IN RE: SPECIAL COMMITTEE ON GOVERNANCE.

COMMITTEE MEMBERS: TOREY ALSTON, CHAIR
RUFUS MONTGOMERY
KELVIN LAWSON
BETTYE GRABLE
TONNETTE GRAHAM
BELINDA SHANNON
CLEVE WARREN
ROBERT WOODY
KIMBERLY MOORE
SPURGEON McWILLIAMS

DATE: TUESDAY, JUNE 9, 2015

TIME: COMMENCED AT: 11:00 A.M.
CONCLUDED AT: 3:30 P.M.

LOCATION: GRAND BALLROOM
FAMU CAMPUS
TALLAHASSEE, FLORIDA

REPORTED BY: NANCY S. METZKE, RPR, FPR
COURT REPORTER

C & N REPORTERS
POST OFFICE BOX 3093
TALLAHASSEE, FLORIDA 32315-3093
(850) 697-8314 / FAX (850) 697-8715
nancy@metzke.com
candnreporters.com
SPECIAL COMMITTEE ON GOVERNANCE

TRUSTEE ALSTON: At this point, I'd like to call the Special Committee on Governance committee meeting to order. This is a committee of the whole.

Would you please call the roll?

ATTORNEY BARGE-MILES: Trustee Alston.
TRUSTEE ALSTON: Here.
ATTORNEY BARGE-MILES: Trustee Boyce.
(NO RESPONSE).
ATTORNEY BARGE-MILES: 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 SHANNON: Here.
ATTORNEY BARGE-MILES: Trustee Warren.

TRUSTEE WARREN: Here.

ATTORNEY BARGE-MILES: Trustee White.

(NO RESPONSE).

ATTORNEY BARGE-MILES: Trustee White.

(NO RESPONSE).

ATTORNEY BARGE-MILES: Trustee Woody.

TRUSTEE WOODY: Here.

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

TRUSTEE ALSTON: Thank you so much, Attorney Barge-Miles.

Board members, as you know, our Chair convened this Special Committee on Governance Committee. I think you did see the memorandum from the Chair, and at this time I'd like to, before jumping into some initial discussion points for all of us to engage in, just to defer to Chair Montgomery to provide opening comments and lay out his vision for this special committee.

Mr. Chair.

CHAIRMAN MONTGOMERY: Thank you, Mr. Chairman. Trustees, the purpose I laid out in a series of memos since I've been Chair, but the purpose in the setup with the special committees will bear
itself out from a vision perspective because, at the end of the day, when it comes to governance, we have to ask ourselves, you know, are we conducting the business of the Board in the best interest of Florida A & M University? Again, these are my opinions.

I believe we're ultimately responsible for everything that happens at the institution. And while the operating procedures point out that -- and I'll read it to you, I picked out a passage: The Board shall serve as the governing body of Florida A & M. It shall select the President of Florida A & M to serve at the pleasure of the Board and shall hold the President responsible for the University's operation and management performance, its physical accountability, and its compliance with federal and state laws, et cetera.

It's not -- I don't believe it's fair to put the Chief Executive in a position where we haven't articulated things that we expect to be carried out. And so part of it is a fairness issue. I'll give you an example. Say the engineering school, I for one, as a member of the Board, don't feel that I've had a voice in the decisions that have been made with the engineering school.
So the question then becomes: Do we assert ourselves as a board in requiring our participation -- our active participation in the decisions that will affect FAMU for years to come; or do we continue to defer and simply allow the Chief Executive to make decisions on her own to the best of her ability that she feels are in the best interest of Florida A & M? And then finally, you can pull that in and say, well, at a minimum, there should be reports back in terms of actions that have actually been taken.

But back to the Board, you know, presidents come and go but boards come and go too. There was a document sent to you that's a flowchart with regard to how our Board has evolved from day one, who has been on the Board, how the terms have changed moving back and forth.

I mean since March of last year we've had four new members added to the Board. We currently have one seat that's vacant; we have one up for reappointment; and next January I think we have five or six seats.

So I think it's mindful as a Board that while we are here in the now in terms of how we operate, that as we move into the future I think we owe it
not only, you know, to our predecessors but to our successors to put processes in place from a Board perspective that over time will allow the Board to achieve maximum operational efficiency. As any problems that we have here at the institution -- and, again, these are my opinions -- I believe stem from bad processes.

You have problems, you have reoccurring problems. There are things that we are ultimately responsible for. For example, we've had a number of -- probably, you know, too many presidents over the last 10, 12 years. Well, what processes do we have in place to ensure that we can at some point add some stability?

If there are things that are going on on campus -- we've had five Athletic Directors in 14 months, or somewhere along those lines. I mean what processes from an oversight perspective, or from a governance perspective, or from a visioning perspective are we providing to ensure that there's stability in the areas where it's important?

On a technical side, I will tell you that since I was elected Chair, I have run into some challenges with being able to operate effectively as Chair; and I've had the opportunity to invest a
good bit of time in comparing our operating
procedures with those of other institutions in the
State University System and then also with the
Board of Governors.

One, and this doesn't necessarily -- and it
wouldn't affect me, but I think over time this
committee needs to look at our process of
elections, when the election is held, the election
being held going into the next school year versus a
best practice of having it done in June versus
having it done at the time of appointment in
January; things like allowing the Chair the
flexibility of the lang -- what's called the
appointment of a successor. And I'll give you some
specific examples.

But back to where we're headed, I'd ask each
of you a question: On a scale of 1 to 100, 100
being where you believe FAMU should be, where we
could be, where we should be, where you want FAMU
to be, where do you rate FAMU?

I don't believe anyone puts it at a hundred
right now. And so if it's below a hundred, then
the question becomes, you know, how do we get to a
hundred? What is the collective thought of the
Board? One individual member may think it needs to
be done that way, and another member may think it needs to be done another way.

But as a Board -- and we haven't done this since I've been here, and it's not necessarily criticism of how it's been conducted, but under my leadership, I believe we need to hold ourselves accountable in certain ways, one being setting Board priorities. We are responsible for evaluating the President, but we, in my four-year tenure, have never evaluated ourselves.

It's nearly impossible to evaluate yourselves objectively if you didn't have any goals and objectives for the year. And so I'm going to ask and encourage all Board members, at least for the purposes -- with me being a member of this Committee, as the committee moves forward and meetings are convened by the Chair to come forward with your thoughts and ideas for where we are from a governing -- I mean we have a new member who is a chairman of a board. We'd like to hear, you know, that perspective.

We have a member who works with an NBA team. What do they do for best practices and efficiency? We have a student, super student for that matter, who is a member of the Board of Governors now. And
so with her experiences, as we move forward, I mean it's just a different perspective from having a different level of exposure.

So I could go around the room, but I think you understand the point, and I'd encourage members of the Committee as we move forward to come forth -- Mr. Chairman, with your permission, to come forth with thoughts and ideas of where we should be from a governing perspective.

Now questions have been asked about why we have a Committee on Governance at the same time we have a Committee on Presidential Evaluation. And I'll explain it in my capacity as Chair, if you'll allow me, Mr. Chair.

TRUSTEE ALSTON: Sure.

CHAIRMAN MONTGOMERY: My logic behind the two -- one is an evaluation committee. If you're not aware, and this all falls within the governance deal, I could have retained the right to simply, as Chair, evaluate the President on my own or to come up with my own process. I thought it fair and a flatter process to expand that to a larger number of individuals so that there will be other opinions involved, and that's what led to the formation of the Presidential Evaluation Committee.
The Evaluation Committee is charged with that, to evaluate. Doctor Mangum and I attended a leadership institute with the Association of Governing Boards in Washington, DC, last year for a couple of days; and I believe we were the only institution that didn't have a governance committee. And so we learn; we grow; we say, wow; and then you start to think about what a governance committee does.

It's not, you know, within my purview to dictate how we could potentially restructure -- I have some thoughts and ideas, but that's the reason I appointed every member of the Board to this Committee so that every Board member can have some input in terms of how we do things and how we shall move forward and how we should do it aggressively.

But the difference between the two committees is one evaluates what has actually happened and maybe gives an opinion. A governance committee can actually take action. Before you, I -- I've had, and it's no secret, I've had a number of challenges with this current administration. In some cases there have been attempts to make it personal, but it's not personal. I love FAMU like you love FAMU. I love FAMU more than I would want to be a member
of this body. And if I have to, I'll end up proving it to you.

But there are some things that have occurred that need to be dealt with. And during the evaluation period, if you fail to respond to bad behavior or behavior that's not exemplary of the one employee that we have, if we fail to respond, then it becomes implied, you know, consent or approval of that behavior. If it happens again, well, it wasn't addressed before. It wasn't identified as a behavior that needed to be corrected, so it's allowed to pass.

So I took the liberty of -- and you have before you a document, I'm not sure if those who have joined us by phone have the information or if it's been -- has it been sent to the folks on the phone?

ATTORNEY BARGE-MILES: It's on the web.

CHAIRMAN MONTGOMERY: It's on the where? And so it is on the website. It's on the website, Attorney Barge-Miles?

ATTORNEY BARGE-MILES: We'll get it up.

CHAIRMAN MONTGOMERY: Okay. But I apologize for those who are on the phone, but we're working through making sure that you're able to see what
we're able to see, but it's a simple document
titled: Information submitted by
Trustee Montgomery to FAMU BOT Special Committee on
Governance.

If you'll walk through, I'll make this as
briefly as possible; but I've just identified ten
things that were challenges for me that fall within
the realm of governance.

Should we move forward with the establishing a
permanent governance committee? It's not something
that's necessarily in the hands of the Chair, but
it would be in the hands of the Committee. That
flattens it out.

And I'm saying this from the perspective of
one who knows that my tenure on the Board will
expire so that future Boards will have a process in
place to engage in certain ways. Often in my
four years on the Board, we've run into so many new
things and unanswered questions. We can't answer
everything, but to the extent that you can take a
process or standard operating procedure, share it
with someone who is new in the position so that
they may have an understanding and not have a one-
or two-year learning curve, that is best
interest -- in my opinion, that is in the best
interest of the institution.

But I'll run through these briefly if I may, Mr. Chair, I noted ten things. One was an issue that I called failure to adhere to protocol during Board meetings, and the Chief Executive -- if you'll flip through it and turn to Page 16, and I documented it so there is no question. It's not personal. This is -- these are facts. This actually happened.

Last year I started asking for transcripts of our meetings, not minutes, because I had a challenge with a previous administration that decided that they either lost information or they lost the CD or they didn't record the information in the way that I thought was actually reflective of the meeting. So this way future Boards and the current Board can look back and see what actually happened.

So there's a transcript from this meeting, and if you skip to Page 16, you'll see I was duly recognized by the Chairman of the Board to present the budget, and I was interrupted by the Chief Executive who was not a member of the Board and had no standing to interrupt me.

So interrupted on Page 16, and you can comb
through this stuff later. It's on the web, you can look at it.

If you skip over to Page 20, I was interrupted again by the President. And if you -- one more time. I was interrupted two more times, and then as a matter of fact, the President even interrupted the Chair.

Now this behavior is unacceptable for a Chief Executive Officer of a university in dealing with their Board, but it was never addressed by the Board. So if we allow it to stand, are we implying that this is acceptable behavior, or is this something that at a minimum should come up during the evaluation phase? Well, our evaluation phase is evolving and growing.

I think there's only one, and I may be wrong on this. Help me out Attorney McKnight -- or Attorney Barge-Miles, I think the University of North Florida is the only one that has a set process for evaluation.

ATTORNEY BARGE-MILES: They do.

CHAIRMAN MONTGOMERY: So maybe we evolve to having a set process, maybe we do it at the discretion of the Chair; but over time I think it's best to -- it's in fairness to the President and
then also in fairness to us as a Board that we have some sort of process that becomes a consistent one. I applaud Trustee Moore for taking on the responsibility of something new and having to figure it out as you go, but that's not her fault, it's just something that we -- in the years that the Board has existed, a policy has never borne itself out of what has been in place.

So, again, I call your attention to that for a reason. If you jump to the second item, this is an August 23rd Tallahassee Democrat article written by Wanda Blackburn titled: New FAMU President Elmira Mangum Ready to Start the School Year. Well, in this article, there were negative public comments about prominent FAMU stakeholders. And if you continue flipping through the article, you will see that it's a very positive article for Doctor Mangum, but it reflects negatively on a member of the Board; and that member of the Board happened to be me.

If you think the collective thought is what's good for FAMU is good for FAMU, and what's bad for FAMU is bad for FAMU, very slanted article, some contradictions in what was said publicly by our Chief Executive. On one hand she says: I haven't
brought in anybody close to me for my leadership team. And then she says, wait a minute, I was a graduate student with this guy 40 years ago, and I've worked with his wife closely on the Board of Trustees at Cornell, so it just -- it doesn't reflect well publicly.

But I call your attention to Page 5. Page 5 -- and, again, this article makes several -- and it's -- I'm going to explain in a minute why I'm citing the local paper, because of the impact that it has on us.

But Doctor Mangum said she felt bullied during the call. Well, I just showed you during the call that she interrupted me three times and interrupted the Chairman. My response was: Maybe we need to silence her microphone. It's right there in the minutes.

So when I said maybe we need to silence her microphone, that wasn't an attempt to bully her; that was an attempt to enforce protocol. But her public response to the newspaper was that she felt bullied.

That was an irresponsible comment in my opinion by the President of the institution. Then she -- I mean and this wasn't an accident -- then
she says you have exceptions who define themselves by being exceptions. Was that also referred to a member of the Board?

Then she -- I mean wait a minute now, no President in the system when asked a comment about the Governor, the people who control and who influence your fate as an institution, when asked a question about the Governor, if she had something that could have been perceived negative, at a minimum, she should have just refrained from saying anything. But her comments were: What does that say about the people who appointed him?

These are all things that -- this is laid out here before you. I wasn't contacted or consulted on the article. You may ask: Why is this important? Why are you citing this article? A guy writes an article that's obviously not favorable to FAMU but favorable to Doctor Mangum and then she hires him -- or excuse me, somehow he ends up working at the University a couple of weeks later or a couple of months later.

I asked yesterday for a copy of his contract. Somehow that has not been -- or for some reason that has not been provided, so I don't perceive that to be very responsive. I asked for two
contracts yesterday: One for
Doctor John Michael Lee. We got that back in a
timely fashion.

I asked for one for Doug Blackburn, I have not
received that. If he's not an employee of the
institution or has been, I would stand corrected;
but I have made that request and it has not been
responded to by the administration.

The third article is dated August 25th. If
you keep flipping, it's the next article, and it
says -- oh, well, before I jump there, if you'll go
back to Page 6 of the previous article, it says
that the CEO of the Chamber talks frequently with
Doctor Mangum and her Chief of Staff.

I've been here for almost three and a half
hours today and Doctor Mangum hasn't spoken to me.
And that may sound petty, but I'm the Chairman of
the Board. The President hasn't talked to the
Chairman of the Board. Yesterday, the day before,
I spent an entire -- the day before a Board
meeting, no call from the Chairman -- no call from
the President. I spent seven hours on campus
yesterday. No contact with the President of the
institution.

How many members of the Board got a call
yesterday saying, hey, we have a Board meeting, here are the things that are coming; here's what's important to you. Let me talk to you, at least let me walk you through it. I don't believe many folks, if any, got that call. And that led to having a two-hour budget meeting. But, again, that's just my opinion.

If you flip to the next article, August 25th: Band, football topics at Quarterback Club's Lunch with Mangum. If you flip to the third page, it says: On an academics-related matter, Mangum was asked to consider Former President Frederick Humphries' willingness to help with recruiting at FAMU. She said she gave it some thought but had some reservations. About Doctor Humphries? I'd arguably say he's easily the most successful recruiter we've had in the history of the school. But she has reservations?

Is it personal, or are we dealing with the facts here? Because if you start from the perspective -- or the position that anyone coming to this institution needs to have a demonstrated track record of success, who would have had a better track record of success with recruiting than Doctor Humphries.
So to make these comments -- I mean you may be thinking them, but you don't -- you wouldn't say them publicly; it's irresponsible. She says, I thought about it, went back to my same answer: These are my new students. This is their type of world. We need high-impact recruiting. I'm not sure Doctor Humphries is able to do that kind of high-impact recruiting that you do when you're talking to students who get their information off Twitter, YouTube, and the Internet.

Doctor Humphries can pick up the phone and call parents of these students and get them to come that way, which is a lot more influential sometimes than talking to the actual students. But if you're thinking this, fine, but it's irresponsible to go into the public domain to make comments that could be perceived negatively about -- particularly about living legends and folks with -- stakeholders along the stature of someone like a Doctor Humphries.

The next one I draw your attention to is August 28, again, in the newspaper, there's a public spat between the President of Florida A & M and the President of Tennessee State University, two female presidents doing their jobs, doing what they need to do. According to the article, your
interpretation, you can look at it, read it, and figure out what happened, but this type of back and forth does not reflect well upon us. I received a number of calls, complaints, concerns about how we're being portrayed in the media.

This rises to a Board level because it's our image; it's a reflection of who we are. And it makes it appear as if we can't afford to pay the bills, at least in my opinion, but I'd ask you to review it. But it seemed to be a bit personal in the spat.

If you flip to Page 3, you'll see a recurring thing, at least amongst my ten issues, that I don't believe that Doctor Mangum prioritizes her schedule to the extent that what's in the -- in some cases, what's in the best interest of the institution doesn't necessarily trump what she has planned or what she's doing. I can cite occasion after occasion where there was something that needed to be responsive to the Board but Doctor Mangum decides very frequently that her schedule and what she has planned is more important than what's going on with the Board.

The best example I can share with you, and I did my best as the new Chair of the Board to comply
and to work with her but she had -- she was offered a trip to China. I'm thinking they're paying for you to come, it's going to be something big. Well, we ended up having to pay for her to go on a trip to China. She asked me to move the Board meeting or to send the Provost. I didn't think it would be appropriate to have the Provost to come present. I don't know of any President that had missed meetings before, but I accommodated the request; but we won't be doing that any more as long as I'm Chair. We're going to have -- when we have a Board meeting and you get a -- when we have a Board meeting and you get a request to do something during your Board meeting, you tell the person you can't make it, you have a Board meeting. That's my opinion. If somebody differs, this is the time to speak up.

But this all falls within the realm of governance. If you notice in the public response, the public response was she hadn't had a chance to read the letter. And if you take time to read these things, you'll see often that the theme is she hadn't had time or she's busy or she hadn't gotten to it yet.

If you go back to the transcript, which is
about 60 some odd pages, her excuse then was, well, I was out of town for a couple of days. But her contract, we spent 30 minutes arguing about whether or not she was going to have a PDA and whether she had to answer it or not.

I've called Doctor Mangum and didn't get a response for 28 hours; I've called Doctor Mangum and didn't get a response for 16 hours, 10 hours, multiple times. But it doesn't make sense to me and I think it's a lack of -- not only a lack of protocol, but she calls it in the newspaper, she says a lack of respect for the President. I think there's a lack of respect for the Board that's pervasive, and it needs to be dealt with effectively.

When I granted the -- to the inconvenience potentially of 13 members, granted her the ability to go to China because she said it would be a good idea for FAMU, what she didn't tell me was at the -- I said, well, who is going to be in charge of the University in your absence? She said, the Provost.

I said, okay, please provide us the Provost's phone number and just to make sure that we're in touch, maybe a courtesy call from the Provost to
the Chairman saying, hey, things are fine, but --
and correct me if I'm wrong, it's my understanding
that the Provost was away from campus at the same
time Doctor Mangum told us she wouldn't be
available for communication.

So if I'm the Chair of the school and
something goes wrong at FAMU, how many of you at
this table can tell me who is responsible if the
President is out of the country and the Provost is
seven or eight states away, a plane trip away? How
many of you can tell me right now who is
responsible for the campus? Well, I didn't even
get a courtesy call. I had to hear about it from
other people. It's my understanding that the
Provost was out of town for a couple of days. I
didn't even get a courtesy call saying what's going
on.

Had we had an emergency, had we had something
go wrong, had something taken place, could we have
at least gotten an email to the Board saying: Here
is a chain of concern, here's -- but we are
responsible for that. We don't necessarily hold
them at fault for that. If they're not doing what
we need them to do, maybe we haven't communicated
to them that this is what we -- that we consider to
be responsible behavior.

The next item, September 15th, a letter from the President of the National Alumni Association. This was involving a member of the senior leadership team. It was a very embarrassing situation. I actually happened to arrive on the scene a few minutes before it was over, but it was a public verbal confrontation initiated by a member of the University's senior leadership team. I don't know how it was dealt with, but it was very apparent that this was a problem and that this was a reoccurring pattern of behavior. In our responsibility in terms of evaluating the President but also giving the President direction, I think it needs to be addressed in terms of how members of the team conduct themselves, and it was never addressed.

If you take a look at the letter, it's dated September 15th. It talks about the verbal confrontation, and there's something that Mr. Mitchell wrote in here. On Page 3 it says: To be here in such a short time and begin making major decisions without consulting anyone or allowing supporters to have input is unwise.

I agree. I believe the former AD was
appointed without a search committee. Okay, there was -- there have been several folks who have been appointed without search committees. I looked at the search process, and I'll leave it alone, but the search process for the Provost, there were other people who had actually been Provost, not professors at law schools. I still don't know to this day how being an associate professor in a law school in Iowa qualifies you to be the Chief Academic Officer at Florida A & M University. I just don't get that.

Of all of the people in the country who have experience -- and it's not a reflection on the -- and it's not our job or responsibility to evaluate the Provost's performance, but we could have at least got a courtesy, hey, Board, this is where I'm headed with regard to the -- I was vice chair of the Board and I heard about it in a press release.

And that's just not how you conduct business. You have a conversation. The Board doesn't do the personnel decisions, but just as a matter of protocol and respect to the Board, you say, hey, Board, this is where I'm leaning, this is where I'm going. Here are the person's qualifications. At least have a courtesy call, and it's not like it
didn't happen because I got a call before the CFO was selected. So Provost, no; CFO, yes. I don't understand why, but I'll move on to the next item.

November 8th, an email from John Michael Lee, Jr., to the Board of Trustees. Trustees, if you'll look at that next page, we had a gentleman, he's an alum, has some obvious problems with spelling and grammar for someone with a doctorate, but I'm only pointing out the obvious; you can read it for yourself.

This person just takes to lecturing the Board. Sent this email obviously in an attempt to embarrass someone, but sent it to all the alumni chairs, sent it to the entire Board. It became a public document.

So this person just attempts to, through all of the grammatical errors and everything you see — and it just baffles me why a person takes this type of umbrage with the Board of Trustees but doesn't get their spelling correct or their grammar correct. I mean he lectures us here, talks about protocol, talks about petty politics, and questions: I'd like to caution the Board, can't spell legislature or statutes; but here's what's important, and then he tells us through a directive
what Trustees should or should not do, and he's incorrect.

He cites SACS. Now, people, you can't tell me you're working in the interest of Florida A & M if you continue to cite SACS as a weapon or a threat toward the University Board of Trustees. You have it right here in the email.

Let me tell you why. Anyone that has a cursory knowledge of what SACS does understands that at the end of the day SACS can apply what is essentially a death penalty. And for those who don't know, the second step is probation, they generally give you a year. At the end of that year, you either remain on probation, you're taken off probation, or your accreditation is revoked.

So if your accreditation is revoked, the next semester -- they meet in December, the next semester would probably be that January. FAMU would likely close because there probably would be less than 500 students who could afford to come here without financial aid, and that's what happens when you have the death penalty.

So let's back up. A smart person would say, let's never put ourselves in the position where we have to face the death penalty. So getting letters
accusing of us of SACS' violations, not very smart.

So what do you do with this person? Do you hire this person several months later at a salary of $130,000, fail to advertise the position? What message are you saying to the Board?

So you have a reporter who writes slanted articles about the Board, you hire him. And then you have a guy who writes these -- a lecture to the Board that's incorrect, grammatically incorrect, functionally incorrect, form and substantively incorrect; and then you hire this person, pay them $130,000, and create a position for them. What message are you sending to your Board when you conduct yourself this way? But that's a question for the Committee.

November 11th, speaking of SACS, there's an email from Doctor Elmira Mangum to the Board of Trustees, and I'll read it to you. And it's got spelling errors too. Y'all know it's not a secret, I've had -- I've got over 40 more, I have over 40 more examples of when Doctor Mangum sends us stuff with bad punctuation, grammar, subject -- improper subject verb agreement; it's embarrassing. I've said it publicly, I've said it privately. Hey, it's right here in front of you.
It says: All, I contacted the President of SACS. Whoa, slow down. Why are we poking the bear after we just went -- after we went through a period of Doctor Robinson very ably leading us off of the probationary status, why would we then go back and put ourselves in a situation under any circumstances unnecessarily?

What was so important about a Board committee taking an action that prompted -- was there health, welfare, safety? Was it the institution closing? Was there something illegal? What was so important to Doctor Mangum that she had to contact, by her words, the president of SACS to talk about accreditation issues? Why would you expose us that way? That's just a bad judgment.

She says: -- and the appointment of Trustees to the Advisory Committee informing the search of the head football coach at FAMU.

And then she says, her words: While it will be seen by SACS as inappropriate to appointment (sic), not my words, BOT members to the Committee, it is within the regulation to appointment (sic) BOT members as ex-officio, non-voting -- I can read, but it just doesn't read very well.

So she says SACS says it's inappropriate but
it's okay. That's not how SACS operates. Either it's okay or it's not. It's very clear to those who have been involved in this type of thing. Talk to Doctor Edington, he'll tell you, this is how it is, it's either this way or it's not.

So she contradicts herself. I'd like to see the email or the official response that said it's okay but it's not from SACS, but it's right here, you can read it.

And then she says: Based on clarification, I welcome this appointment. This was unnecessary. The Board never addressed it. But who does that, who goes to their -- who does that? So for us to fail to address this as a Board or at least say, hey, look, this is not the kind of behavior that we expect or that we condone for our Chief Executive. It would be irresponsible on our behalf.

May 25th, 2015 -- and if you'll notice, this was is over the evaluation period, but this is continued, this is not isolated incidents or things that just happened last year. I think you've all seen by now the letter from the Chairman of the -- the President and CEO of the Tallahassee Urban League. The Chairperson of the Board, the President, and the CEO of the Board came to FAMU
and, by their words, were treated very
disrespectfully by Doctor Mangum and her team.

And these are well-respect members of the
community. These are lions and champions within
our community. You can see it right there. I
won't read it to. I just encourage you to take a
look at it as we move forward with how we expect or
how we set expectations for the Chief Executive of
our institution.

It's embarrassing, but to treat the head of
the -- the Chairman of the school board and a
member of the clergy very respected here in our
community, to treat them that way here on our
campus makes no sense.

It's not listed in your packet, and you can't
make this stuff up, I get a call saying we invited
the school to come to the dedication of the
Jake Gaither House. And we understand that the
President wasn't available, but a representative
showed up, and they asked the representative if he
knew who Jake Gaither was, and he said no.

I mean, again, these things may sound small;
but if you don't respect the history and know and
understand who we are, how can you lead us to where
we need to be?
June 2nd, email from Vice Chair Kelvin Lawson to Attorney Linda Barge-Miles. I won't speak for Trustee Lawson. You can read his question here. He can address it if he so desires. But he had a question that I think was very valid because the same person that you brought in here at $130,000, who lectured and criticized the Board and brought up SACS' issue and served as a cheerleader for Doctor Mangum, this guy now on the University dollar, on the taxpayer dollar, is using University resources to solicit support for Doctor Mangum during her evaluation period. It's right here in front of you. These are facts.

You jump to June 8th, 2015, letter from Vice President Rick Givens to Doctor Elmira Mangum. This is a question about judgment, and it is the investigation report on Kellen Winslow leave use. And I draw your attention to Page 2 of the document and it says: Mr. Winslow's University-related work activities could not be documented for 16 work days during the time period from April 14 start date, through May 31st, 2014.

And you can read the rest, but it clearly says the allegation is substantiated. My question then becomes, as a Board -- because we're ultimately
responsible. If Doctor Mangum left today and then we were investigated for failure to spend the money properly, we would be responsible.

So is it a common practice? Is this pervasive throughout the institution? What controls are in place? How was it handled? When was it brought to attention? How did she deal with it? But when someone is not present, a member of the senior leadership team is not present for 16 work days, who else do -- we can't hold the staff responsible. We are responsible through our management of the President of the Institution.

The next page says Doug Blackburn Contract. It's blank because the information wasn't provided in a timely manner by the University. The response I usually get is that we didn't have enough time, and I take umbrage with that. When you have an executive secretary; a special assistant; 10, 15, 20 folks working at your whim; you have staff; you have -- get the document back to us.

The one document on Doctor Lee, got it back in no time, very well professionally handled. Joyce Ingram, boom, right back to us. The other one I think was sent to the Provost, and again, I haven't received -- maybe if I have in my email and
it came during this meeting, I apologize, but I haven't received that response in a timely manner.

I draw your attention to FAMU BOT Regulation 10.015, Recruitment, Selection, and Employment of University Faculty, Administrative and Professional, Executive Service, University Support Personnel System, and Other Personal Services Employees and, specifically, Section (2), Announcement of Vacant Positions.

I believe that through this Committee that it would be warranted at some point for us to address how the University -- because we have given this authority to the University President, to waive the announcement of a position when a waiver is in the best interest of the University.

What that simply means is that at any given time, for any position, for any amount of salary up to $200,000, the President can create a position and simply put a person in that position without ever being advertised and going through a process, and I just think that maybe we -- something that I think Trustee Moore alluded to today, we're not -- there is no attempt to affect how it gets done, but at a minimum we should know about it or have some sort of report.
Maybe this Committee gets to the point where it requires approval of a waiver. We might -- we're not involved in specific personnel decisions, but the authority to waive the announcement of a position, especially in this time when we have budget challenges, it just doesn't make sense.

If you skip to the next item, there's a copy of John Michael Lee's contract, and we talked about -- for clarity's sake, someone pointed this out to me during the break. I didn't say what I -- and I have two more items and I'll close. What I should have said was:

We reserve the right -- this is my opinion -- but we reserve the right to terminate for non-performance. We reserve the right to remove anyone who is not doing their job, but there should not be a clause that says, I can get rid of you at any time because I choose to because it's right there in the language.

I know they're at-will reports, but many of you know, and this shouldn't violate the legal side, we're being sued for similar language. So to fail to take steps to correct puts us in that definition of insanity, you know, doing something the same way and expecting different results.
And so that's why I pointed it out. You can look at the language here on the contract. As I continue to point out to you, you see it says the Florida A & M Board of Trustees. I've asked as the chair of the Budget Committee to have some consistency in how these contracts were labeled and done. I'm not sure if that has progressed, but you'll find it in previous minutes of meetings.

And then the final item in this packet is, it's labeled FAMU BOT Operating Procedures, Article 2.3. And in our Operating Procedures, if you'll skip to Article 3, Executive Officer, it says: The University President shall serve as Executive Officer and Corporate Secretary of the Board. The Corporate Secretary shall be responsible for providing notice of all meetings of the Board and its Committees, setting the agenda, and compiling pertinent documents for meetings of the Board in consultation with the Board Chair.

We are not able, by procedure, to make changes to our Operating Procedures without proper notice. I think it's seven days or so. It's not something we can do today. But at some point, as a member of this Committee, I plan to make a motion to amend these to allow a change that doesn't say -- that
doesn't limit the Board Chair.

I don't think anywhere where there is a chair and an executive director, a corporate secretary, that it is common for the person in that position to assert their right to deny the Chair or to deny members of the body the opportunity to put things on the agenda. The reality is, we'll just start the meeting and then put it on the agenda.

I had some things I wanted to add to the December agenda, and I was told by the Chair of the Board that the President didn't allow it. And I'm thinking, wait a minute, you mean our employee is telling us what we're going to put on the agenda and what we're not going to have on the agenda? Well, there must be a problem. So I looked at the legal piece, and that's what it says, that the Corporate Secretary sets the agenda.

I think that it should be at the direction of the Chair, and the language I'll probably propose is in consultation and at the direction of the Board Chair; and that will simply allow if any Trustee wants something added, it won't put the President in the position where they can deny it or say no. And it will also put the Chairman in the position -- and this is not for me, but for future
chairmen -- it will put the Chair in the position where the Chairman can do what the Chairman needs to do.

So these are my concerns. I believe they need to be addressed by the Board. To the extent that the Chairman would handle them on an individual basis or take them for submission, I humbly ask for the consideration of the Committee.

TRUSTEE ALSTON: Thank you, Mr. Chair, for your opening comments and your guidance to us on these items.

I will open the floor now for discussion from the Board. Before I do so, and I'm going to recognize Trustee Moore, if there is no objection, I'd like to add Item 8 to the agenda, a presentation by the Provost on performance funding. I know that we did initially -- that was in writing out to everyone from the Chair and the President. So just add Agenda Item 8 and, of course, adjournment will move down.

Is there any objection?

(NO RESPONSE).

TRUSTEE ALSTON: Okay. Without objection, please consider that as another discussion item.

So I'll be quiet. I open up the floor now for
discussion. First, Trustee Moore.

TRUSTEE MOORE: A comment and then a request. The comment is that we all hold and carry a responsibility for the image that we would like to have for this University.

Having said that, I think that we should offer the opportunity, because these are very specific and we are in an evaluative period, that President Mangum would also have an opportunity to communicate, to share a message regarding those specifics, should you choose to; if not, then we can move into the agenda at your --

TRUSTEE ALSTON: And I'm okay with that. If there is no objection from the Committee, Doctor Mangum, do you want to provide any comments and then I'll open it up to the Board?

Doctor Mangum.

PRESIDENT MANGUM: Certainly. I do have a couple of comments regarding some of the items that are very specific to discussions and communication between myself, my leadership team, and members of the Board of Trustees.

I have a -- I had a very good relationship, I believe, with the past Chair, and we had communications around many items, some of them
formal and many of them informal, with regard to
activities and decisions that I have been making
throughout my first year's tenure.

With regard to protocol and speaking on the
phone, Item 1, failure to adhere to Board protocol,
it is very difficult -- and I do accept the
suggestions and the corrections that were made
during that call. But on a phone call, it's very
difficult to make a point or interrupt -- or you
have to interrupt in order to get a point made at
some point during a conversation.

But also, just to give a little background on
that exchange, the weekend that we were -- that an
email was received by me, or was supposedly
received by me, that I did not read it because I
did not receive it. I was on Amelia Island, and I
did not receive it. And I was trying to explain
that I didn't get the question so I couldn't
prepare a response to it, but that wasn't received
well either.

With regard to comments regarding the school
year and stakeholders and an article that was
prepared by Reporter Doug Blackburn, at the time I
did feel bullied. He asked me how I felt. My
feelings are legitimate. And so I legitimized it
by making that comment in a conversation with him after that meeting.

The commentary with regard to the Quarterback Club's luncheon was taken out of context by the reporter, and that reporter later printed a retraction in the newspaper because he quoted me wrong; and that's all I'm going to say about that.

I have the ultimate respect for President Humphries, he knows that, and he and I have had many conversations about his support of the University and support of the administration.

The letter with regard to Tennessee State University, a letter that was sent to other people before it was received in my office was published and commented on and put in the paper. And I had not received it, and so I did not and could not comment on a letter that I did not receive at that particular point in time. But my support of Florida A & M and that particular situation with regard to expending resources that we did not have available was legitimate. And the President at Tennessee State and I had had conversations for months about whether or not we would be able to afford to transfer -- or to transport our band to
Tennessee State University.

So I don't typically comment on things that are just not true. It's a lot of energy being spent, and I just don't do it as a matter of my professional practice.

With regard to the Alumni Association and Mr. Mitchell and his engagement with AD Winslow at an event, I don't have any comments to make because I was not at that event and I did not experience it. But I did hear outtake conversations from many people that were present at that event and having -- two adults having a conversation, heated as it may have been, I understand. I left it just as that. I think AD Winslow and President Tommy Mitchell are able to discuss and were able to discuss and come to terms in their own communications.

With regard to my question -- well, with regard to an alumni writing a letter, I think everyone has freedom of speech, and I think Doctor John Lee certainly is able to communicate well and understands being a representative at that time of -- the Association of Public and Land Grant University, as being a Vice President understanding higher education, understanding the rules related
to SACS, COC is free to express his opinion. And I think that's what he did, and I have no control over that option as far as that's concerned.

It had nothing to do with my decision to appoint him in the position that he holds now. I think he's a very good representative of Florida A & M alumni and has -- and I have received numerous comments of congratulations on his joining the University staff and the work that he will do and is certainly capable of doing for the University.

With regard to misspelled words in emails and grammar, many informal communications include them, and I've received them from many members of the Board, including the Chair where there were errors in grammar as well as mistakes in spelling. Sometimes auto correct makes them happen more, and other times when you're communicating quickly to communicate does not necessarily mean you have to be perfect in your grammar or perfect in your spelling. It is an annoyance to many people and some people are able to move past it and get the message that is trying to be conveyed. So we apologize continuously for grammatical errors as well as spelling errors that occur inadvertently in
communication. Many people put notes and tags at the end of their email explaining that it often occurs.

Another email here that -- a letter that was received on May 25th by members of the Board while I was away, I didn't -- I received the letter on May 28th, and I understand it was transmitted to the Board by members of the Board on May 27th. So you received the information before I did.

Much of that information in that letter is very disappointing because much of it is not true, but I'm not going to go through an accusation about what's true and not true because it was a personal email to me, and many of the facts in there are just not true.

And I have yet to talk to Reverend Ernest Ferrell and other people in the Urban League who made a lot of statements in that letter which are very disappointing when we are working to try to communicate with the community as best we can.

With regard to a letter that was written asking for support by one of the staff members or an alumna of the University to the Alumni Association, if that's illegal, then a lot
of what happens are out of order or unethical, then
a lot of what we do might fall into that category.
We seek letters of support for our legislative
agenda. We visit people regarding our legislative
agenda. Our lobbyists, that's what they do to try
to influence positions and influence outcomes. So
I had nothing to do with that particular request,
but I'll say thank you anyway for trying to solicit
support.

With regard to the last item on leave use,
when Mr. Winslow was appointed to Florida A & M,
his agreed-upon start date was much -- was a little
later. Because we were having negotiations with
the Florida Classic and we had a new AD on board,
we wanted to take advantage -- he had asked to be
appointed sooner, and he had other commitments, but
he would take leave for those days in between his
appointment.

He was appointed so that he could participate
legally in the discussions around the Classic and
sign the contracts with Bethune Cookman, as well as
with the sponsors of the event. We knew he was not
going to be able to work and be present during
those days.

At the end of his term, what I asked our leave
people to do was to look to see how much time he had left in terms of vacation and subtract the days that he did not work at the beginning of his contract so that when we paid his leave out, he would be paid the accurate amount of money.

What you saw in this report that someone requested, we had already asked that to occur. That's why we are here in June and he has not received his leave payout yet, because we were waiting for the audit to be completed.

And just as another note, and I'll just say this, it is my experience having worked with boards of governors, board of trustees from several institutions, I have never had the experience where my leadership team has been disrespected privately in conversations that are not on record on a continuous basis. And this is the case that I think that I have here at Florida A & M by our Chair, our current acting chair. And some of our behaviors with regard to filling positions and introducing people to members of the Board is directly related to us being able to successfully recruit people to come to FAMU.

TRUSTEE ALSTON: Thank you, Doctor Mangum.

Any additional comments from members of the
TRUSTEE SHANNON: Yes, Trustee Alston, this is Trustee Shannon.

TRUSTEE ALSTON: Go ahead, Trustee Shannon, followed by -- I just saw another hand -- followed by Vice Chair Lawson.

Go ahead, Trustee Shannon.

TRUSTEE SHANNON: I have a couple of questions followed by a comment. My first question is: When did the Board first receive notice that this section of our meeting today, committee meetings, would be changed from a committee of the whole meeting to this Committee on Governance?

TRUSTEE ALSTON: Thank you for that question, Trustee Shannon. I'm going to ask Chair Montgomery to respond to that question, and I think you're probably going to refer to an email, or the --

CHAIRMAN MONTGOMERY: Yeah, I'll ask the -- I don't remember the -- what was the date? Board Liaison, what was the date to answer Trustee Shannon's question?

ATTORNEY BARGE-MILES: Give me a minute.

CHAIRMAN MONTGOMERY: Okay. Thank you.

TRUSTEE ALSTON: Give us one second, Trustee Shannon. Attorney Barge-Miles is getting
that information.

TRUSTEE SHANNON: Okay. Well, while she's getting that information, my follow-up question is: Were there additional reference documents that accompanied your agenda of discussion for this Committee on Governance? I see a number of items: Best practices on Board governance, best practices, here, here. And were there some reference documents that were distributed along with the agenda to support the -- to give us a point of reference?

TRUSTEE ALSTON: Great question. I'll start answering that, Trustee Shannon.

The one document that we have is the agenda that shows the items that you just referenced. I had gone back and forth probably over the last few days just compiling the points of the agenda. The opening comments were from Chair Montgomery, expounding on his views and conversations that he referenced in the information packet that was submitted to us I believe this morning. Mr. Chair.

CHAIRMAN MONTGOMERY: Yeah, I had a --

TRUSTEE SHANNON: Okay. The --

CHAIRMAN MONTGOMERY: In response to Trust-- I'm sorry, Mr. Chairman?
TRUSTEE ALSTON: Going ahead, Chair Montgomery.

CHAIRMAN MONTGOMERY: Trustee Shannon asked the question about -- I think it was along the lines of how we got to the special committee and the actual notice. I'd asked VP McKnight, we had a conversation about how to ensure that there was compliance. If you -- I mean to address Trustee Shannon's question, if you could share how we evolved from where we were to where we are on the agenda.

TRUSTEE SHANNON: I'm sorry, excuse me. I simply asked when did we first receive notice.

CHAIRMAN MONTGOMERY: Oh, okay. Okay.

TRUSTEE SHANNON: When was the date that we first received notice that we would be having this governance conversation at this meeting? I had been working on an agenda that said we would be meeting as a committee as a whole; and then as of last Friday, I think -- I think I first received an email as of last Friday regarding this change to this part of the agenda. I just wanted to confirm that, or did I miss an email that I would have received earlier?

TRUSTEE ALSTON: No, Trustee Shannon, and this
is Trustee Alston. You're right, I think the initial setup and design was committee of the whole originally. It transitioned to this Special Committee on Governance.

I think the memo that came from Chair Montgomery, dated June 5th, and I've assumed that it was sent that same day, so it transitioned from a committee of the whole, I think, to a full Special Committee on Governance, which is still the same committee of the whole.

Does that answer your question?

TRUSTEE SHANNON: Right. Okay, yes, that answers my question. And now I'd like to make a comment because I believe that everything associated with this committee proceeding so far is highly irregular.

First and foremost, for many months, at least in the time that I've been on this Board, we've talked about the need to have materials, documents, and information in enough time for the Board to actually review it prior to discussion before this Board. And I don't feel like we've been given enough notice regarding what was supposed to be discussed during this time frame.

Additionally, it has a number of points there
that you want the Board to discuss but we haven't been provided any pre-meeting or any reference documents to even give us a point of reference for what these best practice -- best practices are.

And then my last comment is this, with all due respect, Chair Alston, if this is a conversation that's supposed to be on governance and it's supposed to be guided by this agenda that you've given us, then I believe it's your duty as Chair to make sure that we do follow this agenda and that our discussion does not digress into a granular and detailed discussion and commentary on the President's performance where we already have a forum where that would be more appropriate.

And I believe that it's your duty as the Chair of this Committee to ensure that our comments are comments and the way that we proceed through this agenda is done in a way that sticks to this agenda; and if we do go into a radical -- or if we do go off track with something that already has an identified forum for that discussion to take place, that you as Chair should bring us back to what this agenda and what this Committee is supposed to do.

And for that reason, I don't agree with the further progress of this Committee meeting, and I
make a motion that this Committee meeting be tabled until we can get to -- we can get the appropriate reference documents to responsibly lead us through a discussion on governance. What are the expectations of the Board? What are the expectations of the President or anyone else that is involved in helping us meet our duties of oversight for this University.

TRUSTEE ALSTON: Thank you, Trustee Shannon, and I think we're on the same page. I am now -- we're still on the agenda under discussion items, but you just made a motion so I will recognize there's a motion on the floor to table the items as referenced. Is there a second to the motion?

TRUSTEE LAWSON: Question.

TRUSTEE ALSTON: Vice Chair Lawson.

TRUSTEE LAWSON: Yeah, just a question. So --

CHAIRMAN MONTGOMERY: Your microphone is not on.

TRUSTEE ALSTON: Well, I just -- let me recog -- let me just -- yeah, let me just first carry the motion.

Is there a second to the motion?

TRUSTEE MOORE: Second.

TRUSTEE ALSTON: The motion has been properly
moved and seconded to table -- Trustee Shannon, just for clarity, can you repeat your motion because I want to make sure that we have it.

TRUSTEE SHANNON: It's to table this discussion on governance until the Board has had appropriate notice, time, and reference documents to ensure that we have a reasonable and accurate discussion over these matters.

TRUSTEE ALSTON: Thank you, Trustee Shannon.

You've heard the motion and a second. I'll recognize now the floor is open for discussion. Vice Chair Lawson followed by -- I'm sorry, Chair Montgomery, you want to --

CHAIRMAN MONTGOMERY: It's a point of information. The motion is ambiguous. It doesn't provide a date certain. There are other variables at this point, including the process for the Presidential Evaluation Committee.

There's also within the operating -- there's some who continuously cite the operating procedures but are failing to acknowledge within the operating procedures right now that any Trustee at any time can add any item to the agenda with the approval of the Chair.

So, Trustee Shannon, for information purposes
or for the Committee purposes, I've sent -- her committee was one of the few committees, or I think it was the only committee that didn't convene. I'm not sure it was for lack of the same issue, maybe receipt of information; but with regard to this specific issue, to punt on this issue or to not address this issue puts us in a posture with the impending deadline for the evaluation to be in a position where the Board fails to properly understand and consider what would be improper behavior.

I appreciate the effort to what you call get more information. I'm surprised because there have been many instances in the past that were very similar in which I did not hear such outrage or we did not hear such outrage as a Board.

But I will urge my colleagues to allow us to continue to have what would be an adult conversation, we're all professionals, lay out the items on the table; don't allow a person to say, well, this is a procedural matter and so we as the body politic -- the governing body should not proceed. Have the discussion, let the merits stand for themselves, and then govern ourselves accordingly.
As Chair, I will call a follow-up meeting of the entire Board so we can deal with this directly. But today we have a meeting of the Committee of Governance and I -- again, I'd urge my colleagues to allow the conversation to move forward.

TRUSTEE ALSTON: Thank you, Mr. Chair.
Vice Chair Lawson, go ahead, you're recognized for discussion.

TRUSTEE LAWSON: Thank you, Mr. Chair.
Well, I mean I think if we're going to follow protocol, the topic -- the agenda item was provided and the content was provided. So at this point, if we don't have a discussion, we're violating our own protocol.

And I think, Mr. Chair, then your challenge will be to guide the discussion in the most productive way; because I think if we don't allow an individual Trustee, whether it be the Chairman or anyone else, to put an item on the agenda, then, again, we're violating our own protocol.

I think we can have the discussion as long as we focus it on those topics that are listed here because I think a -- you know, this whole governance issue has been one of ongoing concern. And as some recall, we had a small committee on
governance that met a few times; we worked on a couple of issues. But given transition on the Board, the committee somewhat dissolved itself for lack of a better term.

So I'm not sure why we would not entertain this because it was properly noticed and placed on the agenda and, as our bylaws state, any member can place an item on the agenda.

TRUSTEE ALSTON: And you're absolutely right, Vice Chair Lawson.

Just for the members of the Board, myself, Vice Chair Lawson, Trustee Moore, and former Trustee Gilzean served on a previous ad hoc committee that was much more focused, not as broad in scope as the mission of this Special Committee, so Vice Chair Lawson is absolutely correct.

To respond to Trustee Shannon and, also, I think a few additional comments. My role is not to censor anyone on the Board; so, of course, if there is conversation, I think this is absolutely the place and the forum. I think that some discussion -- and I think there is some, you know, conversation that maybe could transition over to a different committee; but, of course, we do have a printed agenda that I'm still trying to get to.
But, of course, I am allowing Board members the opportunity to speak.

So with that being said, I know there is a motion on the floor. There is still discussion. I think there is Trustee Moore followed by Trustee Woody.

Trustee Moore.

TRUSTEE MOORE: Having said that and with that conversation, if the thought is that we will move with a laser focus towards the agenda, I will rescind my second for the motion.

TRUSTEE ALSTON: And that is my intent, if Board members adhere to the agenda. Thank you, Trustee Moore.

Trustee Woody.

TRUSTEE WOODY: Thank you, Mr. Chairman.

Most of y'all know by now that I'm currently the Chair of Sante Fe Community College and Sante Fe College Board of Trustees, and the term governance is very important.

Definitely, from a Board Chair, I think it's very appropriate for us to have this discussion, especially for me being my first meeting; that I'm going to have to do an evaluation of the President. To be honest with you, I had some personal
observations as it relates to the President's relationship with the Board. I think it affects the future of this institution.

A & M is very dear to me even though I didn't attend school here. Like I said in my initial introduction on the Board is that my family lives here, my father started here. And on another personal note, I had an opportunity, or blessed with the opportunity to be involved in the commencement. Just to see those students and those families there meant a whole lot, and it kind of put everything in a proper category for me. I didn't have the opportunity to go to an all-African-American, all-black institution, those type of degrees that those young men and women were getting.

So it's very important that the leader of this institution have a good relationship with the Board of Trustees. And as being a new member, I don't see that. I can't really expound on at this particular point what the problems are other than what was presented this morning in the response by the President, but I clearly understand that there is a problem; and those problems need to be discussed. And whatever the outcome is, that's
what the outcome is.

    I would hope the outcome would be in the best interest of this institution. If you don't have a leader that is leading, and I'm not saying that we don't, and we have issues with our current leadership, then we need to address that. We don't need to sugarcoat it, we need to call it like it is.

    Thank you, Mr. Chairman.

TRUSTEE ALSTON: Yes, thank you, Trustee Woody.

    Any additional comments? There is a motion on the floor. Is your second still on the floor, or have you rescinded the second so we can proceed with the agenda?

    TRUSTEE MOORE: I rescind it.

    CHAIRMAN MONTGOMERY: The motion dies.

    TRUSTEE ALSTON: Okay. So the motion dies, Trustee Shannon.

    We will now, Trustees, proceed with the agenda as printed. And I will just tee this off, and I think that the Chair, all of your comments along with the President, just demonstrated why this Committee is absolutely important. So as we talk about Board operations, effective and efficient
communications, best practices between the Board and the administration, our operating procedures, how this committee will touch the budget, it's very, very important.

And as you see the various points under Board operations, and I'm just going to tee this off and then allow for comments because this will guide what our next meeting is based on the comment of Chair Montgomery.

So best practices on Board governance, best practices for scheduling Board and committee meetings, and setting the agenda, I think there was a reference by the Chair on this; the role of the corporate secretary; the attendance at Board meetings, committee meetings; along with the role and attendance of members of the senior leadership team.

Another interesting comment, when conflict arises, and I think we saw -- we've seen that in the past, so let me just, you know, make that comment. If there is a conflict, of course we have a general counsel, whoever sits in that seat.

So, Attorney McKnight, I'm not, you know, pointing at you. But if there is a conflict or if there is a perspective from the Board versus the
President, if there's a different perspective, the question becomes, you know, what role does the General Counsel play? And I think we've seen it, I've seen it, even in the initial form of the Board and how we've transitioned now over many years.

So I put this item on here and I think, hopefully, we'll have some discussion on this, for consideration. If there is a need for a contracted Board attorney in the event that there are conflicts that may arise in perspectives between the Board and President. So, again, we've seen some of that today, but I think we've also seen that over time.

The other thing that I will go ahead and tee up is the transmission of information to the Board. So I think there were several comments earlier where members of the leadership team developed information or presentations but it might not have been shared with the General Counsel, which is the Board's attorney, or the University's attorney, or the President's attorney. So just the process around before information is disseminated to the Board, you know, what is the process?

I know that we get various emails from probably, you know, three or four set individuals:
The President; I think the Executive Assistant; Attorney Barge-Miles; Attorney McKnight; and, of course, we've seen others.

So is there a protocol before emails are sent that has been vetted through, you know, the proper channels. So I think we need to have that conversation.

So let's just start on the Board operations, that just kind of tees it up. If you have comments on any of these items, again, we'll take copious notes. And, Mr. Chair, I am keeping note of the time. If you just want to kind of tell us how much time -- much more time you want to allot and maybe we may need to recess and maybe come back to it.

CHAIRMAN MONTGOMERY: It's your call, Mr. Chair.

TRUSTEE ALSTON: No, this is -- you have the full-day agenda, Mr. Chair.

CHAIRMAN MONTGOMERY: Let's give it another 30 minutes.

TRUSTEE ALSTON: Another 30 minutes, okay. Perfect.

So I'll open the floor for comments, just around Board operations, and you see many of these points --
(INAUDIBLE COMMENT BY TRUSTEE SHANNON).

TRUSTEE ALSTON: Yes, is that Trustee Shannon?

TRUSTEE SHANNON: Yes, it is.

TRUSTEE ALSTON: Yes, you're recognized, Trustee Shannon.

TRUSTEE SHANNON: Okay, I'll try to make this brief.

With respect to scheduling Board and committee meetings, this is, again, why this is so important, yes, that we have this governance meeting but we have -- we use it as a way to set -- confirm agreements. I understand how when you change from one set of leadership to another that there has to be a necessary transition period, but let me give you an example of a recent experience that I had that was very confusing with respect to what was expected for committee meetings and scheduling of Board meetings.

We received a memo from Chair Montgomery regarding what his desires were for today's committee meetings, as well as for the Board agenda, asking that those committee meetings that had action items meet; but it was silent as to what we would do with the rest of the committee meetings because what he asked for was a departure from what
we had previously done. And so when I returned
back from (sic) the country at least three weeks
ago and attempted to find out, well, what are we
going to do with the other committee meetings, no
answer was forthcoming to the point where when I
attempted to schedule a committee meeting, at least
ten days ahead of time, my email went out saying,
please contact my other committee members so that
we can have a committee meeting because, in fact,
Vice President Poole for the DS -- who is working
in the advancement office, and I have met way back
in April or May to discuss the agenda for this
meeting.

And so I merely wanted to make any committee
aware --

TRUSTEE ALSTON: Yes, duly noted,
Trustee Shannon. I did hear your comments. I'm
not sure if you're still there. I'm going to
recognize Chair Montgomery just to respond as we
are -- there's a court reporter and, of course, we
are taking notes for the record.

So, Chair Montgomery, would you respond to
Trustee Shannon's comments around the flow and the
notification? I think you did that a little
earlier, but you may just want to touch on it
again.

CHAIRMAN MONTGOMERY: Without getting in --

Thank you, Mr. Chair.

Without getting into a back and forth, in my four years on the Board, the previous procedure that was in place was for -- basically to serve as a committee of the whole for the entire committee day. We would arrive in here on a Tuesday night, come to committee meetings starting at 9 a.m., and they would drone on and on, questions that could have been answered prior to the meetings.

As a Board member, if you did not sit through every committee, regardless of whether you were on the committee or not, then you weren't informed about what was going on in the committee.

And then the next morning you arrive here -- this was our process; it's embarrassing, but this was our process -- you arrive here and then you get a sheet of paper saying: Here's the report; here's what we're voting on.

So if you didn't sit in the meeting the day prior, you have no idea, you have no clue. So then the meeting starts, you're looking at the agenda, and sometimes you're still reading what the -- and you have no idea, you have no context, no clue what
you're voting on, and then it's brought to a vote.

So I said in my other comments that, you know, process -- you know, bad process leads to bad outcome. So I attempted to change the process.

I also said in my comments that there are some things in the operating procedures that don't allow the Chairman to operate freely or in the most efficient way, and so we'll -- we can address them, I won't belabor the point, but I decided that each committee would meet prior to the meeting so that they could work on substantive issues.

And under my leadership, gone are the days where we simply meet at a Board meeting and then we meet at a next Board meeting, and then something bad happens, and then the Board is saying, well, we had no idea, or we didn't know, that type of thing. So the purpose of having the -- and this is commonplace in the State University System. To the agenda's point, this is a best practice. Have the meetings when they're needed.

Now to Trustee Shannon, where there aren't committee meetings --

TRUSTEE SHANNON: I'm back on the phone.

CHAIRMAN MONTGOMERY: -- to Trustee --

TRUSTEE ALSTON: Thank you, Trustee -- I'm
sorry.

Trustee Shannon, Chair Montgomery is in the middle of responding to your comments.

Go ahead, Chair Montgomery. Sorry.

CHAIRMAN MONTGOMERY: Well, to that point, I also encourage folks to not meet only just to meet, but to meet about things of substance so that we can be properly informed.

The blanket statement for here and the explanation for why we had these meetings, which most the Corporate Secretary did not attend; but the purpose of having these meetings was so that the Board can get into a better posture of operational efficiency, understanding what's going on. How can we make good decisions if we don't know what's going on.

I'll also say that at least with previous presidents, in my tenure, the president -- they weren't perfect, but they would call you, they would talk to you about the issue. They wouldn't tell you: Here is the time that we have to meet with you. They would accommodate your schedule as a volunteer Board member. That has not been the case with the current President.

We went from not getting -- or at least I
didn't get calls, I didn't get information. We had stuff that we discussed today that could have been discussed.

While we're on the subject of governance, Mr. Chair, if I may --

TRUSTEE ALSTON: Yes.

CHAIRMAN MONTGOMERY: -- at our meeting at Quincy Farm last year, I asked Doctor Mangum: How should we communicate with senior leadership team or your staff or what you'd like to refer to as the senior members. I gave the example of Doctor Ammons where he said: Only communicate with my Chief of Staff.

We as a Board, we respect that line. We only engaged directly with the Chief of Staff and with folks -- I wasn't a committee chair, but the committee chairs with the direct reports.

Doctor Robinson came in. He said: Have at it. But I believe he told his staff, when you're contacted by a Trustee, just let me know.

I asked Doctor Mangum at Quincy Farm; I asked Doctor Mangum when we went to Washington, D.C., and spent two days together; I asked her again late last year; I had the conversation with her in my initial conversation that I had to set up when I
became Chair; she didn't reach out to me. She showed up late for the meeting, left early, didn't say congratulations, didn't acknowledge.

I take umbrage with the whole thing about the disrespect. Okay, if someone wants to dwell into a conversation of bullying or sexism, I'm ready to go there with you. Doctor Mangum is not being treated any differently than anyone who would -- at least the two previous presidents showed some respect towards the Board.

So the purpose of having a governance conversation is not so that the Chair can dictate to the President what the Chair sees as the President's proper or improper behavior. The purpose of having a governance conversation is -- with all members of the Board as a member of the committee, is so that the governance -- the Board can effectively communicate to the President what its sense of proper behavior is and what improper behavior is.

To Trustee Shannon's concern about the meeting of the committee chairs, I apologize for it not being the most efficient way of garnering the information, but I thought it was necessary. My proposed -- it's somewhere later in the agenda --
my proposed solution going forward, a way to address it, I took this from another State University Institution, is to have one committee day, whether the Board is here in person or on the phone, in which we would ask our Corporate Secretary to participate in all of the meetings, also with appropriate staff, maybe 10 to 14 days out at the pleasure of the committee so that, once again, the Board will have the best information prior to going into the Board meeting.

Thank you, Mr. Chair.

TRUSTEE ALSTON: Thank you, Mr. Chair.

And, again, we're just addressing the best practices for scheduling, and I know that this here is referenced procedures and we'll do a better job of trying to clear that up. So I'm taking notes on what our action items are next.

As we move to the role of corporate --

TRUSTEE SHANNON: Trustee Alston.

TRUSTEE ALSTON: Yes, Trustee Shannon, you're recognized, followed by Vice Chair Lawson.

TRUSTEE SHANNON: Just so that I can -- yes, just so that I can clarify, my comments were just to say that it's very important that when there are changes in procedure that we be given notice. You
know, asking for notice, asking for records, documents, and information is nothing new; and I know in cases of emergency that that can't always be accommodated. But I do say with respect to substantive matters coming from the Board or substantive changes to procedures, that we merely have notice, and that that somehow be reflected in the new -- I guess the new guidelines that we'll put down by way of governance.

TRUSTEE ALSTON: Thank you. Duly noted, Trustee Shannon.

Vice Chair Lawson.

TRUSTEE LAWSON: Yes. Thank you, Mr. Chair. I mean as you look at this on effective and efficient communications, and I'm going to try and frame this up in the spirit -- I'm sorry.

TRUSTEE ALSTON: Actually, if I could, before we jump to that point, I wanted to just focus on the role of the Corporate Secretary.

TRUSTEE LAWSON: I'll wait. I'll hold my comments.

TRUSTEE ALSTON: Yeah, just on that, because I think I have comments on that, and I know the President also -- I'm going to engage the President to also chime in because I know as the Chair
referenced, we did have this conversation during a previous workshop. So this is probably the time for us to go ahead and firm up: What is that process; what is the appropriate protocol engaging the President and/or a designee or designee. So we'll get to that point in just a second.

The role of the Corporate Secretary, I think that we're all in agreement and there is no objection by the President that the President and, of course all members of the senior leadership team, will be in attendance for all of our Board meetings, committee meetings, called meetings, special meetings. And, of course, our language, our guidance already tells us the Chair and the President will work together on scheduling those said meetings.

Any issues or comments on that item?

(NO RESPONSE).

TRUSTEE ALSTON: Hearing none --

CHAIRMAN MONTGOMERY: Well, that, Mr. Chair.

TRUSTEE ALSTON: Go ahead, Mr. Chair.

CHAIRMAN MONTGOMERY: That hasn't been the case.

TRUSTEE ALSTON: Understood, so -- go ahead.

CHAIRMAN MONTGOMERY: That's it.
TRUSTEE ALSTON: So going forward -- and I'm going to defer to our Corporate Secretary, Madam President, if you could, we've heard the response from the Chair, I think you've heard the comments from Trustee Woody. It's very important for the Board going forward that there be a positive relationship between, of course, the Chief Executive and the Board; and, more importantly, as well between the Chief Executive and the Board Chair.

Would you just frame for us what your plan of action is going forward in terms of connecting with the Chair and scheduling meetings and that overall communication with the Chair and the Board?

PRESIDENT MANGUM: Of course. Thank you, sir.

With regard to scheduling meetings and particularly the process that currently exists prior to the last couple of months, one of the ways that we try to -- at least I started to have meetings with members of the -- each Board member prior to a meeting. We scheduled and the senior leadership team was there at all meetings. We scheduled individual meetings with individual members of the Board to clarify any questions that they had regarding any agenda item.
That was practice. Every vice president attended, and we set up appointments with each individual member of the Board of Trustees to clarify any questions that they might have had about any agenda items, whether we were voting on them or not. And it was up to the Board of Trustee member to participate in that meeting to get clarification on any agenda items. Of course, we did realize that there was some disconnect in the meetings that were taking place.

That process was usurped with this -- with the change in leadership, so I will say that. And we have had difficulty trying to get the meetings scheduled and get participation because, frankly, they were being scheduled and changed a lot without consultation with me.

In fact, when we made some organizational changes and the Board liaison began reporting to legal counsel, the meetings just started getting scheduled without consultation with me. And I would ask legal counsel: When is the meeting and when was it noticed? So I was not getting notified of when meetings were occurring.

And because of my schedule, some of them conflicted with my schedule, but meetings were
not -- my schedule was not important enough to be consulted in scheduling meetings. So that was part of the process.

My suggestion would be that my Board liaison consult with senior leadership team as well as with the Chair. We asked for that to occur and was told that that was not necessary or possible because we were not significant enough to be able to be consulted in terms of the calendar.

So what we are doing, the vice presidents as well, everyone is making themselves available to participate in a meeting when it's scheduled. We will continue to make ourselves available to participate in meetings when they're scheduled.

TRUSTEE ALSTON: So as one takeaway -- and, of course, I don't want to address the BOT liaison and reporting structure because I have several comments and questions on that separately. But as a takeaway for this item on meetings and roles and responsibilities, there is -- the takeaway, and just please correct me, Madam President, when there are meetings scheduled, because I don't know if it was done for this meeting, but for every meeting going forward, there will be one-on-one conversations between every vice president, I'm
assuming you, with the various Board members prior to the meeting if there is something -- so, for example, let me say that differently.

If I'm a Board member on Academic Affairs, the Provost -- you and the Provost will have one-on-one conversations with Board members just advising members what's on the agenda, if there are any questions, if there are any hot critical issues. Is that the takeaway from what I'm understanding?

PRESIDENT MANGUM: May I?

TRUSTEE ALSTON: Sure, yes.

PRESIDENT MANGUM: The takeaway would be is that the assigned senior leader works with the Chair of the committee, of the Board to set the agenda. My presence is not necessarily needed for the vice president of any -- that's assigned to a committee to set the agenda. That has been past practice, that is best practice.

What we do as a senior leadership team is review all of the agendas of each committee as a group, as part of our process. And, in fact, what we do is we review all of the content as the senior leadership team of all of the committee reports. That has been our past practice.

TRUSTEE ALSTON: Any questions or comments on
that, Trustees, before we move on?

TRUSTEE WOODY: Mr. Chairman.

TRUSTEE ALSTON: Trustee Woody, followed by Trustee Grable.

TRUSTEE GRABLE: Okay.

TRUSTEE WOODY: That may be, if my understanding is correct, may be the problem. I can just use my personal experience as a Trustee Chair. With our President, whenever there is a meeting he calls, we talk, we're set on the agenda. The same thing with something -- with any other item that comes up new.

Now we cannot talk as a Trustee to each other, but the President can talk, or the staff members can talk to the Trustee. I would suggest that you have more communication with your individual Trustees and keep them abreast of what's going on, then I think a lot of the problem -- we wouldn't be here having discussion that we're having today if everybody was in on the discussion.

Remember -- you have to remember, with all due respect, that every Trustee sitting on this Board is your boss. And we have to respect that you as the President, we're the only boss of you, not your staff. Understand that, and understand very
clearly about governance.

But I think a lot of this is a lack of communication and has very little to do -- maybe a lot to do with personality, but the way I look at it is that I serve in a position -- I respect that position. Whether I like that individual or not, I respect the position; and whatever I was assigned or appointed to do, I'm going to try to do it to the best of my ability.

TRUSTEE ALSTON: Thank you, Trustee Woody.

I'm going to add Vice Chair Lawson to the queue after Trustee Grable.

The one comment I'll make, and it looks like we're going down to effective and efficient communications, I know that we have a practice before you tee it up, Trustee Grable, that we receive communications, or let's just call it the weekly President's update. I know that's a standard thing that comes to us.

We also get emails from the General Counsel, the Board liaison. But I think that back to Trustee Woody's comments, I think that if there are critical, sensitive issues -- and the reason why we put a performance funding item on the agenda, because, technically, there was no formal notice to
the Board outside of, you know, reading, you know, the newspaper.

So if there are any critical issues, back to Trustee Woody's comments, or hot button issues that Board members may need to know and not read about, I think that probably should come directly from the President.

TRUSTEE WOODY: And also -- Mr. Chairman, excuse me for interrupting --

TRUSTEE ALSTON: Absolutely.

TRUSTEE WOODY: -- is that personal touch.

TRUSTEE ALSTON: Yeah.

TRUSTEE WOODY: That personal conversation. And we also at the college get the weekly messages too from our President, but that does not mean that we -- the President still -- we have a very close relationship.

TRUSTEE ALSTON: Thank you.

Any objection to the one-on-one conversation with Board members, definitely on the critical, urgent items? And maybe as another recommendation -- and, again, just a scheduling piece and, again, I'm going to look to the Chair as well, maybe a practice -- of course, your communication with the Chair may be separate, but
at least for members of the Board, at least there
is a once a month kind of check-in.

There are always hot button issues, you know, across the University, you know, that touches Academics, Student Affairs, compliance, audit. So a once a month, you know, kind of monthly call, check in with every Board member, you know, 5, 10 minutes, maybe 30 minutes. But I think that will check off something that Trustee Woody just mentioned.

Is that fair, Trustee Woody, Madam President?

TRUSTEE WOODY: Yes, uh-huh.

TRUSTEE ALSTON: Okay. Trustee Grable, followed by Vice Chair Lawson.

TRUSTEE GRABLE: Thank you, Chairman.

I would like to concur with a lot of the points that have been made, but particularly the points from the Chair Montgomery and Trustee Woody. I do believe -- and you actually usurped some of the comments I was going to make regarding communication.

As a Chair of a committee, I really feel that it is important that the primary staff person contact the Chair. That has not been my experience over just the past month, and I will point that out
to Provost David.

I made the initial contact. And I'm just going to be very blunt with this right now. I had to make the initial contact and was thoroughly questioned why the meeting was occurring, and I answered that in that meeting.

And in my first -- very first Academic Affairs Committee meeting, as I know some of you were on the call, I was questioned about that again to the point that the Chair needed to address that. I thought it was very inappropriate; but, again, I think it was resolved at that point.

I should not have to run down the staff person for this committee in order to be able to find out what is going on. I also -- I'm just going to be real honest. I think that we are all professionals, and there's a professional way that these meetings should run.

I'm going to digress for just one minute, and I won't hold you long. Please indulge me.

My experience with boards started back at Manatee Community College where I was the Director of Public Information, and I've seen the operations of boards at the community college level. It is very different from what I have experienced in my
short time on the Board.

I also worked with the City of Tallahassee where I watched the City Commission, where I also served as the Community Liaison Officer. And I know as a staff member at that time, we made sure, as Trustee Woody pointed out, that we talked with the commissioners well in advance, made sure they were thoroughly aware of everything, and we all understood, no matter how high your position was in the city structure or in the community college structure, no one was higher than the City Commission members; nor at Manatee Community College, the Board of Trustees.

And no one is asking for you to bow when you see a Board of Trustee member, but I think it is just expected and it's cordial to show some respect, because I like to think I show respect to all members of the University leadership team, other faculty members, staff, people who clean the building for us; I show them respect.

And I think that, in my opinion, that has been very lacking -- lacking. But I will say that my interactions with Doctor Mangum, since I joined the Board last year in October, has been excellent. She has always been very courteous to me and
available.

But I honestly cannot say that about the staff that I've worked with on the Academic Affairs Committee. And I for one would agree with all of the comments that relate to behavior as indicated by the Chairman and protocol and just being kind and respectful as indicated by Trustee Woody.

Thank you.

TRUSTEE ALSTON: Thank you, Trustee Grable.

Vice Chair Lawson, and I think we have about 10 more minutes, Mr. Chair; so if we don't complete the agenda, we may recess or we may table later. But Trust -- Vice Chair Lawson, sorry.

TRUSTEE LAWSON: Thank you. Thank you, Mr. Chair. I'll try to be brief.

I think there have been some really appropriate comments before me so I'll try not to repeat them. But the one thing I would ask as we go back to, you know, the role of the Corporate Secretary, particularly around meeting attendance.

I know that there are a lot of priorities, but what I would ask is that anything that pertains to the Board for a committee meeting becomes a priority. I specifically reference the Finance and
Budget Committee meeting where I took off time and
drove two and a half hours to come to the meeting
because I was advised by a person I respected,
said, you're a new Committee Chair, you might want
to be present. So consequently, I feel that the
President should have been present as well.

I felt like I got excellent support from the
financial team, but I think that these meetings
should be a priority. And I think that we will all
benefit from the personal touch, to use
Mr. Woody -- or Trustee Woody's words because -- I
have some other comments; I'm going to try and
reserve them until we get into best practices
around communication.

But I just want to make it clear that our
meetings are priority, committee meetings are
priority. If I'm going to take the time away from
a paid job to do a volunteer job and spend
five hours in commute time, I would expect that my
Chief Operating Officer would be at the Committee
meeting. That's just my personal expectation.

And I think that my experience has been
different than Trustee Grable with the staff. I've
had excellent support and relationship with most of
the staff. But I just think that putting Board
priorities as the President's priority is an
opportunity, and what I want to try and get to, and
I can't do it now, we'll have to do it at the end,
is I want to come back and culminate this and see
how we memorialize these recommendations into
practice and process such that, once we complete
this discussion, there hopefully won't be a need to
revisit it.

We'll all agree we will make recommendations;
we will agree the President will think through
those, she will agree; and then we can memorialize
these into process such that, you know, our
governance meetings will not be, you know,
borderline discussion on our views of activities
but will be more about how do we continue to move
things forward.

And I think that, you know, without speaking
for all on the Board, you know, you don't have to
be a mind reader to sense that there's an overall
concern about connectivity, communication, and
respect, right? I mean it's very obvious from the
conversation started by the Board Chair, the
comments from Trustee Moore, comments by
Trustee Woody, comments from Trustee Grable; and at
the end of the day, these are things that need to.
Be addressed. And my hope is that we address them today.

I think as a Board we've had a history of creating an issue and walking away from it, to be brutally honest; and that's just not the way I think this should operate. So my hope is that, as we talk through these things, we can memorialize these recommendations, get feedback, you know, open dialogue on how do we move these processes forward such that at the next Governance Committee, there is not a discussion on some of these issues, they've been covered, everyone understands their role and how to perform within that role, and everyone has mutual respect for that other person's role as we move forward.

Now for purview -- or for the benefit of trying to expedite things, Mr. Chair, if you'll allow it while I have the floor --


TRUSTEE LAWSON: -- I will continue into best practices around communication. Am I okay?

TRUSTEE ALSTON: Yes, absolutely. Go ahead.

TRUSTEE LAWSON: All right. So here is where I am around best practices. You know, I thought
about this a lot and, you know, I put some notes
together, you know, last night around where are we
from an effective and efficient communications
process.

Our communication rating is a needs
improvement. Our communication with the President
and I think the President's communication with us
is a needs improvement.

I reflect on previous leadership teams where
on that lonely ride on I-10 from Jacksonville,
you'd get a phone call: Hey, here's what's going
on; here's what I think. What do you think?
Here's what we're going to talk about. How do you
feel about that?

I didn't always agree, but I appreciated that
phone call. So I -- and, again, like my earlier
comment about memorializing and processing some of
this is really important. I think it's a two-way
communication, so I don't put all of the
communication in the lap of the President. I think
that we owe her some phone calls and some emails
and some visits as well, so I'll take some
ownership in that as well. You know, it's a
two-way street around communication.

I think that we have an opportunity to
demonstrate more respect, more respect from the
President to us, more respect from us to the
President, more respect from the staff to us, and
vice versa.

So, again, as you hear my comments, I hope you
know that there are not a one-way -- know they're
not a one-way street; we all own this to make it
better.

I'd love to see more collaboration as a best
practice. I don't necessarily have to agree with
your idea, but at least if we discuss it, I know
where you're coming from and I have an opportunity
to provide a point of view of which you can take
into consideration or discount but at least,
you know, we will have had that collaborative
discussion.

And I really want to, Mr. Chair, formalize our
protocol around communication because, you know,
when we hear that, well, I received this and I
didn't receive that, those of us that have been on
the Board for a while have operated in a world of
needs to know, which is not a good place. So I'd
love for us to more standardize our communication
process.

And I won't get into them now, but there are a
couple of issues, and I don't know if this is the right place in governance to bring them up, but at some point they need to be addressed: The situation around payment to Mr. Winslow, if you read the audit findings. I won't say anything further. You guys know what the answer is there. I'll leave it at that.

The letter from Mr. John Michael -- Doctor, excuse me, John Michael Lee, you guys have read the letter. There should be some consequences to that; I'll leave it at that.

You know, at this point, I go back to communication, respect, collaboration, and just protocol for engaging and receiving information from the staff. And I say that with the backdrop of starting on this Board in 2011/12 when you didn't always know everything you needed to know to vote. You know, there were some that knew, there were some that didn't.

I think in most recent leadership we tried to create a forum whereby people have access to information and have a better understanding of what they're voting on, and I would ask that we continue to do that. I feel like our current Chair is continuing to drive the process there.
But, again, you know, Mr. Chair, to try to fast forward this discussion, I'm hopeful that, you know, coming out of this, we can truly create better processes around those three things; that we can share such that the President, her senior leadership, as well as the Board, and the Board's senior leadership are very mindful and understand all of those; but, you know -- and I know this is clearly not an evaluation and nor should it be, but we're talking about governance. But if you wanted an opinion on where we are in some of these areas, I don't think we're getting a passing grade right now, and I think that needs to improve quickly.

TRUSTEE ALSTON: Thank you, Mr. Vice Chair. I'm sorry about that.

Doctor McWilliams.

TRUSTEE McWILLIAMS: Thank you, Mr. Chairman. And I don't know whether this falls under the category that we're discussing. It might fall under best practices between Board administration. But I just wanted to say a couple of things in general.

First of all, I think that there seems to be a notion that the relationship between the President or the administration and the Board is adversarial
in some respect, and I've never taken it that way. I think it's oversight. The Board is to make sure you've dotted your I's, crossed your T's before we put it out there to the media, put it out there to the public. And that's what we're there for, oversight, not to -- it's not an adversarial kind of relationship.

So I hear the President say she had a good relationship with the prior Chairman. I had one too. I also have a good relationship with the present Chairman. I also have a good relationship with the President. And I don't always agree with any of them on -- and they know that, but we don't have a negative relationship.

And I think we all, when we look at black colleges, where they are today, so many in trouble, we better have a good relationship with everybody that has anything to do with FAMU. So I think we need to revisit that.

Now I think before the -- the last meeting we had was right before the spring game, football game. And I thought about everybody up here in the upper campus and academics, and some people say, oh, I don't go down there to the football game, that's sports; but I think that we could learn a
lot down there.

That game pitted maybe an orange team against a green team, but they all knew they were on the same team, they were all FAMU people. They went against each other hard. That was to make them better for the real competition which is this fall against somebody else. They understood that.

There was nothing about this guy was brought in by this coach; this guy came in with Taylor. They're all on the same team. It's not that these are Doctor Mangum's people she brought, and the other folk are -- everybody is on the same team here if you're working for FAMU. And I think that that's the thing that has to be remembered, and that's the thing that the relationship between the Board and the President has to be built around.

One other thing, and I'll probably say some things after the recess, and that has to do with the leadership team. And I know that we don't hire the leadership team, but I think that the leadership team, when it's speaking to the Board, can't look at us, again, as an adversary.

Are you representing the President, or are you representing Florida A & M University? I know the President hired you, but the President is not
paying you out of her pocket. You're representing this University, and so when you come before the Board of Trustees, I want to hear what you really think, not what you think the President wants you to say, not what you think the Board wants to hear. I want to hear it from you; you're on the leadership team. You were selected by this President or by a president because you had certain talents, certain skills, certain experiences that would benefit this University. I want to hear about that; I don't want to hear about what you think and then you stop me in the hall when I'm going to my car and say, Trustee, I really didn't feel that way but, you know how the President feels about this and, you know, they might move me to another building or they might even fire me if I don't say the right thing. I don't want to hear that.

So I think that, you know, we all have to stand up and be counted and say what's in the best interest of this University and do what's in the best interest of this University, and that's all I'll say now.

TRUSTEE ALSTON: I think that was well said for our longest serving Trustee on the Board. I
think we have now gotten to the point we're going
to take a recess if it's okay with everyone. We'll
take a recess for lunch, and I'll defer to the
Chair.

CHAIRMAN MONTGOMERY: We'll set an hour along
with the original agenda. I appreciate everyone
bearing with the attempt at the best practice. You
have the Committee schedule before you. It clearly
denotes that the meetings will be held in sequence,
so we're off on our times today, and we'll get
better with that.

And it also notes that there are approximate
times. With regard to this particular discussion,
a very wise person pulled me aside and shared
something with me a couple of months ago, and he
said: It's not the job of the Board member to get
along with the President; it's the job of the
President to get along with the Board member.

And you have to be, obviously -- there has to
be a level of mutual respect. But I think today is
an opportunity for Doctor Mangum to hit the reset
button with regard to whether it's engaging me or
other members of the Board.

Trustee Woody made a valid point, regardless
of how you feel about someone in that position,
there has to be a level of respect in that position. I just don't believe as a Board that we have impressed upon Doctor Mangum that while she is a partner, she is also an employee.

And I have numerous instances after instances in which she's attempted to function as an equal or as a superior. And it's not an attempt to pile onto -- I'll give you one example. We had a Board meeting and I asked for some documents. She said no in front of her team.

Then I asked the member of her team for the document, and he said along the lines of what Trustee McWilliams said. He said, well, I have them, but I can't give them to you because the President told me not to.

That's unacceptable behavior. If, if -- I will say this too, if someone wants me to lay out the 70 or 80 problems or challenges, I don't think that would be in the best interest of the institution; but if someone wants to go there, I'm prepared to do so.

But I'm also prepared, as I did on New Year's Day when I called the President and asked her for the opportunity to reset and move forward, I'm also prepared today to reset, put a smile on -- you
smile at someone, they'll smile back at you, hopefully they will -- and move forward in the best interest of Florida A & M. Put aside the personal and let's deal with what's best for the institution.

In every instance, Board members can attest to this, I am attempting to put the Board as a collective body versus an individual person. I won't be here; there will be a successor, and then that successor will have a successor.

And I'm telling you, this is not what I thought it was, it is not fun, it is a lot of work. It is probably not a young man's game; it's probably for someone who is retired who has the time to do it.

But my goal, should I be blessed with allowing to continue in the leadership role, will be that my successors will be able to come in, have templates, know, and understand what the processes are, and that the thing can work -- the President can go and do the President's job and that these Board meetings can become very routine.

So I appreciate everyone indulging this. We're going to set the time for -- it is now 1:38. I'd ask that we reconvene, Mr. Chairman, at
2:45 p.m. And I believe that from an announcement perspective -- where is lunch?

ATTORNEY BARGE-MILES: In the President's dining room.

CHAIRMAN MONTGOMERY: Lunch is going to be held in the President's dining room. And Mr. Chairman?

TRUSTEE ALSTON: We're in recess.

(LUNCH RECESS).

TRUSTEE ALSTON: Let's reconvene the Special Committee on Governance, if everyone can please take your seats.

(MEMBERS COMPLIED).

TRUSTEE ALSTON: Now that all the Board members are present, along with the President, let's proceed.

I think we ended off the previous session, our a.m. session, with a lot of good takeaways as it relates to our Board operations and effective and efficient communications. There were several items that I know that many Board members suggested, recommended; and I also know that the President also agreed to many of the items.

We'll capture many of these items probably tomorrow during the report, if that's okay,
Mr. Chair, just to kind of recapture a lot of the takeaways, along with further action items for the Board.

So I know we had a conversation around what are operations and communications. Were there any additional comments in any of these two buckets I'll just call them, any Trustees?

TRUSTEE LAWSON: I had just a question.

TRUSTEE ALSTON: Certainly, Vice Chair Lawson.

TRUSTEE LAWSON: Like I said before the break is, Chairman Alston, how are we going to capture these -- what we're calling the process improvements, approval --

TRUSTEE WOODY: I don't think your mike is on.

TRUSTEE LAWSON: I'm sorry. Is the mike on?

TRUSTEE ALSTON: Yes.

TRUSTEE LAWSON: How are we going to capture these processes and improvements in the area of effective and efficient communications such that it is -- you know, it's understood? I hate to use the word "document," but it's understood in a way that everyone knows their role, and even as subsequent members come on to the Board or into the administration, everybody knows what their role should be as it relates to this effective and
efficient communication in the area of governance
and, you know, where their responsibilities lie or,
in some cases, don't lie.

TRUSTEE ALSTON: That's a great question, Vice Chair Lawson. I am taking copious notes. I know that Attorney McKnight and also Attorney Barge-Miles, along with our court reporter, we have verbatim notes. So what I will attempt to do is hopefully, at the close of this meeting, capture all of the items that were recommended, mention those tomorrow, if the Chair will allow, during the report for the Special Committee; and then at the following meeting, begin to crystallize many of these recommendations in the form of policies, procedures as we look at what's the best place to do those.

CHAIRMAN MONTGOMERY: Mr. Chair.

TRUSTEE ALSTON: Yes.

CHAIRMAN MONTGOMERY: I'm sorry, Trustee Moore.

TRUSTEE ALSTON: I'm sorry, Trustee Moore followed by Chair Montgomery.

TRUSTEE MOORE: Just a comment related to the process in making sure that whatever we come up with lives beyond just this conversation. I would
offer that it should be a part of the on-boarding experience for new Board members through your orientation process; and that we would also, as a time standard, revisit this, by way of looking at it, roles and responsibilities laid out, at least annually, at a minimum, to make sure that as you talk about, Trustee Lawson, about assessing our own performance, that that be included: How closely have we adhered to that?

TRUSTEE ALSTON: Great recommendation.

Go ahead, Chair Montgomery.

CHAIRMAN MONTGOMERY: I think it's important, at least from my perspective in understanding why I appointed this Committee, that the goal is for this stuff to become legacy over time; that we should be looking at ourselves from that accountability piece.

I do believe in the past we have had a meeting where we simply had the court reporter read back to us what we just talked about, not that it would need to be in the form of a motion, but a brief recap of what we've just heard I think would be appropriate so that the sense of the Committee can be communicated today. And then as the Committee proceeds in the conduct of its work, it can take
into account not only the official record but that there was a sense of the Committee in terms of this is how we intend to proceed.

We are not in any way attempting to micromanage the activity of the President in terms of how she governs herself. What we're attempting to do is to establish, not individually specific, but to establish a process and a way of doing things.

As our colleague, Karl White, often refers to "the Michigan way." And I think as a Board we need to evolve to a place where excellence, bar none, is known as "the FAMU Way," and I think this is an avenue to get there.

TRUSTEE ALSTON: I agree. Thank you for that, Chair Montgomery. And what we'll do at the close of this, we'll try to see if we can capture all of those recommendations.

The one item that I know I touched on but we really didn't have discussion is, of course, we have -- and I know we had conversation around the General Counsel versus a contracted Board attorney. I'm curious to know what other Board members think of that concept.

Also, I know we started this conversation a
few years back with our Board Liaison. So currently, with the documentation that was provided to us, it shows that the Board Liaison currently is housed with the Vice President of Legal Affairs and the General Counsel.

I have my own personal thoughts just in terms of, you know, organizationally how it should sit. My personal opinion is probably it's not in the right seat only because we've had this conversation around the proper communication, the proper person or individual or office that will facilitate our Board discussion amongst us and with the President.

So I think just from an organizational standpoint, another conversation needs to be if this box -- I won't call it a person -- if this box should be, of course, between the Board and the President. So, of course, the person is a, you know, a day-to-day individual, I think we've been accustomed to that; but also because the role of the person, or the box, is to coordinate and handle many of the Board functions, I just don't want to lose having that function in one Vice President.

So I'm just giving you my comments. I don't know where everyone else stands just on that
position. So if I could just open up the floor on those two items, just to at least start the conversation, one around a General Counsel versus a contracted attorney when there is conflict that could arise between a Board and a President; and then also, organizationally, as it relates to the Board Liaison; which will probably lead to a third conversation, which I think we started, around when there is communication to a point person for the President -- I'm going to pull in Doctor Mangum when we get there -- if it's not Doctor Mangum, then who? And is that person charged with being responsive and delivering to the needs of the Board?

So I'm combining three different issues, but I think they're all critical based on the discussion that we started. Any comments from anyone?

TRUSTEE LAWSON: Yes.

TRUSTEE ALSTON: Vice Chair Lawson.

TRUSTEE LAWSON: Yeah, I think on just the organizational chart, I'm not sure if everybody has it, but the Board Liaison has historically been a direct report of the President for a number of different reasons; and I know we made a move to move that individual into the Office of
General Counsel. So let's focus on the position, definitely not the individual, but the position into the Office of General Counsel.

And I think there's some logic to that but, you know, I think that, at least from, you know, one person's perspective, it's of significant benefit to have the person that is a direct report to the President because I think it elevates our ability and communication process.

I think the General Counsel's Office has worked diligently to try and facilitate that, but they're clearly tasked with a number of other responsibilities; so adding this to their plate may not, one opinion, may not be the ideal thing.

So I would propose that that role, not the individual, but that role is a direct report of the President and it straddles between the President and the Board because that's where that person spends the majority of their time; and then I think it gives them also then the purview to work across the rest of the leadership team, you know, more as a peer. So that's one perspective there.

And while I have the floor, I'll comment on General Counsel. I think General Counsel and staff -- and the legal staff have tried really hard
to serve us well, and I think they've been very effective, but I think at times we may have put them in a conflicting position of rendering an opinion that may not be a popular opinion to their superior, even though it's an opinion or a position that the Board wanted to take.

So even though I think that the General Counsel's Office has served us extremely well, and continues to serve us well, and tries to facilitate all of our needs, I think there have been times when we may have put them in a conflicting place. And I think it's an item for consideration for us to entertain the idea of having, you know, our own counsel. And I think this is something that, you know, even goes back to Chairman Jennings' days when we had the discussion several years ago. We had it a couple of times under Chairman Badger, and the idea came up and kind of went down; but, you know, I think, you know, this would be an opportune time to revisit that.

TRUSTEE ALSTON: Any other questions or comments? First -- I'm sorry, Trustee Woody.

TRUSTEE WOODY: Thank you, Mr. Chairman.

I'm sure I'm going to be outvoted on this, but
based on what I -- comments I made this morning, I think it would be valuable for the person that communicates with the Trustees would be the President. I know -- and I'm putting on my community college hat again -- that that's the role that my President, that's the role that he plays.

When it's -- any time there's anything to discuss when it comes down to the college, anybody that I need to get in contact with, and my fellow Board members need to get in contact, they're talking to the President.

TRUSTEE ALSTON: Duly noted, point well taken.

Any additional comments on this item?

Trustee Moore.

TRUSTEE MOORE: I'd offer --

TRUSTEE ALSTON: And then when you're done, I'd like to leave the President to also comment if there are additional Board members.

But thank you, Trustee Woody, that's a great point.

Trustee Moore.

TRUSTEE MOORE: Thank you.

A couple of comments related to attorney versus having outside counsel. I think in certain situations it behooves us to have a separation, and
it would be beneficial; but I would also be
interested at the same time in hearing what
precedents have been set, are there other members
of the SUS that have that as their model, has it
been effective, has it not been effective, what
were the reasons that moved them in that direction.

With regard to services of Board Liaison, I
think it's important in establishing rapport and
maintaining rapport that that first voice should be
our President. In terms of the day-to-day
coordination and functions in setting up meetings
and documents, that is where I think that
Board Liaison role or position lies.

In terms of where it sits on an org chart, I
would say, from my vantage point, that's not our
charge to position it; it's to make sure that the
President understands what we expect from that
role, and she then carries that out in the best
manner that she deems appropriate. We are looking
for outcome and not placement.

TRUSTEE ALSTON: Another great point.

TRUSTEE McWILLIAMS: Mr. Chair.

TRUSTEE ALSTON: Yes, go ahead,
Trustee McWilliams.

TRUSTEE McWILLIAMS: Well, I'm back to the
point that I made earlier, I think the Board needs clear, independent information; and if the legal person who is speaking feels an obligation to adhere to what it feels the President or his superior wants to hear, then I think we've got a problem. I don't want any lawyer representing me who is afraid or who is conflicted. I want him telling me good information, you know, just unencumbered. And how -- whatever it takes to get there, that's what I would look for.

But I think that in so many instances over the past several years we've had good -- you know, where there was no conflict, in terms of interpretation of a legal argument, everything was fine; but if there was a conflict, if we felt differently, then the administration, you know, I think the legal folk leaned in that direction, were not always forthcoming, were not always independent-minded, and I think that is a problem. The President has a lot of people at her disposal. I think we need to at least have one.

TRUSTEE ALSTON: Great, thank you.

Trustee McWilliams.

TRUSTEE SHANNON: Trustee Alston.

TRUSTEE ALSTON: Yes, go ahead,
Trustee Shannon. And if there are no other comments from Board members following Trustee Shannon, Mr. Chair, are you raising the mike?

TRUSTEE SHANNON: Yes, so on the question of independent counsel for the Board, I wasn't clear or I'm not sure whether we were being asked to agree to retain counsel on an ongoing basis or just retain independent counsel on an as-needed basis. And I certainly support and understand that there will be instances where the Board needs to retain independent counsel on an as-needed basis. I just would not see the feasibility of retaining counsel on an ongoing basis.

TRUSTEE ALSTON: Trustee Shannon, I think you raise an excellent question. I actually created this item because I thought that, just for discussion purposes, it will be good for us to go through that exercise, just around understanding if there are conflicts that arise. I think that all the discussion has been great. I agree with you, that, yes, it will be on an as-needed basis; so that was the intent around this item.

Any additional questions from -- I'm sorry, Trustee Shannon, were you done?
TRUSTEE SHANNON: Yes, I was done.

TRUSTEE ALSTON: Okay. Any additional comments from Board members?

Mr. Chair.

CHAIRMAN MONTGOMERY: Did you have a comment?

TRUSTEE GRABLE: No. No, thank you.

CHAIRMAN MONTGOMERY: The -- and I didn't want to speak on every item, but this one -- Trustee Moore alluded to, or made a question about best practices in the system, but I think it's fair to note that there are some challenges that we faced as a Board that the other system institutions have not faced, at least during my tenure on the Board.

Perhaps on the legal issue, the Board -- or, excuse me, the Committee consider the type of relationship that we had, say, with Rick Mitchell, where -- I mean I might have called Rick three times. But each time I was able to call him, get someone in his office. And for the newer Board members, that's with the Champion matter, as our counsel.

And so it was never in an attempt to usurp the counsel here on campus, but there was a level of expertise that required additional counsel, and I
was comfortable with that. So to the extent that we could, as a Board, have a firm, and we can be -- you know, however Doctor Mangum and the team figures out the procurement piece of that, but where we can have a retained counsel where Board members -- and as Chair, I would place no limitation on these conversations because you are Board members with the same ability to interact without permission of the Chair, but to contact the individual counsel directly, have the questions.

As Chair, I would receive a running, say, a monthly report on the expenses so that we can manage that properly and then report back to the Board.

But I think that would be a potential solution, to have a retained counsel. I'd also say while -- and I don't want to embarrass him, but I talked to VP McKnight a lot, and I appreciate the counsel I received from him, but I also have the -- I operate from a position that he does have a superior that he reports to. I've never questioned whether he was giving me advise based upon what he thought his superior wanted to hear, but I do think in fairness to him in his capacity, we should have an outside source that the Board can contact for --
Now one thing we also have to consider as a Board is when we get counsel, that can conflict with what the University counsel says, and then how we would proceed in that manner.

So as Chair of the Board, I would charge it to the Governance Committee in the words of Trustee Warren, where there is a conclusion, so that we know if we have one set of counsel from the University that conflicts with outside counsel, we need to know what we're going to do if those two actually conflict.

So the -- what was the other one? Oh, and the Board Liaison, I also agree with Trustee Moore. We're not -- tell us what time it is, don't tell us how to make the watch.

I would note a couple of things. The things that are closer to you are the things that are important to you. So if you take the Board Liaison and move them to another physical location, and we're all professionals here, then you move them back and then you move them again to another location or then you move them downstairs, then you move them to another building and then you move them into an office or plan to move them into an office within a School, I don't know of that being
a best practice of the person charged to dealing with the governing body being housed in the School of Business in an office somewhere, I just -- I don't get that.

Now it's a decision that lies with the President, but I don't know what message we are to receive in terms of the importance of Board engagement. Ironically enough, I 100 percent support what Trustee Woody said; whereas, we're in a posture -- and as a matter of fact, it would make my life a whole lot more convenient. I'd rather call one person than have to track down the appropriate person; or to put myself in the position where the President doesn't feel that the engagement of a staff member is appropriate. That is totally removed if we simply talk to the President.

So I'd rather talk to Doctor Mangum, and that way anything that's communicated to her, she's the only one that we can hold responsible. And to the extent today that we can work through how we can increase that or put that to a level where we can talk to her -- I've called presidents at other system institutions, they answer their phone, I talk to them, the action takes place, they get back
to me, or another person gets back to me. Members of the Board of Governors are this way.

I would just like for our institution to very quickly evolve to that point, and I think -- and I don't know how we move that forward, Mr. Chairman, but I 100 percent support what Trustee Woody was saying in that the President, I think, should be our primary contact, at least we can give it a try.

TRUSTEE ALSTON: Okay. Thank you, Mr. Chair.

Thank you, Board members.

Madam President, would you like to respond just on those several items, the reporting structure; your thoughts around the legal issue, if there are conflicts that arise; and then your direct communication, I guess being the point person with the Board?

PRESIDENT MANGUM: Okay. Thank you.

I will begin with the attorney. I guess there were implications that the legal counsel is not being responsive or is being influenced by -- unduly, if you will, by the President or the Board Chair. I don't think that's the case with our legal counsel, period. I think our legal counsel, I think they're professional, all of them, and that they respond to the letter of the law in
all of their responses to the Board, as well as to me when I ask questions; and I think that's just unequivocal.

I don't think that there is any challenge about their legal responses to any questions. We ask for the letter of the law; they give it to us. We ask for opinions, and they give us less of that, which I, in fact, would like more; and I challenge them to give me more of their opinions about situations.

But never have they compromised the University's position in my dealings with them or represented a position that I had that was not the FAMU position or in the best interest of FAMU as far as the legal issues and the law is concerned.

So if contract attorneys are needed by the Board, that's a decision that the Board makes; but I think I stand with the legal counsel in terms of the information that they provide to us with regard to the stated processes and procedures and regulations that are on the books for Florida A & M University. So I'm sure there is no conflicting position that I have ever seen them come up with. It might be positions that we don't like, many of
which I don't, but it has never swayed them in giving me the correct information.

With regard to organizational structure, I have made quite a few organizational changes in the best interest of the institution and I have explained them to the Board of Governors and other members that have asked me. And I move people around based upon their ability to respond to the needs of my administration. And where they are located, since we are in a technologically efficient society, I talk to people all over the world in an instant.

And so the physical location of a person has less to do with our ability to be able to provide the services that we need, but I am making changes in the organizational structure. And there are best practices where Board Liaisons do report through legal counsel offices because what we face here are policies, procedures, and regulations in an attempt to organize and be more efficient in understanding what the policies are related to, or regulations, and other advisory information that comes from the meetings with the Board of Trustees, as well as with the laws of the State of Florida and the country. Having them under one roof, under
a leadership of the General Counsel, has been my experience in many places, and they have worked well.

So that's part of that organization. And that is, as you say, a decision that I can make, and it is one that I did make with regard to the Board Liaison.

I am willing to, and have always been available to receive phone calls and talk to members of the Board about any item and any issue, never turned down a phone call. And so I am open to continue to receive them.

With regard to scheduling meetings, it is sometimes more efficient to have the administrative assistants and people that we have reporting to us and working for us coordinate schedules. And much of what we do with transmission of information, public notices, they are handled by the Board Liaison, with the assistance of other people on campus to the degree that we are able to do it.

TRUSTEE ALSTON: Thank you, Doctor Mangum.

Any questions?

CHAIRMAN MONTGOMERY: I have a direct question, Mr. Chair, if I may.

TRUSTEE ALSTON: Go ahead, Mr. Chair.
CHAIRMAN MONTGOMERY: Doctor Mangum, two questions: How many times have you -- or do you believe it's important that the President needs to engage or directly interact with the Board Liaison? It's just a yes or no.

PRESIDENT MANGUM: It's absolutely important, yes.

CHAIRMAN MONTGOMERY: Okay. Number Two: How many times have you talked to the Board Liaison, like a direct conversation this year?

PRESIDENT MANGUM: I haven't counted them.

CHAIRMAN MONTGOMERY: I'm sorry, Attorney Barge-Miles, how many times have you talked to the President in person or this entire year?

ATTORNEY BARGE-MILES: I'm not sure how many times.

CHAIRMAN MONTGOMERY: Would one be accurate?

ATTORNEY BARGE-MILES: It's more than one. Since I moved, I haven't spoken to her.

CHAIRMAN MONTGOMERY: But more than one, less than five. What I'm saying is the Board needs to have that -- I've had another Board member say, I'm a better informed Board member because I know more now.
So we're talking about the importance of the Board Liaison, but the President doesn't talk to the Board Liaison. Now you may say the Board Liaison doesn't talk to the President, but the President is the superior; the Board Liaison is the subordinate.

So you have a Provost, you have a VP for Legal Affairs, and then you have the Board Liaison. So if you're that far down the chart, are you effectively representing the Board? We're not here -- again, I stress the point, we're not here to tell her how to do an org chart, that's not within our purview. But we are saying -- we started out with a conversation of respect. What message do you send to the Board when you take the Board Liaison and house them in a School somewhere and say, well, we can reach them by telephone?

I had a question, Mr. Chairman, that was not responded to earlier. And I asked the members of the Committee if they could tell me who is responsible for the Institution in the absence of the President who told us she couldn't communicate at all via email or phone on an international trip; the Provost was out of town, presumably at a conference or something, Doctor Mangum approved it
on the 14th of May, so she knew about it, she
didn't tell me about it.

I'm responsible as the leader of the Board. I
had no idea. The question is who is in charge --
now I know people can run things by phone, but if
we had had an emergency or catastrophe while the
Provost is on the plane, who is making the
decisions? Who is in charge? And this hits home
for those Board members who went through what we
just went through a couple of years ago. Who is in
charge after the Provost.

Now there's an answer; I know the answer. But
my point is this should be communicated to us. How
about a phone call, hey, Chairman, I'm going to be
out of town. Just so you know, here's what's going
on, Doctor So-and-So is in charge.

I think, VP McKnight, who is the next person
in charge? Isn't it the CFO after the Provost.

ATTORNEY McKNIGHT: Based upon the regulation,
yes, the CFO.

CHAIRMAN MONTGOMERY: The CFO, and then who is
next, Student Affairs?

ATTORNEY McKNIGHT: I think it's
Doctor Hudson.

CHAIRMAN MONTGOMERY: Okay. This is not a jab
at anybody, but we're members of the Board; you should know that. I'm just saying, it's just for common sense, you should know that.

To Trustee Moore's point about on-boarding, maybe in the orientation you run through that and we include it as part of the orientation process. We should not have to A, B, C, D, E, F, G on some of the specifics, it should just -- Doctor Mangum has been here over a year now.

These are some basics that Board members should know, and so I just -- before we finish the conversation on the Liaison, what message have we been sending to the Board when the Board Liaison didn't even talk to the President? When we talk to the Board Liaison, we're thinking it's being effectively communicated. No, we're talking to the Board Liaison, the Board Liaison talks to the VP for Legal Affairs, the Legal -- it's getting all jumbled.

I just -- I think we need clarity before we leave here today with regard to where we stand. Either we deal with the President directly or we deal with the BOT Liaison who is empowered to do their job.

TRUSTEE ALSTON: Thank you, Mr. Chair.
Doctor Mangum, would you please respond?

PRESIDENT MANGUM: Thank you, sir.

For several -- during several conversations, I have asked for an opportunity to have a proper Board orientation that would introduce the Board to all of the senior leadership team, all of the responsibilities of the senior leadership team, but have yet to receive a positive response to be able to properly orient the Board.

The past practice prior to my arriving at Florida A & M was to individually introduce Board members around the campus with no set pattern of the information that would be transferred. I have requested on several occasions to make a change but have not received a positive response from Board leadership.

CHAIRMAN MONTGOMERY: Mr. Chair.

PRESIDENT MANGUM: It would be wonderful if we could have that opportunity.

CHAIRMAN MONTGOMERY: Oh, excuse me.

Mr. Chair.

TRUSTEE ALSTON: Mr. Chair.

CHAIRMAN MONTGOMERY: Okay. So Doctor Mangum started April 1st of last year. I've been Chairman since April 10th of this year. That means a year
and ten days, according to her, she wanted to do something and it wasn't done under the previous leadership. I've been here less than two months. For a week of that time, she was in China; she has been to Brazil; she's been all over the world, but she brought it up to me one time.

Don't make this personal. If you send me an email -- you sent me an email saying, I want to go to China, I said okay. But you won't approve alcohol at the Board dinner tonight. You want to argue about whether it's at your house or not. I mean the Chair doesn't get involved in that kind of stuff.

Don't get in front of the Board and tell them you haven't had the opportunity. That's just a flat out, patently false statement. If you ask me as Board -- I mean you asked me to move the Board meeting. Are you kidding? Seriously? You asked me to move the Board meeting, I said okay. We've never moved a Board meeting for a President.

Don't do that. Don't come in front of the Board and tell them something that's not true. If you ask me about a time -- you asked me about doing it at the Board meeting on June 3rd and 4th which was originally scheduled. We inconvenienced 13
Trustees to move the meeting.

I said, you can do whatever you want. I said, let's have -- first we were going to have the meeting in Crestview. You asked me to move the meeting to Tallahassee, I said okay. Then you said, I want a chance to speak to the Board at the meeting, I said okay. I said, we're going to have quicker Board meetings, just like in Jacksonville. When I run the meeting, it's going to be efficient, quick, we're going to get through it, boom. You said okay.

Then you said, well, I need you to -- I need to go to China. And I said reluctantly, okay. We'll inconvenience the whole Board so you can go to China because that's what's good for FAMU.

It's just not true. You had every opportunity to do this. Trustee Woody was appointed to the Board. You called him -- what, talked to him for three minutes? Why not invite him, hey, Trustee, I'd like for you to come to campus; or do like other Presidents, get on a plane or get in the car with the chauffeured limousine navigator and drive to Alachua County and on-board the Trustee in his home of record. Other Presidents fly to their Board member's home of residence to have a
conversation with them because they're exited about having a new Board member. Our Board members, when they come on under your tenure, the ones that have come on, to my understanding, have basically been ignored.

So please don't come before us now and tell us the problem is that the leadership hasn't afforded you the opportunity. You're going to take a shot at the previous Chairman? Take a shot at me, leave him alone. But I've only been here two months, and I have not rejected any of your claims.

You changed your opportunity to do it because we were originally scheduled to do it at the Board meeting. You changed it when you decided to go to China, it's not true. If you give me a request right now, I'll approve it, it makes sense.

But reach out to your new -- I think the Committee should also -- we shouldn't have to tell a President to do this, but when a new Board member comes on, how about calling them; talking to them; offering them an orientation; going to see them or getting them to campus; setting a process in place so they can be on-boarded without making it seem as if the onus is on the leadership. I can't do that for you.
But it's just not right, Mr. Chairman. I --
to the extent that this is included in the record,
I am saying for the record that she -- that that
was not a true statement.

TRUSTEE ALSTON: Thank you, Mr. Chair.

So the takeaway on this item is that --
another to-do for us is develop a new orientation
on-boarding for new Trustees. So we'll add that
also to our action list, and I'll be getting with
the appropriate staff on that as well.

Any additional comments so we can move the
agenda?

TRUSTEE LAWSON: Where --

TRUSTEE ALSTON: Yes, Vice Chair Lawson.

TRUSTEE LAWSON: Where did we land on legal
counsel? Because I think that there was a slightly
different, you know, point of view. I think there
was a point of view that probably a retained
opportunity might work for us versus, you know,
someone there a hundred percent of the time. I
think that -- you know, and I'll make the statement
again. I think that the current staff has served
us well, but I do feel at times we've put them in
difficult positions. And, you know, we all have
bosses to answer to, and all of us have a degree of
political savvy and we're not going to go, you know, arbitrarily against those individuals. So I just feel at times we would benefit from retained outside counsel, so I'd like to keep that issue open --

TRUSTEE ALSTON: Okay.

TRUSTEE LAWSON: -- or at least propose that we consider that. And I respect the President's point of view, but I think that, you know, we've been around the block on a couple of issues, and I think that's something that we need to maintain our flexibility around.

TRUSTEE ALSTON: Thank you, Mr. Vice Chair. We will keep that item open. And, also, just to comment well since I did --

TRUSTEE WOODY: Mr. Chairman.

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

TRUSTEE WOODY: You know, I don't understand the problem, and this is -- this is for the President, Madam President, with all due respect. I think a lot of this -- the issue that we're talking about, at least this part that I'm going to be referring to is open communication and communication with the Board. A lot of that would
be solved if you had conversation with the Board members. I don't see the difficulty in it.

I think that's -- and then you make the decision what staff member you want to get back to the individual trustee, but this -- I think that cuts down on a lot of difficulties that we're going through right now.

You've got to have -- I think we've got to have more communication with each other. And remember, we're not just -- it's not personal, it's for this Institution, for the betterment of this Institution.

TRUSTEE ALSTON: Thank you, Trustee Woody. And I think we agree with you a million percent, and I think so does the President, but I'm going to allow Doctor Mangum to respond.

PRESIDENT MANGUM: Okay. Just one question, I guess, to Trustee Woody. The day that you were nominated -- the day that you were appointed Trustee, I called you.

TRUSTEE WOODY: Yes, you did.

PRESIDENT MANGUM: I've called you since to ask you -- to schedule a time with me to do a full orientation of the University, to come to you or to invite you to Tallahassee; did I not?
TRUSTEE WOODY: Yes, you did, you sure did, but let me expound on that now.

PRESIDENT MANGUM: Yes.

TRUSTEE WOODY: Yes, it took you a while, to be honest --

CHAIRMAN MONTGOMERY: Can you speak in the microphone? I'm sorry.

TRUSTEE WOODY: Since you referred to it, and I wasn't going to bring it up --

PRESIDENT MANGUM: Yeah.

CHAIRMAN MONTGOMERY: It's still not -- we still can't --

TRUSTEE WOODY: But it took you a while --

CHAIRMAN MONTGOMERY: We still can't -- yeah.

TRUSTEE WOODY: It took you a while to contact me after that initial conversation. I would think -- and I reflect back on my community college experience, when I initially got on the Board, the President hunted me down to have a conversation, a meeting so we can talk about his or her philosophy. And I didn't get that from you, Madam President.

I came to the commencement. I stood in the middle of the floor on purpose waiting for you to say hello. You walked past me if not four or five times, maybe six times. So that's what I'm
referring to in reference --

CHAIRMAN MONTGOMERY: What's wrong with the mike? Give him another one.

TRUSTEE WOODY: -- to communication. So that's what I'm referring to when I'm talking -- I'm not trying to be totally critical of you. That's not it at all. This is for the benefit of the conversation. I want to move this issue on. We've got more important issues to talk about than just dwelling on this.

TRUSTEE ALSTON: Thank you so much, Trustee Woody.

If there are no additional comments --

CHAIRMAN MONTGOMERY: I have a motion. I'd move that we direct counsel to bring us our options with regard to -- well, maybe it doesn't need to be in the form of a motion, but I think that we ask Doctor Mangum to provide us our options as a Board with regard to obtaining outside counsel, and provide that to us within a week or so, and then we'll add it for consideration at our next meeting of the Special Committee on Governance or a Board meeting. So it doesn't have to be accomplished with a motion, but if she would agree to it, then we can just move on.
TRUSTEE ALSTON: Any objection, Madam President?

(PRESIDENT MANGUM SHOOK HEAD NEGATIVELY).

TRUSTEE ALSTON: Okay. No objection from the President, so we will consider that to another action item to Vice President McKnight as well and Attorney Barge-Miles, along with our other to-dos that I know you are keeping.

And thank you, Trustee Woody, for those comments, and I think that moves us along nicely. I think the intent of today, as we are on effective and efficient communication, was just that; so I think we have a few takeaways that we'll recapture soon.

TRUSTEE LAWSON: Just another comment, Mr. Chair.

TRUSTEE ALSTON: Sure. Go ahead, Mr. Vice Chair.

TRUSTEE LAWSON: You know, if -- I know we're getting -- about to end this session, and then we're getting into budget. But we've had an ongoing discussion around communication with respect to collaboration, you know, et cetera. And we've had an ongoing discussion around recommendations, and most of the recommendations,
if you listen to them, have been met with no.

Like let's just be clear, so I think at this point, you know, we have to ask the President how we are going to move forward. Somebody used the phrase, "let's hit the reset button," and that's my intention for bringing this up at the end because I think the three issues around communication, respect, and collaboration are huge, and I think they're critical to us moving forward.

So I think that -- at least I will speak for one person on the Board, and I hope that I speak for all, that we want to follow the same three things of communication, collaboration, and respect.

So I guess I'd like to hear from the President before we close this session out around how do we move forward from here? How do we, you know, for lack of a better term, how do we hit the reset button? Because, you know, we've made a number of recommendations throughout the afternoon; and, unfortunately, most of the recommendations, you know, either overtly or covertly were met with no, whether it be legal counsel; whether it be, you know, a number of other issues that we've addressed.
And I think that, you know, we want to have give and take, we want to have collaboration, and clearly we want to have mutual respect; but at the same time, I'd just like to understand from my own personal comfort, you know, what would be the -- not the plan, but how do we move forward from here in those three areas? And I think that was one of the outcomes of this whole governance discussion, was really to draw clearer lines and use this as a forum to open the door to better communication.

TRUSTEE ALSTON: And I think that's a great segue. Before I allow the President to make comments, the review of the operating procedures, there have been many suggestions and recommendations along with the analysis of current policies and proposed policies that we can look at. So, again, we'll just put that as another to-do item based on the comments and recommendations that we've heard around process for elections, appointment of a successor as it relates to election, amongst other items.

So before we move on to the budget matters as it relates to this Board, along with performance funding, I'm going to ask Doctor Mangum just to
talk about hitting the reset button on
communication, collaboration, and mutual respect
between the CEO and the Board.

PRESIDENT MANGUM: Before I comment, I would
like to ask a question because I think I was asked
one question with a yes-or-no answer and the
response was yes. So I'm not sure about all of the
nos that I would have communicated because I don't
think I communicated any nos to any of the
conversation that we had. In fact, I said that I
am open, as well as the administration and the
leadership team, we're all open to working and
communicating with the Board.

I will say that many of our activities and our
plans and our schedules are full, fully loaded,
in fact, and we are very busy. And if someone
needs to talk to us about something that they have
a question about, the phone rings both ways as you
stated earlier.

So if I'm in a room and you need to speak or
you need me to say hello, it's okay to say hello to
me first so that I can see you, because I may have
something on my mind or I may be talking to another
person or approaching another person. So
communication is two-way, and I just would ask that
we get the same respect as you give other people when it comes to communication.

And we will always endeavor, and I certainly endeavor to communicate with everyone, but I'm also trying to touch base, touch hands with many people on a continuous basis. And I do try and prioritize my activities in service to Florida A & M University, as does my team, to yield the best and the highest results on all occasions. And unfortunately, that may not be to the liking or suitable for members of the Board of Trustees, and that's very unfortunate.

And we will continue to move forward to be sensitive to issues related to the Board. But many of the operational issues, the day-to-day, where someone sits at the University, did not, in my mind, rise to a Board -- the level of Board concern, honestly.

And in trying to recruit staff to the University and recruit the best professionals to the University, engaging the University faculty and staff in making those decisions, and going through the processes as established according to the operating procedures, which we are constantly reminded of by our legal counsel to make sure -- as
well as our human resources department, to make sure that we are following established processes and Florida regulations and statutes, we've done a, I think, a great job in doing that.

And we will continue to pursue what's in the best interest of Florida A & M and communicate as best we can; and if that is not as frequent as you like, we will endeavor to do more, try more frequent communications.

The reason I started The Notes From My Desk was because, as you say, many of you are employed in other places and can't be reached necessarily by phone for conversations. I get a lot of no answers on my calls or attempts to call back when I was making it, so we did The Notes to make sure that we communicated the breadth of the activities that I'm involved in every week to try and let you know what was happening at the University.

We have FAMU News, we FAMU Info, we have social media, many Twitter accounts, Facebook, a host of other ways that we try and make sure that the University information is going out to people that are stakeholders and that care about the University as part of that process.

And I will continue to try to enhance and
improve upon that, but I would ask that members of
the Board also take into consideration that we are
seriously underfunded and understaffed and that
staff is working mostly 24/7 to try to make sure
that this Institution maintains its status and its
stature and communicate issues of importance across
the Institution as well as to our alumni and the
people that support the University.

TRUSTEE ALSTON: Thank you, Doctor Mangum.

Any additional questions?

Trustee Grable.

TRUSTEE GRABLE: I'm going to try to be very
careful and considerate with what I want to share.
And at this time I do feel that you've been
responsive, Doctor Mangum, when I've called, and
even if you had to say things that I was not happy
about.

But I don't know that answer to me -- and some
of the answers and responses that I've gotten since
we started this Committee meeting, there just seems
to be a tinge of defensiveness that I am hearing.
And I'm trying to think, how can we break through
that in this meeting, you know, just collegiality,
cordialness, but it always seems to be some
pushback, and I've heard this from one other person
today.

I as a faculty member, Board member, mother, daughter, I hear it — I hear requests for my time and duties, and sometimes I find — I actually got this advice from one of your leadership members the other day in discussing a personal issue, but:

Listen quickly; speak slowly.

That is a mantra that I am going to embrace, but I think sometimes in this Committee meeting, I just keep hearing a pushback there, and then there's a pushback maybe even from the Board. Where can we find some common ground and stop the pushing back and forth?

And I think for at least — I'm not going to speak for the Board members, I'll just speak for me as a Board member. We are not going to be doing anything in the best interest of the University if we don't resolve this.

Thank you.

TRUSTEE ALSTON: Thank you so much, Trustee Grable.

TRUSTEE SHANNON: Trustee Alston.

TRUSTEE ALSTON: Yes, go ahead

Trustee Shannon.

TRUSTEE SHANNON: I just want to agree with
Trustee Grable, that we as a Board, and the
President's office, the President and her staff, we
have to all commit to a collaborative model of
working. We have to be very clear in what our
expectations are, and we have to follow through on
those expectations.

But as Trustee Lawson stated earlier before
the break, as it relates to communication,
information, it is a two-way street. And so there
is an obligation for the Board -- I mean I heard so
many times: This isn't personal, but yet examples
of personal interactions where you were personally
disappointed were brought up.

And the first question in my mind was: What
extent did you take -- to what extent did you make
the effort to contact the President and have that
discussion and establish personally a new way
moving forward? Because I think we have to do it
on that level, as well as the official level in our
capacity as a Board.

And so I just don't want -- in everything that
we're asking, I don't want to lose the fact that it
is a two-way street. The respect, the
collaboration, the communication, all of that, it's
a two-way street, and so we have a responsibility
too.

Whenever I've had a concern about lack of response from a member of staff or the President or otherwise, I reach out directly and I have that conversation, and I've gotten a response, positive response. I just don't think that sitting in a Board meeting where we're supposed to be talking about governance should be a platform for detailing every single instance where we were unhappy or disappointed with something Doctor Mangum or her staff did not do.

CHAIRMAN MONTGOMERY: Mr. Chair.

TRUSTEE ALSTON: Thank you so much, Trustee Shannon.

Mr. Chair, go ahead, you're recognized.

CHAIRMAN MONTGOMERY: So the comment about the two-way street only works if there's an understanding of who is the employer and who is the employee. I can't tell you how many examples of there being some sort of miscommunication or misunderstanding with regard to who is the employer and who is the -- Doctor Mangum works for the Board.

It's common amongst HBCUs, the joke is that, you know, somebody at a majority school gets a job,
they know they have a job; someone gets the presidency at a black school, they think they're President Obama.

Okay. And how they conduct themselves, you get a driver; you get an armed police officer traveling around the country with you; you're going to foreign countries; you're getting all of these awards. You haven't done anything, but you're being recognized. You're having rallies; you're doing all of this.

I heard the same thing that Trustee Grable heard. All the Board is saying is: Talk to us. Even I said it, I didn't think I would, but when he said it, it made so much sense. Let's cut through all of this -- it's hard to hate up close. If you smile at someone, they need to smile back. I've smiled at Doctor Mangum, and she's done (sic) frowned back too many times.

And that is the end today. You don't have to like somebody to work with them, but you have to respect their position. You have to respect their position. I gave you examples here. This isn't my opinion, but I gave you examples.

Doctor Mangum said she said that because that's how she felt. If you feel like you want to
kill a Board member, you don't tell the Tallahassee Democrat just because that's how you feel. The Board -- to Trustee Shannon's point, the Board is not sitting here going through the knick-knacks.

Here's how it should work: Hey, I've heard the comments from the Board today. I'm going to govern myself accordingly; I'm going to smile; we're going to be happy; we're going to learn how to get to yes versus every single thing we brought there's a reason or there's a rebuttal or we're right.

Look, if I was sitting in the chair, and I'm not and don't want to, and you say the Board wants outside legal counsel, hey, I'm going to provide an avenue to get there, we'll have the option to you by tomorrow's meeting. That's easy, hundreds of employees here.

When the Board says, we have some challenges with the Board Liaison, you lean into the microphone and you say, I've made some decisions, but I understand the sense of the Board. I will incorporate that into my plan. I'll have something to you by a date certain.

When the Board says, we want more direct
communication; or the Committee says, we want more
direct communication, the answer needs to be with a
smile on your face, hey, you know what, I'm going
to do a better job; not I'll try; not I'm very
busy; not that it's unfortunate that the Board
doesn't understand how busy we are. And it's in
the minutes if I'm missing the words, but I think
y'all understand what I'm saying.

The answer needs to be, you know what, I'm
listening and I'm hearing and I'm understanding
what my employer is telling me in the form of
expectation. I don't think it -- I don't think we
ever imagined that we would have to explain to a
president that other -- other than the Board, there
is no other priority. The Board is your employer.

So to the sense that -- I just don't think
there's an understanding with regard to what the
relationship is with the Board. She didn't
apologize for not telling us that the camp -- who
was in charge of the campus, no apologies; no
apologies for inconveniencing Board members so she
could make a trip; no apologies for us being
publicly embarrassed because we members of the
leadership team who go out and are unprepared
publicly, no apologies for that. No apologies for
even the insinuation of negative press.

    I mean it's never a, well, okay, you know
what, I'm sorry, I got that wrong, charge it to my
head, charge it not to my heart. I'm doing the
best I can, I love FAMU, I'm going to move this
forward.

    I've been here five or six hours now and I
still haven't had a, hello, Trustee, hello,
Mr. Chairman, how are you doing? There are members
of the Board who Doctor Mangum hasn't even spoke to
today. She keeps talking about respect, respect,
respect, but her staff -- I wasn't going to do
this -- but her staff acts like she does.

    It started with Kellen Winslow; it started
with some of these arrogant people that she has
brought in. You can't tell in the country -- you
had to go to the University to get a Cornell grad
to come be the Provost at FAMU, who is a professor,
not a dean, not a provost. That was the best we
could do in the whole country.

    You had to go get a guy who blasts your Board
to come in and give them a new position that didn't
exist; you pay him $130,000; he can barely spell,
according to what we can see, the grammar is
horrible. And then when the guy makes a mistake,
instead of saying that was a mistake, she says, oh, well, I didn't know about it.

Ah, come on, everybody knows what goes -- everybody knows the President knows what goes on in the HBC, either you do or you don't. If you don't know what's going on, that's a problem.

You obviously didn't know what was going on with Kellen Winslow being gone for 16 days, and that was a -- the explanation just is unacceptable. Well, we were going to fix it at the end. I don't believe you thought he was going to be here for eight months, so how were you going to fix it at the end? What if Director Winslow was here for, say, eight years, when was that going to happen? So the response just doesn't -- it doesn't make sense.

Here's what I'm asking of the Committee: Am I the only -- well, I agree with Trustee Grable, but I can't be the only one that's hearing or feeling like everything the Board is saying to Doctor Mangum, it's not, okay, yes, it's happy; it's, I'm right, you're wrong. I might change my behavior, maybe, I'll try. I'm too busy for y'all, I don't -- I'm a -- we're equals, or I'm better than you.
The last -- I'll close by saying this: What Trustee Grable said was absolutely important. If we don't fix this, the problems are going to continue. As the leader of the Board, I don't want to get to the point where we just show up at Board meetings, we get called when something really bad happens. We didn't know that we were getting sued again. We get calls from people telling us we're getting sued again and we have no idea.

We get calls -- we read things in the newspaper, and we see things on the TV that the President should have called and told us. And then when you mention it to her, she says it's not important.

You ask the President, why do we have -- why did you hire a felon, waive his requirements, why were you fully informed about the person's background and you hired him anyway? You asked him about it. Her response to me is, well, there are plenty of felons on campus.

What? Really? Just let's -- one more time, let's hit -- I am willing -- I'll say this in front of everybody: I just expected sometime today you would get up, walk over and say, hey, let's see how we can work this out.
On day one the President should come and say, hey, any problems we thought we might have had, let's work them out together, let's see what we can do what's best for FAMU. But the President hasn't done it. It's not the Board's job to get along with the President. I agree that there should be a mutual healthy level of respect, but once it comes to terms of -- I'm still disappointed on the engineering school.

Decisions have been made that affect our brand; that affect the future of stem at FAMU; that effect the finances and accounting that the Board wasn't consulted on. We get told about what happens afterwards. And in deference to the previous Chair, we kind of sort of let it go along.

Last year -- anyway, Mr. Chairman, I would be interested in hearing what the rest of the Committee feels in terms of are we going to -- the rest of this conversation makes no sense if we're going to continue going through the agenda and everything is going to be, this is the sense of the Committee, and Doctor Mangum's response is, well, ah, maybe.

I want to hear some, yes and okay, and I understand the Board. I want to hear some positive
and some affirmation that I do understand the sense of the Board.

TRUSTEE ALSTON: Thank you, Mr. Chair. Your points are well taken.

I'm going to recognize -- I think she's been quiet for a while, so Trustee, slash, Governor Graham.

Trustee Graham.

TRUSTEE GRAHAM: Thank you, Mr. Chair.

This has been quite a conversation to just sit back and observe, and it's sad to say, a bit distasteful. I understand everybody is entitled to their opinion and we can sit here and go back and forth on what was done right and what wasn't done accurately, how somebody could have felt; but I think we can all agree that Doctor Mangum is a seasoned administrator. She's capable of solving these problems, and I think we need to assist her to the best of our ability as Board members to help her, as well as her meeting us halfway so that we can get these things accomplished.

But let's also be mindful of how we say things, what we say, more particularly because these are public meetings. So let's be mindful of how we conduct ourselves, the responses that we
give, look at the point of our University. And it's kind of disheartening because we're sitting here going back and forth on things that have happened in the past; meanwhile, we've got legislators downtown, we don't know how much money we're going to have tomorrow.

These are the type of issues that affect me, and we all say we're working in the best interest of this University, but the students, my constituents who placed me here, are our main customer. And I think sometimes we get wrapped up and caught up in the minutiae and we forget about them.

This conversation or email or how somebody feels or what time I called or responded to you isn't going to help somebody get their financial aid taken care of, isn't going to help somebody get their degree like I got mine on May 2nd.

So for the betterment of this body, this Board, this Institution, I'm asking that we all agree maybe to disagree; and that, Doctor Mangum, you meet us halfway, as well as the Board, everybody agree to work this out peacefully, express our concerns personally with her offline, not publicly, and let's do what we need to do to
make sure this Board is successful, and ultimately
FAMU is successful.

TRUSTEE ALSTON: Thank you, Trustee Graham, well said.

Thank you also, Chair Montgomery.

It sounds like that we are prepared to move forward. And, Madam President, if I could just recapture, you will be moving forward, and us collectively as a Board, with communication, collaboration, and mutual respect. So I'm getting the nod from the President. So we have a commitment on both sides to move forward.

If I could, Trustees, I want to try to move to the last two items, the budget matters related to the Board activities. I know we've touched that some. I don't know, Chair Montgomery, if you want to make any comments on this item.

(CHAIRMAN MONTGOMERY SHOOK HEAD NEGATIVELY).

TRUSTEE ALSTON: Okay. Perfect.

Let's move this item back to our next Special Meeting when called. And then at this point, we'll move to the last item, Madam Provost.

As she is coming to make a presentation on performance funding, this is just to formally notify the Board of performance funding. I know
there have been some conversations or
miscommunication prior to this point. So the
reason this was put on is just so there's a formal
communication directly to the Board on performance
communication (sic).

So with that, Madam Provost.

PROVOST DAVID: Thank you. I just want to
make sure that I understand what I am here to do.
This was in response to a request of the Chair that
I explain the performance metrics, so that's really
what I'm prepared to do, and not necessarily to
talk about performance funding per se; but
hopefully it will still be informative to the body
and I'll --

CHAIRMAN MONTGOMERY: No, I wanted -- I'll
explain it.

TRUSTEE ALSTON: Okay. Thank you,
Madam Provost. I did hear your comments. Let me
turn it over to the Chair just to make a comment.
I have my own, but I'll just defer to the Chair on
this. Thank you.

CHAIRMAN MONTGOMERY: Well, to be clear, I had
a conversation maybe the beginning of May with
Doctor Mangum. I thought it was important
information that I thought needed to be shared with
the Board with regard to performance funding. She asked specifically if the Provost could present; I said yes.

And initially, when we did the committee as a whole and it evolved to this Special Committee on Governance, so it wasn't -- I don't recall it, and I could be wrong, necessarily being my request other than I wanted the information to be shared with the Board.

And so we asked that -- we don't want any surprises. Trustee -- excuse me, Governor Graham, made a very good point, there are some things that are going on downtown that will affect us; and to the extent that we can be apprised of where we are, not only with the changes in the funding formula, if any, but how you plan or how it can potentially affect us, I think this is the proper forum to the extent you can provide that information.

PROVOST DAVID: Okay. Well, I can only go forward with my presentation and I -- to be honest, I prepared it on the conversation that you and I had in my office where we went through some of the performance metrics, and you said it would be helpful for the Board to understand how some of the performance metrics are calculated, so that's what
I prepared.

To the extent that it moves more particularly into the funding side of how the metrics impact us, I might have to turn to other people in the room and we'll see if we can answer your questions. But I'll just have to proceed with what I have prepared to talk with you about today.

I do have to just -- sorry, for the record, I do have to say that as much as I have respect for the University or Cornell, I am not an alumna of the University of Cornell.

So performance funding is in some ways a question of who we are and where we are moving forward. And just to remind you all of where -- who we are, we have, 40% of our students currently graduate within six years; 13% percent -- and that's the six-year graduation rate that I'm referring to. 13% are kind of touch-point for graduating within four years, although it was a little bit lower in May.

66% come from households that are making not very much money, and our goal or our mission in part -- part of our mission is to lift folks who come with that level of preparation and those handicaps to the next level.
So I wanted to give you some data on our student head count. Our student head count peaked in the fall of 2010, and since then it has tailed off a little bit. There are a lot of slides, so we'll have to move through some of them quickly unless you have a question.

We also have what have been referred to by the Board as profile admits; we refer to them as access and opportunity admits. Again, in 2009/2010, and then we had the peak in our enrollment. That was also a time when we had a peak in the number of access and opportunity, or AOS students. We have been trying to manage that number downward, have done that somewhat successfully, although there was a little bit of a bump up in fall of 2014.

Here is that same data represented as a percentage of the class. We are actually moving forward trying to exert a little bit more control on the number of access and opportunity enrollees by setting a fixed number as opposed to a percentage because sometimes it can be challenging, as I'm sure VP Hudson would tell you, to hit a percentage but it's easier to manage with a certain total of access and opportunity admits.
Here's one of the reasons why we want to take care of that and are so concerned about access and opportunity admits. I want to point out that a lot of our students need remediation, and this is to say, they need help to get through some of the basic foundational courses that will get them to their major and their ultimate goal.

Not all of the students who require remediation are access and opportunity students. Some of our students who come in, quote, on the numbers, come in and then they test in math and in other topics as requiring remediation.

So one of the things that we're trying to do is to manage our capacity to provide those services that are needed to the students who are either AOS students coming in or who need remediation who are not AOS students coming in.

So how does this all -- kind of give us the context on the performance funding program. And when the Board set this up, I wasn't here for this, but this is something that's going on with a lot of the boards in state institutions. I will have to say that even though I don't necessarily love all of the indicators, they actually chose indicators that are related to outcomes. I came from a place,
Iowa, where they were choosing indicators that were related to income, so that's not as beneficial.

Their indicators are academic quality, operational efficiency, return on investment. We're also allowed to choose one, so the first three are categories that are common across all of the State University System schools. We are allowed to choose one, and ours is research because that's an area where we excel.

And then the Board of Governors actually also chose a couple: Percent of bachelor's degrees without excess hours.

And so what happens is all of the schools will have those that fall in the first category as indicators. We have the research as our indicator, and then the Board of Governors' indicator is also particular to us, or maybe another institution, but it won't be an indicator that goes across all of the institutions.

So these are our performance metric numbers, and these are also numbers that were provided in the Work Plan so you have them there as well. And so the metrics, I'll just read them: Percent of bachelor's; graduates who are employed or continuing their education; the median wages of
bachelor's; graduate employed full time in Florida one year after graduation; the average cost per bachelor's degree; FTIC six-year graduation rate; academic progress rate. This is called retention at other institutions, but significantly for us retention in the State University System is retention with a 2.0 GPA.

University access rate, which relates to Pell grants; bachelor's degrees awarded within areas of strategic emphasis. This includes a host of different degrees, including stem and some of the health care professions. Graduate degrees awarded, again, within programs of strategic emphasis.

And then going back to the Board of Governors' choice metric, we'll come back to this, but percent of bachelor's degrees without excess hours; and percent of R & D expenditures funded from external resources.

If you're looking at where we fell in terms of the 2013/2014 final metric positions, and it's worth emphasizing that when you report in 2015, you're mostly using data that is based on what happened beforehand, and so that's where we were this year. It took a little bit of time for them to finally resolve things in terms of some
questions and the calculations, but we ended up with 26 points.

CHAIRMAN MONTGOMERY: Provost, what was the -- so that was down from -- where were we last year?

PROVOST DAVID: Twenty-nine.

CHAIRMAN MONTGOMERY: I mean in the rank of -- we dropped from -- I mean in terms of the rank amongst the schools, where did we drop from last year? I'm sorry, Mr. Chair. Excuse me, I had a question.

TRUSTEE ALSTON: Thank you, Mr. Chair, for that question.

PROVOST DAVID: I think we were two, but I'm not entirely --

TRUSTEE ALSTON: It was like five or six, right?

PRESIDENT MANGUM: Six.

TRUSTEE ALSTON: Madam President is saying six.

PROVOST DAVID: Okay.

TRUSTEE LAWSON: Mr. Chair.

PRESIDENT MANGUM: We were in the middle.

TRUSTEE LAWSON: Well, I'm sorry --

TRUSTEE ALSTON: Wait. Trustee Lawson.

TRUSTEE LAWSON: Madam Provost, what was
the -- I can't remember the previous page, but what was the driver of our drop?

PROVOST DAVID: So if you let me continue, I'm going to go through some of the --

TRUSTEE LAWSON: Okay.

PROVOST DAVID: -- some of the elements, and then that might perhaps answer some of your questions.

TRUSTEE LAWSON: Okay.

PROVOST DAVID: Okay. Just before we get into it, just to explain a little bit more, there are two different types of scores. You can have an excellent score or an improvement score. An excellent score, there are some targets that are set by the Board of Governors; and if you hit one of those numbers, then you get the excellent score that is associated with that number.

Improvement scores, for example, if we were at 40%, six-year graduation rate, and improved to 43%, then we could ask for an improvement score based on that three percentage point increase. You get to choose -- or, rather, you get allocated the score that's better for you.

So if in a particular instance the excellent score is better than the improvement score, we get
that; and in the other instance, if the improvement score is better than the excellent score, we get that. And here is actually an example of that. The percent of bachelor's, graduates employed and/or continuing their education further one year after graduation, under the excellence benchmarks, you can see that the Board of Governors have set it at 60%, 65, 70, 75%, and 80%.

At 69%, we would get two excellence points. On the other hand, in terms of improvement, we went from I believe 65 to 69, which got us four improvement points. We got the four-point score as opposed to the two-point score.

So here's our successes under the individual metrics.

TRUSTEE ALSTON: Could I -- I'm sorry.

PROVOST DAVID: Yes.

TRUSTEE ALSTON: Go back to that previous slide. I'm having a side bar with the President. So on this benchmark here where it captures percent of graduates employed after graduation, this captures -- well, let me back up.

How was that information captured? How do you know if I am employed upon graduation?

PROVOST DAVID: Yeah, that's a really
interesting, excellent, and hard question. It's not based on self reporting, it's based on data that's collected by the Board of Governors. So if we -- and they collect it based on information that they're able to gather from various employment databases that are available in some of the states.

So if we send a graduate to a state and they have a great job and we're not able to -- and they're not able to get that information themselves through the Board of Governors' processes, we're not able to self report and get credit for that student.

TRUSTEE ALSTON: So this data is captured from Florida and certain states, or is it nationwide? Is there a database that captures --

PROVOST DAVID: There is no nationwide database.

TRUSTEE ALSTON: Yeah, Madam President.

PRESIDENT MANGUM: In response, part of it, there are states that have a reporting database for where their employees come from. All states don't have it and are not part of that system. Only the states that are part of that system are able to be captured in these data.

So for institutions like ours that have
contiguous states, say Georgia, that might not report their information into the national data system, if they checked, they would not catch our graduates that go home; or Massachusetts, or any other place like that.

TRUSTEE ALSTON: And the only reason I put a bookmark here, if Georgia, for instance, is one of those states, we know that we have a large, you know, alumni base in the Atlanta and other areas in Georgia --

PROVOST DAVID: Yes.

TRUSTEE ALSTON: I'm looking -- I'm sorry, Mr. Chair, I'm in your lane.

So if there are states that we're not capturing, have we communicated or have we asked for flexibility on how --

PROVOST DAVID: The Board has no flexibility on this. The Board offers no flexibility on this.

PRESIDENT MANGUM: We have asked.

TRUSTEE ALSTON: Okay. This was --

PROVOST DAVID: And other institutions have asked as well.

TRUSTEE ALSTON: This is news to me, so that's why -- this is good news, I'm sorry.

Trustee McWilliams.
TRUSTEE McWILLIAMS: Yes. Madam Provost, this was the most troublesome of the metrics for me, and I know we are responsible for trying to better our graduation rates and our retention rates and all of those things, I'll give them that.

To make FAMU responsible for whether or not somebody gets paid as much, I mean we don't go out and say, we don't want to get paid as much money because we came from FAMU. Whether these people are employing us -- we know there is still discrimination in the State of Florida. Maybe people are going to other states where they can get paid, where they can get jobs.

That's a ridiculous metric, and I think it should be conveyed to the Board of Governors that it's a ridiculous metric as applied to a minority institution.

PROVOST DAVID: There have been many opportunities to have that point raised. The President has raised them, others have raised them --

TRUSTEE McWILLIAMS: I think the Board should raise it.

TRUSTEE ALSTON: Thank you. And I'm sorry, one more comment, slash, question.
TRUSTEE MOORE: Yeah, I'll speak quickly on this, but living in the world of work force development, the two systems that you're referring to are Fed PIP (phonetics) and ARIS. ARIS is the one that allows for the exchange to gather information from other states.

But with regard to programs, that's why it's really incumbent upon institutions to make sure that the programs, whether it be baccalaureate with a bachelor's degree or certificate programs, that they are in demand. That's where they're putting the onus on the institution to make sure that we're not offering programs that aren't in demand and will not bring about a self-sufficient or a high-skill wage. That's where we do have a role and responsibility.

TRUSTEE ALSTON: That's a great point. Thank you so much, Madam Vice President, slash, Trustee.

I'm sorry, Trustee Grable, go ahead.

TRUSTEE GRABLE: And I'm happy to hear the information that Trustee Moore shared, but the state also produces a report that tells us what degrees are in -- or what type of jobs and degrees
are in demand. So maybe we need to take a look at
that in the establishment of programs and not
just -- I don't know if we do that, maybe we do;
but I do know that that report is out there, yes.

TRUSTEE ALSTON: Yeah, I'm going to defer to
Trustee Moore.

TRUSTEE MOORE: Department of Economic
Opportunity, they will do that for you. They've
done it for TCC, and I would be happy, if I'm
charged with that, to make the same request for
FAMU and work in collaboration.

PROVOST DAVID: So we actually have a lot of
this information; and just to be clear, I'm
presenting on this particular metric.

We also report, as you saw in our Work Plan,
the entire employment and graduation and other
success rates of our students. But this particular
metric, the way that it is calculated, it's
calculated by the Board of Governors and we do not
have any leeway in that.

But I don't want you to believe that we have
students who are not out there getting jobs. We
have students who are out there getting jobs, they
just might not be captured by this particular
metric because of the way the State Governing Board
is calculating it.

So where we got a five, excellent score of five -- there should be another bullet that pops up if you hit it. There you go.

Metric Number 6, bachelor degrees awarded in areas of strategic emphasis include stem, but it's not exclusive of stem; it does include some health care and other areas.

University access rate. So the percent of undergraduates with a Pell Grant, given our mission, it's not a surprise that we are one of the best performers in this particular metric.

And percent of R & D expenditures, this is the one we chose ourselves, so we chose well, at 80%.

Where we got a four, a per --

TRUSTEE ALSTON: One more bookmark.

Trustee Grable.

TRUSTEE GRABLE: Okay, and I don't recall, it may have been in there in the Work Plan. I thought I recalled where we did make some comparisons. Because when we see these percentages, not attached to what some of the higher percentages of the universities that did rank in that 1 through 8 and will receive the funding, I'd like to see those percentages side by side.
For example, Metric 6, what would have been the number one school in this case? I will assume it's UF, and I may be wrong, but what would have been their percentage there.

PROVOST DAVID: You know, we do have that information, and I believe it's in the work data that's on the website for the Office of Institutional Effectiveness, and I'll certainly ask them to forward the link.

TRUSTEE GRABLE: Okay, yes, I'd like to see that.

PROVOST DAVID: But I can tell you -- I could guess, but I would be guessing poorly.

TRUSTEE GRABLE: Okay. Thank you.

PROVOST DAVID: So where we got a four percent of bachelor graduates employed or continuing their education further one year after graduation, so that's 69%. Again, that's the metric we just looked at where the improvement score was a four. If we had gotten to 70%, we would have a three. You'd have to get to 80% to have a five. So we chose to ask for the improvement score to be counted in our calculation because that's the better score for us.

Our opportunities, where we got a two, median
average full-time wages of undergraduates employed in Florida, no, we do not have a choice before -- let me anticipate your question. No, we do not have a choice.

If somebody comes from another state and they have a fabulous job someplace else and we know about it and we can provide documentation, that is irrelevant. So it is median average full-time wages of undergraduates employed in Florida one year after graduation.

TRUSTEE LAWSON: And I --

TRUSTEE ALSTON: One more bookmark.

Mr. Vice Chair.

TRUSTEE LAWSON: Yeah, I know that's the metric, but that misses some of your higher income business and pharmacy students that may be going out of state.

PROVOST DAVID: Yes, you're right.

TRUSTEE LAWSON: You know, so because -- you know, looking at that 28, those two programs plus nursing are probably well above that as a starting salary, but a lot of them are out of state.

PROVOST DAVID: Absolutely correct.

TRUSTEE LAWSON: Just a question, broader
question, the metrics are the metrics. How often does the Board of Governors sit and review these from the standpoint of, you know, should this be the southeast versus Florida? How often do they review the metrics that they allocate down to us?

PROVOST DAVID: My understanding is that this is year three of the performance funding, and they have at least a couple of more years before they're coming back to it again.

TRUSTEE LAWSON: You know everything today, huh?

TRUSTEE ALSTON: So let me first ask the President to respond, followed by Trustee Moore.

PRESIDENT MANGUM: Okay. Thank you. Last year they had a full review of all of the metrics, and all of the universities went to a Board of Governor's meeting to explain the scoring and some of the metrics and how they're advantaged or disadvantaged and asked for changes in the metrics. The Board considered it, the committee considered it, and then they made a few changes in the scoring for this year.

Since that time, and once data are submitted or have been submitted, they've also gone back as a
Board of Governors through the Chancellor's office and revisited some of the metrics again for the scoring. So it's an ongoing -- it's actually an ongoing process.

And the reason we learned our 26 number was they were still in the process of negotiating which metrics would be changed and how they would be changed. And it was at the final meeting that the Board voted on changing some of the metrics that landed us at a 26 because it's just an ongoing process.

TRUSTEE LAWSON: Okay. Yeah, because I mean you're -- you know, unfortunately for you, you're just reporting the news now. But, you know, the bigger issue for me is: Do we have a seat at the table as they're establishing the metrics?

TRUSTEE ALSTON: Trustee Moore.
TRUSTEE MOORE: Just a couple of points on that. The first would be that this system that education is falling under, it is not different or new. The work force boards, if y'all are privy to the WIDS or WIA, or WIOA as we know the legislation now, it has always had the focus under Governor Scott on work and individuals going into employment with the outcome and results that follows that this individual has been made better as a result of receiving the education.

The other point on this, and I agree that, yes, it's a difficult metrics; but we, I would believe, have no bigger challenge than other institutions that when a student graduates they have this whole portable factor of being able to move around and be mobile.

So if ARIS is not catching them, ARIS, the other system that's the exchange, they're in the same -- you know, there is no gate that's keeping them within Florida either. So then it goes back to my earlier comment of making sure and looking strategically at our programs to know which ones are in demand and which ones that we can point our students toward, and these are the reasons why, because you're going to be financially better off.
PROVOST DAVID: I completely agree. I would say the one thing that might differentiate us a little bit from some other institutions is that we do have a -- you know, there's a little bit of a zone in terms of how many students you are bringing in from -- who are not Florida residents, and we're on the higher end of that zone, so we might actually have a few more people who are pulled, you know, according to the Rattler nation, in different directions.

TRUSTEE ALSTON: Madam Provost, I'm going to defer also now to Trustee McWilliams.

TRUSTEE McWILLIAMS: Yes, I kind of disagree with Trustee Moore on that one.

You know, what's in demand isn't necessarily what's needed or what's paying more. They tell us we need teachers. They don't pay teachers starting out in high school 60 or $70,000; you might make $28,000. But they say we need teachers. So why are you punishing people who are producing teachers? No, I don't agree with that.

TRUSTEE MOORE: Mr. Chair, if I could just respond.

TRUSTEE ALSTON: Yes, Trustee Moore.

TRUSTEE MOORE: I'm going to close that part
out, that with respect to demand, it also shows wage information. So really, it is driven by the student. We can't force them into, you know, pursuing a cert career; they choose what they like to choose. But we do have information readily available both on wage outcomes, as well as what's in demand, and the goal would be to try and pair the both together.

TRUSTEE ALSTON: Point well taken. Duly noted, Trustee Moore and Trustee McWilliams.

Madam Provost, you can proceed.

PROVOST DAVID: Okay. I mean I understand why you're so excited -- well, not excited, but engaged, because these are the kinds of conversations that we're having, and they're very engaging conversations.

So where we had a zero or a one, six-year graduation rate, which was 39%, it dropped down a couple of percentage points. And one of the questions that Trustee Lawson, I believe, asked was how much of this is based on things that happened in the past. And you recall the chart where we had the access and opportunity students who peaked. When did they peak? They peaked in 2010.
And so the impact of the access and opportunity students and the needs and the challenges that they present, they're going to be continued to be felt in 2016, 2017, 2018, and that's going to have a big impact on us. So those kinds of factors are very important.

Academic progress rate, second year retention with GPA above 2.0, again, a lot of places, they just calculate retention, did the student come back and then persist. Here it's with a GPA of over 2.0. That is actually up a little. It was up a little bit this year. We're trying a lot of things, and we're going to get to a slide in a few minutes to try and increase that number and have more of an impact on that.

Another thing that I'll just point out with regard to that is financial aid issues, often kicked in as well at the same point in time, because if you're not making sufficient progress in your academics, you're not going to be able to continue to get financial aid. So it's vitally important for us to get people continuing at a rate where they can get the financial aid to pay the tuition and keep going.

Graduate degrees awarded in areas of strategic
emphasis including stem, 43%. That was an excellent score. We would like to do better in that, of course, and that's an area -- that's an opportunity for us because stem is, obviously, one of our strong points.

Last metric, our challenge, our biggest challenge, and this is -- ooh, cost per degree, something happened with the slide. Our cost for degree number, let's see if my version of it here on my iPad is better. Uh, there it is. Whoo, it was $40,080. And this is a big challenge for us, and the factors affecting cost per degree. So this is something that you have to actually sit down and think about about 90 million times in order to appreciate it.

But they take all of the costs that they associated with the academic enterprise, so that's all of the instructional costs and the academic advising costs. And then they take the number of students based on the number of credits they think it should take you to graduate, which is 120; and that comes up with the cost to degree.

And I'm pretty sure, unless I'm -- it could be a nightmare, but I'm pretty sure ours is worse. And I just want to return us to the conversation
that happened earlier about increasing the fees for students who want to take a class more than twice. That is something that impacts -- yes.

TRUSTEE LAWSON: Provost, I'm just not -- I'm not understanding, so if you could explain it again. So is our average cost of degree --

PROVOST DAVID: Higher.

TRUSTEE LAWSON: -- low? It's higher than --

PROVOST DAVID: It's higher.

TRUSTEE LAWSON: -- really, than --

PROVOST DAVID: Very high.

TRUSTEE LAWSON: -- the other SUSs in the ranking?

PROVOST DAVID: Yes, and that's --

TRUSTEE LAWSON: Now explain -- I'm sorry, explain the calculation again. So it's --

PROVOST DAVID: So you take all of the costs that are associated with providing the classes and with advising --

TRUSTEE LAWSON: Right, okay.

PROVOST DAVID: -- and I'm simplifying. If Gitta Pitter was here -- she's not, good. If she were here, she'd offer refinements on what I'm saying. But basically you're taking all of the costs that are associated with teaching the classes
and advising.

TRUSTEE LAWSON: Okay.

PROVOST DAVID: And you take on the bottom side of it the number of students and the number of credit hours that are believed to be 120, the number that you should have in order to graduate. That's the numerator and the denominator.

TRUSTEE LAWSON: Okay.

PROVOST DAVID: Okay. So to go back to the idea of how many times students are taking a class, for example, that has a negative impact on the cost of degree, because they're taking the classes, we're offering more sections in order to capture all of the people who are taking the class for the second time or the third time. That increases the numerator in this calculation.

You could also go back to how much time is allocated in the faculty responsibilities to advising of students, which nowadays is mostly handled by professional staff, not exclusively, but a lot, particularly for the first year and second year students, handled by professional staff.

Well, to the extent that faculty who are no longer -- I'm not saying that faculty shouldn't
advise and that faculty shouldn't get credit for advising; but to the extent that faculty are continuing to write, they spend X-amount of their time -- X-percentage of their time advising when they're not really advising any more, that gets added into our numerator and it hurts us on this metric. So there are a lot of things that happen that hurt us on this metric.

TRUSTEE ALSTON: Vice Chair Lawson, are you good on this one?

TRUSTEE LAWSON: Well, I was just thinking of the fee increase that we talked about this morning would actually go negatively against that as well.

PROVOST DAVID: It helps discourage students from taking classes multiple times, so it actually helps it.

TRUSTEE LAWSON: If they have to take --

TRUSTEE ALSTON: But is it in the -- right, is it --

TRUSTEE LAWSON: It's a requirement that --

I'm sorry, Mr. Chair.

TRUSTEE ALSTON: No, no, go ahead. I'm sorry.

TRUSTEE LAWSON: If they have to take them as a requirement of their program to get what, at
least a C or better in your core? So --

TRUSTEE GRABLE: Yes, different programs --

I'm sorry, Mr. Chair.

TRUSTEE ALSTON: Oh, absolutely,

Trustee Grable.

TRUSTEE LAWSON: Please.

TRUSTEE GRABLE: Okay, in response to

Trustee Lawson, yes, different programs have
different criteria. I can tell you certainly in
the journalism program, if you don't earn at least
a C in a class, you will have to repeat it.

TRUSTEE LAWSON: Repeat it, right, yeah.

PROVOST DAVID: I'm not sure, I think it's
just tuition that is included as opposed to fees.

TRUSTEE ALSTON: Okay. So fees is not
included in that number?

PROVOST DAVID: Right, but it is -- you know,
it raises a very important question in terms of --
there are also many different ways in which
they're interconnected, and this is one of the
things that we're trying to think about, because
if you nudge something in one place, how is it
going to have ripple effects and impacts in other
places?

Let's try and keep going. So some of the
things that we've been doing in terms of cost of
degree, I started with that one, we've been asking
the deans to do more accurate AOR, that's the
responsibilities -- where the faculty list how much
time they're spending on research, scholarship, and
teaching, to list that as accurately as possible so
that we're not getting credited with people doing
things that they're not actually doing.

We're working on trying to enhance so that we
don't have as many faculty teaching small classes,
more faculty teaching larger classes, so that we're
not, again, having our efforts spread out too much,
being more efficient in that sense.

Fewer class repeats, that's exactly the issue,
how can we encourage students? And frankly,
you know, as we pull out the reports, there
actually are -- I mean can I stop and give you a
story?

TRUSTEE ALSTON: Actually, if I could put a
bookmark there. We have two more committees. This
is great information.

PROVOST DAVID: Okay.

TRUSTEE ALSTON: The Chair is nudging me, so
if you could maybe bring this to a close over the
next minute or two.
PROVOST DAVID: Okay. Keep going.

Graduation rates, we're trying to encourage more students to pursue, who have credits, who are not being successful, who are taking a class for the third or fourth time and not making the requirements for a particular degree, to perhaps pursue another degree or to move into interdisciplinary studies; offering lots more services in academics; looking to do supplemental instruction, which is a way of trying to tutor and encourage and support students, particularly in those classes where we know they have difficulty, some of the gateway math and science classes; trying to enhance our learning environment so that we send a stronger positive message about the importance of learning, the importance of studying, spending time in the carrel and getting the work done.

We are, of course, looking to recruit more stem undergraduate students. I'll just skip through some.

Active career advisement, trying to get more people who have jobs in Florida to come to our campus so that students can see that being in Florida is great so we can move up in some of those
other metrics.

That's kind of it, I think. I'll stop there.

TRUSTEE ALSTON: Great, that was a quick --

PROVOST DAVID: Obviously there's a lot we could talk about, and I'm very excited to have that conversation, so thank you.

TRUSTEE ALSTON: Thank you so much for providing the information.

Doctor Grable, and then we'll bring this to a close.

TRUSTEE GRABLE: Great. I must reference the AOR, assignment of responsibilities is what that acronym stands for; but also, too -- I think you mentioned that that assignment of responsibilities, which we do refer to as an AOR, so that -- you mentioned that, so that faculty is not -- it's not written on the AOR that they're doing something that they're not doing.

I would correct that and suggest that a lot of times faculty are doing way more than can actually appear on the AOR because it must meet a 100% total. So the situation I would suggest to you would be that they have more duties than can be included on the AOR. So some things just can't be included, or they will go into a what? An overload
status, which is one of the problems we have here with course loads.

So I just wanted to make that correction because that is really critical to faculty members. Thank you.

TRUSTEE ALSTON: Great. Thank you, Trustee Grable.

Go ahead, Madam Provost.

PROVOST DAVID: Yes, so to -- I'm not trying to suggest that faculty -- it's the percentages that are important. So if a faculty member puts down that they're spending 85% of their time teaching and advising, and they're really spending only 75% of their time teaching and advising because they're spending other time on research and service and other activities, which is great, and that's something that we expect and we want. We just need for that number to be -- that percentage to be accurately reported so that we're able to not be charged against our instructional expenses for things that are happening that are not actually instructional expenses.

I didn't say that well, but --

TRUSTEE ALSTON: Point well taken. Nope, point well taken.
PROVOST DAVID: Okay.

TRUSTEE ALSTON: Thank you so much, Madam Provost.

PROVOST DAVID: Thank you.

TRUSTEE ALSTON: Any additional comments before we close out this meeting?

CHAIRMAN MONTGOMERY: Mr. Chair.

TRUSTEE ALSTON: Yes, Madam -- I'm sorry, Mr. Chair.

CHAIRMAN MONTGOMERY: I met with Provost David, and half the conversation I wasn't -- I just wasn't up to speed with what she was sharing, so to the extent the information has been shared today, I welcome that.

I'd ask that we make it a part of the process, that the Board receive these slides and presentations, and that that just become part of our process, again, across committees, whenever things are presented to us. I think that's already the case.

The overall conversation on governance, when we hear about how we're scoring and what we're doing, I don't recall us having had a conversation, obviously as a committee, but as a board with regard to where we believe we can
realistically be.

In all fairness, based upon what the Provost shared today, when you look at the AOS -- the opportunity students from 2010 and how that impacts us now, the question then becomes: Where are we likely to be next year? And, you know, in all fairness, if we're not going to get there next year for certain reasons, you know, what are the plans? I mean just kind of where are we?

And so back to the whole governance question: Where are we --- what is our expectation of where we're supposed to move as an institution? Where do we see ourselves on the list, along the lines of what Trustee Grable said, a side-by-side comparison? Once we see that, what's the sense of the Committee or the Board in terms of where we feel like we need to be?

We obviously don't want to be at the bottom.

(WHEREUPON, INADVERTENT COMPUTER INTERRUPTION).

CHAIRMAN MONTGOMERY: All right, go away, go away, go away.

My bad. All right, I forgot what I was saying, but back -- where are we going as a Board? What is our expectation? What expectations are we
setting before the administration? What is the administration saying to us in terms of where they believe we'll be, say, next year or scaling out? Are we able to accurately forecast or predict where we are based upon what you're putting in place to move us up?

I think these are all questions that rise to the Board level, and maybe not today, but I think having some sort of response in writing to help us out so that later on we can look at where we are.

Also, as part of how we evaluate the President, we're able to hold a level of accountability with regard to the metrics, so --

TRUSTEE ALSTON: Okay. Thank you, Mr. Chair. Do you want that to come to this Committee or Academic Affairs, just on this piece?

CHAIRMAN MONTGOMERY: Well, send it to both. Well, the entire Board is on -- I believe -- well, let me be clear about the committee process. I am one to believe that all Board members should receive all of the information regardless if it's committee specific because, at the end of the day, any of the information can be voted on, and all Board members are still accountable for
the information that's disseminated to the Board.

So to the extent that it is sent to all of the members, I am requesting that, but I think you're right in terms of the purview, I think it goes to Athletics -- I mean to Academic Affairs. But if we'll copy all members of the Board, that would be appropriate.

TRUSTEE ALSTON: And, Madam Provost, you've heard the request, and I'm assuming you and Trustee Grable can just follow-up after this.

PROVOST DAVID: If I could just share with you, it actually is in the Work Plan that you approved. There's a five-year output as to where we expect to be in terms of each one of the performance metrics, and it's all laid out there, all the good news, bad news. We thought about it very carefully, we tried to do it accurately based on where we are right now and where we hope we can realistically make progress, so it's there.

I'm happy to have -- as you see, I'm happy to have more conversations about this. This is the reason why I came to FAMU.

TRUSTEE ALSTON: Understood. I just think that probably having a follow-up strategic discussion, so maybe it's probably housed under
Academic Affairs, as the Chair stated. I know that Attorney Barge-Miles, she has been good with copying all of the Board members on committee-specific items. So just a follow-up on strategic discussion and Work Plan on those items, I think that's good.

Any additional comments?

(NO RESPONSE).

TRUSTEE ALSTON: Seeing none, meeting adjourned. Thank you all.

(WHEREUPON, THE COMMITTEE WAS ADJOINED).

* * * * *
CERTIFICATE

STATE OF FLORIDA   )
COUNTY OF LEON    )

I, NANCY S. METZKE, RPR, FPR, certify that I was authorized to and did stenographically report the foregoing proceedings and that the transcript is a true and complete record of my stenographic notes.

DATED this 17th day of July, 2015.

_________________________
NANCY S. METZKE, RPR, FPR
Court Reporter