STATE OF FLORIDA
FLORIDA AGRICULTURAL & MECHANICAL UNIVERSITY

IN RE: BOARD OF TRUSTEES
MEETING

EXCERPT OF MEETING
Volume II OF II

MEMBERS PRESENT: KELVIN LAWSON
                   KIMBERLY MOORE
                   HAROLD MILLS
                   THOMAS DORTCH
                   NICOLE WASHINGTON
                   BETTYE GRABLE
                   DAVE LAWRENCE
                   BELVIN PERRY
                   CRAIG REED
                   ROBERT WOODY
                   JAYLEN SMITH

DATE: AUGUST 24, 2016
TIME: COMMENCING AT: 9:00 A.M.
      CONCLUDING AT: 12:45 P.M.
LOCATION: FLORIDA A&M UNIVERSITY
          GRAND BALLROOM
          TALLAHASSEE, FLORIDA
REPORTED BY: YVONNE LaFLAMME, FPR
             COURT REPORTER

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CHAIRMAN LAWSON: At this point, we would ask Vice Chair Moore to present the Presidential Evaluation Committee report.

TRUSTEE MOORE: Thank you, Mr. Chair.

The committee report you have there, and I will now summarize because y'all have the full document and so I won't be verbose there.

So there were two action items. The first included approval of the minutes. There were information items of the minutes that looked at Roles and Responsibilities, as well as the Presidential Evaluation Timeline.

There was an action item related to approval of the President's 2015-16 performance evaluation report. That motion to accept the report was approved. The motion carried unanimously.

The action item that is being brought before the board, Mr. Chair and fellow Trustees, is a recommendation of the Special Committee on Presidential Evaluation that the 2015-2016 evaluation part and be accepted along with the supporting documentation as the final report.
I would entertain a motion.

TRUSTEE CARTER: So moved.

TRUSTEE PERRY: Second.

CHAIRMAN LAWSON: Questions?

TRUSTEE MILLS: So what's next on this?

CHAIRMAN LAWSON: Pardon me?

TRUSTEE MILLS: What comes next?

CHAIRMAN LAWSON: Question.

TRUSTEE MILLS: That's my question.

CHAIRMAN LAWSON: Oh, no, I had a question.

So is this my point to make a comment?

TRUSTEE MOORE: We need to accept the report.

The full board accepts the report as presented with the documentation, and after which, it's an add-on item; however, it is customary from taking into account the prior year's process that President Mangum would then offer comments as well.

CHAIRMAN LAWSON: Great.

TRUSTEE MOORE: So motion and second?

TRUSTEE CARTER: Call for the question.

CHAIRMAN LAWSON: All in favor of the motion, please respond by "aye."

(All answer in the affirmative.)

CHAIRMAN LAWSON: Okay. At this point, we again, historically, have allowed the President to
comment on the evaluation, and then I'm sure there
may be other comments from the Board as well.

So Madam President, would you?

PRESIDENT MANGUM: Okay. Thank you very much,
and I do appreciate the opportunity to respond to
the results of the evaluation of my performance,
and I certainly appreciate the time that you have
spent completing the documents, because I did
thoroughly review the documents and absorbed the
feedback, and I do look forward to continue to
reach the goals and objectives successfully that
were outlined.

But I do want to take time to comment on
something that I feel is really, really crucial to
the success of the University in understanding the
expectations. And I'm just going to say, much of
my comments are going to center around the fact
that this is the first time in my history of
38 years in higher education that I've had an
evaluation without having a conversation about the
contents of that evaluation, so my comments are as
follows.

Out of the 11 categories of the evaluation, it
appears that clear expectations were there for two
of the categories, and those were the categories
that were provided by myself and my team, and that is the Annual Goals and Objectives and the Board of Governors Work Plan. I appreciate the clarity and the direction that was given in those areas. We set goals. We set metrics. We provided you with a statement of our progress on those goals and objectives according to those metrics monthly, and I had conversations with the members of the Board that were present during most of the period when we were commenting on the goals and objectives; to a point where we provided a visual graph of each of the goals and objectives and showed the progress on a monthly basis towards attaining those goals.

So I do appreciate the fact that you acknowledge, for the most part, that we did meet the goals and objectives that we had set, because the University team put a lot of energy and effort into making sure that we were meeting your expectations with regard to the annual goals and objectives that you have approved for us.

An awful lot of effort went in to making sure that the work plan, as well as our representation of Florida A&M as an institution in the SUS system was acknowledged, and it was stellar. I would say that the faculty, the staff, and the students all
performed very well; to a point where we were
actually able to receive an additional
$11-and-a-half million, as you recognized, and also
received the return of our $14 million that we have
put in the pot. So we're thankful for that and all
of the other efforts that you acknowledged and
recognize.

As a person that is committed to the work at
hand, and also I take my responsibilities for the
University very, very seriously, and I also take my
performance seriously, as well as the performance
of the members of my team and acknowledging those
outcomes is extremely important to us.

However, there were several and maybe at least
nine of the factors in the process that were not
clear to us.

Having sought clarity on the metrics
associated with those particular categories and not
understanding and not receiving feedback or
information about what the expectations were for
success is a little troubling to me, and it's also
troubling to members of my team. So I do have, if
you will permit a discussion now, I have a few
questions I guess I would just like to ask now,
because I know many members of the Board are new to
the process, but it's still important for us to be able to move forward to be able to understand what success looks like to you, for the other factors that were listed on the evaluation form.

One question would be, were members of the Board trained on how to use the tool. Were they clear on what the rating system was and how to use it? And I say that because there seemed to be some lack of clarity in terms of the feedback that came through the tool. And in fact, we observed -- because all of my team for its evaluation, because it's near and dear to them as well -- on several occurrences, the comments did not relate back to the questions that were raised with regards to the factor that was being evaluated.

And also, another question would be, does each member believe that the ratings are in sync, actually, with the underlying questions that were offered with each one of the evaluation factors. Another question would be, does each Board member feel like they had adequate time to conduct the evaluation and to make a fair assessment, considering the metrics did not exist for each one of the factors, at least nine of them.

Also, another question would be, was my job
description shared with each member of the Board, and was it used to help guide the evaluation process.

And lastly, in each of the categories, I would like to know what are the definitions of what it means to meet or to exceed the expectations and what success looks like for the evaluation factors that were provided, outside of the two that my team and I prepared.

TRUSTEE MOORE: Chair, may I?

CHAIRMAN LAWSON: Yeah, and then I have comments after you after you provide your answers to --

TRUSTEE CARTER: May I have a comment before you?

CHAIRMAN LAWSON: Sure.

TRUSTEE MOORE: Sure.

TRUSTEE CARTER: It's a brief comment.

Madam President, we had this discussion, I want to say several months ago, when we talked about evaluation. Do you remember I asked you and you said you didn't know what you were being evaluated on? Are you trying to tell us you have no idea what you're being evaluated on? What you just said there would have been tremendously
informative at that time, but I heard nothing. So
to hear that now versus when we asked for it, I
don't really understand the perspective. I'm not
disagreeing with you, but I'm just saying, I don't
understand the perspective when the question was
asked specifically and unanswered.

PRESIDENT MANGUM: May I respond?

CHAIRMAN LAWSON: Sure, Madam President.

PRESIDENT MANGUM: I did ask for a meeting
with the Special Committee on Evaluation. I sent a
letter in writing, last August, asking for an
explanation of what the metrics were.

On the phone call that you're talking about,
several months ago, I believe that members of the
Board suggested that the evaluation factors did not
have metrics and were not measurable. I asked for
measurable factors. I waited for that response.

TRUSTEE CARTER: My perspective on it is, I
understand as you and Trustee Moore were meeting on
that Friday after the meeting. But I'm saying,
what you're saying now would have been tremendously
helpful at that time when we were discussing this
process, because then, we could have made a more
open dialogue. We could have asked the Chairman to
give us a special meeting and as to questions there
may have been, so I'm just kind of like in shock, really.

CHAIRMAN LAWSON: Okay. Trustee Grable. And I do want to get to Trustee Moore quickly as she has been waiting.

TRUSTEE GRABLE: I'm a little confused as to the issues brought up by Trustee Carter, as well. I thought, you know, we agreed on these particular categories.

And I guess my question, Madam President, would be, if the evaluations apparently -- and I'm making an assumption here that maybe you were not happy with some of the evaluations.

PRESIDENT MANGUM: No.

TRUSTEE GRABLE: -- that is an assumption on my behalf. You did not state that, and I'll be clear about that. But had they turned out all well, saying you met and exceeded in every category, do you think you would have been as confused regarding the expectations, and would you have had these questions in that case?

PRESIDENT MANGUM: May I?

CHAIRMAN LAWSON: Sure.

PRESIDENT MANGUM: Let's begin with, I'm not confused about what I read and I'm not confused
about the feedback. In fact, I want feedback. What I'm asking for is what the expectation for success is.

CHAIRMAN LAWSON: Trustee Grable, did we answer your question?

TRUSTEE GRABLE: I just -- I didn't want to interrupt Trustee Moore, but I guess that question to me is not a question that really is specific to the instrument that we use. That sounds like a much more overall general question, and I would have to refer back to Trustee Carter's comment; that probably could have been a question asked prior to us moving forward with the special committee.

And I'm done, thank you.

PRESIDENT MANGUM: Thank you. Well, having participated at, as I stated, in evaluation processes personally, as well as conducting them, I have always had a conversation with the person that was evaluating me and the persons that I was evaluating so that when my staff says, "I like what you've done," or I say to myself, "I like what you have done these are my expectations." I don't leave them to wonder what my success looks like to me. I tell them what success looks like to me.
My only question, again, has been what does success look like and how do the members of the Board define it. And I'm sorry if that feels like it's out of order, but this is the only time we've had an opportunity to have a conversation.

CHAIRMAN LAWSON: Thank you, Madam President.

Trustee Moore, please.

TRUSTEE MOORE: Sure, absolutely. I certainly appreciate the opportunity for President Mangum to offer her comments.

I will preface my remarks by stating that this whole conversation, in the planning efforts, I think we are probably going above and beyond of repeating and even making sure that new members had access to every document that had been used in the evolution of the evaluation process, so there's a portal that was established in that effect.

Additionally, we took a timeline, which builds in conversations and meetings. With respect to the comment offered by President Mangum regarding a request to meet with the committee, documentation, e-mails. The Board had even received a summary as well where it was offered, Would you like to provide suggestions, questions, that can go back to the committee. There are probably a number of
these e-mails that point to that. Additionally, there was even a close-out
e-mail from Chief of Staff Miller with President Mangum copied on it that wanted to thank me for the
leadership and the direction that this evaluation process was going in. So lots of signs that point
to where we were working collaboratively, as it should be.

I would say relative to definitions in the body, "meets/exceeds," that was a recommendation
last year. You all may recall from having looked at the tool, it's included in there this year with
notable examples of what that looks like.

Rating in sync with evaluation factors and recommendations, I would say to each of you all,
and the whole idea behind this evaluation was that we would build on the first year so these are
repeat -- a repeat -- of the first year, with the exception of the work plan being added on there.
So again, always open to conversations and meetings and well-documented in terms of how the
communication process took place.

CHAIRMAN LAWSON: Thank you.

PRESIDENT MANGUM: May I respond to that?
CHAIRMAN LAWSON: Trustee Mills?
Oh, President Mangum, did you want to respond
to that before we go to Trustee Mills.

Okay.

TRUSTEE MILLS: Just so that I'm very clear,
and obviously, I'm one of the newer people here. I
just want to know, did that meeting happen, I
guess, relative to the President and the Committee
and we had a sit-down discussion regarding the
items, or it did not happen?

TRUSTEE MOORE: No, we had a committee meeting
itself where President Mangum attended. See, we
did not have any closed meetings. If you-all
recall, that part of that conversation was even
around the goals, where we had received the goals
and wanted to know if there was questions or
concerns, and then we recommended there be a
provision there and then brought those back. We
met one-on-one twice, President Mangum and I, in my
office to speak to that.

PRESIDENT MANGUM: There is, I think, some
lack of clarity around the telephone meeting that
was held back in late winter. That was not a
meeting where we discussed evaluation criteria and
the Board's expectations from the ex-president.
That has never happened. Never.
TRUSTEE MOORE: The meeting in November -- I'm sorry -- the meeting in November was outlining the 2015/2016 goals, goals and responsibilities of the Committee, before which we issued a joint release.

PRESIDENT MANGUM: Again, I still don't, and I would like to see the documentation of a discussion with me about meeting expectations and what those expectations are. What came out of the earlier meeting was a "does meet" or "does not meet" list, which is what everyone used. That was a very different conversation than talking to me about an evaluation.

I don't know what the definition of "organizational management" is, according to the Special Committee on Presidential Evaluation. I don't know what "financial management" means to the Special Committee on Evaluation. I don't know what your expectations are for fundraising, even though that's in my contract that we raise more money. I don't understand what they are, because it never -- I don't know if there is a meeting of the minds of the Evaluation Committee that recommended the acceptance of the evaluation form, because I don't know whether or not there was a discussion of this instrument that was used, other than the one
meeting and the adoption of the meeting at another
meeting, and that is the Board's business; I am
just asking for answers to some of the questions I
raised. The fact that it might not be
appropriately timed for some people still does not
answer my question: What does success look like in
the categories that were identified on the form?

CHAIRMAN LAWSON: Thank you, Madam President.
We definitely wanted to hear your perspective on
this.

Let me try to bring this conversation in, at
least a little bit. And if there are other
questions we will certainly entertain those, and if
there are other questions of the President, we will
certainly entertain her answers.

I'll go back to a comment that the President
made at the beginning of her discussion, and I
believe she does take her job very seriously, and
the President stated and I'll paraphrase some of
these questions:

The non-factors were not clear to the Board,
and we weren't clear what the success metrics
looked like. I think it's troubling to hear that,
considering we worked on work plan two years in a
row for some of us. We've had -- I've reviewed the
process that we've walked through. It is very consistent with the year. It is very consistent with other universities across the SUS; that we've had other people take a look at to provide perspective on.

I know there have been meetings with the President to review this process, and there was a separate meeting where there was some discussion around the goals, because at that meeting the President did express some lack of clarity around the goal. I believe that the tool was well understood by the board. I believe that the Board had adequate time to digest and/or ask questions of legal counsel on campus about the tool and how to complete it. I believe that all are clear on the role and responsibilities of our President.

And, you know, without going on and on and on, I believe that we had a very well-vetted process that was clearly explained, both in person and in writing, that created and facilitated an outcome that's not favorable to the President. That is the reality. That is the same outcome that we had last year that wasn't favorable to the President. I believe to a degree what Trustee Grable said, if all of these evaluations were high, there would be
very few, if any, questions.

So Board, I say to you, at this point, we have to decide how we move forward. You know, we have gone through a two-year process. We have empirical data from year one. We have empirical data from year two. We have our own individual points of view, and at this point I feel like we're at a bit of an impasse, and we have to decide: A, do we continue and continue to try to work through whatever issues are on the table; or B, do we take alternative steps. I won't suggest what those are, but I will leave that as an open item for us at this point.

TRUSTEE DORTCH: I have one question.

CHAIRMAN LAWSON: Trustee Dortch, yes.

TRUSTEE DORTCH: Dr. Mangum, when you give your self-evaluation, did it include all of these metrics?

TRUSTEE CARTER: Yes.

TRUSTEE DORTCH: And if when you did your self-evaluation, there was a misunderstanding or you're not understanding, was that translated to your chair for the evaluation committee?

PRESIDENT MANGUM: When the instrument was created last fall, I wrote a letter, asking for an
explanation of each one of the factors.

TRUSTEE DORTCH: Did you --

PRESIDENT MANGUM: And I raised that question with the new Board members as a special committee on my evaluation. In fact, what I did for my first set of annual goals, I presented the evaluation factors that the Board had recommended as my goals and objectives and the Board Committee rejected them as not miserable.

So on the revision, I did what I normally started, which was trying to, in my own way, push the issue forward so that we could get some clarity and have some conversation; went back and just revised and did normal goals and objectives that you guys approved at the last minute, because we could not get a conversation.

CHAIRMAN LAWSON: Okay, so just in order: Trustee Lawrence, and Trustee Reed, we'll go back to you.

TRUSTEE LAWRENCE: So in the spirit of cutting to the chase, which is what I think you were suggesting; and understanding that everybody is a mixed blessing; and understanding that this is a very tough job; and understanding that what is most important here is to protect a University and its
future, that needs to be our paramount.

As a person who is not comfortable with the numbers, and so stated I wasn't comfortable with the numbers. And even if I had been on the board for five years, I don't think I particularly like the number system. I think it is distorting in some ways. Yet, I had no problem ultimately making some judgments, and I wrote those judgments down.

I think a section of this, that there is no question in my mind, that the President met the goals. Maybe they should have been different goals or better goals or differently expressed goals, but I think she met the goals.

Where I have my greatest concern is in the area of relationships. How do you build relationships? I'm not saying this in a snarky way, so I hope nobody takes it that way, but when we announced recently that we raised "X" number of millions of dollars, a small number of million. I say to myself, My God, we haven't even touched what is possible for this university. We haven't even touched it.

The President has a whole bunch of constituencies. They certainly include her own staff and team. They begin with the students, I
think; the faculties. I think if you want to raise money for this University, you need to have and build real relationships throughout this state and beyond this state. If you will pardon the expression, I think you need to know how to schmooze people. I think you need to enjoy doing that.

And my question about the President, who I think is a highly capable human being, my question is, how good is she at relationships in building with the Legislature; with the Governor; with people she might not like, but nonetheless from time to time sort of have to suck it up and get along with people for the larger interest of this University. I think that she cannot succeed in any way that is good enough unless the matter of relationships is tackled and overcome. It's follow-up. She is the CEO of the place. She's the closer for all of the deals. I think people ultimately want to see the President.

I've seen her speak. She speaks beautifully on behalf of this University. I think she has a real vision, but where I don't think she has succeeded and I think it is continued this path, I think it is a fatal flaw. I don't think she can
succeed without finding ways to build trust;
frankly, to be less defensive, and to be to people
-- let me back up.

I think this University needs to go through
significant change. I think she has led some of
that change. I think some of that change has been
very good, but ultimately, she doesn't get the
benefit of the doubt from an awful lot of people,
and then you have to examine for yourself or I have
to examine, well, what part do I play in that; how
can I do better?

CHAIRMAN LAWSON: Okay, thank you. Thank you,
Trustee Lawrence.

Trustee Reed?

TRUSTEE REED: Just one question I have. You
mentioned that this was repeat, so this -- was this
is the second time through?

TRUSTEE MOORE: Yes, the second time.

TRUSTEE REED: So, President Mangum, this is
the second round, and I guess you're saying you've
asked these questions before and still no clarity?

PRESIDENT MANGUM: (Nods head). That's
correct. In fact, one of the -- opportunities or
times to try and get clarity around the
expectations of the factors -- other than the two
that we defined, which was the work plan so we do understand it because we developed the metrics -- with some of the SUS system and this administration, so we do understand work plan, because we wrote it as a team, and also, it goes to goals and objectives that were approved.

The team met with Vice Chair Moore, the Vice Presidents did, last year, to ask for clarity and to get clarity around the expectations as a group in a meeting. But other than that, we have not approved what the expectations of the Board or the Board of Representatives are collectively. We have not.

CHAIRMAN LAWSON: At this point, just -- and this is a bit a rhetorical comment -- I just still find it troubling, as bright as our leader is, that she doesn't understand the goals and objectives we have in front of her. I feel like these goals and objectives are consistent from the beginning of the academic year. The process -- and I know I'm repetitive so bear with me -- is consistent from a year ago, it's well-vetted, well understood by the Board; I believe by the leadership and by the leadership team. We followed the process to the letter of the law; "letter of the law," meaning, we
follow what we write on paper. We documented the
process over and over. We challenged each other
on: Are we doing it the right way, the way we said
we would; Are we meeting the dead lines the way we
said we would; Are we following up on issues the
way we said we would.

So I find it troubling that we're at this
point. I don't know how much people have read
this, but I read it cover to cover a couple of
times, because I wanted to understand how my
feedback related to each of yours. Y'all have read
this and we don't need to go through this in
detail; that's not the point of my dialogue is
here. The point of my dialogue is where are we and
where are we going.

TRUSTEE MILLS: Can I comment on that?

CHAIRMAN LAWSON: Yeah.

TRUSTEE MILLS: So it's not clear to me the
"where are we going" as a binary decision.

Again, I really appreciate your comments,
Trustee Lawrence, because I think, you know, that
is probably how I most feel in terms of if there
are deficiencies. What you do in a normal place is
you either provide executive coaching or some other
development opportunities to improve on weaknesses,
and not necessarily ignore all of the other things
that we see here: Whether that's money or the
strategic plan, you know, all of those types of
scenarios, as an example. And I don't want to go
into minutia there, but if we had a different
president, we couldn't ask that president to assign
someone else's strategic plan, because that is part
of their job description to establish a strategic
plan. So now we're going to go over an entire
process again because of potential relationship
deficiencies. So I would just only submit to the
Board, is that, it's not an either/or kind of
option. I don't think we need to think about this.
There's plenty of other scenarios we could include
in terms of this definition of how we go forward.

CHAIRMAN LAWSON: Trustee Dortch?

TRUSTEE DORTCH: Mr. Chairman, and to the
Board and Dr. Mangum, over my eight months and a
few days of being on this board, I have observed.
I, again, at first, hesitated to do an evaluation,
because I wanted to be fair to those that have been
here all along, but I did give my evaluation based
on what I've observed over the period of time I've
been on the Board. There was not any challenge for
me to make the comments and the things that I put
in evaluation. And as I look across this Board, if there would have been some concerns, I'm sure the Board would have asked, and even when we were trying to have discussions about extension of this, there have been multiple opportunities to either protest it, to simply say that this, I can't evaluate myself and I don't think the board is moving.

But even absent of all of that, I go back to, even your note to us, where even when we're trying to do evaluations, where the issue was, I'm not -- "there will be no discussion about content of my contract;" that you know...

Again, you can talk about extension. All of those feed back to relations; feed back to what is our fiduciary responsibility and how we move.

I think this Board has to really come to grips with why are we here, and I think at this point it's got to be clear to all of us, that it is Florida A&M University and these great students that we have and we expect to have. This university does not exist for faculty. Even though faculty has a phenomenal role, without our students, there's no university. We have to understand that. This institution belongs to the
community as the nation being one of those, if you look at the history of HBCUs, but even more importantly, institutions of higher learning while they exist.

We're at a point now at this the Board of Trustees, and being Trustees to this Board, we have a fiduciary responsibilities that require us to make hard decisions. Whether you want to make a hard decision or not, you've got to make those decisions, and we have to live by those decisions. I've been in business 22 years. I make decisions. I make money, I lose money, but the decision has to be made. We've come to a point now that this University cannot be left in limbo. We have kicked this can even more down the road on this evaluation, and we're here today, and my concern is, What's next.

It's not fair to you. And I think it is important we have to also understand; I think that, Dr. Mangum, you are a phenomenal talent as it relates to your vision and process in education, and then there's some areas that you're moving on. You've made some accomplishments, and I think there are others that could be made.

But we're at a point now for Florida A&M
University, it's -- we can't wait until April and say, Well, let's make a decision on whether we can renew the contract or not. We can't wait until December. One, in being fair to you, this board needs to decide if we're going to renew or not renew. And even, again, with the ultimatum that, "no discussion on my contract", we're not at that point, but as I understand in your contract, either you're agreed three years or you don't.

There are a lot of decisions this Board must decide in what is the best interest of Florida A&M University and as we look at financial challenges, we've got to address those. There are internal challenges. There are external challenges. We all know no matter what we do, the press is going to have an opinion, and it may not. There are some students who are going to have an opinion, and it may not, but that's why there's the point for all of us to stand, and make the decision to be individuals, and to be part of a team, and make the decision of what is in the best interest of Florida A&M University.

I don't think this Board can leave here today without making a decision on whether your contract is going to be renewed or not be renewed. It is
not in your best interest. It is not fair to you. It is not fair to this institution. And with the multitude of challenges that we keep seeing, we've got to be solid men and women and vote our conviction, and again, it has to be whether what we do is for Florida A&M University, and not about friendship or not about whatever this...

You and I have spent a lot of time. I have come to know you. I value you, I appreciate you, and I just wish more people had that personal conversation, because you and I have talked. And I don't believe that individuals should be unfair to you, but at the same time, there must be a matter of communication and respect that we give and that we get.

Having said all of that, Mr. Chairman, I move that this Board vote to either retain, or votes now and make a final decision on whether the contract of the President is going to be renewed, so we can get out of this minutia and mountain of molasses where nobody knows.

And Florida A&M is not going to be the great institution it can and must be if we aren't decisive, and whatever the decision is made, we need to move in the direction to make sure here,
again, this institution is not continuing to have the challenges.

So, I so move that we have the vote up or down on whether the contract is going to be renewed today, and then from that vantage point, the board will decide where to go forth.

CHAIRMAN LAWSON: Trustee Dortch, could you phrase the motion for one or the other so that we can appropriately --

TRUSTEE CARTER: Mr. Chairman?

CHAIRMAN LAWSON: I'm sorry.

TRUSTEE DORTCH: All right. Then let me just bring it home. I move that the Board, at this time, vote to vote on renewal or rejection of the contract of the President, with roll-call vote; either "yay", in favor, or "nay", not in favor of the contract.

CHAIRMAN LAWSON: Understood. Does everyone understand the motion?

TRUSTEE WOODY: Second.

CHAIRMAN LAWSON: Motion has been made and properly seconded.

TRUSTEE LAWRENCE: Doesn't the Trustee have to choose one or the other for us to vote on?

TRUSTEE DORTCH: I'm just calling for a vote
to renew or reject. So you need a motion.

CHAIRMAN LAWSON: So let's do this. For point  
of clarification -- and, you know, Attorneys,  
please correct me and keep me honest -- why don't  
we do one motion at a time? Why don't we divide  
that into two separate, so there's a hundred  
percent clarity?

So, Trustee Dortch, if you would accept the  
friendly amendment of whichever you prefer. Let's  
take the motion of renewal as a separate motion  
from the motion of nonrenewal, if that's acceptable  
to the body, just so we're clear on the two  
separate motions.

Does everybody understand?

TRUSTEE PERRY: Are we renewing the contract  
as is which provides for how long of a lift of the  
terms of the contract?

TRUSTEE MILLS: That's my question. We all  
know that we can't renew for three years, and we 
also know that the President could -- say we renew 
for one year, which is in line with the rest of the 
presidents with the State University System. So 
it's a little bit of a, you know, catch 22, because 
we know the Board of Governors won't approve the 
three-year contract.
CHAIRMAN LAWSON: So let me go back to the original maker of the motion.

Trustee Dortch, would you clarify --

TRUSTEE DORTCH: Okay, for the sake of getting it on the floor, I move that the Board of Trustees not renew the contract of the President at this time.

TRUSTEE WOODY: Second.

CHAIRMAN LAWSON: Motion has been moved and properly seconded.

Are there any additional questions?

TRUSTEE LAWRENCE: Well, I definitely want some other people on the board to talk about this before we have a vote.

TRUSTEE DORTCH: Right.

TRUSTEE LAWRENCE: That's what I would hope for.

CHAIRMAN LAWSON: Okay, let's do this in as an organized a fashion as possible.

Trustee Carter?

TRUSTEE CARTER: It was to no fault of anyone here, but I was not here and had to leave early the last time to spend time with the folks in the emergency room. But at the last meeting, there was a vote, 12-0, to take no action on the contract.
And as we stand now, I'm not trying to -- although I am a lawyer, I'm not practicing law, so make no mistake about it -- but as we stand now, we are in the process where the Board of Trustees voted 12-0 to take no action on the contract, so in my mind there is no contract.

I mean, take it to its logical extension. On April, whatever that day is in April, the contract, all of that expires, so technically there is no contract. So what we should be dealing with is whether or not we want the President to continue in this capacity between now and -- and if I'm wrong or if I'm out there in Lala Land...

Well, I'm saying in the context that you've got a motion that was made, and that was passed by this Board, 12-0, to take no action on the contract. So now we need to be clear on what we're doing in terms of the context of this contract.

CHAIRMAN LAWSON: So there is question and there's discussion, so I'm going to ask legal counsel to approach the podium. I'll repeat it just for clarity, because that's a very strong point that Trustee Carter made. There was a motion, there was a vote taken at the May meeting that we would not entertain the contract
discussion.

Based on the verbiage in the contract, by taking no action by June 30th, we are by default allowing the logical expiration of the contract to take place on April 1st?

ATTORNEY THOMAS: That is correct.

CHAIRMAN LAWSON: That is the vote that the Board took and passed unanimously. So what we're saying is we're trying to reverse that, technically, is what we're saying with this motion.

TRUSTEE CARTER: Really?

CHAIRMAN LAWSON: So my point is, I'm sorry, Matt. Let me restate that.

My point is to a large degree, unless everyone significantly disagrees, this issue has already been decided; meaning, we took the vote, we took the vote as a team in May to not take action on the contract. The way the legal document reads, if there is no action on the contract by June 30th, the contract moves to expiration on April 1st.

TRUSTEE CARTER: Right.

ATTORNEY THOMAS: Correct.

TRUSTEE WOODY: Mr. Chair, I would like to hear from the attorney.

ATTORNEY THOMAS: That's correct. The
contract is through April, 2017. You moved not to
take any action, so it expires by its logical terms
on April 17th; I mean, April, 2017.

TRUSTEE MILLS: That doesn't remove the option
of ours.

ATTORNEY THOMAS: No, it doesn't remove your
option. It does not remove your option but that's
the point --

TRUSTEE DORTCH: Under that contract.

ATTORNEY THOMAS: Right.

TRUSTEE DORTCH: That contract has its
provisions.

ATTORNEY THOMAS: Right.

TRUSTEE DORTCH: By us not taking an action in
that contract avails as the legal document on the
relationship now, which means, if I'm not mistaken,
there would have to be an action to come with a new
negotiation to replace that document; otherwise,
that document defines what action has been done and
what will happen come April; is that correct?

ATTORNEY THOMAS: That's correct.

TRUSTEE DORTCH: So if nothing else is done,
that's a fit to complete, right?

ATTORNEY THOMAS: Yes.

TRUSTEE DORTCH: Okay.
TRUSTEE PERRY: So his motion...

TRUSTEE DORTCH: So my motion is really invalid.

CHAIRMAN LAWSON: It is.

So for clarity -- I see some questioning faces around the room -- I'll restate it and I'll be repetitive. The Board took a vote in May of no action. The legal stipulation in the contract states if we don't take an action by June 30th, the contract runs its normal life, which is April 1st. So we've covered that situation. So the question becomes, are there other actions around the contract that we want to take?

TRUSTEE CARTER: Mr. Chairman, I would submit to you that whatever action -- whatever action we take would not be pertaining to that contract, because that contract, based upon the terms of that contract, the action the Board would have had to take on that contract expired in June. You took the action.

CHAIRMAN LAWSON: Yes.

TRUSTEE CARTER: You took the action. The action you chose to take was no action and let it expire.

Now, going forward, if we want to do anything,
we have to deal with a totally new environment and
that environment is not based on that contract.
That contract is self-executing and says if the
vote -- if we take no action, it expires in April.

CHAIRMAN LAWSON: That, in my opinion, which
is not a legal opinion but --

ATTORNEY THOMAS: That's correct.

CHAIRMAN LAWSON: So the only motion at this
point that we could entertain would be an extension
beyond April?

TRUSTEE CARTER: Actually, no. We can't do an
extension. We would have to do a whole new
contract.

CHAIRMAN LAWSON: A whole new contract. I
stand corrected.

ATTORNEY THOMAS: Right.

CHAIRMAN LAWSON: So at this point, I'll go
back to the maker of the motion. With the clarity
that we received and not to be repetitive, we know
where we stand. The motion itself, Trustee Dortch,
could not move forward given our previous action on
this contract.

TRUSTEE DORTCH: Then, first, Mr. Chair, I
withdraw the motion. And at this point, I think
this Board needs to decide what is the action going
forward as a Board of Trustees.

If, in fact, at this point the contract that Dr. Mangum defines what happens in terms of -- and if I remember, has a tenured position and some other things in that contract.

General Counsel, do you have those provisions that you can share with us that says, what the Board is looking at first? I think that's important as what to what are the requirements of the Board going forward, to April and beyond.

TRUSTEE PERRY: Mr. Chair?

CHAIRMAN LAWSON: Yes, question.

TRUSTEE PERRY: I'll let her do it.

CHAIRMAN LAWSON: Attorney Thomas, could you please share -- let's just try and answer the question in kind of a bullet point fashion, because I think we all know generally what is included around the President's contract, around compensation and benefits, but please summarize.

ATTORNEY THOMAS: What specifically is your question, Trustee Dortch?

TRUSTEE DORTCH: Having not taken action, what are the provisions or obligations that this board has in fulfilling the fulfillment of our obligations to the President, as it relates to the
go forth? Is there a financial obligation we have; that is, come April, what is the obligation of this Board? Come April, now that this contract has, as it says, expires? What happens after that? Is there a tenured position?

ATTORNEY THOMAS: Yes, there is. In paragraph 13 of the contract, there is a sabbatical and post-presidential faculty position obligation, and the specific terms says that it expires by its natural expiration or life. Then, the President is entitled to, you know, certain provisions. It also defines what the post-presidency faculty provision is and what the compensation is related to that. It's 90 percent of the final base salary, et cetera.

But these are all, you know, post-tenure or post -- I'm sorry -- post-termination provisions, but it's also set forth in paragraph 13, which specifically defines all terms and conditions surrounding that.

So the President is entitled to a sabbatical, as set forth in paragraph 11.2. The President is also entitled to, again, post-presidential faculty tenured position. It sets forth the terms of payment. The faculty position of course doesn't
include any senior, executive or administrative
appointment.

Is there anything else that you need to know?
CHAIRMAN LAWSON: Trustee Dortch, did we
answer your question?

TRUSTEE DORTCH: Yeah. I think what needs to
be determined here by this Board and with
Dr. Mangum, that either there is a chair and the
special committee sits in. We have a board meeting
coming up in September. There needs to be some
conversation or decisions, as to, under the current
conditions, there should be understanding going
from now to April 1 is plan A; if there is any
further negotiation, then that's a plan B.

But I think this Board needs to decide today
how we move, because it's just as important to me
whether their new negotiations or whether this
contract expires in April. If we are fair to, as I
said, Dr. Mangum; that she cannot be in limbo and
this University can't be in limbo. We know now, as
it stands in April, we won't have a president,
unless there are new negotiations and decisions.

So we will not be responsible if we don't have
a go forth plan on what happens come April. I just
throw that out. As Trustee Lawrence knows, we need
to discuss and we need to be clear on what are we
doing and what will happen.

CHAIRMAN LAWSON: So Reed and then Trustee
Lawrence.

TRUSTEE REED: What are the bylaws, from a
governance standpoint, from the Board? Is there
any requirements for us to take some specific
action at some specific timeline?

ATTORNEY THOMAS: There's no specific, no, not
in your operating procedures.

Like I said, the term of the contract is for a
set period of time, which was for three years. If
you take no action, it expires by its natural
terms. As a Board, you can always -- if both
parties agree -- amend the contract. So if
somebody wanted to amend that particular provision,
they could do that as well as a board. If you
allow it to expire by its natural terms because you
took no action, then you would have to negotiate,
say, a new contract, if you choose not to --

TRUSTEE REED: So my understanding is, from my
perspective, there are many options and that's
what's being discussed. And I think it's very
tough to come to a decision with so many different
options and perspectives. I think it is probably
important to have the Presidential Evaluation Committee basically take the action of coming back to the full Board of Trustees with a recommendation that we can then take some action on. It's tough for me to get a sense of what are the different areas that we're going to make some decision on here today, just based on the discussion we're having right now.

CHAIRMAN LAWSON:  Trustee Lawrence?

TRUSTEE LAWRENCE:  So, this builds upon what both Trustees have said. I think it's unhealthy for this University to be in limbo, and that's what I think is at stake here.

If the President is not to be recontracted, if she's got going to be here, we have a University that is already feeling some pain from the sternum grind that is going on here; the attention we've gotten, some of which we wouldn't particularly like.

CHAIRMAN LAWSON:  Right.

TRUSTEE LAWRENCE:  That hurts every way, including raising money, including doing all of the things -- raising enrollment -- all of the things we would like to do.

This is not going to be -- we're not in the
position where recruiting is going to be simple and easy. If she is to depart, we will need a successor. There can be several kinds of successors, in my estimation, but all of them will have "president" in the name. And in order -- just, what we're talking about today is not today until the end of April. I think we're talking about longer term future of Florida A&M University and what's the best spot. If we simply here leave it here in limbo and we haven't decided anything, the sequence in my view is simply, we won't get out of this until we make a decision.

I realize in de facto we kind of made a decision, perhaps, from April 30th on, but there's an awful lot of time between now and April 30th, and we'd better have our act together to decide if that's to be the decision or how do we conduct the process for next -- whatever next might be -- in a way that begins to give comfort to those who love this place and our students at this place and teach at this place. I don't think we can simply leave it here.

CHAIRMAN LAWSON: We can't.

TRUSTEE WOODY: Chair? Let me echo in agreement with what Trustee Lawrence is saying.
But one thing: Let's be honest with ourselves. Every one of us sitting on this Board, and I dare say the community at large, understand that this relationship is not working. We know why it's not working. We've articulated our thoughts during the evaluation. I haven't changed my opinion about -- and I have all due respect for Madam President, but my opinion hasn't changed. There are communication issues, transparency issues; that is not going to change, and I think that in all due respect to the President, she has drawn a line in the sand.

I understand very clearly what my responsibility is as a Trustee is, and every one of us sitting on this Board is the President's boss, and I would dare to say the majority of us have the same opinion that this relationship is not working, so we're belaboring the point. We need to make a decision, and we need to move on.

TRUSTEE PERRY: You know, one of the things I had hoped for after this evaluation and after hearing the President speak earlier this morning, that when she gave her wonderful report, that there seems to be an atmosphere of optimism and hope. And when the President made her comments, and in the spirit that at least I, and I thought most of
the Board members in their evaluation were, the
good things she has done and the things that needed
improvement, but instead of taking it in the spirit
that it was given, it appears to be that there was
a gauntlet that was thrown down.

I can't speak for every board member, but most
of you I've gotten to know over the last couple of
months; did that evaluation in the spirit of trying
to improve things here at Florida A&M University.
I had hoped we could continue and at some point
move FAMU forward, but unfortunately, I think we're
going to have to come to some decision now and not
kick this can down the road.

Hope just left the room.

TRUSTEE MILLS: So with that, I think I can
still make a motion for an action so that we are
trying to get to a decision; is that correct?

ATTORNEY THOMAS: Okay.

TRUSTEE MILLS: So I would like to make a
motion that this Board look to actually amend the
contract with Dr. Mangum for one year with the
 provision that we include an executive coach in
that process, and I'll end it there. I have a
whole bunch of other things to say.

CHAIRMAN LAWSON: So that is your motion,
Trustee Mills?

TRUSTEE SMITH: Second.

CHAIRMAN LAWSON: Motion has been moved and properly seconded. Let's do a roll call vote.

I'm sorry, Attorney Thomas?

ATTORNEY THOMAS: Also, note that Dr. Mangum has to agree to the amendment of the agreement.

TRUSTEE MILLS: Yes, provided that she agrees with it.

ATTORNEY THOMAS: Right.

CHAIRMAN LAWSON: You're saying --

ATTORNEY THOMAS: No, I'm just making it clear. You can make the motion and vote on it, and it can be approved, but Dr. Mangum still has to agree.

CHAIRMAN LAWSON: Ladies and gentlemen, because all of these conversations have been lightening rod issues, I ask that we do a roll call vote, just so we're really clear on who supports.

The motion on the floor and I will restate it for clarity -- Trustee Mills, challenge me on the clarity -- and that is to extend the one-year contract to Dr. Mangum, correct?

TRUSTEE MILLS: Yes, provided --

CHAIRMAN LAWSON: Provided she agrees with the
amendment and executive coaching. That is the motion and it's been properly seconded.

TRUSTEE CARTER: We're in discussion?

CHAIRMAN LAWSON: Yes.

TRUSTEE CARTER: I think in lieu of where we are, we're in a 12-0 vote to take no action.

This motion would require us to immediately negotiate a contract, kind of like in the dark. So for that reason, I have to vote no, and the intentions are well, but I think it's inappropriate based on where we are.

TRUSTEE WASHINGTON: Comment?

CHAIRMAN LAWSON: Okay, we're in the comment phase, so let's just entertain comments before we take the vote.

So Trustee Washington and then Trustee Lawrence.

TRUSTEE WASHINGTON: I have been listening very thoughtfully to the number of conversations around the table and, you know, this is a relationship issue, but outside of that, there's a big world that is depending on us to make the best decision that we can, and be as thoughtful as we can, in spite of personality. I don't like everybody that I work for, but that doesn't mean
that they're not qualified, and so when we start --
when we look at the evaluation, the substantive
metrics were met. The relationship is an important
major issue.

So I think about that and then I think about
April 1st. What happens April 1st? We have SACs
reaccreditation coming up. We have work plan
metrics we need to meet or we're going to lose
performance funding. We have athletics compliance
issues we have to deal with in the very near term.
And we have it in the middle of legislative
session. So where does that put us in the ability
to advocate for the best interest of FAM when we're
in the middle of, you know.

It will be even more troubling state, I
believe, if we are dealing with all of these
transition points at one time. So given that, I
would second, or I agree with Trustee Mills in
that, you know, we all need coaching and --
everybody could probably use some coaching.
Whether or not we're amenable to that is obviously
a different discussion, but to just say -- to just
dismiss it, as this qualified, strong person to
just say, "We're going to let you go because we
don't like you;" I don't think that puts us in the
best position.

   CHAIRMAN LAWSON: I'm sorry. Let's keep order.

   Trustee Lawrence and Trustee Smith.

   TRUSTEE LAWRENCE: I don't think it's a question or like or not like. I like Dr. Mangum a whole bunch, and I have actually spent a significant amount of time -- is that fair -- and I think she has many, many good qualities. I, also, in using the word "substantive", I think the relationship issues are substantive issues.

   I also don't think that it's a matter of, from my vantage point, it's not a matter of renegotiating the contract, but whether the President would accept it under the present terms for another year. I don't think we want to be into a renegotiation.

   Having said that, I have lived my whole like believing in redemption. I would vote for her, what Trustee Mills suggests. I work hard to be one of those like the rest of us to make it work. I'm not stunningly saying, at age 74, that it will be, but I'll give it the benefit of the doubt. I do believe in redemption. Whatever it is, we've got to go forward with this University so that the
University is protected and we're not squabbling over various things. I realize this is more than a squabble, but I think the health and the light and the future of the University are at stake.

CHAIRMAN LAWSON: Sure. Trustee Smith?

TRUSTEE SMITH: Thank you. I just want to urge all of the Trustees to just be mindful of who your vote directly affects, and that is the student. Dr. Mangum has supported us and has fought for us, regardless of any circumstances, and because of that, that is why I second the vote.

And also, remember, who is the direct -- who are the stakeholders who are directly affected. Again, those are the students. We cannot base our decisions -- a major decision on this amount on personal relationships. Sometimes self-reflection is important as well. And sometimes it might be us. It might not always be that other person. How we respond to others is what's given reciprocity, and that is something that we need to be mindful of.

CHAIRMAN LAWSON: Thank you, Trustee Smith.

TRUSTEE CARTER: Mr. Chairman? What this motion does, please understand what you're doing.

If you vote for this motion, what you're
saying is let's put ourselves in the same place
next year as we are now, and that's crazy.

CHAIRMAN LAWSON: Ladies and gentlemen, let me
try to bring it to a close, because we do want
to --

TRUSTEE SMITH: I just have a question.
Wouldn't we be in the same position that we are in
now next year, because it's just a one-year
extension?

TRUSTEE MILLS: And the assumption is that
nobody can improve themselves.

CHAIRMAN LAWSON: Let me remind you of a
couple of things, and we need to do a roll call
vote, because this is a bit of an emotional issue,
right?

Ladies and gentlemen, we're about to take a
vote that comes close to superseding the vote that
we've already taken. We're about to take a vote on
an issue with the President that refused to
negotiate with us after we asked for a 45-day
extension. I'm not going to give you my opinion,
my vote yet, until we take the roll call vote, but
please, have those things in mind as you go
through. Because this is an important vote.

You've heard points of views on both sides of
the issue. We're going to take a roll call vote so everybody has their individual perspective.

TRUSTEE REED: Trustee, can we -- I think according to the legal document Dr. Mangum has to respond on whether she would accept a proposal like that she has.

ATTORNEY THOMAS: Understanding the vote would still have been subject to Dr. Mangum's approval, because the contract affirms that in order to amend the contract, both parties have to agree.

CHAIRMAN LAWSON: So we can take the motion with knowing that it has to still be agreed to, or we can take the vote knowing that it has to be ultimately agreed to by Dr. Mangum.

TRUSTEE REED: That's what I would like. Really, I'm trying to get Dr. Mangum her thoughts on what is being placed on the floor. What is her thoughts/feedback?

PRESIDENT MANGUM: As stated before, when you're talking about negotiation approval or not, I said I'm always available to work with FAMU. That's what I've always said.

TRUSTEE LAWRENCE: I couldn't hear the last part of what she said.

PRESIDENT MANGUM: They turned down my mic. I
said I'm still committed to working to fulfill the
goals of FAMU, even if it's for one more year.

CHAIRMAN LAWSON: So we've heard from Madam
President. Are there any other comments or
questions before we call the vote?

ATTORNEY THOMAS: And I have just one
question. I wanted to make sure that it's based on
the same terms and conditions that are in
agreement, just for clarification purposes.

PRESIDENT MANGUM: I don't think we can make
that determination at this point. The Board has
obtained outside counsel to negotiate this
contract, as have I.

ATTORNEY THOMAS: Okay.

CHAIRMAN LAWSON: Okay. So we are ready,
Attorney Barge-Miles? Can you do a roll call
vote, please?

ATTORNEY BARGE-MILES: Trustee Carter?

TRUSTEE CARTER: No.

ATTORNEY BARGE-MILES: Trustee Dortch?

TRUSTEE DORTCH: No.

ATTORNEY BARGE-MILES: Trustee Grable?

TRUSTEE GRABLE: No.

ATTORNEY BARGE-MILES: Trustee Lawrence?

TRUSTEE LAWRENCE: Yes.
ATTORNEY BARGE-MILES: Trustee Lawson?

CHAIRMAN LAWSON: No.

ATTORNEY BARGE-MILES: Trustee Mills?

TRUSTEE MILLS: Yes.

ATTORNEY BARGE-MILES: Trustee Moore?

TRUSTEE MOORE: No.

ATTORNEY BARGE-MILES: Trustee Perry?

TRUSTEE PERRY: No.

ATTORNEY BARGE-MILES: Trustee Reed?

TRUSTEE REED: Yes.

ATTORNEY BARGE-MILES: Trustee Smith?

TRUSTEE SMITH: Highly in favor, yes.

ATTORNEY BARGE-MILES: Trustee Washington?

TRUSTEE WASHINGTON: Yes.

ATTORNEY BARGE-MILES: Trustee Woody?

TRUSTEE WOODY: No.

ATTORNEY BARGE-MILES: Seven nos; six yesses -- no, five yesses.

CHAIRMAN LAWSON: The vote -- the motion does not carry. The motion failed; 5 to 7.

TRUSTEE CARTER: Mr. Chairman?

CHAIRMAN LAWSON: Yes.

TRUSTEE CARTER: Here's what we're talking about. We're not talking about extending the contract. We're talking about making a new
contract. The old contract, based upon the action last time, it's already fatal complete. What we're talking about now is the new contract or no contract. And that's why I say, let's make sure we know what we're talking about when we're dealing with this.

CHAIRMAN LAWSON: So, Trustee Mills, I believe, unless you have an alternative motion, then obviously the motion dies due to lack of support; 5 to 7 in favor.

You know, I don't want to belabor the point. If there are not any other points of view then where we stand today is the contract expires in April.

TRUSTEE CARTER: I have a motion to make; that we open the process for seeking a new president for Florida A&M University.

CHAIRMAN LAWSON: There is a motion on the floor. There is a motion on the floor stated by Trustee Carter.

TRUSTEE WOODY: Second.

CHAIRMAN LAWSON: Motion has been moved and properly seconded.

Questions? Trustee Lawrence, and then Trustee Dortch?
TRUSTEE LAWRENCE: If the import of what the vote has just been, has been that her contract will not be renewed even for one year, do we not have an obligation to begin the process of trying to figure out what's next in the interest of this University?

TRUSTEE WOODY: Yes.

CHAIRMAN LAWSON: So, continued discussion. Point of view well-taken by Trustee Lawrence, but I believe that's what Trustee Carter was suggesting.

TRUSTEE CARTER: That's the whole point of it. We don't have a contract. Think about it. We don't really have a contract. The contract expired. I think Dr. Mangum will agree with, is that right now, we don't have a contract. In order to hire Dr. Mangum, we're going to need to put out that we're looking for a new president. We just -- the motion to extend, that contract expires. So here's where we are. We're a University looking for a president effective April 1 or whatever that date is.

CHAIRMAN LAWSON: Let's stay with the motion. We're in the discussion phase. Are there other points of view on this motion?

TRUSTEE DORTCH: Mr. Chairman, I think the situation again on what's being proposed, there
needs to be better structure. And as I stated multiple times, what we do has also got to be fair to Dr. Mangum as well. My reservations before was when this came up, we've got to start new negotiations. We've got to get attorneys in and all of that.

Then, you know, I thought that first motion was to extend by one year the existing contract, and provides for a coach, but then when comments that we had attorneys and start negotiations and all of that, is one of the problems I had was support in that motion. I think now it leaves no structure. Because we're just as much, to start a search -- say we're going to start a search, we're still in this situation of having to deal with issues. And just like they say about the president and others, if you have a, quote -- (inaudible) -- then that hurts her effectiveness or anyone's effectiveness to move if you're in that limbo and in that status.

So I would -- I cannot support this motion. Either this board needs to be decisive and needs to take the actions saying that either, in favor to Dr. Mangum, she shouldn't be sitting around here doing the things, when in fact, this Board's action
has said we're not renewing your contract. There
either needs to be an approach of her having,
quote, immediate administrative leave to do what
she wants to do with her life, to look. And I'm
sure that the one thing is, there will be plenty of
places that want her services, and in fairness to
her, she shouldn't have to be around because I know
if I was in the situation, I wouldn't want to be
around any of you either, if you rejected me -- and
I'm just being real keeping it real.

So either, if this motion does not carry,
there needs to be an approach for administrative
leave and there be immediately an interim; that we
be clear, and we must be clear on whether six
months or a year, whatever it takes. Because we
need to know who we expect to be and when we,
quote, grow up, or we get grown again, because
right now we're not grown as a family, and we need
to be clear on that.

And we need to be clear, what is it that we're
looking for? I wasn't here for the search. What
am I looking for? Because you won't find a
Superman or Superwoman, and you're not going to
find God. So we have to be clear and we have to
make sure we take the time to get to that point.
So with all of that said, I would speak against this motion and see that we have to be decisive and we have to be fair in whatever decisions are made by this Board.

TRUSTEE CARTER: Mr. Chair?

CHAIRMAN LAWSON: Trustee Carter?

TRUSTEE CARTER: Let's turn the temperature down a little bit and put on our intelligence for a moment.

First of all, we don't have a contract. That contract is expired. Dr. Mangum will serve as president through April and that's it. We've already made that decision. Where we are now is, who is going to be president, or will we have a president, or interim president, effective in April when her contract expires? We can't twiddle our thumbs. We've got to do something.

So my suggestion, open the process up because it's going to take some time to get a new president, or to renew the contract, or try to get Dr. Mangum back here. That renewal fails. That renewal fails.

Secondly, we had the motion in May to take no action. That contract is gone, y'all. We can't fall in love with that; that's gone. Here's where
we are now. As we sit here today, Florida A&M University has a president through April of next year. That's it. Now this, since 1881, we have to go beyond April of next year. In order to go beyond April of next year, we got to trust -- we've got to make an important -- (inaudible) -- we've got to make a decision. Who is going to be the CEO or are we going to have a CEO, for this University come effective in April, or are we going to have an interim president?

That is the only decision. You can vote the motion up or down, and let's pray, but the question remains, who will be leading this University as CEO, effective in April, when Dr. Mangum's contract expires?

I'm just trying to advance it to where we can at least stand up and say, This is where we are, and this is where we're going. There's no option to saying we can't do anything. We have got to do something.

CHAIRMAN LAWSON: Agreed.

So Trustee Carter, point well-taken. Trustee Dortch, points well-taken. And points well-taken, Trustee Lawrence.

TRUSTEE LAWRENCE: Having said that, I think
Trustee Dortch has a really important point. What happens in the interim? And it's a long time between now and April.

Maybe this discussion can be, should be, held in September when we have a board meeting, but I think with some alacrity we will need to move towards this decision, frankly, for the reasons that you express, including what's right and fair with Elmira Mangum.

What's fair to Dr. Mangum here? What would she like? Maybe if we wait until September to make that, wiser people, smarter people, more elevated people can have that conversation and come up with something that is honorable, humane, decent, and protects the interest of this University.

TRUSTEE CARTER: Mr. Chairman, I will gladly review my motion, but I'm telling you, we've got to do something. We can't do nothing.

CHAIRMAN LAWSON: Agreed. So Trustee Washington and then Trustee Perry.

TRUSTEE WASHINGTON: Just to build on the comment that you would think that in the interim or up until April, we need to have, as a group or as a subgroup, come up with some clear expectations and deliverable so that nobody is in the lurch and
everybody is on the same page and understands these are -- this is where we are now and this is where we expect to be; these are the deliverables that we expect to see between now and then. This is a relationship we're going to have. Just, I think we need to be very clear, especially if we start to do a search as, to how that process is going to work and how that relationship is going to work so that everybody understands what lane we're supposed to be in and can move forward in a thoughtful manner.

TRUSTEE WOODY: Agreed.

CHAIRMAN LAWSON: Trustee?

TRUSTEE PERRY: We do have an Executive Committee, correct, Mr. Chair?

CHAIRMAN LAWSON: We actually have not utilized our Executive Committee. We have always done individual committee meetings, and then the Board as a whole, not used the executive committee.

TRUSTEE PERRY: Well, some committee needs to some up with some path forward so we can look at all of the options in September. Right now, I don't think we are in the position to look at any options at this particular time. They need to be well thought out, and either an executive committee on committee especially formed for that should look
at available options.

CHAIRMAN LAWSON: Well, I think at this point -- I was just conferring with the President -- we do have a Governance Committee that this issue could be referred to.

TRUSTEE CARTER: Mr. Chairman, in lieu of that I would -- we do need to move forward, and I wanted to move forward in a manner where everyone gets to be heard. I withdraw my motion. It was in September, but I'm just saying, don't fool yourselves.

Where we are now is Florida A&M University has a president until April. That's when that contract expires, that's it. So we've got to make decisions, and if we're going to push it to September, as Trustee Washington says, we have to put in all of the terms and conditions going forward in a presidential search. So if that's what the Board wants to do --

CHAIRMAN LAWSON: I'm sorry. Trustee Grable, yourself, and then Trustee Lawrence.

TRUSTEE GRABLE: I would like to also refer back to Trustee Dortch's comment, and I thought I interpreted your comments to suggest that this is much more immediate than maybe the Board is even
considering, and I think it's only fair to
Dr. Mangum, but it has to be fair to the
time.

CHAIRMAN LAWSON: Trustee Reed and then
Trustee Lawrence?

TRUSTEE REED: I don't think it's pushing it
out until September. I think it is really going
back and doing a thoughtful discussion in
collaboration with Dr. Mangum, to understand what
will be the strategy moving forward. I don't think
we can start just taking action. We've got to
figure out what the strategy is, and what Trustee
Washington was saying as well; all of the nuances
and things that are at stake here moving forward
and what that decision will imply.

So I think our special committee, governance
committee; someone has to take a lead in doing that
and accelerate the timeline on the expectation of
when the report back should be.

CHAIRMAN LAWSON: Okay. Trustee Lawrence and
then back to Trustee Smith.

TRUSTEE LAWRENCE: Well, basically I say Amen,
but what I think is that Dr. Mangum needs to be
involved in that conversation. That's how
civilized people do it in the world, and to be
unfair to her and not to see what she's thinking. And frankly, it might be healthy for us to -- I'm not kicking the can down the road, but it might be healthy for us to take a small breather, let some folks have some conversation, come back here in September and see if we have a path forward, and if it makes sense for the institution, the President, the Board, and so forth and so on.

CHAIRMAN LAWSON: Trustee Smith and then back to Trustee Dortch.

TRUSTEE SMITH: I agree as well. I also believe that we need to create a space for students so that we can have the student input; just so we know what students want and how this will directly affect us, because most students do not know and they need to know the process, and they need to know what is expected and the terms and agreements that come with a new president.

TRUSTEE DORTCH: Mr. Chair, I think rather than just passing this on to the Governance Committee and not having a chair here to have a complete content of these discussions -- you did withdraw your motion?

TRUSTEE CARTER: Yes, I did.

TRUSTEE DORTCH: I move that the Chair appoint
a special task force from this board, to include
our student representative, to sit with Dr. Mangum
and have discussions about a way forward, and that
plan of action comes to this board in the September
Board meeting for a final decision on what that
blueprint will look like.

TRUSTEE LAWRENCE:  I second the motion.

CHAIRMAN LAWSON:  Motion has been moved and
properly second. Are there discussion points?
None?

All those in favor?
(All answer in the affirmative.)

CHAIRMAN LAWSON:  Motion carries.

So, moving forward, we will establish this
said committee that will include student
representation and faculty representation.

TRUSTEE DORTCH:  And faculty, also.

CHAIRMAN LAWSON:  And faculty representation.
Okay? So I believe, unless I'm missing something,
that we are closing the discussion on this issue.

TRUSTEE CARTER:  Just one thing, Mr. Chairman.
I may not be able to make the meeting, so as you
appoint folks for that committee, just don't
appoint me to it, because I don't know if I could
be able to make the meeting health-wise.
CHAIRMAN LAWSON: Understood. Thank you, Trustee Carter.

At this point, we will take a break for lunch and return from lunch and engage in discussion on strategic planning.

Okay. Ladies and gentlemen, what we're going to do, due to some of the discussion around the President and the future, we're going to hold on the discussion on the strategic plan until September, so that we can tackle not only the President and the future, but the statistic plan at the same time. So technically, the meeting is adjourned.

(Meeting adjourned.)
REPORTER CERTIFICATE

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COUNTY OF LEON )

I, YVONNE LaFLAMME, FPR, Court Reporter,
certify that I was authorized to and did
stenographically report the foregoing proceedings; that
a review of the transcript was not requested; and that
the transcript is a true and complete record of my
stenographic notes.

I FURTHER CERTIFY that I am not a relative,
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attorney or counsel connected with the action, nor am I
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DATED this 31st day of August, 2016.

YVONNE LaFLAMME, FPR
Court Reporter