

**FLORIDA A & M UNIVERSITY
BOARD OF TRUSTEES**

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IN RE: SPECIAL COMMITTEE ON
GOVERNANCE.

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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:

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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

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

7 Would you please call the roll?

8 ATTORNEY BARGE-MILES: Trustee Alston.

9 TRUSTEE ALSTON: Here.

10 ATTORNEY BARGE-MILES: Trustee Boyce.

11 (NO RESPONSE).

12 ATTORNEY BARGE-MILES: Trustee Grable.

13 TRUSTEE GRABLE: Here.

14 ATTORNEY BARGE-MILES: Trustee Graham.

15 TRUSTEE GRAHAM: Here.

16 ATTORNEY BARGE-MILES: Trustee Lawson.

17 TRUSTEE LAWSON: Here.

18 ATTORNEY BARGE-MILES: Trustee McWilliams.

19 TRUSTEE McWILLIAMS: Here.

20 ATTORNEY BARGE-MILES: Trustee Montgomery.

21 CHAIRMAN MONTGOMERY: Here.

22 ATTORNEY BARGE-MILES: Trustee Moore.

23 TRUSTEE MOORE: Here.

24 ATTORNEY BARGE-MILES: Trustee Shannon.

25 TRUSTEE SHANNON: Here.

1 ATTORNEY BARGE-MILES: Trustee Warren.

2 TRUSTEE WARREN: Here.

3 ATTORNEY BARGE-MILES: Trustee White.

4 (NO RESPONSE).

5 ATTORNEY BARGE-MILES: Trustee White.

6 (NO RESPONSE).

7 ATTORNEY BARGE-MILES: Trustee Woody.

8 TRUSTEE WOODY: Here.

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

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

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

21 Mr. Chair.

22 CHAIRMAN MONTGOMERY: Thank you, Mr. Chairman.

23 Trustees, the purpose I laid out in a series
24 of memos since I've been Chair, but the purpose in
25 the setup with the special committees will bear

1 itself out from a vision perspective because, at
2 the end of the day, when it comes to governance, we
3 have to ask ourselves, you know, are we conducting
4 the business of the Board in the best interest of
5 Florida A & M University? Again, these are my
6 opinions.

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

18 It's not -- I don't believe it's fair to put
19 the Chief Executive in a position where we haven't
20 articulated things that we expect to be carried
21 out. And so part of it is a fairness issue. I'll
22 give you an example. Say the engineering school, I
23 for one, as a member of the Board, don't feel that
24 I've had a voice in the decisions that have been
25 made with the engineering school.

1 So the question then becomes: Do we assert
2 ourselves as a board in requiring our
3 participation -- our active participation in the
4 decisions that will affect FAMU for years to come;
5 or do we continue to defer and simply allow the
6 Chief Executive to make decisions on her own to the
7 best of her ability that she feels are in the best
8 interest of Florida A & M? And then finally, you
9 can pull that in and say, well, at a minimum, there
10 should be reports back in terms of actions that
11 have actually been taken.

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

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

23 So I think it's mindful as a Board that while
24 we are here in the now in terms of how we operate,
25 that as we move into the future I think we owe it

1 not only, you know, to our predecessors but to our
2 successors to put processes in place from a Board
3 perspective that over time will allow the Board to
4 achieve maximum operational efficiency. As any
5 problems that we have here at the institution --
6 and, again, these are my opinions -- I believe stem
7 from bad processes.

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

15 If there are things that are going on on
16 campus -- we've had five Athletic Directors in
17 14 months, or somewhere along those lines. I mean
18 what processes from an oversight perspective, or
19 from a governance perspective, or from a visioning
20 perspective are we providing to ensure that there's
21 stability in the areas where it's important?

22 On a technical side, I will tell you that
23 since I was elected Chair, I have run into some
24 challenges with being able to operate effectively
25 as Chair; and I've had the opportunity to invest a

1 good bit of time in comparing our operating
2 procedures with those of other institutions in the
3 State University System and then also with the
4 Board of Governors.

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

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

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

1 be done that way, and another member may think it
2 needs to be done another way.

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

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

22 We have a member who works with an NBA team.
23 What do they do for best practices and efficiency?
24 We have a student, super student for that matter,
25 who is a member of the Board of Governors now. And

1 so with her experiences, as we move forward, I mean
2 it's just a different perspective from having a
3 different level of exposure.

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

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

15 TRUSTEE ALSTON: Sure.

16 CHAIRMAN MONTGOMERY: My logic behind the
17 two -- one is an evaluation committee. If you're
18 not aware, and this all falls within the governance
19 deal, I could have retained the right to simply, as
20 Chair, evaluate the President on my own or to come
21 up with my own process. I thought it fair and a
22 flatter process to expand that to a larger number
23 of individuals so that there will be other opinions
24 involved, and that's what led to the formation of
25 the Presidential Evaluation Committee.

1 The Evaluation Committee is charged with that,
2 to evaluate. Doctor Mangum and I attended a
3 leadership institute with the Association of
4 Governing Boards in Washington, DC, last year for a
5 couple of days; and I believe we were the only
6 institution that didn't have a governance
7 committee. And so we learn; we grow; we say, wow;
8 and then you start to think about what a governance
9 committee does.

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

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

1 of this body. And if I have to, I'll end up
2 proving it to you.

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

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

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

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

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

23 CHAIRMAN MONTGOMERY: Okay. But I apologize
24 for those who are on the phone, but we're working
25 through making sure that you're able to see what

1 we're able to see, but it's a simple document
2 titled: Information submitted by
3 Trustee Montgomery to FAMU BOT Special Committee on
4 Governance.

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

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

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

1 interest of the institution.

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

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

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

25 So interrupted on Page 16, and you can comb

1 through this stuff later. It's on the web, you can
2 look at it.

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

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

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

21 ATTORNEY BARGE-MILES: They do.

22 CHAIRMAN MONTGOMERY: So maybe we evolve to
23 having a set process, maybe we do it at the
24 discretion of the Chair; but over time I think it's
25 best to -- it's in fairness to the President and

1 then also in fairness to us as a Board that we have
2 some sort of process that becomes a consistent one.
3 I applaud Trustee Moore for taking on the
4 responsibility of something new and having to
5 figure it out as you go, but that's not her fault,
6 it's just something that we -- in the years that
7 the Board has existed, a policy has never borne
8 itself out of what has been in place.

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

21 If you think the collective thought is what's
22 good for FAMU is good for FAMU, and what's bad for
23 FAMU is bad for FAMU, very slanted article, some
24 contradictions in what was said publicly by our
25 Chief Executive. On one hand she says: I haven't

1 brought in anybody close to me for my leadership
2 team. And then she says, wait a minute, I was a
3 graduate student with this guy 40 years ago, and
4 I've worked with his wife closely on the Board of
5 Trustees at Cornell, so it just -- it doesn't
6 reflect well publicly.

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

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

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

23 That was an irresponsible comment in my
24 opinion by the President of the institution. Then
25 she -- I mean and this wasn't an accident -- then

1 she says you have exceptions who define themselves
2 by being exceptions. Was that also referred to a
3 member of the Board?

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

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

22 I asked yesterday for a copy of his contract.
23 Somehow that has not been -- or for some reason
24 that has not been provided, so I don't perceive
25 that to be very responsive. I asked for two

1 contracts yesterday: One for
2 Doctor John Michael Lee. We got that back in a
3 timely fashion.

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

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

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

25 How many members of the Board got a call

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

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

19 Is it personal, or are we dealing with the
20 facts here? Because if you start from the
21 perspective -- or the position that anyone coming
22 to this institution needs to have a demonstrated
23 track record of success, who would have had a
24 better track record of success with recruiting than
25 Doctor Humphries.

1 So to make these comments -- I mean you may be
2 thinking them, but you don't -- you wouldn't say
3 them publicly; it's irresponsible. She says, I
4 thought about it, went back to my same answer:
5 These are my new students. This is their type of
6 world. We need high-impact recruiting. I'm not
7 sure Doctor Humphries is able to do that kind of
8 high-impact recruiting that you do when you're
9 talking to students who get their information off
10 Twitter, YouTube, and the Internet.

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

20 The next one I draw your attention to is
21 August 28, again, in the newspaper, there's a
22 public spat between the President of Florida A & M
23 and the President of Tennessee State University,
24 two female presidents doing their jobs, doing what
25 they need to do. According to the article, your

1 interpretation, you can look at it, read it, and
2 figure out what happened, but this type of back and
3 forth does not reflect well upon us. I received a
4 number of calls, complaints, concerns about how
5 we're being portrayed in the media.

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

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

24 The best example I can share with you, and I
25 did my best as the new Chair of the Board to comply

1 and to work with her but she had -- she was offered
2 a trip to China. I'm thinking they're paying for
3 you to come, it's going to be something big. Well,
4 we ended up having to pay for her to go on a trip
5 to China. She asked me to move the Board meeting
6 or to send the Provost. I didn't think it would be
7 appropriate to have the Provost to come present. I
8 don't know of any President that had missed
9 meetings before, but I accommodated the request;
10 but we won't be doing that any more as long as I'm
11 Chair. We're going to have -- when we have a Board
12 meeting and you get a -- when we have a Board
13 meeting and you get a request to do something
14 during your Board meeting, you tell the person you
15 can't make it, you have a Board meeting. That's my
16 opinion. If somebody differs, this is the time to
17 speak up.

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

25 If you go back to the transcript, which is

1 about 60 some odd pages, her excuse then was, well,
2 I was out of town for a couple of days. But her
3 contract, we spent 30 minutes arguing about whether
4 or not she was going to have a PDA and whether she
5 had to answer it or not.

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

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

23 I said, okay, please provide us the Provost's
24 phone number and just to make sure that we're in
25 touch, maybe a courtesy call from the Provost to

1 the Chairman saying, hey, things are fine, but --
2 and correct me if I'm wrong, it's my understanding
3 that the Provost was away from campus at the same
4 time Doctor Mangum told us she wouldn't be
5 available for communication.

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

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

1 be responsible behavior.

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

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

25 I agree. I believe the former AD was

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

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

19 And that's just not how you conduct business.
20 You have a conversation. The Board doesn't do the
21 personnel decisions, but just as a matter of
22 protocol and respect to the Board, you say, hey,
23 Board, this is where I'm leaning, this is where I'm
24 going. Here are the person's qualifications. At
25 least have a courtesy call, and it's not like it

1 didn't happen because I got a call before the CFO
2 was selected. So Provost, no; CFO, yes. I don't
3 understand why, but I'll move on to the next item.

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

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

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

1 what Trustees should or should not do, and he's
2 incorrect.

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

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

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

23 So let's back up. A smart person would say,
24 let's never put ourselves in the position where we
25 have to face the death penalty. So getting letters

1 accusing of us of SACS' violations, not very smart.

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

6 So you have a reporter who writes slanted
7 articles about the Board, you hire him. And then
8 you have a guy who writes these -- a lecture to the
9 Board that's incorrect, grammatically incorrect,
10 functionally incorrect, form and substantively
11 incorrect; and then you hire this person, pay them
12 \$130,000, and create a position for them. What
13 message are you sending to your Board when you
14 conduct yourself this way? But that's a question
15 for the Committee.

16 November 11th, speaking of SACS, there's an
17 email from Doctor Elmira Mangum to the Board of
18 Trustees, and I'll read it to you. And it's got
19 spelling errors too. Y'all know it's not a secret,
20 I've had -- I've got over 40 more, I have over 40
21 more examples of when Doctor Mangum sends us stuff
22 with bad punctuation, grammar, subject -- improper
23 subject verb agreement; it's embarrassing. I've
24 said it publicly, I've said it privately. Hey,
25 it's right here in front of you.

1 It says: All, I contacted the President of
2 SACS. Whoa, slow down. Why are we poking the bear
3 after we just went -- after we went through a
4 period of Doctor Robinson very ably leading us off
5 of the probationary status, why would we then go
6 back and put ourselves in a situation under any
7 circumstances unnecessarily?

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

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

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

25 So she says SACS says it's inappropriate but

1 it's okay. That's not how SACS operates. Either
2 it's okay or it's not. It's very clear to those
3 who have been involved in this type of thing. Talk
4 to Doctor Edington, he'll tell you, this is how it
5 is, it's either this way or it's not.

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

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

18 May 25th, 2015 -- and if you'll notice, this
19 was is over the evaluation period, but this is
20 continued, this is not isolated incidents or things
21 that just happened last year. I think you've all
22 seen by now the letter from the Chairman of the --
23 the President and CEO of the Tallahassee Urban
24 League. The Chairperson of the Board, the
25 President, and the CEO of the Board came to FAMU

1 and, by their words, were treated very
2 disrespectfully by Doctor Mangum and her team.

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

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

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

22 I mean, again, these things may sound small;
23 but if you don't respect the history and know and
24 understand who we are, how can you lead us to where
25 we need to be?

1 June 2nd, email from Vice Chair Kelvin Lawson
2 to Attorney Linda Barge-Miles. I won't speak for
3 Trustee Lawson. You can read his question here.
4 He can address it if he so desires. But he had a
5 question that I think was very valid because the
6 same person that you brought in here at \$130,000,
7 who lectured and criticized the Board and brought
8 up SACS' issue and served as a cheerleader for
9 Doctor Mangum, this guy now on the University
10 dollar, on the taxpayer dollar, is using University
11 resources to solicit support for Doctor Mangum
12 during her evaluation period. It's right here in
13 front of you. These are facts.

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

23 And you can read the rest, but it clearly says
24 the allegation is substantiated. My question then
25 becomes, as a Board -- because we're ultimately

1 responsible. If Doctor Mangum left today and then
2 we were investigated for failure to spend the money
3 properly, we would be responsible.

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

13 The next page says Doug Blackburn Contract.
14 It's blank because the information wasn't provided
15 in a timely manner by the University. The response
16 I usually get is that we didn't have enough time,
17 and I take umbrage with that. When you have an
18 executive secretary; a special assistant; 10, 15,
19 20 folks working at your whim; you have staff; you
20 have -- get the document back to us.

21 The one document on Doctor Lee, got it back in
22 no time, very well professionally handled.
23 Joyce Ingram, boom, right back to us. The other
24 one I think was sent to the Provost, and again, I
25 haven't received -- maybe if I have in my email and

1 it came during this meeting, I apologize, but I
2 haven't received that response in a timely manner.

3 I draw your attention to FAMU BOT Regulation
4 10.015, Recruitment, Selection, and Employment of
5 University Faculty, Administrative and
6 Professional, Executive Service, University Support
7 Personnel System, and Other Personal Services
8 Employees and, specifically, Section (2),
9 Announcement of Vacant Positions.

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

16 What that simply means is that at any given
17 time, for any position, for any amount of salary up
18 to \$200,000, the President can create a position
19 and simply put a person in that position without
20 ever being advertised and going through a process,
21 and I just think that maybe we -- something that I
22 think Trustee Moore alluded to today, we're not --
23 there is no attempt to affect how it gets done, but
24 at a minimum we should know about it or have some
25 sort of report.

1 Maybe this Committee gets to the point where
2 it requires approval of a waiver. We might --
3 we're not involved in specific personnel decisions,
4 but the authority to waive the announcement of a
5 position, especially in this time when we have
6 budget challenges, it just doesn't make sense.

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

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

20 I know they're at-will reports, but many of
21 you know, and this shouldn't violate the legal
22 side, we're being sued for similar language. So to
23 fail to take steps to correct puts us in that
24 definition of insanity, you know, doing something
25 the same way and expecting different results.

1 And so that's why I pointed it out. You can
2 look at the language here on the contract. As I
3 continue to point out to you, you see it says the
4 Florida A & M Board of Trustees. I've asked as the
5 chair of the Budget Committee to have some
6 consistency in how these contracts were labeled and
7 done. I'm not sure if that has progressed, but
8 you'll find it in previous minutes of meetings.

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

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

1 doesn't limit the Board Chair.

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

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

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

1 chairmen -- it will put the Chair in the position
2 where the Chairman can do what the Chairman needs
3 to do.

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

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

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

21 Is there any objection?

22 (NO RESPONSE).

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

25 So I'll be quiet. I open up the floor now for

1 discussion. First, Trustee Moore.

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

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

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

17 Doctor Mangum.

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

23 I have a -- I had a very good relationship, I
24 believe, with the past Chair, and we had
25 communications around many items, some of them

1 formal and many of them informal, with regard to
2 activities and decisions that I have been making
3 throughout my first year's tenure.

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

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

21 With regard to comments regarding the school
22 year and stakeholders and an article that was
23 prepared by Reporter Doug Blackburn, at the time I
24 did feel bullied. He asked me how I felt. My
25 feelings are legitimate. And so I legitimized it

1 by making that comment in a conversation with him
2 after that meeting.

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

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

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

1 Tennessee State University.

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

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

18 With regard to my question -- well, with
19 regard to an alumni writing a letter, I think
20 everyone has freedom of speech, and I think
21 Doctor John Lee certainly is able to communicate
22 well and understands being a representative at that
23 time of -- the Association of Public and Land Grant
24 University, as being a Vice President understanding
25 higher education, understanding the rules related

1 to SACS, COC is free to express his opinion. And I
2 think that's what he did, and I have no control
3 over that option as far as that's concerned.

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

12 With regard to misspelled words in emails and
13 grammar, many informal communications include them,
14 and I've received them from many members of the
15 Board, including the Chair where there were errors
16 in grammar as well as mistakes in spelling.
17 Sometimes auto correct makes them happen more, and
18 other times when you're communicating quickly to
19 communicate does not necessarily mean you have to
20 be perfect in your grammar or perfect in your
21 spelling. It is an annoyance to many people and
22 some people are able to move past it and get the
23 message that is trying to be conveyed. So we
24 apologize continuously for grammatical errors as
25 well as spelling errors that occur inadvertently in

1 communication. Many people put notes and tags at
2 the end of their email explaining that it often
3 occurs.

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

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

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

22 With regard to a letter that was written
23 asking for support by one of the staff members or
24 an alumna of the University to the
25 Alumni Association, if that's illegal, then a lot

1 of what happens are out of order or unethical, then
2 a lot of what we do might fall into that category.
3 We seek letters of support for our legislative
4 agenda. We visit people regarding our legislative
5 agenda. Our lobbyists, that's what they do to try
6 to influence positions and influence outcomes. So
7 I had nothing to do with that particular request,
8 but I'll say thank you anyway for trying to solicit
9 support.

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

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

25 At the end of his term, what I asked our leave

1 people to do was to look to see how much time he
2 had left in terms of vacation and subtract the days
3 that he did not work at the beginning of his
4 contract so that when we paid his leave out, he
5 would be paid the accurate amount of money.

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

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

24 TRUSTEE ALSTON: Thank you, Doctor Mangum.

25 Any additional comments from members of the

1 Board?

2 TRUSTEE SHANNON: Yes, Trustee Alston, this is
3 Trustee Shannon.

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

7 Go ahead, Trustee Shannon.

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

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

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

22 ATTORNEY BARGE-MILES: Give me a minute.

23 CHAIRMAN MONTGOMERY: Okay. Thank you.

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

1 that information.

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

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

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

22 CHAIRMAN MONTGOMERY: Yeah, I had a --

23 TRUSTEE SHANNON: Okay. The --

24 CHAIRMAN MONTGOMERY: In response to Trust--
25 I'm sorry, Mr. Chairman?

1 TRUSTEE ALSTON: Going ahead,
2 Chair Montgomery.

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

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

14 CHAIRMAN MONTGOMERY: Oh, okay. Okay.

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

25 TRUSTEE ALSTON: No, Trustee Shannon, and this

1 is Trustee Alston. You're right, I think the
2 initial setup and design was committee of the whole
3 originally. It transitioned to this Special
4 Committee on Governance.

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

11 Does that answer your question?

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

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

25 Additionally, it has a number of points there

1 that you want the Board to discuss but we haven't
2 been provided any pre-meeting or any reference
3 documents to even give us a point of reference for
4 what these best practice -- best practices are.

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

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

24 And for that reason, I don't agree with the
25 further progress of this Committee meeting, and I

1 make a motion that this Committee meeting be tabled
2 until we can get to -- we can get the appropriate
3 reference documents to responsibly lead us through
4 a discussion on governance. What are the
5 expectations of the Board? What are the
6 expectations of the President or anyone else that
7 is involved in helping us meet our duties of
8 oversight for this University.

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

15 TRUSTEE LAWSON: Question.

16 TRUSTEE ALSTON: Vice Chair Lawson.

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

18 CHAIRMAN MONTGOMERY: Your microphone is not
19 on.

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

23 Is there a second to the motion?

24 TRUSTEE MOORE: Second.

25 TRUSTEE ALSTON: The motion has been properly

1 moved and seconded to table -- Trustee Shannon,
2 just for clarity, can you repeat your motion
3 because I want to make sure that we have it.

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

9 TRUSTEE ALSTON: Thank you, Trustee Shannon.
10 You've heard the motion and a second. I'll
11 recognize now the floor is open for discussion.
12 Vice Chair Lawson followed by -- I'm sorry,
13 Chair Montgomery, you want to --

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

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

25 So, Trustee Shannon, for information purposes

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

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

17 But I will urge my colleagues to allow us to
18 continue to have what would be an adult
19 conversation, we're all professionals, lay out the
20 items on the table; don't allow a person to say,
21 well, this is a procedural matter and so we as the
22 body politic -- the governing body should not
23 proceed. Have the discussion, let the merits stand
24 for themselves, and then govern ourselves
25 accordingly.

1 As Chair, I will call a follow-up meeting of
2 the entire Board so we can deal with this directly.
3 But today we have a meeting of the Committee of
4 Governance and I -- again, I'd urge my colleagues
5 to allow the conversation to move forward.

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

9 TRUSTEE LAWSON: Thank you, Mr. Chair.

10 Well, I mean I think if we're going to follow
11 protocol, the topic -- the agenda item was provided
12 and the content was provided. So at this point, if
13 we don't have a discussion, we're violating our own
14 protocol.

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

21 I think we can have the discussion as long as
22 we focus it on those topics that are listed here
23 because I think a -- you know, this whole
24 governance issue has been one of ongoing concern.
25 And as some recall, we had a small committee on

1 governance that met a few times; we worked on a
2 couple of issues. But given transition on the
3 Board, the committee somewhat dissolved itself for
4 lack of a better term.

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

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

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

17 To respond to Trustee Shannon and, also, I
18 think a few additional comments. My role is not to
19 censor anyone on the Board; so, of course, if there
20 is conversation, I think this is absolutely the
21 place and the forum. I think that some
22 discussion -- and I think there is some, you know,
23 conversation that maybe could transition over to a
24 different committee; but, of course, we do have a
25 printed agenda that I'm still trying to get to.

1 But, of course, I am allowing Board members the
2 opportunity to speak.

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

7 Trustee Moore.

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

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

15 Trustee Woody.

16 TRUSTEE WOODY: Thank you, Mr. Chairman.

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

21 Definitely, from a Board Chair, I think it's
22 very appropriate for us to have this discussion,
23 especially for me being my first meeting; that I'm
24 going to have to do an evaluation of the President.
25 To be honest with you, I had some personal

1 observations as it relates to the President's
2 relationship with the Board. I think it affects
3 the future of this institution.

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

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

1 what the outcome is.

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

9 Thank you, Mr. Chairman.

10 TRUSTEE ALSTON: Yes, thank you,
11 Trustee Woody.

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

16 TRUSTEE MOORE: I rescind it.

17 CHAIRMAN MONTGOMERY: The motion dies.

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

20 We will now, Trustees, proceed with the agenda
21 as printed. And I will just tee this off, and I
22 think that the Chair, all of your comments along
23 with the President, just demonstrated why this
24 Committee is absolutely important. So as we talk
25 about Board operations, effective and efficient

1 communications, best practices between the Board
2 and the administration, our operating procedures,
3 how this committee will touch the budget, it's
4 very, very important.

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

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

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

23 So, Attorney McKnight, I'm not, you know,
24 pointing at you. But if there is a conflict or if
25 there is a perspective from the Board versus the

1 President, if there's a different perspective, the
2 question becomes, you know, what role does the
3 General Counsel play? And I think we've seen it,
4 I've seen it, even in the initial form of the Board
5 and how we've transitioned now over many years.

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

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

24 I know that we get various emails from
25 probably, you know, three or four set individuals:

1 The President; I think the Executive Assistant;
2 Attorney Barge-Miles; Attorney McKnight; and,
3 of course, we've seen others.

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

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

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

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

19 CHAIRMAN MONTGOMERY: Let's give it another
20 30 minutes.

21 TRUSTEE ALSTON: Another 30 minutes, okay.
22 Perfect.

23 So I'll open the floor for comments, just
24 around Board operations, and you see many of
25 these points --

1 (INAUDIBLE COMMENT BY TRUSTEE SHANNON) .

2 TRUSTEE ALSTON: Yes, is that Trustee Shannon?

3 TRUSTEE SHANNON: Yes, it is.

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

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

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

19 We received a memo from Chair Montgomery
20 regarding what his desires were for today's
21 committee meetings, as well as for the Board
22 agenda, asking that those committee meetings that
23 had action items meet; but it was silent as to what
24 we would do with the rest of the committee meetings
25 because what he asked for was a departure from what

1 we had previously done. And so when I returned
2 back from (sic) the country at least three weeks
3 ago and attempted to find out, well, what are we
4 going to do with the other committee meetings, no
5 answer was forthcoming to the point where when I
6 attempted to schedule a committee meeting, at least
7 ten days ahead of time, my email went out saying,
8 please contact my other committee members so that
9 we can have a committee meeting because, in fact,
10 Vice President Poole for the DS -- who is working
11 in the advancement office, and I have met way back
12 in April or May to discuss the agenda for this
13 meeting.

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

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

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

1 again.

2 CHAIRMAN MONTGOMERY: Without getting in --

3 Thank you, Mr. Chair.

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

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

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

21 So if you didn't sit in the meeting the day
22 prior, you have no idea, you have no clue. So then
23 the meeting starts, you're looking at the agenda,
24 and sometimes you're still reading what the -- and
25 you have no idea, you have no context, no clue what

1 you're voting on, and then it's brought to a vote.

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

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

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

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

23 TRUSTEE SHANNON: I'm back on the phone.

24 CHAIRMAN MONTGOMERY: -- to Trustee --

25 TRUSTEE ALSTON: Thank you, Trustee -- I'm

1 sorry.

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

4 Go ahead, Chair Montgomery. Sorry.

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

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

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

25 We went from not getting -- or at least I

1 didn't get calls, I didn't get information. We had
2 stuff that we discussed today that could have been
3 discussed.

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

6 TRUSTEE ALSTON: Yes.

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

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

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

21 I asked Doctor Mangum at Quincy Farm; I asked
22 Doctor Mangum when we went to Washington, D.C., and
23 spent two days together; I asked her again late
24 last year; I had the conversation with her in my
25 initial conversation that I had to set up when I

1 became Chair; she didn't reach out to me. She
2 showed up late for the meeting, left early, didn't
3 say congratulations, didn't acknowledge.

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

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

21 To Trustee Shannon's concern about the meeting
22 of the committee chairs, I apologize for it not
23 being the most efficient way of garnering the
24 information, but I thought it was necessary. My
25 proposed -- it's somewhere later in the agenda --

1 my proposed solution going forward, a way to
2 address it, I took this from another State
3 University Institution, is to have one committee
4 day, whether the Board is here in person or on the
5 phone, in which we would ask our
6 Corporate Secretary to participate in all of the
7 meetings, also with appropriate staff, maybe 10 to
8 14 days out at the pleasure of the committee so
9 that, once again, the Board will have the best
10 information prior to going into the Board meeting.

11 Thank you, Mr. Chair.

12 TRUSTEE ALSTON: Thank you, Mr. Chair.

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

18 As we move to the role of corporate --

19 TRUSTEE SHANNON: Trustee Alston.

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

22 TRUSTEE SHANNON: Just so that I can -- yes,
23 just so that I can clarify, my comments were just
24 to say that it's very important that when there are
25 changes in procedure that we be given notice. You

1 know, asking for notice, asking for records,
2 documents, and information is nothing new; and I
3 know in cases of emergency that that can't always
4 be accommodated. But I do say with respect to
5 substantive matters coming from the Board or
6 substantive changes to procedures, that we
7 merely have notice, and that that somehow be
8 reflected in the new -- I guess the new guidelines
9 that we'll put down by way of governance.

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

12 Vice Chair Lawson.

13 TRUSTEE LAWSON: Yes. Thank you, Mr. Chair.

14 I mean as you look at this on effective and
15 efficient communications, and I'm going to try and
16 frame this up in the spirit -- I'm sorry.

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

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

22 TRUSTEE ALSTON: Yeah, just on that, because I
23 think I have comments on that, and I know the
24 President also -- I'm going to engage the President
25 to also chime in because I know as the Chair

1 referenced, we did have this conversation during a
2 previous workshop. So this is probably the time
3 for us to go ahead and firm up: What is that
4 process; what is the appropriate protocol engaging
5 the President and/or a designee or designee. So
6 we'll get to that point in just a second.

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

17 Any issues or comments on that item?

18 (NO RESPONSE).

19 TRUSTEE ALSTON: Hearing none --

20 CHAIRMAN MONTGOMERY: Well, that, Mr. Chair.

21 TRUSTEE ALSTON: Go ahead, Mr. Chair.

22 CHAIRMAN MONTGOMERY: That hasn't been the
23 case.

24 TRUSTEE ALSTON: Understood, so -- go ahead.

25 CHAIRMAN MONTGOMERY: That's it.

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

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

15 PRESIDENT MANGUM: Of course. Thank you, sir.

16 With regard to scheduling meetings and
17 particularly the process that currently exists
18 prior to the last couple of months, one of the ways
19 that we try to -- at least I started to have
20 meetings with members of the -- each Board member
21 prior to a meeting. We scheduled and the senior
22 leadership team was there at all meetings. We
23 scheduled individual meetings with individual
24 members of the Board to clarify any questions that
25 they had regarding any agenda item.

1 That was practice. Every vice president
2 attended, and we set up appointments with each
3 individual member of the Board of Trustees to
4 clarify any questions that they might have had
5 about any agenda items, whether we were voting on
6 them or not. And it was up to the Board of Trustee
7 member to participate in that meeting to get
8 clarification on any agenda items. Of course, we
9 did realize that there was some disconnect in the
10 meetings that were taking place.

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

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

24 And because of my schedule, some of them
25 conflicted with my schedule, but meetings were

1 not -- my schedule was not important enough to be
2 consulted in scheduling meetings. So that was part
3 of the process.

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

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

15 TRUSTEE ALSTON: So as one takeaway -- and,
16 of course, I don't want to address the BOT liaison
17 and reporting structure because I have several
18 comments and questions on that separately. But as
19 a takeaway for this item on meetings and roles and
20 responsibilities, there is -- the takeaway, and
21 just please correct me, Madam President, when there
22 are meetings scheduled, because I don't know if it
23 was done for this meeting, but for every meeting
24 going forward, there will be one-on-one
25 conversations between every vice president, I'm

1 assuming you, with the various Board members prior
2 to the meeting if there is something -- so,
3 for example, let me say that differently.

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

10 PRESIDENT MANGUM: May I?

11 TRUSTEE ALSTON: Sure, yes.

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

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

25 TRUSTEE ALSTON: Any questions or comments on

1 that, Trustees, before we move on?

2 TRUSTEE WOODY: Mr. Chairman.

3 TRUSTEE ALSTON: Trustee Woody, followed by
4 Trustee Grable.

5 TRUSTEE GRABLE: Okay.

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

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

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

1 clearly about governance.

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

10 TRUSTEE ALSTON: Thank you, Trustee Woody.

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

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

20 We also get emails from the General Counsel,
21 the Board liaison. But I think that back to
22 Trustee Woody's comments, I think that if there are
23 critical, sensitive issues -- and the reason why we
24 put a performance funding item on the agenda,
25 because, technically, there was no formal notice to

1 the Board outside of, you know, reading, you know,
2 the newspaper.

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

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

10 TRUSTEE ALSTON: Absolutely.

11 TRUSTEE WOODY: -- is that personal touch.

12 TRUSTEE ALSTON: Yeah.

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

18 TRUSTEE ALSTON: Thank you.

19 Any objection to the one-on-one conversation
20 with Board members, definitely on the critical,
21 urgent items? And maybe as another
22 recommendation -- and, again, just a scheduling
23 piece and, again, I'm going to look to the Chair as
24 well, maybe a practice -- of course, your
25 communication with the Chair may be separate, but

1 at least for members of the Board, at least there
2 is a once a month kind of check-in.

3 There are always hot button issues, you know,
4 across the University, you know, that touches
5 Academics, Student Affairs, compliance, audit. So
6 a once a month, you know, kind of monthly call,
7 check in with every Board member, you know, 5,
8 10 minutes, maybe 30 minutes. But I think that
9 will check off something that Trustee Woody just
10 mentioned.

11 Is that fair, Trustee Woody, Madam President?

12 TRUSTEE WOODY: Yes, uh-huh.

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

15 TRUSTEE GRABLE: Thank you, Chairman.

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

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

1 to Provost David.

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

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

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

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

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

1 short time on the Board.

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

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

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

1 available.

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

8 Thank you.

9 TRUSTEE ALSTON: Thank you, Trustee Grable.

10 Vice Chair Lawson, and I think we have about
11 10 more minutes, Mr. Chair; so if we don't complete
12 the agenda, we may recess or we may table later.
13 But Trust -- Vice Chair Lawson, sorry.

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

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

22 I know that there are a lot of priorities, but
23 what I would ask is that anything that pertains to
24 the Board for a committee meeting becomes a
25 priority. I specifically reference the Finance and

1 Budget Committee meeting where I took off time and
2 drove two and a half hours to come to the meeting
3 because I was advised by a person I respected,
4 said, you're a new Committee Chair, you might want
5 to be present. So consequently, I feel that the
6 President should have been present as well.

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

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

22 And I think that my experience has been
23 different than Trustee Grable with the staff. I've
24 had excellent support and relationship with most of
25 the staff. But I just think that putting Board

1 priorities as the President's priority is an
2 opportunity, and what I want to try and get to, and
3 I can't do it now, we'll have to do it at the end,
4 is I want to come back and culminate this and see
5 how we memorialize these recommendations into
6 practice and process such that, once we complete
7 this discussion, there hopefully won't be a need to
8 revisit it.

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

17 And I think that, you know, without speaking
18 for all on the Board, you know, you don't have to
19 be a mind reader to sense that there's an overall
20 concern about connectivity, communication, and
21 respect, right? I mean it's very obvious from the
22 conversation started by the Board Chair, the
23 comments from Trustee Moore, comments by
24 Trustee Woody, comments from Trustee Grable; and at
25 the end of the day, these are things that need to.

1
2 Be addressed. And my hope is that we address
3 them today.

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

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

20 TRUSTEE ALSTON: Absolutely. Sure. Yes.

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

23 TRUSTEE ALSTON: Yes, absolutely. Go ahead.

24 TRUSTEE LAWSON: All right. So here is where
25 I am around best practices. You know, I thought

1 about this a lot and, you know, I put some notes
2 together, you know, last night around where are we
3 from an effective and efficient communications
4 process.

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

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

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

25 I think that we have an opportunity to

1 demonstrate more respect, more respect from the
2 President to us, more respect from us to the
3 President, more respect from the staff to us, and
4 vice versa.

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

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

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

25 And I won't get into them now, but there are a

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

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

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

20 I think in most recent leadership we tried to
21 create a forum whereby people have access to
22 information and have a better understanding of what
23 they're voting on, and I would ask that we continue
24 to do that. I feel like our current Chair is
25 continuing to drive the process there.

1 But, again, you know, Mr. Chair, to try to
2 fast forward this discussion, I'm hopeful that,
3 you know, coming out of this, we can truly create
4 better processes around those three things; that we
5 can share such that the President, her senior
6 leadership, as well as the Board, and the Board's
7 senior leadership are very mindful and understand
8 all of those; but, you know -- and I know this is
9 clearly not an evaluation and nor should it be, but
10 we're talking about governance. But if you wanted
11 an opinion on where we are in some of these areas,
12 I don't think we're getting a passing grade right
13 now, and I think that needs to improve quickly.

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

16 Doctor McWilliams.

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

23 First of all, I think that there seems to be a
24 notion that the relationship between the President
25 or the administration and the Board is adversarial

1 in some respect, and I've never taken it that way.
2 I think it's oversight. The Board is to make sure
3 you've dotted your I's, crossed your T's before we
4 put it out there to the media, put it out there to
5 the public. And that's what we're there for,
6 oversight, not to -- it's not an adversarial kind
7 of relationship.

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

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

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

1 lot down there.

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

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

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

23 Are you representing the President, or are you
24 representing Florida A & M University? I know the
25 President hired you, but the President is not

1 paying you out of her pocket. You're representing
2 this University, and so when you come before the
3 Board of Trustees, I want to hear what you really
4 think, not what you think the President wants you
5 to say, not what you think the Board wants to hear.

6 I want to hear it from you; you're on the
7 leadership team. You were selected by this
8 President or by a president because you had certain
9 talents, certain skills, certain experiences that
10 would benefit this University. I want to hear
11 about that; I don't want to hear about what you
12 think and then you stop me in the hall when I'm
13 going to my car and say, Trustee, I really didn't
14 feel that way but, you know how the President feels
15 about this and, you know, they might move me to
16 another building or they might even fire me if I
17 don't say the right thing. I don't want to hear
18 that.

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

24 TRUSTEE ALSTON: I think that was well said
25 for our longest serving Trustee on the Board. I

1 think we have now gotten to the point we're going
2 to take a recess if it's okay with everyone. We'll
3 take a recess for lunch, and I'll defer to the
4 Chair.

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

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

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

24 Trustee Woody made a valid point, regardless
25 of how you feel about someone in that position,

1 there has to be a level of respect in that
2 position. I just don't believe as a Board that we
3 have impressed upon Doctor Mangum that while she is
4 a partner, she is also an employee.

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

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

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

22 But I'm also prepared, as I did on New Year's
23 Day when I called the President and asked her for
24 the opportunity to reset and move forward, I'm also
25 prepared today to reset, put a smile on -- you

1 smile at someone, they'll smile back at you,
2 hopefully they will -- and move forward in the best
3 interest of Florida A & M. Put aside the personal
4 and let's deal with what's best for the
5 institution.

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

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

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

23 So I appreciate everyone indulging this.
24 We're going to set the time for -- it is now 1:38.
25 I'd ask that we reconvene, Mr. Chairman, at

1 2:45 p.m. And I believe that from an announcement
2 perspective -- where is lunch?

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

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

8 TRUSTEE ALSTON: We're in recess.

9 (LUNCH RECESS).

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

13 (MEMBERS COMPLIED).

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

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

24 We'll capture many of these items probably
25 tomorrow during the report, if that's okay,

1 Mr. Chair, just to kind of recapture a lot of the
2 takeaways, along with further action items for the
3 Board.

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

8 TRUSTEE LAWSON: I had just a question.

9 TRUSTEE ALSTON: Certainly, Vice Chair Lawson.

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

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

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

16 TRUSTEE ALSTON: Yes.

17 TRUSTEE LAWSON: How are we going to capture
18 these processes and improvements in the area of
19 effective and efficient communications such that it
20 is -- you know, it's understood? I hate to use the
21 word "document," but it's understood in a way that
22 everyone knows their role, and even as subsequent
23 members come on to the Board or into the
24 administration, everybody knows what their role
25 should be as it relates to this effective and

1 efficient communication in the area of governance
2 and, you know, where their responsibilities lie or,
3 in some cases, don't lie.

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

17 CHAIRMAN MONTGOMERY: Mr. Chair.

18 TRUSTEE ALSTON: Yes.

19 CHAIRMAN MONTGOMERY: I'm sorry,
20 Trustee Moore.

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

23 TRUSTEE MOORE: Just a comment related to the
24 process in making sure that whatever we come up
25 with lives beyond just this conversation. I would

1 offer that it should be a part of the on-boarding
2 experience for new Board members through your
3 orientation process; and that we would also, as a
4 time standard, revisit this, by way of looking at
5 it, roles and responsibilities laid out, at least
6 annually, at a minimum, to make sure that as you
7 talk about, Trustee Lawson, about assessing our own
8 performance, that that be included: How closely
9 have we adhered to that?

10 TRUSTEE ALSTON: Great recommendation.

11 Go ahead, Chair Montgomery.

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

18 I do believe in the past we have had a meeting
19 where we simply had the court reporter read back to
20 us what we just talked about, not that it would
21 need to be in the form of a motion, but a brief
22 recap of what we've just heard I think would be
23 appropriate so that the sense of the Committee can
24 be communicated today. And then as the Committee
25 proceeds in the conduct of its work, it can take

1 into account not only the official record but that
2 there was a sense of the Committee in terms of this
3 is how we intend to proceed.

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

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

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

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

25 Also, I know we started this conversation a

1 few years back with our Board Liaison. So
2 currently, with the documentation that was provided
3 to us, it shows that the Board Liaison currently is
4 housed with the Vice President of Legal Affairs and
5 the General Counsel.

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

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

24 So I'm just giving you my comments. I don't
25 know where everyone else stands just on that

1 position. So if I could just open up the floor on
2 those two items, just to at least start the
3 conversation, one around a General Counsel versus a
4 contracted attorney when there is conflict that
5 could arise between a Board and a President; and
6 then also, organizationally, as it relates to the
7 Board Liaison; which will probably lead to a third
8 conversation, which I think we started, around when
9 there is communication to a point person for the
10 President -- I'm going to pull in Doctor Mangum
11 when we get there -- if it's not Doctor Mangum,
12 then who? And is that person charged with being
13 responsive and delivering to the needs of the
14 Board?

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

18 TRUSTEE LAWSON: Yes.

19 TRUSTEE ALSTON: Vice Chair Lawson.

20 TRUSTEE LAWSON: Yeah, I think on just the
21 organizational chart, I'm not sure if everybody has
22 it, but the Board Liaison has historically been a
23 direct report of the President for a number of
24 different reasons; and I know we made a move to
25 move that individual into the Office of

1 General Counsel. So let's focus on the position,
2 definitely not the individual, but the position
3 into the Office of General Counsel.

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

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

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

23 And while I have the floor, I'll comment on
24 General Counsel. I think General Counsel and
25 staff -- and the legal staff have tried really hard

1 to serve us well, and I think they've been very
2 effective, but I think at times we may have put
3 them in a conflicting position of rendering an
4 opinion that may not be a popular opinion to their
5 superior, even though it's an opinion or a position
6 that the Board wanted to take.

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

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

24 TRUSTEE WOODY: Thank you, Mr. Chairman.

25 I'm sure I'm going to be outvoted on this, but

1 based on what I -- comments I made this morning, I
2 think it would be valuable for the person that
3 communicates with the Trustees would be the
4 President. I know -- and I'm putting on my
5 community college hat again -- that that's the role
6 that my President, that's the role that he plays.

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

12 TRUSTEE ALSTON: Duly noted, point well taken.

13 Any additional comments on this item?

14 Trustee Moore.

15 TRUSTEE MOORE: I'd offer --

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

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

21 Trustee Moore.

22 TRUSTEE MOORE: Thank you.

23 A couple of comments related to attorney
24 versus having outside counsel. I think in certain
25 situations it behooves us to have a separation, and

1 it would be beneficial; but I would also be
2 interested at the same time in hearing what
3 precedents have been set, are there other members
4 of the SUS that have that as their model, has it
5 been effective, has it not been effective, what
6 were the reasons that moved them in that direction.

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

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

21 TRUSTEE ALSTON: Another great point.

22 TRUSTEE McWILLIAMS: Mr. Chair.

23 TRUSTEE ALSTON: Yes, go ahead,
24 Trustee McWilliams.

25 TRUSTEE McWILLIAMS: Well, I'm back to the

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

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

22 TRUSTEE ALSTON: Great, thank you.

23 Trustee McWilliams.

24 TRUSTEE SHANNON: Trustee Alston.

25 TRUSTEE ALSTON: Yes, go ahead,

1 Trustee Shannon. And if there are no other
2 comments from Board members following
3 Trustee Shannon, Mr. Chair, are you raising the
4 mike?

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

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

24 Any additional questions from -- I'm sorry,
25 Trustee Shannon, were you done?

1 TRUSTEE SHANNON: Yes, I was done.

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

4 Mr. Chair.

5 CHAIRMAN MONTGOMERY: Did you have a comment?

6 TRUSTEE GRABLE: No. No, thank you.

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

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

23 And so it was never in an attempt to usurp the
24 counsel here on campus, but there was a level of
25 expertise that required additional counsel, and I

1 was comfortable with that. So to the extent that
2 we could, as a Board, have a firm, and we can be --
3 you know, however Doctor Mangum and the team
4 figures out the procurement piece of that, but
5 where we can have a retained counsel where Board
6 members -- and as Chair, I would place no
7 limitation on these conversations because you are
8 Board members with the same ability to interact
9 without permission of the Chair, but to contact the
10 individual counsel directly, have the questions.

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

15 But I think that would be a potential
16 solution, to have a retained counsel. I'd also say
17 while -- and I don't want to embarrass him, but I
18 talked to VP McKnight a lot, and I appreciate the
19 counsel I received from him, but I also have the --
20 I operate from a position that he does have a
21 superior that he reports to. I've never questioned
22 whether he was giving me advise based upon what he
23 thought his superior wanted to hear, but I do think
24 in fairness to him in his capacity, we should have
25 an outside source that the Board can contact for --

1 Now one thing we also have to consider as a
2 Board is when we get counsel, that can conflict
3 with what the University counsel says, and then how
4 we would proceed in that manner.

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

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

16 I would note a couple of things. The things
17 that are closer to you are the things that are
18 important to you. So if you take the Board Liaison
19 and move them to another physical location, and
20 we're all professionals here, then you move them
21 back and then you move them again to another
22 location or then you move them downstairs, then you
23 move them to another building and then you move
24 them into an office or plan to move them into an
25 office within a School, I don't know of that being

1 a best practice of the person charged to dealing
2 with the governing body being housed in the
3 School of Business in an office somewhere, I
4 just -- I don't get that.

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

18 So I'd rather talk to Doctor Mangum, and that
19 way anything that's communicated to her, she's the
20 only one that we can hold responsible. And to the
21 extent today that we can work through how we can
22 increase that or put that to a level where we can
23 talk to her -- I've called presidents at other
24 system institutions, they answer their phone, I
25 talk to them, the action takes place, they get back

1 to me, or another person gets back to me. Members
2 of the Board of Governors are this way.

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

9 TRUSTEE ALSTON: Okay. Thank you, Mr. Chair.
10 Thank you, Board members.

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

17 PRESIDENT MANGUM: Okay. Thank you.

18 I will begin with the attorney. I guess there
19 were implications that the legal counsel is not
20 being responsive or is being influenced by --
21 unduly, if you will, by the President or the
22 Board Chair. I don't think that's the case with
23 our legal counsel, period. I think our legal
24 counsel, I think they're professional, all of them,
25 and that they respond to the letter of the law in

1 all of their responses to the Board, as well as to
2 me when I ask questions; and I think that's just
3 unequivocal.

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

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

17 So if contract attorneys are needed by the
18 Board, that's a decision that the Board makes; but
19 I think I stand with the legal counsel in terms of
20 the information that they provide to us with regard
21 to the stated processes and procedures and
22 regulations that are on the books for Florida A & M
23 University. So I'm sure there is no conflicting
24 position that I have ever seen them come up with.
25 It might be positions that we don't like, many of

1 which I don't, but it has never swayed them in
2 giving me the correct information.

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

13 And so the physical location of a person has
14 less to do with our ability to be able to provide
15 the services that we need, but I am making changes
16 in the organizational structure. And there are
17 best practices where Board Liaisons do report
18 through legal counsel offices because what we face
19 here are policies, procedures, and regulations in
20 an attempt to organize and be more efficient in
21 understanding what the policies are related to, or
22 regulations, and other advisory information that
23 comes from the meetings with the Board of Trustees,
24 as well as with the laws of the State of Florida
25 and the country. Having them under one roof, under

1 a leadership of the General Counsel, has been my
2 experience in many places, and they have worked
3 well.

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

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

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

21 TRUSTEE ALSTON: Thank you, Doctor Mangum.

22 Any questions?

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

25 TRUSTEE ALSTON: Go ahead, Mr. Chair.

1 CHAIRMAN MONTGOMERY: Doctor Mangum, two
2 questions: How many times have you -- or do you
3 believe it's important that the President needs to
4 engage or directly interact with the Board Liaison?
5 It's just a yes or no.

6 PRESIDENT MANGUM: It's absolutely important,
7 yes.

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

11 PRESIDENT MANGUM: I haven't counted them.

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

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

18 CHAIRMAN MONTGOMERY: Would one be accurate?

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

21 CHAIRMAN MONTGOMERY: But more than one, less
22 than five. What I'm saying is the Board needs to
23 have that -- I've had another Board member say, I'm
24 a better informed Board member because I know more
25 now.

1 So we're talking about the importance of the
2 Board Liaison, but the President doesn't talk to
3 the Board Liaison. Now you may say the
4 Board Liaison doesn't talk to the President, but
5 the President is the superior; the Board Liaison is
6 the subordinate.

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

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

1 on the 14th of May, so she knew about it, she
2 didn't tell me about it.

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

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

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

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

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

23 ATTORNEY McKNIGHT: I think it's
24 Doctor Hudson.

25 CHAIRMAN MONTGOMERY: Okay. This is not a jab

1 at anybody, but we're members of the Board; you
2 should know that. I'm just saying, it's just for
3 common sense, you should know that.

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

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

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

25 TRUSTEE ALSTON: Thank you, Mr. Chair.

1 Doctor Mangum, would you please respond?

2 PRESIDENT MANGUM: Thank you, sir.

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

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

17 CHAIRMAN MONTGOMERY: Mr. Chair.

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

20 CHAIRMAN MONTGOMERY: Oh, excuse me.

21 Mr. Chair.

22 TRUSTEE ALSTON: Mr. Chair.

23 CHAIRMAN MONTGOMERY: Okay. So Doctor Mangum
24 started April 1st of last year. I've been Chairman
25 since April 10th of this year. That means a year

1 and ten days, according to her, she wanted to do
2 something and it wasn't done under the previous
3 leadership. I've been here less than two months.
4 For a week of that time, she was in China; she has
5 been to Brazil; she's been all over the world, but
6 she brought it up to me one time.

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

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

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

1 Trustees to move the meeting.

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

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

16 It's just not true. You had every opportunity
17 to do this. Trustee Woody was appointed to the
18 Board. You called him -- what, talked to him for
19 three minutes? Why not invite him, hey, Trustee,
20 I'd like for you to come to campus; or do like
21 other Presidents, get on a plane or get in the car
22 with the chauffeured limousine navigator and drive
23 to Alachua County and on-board the Trustee in his
24 home of record. Other Presidents fly to their
25 Board member's home of residence to have a

1 conversation with them because they're excited about
2 having a new Board member. Our Board members, when
3 they come on under your tenure, the ones that have
4 come on, to my understanding, have basically been
5 ignored.

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

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

17 But reach out to your new -- I think the
18 Committee should also -- we shouldn't have to tell
19 a President to do this, but when a new Board member
20 comes on, how about calling them; talking to them;
21 offering them an orientation; going to see them or
22 getting them to campus; setting a process in place
23 so they can be on-boarded without making it seem as
24 if the onus is on the leadership. I can't do that
25 for you.

1 But it's just not right, Mr. Chairman. I --
2 to the extent that this is included in the record,
3 I am saying for the record that she -- that that
4 was not a true statement.

5 TRUSTEE ALSTON: Thank you, Mr. Chair.

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

11 Any additional comments so we can move the
12 agenda?

13 TRUSTEE LAWSON: Where --

14 TRUSTEE ALSTON: Yes, Vice Chair Lawson.

15 TRUSTEE LAWSON: Where did we land on legal
16 counsel? Because I think that there was a slightly
17 different, you know, point of view. I think there
18 was a point of view that probably a retained
19 opportunity might work for us versus, you know,
20 someone there a hundred percent of the time. I
21 think that -- you know, and I'll make the statement
22 again. I think that the current staff has served
23 us well, but I do feel at times we've put them in
24 difficult positions. And, you know, we all have
25 bosses to answer to, and all of us have a degree of

1 political savvy and we're not going to go,
2 you know, arbitrarily against those individuals.
3 So I just feel at times we would benefit from
4 retained outside counsel, so I'd like to keep that
5 issue open --

6 TRUSTEE ALSTON: Okay.

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

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

16 TRUSTEE WOODY: Mr. Chairman.

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

19 TRUSTEE WOODY: You know, I don't understand
20 the problem, and this is -- this is for the
21 President, Madam President, with all due respect.
22 I think a lot of this -- the issue that we're
23 talking about, at least this part that I'm going to
24 be referring to is open communication and
25 communication with the Board. A lot of that would

1 be solved if you had conversation with the Board
2 members. I don't see the difficulty in it.

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

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

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

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

21 TRUSTEE WOODY: Yes, you did.

22 PRESIDENT MANGUM: I've called you since to
23 ask you -- to schedule a time with me to do a full
24 orientation of the University, to come to you or to
25 invite you to Tallahassee; did I not?

1 TRUSTEE WOODY: Yes, you did, you sure did,
2 but let me expound on that now.

3 PRESIDENT MANGUM: Yes.

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

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

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

10 PRESIDENT MANGUM: Yeah.

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

13 TRUSTEE WOODY: But it took you a while --

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

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

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

1 referring to in reference --

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

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

11 TRUSTEE ALSTON: Thank you so much,
12 Trustee Woody.

13 If there are no additional comments --

14 CHAIRMAN MONTGOMERY: I have a motion. I'd
15 move that we direct counsel to bring us our options
16 with regard to -- well, maybe it doesn't need to be
17 in the form of a motion, but I think that we ask
18 Doctor Mangum to provide us our options as a Board
19 with regard to obtaining outside counsel, and
20 provide that to us within a week or so, and then
21 we'll add it for consideration at our next meeting
22 of the Special Committee on Governance or a Board
23 meeting. So it doesn't have to be accomplished
24 with a motion, but if she would agree to it, then
25 we can just move on.

1 TRUSTEE ALSTON: Any objection,
2 Madam President?

3 (PRESIDENT MANGUM SHOOK HEAD NEGATIVELY).

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

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

15 TRUSTEE LAWSON: Just another comment,
16 Mr. Chair.

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

19 TRUSTEE LAWSON: You know, if -- I know we're
20 getting -- about to end this session, and then
21 we're getting into budget. But we've had an
22 ongoing discussion around communication with
23 respect to collaboration, you know, et cetera. And
24 we've had an ongoing discussion around
25 recommendations, and most of the recommendations,

1 if you listen to them, have been met with no.

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

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

15 So I guess I'd like to hear from the President
16 before we close this session out around how do we
17 move forward from here? How do we, you know, for
18 lack of a better term, how do we hit the reset
19 button? Because, you know, we've made a number of
20 recommendations throughout the afternoon; and,
21 unfortunately, most of the recommendations,
22 you know, either overtly or covertly were met with
23 no, whether it be legal counsel; whether it be,
24 you know, a number of other issues that we've
25 addressed.

1 And I think that, you know, we want to have
2 give and take, we want to have collaboration, and
3 clearly we want to have mutual respect; but at the
4 same time, I'd just like to understand from my own
5 personal comfort, you know, what would be the --
6 not the plan, but how do we move forward from
7 here in those three areas? And I think that was
8 one of the outcomes of this whole governance
9 discussion, was really to draw clearer lines and
10 use this as a forum to open the door to better
11 communication.

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

23 So before we move on to the budget matters as
24 it relates to this Board, along with performance
25 funding, I'm going to ask Doctor Mangum just to

1 talk about hitting the reset button on
2 communication, collaboration, and mutual respect
3 between the CEO and the Board.

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

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

20 So if I'm in a room and you need to speak or
21 you need me to say hello, it's okay to say hello to
22 me first so that I can see you, because I may have
23 something on my mind or I may be talking to another
24 person or approaching another person. So
25 communication is two-way, and I just would ask that

1 we get the same respect as you give other people
2 when it comes to communication.

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

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

19 And in trying to recruit staff to the
20 University and recruit the best professionals to
21 the University, engaging the University faculty and
22 staff in making those decisions, and going through
23 the processes as established according to the
24 operating procedures, which we are constantly
25 reminded of by our legal counsel to make sure -- as

1 well as our human resources department, to make
2 sure that we are following established processes
3 and Florida regulations and statutes, we've done a,
4 I think, a great job in doing that.

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

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

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

25 And I will continue to try to enhance and

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

9 TRUSTEE ALSTON: Thank you, Doctor Mangum.
10 Any additional questions?

11 Trustee Grable.

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

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

1 today.

2 I as a faculty member, Board member, mother,
3 daughter, I hear it -- I hear requests for my time
4 and duties, and sometimes I find -- I actually got
5 this advice from one of your leadership members the
6 other day in discussing a personal issue, but:
7 Listen quickly; speak slowly.

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

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

19 Thank you.

20 TRUSTEE ALSTON: Thank you so much,
21 Trustee Grable.

22 TRUSTEE SHANNON: Trustee Alston.

23 TRUSTEE ALSTON: Yes, go ahead
24 Trustee Shannon.

25 TRUSTEE SHANNON: I just want to agree with

1 Trustee Grable, that we as a Board, and the
2 President's office, the President and her staff, we
3 have to all commit to a collaborative model of
4 working. We have to be very clear in what our
5 expectations are, and we have to follow through on
6 those expectations.

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

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

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

1 too.

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

12 CHAIRMAN MONTGOMERY: Mr. Chair.

13 TRUSTEE ALSTON: Thank you so much,
14 Trustee Shannon.

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

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

24 It's common amongst HBCUs, the joke is that,
25 you know, somebody at a majority school gets a job,

1 they know they have a job; someone gets the
2 presidency at a black school, they think they're
3 President Obama.

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

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

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

24 Doctor Mangum said she said that because
25 that's how she felt. If you feel like you want to

1 kill a Board member, you don't tell the
2 Tallahassee Democrat just because that's how you
3 feel. The Board -- to Trustee Shannon's point, the
4 Board is not sitting here going through the
5 knick-knacks.

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

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

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

25 When the Board says, we want more direct

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

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

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

1 even the insinuation of negative press.

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

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

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

21 You had to go get a guy who blasts your Board
22 to come in and give them a new position that didn't
23 exist; you pay him \$130,000; he can barely spell,
24 according to what we can see, the grammar is
25 horrible. And then when the guy makes a mistake,

1 instead of saying that was a mistake, she says, oh,
2 well, I didn't know about it.

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

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

17 Here's what I'm asking of the Committee: Am I
18 the only -- well, I agree with Trustee Grable, but
19 I can't be the only one that's hearing or feeling
20 like everything the Board is saying to
21 Doctor Mangum, it's not, okay, yes, it's happy;
22 it's, I'm right, you're wrong. I might change my
23 behavior, maybe, I'll try. I'm too busy for y'all,
24 I don't -- I'm a -- we're equals, or I'm better
25 than you.

1 The last -- I'll close by saying this: What
2 Trustee Grable said was absolutely important. If
3 we don't fix this, the problems are going to
4 continue. As the leader of the Board, I don't want
5 to get to the point where we just show up at Board
6 meetings, we get called when something really bad
7 happens. We didn't know that we were getting sued
8 again. We get calls from people telling us we're
9 getting sued again and we have no idea.

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

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

21 What? Really? Just let's -- one more time,
22 let's hit -- I am willing -- I'll say this in front
23 of everybody: I just expected sometime today you
24 would get up, walk over and say, hey, let's see how
25 we can work this out.

1 On day one the President should come and say,
2 hey, any problems we thought we might have had,
3 let's work them out together, let's see what we can
4 do what's best for FAMU. But the President hasn't
5 done it. It's not the Board's job to get along
6 with the President. I agree that there should be a
7 mutual healthy level of respect, but once it comes
8 to terms of -- I'm still disappointed on the
9 engineering school.

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

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

24 I want to hear some, yes and okay, and I
25 understand the Board. I want to hear some positive

1 and some affirmation that I do understand the sense
2 of the Board.

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

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

8 Trustee Graham.

9 TRUSTEE GRAHAM: Thank you, Mr. Chair.

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

22 But let's also be mindful of how we say
23 things, what we say, more particularly because
24 these are public meetings. So let's be mindful of
25 how we conduct ourselves, the responses that we

1 give, look at the point of our University. And
2 it's kind of disheartening because we're sitting
3 here going back and forth on things that have
4 happened in the past; meanwhile, we've got
5 legislators downtown, we don't know how much money
6 we're going to have tomorrow.

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

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

19 So for the betterment of this body, this
20 Board, this Institution, I'm asking that we all
21 agree maybe to disagree; and that, Doctor Mangum,
22 you meet us halfway, as well as the Board,
23 everybody agree to work this out peacefully,
24 express our concerns personally with her offline,
25 not publicly, and let's do what we need to do to

1 make sure this Board is successful, and ultimately
2 FAMU is successful.

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

5 Thank you also, Chair Montgomery.

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

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

18 (CHAIRMAN MONTGOMERY SHOOK HEAD NEGATIVELY).

19 TRUSTEE ALSTON: Okay. Perfect.

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

23 As she is coming to make a presentation on
24 performance funding, this is just to formally
25 notify the Board of performance funding. I know

1 there have been some conversations or
2 miscommunication prior to this point. So the
3 reason this was put on is just so there's a formal
4 communication directly to the Board on performance
5 communication (sic).

6 So with that, Madam Provost.

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

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

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

22 CHAIRMAN MONTGOMERY: Well, to be clear, I had
23 a conversation maybe the beginning of May with
24 Doctor Mangum. I thought it was important
25 information that I thought needed to be shared with

1 the Board with regard to performance funding. She
2 asked specifically if the Provost could present; I
3 said yes.

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

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

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

1 I prepared.

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

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

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

21 66% come from households that are making not
22 very much money, and our goal or our mission in
23 part -- part of our mission is to lift folks who
24 come with that level of preparation and those
25 handicaps to the next level.

1 So I wanted to give you some data on our
2 student head count. Our student head count peaked
3 in the fall of 2010, and since then it has tailed
4 off a little bit. There are a lot of slides, so
5 we'll have to move through some of them quickly
6 unless you have a question.

7 We also have what have been referred to I
8 think by the Board as profile admits; we refer to
9 them as access and opportunity admits. Again, in
10 20 -- 2009/2010, and then we had the peak in our
11 enrollment. That was also a time when we had a
12 peak in the number of access and opportunity, or
13 AOS students. We have been trying to manage that
14 number downward, have done that somewhat
15 successfully, although there was a little bit of a
16 bump up in fall of 2014.

17 Here is that same data represented as a
18 percentage of the class. We are actually moving
19 forward trying to exert a little bit more control
20 on the number of access and opportunity enrollees
21 by setting a fixed number as opposed to a
22 percentage because sometimes it can be challenging,
23 as I'm sure VP Hudson would tell you, to hit a
24 percentage but it's easier to manage with a certain
25 total of access and opportunity admits.

1 Here's one of the reasons why we want to take
2 care of that and are so concerned about access and
3 opportunity admits. I want to point out that a lot
4 of our students need remediation, and this is to
5 say, they need help to get through some of the
6 basic foundational courses that will get them to
7 their major and their ultimate goal.

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

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

18 So how does this all -- kind of give us the
19 context on the performance funding program. And
20 when the Board set this up, I wasn't here for this,
21 but this is something that's going on with a lot of
22 the boards in state institutions. I will have to
23 say that even though I don't necessarily love all
24 of the indicators, they actually chose indicators
25 that are related to outcomes. I came from a place,

1 Iowa, where they were choosing indicators that were
2 related to income, so that's not as beneficial.

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

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

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

20 So these are our performance metric numbers,
21 and these are also numbers that were provided in
22 the Work Plan so you have them there as well. And
23 so the metrics, I'll just read them: Percent of
24 bachelor's; graduates who are employed or
25 continuing their education; the median wages of

1 bachelor's; graduate employed full time in Florida
2 one year after graduation; the average cost per
3 bachelor's degree; FTIC six-year graduation rate;
4 academic progress rate. This is called retention
5 at other institutions, but significantly for us
6 retention in the State University System is
7 retention with a 2.0 GPA.

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

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

19 If you're looking at where we fell in terms of
20 the 2013/2014 final metric positions, and it's
21 worth emphasizing that when you report in 2015,
22 you're mostly using data that is based on what
23 happened beforehand, and so that's where we were
24 this year. It took a little bit of time for them
25 to finally resolve things in terms of some

1 questions and the calculations, but we ended up
2 with 26 points.

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

5 PROVOST DAVID: Twenty-nine.

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

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

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

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

17 PRESIDENT MANGUM: Six.

18 TRUSTEE ALSTON: Madam President is saying
19 six.

20 PROVOST DAVID: Okay.

21 TRUSTEE LAWSON: Mr. Chair.

22 PRESIDENT MANGUM: We were in the middle.

23 TRUSTEE LAWSON: Well, I'm sorry --

24 TRUSTEE ALSTON: Wait. Trustee Lawson.

25 TRUSTEE LAWSON: Madam Provost, what was

1 the -- I can't remember the previous page, but what
2 was the driver of our drop?

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

5 TRUSTEE LAWSON: Okay.

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

9 TRUSTEE LAWSON: Okay.

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

18 Improvement scores, for example, if we were at
19 40%, six-year graduation rate, and improved to 43%,
20 then we could ask for an improvement score based on
21 that three percentage point increase. You get to
22 choose -- or, rather, you get allocated the score
23 that's better for you.

24 So if in a particular instance the excellent
25 score is better than the improvement score, we get

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

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

14 So here's our successes under the individual
15 metrics.

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

17 PROVOST DAVID: Yes.

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

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

25 PROVOST DAVID: Yeah, that's a really

1 interesting, excellent, and hard question. It's
2 not based on self reporting, it's based on data
3 that's collected by the Board of Governors. So if
4 we -- and they collect it based on information that
5 they're able to gather from various employment
6 databases that are available in some of the states.

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

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

16 PROVOST DAVID: There is no nationwide
17 database.

18 TRUSTEE ALSTON: Yeah, Madam President.

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

25 So for institutions like ours that have

1 contiguous states, say Georgia, that might not
2 report their information into the national data
3 system, if they checked, they would not catch our
4 graduates that go home; or Massachusetts, or any
5 other place like that.

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

11 PROVOST DAVID: Yes.

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

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

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

19 PRESIDENT MANGUM: We have asked.

20 TRUSTEE ALSTON: Okay. This was --

21 PROVOST DAVID: And other institutions have
22 asked as well.

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

25 Trustee McWilliams.

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

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

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

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

22 TRUSTEE McWILLIAMS: I think the Board should
23 raise it.

24 TRUSTEE ALSTON: Thank you. And I'm sorry,
25 one more comment, slash, question.

1 Trustee Moore.

2 TRUSTEE MOORE: Yeah, I'll speak quickly on
3 this, but living in the world of work force
4 development, the two systems that you're referring
5 to are Fed PIP (phonetics) and ARIS. ARIS is the
6 one that allows for the exchange to gather
7 information from other states.

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

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

21 I'm sorry, Trustee Grable, go ahead.

22 TRUSTEE GRABLE: And I'm happy to hear the
23 information that Trustee Moore shared, but the
24 state also produces a report that tells us what
25 degrees are in -- or what type of jobs and degrees

1 are in demand. So maybe we need to take a look at
2 that in the establishment of programs and not
3 just -- I don't know if we do that, maybe we do;
4 but I do know that that report is out there, yes.

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

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

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

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

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

1 is calculating it.

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

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

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

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

15 Where we got a four, a per --

16 TRUSTEE ALSTON: One more bookmark.

17 Trustee Grable.

18 TRUSTEE GRABLE: Okay, and I don't recall, it
19 may have been in there in the Work Plan. I thought
20 I recalled where we did make some comparisons.
21 Because when we see these percentages, not attached
22 to what some of the higher percentages of the
23 universities that did rank in that 1 through 8 and
24 will receive the funding, I'd like to see those
25 percentages side by side.

1 For example, Metric 6, what would have been
2 the number one school in this case? I will assume
3 it's UF, and I may be wrong, but what would have
4 been their percentage there.

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

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

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

14 TRUSTEE GRABLE: Okay. Thank you.

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

25 Our opportunities, where we got a two, median

1 average full-time wages of undergraduates employed
2 in Florida, no, we do not have a choice before --
3 let me anticipate your question. No, we do not
4 have a choice.

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

11 TRUSTEE LAWSON: And I --

12 TRUSTEE ALSTON: One more bookmark.

13 Mr. Vice Chair.

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

18 PROVOST DAVID: Yes, you're right.

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

24 PROVOST DAVID: Absolutely correct.

25 TRUSTEE LAWSON: Just a question, broader

1 question, the metrics are the metrics. How
2 often does the Board of Governors sit and review
3 these from the standpoint of, you know, should
4 this be the southeast versus Florida? How often
5 do they review the metrics that they allocate down
6 to us?

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

11 TRUSTEE LAWSON: You know everything today,
12 huh?

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

15 PRESIDENT MANGUM: Okay. Thank you.

16 Last year they had a full review of all of the
17 metrics, and all of the universities went to a
18 Board of Governor's meeting to explain the scoring
19 and some of the metrics and how they're advantaged
20 or disadvantaged and asked for changes in the
21 metrics. The Board considered it, the committee
22 considered it, and then they made a few changes in
23 the scoring for this year.

24 Since that time, and once data are submitted
25 or have been submitted, they've also gone back as a

1 Board of Governors through the Chancellor's office
2 and revisited some of the metrics again for the
3 scoring. So it's an ongoing -- it's actually an
4 ongoing process.

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

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

17 And it sounds like the answer is yes, because
18 I mean some of these, you know, you guys that have
19 been in education a lot longer than I have been
20 tied to this just don't seem to work well for us
21 because, again, in some of our bigger programs, my
22 gut says we're sending probably an equivalent
23 number of people out of state as we're keeping in
24 state for some of the bigger programs.

25 TRUSTEE ALSTON: Trustee Moore.

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

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

17 So if ARIS is not catching them, ARIS, the
18 other system that's the exchange, they're in the
19 same -- you know, there is no gate that's keeping
20 them within Florida either. So then it goes back
21 to my earlier comment of making sure and looking
22 strategically at our programs to know which ones
23 are in demand and which ones that we can point our
24 students toward, and these are the reasons why,
25 because you're going to be financially better off.

1 PROVOST DAVID: I completely agree. I would
2 say the one thing that might differentiate us a
3 little bit from some other institutions is that we
4 do have a -- you know, there's a little bit of a
5 zone in terms of how many students you are bringing
6 in from -- who are not Florida residents, and we're
7 on the higher end of that zone, so we might
8 actually have a few more people who are pulled,
9 you know, according to the Rattler nation, in
10 different directions.

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

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

15 You know, what's in demand isn't necessarily
16 what's needed or what's paying more. They tell us
17 we need teachers. They don't pay teachers starting
18 out in high school 60 or \$70,000; you might make
19 \$28,000. But they say we need teachers. So why
20 are you punishing people who are producing
21 teachers? No, I don't agree with that.

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

24 TRUSTEE ALSTON: Yes, Trustee Moore.

25 TRUSTEE MOORE: I'm going to close that part

1 out, that with respect to demand, it also shows
2 wage information. So really, it is driven by the
3 student. We can't force them into, you know,
4 pursuing a cert career; they choose what they like
5 to choose. But we do have information readily
6 available both on wage outcomes, as well as what's
7 in demand, and the goal would be to try and pair
8 the both together.

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

11 Madam Provost, you can proceed.

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

17 So where we had a zero or a one, six-year
18 graduation rate, which was 39%, it dropped down a
19 couple of percentage points. And one of the
20 questions that Trustee Lawson, I believe, asked
21 was how much of this is based on things that
22 happened in the past. And you recall the chart
23 where we had the access and opportunity students
24 who peaked. When did they peak? They peaked in
25 2010.

1 And so the impact of the access and
2 opportunity students and the needs and the
3 challenges that they present, they're going to be
4 continued to be felt in 2016, 2017, 2018, and
5 that's going to have a big impact on us. So those
6 kinds of factors are very important.

7 Academic progress rate, second year retention
8 with GPA above 2.0, again, a lot of places, they
9 just calculate retention, did the student come back
10 and then persist. Here it's with a GPA of over
11 2.0. That is actually up a little. It was up a
12 little bit this year. We're trying a lot of
13 things, and we're going to get to a slide in a few
14 minutes to try and increase that number and have
15 more of an impact on that.

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

25 Graduate degrees awarded in areas of strategic

1 emphasis including stem, 43%. That was an
2 excellent score. We would like to do better in
3 that, of course, and that's an area -- that's an
4 opportunity for us because stem is, obviously, one
5 of our strong points.

6 Last metric, our challenge, our biggest
7 challenge, and this is -- ooh, cost per degree,
8 something happened with the slide. Our cost for
9 degree number, let's see if my version of it here
10 on my iPad is better. Uh, there it is.

11 Whoo, it was \$40,080. And this is a big
12 challenge for us, and the factors affecting cost
13 per degree. So this is something that you have to
14 actually sit down and think about about 90 million
15 times in order to appreciate it.

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

23 And I'm pretty sure, unless I'm -- it could be
24 a nightmare, but I'm pretty sure ours is worse.
25 And I just want to return us to the conversation

1 that happened earlier about increasing the fees for
2 students who want to take a class more than twice.
3 That is something that impacts -- yes.

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

7 PROVOST DAVID: Higher.

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

9 PROVOST DAVID: It's higher.

10 TRUSTEE LAWSON: -- really, than --

11 PROVOST DAVID: Very high.

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

14 PROVOST DAVID: Yes, and that's --

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

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

20 TRUSTEE LAWSON: Right, okay.

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

1 and advising.

2 TRUSTEE LAWSON: Okay.

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

8 TRUSTEE LAWSON: Okay.

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

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

24 Well, to the extent that faculty who are no
25 longer -- I'm not saying that faculty shouldn't

1 advise and that faculty shouldn't get credit for
2 advising; but to the extent that faculty are
3 continuing to write, they spend X-amount of their
4 time -- X-percentage of their time advising when
5 they're not really advising any more, that gets
6 added into our numerator and it hurts us on this
7 metric. So there are a lot of things that happen
8 that hurt us on this metric.

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

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

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

18 TRUSTEE LAWSON: If they have to take --

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

21 TRUSTEE LAWSON: It's a requirement that --
22 I'm sorry, Mr. Chair.

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

24 TRUSTEE LAWSON: If they have to take them as
25 a requirement of their program to get what, at

1 least a C or better in your core? So --

2 TRUSTEE GRABLE: Yes, different programs --
3 I'm sorry, Mr. Chair.

4 TRUSTEE ALSTON: Oh, absolutely,
5 Trustee Grable.

6 TRUSTEE LAWSON: Please.

7 TRUSTEE GRABLE: Okay, in response to
8 Trustee Lawson, yes, different programs have
9 different criteria. I can tell you certainly in
10 the journalism program, if you don't earn at least
11 a C in a class, you will have to repeat it.

12 TRUSTEE LAWSON: Repeat it, right, yeah.

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

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

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

25 Let's try and keep going. So some of the

1 things that we've been doing in terms of cost of
2 degree, I started with that one, we've been asking
3 the deans to do more accurate AOR, that's the
4 responsibilities -- where the faculty list how much
5 time they're spending on research, scholarship, and
6 teaching, to list that as accurately as possible so
7 that we're not getting credited with people doing
8 things that they're not actually doing.

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

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

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

22 PROVOST DAVID: Okay.

23 TRUSTEE ALSTON: The Chair is nudging me, so
24 if you could maybe bring this to a close over the
25 next minute or two.

1 PROVOST DAVID: Okay. Keep going.

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

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

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

1 other metrics.

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

3 TRUSTEE ALSTON: Great, that was a quick --

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

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

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

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

19 I would correct that and suggest that a lot of
20 times faculty are doing way more than can actually
21 appear on the AOR because it must meet a
22 100% total. So the situation I would suggest to
23 you would be that they have more duties than can be
24 included on the AOR. So some things just can't be
25 included, or they will go into a what? An overload

1 status, which is one of the problems we have here
2 with course loads.

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

6 TRUSTEE ALSTON: Great. Thank you,
7 Trustee Grable.

8 Go ahead, Madam Provost.

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

23 I didn't say that well, but --

24 TRUSTEE ALSTON: Point well taken. Nope,
25 point well taken.

1 PROVOST DAVID: Okay.

2 TRUSTEE ALSTON: Thank you so much,
3 Madam Provost.

4 PROVOST DAVID: Thank you.

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

7 CHAIRMAN MONTGOMERY: Mr. Chair.

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

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

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

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

1 realistically be.

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

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

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

19 (WHEREUPON, INADVERTENT COMPUTER
20 INTERRUPTION).

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

23 My bad. All right, I forgot what I was
24 saying, but back -- where are we going as a Board?
25 What is our expectation? What expectations are we

1 setting before the administration? What is the
2 administration saying to us in terms of where they
3 believe we'll be, say, next year or scaling out?
4 Are we able to accurately forecast or predict where
5 we are based upon what you're putting in place to
6 move us up?

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

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

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

18 CHAIRMAN MONTGOMERY: Well, send it to both.
19 Well, the entire Board is on -- I believe --
20 well, let me be clear about the committee process.

21 I am one to believe that all Board members
22 should receive all of the information regardless
23 if it's committee specific because, at the end of
24 the day, any of the information can be voted on,
25 and all Board members are still accountable for

1 the information that's disseminated to the Board.

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

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

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

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

23 TRUSTEE ALSTON: Understood. I just think
24 that probably having a follow-up strategic
25 discussion, so maybe it's probably housed under

1 Academic Affairs, as the Chair stated. I know that
2 Attorney Barge-Miles, she has been good with
3 copying all of the Board members on
4 committee-specific items. So just a follow-up on
5 strategic discussion and Work Plan on those items,
6 I think that's good.

7 Any additional comments?

8 (NO RESPONSE).

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

11 (WHEREUPON, THE COMMITTEE WAS ADJOURNED).
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CERTIFICATE

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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