

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



**MEETING MINUTES
September 15, 2016
9:00 A.M.**

CALL TO ORDER AND WELCOME

Kelvin Lawson, Chair

Chair Lawson called the meeting to order. Attorney Barge-Miles called the roll and a quorum was established. The following trustees were present: Carter, Dortch, Grable, Lawrence, Lawson, McCoy, Moore, Perry, Smith, Washington, and Woody. Trustees Mills and Reed joined the meeting after the roll call.

PUBLIC COMMENTS

Chair Lawson recognized the following individuals for public comments:

Mickey Clayton	Kenneth Webster
Carolyn Ryals	Clyde Ashley
Carolyn Jones	Brandon Johnson
Don Martha Dutsee	Kenidee Webster
John Seay	William Tucker
Kyle Washington	Masekela Mandela
Lamango	

Trustee Smith moved that the Board amend its agenda to hear the President's Report prior to the Special Committee on Presidential Leadership. The motion was seconded by Trustee Perry and the motion carried.

PRESIDENT'S REPORT

Dr. Elmira Mangum, President

Chair Lawson recognized President Mangum for her report. President Mangum presented an update on the status of the University. She highlighted progress and improvements, programs, and services that she indicated were necessary to ensure that FAMU did not fail its students when it

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comes it offering them an education that will not only prepare them for their respective fields, but also will sustain them. President Mangum shared the following:

- The U.S. Department of Agriculture, National Institute of Food and Agriculture awarded the University over \$917,000.
- The School of the Environment was awarded 11.9 million in grants from NOAA for the Center for Coastal and Marine Eco-systems
- Title III Programs funding was increased to \$6.6 million

President Mangum also informed the Board that several renovations had been completed, including:

- The Student Union
- The Rattlers' Den
- The SGA Administrative Offices
- Galimore Lanes
- The Multipurpose Room

President Mangum shared that *Diverse Issues in Higher Education* ranked FAMU as the #1 HBCU and #4 National Producer of Bachelor's Degrees for African Americans in 2015. The University's Accelerating Academic Success Program grant was also renewed for 2016/2017.

President Mangum closed her presentation with an introduction of the University's new general counsel, Maria Feeley. Mrs. Feeley addressed the Board of Trustees and thanked them for the opportunity to serve FAMU. Mrs. Feeley informed the Board that she is in the process of seeking Florida Bar licensure through its in-house counsel exception.

SPECIAL COMMITTEE ON PRESIDENTIAL LEADERSHIP

Thomas Dortch, Committee Chair

Trustee Dortch presented the report of the Special Committee on Presidential Leadership. Adrienne Conrad, counsel for the BOT negotiated a framework with Dr. Mangum's counsel regarding Dr. Mangum's exit from the presidency. Attorney Conrad explained that based on negotiations, Dr. Mangum will step down from the presidency, effective immediately, upon approval of the full Board of Trustees, but will remain as an employee of the University through the end of the term of her Employment Agreement (which expires on March 31, 2017), with the following proposed terms:

- Through March 31, 2017, Dr. Mangum shall continue to receive her current base salary, as set forth in Section 4.0 of her Employment Agreement.

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- Effective April 1, 2017, Dr. Mangum shall be entitled to receive a twelve (12) month sabbatical, as set forth in Section 11.2 of her Employment Agreement;
- Dr. Mangum shall have the option to return as a tenured professor, as set forth in Sections 10.0 and 13.2 of the Employment Agreement, with notice by October 2, 2017 of whether Dr. Mangum wishes to return to a tenured professor position;
- Dr. Mangum shall vacate the President’s residence within 30 days after the effective date of her stepping down from the presidency, and shall receive up to \$7,500 in reasonable moving expenses to move out of the President’s house;
- Dr. Mangum shall be reimbursed \$6,500 for legal fees.

The terms are set forth in a written agreement, which includes customary terms. Dr. Mangum’s attorney confirmed that she agreed with the terms provided in that draft agreement.

Trustee Dortch moved that the Board of Trustees approve the amended employment agreement proposal, as negotiated by the Board’s counsel and counsel for Dr. Mangum. It was seconded by Trustee Woody. After discussion, Trustee Woody called the question. Chair Lawson asked for a roll call vote.

Trustee Carter	Yes
Trustee Dortch	Yes
Trustee Grable	Yes
Trustee Lawrence	Yes
Trustee Lawson	Yes
Trustee McCoy	Yes
Trustee Moore	Yes
Trustee Perry	Yes
Trustee Smith	No
Trustee Washington	Yes
Trustee Woody	Yes

The motion was approved: 10 – Yes 1 – No

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Dr. Mangum confirmed the accuracy of the negotiated agreement between the Board of Trustees, her attorney, and herself.

Next, Chair Lawson recognized Trustee Dortch, who brought forth three motions that were approved by the Committee. First Trustee Dortch moved that the Board appoint an interim or acting president for up to 90 days, pending approval by the Chancellor and the Board of Governors. It was seconded by Trustee Woody and the motion carried.

Trustee Dortch then moved that in the interim, the Board will authorize the chair to work with the Board counsel to negotiate terms for a one-year renewable contract with the interim president, to be brought back to the full Board on December 1. The motion was seconded by Trustee Grable. Trustee Mills offered a substitute, “the Board will authorize the chair to work with the Board counsel to negotiate terms for a one-year contract with the interim president, to be brought back to this full Board at the next board meeting.” It was seconded by Trustee Perry and the motion carried.

Lastly, Trustee Dortch moved that the chair appoint a Presidential Review Committee that will work on a proposed structure and procedures for selecting a candidate to serve as president of Florida A&M University. The Review Committee will receive input from stakeholders of the University, create a profile for the position, and create a process. Those responsibilities will then be turned over to a presidential search committee. The motion was seconded by Trustee Moore and the motion carried.

Next, the Board addressed the next steps required by two of the motions it passed. The first motion dealt with the appointment of an interim president. Chair Lawson moved that the Board name Dr. Larry Robinson interim president of Florida A&M University. It was seconded by Trustee Woody and the motion carried. Chair Lawson reminded the Board that the third motion required the creation of a review committee. That committee would be charged with helping the Board understand the process that should be followed and the type of candidate the Board should seek for the presidency. The committee would also hold a series of meetings with constituents to gain their input. Chair Lawson asked the Special Committee on Presidential Leadership to take the role of the Presidential Review Committee, with the addition of second student representative Kenide Webster and alumni representative Greg Clark. Chair Lawson offered the aforementioned as a motion. It was seconded by Trustee Moore and the motion carried.

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EQUITY REPORT

Chair Lawson recognized Mrs. Carrie Gavin to present the Florida Educational Equity Act Report. Mrs. Gavin reported that each public state university must submit this report to the Florida Board of Governors. The report highlighted enrollment numbers, degrees awarded, gender equity in athletics, and the racial and gender composition of applicants for tenure. Trustee Woody moved approval of the report. It was seconded by Trustee Moore and the motion carried.

INTERIM PRESIDENT LARRY ROBINSON

Next, Interim President Larry Robinson joined the meeting and addressed the Board. He thanked the Board for the opportunity to serve and emphasized that he was fully aware of the current status of the University. He stated that he wants to reach out to all of the constituents for their continued support to make FAMU the greatest institution it can possibly be. He stated that he accepts the job wholeheartedly and that he and the Board will work together to advance the mission of Florida A&M University.

STANDING COMMITTEE REPORTS

Chair Lawson recognized the Committee chairs to present their respective reports.

Academic Affairs

Trustee Kimberly Moore, Member

Trustee Moore stated that she was standing in for Committee Chair Matthew Carter. She said that the Academic Affairs Committee had five action items on the consent agenda. Provost David presented an update to the Board regarding meetings that were held regarding graduate student support.

Audit and Compliance

Trustee Washington, Chair

Trustee Washington informed the Board that the Committee met on September 14, 2016. The Committee recommended approval of the Division's risk assessment and work plan, which were included on the consent agenda.

Budget and Finance

Trustee Kelvin Lawson, Chair

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The Budget and Finance Committee had three action items. Chair Lawson moved approval of the multi-year agreements for Jamey Shouppe, Veronica Wiggins, and Darlene Moore. The motion was seconded by Trustee Woody and the motion carried.

Next, Trustee Woody moved approval of the Voluntary Separation Plan. The motion was seconded by Trustee Grable and the motion carried.

The Board then considered a motion to amend Regulation 3.009 (Payment of Fees) regarding extending payment deadlines and correcting the health fee charges for State employees using fee waivers. The recommendation also included extending the current fee payment deadline for fall 2016 to September 16, 2016 because of Hurricane Hermine. Chair Lawson moved approval of the motion. It was seconded by Trustee Smith, and the motion carried.

Direct Support Organizations

Trustee Thomas Dortch, Chair

Trustee Dortch presented updates on the DOS budgets, the FAMU National Alumni Association and the FAMU Foundation endowment.

Trustee Dortch indicated that he has met with the athletic director and the Rattler Boosters to bring a positive resolution to outstanding issues. He noted that the Boosters submitted a \$30,000.00 check to the FAMU Foundation for FAMU Athletics.

Trustee Dortch moved that the Board of Trustees approve language indicating that the DSO's budgets should reflect fiscal prudence, and when annual reports are completed, DSO's must provide justification in writing as to if and/or why they exceeded 25% in administrative overhead. The motion was seconded by Trustee Woody and the motion carried.

Next, Trustee Dortch moved that the Board of Trustees approve that the Rattler Boosters will have until October 31st to completely comply with provisions of the Florida A&M University internal management memorandum. This includes the transfer of documents, resources, financial documents and everything that is required for them to become compliant. These items will be transferred to the Foundation and the Athletic Director, collectively. This also includes them working out a payment plan, if necessary. If the Boosters have not complied by Oct. 31st, they will be suspended from operating as a booster

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club on October 31st. If not in compliance by the next Board of Trustees meeting, a request will be made for the Board to make a determination on further action or sanctions against the Rattler Boosters. Also, the Audit Committee will immediately begin to determine how they will proceed with an independent audit. They will work with the Athletic Department and the FAMU Foundation to determine exactly what type of audit will be conducted and how that external audit will proceed. The motion was seconded by Trustee Perry and the motion carried.

Facilities Planning

Trustee Kimberly Moore, Chair

Chair Lawson recognized Trustee Moore for the Facilities Planning Committee report. Trustee Moore reported that the Committee had three action items included on the Consent Agenda. The Committee recommended approval of University Regulation 4.109 (Establishment of Educational Site at Brooksville) and the Campus Master Plan. Trustee Moore moved approval of the repairs to the grounds of the president's house (Building 13) caused by Hurricane Hermine in an amount not to exceed \$15,000. The motion was seconded by Trustee Woody and the motion carried.

Special Committee on Governance

Trustee Gary McCoy, Chair

Trustee McCoy reported that the Governance Committee met on September 14, 2016 and had one action item. Trustee McCoy moved approval of an amendment of the BOT Operating Procedures Section 7.1, requiring the Board to complete an annual review of its procedures by November 30 of each year. The motion was seconded by Trustee Perry. The Committee will also work on frameworks for the proposed committees and areas of focus for each committee, including recruitment and fundraising. There was also a discussion of trustee committee assignments based on their interests and skill sets. The Committee will bring a finished proposal regarding committee restructuring to the Board at the next meeting.

Student Affairs

Trustee Nicole Washington, Chair

Trustee Washington indicated that the Student Affairs Committee did not have any action items. It heard updates regarding the Student Government Association, the FAMU 2+2

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Program with Florida Community Colleges, hazing prevention strategies, and updates on the Career Center.

Special Committee on Athletics

Trustee Kelvin Lawson, Chair

Trustee Lawson reported that the committee heard several information items including a review of the 2016-2017 athletic budget and revenue expenditures, a review of the projected five-year plan for revenue and expenditures for athletics, a discussion of the proposed repayment of auxiliary funds, a discussion of the Boosters fund raising and multi-year contracts.

CONSENT AGENDA

Chair Lawson asked for a motion to approve the Consent Agenda. It was moved for approval by Trustee Perry and seconded by Trustee Woody and the motion carried. The consent agenda included the following items:

Board of Trustees (BT)

BT1 Minutes

Academic Affairs Committee (AA)

AA1 Approval of Tenure upon Appointment

AA2 Approval of New Degree – Doctor of Nursing Practice

AA3 Approval of Textbook Affordability Report

AA4 Joint College of Engineering MOU

AA5 Academic Affairs Principles for Strategic Budgeting

Audit and Compliance (AC)

AC1 Acceptance of Risk Assessment

AC2 Approval of Audit and Compliance Work Plan for 2016-2017

Budget and Finance Committee (BF)

BF1 Multi-Year Agreements

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Facilities Planning (FP)

- FP1 Approval of University Regulation 4.109 (Establishment of Educational Site at Brooksville) and General Update
- FP2 Approval of the Campus Master Plan

Governance (GC)

- GC1 Approval of Amendment to Section 7.1, BOT Operating Procedures
- GC2 Approval of Restructuring of BOT Committees

MINI-WORKSHOP ON ETHICS

The final item of business was a mini-workshop on ethics, presented by Chris Anderson, General Counsel and Deputy Executive Director of the Florida Commission on Ethics. Mr. Anderson gave an overview of the ethics laws, wherein he highlighted financial disclosure requirements, gift bans, gift disclosures, expenditure bans, voting/participation conflicts, anti-nepotism, and prohibitions.

With no further business, the meeting adjourned.