FLORIDA A & M UNIVERSITY
BOARD OF TRUSTEES

IN RE: SPECIAL COMMITTEE ON
GOVERNANCE MEETING

TRUSTEE MEMBERS: TOREY ALSTON, CHAIR
BETTYE GRABLE
LUCAS BOYCE
KELVIN LAWSON
TONNETTE GRAHAM
RUFUS MONTGOMERY
KIMBERLY MOORE
BELINDA SHANNON
ROBERT WOODY

DATE: WEDNESDAY, AUGUST 5, 2015

TIME: COMMENCED AT: 4:30 P.M.
CONCLUDED AT: 6:00 P.M.

LOCATION: GRAND BALLROOM
FAMU CAMPUS
TALLAHASSEE, FLORIDA

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

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

TRUSTEE ALSTON: Okay. I would like to call the Special Committee on Governance to order.

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

ATTORNEY BARGE-MILES: Trustee Alston.

TRUSTEE ALSTON: Here.

ATTORNEY BARGE-MILES: Trustee Boyce.

(NO RESPONSE).

ATTORNEY BARGE-MILES: Trustee Grable.

TRUSTEE GRABLE: Here.

ATTORNEY BARGE-MILES: Trustee Graham.

TRUSTEE GRAHAM: Here.

ATTORNEY BARGE-MILES: Trustee Lawson.

TRUSTEE LAWSON: Here.

ATTORNEY BARGE-MILES: Trustee McWilliams.

(NO RESPONSE).

ATTORNEY BARGE-MILES: Trustee Montgomery.

CHAIRMAN MONTGOMERY: Here.

ATTORNEY BARGE-MILES: Trustee Moore.

TRUSTEE MOORE: Here.

ATTORNEY BARGE-MILES: Trustee Shannon.

(NO RESPONSE).

ATTORNEY BARGE-MILES: Trustee Shannon.
ATTORNEY BARGE-MILES: Trustee Warren.
(NO RESPONSE).

ATTORNEY BARGE-MILES: Trustee Warren.
(NO RESPONSE).

ATTORNEY BARGE-MILES: Trustee White.
(NO RESPONSE).

ATTORNEY BARGE-MILES: Trustee Woody.

TRUSTEE WOODY: Here.

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

TRUSTEE ALSTON: Yes, thank you, barely, but that's a good thing.

Okay. We'll move on to our action items. Actually, before we move to the first, if there is no objection, we need to add revision to the equity report as an action item. So, colleagues, we'll make that the fourth action item under this committee. Again, revision to the equity report. There was conversation at the previous committee regarding this document, and staff is ready to present the changes once we get, you know, to that item.

Any objection to adding that action item.

(NO RESPONSE).
TRUSTEE ALSTON: Seeing none, we'll add that as an action item to the agenda.

The first action item is approval of the minutes. You have the document, it should be in your Board book. Is there a motion to approve the previous minutes?

TRUSTEE LAWSON: So move.

TRUSTEE MOORE: Second.

TRUSTEE ALSTON: It's been properly moved and seconded to approve the minutes from the July 21st meeting.

Any further discussion?

(NO RESPONSE).

TRUSTEE ALSTON: Seeing none, all those in favor of the motion, please signify by the sign of aye.

(AFFIRMATIVE INDICATIONS).

TRUSTEE ALSTON: Any opposed?

(NO RESPONSE).

TRUSTEE ALSTON: Motion carries.

So I'm going to try to tee up this first conversation, then I'm actually going to turn it over to Board Chair Montgomery.

I think you'll recall that we had during our previous conversation a very comprehensive
discussion which started at our first committee around the reporting structure of the General Counsel. I think there were conversations around the University attorney versus using outside attorneys, et cetera.

So we're to this point. First I'm going to ask Board Chair Montgomery to, again, restate -- this was his item that was being brought to this committee. And then, of course, the recommendations that I know you heard at a previous meeting, we'll get to that; and then, also, there was a document posted from the President, and we'll get to that document as well.

So Chair Montgomery.

CHAIRMAN MONTGOMERY: Thank you, Chairman Alston. I'd ask -- Board members should all have a copy of the Operating Procedures before them. If anyone doesn't have a copy, we'll make sure we get that in front of you.

If you could flip to an addendum at the rear of the Audit Committee Charter. In the Audit Committee Charter, if you'll flip to the third page. It's Section A under -- excuse me, Section 5, responsibilities and duties; and then A, under general, if you'll go to Item Number 10. There's
language here that could be applicable for the Vice President for Legal Affairs, and it states that the Vice President for Audit and Compliance Audit, as the chief audit executive, reports functionally to the Chair of the Board of Trustees and the Chair of the Audit Committee of the Board of Trustees and reports both administratively and functionally to the President.

And the language is included so as to provide a level of independence and objectivity on behalf of an employee. And the most noted and common example is an employee makes a decision and their employment changes as a result of it. I'm not insinuating or saying that that is the case here, but the vice president for Audit and Compliance is responsible for investigating, say if something came up in the University under the purview of the President and Chief Executive Officer. Well, as a Board, we are also in the capacity of our fiduciary responsibilities and our governance responsibilities of being in receipt of sound legal advice and opinion that is free from, say, the restraint of possibly having to also keep your employer or your direct supervisor, direct report in good stead.
So there have been some things that the Board may head in one direction and where the President and CEO might head in another direction and legal counsel is actually necessary. Well, for inequity purposes of the Board and to keep it at a level of professionalism that allows the Board to receive independent and objective information -- and let me preface this by saying that several Board members spoke up at that meeting when we first talked about this and said, we don't have a problem with the current legal counsel, but it is a concern that we will be able to remain in a position to receive that counsel.

So one idea that was brought forward was to hire or obtain outside counsel. And as we moved along in the process, a simple mechanism that occurs in place is to allow the same reporting requirement for the Vice President of Audit and Compliance to apply to the Vice President for Legal Affairs.

There's some mechanics that are associated with this. I'll put that back to you, Mr. Chair, in terms of operating procedures and how this works. But the proposed language would substitute Audit and Compliance and would put in Legal
Affairs.

TRUSTEE ALSTON: Right.

CHAIRMAN MONTGOMERY: And as the Chief Legal Officer in the place of Chief Audit Executive, and that the person would report functionally to the Chair of the Board of Trustees and administratively to the President.

I'll share with the committee that part of your charge as a governance committee is to help move us in the direction so that we can move to better processes and better practices. And one of them that I would see us eventually having -- and there's another handout I think that speaks to this -- is having a best practice of establishing a governance committee. Instead of doing it one off and adding it to the existing committee structure, over the next couple of months, I am going to ask the Governance Committee to review our operating procedures as part of this process.

Now I don't have the page, but in the operating procedures it requires us on an annual basis to review the actual operating procedures, so the Governance Committee will have that as part of its process.

But back to this with the Vice President for
Legal Affairs, and I'll throw it back to you, Mr. Chairman, this simply allows us to be in a position where very specifically, if the chief legal officer disagrees with the President, they can't be fired for giving the Board objective advice or advice that the President and CEO disagrees with. And I think that would accomplish it, and at some point I'd be prepared to offer that as a motion.

TRUSTEE ALSTON: Thank you, Mr. Chair.
And, again, you've heard the recommendation from Chair Montgomery.

(WHEREUPON, ATTORNEY BARGE-MILES SPOKE OFF THE RECORD TO TRUSTEE ALSTON).

TRUSTEE ALSTON: Okay. It's my understanding that Trustees Boyce and Shannon are trying to call in, so as we continue this conversation, we'll try to maybe hold off -- I understand that two trustees are trying to call in, both Trustee Boyce and Trustee Shannon.

So, again, colleagues, you've heard the recommendation from Chair Montgomery. I'm now going to ask you to also refer to -- actually, I'll do them separate.

Any questions or comments on the
recommendation from Chair Montgomery?

(NO RESPONSE).

TRUSTEE ALSTON: Okay. Let me also refer to two different things. I want to treat these separately but, of course, they are somewhat tied together.

There were also recommendations that I think that many of us heard during our previous meeting from the outside consultant which also ties in similar to the recommendation from Chair Montgomery.

Thirdly -- so and, again, you should have that information in front of you. And I'll repeat the six if needed.

And, thirdly, there also was additional documentation that the President also provided on this topic as well.

So in that order, I think does everyone have the document with the six recommendations? Anyone does not?

(NO RESPONSE).

TRUSTEE ALSTON: Okay. Great.

Okay. Now, President Mangum, you want to share with the Board your feedback as it relates to this item?
PRESIDENT MANGUM: Yes, I had -- one of the things that after having listened to the -- I'm thinking we were calling it an expert on General Counsel relations and reporting relationships at the last meeting. There was -- we also as a University contacted NACUA, as well as other leading researchers on this particular topic about reporting relationships. Since we have been in a mode of looking at what best practices are, talking about theory with regard to reporting relationship and organizational structure, we've reached out -- members of the team reached out and did research on this particular topic.

Because it is such a major concern for many institutions and also expressed in the literatures by others that have done research in this area, being a university we thought we should provide some additional information for your consideration in deliberating on this particular topic rather than -- because it is not typical to take the information from one expert but being able to consider a more holistic approach. So staff members took the time to gather data, and that's what was posted on the site, looking at State University System institutions and their reporting
relationships with regard to General Counsel. What was posted on the site showed the SUS system schools, that the general counsel reported directly to the president. In the case of University of West Florida, you'll see that the General Counsel reports to the provost and executive vice president.

Much of the literature in this area and the leading writer we contacted from the American Governing Board shared with us information about reporting relationships of general counsel and part of the concern in the industry has been that general counsels -- their goal has been to have them report to the President as opposed to some other person in the organization.

So at the time the study was first conducted in 2012 and the articles were written, 87 percent of the university general counsels were reporting to the president and the other -- the larger percentage -- the smaller percentage was reporting to other vice presidents or executive officers within the organization. So the move to report to -- was to have that reporting relationship be with the president and not lower down in the organization.
We also took the opportunity to look at the 2015 -- did a survey of the top ten public universities according to U.S. News & World Report, and the data that you have is a result of those surveys that were conducted. And that's basically all of them in the top ten public universities as well as in the SUS System, with the exception of one, report directly to the president.

So the information that we provided was just to help the Board with making its decision with regard to best practices and separating best practices from a professional organization's desire and what they would like to move the University towards. So that's basically what we wanted to make sure was that you had a greater set of data.

TRUSTEE ALSTON: Great. Thank you, Madam President. Board Members -- and just for the record, Trustee Boyce, are you on the line?

TRUSTEE BOYCE: Yes, I'm on.

TRUSTEE ALSTON: Great. Trustee Shannon, are you on the line?

TRUSTEE SHANNON: Yes, I am.

TRUSTEE ALSTON: Thank you so much.

Just for the record, so you've heard from Chair Montgomery the recommendation, you've also
heard feedback from the President, so clearly at this point, I think is bumped up to us from a governance -- a policy standpoint. This clearly is a policy decision that we must make as the Governance Committee of the whole as it relates to the reporting relationship with the General Counsel.

So at this point, I would entertain a motion. That's probably the formal way for us to start the conversation and for us to have a Board discussion on this item. Is there a motion or a discussion?

(NO RESPONSE).

TRUSTEE ALSTON: I can't make a motion.

TRUSTEE LAWSON: Question.

TRUSTEE ALSTON: Yes, Vice Chair Lawson.

TRUSTEE LAWSON: Yeah. We talked about the need for outside counsel --

TRUSTEE ALSTON: Yes.

TRUSTEE LAWSON: -- was one issue, and then that we talked about the reporting relationship both of the audit vice president and the legal vice president. Are these two tied together, or do you see them as two separate -- when I say two, meaning the outside counsel and then General Counsel reporting to the Board chair. Are they one
and the same or do you see them as separate?

TRUSTEE ALSTON: Great question. I see those as two different issues.

TRUSTEE LAWSON: Okay.

TRUSTEE ALSTON: Actually, I think the reporting structure which Chair Montgomery read, at least for the Vice President of Audit, in that scenario, it reports to the Chair of the Board and to the chair of that committee. In this case, I'm assuming it will be governance, but administratively and functionally to the President.

So if that's the same structure that I think -- that Chair Montgomery just referenced. So it would be in terms of the position for the General Counsel's -- whoever sits in that seat.

Separately, I think the conversation around outside counsel, I think that we all reserve the right if we chose to do outside counsel. And that's already in our operating procedures anyway. So if we chose to do outside counsel for a, you know, special service, you know, a project, we still have a right to do so.

TRUSTEE LAWSON: Okay.

TRUSTEE ALSTON: So this is a separate item from that.
TRUSTEE WOODY: Mr. Chairman.

TRUSTEE ALSTON: Yes, Trustee Woody.

TRUSTEE WOODY: That outside counsel will report to the Chairman of the Board of Trustees, or who will that individual report to?

TRUSTEE ALSTON: That's a great question. So I'm only going by past knowledge, and I'm looking both to the chair and the General Counsel, at least how we've handled outside counsel in the past. As Attorney McKnight is walking to the podium, I --

CHAIRMAN MONTGOMERY: Let me --

TRUSTEE ALSTON: Yes, go ahead, Chair Montgomery.

CHAIRMAN MONTGOMERY: Let me -- if I can frame this for you. The Board had a conversation about obtaining outside counsel. My understanding, as communicated from Doctor Mangum, was that we weren't able to obtain outside counsel. I conferred with our in-house counsel, and he said, yes, we can obtain outside counsel.

So that put us in a position where our University counsel is saying one thing, our President is saying something else; and because he reports directly to her, that puts everybody in a bad situation. It's very hard to disagree with
your boss in an objective way if your boss -- I'm not saying she would, but if your boss could very well change your employment status based upon the kind of responses that he or she receives.

So what I'm proposing is that we, as a board -- and however we get there is fine -- but that we as a board have a way to receive objective counsel, whether that is the Board -- and there's precedence for this. I think Seminole State College has outside counsel. I'm not suggesting that we do that, but that's where the conversation started.

There's precedence for having outside counsel, and there's also precedence for having the legal counsel report administratively and functionally to the Chairman of the Board. If some would think that it was self-serving, remove that requirement but consider the inclusion of board consultation prior to hiring and firing the individual in this position.

This is not about Attorney McKnight. This is about the Board's ability to get counsel without interference. And so that's where I'm headed in terms of getting us in the direction of being able to receive that.

TRUSTEE ALSTON: Thank you, Mr. Chair.
Before I recognize -- I think I saw your hand, Chair Lawson.

(NO RESPONSE).

TRUSTEE ALSTON: No?

(NO RESPONSE).

TRUSTEE ALSTON: Madam President, you wanted to comment. I know that there was a document that you sent to us. Would you want to -- would you comment on that?

PRESIDENT MANGUM: Sure. Thank you very much.

The question about outside counsel was prepared in a written response to the Board at the last meeting, and it advised, based upon state law, that the Board had the ability to obtain outside counsel. So the statement that I supposedly made that you could not obtain outside counsel was not made by me, and it is a written record because that statement, in fact, was prepared by General Counsel, and they cited the statute that certainly enables the Board to obtain outside counsel.

Not only did we confer with our General Counsel, we also conferred with the Board of Governors' counsel which affirmed also that this Board is able to obtain outside counsel. So under no circumstances did I suggest that you could not.
TRUSTEE ALSTON: Thank you, Madam President.

CHAIRMAN MONTGOMERY: Mr. Chairman.

TRUSTEE ALSTON: Yes, Mr. Chair.

CHAIRMAN MONTGOMERY: Okay. So I had a conversation with Doctor Mangum, it was on a Friday. I'll source the time and the date. And during this conversation is when she expressed her concern and her view.

I followed up this call from Doctor Mangum with a call to our General Counsel, late on a Friday too, and I'll source the times. Someone from FAMU contacted the Board of Governors, okay? Someone from FAMU contacted the Board of Governors and prompted a call to me, and this is where we got to the point of understanding that there was a disagreement between where the President was and the legal advice that we were receiving -- or that I was receiving. And so that's how we got to that point.

If there was an understanding from the beginning that this was, in fact, the case, then there wouldn't have been a need for FAMU to contact other external sources, including the Board of Governors. So I can't let that stand unchallenged. This was, in fact, the information that was
received, and I can provide supporting
documentation to at least prove the things that I'm
sharing today.

I'd ask Attorney McKnight if he could
address -- I'm sorry, Mr. Chair, it's your meeting.

TRUSTEE ALSTON: No, no. Thank you,
Mr. Chair.

Attorney McKnight, did you want to make a
comment?

ATTORNEY MCKNIGHT: Oh, no, I was just going
to respond to your question about how we've handled
outside counsel.

TRUSTEE ALSTON: Sure.

ATTORNEY McKnight: Usually in the contract,
the FAMU Board of Trustees will be the client
because it is the Board of Trustees that is the
entity that can sue or be sued. And for example,
there's ongoing litigation -- and you always see
when you get that email, right, where outside
counsel will say, if you have any questions or
concerns, please contact me. So every individual
Board of Trustee who wants to follow up, right,
then they have the opportunity to do so.

TRUSTEE ALSTON: Okay. Thank you,
Mr. Attorney.
Any additional questions or comments on this item? Yeah, and actually the President is referencing the document in front of us as it relates to outside legal services. So, again, two separate issues, but just want to point that out.

Mr. Chair, would you like to make a motion?

CHAIRMAN MONTGOMERY: Well, I was offering it for discussion for the committee.

TRUSTEE ALSTON: Okay.

CHAIRMAN MONTGOMERY: The committee may decide to go with an attempt at outside counsel, the committee may decide to clarify the reporting relationship of the legal counsel, or the committee may choose to do nothing. But I just wanted to make the Governance Committee in its entirety aware that these are some challenges faced in the role as Chair, and I don't represent myself. I represent you as a Board, and this is a challenge that I faced, either outside counsel or changing -- excuse me, clarifying the role of the University counsel would be very helpful.

I'd also share in response to the document about the other SUS institutions, I had the opportunity to speak with board counsel with other boards, and they all said they work for the board;
whereas, here at FAMU, we're told that the counsel works for the president.

Now that -- on paper, and that relationship may be that they directly report from an administrative capacity; but even the Board of Governors' counsel said very frankly, hey, she works for the actual board. And so if there's an understanding that that's where we are and it doesn't affect their employment situation based upon advice that they give us to, that can be clarified; but that hasn't indicated and communicated to me by Doctor Mangum. We wouldn't have had to go through this exercise if there had been an understanding all along of what that reporting relationship is.

One other thing that I'll share for the Governance Committee, and this is a longer term issue or concern, when it came down to negotiating -- and the expert, Mr. Blakemore, that was here shared this -- the Board was in a position where you had an attorney who had negotiated over 300 presidential contracts; but we as a Board were left with an in-house counsel who -- I mean basically was in a position where he wanted -- he probably wanted to keep his position here at the
University; and that's a tough position for anybody to be in. My suggestion was that we had obtained outside counsel, and I believed that outside counsel wouldn't have put us in the position that we're in now with regard to that particular contract.

So going forward, the Board needs to retain the ability -- remember, y'all, we have a role in governance and we have a role in responsibility here, but we need to retain the ability to obtain -- or to have independent and objective counsel. We're not questioning the quality of Attorney McKnight's work. What I'm suggesting is that there is a work dynamic when there's a disagreement between the President and CEO and the actual Board, and either of these mechanisms would allow us to get there. And so I'd like to put it out there for discussion prior to making a motion if there are committee members that would like to chime in.

TRUSTEE ALSTON: Thank you, Mr. Chair. I'm going to now recognize Trustee Moore.

TRUSTEE MOORE: What I'd like to do is just kind test the temperature of the Board, so I'm going to move forward with a motion; and the motion
would read as follows: That we establish a
reporting relationship that would afford General
Counsel reporting directly to the Board with the
understanding that outside counsel could be pursued
if deemed appropriate.

        TRUSTEE BOYCE: Second the motion.

        TRUSTEE ALSTON: You've heard the motion.
It's been seconded by Trustee Boyce. Any
discussion or comments to the motion?

        TRUSTEE SHANNON: Yes, this is Trustee
Shannon.

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

        TRUSTEE SHANNON: Yeah, I don't want the fact
to be lost on the Board that the General Counsel is
an officer of the court, he's licensed by the
state, and he has an obligation to provide sound
and objective advice for whoever he is providing
that advice. So he is employed on behalf of the
University, and I'm not clear why there is the
thought that he would or any general counsel is at
threat of modifying the advice depending on the
party that he's trying to please. I just don't
understand that that's a way that, from a legal
standpoint, he's approaching -- or anybody in that
position would approach given their obligation as an officer of the Court.

And for that reason, I don't believe that there is a need to change the reporting relationship. I don't believe that there is enough justification for FAMU to be an outlier where so many other organizations, universities face the same issues, the same responsibilities that we do as a board.

I'm not seeing the gain, and I don't see the interruption in our ability to secure independent counsel for those matters that as a board we feel a need to. I do agree and I would ask, you know, that the Board to speak up on those instances in which they do think that we need to obtain independent counsel, there are going to be those times. And so I'm more than, when we are justified, willing to support that and accept that; but I don't think that we have enough justification to change the relationship at this time.

TRUSTEE ALSTON: Thank you. You've heard the comments from Trustee Shannon. Any additional comments?

CHAIRMAN MONTGOMERY: Mr. Chair.

TRUSTEE ALSTON: Yes, Chair Montgomery.
CHAIRMAN MONTGOMERY: So we've all as a board, at least from my view and particularly as the leader, have attempted to proceed in a manner that brings credit to the University. We're working on your image, we're working on what we're doing. On this particular issue, I will share with you that I was contacted by a member of the senior leadership team on Saturday, and it said: The President has asked me to discuss a possible course of action with you before Monday, and then blah, blah, so on and so forth.

I had the conversations with the member of the senior leadership team who told me that this person was authorized to have a conversation with me about replacing Attorney McKnight on Monday, this past Monday, and I was given the name of the person he would be replaced by. And I was told that in exchange for replacing Attorney McKnight that the deal would be that we would drop this whole thing.

And so to the extent that these measures are being taken to prevent us from obtaining outside counsel should be of great concern to this committee and to members of the Board, that's the first thing. I've also shared that while there is
a line between the day-to-day activities, and we're
told and lectured often that the Board should stay
out of the day to day -- I agree, as in, let's
watch what's going on. I've also counseled the
President that the President needs to be mindful of
what is considered to be Board business. This is
Board business, this is not within the purview of
the CEO in terms of the policy and its direction,
and that needs to be clearly stated.

So, Board, we're in a position here where we
have the Champion case coming up, there's
institutional knowledge, this is not about the
individual that holds the position. This is about
the actual position itself being able to provide
autonomous information to the Board in direct
response.

We could be in a position where a person is
placed into that role -- and for the record, I'll
say I do believe that a new president should be
able to pick their own team; but it's been a year
and several months and that change has not been
made.

Doctor Mangum told me at the Board of
Governors meeting that she intended to make some
changes in the area of legal affairs. I have in no
way, shape or form attempted to influence the personnel decision. What I said to her was, and I was very clear: Please, given that this is an item before the Board, please give the Board -- excuse me, I'm mistaken, I'm sorry, I shared with the senior leadership team member that contacted me.

Number 1, this is an item for the Board; it's not a decision that the chairman makes.

Number 2, I didn't appreciate that a person in a lateral position is coming to me about a personnel decision involving a person in a lateral position. And I will share that that leadership team member had been part of discussions involving this individual.

And then, Number 3, I just didn't think that that conversation was appropriate.

So Trustee Shannon, to your question, if you're an individual in a position under threat of termination constantly, how can you possibly give consistent, objective advise? No one here has questioned the quality of work that Attorney McKnight has provided, what we're saying is it puts him -- or whoever the officeholder in that position, it puts them into a potentially compromising position. All of -- and I support the
motion, but all it does is it affords the Board the ability to weigh in. We're not making a personnel decision and would not be in the position to make the personnel decision.

The President, is my understanding, unless someone shares different, would be able to hire and fire the person. The President would simply need to consult with the Board as the President would have to do with the Inspector General. We already have an existing reporting relationship with our Vice President for Audit and Compliance. This would simply extend that to the person that's charged with providing us with objective legal advice.

Thank you, Mr. Chairman. I probably spoke out of turn. I know we're going to allow all members of the committee to speak before one speaks for a second time, but I did want to make sure that I was able to address Trustee Shannon's concern. Thank you.

TRUSTEE ALSTON: Thank you, Mr. Chair. And, actually, I'm going to make a slight recommendation to the maker of the motion, but I'm going to wait until after Trustee Grable chimes -- well, after all trustees chime in.
Trustee Grable.

TRUSTEE GRABLE: Mine is also a point of clarification in the form of a question, and I took a look at those six recommendations made by Mr. Blakemore, and probably Number 1 to me kind of framed what I think we're attempting to do here, and I certainly am open to being corrected on this. Are we attempting to clarify and potentially formalize the communication and functional roles of the person who is the holder of the General Counsel's office? And if indeed I'm seeing nods from the chair of the committee and another trustee, then it almost strikes me as being prudent, and that's my comment.

TRUSTEE ALSTON: And just to formally respond, the answer is yes, Trustee Grable.

TRUSTEE GRABLE: Thank you.

TRUSTEE ALSTON: But I think that -- and actually, I'll just go ahead and segue into a recommendation to the maker of the motion only because we currently have some language in our bylaws that I think is clean, crisp and I think, you know, works -- hopefully works for everyone. That's really a board decision.

If you look under the reporting structure for
Vice President of Audit and Compliance, I know the Chair mentioned this, and I'm just going to read this for everyone if you don't have it in front of you: The Vice President for Audit and Compliance, as the chief audit executive, reports functionally to the Chair of the Board of Trustees and to the Chair of the Audit Committee of the Board of Trustees and reports both administratively and functionally to the President.

So the current statement or information that's in our current procedures actually is in line with the maker of the motion, but it actually does two things, back to Trustee Grable's point: One, it refers to the Chair of the Board, as our Chair has stated, but it also gives a landing place, similar to the other vice presidents, as it relates to the standing committees, special committees or the appropriate committee for that particular area.

So it's just a recommendation to consider and, of course, that's up to the Board and, of course, the maker of the motion.

TRUSTEE MOORE: As the maker of the motion, I would accept that with the only exchange being the appropriate legal counsel title that we're using for the University.
TRUSTEE WOODY: Mr. Chairman.

TRUSTEE ALSTON: I'm sorry, Trustee Woody.

TRUSTEE WOODY: In relation to extending the discussion, I would request that the President respond to what the Chairman has stated in reference to the conversation that he had the other day.

TRUSTEE ALSTON: Madam President.

PRESIDENT MANGUM: Not having been part of that conversation that he had with a senior leadership team meeting, I can't comment on the discussion that the two of them had; but I can comment on the comments he made with regard to consultation about hiring decisions and leadership decisions and other consultations or communications that I have had with other members of the Board of Trustees during the last, I would say, 13, 14 months about changes in staff and changes in senior leadership.

There were many recommendations to me to change members of the senior leadership team. And as we have tried to fill the positions of the senior leadership team, we've worked through the organization to try to make those changes. So the quality of some of the decisions that were made I
think to get new leadership team members are a matter of record. And the personal conversations that various members of the Board have had with me about their satisfaction with certain members of my team, I consider them confidential and I would not want to embarrass or put any of my senior leadership team and the people that are serving the University now in that kind of a position.

So whoever that the Chairman talked to, that's his private conversation. And if there's a record of it, then it should be shared because I don't know who that is, he didn't say.

TRUSTEE LAWSON: Question.

TRUSTEE ALSTON: Yes, Vice Chair -- actually, before I do Vice Chair Lawson, if you don't mind, I know that Trustee Moore accepted that slight change on the motion. There was a second by Trustee Boyce, I believe.

Trustee Boyce, are you okay with that slight friendly amendment?

TRUSTEE BOYCE: Yes, sir.

TRUSTEE ALSTON: Okay. Vice Chair Lawson.

TRUSTEE LAWSON: Yeah, similar to Trustee Woody, I guess, first of all, clearly movement on the leadership team is at the President's
discretion and that's very understandable; but I just want -- just a question for clarity because that's a unique phone call to get.

So, Doctor Mangum, you're saying you had no knowledge that this phone call was being made?

TRUSTEE ALSTON: Doctor Mangum.

PRESIDENT MANGUM: Am I under -- what are you -- are you -- did I have knowledge of a phone call that was being made?

TRUSTEE LAWSON: Right, because there was an insinuation that if certain personnel moves were made that some issues would become non-issues. So similar to Trustee Woody, I mean I preface the question by saying, movement of the leadership team is at your discretion and that's not the question. The question for me is about --

PRESIDENT MANGUM: Who made the call? Can you tell me who made the call?

TRUSTEE LAWSON: -- the process. I have to -- I don't know, the call didn't come to me.

PRESIDENT MANGUM: So I don't -- I can't answer that because I don't know who we're -- I don't know who made the call.

TRUSTEE LAWSON: Okay.

CHAIRMAN MONTGOMERY: Mr. Chairman.
TRUSTEE ALSTON: Chair Montgomery.

CHAIRMAN MONTGOMERY: I spoke with VP Dale Cassidy, and I have written proof.

PRESIDENT MANGUM: We all -- may I speak for one second?

TRUSTEE ALSTON: Yes, go ahead, Doctor Mangum.

PRESIDENT MANGUM: We constantly hear the Board asking us to consult with them regarding decisions. And if this is the result of consultation, I find it very troubling that this kind of consultation takes place in this type of a forum around personnel decisions or consultation around personnel decisions for a purpose of driving an agenda that is not related to the conversation that was being had. It's disappointing.

Now with that said, we have talked about personnel changes across the University around several positions.

TRUSTEE LAWSON: And I think ---

TRUSTEE ALSTON: Thank you, Doctor Mangum.

Go ahead, Vice Chair Lawson.

TRUSTEE LAWSON: And I think my -- you know, to just be crystal clear, those changes are at the President's purview.
PRESIDENT MANGUM: That's correct.

TRUSTEE LAWSON: My question was more around knowledge of the conversation that took place. So it's not about the change itself. That's a hundred percent your decision. It was the conversation because I think that's an interesting conversation for another member of the team to have with a Board member versus potentially you having with a Board member, which would be very understandable.

PRESIDENT MANGUM: It's not uncommon to have information shared from different Board -- from team members to Board members. I've been fed Board members' desires from team members for 13 months, many -- and from other trustees from Board members for several months. So the culture of sharing information and having conversations, there are members of the team that have, I would say, better communication with some Board members because they send messages to me from many of my team members on a regular basis, and I do respond to them as well.

So having conversations that take place through third parties is something that we have been advised to do since Board members can't talk to each other as part of the public information request, so we do transmit information and have
conversations indirectly as a matter of business.

   TRUSTEE LAWSON: No, I mean that's not my question.
   PRESIDENT MANGUM: I think that -- that's my answer.
   TRUSTEE LAWSON: That's not my question. My specific question is --
   PRESIDENT MANGUM: That's my answer.
   TRUSTEE LAWSON: -- did you have knowledge of this --
   PRESIDENT MANGUM: That's my answer.
   TRUSTEE LAWSON: -- conversation that took place?
   PRESIDENT MANGUM: That's my answer.
   TRUSTEE LAWSON: Okay.
   TRUSTEE ALSTON: There's a motion on the floor. Any other discussion on the motion or any other items for discussion?
   CHAIRMAN MONTGOMERY: Mr. Chairman, I --
   TRUSTEE LAWSON: Mr. Chair.
   CHAIRMAN MONTGOMERY: As a followup, I have the same question. To have the confidence of receiving a call from a member of the senior leadership team to specifically reference that the President asked them to do it and then for us,
it's -- we're asking you did you -- it's either a
yes or a no. I mean if the answer is no, then it's
no. If the answer is yes, it's yes. But you
either knew or you didn't, and it is an appropriate
question. And as a member of this committee, I'm
asking that the question be -- it's a yes-or-no
question.

PRESIDENT MANGUM: You received my answer.

TRUSTEE ALSTON: Any further comments, Board
members?

(NO RESPONSE).

TRUSTEE ALSTON: Okay. Seeing none, there is
a motion on the floor. Trustee Moore, would you
like to restate your motion with the friendly
amendment, my apologies.

TRUSTEE MOORE: If I could get the appropriate
position title.

TRUSTEE ALSTON: Doctor Mangum or Attorney
McKnight.

CHAIRMAN MONTGOMERY: It's chief legal
officer.

TRUSTEE ALSTON: Chief Legal Officer.

CHAIRMAN MONTGOMERY: And then report to the
chair of the Governance Committee.

TRUSTEE MOORE: Okay. As I understand it with
the corrections, the Vice President for Legal Affairs as the Chief Legal Officer would report functionally to the Chair of the Board of Trustees and the Chair of the Governance Committee of the Board of Trustees and reports both administratively and functionally to the President.

TRUSTEE ALSTON: Thank you, Trustee Moore. Colleagues, you've heard the motion. Any further discussion?

(NO RESPONSE).

TRUSTEE ALSTON: All those in favor of the motion, please signify by the sign of aye.

(AFFIRMATIVE INDICATIONS).

TRUSTEE ALSTON: Any opposed?

TRUSTEE SHANNON: Nay.

TRUSTEE ALSTON: Would you like to do -- actually, is that Trustee Shannon?

TRUSTEE SHANNON: Yes, it is.

TRUSTEE ALSTON: Okay. So it looks like it's eight one. Attorney Barge-Miles, the motion passes.

We're going to move on to the next item, the recommendations from the consultant. I think you've heard, and I think Trustee Grable kind of teed this up. The first recommendation I think is
somewhat tied to the vote that we just took as it
related to the reporting structure, but these other
items are somewhat different as we talk about
communication and protocol and process, so I'm
going to leave it to your pleasure if there is a
recommendation. I'm sorry, so the actual six
recommendations are in the previous minutes that's
in your Board book from the previous meeting, so
those are the six items I'm referencing. It's on
Page 2 under the Special Committee on Governance, I
believe. It should be in your Board book.

So the six recommendations, the first
recommendation actually deals with what I think we
just dealt with, but as a board, if you want to
take some action or make some statement on these
items, you can take them all together, you can take
them individually, or clearly we can do nothing at
all. But I think that we have already tackled, you
know, Point Number 1, but I'm going to leave this
up to the Board for conversation and feedback.

Colleagues, any feedback? Thoughts?
Recommendations? Motions? And let me just
read, probably read these for everyone, just to
ensure that everyone has it, and I'm seeing the
heads nod.
So the recommendations previously from the outside consultant: Number 1, it is critical that the clarification in formalizing both the communication and functional roles and reporting requirements of the General Counsel take place.

Two, establish regular one-on-one meetings with the Board Chair --

CHAIRMAN MONTGOMERY: Just a point of --

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

CHAIRMAN MONTGOMERY: Just a point of order, could we stand at ease while all Board members are provided a copy of the document?

TRUSTEE ALSTON: Sorry, yes.

CHAIRMAN MONTGOMERY: I'm looking around, and I'm not sure that everyone has a copy. Can we stand at ease for a minute or two to allow everyone to obtain a copy?

TRUSTEE ALSTON: Absolutely. Let's just do this, let's take a quick five-minute recess.

(BRIEF PAUSE).

TRUSTEE ALSTON: Now that we're back in session, Colleagues, you have the six recommendations in front of you as stated. We can take them all as one, we can take individually.
TRUSTEE MOORE: Mr. Chair.

TRUSTEE ALSTON: Trustee Moore.

TRUSTEE MOORE: My comment would be that since we've established a structure both relative to the President and to the Chair that collectively they would work together to come back and present to the body what that role would be and what specific items because they may wish to enhance it.

TRUSTEE WOODY: Is that a recommendation or --

TRUSTEE MOORE: I can certainly make that in the way of a motion that --

TRUSTEE LAWSON: I'm sorry, can you clarify it, please?

TRUSTEE MOORE: Sure, that my recommendation or motion would be that since we've established the role, that we move in the direction of the Chair and President working jointly to establish the roles, functions, specific items and duties that this person would hold and that that information then be presented back to this body just as we've done with crafting the role for the audit person.

TRUSTEE WOODY: Second.

TRUSTEE ALSTON: So that is in the form of a motion, Trustee Moore?
TRUSTEE MOORE: Yes.

TRUSTEE ALSTON: And there's a second by Trustee Woody?

TRUSTEE WOODY: Yes.

TRUSTEE ALSTON: You've heard the motion. Any discussion?

CHAIRMAN MONTGOMERY: I'm agreeable to that. I appreciate the motion. If the full Board adopts the recommendation tomorrow and approves it, we'll be in a posture to immediately begin conversations with Doctor Mangum and the Chief Legal Officer about what these are.

My understanding is also that it would encompass all areas in that but specifically would focus on these six. So, yes, I'm very agreeable to it. I appreciate the motion and I plan to support. Thank you.

TRUSTEE ALSTON: Thank you for your comments, Chair Montgomery.

Any additional comments on the motion?

(NO RESPONSE).

TRUSTEE ALSTON: Seeing none, all those in favor of the motion please signify by the sign of aye.

(AFFIRMATIVE INDICATIONS).
TRUSTEE ALSTON: Any opposed?

(NO RESPONSE).

TRUSTEE ALSTON: The motion passes unanimously.

Colleagues, we'll now move on to the other action item that was added at the start of the meeting. That's revision to the Equity Report. At the previous meeting, you heard a presentation so I'm going to now ask Ms. Gavin to come forward -- Ms. Gavin to come forward.

I know there was some conversation and additional substantive changes somewhat to the document. If you could, just walk the Board through where we were previously, the changes that were made, and I think it requires some action from the Board, correct?

MS. GAVIN: I believe so.

TRUSTEE ALSTON: Yes, so you're recognized.

MS. GAVIN: Okay. Trustees and President Mangum, on July 21st this committee approved the Florida Equity Report submitted by Florida A & M University. At that meeting, Trustee Moore did raise some concerns about the strategies and the timeline for those strategies under the academic review section and I believe that was on Page 3.
What we did, we actually got with the Provost's office to find out if the strategies that had been listed in the prior report, how many of those had been implemented. And what we found from the Provost's office is that all of the strategies listed have been implemented, and we made those changes to the report.

Also, after the meeting, after that July 21st meeting, the Athletic Department did approach me regarding a sentence that was under the athletic's section that listed the Athletic Department reinstating the swim teams, and we did go back to check what was submitted from the Athletic Department, and that was not listed. It was in the prior year's report, and that sentence was left over from the prior year's report, so we deleted that information. And those are the changes.

TRUSTEE ALSTON: Great. You've heard the revisions from Ms. Gavin on Page 3. I think that was initiated from Trustee Moore.

MS. GAVIN: Page 3 and Page 4 I believe dealing with Athletics.

TRUSTEE ALSTON: Great, Page 3 and 4. And of course, the swim team deletion as well.

MS. GAVIN: Right.
TRUSTEE ALSTON: Any comments, discussion, Board members? I think this does require another vote -- a vote by the Board for a recommendation to the full Board tomorrow, so we do need to make this an additional action item.

Is there a motion to approve the revisions of the Equity Report?

TRUSTEE WOODY: So moved.

TRUSTEE LAWSON: Second.

TRUSTEE ALSTON: It's been properly moved and seconded to approve the revisions to the Equity Report. Any additional discussion?

(NO RESPONSE).

TRUSTEE ALSTON: Seeing none, all in favor of the motion please signify by the sign of aye.

(AFFIRMATIVE INDICATIONS).

TRUSTEE ALSTON: Any opposed?

(NO RESPONSE).

TRUSTEE ALSTON: The motion passes unanimously. Thank you so much.

MS. GAVIN: Thank you.

TRUSTEE ALSTON: We'll now move on to several discussion items. They're somewhat lumped together, but we're going to treat them differently.
The first is a document that all of you have that Attorney Barge-Miles, we worked on this. It's the SUS Governance Committee. This was just research that we did -- or rather that Attorney Barge-Miles did along with the General Counsel's office I believe as well, looking at the Governance Committee structures and roles at other universities in the SUS, so this really is an FYI document for everyone. I know that at some point we will begin to flesh out additional roles and responsibilities for governance.

I will just bring your attention, if you look at both FIU and the University of Florida, I'm just going to pick those two out, I think that they have very, you know, comprehensive governance committees, particularly the University of Florida. And it actually covers many of the different things that we've talked about, so approving the charters annually, a periodic review of our bylaws, which technically we are doing, along with many other things, board training, et cetera, which is a few other points that we have on our agenda.

So if you could, look at the document. Actually for Trustee Boyce and Trustee Shannon, I think Attorney Barge-Miles probably has e-mailed it
to you; so if you could, look at that document. If you could provide feedback to Attorney Barge-Miles, and she then will provide that to the Chair of the Board as it relates to just feedback on the responsibilities and roles of the Governance Committee.

So, again, everyone assembled here today, if you could look at this at your leisure. If you could, I'll just say maybe within a week, get your feedback and thoughts to Attorney Barge-Miles who will then share it with the Chair of the Board.

Any questions or comments on this document?

TRUSTEE SHANNON: Mr. Chair.

TRUSTEE ALSTON: Yes, go ahead, Trustee Shannon.

TRUSTEE SHANNON: Trustee Shannon. So when should Trustee Boyce and I expect our email copy of that?

TRUSTEE ALSTON: Yes, actually, Attorney - great question. Attorney Barge-Miles is pressing send right now, and it is --

TRUSTEE SHANNON: Okay.

TRUSTEE ALSTON: It's a document that will give you just initial high-level feedback on all of the governance committees at other SUS schools in
the state.

TRUSTEE SHANNON: Okay. Thank you.

TRUSTEE ALSTON: No problem.

We'll now move on to the next item, which is review of the operating procedures. Again, we've had this point on here, and many of these are already crystalized in the document that you have, so I won't repeat them: The process for Board elections, appointment of successors, presidential evaluation, which actually is a point that Trustee Moore I think also recommended, so I'm going to ask Trustee Moore to comment on that point; and then also transition and process for Board leadership.

The one thing that we have already done, I think, and thank you, Chair Montgomery, for recommending this to us, we've looked at already a few other governance committee structures and the types of policies or procedures they have in place as it relates to many of these items. So if everyone is comfortable, very soon we'll be bringing you a menu of recommendations as it relates to the procedures, and many of these items will be a part of it. So if there are other items that you think should be included, as you go through and look at the structure for the other
schools, please include those recommendations because what we'd like to do is have one full menu of substantive recommendations to our Operating Procedures, okay? Any objection to that?

CHAIRMAN MONTGOMERY: No, but I have a comment.

TRUSTEE ALSTON: Yes, go ahead, Chair Montgomery.

CHAIRMAN MONTGOMERY: So thank you again for pointing out that our Operating Procedures actually require us to do this.

TRUSTEE ALSTON: Yes.

CHAIRMAN MONTGOMERY: And unfortunately that, in some cases, hasn't been the practice. I will say to you that during my tenure as Vice Chair and then also as Chair, there's a lot to learn as we go, I mean there's -- everyone is growing as a board. The transition process to chairman, I would recommend at some point that when there's outgoing leadership that any pending items be transferred and be shared from a knowledge perspective to the incoming leadership.

But for purposes of continuity, I mean we have up to eight board positions that are between now and January of next year. And I think as a board
we have to continuously be mindful that when
mistakes are made they're often repeated for lack
of knowledge. And so as we proceed in this
process, I'm going to encourage the members of the
committee to think about ten years from now, if
you're a Board member here and you're looking back
at the processes of how we do things, when you ask
yourself the question, what is the FAMU Way? Well,
we strive for excellence, but what kind of policies
and procedures can we put in place that over time
will virtually nearly guarantee successful
outcomes?

I've put an extensive amount of time in
studying board governance with institutions outside
of the State of Florida, but there are also several
institutions within the State of Florida that
really get it right. I've watched how folks have
done it, we've studied it, taken a look at it.
We're not attempting to be like someone else. We
would want to put ourselves -- or at least my
encouragement would be to get to the point where
people would look at us as an example in the area
of governance.

I will also say that I believe some of the
problems or the challenges that we face can be
corrected by the implementation of effective processes. So, again, it's a charge to the committee. It's obviously your purview as chair in terms of how you want to approach and revising what we have, but we need to think about what the Board looks like when we're no longer here so that there's some continuity, and that was one of the purpose of charging this committee.

So the other thing here was the development of Board priorities. We've had discussions about the President and the President's goals and objectives. One of the best practices cited by the Association of Governing Boards is for the Board itself to have priorities and responsibilities so that on an annual basis we can grade ourselves and we can be held accountable as a board in terms of what we said versus what was actually done. I've said publicly and privately that out of fairness to the President, we need to be able to effectively communicate, you know, who we are and what we're attempting to do.

When a question arises of what's the Board's position on this -- I was recently asked the question: What's the Board's position on this? Well, I knew what my position was, but I did not
have an updated Board position on that particular issue, and so I had to punt on the item and leave that up to the full body because it's not personal, it's not my position. What I would have liked to have had in that position was the ability to reference what the actual Board's position was.

So I appreciate what you're doing in moving this along. I support it, and to the extent that I can provide input, I'd be happy to do so.

Thank you.

TRUSTEE ALSTON: Thank you, Mr. Chair. Any additional comments, feedback?

(NO RESPONSE).

TRUSTEE ALSTON: Okay. Trustee Moore, would you like to comment on the presidential evaluation, that bullet?

TRUSTEE MOORE: Sure. Just wanting to memorialize the process and document what we've done thus far this year, it's not to say that we could not stand room for enhancements or tweaking what we've done, but I think that the process has held up and that we've been firm in our convictions in making sure that it was integrity driven. So my thought there would just be to document what we've done using the files and records that we've
maintained throughout this process.

   TRUSTEE ALSTON: Great, I think we're going to depend greatly on your expertise. I think you've done a great job, and I know we'll hear from you I believe tomorrow.

   TRUSTEE MOORE: Uh-huh.

   TRUSTEE ALSTON: So if you could, on this point, get that to Attorney Barge-Miles, that would be great.

   TRUSTEE LAWSON: Just a comment.

   TRUSTEE ALSTON: Go ahead, Vice Chair Lawson.

   TRUSTEE LAWSON: Yeah, I've sat through a couple of those -- or a couple of the presidential evaluations, and I have to say this is the best one to date. It was clear what our role was, it was clear what the President's role was, and the ability to receive, review her feedback and then in turn see our individual feedback and collective feedback. It was laid out nicely; and, again, you know, we've outside consultants work on these in the past, et cetera, et cetera, and this was significantly easier, the work.

   TRUSTEE ALSTON: Ditto. Any additional comments or feedback?

   TRUSTEE SHANNON: I concur.
TRUSTEE ALSTON: Thank you, Trustee Shannon. Trustee Woody, my apologies.

TRUSTEE WOODY: Ditto.

TRUSTEE ALSTON: Okay. Great.

So we'll move on to the next point, development of board orientation. Again, this is one of the points also, part of the recommended potential recommendations of what the Governance Committee could be responsible for. I would just point out that each of you should have a copy of the previous BOT member handbook. If you don't, please reference that. Again, I believe that was e-mailed out to everyone, probably about two or three days ago prior to today's meeting. I won't go through it in its entirety; but, again, as recommendations, if you look at all of the items that we've talked about, new trustee orientation, orientation for a new BOT chair, the role of the President and trustee orientation, which I'm going to ask for Doctor Mangum just to make some comments on.

If you look at the document that you have in front of you, the document does include several components, the mission statement, history of the University. As it relates to governance, Board of
Governors information, BOT information, information on all of the trustees, standing committees, meeting schedule, meeting materials and minutes. It goes over the organization, the President's visions, the President's leadership team, the organizational chart, information on our faculty and students. It goes over pertinent reports and plans, so our strategic initiatives, the University work plan, the University accountability report, along with pertinent documents that we should be aware of as members of the Board.

So if you could, look at the current template. I believe this was in place not that long ago. I believe that Trustee Moore -- was it just you?

TRUSTEE MOORE: And Marjorie.

TRUSTEE ALSTON: That's right, Trustee Moore, Trustee Turnbull -- was Trustee Shannon a part of that as well?

TRUSTEE MOORE: Yes.

TRUSTEE ALSTON: That's right, so Trustee Moore, former Trustee Turnbull and Trustee Shannon I believe helped crystallize this current document. So if there are other additions that you'd like to see, again, also please provide your feedback, we'd appreciate that.
First I'm going to ask the President to actually comment on the role that she would recommend or like to see herself playing in the trustee orientation process, and then I'm going to ask Trustee Moore to comment on the last four items. These are her recommendations: Sunshine law, indemnification, D & O insurance, limitation of liability.

Doctor Mangum and then Trustee Moore in that order.

PRESIDENT MANGUM: Thank you.

Primarily, my focus that the Board would allow us to provide them with the information, the facts and the figures about the current status of the institution, the policies and issues that are facing higher education today and FAMU in particular. So it's basically an info -- it would be an information session regarding our major senior leadership areas and the policies of the institution, to introduce them to challenges that we have and the current status of the institution.

TRUSTEE ALSTON: Okay. Thank you, Doctor Mangum.

Trustee Moore.

TRUSTEE MOORE: Absolutely, and before I get
into the four items that I have listed, I think it would be important, more than just that, as an on-boarding tool, but that we also look at it as a refresher each year that we look at these items.

With respect to the four that I have listed: Sunshine law, indemnification, D & O insurance, directors and officers, as well as limitation of liability, the thought behind those is that trustees can come from anywhere throughout the United States and be placed on this Board and they may not be familiar with the Sunshine Law, so I think that it's very important that we keep that in front of them and that we go over it in terms of indemnification, making sure that they understand the role that we play and the decisions that we may and that there is some protection that guides us throughout this process. The same would hold true for the Items F and G, so primarily awareness. I think awareness is good.

TRUSTEE ALSTON: Great. Thank you, Trustee Moore.

I think, Attorney McKnight, you want to make a comment? Attorney McKnight, you're recognized.

ATTORNEY MCKNIGHT: Thank you, Chair Alston.

Under Article 2.1, it is reflected that the
Board as a corporation, primarily acting as an instrumentality or agency of the state pursuant to 768.28, Florida Statutes, we do have two guests with us today, Mike Andrews and Steve Hoerll (phonetics) from the Division of Risk Management and they are the experts on risk management. And so I didn't know whether or not -- I asked them to come over, I'm glad that they did, and I'm not sure if there were any questions of the Board at this moment. But at another date and time, I'm sure that they would be willing to come back and they've heard some things from Trustee Moore about what they can share with the Board in terms of this orientation process.

TRUSTEE ALSTON: Great. Thank you, Attorney McKnight.

Any comments or questions from the trustees? (NO RESPONSE).

TRUSTEE ALSTON: Okay. Any additional.

CHAIRMAN MONTGOMERY: Mr. Chair.

TRUSTEE ALSTON: Yes, Chairman Montgomery.

CHAIRMAN MONTGOMERY: Under Item B, orientation for new BOT chair and vice chair, the rotation from vice chairman to chairman, in most cases that could be part of the transition, so --
TRUSTEE ALSTON: Great. Duly noted. We'll make sure that that is a part of the orientation going forward.

Any additional -- I'm sorry, Trustee Grable.

TRUSTEE GRABLE: I'd like to say to Committee Chair Trustee Alston and in particular to the Chairman, Chairman Montgomery, I want to thank you all for that focus on the orientation. As a still new and learning Board of Trustee Board member, that is critical. And I think the changes that are occurring in terms of information to the Board, presentation of some of the documents, including the Operating Procedures and many of the documents that I received in recent months, it has made life a lot easier. So that is a really good move, and thank you, again, to the Committee Chair and to Chairman Montgomery.

TRUSTEE ALSTON: Thank you, Trustee Grable, for those comments.

Any additional items to come before this Committee, or comments from Board members?

CHAIRMAN MONTGOMERY: Mr. Chair.

TRUSTEE ALSTON: Yes, Chair Montgomery.

CHAIRMAN MONTGOMERY: I have an item and, again, I'd like to put it out for discussion,
whether it could potentially lead to becoming an action item, I -- as a Board, I have become familiar with being in a position that we currently lack a mechanism to effectively communicate with FAMU stakeholders. I believe that the narrative should be more of an accurate reflection of the work that we're doing as we represent FAMU, not so much Board specific, but as we represent FAMU. And keeping in mind that our brand could be in danger of being harmed, especially when we're making impartial and concerned decisions about the University.

So I'd offer for consideration that we put a process in place to engage a -- say a public relations firm with the main purposes -- and I'm citing from a previous contract that we had -- Number 1, to advise and support in dealing with media and other stakeholders; Number 2, to meet regularly with FAMU Board of Trustees on public relations strategies; and Number 3, to offer assistance with representation management messaging, retention management, and media outreach.

And, again, the purposes here are not singularly with the Board. I believe most of us,
if not all, are familiar with some of the challenges that we've had with communications that come out from the University, to continue to have press releases with grammatical errors or spelling errors and that type of thing and whatnot, and we have -- we've seen the examples, is not reflective of the excellence of Florida A & M University; and so this is one way to deal with that. We have upcoming legal activity that could significantly impact us, whether positive or negative; and we have ongoing challenges that don't reflect where we are as an institution and the good things that are happening.

So as we go so goes the institution, and I'd offer for the discussion to the Committee about a process to select a public relations firm.

TRUSTEE ALSTON: Thank you, Chair Montgomery, great point. And actually, I like the idea; and I think many of us will recall that I think we had a similar process in place with another firm as we went through a different period probably a few years ago. And I believe that at the time Trustee Shannon helped us in a great way because she was the main point of contact in that process.

So, no, I think that's a -- you've made an
excellent point, excellent idea. I'm hopeful that it is crystalized into a motion because I think similar to you, you know, I think that, you know, our brand is important as we work through many, you know, potential issues that many of us are aware of that we receive ongoing from our legal department, along with other items. I think it becomes very critical that we speak with one voice and that we definitely protect our brand both near and far.

So with that, Vice Chair Lawson.

TRUSTEE LAWSON: Yeah, I'm not against the idea at all. I would hope that as we look or as we entertain the idea, that this person could also take a look at our planning process, because I just still feel that we find ourselves reacting to deadlines, you know, not knowing that they're deadlines that are -- well, I shouldn't say not knowing, but reacting to deadlines that are known but we find out and there's little reaction time on our behalf.

So as we look at this process, I think we have to look at it from a couple of different ways. I mean there are traditional PR firms and there are also strategy firms as well. So I would just offer that we not limit ourselves specifically to PR.
TRUSTEE ALSTON: Great point, Vice Chair Lawson. The one thing I'll mention, I know that in state statute that there is some flexibility for us and I do -- I won't wear that hat today.

I'm going to ask, Attorney McKnight, if you could, maybe just to approach the podium. I want to get, as he's coming, feedback in terms of a process, because, actually, as you just talked about, single source versus sole source, you know, what is the Board's prerogative.

I know that there was a previous contract in place, let's just call it maybe two or three years ago, with a firm who also had deliverables. And I think that Chair Montgomery might have mentioned all of them, so I'm hoping that that will be a part of the motion. You want to give the Board what are our menu of options, Number 1? And then Number 2, in terms of movement, you know, should we put a time clause or a time frame? You know, is it -- you know, so that time of thing. Give us your feedback.

ATTORNEY MCKNIGHT: Yes, and probably the subject matter expert will be Shira Thomas because she's part of the transactional team, so she may be coming, hopefully, to follow up.
But the Board under its regulations, and I think it's 6.005, that the sole source could be used whereby the Board through the Director of Procurement could reach out to, say, three such firms as Trustee Lawson has articulated. And as long as that threshold is under $75,000, right? I'm going to ask Shira to come.

TRUSTEE ALSTON: Yeah, I was going to say, just to state for the record --

ATTORNEY THOMAS: Yeah.

TRUSTEE ALSTON: -- just so we have all of that crystalized, if you could.

ATTORNEY MCKNIGHT: As long as it is under $75,000, it is something -- it's services that, yes, the Board could contract with a company to provide the services as the Board would desire to have. Shira.

ATTORNEY THOMAS: Right. There are a number of different mechanisms under our purchasing regulations that can be employed. If the services are going to be under a $75,000 or don't exceed 75,000, then we're not required to do competitive solicitation; we're required to obtain three quotes. We can do that and move forward.

TRUSTEE LAWSON: What about length of time?
Is it just dollar amount, or is it --

ATTORNEY THOMAS: Right.

TRUSTEE LAWSON: -- Just dollar amount?

ATTORNEY THOMAS: Dollar amount. And if we do
plan on adding additional services, then it used
the competitive solicitation. We could also use
sole source; but, of course, we have to do a
justification, and it has to be in the best
interest of the University or the most practical
means.

TRUSTEE ALSTON: And with the previous
process, was that single source or sole source?

ATTORNEY THOMAS: I thought that was
competitively solicited.

TRUSTEE SHANNON: It was -- Mr. Chair.

TRUSTEE ALSTON: Yes, go ahead, Trustee
Shannon.

TRUSTEE SHANNON: It was competitive, and I
think that there are tremendous amounts of
information, learning and benefit to the University
by continuing to do an independent -- I mean a
competitive process.

TRUSTEE ALSTON: Okay. Thank you so much,
Trustee Shannon, if I could --

CHAIRMAN MONTGOMERY: Mr. Chair.
TRUSTEE ALSTON: Yes, I'm going to recognize the Chair followed by the Vice Chair.

Single source, you pointed out that it also is another way of doing a competitive bid because you still technically would reach out to three -- or, you know, up to three individuals, and then a decision would be made, so that's another option --

ATTORNEY THOMAS: Yes.

TRUSTEE ALSTON: -- if we chose that vehicle.

ATTORNEY THOMAS: It is.

TRUSTEE ALSTON: Okay. So currently there is -- okay, got it.

Chair Montgomery followed by Vice Chair Lawson.

CHAIRMAN MONTGOMERY: Well, you made the first of what I had intended to state, you know, doing it that way, would -- it would be competitive in the sense that there would be multiple firms solicited from the University's perspective and then the selection made.

But more importantly in this case, if we went -- and there's not an intent to circumvent the process, competition is good; but if we went through, say, a standard competitive process like we did before and then, say, that was appealed, how
how long could this possibly be stretched out before the Board would be in a position to actually acquire the talent of --

ATTORNEY THOMAS: It could be months unless we declare it to be an emergency, if it were health, safety, and welfare related, then we would be able to move forward. But if it is not a health, safety welfare, you know, mechanism, then it could possibly be delayed quite some time.

CHAIRMAN MONTGOMERY: And as a follow --

TRUSTEE ALSTON: Go ahead, Mr. Chair.

CHAIRMAN MONTGOMERY: As a followup, Mr. Chair, so, again, understanding and being respectful of your comments and input, with your help in that process, Trustee Shannon, I'd say that we're not in a position where it would be in our best interest, the University's best interest and our capacity as fiduciaries, to put ourselves in the position where it may take months to get the help that I believe we need at this time.

So to the extent that we can expedite the process, of course everything above board and following the rules and procedures, I think we would proceed in a manner that would allow us to do this at an accelerated pace.
Thank you, Mr. Chair.

TRUSTEE ALSTON: Thank you. And just for the record, that sounds like single source with the option of reaching out to multiple firms, not sole source, that is correct?

ATTORNEY THOMAS: Sole source under our regulation.

TRUSTEE ALSTON: Sole source under our regulation, got it.

Vice Chair Lawson.

TRUSTEE LAWSON: I'm sorry, don't leave yet because I'm just still not clear. Single source we could do right away, just make sure I'm clear?

ATTORNEY THOMAS: That's correct.

TRUSTEE LAWSON: The competitive bid process is, let's say, two months? I'm asking.

ATTORNEY THOMAS: Yes, depending on the timeline.

TRUSTEE LAWSON: Two months, okay. And, again, if we're under 75,000, we can do single source under 75,000?

ATTORNEY THOMAS: We don't even have to declare a single source if it's under 75,000.

TRUSTEE LAWSON: We don't. And if it exceeds it over time, then we need to come back and revisit
the bid process or --

ATTORNEY THOMAS: Right.

TRUSTEE LAWSON: Yeah, okay.

ATTORNEY THOMAS: Or at that time we may have to declare sole source.

TRUSTEE LAWSON: Okay.

CHAIRMAN MONTGOMERY: Mr. Chair, I'd be willing to simply hold a Committee -- I mean to hold a Board meeting and give folks time to digest and understand but then to hold a Board meeting in which a vote could be taken to move forward on this.

And to Trustee Shannon's point, have a commitment to in the future moving forward with a competitive process; but at this point, I think this is the way to go.

TRUSTEE ALSTON: Thank you, Mr. Chair. So just to repeat your recommendation, is to withhold today and make a decision tomorrow; or do you want to hold a special meeting just on this item?

CHAIRMAN MONTGOMERY: Well, I'd say what pleases the Chair. My thought would be that we would advance a recommendation to the full Board.

TRUSTEE ALSTON: I'm okay with that.

TRUSTEE LAWSON: Well, considering this is a
Committee --

TRUSTEE SHANNON: Mr. Chair.

TRUSTEE LAWSON: Let Trustee Shannon go.

TRUSTEE ALSTON: Yeah, let me do Trustee Shannon and then follow Trustee Shannon Vice Chair Lawson.

Go ahead, Trustee Shannon.

TRUSTEE SHANNON: Yeah, it's just a request for clarification from Attorney Thomas. What are -- for a competition process, what are the minimum time frames that we would be able to utilize in running a competitive bid process?

ATTORNEY THOMAS: It would be, at a minimum, seven days for -- and we generally like to employ longer timelines, but at a minimum seven days.

TRUSTEE SHANNON: So we would submit, or we would put out an invitation to negotiate and give interested firms seven days to respond; is that what you're saying?

ATTORNEY THOMAS: That's correct. We'd have to, of course, factor in the time to put the competitive solicitation together.

TRUSTEE SHANNON: Given the fact that we already have --

ATTORNEY THOMAS: We can use that.
TRUSTEE SHANNON: -- somewhat of a -- yeah, we won't have to reinvent the wheel, so I'm not as concerned with that. I just wanted the Board to be informed of the minimum time frames that we can use for a competitive process.

TRUSTEE ALSTON: So if I could -- and I'm going to recognize Vice Chair Lawson -- if I could Attorney Thomas, it sounds like the question is competitive process versus, as you just mentioned, the threshold under 75,000 --

ATTORNEY THOMAS: Right.

TRUSTEE ALSTON: -- picking up the phone and reaching out to three individuals?

ATTORNEY THOMAS: Right.

TRUSTEE ALSTON: What is the difference in time for that? I think that's really what this question is boiling down to. A competitive process involves putting together some document, publishing or posting something, allowing a period of response that's reasonable, getting the responses, evaluating the responses, there is a committee and then something happens.

ATTORNEY THOMAS: Right.

TRUSTEE ALSTON: So I think the question is: What is that full process for competitive versus
the process for picking up the phone for quote, unquote, for three quotes with the other process that's been mentioned?

ATTORNEY THOMAS: The first process can be done you know, within a few days, a week. The competitive solicitation process, as I stated, of course factoring the time for preparing the document, posting the document, receiving responses, evaluating responses, you know, posting the award, obtaining Board approval since this is a Board, you know, process as well, and then we have to factor in time for any potential bid protest. If the, you know, competitive solicitation is protested, then, you know, we have to go through the Division of Administrative Hearing process.

TRUSTEE ALSTON: Trustee Shannon, was that clear for you?

TRUSTEE SHANNON: Yes, I just wanted to ensure that the Board had that information.

TRUSTEE ALSTON: Yes.

Go ahead, Vice Chair Lawson.

TRUSTEE LAWSON: My only comment was -- I mean thanks for the clarification, Attorney. That's really good to know. My only comment was: Why can't we bring it to a vote? I mean this is
technically a committee of the whole.

TRUSTEE ALSTON: I can't make a motion, Mr. Vice Chair.

TRUSTEE LAWSON: So move. I'll clarify that we look through the appropriate processes, we look to bring on a consultant in the areas of strategy and communication as soon as the process will allow.

TRUSTEE ALSTON: Not exceeding the 75 K threshold.

TRUSTEE LAWSON: Not exceeding the $75,000 per advice from the legal counsel.

TRUSTEE ALSTON: And reaching out up to three firms for a quote.

TRUSTEE LAWSON: Yes. Following the exact process outlined by legal counsel, yes.

TRUSTEE ALSTON: Is there a second?

CHAIRMAN MONTGOMERY: If I may add.

TRUSTEE ALSTON: I'm sorry. Go ahead Chair Montgomery.

CHAIRMAN MONTGOMERY: And, again, I'm going with the spirit of competition, if we would require three firms. You said up to three, but if we require that they reach out to three.

TRUSTEE ALSTON: Yes. Yeah, you could.
Yeah, we could require three.

You accept that friendly amendment?

TRUSTEE LAWSON: I do.

TRUSTEE ALSTON: Is there a second to the motion? My apologies.

TRUSTEE MOORE: Second.

TRUSTEE ALSTON: It's been properly moved and seconded that the Board move forward with the item as introduced by Chair Montgomery, that we reach out and obtain a firm as referenced by our Chief Legal Officer; that we reach out to three firms that would give us provide these -- provide these services to the Board up to our do-not-exceed clause of $75,000. I think I stated that correctly.

TRUSTEE LAWSON: Yes.

TRUSTEE ALSTON: Okay. Any discussion?

(NO RESPONSE).

TRUSTEE ALSTON: Any further comments?

(NO RESPONSE).

TRUSTEE ALSTON: Seeing none, all those in favor of the motion, please signify by the sign of aye.

(AFFIRMATIVE INDICATIONS).

TRUSTEE ALSTON: Any opposed?
TRUSTEE ALSTON: The motion carries unanimously.

Thank you, Mr. Chair.

Any additional items for the Board to consider at this point?

TRUSTEE LAWSON: Yes.

TRUSTEE ALSTON: Go ahead, Vice Chair Lawson.

TRUSTEE LAWSON: Well, it's a question, Mr. Chair. You can tell me if it's appropriate. I do want to continue my soapbox on the engineering school, if I may.

TRUSTEE ALSTON: Okay.

TRUSTEE LAWSON: Okay. I think -- and I'll push some information out just for the larger body, because this is a committee of the whole, to consider and I did a little research. I'm just going to read this quickly.

I think of particular importance here is Principle 3.2.6 of the Principles of Accreditation for the Southern Association of Colleges Schools and Commission on Colleges. This is a principle that mandates that board, slash, administration distinctions, and it says: And it's clear appropriate distinctions in writings in practice
between the policy-making functions of the
governing body -- of the governing board and the
responsibility of the administration and the
faculty to the administrator and implement policy
for administration distinction.

What this is, without me reading the entire
two pages from the policy, is it provides clear
distinction between Board policy setting and
administration action. And as you read this and
you form your own interpretation, it could lead you
to believe or could lead you to the conclusion that
the current joint council -- I hope I get the name
correct -- has actually enacted a policy on our
Board versus a process or action. And you could
also infer from reading this that there may -- we
may have recourse to challenge that organization or
that body as implementing policy when it states
clearly that the Board of Trustees, whether it be
FSU, FAMU, you know, plug in the school, their
trustees own the creation of policy.

So I'd ask -- I would ask that the Board take
a minute to research this policy on your own. I
can forward it to Attorney Barge-Miles and she can
forward it to all of you, but it's a clearly stated
policy within the Southern Association of Colleges
Schools and Commission on Colleges, in their policy document. But as you read through here, it clearly states that as the governing body we set policy, not the administration.

And you can interpret, again, what was done in the joint commission was a setting of policy for both schools, not just for us, for both schools. And if you read this, with the same interpretation at least that one person has, me, it says that the council flies directly in the face of this policy.

So Attorney Barge-Miles, I'd love to share this with the larger board through you for everyone to review, and I would ask as a Board that we not let this issue rest. We do have recourse on this issue if that is the pleasure of the Board.

So, Mr. Chair, I push that out as an item for consideration.

TRUSTEE ALSTON: Great. And, no, thank you, Mr. Chair. And I think you also heard my comments because I think I was on the call then. So I think many of us shared a lot of our frustration around this topic.

Let me do this, if possible: Attorney Barge-Miles, can you actually provide the document to us via email? And I don't know, and I'm going
to look at Chair Montgomery, if you want to add
this maybe as a discussion point tomorrow. Is that
what you're asking, Vice Chair Lawson?

TRUSTEE LAWSON: Well, first I'd like to ask
the Board to read it and see if they have the same
interpretation as I do.

TRUSTEE ALSTON: Okay.

TRUSTEE LAWSON: And if you all do, I would
like to bring this as a topic for discussion
tomorrow.

TRUSTEE ALSTON: Okay. And then, of course,
that also would involve some feedback from the
General Counsel's office, so if you also could make
sure that they're looped in so they would also give
us our menu of options in terms of a response.

TRUSTEE LAWSON: Okay.

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

CHAIRMAN MONTGOMERY: We'll add it as a
discussion item for tomorrow. I'll confer with
Doctor Mangum in her capacity as corporate
secretary. But as you know, I am able to add it
during the meeting; but I think we add it as a
discussion item. If necessary, it can progress to
becoming an action item.
TRUSTEE ALSTON: Thank you, Mr. Chair. And thank you, Mr. Vice Chair, for that recommendation and pointing out that information to us.

And then also -- I'd also ask Doctor Mangum to also review that information and provide your feedback to us as well because I think you also heard many of our comments previously as well.

TRUSTEE SHANNON: So, Mr. Chair.

TRUSTEE ALSTON: Yes, go ahead, Trustee Shannon.

TRUSTEE SHANNON: Just so I'm clear and can do my homework correctly, are you -- I guess, Vice Chair Lawson, are you saying that the regulation that you're providing us with a copy of, somehow you're reading to invalidate the decisions made by the joint council? Is that what you're saying and asking for our opinion if we read those statutes the same way?

TRUSTEE ALSTON: Vice Chair Lawson.

TRUSTEE LAWSON: May I? Okay, Trustee Shannon, what I'm specifically asking is that if you read the -- I guess it's a statute, and determine if your interpretation of it is the same as mine when I read through the three pages because it speaks specifically to the division of power.
between the Board and the Administration. It speaks specifically to policy setting; it speaks specifically to implementation of policy; and it speaks specifically to each party's role therein.

So I think if you interpret it the same way I did, it reads as if the council does not have the latitude to implement a policy against both of the universities. Now that's my interpretation.

TRUSTEE SHANNON: Okay.

TRUSTEE LAWSON: Therefore, I'm asking each Board member to receive a copy of this so that you can form your own interpretation.

TRUSTEE SHANNON: Okay. Thank you. That's what I was trying to get clear in my head, and it's clear now.

TRUSTEE LAWSON: Okay.

TRUSTEE ALSTON: And, actually, Trustee Shannon, as you were talking, Mr. Vice Chair, Doctor Mangum just made a point. And I'm going to, actually, let her mention that on the record.

PRESIDENT MANGUM: Thank you, Chair.

That wasn't a policy; that was an administrative decision about who handles parts of the operating activities of the college. It wasn't a policy decision that was made by the Joint
Council. It wasn't a policy decision; it was a management decision.

TRUSTEE ALSTON: Any additional comments or questions?

(NO RESPONSE).

TRUSTEE ALSTON: So just to finalize this item -- go ahead. I'm sorry, Mr. Chair.

CHAIRMAN MONTGOMERY: I'll brief as you've heard me. When a $13 million decision gets made --

TRUSTEE LAWSON: It's policy.

CHAIRMAN MONTGOMERY: -- that affects our budget, that is a --

TRUSTEE LAWSON: Policy decision.

CHAIRMAN MONTGOMERY: -- that is a Board level -- that requires a Board level discussion. Anything over a million dollars that affects us, requires a Board level. If that's not clear to our CEO, perhaps we need to codify it. But if that's not the understanding, and that's made clear to us today, then I think we need to take steps to ensure that in the future when there are millions of dollars at stake, that it requires a Board level discussion and consent.

TRUSTEE LAWSON: May I also?

TRUSTEE ALSTON: Go ahead, Vice Chair Lawson.
TRUSTEE LAWSON: And to clarify, you know, Doctor Mangum, this is not a jab at you. It is specifically a question about the Council that has been assembled and does the Council have authority to render the decision that they render. You are part of the council but there are eight or 10 other people.

PRESIDENT MANGUM: That's correct.

TRUSTEE LAWSON: So, you know, it's not a direct --

PRESIDENT MANGUM: I understand.

TRUSTEE LAWSON: -- you know, jab at you. It is a question about the Council's level of authority.

TRUSTEE ALSTON: And I'll just interject. Because we're talking about governance, I think this is the appropriate landing spot for us to have this conversation. So I appreciate you, Vice Chair Lawson, for bringing forth this item. If we could, I think the attorneys will be ready tomorrow to give us some feedback, Doctor Mangum as well, and Attorney Barge-Miles will make sure that all of the trustees get the document provided by Vice Chair Lawson. Thank you all for that.

Any additional items to come before this
committee?

(NO RESPONSE).

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

(WHEREUPON, THE MEETING WAS ADJOURNED).

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CERTIFICATE

STATE OF FLORIDA  )
COUNTY OF LEON    )

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

DATED this 5th day of September, 2015.

_________________________
NANCY S. METZKE, RPR, FPR
Court Reporter