STATE OF FLORIDA

FLORIDA A&M UNIVERSITY

IN RE:                  EMERGENCY TELEPHONIC
                        BOARD OF TRUSTEES MEETING

DATE:                  THURSDAY, OCTOBER 22, 2015

TIME:                  COMMENCING AT: 7:30 a.m.
                        CONCLUDING AT: 10:35 a.m.

LOCATION:              FLORIDA A&M UNIVERSITY
                        FOUNDATION BUILDING
                        625 TENNESSEE STREET
                        TALLAHASSEE, FLORIDA

REPORTED BY:           YVONNE LAFLAMME, FPR
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CHAIRMAN MONTGOMERY: Good morning, and welcome
to this meeting of the Florida A&M University Board of
Trustees. I call this meeting to order.

Attorney Barge-Miles, please call the roll.

ATTORNEY BARGE-MILES: Trustee Alston?

Trustee Grable?

TRUSTEE GRABLE: Here.

ATTORNEY BARGE-MILES: Trustee Graham?

TRUSTEE GRAHAM: Here.

ATTORNEY BARGE-MILES: Trustee Lawson?

TRUSTEE LAWSON: Here.

ATTORNEY BARGE-MILES: Trustee McWilliams?

TRUSTEE McWILLIAMS: Here.

ATTORNEY BARGE-MILES: Trustee Montgomery?

CHAIRMAN MONTGOMERY: Here.

ATTORNEY BARGE-MILES: Trustee Moore?

TRUSTEE MOORE: Here.

ATTORNEY BARGE-MILES: Trustee Shannon?

Trustee Warren?

Trustee Washington?

TRUSTEE WASHINGTON: 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: I'm sorry, this is Trustee Alston. I'm on.

CHAIRMAN MONTGOMERY: Thank you. Good morning, sir.

TRUSTEE ALSTON: Good morning.

CHAIRMAN MONTGOMERY: Members of the Board, thank you for being responsive to the call for this emergency meeting.

On Tuesday morning, Vice Chair Lawson e-mailed a request to hold an emergency meeting for the purpose of addressing financial irregularities and improprieties that have been brought to the attention of the Board.

Part of the process that I determine the need for an emergency meeting involves communication with the University's General Counsel. My conversation with him led me to conclude that an emergency meeting was warranted, and that's how we ended up this morning.

He specifically cited two areas: One, section 2.3 of our Operating Procedures; and then, also, the Emergency Meeting Procedures.

And I'll briefly read to you from Section 2.3, Powers and Duties of the Board:
"The Board shall serve as the governing body as the governing body of the Florida Agricultural and Mechanical University. It shall select the President of the Florida Agricultural and Mechanical University to serve at the pleasure of the Board, and shall hold the President responsible for the University's operation, management, performance, its fiscal accountability, and its compliance with federal and state laws and rules and regulations of the Board of Governors."

"This is the lens through which we need to view the issues that have been brought to our attention; as part of the audit function by the Auditor of the State of Florida."

And with that, I will turn this over to the member who actually requested the meeting.

I recognize Vice Chair Lawson.

TRUSTEE LAWSON: Good morning, again. Thank you, Mr. Chair. I'll be brief in my opening remarks. We made an attempt to share with everyone on the board all of the detailed information that I had been able to access, such that everyone would then be on the same page. So a quick summary of where we are. And again, everyone has the documentation, and there was additional documentation provided, I believe, around 9
p.m. last night. We're in a situation where it was
clear that use of E&G funds to pay sign-on bonuses,
which is a violation of Section 215.425 of Florida
Statutes.

The next bullet point is Item 6.2 of the
employment contract of the President states that any
renovations to the President home require approval of
the Board if that expense is in excess of $10,000, and
without going into great detail, you all have the
back-up to support that particular situation.

We have been able to determine via help of
Mr. Givens' team that there are no records of any
approval via the Board of Trustees. We have spent
somewhere in excess of 400,000 between the house and
the garage. You know, some of the expenditures as you
look through the detail, are very appropriate; others
are, you know, you can form your own opinion.

As a result of this, and also as a result of
learning there were one-time raises given to at least
one member of the leadership team in excess -- well,
at the level of 25,000; as we challenge ourselves with
giving raises to faculty, at this point, I hereby move
to terminate Dr. Mangum's employment agreement, due to
incurable cause, and in accordance with portions or
part of 11.1 of section of her employment contract.
TRUSTEE WOODY: Trustee Woody. Second, Mr. Chair.

CHAIRMAN MONTGOMERY: A motion has been made and there has been a proper second. We'll move to the discussion phase. Is there any discussion with regard to the motion?

TRUSTEE MOORE: Chair Montgomery?

CHAIRMAN MONTGOMERY: Who is that?

TRUSTEE MOORE: This is Trustee Moore.

TRUSTEE WARREN: And Trustee Warren.

CHAIRMAN MONTGOMERY: Okay. As we proceed, I will -- as I hear you, I'll make notes in the cue and we'll proceed accordingly. So I heard Trustee Moore, Trustee Warren, and I have Trustee White.

Trustee Moore, you're recognized.

TRUSTEE MOORE: Just to make sure that I understand the background information on this. The request itself and the information that's been provided to us, this came as a result of an Auditor General review, and during that review, most of us and I'm probably sure all of us are aware, that through that process, there is an opportunity for staff engaged in the review to provide supporting documentation to address any of the areas of concern. Is that an accurate assessment or picture being
painted, in terms of how I'm realizing and believing
that this came to where we are today?

CHAIRMAN MONTGOMERY: Trustee Moore, I appreciate
your question. VP Givens, are you on the line?

VP GIVENS: Yes, I'm here.

CHAIRMAN MONTGOMERY: I'm going to ask you to
respond to Trustee Moore's question, please.

VP GIVENS: Actually, I believe the initial
request came through OPPAGA, which was the -- it's not
the auditors.

CHAIRMAN MONTGOMERY: I'm sorry for interrupting,
Mr. Givens, I can barely hear you. Can you speak into
the microphone?

VP GIVENS: Yes. Is this a little better?

CHAIRMAN MONTGOMERY: Yes, sir. Thank you.

VP GIVENS: Yeah, my understanding is this
initially came through the OPPAGA agency, where they
were gathering information from a number of
universities, mostly the smaller universities; where
they sent out a survey and sent a list of questions
and information they wanted, and part of that had to
do with providing bonus information.

Once that information was provided, I think the
only question started raising about bonuses. And
then -- but yeah, typically in the audit process --
and what OPPAGA is doing is not an audit. Right now it's just an inquiry. The University has just been asked to provide information. OPPAGA has had no finding related to it and I think it's just -- and that's just where it is right now.

CHAIRMAN MONTGOMERY: Two things, VP Givens. Can you tell us the acronym; can you tell us what that stands for, OPPAGA?

VP GIVENS: It's Office of Program Policy Accountability For Governance.


The second point to address was Trustee Moore's question, would be the memo that was received, I believe from the State of Florida, Office of the Auditor General; would that be correct?

VP GIVENS: No. That relates to the renovations at the President's house. Now, that part is -- the Auditor General is looking at it as part of the audit that they have in process now. It would not ordinarily be part of a financial audit because they're not doing an operational audit.

To date, they have requested that information. They've reviewed it and at that point, that's when the
memo was generated that was addressed to me to just
confirm or provide information or documentation that
the Board had approved the renovation in excess of
$10,000. But to-date, there's been no finding.
There's been no report issued.

And when I talked with the Auditor General, what
they indicated they thought would happen at this
point, would be any finding that was found during this
audit, they would include as part of the financial
audit of the University. As an other matter, that the
net audit would probably be released -- historically
it's been released in February or March of every year.

CHAIRMAN MONTGOMERY: Okay. There's some
feedback; someone is moving around, so if you could
mute your phones, that would be very helpful with the
process.

Trustee Moore, does that answer your question?

TRUSTEE MOORE: Yes, thank you.

CHAIRMAN MONTGOMERY: Trustee Warren, you're
recognized.

TRUSTEE WARREN: Thank you, Mr. Chair. My
questions are in line with Trustee Moore's and would
be best probably addressed by Mr. Givens as well.

Mr. Givens stated that the auditors have issued
no findings, and that's a critical point. I would
like for him to come back as I finish my inquiry to explain what that in fact means.

Secondly, the work that was done on the President's home was initiated in the scope of work that was set in place before the President was hired, and I would like to know from Mr. Givens, did he have that discovery in his research on this issue, and was that issue brought forward to Trustee Lawson, and more importantly, to the Chair of the Audit Committee.

The third thing is the issue of the bonuses were issued. As I recall, at a time when a series of bonuses being issued. In this case, the one posted to a Fund 1 account, as I understand, was later discovered and posted to the correct account, but the journal entry has been made and corrected as it was discovered by the staff and auditor overview.

So I'm really curious to know from Mr. Givens if Mr. Givens has shared that information and that kind of detail with Trustee Lawson and others who would declare this action to be solely that of the President, a responsibility of the President, and hence, to seek to making a motion as to one we're making this morning.

CHAIRMAN MONTGOMERY: So Mr. Givens, before you respond, I want to make sure we capture and provide a
response to each of your questions.

Trustee Warren, I don't have all of those so I'm going to go in reverse order. I believe there was a question about -- well, I'll let you restate that. If you'll restate the questions individually, we'll ask for a response from Mr. Givens.

TRUSTEE WARREN: Well, the first question was whether or not -- I asked for Mr. Givens to explain the depth and magnitude of the fact that he said his comments that the auditor had no findings, that OPPAGA had no findings, and what that does in fact mean to this discussion we're having this morning.

CHAIRMAN MONTGOMERY: And if you'll allow, Mr. Givens, you would respond to that question, please.

VP GIVENS: Well, when they say there's no findings, there's been no report issued on either one of these matters. The OPPAGA that's looking at the bonus issue is basically an inquiry. They're gathering information. They haven't said exactly what the objective is in gathering this information, because it's not an audit. OPPAGA does perform certain audits -- primarily program-type audits -- and they have not issued any engagement letter or notified the University that it is an audit so they are
basically gathering information.
I could speculate to say it's in response to an
issue that's come through the Legislature, but nobody
knows for sure but they have asked similar questions
to other universities.

CHAIRMAN MONTGOMERY: And so, to your point, I
feel the need to interject something here.

Trustee Warren, to your question and your
point --

TRUSTEE WARREN: Just a comment.

CHAIRMAN MONTGOMERY: It is the Board's
responsibility. So for example, if any outside entity
was looking at a problem at Florida A&M, we are not
bound to wait until the outside entity makes its
finding of what's going on at our university. You
know, we're responsible. So whereas OPPAGA, the
Auditor General, or anyone else who was looking at
what's going on with Florida A&M, the Board is not
bound in any way, shape, or form to wait until some
action is taken by them.

What's more troubling is that our internal
processes did not find this and present it to the
Board. There was not a process that led this to the
Board. This only occurred as a result of outside
entities looking at what was occurring at the
institution, and that's how it came to our attention.

TRUSTEE LAWSON: Mr. Chair, may I interject one piece of information to Trustee Warren's question, if I may.

CHAIRMAN MONTGOMERY: Here's my -- here's -- here's where we are.

One at a time. Trustee Warren had a question. I sent the order in which we would have responses to the question. There was a response to the question. I used my discretion as Chair to interject, which I'm allowed to do.

Now, here's where we are in this part of the conversation. There was a question. There was a response. I'm now asking you to proceed with your second -- I believe you had three questions. I'm now asking if you would please proceed with your second question that you would direct to VP Givens, Trustee Warren.

TRUSTEE WARREN: I will do that. I would point out, however, that Mr. Givens is obligated to provide the base amount of detail as necessary to insure that the examiners, auditors, and wherever, they are have clarity when they do their research and come to their conclusions.

My second question relates to the depth of
Mr. Givens' background work on the work on the house. It appears that the work was started before Dr. Mangum came to work and was engaged with the University by way of a contract, under a scope of work that was defined before she came on board.

So, I'm interested in how we're holding Dr. Mangum accountable for a one dollar or $10,000 or $398,000 of work on the home that was initiated with us prior to engaging as President of the University.

CHAIRMAN MONTGOMERY: And I'm going to direct the -- I'm going to ask Attorney McKnight, University Counsel.

TRUSTEE WARREN: My question is --

CHAIRMAN MONTGOMERY: Please, Trustee Warren. Vice-President McKnight, if you would respond to that question, and I'll ask Mr. Givens to provide a response and then we'll proceed.

Attorney McKnight?

ATTORNEY McKNIGHT: What specifically would you like response for? Because I think that Trustee Warren was asking a factual question.

CHAIRMAN MONTGOMERY: Trustee Warren had a question about the application of responsibility, and I thought it spoke to the requirements under or the contractual requirements with regard to where the
responsibility lies for the particular issue and I was
asking for the legal interpretation of that.

ATTORNEY McKNIGHT: Well, based upon the
contract, there was an affirmative duty and I'm going
to -- paragraph in the contract is 6.2, and what it
says is "Dr. Mangum shall obtain prior approval from
the Board or its designee for any capital improvements
or repairs to the home or its grounds which have a
project cost of over $10,000."

Based upon documents that have been shared with
General Counsel's Office, there's a matrix entitled
"President's House Renovations," and I think it's
associated expenses. And on page 2 of 3 there are
one, two, three, four -- at least four projects
between May 5th of 2014 and January 14th of 2015 that
certainly is over that $10,000 threshold, and should
have been --

TRUSTEE WARREN: So is --

CHAIRMAN MONTGOMERY: Please continue, Attorney
McKnight.

TRUSTEE WARREN: And that was established
before --

CHAIRMAN MONTGOMERY: I'm sorry. I'm going to
have enforce the quorum here. We have a speaker who
has been recognized. I'm going to ask you to please
refrain from comment to allow the speaker to conclude his remarks and then we shall proceed.

Attorney McKnight.

Thank you.

Attorney McKnight?

ATTORNEY McKNIGHT: Thank you. So pursuant to those line items, based upon what I'm reviewing right now on page two of three, as such, should have been based upon the contract approved by the Board.

CHAIRMAN MONTGOMERY: Thank you, Attorney McKnight.

VP Givens, did you have additional information that you want to share with regard to Trustee Warren's question?

VP GIVENS: Well, I can maybe provide some clarity in the process that was used in renovation. When the Board was trying to hire a President, there was some discussion in a meeting regarding getting the President's house ready for someone to occupy. Based on that, the Facilities Planning engaged someone, a house inspector, to come in. They inspected the house, they identified a number of deficiencies, some structural damage, and they at that time engaged a construction manager. Between the construction manager and the architect, a scope of work for the
renovation was developed and the initial purchase order for that was issued in February of 2014.

TRUSTEE WOODY: What date was that? VP Givens, what date was that?

VP GIVENS: That was in February of 2014.

CHAIRMAN MONTGOMERY: Were the University's procurement processes followed for that purchase order?

VP GIVENS: The architect engineer was on a continuous service contract, but when the work for the construction was not bid, the scope of work was at that time I think $165,000, and that's in excess of the bid limit and that work should have been bid and was not. We were told that the time frame was tight and they got -- received some written quotes but those we have not been able to locate.

CHAIRMAN MONTGOMERY: So, in an effort to insure there's clarity here, the University's policies regarding purchases and bids were not properly followed?

VP GIVENS: That's correct.

CHAIRMAN MONTGOMERY: That's correct?

Okay, now, in the interest of where we are, Trustee Warren, you had three questions. There have been two questions. We're going to move along to your
third question, if I may, and then I'm going to recognize the next Trustee in the cue.

If you would please state your third question.

TRUSTEE WARREN: My third question related to the bonuses. There was the allegation of misuse of funds, or malfeasance, or whatever term might be applicable here. It's been used -- not necessarily applicable but at least been used -- to suggest that the posting of the bonus to an erroneous fund account, the wrong account, was intentional and intended to deceive.

And in my discussions with staff, particularly the CFO, that it was in fact an error -- one among several that might occurred over the course of a business year and that's happens everywhere, even in your business -- and when discovered, the error was corrected.

So I'm wondering for Mr. Givens again, how the issue rises to the point of an accusation about the misuse of funds.

CHAIRMAN MONTGOMERY: VP Givens?

VP GIVENS: Yes. Our review of this situation and it's just mostly just through inquiries, but we talked with different people, some within the Provost's office and we were told that at the time the bonus was to be paid. The Provost's Office had no
discretionary funds within the Foundation, and the
bonuses were paid for the E&G funds at that time.

We haven't been able to find any documentation
from the source of the funds. The authorization to
pay was in the offer letter that was made. Now, from
our perspective, is that -- or since, the bonus was
paid from what was determined to be the only source of
funds available at that time. But the University had
no process in place to insure that there was follow-up
that was done to identify an appropriate source of
funds.

But you are correct. The transfer from the
Foundation to the University to reimburse the
University for the bonus.

CHAIRMAN MONTGOMERY: VP Givens, was what
occurred a violation of state law?

VP GIVENS: Yes, in my opinion, it does.

CHAIRMAN MONTGOMERY: Is it curable?

VP GIVENS: Well, it's good to have the transfer
made, but I don't believe in the audit world that it
would result in a no finding, primarily because was
there was no control in place to insure that it was
corrected in time. In controls would either prevent
or detector errors, and in this case, you know, there
was no detection. And so there was a time period in
which it was lapsed, and we basically saw there's no
-- we didn't see any documented effort to follow up on
it.

CHAIRMAN MONTGOMERY: And so, to Trustee Warren's
question as to why does this rise to the level of
importance: One, it's a violation of state law; two,
is it yes or no likely to result in a finding?

VP GIVENS: Based on my experience with the
Auditor General, when I was there, I would say
typically it would result in a finding.

CHAIRMAN MONTGOMERY: So as a result of -- just
to provide clarity, I wanted to make sure the third
question was addressed with regard to why this is
important: It's a violation of state law; based upon
experience of our Inspector General, it is likely to
result in the finding, and at the end of the day, this
board is responsible and will be held accountable for
the actions.

If you would, who is that?

Trustee Shannon.

TRUSTEE WASHINGTON: This is Trustee Washington.

I need clarification.

I actually report to the Governor's CFO on this
matter, and he said it is not uncommon for
universities to pay out of E&G funds and then
reimburse at the end or before the close of the fiscal year. And he said as long as the money is transferred, he did not believe that it would rise above the level of a finding. So I actually did some outreach on that item as well.

CHAIRMAN MONTGOMERY: Thank you, Trustee.

We're going to get back in to the order. Thank you, Trustee Washington, for sharing your point.

We've heard from our VP for Audit and Compliance. Trustee White is next in the cue. Trustee White, if you'll allow me to indulge at the end of Trustee Warren's comment. I had a request for clarification from Trustee Lawson. Vice Chair Lawson, if you'll state your point and then I will proceed with Trustee White.

TRUSTEE LAWSON: Thank you, Mr. Chair. There were just two points and hopefully I didn't get lost in the conversation. Regarding the cure of the dollars that were taken from E&G, my understanding was that was addressed this week, when this situation happened about a year ago. So yes, it was cured, but I think clearly this most recent round of conversation has precipitated that cure. And, you know, we didn't spend of time on the raise to one staff member, and we can come back to that, but I just did want to clarify
the timeline of when those funds were redeposited.

CHAIRMAN MONTGOMERY: Thank you, Trustee Lawson.

Trustee White, you're recognized.

TRUSTEE WHITE: Thank you. So again, just another question for Vice President Givens.

So in terms of these reviews, have you concluded a report or do we have a final report from internal audit around these activities?

VP GIVENS: No, there is no report. The request came to us to review the situation and gather some documents. I guess the closest we have to a report would be the memo that where I do say that the payment of the bonus is from the E&G funds would be in violation of the law.

CHAIRMAN MONTGOMERY: Thank you, Vice President Givens. Are there any members who have not -- are there any member who has not spoken to the motion who wishes to speak at this time?

PRESIDENT MANGUM: This is Elmira. I would like to speak at some point, sir.

CHAIRMAN MONTGOMERY: Dr. Mangum, yes. Duly noted, Dr. Mangum. Are there any members of the Board who have not spoken to the motion who wish to speak at this time?

TRUSTEE McWILLIAMS: Yes, there is Trustee
CHAIRMAN MONTGOMERY: Trustee McWilliams, you're recognized.

TRUSTEE McWILLIAMS: Yes. Mr. Chair, I think it's important to note the response that has put out there to the press. It sounds as if it's the Board that's doing something to her, but none of this was generated by the Board. This is generated from legislative inquiry that went out to FAMU and several other institutions, asking for a lot of information about bonuses, about hires, about compensation and the like, and these are findings, preliminary findings, that were generated by this inquiry. Not the Board. So it's not that the Board is doing something to the President. And I read she said this is a last stage effort to get along with the Board; the Board was overreaching. These are clearly fiduciary issues and when they come to the attention of the Board, the Board has an obligation to address them. And for the President to feel this is something that the Board shouldn't do and it's operational, I just don't understand that kind of thinking, but that's just my opinion.

I think that's the more dangerous thing here, because this is just the first of a series of things
that are likely to come out and be evaluated, either
by us or by the auditor or by somebody else who is in
a governance position, and if this is her reaction to
this, then I feel we're in for a long haul of
difficulty.

CHAIRMAN MONTGOMERY: Thank you, Trustee
McWilliams.

Members of the Board, I feel compelled to share
that the memorandum from the Auditor General was dated
October 1st, and so this information wasn't brought to
our information -- or at least it was brought to my
attention verbally by the Vice President of Audit and
Compliance on Sunday of this week and in writing on
Monday. And so, a potentially greater concern is one
that has continued to be one for this Board in that we
don't have the information. So we don't know what we
don't know, but we would likely not be here today had
it not been for outside folks to look at what's going
on.

So the responsibility lies with the Board and is
something that I'm going to insure that we address
very directly in our upcoming Audit and Compliance
Committee meeting and also in our Governance Committee
meetings, but to Trustee McWilliams's point, these
things were heard by outside inquiries.
I had a request from the President to speak. I am following Robert's Rule, of course, by allowing Board members to speak.

At this time, unless there is another board member who wishes to speak before her -- I'm sorry. Who is that?

ATTORNEY BARGE-MILES: This is Linda.

TRUSTEE GRAHAM: Chairman Montgomery?

ATTORNEY BARGE-MILES: Trustee Alston indicated that he wanted to speak. He had to step off of the call for a moment. I just texted him. I don't know if he's back on the line yet.

CHAIRMAN MONTGOMERY: Okay. Thank you, Attorney Barge-Miles. I'm going to put Trustee Alston in the cue, and we'll recognize him when he gets back. And I think I heard Trustee Graham.

TRUSTEE GRAHAM: Yes, sir. Good morning, Chair.

CHAIRMAN MONTGOMERY: Good morning.

TRUSTEE GRAHAM: I have a question for VP Givens. Can you provide clarity on how it works through Trustee Washington's comments about this regularly happening with E&G funds and it being reimbursed; how does that work or what's the common practice for that across the SUS?

VP GIVENS: Yeah. For work like that, it is
acceptable. A number of the universities have paid bonuses, and the bonuses typically are paid from the Foundation funds, and if it was reimbursed timely and there was a process in place, I mean, that's a factor in determining whether or not it would be a finding or not, and any findings are subjective and it's up to the judgment of the auditors in some cases, and so you would have some difference there.

And the University has in some cases followed process where the Foundation is to reimburse the University for -- (inaudible) and reimbursed, so that's not the issue here. It's the collateral control.

CHAIRMAN MONTGOMERY: Trustee Graham, does that answer your question?

TRUSTEE GRAHAM: Yes.

Okay, Attorney McKnight, I have a question for you; are you on the line?

ATTORNEY McKNIGHT: Yes, ma'am.

TRUSTEE GRAHAM: Thank you. In your professional opinion did Dr. Mangum violate her employment contract with respect to the renovation?

ATTORNEY McKNIGHT: In terms of if you go to page two of three of the matrix, and I don't know if you have that in front of you.
TRUSTEE GRAHAM: Yes.

CHAIRMAN MONTGOMERY: Attorney McKnight, sorry, this is Montgomery. You're referring to the matrix. For clarity's sake, for Board members, are you referring to the document we see labeled as COIP, the Capital Outlay and Implementation Plan?

ATTORNEY McKNIGHT: There is a document, it's three pages, and I'm in my car.

CHAIRMAN MONTGOMERY: That's it. Yeah, that's it. Board members, he's referring to the document you received, labeled COIP the Capital Outlay Implementation Plan. He's referring to the second, third and fourth pages with, which are labeled one, two and three.

Please proceed, Attorney McKnight.

ATTORNEY McKNIGHT: Yeah, so on that second page, you will see for line items -- all of which have a date on President's Employment Contract and in light of what is written in the contract itself, there was affirmative duty to report any projected cost over $10,000, right?

And then there was a separate, of course, which was not reported in that document, but it was also the car garage in the tune of what, $71,000 itself, so those things, based upon the contract, should have
been reported to the Board for prior approval.

TRUSTEE GRAHAM: Okay, so to answer my question directly: Was she in violation of her contract, yes or no?

ATTORNEY McKNIGHT: Based upon the documents as reflected, yes, it appears so.

TRUSTEE GRAHAM: Thank you.

CHAIRMAN MONTGOMERY: Trustee Alston, you're recognized?

Okay, Trustee Alston is not there.

ATTORNEY BARGE-MILES: Chair Montgomery, Trustee Washington sent me a text message that she wants to be recognized.

CHAIRMAN MONTGOMERY: Okay. Trustee Alston, are you there? Okay, I'll put you back in the cue.

Trustee Washington, you're recognized.

TRUSTEE WASHINGTON: Just to follow up on Trustee Graham's point. Attorney McKnight, the breach would be -- as we determine the scope of work was filled out before President actually arriving on campus, would she have any -- like, what is her responsibility or purview? Or did she sign off on the purchase orders that have already been authorized? Like, how do we hold her accountable?

Obviously, she's the president and there are a
number of things going on. These are large line
items, but how do we hold her accountable? How would
she know or would these the items pass by her desk?

CHAIRMAN MONTGOMERY: Trustee Washington, I'm
going to ask you, I think I heard five or six
questions. For clarity's sake and for the Board, if
you would -- and I'm going to let you ask each of the
questions, but could you state your questions one at a
time?

TRUSTEE WASHINGTON: Sure. The question is for
the work that began in the scope that was authorized
in February, 2014, what -- how would the President be
authorized or involved in purchase orders pertaining
to that scope of work?

ATTORNEY McKNIGHT: Well, I think that question
would probably be more appropriate directed to the
President.

But in light of the documents, right, that you
had before you, there was a parking garage on that
property to the tune of $71,000 after April of 2014.

On page two of three, there two separate entries
that you will see. One was in September of 2014 that
dealt with doors, front doors, and there was also a
separate entry in February of this year.

So I don't know if that answers your question but
that seems to be work post-employment, not
pre-employment, for those two items.

TRUSTEE WARREN: Mr. Chair, may I speak?

CHAIRMAN MONTGOMERY: Okay. Unless you have a
point of order or point of information, I'm going to
proceed with allowing Trustee Washington to ask her
questions, as I did with you, and I'm going to put you
in the cue.

Trustee Washington, please proceed with your
questions.

TRUSTEE WASHINGTON: Thank you. So that sort of
answers my question. It make it a lot less egregious
that it's not the 300, $400,000; it's a much smaller
amount that the President may be involved in, but I
would like to hear from the President if she had
knowledge of or -- because her signature is not on any
of these documents, so I would like to know what her
involvement is in the process for these series of
invoices.

CHAIRMAN MONTGOMERY: Okay. Two things here.

Trustee Washington, I plan to recognize Dr. Mangum
upon conclusion of your remarks.

Did you have any additional questions that
aren't addressed to Dr. Mangum, and if you do, you can
ask them at this time and then we'll proceed.
TRUSTEE WASHINGTON: Just a point of order. If these were authorized prior to -- the following VP Given's point, if the work wasn't bid, I would like to know who is responsible for authorizing this and what the policy and processes moving forward with these so that this does not happen in the future.

CHAIRMAN MONTGOMERY: I'll apply Chairman's discretion to address an ultimate point, and that is, we are responsible. Through the policies and procedures, through our responsibility as the governing body, this Board is ultimately responsible for what happens with Florida A&M University.

The Board employs or has one employee, the President, and through the President, we're responsible for the management of the University. We're responsible for -- the Board, according to our operating procedures, "Shall hold the President responsible for University's operation and management, performance, its fiscal accountability, and its compliance with federal and state laws, rules and regulations of the Board of Governors."

So directly to your question, there would be several responsible. Ultimately, the Board. As far as the operations of the institution, that responsibility would lie with the President. And then
with regard to how that is handled on campus and with
university operations, that still lies within the
purview of the President of the University.

I'm going to --

TRUSTEE LAWSON: I would like to speak once
before we move to Dr. Mangum because hopefully
post-Dr. Mangum, we can call questioning.

CHAIRMAN MONTGOMERY: Here's where we are.

Here's where we are. And I hear someone in the
background. I just made what I believe to be a
clarifying point. I'm going to recognize Attorney
McKnight with the validity of my statement. I'm going
to ask VP Givens to address the question from Trustee
Washington.

Trustee Warren, you're in the cue.

Trustee Alston, is in the cue.

Trustee Lawson, you're asserting parliamentary
privilege as a member who has the right to speak prior
to any recognized presenters; however, Trustee
Washington has addressed a question to a potential
speaker or presenter, and so I'm actually going to
move that up and then ask the speaker to specifically
address Trustee Washington's concerns.

And after that, there was a request from the
President to speak. I do intend to recognize the
President, and then we will get to Trustee Lawson.

And so in that order, VP McKnight, is there anything that I have just stated that is a point of order or point of information?

Hearing none, we're going to proceed.

VP McKnight, was there any question as to the validity of what I stated with regard to operating procedures?

ATTORNEY McKNIGHT: I think it's consistent with the duties line-itemed in Article 2.3 of the Operating Procedures.

CHAIRMAN MONTGOMERY: Okay, thank you.

VP Givens, would you Trustee Washington's question.

VP GIVENS: Yes. With regard to the responsibility for bid, that would primarily fall to the facilities planning --

CHAIRMAN MONTGOMERY: And I apologize again. If everyone would please mute their phones. We're getting a lot of feedback and it makes it very difficult to hear the speaker. So unless you're speaking, if you would please mute your phones to allow us to proceed without interruption, I would greatly appreciate it.

VP Givens?
VP GIVENS: Yeah. The responsibility for bidding
the construction projects would fall under the
Facilities Planning and construction department. When
they are doing the work and determine the scope of the
work, they would be responsible for advertising to get
the bids.

Was there anything else for Trustee Washington's
questions?

TRUSTEE McWILLIAMS: Mr. Chairman?

CHAIRMAN MONTGOMERY: I think I hear Trustee
McWilliams?

TRUSTEE McWILLIAMS: Yes, I just wanted to speak
to that little bit as Chair of the Facilities Planning
Committee.

CHAIRMAN MONTGOMERY: Sure. And prior to that,
Trustee Washington, did that answer your question?

TRUSTEE WASHINGTON: In a way, but it doesn't
answer how -- what's the oversight? If obviously we
did not approve this, how did it continue to move the
system, I guess is a better question?

CHAIRMAN MONTGOMERY: I'm sorry. Can you say
that again?

TRUSTEE WASHINGTON: That did answer that
question, but there's the larger question, which is if
the Board did not approve these repairs and
renovations, how did they continue to move through the
system and get ultimate approval and to actually
occur?

CHAIRMAN MONTGOMERY: Okay. So there's two
points here. You had a direct question to Dr. Mangum.
I also believe that your question at this point
involves many working pieces outside of legal and
outside of Audit and Compliance, so I'm going to do
two things here. In precedence, I'm going to allow
Trustee McWilliams as in his capacity of the Chair of
the Facilities Committee to make his comments. And
then we're going to Dr. Mangum, to ask her to respond
directly to your request questions -- just to those
questions -- and then we'll proceed and get to the
point where she can be recognized for the comments she
requested before. But I recognize --

TRUSTEE ALSTON: Mr. Chair?

CHAIRMAN MONTGOMERY: Yes.

TRUSTEE ALSTON: I'm sorry. This is Trustee
Alston. I have been on and off. I would like to make
a comment, and I do have another meeting I need to
attend momentarily.

Can you put me in the cue?

CHAIRMAN MONTGOMERY: You are in the cue, Trustee
Alston.
Trustee McWilliams, please proceed.

TRUSTEE McWILLIAMS: Thank you, Mr. Chair. I know that some of the board members were not on the Board for a long time and maybe some of these questions emanate from that. But generally, something like a garage that was well into the tenure of the President -- I'm not talking about the house renovations.

We're talking about the garage, which is a separate entity. It should have gone through our committee. The facilities people should have presented it. For example, had that been presented as a safety issue for the President, it probably wouldn't be a freestanding facility. It probably would be attached in some way to the main dwelling to allow for safety and so forth. So it probably been presented to the Board as such, and it probably would have been approved as such.

But what we have there is a freestanding facility. It doesn't address a safety concern, you know, and so, I don't know whether or not that would have gotten through. But the process would have been to come to the Committee to present it, and we would have talked about how it should be done, how much it was going to cost and so forth, and then present that
usually to me first and then to the committee. The committee would talk to -- the committee would approve it and then it would go to the Board.

But there's no way to go out and build a garage on state ground without any going through any kind of process -- going through the Board or going to the committee or doing anything -- and that's what looks what's happened here. How it happened, I don't know, but it certainly didn't go through my committee and it hasn't been presented to the Board.

CHAIRMAN MONTGOMERY: Thank you, Trustee McWilliams. I'm going to recognize Trustee Alston.

TRUSTEE GRAHAM: Mr. Chair, this is Trustee Graham. I would just like to get in cue to speak after Trustee Alston, please.

CHAIRMAN MONTGOMERY: I have you in the cue, Trustee Graham.

Trustee Alston.

TRUSTEE ALSTON: Okay, thank you, Mr. Chair. And let me be honest, I actually missed a lot of the dialogue. I was on initially and I need to also leave momentarily as well, so I appreciate the opportunity just to speak.

You know, to be clear, for me, I'm really sick and tired of the back and forth between the President
and the Board. I think the ongoing negative press about our University really hasn't been good. I know that many of us have received the e-mail hits or the press hits, from over the last 24 hours, and even prior to now. At least me, personally speaking, I've received calls, e-mails, text messages, social media messages; I think that everyone really is focusing in on the governance issue between the Board and the President.

For me, this is not an easy decision. I don't know where we stand at this point, but for me, it comes down to the question of, do we continue this ongoing back and forth, truly keeping up on the front page of the headlines? I think if you look at any outlet today, I think that is what everyone is focused on.

Or, do we bring this to a professional end today? You know, clearly there are ongoing issues, some that have been raised over the last 24 hours, some that we have talked about at our recent workshop, prior to this, that came out during the evaluation.

I know that many of us who took the evaluation stood at that point, and I know ultimately what was the Board decision and what we ultimately decided.

I think our governance and credibility is truly
at stake and I think we really need to bring this to a
friendly end. I've heard some of the back and forth.
I appreciate the various points of view. I'm just
hopeful that we can truly do this professionally, do
this, as we say, "excellence with caring."

I think that we really need to truly try to bring
this to a friendly end, be professional, and that's
pretty much the gist of my comments. I mean, I think
the back and forth between many of us, the back and
with the President that keeps us on the front page
really is damaging us. As we talk about our brand, as
we talk about continuing to make FAMU great, I don't
know if this is the right step.

So I hope that we all think about this, you know;
what is the best way to truly move the University
forward, and that's what I'll be thinking about
hopefully before we end this call.

CHAIRMAN MONTGOMERY: Thank you, Trustee Alston.
Members of the board, I have -- we were at the point
in which Trustee Washington had asked some with
questions. In the cue, I have Trustee Warren, Trustee
Lawson, and Trustee Graham. Before I recognize either
of the three, I am going to again ask if there are any
trustees who have not spoken to the motion who wish to
speak, and if there aren't, we will proceed to those
three.

We're actually going to move this along. But back to Trustee Washington's question, she had a specific question about I believe the area of responsibility. Trustee Washington, if you would state that question again, and we'll direct it to Dr. Mangum.

I would ask, Dr. Mangum, that you answer that question directly and reserve the questions for which you requested to speak until you're recognized for that purpose.

Trustee Washington?

TRUSTEE WASHINGTON: Thank you, Chair. My question was specifically to after the scope of work was completed, President, what is the process -- did these items come across your desk? I notice your signature is not on them, but were you made aware of what was going on prior to these findings?

PRESIDENT MANGUM: Good morning. Thank you for the opportunity to address that question.

I will begin by saying, none of the information came across my desk, with regard to the details of the renovation of Building 13 or what is now being occupied by the President.

The information with regard to renovations on the
house, and everything associated with it, when I received my contract, the final contract that I signed indicated that the renovations on the house were authorized and being made -- I'm assuming by the Trustees since they signed the contract -- and part of my contract indicated it allowed me to occupy temporarily some other space until the house was ready.

So the fact that there's no record of the Trustees approving the renovations on the house is interesting, because my contract, in fact, suggested someone approve renovations because they allowed for me to move in later; an allowance for me to stay some other place while the house was being repaired.

CHAIRMAN MONTGOMERY: Attorney McKnight, with regard to Dr. Mangum's assertion, regarding the contract, would you term her assertions to be accurate, or would you please address her -- would you please address that issue?

ATTORNEY McKNIGHT: I can't address the factual issues. The only thing I can address is pursuant to the contract -- and I would say that after April 1st of 2014 -- that based upon looking at page two of the matrix that I referred to before and based upon the building of the garage after April 1, 2014, that
appears to be in contradiction to the requirement that all projected costs totaling $10,000 would be approved by the Board.

And based upon what the Chair, at this point, based upon the documents, there was no approval by the Board. Whether that was prior approval or post approval, there has been no approval by the board.

PRESIDENT MANGUM: Trustee --

CHAIRMAN MONTGOMERY: This is Montgomery. So my question is, is the President correct in stating that -- I thought I heard that the President stated that the Board approved this. I was not aware of such -- is that a correct assertion?

PRESIDENT MANGUM: Ask him to read the language in the contract that refers to my move-in; that should clarify it.

CHAIRMAN MONTGOMERY: Okay. For the benefit of members of the Board, I believe you're all in possession of the contract. We just had a request from the President to read a portion.

What I'm going to do here, Attorney McKnight, do you have the contract in front of you?

ATTORNEY McKNIGHT: Yes.

CHAIRMAN MONTGOMERY: If you would, for the Board, if you would simply read 6.2 in the contract in
its entirety, please.

ATTORNEY McKNIGHT: Okay.

"For the benefit and convenience of the University and as a term and condition of her employment, as President of the University, Dr. Mangum shall reside at an on-campus building designated as President's Residence on a rent-free basis. The University shall pay for all maintenance and operating expenses, including grounds keeping, general maintenance, housekeeping, and all utilities including telephone, cable, Internet, electric, gas and water.

"The University shall be responsible for any real estate tax liabilities. Dr. Mangum shall maintain insurance for any personal property being maintained at the residence.

"Dr. Mangum shall obtain prior approval, from the Board or its designee, any capital improvements or repairs to the home or its grounds which has a project cost over $10,000. The Board and Dr. Mangum shall meet prior to her employment to review and assess refurbishments needed for the home, which the University shall arrange for completing, prior to Dr. Mangum's occupancy of the residence.

"For the convenience of the University, the President's Residence shall be reasonably available
and shall be used for University-related business and entertainment on a regular and continual basis and the University and Dr. Mangum shall coordinate on a set of hosting events at the President's residence. All costs of such events shall be paid by the University or FAMU Foundation as appropriate.

"Dr. Mangum --" do you want me to continue to read on?

PRESIDENT MANGUM: Excuse me?

CHAIRMAN MONTGOMERY: Dr. Mangum, I'm just going to please ask in you would follow our procedure and request to be recognized.

Attorney McKnight has been recognized and he is speaking. If you would allow him, and if he's concluded, he's asked a question and if you would allow us to get to the conclusion of the remarks, then I'm in the posture to recognize the next speaker.

Attorney McKnight?

ATTORNEY McKNIGHT: "Dr. Mangum and her family shall vacate the President's residence not later than 30 days from the effective date of termination or expiration of this agreement, including all renewable extensions. In the event of termination of Dr. Mangum's employment due to death or disability, any members of her family who lived in the President's
Residence and even prior thereto, may continue or live
in the residence, up to 90 days following such
termination.

"If the University fails at any period to make
the President's Residence ready for occupancy by
Dr. Mangum at any time, beginning April 1st, 2014, she
will receive a housing allowance of $3,000 each month
for such period."

CHAIRMAN MONTGOMERY: Thank you, Attorney
McKnight. That is the section on housing.

I did have a question: What date did Dr. Mangum
occupy the President's Residence?

Dr. Mangum? Hello?

PRESIDENT MANGUM: Yes.

CHAIRMAN MONTGOMERY: On what date did you occupy
the President's Residence?

PRESIDENT MANGUM: I'm not sure of the exact
date. I think I moved in on March 26th or 27th, but
in the spirit of having a conversation on getting
clarity, the portion of the statement that was just
read at the very end of it -- I don't have the
contract in front of me -- that allowed for me to stay
in a temporary place until the house was ready,
implies that everyone that was party to the contract
understood that renovations were going on at the
That's the part I'm not understanding; how it's my responsibility when renovations were going on at the house the date that I moved in and for several weeks after.

CHAIRMAN MONTGOMERY: Okay. Well, thank you. I think we had clarification there.

I have Trustees Warren, Lawson, Graham in the cue. Is there any member who has not spoken who wishes to speak at this time to the motion?

Okay. Hearing none, Trustee Warren, and being mindful, you've had an opportunity. And then we're going to move to Lawson and then to Graham. So Trustee Warren you're recognized.

PRESIDENT MANGUM: Trustee Montgomery, I haven't had a chance to speak yet.

CHAIRMAN MONTGOMERY: Okay. Again, Dr. Mangum, if you would respect our protocol and procedure here.

I am following Robert's Rules of Order, and in Robert's Rules of Order, the members of the Board have precedence over any non-members of the Board.

And so, I'm enforcing the quorum here. I have heard your request. I've noted it several times, but what I'm doing here is I'm allowing the members -- this is a Board meeting -- what I'm doing here is I'm
allowing -- we're receiving a lot of feedback. Again, if everyone would mute your phones, again, so we can proceed without interruption. It's a disruptive noise that's not allowing us to proceed.

So what we're doing here, Dr. Mangum, is allowing members of the Board to speak in order of precedence, and then I will recognize -- and I have stated that several times -- but I am enforcing the quorum by allowing members of the Board to actually speak.

So with that, if you would please refrain from interrupting. This is the second time. If you would please refrain from interrupting when members are being recognized to speak.

Trustee Warren, you're recognized.

TRUSTEE GRAHAM: Mr. Chair. This is Trustee Graham. A quick comment, please?

CHAIRMAN MONTGOMERY: Is it a point of information or point of order, Trustee Graham?

TRUSTEE GRAHAM: It's a point of order. I respect you as Chair in trying to follow Robert's Rule of Order, but with all due respect, Mr. Chair, this is a serious conversation and this woman's job is on the line, so if you could allow her to respectfully and tactfully at least address each question as they are presented directly to her, I think that could make a
fruitful conversation to move this thing forward, with no disrespect to you, Mr. Chair.

CHAIRMAN MONTGOMERY: I appreciate your comments, Trustee Graham.

In the cue, we have Trustee Warren, Trustee Lawson and Trustee Graham. It is your prerogative to defer at this point if any of the three should choose to do so.

I'll begin first with Trustee Warren.

TRUSTEE WARREN: Thank you, Mr. Chair. I think as we noted in the comments that have been given just immediately before my opportunity here, the contract that we did with Dr. Mangum, one, acknowledges the fact that we had work to do on the residence that we required her by way of the contract to live in, and that work was undertaken for clarity -- for Trustee Washington's purposes -- was done under a contract that we had with contractors to do work for us.

We have -- I recall a contract with a minor contractor to do work up to a million dollars; that can be initiated by the Facilities Department and executed without having it come back to the Board, and it's my understanding that the work on the house was done under that one-million-dollar latitude.

CHAIRMAN MONTGOMERY: Thank you.
TRUSTEE WARREN: But back to the issue of the contract itself, acknowledging the fact that there is work to be done. And quite frankly, we as the University, should be embarrassed by the fact that we allowed the house to deteriorate to the extent that it would take nearly $400,000 to fix it, to make it liveable by our University President.

But the contract acknowledges that work being done; that she might have to wait until it was finished before moving in. And I view the $10,000 inclusion in the contract for her that she would have to come to us for permission, on us anticipating that there might be things about it that she would want done, and where those things were $10,000 or more, she would have to bring them back to us.

I don't think that Dr. Mangum -- to my knowledge, anyways -- has asked for or initiated anything to be done to the house that would require her to bring it to us for Board approval. But the scope of work that was outlined by the facilities quote, to get the work done on the house done prior to her arrival, prior to her being an employee of the University, is beyond the scope of her duty to us as Attorney McKnight has read in the contract.

I'm appalled, quite frankly, by his counsel to us
than Dr. Mangum would be obligated or be responsible for an activity of the University that preceded her arrival.

CHAIRMAN MONTGOMERY: Trustee Lawson. You're recognized.

TRUSTEE LAWSON: Thank you, sir. I'll be brief. We have heard a lot of back and forth here. I'll focus on two points.

What we're dealing with here is a breach of fiduciary responsibility with respect to the University. It is spelled out painfully clear in the contract that anything above 10,000 needs approval. There are items such as front doors and counter tops that were approved above 10,000, that are in this document that everyone has that I would ask that you please refer to that were proved well beyond the date of the contract, between the University and the President, which the President signed on 2/14, and the former Chairman Badger signed it on 2/20, so that's clear to me.

Funds from E&G were used, such that it's a clear violation of state statute, and those funds were not transferred in the same fiscal year. They were transferred this week.

We have had ongoing issues, whether it be the
alumni students, Board of Trustees or Board of 
Governors, around a number of issues, most recently -- 
I should say largely around the engineering school as 
well.

So I feel at this point, given that multitude of 
issues, in addition to the financial improprieties.

CHAIRMAN MONTGOMERY: Trustee Graham, you're 
recognized. I had Trustee Graham as next in cue. 
Trustee Graham, you're recognized, if you wish to 
speak at this time.

TRUSTEE GRAHAM: Thank you, Mr. Chair.

I want to be perfectly clear. Can someone please 
tell me, as a matter of fact, is Dr. Mangum the agent 
responsible for violating the provisions of her 
contract, or is it someone else? If so, who is that 
person?

CHAIRMAN MONTGOMERY: I'll ask General Counsel 
and Vice President. Let me start with VP Givens and 
then VP McKnight.

VP GIVENS: Yeah. Could she restate the 
question, please.

VP GIVENS: Yeah. Could she restate the 
question?

TRUSTEE GRAHAM: I know the contract has been 
vviolated, but who is responsible for it? Is
Dr. Mangum the agent responsible for violating the provisions in the contract? If it's not her, who else is it?

CHAIRMAN MONTGOMERY: I'm sorry, I'll direct that to legal counsel. Attorney McKnight?

ATTORNEY McKNIGHT: Trustee Graham, what I have before me is simply the language in the contract and what it says in 6.2 is just that, "Dr. Mangum shall obtain prior approval, from the Board or its designees, for any capital improvements or repairs to the home or its grounds which has a projected cost of over $10,000.

Once again, based on those documents that have been reflected and are before this Board, based on the documents, there are at least five occasions that prior approval was not obtained from this Board.

CHAIRMAN MONTGOMERY: Okay, Trustee Graham?

TRUSTEE GRAHAM: All right. Attorney McKnight, was the garage a part of the original bid?

ATTORNEY McKNIGHT: That question might have to be directed to VP Givens.

CHAIRMAN MONTGOMERY: Vice President Givens, would you address that question, please?

VP GIVENS: Yes. What we were able to determine is the garage was added on towards the end of the
contract. It was done as an amendment to the contract. It went with the same contractor, based on they felt there needed to be continuity to make sure the garage was properly connected with the house electrically so there's reasons they did that.

But the garage was separate. It came towards the end of the contract through an amendment to the construction contract.

CHAIRMAN MONTGOMERY: For clarity's sake, VP Givens, what was the date in which it was added?

VP GIVENS: I would have -- I don't have it handy right in front of me.

CHAIRMAN MONTGOMERY: While you find that information, Trustee Graham --

TRUSTEE WOODY: Mr. Chairman?

CHAIRMAN MONTGOMERY: Sorry. Who was that?

TRUSTEE WOODY: Trustee Woody.

CHAIRMAN MONTGOMERY: All right. Trustee Woody, I'll add you to the cue.

Trustee Graham, were there any additional questions?

TRUSTEE GRAHAM: I didn't get that question answered. Who is the responsible individual for it?

CHAIRMAN MONTGOMERY: Okay. I directed that question to Attorney McKnight, and I believe he
provided a response.

TRUSTEE GRAHAM: I didn't get a name or answer, Mr. Chair.

CHAIRMAN MONTGOMERY: VP McKnight, would you answer that question, please.

ATTORNEY McKNIGHT: Well, yes. Based on the contract, it is Dr. Mangum's responsibility to obtain prior approval for the Board for any capital improvements to the home or its grounds which have a projected cost over $10,000.

CHAIRMAN MONTGOMERY: Okay. Trustee Graham, does that answer your question?

TRUSTEE GRAHAM: Mr. Chair, my question was directed to VP Givens: Who made the amendment for this? I believe that was answered. I understand it was authorized and an amendment was made or whatever, but who did that?

VP GIVENS: The amendments were made within the facilities planning construction. So it would have been the individual involved there.

TRUSTEE GRAHAM: I'm sorry. Can you speak up? I had trouble hearing you.

VP GIVENS: The amendments were made by the Facilities Planning, construction, the project manager, and --
TRUSTEE GRAHAM: Who was the responsible director or administrator in that area at that time?

VP GIVENS: I'm trying to find it. The director --

CHAIRMAN MONTGOMERY: Let me for clarity's sake here -- and I appreciate your question, Trustee Graham -- I'm sticking, or at least keeping us in line with what we're often accused of, being involved in the operations and we don't have the oversight level down to the individual of the specific person. The only point of contact with regard to where the Board had this direct accountability function from a supervisory capacity is with Dr. Mangum and in her capacity as CEO.

So I appreciate the question with regard to specifics and who was there. I do believe the Vice President has addressed it from a contractual perspective where the area of responsibility was ultimately placed. I think he answered that question twice.

And so, did you have any additional -- I will insure that VP Givens is there, but for the purposes of moving this along, I have Trustee Woody in the cue. I plan on recognizing --

TRUSTEE GRAHAM: But Mr. Chair, that still didn't
answer my question. We're getting a lot of details, and sometimes we want to go ten feet deep and sometimes we want to go five, so I'm just trying to provide clarity for myself so that will help me make my decision in the vote moving forward, and I didn't get that.

But I have one more question.

CHAIRMAN MONTGOMERY: I do want to insure that you got your question answered. There should be someone -- and I'll tell you what. I'll direct the question to Dr. Mangum. And Dr. Mangum, if you would please tell us and answer Trustee Graham's question.

Dr. Mangum, you're recognized.

PRESIDENT MANGUM: The facility organization, if I understand it, from the information I received from the documents that have signatures on it, come from the Interim Vice-President For Finance and the people within the facilities organization.

If you look at the documents I believe that Attorney McKnight continues to reference, you see signatures along the side of each one of those individual items as part of that overall contract, which in the President's House. Both consulting services were signed by the previous president. The consulting contract with LT Building Corporation,
Louis and Whitlock, the architects, was all signed by previous presidents; the continuous contract that you're referring to under which all of the purchases and construction, et cetera, was made.

TRUSTEE GRAHAM: Okay, so I have a follow-up to that. Whose request was the amendment made?

PRESIDENT MANGUM: That I don't know. I don't know any of the details regarding the renovation or any of the work on the house.

TRUSTEE GRAHAM: Was it made by you, Dr. Mangum?

PRESIDENT MANGUM: They were not made by me.

CHAIRMAN MONTGOMERY: Okay. We're --

TRUSTEE WOODY: In reference to a response from the President, and I just go by my experience as an administrator in how I was trained.

Looking at the date, and I'm specifically talking about the garage at this point, Dr. Mangum was on board. Note, it's my opinion she knew that the renovation was going on in the garage, and my point is as simple as this: As an administrator, as someone in the leadership, I was always trained that if you didn't know, you should account, but you can't divorce yourself of that responsibility. The folks that report to you, and like the Chairman said earlier,
we're not trying to get in, nor should we get involved
in the administration, but as part of your leadership,
you should know. So in my opinion as it relates to
the garage, in my opinion and to be honest with you,
Madam President, and my fellow Trustees, I feel the
President is responsible. If didn't know, she should
have known.

CHAIRMAN MONTGOMERY: Members of the Board, we're
going to pull this in. I'm going to recognize
Dr. Mangum for the purposes of speaking directly to
the issues at hand. And I would ask you, Dr. Mangum,
to address it to the specific issues.

You are now recognized.

PRESIDENT MANGUM: Thank you for the opportunity.
As was a letter that I sent to you all last evening,
with regard to improprieties and irregularities, first
I'm going to start with the repairs to the President's
Residence.

I didn't authorize anything related to the
President's Residence. My understanding from the
conversation and from my contract, that the Board of
Trustees made the decisions to renovate the residence
that was occupied by the Alumni House and used for
other business purposes. So to attach that to me is
disingenuous, certainly.
And I do feel like -- I'm just going to call it a
witch hunt for something that was wrong that I had
nothing to do with. So I'm going to leave it at that.
The contracts were signed in February, and when I
moved into the house, there was continuous work going
on for several weeks.

And as far as the garage is concerned, being that
the work that was continuing on the house -- gates
being put in, doors being replaced, windows, air
conditioning units; a host of other things that made
the place liveable for me but still needed work to be
done -- that was continuing throughout several months
while I was there -- three, four, six months at
least -- all the way through August of some points
where things were happening. In fact, I had family
members staying with me to shepherd my getting settled
in during all of the construction that was taking
place.

So to save the Institution money, I moved into
the house while it was still under renovation. None
of the decisions with regard to that contract were
mine, so attaching it to me... And not knowing that
the Trustees approved that the renovation was new to
me, as a result of this process.

And it indicated as such in the contract where it
did allow for me to stay someplace else while the
renovation work was being done.

I think it speaks to the lack of controls and
lack of procedures that the Institute has been plagued
with for many, many years. And to lay that at my
doorstep and say that I'm breaching my responsibility
and been involved in financial improprieties, based on
decisions that the Board has made, is a little bit
interesting, if not unprofessional.

With regard to other bonuses and hiring, we
followed normal hiring practices. Many of the bonuses
were part of packages that were negotiated as part of
hiring and attracting people to Florida A&M
University. It's standard industry practice; some of
the searches were conducted with external search firms
and offers were made, and they were received.

With regard to accounting for funds, sources and
payment of people, research foundation, activities
occur, expenditures occur, placed on E&G funds and
moved throughout the projects as we receive
reimbursements from external agencies, so it is not
abnormal to have an error occur or to have
reimbursement be made after it was discovered much
later in the process. After processing hundreds of
millions of dollars of transfers, these are typical
things that occur. That's why you have an audit and 
compliance function, and you have a controller.

So it's not abnormal, although some may think 
it's something malicious, I don't believe that to be 
the case and I don't think staff processed anything 
with that regard. There was also an issue about a 
one-time raise that was made. We reorganized the 
institution and transferred responsibility to 
different people, and the one person that did receive 
the raise -- we eliminated three. I think direct 
reports were vice-president, and put that 
responsibility under another individual and 
reorganized the area, which was appropriate, and 
salaries are competitive and compared to others in the 
SUS system, as well as in this region, in determining 
what the salary should be.

I would like to as part of my concluding remarks, 
with regard to the details of the contract, we have a 
lot to do in terms of competency, and I do think that 
speaking to issues, with regard to being able to read 
a contract or interpret it, we have some challenges 
legally with being able to get information that is 
accurate from our staff.

I think we also have concerns about understanding 
what accounting terms mean and what actions are
actually legitimate or legal, what findings are, what
inquiries are, and how they're actually made.

This has been kind of a mockery, in my opinion,
of what takes place when you actually take a
operations review or look at operations of what
actually happened. There is no intent to get to the
truth or make directions. What we're doing is, it
appears to me, to destroy rather than to build or take
corrective action.

There's a big difference in taking corrective
action, looking for violations and trying to provide
improvement of services. My administration, since I
have been here, have for been looking across policies
and procedures at the University, and as we find them
we try and improve them and establish best practices.
And this was another case with regard to the building
and constructions area where the Trustees made a
decision to do renovation, didn't follow their
procedures and now it's sitting at my footsteps as if
I did something wrong.

I didn't do anything wrong with regard to that,
and that's -- and I didn't breach my responsibility,
and I don't believe our staff in any way tried to do
anything wrong in renovating the property or taking
care of the University facility. It is not my house.
It is a University facility that requires maintenance and ongoing operations, and I believe that as they found things on the property that needed to be addressed, under the continuous contract, they continued to try and improve and protect the value of the property.

So ultimately, I think much of this is defamatory. In terms of saying that improprieties took place, it's premature. There are no audit findings related to any of this. Nothing is official. It's just a lot of conjecture and a lot of talk about hoping to find something and make it stick. I think it's a continuous mud-slinging. And I think continuing to say that there are their communication challenges, when I talk to people on this board weekly; I talk to the Chair three hours a week, most of the time, and in many cases even more than that.

So I've been required to do things that other Presidents don't do. I think the Board has delved seriously into operational issues. These are operational issues, all of which were raised maybe by OPPAGA or other people, but there are concerns that were raised, which usually people have an opportunity to take corrective action. Hence, no finding; that's what we do; that's why these positions exist, to make
sure we are compliant. Yes, we still have this constant condemnation.

We get up every day and we still come in, my team and I, to continue to work at the University, to push the University forward. And it seems all of the efforts that we take every day that we have a good news story, someone brings a bad news story, and the bad news stories generate from many of the members in the governance part of the institution.

So my comment is, it really is sad that we have to continue to have these conversations around things that most universities handle as part of their regular daily operations.

I came to Florida A&M University to put in a better place, to raise its level. I think I've raised the level of notoriety. I've raised it to a point of we're respected as an institution, but every day we do this, we have counter-acting forces trying to tear it down. I have no reason, no understanding as to why that is. But the inquiries and feedback that I receive from social media and everybody else as praising the institution, to renew it, and move it from the place it has been from the last several years to a place of honor.

And my actions have always been honorable. The
thing that's most disappointing is that in my entire 30 years of service, with regard to budget and planning, I have never been accused of breaching my responsibility or doing anything remotely related to an impeachable offense or anything that is a violation of any law until I came to Florida A&M University and a false narrative has been created and continues to be created. It is insulting to me and to the institution and to higher education community.

With that, I will end my remarks.

CHAIRMAN MONTGOMERY: Thank you, Dr. Mangum.

We're going to pull this in. The author of the motion, I will afford you the opportunity to make the closing comment, and we will proceed to a quorum call and then a roll-call vote.

The motion was by Vice Chair Lawson, you are recognized. Is Vice Chair Lawson on the line?

ATTORNEY BARGE-MILES: He had to step away for a moment. I just sent him an e-mail.

TRUSTEE MOORE: Mr. Chair?

CHAIRMAN MONTGOMERY: Who is that?

TRUSTEE MOORE: This is Trustee Moore.

CHAIRMAN MONTGOMERY: Trustee Moore, you're recognized.

TRUSTEE MOORE: I will speak both as a
professional, as well as a member of this board and
one that I believe everybody shares in that same
commitment.

I'm equally disturbed by the comments that have
just been shared by President Mangum. I think and
believe that we all should carry an open mind and
operate with a level of professionalism that speaks to
who we are, who the University is, but it's clear that
the language and the tone that is taken further
divides and separates. Our responsibility for
oversight in the conversation that we're having today,
did not stem from this Board, yet that is how we are
tagged or associated and that creates this challenged
environment that President Mangum just spoke of that
she would like to have removed. But everybody has to
take responsibility and I don't hear that in the
communication.

The other challenge that I am very much concerned
by, there have been repeated, repeated comments in
newspapers and whatever other sources that this is
indeed a hostile work environment, and there are
conscerns about the level of communication. What I
would add is that the communication concerns were
evidenced in the evaluation, so the need to have
additional and later conversation now came as a result
of what was perceived as not occurring.

Additionally, again to point back to the
environment, there are steps in place that I believe
were made available relative to; if you firmly believe
this was a hostile environment that did not support
your ability to move forward, and it is my
understanding that those ceded to move that forward.

We all want the same thing. I personally commit
to each of you, I do not want to spend as much time as
we're spending now. I do not want to move in to
operational issues, but this continued back and forth,
it just does not speak well to who we are and who we
can be. And Mr. Chair, that would conclude my
remarks.

CHAIRMAN MONTGOMERY: Thank you.

Trustee Lawson, you're recognized for closing
comment and then we're going to move to a vote.

ATTORNEY BARGE-MILES: Trustee Lawson?

It's showing he's on.

TRUSTEE WOODY: Mr. Chair?

CHAIRMAN MONTGOMERY: Yes. Is that Trustee

Woody?

TRUSTEE WOODY: Yes. I'll refrain from my

comment until he's on.

CHAIRMAN MONTGOMERY: Okay, let me do this.
Attorney Barge-Miles, a quick quorum call. We've been on for an hour-and-a-half. I want to see who is on the line, and we'll have a closing vote on the motion.

Can you do a quorum call?

ATTORNEY BARGE-MILES: Yes.

Trustee Alston?

Trustee Grable?

TRUSTEE GRABLE: Here.

ATTORNEY BARGE-MILES: Trustee Graham?

TRUSTEE GRAHAM: Here.

ATTORNEY BARGE-MILES: Trustee Lawson?

Trustee McWilliams?

TRUSTEE McWILLIAMS: Here.

ATTORNEY BARGE-MILES: Trustee Montgomery?

CHAIRMAN MONTGOMERY: Here.

ATTORNEY BARGE-MILES: Trustee Moore?

TRUSTEE MOORE: Here.

ATTORNEY BARGE-MILES: Trustee Shannon?

Trustee Warren?

TRUSTEE WARREN: Here.

ATTORNEY BARGE-MILES: Trustee Washington?

TRUSTEE WASHINGTON: Here.

ATTORNEY BARGE-MILES: Trustee White?

TRUSTEE WHITE: Here.
ATTORNEY BARGE-MILES: Trustee Woody?

TRUSTEE WOODY: Here.

ATTORNEY BARGE-MILES: You still have a quorum.

CHAIRMAN MONTGOMERY: We have a quorum.

Given the magnitude of this issue, I'm going to ask members for a few minutes and see if we can afford the other trustees an opportunity for them to join us and we will proceed.

Attorney Barge-Miles, I think you noted that we've had communication issues, telecommunication issues in the past; I wouldn't want them to miss this for that purpose.

If you can attempt to locate Trustees Shannon, Lawson, and Alston, and then we'll proceed, Board. Members, if you would please stand at ease for about 60 seconds. Thank you.

ATTORNEY BARGE-MILES: Chair Montgomery?

Trustee Lawson should be back.

TRUSTEE LAWSON: I'm back on. Sorry about that.

Mr. Chair, I know I'm out of order, but I'm running another meeting now with about 15 people; am I allowed to vote now?

CHAIRMAN MONTGOMERY: Here's where we are, Trustee Lawson. I simply need to afford -- I asked for 60 seconds to afford the opportunity who had
We're missing Trustees Shannon and Alston. If you give us about another 30 seconds, and we're going to try and locate them and we'll allow you to close the conversation and take a vote.

Attorney Barge-Miles?

ATTORNEY BARGE-MILES: Trustee Alston is calling in right now.

CHAIRMAN MONTGOMERY: Trustee Lawson, you're recognized at this time for closing comments as the author of the motion.

TRUSTEE LAWSON: Thank you, Mr. Chair. And I'll be brief because I do have to run. We've heard a lot of good conversation, a lot of good challenge to my motion. I appreciate all of the Trustees that dug in; however, guys please focus on the facts. It's not a personal issue. Please focus on the facts.

We know there's been a violation of policy. We know that the contract that we painfully negotiated has been violated as recently as early this year, 2015. We know funds were taken from E&G accounts where they shouldn't have been, and they were repaid as recently as this week. You know the ongoing challenges we have had.

So, if you vote against my motion, I appreciate
that. If you vote for my motion, I will appreciate
that. But know if you vote against the motion you are
condoning the ongoing situations we have at the
university that I will continue to work with each and
every one of you to address.

So Mr. Chair, that concludes my remarks.

CHAIRMAN MONTGOMERY: All right. Attorney Barge-
Miles, the question has been called.

TRUSTEE GRAHAM: This is Trustee Graham.

CHAIRMAN MONTGOMERY: Trustee Graham.

TRUSTEE GRAHAM: Point of order. We publicly
notified this meeting as a discussion item, but I
don't think it was clarified there would be any
action.

Are we out of order for this? I think we should
give the opportunity for public comment.

CHAIRMAN MONTGOMERY: Okay. Trustee Graham, this
is an emergency called meeting. It's my
understanding, based on conversation with General
Counsel, that it has been conducted and called in line
of the operating procedures.

Attorney McKnight, would you affirm that for me?

ATTORNEY McKNIGHT: Pursuant to the Emergency
Called Meetings, the Board is able to address all
actions that require immediate attention. I think
it's been duly noted as to the Board reporting of financial irregularities or improprieties.

CHAIRMAN MONTGOMERY: And with that said, we're going to conduct a roll-call vote.

TRUSTEE LAWSON: Mr. Chair, I would ask at that time you please allow me to vote out of order because I have 15 people in a conference that are waiting on me.

CHAIRMAN MONTGOMERY: I'll grant the request for the Vice Chair.

TRUSTEE GRAHAM: Attorney McKnight?

CHAIRMAN MONTGOMERY: We're going to go ahead and conduct the vote. Attorney Barge-Miles, here's where we are. We're going to go ahead and conduct the vote.

ATTORNEY BARGE-MILES: Trustee Lawson?

TRUSTEE LAWSON: I vote affirmative for my motion.

ATTORNEY BARGE-MILES: Trustee Alston? Trustee Alston?

TRUSTEE ALSTON: Yes, I'm on the call.

ATTORNEY BARGE-MILES: They're voting.

TRUSTEE ALSTON: What's the motion? My apologies, is the motion still --

ATTORNEY BARGE-MILES: Yes. Trustee Lawson moved to terminate President Mangum's employment.
CHAIRMAN MONTGOMERY: And he was afforded the opportunity to vote first so he has already cast his vote. So please conduct the vote.

TRUSTEE ALSTON: Actually, I am going to vote Mr. Chair, but I -- the one piece that is not there is with or without cause; was that conversation held? Again, I'm just getting back on the call.

ATTORNEY BARGE-MILES: Trustee Alston?

CHAIRMAN MONTGOMERY: I believe it is a point that is a point of information that can be clarified by the author of the motion or the person that seconded. Who seconded the motion?

ATTORNEY BARGE-MILES: Trustee Woody seconded the motion.

TRUSTEE WOODY: With cause. The answer is, with, my second.

ATTORNEY BARGE-MILES: With cause.

TRUSTEE GRAHAM: So Mr. Chair, this is Trustee Graham.

CHAIRMAN MONTGOMERY: Listen --

TRUSTEE GRAHAM: Can you restate the entire motion?

CHAIRMAN MONTGOMERY: Members of the Board, we had entered into a vote. There has been a vote; one vote cast. There was a point of information raised by
a member of the Board. The point of information was addressed -- the point of information was actually addressed. If there is a point of order or a point of information we're at -- we're in the voting stage here, so I don't want to be in a posture of not allowing you to have your questions answered, but I think I heard Trustee Graham asking for the motion to be restated?

TRUSTEE GRAHAM: Yes.

ATTORNEY BARGE-MILES: The motion was Trustee Lawson moved to terminate President Mangum's employment. Trustee Woody seconded the motion and Trustee Woody just indicated that the motion was with cause.

CHAIRMAN MONTGOMERY: Attorney Barge-Miles, please proceed with the vote.

ATTORNEY BARGE-MILES: Trustee Alston?

TRUSTEE GRAHAM: Attorney McKnight, point of order. Attorney McKnight, this is Trustee Graham. Can you provide clarity on with or without cause? What's -- Trustee Lawson stated the motion, so can you restate it since you were the author with everything? This is coming from 10,000 different directions.

ATTORNEY BARGE-MILES: I will restate the motion again. The motion is Trustee Lawson moved terminate
President Mangum's employment. It was seconded by Trustee Woody. Trustee Woody then indicated as the second, he indicated that it's with cause.

TRUSTEE ALSTON: Okay, this is Trustee Alston, again. Point of order, if I could, Mr. Chair?

CHAIRMAN MONTGOMERY: Yes.

TRUSTEE ALSTON: And I heard Trustee Woody, and if I could, to the maker of the motion, Vice Chair Lawson: It sounds like in your original motion there was no comment on with or without cause. Again, at least in mind with my comments -- and I heard many or some of the conversation -- would you be opposed to accepting that without cause?

TRUSTEE WOODY: Mr. Chair, is it possible to go back and read exactly what Trustee Lawson stated at the beginning of the meeting?

CHAIRMAN MONTGOMERY: These are all points of -- okay, these are points of information. Trustee Lawson made a motion. The motion by Trustee Lawson has been stated twice by the Board Liaison. I recall him citing passage in the contract for -- in the conversation about the motion.

But with that said, I would allow the maker of the motion or the one who seconds the motion to address the potential or the proposed amendment by
we're -- I'm sorry. Let me go ahead and enforce the
decorum.

We have a vote on the table. This is not the
appropriate stage for the amendment, so I won't allow
the amendment at this time.

Attorney Barge-Miles, please proceed.

TRUSTEE GRAHAM: Mr. Chair, Mr. Chair, I have a
question: When is the appropriate time?

CHAIRMAN MONTGOMERY: Okay. Point of
information, Trustee Graham. The point of information
is that the points of order and the points of
information, the time to propose an amendment was
prior to the call for a vote.

TRUSTEE GRAHAM: Well, we're going to do Trustee
Alston --

CHAIRMAN MONTGOMERY: Unless you have -- unless
you have a point of --

TRUSTEE GRAHAM: Mr. Chair, please let me get my
comment out. When you're cutting me off, you're
cutting off 10,000 stakeholders of this University.

I'm sorry, can you please provide clarity,
Attorney McKnight, with or without cause? We change
motions at any other time; can he restate his motion,
included, if we're going to move forward? Please
provide clarity. Where is that at? Public comment?
Can you state where that rule is located, where we can't have any public comment? Or we aren't hearing from the stakeholders, and just moving forward? If we're going to do something, let's do it decent and in order.

CHAIRMAN MONTGOMERY: Trustee Graham, your concerns are noted. The appropriate time in which for -- in which proposed changes to the agenda could have been made have passed. You will have an opportunity, upon conclusion of this agenda item, to propose changes to the agenda, so --

TRUSTEE GRAHAM: So point of order -- then it's not right.

CHAIRMAN MONTGOMERY: Okay.

TRUSTEE McWILLIAMS: Mr. Chair?

CHAIRMAN MONTGOMERY: I'm going to enforce the decorum Trustee McWilliams.

TRUSTEE McWILLIAMS: Yes, I think we need to clear this up. It was not stated in the motion whether we were talking about with cause or without cause, and I think that's a very important point that the Board -- when people vote, they need to know what that means, with cause or without cause, or what implications would it carry one way or the other, and I think that what Trustee Alston was trying to find
out and I think it might have some effect on how
people vote.

TRUSTEE GRAHAM: Thank you, Trustee McWilliams.

TRUSTEE McWILLIAMS: And we need to know, and
once we clear that up, I think people can comfortably
vote.

CHAIRMAN MONTGOMERY: I agree, and so for the
third time, I'm going to ask the Board Liaison to
restate the motion. And with regard to clarity on the
with or without cause on the person who made the
motion or the person who made the second, I'm going
ask you to allow for clarity with regard to whether it
was with cause or without cause.

Attorney Barge-Miles, will you please restate the
motion?

ATTORNEY BARGE-MILES: Trustee Lawson moved to
terminate President Mangum's employment. It was
seconded by Trustee Woody.

TRUSTEE WOODY: Yes, I seconded it, and for
clarification, I was under the impression it was with
cause. But with the caveat, I would suggest we go
back and read the motion again; whoever is the
secretary whoever recorded the motion, so you can find
out exactly whether I'm right or I'm incorrect. But
it's my impression that his motion relates to with
cause.

ATTORNEY BARGE-MILES: We have the court reporter looking now, Mr. Chair, if that's your desire.

CHAIRMAN MONTGOMERY: I will again, for clarity's sake, Trustee Graham and Trustee McWilliams and Trustee Woody, y'all raised a valid concern. I'm going to ask the court reporter to provide the exact motion so that it can be restated and we will proceed.

(Thereupon, meeting went off the record for reporter to look for said motion.)

ATTORNEY BARGE-MILES: The operator is trying to contact Trustee Lawson right now.

CHAIRMAN MONTGOMERY: Trustee Lawson?

TRUSTEE LAWSON: Yes.

CHAIRMAN MONTGOMERY: I just decided to move forward by contacting the author of the motion.

Trustee Graham, I believe had a point of order.

Trustee Lawson, would you please restate your motion? There's a question with regard to the motion. We are going to conduct a vote after restatement of the motion.

TRUSTEE LAWSON: Yes, sir. Mr. Chairman, I hereby move to terminate Dr. Mangum's employment agreement, due to incurable cause, and in accordance with 11.1, section D and E, of her Employment
CHAIRMAN MONTGOMERY: Okay. The motion has been restated.

Trustee Graham, you had a point of order or point of information?

TRUSTEE GRAHAM: Again, Chairman Montgomery, is that with or without cause? That's where Trustee Alston and --

TRUSTEE LAWSON: It was with cause; incurable with cause.

TRUSTEE GRAHAM: I also have a question, Mr. Chair.

When would the termination become effective, if this was to move forward, and how many days?

CHAIRMAN MONTGOMERY: VP McKnight?

ATTORNEY McKNIGHT: If it's with cause, it would be, given the contract, effective immediately.

TRUSTEE GRAHAM: So today, if this moves forwards, the Board if firing the President today, yes or no?

CHAIRMAN MONTGOMERY: That's again, accepted as a point of information. I believe that VP McKnight has answered your question, but she asked the question again.

VP McKnight?
ATTORNEY McKNIGHT: Based upon the motion and the contract, with cause would mean effective immediately.

CHAIRMAN MONTGOMERY: Okay. Members of the Board, we're going to proceed with a vote.

Attorney Barge-Miles, please conduct the vote with regard to the motion. That has been made and seconded --

TRUSTEE GRAHAM: Point of order.

CHAIRMAN MONTGOMERY: We're going to move --

TRUSTEE GRAHAM: Point of order, Mr. Chair. I would ask for a friendly amendment, Vice Chair Lawson, to the maker of the motion, that we will at least give the President through midnight tonight, if this was to move forward.

TRUSTEE LAWSON: Less I hear in form --

CHAIRMAN MONTGOMERY: I'm sorry, Trustee Lawson, we can barely hear (inaudible).

TRUSTEE LAWSON: (Inaudible).

CHAIRMAN MONTGOMERY: I'm sorry. Trustee Lawson?

ATTORNEY BARGE-MILES: I think he's presenting something. This is Linda.

CHAIRMAN MONTGOMERY: Okay. A point of information was raised by -- excuse me -- an amendment. Was that in the form of a proposed friendly amendment through the process, Trustee
Graham?

TRUSTEE GRAHAM: Yes, sir.

CHAIRMAN MONTGOMERY: And so for clarity, you're asking that the motion be amended to allow for a termination to go into effect at midnight tonight? I'm just restating your friendly amendment.

TRUSTEE GRAHAM: In the event that this was to move forward, please, at least allow her till midnight tonight.

CHAIRMAN MONTGOMERY: Trustee Lawson, do you accept the friendly amendment?

Trustee Lawson? Given the magnitude of this, and insure that we are procedurally moving forward correctly with this, I do want to have the opportunity for your amendment to be addressed, Trustee Graham.

We have experienced technical difficulties before, so I do want to allow the author the opportunity to respond.

Attorney Barge-Miles, can you facilitate --

ATTORNEY BARGE-MILES: I'm trying to reach him now. He's still connected. I'm trying to call his office now. He's coming back on.

CHAIRMAN MONTGOMERY: Hello?

TRUSTEE LAWSON: Hello?

CHAIRMAN MONTGOMERY: Hello, Trustee Lawson,
there's been a proposed friendly amendment to your motion.

Trustee Graham, will you please state your proposed friendly amendment?

TRUSTEE GRAHAM: Trustee Lawson, would you accept a friendly amendment that if this does move forward, to terminate the President's contract, at least until midnight tonight?

TRUSTEE LAWSON: Until midnight tonight, is the question? Yes, I can accept that, Trustee Graham. There's not an issue with that.

Sorry, again, Chairman, for being tardy. I had 15 people that I was trying to deal with.

CHAIRMAN MONTGOMERY: Okay. There's a motion that's been made. I'm going to ask the Board Liaison to restate the motion with the friendly amendment.

ATTORNEY BARGE-MILES: If Trustee Lawson could restate his motion?

TRUSTEE LAWSON: Yes, ma'am, I can.

CHAIRMAN MONTGOMERY: If you'll restate your motion and adding the friendly amendment.

TRUSTEE LAWSON: Yes, sir, Mr. Chair. Sorry for over-talking you there.

I hereby move to terminate Dr. Mangum's employment agreement, due to incurable cause, in
accordance with portions 11.1 of sections D and E of
her employment agreement, with the additional friendly
amendment from Trustee Graham, of waiting until
midnight tonight.

CHAIRMAN MONTGOMERY: Point of information Vice-
President McKnight, is this allowed in accordance with
the contract? Vice-President McKnight?

ATTORNEY McKNIGHT: To the extent that it's the
will of the Board, yes.

CHAIRMAN MONTGOMERY: Okay. So there's a motion
that's been made and properly seconded.

Are we ready for the question? The time is not
-- okay. Yes, the time to have the discussion is not
during the vote, and I'm telling you upfront it won't
be allowed once we get into the vote. So we're at the
point of calling for the question. The motion has
been made. There's been a proper second. We've
complete discussion phase.

With that said, we'll proceed with a vote.

Attorney Barge-Miles, will you please proceed.

ATTORNEY BARGE-MILES: Trustee Alston?

TRUSTEE ALSTON: No.

ATTORNEY BARGE-MILES: Trustee Grable?

TRUSTEE GRABLE: Yes.

ATTORNEY BARGE-MILES: Trustee Graham?
TRUSTEE GRAHAM: No.

ATTORNEY BARGE-MILES: Trustee Lawson?

TRUSTEE LAWSON: Yes.

ATTORNEY BARGE-MILES: Trustee McWilliams?

TRUSTEE McWILLIAMS: Yes.

ATTORNEY BARGE-MILES: Trustee Montgomery?

CHAIRMAN MONTGOMERY: Yes.

ATTORNEY BARGE-MILES: Trustee Moore?

TRUSTEE MOORE: No.

ATTORNEY BARGE-MILES: Trustee Shannon?

TRUSTEE SHANNON: No.

ATTORNEY BARGE-MILES: Trustee Warren?

TRUSTEE WARREN: No.

ATTORNEY BARGE-MILES: Trustee Washington?

TRUSTEE WASHINGTON: No.

ATTORNEY BARGE-MILES: Trustee White?

TRUSTEE WHITE: No.

ATTORNEY BARGE-MILES: Trustee Woody?

TRUSTEE WOODY: Yes.

Mr. Chair? I would like to make a motion.

CHAIRMAN MONTGOMERY: I heard Trustee Woody. I do need to complete the vote tally. What is the vote tally, Attorney Barge-Miles?

ATTORNEY BARGE-MILES: Seven nos; five yes.

CHAIRMAN MONTGOMERY: So the motion fails by a
vote of five to seven.

And Trustee Woody, what is your motion?

TRUSTEE WOODY: Yes, thank you.

Mr. Chairman, I would like to make a motion to terminate the President's contract with a vote of no confidence.

CHAIRMAN MONTGOMERY: For clarity's sake, and given where we have been, I would ask that you cite whether it would be for cause or without cause?

TRUSTEE WOODY: Without cause.

CHAIRMAN MONTGOMERY: Okay. Would you please restate the motion?

TRUSTEE WOODY: I would like to make a recommendation that we terminate the President's contract, without cause, for no confidence.

CHAIRMAN MONTGOMERY: Motion that was been made. Is there a second?

TRUSTEE LAWSON: Second.

CHAIRMAN MONTGOMERY: Motion has been made and properly seconded. Is there any discussion?

Hearing none --

TRUSTEE ALSTON: Yes, Mr. Chair, there's discussion.

CHAIRMAN MONTGOMERY: Okay. Trustee Alston?

TRUSTEE ALSTON: Yes, and thank you,
Mr. Chairman, and I heard the motion from Trustee Woody along with the second.

Similar to in line of, you know, my comments initially, and this was very early on in our initial conversation, you know. This has been on -- I get this is a very difficult conversation, a very difficult vote. We've been on for over two hours now, you know, talking about the future of FAMU. You know, for me as I said and I'm going to reiterate, the headlines, the common chatter, has not been helpful to the University. So before we just steamroll this vote, I think that it's important for all of us to really chime in and have this conversation openly now; you know, that either, A, we are prepared to end this friendly today so we can, you know, stop with the negative headlines, we can stop with many of these thing that in my opinion are truly harmfully impacting the University; or B, you know, if there is another option.

I think that we can't continue to have meeting after meeting, you know, on this topic. I think we have had several conversations previously about the first year of the President's performance. We've just had new information has come out recently over the past, we'll call it past week or two.
I think the Board, we really need to engage in a real dialogue now that this motion is on the floor, and I really would encourage every trustee to truly chime in, because this really is going to impact how we move forward as a University. And Mr. Chair, if I could, hopefully everyone does chime in; I would also like to get back in the cue for a comment on the second go-around.

CHAIRMAN MONTGOMERY: Any additional comments at this time, Trustee Alston? Okay. We're in the discussion phase. There's been a motion has been made and there's a proper second. Are there any trustees that wish to speak to the motion?

TRUSTEE LAWSON: This is Trustee Lawson.

CHAIRMAN MONTGOMERY: Okay. I hear Trustee Lawson. Who was the second person?

TRUSTEE GRABLE: Trustee Grable.

CHAIRMAN MONTGOMERY: So I have Lawson and Trustee Grable in the cue.

Trustee Lawson, you're recognized.

TRUSTEE LAWSON: Thank you, sir. First of all, I apologize to my colleagues for having to step away, but I didn't think it would take quite this long, but obviously it's an important issue.

I just want to recant a couple of things, and I
know it's repetitive but I think it's worth repeating.

We're in a situation. We had kind of what I call the big six challenges. Those big six are, we see where this administration has been challenged by the Alumni Association, nationally. We see where this administration has had some issues with the students. We see where this administration continues to have challenges with the Board of Trustees. We saw where there were some confusing points discussed with the Board of Governors, that I think are still trying to get our arms around. We talked about vindication. And I don't want to beat that dead horse, and we've had you're discussions around the engineering school.

Unfortunate for us, new issues have arisen around fiduciary duties or overall responsibilities as it relates to use of E&G funds, as it relates to items that we painstakingly discussed in the employment contract, that have reared themselves as recently as this year in 2015.

So if we don't take action today, I think what we're all saying is we're willing to live with that less-than-stellar performance, and if that's the case I have to agree with the body, but I am very much in the posture of agreeing with a motion for Trustee Woody, and I would just ask that you-all go deep down
in yourselves to decide whether you are willing to
continue with the way we are, or do we want to take a
step in a different direction that may allow us to
make some rapid progress.

I think this is bigger than me. It's bigger than
the chairman. It's bigger than any one trustee. It's
what's the right thing for our University. And
knowing that rules were broken -- let's just be really
clear, is that something we want to stand by?

CHAIRMAN MONTGOMERY: Trustee Shannon? Trustee
Grable?

TRUSTEE GRABLE: Thank you. I've been in the
mode of listening, and I also appreciate the comments
of Trustee Lawson and everyone who has spoken today.

I was not a member of the board last year when a
lot of the concerns that were discussed today were
brought forward; however, and I do believe that there
are a lot of mixed feelings. But I must honestly say
that the stress on campus, I think, is high.

I've been told that by many faculty members.

There are faculty members who would have rathered my
vote in the last vote be no. There are some who would
prefer that it be yes. I am trying to be consistent
in how I look at this situation that we're faced with
today, and I think all of the board members were
seeking consistency. And I recognize and applaud each board member for their comments, whether they voted yes or no.

As a Board of Trustee member and as the Faculty Senate President, I am really in a very rather difficult position. I think when I go back to my evaluation, I look at the documents that the President offered in terms of whether or not she reached the goals. In her own statements, on some of those documents that we received, she only reached 4 out of 27 goals. That concerns me.

With that said, I would like to also add that her response to the Board that we received later last night, actually in my opinion, referenced shared governance, and I see a lot of concerns about shared governance. I expressed those on Sunday in our discussion related to the Strategic Planning Task Force, as well as related to the performance bonus.

The majority of the members voted against the performance bonus and I think as board members we need to remember that consistency is really the core of creating credibility in our voting positions and in any written comments or comments in previous meetings, et cetera, that we have to remember consistency helps to create credibility. And I wanted to offer those
thoughts to those who have texted me this morning, saying vote one way or the other, and I want all of those people who texted me to recognize I got conflicting texts.

So I have not spoken. To that end, earlier today because I was listening and trying to make sure that I clearly understood. And at this point, I think that the motion that's on the floor right now is one that we should all consider before making a decision about how you will vote.

Thank you, Mr. Chair.

CHAIRMAN MONTGOMERY: Trustee Shannon, you're recognized.

TRUSTEE SHANNON: Thank you, Mr. Chair. I think it's obvious that there have been problems and issues between the Board and the administration, since very early in this administration coming in to place. However, I am not prepared at this time to place the blame of the breakdown in that relationship, which has impacted these issues that Trustee Lawson spoke of; I'm not willing to place blame of that fully at the feet of the President.

And therefore, I'm not supportive of a motion to terminate her, because I don't think that we as a Board have done everything that we could to support
this administration and to very proactively seek some kind of objective assistance or otherwise to help repair this relationship.

And so, I think it premature. I do not think this is the right move for the Board.

TRUSTEE McWILLIAMS: Mr. Chairman?

CHAIRMAN MONTGOMERY: Trustee McWilliams?

TRUSTEE McWILLIAMS: Thank you.

Mr. Chairman, personally, I think we have cause and that's why I voted for termination with cause, but I don't feel as comfortable doing that as I would without cause because I just -- I think the Board assumes -- hired President Mangum in good faith. She's performed her duty in good faith -- not up to the expectations that many of us would have for her -- and I don't think this has been a good relationship at all.

I think we need a change in leadership. I just don't think this is going to get better between the President and the Board, and particularly after the comments this morning by the President and to the press.

But I just -- I think it's better to allow without cause the President retains, because when you enter these relationships, you know things might not
work out, she gave it her best effort, I presume, and
I think she should have intact whatever the Board
promised when she was hired: If it doesn't work out
these are things that you are entitled to, and I'm
comfortable with that. I can live with that.
But I can't -- I'm not comfortable with a
continuation of this relationship.

TRUSTEE WOODY: Mr. President. (sic).
CHAIRMAN MONTGOMERY: Trustee Woody.
TRUSTEE WOODY: Yes. Mr. President, let me say,
first of all, in reference to the president, president
Mangum. I have nothing personally against president
Mangum, but it was obvious in the comments she made
this morning how she feels about the University, in
general, and also how she feels about the Board.
Another thing that in my number of years of
living, is that I understand that it's hard sometimes
being in leadership, and that's being in leadership
for everyone sitting on this Board. And sometimes we
have to make a decision that may not be popular, but
it's the right decision to do.
So I can sleep at night with my vote of voting in
reference to ending this relationship. I've been on a
number of boards for a number years, and I know -- and
I haven't been on this board, to be frank with you,
but I know when there's a good board and the board is working and this board is not working.

Thinking about the most important thing that we all as Trustees must remember, the must important thing is the students at this University and how important this University is to the state and to this country. We've got alumnus all over this nation doing some amazing things, so that's why it's imperative that the Board of Trustees, as well as the President, working together like in hand and glove, and this relationship is not working.

So my plea with my fellow board members is to consider my recommendation and support me on this.

TRUSTEE WARREN: Mr. Chair, this is Trustee Warren.

TRUSTEE WASHINGTON: Mr. Chair?

CHAIRMAN MONTGOMERY: Okay. I heard I believe Warren, and I heard someone else.

TRUSTEE WASHINGTON: Washington.

CHAIRMAN MONTGOMERY: Okay, so I heard Trustee Warren and Trustee Washington. Was there someone else behind that?

All right. Trustee Warren, you're recognized.

TRUSTEE WARREN: Thank you, Mr. Chair. I would join the course in agreeing this relationship that the
Board has with our President is untenable. It's embarrassing, it's disruptive, and quite frankly destructive, but I think we are all culpable here. It's not just President Mangum; it's been us as well as her.

If there is an agreement to be made here, it is a collective agreement by all of us: We go forward to do better with how we get along for the benefit of the University, and particularly the students, who are there to learn.

We have done, in my mind, a very poor job of welcoming Dr. Mangum to the role of President, that we have done all we can either -- voluntarily or involuntarily knowingly not knowingly -- to be obstacles to that progress.

We owe the University the opportunity to escape from all of this that we have been culprits to, we have been instigators in. We are our worst enemies in this process. And I would suspect that if the new president was Dr. Acme, that we brought to Dr. Acme the same attitude and approach that we have employed here with Dr. Mangum, that we end up in the same spot that we're in today.

This is absolute necessity for all of us to do as Rodney King would say and all learn how to get along,
for the benefit of the University. There is much
water that has passed under the bridge here and we
can't summons it back, but as we go forward with the
honest approach for us to do better -- all of us, not
just the President of the University. I think
contrary to what some would believe, there is hope for
us to do better; and in fact, better than better, if
there's such a thing; for the University to reach
their for greatness.

But the culpability here is a collective
culpability; that includes Dr. Mangum and us, and for
that reason, I would not be inclined to support the
motion. And we're not taking a vote right now, but I
would not be inclined to support the motion.

CHAIRMAN MONTGOMERY: Trustee Washington?

TRUSTEE WASHINGTON: Thank you, Chair. I have
been -- what I have noticed in the conversation is
that we have a very passionate Board and a very
passionate President. And I can appreciate that I
haven't been around for much of our leadership and the
conversations leading up to this point, but I will say
we all make mistakes, and the integrity that we gain
is by addressing those mistakes and moving forward.

I just want to add that this is bigger than a
President and a Board. It's bigger than -- FAMU, it's
the students, it's the alumni, it's the FAMUan which
adopted years ago and why I've been so grateful to be
appointed to this board.

I move to consider the timing of this discussion,
moving into a legislative session, and the potential
impact on the University. We know that there have
been funding challenges in the past and decisions made
around performance funding. I want to -- I would be
remiss if I did not point out the financial
obligations; that if this were to happen, would cause
a ripple effect and potential impact on us to maintain
and garner additional funding moving forward.

So I would just move to think of the timing. We
voted no bonus, and so, I think there should be a
strategy before we move to terminate, coming back with
a strategy for improvement and/or some sort of plan to
move forward and be heard.

And so with that being said, I really want us to
consider potential financial impact of this and really
think bigger about the impact on FAMU, not only now
but for years to come.

CHAIRMAN MONTGOMERY: We've heard from more than
half of the members of the Board. There is a request
that all board members chime in and have their say.
You're not obviously required to do so. There was a
request for that, but are there any additional members
Board who wish to speak to this motion?

TRUSTEE MOORE: Chair Montgomery?

CHAIRMAN MONTGOMERY: Yes.

TRUSTEE MOORE: This is Trustee Moore.

CHAIRMAN MONTGOMERY: Yes, you're recognized.

TRUSTEE MOORE: Thank you. I would echo the same
sentiments by Trustee Washington and some others. My
vote earlier, as well as my comments now, speak to an
issue that is much larger, again, as has been shared,
then what we're looking to do today because it does
speak to the future. The efforts and activities that
we engaged in over the weekend, over a long period of
time, was to look at the future and what could do
different.

I agree that there are challenges to vote the
relationships I believe both on the board side, as well
as the President Mangum, and we all have to, one,
accept responsibility, and I think sometimes we are
challenged in that regard.

Having said that, my comments relative to the
motion that's been put forward by Trustee Woody, there
are concerns, but I do believe at this juncture we
have to think holistically, and having spent over two
hours, plus, on the call already, I do not believe
that today -- that day is today.

It is not to say that the communication should not continue and that it should not be considered even as we go forward in our board meetings in November, but I personally do not believe that moving forward with a rash action today, without a strategy and without looking at the impact, is not responsible.

CHAIRMAN MONTGOMERY: Are there any additional members of the Board who wish to speak to the motion?

TRUSTEE WARREN: I call a question, Mr. Chair.

CHAIRMAN MONTGOMERY: I had a request from Trustee Alston to make an additional comment prior to the vote.

Trustee Alston, you're recognized.

TRUSTEE ALSTON: Thank you. And my comments will be brief, and it's in line with many of the comments that have already been made. This is very clear that, you know, the Board is fragmented. The relationship on both sides is strained. My intent initially was to figure out how to stop the headlines -- daily, weekly -- how we stop being the constant chatter around the state and around the country, and I still don't know we have come to some consensus on what that really means.

I will speak to, I think, comments made from one
of my colleagues regarding the previous vote or
regarding being consistent. I just talked to the
difference between and why I asked the original maker
of the first motion with or without cause, because I
think that if the real intent is for the Board to
truly move on, then there is a big difference between
with or without cause.

If the intent is for the Board to continue the
working relationship, then of course, that is another
action that the Board can take. So there's a big
difference on with or without cause, which is why I
ask that original question, and I am prepared to go
ahead and vote.

TRUSTEE GRAHAM: Mr. Chair, this is Trustee
Graham. I would like to speak, please.

CHAIRMAN MONTGOMERY: Trustee Graham, you're
recognized.

TRUSTEE GRAHAM: Thank you, sir.

I agree with Trustee Alston's sentiments, and
there's just a difference between cause and without
cause.

And I'm sorry, but there's a way to do
everything. Now, don't get me wrong, I have grave
concerns about Dr. Mangum and her administration, but
there is a way to handle this and do things and move
the University forward.

Trustee Lawson, you mentioned about student concerns. Well, I assert that the student body -- and I can't say that students have been knocking down my door with issues regarding this administration; however, these last two hours, I've gotten over 200 text messages from my constituents, so I'm uncomfortable in doing something in this such manner, and I just ask that we look at whatever that may be, whatever the decision of the Board is, that we look in the decision and the best interest of the student body and what's in the best interest of our university moving forward. I have 10,000 stakeholders behind me who all pay tuition to go to this institution and can be directly affected by this, and I also have to consider the students we're going to recruit. What do we want our message to be, and how do we how are we going to move forward?

And public comment, will that be an option? I'm concerned at how this is being conducted, and if in fact that the board members feel the way they do, then why not have a public meeting in the Grand Ballroom? I don't see peoples' decisions are clear; everyone has their mind made up. They have the documents or faxes that they want is to allow; whatever information to be
provided in the Sunshine and move forward.

        I respect your leadership, Mr. Chair, but I've
been placed in a very difficult position serving as
Student Body President and representing the
stakeholders on campus at Florida A&M and deal with
this on a day-to-day basis.

        With all due respect, all of you get on here, get
on the call, and go back to your regular lives and
meet where we meet. But I, in fact, work with these
students and have to go along with this on a
day-to-day basis. So as Student Body President, if I
fail to not have a town hall meeting and not tell
these things about our University President, then I
accept that responsibility. But there's just a way
that you do things, and I just don't think this is it,
and I was not expecting this to come out of this
meeting today.

        Thank you.

        CHAIRMAN MONTGOMERY: Any additional Trustees
that wishes to speak to the motion?

        Trustee Alston, you've made your comment?

        TRUSTEE ALSTON: No, my comments was made. I was
not the maker of the motion. I believe that was
Trustee --

        CHAIRMAN MONTGOMERY: You had asked to speak to
the end. Does the author of the have additional
positions? If not, we'll move to a vote.

    TRUSTEE WOODY: Mr. Chair, I think everybody had
an opportunity to and speak their mind and I respect
their opinion, and we'll proceed.

    So I would like to call the question.

    CHAIRMAN MONTGOMERY: Question has been called.

Motion has been made and properly seconded. We
completed the discussion phase. This will be a roll
call vote. All those in favor please indicate by
saying yes; those opposed, say no.

    ATTORNEY BARGE-MILES: Trustee Alston?

    TRUSTEE ALSTON: Yes.

    ATTORNEY BARGE-MILES: Trustee Grable?

    TRUSTEE GRABLE: Yes.

    ATTORNEY BARGE-MILES: Trustee Graham?

    TRUSTEE GRAHAM: Abstain.

    ATTORNEY BARGE-MILES: You cannot abstain.

    CHAIRMAN MONTGOMERY: Point of information.

Unless there is a financial conflict, all board
members present are required to cast a vote.

    Attorney Barge-Miles?

    ATTORNEY BARGE-MILES: Trustee Graham?

    Trustee Lawson?

    TRUSTEE LAWSON: I agree with the motion.
ATTORNEY BARGE-MILES: Trustee McWilliams?

TRUSTEE McWILLIAMS: Yes.

ATTORNEY BARGE-MILES: Trustee Montgomery?

CHAIRMAN MONTGOMERY: Yes.

ATTORNEY BARGE-MILES: Trustee Moore?

TRUSTEE MOORE: No.

ATTORNEY BARGE-MILES: Trustee Shannon?

TRUSTEE SHANNON: No.

ATTORNEY BARGE-MILES: Trustee Warren?

TRUSTEE WARREN: No.

ATTORNEY BARGE-MILES: Trustee Washington?

TRUSTEE WASHINGTON: No.

ATTORNEY BARGE-MILES: Trustee White?

TRUSTEE WHITE: No.

ATTORNEY BARGE-MILES: Trustee Woody?

TRUSTEE WOODY: Yes.

CHAIRMAN MONTGOMERY: Chair Montgomery --

TRUSTEE GRAHAM: Attorney Barge-Miles, this is

Trustee Graham. I vote no.

ATTORNEY BARGE-MILES: Mr. Chair, the vote is six

yes, and six nos.

CHAIRMAN MONTGOMERY: Thank you, Attorney Barge-

Miles. The motion is lost. The motion failed by a

vote of six to six.

Members of the Board, we're in a position where
we're not able to -- we've completed two votes and so
I'm putting a period there and moving it to the next
part of the discussion, which was the agenda item.

Given the information that we've been presented,
there has to be a way forward with regard to oversight
and accountability of this body given that we have
been present to information. So we're separating the
two.

One of the motions that were made with regard to
the employment status of the President. We've
completed these. Now, given the information that has
been presented and that it has been brought to our
attention, it would be irresponsible for us to fail to
insure that any irregularities and improprieties are
addressed. There are state laws concerned, there's
policies and procedures not only of the University but
the Board of Trustees and also the Board of Governors
that has to be addressed based on these irregularities
and improprieties.

So, we are not in a posture where we can just
simply fail to do anything, and I'm putting it out
there with regard to the pleasure of the Board. In
our response to the reported financial irregularities
and improprieties. I'm putting that out there for the
pleasure of the Board for discussion.
TRUSTEE WHITE: Mr. Chair, if I may?

CHAIRMAN MONTGOMERY: Who is that?

TRUSTEE WHITE: This is Trustee White.

CHAIRMAN MONTGOMERY: Trustee White, you're recognized.

TRUSTEE WHITE: So what we have thus far, to my understanding, are some reports of information, but we do not have, to the best of my knowledge, a finalized set of reports and facts conducted with the Institute of Internal Accounting. We have an audit function, I believe, for the reason of providing us with this information and providing consistent with that body standard. So why don't we employ the Division of Audit and Compliance as anticipated and direct them to provide us with a finalized report to the issues?

TRUSTEE WARREN: Mr. Chair?

CHAIRMAN MONTGOMERY: Trustee Alston.

TRUSTEE WARREN: Trustee Warren.

CHAIRMAN MONTGOMERY: Excuse me, I'm sorry. Trustee Warren?

TRUSTEE WARREN: I like the recommendation of Trustee White, and if Trustee White wouldn't mind, I would like to have him restate it in the form of a motion.

TRUSTEE WHITE: I don't mind at all. Things a
little redundant, because it's what should happen anyways, but I move that the Division of Audit and Compliance provide to the Board, at its earliest convenience, completed investigations on all of the items identified for discussion at this meeting.

TRUSTEE WARREN: I second the motion.

CHAIRMAN MONTGOMERY: Motion has been made and properly seconded.

Is there any discussion on this matter?

TRUSTEE LAWSON: Yes. Yes.

CHAIRMAN MONTGOMERY: Trustee Lawson.

TRUSTEE LAWSON: Yeah, I don't disagree with Trustee White's motion; however, we have seen from earlier this week an attempt to interfere with Mr. Givens' work. So Trustee White, is it possible for us to use an outside party to conduct the audit exactly the way you outlined? Because I think, as hard as Mr. Givens tried this week, there were road blocks he had to hurdle, which given his position at the University can make it difficult for him, and our goal is to clearly not to put anyone in a difficult situation.

I realize his role and that truly is his role; however, I would feel personally more comfortable if we were to give these issues -- some of which are
really facts that we all should acknowledge -- to an outside party.

CHAIRMAN MONTGOMERY: Is that in the form of a -- hold on. If I believe I heard that in the form of an amendment or friendly amendment?

TRUSTEE LAWSON: Yes. I'm asking the original author of the motion, Trustee White, to consider accepting that as a friendly amendment to his motion.

CHAIRMAN MONTGOMERY: Trustee White?

TRUSTEE WHITE: So I'm not opposed to the friendly amendment. I would, however, simply suggest that there are -- there are protocols throughout the audit procedure in terms of when things should go out and when they should not. And so, I don't want us creating more procedures that we don't need to create that would be inconsistent with what's currently on the audit charter.

CHAIRMAN MONTGOMERY: Let me -- members of the Board, I feel the need to interject this here. As the Chairman of the Board, and you know, I became Chair in April, one of the responsibilities is a direct reporting function from the Vice-President for Audit and Compliance, so that person reports to the Chairman of the Board functionally and administratively to the President of the institution.
Dr. Mangum has refused to sign the Board's audit charter, and this was to be taken up at our next audit and compliance meeting. But it was approved by the committee, it was approved by the Board, but Dr. Mangum refuses to sign it because she has problems with the Board's decision, to my understanding.

I directed the VP for Audit and Compliance, in my supervisory capacity, to notify me immediately if any one or in any instance there's any interference that could or would prohibit him from conducting his work in line with the accepted professional standards of practices of audit and compliance. Yesterday, I received such a response and a complaint from the VP for Audit and Compliance.

I appreciate Trustee White's intent to insure that we allow this to go its normal course with regard to audit and compliance, but I do believe that it would better serve the institution if we were to have an outside, independent voice, to look at this, given that Audit and Compliance VP has experienced what we perceived as interference.

We can put ourselves in a position where we did not act accordingly to insure that the audit and compliance function was being conducted properly. So I would support having an outside compliance audit
function conducted.

   Also, encouraging the Board to consider and be mindful of the fact that our internal procedures did not bring these things to the forefront. There was a $398,000 capital outlay improvement plan on a building and it never -- it was not properly bid, so there was a violation of the bid process. It was not brought to the Facilities Committee. It was not brought to the Board as it should have been.

   And so, I heard the comment about casting blame, but this Board has to hold someone accountable because we're accountable. So wherever the board decides to hold that accountability function in place, if we did decide to hire an outside auditor, then that auditor has no internal agenda, no external agenda; they're simply being put in place to insure that Florida A&M is conducting itself along the lines of what are considered to be the professional standards in the audit and compliance profession.

   Trustee White, you said it more specifically in terms of what's necessary, but I did feel it important that the Board know that we could potentially be putting the Vice President for Audit and Compliance in a very compromising position, and I encourage you as we proceed with this motion to give that its due
consideration.

PRESIDENT MANGUM: Excuse me? Mr. Chair, may I make comments regarding the allegations you just stated at some point?

CHAIRMAN MONTGOMERY: I heard several voices. I think I heard three, and I also heard Dr. Mangum. So I heard Trustee Warren. Was there someone else who wishes to speak to the motion?

TRUSTEE WHITE: So this is Trustee White. Since the friendly amendment has been proposed to me, shall I respond?

CHAIRMAN MONTGOMERY: Trustee Warren, I'm going to allow Trustee White to respond, please.

TRUSTEE WHITE: So I am, for the sake of moving this process along, I am willing to accept the friendly amendment. I would simply point out as a matter of audit protocol, one of the issues is independence, so I know that we need to deal with this, but please, I'm happy to accept the amendment so we can move along.

CHAIRMAN MONTGOMERY: The friendly amendment has been accepted by Trustee White. Could you please restate the motion?

TRUSTEE WHITE: The motion is that we direct the completion of audit work around the issues raised at
the topic of this meeting and that work would be done
by an outside firm.

CHAIRMAN MONTGOMERY: Motion has been made and
properly seconded. Motion has been restated. I
believe I heard Trustee Warren.

Trustee Warren, you're recognized.

TRUSTEE WARREN: Chair, I would like to ask if we
resuppose that the work of this independent auditor
would flow, in our protocol for these kinds of issues,
to flow through the Audit Committee and be brought
back to us in that way, so we could have some
confidence that the items have been fully vetted for
conversation around them before we deal with them
collectively again.

One of the things we're suffering today is
actually a lack of confidence and the effort of the
background effort that has been done here. If we
expect that we're going to get that by engaging a
third-party auditor to do that work, then I would like
for us to also insure that it flows through the
labyrinth that we've established and that begins with
it first being reported to the Audit Committee.

And that's in effort to confirm that what we do
see, we had ample amount of discussion, it's been
thoroughly reviewed, and when it comes to us as either
1. an issue or non-issue to be dealt with by this Board.

   TRUSTEE WHITE: That was the intent of my motion.

   PRESIDENT MANGUM: Mr. Chair, when the Trustees
2. are finished, may I make a comment?

   CHAIRMAN MONTGOMERY: Yes, we'll allow the
3. presentation of the comment.

   Okay, so Trustee Warren, was that in the form of
4. an amendment or where are you going with that?

   TRUSTEE WARREN: No, I think Trustee White just
5. reiterated that was his intent. As a part of his
6. motion, I guess implying in it, is that this process
7. would flow back to us through the Audit Committee.

   CHAIRMAN MONTGOMERY: The question is to the
8. author of the friendly amendment and then also to the
9. author of the main motion: How would the outside
10. person be selected?

   TRUSTEE WHITE: So, if I may, as a former chair
11. of the Audit Committee, there are numerous occasions
12. on which an outside firm has been selected to do work,
13. where the question of independence has arisen. So
14. this is a standard issue in the audit committee, and
15. so we've done this over and over, you know. And
16. generally speaking, the staff, audit staff, has, in
17. fact selected an outside firm to conduct a work.

   So my point of the motion was that we have
mechanisms in place to deal with this, and so we
should use those as established through the audit
committee.

CHAIRMAN MONTGOMERY: So for clarity's sake, if
the motion passes, the next step would be for the
audit staff, at the direction of Mr. Givens, to select
an outside firm to look at the issues that have been
presented before the board and then to report back to
the Audit Committee.

Trustee White, is that your understanding?

TRUSTEE WHITE: Yes.

TRUSTEE WASHINGTON: Chair Montgomery, this is
Trustee Washington.

CHAIRMAN MONTGOMERY: Trustee Washington, you're
recognized.

TRUSTEE WASHINGTON: Thank you, Mr. Chair. I am
in agreement with the motion, and I believe that is it
protocol that if the issue concerns the President,
then it is standard power positive hire an outside
firm to conduct said investigation.

CHAIRMAN MONTGOMERY: Thank you Trustee
Washington. I'm going to, by the request of the
President to address, and Dr. Mangum, you are
recognized.

PRESIDENT MANGUM: Thank you, sir. With regard
to statements, with regard to the audit charter. I did not agree to sign the audit charter because it removed the -- it left the President with only administrative responsibility for the VP for Audit, and in order to keep the compliance at the University and the University controls in place, typically a President of a university is able to ask for investigation and audits of different operational activities on the University. I've explained that I didn't sign the charter to the previous chair of the Audit Committee last summer, because the operational and functional responsibility was removed from the Office of the President.

So there was no intent to do anything other than make sure we had an ability to do on internal operations, being that that's one of the primary functions of an internal auditor.

With regard to interfering with the investigation, that is wholly untrue. Yesterday during a regular -- I have regular meetings with the Vice-President of the University to talk about what's happening and their operations. There has never been any intent to interfere with anything that VP Givens was doing; in fact, I didn't know what VP Givens was doing in terms of his audit. The chair of the Audit
Committee asked me to find out and engage him in the conversation just to get a list of the items that were under discussion.

So that is wholly untrue that I tried to interfere with anything that he's doing with regard to this particular issue. I learned the details of all of this yesterday as a result of a conversation with him and the information that Linda Barge-Miles sent to the full Board of Trustees at the Chairman's request.

CHAIRMAN MONTGOMERY: Thank you, Dr. Mangum. For clarity's sake, I don't believe there was an allegation of your direct involvement with regard to interference with the Vice-President. The information I shared with the Board was the result of an e-mail string that I received, and it is duly noted that the complaint was received in writing from the Vice-President for Audit and Compliance.

So for clarity's sake, I don't believe there was a direct allegation made towards you to substantiate a claim of potential interference, from a member of that leadership team.

With that said, is there any other -- Trustee Alston and any other Trustee that wishes to speak to the motion, we will recognize at this time.

TRUSTEE ALSTON: I would just like to bring this
to a close and call the question so we can proceed.

CHAIRMAN MONTGOMERY: Is there any other Trustee
that wishes to speak to the motion? Hearing none, the
question has been called.

Trustee White, will you restate the motion, please?

TRUSTEE WHITE: So the items identified as the
subject of this emergency board meeting, move that the
division of Audit and Compliance for an external
review and reporting that to the Board of Trustees
through the Division of Audit and Compliance and
through the Audit Committee. I'm sorry.

CHAIRMAN MONTGOMERY: Motion has been made and
second. Completed discussion. We'll conduct a
roll-call vote.

Attorney Barge-Miles?

ATTORNEY BARGE-MILES: Trustee Alston?

TRUSTEE ALSTON: Yes.

ATTORNEY BARGE-MILES: Trustee Grable?

Trustee Grable?

TRUSTEE GRABLE: Yes.

ATTORNEY BARGE-MILES: Trustee Graham? Trustee
Graham?

Trustee Lawson?

TRUSTEE LAWSON: Yes.
ATTORNEY BARGE-MILES: Trustee McWilliams?

Trustee McWilliams?

Trustee Montgomery?

CHAIRMAN MONTGOMERY: Yes.

ATTORNEY BARGE-MILES: Trustee Moore? Trustee Moore?

Trustee Shannon?

TRUSTEE SHANNON: Yes.

ATTORNEY BARGE-MILES: Trustee Warren?

TRUSTEE WARREN: Yes.

ATTORNEY BARGE-MILES: Trustee Washington?

TRUSTEE WASHINGTON: Yes.

ATTORNEY BARGE-MILES: Trustee White?

TRUSTEE WHITE: Yes.

ATTORNEY BARGE-MILES: Trustee Woody?

Mr. Chair, you have eight yes.

TRUSTEE GRAHAM: Attorney Barge-Miles, this is Trustee Graham. I'm sorry, I got disconnected.

That's a yes for me.

ATTORNEY BARGE-MILES: The vote is now revised to nine yesses.

CHAIRMAN MONTGOMERY: Members of the Board, there have been three votes taken today with regard to the initial agenda item for this emergency meeting.
Are there any additional questions, comments, concerns for a motion, potential motions, related to agenda item?

TRUSTEE ALSTON: Move for adjournment.

TRUSTEE WHITE: Second.

CHAIRMAN MONTGOMERY: Hearing none, there being no business for the board, this meeting is adjourned.

(Meeting concluded at 10:35 a.m.)
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 1st day of DECEMBER 2015.

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