STATE OF FLORIDA
FLORIDA A&M UNIVERSITY

IN RE: SPECIAL COMMITTEE
ON GOVERNANCE

COMMITTEE MEMBERS:
TRUSTEE TORY ALSTON
TRUSTEE LUCAS BOYCE
TRUSTEE BETTYE GRABLE
TRUSTEE TONNETTE GRAHAM
TRUSTEE KELVIN LAWSON
TRUSTEE RUFUS MONTGOMERY
TRUSTEE SPURGEON McWILLIAMS
TRUSTEE KIMBERLY MOORE
TRUSTEE BELINDA SHANNON
TRUSTEE CLEVE WARREN
TRUSTEE KARL WHITE
TRUSTEE ROBERT WOODY

DATE: TUESDAY, JUNE 21, 2015
TIME: COMMENCING AT: 8:40 a.m.
       CONCLUDING AT: 10:33 a.m.
LOCATION: FLORIDA A&M UNIVERSITY
           BAND REHEARSAL HALL
REPORTED BY: YVONNE LAFLAMME, FPR
             COURT REPORTER and
             NOTARY PUBLIC

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CHAIRMAN MONTGOMERY: Attorney Barge-Miles, if you can call the meeting to order for the Governance Committee.

TRUSTEE ALSTON: I think there is a delay. Are you ready to start, Attorney Barge-Miles?

ATTORNEY BARGE-MILES: Trustee Alston?

TRUSTEE ALSTON: Yes, okay. I think I can barely hear you from the phone. I can hear you from the feed on the television, so I'll try my best.

ATTORNEY BARGE-MILES: Okay, they're working on that now.

TRUSTEE ALSTON: Okay.

Good morning, everyone. I would like to call the Special Committee on Governance to order.

Attorney Barge-Miles, would you please call the roll?

ATTORNEY BARGE-MILES: Trustee Alston?

TRUSTEE ALSTON: Here.

ATTORNEY BARGE-MILES: Trustee Boyce?

TRUSTEE BOYCE: Here.

ATTORNEY BARGE-MILES: Trustee Grable?

TRUSTEE GRABLE: Here.

ATTORNEY BARGE-MILES: Trustee Graham?

TRUSTEE GRAHAM: Here.
ATTORNEY BARGE-MILES: Vice-Chair Lawson?

TRUSTEE LAWSON: Here.

ATTORNEY BARGE-MILES: Trustee McWilliams?

TRUSTEE McWILLIAMS: Here.

ATTORNEY BARGE-MILES: Chair Montgomery?

CHAIRMAN MONTGOMERY: Here.

ATTORNEY BARGE-MILES: Trustee Moore?

TRUSTEE MOORE: Here.

ATTORNEY BARGE-MILES: Trustee Shannon?

TRUSTEE SHANNON: Here.

ATTORNEY BARGE-MILES: Trustee Warren?

TRUSTEE WARREN: Here.

ATTORNEY BARGE-MILES: Trustee White?

TRUSTEE WHITE: Here.

ATTORNEY BARGE-MILES: Trustee Woody?

TRUSTEE WOODY: Here.

ATTORNEY BARGE-MILES: Mr. Chair, you have a quorum.

TRUSTEE ALSTON: Thank you very much. I would also like to ask Chair Montgomery to assist in helping identifying speakers and help with facilitating there in the room, since I know there probably is a delay on this line, and also for the others online as well. Are you okay with that, Chair Montgomery?

CHAIRMAN MONTGOMERY: Trustee Boyce will serve in
that capacity.

Thank you.

TRUSTEE ALSTON: Okay. Thank you, Trustee Boyce.

We'll move forward with the approval of the minutes.

We have the minutes from the June 9th meeting. I

think we have the actual transcripts and the summary

minutes.

Are there any corrections to the minutes?

Seeing none, is there a motion to approve the

minutes?

TRUSTEE LAWSON: So moved.

TRUSTEE ALSTON: Is there a second?

TRUSTEE MOORE: Second.

TRUSTEE ALSTON: Properly moved and seconded to

approve the minutes from the June 9th meeting.

Any further discussion? Hearing none, all in

favor of the motion, please signify by the sign "aye".

(All answer affirmatively.)

TRUSTEE ALSTON: Any opposed?

Motion carries.

Board members, there's one additional action item

that was listed on our agenda under information items,

the University's Equity Report. So if there is no

objection, I would like to move this item up for

action.
Any objection from any Board members?

Okay, hearing none, at this time, I would ask Ms. Carrie Gavin to present the update on the University's Equity Report.

MS. GAVIN: Good morning, Trustees, and also to the President; President Mangum, good morning, and all of those present.

My name is Carrie Gavin. I'm the director for Equal Opportunity programs and Labor Relations, and I also serve as the University's Title 9 coordinator.

This morning, I have the -- I'm going to present the Florida Education of Equity Act report. The data that is being presented is for the years 2013/2014. The Florida Educational Equity Act report, which is often referred to as the Equity Accountability Plan, must be submitted annually to the Florida Board of Governors. Each state public university support submits this report, which encompasses information related to equity policies, academic reviews, student services, assessment, gender equity in athletics, employment and tenure data.

As far as under our equity policies, included in this report are the University's non-discrimination policies statement and the chief operating officer's statement on equity. These documents reflect the
University's commitment to equity for the entire University.

Under our academic review section, it consists of the following areas. The first chart under academic reviews deals with full-time, first time college enrollment for 2013, which was 1,281. The number for fall, 2014, was 1,388, which is an increase of about 100.

You can follow me if you have the executive summary section of that report, because I'm reading basically from the executive summary.

Chart 2, under academic reviews, full-time Florida community college transfers for fall 2013 was 344. The number for 2014 was 352, which is a difference of about 10, an increase of 10, between fall of 2013 and fall of 2014.

Chart 3, under academic reviews, deals with retention of full-time, first time, and college students which entered in the fall of 2000 -- entered in fall of 2013; that number was 1,030. As of fall, 2014, there was a difference of I think 19 percent, so we retained 81 percent of our students between fall of 2013 and fall of 2014.

Chart 4. Graduation rate of full-time, first time, and college students entering in fall of 2008
and they continued into fall of 2014, which is a six-year difference. In fall of 2008, there were 2,098 students; fall of 2014, 827 from that same core. The percent retained is 50.9 percent. The percentage that graduated in six years was 39.4 percent.

Chart 5 deals with bachelors degrees awarded: 1,496 in 2012/2013; 1,562 in 2013/2014. That's a difference of nearly 70 degrees, an increase of 70.

Chart 6 deals with masters degrees awarded: 275 in the academic year 2012/2013, and there was an increase of two in the academic year of 2012/2013. So there was 277 in 2013/2014, which is an increase of two masters degrees.

Chart 7 deals with our doctoral degrees awarded. They remain the same for academic year 2013/2014, as well as 2013/2014. For both of those years were awarded 23.

Chart 8 deals with our first professional degrees awarded. There were 377 in academic year 2012/2013. There was a drop of nearly 65 in academic year 2013/2014; we awarded 312.

To address the above-referenced number, FAMU has developed upgrading our infrastructure to offer distance learning programs and also programs and certificates being awarded online. Our online
programs would generate additional revenue to assist
student programs and ultimately improve retention and
graduation rates. We also hope to increase student
participation in our in our first and second year
experience programs, enhance faculty and faculty
advisement, and development and utilization of
technology to assist in monitoring student's progress.

Also, is part of our strategy to establish
mandatory freshmen courses, curriculum specific
colloquiums to help our freshmen and freshman seminar
series; establish a Student Success Committee. Also,
our strategies include affected and targeted
methodologies and procedures for academic advisement
for our students to adhere to.

We hope to use -- we have been using the tuition
differential account to assist students with the
demonstrated need, and also, we hope we are reducing
our class sizes where appropriate.

Under our student services assessment, Division
of Student Affairs consists of admissions office,
campus security, center for disability access and
resources, counseling and assessment, housing,
judicial affairs, New Beginnings Child Development
Center, the Ombusman's office, presidential scholars,
student activities, student health services, student
orientation, student recreation, and university recruitment. All of these departments within the division operate in an equitable manner without regard to race, religion, color, age, disability, sex, marital status, national origin Veteran status, sexual orientation, gender identity, and gender expression, as prohibited by state and federal statutes.

Under gender equity in athletics, the Athletics Department reviewed the following areas: Sports offering, participation rates of athletics, availability of facilities, scholarship offerings, funds allocated to the overall program, equipment and supplies, schedule of games and practices, tutoring opportunities, compensation of cultures, medical and training services, housing and dining facilities.

The Department of Intercollegiate Athletics would like to see improvements on several of the areas reviewed: In the area of sports offering, the University would like to fully support a swimming program, which would increase the sports offerings to 18 instead of the current 16 teams.

In the areas of facilities, the baseball and bowling squads do not have team locker rooms. The Department would like to rectify these concerns in the future. The Department would also like to hire
additional certified trainers. Currently on staff are
four certified full-time trainers and one certified
part-time trainer which assist over 300 student
athletes.

The primary focus in the Department at this time
is to increase revenue, or at least close the gap
between expenditures and revenue. The Athletic
Administration is devising a plan to increase revenues
by enhancing the University's licensing profits. It
should be noted that the majority of the university
athletic departments around the country that offer
intercollegiate football do not make a profit.

Under the employment section, during the past
five years, the University has suffered heavy budget
cuts. These budget cuts have drastically affected our
employment numbers. When vacancies become available,
whether due retirement or other reasons, these vacant
positions have been lost to budget cuts. Our
employment numbers reflect some of these
circumstances.

Our first chart under employment deals with
tenured faculty, which decreased from 341 to 334
between fall of 2013 and fall of 2014. This drop was
negative 2.1 percent.

Chart 2. Tenure earning faculty increased from
214 to 216, which is a number of two, between fall of 2013 and fall of 2014. Between fall of -- we chart three between and fall of 2013 and fall of 2014.

There was an increase of 54.9 percent of non-tenured earning faculty, and that is reflected across the country that there's an increase of our non-tenured earning faculty over our tenured faculty.

Chart 4, employers in executive, administrative and managerial classes increased from 480 to 514 between fall of 2013 and fall of 2014. This was an increase of 7.1 percent. The class titles in the EAM class -- executive, administrative and managerial -- did increase. It included assistant and associate directors, assistant and associate deans, assistant and associate VPs, and some other professional classes like physicians and our General Counsel. So those numbers appear to be high, but it was just an inclusion of other classes that were considered managerial.

Tenure. The section on tenure, included in the report reflect that racial and gender compositions of the persons that applied for tenure in 2013. And that's 2013 and 2014 academic year. In the composition, the report also included the report of tenured committees by colleges and schools. In 2013
and 2014, there were 11 males -- Seven African-Americans, two Asians, and one white, and one Hispanic -- that applied for tenure. There were 10 nominated for tenure by the University and ultimately approved by the Board for tenure.

In the same year, academic year 13/14, there were 11 females that applied for tenure and they consisted of eight African-Americans and three whites. Ten ultimately were nominated for tenure and received tenure by the Board.

Conclusion. Although budget cuts have affected, to some extent, the operational flow of the University, we continue to secure millions in grants for our research projects. Professors are being recognized for their academic achievements, students are interning and receiving prominent job offers and students are pursuing graduate degrees. Athletic teams are winning and student athletes are thriving in the classroom. The University remains committed to equity and all arenas of the campus.

Any questions?

TRUSTEE ALSTON: Thank you. You've heard the report from Ms. Gavin on the University's Equity Report.

Colleagues, any questions for Ms. Gavin?
TRUSTEE MOORE: Trustee Alston, I have a couple of questions, please?

TRUSTEE ALSTON: Yes. It sounds like Trustee Moore.

TRUSTEE MOORE: Yes. Relative to my looking, I'm actually looking at the academic review section and there's narrative that follows the numbers and statistics for the two years being reported on; is there a timeline for implementation where we talk about accountability associated with these sets?

MS. GAVIN: It should be within the next three years.

TRUSTEE MOORE: Is that something that should be shared with the Board since we'll be taking an action and it's actually looking like we're adopting this report at some point -- certainly not today -- but is that the thought moving forward?

MS. GAVIN: I would believe so, yes.

TRUSTEE MOORE: Okay. My second question is tied to employment, the section for employment. In the narrative, it talks about the budget cuts and the drastic employment numbers and the dire circumstances, yet three of the four bullet points are to increases versus decreases, and I wonder if the narrative might need to be adjusted to reflect what we've reported
below in terms of increases versus decreases.

MS. GAVIN: Trustee Moore, what I will do is get
with our Provost and make sure that she and President
are satisfied with the information presented.

TRUSTEE MOORE: Okay. But you do understand my
point?

MS. GAVIN: I understand exactly what you're
saying.

TRUSTEE MOORE: And that would conclude my
questions.

TRUSTEE ALSTON: Great comments, Trustee Moore.

Any additional comments or questions for Ms. Gavin?

TRUSTEE GRABLE: Yes. Trustee Alston, this is
Trustee Grable.

TRUSTEE ALSTON: Go ahead, Trustee Grable.

TRUSTEE GRABLE: I, too, would like to ask a
question of the employment section of the narrative.

I heard you mention that the increase in
non-tenured earning faculty is a trend around the
country, and we certainly look like we're following
the trend.

On item number 4, is that also a trend, an
increase in the number of executive, administrative
and managerial classes? When I look at that in
comparison to bullet number 1, tenured faculty
decrease, I see that that decrease is considerably
less; in fact, the increase for administrative,
executive and managerial looks like it's over two
times as much.

When I think about what the purpose of a
University is, that it is to teach faculty. We look
like we're increasing at the top, non-teaching
employees, versus executive, administrative and
managerial.

MS. GAVIN: Professor Grable, Trustee Grable,
it's split across the country. There are some
universities where the EAM is probably lowering at the
same rate that their tenured faculty are, and then
there are some that are increasing.

As I mentioned earlier, there was an increase of
the class titles included in EAM: The assistant and
associate deans, the assistant and associate
directors, assistant and associate vice-presidents, so
there was an increase in the number of classes
included in EAM.

TRUSTEE GRABLE: But they're still executive,
administrative and managerial?

MS. GAVIN: Yes.

TRUSTEE GRABLE: I just wanted to make sure we
were clear on that.
MS. GAVIN: In the past, some of those classes were not included.

TRUSTEE GRABLE: We're hiring more assistant vice-presidents, is what you're saying?

MS. GAVIN: We're including more class titles; more class titles are being considered as EAM for this report.

TRUSTEE GRABLE: Okay. But again, still executive, administrative and managerial?

MS. GAVIN: Yes.

TRUSTEE GRABLE: Okay, and that's my point. I would like to ask a question for Dr. Mangum. Is that the direction that we're going in regarding our overall employment; that we're moving towards more people that would be considered executive, administrative and managerial, versus, again, as I mentioned, the purpose of the University is to teach students, and I'm really concerned about the increase in those who would be included in the executive, administrative, and managerial classes.

PRESIDENT MANGUM: Thank you. I have two responses that I can think of that are feeding off of each other with regard to these data.

One. To start with, historically, I believe during a period that these date were collected and
being reported, the University needed to respond to findings with regard to SACs accreditation, as well as a need to respond to changes in management with regard to the hazing incident and having compliance officers and people available to provide the oversight for management of the university functions.

During this period and responding to those requests and those needs, the University probably increased its work force in those areas. I don't think that it is something we want to do going forward. I believe we have people in place now that are appropriate for the size of student body that we have related to compliance.

We do need to have more counselors and people that address academic success of our students. One of the things that we're faced with, I guess, is the need of how people are actually classified. In the performance funding model is anyone that provides services to students -- many of our counselors and our staff that provide otherwise non-teaching services are considered instructional -- and that, in effect, penalizes us in the model because it says we're putting more money towards the cost of instruction when we are actually supporting academic support. We have not dealt with the difference between
instruction, academic support resources, and academic support resources and administrative resources. And here at FAMU, those classes are mixed and part of what we're doing is go through and sort out what's actually contributing to instructional cost and what's actually a managerial administrative cost. And I think that's a work that needs to continue, and the Provost and people of the University community are looking at that, but when we started the efficiency and effectiveness review across each one of the administrative areas, we're looking to reduce costs and trying to consolidate that continues and it's a continuous process.

TRUSTEE GRABLE: Thank you, Dr. Mangum.

TRUSTEE ALSTON: Any additional questions, Trustee Grable?

TRUSTEE GRABLE: In the conclusion, there are statements, such as, "we continue to secure millions in grants for our research projects." And I thought that would have a bearing on the fact that earlier in the record, on page two of academic reviews, that we talk about those, I've counted 10 strategies, that we're following to improve the graduation and retention numbers.

We talked about reduced class sizes when
appropriate, and I would like to hear a little more
detail about what we're referring to when we say when
appropriate," because faculty work loads and class
loads still continues to be one of the highest in the
state, and I would like to try to understand that
phrase a little bit more, "reduce class sizes when
appropriate."

TRUSTEE ALSTON: President Mangum?

MS. GAVIN: I believe for the English department,
there was a reduction in the class load because they
have to not only grade but read numerous essays and
long papers, so I know that the English department,
there was a reduction in students. It may be the same
in some of the other areas. In some of the math
areas, there maybe an reduction in the class,
especially for labs; that's just why we stated "when
appropriate."

Dr. Palm is going to come and address that, also.

TRUSTEE GRABLE: Thank you.

DR. PALM: Good morning. Good morning, Board of
Trustees members.

Thank you, Trustee Grable. And again, I think
this was also addressed in the collective bargaining
agreement dealing with the assignment of
responsibility. We actually mapped out various
disciplines in which we know that a reduced class size is appropriate for the amount of work that the faculty member is going to have to basically take on; for example, the English department, again, grading those papers. We've reduced the class size and are keeping it between 22 and 25 for those particular departments.

The other departments, the math, of course that is where some of our high failure rates are. We understand there is a lot of work to be done in those areas, but again, we are taking a look across the University to see if there are other areas in which we are having high failure rates that reducing class size may actually be appropriate.

We also put various things in place. For some reason class goes oversize, and I think FAMU is aware of that may begin the overload if we have to somehow expand. I think when they say "appropriate," when we talk about the discipline itself, those are the areas that we should take a look at with regards to reducing class size.

TRUSTEE GRABLE: And I think that sounds very good. I hope in the future we start to look at expanding that focus on reduced class size and work loads.

Thank you, Dr. Palm.
DR. PALM: Thank you.

TRUSTEE ALSTON: Any additional comments, Trustee Grable?

TRUSTEE GRABLE: No, that's it, Trustee Alston.

Thank you.

TRUSTEE ALSTON: Any other questions or comments, Trustees?

TRUSTEE LAWSON: Trustee Alston, this is Lawson. I just have two questions.

TRUSTEE ALSTON: Yes. Go ahead, Mr. Vice-Chair.

TRUSTEE LAWSON: Thank you. My question is around the salary equity issue in athletics and the review. The report talked about there was a review of the coaches' salaries I believe across the athletic department and I assume that was for both men and women's athletics. Correct?

MS. GAVIN: I believe so.

TRUSTEE LAWSON: If you could share with me how that information is shared backward, just so that we can kind of manage the flow of information so that, in other words, people don't come looking to us for information; we can share proactively with them, because just based on the manuscript it says we don't have any equity issue from a salary standpoint.

MS. GAVIN: Madam President?
PRESIDENT MANGUM: Thank you. After the Trustee meeting last year where we were asked to look at salary equity and the Athletic Department, we did do the analysis, headed up by AVP Joyce Ingram, where she compare salaries with all of our employees -- as we do with all employees across the institution -- with other SUS system positions in the similar types of jobs. And we looked across athletics for the coaches as well as the employees and we did not find with the exception of one case where there was an inequity in the salary, based upon the length of time and service, and we made an adjustment for two people.

TRUSTEE LAWSON: I think I would agree with that. My only comment was or the question was how we proactively get that information out so that you don't get questions back; or where you've already done the homework and you know the answers to it, how do we try to get ahead of the questions coming in?

PRESIDENT MANGUM: I'm not sure -- getting it out to who?

TRUSTEE LAWSON: Well, specifically, we've done the equity study and we're in a good place to support the manuscript. So my question is, how are we going to get that information out to the right people so that we don't -- so we're not dealing with questions
or issues on the back end where people feel
differently even though the data supports the position
that you just stated?

PRESIDENT MANGUM: May I?

TRUSTEE LAWSON: Yes.

PRESIDENT MANGUM: In each department, each
employee that has concerns about their salary -- and
we hear them as well -- their supervisors are equipped
with the information to provide them with the
information about salary equity and their particular
position as it relates to their colleagues across the
industry or their particular sport, especially in
athletics. It's extremely important that the
comparators are within sport, not just within
administration. We have that information, so
information is available from their immediate
supervisor.

TRUSTEE LAWSON: That's fine. And then the
second question or comment was, in the past, we had
asked the interim athletic director to put together a
priority list of things that needed to be done within
the department. At least from this report, it looks
like there were a couple of new things that
may not have been on that original list, i.e. locker
room for bowling and one other sport.
So I think what we need to understand, probably not for today but for our new incoming athletic director, is what's our priority list. Some of others -- maybe things need to be done from a compliance standpoint; others may be things we just would like to do, but I want to understand what do we have to do and then what are the things we like to do, because if I understand this correctly, those two things regarding locker rooms and other facilities, may need to be accelerated on our list of "to-dos."

MS. GAVIN: And that section was completed by the Athletic Department.

TRUSTEE LAWSON: Okay. Okay, I'm done, Trustee Alston.

TRUSTEE ALSTON: Okay. Thank you, Mr. Vice-Chair. I think you were spot-on. Many of these questions and comments were in line with previous Board-level discussion or debate to ask what we're faced to approve the two items that came before us, I believe under athletics, and I believe we raised questions around equity and salary, so I think your questions are definitely spot-on.

Any additional questions or comments, Trustees, on this item?

TRUSTEE GRABLE: Trustee Alston, this is Trustee
Grable, again, and I just have --

TRUSTEE ALSTON: Go right ahead.

TRUSTEE GRABLE: I just have one comment. In looking at these charts that ties back to our presentation down at the Board of Governors down in Tampa which focused on the diversity issue of our students, and when we look at these numbers on these various charts, it's real clear that we do have an issue with increasing our diversity.

I think I saw maybe one reference when I was reading this report last night, that it is, I guess, "on the radar" of what we need to do, and wondered if you had any other offerings, Ms. Gavin, on how we are trying to increase diversity; not just racially because diversity does, of course, cover other types of descriptors of our students, but just curious about any thoughts you might want to share.

MS. GAVIN: I know in our housing department, as well as on the admissions forms, I believe student affairs have really upped the ante as far as insuring that persons with disabilities are comfortable, as well as transgender persons. We have a couple of transgender persons on our campus that we are assisting.

So we want to be inclusive of the entire
population, as far as not just race but also persons
in the LBGQ community, as well as persons with the
disabilities, and still try and stay on top of our
numbers as far as race is concerned.

TRUSTEE GRABLE: Okay, thank you. I'm done.

TRUSTEE ALSTON: Any more questions or comments
on this item?

TRUSTEE GRABLE: No.

TRUSTEE ALSTON: Seeing none, is there a motion
to approve the University's Equity Report?

TRUSTEE WHITE: So moved.

TRUSTEE LAWSON: Second.

TRUSTEE ALSTON: Is there a second?

TRUSTEE LAWSON: Second.

TRUSTEE ALSTON: Properly moved and seconded to
approve the University's Equity Report.

Any final discussions?

Hearing none, all in favor of the motion, please
signify by the sign of "aye."

(All answer affirmatively.)

TRUSTEE ALSTON: Any opposed? Motion carries.

Thank you so much for that conversation. We'll
move on. We have several discussion items, I think
several lengthy discussion items.

I will start with the first item on the agenda,
is for President Mangum to respond to the memorandum that we sent on the Board's behalf. I think we all recall our June 9th and 10th Board meeting we had a very detailed, lengthy conversation. We did get out a memo to the President just a few days after the meeting, and the President also responded.

So President Mangum, at this time, I would ask that you go through your response formally for the Board.

PRESIDENT MANGUM: Thank you, sir.

The response to the memorandum I received is included in the material that you have. I can walk through each one of them, or in the interest of time, I can answer questions about each one of them, but my response essentially says, "We affirm our commitment to open, respectful and effective communications with all members of the governing board and we will continue to make ourselves available."

The senior leadership team has committed to attending board meetings, committee meetings, special called meetings, workshops, to accomplish the set goals for these meetings. And also, our specific plan of action is to be present, and that concludes the Vice-President of Academic Affairs, Provost, myself, Vice-President for Student Services, and Vice-
President for Finance Administration will attend all of the meetings in person.

And in cases where -- this document says we will make sure there is adequate representation there, or that we be permitted to attend telephonically or some other medium by which we can participate in the meeting due to scheduling conflicts. We do attend national meetings, workshops, and other activities that require we schedule these and pay for them well in advance of being notified of a special meeting or called meeting, so in the interest of saving University resources and also continuing to fulfill our obligations, we can participate and are requesting to participate in other ways other than being physically present at a meeting.

We also are responsive to and have been responsive to and continue to want to be responsive to all of the requests that are made, given the resources that we have at the institution for informational reports that the committees are holding.

Workshops. We would like to hold workshops, have meetings to inform the Trustees of issues, policy concerns that we have that we need advice on. That would help us facilitate decision-making as well.

There's a list of the specific designees included
in this letter when particular vice-presidents cannot be available, so we identify who we would expect to attend the meeting.

    And basically, as President and Corporate Secretary of the Board, I remain the point of contact, but also I have assigned responsibilities to the Board Liaison and my senior staff, as well as my executive assistant, Jackie Hightower, is also available to be reached and her number, and the numbers are included in the letter; part of their responsibility is to be able to locate and get messages to me when my phone is out of service or I am otherwise not near any electronic medium.

    We have established a calling schedule for each board member to answer questions that you may have and to provide additional relevant updates. We try to standardize this in order to insure that our schedule or that my schedule would not be over-encumbered to a point where I didn't have time blocked off to have conversations directly with the Board members. We'll continue to send the weekly notes if they prove to be valuable to you.

    And I was also asked to copy the General Counsel on all communications coming from my office that were directed to the Board, and that's what we're doing. I
was also asked to provide information on the selection of outside counsel to the Board and that request was attached in a memo that follows -- that identifies the response to the Board being able to obtain outside legal services, which is also included in this package. So I'm open to questions about how you would like to expand.

TRUSTEE ALSTON: Actually, the discussion on outside counsel, we'll hold that discussion item for the last item.

Any questions or comments for President Mangum?

Okay. Hearing none, we will move on to the next discussion item.

President Mangum, the next item -- and I thank you, Board members -- there has been a lot of conversation about the FAMU-FSU College of Engineering.

At this point, will you provide an update to the Board? And I'm sure there will be some discussion on this topic.

PRESIDENT MANGUM: The FAMU-FSU College of Engineering is proceeding in its organizational structure and management structure as defined by the joint College of Engineering proposal that was
approved by the Board of Governors, as well as the
Board of Trustees earlier in the year, and that is,
decisions made of the management of joint College of
Engineering are made by the four representatives from
FAMU, the four representatives from FSU, and the
system Chancellor.

Specific questions with regard to how we rotated
the responsibility after 32 years for administrative
leadership of the college and the accounting function
of the college occurred as a result of discussions
that the joint counsel had around accountability, and
the results of the CPT report that was commissioned by
the State Legislature that highlighted a number of
problems that Florida A&M had with the accountability
and the accounting, and most of it was related to not
being responsive to payment of vendors and processing
of the administrative functions.

Because Florida State University has a larger
organization, perhaps more sophisticated in many ways
in terms of technology and responsiveness, the members
of the joint counsel supported and agreed to rotate
that accounting function over to Florida State
University.

Part of the discussion that we had in this
exchange had to do with the leadership of the College
of Engineering and the position at Florida A&M University found itself with regard to many of the faculty positions being vacant that were critical to us sustaining a viable engineering program. Also, students transferring on occasion from Florida A&M University to FSU because of various administrative services, or faculty transferring from Florida A&M University to FSU because of various administrative services and decisions were made that we believe were leadership decisions.

So part of the joint decision was to rotate the leadership and the responsibility for faculty management in the academic program to Florida A&M. After 32 years of rotation of responsibilities, it couldn't hurt, because the situation that we found ourselves in after 32 years where we were not able to, in a split college, be able to attain accreditation and maintain an engineering college for Florida A&M University.

So that was part of the discussions that took place among the joint council when we all agreed that we would try a different administrative structure.

TRUSTEE LAWSON: Mr. Chair?

TRUSTEE ALSTON: Yes, I was going to tee off the comments, if I could, Trustee Warren, and I'll also
recognize the other Trustees, if that's okay?

TRUSTEE WARREN: That's fine.

TRUSTEE ALSTON: Question, President Mangum: I

know that the Board received an update on the dean of
the college. I think there was a press release that
went out. I believe you might have been away. The
Provost was I think making comments, or there was a
press release that went out to the comment, but there
was no mention in that release or at least
notification to the Board or this Board member
regarding the budget authority of that conversation.

Let me ask the question, because you talked about
rotating the budget authority. Has there -- is the
plan to rotate the budget authority back to FAMU in
the near future; was that conversation had?

PRESIDENT MANGUM: We did not have a conversation
about a reversal of the decision that was made when
the decision was made to rotate responsibilities.

TRUSTEE ALSTON: And the only reason I ask that,
I know we didn't have -- at least at this level -- a
real policy conversation on this topic, and I know
that there's been a lot of chatter, at least for me,
personally. You know, I think I probably would have
had a different approach to this, but I think -- I see
where we are at this point.
Trustee Warren, and then followed by other Trustees who may want to comment.


Any other Trustees who wants to --

TRUSTEE WARREN: Can you hear me?

TRUSTEE ALSTON: I'm sorry. Yes. Go ahead, Trustee Warren.

TRUSTEE WARREN: My question bears on your comment and/or question about budget control. I would like for Dr. Mangum to address the question as to whether or not we ever had budget control or if (inaudible) fiscal. I think there is a distinction between the two, but I would like to hear Dr. Mangum's understanding and give us some clarity of the difference between the two (inaudible) fiscal agents responsibilities at FSU or is like the SACs, that has control over the budget?

PRESIDENT MANGUM: Thank you. The budget control and fiscal agent. In an academic community and in most environments, the leadership of an organization has the control of the budget and all of the associated actions that are taken within that organization. The fiscal agent is keeping track of the accounting and taking care of the reporting and the functions associated with accountability,
distribution of the resources within the organization.

So control, actually, rests with the leadership:
They make the decisions on hiring. They make the
decisions on what gets purchased. They make the
decisions on how to engage any of the activities and
pragmatic aspects of a college or a school.

TRUSTEE WARREN: -- President Mangum, is the
(inaudible.)

TRUSTEE WARREN: The control of the joint college
now in this current environment is a joint committee
and the joint committee is convened by Chancellor
Crizer, and the decisions are made -- designed to be
made jointly by members of the joint council.

The accounting function --

TRUSTEE ALSTON: Any more questions, Trustee
Warren?

TRUSTEE WARREN: Yeah. For clarity purposes,
before the creation of this joint committee, did A&M
have control of the budget?

PRESIDENT MANGUM: My opinion would be that the
dean controlled the expenditures of the College of
Engineering; FAMU kept account of them.

TRUSTEE WARREN: And that dean was an FSU?

PRESIDENT MANGUM: That dean was a tenured
faculty of Florida State University.
TRUSTEE ALSTON: Thank you, Trustee Warren.

TRUSTEE LAWSON: Trustee Alston, this is Lawson. I have a couple of questions and comments?

TRUSTEE ALSTON: Yes. Go ahead, Vice-Chair Lawson.

TRUSTEE LAWSON: Okay, thank you. A couple of comments and probably a question at the end. I just want to go back and walk through a little bit of history of the whole engineering school and how we got to where we are.

I guess it was a little over 28 years ago President Humphries signed the agreement with Florida State, and what the agreement consisted of was the joint school, but it also had a negotiated location. There was a design of the school located off of Lake Bradford Road. For various reasons, that was not acceptable to Florida State at the time. There was a concession to locate the school at Innovation Park for a few reasons: One, it helped the local business community, it was a neutral site, and there was adequate space.

As part of the negotiation to move this school to Innovation Park, Florida State took ownership of the deanship, we took physical responsibility for managing the budget, and I think it's important to have that
somewhat historical perspective to get to where we were. And I think it's also important to have the perspective to have that there's a lot more involved in the responsibility of the fiscal agent other than just managing the money and making joint decisions, because if it wasn't so important, why would year after year after year, various leaders make an attempt to move the responsibility from its original home?

The original home was agreed to 28 years ago. There had been appropriate management oversight activity with the budget for numerous years, so the assumption is that should be able to continue in the future. Florida State has historically not had major issues with the administration of the budget over several years; however, we all know there was a recent move via state government to split the schools, and we were successful in, I won't say in defending it but I will say in delaying that decision, because if you look at the playing cards, you can kind of see where this is ultimately going.

But I think the other point of reference that I want to make and that I think is critically important in addition to the history, is the process by which the decision was made. Right now the decision has been made, and quite frankly, at some point you have
to live with the governance you agree to, and I understand that, but let's talk about the process by which this decision was made.

I was looking at a note here that was just shared with us here on May 22nd. There was a note that told us there was a meeting that took place. However, this note did not allude to, did not insinuate, or imply, or lead us to believe there was transfer of budget authority. And I think for us to have a 12-and-a-half to 13-million-dollar decision made, that there should have been some consultation, consideration by our entire Board, specifically myself as Budget and Finance chair.

It appeared to me -- and I know it was probably more appearance than in actuality -- that the FSU Board literally had an opportunity to review, discuss and vote, and give their leader the "thumbs up" to move forward with assuming the fiscal responsibility for the School of Engineering budget.

Now, as you review the facts, that was probably a little more appearance than actuality and I do agree with that, but I think that my challenge with the entire process is that this was not a collaborative discussion. This was not a decision that I think the Board had prior insight to. And I went back and I
read all of the documents and the minutes, and it's just hard for me to wrap my head around a 13-million-dollar decision that we made without: One, consultation of the Chair; two, consultation of the Budget and Finance Chair; and three, probably even more importantly, consultation of the entire Board, because I, myself, would have voted to go in a different direction, to be specifically clear. And I think for members of our leadership team to state in public that this was an inconsequential decision is very inappropriately stated.

I think, at this point, I would like to ask the President to help us now understand, given where we are, how do we plan to maintain an active role and to be actively engaged in the daily financial management of the joint engineering school?

PRESIDENT MANGUM: Thank you for that question. By being the employer of the Dean of the College of Engineering, as we announce the position and fill that position, our daily involvement in the College of Engineering will emanate from the leadership position of Dean of the College of Engineering.

TRUSTEE ALSTON: Vice-Chair Lawson, are you okay with that?

TRUSTEE LAWSON: No. And I say "no" only because
I want greater detail. So I think what the President said makes perfect sense, but I guess what I'm talking about how -- what's our engagement strategy around major financial decisions that will need to be made around the school, whether they be around infrastructure, expansion of faculty, et cetera; is all of that approved by weight of the deanship, or are there other mechanisms to insure that -- where I'm going is to make sure that we have an equal seat at the table, not a potential partial seat at the table.

PRESIDENT MANGUM: The joint College of Engineering Council was formed with four members of Florida A&M University at the table and four members of Florida State University at the table, and the Chancellor of the University System. We have an equal voice in all decisions that are made regarding the College of Engineering. We attend all of the joint council meetings and we discuss all of the items and issues associated with movement of the joint College of Engineering.

TRUSTEE LAWSON: I'm sorry. Trustee Alston, I have one follow-up and I'll be done.

TRUSTEE ALSTON: Absolutely. Go ahead, Vice-Chair Lawson.

TRUSTEE LAWSON: Does the joint council allow for
-- is there a process set up via the joint council
that allows for each of the respective boards to give
their leaders a point of view that they can take into
the council, such that those views are heard? Because
I think where we are now is, we're dealing with the
decision that was reached by the joint council, and as
I understand it, we don't have recourse to reverse
that. As I said earlier, you have to go with the
governance that you select, but does that process
allow you as well as the FSU or Florida State's
President to then confer with their Board on major
issues regarding the governance of the school?

PRESIDENT MANGUM: Well, you can put that on the
agenda and see how the joint council would like to
receive information from the Boards of Trustees of FSU
as well as FAMU. We have not had that discussion as a
group.

TRUSTEE LAWSON: Because I think in fairness to
you and to our administration, for you-all to be
placed in a position of accepting or reacting to a
decision that your Board may or may not agree with, I
think it puts you and your leadership team in a very
difficult place, unless there's some recourse or
ability for some debate in between and for us to
provide a point of view in consultation with yourself
to then take into that committee's discussion.

Does that make sense?

PRESIDENT MANGUM: We've had members of our administrative team that are part of the council engage with FSU for several weeks regarding the details about the administration and activities of the fiscal agent, and the recommendation of the group of people from FSU, as well as FAMU, made the proposal that everyone at council accepted. It has a vote.

TRUSTEE LAWSON: I'm done, Trustee Alston.

TRUSTEE ALSTON: Thank you, Vice-Chair Lawson.

Any additional comments?

CHAIRMAN MONTGOMERY: Chairman Alston, this is Montgomery.

TRUSTEE ALSTON: Yes. Go ahead, Mr. Chair.

CHAIRMAN MONTGOMERY: Mr. Chairman, I have a concern that I'll pose in the form of the question to the Committee. I'm going to ask the Committee members if they would refer to the colored copy document that was just distributed.

On the second page, this was the notes from Dr. Mangum that we received, the entire Board received, on May 22nd. It, again, referencing what Trustee Lawson said, it only says, "On Wednesday, I participated in a FSU Governance Council meeting," and
so that was the only notification that the actual Board received in the written communication up to that point, even though the meeting had taken place two days prior.

I also note that I had met with Dr. Mangum the day before the meeting, and she did not mention it to me. On a call that Dr. Mangum made to me on May 29th, the day before her trip to China, she told me about the change in status and support for the change, so please note that was 10 days after the decision had been made. On this call, she explained her position as it relates to FAMU having control of the process of selecting the Dean of the College, and we disagreed. And I shared my view as a Board-level conversation and a Board-level decision.

Now, she insisted at the time and continues to hold to the position she had the authority to make the decision, and she believes that it's a decision that falls under University's operations. For reference, she communicated this to the Board in a memo on July 8th.

On July 10th, in my capacity as Chair and also spokesman of the Board, I received a call from the reporter with the Tallahassee Democrat, and the reporter had received an e-mail from the information
in response to a request for information about the subject, and there was an attached document that he received that he believes supported Dr. Mangum's claim that she had given the Board proper and due notice of her action.

And so, I've circulated to you in the form of the second document -- and I'll ask you to reference this document -- I'm going to ask you to reference this document, and you'll see it's dated July 10th so 40-some-odd days after she had sent us an original memo.

So if you flip to -- this was on July 10th -- so if you flip to the last page, it appears that the administration -- and you compare this to the first document; if you look at the first document, it says "May 22nd. Notes From My Desk from Elmira Mangum." These are supposed to be the same document, but the document that she sent to the Board is one line, just basically saying she had the meeting. The document that was sent to the press is eight lines and five sentences with much more detail, and so, as the reporters were reading, they were thinking, well, it sounds like she actually did inform the Board.

So this is a problem, and I'm asking that the Committee sees this -- does the Committee share my
view that this is problematic; that two different sets
of communication went out?

Mr. Chairman?

TRUSTEE ALSTON: Yes, thank you, Mr. Chair. And
I think hence my opening comments. I’m only one of
several members as well, and I think that was also my
comments, you know, in the opening as well. So I
share your view and I think also a few others, based
on comments, share that as well.

Any comments based on Chair Montgomery's comments
or thoughts, Trustees?

TRUSTEE SHANNON: Trustee Alston, this is Trustee
Shannon.

TRUSTEE ALSTON: Yes. Go ahead, Trustee Shannon.

TRUSTEE SHANNON: I think when information about
this situation first arose, I immediately recognized
that there were two separate issues that required two
separate types of analysis and conversation.

The first issue is the matter of governance,
which we discussed at length at the last meeting, that
there needed to be some improvements. There needs to
be some greater understanding between the Board and
the President regarding matters of interest for
Florida A&M University.

And so, I see the first issue of the
understanding that the President had with respect from
the February, 2015, meeting where she understood this
Board having given her authority to make all decisions
in the best interest of the College of Engineering.
She had an understanding of what that was and then,
you know, the Board subsequent to this issue on the
College of Engineering has different expectations with
respect to how detailed and when those matters should
be discussed, and I think we still have work to do on
figuring that out so that's how I regard this.

   The second issue is with respect to the actual
impact of the change in fiscal agent. And I don't
think -- I don't think that we've had enough
conversation on it. Because to me, quite frankly, the
big elephant in the room, is how FAMU, being the
fiscal agent for the last 32 years has served the
interest of the students that we are charged with
serving in this Engineering school. I don't subscribe
to "the sky is falling, the sky is falling" when
changes are made without more information on the
actual impact. Because quite frankly, as fiscal
agent, we have seen a precipitous decline in how this
engineering school was surveying our students, and
throughout the years where that decline was occurring,
we did not have adequate conversation or discussion
about that and the impact on our students.

That's as serious an issue to me as, you know,
some speculation about the fact that no longer being
fiscal agent but being dean has somehow weakened our
position. All I'm saying, is, that we need to have
some more information, more conversation, really that
lays out all of the facts regarding the impact of
these different decisions before we can make a
judgment on how damaging it is to FAMU and to the
future of our students here, because quite frankly,
for awhile it's been pretty bad.

But I do, you know, like I said, I just want to
say that I do agree that we've got to somehow figure
out how to communicate in a way that expectations are
made; what are the expectations with respect to major
and substantial decisions regarding this university.
We have to do whatever is necessary to get on the same
sheet or paper as Dr. Mangum.

But I would ask the Board that we approach this
in a professional, collegial manner, because managing
in the space of negativity has never been an attribute
of a successful entity or successful organization or
successful university, and please don't read that as
me saying we don't have a right to ask because we do.
So obviously there's a difference of opinion as to
what the University President needs to be discussing
with us. Now there's no mechanism in place, as
Trustee Lawson stated, when they're required to make
decisions like this, and that needs to be part of the
follow up that we are working on, that we're mutually
working on.

Thank you.

TRUSTEE ALSTON: Thank you, Trustee Shannon. Any
additional comments?

TRUSTEE WHITE: This is Trustee White.

TRUSTEE ALSTON: Thank you, Trustee White.

TRUSTEE WHITE: So just as sort of thinking
practically about this issue, and Trustee Lawson
alluded to it, that we agree to the governance for the
joint College of Engineering, and we don't have a
majority vote there, and any ties will be broken by
the Chancellor, and that's what we have agreed to.
And honestly, you know, a lot of this came about as a
result of the push to split the colleges so we -- so
that changed the day for us.

But I'm wondering and I would, you know, just
sort of suggest that President Mangum, in your opening
sort of response, there was a -- you know, you
outlined how you would communicate with us, and given
that this had governance structure for this College of
Engineering is distinctly different from the rest of the institution, perhaps you should add a section there specifically as it relates to the College of Engineering, such and such, the Board will be apprised of the topics that will be discussed at that joint college meeting; and then we can have an opportunity to at least communicate what our position is as a board.

That does not mean then we're going to get what we want, because again, we don't have a majority say, but at least the Board can have communicated and have formally communicated or have the power to formally communicate what our position is when you go into that joint college meeting. And, of course, I'm thinking of substantive issues, not -- you know.

TRUSTEE ALSTON: Great suggestion, Trustee White. Any additional questions or comments, Trustees?

TRUSTEE GRABLE: Trustee Alston, this is Trustee Grable.

TRUSTEE ALSTON: Go right ahead, Trustee Grable.

TRUSTEE GRABLE: Thank you. I would agree with many of the comments that have been stated earlier, and I do believe that the Board is focused on avoiding the negativity that Trustee Shannon mentioned, and I certainly couch all of my statements in that vein;
however, there is one other aspect when we think about
the changes in fiscal management that I believe has
been stated by Trustee Shannon that we really should
keep in mind.

We do know that there was an attempt to split the
college and that strategy has not thus far succeeded,
but at the same time, anything, any changes --
particularly monetary control or fiscal control -- has
the potential to affect the morale of faculty in the
college and I believe that we need to keep in mind
that moral issues among faculty, particularly Florida
A&M faculty, as a concern. And we know that low
morale can potentially impact productivity and
ultimately impact the experience students have in a
program. So, as we discuss anything related to the
College of Engineering, I think it is important that
we remember that faculty morale and the opportunity to
be productive and have a positive impact on students
plays a role.

TRUSTEE ALSTON: Thank you, Trustee Grable.

Any other comments?

CHAIRMAN MONTGOMERY: Mr. Chair?

Mr. Chair, it's Montgomery. I just wanted to
correct for the record a comment that I believe I
heard from Trustee Shannon with regard to providing
Dr. Mangum the authority she saw fit.

At the February 6th meeting of our Board, and I'm reading directly from a memo that Dr. Mangum wrote and sent to the Board on July 8th, and it says, "At the February 6 meeting of the FAMU Board of Trustees, then Vice-Chair Montgomery made a statement in support of empowering and providing the President the authorization to work on behalf of FAMU to come up with a sustainable organizational structure for the college."

That was not a carte blanche authorization to do whatever the President saw fit. That was simply a statement saying that we would support the President's efforts to keep the joint college, and that was affirmed by a Board vote at that same meeting where we said basically we want to keep the college together, so I did want to correct that for the record.

The second thing, just as a follow-up, if a document is sent to the Board, and then the press requests that document and that document is changed or altered significantly, I think that deserves an explanation. And so I asked the question earlier with regard to the Committee, but I think we're owed an explanation. The press needs to understand that if they ask for a document sent to the Board, they get
the same document; all that had to happen in that situation was to forward that same document that the Board received.

Well, in this case, the Board received a significantly altered document that had also omitted some things that were on the original document. So I do believe that deserves an explanation.

Thank you, Mr. Chair.

TRUSTEE ALSTON: Thank you, Mr. Chair.

Dr. Mangum, would you like to respond?

PRESIDENT MANGUM: I wish I could, but this is the first I've seen the two documents side by side, so I cannot respond to it. So what I can do is offer an explanation later when I talk with communication staff that responded to the press's request.

TRUSTEE ALSTON: Okay. So as a take-away, you will give us something back in writing to members of the Board?

PRESIDENT MANGUM: Yes.

TRUSTEE LAWSON: Trustee Alston?

TRUSTEE ALSTON: Yes, Vice-Chair Lawson.

TRUSTEE LAWSON: I just want to go back and add a couple of more things to my opening statement.

A couple of things kind of come to mind, and I've heard everybody's perspective, and what I'm sharing,
these are comments and conversations I've had directly
with the President; so in fairness to her, as we talk
about open communication, what I'm saying is not new.
We've had one-on-one conversation about this issue.
And in closing, I simply feel that the gravity of a
13-million-dollar decision deserves a discussion with
the Board; that's number one.

Number two, and I just want to clear up a comment
that I saw, and not that we should respond to
everything that's in the media, but I think this one
deserves a comment based on comments that local
constituents, and that is: There was a statement made
by a senior administrator that said that the Board
supported this decision. I think you can hear from
around the room that's not true so I wanted to clarify
that.

And number three, you know, in closing, I just
have strong feelings about the decision itself.
Unfortunately, I do believe we're in a place of
non-reversal, but again, I would ask that we --
Trustee White was going there as well -- this new
process has to allow not only our Board but Florida
State's Board will have a perspective on some of these
issues as well, or else we're going to put both of our
leaders in a very precarious decision to go into a
room and to make sweeping decisions that were
initially made 28 years ago; that were good enough to
survive all of this time, to be changed overnight
without our consent. And it's going to put Dr. Mangum
on the firing line, unduly in my opinion, and it's
going to put the potentially the Florida State
President on the firing line if he makes a decision
that's not in the best interest or in the sweet spot
of where his board wants to go.

So Dr. Mangum, after all of this, I ask that you
take back to this committee our stern feedback; that
there has to be an opportunity window for you to bring
in to that process the feedback from your Board.

TRUSTEE ALSTON: Great comments, Vice-Chair
Lawson.

Dr. Mangum, are you in agreement with those
comments from the combination of Chair Montgomery and
Vice-Chair Lawson and Trustee White as a take-away?

PRESIDENT MANGUM: Certainly.

TRUSTEE ALSTON: Okay, thank you.

Any additional comments or feedback, Trustees, on
this topic?

TRUSTEE MOORE: Trustee Alston, this is Trustee
Moore.

TRUSTEE ALSTON: Go ahead, Trustee Moore.
TRUSTEE MOORE: I think one of the painful things about moving through these processes is the growing pains that go along with new leadership and members of the Board, and as we tackle tough decisions, it's insuring where we understand where the lines are in day-to-day operations versus where the Board wants to be engaged.

I think we owe it to any leader that we are articulating that; of course, we can't capture everything that's going to happen throughout, in order to move in front of it. One of the things I've shared with President Mangum and I'm sure she would concur, is one of the great things about having a Board and Board of Trustees is when you are sharing that information and initiatives that are going on, that there is value in garnering the feedback and support of it so when if things go awry -- and the hope is everything will go great, but should things go awry -- you can lean on the support that your Board gave you and the decision of what they weighed in on.

In this situation, unfortunately, I think it's one of our growing moments. We have, at this juncture, an opportunity to move forward. I think the concern is that proactive communication has to be the leading piece of how we operate going forward. I
think the only question I have relative to the
arrangement now is just the thought process that was
followed, tied to the financial challenges that was
perceived that the University had experienced in terms
of making payments and handling those transactions.

My question is that with new leadership in place,
is it still felt that we could not have addressed that
the situation before moving into a new model? Did we
not have the appropriate staff to address thing in the
past in terms of addressing fiscal issues?

TRUSTEE ALSTON: That's a comment for President
Mangum, right?

TRUSTEE MOORE: Yes.

PRESIDENT MANGUM: Thank you. The VP for Finance
and Administration spent several weeks looking at the
history of our processes, the capability that
currently exists within our administrative systems to
be able to respond differently going forward. And we
believe, based upon our ability to process
requisitions, appointments, financial aid, many
administrative processes that do not involve other
institutions, we are not where we would like to be.

And so based upon our current situation, we
believe that the move that we make with the joint
college, it was in the best interest of the joint
college to be able to work to move it forward, while
we are still working to sure up and improve and
enhance the existing administrative systems that we
have for our campus at large. It still needs a lot of
work. It needs investment, it needs revision, and
that's what we've been working on for the last year,
to try and improve our services.

You hear about it in customer service and in our
response rate probably every day. There are fewer
concerns now in many areas as we move through the
organization to improve and streamline our services
and consolidate, but we still have a lot of work to
do.

TRUSTEE MOORE: Thank you.

TRUSTEE ALSTON: Thank you. Any additional
comments or questions on this topic?

Okay, hearing none, we'll move down to the last
discussion item. As a follow-up from our previous
meeting, there was conversation on outside counsel for
the Board. I know the President made some initial
comments in her opening remarks.

President Mangum, I would ask you to maybe just
follow-up on this item. I know we also have a special
guest as well on this topic. So I'll defer to you,
first, Dr. Mangum, as a follow-up.
PRESIDENT MANGUM: The information provided to us and through me from General Counsel with regard to the ability for the Board to obtain outside counsel has been responded to in the memo. And if I can, I would like to ask Attorney McKnight to help with any questions that you might have with regard to the specific scope and services and criteria.

I think the upshot of it is, or summary of it is, that the Board is able to obtain external legal services, contractual services; that was the question? And we provided detail in here with regard to the criteria, the timelines associated with it and what would have to occur in order to obtain outloud legal services.

TRUSTEE ALSTON: Thank you, President Mangum.

Attorney McKnight, would you like to make additional comments?

CHAIRMAN MONTGOMERY: Mr. Chair, Montgomery?

TRUSTEE ALSTON: I'm sorry. Go ahead, Mr. Chair.

CHAIRMAN MONTGOMERY: In an effort to provide further clarity for the Board on this matter, I spoke with Attorney McKnight about the relationship between the Board and the University's General Counsel. We reached out to the Secretary of the National Association of Colleges and University Attorneys and
invited Mr. Jerry D. Blakemore to come and speak briefly before the Board about relationships between the Board's and University's General Counsel.

Mr. Blakemore has a brief bio. Mr. Blakemore serves as Vice-President of General Counsel at Northern Illinois University, and as such serves as Chief Legal Officer of the University.

Mr. Blakemore has more than 25 years of experience in higher education, administration, policy, development, and the provision of legal services. The Vice-President of General Counsel has joint reporting responsibility to the Board of Trustees and the President of the University.

Mr. Blakemore supervises a staff of six attorneys with responsibility for providing legal advice to the President and to the Board and to administrative faculty and staff.

Mr. Blakemore is a graduate of Princeton University, which he received a BA degree in political science and John Morris Law School in Illinois. He's licensed to practice before the United States Supreme Court, the Illinois Supreme Court, as well as various federal districts and appellate courts.

Mr. Blakemore.

ATTORNEY BLAKEMORE: Madam President, to the FAMU
leadership, I am especially pleased to be here. And hopefully, I will do a very brief sub-overview in response to the request that was made of me, but I'm going to take whatever time that you feel is necessary to answer any specific questions that you might have.

I've been asked to, sort of, give a quick overview, and to do that in 10 minutes, so someone stop me if I go over time, but the most important thing is going to be the questions and answers.

As the Chair has already indicated, I serve as Secretary, and as such, as a member of the Executive Committee of an actual Board of Directors of 4600 higher education lawyers. Your General Counsel is not only a member but an active member of NACUA having served on several panels. I've heard him speak before and he's very well-respected in that regard.

I'm not here as a lawyer. I'm not licensed to practice in Florida. I am licensed to practice in Illinois. So I would not want to you take this as legal advice, because I'm not in a position to provide that here in the State of Florida.

I am in the position, having sat where you are now sitting and serving as General Counsel for two different institutions for almost 12 years now, to provide you sort of my experience, and more
importantly the experience of NACUA, and I'm going to talk a little bit about a survey that NACUA recently did.

I had the good fortune of serving as a member for 10 years for the Illinois Board of Higher Education, and during part of that 10-year tenure, I served as chair on that board, so I've sat in those seats and I've sat on Mr. McKnight's seat.

I did a paper and I'm oftentimes asked to brief new lawyers to higher education and new lawyers to the general counsel's role, and I'm just going to quote something I said in the paper in November of 2013. And the title of the paper or the article was, "The General Counsel, the President, and the Board: Informing the President and the Board of the legal obligations and yours;" yours, meaning, the lawyers that I was speaking to.

These relationships must be based upon continuous trust, uncompromising confidence and simultaneously a clear understanding of the distinct roles and responsibilities of each key player: The Board, the President, and the General Counsel.

The role and responsibilities of the General Counsel are complicated. Ultimately, the General Counsel represents the best interest and must
represent the best interest of the Board. Thus, informing the President and the Board of their legal and ethical responsibilities is not only critical to the functioning of a university, but to the establishment and preservation of a positive and productive working relationship between the General Counsel the President and the Board.

That is the backdrop upon which we advise lawyers -- new to higher education and those who are experienced in higher education -- to approach their jobs. The lawyer's responsibility irrespective of what your reporting relationships are, are governed by the professional legal and ethical obligations of the profession, and let me put that a different way.

In one sense, it doesn't matter what your organizational chart says. The attorney has the ultimate obligation to represent the best interest of the Board, and that obligation is in place based on ABA and state rules regarding professional conduct.

My recommendation -- and you have done this in part, in terms of the job description that the Vice-President For Legal Affairs and General Counsel has -- you do have joint recording relationships. The General Counsel is ethically obligated to report up to the Board, and in my opinion, all parties benefit and
are best served by formulizing a communication and
functional line for the General Counsel where it is
clear that there is dual reporting relationships. And
in order to sustain what is most important --
particularly with respect to litigation that the
Boards may be involved in, but I think this is
generally true -- it is critical to have those lines
established to protect the attorney-client privilege.

I was asked to provide some best practices, and
so I'm going to do that very quickly and hope to give
you the six recommendations that I have and then open
it up for questions.

In terms of best practices, NACUA in 2014
actually about did a survey of General Counsel
offices. The survey covered a number of issues. It's
pretty -- a very comprehensive survey. It covered
everything from salaries, to the number of positions,
to types of organizations, et cetera, but one of the
issues that it addressed was the reporting
relationship of the General Counsel.

More than 33 percent of single campus General
Counsel's Office report both to the Board and the
President and the trend, particularly given the
increase compliance requirements that are now upon us,
is for there to be formalized joint reporting.
Of those remaining 64 percent of institutions who do not have formal reporting relationships, most of those do have in practice joint reporting relationships. Unfortunately, many institutions do not have General Counsels and many institutions do not have Governance Committees. You are to be applauded for having both. And most institutions that do not have either General Counsels -- and this is especially true at the community college level; are now moving towards that, particularly given compliance.

And one of the best practices which you are already implementing is the Governance Committee. There is a standard that I recommend to my clients, and I've done this with two public institutions where I've been privileged to serve as the Vice-President and General Counsel -- Southern Illinois University and Northern Illinois University -- I have recommended and both of those institutions have adopted a requirement on the General Counsel that establishes a standard for when that individual is required to report up to the Board.

I'm not going to get into the issues of reporting up. I have a paper that you will be provided where there is a requirement when there is wrong-doing. We're not talking about wrong-doing. What we're
talking about here, in the standards that I'm going to lay out, really affect the basic relationship between the General Counsel and the Board. And here's the standard that I recommend, and which is generally adopted, at least by the two institutions that I've been privilege to represent.

If there is a significant financial reputational or policy issue, or if there is a material change in the contractual relationship that the Board has with any of its entities, or if there are legal or ethical obligations that have changed that import or impact the Board, it is the obligation of the General Counsel -- oftentimes in collaboration with the President, but not in all circumstances in collaboration. Sometimes it has to be independent -- that General Counsel has an obligation to report up to the Board.

And I'll repeat them. Significant financial, reputational, or policy, or where there is a substantial change in the contractual or legal or ethical obligations on the part of either the institution, or the lawyer, or any individual who represents the leadership team.

I'm going to close, and I'll do this in a couple of minutes with six very specific recommendations for
your consideration. These are not all-inclusive. This is not an analysis of the issues that you may be facing; this is the type of review that I do, sort of generally. And we can get into more details given your particular facts, if you wish at another point, but generally my six recommendations:

One, it is critical that clarification and formalizing in both the communication and functional roles and reporting requirements of the General Counsel take place. The position description of the General Counsel is a very good description. I believe that you need to expand upon that description. I think the organizational chart has to indicate that, but more importantly, I think you need to establish protocol in terms of that communication.

And so my second recommendation is to establish regular one-on-one meetings with the Board Chair. And I would also say that particularly committees that are relevant to the legal issues, that General Counsel have that one-on-one with that chair to help with the establishment of the agenda, you know, for committee meetings and the like. That is not to exclude any senior officials, the President, the Vice-President for Finance Administration, the Provost, or others, where that is appropriate. There will be times when
the General Counsel has to have a one-on-one sort of conversation in order to protect the attorney-client privilege. That is rare, but it is necessary, and the GC has to have that type of option.

The third category, recommendation, is I've already in a sense talked about; that is, to have those types of discussions with committee chairs, when appropriate as well, so it's not just the Chair of the Board. And as the leadership of the Board changes, it's important to do those GC, President and Chair meetings, because it becomes critical particularly for those two entities to be on the same sheet.

Fourth category is to establish regular professional development briefing opportunities for all members of the Board on any of the issues of concern to those particular members. This is really important, because it's not just, "here's a legal requirement," but there may be a particular interest on the part of the Board member, and I think it's important that the administration keep those Board members up to speed on that.

I also believe that it is important that in conjunction with the President, establish a review process for not only an evaluation of the General Counsel but the establishment of the priorities for
the General Counsel's Office. Every year under the
Northern Illinois University law, we change officers,
or the Chair and Vice-Chair can't serve for more than
two consecutive terms. So at least every two years,
if not every year, there's a change.

Every year that change occurs, there is that
one-on-one -- when I say one-on-one, I mean two-on-one
and there could be more if it chair includes the
executive committee of the Board -- where the
President and General Counsel sort of established the
plans for going forward.

The final recommendation is part of what NACUA
does, is work in conjunction with other associations,
higher education associations. One of those -- two
of those associations are ACE American Council on
Education, and AGB, the Association of Governing
Boards and that is the association that represents
Boards of Trustees, both public and private.

I believe that it is worth the time and effort as
you go through your process of having that type of
expertise come and to assist. And I would
specifically advise that you consider, for example,
particularly given the earlier discussions, every
board periodically should review its bylaws. Some
boards have bylaws that are clear about Presidential
versus Board spending authority, hiring authority, et
cetera.

For example, Northern Illinois University and
members of the mid-America Conference, the nine or so
schools within our Conference, we have specific bylaws
the diversified institution whereby the spending
authority can ranch from up to 250,000 to 3 million is
where presidential authority may end and Board
approval is required. Clearly, having particularly
General Counsels and other lawyers, but AGB sort of
assisting in the development of clear policies,
particularly bylaws, related to authority, whether
it's spending or hiring, et cetera, at the front end
is recommendation that I would make.

Mr. Chairman and members of the Board, I'm
certainly open for any questions, and I certainly
appreciate in the spirit of NACUA the opportunity to
assist our higher education lawyers as we try to
advanced the interest of you, our clients.

Thank you.

TRUSTEE ALSTON: Thank you, Attorney Blackmore.
I think that was an excellent presentation, commentary
and recommendations for the Board.

Trustees, are there any questions or comments for
Attorney Blakemore? Any questions or comments,
Trustees?

ATTORNEY BLAKEMORE: I'll invite you to one of my committee meetings, and if I don't get questions, that's wonderful.

TRUSTEE ALSTON: Thank you, Attorney Blakemore.

TRUSTEE WARREN: Trustee Alston, this is Trustee Warren.

TRUSTEE ALSTON: I'm sorry, go ahead, Trustee Warren.

TRUSTEE WARREN: We were just talking about this issue around this question of the Board being able to engage its own General Counsel, and as best as I understand, we have quite capable and able General Counsel on staff at the University. But is the discussion calls to question the capacity of our existing General Counsel, to handle the legal issues to be of counsel, if you will, to both the Board, and the staff.

TRUSTEE ALSTON: Thank you, Trustee Warren. I'll try to respond to that and then I'll ask Chair Montgomery to also chime in.

I think the initial thought when we brought up the conversation is there have been instances where, for example, if there is a difference of opinion from, let's just call it the Board versus the CEO, how the
General Counsel would respond or handle those types of situations. So in the interest, I think there was some conversation to avoid what could be a conflict between the Board and/or President; is there another route that the Board could consider either on a select basis or attorney or legal services, or ongoing basis. I think that was really what was the conversation, but I think the Board landed just to continue this conversation, which there was really no definitive take-away at the last Board meeting.

Mr. Chair, is that accurate?

CHAIRMAN MONTGOMERY: Yes. Thank you, Mr. Chair.

To be more specific, I believe we're moving towards a reporting relationship for the General Counsel that mirrors the existing reporting relationship of our Inspector General, also known as Vice-President for Audit and Compliance.

The General Counsel for the University should never be in a position where the office-holder feels as if the advice that they give the Board could put them in a position where they could lose their job. And so, there have been discussions about potential change with the General Counsel, and that is well within the scope of the authority of the President. But given where we are right now with very pressing
legal matters; I think we have some major cases that
are coming up right now.

There was a concern raised about continuity from
the Board, and I would be prepared to offer an
amendment to our bylaws that would place the status of
the General Counsel to mirror the same as the Vice-
President for Audit and Compliance. And simply, the
VP for Audit and Compliance reports functionally to
the Chairman of the Board and reports administratively
to the President of the institution. That person
doesn't get hired or fired without consultation of the
Board, and so I think that's where we're headed.

So one final note. Our operating procedures
requires a seven-day notice, so seven days prior to
our next Board meeting would be my intent to provide
notice to the Corporate Secretary about a potential
change there and then the item would be brought up for
discussion at the next board meeting.

TRUSTEE WARREN: Mr. Chair?

TRUSTEE ALSTON: Thank you, Mr. Chair.

Trustee Warren, you're recognized.

TRUSTEE WARREN: Thank you. I look forward to
that future conversation regarding Trustee
Montgomery's proposal, but I would like to add this
thought, if you will. We don't want to get in the
position that any employee of the college does not
work for as an employee on the President of the
University. The lines of authority and expectations
of the Board of certain employees, like the Auditor
and the General Counsel, should be clear, and we have
every expectation that they will be above-board,
responsive, and they're responsive to us, in
particular, and keeping with their assignments and
attendance, if you will, to their counsel to us,
especially with respect to the University President.
I have every expectation that the General
Counsel, Mr. Hayward, (phonetic) or anyone else; that
as a Board member when queried before counsel, that we
would get everything and more from that General
Counsel, which is the expectation that we all might
have, which is what was presented in the discussion
this morning, that General Counsel has an obligation,
an ethical obligation and a professional obligation to
be direct, forthright and above-board,
straightforward, and to give us advice that is good
for all as opposed to one.
General counsel and the auditor work for the
University President for the benefit of the
University, and more particularly, for the benefit of
this Board. In my mind, that doesn't dictate we get
in the way of who that is, but we do stand in the way of how that person responds to us and works for the University. So if we're considering the addition of outside counsel, I would suggest that we be more direct and more demanding and more straightforward and draw broader lines, if you will, about what the role is for our existing General Counsel and how that relates to us.

And secondly, the management of that person is a Presidential responsibility; that would be my recommendation when we get to it and we leave it there.

Thank you.

TRUSTEE ALSTON: Thank you, Trustee Warren.

Any additional comments, Trustees, on this topic? Okay. Hearing none, we will add -- thank you, Chair Montgomery for that regarding the next steps for the Committee and for the Board on this item.

As you've heard, this will be sent to everyone along with the remaining five next steps that you see on the document in front of you. If you have any additional topics that you would like for consideration, I would ask that you send those to Attorney Barge-Miles.

I think we see the take-aways that we've bumped
to the August meeting, so again, review of other SUS Governance Committee roles and their models. I know that Attorney Barge-Miles and Attorney McKnight have already done some work around this, so I'll get some information prior to the August meeting, along with further development of the committee, as well as a full review of the operating procedures. So that will probably follow the recommendation from the Chair following some time after the August meeting.

Any additional questions or comments before we close this meeting?

Mr. Chair, Trustee Boyce, I know that you're there; any additional comments?

TRUSTEE BOYCE: My question -- this is Trustee Boyce.

TRUSTEE ALSTON: Okay. It sounds like there's no additional comments so this meeting is adjourned.

CHAIRMAN MONTGOMERY: Hold on.

TRUSTEE BOYCE: My question was just on the great presentation we just heard and six recommendations. Is there a required action from this Committee to adopt and/or make a motion to go forth with these six recommendations?

TRUSTEE ALSTON: Is that directed to me, Trustee Boyce?
TRUSTEE BOYCE: Yes, sir.

TRUSTEE ALSTON: No, I think that's a great question. I personally don't have any issues with the recommendation. I think they're all within bounds. I think they are strong and it's clear that this is a standard with other universities, so I can't make a motion. But there is a motion that comes, of course I would absolutely entertain it.

TRUSTEE BOYCE: I would like to make that motion, if it's appropriate.

TRUSTEE ALSTON: Okay. It sounds like there is a motion on the floor for this Committee to adopt the six recommendations as presented.

That's a motion from Trustee Boyce; is there a second?

TRUSTEE BOYCE: There is not a second.

CHAIRMAN MONTGOMERY: Second.

TRUSTEE BOYCE: There is now a second from Chairman Montgomery.

TRUSTEE ALSTON: There is a second from Chairman Montgomery?

CHAIRMAN MONTGOMERY: Yes.

TRUSTEE ALSTON: I think there are technical issues. Can I ask Chair Montgomery, can you carry the motion because there's a delay on this end?
CHAIRMAN MONTGOMERY: I seconded the motion.

I'll briefly run through the discussion phase, if you allow, Mr. Chair.

The recommendations from the consultant were for clarification of the functional role of the General Counsel and expansion of the position description; the second one was to establish regular one-on-one meetings with the Board Chair; the third was to establish regular discussions with committee chairs; the fourth one was regular professional development for Board members; number five, establish the review process for the General Counsel and to have one-on-one meetings when there are changes in leadership -- I can speak to that personally. In my transition as Chair, there was relatively no engagement at that level that was actually performed; and then the sixth would be -- and I can speak to this as Board Chair -- engaging AGB or ACE consultants. I plan to call one in the very near future pending the outcome of our election in August where we would have a retreat as a Board, bring in AGB consultants to move forward.

So I believe Trustee Boyce was saying we should adopt these as best practices. He made a motion we adopt these, I seconded, and we're now in the discussion phase.
TRUSTEE BOYCE: Any other discussion?

TRUSTEE LAWSON: Yeah. Just a discussion for the Chair, the second motion. We talked about waiting until August to review the current structure of the General Counsel from a reporting standpoint. We've gotten now feedback on the abilities to obtain outside counsel if needed, so my only question is, does this supersede our need to have the discussion at a later date if we adopt the six recommendations?

CHAIRMAN MONTGOMERY: In my opinion, it does not. We reserve the right to continue to be involved in conversations in that area. This simply allows the adoption of best practices as presented.

TRUSTEE MOORE: Mr. Chair?

TRUSTEE ALSTON: Go ahead. I'm sorry, Trustee Moore.

TRUSTEE MOORE: My comment would fall in alignment with Trustee Lawson because it appears to go in that direction. I tried to capture all of the great recommendations and great presentation information that was provided, but it appears we would be in putting in place something that goes before what would be the bylaw presentation change or recommendation, and that would involve the comment of the full Board in seeing the item itself. And I don't
believe at this juncture that's where we are, which is
why I would not support the adoption. Not that
they're not great recommendations.

TRUSTEE BOYCE: But they would come in another
process with respect to the bylaws. Your comment is
that this should be addressed as a part of an addition
to the bylaws?

TRUSTEE MOORE: Right, and we talked about the
time standard associated with the bylaws and review
period. Here it talks about establishing protocol and
the position description, of which my understanding,
that now falls under the realm of the President. If
we're adopting this recommendation, are we now moving
it to this body? And if that's the case, one would
think it does have to follow the time standard process
and bylaws.

TRUSTEE BOYCE: So I'm amenable to doing whatever
is right to do. And so I would ask our Attorney
McKnight to maybe provide a legal opinion?

ATTORNEY MCKNIGHT: I think there's a conflict of
interest. I would declare there is a conflict of
interest. I don't know if I can defer to my great
legal brain trust, but I would ask Mr. Blakemore, if
he can come back, because he brings a wealth, a
plethora of knowledge in this area, and that's why we
brought him down from Chicago.

ATTORNEY BLAKEMORE: Thank you so much. Two quick things: One is, rather than taking action today, my recommendations were done for your consideration. A number of the recommendations would require possibly bylaw changes. Many of them are more administrative, and I think that you've got the authority to sort of do that without the bylaw change, in terms of how you set your meeting schedules and the like.

I will say this, on the question of outside counsel. There are circumstances where the client, which is the Board of Trustees, will always have to have the option irrespective of what you say in your bylaws to obtain outside counsel where there is a conflict. Your General Counsel immediately went to the conflict issue and said, "I really shouldn't opine on this," because it's either the appearance of or it's an actual conflict.

So when there are conflicts, you need to reserve the right to get outside counsel. That's nothing adverse or nothing against your current General Counsel. I have sought in many circumstances, I have requested the Board that I've worked for to get outside counsel, and here are two examples of where I
think that's really critical.

One is, whenever you're negotiating, you shouldn't ever have your General Counsel negotiating in contract with a president where 90 percent of their time is going to be spent with respect to the University, the President, and down the line. So we always recommend hire outside counsel so that the General Counsel can represent the interest of the Board. General counsel always has to represent the highest entity unless there's an agreement to the contrary.

The other areas when you always need to have outside counsel is where the General Counsel or the General Counsel's Office doesn't have the expertise that is needed for the Board. A General Counsel can't be all persons to all people -- all things to all people. In fact, we have professional obligations that say you can't go outside of your area of expertise, and quite frankly, the clients are not served very well.

So although I believe that the recommendations are for your consideration, a number of them would require some changes in bylaws. Not all of them do. I think there is some flexibility on your part within each of them to act even without bylaw changes.
TRUSTEE BOYCE: Thank you, Attorney Blakemore.

So given your response and Trustee Moore's concerns, I would like to withdraw my motion and consider that as part of a bylaw discussion at a future meeting.

TRUSTEE ALSTON: Okay. Thank you, Trustee Boyce.

TRUSTEE GRABLE: Trustee Alston, this is Trustee Grable.

TRUSTEE ALSTON: Please proceed.

TRUSTEE GRABLE: I would just like to offer that I think those suggestions, those six suggestions offered by our speaker are of great interest to me; however, I would like the opportunity to read his papers, and I want to be certain I'm sure that the Board Liaison will make sure that we receive those, as well as a chance to take a closer look regarding the documentation related to the six recommendations.

TRUSTEE ALSTON: Well taken. And Mr. Chair, you're okay with us putting this.

CHAIRMAN MONTGOMERY: Yes.

TRUSTEE ALSTON: Okay. Any additional comments or questions? Any additional comments or questions?

Okay. Sounds like, hearing none, I think we went through the several next steps for the Committee, as printed in front of you. We will also add these items as referenced to our August committee meeting, as
we're a committee of the whole, for the Special Committee on Governance.

Okay, if there's no other items to add, we will adjourn this meeting.

CHAIRMAN MONTGOMERY: Thank you, Chairman Alston.

Board members, we're going to take a 10-minute break before we move into Facilities Planning.

We'll be back -- it's 10:33 now. Let's start back at 10:45.

(Special Committee on Governance Meeting concluded.)
CERTIFICATE OF REPORTER

STATE OF FLORIDA
COUNTY OF LEON

I, Yvonne LaFlamme, Florida Professional Reporter and Notary Public, certify that I was authorized to and did stenographically report the foregoing proceeding; and that the transcript is a true and complete record of my stenographic notes.

I further certify that I am not a relative, employee, attorney, or counsel of any of the parties, nor am I a relative or employee of any of the parties' attorney or counsel connected with the action, nor am I financially interested in the outcome of this case.

Dated this 26th day of JULY 2015.

__________________________
Yvonne LaFlamme, FPR Court Reporter
Notary Public
State of Florida at Large