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STATE OF FLORIDA  
FLORIDA AGRICULTURAL & MECHANICAL UNIVERSITY

IN RE: BOARD OF TRUSTEES  
MEETING

EXCERPT OF MEETING  
Volume II OF II

MEMBERS PRESENT:	KELVIN LAWSON
	KIMBERLY MOORE
	HAROLD MILLS
	THOMAS DORTCH
	NICOLE WASHINGTON
	BETTYE GRABLE
	DAVE LAWRENCE
	BELVIN PERRY
	CRAIG REED
	ROBERT WOODY
	JAYLEN SMITH
DATE:	AUGUST 24, 2016
TIME:	COMMENCING AT: 9:00 A.M. CONCLUDING AT: 12:45 P.M.
LOCATION:	FLORIDA A&M UNIVERSITY GRAND BALLROOM TALLAHASSEE, FLORIDA
REPORTED BY:	YVONNE LaFLAMME, FPR COURT REPORTER

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1	I N D E X P A G E	
2	DESCRIPTION	PAGE NO.
3	SPECIAL COMMITTEE ON PRESIDENTIAL EVALUATION BY: KIMBERLY MOORE, VICE CHAIR	
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1 \*\*\*\*\*  
PRESIDENTIAL EVALUATION COMMITTEE  
2 \*\*\*\*\*

3

4 CHAIRMAN LAWSON: At this point, we would ask  
5 Vice Chair Moore to present the Presidential  
6 Evaluation Committee report.

7 TRUSTEE MOORE: Thank you, Mr. Chair.

8 The committee report you have there, and I  
9 will now summarize because y'all have the full  
10 document and so I won't be verbose there.

11 So there were two action items. The first  
12 included approval of the minutes. There were  
13 information items of the minutes that looked at  
14 Roles and Responsibilities, as well as the  
15 Presidential Evaluation Timeline.

16 There was an action item related to approval  
17 of the President's 2015-16 performance evaluation  
18 report. That motion to accept the report was  
19 approved. The motion carried unanimously.

20 The action item that is being brought before  
21 the board, Mr. Chair and fellow Trustees, is a  
22 recommendation of the Special Committee on  
23 Presidential Evaluation that the 2015-2016  
24 evaluation part and be accepted along with the  
25 supporting documentation as the final report.

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1 I would entertain a motion.

2 TRUSTEE CARTER: So moved.

3 TRUSTEE PERRY: Second.

4 CHAIRMAN LAWSON: Questions?

5 TRUSTEE MILLS: So what's next on this?

6 CHAIRMAN LAWSON: Pardon me?

7 TRUSTEE MILLS: What comes next?

8 CHAIRMAN LAWSON: Question.

9 TRUSTEE MILLS: That's my question.

10 CHAIRMAN LAWSON: Oh, no, I had a question.

11 So is this my point to make a comment?

12 TRUSTEE MOORE: We need to accept the report.

13 The full board accepts the report as presented with

14 the documentation, and after which, it's an add-on

15 item; however, it is customary from taking into

16 account the prior year's process that President

17 Mangum would then offer comments as well.

18 CHAIRMAN LAWSON: Great.

19 TRUSTEE MOORE: So motion and second?

20 TRUSTEE CARTER: Call for the question.

21 CHAIRMAN LAWSON: All in favor of the motion,

22 please respond by "aye."

23 (All answer in the affirmative.)

24 CHAIRMAN LAWSON: Okay. At this point, we

25 again, historically, have allowed the President to

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1 comment on the evaluation, and then I'm sure there  
2 may be other comments from the Board as well.

3 So Madam President, would you?

4 PRESIDENT MANGUM: Okay. Thank you very much,  
5 and I do appreciate the opportunity to respond to  
6 the results of the evaluation of my performance,  
7 and I certainly appreciate the time that you have  
8 spent completing the documents, because I did  
9 thoroughly review the documents and absorbed the  
10 feedback, and I do look forward to continue to  
11 reach the goals and objectives successfully that  
12 were outlined.

13 But I do want to take time to comment on  
14 something that I feel is really, really crucial to  
15 the success of the University in understanding the  
16 expectations. And I'm just going to say, much of  
17 my comments are going to center around the fact  
18 that this is the first time in my history of  
19 38 years in higher education that I've had an  
20 evaluation without having a conversation about the  
21 contents of that evaluation, so my comments are as  
22 follows.

23 Out of the 11 categories of the evaluation, it  
24 appears that clear expectations were there for two  
25 of the categories, and those were the categories

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1 that were provided by myself and my team, and that  
2 is the Annual Goals and Objectives and the Board of  
3 Governors Work Plan. I appreciate the clarity and  
4 the direction that was given in those areas. We  
5 set goals. We set metrics. We provided you with a  
6 statement of our progress on those goals and  
7 objectives according to those metrics monthly, and  
8 I had conversations with the members of the Board  
9 that were present during most of the period when we  
10 were commenting on the goals and objectives; to a  
11 point where we provided a visual graph of each of  
12 the goals and objectives and showed the progress on  
13 a monthly basis towards attaining those goals.

14 So I do appreciate the fact that you  
15 acknowledge, for the most part, that we did meet  
16 the goals and objectives that we had set, because  
17 the University team put a lot of energy and effort  
18 into making sure that we were meeting your  
19 expectations with regard to the annual goals and  
20 objectives that you have approved for us.

21 An awful lot of effort went in to making sure  
22 that the work plan, as well as our representation  
23 of Florida A&M as an institution in the SUS system  
24 was acknowledged, and it was stellar. I would say  
25 hat the faculty, the staff, and the students all

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1 performed very well; to a point where we were  
2 actually able to receive an additional  
3 \$11-and-a-half million, as you recognized, and also  
4 received the return of our \$14 million that we have  
5 put in the pot. So we're thankful for that and all  
6 of the other efforts that you acknowledged and  
7 recognize.

8 As a person that is committed to the work at  
9 hand, and also I take my responsibilities for the  
10 University very, very seriously, and I also take my  
11 performance seriously, as well as the performance  
12 of the members of my team and acknowledging those  
13 outcomes is extremely important to us.

14 However, there were several and maybe at least  
15 nine of the factors in the process that were not  
16 clear to us.

17 Having sought clarity on the metrics  
18 associated with those particular categories and not  
19 understanding and not receiving feedback or  
20 information about what the expectations were for  
21 success is a little troubling to me, and it's also  
22 troubling to members of my team. So I do have, if  
23 you will permit a discussion now, I have a few  
24 questions I guess I would just like to ask now,  
25 because I know many members of the Board are new to

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1 the process, but it's still important for us to be  
2 able to move forward to be able to understand what  
3 success looks like to you, for the other factors  
4 that were listed on the evaluation form.

5 One question would be, were members of the  
6 Board trained on how to use the tool. Were they  
7 clear on what the rating system was and how to use  
8 it? And I say that because there seemed to be some  
9 lack of clarity in terms of the feedback that came  
10 through the tool. And in fact, we observed --  
11 because all of my team for its evaluation, because  
12 it's near and dear to them as well -- on several  
13 occurrences, the comments did not relate back to  
14 the questions that were raised with regards to the  
15 factor that was being evaluated.

16 And also, another question would be, does each  
17 member believe that the ratings are in sync,  
18 actually, with the underlying questions that were  
19 offered with each one of the evaluation factors.

20 Another question would be, does each Board  
21 member feel like they had adequate time to conduct  
22 the evaluation and to make a fair assessment,  
23 considering the metrics did not exist for each one  
24 of the factors, at least nine of them.

25 Also, another question would be, was my job

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1 description shared with each member of the Board,  
2 and was it used to help guide the evaluation  
3 process.

4 And lastly, in each of the categories, I would  
5 like to know what are the definitions of what it  
6 means to meet or to exceed the expectations and  
7 what success looks like for the evaluation factors  
8 that were provided, outside of the two that my team  
9 and I prepared.

10 TRUSTEE MOORE: Chair, may I?

11 CHAIRMAN LAWSON: Yeah, and then I have  
12 comments after you after you provide your answers  
13 to --

14 TRUSTEE CARTER: May I have a comment before  
15 you?

16 CHAIRMAN LAWSON: Sure.

17 TRUSTEE MOORE: Sure.

18 TRUSTEE CARTER: It's a brief comment.

19 Madam President, we had this discussion, I  
20 want to say several months ago, when we talked  
21 about evaluation. Do you remember I asked you and  
22 you said you didn't know what you were being  
23 evaluated on? Are you trying to tell us you have  
24 no idea what you're being evaluated on? What you  
25 just said there would have been tremendously

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1           informative at that time, but I heard nothing. So  
2           to hear that now versus when we asked for it, I  
3           don't really understand the perspective. I'm not  
4           disagreeing with you, but I'm just saying, I don't  
5           understand the perspective when the question was  
6           asked specifically and unanswered.

7           PRESIDENT MANGUM: May I respond?

8           CHAIRMAN LAWSON: Sure, Madam President.

9           PRESIDENT MANGUM: I did ask for a meeting  
10          with the Special Committee on Evaluation. I sent a  
11          letter in writing, last August, asking for an  
12          explanation of what the metrics were.

13          On the phone call that you're talking about,  
14          several months ago, I believe that members of the  
15          Board suggested that the evaluation factors did not  
16          have metrics and were not measurable. I asked for  
17          measurable factors. I waited for that response.

18          TRUSTEE CARTER: My perspective on it is, I  
19          understand as you and Trustee Moore were meeting on  
20          that Friday after the meeting. But I'm saying,  
21          what you're saying now would have been tremendously  
22          helpful at that time when we were discussing this  
23          process, because then, we could have made a more  
24          open dialogue. We could have asked the Chairman to  
25          give us a special meeting and as to questions there

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1           may have been, so I'm just kind of like in shock,  
2           really.

3           CHAIRMAN LAWSON: Okay. Trustee Grable. And  
4           I do want to get to Trustee Moore quickly as she  
5           has been waiting.

6           TRUSTEE GRABLE: I'm a little confused as to  
7           the issues brought up by Trustee Carter, as well.  
8           I thought, you know, we agreed on these particular  
9           categories.

10          And I guess my question, Madam President,  
11          would be, if the evaluations apparently -- and I'm  
12          making an assumption here that maybe you were not  
13          happy with some of the evaluations.

14          PRESIDENT MANGUM: No.

15          TRUSTEE GRABLE: -- that is an assumption on  
16          my behalf. You did not state that, and I'll be  
17          clear about that. But had they turned out all  
18          well, saying you met and exceeded in every  
19          category, do you think you would have been as  
20          confused regarding the expectations, and would you  
21          have had these questions in that case?

22          PRESIDENT MANGUM: May I?

23          CHAIRMAN LAWSON: Sure.

24          PRESIDENT MANGUM: Let's begin with, I'm not  
25          confused about what I read and I'm not confused

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1 about the feedback. In fact, I want feedback.  
2 What I'm asking for is what the expectation for  
3 success is.

4 CHAIRMAN LAWSON: Trustee Grable, did we  
5 answer your question?

6 TRUSTEE GRABLE: I just -- I didn't want to  
7 interrupt Trustee Moore, but I guess that question  
8 to me is not a question that really is specific to  
9 the instrument that we use. That sounds like a  
10 much more overall general question, and I would  
11 have to refer back to Trustee Carter's comment;  
12 that probably could have been a question asked  
13 prior to us moving forward with the special  
14 committee.

15 And I'm done, thank you.

16 PRESIDENT MANGUM: Thank you. Well, having  
17 participated at, as I stated, in evaluation  
18 processes personally, as well as conducting them, I  
19 have always had a conversation with the person that  
20 was evaluating me and the persons that I was  
21 evaluating so that when my staff says, "I like what  
22 you've done," or I say to myself, "I like what you  
23 have done these are my expectations." I don't  
24 leave them to wonder what my success looks like to  
25 me. I tell them what success looks like to me.

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1           My only question, again, has been what does  
2           success look like and how do the members of the  
3           Board define it. And I'm sorry if that feels like  
4           it's out of order, but this is the only time we've  
5           had an opportunity to have a conversation.

6           CHAIRMAN LAWSON: Thank you, Madam President.  
7           Trustee Moore, please.

8           TRUSTEE MOORE: Sure, absolutely. I certainly  
9           appreciate the opportunity for President Mangum to  
10          offer her comments.

11          I will preface my remarks by stating that this  
12          whole conversation, in the planning efforts, I  
13          think we are probably going above and beyond of  
14          repeating and even making sure that new members had  
15          access to every document that had been used in the  
16          evolution of the evaluation process, so there's a  
17          portal that was established in that effect.

18          Additionally, we took a timeline, which builds  
19          in conversations and meetings. With respect to the  
20          comment offered by President Mangum regarding a  
21          request to meet with the committee, documentation,  
22          e-mails. The Board had even received a summary as  
23          well where it was offered, Would you like to  
24          provide suggestions, questions, that can go back to  
25          the committee. There are probably a number of

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1 these e-mails that point to that.

2 Additionally, there was even a close-out  
3 e-mail from Chief of Staff Miller with President  
4 Mangum copied on it that wanted to thank me for the  
5 leadership and the direction that this evaluation  
6 process was going in. So lots of signs that point  
7 to where we were working collaboratively, as it  
8 should be.

9 I would say relative to definitions in the  
10 body, "meets/exceeds," that was a recommendation  
11 last year. You all may recall from having looked  
12 at the tool, it's included in there this year with  
13 notable examples of what that looks like.

14 Rating in sync with evaluation factors and  
15 recommendations, I would say to each of you all,  
16 and the whole idea behind this evaluation was that  
17 we would build on the first year so these are  
18 repeat -- a repeat -- of the first year, with the  
19 exception of the work plan being added on there.  
20 So again, always open to conversations and meetings  
21 and well-documented in terms of how the  
22 communication process took place.

23 CHAIRMAN LAWSON: Thank you.

24 PRESIDENT MANGUM: May I respond to that?

25 CHAIRMAN LAWSON: Trustee Mills?

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1           Oh, President Mangum, did you want to respond  
2           to that before we go to Trustee Mills.

3           Okay.

4           TRUSTEE MILLS: Just so that I'm very clear,  
5           and obviously, I'm one of the newer people here. I  
6           just want to know, did that meeting happen, I  
7           guess, relative to the President and the Committee  
8           and we had a sit-down discussion regarding the  
9           items, or it did not happen?

10          TRUSTEE MOORE: No, we had a committee meeting  
11          itself where President Mangum attended. See, we  
12          did not have any closed meetings. If you-all  
13          recall, that part of that conversation was even  
14          around the goals, where we had received the goals  
15          and wanted to know if there was questions or  
16          concerns, and then we recommended there be a  
17          provision there and then brought those back. We  
18          met one-on-one twice, President Mangum and I, in my  
19          office to speak to that.

20          PRESIDENT MANGUM: There is, I think, some  
21          lack of clarity around the telephone meeting that  
22          was held back in late winter. That was not a  
23          meeting where we discussed evaluation criteria and  
24          the Board's expectations from the ex-president.  
25          That has never happened. Never.

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1 TRUSTEE MOORE: The meeting in November -- I'm  
2 sorry -- the meeting in November was outlining the  
3 2015/2016 goals, goals and responsibilities of the  
4 Committee, before which we issued a joint release.

5 PRESIDENT MANGUM: Again, I still don't, and I  
6 would like to see the documentation of a discussion  
7 with me about meeting expectations and what those  
8 expectations are. What came out of the earlier  
9 meeting was a "does meet" or "does not meet" list,  
10 which is what everyone used. That was a very  
11 different conversation than talking to me about an  
12 evaluation.

13 I don't know what the definition of  
14 "organizational management" is, according to the  
15 Special Committee on Presidential Evaluation. I  
16 don't know what "financial management" means to the  
17 Special Committee on Evaluation. I don't know what  
18 your expectations are for fundraising, even though  
19 that's in my contract that we raise more money. I  
20 don't understand what they are, because it never --  
21 I don't know if there is a meeting of the minds of  
22 the Evaluation Committee that recommended the  
23 acceptance of the evaluation form, because I don't  
24 know whether or not there was a discussion of this  
25 instrument that was used, other than the one

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1 meeting and the adoption of the meeting at another  
2 meeting, and that is the Board's business; I am  
3 just asking for answers to some of the questions I  
4 raised. The fact that it might not be  
5 appropriately timed for some people still does not  
6 answer my question: What does success look like in  
7 the categories that were identified on the form?

8 CHAIRMAN LAWSON: Thank you, Madam President.  
9 We definitely wanted to hear your perspective on  
10 this.

11 Let me try to bring this conversation in, at  
12 least a little bit. And if there are other  
13 questions we will certainly entertain those, and if  
14 there are other questions of the President, we will  
15 certainly entertain her answers.

16 I'll go back to a comment that the President  
17 made at the beginning of her discussion, and I  
18 believe she does take her job very seriously, and  
19 the President stated and I'll paraphrase some of  
20 these questions:

21 The non-factors were not clear to the Board,  
22 and we weren't clear what the success metrics  
23 looked like. I think it's troubling to hear that,  
24 considering we worked on work plan two years in a  
25 row for some of us. We've had -- I've reviewed the

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1 process that we've walked through. It is very  
2 consistent with the year. It is very consistent  
3 with other universities across the SUS; that we've  
4 had other people take a look at to provide  
5 perspective on.

6 I know there have been meetings with the  
7 President to review this process, and there was a  
8 separate meeting where there was some discussion  
9 around the goals, because at that meeting the  
10 President did express some lack of clarity around  
11 the goal. I believe that the tool was well  
12 understood by the board. I believe that the Board  
13 had adequate time to digest and/or ask questions of  
14 legal counsel on campus about the tool and how to  
15 complete it. I believe that all are clear on the  
16 role and responsibilities of our President.

17 And, you know, without going on and on and on,  
18 I believe that we had a very well-vetted process  
19 that was clearly explained, both in person and in  
20 writing, that created and facilitated an outcome  
21 that's not favorable to the President. That is the  
22 reality. That is the same outcome that we had last  
23 year that wasn't favorable to the President. I  
24 believe to a degree what Trustee Grable said, if  
25 all of these evaluations were high, there would be

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1 very few, if any, questions.

2 So Board, I say to you, at this point, we have  
3 to decide how we move forward. You know, we have  
4 gone through a two-year process. We have empirical  
5 data from year one. We have empirical data from  
6 year two. We have our own individual points of  
7 view, and at this point I feel like we're at a bit  
8 of an impasse, and we have to decide: A, do we  
9 continue and continue to try to work through  
10 whatever issues are on the table; or B, do we take  
11 alternative steps. I won't suggest what those are,  
12 but I will leave that as an open item for us at  
13 this point.

14 TRUSTEE DORTCH: I have one question.

15 CHAIRMAN LAWSON: Trustee Dortch, yes.

16 TRUSTEE DORTCH: Dr. Mangum, when you give  
17 your self-evaluation, did it include all of these  
18 metrics?

19 TRUSTEE CARTER: Yes.

20 TRUSTEE DORTCH: And if when you did your  
21 self-evaluation, there was a misunderstanding or  
22 you're not understanding, was that translated to  
23 your chair for the evaluation committee?

24 PRESIDENT MANGUM: When the instrument was  
25 created last fall, I wrote a letter, asking for an

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1 explanation of each one of the factors.

2 TRUSTEE DORTCH: Did you --

3 PRESIDENT MANGUM: And I raised that question  
4 with the new Board members as a special committee  
5 on my evaluation. In fact, what I did for my first  
6 set of annual goals, I presented the evaluation  
7 factors that the Board had recommended as my goals  
8 and objectives and the Board Committee rejected  
9 them as not miserable.

10 So on the revision, I did what I normally  
11 started, which was trying to, in my own way, push  
12 the issue forward so that we could get some clarity  
13 and have some conversation; went back and just  
14 revised and did normal goals and objectives that  
15 you guys approved at the last minute, because we  
16 could not get a conversation.

17 CHAIRMAN LAWSON: Okay, so just in order:  
18 Trustee Lawrence, and Trustee Reed, we'll go back  
19 to you.

20 TRUSTEE LAWRENCE: So in the spirit of cutting  
21 to the chase, which is what I think you were  
22 suggesting; and understanding that everybody is a  
23 mixed blessing; and understanding that this is a  
24 very tough job; and understanding that what is most  
25 important here is to protect a University and its

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1 future, that needs to be our paramount.

2 As a person who is not comfortable with the  
3 numbers, and so stated I wasn't comfortable with  
4 the numbers. And even if I had been on the board  
5 for five years, I don't think I particularly like  
6 the number system. I think it is distorting in  
7 some ways. Yet, I had no problem ultimately making  
8 some judgments, and I wrote those judgments down.

9 I think a section of this, that there is no  
10 question in my mind, that the President met the  
11 goals. Maybe they should have been different goals  
12 or better goals or differently expressed goals, but  
13 I think she met the goals.

14 Where I have my greatest concern is in the  
15 area of relationships. How do you build  
16 relationships? I'm not saying this in a snarky  
17 way, so I hope nobody takes it that way, but when  
18 we announced recently that we raised "X" number of  
19 millions of dollars, a small number of million. I  
20 say to myself, My God, we haven't even touched what  
21 is possible for this university. We haven't even  
22 touched it.

23 The President has a whole bunch of  
24 constituencies. They certainly include her own  
25 staff and team. They begin with the students, I

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1 think; the faculties. I think if you want to raise  
2 money for this University, you need to have and  
3 build real relationships throughout this state and  
4 beyond this state. If you will pardon the  
5 expression, I think you need to know how to  
6 schmooze people. I think you need to enjoy doing  
7 that.

8           And my question about the President, who I  
9 think is a highly capable human being, my question  
10 is, how good is she at relationships in building  
11 with the Legislature; with the Governor; with  
12 people she might not like, but nonetheless from  
13 time to time sort of have to suck it up and get  
14 along with people for the larger interest of this  
15 University. I think that she cannot succeed in any  
16 way that is good enough unless the matter of  
17 relationships is tackled and overcome. It's  
18 follow-up. She is the CEO of the place. She's the  
19 closer for all of the deals. I think people  
20 ultimately want to see the President.

21           I've seen her speak. She speaks beautifully  
22 on behalf of this University. I think she has a  
23 real vision, but where I don't think she has  
24 succeeded and I think it is continued this path, I  
25 think it is a fatal flaw. I don't think she can

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1           succeed without finding ways to build trust;  
2           frankly, to be less defensive, and to be to people  
3           -- let me back up.

4           I think this University needs to go through  
5           significant change. I think she has led some of  
6           that change. I think some of that change has been  
7           very good, but ultimately, she doesn't get the  
8           benefit of the doubt from an awful lot of people,  
9           and then you have to examine for yourself or I have  
10          to examine, well, what part do I play in that; how  
11          can I do better?

12          CHAIRMAN LAWSON: Okay, thank you. Thank you,  
13          Trustee Lawrence.

14          Trustee Reed?

15          TRUSTEE REED: Just one question I have. You  
16          mentioned that this was repeat, so this -- was this  
17          is the second time through?

18          TRUSTEE MOORE: Yes, the second time.

19          TRUSTEE REED: So, President Mangum, this is  
20          the second round, and I guess you're saying you've  
21          asked these questions before and still no clarity?

22          PRESIDENT MANGUM: (Nods head). That's  
23          correct. In fact, one of the -- opportunities or  
24          times to try and get clarity around the  
25          expectations of the factors -- other than the two

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1           that we defined, which was the work plan so we do  
2           understand it because we developed the metrics --  
3           with some of the SUS system and this  
4           administration, so we do understand work plan,  
5           because we wrote it as a team, and also, it goes to  
6           goals and objectives that were approved.

7           The team met with Vice Chair Moore, the Vice  
8           Presidents did, last year, to ask for clarity and  
9           to get clarity around the expectations as a group  
10          in a meeting. But other than that, we have not  
11          approved what the expectations of the Board or the  
12          Board of Representatives are collectively. We have  
13          not.

14          CHAIRMAN LAWSON: At this point, just -- and  
15          this is a bit a rhetorical comment -- I just still  
16          find it troubling, as bright as our leader is, that  
17          she doesn't understand the goals and objectives we  
18          have in front of her. I feel like these goals and  
19          objectives are consistent from the beginning of the  
20          academic year. The process -- and I know I'm  
21          repetitive so bear with me -- is consistent from a  
22          year ago, it's well-vetted, well understood by the  
23          Board; I believe by the leadership and by the  
24          leadership team. We followed the process to the  
25          letter of the law; "letter of the law," meaning, we

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1 follow what we write on paper. We documented the  
2 process over and over. We challenged each other  
3 on: Are we doing it the right way, the way we said  
4 we would; Are we meeting the dead lines the way we  
5 said we would; Are we following up on issues the  
6 way we said we would.

7 So I find it troubling that we're at this  
8 point. I don't know how much people have read  
9 this, but I read it cover to cover a couple of  
10 times, because I wanted to understand how my  
11 feedback related to each of yours. Y'all have read  
12 this and we don't need to go through this in  
13 detail; that's not the point of my dialogue is  
14 here. The point of my dialogue is where are we and  
15 where are we going.

16 TRUSTEE MILLS: Can I comment on that?

17 CHAIRMAN LAWSON: Yeah.

18 TRUSTEE MILLS: So it's not clear to me the  
19 "where are we going" as a binary decision.

20 Again, I really appreciate your comments,  
21 Trustee Lawrence, because I think, you know, that  
22 is probably how I most feel in terms of if there  
23 are deficiencies. What you do in a normal place is  
24 you either provide executive coaching or some other  
25 development opportunities to improve on weaknesses,

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1 and not necessarily ignore all of the other things  
2 that we see here: Whether that's money or the  
3 strategic plan, you know, all of those types of  
4 scenarios, as an example. And I don't want to go  
5 into minutia there, but if we had a different  
6 president, we couldn't ask that president to assign  
7 someone else's strategic plan, because that is part  
8 of their job description to establish a strategic  
9 plan. So now we're going to go over an entire  
10 process again because of potential relationship  
11 deficiencies. So I would just only submit to the  
12 Board, is that, it's not an either/or kind of  
13 option. I don't think we need to think about this.  
14 There's plenty of other scenarios we could include  
15 in terms of this definition of how we go forward.

16 CHAIRMAN LAWSON: Trustee Dortch?

17 TRUSTEE DORTCH: Mr. Chairman, and to the  
18 Board and Dr. Mangum, over my eight months and a  
19 few days of being on this board, I have observed.  
20 I, again, at first, hesitated to do an evaluation,  
21 because I wanted to be fair to those that have been  
22 here all along, but I did give my evaluation based  
23 on what I've observed over the period of time I've  
24 been on the Board. There was not any challenge for  
25 me to make the comments and the things that I put

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1 in evaluation. And as I look across this Board, if  
2 there would have been some concerns, I'm sure the  
3 Board would have asked, and even when we were  
4 trying to have discussions about extension of this,  
5 there have been multiple opportunities to either  
6 protest it, to simply say that this, I can't  
7 evaluate myself and I don't think the board is  
8 moving.

9 But even absent of all of that, I go back to,  
10 even your note to us, where even when we're trying  
11 to do evaluations, where the issue was, I'm not --  
12 "there will be no discussion about content of my  
13 contract;" that you know...

14 Again, you can talk about extension. All of  
15 those feed back to relations; feed back to what is  
16 our fiduciary responsibility and how we move.

17 I think this Board has to really come to grips  
18 with why are we here, and I think at this point  
19 it's got to be clear to all of us, that it is  
20 Florida A&M University and these great students  
21 that we have and we expect to have. This  
22 university does not exist for faculty. Even though  
23 faculty has a phenomenal role, without our  
24 students, there's no university. We have to  
25 understand that. This institution belongs to the

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1 community as the nation being one of those, if you  
2 look at the history of HBCUs, but even more  
3 importantly, institutions of higher learning while  
4 they exist.

5 We're at a point now at this the Board of  
6 Trustees, and being Trustees to this Board, we have  
7 a fiduciary responsibilities that require us to  
8 make hard decisions. Whether you want to make a  
9 hard decision or not, you've got to make those  
10 decisions, and we have to live by those decisions.  
11 I've been in business 22 years. I make decisions.  
12 I make money, I lose money, but the decision has to  
13 be made. We've come to a point now that this  
14 University cannot be left in limbo. We have kicked  
15 this can even more down the road on this  
16 evaluation, and we're here today, and my concern  
17 is, What's next.

18 It's not fair to you. And I think it is  
19 important we have to also understand; I think that,  
20 Dr. Mangum, you are a phenomenal talent as it  
21 relates to your vision and process in education,  
22 and then there's some areas that you're moving on.  
23 You've made some accomplishments, and I think there  
24 are others that could be made.

25 But we're at a point now for Florida A&M

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1 University, it's -- we can't wait until April and  
2 say, Well, let's make a decision on whether we can  
3 renew the contract or not. We can't wait until  
4 December. One, in being fair to you, this board  
5 needs to decide if we're going to renew or not  
6 renew. And even, again, with the ultimatum that,  
7 "no discussion on my contract", we're not at that  
8 point, but as I understand in your contract, either  
9 you're agreed three years or you don't.

10 There are a lot of decisions this Board must  
11 decide in what is the best interest of Florida A&M  
12 University and as we look at financial challenges,  
13 we've got to address those. There are internal  
14 challenges. There are external challenges. We all  
15 know no matter what we do, the press is going to  
16 have an opinion, and it may not. There are some  
17 students who are going to have an opinion, and it  
18 may not, but that's why there's the point for all  
19 of us to stand, and make the decision to be  
20 individuals, and to be part of a team, and make the  
21 decision of what is in the best interest of Florida  
22 A&M University.

23 I don't think this Board can leave here today  
24 without making a decision on whether your contract  
25 is going to be renewed or not be renewed. It is

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1 not in your best interest. It is not fair to you.  
2 It is not fair to this institution. And with the  
3 multitude of challenges that we keep seeing, we've  
4 got to be solid men and women and vote our  
5 conviction, and again, it has to be whether what we  
6 do is for Florida A&M University, and not about  
7 friendship or not about whatever this...

8 You and I have spent a lot of time. I have  
9 come to know you. I value you, I appreciate you,  
10 and I just wish more people had that personal  
11 conversation, because you and I have talked. And I  
12 don't believe that individuals should be unfair to  
13 you, but at the same time, there must be a matter  
14 of communication and respect that we give and that  
15 we get.

16 Having said all of that, Mr. Chairman, I move  
17 that this Board vote to either retain, or votes now  
18 and make a final decision on whether the contract  
19 of the President is going to be renewed, so we can  
20 get out of this minutia and mountain of molasses  
21 where nobody knows.

22 And Florida A&M is not going to be the great  
23 institution it can and must be if we aren't  
24 decisive, and whatever the decision is made, we  
25 need to move in the direction to make sure here,

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1           again, this institution is not continuing to have  
2           the challenges.

3           So, I so move that we have the vote up or down  
4           on whether the contract is going to be renewed  
5           today, and then from that vantage point, the board  
6           will decide where to go forth.

7           CHAIRMAN LAWSON: Trustee Dortch, could you  
8           phrase the motion for one or the other so that we  
9           can appropriately --

10          TRUSTEE CARTER: Mr. Chairman?

11          CHAIRMAN LAWSON: I'm sorry.

12          TRUSTEE DORTCH: All right. Then let me just  
13          bring it home. I move that the Board, at this  
14          time, vote to vote on renewal or rejection of the  
15          contract of the President, with roll-call vote;  
16          either "yay", in favor, or "nay", not in favor of  
17          the contract.

18          CHAIRMAN LAWSON: Understood. Does everyone  
19          understand the motion?

20          TRUSTEE WOODY: Second.

21          CHAIRMAN LAWSON: Motion has been made and  
22          properly seconded.

23          TRUSTEE LAWRENCE: Doesn't the Trustee have to  
24          choose one or the other for us to vote on?

25          TRUSTEE DORTCH: I'm just calling for a vote

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1 to renew or reject. So you need a motion.

2 CHAIRMAN LAWSON: So let's do this. For point  
3 of clarification -- and, you know, Attorneys,  
4 please correct me and keep me honest -- why don't  
5 we do one motion at a time? Why don't we divide  
6 that into two separate, so there's a hundred  
7 percent clarity?

8 So, Trustee Dortch, if you would accept the  
9 friendly amendment of whichever you prefer. Let's  
10 take the motion of renewal as a separate motion  
11 from the motion of nonrenewal, if that's acceptable  
12 to the body, just so we're clear on the two  
13 separate motions.

14 Does everybody understand?

15 TRUSTEE PERRY: Are we renewing the contract  
16 as is which provides for how long of a lift of the  
17 terms of the contract?

18 TRUSTEE MILLS: That's my question. We all  
19 know that we can't renew for three years, and we  
20 also know that the President could -- say we renew  
21 for one year, which is in line with the rest of the  
22 presidents with the State University System. So  
23 it's a little bit of a, you know, catch 22, because  
24 we know the Board of Governors won't approve the  
25 three-year contract.

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1           CHAIRMAN LAWSON: So let me go back to the  
2 original maker of the motion.

3           Trustee Dortch, would you clarify --

4           TRUSTEE DORTCH: Okay, for the sake of getting  
5 it on the floor, I move that the Board of Trustees  
6 not renew the contract of the President at this  
7 time.

8           TRUSTEE WOODY: Second.

9           CHAIRMAN LAWSON: Motion has been moved and  
10 properly seconded.

11          Are there any additional questions?

12          TRUSTEE LAWRENCE: Well, I definitely want  
13 some other people on the board to talk about this  
14 before we have a vote.

15          TRUSTEE DORTCH: Right.

16          TRUSTEE LAWRENCE: That's what I would hope  
17 for.

18          CHAIRMAN LAWSON: Okay, let's do this in as an  
19 organized a fashion as possible.

20          Trustee Carter?

21          TRUSTEE CARTER: It was to no fault of anyone  
22 here, but I was not here and had to leave early the  
23 last time to spend time with the folks in the  
24 emergency room. But at the last meeting, there was  
25 a vote, 12-0, to take no action on the contract.

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1           And as we stand now, I'm not trying to -- although  
2           I am a lawyer, I'm not practicing law, so make no  
3           mistake about it -- but as we stand now, we are in  
4           the process where the Board of Trustees voted 12-0  
5           to take no action on the contract, so in my mind  
6           there is no contract.

7           I mean, take it to its logical extension. On  
8           April, whatever that day is in April, the contract,  
9           all of that expires, so technically there is no  
10          contract. So what we should be dealing with is  
11          whether or not we want the President to continue in  
12          this capacity between now and -- and if I'm wrong  
13          or if I'm out there in Lala Land...

14          Well, I'm saying in the context that you've  
15          got a motion that was made, and that was passed by  
16          this Board, 12-0, to take no action on the  
17          contract. So now we need to be clear on what we're  
18          doing in terms of the context of this contract.

19          CHAIRMAN LAWSON: So there is question and  
20          there's discussion, so I'm going to ask legal  
21          counsel to approach the podium. I'll repeat it  
22          just for clarity, because that's a very strong  
23          point that Trustee Carter made. There was a  
24          motion, there was a vote taken at the May meeting  
25          that we would not entertain the contract

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1 discussion.

2 Based on the verbiage in the contract, by  
3 taking no action by June 30th, we are by default  
4 allowing the logical expiration of the contract to  
5 take place on April 1st?

6 ATTORNEY THOMAS: That is correct.

7 CHAIRMAN LAWSON: That is the vote that the  
8 Board took and passed unanimously. So what we're  
9 saying is we're trying to reverse that,  
10 technically, is what we're saying with this motion.

11 TRUSTEE CARTER: Really?

12 CHAIRMAN LAWSON: So my point is, I'm sorry,  
13 Matt. Let me restate that.

14 My point is to a large degree, unless everyone  
15 significantly disagrees, this issue has already  
16 been decided; meaning, we took the vote, we took  
17 the vote as a team in May to not take action on the  
18 contract. The way the legal document reads, if  
19 there is no action on the contract by June 30th,  
20 the contract moves to expiration on April 1st.

21 TRUSTEE CARTER: Right.

22 ATTORNEY THOMAS: Correct.

23 TRUSTEE WOODY: Mr. Chair, I would like to  
24 hear from the attorney.

25 ATTORNEY THOMAS: That's correct. The

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1 contract is through April, 2017. You moved not to  
2 take any action, so it expires by its logical terms  
3 on April 17th; I mean, April, 2017.

4 TRUSTEE MILLS: That doesn't remove the option  
5 of ours.

6 ATTORNEY THOMAS: No, it doesn't remove your  
7 option. It does not remove your option but that's  
8 the point --

9 TRUSTEE DORTCH: Under that contract.

10 ATTORNEY THOMAS: Right.

11 TRUSTEE DORTCH: That contract has its  
12 provisions.

13 ATTORNEY THOMAS: Right.

14 TRUSTEE DORTCH: By us not taking an action in  
15 that contract avails as the legal document on the  
16 relationship now, which means, if I'm not mistaken,  
17 there would have to be an action to come with a new  
18 negotiation to replace that document; otherwise,  
19 that document defines what action has been done and  
20 what will happen come April; is that correct?

21 ATTORNEY THOMAS: That's correct.

22 TRUSTEE DORTCH: So if nothing else is done,  
23 that's a fit to complete, right?

24 ATTORNEY THOMAS: Yes.

25 TRUSTEE DORTCH: Okay.

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1 TRUSTEE PERRY: So his motion...

2 TRUSTEE DORTCH: So my motion is really  
3 invalid.

4 CHAIRMAN LAWSON: It is.

5 So for clarity -- I see some questioning faces  
6 around the room -- I'll restate it and I'll be  
7 repetitive. The Board took a vote in May of no  
8 action. The legal stipulation in the contract  
9 states if we don't take an action by June 30th, the  
10 contract runs its normal life, which is April 1st.  
11 So we've covered that situation. So the question  
12 becomes, are there other actions around the  
13 contract that we want to take?

14 TRUSTEE CARTER: Mr. Chairman, I would submit  
15 to you that whatever action -- whatever action we  
16 take would not be pertaining to that contract,  
17 because that contract, based upon the terms of that  
18 contract, the action the Board would have had to  
19 take on that contract expired in June. You took  
20 the action.

21 CHAIRMAN LAWSON: Yes.

22 TRUSTEE CARTER: You took the action. The  
23 action you chose to take was no action and let it  
24 expire.

25 Now, going forward, if we want to do anything,

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1 we have to deal with a totally new environment and  
2 that environment is not based on that contract.  
3 That contract is self-executing and says if the  
4 vote -- if we take no action, it expires in April.

5 CHAIRMAN LAWSON: That, in my opinion, which  
6 is not a legal opinion but --

7 ATTORNEY THOMAS: That's correct.

8 CHAIRMAN LAWSON: So the only motion at this  
9 point that we could entertain would be an extension  
10 beyond April?

11 TRUSTEE CARTER: Actually, no. We can't do an  
12 extension. We would have to do a whole new  
13 contract.

14 CHAIRMAN LAWSON: A whole new contract. I  
15 stand corrected.

16 ATTORNEY THOMAS: Right.

17 CHAIRMAN LAWSON: So at this point, I'll go  
18 back to the maker of the motion. With the clarity  
19 that we received and not to be repetitive, we know  
20 where we stand. The motion itself, Trustee Dortch,  
21 could not move forward given our previous action on  
22 this contract.

23 TRUSTEE DORTCH: Then, first, Mr. Chair, I  
24 withdraw the motion. And at this point, I think  
25 this Board needs to decide what is the action going

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1 forward as a Board of Trustees.

2 If, in fact, at this point the contract that  
3 Dr. Mangum defines what happens in terms of -- and  
4 if I remember, has a tenured position and some  
5 other things in that contract.

6 General Counsel, do you have those provisions  
7 that you can share with us that says, what the  
8 Board is looking at first? I think that's  
9 important as what to what are the requirements of  
10 the Board going forward, to April and beyond.

11 TRUSTEE PERRY: Mr. Chair?

12 CHAIRMAN LAWSON: Yes, question.

13 TRUSTEE PERRY: I'll let her do it.

14 CHAIRMAN LAWSON: Attorney Thomas, could you  
15 please share -- let's just try and answer the  
16 question in kind of a bullet point fashion, because  
17 I think we all know generally what is included  
18 around the President's contract, around  
19 compensation and benefits, but please summarize.

20 ATTORNEY THOMAS: What specifically is your  
21 question, Trustee Dortch?

22 TRUSTEE DORTCH: Having not taken action, what  
23 are the provisions or obligations that this board  
24 has in fulfilling the fulfillment of our  
25 obligations to the President, as it relates to the

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1 go forth? Is there a financial obligation we have;  
2 that is, come April, what is the obligation of this  
3 Board? Come April, now that this contract has, as  
4 it says, expires? What happens after that? Is  
5 there a tenured position?

6 ATTORNEY THOMAS: Yes, there is. In  
7 paragraph 13 of the contract, there is a sabbatical  
8 and post-presidential faculty position obligation,  
9 and the specific terms says that it expires by its  
10 natural expiration or life. Then, the President is  
11 entitled to, you know, certain provisions. It also  
12 defines what the post-presidency faculty provision  
13 is and what the compensation is related to that.  
14 It's 90 percent of the final base salary, et  
15 cetera.

16 But these are all, you know, post-tenure or  
17 post -- I'm sorry -- post-termination provisions,  
18 but it's also set forth in paragraph 13, which  
19 specifically defines all terms and conditions  
20 surrounding that.

21 So the President is entitled to a sabbatical,  
22 as set forth in paragraph 11.2. The President is  
23 also entitled to, again, post-presidential faculty  
24 tenured position. It sets forth the terms of  
25 payment. The faculty position of course doesn't

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1 include any senior, executive or administrative  
2 appointment.

3 Is there anything else that you need to know?

4 CHAIRMAN LAWSON: Trustee Dortch, did we  
5 answer your question?

6 TRUSTEE DORTCH: Yeah. I think what needs to  
7 be determined here by this Board and with  
8 Dr. Mangum, that either there is a chair and the  
9 special committee sits in. We have a board meeting  
10 coming up in September. There needs to be some  
11 conversation or decisions, as to, under the current  
12 conditions, there should be understanding going  
13 from now to April 1 is plan A; if there is any  
14 further negotiation, then that's a plan B.

15 But I think this Board needs to decide today  
16 how we move, because it's just as important to me  
17 whether their new negotiations or whether this  
18 contract expires in April. If we are fair to, as I  
19 said, Dr. Mangum; that she cannot be in limbo and  
20 this University can't be in limbo. We know now, as  
21 it stands in April, we won't have a president,  
22 unless there are new negotiations and decisions.

23 So we will not be responsible if we don't have  
24 a go forth plan on what happens come April. I just  
25 throw that out. As Trustee Lawrence knows, we need

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1 to discuss and we need to be clear on what are we  
2 doing and what will happen.

3 CHAIRMAN LAWSON: So Reed and then Trustee  
4 Lawrence.

5 TRUSTEE REED: What are the bylaws, from a  
6 governance standpoint, from the Board? Is there  
7 any requirements for us to take some specific  
8 action at some specific timeline?

9 ATTORNEY THOMAS: There's no specific, no, not  
10 in your operating procedures.

11 Like I said, the term of the contract is for a  
12 set period of time, which was for three years. If  
13 you take no action, it expires by its natural  
14 terms. As a Board, you can always -- if both  
15 parties agree -- amend the contract. So if  
16 somebody wanted to amend that particular provision,  
17 they could do that as well as a board. If you  
18 allow it to expire by its natural terms because you  
19 took no action, then you would have to negotiate,  
20 say, a new contract, if you choose not to --

21 TRUSTEE REED: So my understanding is, from my  
22 perspective, there are many options and that's  
23 what's being discussed. And I think it's very  
24 tough to come to a decision with so many different  
25 options and perspectives. I think it is probably

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1 important to have the Presidential Evaluation  
2 Committee basically take the action of coming back  
3 to the full Board of Trustees with a recommendation  
4 that we can then take some action on. It's tough  
5 for me to get a sense of what are the different  
6 areas that we're going to make some decision on  
7 here today, just based on the discussion we're  
8 having right now.

9 CHAIRMAN LAWSON: Trustee Lawrence?

10 TRUSTEE LAWRENCE: So, this builds upon what  
11 both Trustees have said. I think is it unhealthy  
12 for this University to be in limbo, and that's what  
13 I think is at stake here.

14 If the President is not to be recontracted, if  
15 she's got going to be here, we have a University  
16 that is already feeling some pain from the sternum  
17 grind that is going on here; the attention we've  
18 gotten, some of which we wouldn't particularly  
19 like.

20 CHAIRMAN LAWSON: Right.

21 TRUSTEE LAWRENCE: That hurts every way,  
22 including raising money, including doing all of the  
23 things -- raising enrollment -- all of the things  
24 we would like to do.

25 This is not going to be -- we're not in the

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1 position where recruiting is going to be simple and  
2 easy. If she is to depart, we will need a  
3 successor. There can be several kinds of  
4 successors, in my estimation, but all of them will  
5 have "president" in the name. And in order --  
6 just, what we're talking about today is not today  
7 until the end of April. I think we're talking  
8 about longer term future of Florida A&M University  
9 and what's the best spot. If we simply here leave  
10 it here in limbo and we haven't decided anything,  
11 the sequence in my view is simply, we won't get out  
12 of this until we make a decision.

13 I realize in de facto we kind of made a  
14 decision, perhaps, from April 30th on, but there's  
15 an awful lot of time between now and April 30th,  
16 and we'd better have our act together to decide if  
17 that's to be the decision or how do we conduct the  
18 process for next -- whatever next might be -- in a  
19 way that begins to give comfort to those who love  
20 this place and our students at this place and teach  
21 at this place. I don't think we can simply leave  
22 it here.

23 CHAIRMAN LAWSON: We can't.

24 TRUSTEE WOODY: Chair? Let me echo in  
25 agreement with what Trustee Lawrence is saying.

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1 But one thing: Let's be honest with ourselves.  
2 Every one of us sitting on this Board, and I dare  
3 say the community at large, understand that this  
4 relationship is not working. We know why it's not  
5 working. We've articulated our thoughts during the  
6 evaluation. I haven't changed my opinion about --  
7 and I have all due respect for Madam President, but  
8 my opinion hasn't changed. There are communication  
9 issues, transparency issues; that is not going to  
10 change, and I think that in all due respect to the  
11 President, she has drawn a line in the sand.

12 I understand very clearly what my  
13 responsibility is as a Trustee is, and every one of  
14 us sitting on this Board is the President's boss,  
15 and I would dare to say the majority of us have the  
16 same opinion that this relationship is not working,  
17 so we're belaboring the point. We need to make a  
18 decision, and we need to move on.

19 TRUSTEE PERRY: You know, one of the things I  
20 had hoped for after this evaluation and after  
21 hearing the President speak earlier this morning,  
22 that when she gave her wonderful report, that there  
23 seems to be an atmosphere of optimism and hope.  
24 And when the President made her comments, and in  
25 the spirit that at least I, and I thought most of

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1 the Board members in their evaluation were, the  
2 good things she has done and the things that needed  
3 improvement, but instead of taking it in the spirit  
4 that it was given, it appears to be that there was  
5 a gauntlet that was thrown down.

6 I can't speak for every board member, but most  
7 of you I've gotten to know over the last couple of  
8 months; did that evaluation in the spirit of trying  
9 to improve things here at Florida A&M University.  
10 I had hoped we could continue and at some point  
11 move FAMU forward, but unfortunately, I think we're  
12 going to have to come to some decision now and not  
13 kick this can down the road.

14 Hope just left the room.

15 TRUSTEE MILLS: So with that, I think I can  
16 still make a motion for an action so that we are  
17 trying to get to a decision; is that correct?

18 ATTORNEY THOMAS: Okay.

19 TRUSTEE MILLS: So I would like to make a  
20 motion that this Board look to actually amend the  
21 contract with Dr. Mangum for one year with the  
22 provision that we include an executive coach in  
23 that process, and I'll end it there. I have a  
24 whole bunch of other things to say.

25 CHAIRMAN LAWSON: So that is your motion,

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1 Trustee Mills?

2 TRUSTEE SMITH: Second.

3 CHAIRMAN LAWSON: Motion has been moved and  
4 properly seconded. Let's do a roll call vote.

5 I'm sorry, Attorney Thomas?

6 ATTORNEY THOMAS: Also, note that Dr. Mangum  
7 has to agree to the amendment of the agreement.

8 TRUSTEE MILLS: Yes, provided that she agrees  
9 with it.

10 ATTORNEY THOMAS: Right.

11 CHAIRMAN LAWSON: You're saying --

12 ATTORNEY THOMAS: No, I'm just making it  
13 clear. You can make the motion and vote on it, and  
14 it can be approved, but Dr. Mangum still has to  
15 agree.

16 CHAIRMAN LAWSON: Ladies and gentlemen,  
17 because all of these conversations have been  
18 lightening rod issues, I ask that we do a roll call  
19 vote, just so we're really clear on who supports.

20 The motion on the floor and I will restate it  
21 for clarity -- Trustee Mills, challenge me on the  
22 clarity -- and that is to extend the one-year  
23 contract to Dr. Mangum, correct?

24 TRUSTEE MILLS: Yes, provided --

25 CHAIRMAN LAWSON: Provided she agrees with the

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1 amendment and executive coaching. That is the  
2 motion and it's been properly seconded.

3 TRUSTEE CARTER: We're in discussion?

4 CHAIRMAN LAWSON: Yes.

5 TRUSTEE CARTER: I think in lieu of where we  
6 are, we're in a 12-0 vote to take no action.

7 This motion would require us to immediately  
8 negotiate a contract, kind of like in the dark. So  
9 for that reason, I have to vote no, and the  
10 intentions are well, but I think it's inappropriate  
11 based on where we are.

12 TRUSTEE WASHINGTON: Comment?

13 CHAIRMAN LAWSON: Okay, we're in the comment  
14 phase, so let's just entertain comments before we  
15 take the vote.

16 So Trustee Washington and then Trustee  
17 Lawrence.

18 TRUSTEE WASHINGTON: I have been listening  
19 very thoughtfully to the number of conversations  
20 around the table and, you know, this is a  
21 relationship issue, but outside of that, there's a  
22 big world that is depending on us to make the best  
23 decision that we can, and be as thoughtful as we  
24 can, in spite of personality. I don't like  
25 everybody that I work for, but that doesn't mean

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1           that they're not qualified, and so when we start --  
2           when we look at the evaluation, the substantive  
3           metrics were met. The relationship is an important  
4           major issue.

5           So I think about that and then I think about  
6           April 1st. What happens April 1st? We have SACs  
7           reaccreditation coming up. We have work plan  
8           metrics we need to meet or we're going to lose  
9           performance funding. We have athletics compliance  
10          issues we have to deal with in the very near term.  
11          And we have it in the middle of legislative  
12          session. So where does that put us in the ability  
13          to advocate for the best interest of FAM when we're  
14          in the middle of, you know.

15          It will be even more troubling state, I  
16          believe, if we are dealing with all of these  
17          transition points at one time. So given that, I  
18          would second, or I agree with Trustee Mills in  
19          that, you know, we all need coaching and --  
20          everybody could probably use some coaching.  
21          Whether or not we're amenable to that is obviously  
22          a different discussion, but to just say -- to just  
23          dismiss it, as this qualified, strong person to  
24          just say, "We're going to let you go because we  
25          don't like you;" I don't think that puts us in the

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1 best position.

2 CHAIRMAN LAWSON: I'm sorry. Let's keep  
3 order.

4 Trustee Lawrence and Trustee Smith.

5 TRUSTEE LAWRENCE: I don't think it's a  
6 question of like or not like. I like Dr. Mangum a  
7 whole bunch, and I have actually spent a  
8 significant amount of time -- is that fair -- and I  
9 think she has many, many good qualities. I, also,  
10 in using the word "substantive", I think the  
11 relationship issues are substantive issues.

12 I also don't think that it's a matter of, from  
13 my vantage point, it's not a matter of  
14 renegotiating the contract, but whether the  
15 President would accept it under the present terms  
16 for another year. I don't think we want to be into  
17 a renegotiation.

18 Having said that, I have lived my whole life  
19 believing in redemption. I would vote for her,  
20 what Trustee Mills suggests. I work hard to be one  
21 of those like the rest of us to make it work. I'm  
22 not stunningly saying, at age 74, that it will be,  
23 but I'll give it the benefit of the doubt. I do  
24 believe in redemption. Whatever it is, we've got  
25 to go forward with this University so that the

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1 University is protected and we're not squabbling  
2 over various things. I realize this is more than a  
3 squabble, but I think the health and the light and  
4 the future of the University are at stake.

5 CHAIRMAN LAWSON: Sure. Trustee Smith?

6 TRUSTEE SMITH: Thank you. I just want to  
7 urge all of the Trustees to just be mindful of who  
8 your vote directly affects, and that is the  
9 student. Dr. Mangum has supported us and has  
10 fought for us, regardless of any circumstances, and  
11 because of that, that is why I second the vote.

12 And also, remember, who is the direct -- who  
13 are the stakeholders who are directly affected.  
14 Again, those are the students. We cannot base our  
15 decisions -- a major decision on this amount on  
16 personal relationships. Sometimes self-reflection  
17 is important as well. And sometimes it might be  
18 us. It might not always be that other person. How  
19 we respond to others is what's given reciprocity,  
20 and that is something that we need to be mindful  
21 of.

22 CHAIRMAN LAWSON: Thank you, Trustee Smith.

23 TRUSTEE CARTER: Mr. Chairman? What this  
24 motion does, please understand what you're doing.

25 If you vote for this motion, what you're

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1 saying is let's put ourselves in the same place  
2 next year as we are now, and that's crazy.

3 CHAIRMAN LAWSON: Ladies and gentlemen, let me  
4 try to bring it to a close, because we do want  
5 to --

6 TRUSTEE SMITH: I just have a question.  
7 Wouldn't we be in the same position that we are in  
8 now next year, because it's just a one-year  
9 extension?

10 TRUSTEE MILLS: And the assumption is that  
11 nobody can improve themselves.

12 CHAIRMAN LAWSON: Let me remind you of a  
13 couple of things, and we need to do a roll call  
14 vote, because this is a bit of an emotional issue,  
15 right?

16 Ladies and gentlemen, we're about to take a  
17 vote that comes close to superseding the vote that  
18 we've already taken. We're about to take a vote on  
19 an issue with the President that refused to  
20 negotiate with us after we asked for a 45-day  
21 extension. I'm not going to give you my opinion,  
22 my vote yet, until we take the roll call vote, but  
23 please, have those things in mind as you go  
24 through. Because this is an important vote.

25 You've heard points of views on both sides of

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1 the issue. We're going to take a roll call vote so  
2 everybody has their individual perspective.

3 TRUSTEE REED: Trustee, can we -- I think  
4 according to the legal document Dr. Mangum has to  
5 respond on whether she would accept a proposal like  
6 that she has.

7 ATTORNEY THOMAS: Understanding the vote would  
8 still have been subject to Dr. Mangum's approval,  
9 because the contract affirms that in order to amend  
10 the contract, both parties have to agree.

11 CHAIRMAN LAWSON: So we can take the motion  
12 with knowing that it has to still be agreed to, or  
13 we can take the vote knowing that it has to be  
14 ultimately agreed to by Dr. Mangum.

15 TRUSTEE REED: That's what I would like.  
16 Really, I'm trying to get Dr. Mangum her thoughts  
17 on what is being placed on the floor. What is her  
18 thoughts/feedback?

19 PRESIDENT MANGUM: As stated before, when  
20 you're talking about negotiation approval or not, I  
21 said I'm always available to work with FAMU.  
22 That's what I've always said.

23 TRUSTEE LAWRENCE: I couldn't hear the last  
24 part of what she said.

25 PRESIDENT MANGUM: They turned down my mic. I

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1           said I'm still committed to working to fulfill the  
2           goals of FAMU, even if it's for one more year.

3           CHAIRMAN LAWSON: So we've heard from Madam  
4           President. Are there any other comments or  
5           questions before we call the vote?

6           ATTORNEY THOMAS: And I have just one  
7           question. I wanted to make sure that it's based on  
8           the same terms and conditions that are in  
9           agreement, just for clarification purposes.

10          PRESIDENT MANGUM: I don't think we can make  
11          that determination at this point. The Board has  
12          obtained outside counsel to negotiate this  
13          contract, as have I.

14          ATTORNEY THOMAS: Okay.

15          CHAIRMAN LAWSON: Okay. So we are ready,  
16          Attorney Barge-Miles? Can you do a roll call  
17          vote, please?

18          ATTORNEY BARGE-MILES: Trustee Carter?

19          TRUSTEE CARTER: No.

20          ATTORNEY BARGE-MILES: Trustee Dortch?

21          TRUSTEE DORTCH: No.

22          ATTORNEY BARGE-MILES: Trustee Grable?

23          TRUSTEE GRABLE: No.

24          ATTORNEY BARGE-MILES: Trustee Lawrence?

25          TRUSTEE LAWRENCE: Yes.

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1 ATTORNEY BARGE-MILES: Trustee Lawson?

2 CHAIRMAN LAWSON: No.

3 ATTORNEY BARGE-MILES: Trustee Mills?

4 TRUSTEE MILLS: Yes.

5 ATTORNEY BARGE-MILES: Trustee Moore?

6 TRUSTEE MOORE: No.

7 ATTORNEY BARGE-MILES: Trustee Perry?

8 TRUSTEE PERRY: No.

9 ATTORNEY BARGE-MILES: Trustee Reed?

10 TRUSTEE REED: Yes.

11 ATTORNEY BARGE-MILES: Trustee Smith?

12 TRUSTEE SMITH: Highly in favor, yes.

13 ATTORNEY BARGE-MILES: Trustee Washington?

14 TRUSTEE WASHINGTON: Yes.

15 ATTORNEY BARGE-MILES: Trustee Woody?

16 TRUSTEE WOODY: No.

17 ATTORNEY BARGE-MILES: Seven nos; six

18 yesses -- no, five yesses.

19 CHAIRMAN LAWSON: The vote -- the motion does  
20 not carry. The motion failed; 5 to 7.

21 TRUSTEE CARTER: Mr. Chairman?

22 CHAIRMAN LAWSON: Yes.

23 TRUSTEE CARTER: Here's what we're talking

24 about. We're not talking about extending the

25 contract. We're talking about making a new

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1 contract. The old contract, based upon the action  
2 last time, it's already fatal complete. What we're  
3 talking about now is the new contract or no  
4 contract. And that's why I say, let's make sure we  
5 know what we're talking about when we're dealing  
6 with this.

7 CHAIRMAN LAWSON: So, Trustee Mills, I  
8 believe, unless you have an alternative motion,  
9 then obviously the motion dies due to lack of  
10 support; 5 to 7 in favor.

11 You know, I don't want to belabor the point.  
12 If there are not any other points of view then  
13 where we stand today is the contract expires in  
14 April.

15 TRUSTEE CARTER: I have a motion to make; that  
16 we open the process for seeking a new president for  
17 Florida A&M University.

18 CHAIRMAN LAWSON: There is a motion on the  
19 floor. There is a motion on the floor stated by  
20 Trustee Carter.

21 TRUSTEE WOODY: Second.

22 CHAIRMAN LAWSON: Motion has been moved and  
23 properly seconded.

24 Questions? Trustee Lawrence, and then Trustee  
25 Dortch?

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1 TRUSTEE LAWRENCE: If the import of what the  
2 vote has just been, has been that her contract will  
3 not be renewed even for one year, do we not have an  
4 obligation to begin the process of trying to figure  
5 out what's next in the interest of this University?

6 TRUSTEE WOODY: Yes.

7 CHAIRMAN LAWSON: So, continued discussion.  
8 Point of view well-taken by Trustee Lawrence, but I  
9 believe that's what Trustee Carter was suggesting.

10 TRUSTEE CARTER: That's the whole point of it.  
11 We don't have a contract. Think about it. We  
12 don't really have a contract. The contract  
13 expired. I think Dr. Mangum will agree with, is  
14 that right now, we don't have a contract. In order  
15 to hire Dr. Mangum, we're going to need to put out  
16 that we're looking for a new president. We just --  
17 the motion to extend, that contract expires. So  
18 here's where we are. We're a University looking  
19 for a president effective April 1 or whatever that  
20 date is.

21 CHAIRMAN LAWSON: Let's stay with the motion.  
22 We're in the discussion phase. Are there other  
23 points of view on this motion?

24 TRUSTEE DORTCH: Mr. Chairman, I think the  
25 situation again on what's being proposed, there

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1 needs to be better structure. And as I stated  
2 multiple times, what we do has also got to be fair  
3 to Dr. Mangum as well. My reservations before was  
4 when this came up, we've got to start new  
5 negotiations. We've got to get attorneys in and  
6 all of that.

7 Then, you know, I thought that first motion  
8 was to extend by one year the existing contract,  
9 and provides for a coach, but then when comments  
10 that we had attorneys and start negotiations and  
11 all of that, is one of the problems I had was  
12 support in that motion. I think now it leaves no  
13 structure. Because we're just as much, to start a  
14 search -- say we're going to start a search, we're  
15 still in this situation of having to deal with  
16 issues. And just like they say about the president  
17 and others, if you have a, quote -- (inaudible) --  
18 then that hurts her effectiveness or anyone's  
19 effectiveness to move if you're in that limbo and  
20 in that status.

21 So I would -- I cannot support this motion.  
22 Either this board needs to be decisive and needs to  
23 take the actions saying that either, in favor to  
24 Dr. Mangum, she shouldn't be sitting around here  
25 doing the things, when in fact, this Board's action

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1 has said we're not renewing your contract. There  
2 either needs to be an approach of her having,  
3 quote, immediate administrative leave to do what  
4 she wants to do with her life, to look. And I'm  
5 sure that the one thing is, there will be plenty of  
6 places that want her services, and in fairness to  
7 her, she shouldn't have to be around because I know  
8 if I was in the situation, I wouldn't want to be  
9 around any of you either, if you rejected me -- and  
10 I'm just being real keeping it real.

11 So either, if this motion does not carry,  
12 there needs to be an approach for administrative  
13 leave and there be immediately an interim; that we  
14 be clear, and we must be clear on whether six  
15 months or a year, whatever it takes. Because we  
16 need to know who we expect to be and when we,  
17 quote, grow up, or we get grown again, because  
18 right now we're not grown as a family, and we need  
19 to be clear on that.

20 And we need to be clear, what is it that we're  
21 looking for? I wasn't here for the search. What  
22 am I looking for? Because you won't find a  
23 Superman or Superwoman, and you're not going to  
24 find God. So we have to be clear and we have to  
25 make sure we take the time to get to that point.

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1           So with all of that said, I would speak  
2           against this motion and see that we have to be  
3           decisive and we have to be fair in whatever  
4           decisions are made by this Board.

5           TRUSTEE CARTER: Mr. Chair?

6           CHAIRMAN LAWSON: Trustee Carter?

7           TRUSTEE CARTER: Let's turn the temperature  
8           down a little bit and put on our intelligence for a  
9           moment.

10          First of all, we don't have a contract. That  
11          contract is expired. Dr. Mangum will serve as  
12          president through April and that's it. We've  
13          already made that decision. Where we are now is,  
14          who is going to be president, or will we have a  
15          president, or interim president, effective in April  
16          when her contract expires? We can't twiddle our  
17          thumbs. We've got to do something.

18          So my suggestion, open the process up because  
19          it's going to take some time to get a new  
20          president, or to renew the contract, or try to get  
21          Dr. Mangum back here. That renewal fails. That  
22          renewal fails.

23          Secondly, we had the motion in May to take no  
24          action. That contract is gone, y'all. We can't  
25          fall in love with that; that's gone. Here's where

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1 we are now. As we sit here today, Florida A&M  
2 University has a president through April of next  
3 year. That's it. Now this, since 1881, we have to  
4 go beyond April of next year. In order to go  
5 beyond April of next year, we got to trust -- we've  
6 got to make an important -- (inaudible) -- we've  
7 got to make a decision. Who is going to be the CEO  
8 or are we going to have a CEO, for this University  
9 come effective in April, or are we going to have an  
10 interim president?

11 That is the only decision. You can vote the  
12 motion up or down, and let's pray, but the question  
13 remains, who will be leading this University as  
14 CEO, effective in April, when Dr. Mangum's contract  
15 expires?

16 I'm just trying to advance it to where we can  
17 at least stand up and say, This is where we are,  
18 and this is where we're going. There's no option  
19 to saying we can't do anything. We have got to do  
20 something.

21 CHAIRMAN LAWSON: Agreed.

22 So Trustee Carter, point well-taken. Trustee  
23 Dortch, points well-taken. And points well-taken,  
24 Trustee Lawrence.

25 TRUSTEE LAWRENCE: Having said that, I think

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1 Trustee Dortch has a really important point. What  
2 happens in the interim? And it's a long time  
3 between now and April.

4 Maybe this discussion can be, should be, held  
5 in September when we have a board meeting, but I  
6 think with some alacrity we will need to move  
7 towards this decision, frankly, for the reasons  
8 that you express, including what's right and fair  
9 with Elmira Mangum.

10 What's fair to Dr. Mangum here? What would  
11 she like? Maybe if we wait until September to make  
12 that, wiser people, smarter people, more elevated  
13 people can have that conversation and come up with  
14 something that is honorable, humane, decent, and  
15 protects the interest of this University.

16 TRUSTEE CARTER: Mr. Chairman, I will gladly  
17 review my motion, but I'm telling you, we've got to  
18 do something. We can't do nothing.

19 CHAIRMAN LAWSON: Agreed. So Trustee  
20 Washington and then Trustee Perry.

21 TRUSTEE WASHINGTON: Just to build on the  
22 comment that you would think that in the interim or  
23 up until April, we need to have, as a group or as a  
24 subgroup, come up with some clear expectations and  
25 deliverable so that nobody is in the lurch and

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1           everybody is on the same page and understands these  
2           are -- this is where we are now and this is where  
3           we expect to be; these are the deliverables that we  
4           expect to see between now and then. This is a  
5           relationship we're going to have. Just, I think we  
6           need to be very clear, especially if we start to do  
7           a search as, to how that process is going to work  
8           and how that relationship is going to work so that  
9           everybody understands what lane we're supposed to  
10          be in and can move forward in a thoughtful manner.

11           TRUSTEE WOODY: Agreed.

12           CHAIRMAN LAWSON: Trustee?

13           TRUSTEE PERRY: We do have an Executive  
14          Committee, correct, Mr. Chair?

15           CHAIRMAN LAWSON: We actually have not  
16          utilized our Executive Committee. We have always  
17          done individual committee meetings, and then the  
18          Board as a whole, not used the executive committee.

19           TRUSTEE PERRY: Well, some committee needs to  
20          come up with some path forward so we can look at  
21          all of the options in September. Right now, I  
22          don't think we are in the position to look at any  
23          options at this particular time. They need to be  
24          well thought out, and either an executive committee  
25          on committee especially formed for that should look

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1 at available options.

2 CHAIRMAN LAWSON: Well, I think at this  
3 point -- I was just conferring with the  
4 President -- we do have a Governance Committee that  
5 this issue could be referred to.

6 TRUSTEE CARTER: Mr. Chairman, in lieu of that  
7 I would -- we do need to move forward, and I wanted  
8 to move forward in a manner where everyone gets to  
9 be heard. I withdraw my motion. It was in  
10 September, but I'm just saying, don't fool  
11 yourselves.

12 Where we are now is Florida A&M University has  
13 a president until April. That's when that contract  
14 expires, that's it. So we've got to make  
15 decisions, and if we're going to push it to  
16 September, as Trustee Washington says, we have to  
17 put in all of the terms and conditions going  
18 forward in a presidential search. So if that's  
19 what the Board wants to do --

20 CHAIRMAN LAWSON: I'm sorry. Trustee Grable,  
21 yourself, and then Trustee Lawrence.

22 TRUSTEE GRABLE: I would like to also refer  
23 back to Trustee Dortch's comment, and I thought I  
24 interpreted your comments to suggest that this is  
25 much more immediate than maybe the Board is even

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1           considering, and I think it's only fair to  
2           Dr. Mangum, but it has to be fair to the  
3           enterprise.

4           CHAIRMAN LAWSON: Trustee Reed and then  
5           Trustee Lawrence?

6           TRUSTEE REED: I don't think it's pushing it  
7           out until September. I think it is really going  
8           back and doing a thoughtful discussion in  
9           collaboration with Dr. Mangum, to understand what  
10          will be the strategy moving forward. I don't think  
11          we can start just taking action. We've got to  
12          figure out what the strategy is, and what Trustee  
13          Washington was saying as well; all of the nuances  
14          and things that are at stake here moving forward  
15          and what that decision will imply.

16          So I think our special committee, governance  
17          committee; someone has to take a lead in doing that  
18          and accelerate the timeline on the expectation of  
19          when the report back should be.

20          CHAIRMAN LAWSON: Okay. Trustee Lawrence and  
21          then back to Trustee Smith.

22          TRUSTEE LAWRENCE: Well, basically I say Amen,  
23          but what I think is that Dr. Mangum needs to be  
24          involved in that conversation. That's how  
25          civilized people do it in the world, and to be

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1           unfair to her and not to see what she's thinking.  
2           And frankly, it might be healthy for us to -- I'm  
3           not kicking the can down the road, but it might be  
4           healthy for us to take a small breather, let some  
5           folks have some conversation, come back here in  
6           September and see if we have a path forward, and if  
7           it makes sense for the institution, the President,  
8           the Board, and so forth and so on.

9           CHAIRMAN LAWSON: Trustee Smith and then back  
10          to Trustee Dortch.

11          TRUSTEE SMITH: I agree as well. I also  
12          believe that we need to create a space for students  
13          so that we can have the student input; just so we  
14          know what students want and how this will directly  
15          affect us, because most students do not know and  
16          they need to know the process, and they need to  
17          know what is expected and the terms and agreements  
18          that come with a new president.

19          TRUSTEE DORTCH: Mr. Chair, I think rather  
20          than just passing this on to the Governance  
21          Committee and not having a chair here to have a  
22          complete content of these discussions -- you did  
23          withdraw your motion?

24          TRUSTEE CARTER: Yes, I did.

25          TRUSTEE DORTCH: I move that the Chair appoint

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1 a special task force from this board, to include  
2 our student representative, to sit with Dr. Mangum  
3 and have discussions about a way forward, and that  
4 plan of action comes to this board in the September  
5 Board meeting for a final decision on what that  
6 blueprint will look like.

7 TRUSTEE LAWRENCE: I second the motion.

8 CHAIRMAN LAWSON: Motion has been moved and  
9 properly second. Are there discussion points?  
10 None?

11 All those in favor?

12 (All answer in the affirmative.)

13 CHAIRMAN LAWSON: Motion carries.

14 So, moving forward, we will establish this  
15 said committee that will include student  
16 representation and faculty representation.

17 TRUSTEE DORTCH: And faculty, also.

18 CHAIRMAN LAWSON: And faculty representation.  
19 Okay? So I believe, unless I'm missing something,  
20 that we are closing the discussion on this issue.

21 TRUSTEE CARTER: Just one thing, Mr. Chairman.  
22 I may not be able to make the meeting, so as you  
23 appoint folks for that committee, just don't  
24 appoint me to it, because I don't know if I could  
25 be able to make the meeting health-wise.

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1           CHAIRMAN LAWSON: Understood. Thank you,  
2           Trustee Carter.

3           At this point, we will take a break for lunch  
4           and return from lunch and engage in discussion on  
5           strategic planning.

6           Okay. Ladies and gentlemen, what we're going  
7           to do, due to some of the discussion around the  
8           President and the future, we're going to hold on  
9           the discussion on the strategic plan until  
10          September, so that we can tackle not only the  
11          President and the future, but the statistic plan at  
12          the same time. So technically, the meeting is  
13          adjourned.

14                 (Meeting adjourned.)

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## 1 REPORTER CERTIFICATE

2

3 STATE OF FLORIDA )

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6 I, YVONNE LaFLAMME, FPR, Court Reporter,  
7 certify that I was authorized to and did  
8 stenographically report the foregoing proceedings; that  
9 a review of the transcript was not requested; and that  
10 the transcript is a true and complete record of my  
11 stenographic notes.

12

13 I FURTHER CERTIFY that I am not a relative,  
14 employee, attorney or counsel of any of the parties, nor  
15 am I a relative or employee of any of the parties'  
16 attorney or counsel connected with the action, nor am I  
17 financially interested in the action.

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19 DATED this 31st day of August, 2016.

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YVONNE LaFLAMME, FPR  
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