move to terminate Dr. Mangum's employment agreement, due to incurable cause, and in accordance with 11.1, sections D and E, of her Employment Contract." Trustee Graham asked if it was with or without cause. Vice Chair Lawson responded that it was with cause. Trustee Graham then asked if the termination would be effective that day. He responded yes.

Chair Montgomery asked Attorney Barge-Miles to move forward with the vote. Trustee Graham then raised a point of order for a friendly amendment that would allow the action to be effective at midnight. Vice Chair Lawson returned to the meeting and accepted her friendly amendment and restated his motion. "I hereby move to terminate Dr. Mangum's employment agreement, due to incurable cause, in accordance with portions 11.1 of sections D and E of her employment agreement, with the additional friendly amendment from Trustee Graham, of waiting until midnight tonight." Chair Montgomery asked VP McKnight if this was allowable under the contract. He indicated it was.

The roll call vote:

Alston	No
Grable	Yes
Graham	No
Lawson	Yes
McWilliams	Yes
Montgomery	Yes
Moore	No
Shannon	No
Warren	No

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Washington No
White No
Woody Yes

7 – No 5 – Yes The motion failed.

Trustee Woody then moved to terminate the President's contract, without cause, for no confidence. The motion was seconded by Vice Chair Lawson. The Board discussed the motion and then moved to a roll call vote.

Alston Yes
Grable Yes
Graham Abstain (Attorney Barge-Miles responded that she could not abstain. Chair Montgomery added that all trustees must vote unless there is a financial conflict.)
Trustee Graham did not respond.
Lawson Yes
McWilliams Yes
Montgomery Yes
Moore No
Shannon No
Warren No
Washington No
White No
Woody No

At the conclusion of the roll call vote Trustee Graham interjected that her vote was "no."

6 – Yes 6 – No The motion failed.

Trustee White then moved that the Division of Audit and Compliance provide to the Board, at its earliest convenience, completed investigations on all of the items identified for discussion at this meeting. It was seconded by Trustee Warren. The Board discussed reported interference with VP Givens prohibiting him from conducting his work in line with the accepted professional standards of practices of audit and compliance. Vice Chair Lawson asked, as a friendly amendment, that they use an independent firm. Trustee White accepted the amendment and restated the motion that "we direct the completion of audit work around the issues raised at the topic of this meeting and that work would be done by an outside firm." Trustee Warren suggested that the report be vetted through the Audit Committee before it comes to the Board and Trustee White indicated that was his intent through his motion.

Chair Montgomery recognized President Mangum. She stated that she had not interfered with VP Given's investigation and that she did not sign the Audit Charter because it only left the president with administrative responsibility over the VP for Audit and Compliance. Chair Montgomery clarified that there was no allegation that she was directly involved with any interference with VP Given's investigation.

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Trustee White restated his motion again: “I move that the Division of Audit and Compliance for an external review and reporting back to the Board of Trustees through the Division of Audit and Compliance and through the Audit Committee.”

Roll call vote:

Alston	Yes		
Grable	Yes		
Graham	(no response)		
Lawson	Yes		
McWilliams	(no response)		
Montgomery	Yes		
Moore	(no response)		
Shannon	Yes		
Warren	Yes		
Washington	Yes		
White	Yes		
Woody	(no response)		
		8 – Yes	0 – No

After the conclusion of the roll call vote Trustee Graham interjected that she was disconnected and that her vote was yes.

The vote was revised to: 9 – Yes 0 - No

With no further business, the meeting adjourned.